

LIMITED PARTNERSHIP FUND ORDINANCE (Chapter 637)

In exercise of the power conferred on me under section 94 of the Limited Partnership Fund Ordinance (Chapter 637) ('the Ordinance'), I hereby specify the form mentioned in the first column of the Schedule hereto for use with effect from 1 November 2021 for the purposes of the section of the Ordinance mentioned in the second column of the Schedule hereto.

The form specified is hereby published for information.

SCHEDULE

Form		Section Number of the Ordinance
Form Number	Name of Form	
LPF10	Application for Registration of a Non-Hong Kong Fund as a Limited Partnership Fund	82B

15 October 2021

Kitty TSUI Registrar of Companies



公司註冊處
Companies Registry

將非香港基金註冊為
有限合夥基金的申請書
Application for Registration of
a Non-Hong Kong Fund as a
Limited Partnership Fund

表格
Form **LPF10**

註 Note

- 1 非香港基金在申請日期的資料
Particulars of the Non-Hong Kong Fund as at the Application Date

6 A. 名稱 Name

7 B. 設立地 Place of Establishment

8 C. 商業登記號碼 Business Registration Number

- 9 2 有限合夥基金的建議名稱 Proposed Name of the Limited Partnership Fund
建議英文名稱 Proposed English Name

建議中文名稱 Proposed Chinese Name

- 10 3 有限合夥基金的建議註冊辦事處地址
Proposed Address of the Registered Office of the Limited Partnership Fund

香港 / HONG KONG

(本處不接納「轉交」地址及郵政信箱號碼 "Care of" addresses and post office box numbers are not acceptable)

- 4 有限合夥基金的建議投資範圍
Proposed Investment Scope of the Limited Partnership Fund

- 5 有限合夥基金的建議主要營業地點
Proposed Principal Place of Business of the Limited Partnership Fund

國家／地區
Country / Region

- 6 電郵地址 Email Address

請勿填寫本欄 For Official Use

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11 7 建議普通合夥人 Proposed General Partner

(請填報 A 或 B 項 Please complete Part A or B)

A. 建議普通合夥人(年滿 18 歲的自然人)

Proposed General Partner (Natural Person who is at least 18 years old)

全名 Full Name

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中文姓名 Name in Chinese

英文姓氏 Surname in English

英文名字 Other Names in English

通訊地址

Correspondence
Address

國家／地區 Country / Region

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

電郵地址 Email Address

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身分證明 Identification

(a) 香港身分證號碼

Hong Kong Identity Card Number

	(☐)
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(b) 護照

Passport

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簽發國家／地區 Issuing Country / Region

號碼 Number

B. 建議普通合夥人(非自然人) Proposed General Partner (Other than Natural Person)

全名 Full Name

中文 Chinese
英文 English

建議普通合夥人是一
Proposed General Partner is—

請在適用的空格內加上 ☒ 號 Please tick the relevant box

- ☐ 根據《公司條例》(第 622 章) 或《舊有公司條例》成立為法團的私人股份有限公司
a private company limited by shares incorporated under the Companies Ordinance (Cap. 622) or a former Companies Ordinance
- ☐ 註冊非香港公司
a registered non-Hong Kong company
- ☐ 根據《有限責任合夥條例》(第 37 章) 註冊的有限責任合夥
a limited partnership registered under the Limited Partnerships Ordinance (Cap. 37)
- ☐ 另一有限合夥基金(請同時填報 C 項)
another limited partnership fund (Please also complete Part C)
- ☐ 具有法人資格的非香港有限責任合夥
a non-Hong Kong limited partnership with a legal personality
- ☐ 不具有法人資格的非香港有限責任合夥(請同時填報 C 項)
a non-Hong Kong limited partnership without a legal personality (Please also complete Part C)

13

地址
Address

國家／地區 Country / Region

電郵地址 Email Address

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商業登記號碼 (請填報首 8 位數字)

Business Registration Number (Please provide the first 8 digits)

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7 建議普通合夥人 Proposed General Partner (續上頁 cont'd)

15 C. 普通合夥人的建議獲授權代表 Proposed Authorized Representative of the General Partner

(只適用於建議普通合夥人是另一有限合夥基金或是不具有法人資格的非香港有限責任合夥)
Only applicable where the proposed general partner is another limited partnership fund or a non-Hong Kong limited partnership without a legal personality

(請填報 a 或 b 項 Please complete item a or b)

a. 建議獲授權代表(年滿 18 歲的香港居民)

Proposed Authorized Representative (Hong Kong Resident who is at least 18 years old)

全名 Full Name

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中文姓名 Name in Chinese

英文姓氏 Surname in English

英文名字 Other Names in English

**16 通訊地址
Correspondence
Address**

香港 / HONG KONG

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

電郵地址 Email Address

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香港身分證號碼

Hong Kong Identity Card Number

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17 本人同意在基金獲註冊為有限合夥基金起擔任其獲授權代表。

I consent to be the authorized representative of the limited partnership fund with effect from the registration of the fund.

