

Information Checklist for Application for Authorization of Unit Trusts and Mutual Funds under the Revamped Process

This Information Checklist may be used with immediate effect from 2 December 2016 in support of any application for authorization of a unit trust or mutual fund and its offering document(s). For the avoidance of doubt, any applicant who wishes to make an application received by the Investment Products Division of the Commission on or after 19 December 2016 should use and complete this Information Checklist.

A. Introduction

An applicant seeking authorization of a unit trust or mutual fund and its offering document(s) pursuant to sections 104 and 105 of the Securities and Futures Ordinance (“SFO”) respectively must complete this Information Checklist and submit it to the Investment Products Division of the Securities and Futures Commission (the “Commission” or the “SFC”), together with relevant documents provided hereunder that are required for an application. References to the scheme(s) in this Information Checklist refer to the scheme(s) under application. The SFC reserves the right to request for more information and/or documents in reviewing and considering each application.

The SFC reserves the right to return forthwith, without processing, an incomplete or non-compliant application to the extent the application form¹, this Information Checklist and/or the accompanying documents are not properly or fully completed, and/or where negative responses in this Information Checklist are not properly explained, and/or such application is accompanied by documents that do not meet the applicable requirements, not in good order or otherwise not suitable for clearance. The SFC reserves the right to request the applicant to submit updated and duly completed and properly executed checklist(s), confirmation(s) or undertaking(s) before authorization of a scheme.

This is a standard form document. Unless otherwise specified, when completing this Information Checklist, please do not make any deletion, addition or amendment to the forms or headings. The applicant is reminded to tick ALL boxes that are applicable to its application(s) in this Information Checklist.

Structure of the scheme(s) : As stated under 3(a)(i) of the application form¹

Type of scheme(s) : Hong Kong domiciled scheme(s)
(*please tick one box*) UCITS
 Other non-Hong Kong domiciled scheme(s)

Place of domicile of the scheme(s) : As stated under 3(a)(iii) of the application form¹

Home regulator (*for non-Hong Kong domiciled scheme(s) only*) : (*please specify if applicable*)

Scheme(s) under application : Name(s) of the scheme(s) under application which is/are stated under 3(a)(ii), (iv) and (v) of the application form¹ is/are repeated below (or such other name(s) as may be approved by the SFC):

¹ Application form refers to the Application Form for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products duly completed and executed by / for and on behalf of the applicant.



B. Basic information relating to the scheme(s)

Please fill in this sheet for each of the single funds / sub-funds of an umbrella fund under application (please use separate sheet(s), if necessary).

Name (or such other name as may be approved by the SFC) of the single fund / sub-fund (each, referred to as the "scheme") : _____ (English name)
_____ (Chinese name)

Name (or such other name as may be approved by the SFC) of umbrella fund (if applicable) : _____ (English name)
_____ (Chinese name)

- 1) Is the scheme a sub-fund under an existing umbrella fund authorized by the SFC?
 Yes No
- 2) Is the scheme managed by a management company or a board of directors (in case of a self-managed scheme) currently managing other existing SFC-authorized fund(s)?
 Yes No
- 3) Is the trustee/custodian of the scheme currently acting as trustee/custodian of other existing SFC-authorized fund(s)? Yes No
- 4) Please tick if the scheme does not have any investment delegate(s) and proceed to Q5. Otherwise, please answer the following questions:
 - a) Is/Are the investment delegate(s) currently managing other existing SFC-authorized fund(s)?
 Yes No
 - b) Please tick if all investment delegate(s) is/are based in an acceptable inspection regime ("AIR"), a list of which is published on the Commission's website, and proceed to Q5. Otherwise, please answer the following question:
Is/Are the non-AIR delegation arrangement(s) currently adopted by other existing SFC-authorized fund(s)? Yes No
- 5) Please indicate the scheme type by ticking the applicable box(es) below:
 Scheme falling under Chapter 7 of the UT Code
(Please also tick if the scheme is a feeder fund under 7.12 of the UT Code)

| | |
|--|--|
| <input type="checkbox"/> UCITS not using FDI extensively for investment purposes | <input type="checkbox"/> Unlisted index fund |
| <input type="checkbox"/> Unit portfolio management fund | <input type="checkbox"/> Exchange traded fund ("ETF") |
| <input type="checkbox"/> Warrant fund | <input type="checkbox"/> Money market fund |
| <input type="checkbox"/> Guaranteed fund | <input type="checkbox"/> Futures and options fund |
| <input type="checkbox"/> Structured fund | <input type="checkbox"/> Hedge fund |
| <input type="checkbox"/> UCITS using FDI extensively for investment purposes | <input type="checkbox"/> Non-UCITS investing in FDI for investment purposes under 8.9 of the UT Code |



- 6) Please tick if the scheme is not an unlisted index fund or ETF and proceed to Q7. Otherwise, please answer the following questions:
- a) Is the scheme using physical replication?
 Yes
 No
- b) Is the scheme a leveraged or inverse product or futures based unlisted index fund or ETF?
 Yes
 No
- c) Please tick if the unlisted index fund or ETF is tracking an index which is currently adopted by other existing SFC-authorized unlisted index fund(s) or ETF(s) and proceed to Q7. Otherwise, please answer the following question:
Is the scheme tracking a plain vanilla index?? Yes No
- 7) Is the scheme *not* seeking authorization as approved pooled investment fund(s) under the SFC Code on MPF Products? Yes No

Please proceed to complete Section C, Section D and, where applicable, Section E.

2 Plain vanilla index will generally include free float market capitalization weighted equities index and will generally **exclude** strategy index, smart-beta / value-based index, equal weighted equities index, equities index with covered call and/or hedging elements, etc.



C. Confirmation from the applicant

The scheme(s) under application: As stated in Section A of this Information Checklist

We, in respect of this application and the scheme(s) thereunder, hereby confirm and undertake that:

Compliance with Guidance on Internal Product Approval Process

- a) all requirements set out in the Circular to product providers of SFC-authorized unit trusts and mutual funds, SFC-authorized investment-linked assurance schemes and SFC-authorized unlisted structured investment products entitled "Guidance on Internal Product Approval Process", as amended from time to time, have been and will be complied with in respect of the scheme(s) under this application; and

Management company and its delegates

- b) the management company³ is (*please tick one of the following*):
- (i) licensed or registered under Part V of the Securities and Futures Ordinance to carry out Type 9 regulated activity or (ii) has submitted application to the Commission in applying for the licensing / registration status required for managing investment funds / collective investment schemes in Hong Kong;
 - subject to supervision in an overseas jurisdiction with an inspection regime under the list of acceptable inspection regimes ("AIR") published on the Commission's website; and
- c) (*please tick one of the following*):
- the management company³ and its delegate(s) (if applicable) has/have fulfilled and will at all times fulfil the requirements under 5.2 to 5.5 of the UT Code;
 - (*applicable only to scheme(s) with proposed investment management delegation arrangement which is currently adopted by other existing SFC-authorized fund(s) under the management of the management company³ subject to relevant authorization conditions imposed by the SFC*) (i) the management company³ has fulfilled and will at all times fulfil the requirements under 5.2 to 5.5 of the UT Code except for the requirements on key personnel as set out in 5.5(a) to (c) of the UT Code, (ii) the management company³ has appointed and delegated the investment management functions to an investment manager under a delegation arrangement currently adopted by other existing SFC-authorized fund(s) under the management of the management company³, and will at all times appoint and delegate the investment management functions to an investment manager from an AIR in compliance with the applicable requirements under the UT Code and as set out in the Guide⁴; and (iii) the delegate(s) of the management company³ has/have fulfilled and will at all times fulfil the requirements under 5.2 to 5.5 of the UT Code;
 - (*applicable to scheme(s) with proposed investment management delegation arrangement which is not currently adopted by other existing SFC-authorized fund(s) under the management of the management company³*) (i) the management company³ has fulfilled and will at all times fulfil the requirements under 5.2 to 5.5 of the UT Code except for the requirements on key personnel as set out in 5.5(a) to (c) of the UT Code, (ii) the management company³ has appointed and delegated the investment management functions to an investment manager under a delegation arrangement as last consulted with the SFC on (*please specify the date*) _____⁵, and will at all times appoint and delegate the investment management functions to an investment manager from an AIR in compliance with the applicable requirements under the UT Code and as set out in the Guide⁴; and (iii) the delegate(s) of the management company³ has/have fulfilled and will at all times fulfil the requirements under 5.2 to 5.5 of the UT Code; and

