

Form for Scheme Change Application(s) or Filing of Notice of Scheme Change(s) in relation to Recognised Mainland Funds

This Form should be used by applicant in support of (i) any application for change(s) that require the prior approval of the Securities and Futures Commission (the “Commission” or the “SFC”); and/or (ii) any filing for change(s) that does/do not require the Commission’s prior approval in relation to Mainland funds authorized by the Commission under the Mutual Recognition of Funds (“MRF”) arrangement submitted to or filed with the Commission on or after 1 January 2019. The issuer/applicant should note that any representation in, or referred to in, this application, and any representation made from time to time in support of this application which is false or misleading in a material particular, the provision of any information to the Commission which is false or misleading in a material particular and the provision of any record or document which is false or misleading in a material particular constitute an offence under either section 383(1), 384(1) and/or 384(3) of the SFO.

- **The SFC reserves the right to return forthwith, without processing, an incomplete or non-compliant application to the extent this Form and/or the accompanying documents are not properly or fully completed, and/or where negative responses in this Form 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 more information and/or documents and/or updated and duly completed and properly executed form(s), confirmation(s) or undertaking(s) before approval of the change(s) that require the Commission’s prior approval.**
- The issuer/applicant is reminded to use/fill in this Form for the purpose of (i) applying for change(s) that require the Commission’s prior approval; and/or (ii) filing for change(s) that does/do not require the Commission’s prior approval in relation to Mainland funds authorized by the Commission under the MRF arrangement.
- If you are also applying for authorization of the revised Hong Kong offering document(s) incorporating change(s) that require the Commission’s prior approval, please also complete the “Application Form for Revised Offering Documents that Require SFC’s Prior Approval in relation to Recognised Mainland Funds”. If there are change(s) which does/do not require the Commission’s prior approval in the revised Hong Kong offering document(s), please also complete the “Filing Form for Revised Offering Documents that Do Not Require SFC’s Prior Approval in relation to Recognised Mainland Funds”.
- The issuer/applicant is reminded to tick ALL boxes that are applicable in this Form.



To: Investment Products Division
Securities and Futures Commission
Attention: [*name of officer (if applicable)*]

Dear Sirs,

1. We _____ (acting on the instructions of _____
_____ [*state the name of management firm*] (*please delete if the management firm is making the application directly*)) hereby:

(a) apply to the Commission for the application for approval of change(s) to the Mainland fund(s) which require the Commission's prior approval as referred to in paragraph 3 below;

(b) file to the Commission the notice to investors regarding the change(s) which does/do not require the Commission's prior approval as referred to in paragraph 5 below.

2. The change(s) relate(s) to the following Mainland fund(s) authorized by the Commission under the MRF arrangement:-

(a) Name of the umbrella fund

(b) Name of the sub-fund(s)

1. _____

2. _____

3. _____

4. _____

5. _____

(Please use separate sheet(s), if necessary)

(c) Name of the single fund(s)

1. _____

2. _____

3. _____

4. _____

5. _____

(Please use separate sheet(s), if necessary)



A. Change(s) that require the Commission's prior approval

3. We confirm that the change(s) below is/are subject to the Commission's prior approval. Nature of the change(s) (the "Proposed Prior Approval Change(s)") is/are set out below:-

- (i) Change(s) affecting the eligibility of a Mainland fund under the MRF arrangement
- (ii) Change(s) affecting Hong Kong investors only and falling within 11.1 of the Code on Unit Trusts and Mutual Funds ("UT Code")
 - (a) Change of Hong Kong Representative
 - (b) Introduction of new fees and charges, or increase in fees and charges payable out of the property of the Mainland fund or by the investors (other than an increase within the permitted maximum level as disclosed in the Hong Kong offering document)
 - (c) Material changes in dealing arrangements, pricing arrangements or distribution policy of the Mainland fund
 - (d) Other changes that may have a material adverse impact on holders' rights or interests (*including changes that may limit holders' ability in exercising their rights*)

Note: If you have ticked the box under paragraph 3(ii)(d) above, please state clearly the proposed change(s) that may have a material adverse impact on holders' rights or interests, how / in what ways it may have a material adverse impact on holders' rights or interests, as well as why the applicant still wishes to proceed with such change(s).

