



Information Checklist for (i) a Change of Director of a Public Open-ended Fund Company; or (ii) a Change of Name of a Public Open-ended Fund Company or a Publicly Offered Sub-fund of an Open-ended Fund Company

This Information Checklist should be used with effect from 11 September 2020 for (i) a change of director of a public OFC as defined in the Code on Open-ended Fund Companies (“OFC Code”) or (ii) a change of name of a public OFC or a publicly offered sub-fund of an open-ended fund company (“OFC”) as defined in section 112A of the Securities and Futures Ordinance (“SFO”).

Where a notice will be issued in respect of the change, and if the change falls within a 11.1B scheme change under the Code on Unit Trusts and Mutual Funds (“UT Code”), the notice should be filed with the Securities and Futures Commission (the “SFC”) and no separate filing of the “Filing Form for Notice of Scheme Change(s) falling within 11.1B of the Code on Unit Trusts and Mutual Funds (UT Code) and Do Not Require SFC’s Prior Approval” will be required.

A. Introduction

An applicant (i) seeking approval and/or submitting a filing for a change of director of a public OFC; or (ii) change of name of a public OFC or a publicly offered sub-fund of an OFC must complete this Information Checklist and submit it to the Investment Products Division of the SFC, together with relevant documents provided hereunder. The SFC reserves the right to request for more information and/or documents in reviewing and considering each application.

The SFC reserves the right to return forthwith, without processing, an incomplete or non-compliant application to the extent the application form¹, this Information Checklist and/or the accompanying documents are not properly or fully completed, and/or where negative responses in this Information Checklist 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 updated and duly completed and properly executed checklist(s), confirmation(s) or undertaking(s) before approval of an application.

This is a standard form document. Unless otherwise specified, when completing this Information Checklist, please do not make any deletion, addition or amendment to the forms or headings. The applicant is reminded to tick ALL boxes that are applicable in this Information Checklist.

¹ Application form refers to the “Application Form for Approval of Appointment of Director, Custodian or Investment Manager of an Open-ended Fund Company”.



B. Basic information of the public OFC or sub-fund(s)

Name of public OFC (“Public OFC”) /
sub-fund(s) (“Sub-fund(s)”) :
(*please delete as appropriate*) under this
application/filing

_____ *(please use separate sheets if necessary)*

1. This Information Checklist is submitted in respect of:

- appointment of director(s) of the Public OFC → go to Sections C, E and F
- cessation of directorship(s) in the Public OFC → go to Sections D, E and F
- change of name of the Public OFC → go to Sections E and F
- change of name of the Sub-fund → go to Sections E and F

C. Basic information on the proposed director(s) from the applicant

2. (*Applicable to an application for approval of appointment of director(s)*) Is/ are the proposed director(s) currently managing other existing SFC-registered OFC(s)?

Yes No

Name of proposed director(s) who is/ are serving as a director of existing SFC-registered OFC(s):

1. _____

2. _____

3. _____

4. _____

5. _____

(please use separate sheets if necessary)

D. Confirmation from the applicant in respect of cessation of directorship(s)

3. (*Applicable to cessation of directorship(s)*) We confirm that following the cessation of directorship(s) in the Public OFC:

the Public OFC will continue to maintain at least 2 directors in accordance with section 112U(1) of the SFO; and

the Public OFC will continue to maintain at least one independent director in accordance with 5.2 of the OFC Code.



E. Confirmation from the applicant in respect of proposed change(s)

- The applicant confirms that of the above proposed change(s), the following change(s) fall(s) within 11.1B of the UT Code ("11.1B Changes"):
1. _____
2. _____
(please use separate sheets if necessary)
- The applicant confirms that the above change(s) is/are in compliance with 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 applicant confirms that of the above proposed change(s), the following change(s) require(s) the SFC's prior approval under 11.1 of the UT Code ("11.1 Changes"):
1. _____
2. _____
(please use separate sheets if necessary)
- The applicant confirms that a completed and duly executed "Application Form for Scheme Change(s) - Application for Approval of Change(s) to an Authorized Scheme pursuant to 11.1 of the Code on Unit Trusts and Mutual Funds (UT Code)" has been submitted to the SFC for the 11.1 Changes.

