

Application Form for Scheme Change(s) in respect of MPF Products¹

Application for Approval of Change(s) to an Authorized Scheme pursuant to 8.2 of the SFC Code on MPF Products (MPF Code)

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 August 2017 for approval of change(s) to an authorized scheme pursuant to 8.2 of the MPF Code that require SFC’s prior approval. 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 scheme change(s) pursuant to 8.2 of the MPF Code.
- In respect of application for authorization of the revised offering document(s), please also complete the “Application Form for Revised Offering Documents that Incorporate Changes Falling within 8.2 of the MPF Code that Require SFC’s Prior Approval”. If there are (i) changes which do not fall within 8.2 of the MPF Code and/or (ii) immaterial changes which fall within 8.2 of the MPF Code but do not require the SFC’s prior approval (“Immaterial Changes”)² in the notice, please also complete the “Filing Form for Notice of Scheme Change(s) falling within 8.2B of the MPF 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 MPF issuer] (please delete if the MPF issuer is making the application directly)) hereby apply to the Commission for the application for approval of change(s) to the scheme(s) referred in paragraph 2 below pursuant to 8.2 of the MPF Code.
2. The change(s) is/are related to the following scheme(s) authorized by the Commission:-

¹For funds which are also authorized under the Code on Unit Trusts and Mutual Funds, applicant may refer to the “Application Form for Scheme Change(s)” in respect of items 2 and 5 to 9.

²The Circular to Issuers of SFC-authorized MPF Products dated 10 April 2014 entitled “Streamlined Measures to Enhance the Processing of Application for Scheme Changes and Revision of Offering Documents of SFC-authorized MPF Products” (the “Circular”) sets out, among other things, the streamlined measures introduced by the Commission with respect to certain Immaterial Changes. Illustrative examples of Immaterial Changes can be found in “Section 2: Others” under the Frequently Asked Questions relating to MPF products 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 MPF Code and other guidelines that are published by the Commission from time to time.

(a) Name of the MPF scheme/umbrella fund (for approved pooled investment funds (“APIFs”))

(b) Name of the constituent fund(s) (for MPF scheme)/sub-fund(s) (for APIFs)

1. _____

2. _____

3. _____

4. _____

5. _____

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

(c) Name of the single fund(s) (for APIFs)

1. _____

2. _____

3. _____

4. _____

5. _____

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

3. We confirm that the change(s) to the offering document(s) as a result of the following change(s) is/are subject to the Commission’s prior approval pursuant to 8.2 of the MPF Code. Nature of the change(s) (the “Proposed 8.2 Change(s)”) is set out below:-

(i) Change of constitutive document(s) (please enclose a copy of the revised constitutive document(s) marked up against the latest version filed with the SFC)

Note: If the reason(s) for the change of constitutive document(s) is/are attributable to any of the item(s) (ii) to (v) below, please also tick the relevant box(es). Otherwise, please tick the box immediately below this Note.

The reason(s) for the change of constitutive document(s) is/are not attributable to any of item(s) (ii) to (v) below

(ii) Change of key operators (or their regulatory status or controlling shareholder):
 investment manager or its delegate(s) (please also respond to Question 4)
 MPF issuer
 trustee/custodian
 Others _____

(iii) Change of investment objectives, policies and restrictions

(iv) Change in fee structure, dealing and pricing arrangements

(v) Other changes that may materially prejudice rights or interests of scheme participants or fund holders

4. Where there are changes to the investment manager or its delegate(s):

- the investment manager or its delegate(s) is/are currently managing SFC-authorized funds
- the investment manager is incorporated in Hong Kong
- its delegate(s) is/are subject to the on-going supervision of an acceptable inspection regime

5. Brief description of the Proposed 8.2 Change(s).

6. Reason(s) for the Proposed 8.2 Change(s).

7. Effective date of the Proposed 8.2 Change(s).

8. Proposed notice period to be served to investors regarding the Proposed 8.2 Change(s).

- There is no notice period requirement in the constitutive document(s) and/or offering document(s) in respect of the Proposed 8.2 Change(s); or
- The proposed notice period set out above does not contravene the notice period requirement(s) as set out in the constitutive document(s) and/or offering document(s) in respect of the Proposed 8.2 Change(s).

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 8.2 Change(s):-

- (a) is/ are the only change(s) which require SFC's approval pursuant to 8.2 of the MPF Code;
- (b) has/have been notified to the trustee/custodian and the trustee/custodian does not have any objection thereto;
- (c) has/have been approved by the Mandatory Provident Fund Schemes Authority (the "MPFA"); or
 does/do not require approval by the MPFA and has/have been notified to the MPFA, who does not have any objection thereto;
- (d) require(s) prior approval of the scheme participants or fund holders pursuant to the constitutive document(s) of the scheme(s) and we have obtained such prior approval;
 does/do not require prior approval of the scheme participants or fund holders pursuant to the constitutive document(s) of the scheme(s);
- (e) does/do not materially prejudice the interests of the scheme participants or fund holders (except otherwise specified in this application below);
 may materially prejudice the interests of the scheme participants or fund holders;

Note: If you have ticked the second box under (e) above, please state clearly which of the Proposed 8.2 Change(s) may materially prejudice the interests of scheme participants or fund holders, how / in what ways it may materially prejudice the interests of scheme participants or fund holders, as well as why the applicant still wishes to proceed with such change(s).

- (f) is/are in compliance with the applicable provisions of the MPF Code; and
- (g) contain(s) nothing that would in any way contradict or result in any breach of the applicable provisions of the MPF Code.

11. 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.

12. (*Applicable to APIFs offered to retail investors*) The applicant acknowledges that unless otherwise agreed by the Commission, this application will lapse if no approval-in-principle is granted within the lapse period as indicated in the first requisition issued by the Commission (if issued).

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 MPF issuer (or an appropriate person designated by the senior-ranking executive of the MPF issuer) with overall responsibility for the application.