- (iii) Other change(s) which require the Commission's prior approval pursuant to the Commission's authorization letter issued in respect of the authorization of the fund(s) and its offering document(s) or otherwise

1. _____
2. _____
3. _____
4. _____
5. _____
(Please use separate sheet(s), if necessary)

4. Salient terms of the Proposed Prior Approval Change(s) are set out below¹:-

	Information / disclosure expected to be included in the notice	Details²
a.	Clear and brief description of the Proposed Prior Approval Change(s).	
b.	Implications on the features and risks applicable to the affected fund(s).	
c.	Brief description of any proposed change(s) in the operation and/or manner in which the affected fund(s) is/are being managed and the effects on existing Hong Kong investors as a result of the Proposed Prior Approval Change(s). Otherwise, please provide negative statements.	
d.	Brief description of any change in the fee level/cost in managing the affected fund(s) following the implementation of the Proposed Prior Approval Change(s). Otherwise, please provide negative statements.	
e.	Brief description of any costs and/or expenses that will be incurred in connection with the Proposed Prior Approval Change(s) and who (e.g. the fund and/or the management firm) will bear them. Otherwise, please provide negative statements.	
f.	Brief description of any matters/impact arising from the Proposed Prior Approval Change(s) that may materially prejudice	

¹ Please provide information in a clear and succinct manner. In preparing the notice regarding Proposed Prior Approval Change(s), applicant may, where applicable, refer to Questions 16B and 16B1 under “Section 2 – Other post authorization compliance issues” under the Frequently Asked Questions on Post Authorization Compliance Issues of SFC-authorized Unit Trusts and Mutual Funds published on the Commission’s website, which are subject to amendments and updates from time to time, for guidance and illustrative examples of the information expected to be disclosed.

Applicant submitting the draft notice in support of Complex Applications (types of Complex Applications are set out in Question 3A under the Frequently Asked Questions on Revamped Post Authorization Process of SFC-authorized Unit Trusts and Mutual Funds, as may be amended from time to time) will not be required to fill in the table under this paragraph as the salient terms of the Proposed Prior Approval Change(s) are expected to be included in the notice.

Where multiple change(s) as referred to in paragraph(s) 3 and/or 5 are also set out in the same draft notice submitted to the Commission in support of the Complex Application, applicant should (i) annotate the Proposed Prior Approval Change(s) that falls under Complex Application (on a standalone basis) and all the related information in the draft notice; and (ii) set out the salient terms of the Proposed Prior Approval Change(s) that fall under Simple Application (on a standalone basis) in the table under this paragraph.

² If there is more than one Proposed Prior Approval Change, please clearly itemise each Proposed Prior Approval Change and set out the relevant details in the table accordingly.

	the existing Hong Kong investors' rights or interests. Otherwise, please provide negative statements.	
g.	Reasons and rationale of the Proposed Prior Approval Change(s).	
h.	Proposed publication date of the notice.	
i.	Proposed notice period to be served to Hong Kong investors regarding the Proposed Prior Approval Change(s).	
j.	Effective date of the Proposed Prior Approval Change(s).	
k.	Clear description of all condition(s) required to be fulfilled before the Proposed Prior Approval Change(s) could take effect (e.g. unitholder's approval and/or regulatory approval) and the consequences thereof.	
l.	List of documents and an address in Hong Kong where such documents can be obtained and/or inspection free of charge or purchased at a reasonable price stated in the notice? (Y/N)	
m.	If available, website address of the fund(s) which contains publication of the fund(s)' Hong Kong offering document(s) etc. stated in the notice? (Y/N)	
n.	Hong Kong contact details (including address and telephone number) for enquiries by investors stated in the notice? (Y/N)	
o.	Applicable warning statement to the effect that "THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE" stated in the notice? (Y/N)	
p.	Responsibility statement that the management firm accepts full responsibility for the accuracy of the information stated in the notice? (Y/N)	
q.	Alternatives available to Hong Kong investors (if applicable)	
r.	Need to update Hong Kong offering documents? (Y/N)	
s.	Any other key information in relation to the Proposed Prior Approval Change(s) which the applicant wishes to draw the SFC's attention and/or necessary for the unitholders to appraise and to	



	comprehend the Proposed Prior Approval Change(s) and/or position of the affected fund(s)?	
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(Please use separate sheet(s), if necessary)

