



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

## Form for Scheme Change Application(s) or Filing of Notice of Scheme Change(s) in relation to Recognised Mainland Funds

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This Form may be used by applicant with immediate effect from 25 January 2018 in support of (i) any application for change(s) that require the prior approval of the Securities and Futures Commission (the “Commission” or the “SFC”); and/or (ii) any filing for change(s) that does/do not require the Commission’s prior approval in relation to Mainland funds authorized by the Commission under the Mutual Recognition of Funds (“MRF”) arrangement submitted to or filed with the Commission. For the avoidance of doubt, any applicant who wishes to make an application and/or filing received by the Commission after 14 February 2018 should use and complete this Form. 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 Form and/or the accompanying documents are not properly or fully completed, and/or where negative responses in this 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 change(s) that require the Commission’s prior approval.
- The issuer/applicant is reminded to use/fill in this Form for the purpose of (i) applying for change(s) that require the Commission’s prior approval; and/or (ii) filing for change(s) that does/do not require the Commission’s prior approval in relation to Mainland funds authorized by the Commission under the MRF arrangement.
- If you are also applying for authorization of the revised Hong Kong offering document(s) incorporating change(s) that require the Commission’s prior approval, please also complete the “Application Form for Revised Offering Documents that Require SFC’s Prior Approval in relation to Recognised Mainland Funds”. If there are change(s) which does/do not require the Commission’s prior approval in the revised Hong Kong offering document(s), please also complete the “Filing Form for Revised Offering Documents that Do Not Require SFC’s Prior Approval in relation to Recognised Mainland Funds”.
- The issuer/applicant is reminded to tick ALL boxes that are applicable in this 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 firm*] (*please delete if the management firm is making the application directly*)) hereby:

(a)  apply to the Commission for the application for approval of change(s) to the Mainland fund(s) which require the Commission's prior approval as referred to in paragraph 3 below;

(b)  file to the Commission the notice to investors regarding the change(s) which does/do not require the Commission's prior approval as referred to in paragraph 5 below.

2. The change(s) relate(s) to the following Mainland fund(s) authorized by the Commission under the MRF arrangement:-

(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)*

(c) Name of the single fund(s)

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

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

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

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

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

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



**A. Change(s) that require the Commission's prior approval**

3. We confirm that the change(s) below is/are subject to the Commission's prior approval. Nature of the change(s) (the "Proposed Prior Approval Change(s)") is/are set out below:-

- (i) Change(s) affecting the eligibility of a Mainland fund under the MRF arrangement
- (ii) Change(s) affecting Hong Kong investors only and falling within 11.1 of the Code on Unit Trusts and Mutual Funds ("UT Code")
  - (a) Change of key operator
    - Hong Kong representative
    - others \_\_\_\_\_
  - (b) Change in fee structure, dealing and pricing arrangement
  - (c) Change that may materially prejudice holders' rights or interests

Note: If you have ticked the box under paragraph 3(ii)(c) above, please state clearly the proposed change(s) that may materially prejudice holders' rights or interests, how / in what ways it may materially prejudice holders' rights or interests, as well as why the applicant still wishes to proceed with such change(s).

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- (iii) Other change(s) which require the Commission's prior approval pursuant to the Commission's authorization letter issued in respect of the authorization of the fund(s) and its offering document(s) or otherwise

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_
5. \_\_\_\_\_  
*(Please use separate sheet(s), if necessary)*

4. Salient terms of the Proposed Prior Approval Change(s) are set out below<sup>1</sup>

	<b>Information / disclosure expected to be included in the notice</b>	<b>Details<sup>2</sup></b>
a.	Clear and brief description of the Proposed Prior Approval Change(s).	
b.	Implications on the features and risks applicable to the affected fund(s).	
c.	Brief description of any proposed change(s) in the operation and/or manner in which the affected fund(s) is/are being managed and the effects on existing Hong Kong investors as a result of the Proposed Prior Approval Change(s). Otherwise, please provide negative statements.	
d.	Brief description of any change in the fee level/cost in managing the affected fund(s) following the implementation of the Proposed Prior Approval Change(s). Otherwise, please provide negative statements.	
e.	Brief description of any costs and/or expenses that will be incurred in connection with the Proposed Prior Approval Change(s) and who (e.g. the fund and/or the management firm) will bear them. Otherwise, please provide negative statements.	
f.	Brief description of any matters/impact arising from the Proposed Prior Approval Change(s) that may materially prejudice the existing Hong Kong investors' rights or	