Amended

Amended

³ For self-managed scheme, references to the management company are deemed to be references to the investment manager of the scheme.

⁴ The Guide refers to the Guide on Practices and Procedures for Application for Authorization of Unit Trusts and Mutual Funds published by the SFC, which, among other things, sets out the compliance requirements applicable to funds seeking authorization from the SFC for offering to the public in Hong Kong, and as the same may be revised/updated from time to time. The Guide may be accessed via <http://www.sfc.hk/web/EN/faqs/product-authorization/guide-on-practices-and-procedures-for-application-for-authorization-of-unit-trusts-and-mutual-funds.html>.

⁵ Please note that this does not mean an application will be accepted or authorization will be granted. The application including the proposed arrangement will be subject to vetting by the SFC after submission of the application.



- d) *(applicable only to self-managed scheme(s))* we, as the board of directors of the scheme(s), (i) are of good repute and possess the necessary experience for the performance of our duties pursuant to 5.4 of the UT Code; (ii) have fulfilled and will at all times fulfil the requirements under 5.5 of the UT Code that we have appointed and delegated and will at all times appoint and delegate the investment management functions to an investment manager from an AIR in compliance with the applicable requirements under the UT Code and as set out in the Guide⁴; and (iii) have adequate internal controls and have put in place written procedures in compliance with Chapter 5.5(d) and 5.5(e) of the UT Code; and
- e) *(applicable only to (i) UCITS using financial derivative instruments extensively for investment purposes or (ii) non-UCITS falling under 8.9 of the UT Code)* the management company³ and its delegate(s) (if applicable) has/have put in place suitable and adequate risk management and control systems which are commensurate with the risk profile of the scheme(s) to monitor, measure, and manage all the relevant risks in relation to the scheme(s); *(applicable only to UCITS using financial derivative instruments extensively for investment purposes)* and the home regulator of the management company³ has either approved the risk management policy (“RMP”) or has no comments on the RMP as duly filed; and
- f) none of the management company³ and its delegate(s) (if applicable) is the subject of any disciplinary proceeding in respect of its license or registration to conduct any regulated activity, or subject to any action by an exchange, regulated market or self-regulatory organisation for breach of any applicable rules, which may materially affect its financial condition, status as a licensed or regulated entity, or ability to perform its licensed or regulated activity; and
- g) *(please tick if applicable)* the following delegate(s) is/are licensed or registered under Part V of the Securities and Futures Ordinance to carry out Type 9 regulated activity; or is/are subject to supervision in an overseas jurisdiction with an inspection regime under the list of AIR published on the Commission’s website; and

Amended

| Name(s) of AIR delegate(s) | Name(s) of relevant single fund(s) / sub-fund(s) under application |
|----------------------------|--|
| | |

(For the avoidance of doubt, please list out all the delegate(s) (including sub-delegate(s)) of the management company³. Please use separate sheet(s), if necessary)

- h) *(please tick if applicable)* the following delegate(s) that is/are not based in an AIR (“non-AIR delegate(s)”) is/are affiliate(s) of the management company³ or the AIR delegate(s) (if applicable) and is/are subject to a system of internal controls and compliance procedures similar to that of the management company³ or the AIR delegate(s) (if applicable) and/or the corporate group to whom both the management company³ or the AIR delegate(s) (if applicable) and the non-AIR delegate(s) belong, the requirements set out in Chapter 4 of the Guide⁴ in respect of the appointment of the non-AIR delegate(s) have been and will be fulfilled, and we have submitted the required confirmation(s) and undertaking(s) regarding non-AIR delegation arrangement as set out in Annex B; and

Amended

| Name(s) of non-AIR delegate(s) | Name(s) of relevant single fund(s) / sub-fund(s) under application |
|--------------------------------|--|
| | |

(For the avoidance of doubt, please list out all the delegate(s) (including sub-delegate(s)) of the management company³. Please use separate sheet(s), if necessary)

- i) *(please tick if applicable)* the requirements set out in Chapter 4 of the Guide⁴ in respect of the appointment of the following delegate(s) (whether based in an AIR or non-AIR jurisdiction) which is/are *not* currently managing other existing SFC-authorized fund(s) have been and will be fulfilled, and we have submitted the required confirmation(s) and undertaking(s) from the delegate(s) as set out in Annex G; and

| Name(s) of new delegate(s) (whether based in an AIR or non-AIR jurisdiction) |
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(please use separate sheet(s), if necessary)



- j) we shall act independently of the trustee/custodian of the scheme(s) in our dealings with the scheme(s) and have also submitted the required confirmation(s) from the trustee/custodian as set out in Annex A; and

Hong Kong representative (for non-Hong Kong based scheme(s) only)

- k) we [(please delete as appropriate) have appointed / will appoint] the following entity as the Hong Kong representative of the scheme(s) and the requirements set out in Chapter 4 of the Guide⁴ in respect of the appointment of the Hong Kong representative [(please delete as appropriate) have been fulfilled / will be fulfilled before the authorization of the scheme(s) (if granted by the SFC) becomes effective]; and

| | |
|-----------------------------------|--|
| Name of Hong Kong representative: | |
|-----------------------------------|--|

- l) we have submitted the required confirmation from the [(please delete as appropriate) appointed / proposed] Hong Kong representative as set out in Annex C; and

Waivers / Special Requirements / Conditions granted by home regulator (for UCITS only)

- m) there are no waivers granted or special requirements and/or conditions imposed by the home regulator of the scheme(s) that have not been stated in the evidence of approval granted by the home regulator; and

Compliance with the Handbook, the UT Code and the Guide⁴

- n) all documents required to be submitted to the SFC for the purposes of application for authorization of the scheme(s) under the UT Code have been submitted and are in compliance with the applicable provisions of the UT Code and the applicable provisions in the “Overarching Principles Section” of the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products (“Handbook”); and
- o) all requirements set out in the Guide⁴ applicable to this application and the scheme(s) under this application have been and will be complied with in respect of the scheme(s) under this application; and
- p) the scheme(s) will not invest 30% or more of its NAV in any particular type of asset classes or investments or markets (or engage in any particular type of strategy attributing to 30% or more of its NAV) save as otherwise disclosed in the section headed “Objectives and investment strategy” in the KFS in compliance with the requirements set out in Section 1 of Annex 1 to the Guide⁴; and
- q) the scheme(s) adopt(s) a forward pricing method; and

Offering documents

- r) the product key facts statement(s) (“KFS”) of the scheme(s) is/are consistent with the Hong Kong offering document(s) of the scheme(s); and
- s) (applicable only to overseas scheme(s) primarily regulated by an overseas regulator and its Hong Kong offering document is different from the overseas offering document) the Hong Kong offering document(s) of the scheme(s) is/are consistent with the scheme(s)’ overseas offering document(s) (please tick one of the following):
- authorized/approved by, or in the process of obtaining authorization/approval⁶ from, the home regulator of the scheme(s);
 - filed with (and with no subsequent comments from) the home regulator of the scheme(s) in the case where authorization/approval of the scheme(s)’ overseas offering documents by such home regulator is not required;
- and

Amended

⁶ In any event, before the authorization of a scheme may become effective, the applicant must confirm in writing that the finalized drafts of the Hong Kong offering documents are consistent with the overseas offering documents as approved/authorized by the home regulator of the scheme.



