# 公司註冊處

# 有限合夥基金條例(第637章)

現公布下列由本人依據《有限合夥基金條例》(第637章)(下稱「該條例」)第94條指明的表格已予修訂,由2021年11月1日起,隨即依據該條例使用。

現刊登經修訂的表格,以廣周知。

	表格	
表格編號	表格名稱	該條例的相關條文
LPF1	有限合夥基金註冊申請書	11
LPF2	將指明基金註冊為有限合夥基金的申請書	79
LPF4C	有限合夥基金普通合夥人、獲授權代表、 投資經理及負責人更改通知	23(6) 及 25

2021年10月15日

公司註冊處處長徐麗貞



# 有限合夥基金註冊申請書 Application for Registration of Limited Partnership Fund

表格 LPF1

註 Note	
6 1	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
<b>7</b> 2	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
	<b>香港</b> / HONG KONG (本底不接納「轉交」地址及郵政信箱號碼 "Care of addresses and post office box numbers are not acceptable)
3	有限合夥基金的建議投資範圍 Proposed Investment Scope of the Limited Partnership Fund
4	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
5	電郵地址 Email Address

請勿填寫本欄 For Official Use

6 建議普通合夥人 Proposed General Partner

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

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 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 身分證明 Identification (a) 香港身分證號碼 Hong Kong Identity Card Number (b) 護照 Passport 簽發國家/地區 Issuing Country/Region 號碼 Number В. 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) 地址 Address 國家/地區 Country / Region 電郵地址 Email Address 商業登記號碼 (請填報首8位數字)

第二頁 Page 2

Business Registration Number (Please provide the first 8 digits)

- 6 建議普通合夥人 Proposed General Partner (續上頁 cont'd)
- C. 普通合移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責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)

全名 Full Name	1		
中文姓名	Name in Chinese	英文姓氏 Surname in English	英文名字 Other Names in
通訊地址 Correspondence Address			
	香港/HC	DNG KONG  (本應子接納郵政信箱器碼 Post office box nu	umbers are not accentable)
電郵地址 Email.	Address	(TIBS 1 ISMITHALIDIENNA) 1 OCC SHIGO DON IN	amore are not acceptable,
香港身分證號碼 Hong Kong Ident		er	(
		及合夥基金起擔任其獲授權代表。 esentative of the limited partnership fund w	ith offerst from the vertetration of
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簽署 Signed :			
全名 Name :			
建議獲授權代表 Proposed Author	rized Represent を是一 rized Represent 内加上 / 號 F	ative (Company / Registered Non-Hong	,
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Proposed Author 整識授榜 相代的 Proposed Author 游在選用的变格/ 公司 a con 全名 Full Name  地址 Address  電郵地址 Email	Table Represent Represen	ative (Company / Registered Non-Hong ative is— Please tick the relevant box	d non-Hong Kong company
Proposed Author	Table Represent Represen	ative (Company / Registered Non-Hong ative is— Please tick the relevant box  LE 冊非香港公司 a registere  中文 Chinese  P文 English  ONG KONG  (Please provide the first 8 digits)  R合彩基金起擔任其獲授權代表。	d non-Hong Kong company

1 7 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,請用讓頁) (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		
	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		( )
-	建議投資經理(公司/註冊非香港 Proposed Investment Manager (		ng Kong Company)
	建議投資経理是一 Proposed Investment Manager is— 請在適用的空格內加上 ✓ 號 Pleas	se tick the relevant box	
	公司 a company	註冊非香港公司 a registere	ed 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)	
<b>1</b> 3 8	建議負責人 Proposed Respons	sible Person	
Α	<b>建議負責人是</b> ─ Proposed Responsible Person is— <i>請在適用的空格內加上 ✓ 號 Plea</i>	ase tick the relevant box	
	図可機構 持牌:		
В	an authorized institution a lice 建議負責人(自然人) Proposed Responsible Person (Nat 全名 Full Name	•	g professional a legal professional
	中文姓名 Name in Chinese	英文姓氏 Surname in English	英文名字 Other Names in English
•	身分證明 Identification (a) 香港身分證號碼 Hong Kong Identity Card Number		
	(b) 護照 Passport		
	. acopore	簽發國家/地區 Issuing Country/Re	gion 號碼 Number

- 8 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)