<sup>1</sup> Please provide information in a clear and succinct manner. In preparing the notice regarding Proposed Prior Approval Change(s), applicant may, where applicable, refer to Questions 16B and 16B1 under "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 (the "FAQ on Post Authorization Compliance"), which are subject to amendments and updates from time to time, for guidance and illustrative examples of the information expected to be disclosed.

Applicant submitting the draft notice in support of Complex Applications (types of Complex Applications are set out in Question 3A in "Section 1: FAQ in respect of the Revamped Post Authorization Process" under the FAQ on Post Authorization Compliance, as may be amended from time to time) will not be required to fill in the table under this paragraph as the salient terms of the Proposed Prior Approval Change(s) are expected to be included in the notice.

Where multiple change(s) as referred to in paragraph(s) 3 and/or 5 are also set out in the same draft notice submitted to the Commission in support of the Complex Application, applicant should (i) annotate the Proposed Prior Approval Change(s) that falls under Complex Application (on a standalone basis) and all the related information in the draft notice; and (ii) set out the salient terms of the Proposed Prior Approval Change(s) that fall under Simple Application (on a standalone basis) in the table under this paragraph.

<sup>2</sup> If there is more than one Proposed Prior Approval Change, please clearly itemise each Proposed Prior Approval Change and set out the relevant details in the table accordingly.

	interests. Otherwise, please provide negative statements.	
g.	Reasons and rationale of the Proposed Prior Approval Change(s).	
h.	Proposed publication date of the notice.	
i.	Proposed notice period to be served to Hong Kong investors regarding the Proposed Prior Approval Change(s).	
j.	Effective date of the Proposed Prior Approval Change(s).	
k.	Clear description of all condition(s) required to be fulfilled before the Proposed Prior Approval Change(s) could take effect (e.g. unitholder's approval and/or regulatory approval) and the consequences thereof.	
l.	List of documents and an address in Hong Kong where such documents can be obtained and/or inspection free of charge or purchased at a reasonable price stated in the notice? (Y/N)	
m.	If available, website address of the fund(s) which contains publication of the fund(s)' Hong Kong offering document(s) etc. stated in the notice? (Y/N)	
n.	Hong Kong contact details (including address and telephone number) for enquiries by investors stated in the notice? (Y/N)	
o.	Applicable warning statement to the effect that "THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE" stated in the notice? (Y/N)	
p.	Responsibility statement that the management firm accepts full responsibility for the accuracy of the information stated in the notice? (Y/N)	
q.	Alternatives available to Hong Kong investors (if applicable)	
r.	Need to update Hong Kong offering documents? (Y/N)	
s.	Any other key information in relation to the Proposed Prior Approval Change(s) which the applicant wishes to draw the SFC's attention and/or necessary for the unitholders to appraise and to comprehend the Proposed Prior Approval	



	Change(s) and/or position of the affected fund(s)?	
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*(Please use separate sheet(s), if necessary)*

**B. Change(s) that does/do not require the Commission’s prior approval**

5. We confirm that while the change(s) below is/are not subject to the Commission’s prior approval, such change(s) is/are in compliance with the Circular on “Mutual Recognition of Funds between the Mainland and Hong Kong” dated 22 May 2015, the related guidance as issued by the Commission from time to time, the applicable provisions of the UT Code and the applicable provisions in the “Overarching Principles Section” of the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products (the “SFC Handbook”). Nature of the change(s) is/are set out below:-