Constitutive documents⁷

- t) nothing in the constitutive documents of the scheme(s) would in any way contradict or result in any breach of the applicable provisions of the UT Code and the applicable provisions in the “Overarching Principles Section” of the Handbook; and
- u) (please tick if applicable) there are no changes made or proposed to be made to the constitutive documents last filed to the SFC on (please specify the date) _____ (N.B. no constitutive documents of the scheme(s) are required to be submitted at the outset of an application); and
- v) (applicable only to non-UCITS⁸) the constitutive documents of the scheme(s) contain all the information listed in Appendix D to the UT Code and conform in substance with the provisions set out in Section 5 of Annex 1 to the Guide⁴; and we shall ensure that the constitutive documents of the scheme(s) will at all times contain and conform in substance with these requirements, and we shall act at all times in compliance and in a manner consistent with the UT Code (as may be modified by any applicable waivers or exemptions granted by the SFC); and
- w) (applicable only to UCITS) the constitutive documents of the scheme(s) have complied with all applicable home jurisdiction’s laws and regulations and home regulator’s requirements and have complied with 9.10 of the UT Code; and such constitutive documents are the latest version that have been submitted to / filed with the home regulator; and in addition, the scheme(s) has / have also complied with D12 of Appendix D to the UT Code regarding connected party transactions; and

RQFII/QFII quota (for RQFII/QFII scheme(s) only) (please tick if applicable)

- x) the RQFII/QFII quota for use by the scheme(s) has been obtained and the relevant quota document issued by the PRC authority is attached in separate sheet; and
- y) the scheme(s) will not be launched until the RQFII/QFII quota is obtained for use by the scheme(s) and the relevant accounts (including securities account(s) and cash account(s)) in the Mainland are opened; and (in the case of a single fund or a sub-fund under a new umbrella fund or a sub-fund under an existing umbrella fund of which PRC legal counsel’s opinion has not been obtained on the custody arrangement relating to any of its existing SFC-authorized sub-funds using RQFII/QFII quota) we will obtain an opinion from the PRC legal counsel in the form as referred to in the Hong Kong offering documents of the scheme(s) prior to the launch of the scheme(s); and
- z) (for ETF only) we will apply to withdraw the authorization of the scheme(s) if the scheme(s) is/are not listed within 6 months of the date of the letter of authorization (if granted); and

Approved person

aa) (please tick one of the following):

- (please insert the name of the approved person) _____ has been approved as the approved person of the scheme(s) and the approval letter previously issued by the SFC is attached in separate sheet;
- the nomination of the approved person of the scheme(s) and the corresponding duly completed and properly executed confirmation from the nominated approved person as set out in Annex D has been submitted;
- and

7 “Constitutive documents” means the principal documents governing the formation of the scheme, and includes the trust deed in the case of a unit trust and the articles of association in the case of a mutual fund corporation. In the case of a non-UCITS mutual fund corporation, the information listed in Appendix D to the UT Code and the key provisions set out in Section 5 of Annex 1 to the Guide may also be set out in the custodian agreement and the management agreement instead of the articles of association, as appropriate.

8 For funds seeking authorization pursuant to or in accordance with the mutual recognition arrangements and/or such other fund authorization arrangements that have been entered into between the SFC and the related countries or jurisdictions, they should follow the specific requirements on constitutive documents as set out in the relevant circulars and/or guidance issued by the SFC related thereto.



Obtaining confirmation from CSSF (for new Luxembourg domiciled umbrella scheme only)

- bb) we have already made the appropriate arrangement with the CSSF so as to enable the CSSF to provide a confirmation to the SFC that *(please tick one of the following boxes)*:
- the scheme(s) will comply with additional audit review procedures for authorization of the scheme(s) in Hong Kong.
 - the scheme(s) will prepare a long form audit report required or in accordance with Luxembourg's rules or regulations.

General

We confirm that all information contained in this Information Checklist (including all confirmations and undertakings) and the documents submitted relating thereto are true and accurate; and unless otherwise specifically allowed for in this Information Checklist, no deletion, addition or amendment has been made to the standard templates of these current prescribed documents as published on the SFC's website.

We further undertake to notify the SFC immediately if there are any changes to the information and/or confirmations provided to the SFC from time to time in connection with the application or where we have become aware of any matters or changes in circumstance that may affect the SFC's assessment of this application.

Signed for and on behalf of:
(please tick relevant box(es))

- Applicant : *(For self-managed scheme(s) only)*
The board of directors of the scheme(s)
- (For scheme(s) which is/are not self-managed scheme(s)) (Please insert below the name of the management company of the scheme(s))*

- Name of authorized signatory : *(For self-managed scheme(s) only)*
- (Insert name of at least one executive director⁹ (or above) of the scheme(s))*
- : *(For non-self-managed scheme(s) with SFC-licensed management company)*

- (Insert name of at least one Responsible Officer (in respect of Type 9 regulated activity) of the management company)*
- : *(For non-self-managed scheme(s) with management company which is not SFC-licensed)*

- (Insert name of at least one executive director⁹ (or above) of the management company of the scheme(s))*

Signature :

Title / Position :

Date (date / month / year) :

⁹ Equivalents include, for example, CEO, managing director, etc. Essentially, the signatory is expected to be a senior-ranking executive with overall responsibility over the new fund application.



D. Basic documents required to be submitted to the SFC

The list below is not exhaustive. The SFC may require additional information.

On application, please submit 3 sets of the following documents except for the financial statements, where only a soft copy of which is required to be submitted. Please also provide soft copies of these documents in text-searchable format.