General

We confirm that all information contained in this Information Checklist (including all confirmations and undertakings) and the documents submitted relating thereto are true and accurate; and unless otherwise specifically allowed for in this Information Checklist, no deletion, addition or amendment has been made to the standard templates of these current prescribed documents as published on the SFC website.

We further undertake to notify the SFC immediately if there are any changes to the information and/or confirmations provided to the SFC from time to time in connection with the application or where we have become aware of any matters or changes in circumstance that may affect the SFC's assessment of this application.

Name of authorized signatory :
Signature :
Title / Position² :
Duly authorized :
For and on behalf of³ :
Date (date / month / year) :

² The signatory should be a director of the public OFC or a senior-ranking executive of the investment manager of the public OFC (or an appropriate person designated by the senior-ranking executive of the investment manager of the public OFC), who is duly authorized by the board of directors of the public OFC.

³ State the name of the applicant.

F. Basic documents required to be submitted to the SFC

The list below is not exhaustive. The SFC may require additional information.

On submission of this Information Checklist, please submit soft copies of the following documents in text-searchable format.

I. Mandatory documents

- 1) Duly and properly completed Information Checklist with the applicable confirmation from the applicant under Sections D and E of the Information Checklist duly completed and properly executed

II. Additional document(s) (to the extent applicable)

- 2) For proposed appointment of director(s)

- (i) Duly completed and properly executed application form (“Application Form for Approval of Appointment of Director, Custodian or Investment Manager of an Open-ended Fund Company”)
- (ii) Duly completed and properly executed confirmation from each of the proposed directors (see Annex A1)
- (iii) (In the case of a proposed director who is not currently a director of other existing SFC-registered OFC(s)) Duly completed and properly executed Vetting Authorization Form from each of the proposed directors (see Annex A2)⁴

- 3) For a proposed change of name:

Duly completed and properly executed application form (“Application Form for Approval of Change of Name of an Open-ended Fund Company or Sub-fund of an Open-ended Fund Company”)

- 4) For removal of director(s) by resolution of the Public OFC

Notification of the resolution to remove the director pursuant to rule 103(8) of the Securities and Futures (Open-ended Fund Companies) Rules

Applicable? (please tick)	
Yes (and submitted)	No

⁴ The hard copy of the original Vetting Authorization Form should be submitted to the SFC as soon as practicable following submission of the application.



ANNEX A1: Confirmation from each of the proposed directors

To: Securities and Futures Commission (the "SFC")

Name of the public OFC: [*insert name of the public OFC*] (hereinafter the "Public OFC")

I [*insert name of the proposed director*] confirm for the purposes of sections 112W and 112X of the Securities and Futures Ordinance ("SFO") and 5.1 of the Code on Open-ended Fund Companies ("OFC Code") that:

