



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

Application Form for Registration of a Non-Hong Kong Fund Corporation as a Re-domiciled Open-ended Fund Company

This Application Form should be used by an applicant for an application for a registration pursuant to section 112ZJB of the Securities and Futures Ordinance (“SFO”) of a non-Hong Kong fund corporation as defined in the SFO as a re-domiciled OFC. This Application Form is applicable to an application for registration as both a re-domiciled public OFC and a re-domiciled private OFC (the terms “public OFC” and “private OFC” are as defined in the Code on Open-ended Fund Companies (“OFC Code”)).

The 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 Securities and Futures Commission (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 may constitute an offence under either section 383(1), 384(1) and/or 384(3) of the SFO.

Registration of a non-Hong Kong fund corporation as a re-domiciled private OFC

- No separate submission of the “Application Form for Registration of a Private Open-ended Fund Company or Establishment of a Privately Offered Sub-fund of an Open-ended Fund Company” will be required.

Registration as a re-domiciled public OFC of a non-Hong Kong fund corporation not currently authorized under Part IV of the SFO by the Commission

- The applicant must submit the “Application Form for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products” (“Authorization Application Form”) together with this Application Form. Submission of the “Application Form for Registration of a Public Open-ended Fund Company or Establishment of a Publicly Offered Sub-fund of an Open-ended Fund Company” in the Annex to the Authorization Application Form will not be required. Information provided by the applicant in the Authorization Application Form will be reviewed in conjunction with the information in this Application Form as part of the application for registration of a non-Hong Kong fund corporation as a re-domiciled public OFC.

Registration as a re-domiciled public OFC of a non-Hong Kong fund corporation that is currently authorized under Part IV of the SFO by the Commission

- The applicant must first submit the “Application Form for Scheme Change(s)” and obtain the Commission’s approval of the scheme change(s) required for its re-domiciliation before submitting this Application Form.



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

Dear Sirs,

Re: **Application for registration of [state the name of the non-Hong Kong fund corporation] (the “Non-Hong Kong Fund Corporation”) as [state the name of the OFC] (the “Proposed Re-domiciled OFC”)**

*(Please tick if applicable)

1. We _____ (acting on the instructions of _____ [state the name of applicant¹] (please delete if the applicant is making the application directly)) hereby apply to the Commission for the registration of the Non-Hong Kong Fund Corporation referred to in paragraph 2(a) below as the single/ umbrella (please delete as appropriate) re-domiciled OFC referred to in paragraph 2(b) below pursuant to section 112ZJB of the SFO.

2. Basic description of our application is set out below:-

(a) Non-Hong Kong Fund Corporation:

(i) The name of the Non-Hong Kong Fund Corporation at the time of this application is:

(ii) Has the Non-Hong Kong Fund Corporation transferred its domicile after its incorporation?

* yes no

(iii) The place of incorporation² is:

(iv) Is the Non-Hong Kong Fund Corporation currently authorized under Part IV of the SFO by the Commission?

* yes no

(b) Proposed Re-domiciled OFC:

(i) The nature of the Proposed Re-domiciled OFC:

* single fund umbrella fund with sub-fund(s)

¹ The applicant is the non-Hong Kong fund corporation.

² If the non-Hong Kong fund corporation has transferred its domicile after its incorporation, the place of incorporation is its place of domicile at the time of this application. If the non-Hong Kong fund corporation has not transferred its domicile after its incorporation, the place of incorporation is the place where it is incorporated.



- (ii) The name of the single Proposed Re-domiciled OFC / the umbrella Proposed Re-domiciled OFC (*please delete as appropriate*) is:

- (iii) (*Applicable where the proposed re-domiciled OFC is an umbrella fund*) The name(s) of the sub-fund(s) of the Proposed Re-domiciled OFC:

1. _____

2. _____

3. _____

4. _____

5. _____

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

3. Basic description of the key operators and information on registered office of the Proposed Re-domiciled OFC:

- (a) The names of the proposed directors of the Proposed Re-domiciled OFC are as follows:-

1. _____

2. _____

3. _____

4. _____

5. _____

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

- (b) The applicant confirms that for the purpose of sections 112W and 112X of the SFO:-

* each of the proposed directors of the Proposed Re-domiciled OFC has attained the age of 18 years; and

none of the proposed directors is an undischarged bankrupt.