簽署 Signed :

全名 Name :

b. 建議獲授權代表(公司／註冊非香港公司)

Proposed Authorized Representative (Company / Registered Non-Hong Kong Company)

建議獲授權代表是—

Proposed Authorized Representative is—

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐ 公司 a company

☐ 註冊非香港公司 a registered non-Hong Kong company

全名 Full Name

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中文 Chinese

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英文 English

**16 地址
Address**

香港 / HONG KONG

電郵地址 Email Address

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商業登記號碼 (請填報首 8 位數字)

Business Registration Number (Please provide the first 8 digits)

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17 我們同意在基金獲註冊為有限合夥基金起擔任其獲授權代表。

We consent to be the authorized representative of the limited partnership fund with effect from the registration of the fund.

全名 Name :

身分 Capacity : 簽署 Signed :

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18 8 建議投資經理 Proposed Investment Manager

(請填報 A 或 B 項，如須在 A 或 B 項填報超過一名建議投資經理，請用續頁)

(Please complete Part A or B. Use Continuation Sheet if more than 1 proposed investment manager in Part A or B is involved)

A. 建議投資經理 (年滿 18 歲的香港居民)

Proposed Investment Manager (Hong Kong Resident who is at least 18 years old)

全名 Full Name

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中文姓名 Name in Chinese

英文姓氏 Surname in English

英文名字 Other Names in English

香港身分證號碼

Hong Kong Identity Card Number

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B. 建議投資經理(公司／註冊非香港公司)

Proposed Investment Manager (Company／Registered Non-Hong Kong Company)

建議投資經理是—

Proposed Investment Manager is—

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐

公司

a company

☐

註冊非香港公司

a registered non-Hong Kong company

全名 Full Name

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中文 Chinese

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英文 English

商業登記號碼 (請填報首 8 位數字)

Business Registration Number (Please provide the first 8 digits)

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19 9 建議負責人 Proposed Responsible Person

A. 建議負責人是—

Proposed Responsible Person is—

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐

認可機構

an authorized institution

☐

持牌法團

a licensed corporation

☐

會計專業人士

an accounting professional

☐

法律專業人士

a legal professional

B. 建議負責人(自然人)

Proposed Responsible Person (Natural Person)

全名 Full Name

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中文姓名 Name in Chinese

英文姓氏 Surname in English

英文名字 Other Names in English

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身分證明 Identification

(a) 香港身分證號碼

Hong Kong Identity Card Number

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(b) 護照

Passport

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簽發國家／地區 Issuing Country／Region

號碼 Number

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9 建議負責人 Proposed Responsible Person (續上頁 cont'd)

C. 建議負責人(非自然人的實體)

Proposed Responsible Person (Entity other than a natural person)

全名 Full Name

中文 Chinese

英文 English

商業登記號碼(請填報首 8 位數字)

Business Registration Number (Please provide the first 8 digits)

21 10 呈交人資料 Presenter's Information

本申請書由下述香港律師行／律師，代表建議普通合夥人呈交—

This application is submitted on behalf of the proposed general partner by the following Hong Kong law firm/solicitor—

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐ 香港律師行
Hong Kong law firm

☐ 律師
Solicitor

全名 Full Name

中文 Chinese

英文 English

地址
Address

香港/HONG KONG

電話 Telephone

傳真 Fax

電郵 Email

商業登記號碼 Business Registration Number
(只供以獨資經營形式執業的律師填報，並只須填
報首 8 位數字，否則請填上「不適用」)
Only applicable where the solicitor is practising in sole
proprietorship and provide the first 8 digits only. Otherwise,
please state 'Not Applicable')

呈交人編號(如有的話)

Presenter's Reference No. (if any)

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11 聲明及陳述 Declaration and Statement

本申請書的簽署人，即本申請的申請人(下稱「有關申請人」)，現作出以下聲明、承諾及陳述—
The signatory of this application, being the applicant of this application ("the Applicant"), hereby makes the following declaration, undertaking and statements—

請在下列(f)及(g)項適用的空格內加上✓號 Please tick the relevant boxes in items (f) and (g) below

- (a) 如有關非香港基金(或由他人代該基金)所訂的任何合約或所作的任何承諾規定，須就建議中的有限合夥基金註冊徵得同意或批准，有關非香港基金已徵得該項同意或批准，或已獲免遵守該項規定。

Any consent to or approval for the proposed registration as a limited partnership fund required by any contract entered into or undertaking given by or on behalf of the non-Hong Kong fund has been obtained or waived.