- (a) I have attained the age of 18 years;
- (b) I am not an undischarged bankrupt;
- (c) I am not subject to any disqualification order from acting in the capacity of a director of a corporation pursuant to any applicable laws and regulations of Hong Kong;
- (d) (*please tick one of the following boxes*)
 - I have not (nor has any business with which I have been involved) been (i) held by any court or competent authority to have breached any company, securities or financial markets laws and regulations, or held for fraud or other misfeasance; or (ii) disciplined by, or disqualified from, any professional body ((i) and (ii) above are collectively referred to as the "Relevant Breaches");
 - details of the Relevant Breaches are attached to this confirmation in separate sheet(s); and none of the Relevant Breaches will materially affect my ability in performing my roles/duties as director of the Public OFC and compliance with the SFO, the Securities and Futures (Open-ended Fund Companies) Rules ("OFC Rules") and the OFC Code. The justification is also attached;
- (e) to demonstrate fulfilment of the eligibility criteria in the SFO, OFC Rules and the OFC Code⁵ (*please tick one of the following boxes*):
 - (*applicable to a proposed director who is not currently a director of other existing SFC-registered OFC(s)*) my profile is attached to this confirmation in separate sheet(s); and
 - (*applicable to a proposed director who is currently a director of other existing SFC-registered OFC(s) and there has/have been change(s) to his/ her profile last submitted to the SFC which should be drawn to the attention of the SFC*) my updated profile (marked-up against the latest version submitted to the SFC) is attached to this confirmation in separate sheet(s); and
 - (*applicable to a proposed director who is currently a director of other existing SFC-registered OFC(s) and there has been no change to his/her profile last submitted to the SFC which should be drawn to the attention of the SFC*) there has been no change to my profile last submitted to the SFC which should be drawn to the attention of the SFC; and
- (f) I am of good repute, appropriately qualified, experienced and proper for the purpose of carrying out the business of the Public OFC.
 - (*Applicable to a proposed director who will serve as an independent director of the Public OFC*) I confirm that I will be serving as an independent director of the Public OFC, and confirm that I am compliant with and undertake that I will remain duly compliant with the requirements applicable to an independent director under the OFC Code (including 5.2 of the OFC Code).

⁵ If the proposed director is licensed for or registered with the SFC for Type 9 regulated activity, please provide information on such licence/ registration, which would be considered for the purpose of determining whether the proposed director meets the eligibility requirements under the SFO, OFC Rules and OFC Code.



(Applicable to a proposed director who will be a non-resident director as defined in the OFC Rules) I confirm that as a non-resident director of the Public OFC, for the purpose of rule 102 of the OFC Rules, a process agent meeting the requirements in rule 2 of the OFC Rules has been appointed and I undertake that I will give notice to the Public OFC of any matters relating to the process agent that are required for the record kept by the Public OFC in accordance with rule 102(7) of the OFC Rules.

I undertake that I shall, and shall ensure that the Public OFC will, at all times be compliant with the applicable laws and regulations to the Public OFC (including the SFO, the OFC Rules, the OFC Code and the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products).

I confirm nothing should be drawn to the attention of the SFC which would affect my ability to act or perform as the director of the Public OFC in compliance with the applicable laws and regulations, and undertake to bring to the SFC's attention as soon as practicable on any matter which may affect my abovementioned status or any of the above confirmations or undertakings.

I also confirm to the SFC that I have read and understood the Personal Information Collection Statement as set out at the Appendix (the "PICs") and consent to the use by the SFC of my Personal Data (as defined in the PICs) I have provided and may provide in the future, for the purposes described in the PICs.

Signed by:

Name of the proposed director:

Signature:

Date (date/ month/ year):



ANNEX A2: (in the case of a proposed director who is not currently a director of other existing SFC-registered OFC(s)) Vetting Authorization Form from each of the proposed directors

I, _____ hereby authorize the Commissioner of Police/Commissioner of Customs and Excise/any local or overseas criminal investigatory body or regulatory authority, or their representatives, to release full particulars of any pertinent information and materials including all criminal convictions recorded against me to the Securities and Futures Commission. My personal particulars are as follows:

Name _____

Date of birth (dd/mm/yyyy) _____

HKID number _____

Chinese Commercial Code _____ / _____ / _____ / _____

PRC ID number (if applicable) _____

Passport number* _____

Country of issue* _____

Place of birth _____

(Signature of applicant)

Date

Witness by** _____
(Signature of witness)

Name of witness _____

Designation _____

Company name _____

Notary Public number (where applicable) _____

HKID / Passport number* _____

Country of issue* _____



- * Only applicable where the person does not possess a Hong Kong Identity Card.
- ** The witness must be one of the following persons:
 - (i) a practicing solicitor, notary public or Justice of the Peace; or
 - (ii) a director or responsible officer of the licensed corporation/corporation applying for a licence.

APPENDIX

Personal Information Collection Statement

1. This Personal Information Collection Statement (“**PICS**”) is made in accordance with the guidelines issued by the Office of the Privacy Commissioner for Personal Data. The PICS sets out the policies and practices of the Securities and Futures Commission (“**SFC**”) with regard to your Personal Data⁶ and what you are agreeing to with respect to the SFC’s use of your Personal Data for the purposes identified below.