(i) Change(s) affecting both Mainland and Hong Kong investors

- In respect of amendments to constitutive documents, please enclose a copy of the (i) duly executed revised constitutive documents; and (ii) revised constitutive documents with mark-up changes against the last version filed with the Commission.*
- In respect of change of management firm or its delegate(s), please also submit the duly completed and properly executed confirmation(s) as set out in Appendices A and B.<sup>3</sup>*
- In respect of change of trustee, please submit the duly completed and properly executed confirmation as set out in Appendix C.*

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_
5. \_\_\_\_\_

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

(ii) Change(s) affecting Hong Kong investors only and falling within 11.1B of the UT Code

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_
4. \_\_\_\_\_
5. \_\_\_\_\_

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

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<sup>3</sup> Change of management firm or its delegate(s) refers to the appointment of new management firm or new delegate(s) or replacement of existing delegate(s). Confirmation(s) as set out in Appendices A and B is/are not applicable for removal of existing delegate(s), but details of removal are expected to be set out in paragraph 5(i).



- (iii) Change(s) affecting Hong Kong investors only and falling within 11.1 of the UT Code but does/do not require the Commission's prior approval (i.e. the "Immaterial Change(s)")<sup>4</sup>

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

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

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

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

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

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

### **Confirmations**

6. We confirm that the change(s) as referred to in paragraph(s) 3 and/or 5 above:-
- (a) change(s) as referred to in paragraph 3 is/are the only change(s) that require the Commission's prior approval;
  - (b)  is/are in the process of obtaining approval from the China Securities Regulatory Commission<sup>5</sup> ("CSRC");
    - has/have been approved by the CSRC;
    - has/have been notified to/filed with the CSRC and the CSRC has no comment on the change(s);
    - does/do not require the approval of/filing with the CSRC;
  - (c) has/have been effected in accordance with the applicable Mainland laws and regulations and provisions of the constitutive documents of the fund(s);
  - (d) does/does not contravene the applicable Mainland laws and regulations;
  - (e) has/have been notified to the custodian and the custodian does not have any objection thereto<sup>6</sup>;

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<sup>4</sup> The 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 can be found in "Section 2: Others" under the FAQs on Post Authorization Compliance 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.

<sup>5</sup> If you have ticked the first box in 6(b) and/or 6(f) above, before the Commission's approval of the Proposed Prior Approval Change(s) may become effective, applicant must submit the duly completed and executed "[Confirmation of fulfilment of approval/authorization condition\(s\) in relation to Recognised Mainland Funds](#)" confirming that approval from the CSRC and/or unitholders has been obtained.

<sup>6</sup> This confirmation is only required in respect of change(s) as referred to in paragraph 3.



- (f)  require(s) unitholders' prior approval pursuant to the Mainland laws and regulations and the constitutive documents of the fund(s)<sup>4</sup>;
- does/do not require unitholders' prior approval pursuant to the Mainland laws and regulations and the constitutive documents of the fund(s);
- (g) does/do not materially prejudice the holders' rights or interests (except otherwise specified in paragraph 3(ii)(c) above);
- (h) is/are in compliance with the Circular on "Mutual Recognition of Funds between the Mainland and Hong Kong" dated 22 May 2015, the related guidance as issued by the Commission from time to time, the applicable provisions of the UT Code and the applicable provisions in the "Overarching Principles Section" of the SFC Handbook; and
- (i) contain(s) nothing that would in any way contradict or result in any breach of the Circular on "Mutual Recognition of Funds between the Mainland and Hong Kong" dated 22 May 2015, the related guidance as issued by the Commission from time to time, the applicable provisions of the UT Code and the applicable provisions in the "Overarching Principles Section" of the SFC Handbook.

7. In addition, we confirm:-

- with respect to the Proposed Prior Approval Change(s) as referred to in paragraph 3 above, that the duly completed and properly executed confirmation(s)<sup>7</sup> has/have been submitted;
- with respect to the Change(s) that does/do not require the Commission's prior approval as referred to in paragraph 5 above, that the change(s) would not render the Mainland fund(s) ineligible under the MRF;
- with respect to Immaterial Change(s) as referred to in paragraph 5 above, that:-
- (a) the change(s) does/do not amount to a material change to the fund(s);
- (b) there will be no material change or increase in the overall risk profile of the fund(s) following the change(s); and
- (c) the change(s) does/do not materially prejudice the rights or interests of investors of the fund(s).