- (b) 如有關非香港基金(或由他人代該基金)所訂的任何合約或所作的任何承諾規定，須就有意在該基金的設立地進行的撤銷註冊，徵得同意或批准，有關非香港基金已徵得該項同意或批准，或已獲免遵守該項規定。

Any consent to or approval for the intended deregistration of the non-Hong Kong fund in its place of establishment required by any contract entered into or undertaking given by or on behalf of the fund has been obtained or waived.

- (c) 有意在該非香港基金的設立地進行的撤銷註冊，不受該地的法律禁止，亦不受該基金的合夥人之間訂立的任何協議禁止。

The intended deregistration of the non-Hong Kong fund in its place of establishment is not prohibited under the law of that place or by any agreement entered into among the partners in the fund.

- (d) 有關建議普通合夥人明白，如該非香港基金獲註冊為有限合夥基金，而該基金沒有在註冊日期後的60日(或根據《有限合夥基金條例》(第637章)(下稱「該條例」)第82E(2)條延長的限制期)內，在其設立地撤銷註冊，公司註冊處處長(下稱「處長」)可從《基金登記冊》剔除該基金的名稱。

The proposed general partner understands that if the non-Hong Kong fund is registered as a limited partnership fund, the Registrar of Companies ("the Registrar") may strike the name of the fund off the LPF Register if the fund is not deregistered in its place of establishment within 60 days (or the period extended under section 82E(2) of the Limited Partnership Fund Ordinance (Cap. 637) ("the Ordinance")) after the registration date.

- (e) 有關基金擬設立為有限合夥基金。

The fund is intended to be set up as a limited partnership fund.

- (f) ☐ 有關基金符合該條例第7條的資格規定。

The fund meets the eligibility requirements in section 7 of the Ordinance.

- ☐ 除該條例第7(1)(i)條外，有關基金符合該條例第7條的資格規定。有關基金所有的建議合夥人，均屬同一公司集團之中的法團。有關申請人明白，如有關基金獲註冊為有限合夥基金，而在該基金獲發註冊證明書之日的第2個周年日後，該基金所有的合夥人均屬同一公司集團之中的法團，則處長可從《基金登記冊》剔除該基金的名稱。

Except for section 7(1)(i), the fund meets the eligibility requirements in section 7 of the Ordinance. All the proposed partners in the fund are corporations in the same group of companies. The Applicant understands that if the fund is registered as a limited partnership fund, the Registrar may strike the name of the fund off the LPF Register if all the partners in the fund are corporations in the same group of companies after the second anniversary of the date on which its certificate of registration is issued.

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11 聲明及陳述 Declaration and Statement (續上頁 cont'd)

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- (g) ☐ 有關基金根據該條例第 29 條保存的所有紀錄會保存於本申請表第 3 項提述的辦事處。

All the records that the fund will be required to keep under section 29 of the Ordinance will be kept in the office referred to in section 3 of this application.

- ☐ 有關基金根據該條例第 29 條保存的紀錄會保存於其建議註冊辦事處以外的下述香港的地方—

The records that the fund will be required to keep under section 29 of the Ordinance will be kept in the following place(s) in Hong Kong other than its proposed registered office—

香港 / HONG KONG

(如紀錄會分別保存於不同地方，請清楚述明 If the records will be separately kept in different places, please indicate clearly)

- (h) 有關申請人明白，在本申請中作出在要項上屬虛假，具誤導性或具欺騙性的陳述，即屬犯罪。
The Applicant understands that it is an offence to make a statement in this application that is false, misleading or deceptive in a material respect.