中文 Chinese							
英文 English							
	時填載首 8 位數字) ation Number (Please provide the first 8 digits)						
呈交人資料F	Presentor's Information						
	香港律師行/律師代表建議普通合夥人呈交一						
This application is solicitor—	s submitted on behalf of the proposed general partner by the following Hong Kong law firm						
	で内加上 ✓ 號 Please tick the relevant box						
■ 香港律師 Hong Kon							
全名 Full Name	全名 Full Name						
	中文 Chinese						
	#-A- F						
teir ful-	英文 English						
地址 Address	寮文 English						
	英文 English						
Address	香港/HONG KONG						
Address	香港/HONG KONG						
Address 電話 Telephone	香港/HONG KONG						
電話 Telephone 電郵 Email 商業登記號碼 (尺供以為責任 報音 8 位數字 · 2 Only applicable when	香港/HONG KONG  「傳真 Fax  Business Registration Number 形式熱樂的棒師漢樂,並只須漢 F即讀樂上「不着用」 ret the solicitor is practising in sole						
電話 Telephone 電郵 Email 商業登記號碼 (尺供以為責任 報音 8 位數字 · 2 Only applicable when	香港 / HONG KONG  (#真 Fax    Wasiness Registration Number   形式射梁的棒師漢潮,並只須漢   野訓鑽集上「不證明」						

10	<b>整阳及陆滩</b>	Declaration and Statement

下方簽署人,即本申請的申請人(下稱「有關申請人」),現作出以下聲明、承諾及陳述一 The undersigned, being the applicant of this application ("the Applicant"), hereby makes the following declaration, undertaking and statements-請在下列(b)及(c)項適用的空格內加上 🗸 號 Please tick the relevant boxes in items (b) and (c) below 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. (h) 有關基金符合《有限合夥基金條例》(第637章)(下稱「該條例」)第7條的資格規定。 The fund meets the eligibility requirements in section 7 of the Limited Partnership Fund Ordinance (Cap. 637) ("the Ordinance"). 除 (有限合夥基金條例) (第 637 章)(下稱「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,則公司註冊處處長可從《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 Limited Partnership Fund Ordinance (Cap. 637) ("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 of Companies 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. Ð 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 2 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 2 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慮以外的下述香港的地 方一 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,請清楚越明 If the records will be separately kept in different places, please indicate clearly) 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。 (d) 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 答署 Signed: **姓名** Name: 身分 Capacity: 日期 Date: 日DD / 月MM / 年YYYY (如適用 if applicable) 建議普彌合夥人

Proposed General Partner

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 中文舞名 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 建議投資經理(公司/註冊非香港公司) B. 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 註冊非香港公司 公司 a company 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 11 條規定交付的

# 有限合夥基金註冊申讀書

# 填表須知 — 表格 LPF1

## 附註

## 引言

- 1. 本表格是用以向公司註冊處處長(「處長」)申請將基金註冊為有限合夥基金。
- 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」,或親身到 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《有限合夥基金條例》(「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《有限合夥基金的註冊》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」。請勿郵客現金。

# 簽署

- 5. 本表格必須由基金的建議普通合夥人簽署。公司註冊處不接納未簽妥的表格。
  - (a) 如該建議普通合夥人是自然人,本表格必須由該人簽署。
  - (b) 如該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,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) 如該建議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,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) 如該建議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) 如該建議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。
  - (9) 如該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,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。

# 有限合夥基金的建議名稱 (第 1 項)

6. 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2項)

7. 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6項)

- 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、普通合夥人必須是一
  - (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
  - (q) 不具有法人資格的非香港有限責任合夥。
- 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。
- 10. 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。
- **11.** 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」。

- 12. (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一
  - (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。
- 13. 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。
- 14. 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。

# 建議投資經理 (第7項)

- 15. (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一
  - (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8項)

- 16. (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。該名負責人必須是一
  - (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。
- 17. 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9項)

18. 將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 10(c)項)

- 19. (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,保存以下紀錄一
  - (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) 就基金的客户(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)
    获交處長存檔。

# APPLICATION FOR REGISTRATION OF

# For the purposes of section 11 of Limited Partnership Fund Ordinance (Cap. 637)

## Notes for Completion of Form LPF1

#### Introduction

- This form should be used for applying to the Registrar of Companies (the Registrar) for registration
  of a fund as a limited partnership fund.
- 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 Limited Partnership Fund Ordinance (the Ordinance).

