



SECURITIES AND
FUTURES COMMISSION
證券及期貨事務監察委員會

Application Form for Scheme Change(s)

Application for Approval of (i) Change(s) to an Authorized Scheme pursuant to 11.1 of the Code on Unit Trusts and Mutual Funds (UT Code) and/or (ii) Change(s) that affect eligibility of MRF funds¹

This Application Form should be used by applicant in support of any application submitted to the Securities and Futures Commission (the "Commission" or the "SFC") on or after 1 March 2020 for approval of (i) change(s) to an authorized scheme pursuant to 11.1 of the UT Code and/or (ii) change(s) that affect eligibility of MRF funds. 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 Application Form and/or the accompanying documents are not properly or fully completed, and/or where negative responses in this Application 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 relevant change(s).
- If you are also applying for authorization of the revised offering document, please also complete the "Application Form for Revised Offering Documents that Incorporate Changes Falling within 11.1 of the UT Code that Require SFC's Prior Approval". If there are changes which do not require SFC's prior approval in the notice, please also complete the "Filing Form for Notice of Scheme Change(s) falling within 11.1B of the UT Code and Do Not Require SFC's Prior Approval".
- The issuer/applicant is reminded to tick ALL boxes that are applicable in this Application 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 applicant] (please delete if the applicant is making the application directly))

¹ "MRF funds" means overseas-domiciled funds which are authorized under mutual recognition of funds arrangement between Hong Kong and an overseas jurisdiction ("MRF"), other than those falling under the MRF arrangement between Mainland and Hong Kong.



hereby apply to the Commission for the application for approval of change(s) to the scheme(s) referred in paragraph 8(a) below and the relevant Annex.

2. The change(s) is/are related to the following scheme(s) authorized by the Commission:-

(a) Name of the umbrella fund Authorized under MRF?

(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)

3. Is/are the scheme(s) mentioned in paragraph 2 above established in a recognized jurisdiction?

Yes, please state the name of home regulator: _____
("Home Regulator")

No

4. *(Applicable to Proposed 11.1 Change(s))* We confirm that the change(s) is/are subject to the Commission's prior approval pursuant to 11.1 of the UT Code. Nature of the change(s) (the "Proposed 11.1 Change(s)") is set out below:-

(i) Change of constitutive documents (other than changes that have been certified by the trustee/custodian as provided under 6.7 of the UT Code or approved by holders or changes which do not require prior approval from the SFC)
(please enclose a copy of the revised constitutive documents marked-up against the last version filed with the SFC)

Note: Please tick the box immediately below this Note, where applicable.

- The reason(s) for the change of constitutive documents is/are not attributable to any of item(s) (ii) to (vi) below
- (ii) Change of one or more of the following parties (or their regulatory status):
 - management company or investment delegate(s)
(please also respond to paragraph 6 below)
 - trustee/custodian
(please also respond to paragraph 7 below)
 - Hong Kong Representative
- (iii) Material changes in investment objectives, policies and restrictions of the scheme

Note: For Proposed 11.1 Changes in relation to expansion in the purpose or extent of use of financial derivative instruments for investment purposes, please indicate whether a duly completed and executed form on “Confirmation on Use of Derivatives for Unit Trusts and Mutual Funds” has been submitted.^{2(a)}

- Yes^{2(b)}
- No
- (iv) Introduction of new fees and charges, or increase in fees and charges payable out of the property of the scheme or by the investors (other than an increase within the permitted maximum level as disclosed in the Hong Kong offering document)
- (v) Material changes in dealing arrangements, pricing arrangements or distribution policy of the scheme
- (vi) 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)

5. *(Applicable to fund(s) authorized under a MRF)*

- (a) We confirm that, save for the change(s) referred to in paragraph 5(b) below, the Proposed 11.1 Change(s) will not affect the eligibility of the fund(s) authorized under a MRF (i.e. will not render the fund(s) ineligible under the MRF).
- (b) *(For Hong Kong-domiciled fund(s))* We confirm that the change(s) specified in the relevant Annex will affect the eligibility of the Hong Kong-domiciled fund(s) authorized under a MRF (i.e. render the fund(s) ineligible under the MRF) *(please also complete the relevant Annex)*.
 (For overseas-domiciled fund(s)) We confirm that the change(s) specified in the relevant Annex will affect the eligibility of the overseas-domiciled fund(s) authorized under a MRF (i.e. render the fund(s) ineligible under the MRF) and is/are subject to the Commission’s prior approval pursuant to the relevant MRF arrangement *(please also complete the relevant Annex)*.

^{2(a)} The form on “[Confirmation on Use of Derivatives for Unit Trusts and Mutual Funds](#)” is available on the SFC website.