I. Mandatory documents

- 1) Duly completed and properly executed application form¹
- 2) Application fee (*in the form of cheque payable to the "Securities and Futures Commission" for the correct amount of total application fee*)
- 3) Duly and properly completed Information Checklist, including the duly completed and properly executed confirmation from the applicant under Section C of the Information Checklist
- 4) Duly completed and properly executed confirmation from the trustee/custodian (*see Annex A*)
- 5) Advanced draft of the English Hong Kong main offering documents (*where applicable, marked up against the latest version filed with the SFC*)
- 6) Advanced draft of the English product key facts statement(s) ("KFS") of the scheme(s) under application
- 7) Constitutive documents¹⁰ (*where applicable, marked-up against the latest version filed with the SFC*)
- 8) Latest audited report (if any) and if more recent, the latest unaudited report of the scheme(s)
- 9) Duly completed and properly executed letter from management company and approved person regarding non-fulfilment of authorization condition(s) (*see Annex I*)
- 10) Duly completed and properly executed Chinese translation confirmation¹¹ (*see Annex J*)

II. Additional document(s) (to the extent applicable)

- 11) For UCITS scheme(s)
 - (i) Evidence of approval from the home regulator of the scheme(s)
 - (ii) Evidence of approval from the home regulator of the offering document(s)
 - (iii) Leverage information (*please provide document(s) in (a) or (b) below*)
 - a) (*applicable to UCITS not using financial derivative instruments (FDI) extensively for investment purposes*) Information on leverage level of the scheme (*see Annex K*)
 - b) (*applicable to UCITS using FDI extensively for investment purposes*) Breakdown of leverage level of the scheme (*see Annex H*)
- 12) For QFII/RQFII scheme(s)
 - (i) A copy of the QFII/RQFII licence issued by the PRC authority
 - (ii) A copy of QFII/RQFII quota document issued by the PRC authority (if available)

| Applicable? (please tick) | |
|------------------------------|----|
| Yes (and submitted) | No |
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Newly added

Moved

¹⁰ If the scheme(s) under application involve(s) a new umbrella fund or single fund, its/their constitutive documents are required to be submitted at the time of application. In the case of an application of a new sub-fund under an existing SFC-authorized umbrella fund involving proposed changes to the constitutive documents from the latest version filed with the SFC, the applicant is required to submit the revised constitutive documents at the time of application as marked-up against the latest version filed with the SFC. Otherwise, the constitutive documents are not required to be submitted at the time of application.

¹¹ The Chinese translation certificate is not required to be submitted upon the application. However, the Chinese translation certificate (together with the bilingual offering documents with proper annotations against Appendix C of the UT Code for the English version) must be executed and submitted before the authorization (if granted by the SFC) becoming effective.



- 13) For scheme(s) with non-AIR delegation arrangement
Duly completed and properly executed confirmation and undertaking regarding non-AIR delegation arrangement (see Annex B)
- 14) For non-Hong Kong based scheme(s)
Duly completed and properly executed undertaking from the Hong Kong Representative (see Annex C)
- 15) For scheme(s) with approved person previously approved by the SFC
A copy of the letter of approval on the approved person issued by the SFC
- 16) For scheme(s) with nomination of approved person
Duly completed and properly executed nomination letter from the management company or the scheme(s) nominating an individual as the approved person for the scheme(s); and the duly completed and properly executed confirmation from the nominated approved person (see Annex D)
- 17) For scheme(s) constituted in corporate form
(i) Application for one-off authorization of advertisements of the scheme(s) (see Annex E)

(ii) (applicable only to ETF(s)) Application for exemption under section 309(2) of the Securities and Futures Ordinance
- 18) For unlisted index fund(s) or ETF(s) with new index not currently adopted by other existing SFC-authorized unlisted index fund(s) or ETF(s)
Submission to demonstrate compliance with 8.6(e) of the UT Code on the index acceptability (please use separate sheet(s))
- 19) For ETF(s)
Confirmation on the impact of the Volcker Rule in the US for ETF(s) under application
- 20) For management company and/or investment manager(s) which manage(s) a RQFII physical ETF(s) for the first time
Confirmation on the manager's testing results concerning the readiness for the launch and the on-going operations of the scheme(s) as set out in Chapter 5 of the Guide⁴
- 21) For a sub-fund that invests 70% or more of its NAV using RQFII/QFII quota (applicable only to sub-funds under an existing SFC-authorized umbrella fund of which PRC legal counsel's opinion has been obtained on the custody arrangement for at least one of its existing SFC-authorized sub-funds using RQFII/QFII quota as set out in Section 4 of Annex 1 to the Guide⁴)

Duly completed and properly executed confirmation of the custody arrangement (see Annex F)

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E. Additional documents required to be submitted to the SFC

The list below is not exhaustive. The SFC may require additional information.

On application, please submit 3 sets of the following documents. Please also provide soft copies of these documents in text-searchable format.

- 1) For scheme(s) with new management company and/or new delegate(s)
 - (i) Copy of valid certificate(s) showing their licensing/registration status
 - (ii) Duly completed and properly executed confirmation from the new management company and/or new delegate(s) (see Annex G)
 - (iii) *(If the new management company and/or new delegate(s) is/are a US SEC-registrant):-*
 - a) Latest ADV form
 - b) A copy of the most recent US SEC inspection report (if “No” is selected, please state the reason(s), e.g. no inspection had been conducted on the new management company and/or new delegate(s) (as the case may be))
 - c) Supporting document(s) to demonstrate full fulfillments of all requirements, conditions, demands, and/or requisitions (where applicable) as stated in the inspection report (as referred to and submitted under b) above) (e.g. confirmation(s) issued by the new management company and/or new delegate(s) (as the case may be))
- 2) For scheme(s) with new trustee/custodian
 - (i)
 - a) Audit certificate¹²; or
 - b) Duly completed and properly executed undertaking regarding internal controls and systems¹³ (see Annex A)
 - (ii) Certificate of incorporation/registration of the trustee/custodian
 - (iii) Evidence to demonstrate compliance with 4.2 of the UT Code (please tick where applicable) e.g.
 - (for a bank licensed under section 16 of the Banking Ordinance (Chapter 155 of Laws of Hong Kong) or a substantial financial institution in Hong Kong) licence issued by the relevant authority
 - (for a subsidiary of a licensed bank or a substantial financial institution) documentation showing such relationship, such as its group organizational chart, together with the licence of such bank or financial institution issued by the relevant authority

| Applicable? (please tick) | |
|------------------------------|----|
| Yes (and submitted) | No |
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Newly added

12 For trustees/custodians whose functions are mainly carried out in Hong Kong, an audit certificate will be required with respect to the trustee/custodian’s internal controls and systems in accordance with Appendix G of the UT Code. For new trustees/custodians whose functions are mainly carried out in a non-acceptable inspection regime, an audit certificate is generally required and applicants should consult with the SFC in advance.

13 For new trustee/custodian whose functions are (i) mainly carried out in acceptable inspection regimes and with the primary supervisory authority being one of those with whom the SFC has co-operation agreements (including Australia, France, Germany, Malaysia, Taiwan, United Kingdom and United States of America); or (ii) carried out by the head/branch office(s) of a banking institution in an acceptable inspection regime whereby a separate arm/office of the banking institution is currently acting as trustee/custodian for SFC-authorized funds, an undertaking from the trustee/custodian to the SFC stating that if the SFC is not satisfied with such ongoing regulatory supervision, an independent auditor would be appointed to periodically review its internal controls and systems on terms of reference agreed with the SFC and such report would be filed with the SFC will generally be required. Trustees/custodians whose functions are carried out in Luxembourg or Ireland would not normally be required to provide an audit certificate or an undertaking.



