



# National Reserve Bank of Tonga

## BIO DATA SHEET

FOR CORPORATE SHAREHOLDERS WHICH HOLD **10% OR MORE** OF THE VOTING SHARES

### Form 2

(As required under Section 6 of the Financial Institution Act)

*(Name of Applicant)*

1. **Corporate Shareholder.** Name, principal office address and contact telephone numbers of corporate shareholder on whose behalf this Form is being completed (*Indicate also any other business or trade name used by the corporate shareholder*):

<b>Name:</b>	
<b>Address:</b>	
<b>Telephone:</b>	
<b>Trade Names:</b>	

2. **Principal Business Activity.** Describe principal business activity of the corporate shareholder. If licensed as a financial institution, indicate the name and address of supervising government agency.

3. **Manner of Control.** Describe the manner in which the corporate shareholder will exercise control or otherwise exert influence over the affairs of the proposed financial institution.

4. Provide the **Legal Form** of the corporate shareholder: (Check as applicable)

a. Company/Corporation: [  ]

b. Partnership: [  ]

c. Other (describe): [  ]

5. **Details of Incorporation/Registration** (Attach a certified copy of the document evidencing registration/incorporation details.):

a. Date of incorporation/registration:

b. Country of incorporation/registration:

c. Company registration number:


6. **Directors, Senior Managers<sup>1</sup>, and Large Shareholders<sup>2</sup>.** Provide the following information for each director, senior manager, and large shareholder of the corporate shareholder on whose behalf this form is being completed:

<sup>1</sup> Senior manager is defined as the chief executive, any person reporting directly to the chief executive, and any person with direct or matrix reporting responsibilities.

<sup>2</sup> Large shareholders include any person (including any corporation, company, partnership or other legal entity) owning or controlling directly or indirectly 10% or more of the outstanding shares of stock of the proposed financial institutions.

Name and Address:	Title/Position:	% of Shares Owned

7. **Registered Address.** Provide the registered/legal address of the head/**home** office and principal place of business of the corporate shareholder, if different from that shown in Question 1 above.

8. **Auditors and Bankers.** Provide the names and addresses of the corporate shareholder's auditors and bankers during the past 10 (ten) years. Indicate a contact person for each such audit firm and bank.

a. Name of External Audit Firm:

i. Contact Person:

ii. Telephone:

iii. Address:

b. Name of Banker:

i. Contact Person:

ii. Telephone:

iii. Address:


9. **Affiliates<sup>3</sup>.** Provide the name, address, and description of the business activity of any organization which is or will be an affiliated of the corporate shareholder. Complete and attach Form 2 for each affiliate listed below.

a. Name of Affiliate:

i. Address:

ii. **Description of Business:**


<sup>3</sup> **Affiliate** means a company wherein another company's shareholding is at least 20% but not more than 50% of the issued shares or where that other company has the power to exercise influence over the policies of management of the company.

iii. % Shareholding	
b. Name of Affiliate:	
i. Address:	
ii. Description of Business:	
iii. % Shareholding	
c. Name of Affiliate:	
i. Address:	
ii. Description of Business:	
iii. % Shareholding	

10. **Shareholder Controller of Any Other Financial Institution.** If the corporate shareholder is now or ever has been a shareholder controller (owning 10% or more of the outstanding voting shares of stock) of any other financial institution, provide details thereof including any relationship which now exists or will exist between the corporate shareholder and the other financial institution as well as the proposed financial institution.

11. **Membership in Professional or Trade Associations.** If the corporate shareholder is now or will be a member of any professional or trade association for financial activities in Tonga or elsewhere, provide details including whether such membership has ever been refused or terminated

12. **Censures.** Has the corporate shareholder ever been censured, prosecuted, and warned as to conduct, disciplined, or publicly criticized by, or made subject to a court order by any governmental department or agency, professional association, or regulatory body in Tonga or elsewhere?

<b>Yes</b>	<b>No</b>
[ ]	[ ]

If "Yes" provide details:

13. **Convictions or Administrative Orders.** Has the corporate shareholder ever been convicted of any felony offense, or has a petition for an administrative order been served on the corporate shareholder, in Tonga or elsewhere?

<b>Yes</b>	<b>No</b>
[ ]	[ ]

If "Yes" provide details:

14. **Investigations.** Has the corporate shareholder ever been or is it now subject to an investigation, in Tonga or elsewhere, by or at the instigation of any governmental department or agency, professional association, or other regulatory body?