本申請書所包括的續頁數目
Number of Continuation Sheet(s) included in this Application

5

簽署 Signed :

姓名 Name :

身分 Capacity :

(如適用 if applicable)

建議普通合夥人
Proposed General Partner

日期 Date :

日 DD / 月 MM / 年 YYYY

18 建議投資經理詳情(第 8 項) Details of Proposed Investment Manager (Section 8)

A. 建議投資經理 (年滿 18 歲的香港居民)

Proposed Investment Manager (Hong Kong Resident who is at least 18 years old)

全名 Full Name

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中文姓名 Name in Chinese

英文姓氏 Surname in English

英文名字 Other Names in English

香港身分證號碼

Hong Kong Identity Card Number

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B. 建議投資經理(公司／註冊非香港公司)

Proposed Investment Manager (Company／Registered Non-Hong Kong Company)

建議投資經理是—

Proposed Investment Manager is—

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐ 公司
a company

☐ 註冊非香港公司
a registered non-Hong Kong company

全名 Full Name

中文 Chinese

英文 English

商業登記號碼 (請填報首 8 位數字)

Business Registration Number (Please provide the first 8 digits)

**《有限合夥基金條例》(第 637 章)
第 82B 條規定交付的**

將非香港基金註冊為有限合夥基金的申請書

填表須知 — 表格 LPF10

附註

引言

1. 本表格是用以向公司註冊處處長(「處長」)申請將在香港以外地方以有限責任合夥形式設立的基金根據《有限合夥基金條例》(第 637 章)(「該條例」)註冊為有限合夥基金。
2. 請劃一以中文或英文填報各項所需資料。如以中文填報，請用繁體字。以手寫方式填寫的表格或不會被公司註冊處接納。
3. 你可郵寄本表格到「香港金鐘道 66 號金鐘道政府合署 14 樓公司註冊處」，或親身上址交付。如以郵寄方式交付表格而處長並沒有收到該表格的話，則該表格須視為未曾按該條例規定交付處長。

費用

4. 本表格必須連同正確的註冊費用一併交付，否則公司註冊處不會接納。有關所需費用的詳情，請參閱《非香港基金註冊為有限合夥基金》資料小冊子。如以港幣劃線支票繳付費用，抬頭請註明「公司註冊處」。請勿郵寄現金。

簽署

5. 本表格必須由第 1 項提述的擬註冊為有限合夥基金的非香港基金的普通合夥人簽署，而該合夥人亦即第 7 項指名為有限合夥基金的建議普通合夥人。公司註冊處不接納未簽妥的表格。
 - (a) 如該普通合夥人是自然人，本表格必須由該人簽署。
 - (b) 如該普通合夥人是根據《公司條例》(第 622 章)或《舊有公司條例》成立為法團的私人股份有限公司，本表格必須由該公司的一名董事或公司秘書簽署，並填上簽署人的全名及身分。
 - (c) 如該普通合夥人是註冊非香港公司，本表格必須由該公司的一名董事、公司秘書、經理或獲授權代表(《公司條例》(第 622 章)第 774(1)條所界定者)簽署，並填上簽署人的全名及身分。
 - (d) 如該普通合夥人是根據《有限責任合夥條例》(第 37 章)註冊的有限責任合夥，本表格必須由該有限責任合夥的普通合夥人簽署，並填上簽署人的全名及身分。
 - (e) 如該普通合夥人是另一有限合夥基金，本表格必須由該另一基金的普通合夥人或(如適用)該另一基金的獲授權代表簽署，並填上簽署人的全名及身分。
 - (f) 如該普通合夥人是具有法人資格的非香港有限責任合夥，本表格必須由該有限責任合夥的普通合夥人簽署，並填上簽署人的全名及身分。
 - (g) 如該普通合夥人是不具有法人資格的非香港有限責任合夥，本表格必須由該有限責任合夥的普通合夥人簽署，並填上簽署人的全名及身分。

非香港基金在申請日期的資料(第 1 項)

6. 請填報擬註冊為有限合夥基金的非香港基金在申請日期的名稱。
7. 就非香港基金而言，「設立地」是指該基金於申請日期在香港以外任何司法管轄區設立的該管轄區。
8. (a) 請填報非香港基金現時持有的有效商業登記證上號碼的首 8 位數字。
(b) 如在緊接非香港基金獲註冊為有限合夥基金前，有關原合夥並無持有有效商業登記證，請在此欄填上「無」。該有限合夥基金的普通合夥人須在註冊日期後的一個月內，為該有限合夥基金申請商業登記證。
(c) 如在緊接非香港基金獲註冊為有限合夥基金前，有關原合夥持有有效商業登記證，則該有限合夥基金的普通合夥人須在註冊日期後的一個月內，將以下事宜通知稅務局局長—
(i) 該項註冊；
(ii) 該有限合夥基金的註冊名稱；及
(iii) 該有限合夥基金的普通合夥人的詳情。
(d) 有效商業登記證(valid business registration certificate) 具有《商業登記條例》(第 310 章)第 2(1)條所給予的涵義。

有限合夥基金的建議名稱 (第 2 項)