(iv) Executed self-declarations by the management company and each of its delegate(s) in respect of its independence from the issuer(s) of the FDIs in accordance with 8.8(a) of the UT Code

6) Waiver from compliance with the UT Code (if applicable)
Application for waiver from compliance with a provision of the UT Code

| | |
|--|--|
| | |
| | |
| | |



ANNEX A: Confirmation from the trustee/custodian

Name of scheme(s) under application:

- a) Name (or such other name as :
may be approved by the SFC)
of the umbrella/single fund(s) _____
- b) Name (or such other name as :
may be approved by the SFC)
of the relevant sub-fund(s) _____

We, as the trustee/custodian of the scheme(s), confirm and undertake that:

- a) we consent to our appointment as trustee/custodian of the scheme(s) listed above;
- b) we are independent or deemed to be independent of the management company of the scheme(s) for the purpose of 4.7 or 4.8 of the Code on Unit Trusts and Mutual Funds (the "UT Code");
- c) we shall act independently of the management company of the scheme(s) in our dealings with the scheme(s);
- d) we shall at all times comply with 4.2-4.4 of the UT Code, in particular,
(please tick one of the following boxes)
- (i) we, based on the latest audited financial report (and if more recent, the latest semi-annual report) (at the entity level) or an audit certificate (at the entity level), comply with the financial resources requirement under 4.3 of the UT Code;
- (ii) we have obtained a standing commitment or an undertaking from the holding company (which is attached in separate sheet) in compliance with 4.4 of the UT Code;
- e) nothing should be drawn to the attention of the SFC which would affect our ability to act or perform as the trustee/custodian of SFC-authorized funds in compliance with Chapter 4 of the UT Code¹⁴;
- f) we are not the subject of any disciplinary proceeding or subject to any action for breach of any applicable rules, which may materially affect our financial condition, status as a trustee/custodian, or ability to perform our services.
- (please tick if applicable)* In the case of non-UCITS¹⁵, we hereby further confirm and undertake that:
- g) the constitutive documents¹⁶ of the scheme(s) contain all the information listed in and conform in substance with the provisions set out in Section 5 of Annex 1 to the Guide on Practices and Procedures for Application for Authorization of Unit Trusts and Mutual Funds ("Guide"); and

¹⁴ For the purpose of 4.5(f) of the UT Code, Luxembourg scheme(s) may prepare a long form audit report as required under Luxembourg's rules or regulations which assesses the control environment of the scheme(s) and the service providers (including the custodian).

¹⁵ For funds seeking authorization pursuant to or in accordance with the mutual recognition arrangements and/or such other fund authorization arrangements that have been entered into between the SFC and the related countries or jurisdictions, they should follow the specific requirements on constitutive documents as set out in the relevant circulars and/or guidance issued by the SFC related thereto.

¹⁶ "Constitutive documents" means the principal documents governing the formation of the scheme, and includes the trust deed in the case of a unit trust and the articles of association in the case of a mutual fund corporation. In the case of a mutual fund corporation, these key provisions may also be set out in the custodian agreement and the management agreement instead of the articles of association, as appropriate.



h) we shall ensure that the constitutive documents¹⁶ of the scheme(s) will at all times contain and conform in substance with the representation set out in paragraph (g) above, and shall act at all times in compliance and in a manner consistent with the UT Code (as may be modified by any applicable waivers or exemptions granted by the SFC);

(Please tick if applicable) In the case of new trustee/custodian which is not currently acting as trustee/custodian for any other existing SFC-authorized funds, we further confirm and undertake that:

- i) (for new trustee/custodian whose functions are (i) mainly carried out in acceptable inspection regimes and with the primary supervisory authority being one of those with whom the SFC has co-operation agreements (including Australia, France, Germany, Malaysia, Taiwan, United Kingdom and United States of America); or (ii) carried out by the head/branch office(s) of a banking institution in an acceptable inspection regime whereby a separate arm/office of the banking institution is currently acting as trustee/custodian for SFC-authorized funds) if the SFC is not satisfied with such ongoing regulatory supervision, an independent auditor would be appointed to periodically review our internal controls and systems on terms of reference agreed with the SFC and such report would be filed with the SFC;
- j) (for new trustee/custodian whose functions are mainly carried out in Luxembourg or Ireland) our functions are mainly carried out in [(please delete as appropriate) Luxembourg or Ireland];
- k) (for new trustee/custodian whose functions are mainly carried out in Hong Kong and/or in a non-acceptable inspection regime) we have submitted the audit certificate with respect to our internal controls and systems, which is in full compliance with Appendix G of the UT Code and the requirements as set out in Chapter 4 of the Guide;
- l) (for new trustee/custodian only) the information relating to the trustee/custodian below has been accurately completed:-

| | |
|--|--|
| Name and title of the contact person | |
| Address: | |
| Telephone number | |
| Fax number | |
| Email address | |
| Principal place of operations of the trustee/custodian for the scheme(s) | |
| Name of primary supervisory authority | |
| Financial year-end of the trustee/custodian | |

Signed for and on behalf of:

Name of trustee/custodian : _____

Name of authorized signatory : _____

Signature : _____

Title / Position : _____

Date (date / month / year) : _____



ANNEX B: Confirmation and undertaking regarding non-AIR delegation arrangement

Amended

(Note: Part 1 is only required to be completed and submitted to the SFC if the non-AIR delegate(s) is/are appointed by an AIR delegate of the management company³.)

Part 1: Confirmation/undertaking from the AIR delegate

Newly added

Please submit this confirmation for each AIR delegate.

Name of scheme(s) under application (each a "fund"):

a) Name (or such other name as :
may be approved by the SFC)
of the umbrella/single fund(s) _____

b) Name (or such other name as :
may be approved by the SFC)
of the relevant sub-fund(s) _____

We (the "AIR delegate") hereby confirm and undertake that:

- (a) we further delegate the investment management functions of the scheme(s) to (please state the name(s) of the non-AIR delegate(s)) _____ that is/are not based in an AIR ("non-AIR delegate(s)"); and
- (b) the non-AIR delegate(s) is/are affiliate(s) of the AIR delegate and is/are subject to a system of internal controls and compliance procedures similar to that of the AIR delegate and/or the corporate group to whom both the AIR delegate and the non-AIR delegate(s) belong, the requirements set out in Chapter 4 of the Guide⁴ in respect of the appointment of the non-AIR delegate(s) have been and will be fulfilled.

Signed for and on behalf of:

Name of the AIR delegate : _____

Name of authorized signatory : _____

(Insert name of at least one executive director⁹ (or above) of the AIR delegate of the scheme(s))

Signature : _____

Title / Position : _____

Date (date / month / year) : _____



Part 2: Undertaking from the non-AIR delegate

Please submit this confirmation for each non-AIR delegate.

Name of scheme(s) under application (each a “fund”):

a) Name (or such other name as :
may be approved by the SFC)
of the umbrella/single fund(s) _____

b) Name (or such other name as :
may be approved by the SFC)
of the relevant sub-fund(s) _____

We (the “delegate”) hereby undertake that, in respect of the scheme(s) under application mentioned above, we will make the appropriate arrangements to enable the management company and its AIR delegate(s) (if applicable) to carry out their duties as set out below:

Amended

- (a) report, or procure the delegate to report, to the SFC immediately upon the happening of any material breach, infringement of or non-compliance with any laws and regulations administered by the home/principal regulator whom the delegate is licensed with, i.e. (please state the name of the home/principal regulator) _____;
- (b) make appropriate arrangements to make available the transaction records relating to the delegated activities of the scheme(s) in Hong Kong for inspection by the SFC on request within a reasonable time;
- (c) enquiries from the SFC relating to the transaction records relating to the delegated activities of the scheme(s) will be answered and the SFC will have access to the relevant officers, directors and other personnel of the delegate for answer to the enquiries; and
- (d) the SFC may instruct accountants / auditors / any other persons to carry out an inspection of the books and records of the scheme(s) and such cost should be borne by the management company or the delegate but not be charged to the scheme(s).