B. Change(s) that does/do not require the Commission’s prior approval

5. We confirm that while the change(s) below is/are not subject to the Commission’s prior approval, such change(s) is/are in compliance with the Circular on “Mutual Recognition of Funds between the Mainland and Hong Kong” dated 22 May 2015 as amended from time to time, the related guidance as issued by the Commission from time to time, 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 (the “SFC Handbook”) . Nature of the change(s) is/are set out below:-

(i) Change(s) affecting both Mainland and Hong Kong investors

- o *In respect of amendments to constitutive documents, please enclose a copy of the (i) duly executed revised constitutive documents; and (ii) revised constitutive documents with mark-up changes against the last version filed with the Commission.*
- o *In respect of change of management firm or investment delegate(s), please also submit the duly completed and properly executed confirmation(s) as set out in Appendices A and B.³*
- o *In respect of change of custodian, please submit the duly completed and properly executed confirmation as set out in Appendix C.*

1. _____
2. _____
3. _____
4. _____
5. _____

(Please use separate sheet(s), if necessary)

(ii) Change(s) affecting Hong Kong investors only and falling within 11.1B of the UT Code

Item	Brief details of change(s)
1.	
2.	
3.	
4.	
5.	

(Please use separate sheet(s), if necessary)

³ Change of management firm or investment delegate(s) refers to the appointment of new management firm or new investment delegate(s) or replacement of existing investment delegate(s). Confirmation(s) as set out in Appendices A and B is/are not applicable for removal of existing investment delegate(s), but details of removal are expected to be set out in paragraph 5(i).



Confirmations

6. We confirm that the change(s) as referred to in paragraph(s) 3 and/or 5 above:-
- (a) change(s) as referred to in paragraph 3 is/are the only change(s) that require(s) the Commission's prior approval;
 - (b) is/are in the process of obtaining approval from the China Securities Regulatory Commission⁴ ("CSRC");
 has/have been approved by the CSRC;
 has/have been notified to/filed with the CSRC and the CSRC has no comment on the change(s);
 does/do not require the approval of/filing with the CSRC;
 - (c) has/have been effected in accordance with the applicable Mainland laws and regulations and provisions of the constitutive documents of the fund(s);
 - (d) does/does not contravene the applicable Mainland laws and regulations;
 - (e) has/have been notified to the custodian and the custodian does not have any objection thereto⁵;
 - (f) require(s) unitholders' prior approval pursuant to the Mainland laws and regulations and the constitutive documents of the fund(s)⁴;
 does/do not require unitholders' prior approval pursuant to the Mainland laws and regulations and the constitutive documents of the fund(s);
 - (g) does/do not have a material adverse impact on the holders' rights or interests;
 - (h) is/are in compliance with the Circular on "Mutual Recognition of Funds between the Mainland and Hong Kong" dated 22 May 2015 as amended from time to time, the related guidance as issued by the Commission from time to time, the applicable provisions of the UT Code and the applicable provisions in the "Overarching Principles Section" of the SFC Handbook; and
 - (i) contain(s) nothing that would in any way contradict or result in any breach of the Circular on "Mutual Recognition of Funds between the Mainland and Hong Kong" dated 22 May 2015 as amended from time to time, the related guidance as issued by the Commission from time to time, the applicable provisions of the UT Code and the applicable provisions in the "Overarching Principles Section" of the SFC Handbook.