^{2(b)} The form on “[Confirmation on Use of Derivatives for Unit Trusts and Mutual Funds](#)” must be submitted in support of the application of the Proposed 11.1 Change(s) and/or Eligibility Change(s) in relation to expansion in the purpose or extent of use of financial derivative instruments for investment purposes on or after 1 January 2020.

6. The new management company or investment delegate is:
- currently managing SFC-authorized funds
 - subject to the on-going supervision of an acceptable inspection regime
7. The new trustee/custodian is:
- currently acting as trustee/custodian for SFC-authorized funds
8. Salient terms of the Proposed 11.1 Change(s) are set out below³.

| | Information/disclosure expected to be included in the notice | Details ⁴ |
|----|--|----------------------|
| a. | Clear and brief description of the Proposed 11.1 Change(s). | |
| b. | Implications on the features and risks applicable to the affected fund(s). | |
| c. | Brief description of any proposed changes in the operation and/or manner in which the affected fund(s) is/are being managed and the effects on existing investors as a result of the Proposed 11.1 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 11.1 Change(s). Otherwise, please provide negative statements. | |

³ Please provide information in a clear and succinct manner. Illustrative examples of the information expected to be set out in the notice regarding certain Proposed 11.1 Change(s) can be found in Questions 16B and 16B1 under "Section 2 - Other post authorization compliance issues" under the FAQ on Post Authorization Compliance Issues, which are subject to amendments and updates from time to time.

Applicant submitting the draft notice in support of Complex Application (types of Complex Applications are set out in Question 3A under the FAQ on Revamped Post Authorization Process save for the exception(s) as provided under the FAQ(s) on the relevant MRF arrangement(s), 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 11.1 Change(s) are expected to be included in the notice.

Where multiple scheme changes are also set out in the same draft notice submitted to the SFC in support of the Complex Application, applicant should (i) annotate the Proposed 11.1 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 11.1 Change(s) that fall under Simple Application (on a standalone basis) in the table under this paragraph.

⁴ If there is more than one Proposed 11.1 Change, please clearly itemise each Proposed 11.1 Change and set out the relevant details in the table accordingly. Please also indicate clearly whether the change(s) of constitutive documents is/are attributable to any of the items under paragraph 4(ii) to (vi) above.

| | | |
|----|--|--|
| e. | Brief description of any costs and/or expenses that will be incurred in connection with the Proposed 11.1 Change(s) and who (e.g. the fund and/or the management company) will bear them. Otherwise, please provide negative statements. | |
| f. | Brief description of any matters/impact arising from the Proposed 11.1 Change(s) that may materially prejudice the existing investors' rights or interests. Otherwise, please provide negative statements. | |
| g. | Reasons and rationale of the Proposed 11.1 Change(s). | |
| h. | Proposed publication date of the notice. | |
| i. | Proposed notice period to be served to investors regarding the Proposed 11.1 Change(s). | |
| j. | Effective date of the Proposed 11.1 Change(s). | |
| k. | Clear description of all condition(s) required to be fulfilled before the Proposed 11.1 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)' offering documents 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 company accepts full responsibility for the accuracy of the information stated in the notice? (Y/N) | |
| q. | Alternatives available to investors (if applicable). | |
| r. | Need to update offering documents? (Y/N) | |
| s. | Any other key information in relation to the Proposed 11.1 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 11.1 Change(s) and/or position of the affected fund(s)? | |

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

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

Name of lawyer-in-charge: _____

Position: _____

Telephone number: _____

Email: _____

Address: _____

10. We confirm that the Proposed 11.1 Change(s) and/or Eligibility Change(s) (as defined in the relevant Annex):-

(a) is/are the only change(s) which require(s) SFC’s prior approval;



- (b) is/are in the process of obtaining approval from the Home Regulator⁵ of the scheme(s);
 has/have been approved by the Home Regulator of the scheme(s);
 does/do not require approval by the Home Regulator of the scheme(s);
- (c) has/have been notified to the trustee/custodian and the trustee/custodian does not have any objection thereto;
- (d) (applicable to approved pooled investment funds offered to retail investors):
 has/have been notified to the Mandatory Provident Fund Schemes Authority (the “MPFA”) and the MPFA does not have any objection thereto;
 is/are in the process of obtaining approval from the MPFA⁶;
- (e) require(s) unitholders’ prior approval pursuant to the constitutive documents of the scheme(s)⁵;
 does/do not require unitholders’ prior approval pursuant to the constitutive documents of the scheme(s);
- (f) does/do not have a material adverse impact on the rights or interests of investors of the scheme(s);
 may have a material adverse impact on the rights or interests of investors of the scheme(s);

Note: If you have ticked the second box under (f) above, please state clearly which of the Proposed 11.1 Change(s) and/or Eligibility Change(s) may have a material adverse impact on the rights or interests of investors of the scheme(s), how / in what ways it may have a material adverse impact on investor’s rights or interests, as well as why the applicant still wishes to proceed with such change(s).