#### Foo

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 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

- This form must be signed by the proposed general partner in the fund. A form which is not properly signed will be rejected by the Companies Registry.
  - (a) If the proposed general partner is a natural person, this form must be signed by the person.
  - (b) If the proposed 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 proposed 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 proposed 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 proposed 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 proposed 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 proposed 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.

## Proposed Name of the Limited Partnership Fund (Section 1)

6. 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 2)

7. 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 6)

- 8. 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;
  - 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.
- 9. 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.
- 10. 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.
- 11. If the proposed general partner is a non-Hong Kong limited partnership and has no business registration certificate, please state 'Nii' in the box provided.

- 12. (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.
- 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.
- 14. 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.

# Proposed Investment Manager (Section 7)

- 15. (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 8)

- 16. (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.
- 17. 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 9)

18. The application for registration of a 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 10(c))

- 19. (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—
  - 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.



# 將指明基金註冊為 有限合夥基金的申請書 Application for Registration of a Specified Fund as a Limited Partnership Fund

表格 LPF2

**	Mate	

	英文名	寫 English Name
	中文名	稱 Chinese Name
編號 Number (a) 編號 Number		6業登記號碼 Business Registration Number
	建議名稱 Proposed Nam posed English Name	ne of the Limited Partnership Fund
建議中文名稱 Pro	posed Chinese Name	
	聿議註冊辦事處地址 of the Registered Office	of the Limited Partnership Fund
香港/HONG K		" addresses and post office box numbers are not acceptable
有限合夥基金的發		Dortnership Fund
	主議投資範圍 ent Scope of the Limited	Partnership Fund
Proposed Investm	ent Scope of the Limited	Partnership Fund  Limited Partnership fund
Proposed Investm 有限合夥基金的列 Proposed Principa	ent Scope of the Limited	·
Proposed Investm	ent Scope of the Limited 計畫議主要營業地點 Il Place of Business of th	·

指明編號 LPF-1/2021 (2021 年 11 月) Specification No. LPF-1/2021 (November 2021)

**1** 7 建議普通合夥人 Proposed General Partner (請填報 A 或 B 項 Please complete Part A or B)

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)

中文姓名 Nai 通訊地址 Correspondence	me in Chinese	英文姓氏 Surname in English	英文名字 Other Names in Er
Address			
	國家/地區		
	Country/Region	   (本處不接納郵政信箱號碼 Post of	fice box numbers are not acceptable;
電郵地址 Email A	ddress		
身分證明 Identific (a) 香港身分證號 Hong Kong Ide			(
(b) 護照	i		
Passport	ı	簽發國家/地區 Issuing Country/Regi	ion 號碼 Number
全名 Full Name	(9) 1 30// 1 10	posed General Partner (Other the	
		中文 Chinese	
		英文 English	
建議普通合夥人是 Proposed Gaparal P		英文 English	
Proposed General P	artner is-	英文 English se tick the relevant box	
Proposed General P 請在適用的空格內 根據《公司條 a private compa	artner is— / <i>加上 ✓ 號 Pleas</i> <b>例》</b> (第 622 章) any limited by shard		
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- 7 建議普通合夥人 Proposed General Partner (續上頁 cont'd)
- ⑥ 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) (請携報 a 或 b 項 Please complete item a or b)

(請撰報 a 変 b 項 Presse comprete neth a or u)

a. 建議復授權代表(年滿 18 歲的香港居民)

Pressent Authorized Popresentative (Hong Kong Resident who is at least 18 years old)