⁴ If you have ticked the first box in 6(b) and/or 6(f) above, before the Commission's approval of the Proposed Prior Approval Change(s) may become effective, applicant must submit the duly completed and executed "[Confirmation of fulfilment of approval/authorization condition\(s\) in relation to Recognised Mainland Funds](#)" confirming that approval from the CSRC and/or unitholders has been obtained.

⁵ This confirmation is only required in respect of change(s) as referred to in paragraph 3.



7. In addition, we confirm:-

- with respect to the Proposed Prior Approval Change(s) as referred to in paragraph 3 above, that the duly completed and properly executed confirmation(s)⁶ has/have been submitted; and
- with respect to the Change(s) that does/do not require the Commission's prior approval as referred to in paragraph 5 above, that the change(s) would not render the Mainland fund(s) ineligible under the MRF.

8. The applicant acknowledges that unless otherwise agreed by the Commission, this application for change(s) as referred to in paragraph 3 will lapse if no approval is granted within the applicable processing time period as indicated in the first requisition issued by the Commission (if issued).

9. We confirm that unless otherwise specifically allowed for in this Form, no deletion, addition or amendment has been made to the standard template of the current prescribed Form as published on the SFC website.

10. (If applicable) We have instructed _____ [Please state name of law firm] to act on our behalf in relation to this application/filing. The contact details of the lawyer(s) handling the matter are as follows:-

Name of lawyer-in-charge: _____

Position: _____

Telephone number: _____

Email: _____

Address: _____

Yours faithfully,

Name:

Position:

Duly authorized⁷

For and on behalf of

[Applicant's name]

Date: _____

⁶ Where applicable, applicant should use the standardised templates for confirmations as set out in the "[List of Confirmations of Compliance related to Application for Change\(s\) that Require SFC's Prior Approval in relation to Recognised Mainland Funds](#)".

⁷ The signatory is expected to be a senior-ranking executive of the management firm (or an appropriate person designated by the senior-ranking executive of the management firm) with overall responsibility for the application and/or filing.



Appendix A: Confirmation from new management firm(s) in respect of change of management firm and/or investment delegate(s)

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

(please tick one of the following boxes)

(For **new** management firm)

- a) Name of the new management firm : _____
- b) Is the new management firm currently managing any existing SFC-authorized fund(s)? : *(please tick one of the following):*
 Yes
 No. Please also complete Appendix B
- c) Name of the umbrella/single fund(s) : _____
- d) Name of the relevant sub-fund(s) : _____

(For **new** investment delegate(s))

- a) Name of the new investment delegate(s) : _____
- b) Is the new investment delegate(s) currently managing any existing SFC-authorized fund(s)? : *(please tick one of the following):*
 Yes
 No. Please also complete Appendix B
- c) Name of the umbrella/single fund(s) : _____
- d) Name of the relevant sub-fund(s) : _____
- e) Reason of change : Replacement of existing investment delegate(s)
Name of existing investment delegate(s) to be replaced: _____
 Appointment of new investment delegate(s)

(please use separate sheet(s), if necessary)



We hereby confirm and undertake that:

- (i) the management firm and investment delegate(s) (if applicable) has/have fulfilled and will at all times fulfil the requirements under paragraphs 8 to 10 of the SFC Circular on “Mutual Recognition of Funds between the Mainland and Hong Kong” dated 22 May 2015 as amended from time to time and the related guidance as may be issued by the SFC from time to time; and
- (ii) (please tick if applicable) the details of the regulatory action(s)/proceeding(s) by the China Securities Regulatory Commission concerning the management firm and/or investment delegate(s) (if applicable) in the past three years or since the date of establishment if it has been established for less than three years that we wish to bring to the SFC’s attention are set out below; and none of these action(s)/proceeding(s) will materially affect its financial condition, status as a licensed or regulated entity, or ability to perform its licensed or regulated activities and the justification is also set out below;

(please use separate sheet(s), if necessary)

Signed for and on behalf of:

Name of the management firm¹ : _____

Name of authorized signatory : _____
(Insert name of at least one executive director² (or above) of the management firm of the Mainland fund(s))

Signature : _____

Title / Position : _____

Date (date / month / year) : _____

¹ This confirmation should be signed by the new management firm, except that in the case of a change of investment delegate(s) without any change of management firm, this confirmation should be signed by the existing management firm.