Signed for and on behalf of:

Name of the delegate : _____

Name of authorized signatory : _____

(Insert name of at least one executive director⁹ (or above) of the non-AIR delegate of the scheme(s))

Signature : _____

Title / Position : _____

Date (date / month / year) : _____



ANNEX C: Undertaking from Hong Kong Representative

Name of scheme(s) under application:

a) Name (for new umbrella fund only, or such other name as may be approved by the SFC) of the umbrella/single fund(s) _____

b) Name (or such other name as may be approved by the SFC) of the relevant sub-fund(s) _____

We hereby confirm and undertake that, in respect of the scheme(s) under application mentioned above,

(i) *(please tick one of the following boxes)*

- we have been appointed as the Hong Kong representative;
 we agree to be appointed as the Hong Kong representative before the authorization of the scheme(s) (if granted by the SFC) becomes effective;

(ii) we will perform the duties required of a Hong Kong representative under the Code on Unit Trusts and Mutual Funds ("UT Code") upon the authorization of the scheme(s) becoming effective.

We also confirm that:

(iii) *(applicable only to Hong Kong representative which is a trust company)* we are an affiliate of an authorized financial institution defined under the Securities and Futures Ordinance ("**SFO**"); and

(iv) *(please tick where applicable)*

- we have obtained the following licensing or registration status required for compliance with 9.4 of the UT Code:
 licensing or registration status under the SFO;
 registration status under Part VIII of the Trustee Ordinance (Chapter 29 of the laws of Hong Kong).
- we are in the process of applying for the following licensing or registration status required for compliance with 9.4 of the UT Code:
 licensing or registration status under the SFO.
 registration status under Part VIII of the Trustee Ordinance (Chapter 29 of the laws of Hong Kong).

Signed for and on behalf of:

Name of the Hong Kong representative : _____

Name of authorized signatory : _____

Signature : _____

Title / Position : _____

Date (date / month / year) : _____



ANNEX D: Nomination of approved person

Part 1: Nomination letter from the management company or the scheme

The scheme(s) under application: As stated in Section A of this Information Checklist

We hereby nominate the following individual as the approved person for (a) the scheme(s) under application [*please delete if not applicable*] and the sub-funds of the umbrella fund as authorized by the SFC from time to time] and (b) the issue of any related advertisement, invitation or document for the purpose of section 104(2) and section 105(2) respectively of the Securities and Futures Ordinance:

Name : _____
Employer : _____
Position : _____
Address : _____
Telephone no. : _____
Facsimile no. : _____
Email address : _____

Signed for and on behalf of:

Name of the management company or the scheme : _____
Name of authorized signatory : _____
Signature : _____
Title / Position : _____
Date (date / month / year) : _____



Part 2: Confirmation from the nominated approved person

The scheme(s) under application: As stated in Section A of this Information Checklist

I, as the nominated approved person for (a) the scheme(s) under application [(*please delete if not applicable*)] and the sub-funds of the umbrella fund as authorized by the SFC from time to time] and (b) the issue of any related advertisement, invitation or document for the purpose of section 104(2) and section 105(2) respectively of the Securities and Futures Ordinance, hereby confirm the following:

- (a) I have my ordinary residence in Hong Kong;
- (b) My contact details set out in Part 1 above are accurate and up-to-date;
- (c) I am capable of being contacted by the Commission by post, telephone, facsimile and electronic mail during business hours;
- (d) I will inform the Commission of any change in my contact details within 14 days after the change takes place; and
- (e) I will comply with any other requirements as the Commission considers appropriate.

Signed by:

Name of the nominated approved person : _____
Signature : _____
Date (date / month / year) : _____



ANNEX E: Application for one-off authorization of the advertisements of the scheme

The scheme(s) under application: As stated in Section A of this Information Checklist

I/We, as [(*please delete if not applicable*) management company / product issuer / approved person] of the scheme(s) under application, write to apply for an one-off authorization of the issue of advertisements of the scheme(s) under application from time to time pursuant to section 105(1) of the Securities and Futures Ordinance (the "SFO").

I/We confirm that:

- (a) the scheme(s) is/are constituted in corporate form;
- (b) (*please insert the name of approved person*) _____
is the approved person for the advertisements of [each of] the scheme(s) for the purpose of section 105(2)(a) of the SFO;
- (c) the advertisements of the scheme(s) will at all times be issued by an intermediary licensed or registered for Types 1, 4 or 6 regulated activity as contemplated under section 103(2)(a) of the SFO;
and
- (d) each advertisement will be in compliance with the advertising guidelines applicable to the scheme(s) and any such regulations, rules and requirements issued from time to time by the SFC at the time when the advertisement is issued.

Signed for and on behalf of:

Name of [(*please delete if not applicable*)
the management company / the product
issuer / the approved person of the
scheme(s)] :

Name of authorized signatory :

Signature :

Title / Position :

Date (date / month/ year) :



ANNEX F: Confirmation of the custody arrangement

- a) Name of the existing SFC-authorized umbrella fund(s) (the "Umbrella Fund") : _____
- b) Name (or such other name as may be approved by the SFC) of the relevant sub-fund(s) (the "Scheme(s) under Application") : _____

We, as the management company and the trustee/custodian of the Scheme(s) under Application, confirm that:

- (a) the Umbrella Fund currently houses an SFC-authorized sub-fund using RQFII/QFII quota (the "Initial Sub-fund"); and
- (b) a PRC legal counsel's opinion has been obtained with respect to the Initial Sub-fund, which conforms with the provisions set out in Section 4 of Annex 1 to the Guide on Practices and Procedures for Application for Authorization of Unit Trusts and Mutual Funds and has been duly set out in the offering documents of the Umbrella Fund and the Scheme(s) under Application; and
- (c) the arrangements for safe custody and segregation of the assets of the Scheme(s) under Application are in compliance with the Code on Unit Trusts and Mutual Funds and are the same as the Initial Sub-fund, and that there are no material adverse changes to the relevant operational conditions.

Signed for and on behalf of:

Name of the management company : _____

Name of authorized signatory : _____

Signature : _____

Title / Position : _____

Date (date / month / year) : _____

Name of trustee/custodian : _____

Name of authorized signatory : _____

Signature : _____

Title / Position : _____

Date (date / month / year) : _____



ANNEX G: Confirmation from the new management company and/or new delegate(s)

Please submit this confirmation for each of the new management company and/or new delegate(s).

Scheme(s) under application (please tick one of the following boxes):

(For new management company) The scheme(s) under application: As stated in Section A of this Information Checklist

(For new delegate) Name of scheme(s) under application:

a) Name (or such other name :
as may be approved by the
SFC) of the umbrella/single
fund(s) _____

b) Name (or such other name :
as may be approved by the
SFC) of the relevant
sub-fund(s) _____

We hereby confirm and undertake that, in respect of this application:

(a) (Please tick one of the following boxes)

the management company¹⁷ has submitted an application to the Commission in applying for the licensing/registration status required for managing investment funds / collective investment schemes in Hong Kong;

the management company¹⁷ is licensed by or registered with the Commission to carry out Type 9 regulated activity;

the management company¹⁷ is subject to the supervision in an overseas jurisdiction with an inspection regime under the list of acceptable inspection regimes (“AIR”) as published in the Commission’s website;

(applicable only to delegate not subject to supervision in an AIR jurisdiction) “Confirmation and undertaking regarding non-AIR delegation arrangement” (as set out in Annex B) has been submitted;

Amended

(b) (applicable to management company¹⁷ that is licensed/registered for managing investment funds / collective investment schemes)

(i) the registration status of the management company¹⁷ to manage funds is as follows:

| Registration status | Home regulator | Date of registration | Restriction attached to the registration (if any) or state Nil (if applicable) |
|---------------------|----------------|----------------------|--|
| | | | |

17 For confirmation to be submitted from new delegate, references to the management company are deemed to be references to the new delegate.



