



# Registration of a Non-Hong Kong Fund as a Limited Partnership Fund

## *Important*

This pamphlet is intended to provide a general explanation of the relevant statutory requirements. It should be read in conjunction with the provisions of the Limited Partnership Fund Ordinance (Chapter 637 of the Laws of Hong Kong) ([www.elegislation.gov.hk](http://www.elegislation.gov.hk)) and should not be regarded as a substitute for reading it. You are advised to seek independent professional advice as you see fit.

## What is a Limited Partnership Fund (“LPF”)

- ◆ An LPF is a private fund that is structured in a limited partnership form and is used for the purpose of managing investments for the benefit of its investors.
- ◆ It does not have a legal personality.
- ◆ The limited partnership fund regime is an opt-in registration scheme.
- ◆ A fund must meet the eligibility requirements under section 7 of the Limited Partnership Fund Ordinance (Cap. 637) (“LPFO”) to qualify for registration as an LPF.
- ◆ An LPF must have at least **one limited partner, a general partner, an investment manager, a responsible person and an independent auditor**. If the general partner is another LPF or a non-Hong Kong limited partnership without a legal personality, the general partner must appoint a person as the **authorized representative** of the fund.

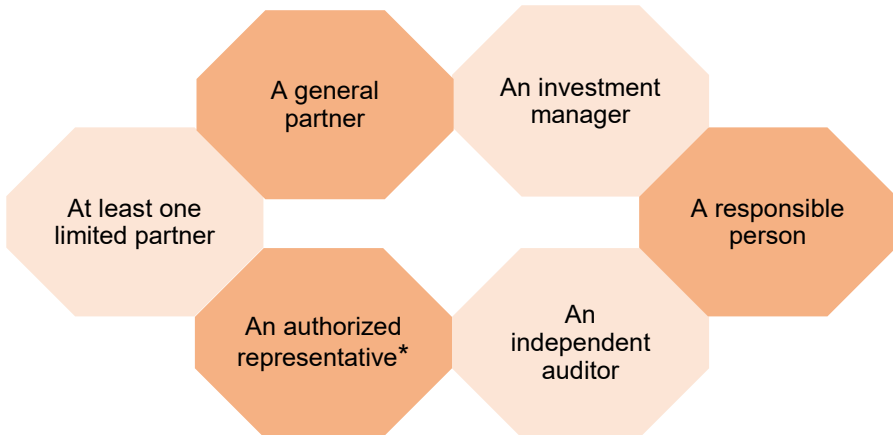
Address : 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong  
Website : [www.cr.gov.hk](http://www.cr.gov.hk)  
e-Services Portal: [www.e-services.cr.gov.hk](http://www.e-services.cr.gov.hk)  
Email : [crenq@cr.gov.hk](mailto:crenq@cr.gov.hk)  
24-hour Enquiry Hotline: (852) 2234 9933 (IVRS) / (852) 2867 2600

## What does a Non-Hong Kong Fund mean

- ◆ A non-Hong Kong Fund refers to a fund set up in the form of a non-Hong Kong limited partnership.

## What are the eligibility requirements

- ◆ A non-Hong Kong Fund must meet the eligibility requirements under section 7 of the LPFO to be eligible for registration as a limited partnership fund (“LPF”).



*\*An authorized representative is required **only when** the general partner is another LPF or a non-Hong Kong limited partnership without a legal personality*

## What is the effect of registration of a Non-Hong Kong Fund as an LPF

No impact on continuity

No dissolution of original partnership

Does not create a new legal entity

No impact on any contract made, resolution passed or any other thing done

No impact on any function, property, right, privilege, obligation or liability

Does not render defective any legal proceedings

# How to apply for registration of a Non-Hong Kong Fund as an LPF

## Submit :

- ◆ **Form LPF10** - Application for Registration of a Non-Hong Kong Fund as a **Limited Partnership Fund**
- ◆ **Registration fee** of HK\$2,555
- ◆ **Lodgement fee** of HK\$479 (non-refundable)
- ◆ **IRBR4** — Notice to Business Registration Office
- ◆ **Business Registration Fee & Levy** — Please refer to the **Business Registration Fee and Levy Table** ([https://www.ird.gov.hk/eng/pdf/brfee\\_table.pdf](https://www.ird.gov.hk/eng/pdf/brfee_table.pdf))

*by a Hong Kong law firm or solicitor on behalf of the proposed general partner.*

If the non-Hong Kong fund is holding a valid business registration certificate immediately before it is registered as an LPF, the applicant is not required to make the simultaneous business registration application but must indicate this fact in the **IRBR4**.

## Where to submit the application

### Electronic submission

**Registered users** of e-Filing Services of the Registry's e-Services Portal ([www.e-services.cr.gov.hk](http://www.e-services.cr.gov.hk)) to complete the application online

Submit the application through the **e-Services Portal**

### Paper submission

Download the **Form LPF10 and IRBR4** for completion ([www.cr.gov.hk/en/legislation/lpf/specified-forms.htm](http://www.cr.gov.hk/en/legislation/lpf/specified-forms.htm))

Submit the application

- ◆ **By post** to “**Companies Registry, 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong**”; **OR**
- ◆ **In person** to the **Shroff of the Public Service Hall** at the above address  
(If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to “Companies Registry”.)

## What will be obtained

If approved, a Certificate of Registration and a Business Registration Certificate (collectively “the Certificates”) will be issued

### Electronic submission

The Companies Registry (“Registry”) will issue the **Certificates in electronic form** to the email address of the presenter

### Paper submission

The Registry will notify the presenter by email to collect the **Certificates in hard copy form** at the Information Counter on 14th Floor, Queensway Government Offices

Certificates in paper form or electronic form have the same legal effect

## How long does it take

The Certificates will normally be issued **within 4 working days** after receipt of the application.

## What actions should be taken after registration

- Upon successful registration, the non-Hong Kong fund must be deregistered in its **place of establishment within 60 days** after the registration date.
- The re-domiciled LPF must, **within one month** beginning on the date on which it commences to carry on the relevant business, submit to the Commissioner of Inland Revenue in writing the description and nature of the business, and the date of the commencement of the business.

## Where to obtain more information

More information can be obtained from the Registry’s thematic section on “Limited Partnership Funds” ([www.cr.gov.hk/en/legislation/lpf.htm](http://www.cr.gov.hk/en/legislation/lpf.htm))