- (g) is/are in compliance with the circular relating to the MRF arrangement issued by the SFC, amended from time to time (the “SFC Circular”); or 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, whichever is applicable; and
- (h) contain(s) nothing that would in any way contradict or result in any breach of the SFC Circular; or 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, whichever is applicable.

⁵ If you have ticked the first box in paragraph(s) 10(b) and/or 10(e), before the SFC’s approval of the Proposed 11.1 Change(s) and/or Eligibility Change(s) may become effective, applicant must submit duly completed and executed [“Confirmation of fulfilment of approval/authorization condition\(s\)”](#) confirming that the approval from the home regulator and/or unitholders has been obtained.

⁶ Prior to obtaining the SFC’s final approval of the Proposed 11.1 Change(s) and/or Eligibility Change(s), applicant must submit the duly completed and executed [“Confirmation of fulfilment of approval-in-principle condition\(s\) of approved pooled investment funds offered to retail investors \(“APIF I\)”](#) confirming that (i) approval from the MPFA has been obtained; and (ii) there is no subsequent change(s) pursuant to the issue of the approval-in-principle (if granted) which are subject to the SFC’s prior approval.



11. We have submitted the duly completed and properly executed confirmation(s)⁷ applicable to this application together with this Application Form.
12. The applicant acknowledges that unless otherwise agreed by the Commission, this application will lapse if no approval (or approval-in-principle in respect of approved pooled investment funds offered to retail investors, where applicable) is granted within the applicable processing time period as indicated in the first requisition issued by the SFC (if issued).
13. We confirm that unless otherwise specifically allowed for in this Application Form, no deletion, addition or amendment has been made to the standard template of the current prescribed application form as published on the SFC website.

Yours faithfully,

Name:
Position:
Duly authorized⁸
For and on behalf of
[Applicant's name]
Date:

⁷ Where applicable, applicant should use the standardised templates for confirmations as set out in the ["List of Confirmations of Compliance related to Application for Approval of Scheme Change\(s\) pursuant to 11.1 of the Code of Unit Trusts and Mutual Funds"](#).

⁸ The signatory is expected to be a senior-ranking executive of the management company (or an appropriate person designated by the senior-ranking executive of the management company) with overall responsibility for the application.

Annex

Scheme(s) authorized under the mutual recognition of funds arrangement between Luxembourg and Hong Kong (“Lux-HK MRF”)

This Annex is only required to be completed for change(s) affecting eligibility of fund(s) authorized under the Lux-HK MRF (“Eligibility Change(s)”). If such Eligibility Change(s) fall(s) within 11.1 of the UT Code, please also complete paragraph 8 of this Application Form.

Part 1: Scheme(s) which are Hong Kong Covered Fund(s)⁹ under the Lux-HK MRF

| Name of the scheme(s) | The Eligibility Change(s) and the corresponding Eligibility Requirement(s) ⁹ | Whether the Hong Kong Covered Management Company ⁹ has applied to the Commission de Surveillance du Secteur Financier (“CSSF”) for withdrawal of authorization of the scheme(s). (Y/N) If yes, please specify the date of such application. If no, please confirm that the Hong Kong Covered Management Company will make such application to the CSSF. |
|-----------------------|---|---|
| | | |

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

Part 2: Scheme(s) which are Luxembourg Covered Fund(s)¹⁰ under the Lux-HK MRF

| Name of the scheme(s) | The Eligibility Change(s) and the corresponding Eligibility Requirement(s) ¹⁰ | Whether the Eligibility Change(s) fall(s) within 11.1 of the UT Code (Y/N) | Whether the Luxembourg Covered Management Company ¹⁰ intends to maintain SFC-authorization of the scheme(s) under the streamlined approach ¹¹ . (Y/N) If no, please confirm that the application for withdrawal of authorization of the scheme(s) has been submitted and advise the date of such application. |
|-----------------------|--|--|--|
| | | | |

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

⁹ The terms “Hong Kong Covered Fund”, “Eligibility Requirement” and “Hong Kong Covered Management Company” shall have the same meanings as defined in the CSSF Streamlining requirements and process for mutual recognition of Hong Kong funds dated 15 January 2019, as amended from time to time.

¹⁰ The terms “Luxembourg Covered Fund”, “Eligibility Requirement” and “Luxembourg Covered Management Company” shall have the same meanings as defined in the SFC Circular on the Lux-HK MRF dated 15 January 2019, as amended from time to time.

¹¹ This refers to the streamlined approach to the authorization of UCITS funds as set out in the “Application of the Unit Trusts and Mutual Funds on UCITS funds” dated 17 December 2018, as amended from time to time.