(ii) under its current registration, the management company¹⁷ is allowed to manage investment funds / collective investment schemes;

(iii) *(Please tick one of the following boxes)*

there is no disciplinary history of the management company¹⁷ in the past five years or since the date of registration if it has been registered for less than five years;

the details of the disciplinary history of the management company¹⁷ in the past five years or since the date of registration if it has been registered for less than five years have been submitted under separate sheet(s); and such disciplinary matter(s) does/do not materially affect its financial condition, status as a licensed or regulated entity, or ability to perform its licensed or regulated activity and the justification is also attached;

(iv) *(Please tick one of the following boxes)*

there is no current or pending investigation/disciplinary matter(s) of the management company¹⁷;

the details of the current or pending investigation/disciplinary matter(s) of the management company¹⁷ is attached to this confirmation in separate sheet(s); and none of the current or pending investigation/disciplinary matter(s) will materially affect its financial condition, status as a licensed or regulated entity, or ability to perform its licensed or regulated activity and the justification is also attached;

(v) *(Please tick one of the following boxes)*

there is no current or pending investigation/disciplinary matter(s) of the director(s) of the management company¹⁷;

the details of the current or pending investigation/disciplinary matter(s) of the director(s) of the management company¹⁷ is attached to this confirmation in separate sheet(s); and none of the current or pending investigation/disciplinary matter(s) will materially affect the director(s)' ability in performing his/her/their roles/duties as director(s) of the management company¹⁷ and the justification is also attached;

(c) the management company¹⁷ at all times fulfils the requirements under 5.2 to 5.5 of the UT Code, in particular,

(i) the management company¹⁷, based on its latest audited financial report (and if more recent, its latest semi-annual report) (at the entity level) or an audit certificate (at the entity level), complies with the financial resources requirements under 5.2(b) to (d) of the UT Code;

(ii) the management company¹⁷ has adequate internal controls and has put in place written procedures (including, if applicable, procedures for compliance with the Fund Manager Code of Conduct) in compliance of Chapter 5.5(d) of the UT Code and, where applicable, 5.5(e) of the UT Code;

(iii) the two key personnel are our dedicated full-time staff and possess at least five years investment experience managing unit trusts or other public funds with reputable institutions in the same type of investments as those proposed for the scheme(s) seeking authorization (*Not applicable to management company with proposed all-time investment management delegation arrangement as indicated in item (c) in Section C of this Information Checklist*);

Amended

(d) *(Applicable only to management company / investment delegate licensed with the SFC)* the following two key personnel are properly licensed or regulated in Hong Kong to carry out Type 9 regulated activity under the Securities and Futures Ordinance:



| Name of the key personnel | CE No. |
|---------------------------|--------|
| | |
| | |

(e) *(Applicable only to management company / investment delegate licensed with an overseas jurisdiction)* the two key personnel are:

properly licensed or regulated in the overseas jurisdiction to carry out asset management activities.

not required to be licensed or regulated in the overseas jurisdiction to carry out asset management activities.

Signed for and on behalf of:

Name of the new management company / new delegate :

Name of authorized signatory : *(For SFC-licensed management company / delegate)*

(Insert name of at least one Responsible Officer (in respect of Type 9 regulated activity) of the management company)

(For management company / delegate which is not SFC-licensed)

(Insert name of at least one executive director⁹ (or above) of the management company / delegate)

Signature :

Title / Position :

Date (date / month / year) :



ANNEX H: Breakdown of leverage level of the scheme

Please fill in this sheet for *each* of the single fund(s) / sub-fund(s) under application which may use financial derivative instruments (FDI) extensively for investment purposes. (please use separate sheet(s), if necessary).

Name (or such other name as may :
be approved by the SFC) of single
fund / sub-fund

Information as of

:

(Insert reference date ^{Note})

| Asset Class | FDI used | Notional Leverage (Maximum Level) | Netting / Hedging | Other Adjustments (e.g. Delta) | Commitment Leverage (Maximum Level) |
|-------------|--------------|---|----------------------|-----------------------------------|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | Total | | | | |

Note:

The reference date should be the date on which the most up-to-date information is available and such information should be representative of the leverage level of the scheme under application and should be complete and not misleading.

Illustrative Example:

ABC Fund

| Asset Class | FDI used | Notional Leverage (Maximum Level) | Netting / Hedging | Other Adjustments (e.g. Delta) | Commitment Leverage (Maximum Level) |
|---------------|----------------------------|---|----------------------|-----------------------------------|---|
| Currency | FX Forwards, FX Options | 200% | -120% | | 80% |
| Equity | Options | 40% | | -30% | 10% |
| Interest Rate | IRS, bond futures | 250% | -150% | | 100% |
| Credit | CDS | 10% | | | 10% |
| | Total | 500% | | | 200% |



ANNEX I: Letter from management company and approved person regarding non-fulfilment of authorization condition(s)

(Note: Both Part A and Part B must be completed and submitted to the SFC at the time of application of the scheme(s).)

Part A – Acknowledgement from the management company

To: Securities and Futures Commission (the “SFC”)

Name (or such other name as may be approved by the SFC) of scheme(s)¹⁸:
[insert name of all scheme(s) under application]

(collectively, the “Schemes” and each, a “Scheme”)

In connection with the application for authorization (“Authorization Application”) of the Scheme(s) and the related offering document(s) (“Offering Document(s)”), we understand that under section 104(1) and section 105(1) of the Securities and Futures Ordinance (“SFO”), the SFC may, where it considers appropriate, authorize the Scheme(s) and the issue of the Offering Document(s) respectively, subject to such conditions as the SFC considers appropriate.

We acknowledge that for the authorization (if granted by the SFC) of the Scheme(s) and its/their Offering Document(s) (“Authorization”) to become effective, all relevant conditions (“Relevant Conditions”) imposed by the SFC as set out in the letter of authorization (“Authorization Letter”) are generally required to be fulfilled within 2 months from the date of the Authorization Letter (as may be extended by the SFC upon the submission of proper justifications by the applicant) (“Time Limit”). A confirmation for fulfilment is required to be submitted to the SFC¹⁹ within the Time Limit.

In this connection, we hereby authorize [insert name of the approved person / nominated approved person] (“Approved Person”) in his/her capacity as the approved person (upon approval by the SFC) to submit the Withdrawal Application (as defined and set out in Part B below) herewith which is to take effect upon occurrence of the events set out therein.

We further agree and undertake to procure the Approved Person or his/her successor to do all such other acts and execute such other documents to give effect to the Withdrawal Application as and when required by the SFC.

Signed for and on behalf of:

| | | |
|--------------------------------|---|-------|
| Name of the management company | : | _____ |
| Name of authorized signatory | : | _____ |
| Signature | : | _____ |
| Title / Position | : | _____ |
| Date (date / month / year) | : | _____ |

18 As stated under 3(a)(ii), (iv) and (v) of the Application Form for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products and in Section A of the Information Checklist for Application for Authorization of Unit Trusts and Mutual Funds under the Revamped Process submitted to the SFC in respect of the application for seeking SFC’s authorization of the Scheme(s) and its/their Offering Document(s).

19 For the Authorization to become effective, the applicant must submit to the SFC a duly completed and properly executed “Confirmation of fulfilment of authorization conditions”, as set out in Annex 2 of the Guide on Practices and Procedures for Application for Authorization of Unit Trusts and Mutual Funds as may be updated by the SFC from time to time.



