



Filing Form for Notice of Scheme Change(s) falling within 11.1B of the Code on Unit Trusts and Mutual Funds (UT Code) and Do Not Require SFC's Prior Approval

This Filing Form should be used by applicant in support of any filing submitted to the Securities and Futures Commission (the "Commission" or the "SFC") on or after 1 August 2017 for (i) changes falling within 11.1B of the UT Code; and/or (ii) immaterial changes which fall within 11.1 of the UT Code but do not require the SFC's prior approval ("Immaterial Changes")¹.

- The issuer/applicant is reminded to use/fill in this Filing Form for the purpose of filing for (i) changes falling within 11.1B of the UT Code; and/or (ii) Immaterial Changes.
- The issuer/ applicant is reminded to tick ALL boxes that are applicable in this Filing 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 company] (please delete if the management company is making this filing directly)) hereby file to the Commission the notice to investors regarding the change(s) falling within 11.1B of the UT Code and/or the Immaterial Changes to the scheme(s) referred in paragraph 2 below.

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

(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)

¹The Circular to Management Companies of SFC-authorized Funds dated 14 June 2013 entitled "Streamlined Measures to Enhance the Processing of Application for Scheme Changes and Revision of Offering Documents of SFC-authorized Funds" (the "Circular") sets out, among other things, the streamlined measures introduced by the Commission with respect to the Immaterial Changes. Illustrative examples of Immaterial Changes (including certain amendments to constitutive documents that are Immaterial CD Amendments) can be found in "Section 2: Others" 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. Issuer/applicant should ensure compliance of, among others, the UT Code and other guidelines that are published by the Commission from time to time



(c) Name of the single fund(s)

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

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

3. (i) We confirm that while the change(s) is/are not subject to the Commission's prior approval pursuant to 11.1 of the UT Code, such change(s) is/are in compliance with the applicable provisions of the UT Code and the applicable provisions in the "Overarching Principles" of the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products.
Nature of the change(s) is set out below:

(a) Changes which fall within 11.1B of the UT Code ("11.1B Changes")

1. _____
2. _____
3. _____

(b) Changes which fall within 11.1 of the UT Code but do not require the Commission's prior approval (i.e. the "Immaterial Changes")

1. _____
2. _____

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

(ii) We confirm, with respect to the Immaterial Changes mentioned under paragraph 3(i)(b) above, that:-

- (a) the changes do not amount to a material change to the scheme(s);
- (b) there will be no material change or increase in the overall risk profile of the scheme(s) following the changes; and
- (c) the changes do not materially prejudice the rights or interests of investors of the scheme(s).



(iii) We confirm, with respect to the amendments to constitutive documents² of the scheme(s) mentioned under paragraph 3(i)(b) above (“Immaterial CD Amendments”), that:-

(please tick if applicable) (applicable to non-UCITS):

- (a) the amendments do not require holders' prior approval pursuant to the constitutive documents of the scheme(s) or (for schemes established in a recognized jurisdiction) the requirements under its home jurisdiction/(for schemes which are not established in a recognized jurisdiction) the requirements under 6.15(f) and/or 6.7 of the UT Code;
 notwithstanding holders' approval is required, the amendments are only made to comply with the (for funds established in a recognized jurisdiction) applicable legal and/or regulatory requirements under its home jurisdiction/(for funds which are not established in a recognized jurisdiction) the fiscal or other statutory or official requirements under 6.7 of the UT Code;
- (b) the amendments have been notified to the trustee/custodian of the scheme(s) and the trustee/custodian does not have any objection thereto;
- (c) the amendments are not changes falling within 11.1 of the UT Code (other than 11.1(a) of the UT Code) which would otherwise be subject to the Commission's prior approval pursuant thereto;
- (d) (for schemes established in a recognized jurisdiction) (please tick the relevant box below)
 has/have been approved by the home regulator of the scheme(s); or
 does/do not require the approval of the home regulator of the scheme(s); and
- (e) the amendments reflect 11.1B Changes (please tick if applicable).

(please tick if applicable) (applicable to UCITS):

- (a) 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.

4. (For schemes established in a recognized jurisdiction) We confirm that the other change(s), save for the Immaterial CD Amendments referred to in paragraphs 3(i)(b) and 3(iii) above:

- has/have been approved by the home regulator of the scheme(s); or
- does/do not require the approval of the home regulator of the scheme(s).

5. We confirm that unless otherwise specifically allowed for in this Filing Form, no deletion,

²(Applicable only to UCITS schemes) Please submit a copy of the (i) duly executed revised constitutive documents and (ii) revised constitutive documents with mark up changes upon execution.

(Applicable only to Hong Kong domiciled schemes and other non-UCITS schemes) Please submit a copy of the (i) duly executed revised constitutive documents and (ii) revised constitutive documents with mark up changes and proper annotations against Appendix D to the UT Code and the key provisions for the constitutive documents of Hong Kong domiciled schemes and other non-UCITS schemes as set out in Section 5 of the Minimum Disclosure Requirements (contained in Annex 1 to the Guide on Practices and Procedures for Application for Authorization of Unit Trusts and Mutual Funds) for the revised sections upon execution.



addition or amendment has been made to standard template of the current prescribed Filing Form as published on the SFC website.

6. (If applicable) We have instructed _____
[Please state name of law firm] to act on our behalf in relation to this 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 authorized³

For and on behalf of
[Applicant's name]
Date:

³ 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 filing.