

## 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

This Application Form should be used by an applicant for (i) an application for a registration pursuant to section 112D of the Securities and Futures Ordinance (“SFO”) of a proposed private OFC as defined in the Code on Open-ended Fund Companies (“OFC Code”) or (ii) an application for approval of establishment of privately offered sub-fund(s)<sup>1</sup> of an existing open-ended fund company (“OFC”) under rule 160(1) of the Securities and Futures (Open-ended Fund Companies) Rules (“OFC Rules”).

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.

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 proposed private OFC] (the “Proposed Private OFC”) / Application for approval of the establishment of privately offered sub-fund(s) (“Proposed Sub-fund(s)”) of [state the name of the existing umbrella OFC] (please delete as appropriate)**

\*(Please tick if applicable)

1. We \_\_\_\_\_ (acting on the instructions of \_\_\_\_\_ [state the name of applicant] (please delete if the applicant is making the application directly)) hereby apply to the Commission for the following:-

- \*☐ registration in respect of the proposed single/ umbrella (please delete as appropriate) private OFC referred to in paragraph 2(a) below pursuant to section 112D of the SFO.
- ☐ approval of the establishment of new Proposed Sub-fund(s) of an existing umbrella OFC referred to in paragraph 2(b) below pursuant to rule 160(1) of the OFC Rules.

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

- \*☐ (a) This is an application for a registration of a Proposed Private OFC.
  - (i) The nature of the Proposed Private OFC:
    - \*☐ single fund      ☐ umbrella fund with sub-fund(s)

<sup>1</sup> This refers to sub-funds which are not intended to apply for and to obtain an authorization by the Commission under section 104 of the SFO.



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

\_\_\_\_\_

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

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

4. \_\_\_\_\_

5. \_\_\_\_\_

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

- \*☐ (b) This is an application for establishment of new Proposed Sub-fund(s) of an existing umbrella OFC.

- (i) The name of the existing umbrella OFC is:

\_\_\_\_\_

- (ii) The name(s) of the Proposed Sub-fund(s) of the umbrella OFC:

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

4. \_\_\_\_\_

5. \_\_\_\_\_

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

3. (*Applicable to an application for registration of a proposed private OFC*) Basic description of the key operators and information on registered office of the Proposed Private OFC:

- (a) The names of the proposed directors of the Proposed Private 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 Private 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 Private OFC for the purpose of section 112Z of the SFO:-

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\*☐ 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 Private OFC for the purpose of section 112ZA of the SFO:-

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

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4. The applicant confirms that the instrument of incorporation of the Proposed Private OFC / the proposed revised instrument of incorporation of the existing umbrella OFC to which the Proposed Sub-fund(s) are proposed to be established (*please delete as appropriate*):-

\*☐ has been submitted together with this application; and

☐ is compliant with the requirements under the SFO, the OFC Rules and the OFC Code<sup>2</sup>.

5. \*☐ Our primary contact in relation to this application is \_\_\_\_\_, whose details are as follows:-

Employer: \_\_\_\_\_

Position: \_\_\_\_\_

Telephone number: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

6. \*☐ 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: \_\_\_\_\_

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<sup>2</sup> Including section 112K of the SFO, rules 3(2)(a) and 13 of the OFC Rules.



Telephone number: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

7. 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]*

\_\_\_\_\_

\_\_\_\_\_

8. The applicant acknowledges that unless otherwise agreed by the Commission:-
- (a) this application will lapse if no registration of the Proposed Private OFC / approval for establishment of the Proposed Sub-funds (as the case may be) is granted within 6 months from the date this application is taken up by the Commission;
  - (b) 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.
9. 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 authorized<sup>3</sup>  
For and on behalf of  
[Applicant's name]

Date:

<sup>3</sup> In the case of an application for registration of a proposed private OFC, the signatory should be a proposed director of the proposed private OFC or a senior-ranking executive of the proposed investment manager of the proposed private OFC (or an appropriate person designated by the senior-ranking executive of the proposed investment manager of the proposed private OFC), who is duly authorized by the applicant. In the case of an application for establishment of new privately offered sub-fund(s) of an existing OFC, the signatory should be a director of the private OFC or a senior-ranking executive of the investment manager of the private OFC (or an appropriate person designated by the senior-ranking executive of the investment manager of the private OFC), who is duly authorized by the board of directors of the private OFC.