9. 建議名稱須為一個英文名稱、一個中文名稱，或一個包含英文名稱及中文名稱的名稱。基金的英文名稱的最後三個字須為“Limited Partnership Fund”或最後一個字須為“LPF”。而中文名稱的最後六個字須為「有限合夥基金」。有關有限合夥基金的名稱的規定及限制，請參閱該條例第 8 及第 9 條。

有限合夥基金的建議註冊辦事處地址 (第 3 項)

10. 請在本項填報基金的建議註冊辦事處地址。本處不接納非香港地址、「轉交」地址及郵政信箱號碼。建議地址自基金獲註冊起，須視作基金的註冊辦事處地址，直至有根據該條例第 25 條，就該地址的更改通知(表格 LPF4A)送交處長存檔為止。

建議普通合夥人 (第 7 項)

11. 請填報建議普通合夥人的資料。有限合夥基金必須有一名普通合夥人，普通合夥人必須是—
(a) 年滿 18 歲的自然人；
(b) 根據《公司條例》(第 622 章)或《舊有公司條例》成立為法團的私人股份有限公司；
(c) 註冊非香港公司；
(d) 根據《有限責任合夥條例》(第 37 章)註冊的有限責任合夥；
(e) 有限合夥基金；
(f) 具有法人資格的非香港有限責任合夥；或
(g) 不具有法人資格的非香港有限責任合夥。
12. 請填報屬自然人的普通合夥人的香港身分證號碼。如該人沒有香港身分證，請填報其所持有的任何護照的號碼及簽發國家／地區。

13. 請填報屬非自然人的普通合夥人的地址。

- (a) 如建議普通合夥人是根據《公司條例》(第 622 章)或《舊有公司條例》成立為法團的私人股份有限公司，請填報其註冊辦事處地址。
- (b) 如建議普通合夥人是註冊非香港公司，請填報其在香港的主要營業地點地址。
- (c) 如建議普通合夥人是根據《有限責任合夥條例》(第 37 章)註冊的有限責任合夥，請填報其主要營業地點地址。
- (d) 如建議普通合夥人是另一有限合夥基金，請填報其註冊辦事處地址。
- (e) 如建議普通合夥人是具有法人資格的非香港有限責任合夥，請填報其主要營業地點地址。
- (f) 如建議普通合夥人是不具有法人資格的非香港有限責任合夥，請填報其主要營業地點地址。

14. 請填報建議普通合夥人的商業登記號碼的首 8 位數字。如建議普通合夥人是屬於非香港有限責任合夥並且沒有商業登記證的話，請在此欄填上「無」。

15. (a) 如有限合夥基金的建議普通合夥人是另一有限合夥基金，或是不具有法人資格的非香港有限責任合夥，該普通合夥人須委任一名人士為基金的獲授權代表，以負責該基金的管理及控制。該獲授權代表必須是—

- (i) 年滿 18 歲的香港居民；
- (ii) 公司；或
- (iii) 註冊非香港公司。

(b) 建議獲授權代表自基金獲註冊起，須視為該基金的獲授權代表，直至有根據該條例第 23(6)條，就該獲授權代表的更改通知(表格 LPF4C)送交處長存檔為止。

16. 請填報建議獲授權代表的地址。

- (a) 如建議獲授權代表是香港居民，請填報其通訊地址，該地址不得為郵政信箱號碼。
- (b) 如建議獲授權代表是公司，請填報其註冊辦事處地址。
- (c) 如建議獲授權代表是註冊非香港公司，請填報其在香港的主要營業地點地址。

17. 建議獲授權代表須同意擔任該有限合夥基金的獲授權代表。

- (a) 如建議獲授權代表是公司，必須由該公司的一名董事或公司秘書簽署同意擔任獲授權代表，並填上簽署人的全名及身分。
- (b) 如建議獲授權代表是註冊非香港公司，必須由該公司的一名董事、公司秘書、經理或獲授權代表(《公司條例》(第 622 章)第 774(1)條所界定者)簽署同意擔任獲授權代表，並填上簽署人的全名及身分。

建議投資經理 (第 8 項)

18. (a) 基金的普通合夥人須委任最少一名投資經理，以執行基金的日常投資管理職能。該名投資經理必須是—

- (i) 年滿 18 歲的香港居民；
- (ii) 公司；或
- (iii) 註冊非香港公司。

(b) 建議投資經理自該基金獲註冊起，須視為獲委任為該基金的投資經理，直至有根據該條例第 25 條，就該投資經理的更改通知(表格 LPF4C)送交處長存檔為止。

(c) 如普通合夥人符合上述(a)項作為投資經理的其中一項條件，亦可以同時擔任投資經理。

建議負責人 (第 9 項)