² Equivalents include, for example, CEO, managing director, etc. Essentially, the signatory is expected to be a senior-ranking executive with overall responsibility for the matter.



Appendix B: Confirmation from new management firm and/or new investment delegate(s) in respect of change of management firm and/or investment delegate(s)

(Applicable only to new management firm and/or new investment delegate(s) which is/are not currently managing any existing SFC-authorized fund(s))

Please submit this confirmation for each of the new management firm and/or new investment delegate(s) not currently managing any existing SFC-authorized fund(s).

(please tick one of the following boxes)

(For **new** management firm)

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

(For **new** investment delegate(s))

- a) Name of the new investment delegate(s) : _____
- b) Name of the umbrella/single fund(s) : _____
- c) Name of the relevant sub-fund(s) : _____
- d) Reason of change : Replacement of existing investment delegate(s)
Name of existing investment delegate(s) to be replaced: _____
 Appointment of new investment delegate(s)

(please use separate sheet(s), if necessary)

We hereby confirm and undertake that:

- (i) the management firm¹ is registered and operates in the Mainland in accordance with Mainland laws and regulations;

¹ For confirmation to be submitted from new investment delegate(s), references to the management firm are deemed to be references to the new investment delegate(s).



- (ii) the management firm¹ is licensed by the China Securities Regulatory Commission (“CSRC”) to manage publicly offered securities investment funds;
- (iii) the management firm¹ has not been subject to any major regulatory action(s) by the CSRC in the past three years or since the date of establishment if it has been established for less than three years;
- (iv) (please tick if applicable) the details of the regulatory action(s)/proceeding(s) by the CSRC concerning the management firm¹ in the past three years or since the date of establishment if it has been established for less than three years that we wish to bring to the SFC’s attention are set out below; and none of these action(s)/proceeding(s) will materially affect its financial condition, status as a licensed or regulated entity, or ability to perform its licensed or regulated activities and the justification is also set out below;

(please use separate sheet(s), if necessary)

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

- there is no restriction attached to the management firm’s licence¹;
- the details of the restriction(s) attached to the management firm’s licence¹ are attached to this confirmation in separate sheet(s).

Signed for and on behalf of:

Name of the new management firm / new investment delegate : _____

Name of authorized signatory : _____
(Insert name of at least one executive director² (or above) of the management firm / investment delegate of the Mainland fund(s))

Signature : _____

Title / Position : _____

Date (date / month / year) : _____

² Equivalentents include, for example, CEO, managing director, etc. Essentially, the signatory is expected to be a senior-ranking executive with overall responsibility for the matter.



Appendix C: Confirmation from management firm in respect of change of custodian

Name of Mainland fund(s):

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

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

(please use separate sheet(s), if necessary)

We hereby confirm and undertake that:

(i) we have appointed the following entity as the new custodian of the Mainland fund(s) and the information relating to the new custodian is set out below:-

Name of custodian	
Registered/business address	
Name of primary supervisory authority	

(ii) *(please tick one of the following):*

- the new custodian of the Mainland fund(s) is currently acting as custodian of other existing SFC-authorized fund(s);
- the new custodian of the Mainland fund(s) is not currently acting as custodian of other existing SFC-authorized fund(s); and

(iii) the new custodian qualifies to act as custodian for publicly offered securities investment funds pursuant to Mainland laws and regulations.

Signed for and on behalf of:

Name of management firm of the Mainland fund(s) : _____

Name of authorized signatory : _____

Insert name of at least one executive director¹ (or above) of the management firm of the Mainland fund(s)

Signature : _____

Title / Position : _____

Date (date / month / year) : _____

¹ Equivalent include, for example, CEO, managing director etc. Essentially, the signatory is expected to be a senior-ranking executive with overall responsibility for the matter.