Part B – Application for withdrawal of authorization (in the event of non-fulfilment of all conditions required for an authorization to become effective) by the approved person of the scheme(s)

To: Securities and Futures Commission (the “SFC”)

Name (or such other name as may be approved by the SFC) of scheme(s)²⁰:
[insert name of all scheme(s) under application]

(collectively, the “Schemes” and each, a “Scheme”)

I, [insert name], in my capacity as the approved person (upon approval by the SFC) (“Approved Person”) of the Scheme(s) for the purpose of section 104(2) and section 105(2) of the Securities and Futures Ordinance (“SFO”), write to submit that this letter be served as an application for withdrawal of authorization (if granted by the SFC) of the Scheme(s) and its/their offering documents pursuant to section 106(2) of the SFO (“Withdrawal Application”) upon occurrence of the events set out below.

In respect to each Scheme, this Withdrawal Application shall become effective in the event that: (i) authorization has been granted by the SFC under section 104(1) and section 105(1) of the SFO (“Authorization”); and (ii) if any of the conditions imposed by the SFC for the Authorization to become effective (“Relevant Conditions”) as stated in the letter of authorization letter issued by the SFC (“Authorization Letter”) has not been fulfilled and complied with within the prescribed time limit as stated in the Authorization Letter (as may be extended in writing by the SFC).

The Withdrawal Application herein will cease to have any effect and be lapsed with regard to each Scheme once the respective Authorization (if granted by the SFC) has become effective in accordance with terms as stipulated under the Authorization Letter.

Name of the approved person of the Scheme(s) : _____
Signature : _____
Title / Position : _____
Date (date / month/ year) : _____

²⁰ As stated under 3(a)(ii), (iv) and (v) of the Application Form for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products and in Section A of the Information Checklist for Application for Authorization of Unit Trusts and Mutual Funds under the Revamped Process submitted to the SFC in respect of the application for seeking SFC’s authorization of the Scheme(s) and its/their Offering Document(s).



ANNEX J: Chinese translation confirmation

Option 1: One Confirmation to be Issued

Name of scheme(s) under application (the "Scheme"):

- a) Name of the umbrella/single fund(s) : _____
- b) Name of the relevant sub-fund(s) : _____

I hereby certify and confirm that:

(a) *(please tick one of the following boxes)*

- I have appointed *(please insert the name of the person)* _____, who is fully conversant in the Chinese language and competent to review and ensure the truth and accuracy of the Chinese translation of *(please insert the name of relevant document(s))* _____

_____ (the "Relevant Chinese Document(s)") in respect of the Scheme, to review and ensure the truth and accuracy of the Relevant Chinese Document(s);

- I am fully conversant in Chinese Language and competent to review and ensure the truth and accuracy of the Chinese translation of *(please insert the name of relevant document(s))* _____

_____ (the "Relevant Chinese Document(s)") in respect of the Scheme, and have reviewed and ensured the truth and accuracy of the Relevant Chinese Document(s);

(b) the Relevant Chinese Document(s) is/are the true and accurate translation of the English version(s) of the same documentation.

Name of the party issuing confirmation²¹ : _____

Name of authorized signatory : _____

Title / Position of authorized signatory : _____

Signature : _____

Date (date / month / year) : _____

21 Please refer to the SFC's circular regarding streamlining of authorization process (30 December 2005) which can be downloaded at: <http://www.sfc.hk/edistributionWeb/gateway/EN/circular/openFile?refNo=H480> and the Frequently Asked Questions on the Application Procedures for Authorization of Unit Trusts and Mutual Funds under the Revamped Process which can be downloaded at: <http://www.sfc.hk/web/EN/faqs/product-authorization/application-procedures-for-authorization-of-unit-trusts-and-mutual-funds-revamped-process.html>



Option 2: Two Confirmations to be Issued (Comprising the First Confirmation and Second Confirmation Below)

First Confirmation

Name of scheme(s) under application (the “Scheme”):

a) Name of the umbrella/single fund(s) : _____

b) Name of the relevant sub-fund(s) : _____

I hereby certify and confirm that I have appointed (please insert the name of the translation company) _____,

a company with qualified personnel who are fully conversant in the Chinese language and competent to review and ensure the truth and accuracy of the Chinese translation of (please insert the name of relevant document(s)) _____

(the “Relevant Chinese Document(s)”) in respect of the Scheme, to review and ensure the truth and accuracy of the Relevant Chinese Document(s).

Name of the party issuing confirmation²² : _____

Name of authorized signatory : _____

Title / Position of authorized signatory : _____

Signature : _____

Date (date / month / year) : _____

²² Please refer to the SFC’s circular regarding streamlining of authorization process (30 December 2005) which can be downloaded at: <http://www.sfc.hk/edistributionWeb/gateway/EN/circular/openFile?refNo=H480> and the Frequently Asked Questions on the Application Procedures for Authorization of Unit Trusts and Mutual Funds under the Revamped Process which can be downloaded at <http://www.sfc.hk/web/EN/faqs/product-authorization/application-procedures-for-authorization-of-unit-trusts-and-mutual-funds-revamped-process.html>



Second Confirmation

Name of scheme(s) under application (the "Scheme"):

a) Name of the umbrella/single fund(s) : _____

b) Name of the relevant sub-fund(s) : _____

I hereby certify and confirm that:

(i) *(please insert the name of the translation company)* _____
has been appointed by *(please insert the name of the appointing party)* _____

to review the Chinese translation of *(please insert the name of relevant document(s))* _____

(the "Relevant Chinese Document(s)") in respect of the Scheme;

(ii) *(please insert the name of the translator)* _____

of this office is fully conversant in the Chinese language and competent to review and ensure the truth and accuracy of the Relevant Chinese Document(s); and

(iii) the Relevant Chinese Document(s) is/are the true and accurate translation of the English version(s) of the same documentation.

Name of the translator²³ : _____

Name of authorized signatory : _____

Position / Title of authorized signatory : _____

Signature : _____

Date (date / month / year) : _____

23 Please refer to the SFC's circular regarding streamlining of authorization process (30 December 2005) which can be downloaded at: <http://www.sfc.hk/edistributionWeb/gateway/EN/circular/openFile?refNo=H480> and the Frequently Asked Questions on the Application Procedures for Authorization of Unit Trusts and Mutual Funds under the Revamped Process which can be downloaded at <http://www.sfc.hk/web/EN/faqs/product-authorization/application-procedures-for-authorization-of-unit-trusts-and-mutual-funds-revamped-process.html>



ANNEX K: Information on leverage level of the scheme

Please fill in this sheet for each of the single fund(s) / sub-fund(s) under application which **does not** use financial derivative instruments (FDI) extensively for investment purposes. (please use separate sheet(s), if necessary).

Newly added

Name (or such other name as may :
be approved by the SFC) of single
fund / sub-fund (the "Scheme") _____

- Please tick if the Scheme does not use FDI for any purpose at all. Otherwise, please provide the information set out in (a) or (b) below.

Methodology used by the Scheme to measure global exposure (please tick either (a) or (b) below and fill in the corresponding required information on leverage):

- (a) Commitment approach; and the expected maximum commitment leverage of the Scheme is _____%.
- (b) Value-at-Risk (VaR) approach (please fill in the required information under both (i) and (ii) below); and
- i. the expected / maximum (please delete where appropriate) of notional leverage is _____%;
and
- ii. the expected maximum commitment leverage is (please fill in and delete as appropriate) _____% / in the range of _____% to _____%.