- (c) The name of the investment manager of the Proposed Re-domiciled OFC for the purpose of section 112Z of the SFO:-

* The applicant confirms for the purpose of section 112Z of the SFO that the investment manager of the OFC is licensed or registered for Type 9 regulated activity under the SFO / has made an application for such licence or registration (*please delete as appropriate*).



(d) The name of the custodian of the Proposed Re-domiciled OFC for the purpose of section 112ZA of the SFO:-

(e) The address of the registered office of the Proposed Re-domiciled OFC for the purpose of section 112I of the SFO:-

4. The applicant confirms that the instrument of incorporation of the Proposed Re-domiciled OFC:-

- * has been submitted together with this application; and
- is compliant with the requirements under the SFO, the Securities and Futures (Open-ended Fund Companies) Rules (“OFC Rules”) and the OFC Code³.

5. The applicant undertakes that the instrument of incorporation of the Proposed Re-domiciled OFC will not be amended before the date on which the certificate of re-domiciliation is issued by the Companies Registry (“Re-domiciliation Date”) without the prior approval of the Commission.

6. The applicant confirms that the documents required under rule 8A(2)(b) to (f) of the OFC Rules:-

- * have been submitted together with this application; and
- are compliant with the requirements under the OFC Rules.

7. * (*Applicable where the applicant is not currently authorized under Part IV of the SFO by the Commission and the proposed re-domiciled OFC is a public OFC*) The applicant confirms that an Authorization Application Form in respect of the Proposed Re-domiciled OFC has been submitted to the Commission.

8. * (*Applicable where the applicant is an existing SFC-authorized fund*) The applicant confirms that the scheme change(s) required for the re-domiciliation of the Non-Hong Kong Fund Corporation referred to in paragraph 2(a) above has been approved by the Commission on _____.

9. The applicant confirms and undertakes for the purpose of section 112ZJE of the SFO that:

- (a) as soon as practicable after the Re-domiciliation Date, the Non-Hong Kong Fund Corporation will take all reasonable steps to procure its deregistration in its place of incorporation⁴;

³ Including section 112K of the SFO, rules 8A(2)(a) and 13 of the OFC Rules.

⁴ If the non-Hong Kong fund corporation has transferred its domicile after its incorporation, it must be deregistered in its place of domicile. If the non-Hong Kong fund corporation has not transferred its domicile after its incorporation, it must be deregistered in its place of incorporation.



(b) within 60 days after the Re-domiciliation Date, the Non-Hong Kong Fund Corporation:

- (i) will be deregistered in its place of incorporation; and
- (ii) will submit to the Commission a document evidencing the deregistration to the satisfaction of the Commission.

10. * Our primary contact in relation to this application is _____, whose details are as follows:-

Employer: _____

Position: _____

Telephone number: _____

Email: _____

Address: _____

11. * We have instructed _____ [*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: _____

12. (*Applicable where the proposed re-domiciled OFC is a private OFC*) A cheque numbered _____ [*Cheque number*] drawn on _____ [*Bank*] for HK\$_____ is enclosed being payment of the application fee, as prescribed under the Securities and Futures (Open-ended Fund Companies) (Fees) Regulation.

[Please elaborate below if there is any submission regarding the fees chargeable under the Securities and Futures (Open-ended Fund Companies) (Fees) Regulation]

13. The applicant acknowledges that unless otherwise agreed by the Commission:-

- (a) this application will lapse if no registration of the Non-Hong Kong Fund Corporation as the Proposed Re-domiciled OFC is granted within 6 months from the date this application is taken up by the Commission;



- (b) *(Applicable where the proposed re-domiciled OFC is a private OFC)* no fees paid to the Commission in respect of this application shall be repayable if this application is for any reason withdrawn, cancelled or rejected by the Commission or if it lapses under paragraph (a); and
- (c) if a new application is made for the OFC after an application is for any reason withdrawn, cancelled or rejected by the Commission or if it lapses under paragraph (a), further application fee will be payable in accordance with the provisions of the Securities and Futures (Open-ended Fund Companies) (Fees) Regulation.

14. The applicant confirms 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 Commission website.

Yours faithfully,

Name:
Position:
Duly authorized⁵
For and on behalf of
[Applicant's name]

Date:

⁵The signatory should be a proposed director of the proposed re-domiciled OFC, who is duly authorized by the applicant.