



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

Application Form for Approval of Appointment of Director, Custodian or Investment Manager of an Open-ended Fund Company

This Application Form should be used by an applicant for an application for approval of an appointment of director, custodian or investment manager of all open-ended fund companies (“OFCs”). This Application Form is applicable to an application for both public OFCs and private OFCs as defined in the Code on Open-ended Fund Companies (“OFC Code”) and the sub-fund(s) thereof. Such appointment of the director, custodian or investment manager should be made pursuant to rule 101, rule 103, rule 114, or rule 125 of the Securities and Futures (Open-ended Fund Companies) Rules (“OFC Rules”), as the case may be.

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” or the “SFC”) 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 Securities and Futures Ordinance (“SFO”).

- Where the proposed appointment of the director, custodian or investment manager is in respect of a public OFC or publicly offered sub-fund(s) of an OFC, the applicant is reminded to observe the relevant requirements concerning scheme change and/or revision to offering documents as applicable to SFC-authorized funds, in addition to the submission of this Application Form.
- The 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,

Re: _____ [*state the subject of the application*]

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 approval of an appointment of the following operator(s) for _____ [*state the name of the OFC*]:

- director(s)
- custodian
- investment manager

Appointment of Director(s)

2. The applicant confirms in respect of this application for approval of an appointment of the proposed director(s) below in this paragraph that:
- (a) the OFC for which the director(s) are proposed to be appointed is / is not (*please delete as appropriate*) required to hold an annual general meeting under its instrument of incorporation.
- (b) the application for approval of an appointment of the following proposed director(s) is made pursuant to the following provisions in the OFC Rules:

Name of proposed director(s):	Appointment pursuant to rule 101(2)(a) of the OFC Rules (applicable to an OFC which is required to hold an annual general meeting under its instrument of incorporation):	Appointment pursuant to rule 101(2)(b) of the OFC Rules (applicable to an OFC which is not required to hold an annual general meeting under its instrument of incorporation):	Appointment pursuant to rule 103 of the OFC Rules (applicable in the case of the appointment of a director in place of a removed director at a general meeting), whereby:
<p>_____</p> <p>(in English)</p> <p>_____</p> <p>(in Chinese)</p>	<p><input type="checkbox"/> by ordinary resolution passed at a general meeting</p> <p><input type="checkbox"/> by the directors of the OFC for the filling of a vacancy until the next annual general meeting</p>	<p><input type="checkbox"/> by the directors of the OFC</p>	<p><input type="checkbox"/> the person is appointed in place of a director so removed at the general meeting at which the director is removed</p> <p><input type="checkbox"/> the vacancy created by the removal of a director of the OFC was not filled at the general meeting at which the director is removed and is filled as a casual vacancy</p>

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



(c) for the purpose of sections 112W and 112X of the SFO:-

- each of the proposed director(s) above has attained the age of 18 years; and
- none of the proposed director(s) is an undischarged bankrupt.

Appointment of Custodian

3. The applicant confirms in respect of its application for approval of an appointment of the proposed custodian _____ [state the name of proposed custodian] that it meets the requirements under 7.1 of the OFC Code.

Appointment of Investment Manager

4. The applicant confirms for the purpose of section 112Z of the SFO in respect of its application for approval of an appointment of the proposed investment manager _____ [state the name of proposed investment manager] that the investment manager 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).

General

5. We confirm that all notice(s) (if any) to and approval(s) (if any) required from shareholders for the proposed appointment have been served / obtained in accordance with the instrument of incorporation and offering documents of the OFC.
6. We undertake that all requirement(s) in the instrument of incorporation and offering documents of the OFC for notices (if any) to be served on shareholders for the appointment subsequent to such appointment will be duly complied with.
7. Other key information in relation to the appointment of the proposed director(s) / investment manager / custodian (please delete as appropriate) to which the applicant wishes to draw the Commission's attention is as follows:

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

8. 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: _____

Telephone number: _____

Email: _____

Address: _____



9. (Applicable to private OFCs) 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]

10. The applicant acknowledges that unless otherwise agreed by the Commission:-
- (a) this application 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);
 - (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) (Applicable to private OFCs) 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.
11. 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 SFC website.

Yours faithfully,

Name:
Position:
Duly authorized¹
For and on behalf of
[Applicant's name]

Date:

¹ The signatory should be a director of the OFC or a senior-ranking executive of the investment manager of the OFC (or an appropriate person designated by the senior-ranking executive of the investment manager of the OFC), who is duly authorized by the board of directors of the OFC.