<b>Yes</b>	<b>No</b>
[ ]	[ ]

If "Yes" provide details:

15. **Litigation.** Is the corporate shareholder engaged or expecting to be engaged in litigation, in Tonga or elsewhere, which may have a material effect on its resources or ability to financially support the proposed financial institution? **Yes** **No**  
[ ] [ ]

If "Yes" provide details:

16. **Judgments.** Has the corporate shareholder ever failed to satisfy within one year a judgment of debt under court order in Tonga or elsewhere? **Yes** **No**  
[ ] [ ]

If "Yes" provide details:

17. **Fraud.** Has the corporate shareholder ever been judged by a court, in Tonga or elsewhere, to be civilly liable for fraud, malfeasance, or any other misconduct? **Yes** **No**  
[ ] [ ]

If "Yes" provide details:

18. **Bankruptcy or Debt Compromise.** Has the corporate shareholder been judged bankrupt by a court, in Tonga or elsewhere, or has a bankruptcy petition ever been served on the corporate shareholder or has the corporate shareholder made any compromise or otherwise failed to satisfy its creditors in full? **Yes** **No**  
[ ] [ ]

If "Yes" provide details:

19. **Receiver.** Has a receiver of any property of the corporate shareholder ever been appointed in Tonga or in any other jurisdiction? **Yes** **No**  
[ ] [ ]

If "Yes" provide details, including whether receiver is still acting under the appointment.

20. **Liquidation:**

- a. **Voluntary.** Has a notice of resolution for the voluntary liquidation of the corporate shareholder ever been issued in Tonga or in any other jurisdiction? **Yes** **No**  
[ ] [ ]

If "Yes" provide details, including whether liquidation has been fully resolved.

- b. **Compulsory.** Has a petition for the compulsory liquidation of the corporate shareholder ever been served in Tonga or in any other jurisdiction? **Yes** **No**  
[ ] [ ]

If "Yes" provide tails include whether the petition has been fully resolved.

21. **Income Taxes.** Is the corporate shareholder in good standing with the Inland Revenue Department in Tonga or any other jurisdiction, or does the corporate shareholder have any tax liabilities which are unpaid or in dispute? **Yes** **No**  
[ ] [ ]

If "No" provide details:

22. **Share Registrations:** How many shares in the proposed financial institution are or will be registered:

a. in the name of the corporate shareholders;

b. in the name of a connected party<sup>4</sup> to the corporate shareholder?

23. Provide the name(s) of all connected parties to the corporate shareholder and the number and class of shares of stock, if other than ordinary shares, held in the proposed applicant bank:

Name of Connected Party:	Class of Shares:	# of Shares:

24. **Beneficial Interest**<sup>5</sup>. How many shares in the proposed financial institution, which are not registered in the name of the corporate shareholder or connected party to the corporate shareholder, will the corporate shareholder or connected party to the corporate shareholder have a beneficial interest in? Provide the name(s) in which the shares will be registered, nature of beneficial interest and the number of shares of stock in the proposed financial institution.

Name:	Nature of Beneficial Interest:	# of Shares

25. **Trustee or Nominee.** Does or will the corporate shareholder or any connected party to the corporate shareholder hold shares in the proposed financial institution as a trustee or nominee? Yes [ ] No [ ]

If "Yes" provide details:

26. **Assignments or Pledges.** Are or will any of the share in response to Question 22-25 be equitably or legally assigned or pledged to any other party? Yes [ ] No [ ]

If "Yes" provide details:

27. **Voting Rights and Authority**

a. **Direct.** What proportion of the voting shares at any general meeting of the proposed financial institution, or of any other organization of which the proposed financial institution is a subsidiary, is or will the corporate shareholder be entitled to vote or exercise control over? %

Provide details of such voting authority or control:

<sup>4</sup> A connected party includes (i) affiliates, directors, employees, -shareholders owning or exercising power over 10 percent of the shares of the licensed financial institution; and (ii) close relatives of such directors and shareholders including spouses, parents and children.

<sup>5</sup> Beneficial interest includes a right or other advantage resulting from a contract or the ownership of an estate as distinct from the legal ownership or control.

- b. **Indirect.** If the exercise of voting power at any general meeting of the proposed financial institution, or any other organization of which the proposed financial institution is a subsidiary, is or may be controlled or influenced by someone other than the corporate shareholder, provide the identity of such other person and the proportion of voting power so controlled or influenced.

28. **Each corporate shareholder to submit copies of audited annual accounts for the last 3 years of operations.**

29. Provide **any** other information regarding the proposed corporate shareholder which may assist the Reserve Bank in evaluating this application.