19. (a) 基金的普通合夥人須委任一名負責人，以執行《打擊洗錢及恐怖分子資金籌集條例》(第 615 章) 附表 2 所列的措施。該名負責人必須是—
- (i) 認可機構；
 - (ii) 持牌法團；
 - (iii) 會計專業人士；或
 - (iv) 法律專業人士。
- 認可機構(authorized institution)具有《銀行業條例》(第 155 章)第 2(1)條所給予的涵義。持牌法團(licensed corporation)具有《證券及期貨條例》(第 571 章)附表 1 第 1 部第 1 條所給予的涵義。會計專業人士(accounting professional)及法律專業人士(legal professional)具有《打擊洗錢及恐怖分子資金籌集條例》(第 615 章) 附表 1 第 2 部第 1 條所給予的涵義。
- (b) 建議負責人自該基金獲註冊起，須視為獲委任為該基金的負責人，直至有根據該條例第 25 條，就該負責人的更改通知(表格 LPF4C)送交處長存檔為止。
- (c) 如普通合夥人符合上述(a)項作為負責人的其中一項條件，亦可以同時擔任負責人。
20. 請填報屬自然人的負責人的香港身分證號碼。如該人沒有香港身分證，請填報其所持有的任何護照的號碼及簽發國家／地區。

呈交人資料 (第 10 項)

21. 將非香港基金註冊為有限合夥基金的申請須由香港律師行或律師，代表建議普通合夥人呈交。香港律師行(Hong Kong firm)及律師(solicitor)具有《法律執業者條例》(第 159 章)第 2(1)條所給予的涵義。

根據該條例第 29 條須保存的紀錄 (第 11(g)項)

22. (a) 基金的普通合夥人或投資經理須在基金的註冊辦事處或處長已獲悉的香港任何其他地方，保存以下紀錄—
- (i) 基金的財務報表，而該報表是由根據該條例第 21 條委任的核數師審計的；
 - (ii) 合夥人紀錄冊；
 - (iii) 就基金的客戶(包括基金的有限責任合夥人)而言—《打擊洗錢及恐怖分子資金籌集條例》(第 615 章)附表 2 第 20(1)(b)條描述的文件、紀錄及檔案；
 - (iv) 基金進行的每項交易的文件及紀錄；及
 - (v) 基金的每名合夥人的控權人。
- (b) 關於保存紀錄的規定，請參閱該條例第 28 及 29 條。
- (c) 如紀錄的保存地點有任何更改，基金的普通合夥人須根據該條例第 31 條將有關更改的通知(表格 LPF4A)送交處長存檔。

**APPLICATION FOR REGISTRATION OF A NON-HONG KONG FUND AS A
LIMITED PARTNERSHIP FUND**

For the purposes of section 82B of Limited Partnership Fund Ordinance (Cap. 637)

Notes for Completion of Form LPF10

Introduction

1. This form should be used for applying to the Registrar of Companies (the Registrar) for registration of a fund that is set up outside Hong Kong in the form of a limited partnership so as to become a limited partnership fund under the Limited Partnership Fund Ordinance (Cap. 637) (the Ordinance).
2. Please fill in all particulars and complete all items consistently in either Chinese or English. Traditional Chinese characters should be used if the form is completed in Chinese. Please note that handwritten forms may be rejected by the Companies Registry.
3. This form can be delivered by post or in person to "The Companies Registry, 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong". If the form is delivered by post but the Registrar has not received it, the form is taken as not having been delivered to the Registrar as required by the Ordinance.

Fee

4. This form must be delivered with the correct registration fee. A form which is not delivered with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet on 'Registration of a Non-Hong Kong Fund as a Limited Partnership Fund' for the fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

Signature

5. This form must be signed by the general partner in the non-Hong Kong fund referred to in section 1 of this form, who is named in section 7 as the proposed general partner of the limited partnership fund. A form which is not properly signed will be rejected by the Companies Registry.
 - (a) If the general partner is a natural person, this form must be signed by the person.
 - (b) If the general partner is a private company limited by shares incorporated under the Companies Ordinance (Cap. 622) or a former Companies Ordinance, this form must be signed by a director or company secretary of the company with the full name and capacity of the signatory stated.
 - (c) If the general partner is a registered non-Hong Kong company, this form must be signed by a director, company secretary, manager, or authorized representative (as defined by section 774(1) of the Companies Ordinance (Cap. 622)) of the company with the full name and capacity of the signatory stated.
 - (d) If the general partner is a limited partnership registered under the Limited Partnerships Ordinance (Cap. 37), this form must be signed by a general partner in the limited partnership with the full name and capacity of the signatory stated.
 - (e) If the general partner is another limited partnership fund, this form must be signed by the general partner in, or (if applicable) the authorized representative of, the fund with the full name and capacity of the signatory stated.
 - (f) If the general partner is a non-Hong Kong limited partnership with a legal personality, this form must be signed by a general partner in the limited partnership with the full name and capacity of the signatory stated.
 - (g) If the general partner is a non-Hong Kong limited partnership without a legal personality, this form must be signed by a general partner in the limited partnership with the full name and capacity of the signatory stated.