8. The applicant acknowledges that unless otherwise agreed by the Commission, this application for change(s) as referred to in paragraph 3 will lapse if no approval is granted within the applicable processing time period as indicated in the first requisition issued by the Commission (if issued).

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<sup>7</sup> Where applicable, applicant should use the standardised templates for confirmations as set out in the ["List of Confirmations of Compliance related to Applications for Approval of Change\(s\) that Require SFC's prior approval in relation to Recognised Mainland Funds"](#).





9. We confirm that unless otherwise specifically allowed for in this Form, no deletion, addition or amendment has been made to the standard template of the current prescribed Form as published on the SFC website.

10. (If applicable) We have instructed \_\_\_\_\_ [Please state name of law firm] to act on our behalf in relation to this application/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 authorized<sup>8</sup>  
For and on behalf of  
[Applicant's name]

Date: \_\_\_\_\_

<sup>8</sup> The signatory is expected to be a senior-ranking executive of the management firm (or an appropriate person designated by the senior-ranking executive of the management firm) with overall responsibility for the application and/or filing.



**Appendix A: Confirmation from new management firm(s) in respect of change of management firm and/or its delegate(s)**

Please submit this confirmation for each of the new management firm and/or new delegate(s)

*(please tick one of the following boxes)*

(For **new** management firm)

- a) Name of the new management firm : \_\_\_\_\_
- b) Is the new management firm currently managing any existing SFC-authorized fund(s)? : *(please tick one of the following):*  
 Yes  
 No. Please also complete Appendix B
- c) Name of the umbrella/single fund(s) : \_\_\_\_\_
- d) Name of the relevant sub-fund(s) : \_\_\_\_\_

(For **new** delegate(s))

- a) Name of the new delegate(s) : \_\_\_\_\_
- b) Is the new delegate(s) currently managing any existing SFC-authorized fund(s)? : *(please tick one of the following):*  
 Yes  
 No. Please also complete Appendix B
- c) Name of the umbrella/single fund(s) : \_\_\_\_\_
- d) Name of the relevant sub-fund(s) : \_\_\_\_\_
- e) Reason of change :  Replacement of existing delegate(s)  
Name of existing delegate(s) to be replaced: \_\_\_\_\_  
 Appointment of new delegate(s)

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



We hereby confirm and undertake that:

- (i) the management firm and its delegate(s) (if applicable) has/have fulfilled and will at all times fulfil the requirements under paragraphs 8 to 10 of the SFC Circular on “Mutual Recognition of Funds between the Mainland and Hong Kong” dated 22 May 2015 as amended from time to time and the related guidance as may be issued by the SFC from time to time; and
- (ii)  (please tick if applicable) the details of the regulatory action(s)/proceeding(s) by the China Securities Regulatory Commission concerning the management firm and/or its delegate(s) (if applicable) in the past three years or since the date of establishment if it has been established for less than three years that we wish to bring to the SFC’s attention are set out below; and none of these action(s)/proceeding(s) will materially affect its financial condition, status as a licensed or regulated entity, or ability to perform its licensed or regulated activities and the justification is also set out below;

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

Signed for and on behalf of:

Name of the management firm<sup>1</sup> : \_\_\_\_\_

Name of authorized signatory : \_\_\_\_\_  
*(Insert name of at least one executive director<sup>2</sup> (or above) of the management firm of the Mainland fund(s))*

Signature : \_\_\_\_\_

Title / Position : \_\_\_\_\_

Date (date / month / year) : \_\_\_\_\_

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<sup>1</sup> This confirmation should be signed by the new management firm, except that in the case of a change of delegate(s) without any change of management firm, this confirmation should be signed by the existing management firm.

<sup>2</sup> Equivalents include, for example, CEO, managing director, etc. Essentially, the signatory is expected to be a senior-ranking executive with overall responsibility for the matter.



