

Annex 2

Confirmation of fulfilment of authorization conditions

Dated: _____ (*Note 1*)

To: Securities and Futures Commission (the “SFC”)

Name of the scheme(s): _____ (the “Scheme(s)”)

We refer to the letter from the SFC dated _____ (*insert date*) granting authorization of the Scheme(s) and the Hong Kong offering document (the “Authorization Letter”).

Confirmations/undertakings

We hereby confirm our agreement to all the conditions for the authorization of the Scheme(s) as set out in the Authorization Letter (“Authorization Conditions”). We further confirm and undertake that the Authorization Conditions have been fulfilled and will be complied with in respect of the Scheme(s).

(Please tick if applicable) In particular:

- (Applicable only to schemes whose HKOD are subject to comments of the SFC)* We confirm that the finalised draft of the Hong Kong offering document of the Scheme(s) (“HKOD”) has properly addressed all the comments of the SFC on the HKOD as set out in the Authorization Letter.
- (Applicable only to overseas scheme(s))* We confirm that the finalised draft of the HKOD is consistent with the overseas offering documents (i) as approved / authorized by _____ (*insert name of home regulator*), the home regulator of the Scheme(s), or (ii) as filed with (and with no subsequent comments from) _____ (*insert name of home regulator*), the home regulator of the Scheme(s) in the case where approval / authorization of the Scheme(s)’ overseas offering documents by such home regulator is not required.
- (Applicable only to Qualified Investors (“QI”) schemes)*
 - We confirm that the relevant accounts (including securities account(s) and cash account(s)) have been opened in the PRC; or
 - We undertake to open the relevant accounts (including securities account(s) and cash account(s)) in the PRC prior to the launch of the Scheme(s).
 - (Applicable only to QI schemes which are single funds or sub-funds under a new umbrella fund or sub-funds under an existing umbrella fund of which PRC legal counsel’s opinion has not been obtained on the custody arrangement relating to any of its existing SFC-authorized sub-funds through its QI status)* We undertake to obtain an opinion from the PRC legal counsel in the form as referred to in the HKOD of the Scheme(s) prior to the launch of the Scheme(s).
- (Applicable only to non-Hong Kong based schemes)* We confirm that a Hong Kong representative which complies with 9.4 of the Code on Unit Trusts and Mutual Funds (the “UT Code”) has been duly appointed in respect of the Scheme(s) in accordance with Chapter 9 of the UT Code.

Note 1: Please refer to “Chapter 7 – Documentation requirements following SFC authorization and prior to the authorization becoming effective” of the Guide on Practices and Procedures for Application for Authorization of Unit Trusts and Mutual Funds (“Guide”), including the timeframe within which the applicant is required to submit this Confirmation to the SFC.

- (Applicable only to non-Hong Kong based schemes that seek to be listed in Hong Kong (Note 2) and propose to appoint an overseas auditor) [(Applicable in the case that the overseas auditor has not been recognized by the FRC prior to the date of the authorization letter)]* We confirm that the overseas auditor proposed to be appointed for the Scheme(s) has been recognized by the Financial Reporting Council (“FRC”) to carry out a PIE engagement (as defined under Part 1 of Schedule 1A of the Financial Reporting Council Ordinance (“FRCO”)) for the Scheme(s) on [date].] We [further] confirm that we shall inform the SFC promptly if (1) the recognition of the overseas auditor of the Scheme(s) has expired (and not renewed) or been [subsequently] revoked or suspended by the FRC or (2) an overseas auditor is no longer appointed by the Scheme(s).
- All other confirmations and/or undertakings that are required to be submitted in accordance with the Authorization Letter are set out below: *(use separate sheet(s) if necessary)*

Supporting documentation

We confirm that all the documents as required to be submitted pursuant to the Authorization Letter is enclosed and listed below:

Amended

- A cheque made payable to the “Securities and Futures Commission”, or other means of payment acceptable to the SFC, in the total sum of _____ *(insert amount)* in payment of the authorization fees and annual fees in respect of the Scheme(s)
- Finalised draft of the English HKOD, with (i) changes (shown in mark-ups against previously submitted version) properly addressing all the comments of the SFC on the HKOD (if any) as set out in the Authorization Letter and (ii) annotations against Appendix C to the UT Code [*(applicable only to an OFC)* and (iii) annotations against the provisions applicable to an OFC as referred to in Section 3A of the Minimum Disclosure Requirements (contained in Annex 1 to the Guide)]
- Chinese version of the HKOD and the executed Chinese translation certificate(s)
- (Applicable only to overseas schemes whose overseas offering documents were in the process of obtaining approval / authorization from the home regulator)* Documentary evidence to confirm that the overseas offering documents of the Scheme(s) have been duly approved/authorized by the home regulator
- (Applicable only to UCITS schemes whose constitutive documents had been submitted at the time of application)* Copy of duly executed constitutive documents
- (Applicable only to Hong Kong domiciled schemes and other non-UCITS schemes)* Copy of duly executed constitutive documents, with 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)

Amended

Note 2: Applicable to passive ETF, listed open-ended fund (also known as active ETF), listed unit/share class of unlisted fund, listed leverage and inverse product and listed closed-ended fund.

- (Applicable only to ETFs/listed funds)* Listing approval granted to the Scheme(s) or the listed unit/share class(es) by The Stock Exchange of Hong Kong Limited
 - (Applicable only to non-Hong Kong based schemes that seek to be listed in Hong Kong (Note 2) and propose to appoint an overseas auditor)* Recognition application granted by the FRC to the Scheme(s) for the appointment of the overseas auditor to carry out a PIE engagement (as defined under Part 1 of Schedule 1A of the FRCO) for the Scheme(s)
 - Please list out such other documents that are required to be submitted pursuant to the Authorization Letter: (use separate sheet(s) if necessary)*
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Signed for and on behalf of:
(please tick relevant box(es))

Name of Applicant : _____

Applicant : *(For self-managed scheme(s) only)*
The board of directors of the Scheme(s)

(For scheme(s) which is/are not self-managed scheme(s))
(Please state the name of the management company of the Scheme(s))

Name of authorized signatory : *(For self-managed scheme(s) only)*

(Insert name of at least one executive director (or above)³ of the Scheme(s)

: *(For non-self-managed scheme(s) with SFC-licensed management company)*

(Insert name of the Responsible Officer (in respect of Type 9 Regulated Activity) of the management company)

: *(For non-self-managed scheme(s) with management company which is not SFC-licensed)*

(Insert name of at least one executive director (or above)¹ of the management company of the Scheme(s)

Signature : _____

Title / Position : _____

Date (date / month / year) : _____

³ Equivalentents include, for example, CEO, managing director, etc. Essentially, the signatory is expected to be a senior-ranking executive with overall responsibility over the new fund application.