Purpose of Collection

2. The Personal Data provided in any application, filing, submission (including any related form, checklist, confirmation, documentation or correspondence), enquiry, survey or any other form of request for information (as the case may be) will be used by the SFC for one or more of the following purposes:
 - to administer the Securities and Futures Ordinance (“**SFO**”) and other relevant Ordinances (including the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Companies Ordinance, the Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance, Financial Institutions (Resolution) Ordinance), rules, regulations, codes and guidelines made or promulgated pursuant to the powers vested in the SFC as in force at the relevant time, including:
 - *SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products and the various Product Codes therein;*
 - *Code on Real Estate Investment Trusts;*
 - *SFC Code on MPF Products;*
 - *Code on Open-ended Fund Companies;*
 - *Code on Pooled Retirement Funds;*
 - *Advertising Guidelines Applicable to Collective Investment Schemes Authorized under the Product Codes;*
 - *Guidance Note for Persons Advertising or Offering Collective Investment Schemes on the Internet;*(collectively, the “**Relevant Ordinances and Regulatory Requirements**”)
 - to process any application made under the Relevant Ordinances and Regulatory Requirements where you may have a connection;
 - to monitor the ongoing compliance of SFC-authorized investment products, open-ended fund companies and their key operators with the Relevant Ordinances and Regulatory Requirements;
 - for the purposes of inviting attendees to events or industry briefings organised by the SFC;
 - for the purposes of performing the SFC’s statutory functions under the relevant Ordinances, including surveillance, investigation, inspection or enforcement / disciplinary action;
 - for research or statistical purposes;
 - other purposes directly relating to any of the above; and
 - other purposes as permitted by law.

⁶ Personal Data means personal data as defined in the Personal Data (Privacy) Ordinance, Cap 486 (“**PDPO**”).



3. Failure to provide the requested Personal Data may result in the SFC being unable to process your application or request, or perform its statutory functions under the relevant Ordinances.

Transfer / Matching of Personal Data

4. Personal Data may be disclosed by the SFC to (i) other financial regulators in Hong Kong (including the Hong Kong Exchanges and Clearing Limited, the Hong Kong Monetary Authority, the Insurance Authority and the Mandatory Provident Funds Schemes Authority), (ii) government bodies (including the Hong Kong Police Force, the Customs and Excise Department, the Independent Commission Against Corruption, and the Companies Registry), (iii) relevant courts, panels, tribunals and committees, (iv) overseas regulatory / government / judicial bodies as permitted or required under the law, or pursuant to any regulatory / supervisory / investigatory assistance arrangements between the SFC and other regulators (local / overseas), and/or (v) persons engaged by the SFC to assist the SFC in the performance of its statutory functions.
5. Personal Data may be used by the SFC and/or disclosed by the SFC to the above organizations / bodies / persons in Hong Kong or elsewhere for the purposes of verifying / matching⁷ those data. You consent to the use of your Personal Data for carrying out a matching procedure (as defined in the PDPO).
6. Your Personal Data may be transferred to place(s) outside of Hong Kong for the purposes stated herein (such places may or may not offer the same or a similar level of personal data protection as in Hong Kong).

Access to Data

7. You have the right to request access to and correction of your Personal Data held by the SFC about you in accordance with the provisions of the PDPO. Your right of access includes the right to request a copy of your Personal Data held by the SFC. The SFC has the right to charge a fee for processing of any data access request.

Enquiries

8. Any enquiries regarding the Personal Data provided, or requests for access to Personal Data or correction of Personal Data, should be addressed in writing to:

The Data Privacy Officer
Securities and Futures Commission
54/F, One Island East
18 Westlands Road, Quarry Bay, Hong Kong

A copy of the Privacy Policy Statement adopted by the SFC is available on the SFC website at www.sfc.hk.

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⁷ "matching procedure" is defined in section 2 of the PDPO.