**Appendix B: Confirmation from new management firm and/or new delegate(s)  
in respect of change of management firm and/or its delegate(s)**

**(Applicable only to new management firm and/or new delegate(s) which is/are not  
currently managing any existing SFC-authorized fund(s))**

Please submit this confirmation for each of the new management firm and/or new delegate(s) not currently managing any existing SFC-authorized fund(s).

*(please tick one of the following boxes)*

(For **new** management firm)

a) Name of the new management firm : \_\_\_\_\_

b) Name of the umbrella/single fund(s) : \_\_\_\_\_

c) Name of the relevant sub-fund(s) : \_\_\_\_\_

(For **new** delegate(s))

a) Name of the new delegate(s) : \_\_\_\_\_

b) Name of the umbrella/single fund(s) : \_\_\_\_\_

c) Name of the relevant sub-fund(s) : \_\_\_\_\_

d) Reason of change :  Replacement of existing delegate(s)  
Name of existing delegate(s) to be replaced: \_\_\_\_\_

Appointment of new delegate(s)

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

We hereby confirm and undertake that:

- (i) the management firm<sup>1</sup> is registered and operates in the Mainland in accordance with Mainland laws and regulations;

<sup>1</sup> For confirmation to be submitted from new delegate(s), references to the management firm are deemed to be references to the new delegate(s).



- (ii) the management firm<sup>1</sup> is licensed by the China Securities Regulatory Commission (“CSRC”) to manage publicly offered securities investment funds;
- (iii) the management firm<sup>1</sup> has not been subject to any major regulatory action(s) by the CSRC in the past three years or since the date of establishment if it has been established for less than three years;
- (iv)  (please tick if applicable) the details of the regulatory action(s)/proceeding(s) by the CSRC concerning the management firm<sup>1</sup> in the past three years or since the date of establishment if it has been established for less than three years that we wish to bring to the SFC’s attention are set out below; and none of these action(s)/proceeding(s) will materially affect its financial condition, status as a licensed or regulated entity, or ability to perform its licensed or regulated activities and the justification is also set out below;

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

- (v) *(Please tick one of the following boxes)*

- there is no restriction attached to the management firm’s licence<sup>1</sup>;
- the details of the restriction(s) attached to the management firm’s licence<sup>1</sup> are attached to this confirmation in separate sheet(s).

Signed for and on behalf of:

Name of the new management firm / new delegate :

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Name of authorized signatory :

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*(Insert name of at least one executive director<sup>2</sup> (or above) of the management firm / delegate of the Mainland fund(s))*

Signature :

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Title / Position :

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Date (date / month / year) :

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<sup>2</sup> Equivalentents include, for example, CEO, managing director, etc. Essentially, the signatory is expected to be a senior-ranking executive with overall responsibility for the matter.



## **Appendix C: Confirmation from management firm in respect of change of custodian**

Name of Mainland fund(s):

a) Name of the umbrella/single fund(s) : \_\_\_\_\_

b) Name of the relevant sub-fund(s) : \_\_\_\_\_

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

We hereby confirm and undertake that:

- (i) we have appointed the following entity as the new custodian of the Mainland fund(s) and the information relating to the new custodian is set out below:-

Name of custodian	
Registered/business address	
Name of primary supervisory authority	

- (ii) *(please tick one of the following)*:

- the new custodian of the Mainland fund(s) is currently acting as custodian of other existing SFC-authorized fund(s);
- the new custodian of the Mainland fund(s) is not currently acting as custodian of other existing SFC-authorized fund(s); and

- (iii)  the new custodian qualifies to act as custodian for publicly offered securities investment funds pursuant to Mainland laws and regulations.

Signed for and on behalf of:

Name of management firm of the Mainland fund(s) : \_\_\_\_\_

Name of authorized signatory : \_\_\_\_\_  
*Insert name of at least one executive director<sup>1</sup> (or above) of the management firm of the Mainland fund(s)*

Signature : \_\_\_\_\_

Title / Position : \_\_\_\_\_

Date (date / month / year) : \_\_\_\_\_

<sup>1</sup> Equivalent include, for example, CEO, managing director etc. Essentially, the signatory is expected to be a senior-ranking executive with overall responsibility for the matter.