Particulars of the Non-Hong Kong Fund as at the Application Date (Section 1)

6. Please provide the name(s) of the non-Hong Kong fund intended for registration as a limited partnership fund as at the application date.
7. In relation to a non-Hong Kong fund, "place of establishment" means a jurisdiction outside Hong Kong in which the fund is established as at the application date.
8.
 - (a) Please provide the first 8 digits of the number of the valid business registration certificate the non-Hong Kong fund is holding.
 - (b) If, immediately before a non-Hong Kong fund is registered as a limited partnership fund, the original partnership does not hold a valid business registration certificate, please state "nil" in the box provided. The general partner in the limited partnership fund must, within 1 month after the registration date, apply for a business registration certificate for the limited partnership fund.
 - (c) If, immediately before a non-Hong Kong fund is registered as a limited partnership fund, the original partnership holds a valid business registration certificate, the general partner in the limited partnership fund must, within 1 month after the registration date, notify the Commissioner of Inland Revenue of—
 - (i) the registration;
 - (ii) the name in which the limited partnership fund is registered; and
 - (iii) the details of the general partner in the limited partnership fund.
 - (d) Valid business registration certificate (有效商業登記證) has the meaning given by section 2(1) of the Business Registration Ordinance (Cap. 310).

Proposed Name of the Limited Partnership Fund (Section 2)

9. The proposed name must be an English name, a Chinese name, or a name consisting of both an English name and a Chinese name. The English name of the fund must end with the last 3 words "Limited Partnership Fund" or the last word "LPF". The Chinese name must end with the last 6 characters "有限合夥基金". Please refer to sections 8 and 9 of the Ordinance for the requirements and restrictions on the name of a limited partnership fund.

Proposed Address of the Registered Office of the Limited Partnership Fund (Section 3)

10. The proposed address of the registered office of the fund must be stated in this section. Non-Hong Kong addresses, 'care of' addresses and post office box numbers are not acceptable. The proposed address is taken to be the address of the registered office of the fund with effect from the registration of the fund until a notification of change in respect of the address (Form LPF4A) is filed with the Registrar under section 25 of the Ordinance.

Proposed General Partner (Section 7)

11. Please provide the particulars of the proposed general partner. A limited partnership fund must have one general partner. The general partner in the fund must be—
 - (a) a natural person who is at least 18 years old;
 - (b) a private company limited by shares incorporated under the Companies Ordinance (Cap. 622) or a former Companies Ordinance;
 - (c) a registered non-Hong Kong company;
 - (d) a limited partnership registered under the Limited Partnerships Ordinance (Cap. 37);
 - (e) a limited partnership fund;
 - (f) a non-Hong Kong limited partnership with a legal personality; or
 - (g) a non-Hong Kong limited partnership without a legal personality.

12. Please provide the Hong Kong Identity Card number of the general partner who is a natural person or, if the person does not have an identity card, the number and issuing country / region of any passport held by the person.
13. Please provide the address of the proposed general partner (other than natural person).
- (a) If the proposed general partner is a private company limited by shares incorporated under the Companies Ordinance (Cap. 622) or a former Companies Ordinance, please provide the address of its registered office.
 - (b) If the proposed general partner is a registered non-Hong Kong company, please provide the address of its principal place of business in Hong Kong.
 - (c) If the proposed general partner is a limited partnership registered under the Limited Partnerships Ordinance (Cap. 37), please provide the address of its principal place of business.
 - (d) If the proposed general partner is another limited partnership fund, please provide the address of its registered office.
 - (e) If the proposed general partner is a non-Hong Kong limited partnership with a legal personality, please provide the address of its principal place of business.
 - (f) If the proposed general partner is a non-Hong Kong limited partnership without a legal personality, please provide the address of its principal place of business.
14. Please provide the first 8 digits of the business registration number of the proposed general partner. If the proposed general partner is a non-Hong Kong limited partnership and has no business registration certificate, please state 'Nil' in the box provided.
15. (a) If the general partner in the fund is another limited partnership fund or a non-Hong Kong limited partnership without a legal personality, the general partner must appoint a person as an authorized representative of the fund to be responsible for the management and control of the fund. The authorized representative must be—
- (i) a Hong Kong resident who is at least 18 years old;
 - (ii) a company; or
 - (iii) a registered non-Hong Kong company.
- (b) The proposed authorized representative is taken to be appointed as the authorized representative of the fund with effect from the registration of the fund until a notification of change in respect of the authorized representative (Form LPF4C) is filed with the Registrar under section 23(6) of the Ordinance.
16. Please provide the address of the proposed authorized representative of the limited partnership fund.
- (a) If the proposed authorized representative is a Hong Kong resident, please provide the correspondence address which must not be a post office box number.
 - (b) If the proposed authorized representative is a company, please provide the address of its registered office.
 - (c) If the proposed authorized representative is a registered non-Hong Kong company, please provide the address of its principal place of business in Hong Kong.
17. The proposed authorized representative must sign to consent to be the authorized representative of the fund.
- (a) If the proposed authorized representative is a company, the consent is to be provided by a director or company secretary of the company with the full name and capacity of the signatory stated.
 - (b) If the proposed authorized representative is a registered non-Hong Kong company, the consent is to be provided by a director, company secretary, manager, or authorized representative (as defined by section 774(1) of the Companies Ordinance (Cap. 622)) of the registered non-Hong Kong company with the full name and capacity of the signatory stated.

Proposed Investment Manager (Section 8)

18. (a) The general partner in the fund must appoint at least a person as an investment manager to carry out the day-to-day investment management functions of the fund. The investment manager must be—
- (i) a Hong Kong resident who is at least 18 years old;
 - (ii) a company; or
 - (iii) a registered non-Hong Kong company.
- (b) The proposed investment manager is taken to be appointed as an investment manager of the fund with effect from the registration of the fund until a notification of change in respect of the investment manager (Form LPF4C) is filed with the Registrar under section 25 of the Ordinance.
- (c) If the general partner meets one of the conditions as stated in (a) above, the general partner may also be the investment manager.

Proposed Responsible Person (Section 9)

19. (a) The general partner in the fund must appoint a person as a responsible person to carry out the measures set out in Schedule 2 to the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615). The responsible person must be—
- (i) an authorized institution;
 - (ii) a licensed corporation;
 - (iii) an accounting professional; or
 - (iv) a legal professional.
- Authorized institution (認可機構) has the meaning given by section 2(1) of the Banking Ordinance (Cap. 155). Licensed corporation (持牌法團) has the meaning given by section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571). Accounting professional (會計專業人士) and legal professional (法律專業人士) have the meanings given by section 1 of Part 2 of Schedule 1 to the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615).
- (b) The proposed responsible person is taken to be appointed as a responsible person of the fund with effect from the registration of the fund until a notification of change in respect of the responsible person (Form LPF4C) is filed with the Registrar under section 25 of the Ordinance.
- (c) If the general partner meets one of the conditions as stated in (a) above, the general partner may also be the responsible person.

20. Please provide the Hong Kong Identity Card number of the responsible person who is a natural person or, if the person does not have an identity card, the number and issuing country/region of any passport held by the person.

Presentor's Information (Section 10)

21. The application for registration of a non-Hong Kong fund as a limited partnership fund must be submitted on behalf of the proposed general partner by a Hong Kong firm or a solicitor. Hong Kong firm (香港律師行) and solicitor (律師) have the meanings given by section 2(1) of the Legal Practitioners Ordinance (Cap. 159).

Records that are required to be kept under section 29 of the Ordinance (Section 11(g))

22. (a) The general partner in the fund or the investment manager of the fund must keep the following records at the registered office of the fund or any other place in Hong Kong made known to the Registrar—
- (i) the financial statements of the fund audited by the auditor appointed under section 21 of the Ordinance;
 - (ii) a register of partners;
 - (iii) in relation to a customer of the fund (including a limited partner in the fund)— the documents, records and files described in section 20(1)(b) of Schedule 2 to the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615);
 - (iv) documents and records of each transaction carried out by the fund; and
 - (v) the controller of each of the partners in the fund.
- (b) For details of the requirements for the keeping of records, please refer to sections 28 and 29 of the Ordinance.
- (c) If there is a change in the place in which the records are kept, the general partner in the fund must file a notification of the change (Form LPF4A) with the Registrar under section 31 of the Ordinance.