中文姓名 Name in Chinese 英文姓氏 Sumame in English 英文名字 Other Na 通訊地址 Correspondence Address  香港 / HONG KONG (本應不搜納郵政信箱號碼 Post office box numbers are not acceptable) 電郵地址 Email Address  香港身分離號碼 Hong Kong Identity Card Number
Tak HONG KONG  (本庭不接納郵政信箱號碼 Post office box numbers are not acceptable)  電郵地址 Email Address  香港身分證號碼
香港/HONG KONG (本底不接納郷政信箱装碼 Post office box numbers are not acceptable) 電郵地址 Email Address 香港身分酸號碼
(本應不接納郵政信箱號碼 Post office box numbers are not acceptable) 電郵地址 Email Address 香港身分證號碼
(本應不接納郵政信箱號碼 Post office box numbers are not acceptable) 電郵地址 Email Address 香港身分證號碼
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電郵地址 Email Address 香港身分證號碼
香港身分證號碼
Hong Kong Identity Card Number
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 registr.
簽署 Signed :
全名 Name :
<del></del>
建議獲授權代表(公司/註冊非香港公司)
Proposed Authorized Representative (Company / Registered Non-Hong Kong Compar
建議 獲授 權 代表 是一
Pronosed Authorized Representative is—
Proposed Authorized Representative is— 等左藥田的四核內加上 ✓ 總 Please lick the relevant box
請在適用的空格內加上 🗸 號 Please tick the relevant box
請在適用的空格內加上 ~ 號 Please tick the relevant box 公司 a company 监栅非香港公司 a registered non-Hong Kong comp
請在適用的空格內加上 🗸 號 Please tick the relevant box
請在適用的空格內加上 ~ 號 Please tick the relevant box 公司 a company 监栅非香港公司 a registered non-Hong Kong comp
請在適用的空格內加上 ~ 號 Please tick the relevant box 公司 a company 监栅非香港公司 a registered non-Hong Kong comp
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 comp 全名 Full Name
請在週用的空格內加上,必 號 Please tick the relevant box □ 公司 a company □ 註冊非香港公司 a registered non-Hong Kong comp 全名 Full Name
請在適用的空格內加上 → 號 Please tick the relevant box
請在適用的空格內加上 ✓ 號 Please tick the relevant box  ☑ 公司 a company  全名 Full Name  中文 Chinese  英文 English  地址
請在適用的空格内加上・V 號 Please tick the relevant box  公司 a company
請在適用的空格內加上 ✓ 號 Please tick the relevant box  ☑ 公司 a company  全名 Full Name  中文 Chinese  英文 English  地址
請在週用的空格內加上,必 號 Please tick the relevant box
議在選用的空格内加上・V 號 Please tick the relevant box 公司 a company 世間 世間 中文 Chinese  中文 Chinese  地址 Address
勝在適用的生格内加上 V 號 Please tick the relevant box
議在適用的空格内加上 ジ 競 Please tick the relevant box
議在適用的空格内加上 ジ 競 Please tick the relevant box
請在選用的空格内加上・V 號 Please tick the relevant box 公司 a company 全名 Full Name 中文 Chinese 中文 Chinese  地址 Address  香港 HONG KONG 電郵地址 Email Address 商業登記號碼 (請填報首 8 位数字) Business Registration Number (Please provide the first 8 digits)  我們同意在基金後註冊為有限合夥基金起擔任其後授權代表。
議在適用的空格内加上 ・ 競 Please tick the relevant box
勝在適用的空格内加上 ・ 競 Please tick the relevant box
議在適用的空格内加上 ・ 競 Please tick the relevant box

# 1 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)

中文姓名 Name in Chinese	英文姓氏 Surname in English	英文名字 Other Names in Eng
香港身分證號碼 Hong Kong Identity Card Number		(
建議投資經理(公司/註冊非香 Proposed Investment Manager (C		Kong Company)
建議投資經理是一 Proposed Investment Manager is	_	
請在適用的空格內加上 ✓ 號 Pl	ease tick the relevant box	
公司	註冊非香港公司 a registered non-Hong Ko	ng company
a company		
a company 全名 Full Name		
• •		
• •	中文 Chinese	
• •	中文 Chinese	

<b>1</b>	9	建議負責人 Proposed Respons	sible Person		
	A.	建議負責人是一 Proposed Responsible Person is—			
		請在適用的空格內加上 ✔ 號 Plea	ase tick the relevant box		
	■ 認可機構 ■ 持牌法團 ■ 會計專業人士 ■ 法律專業 an authorized institution ■ a licensed corporation ■ an accounting professional ■ a legal pro				
	В.	(請填賴 B 或 C 項 Please complete Part B 建議負責人(自然人) Proposed Responsible Person (			
		全名 Full Name			
		中文姓名 Name in Chinese	英文姓氏 Surname in English	英文名字 Other Names in English	
20		身分證明 Identification (a) 香港身分證號碼 Hong Kong Identity Card Number		( )	
		(b) 護照 Passport			
			簽發國家/地區 Issuing Country/Region	號碼 Number	
	C.	建議負責人(非自然人的實體) Proposed Responsible Person (E	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 (Plea			

# 10 聲明及陳斌 Declaration and Statement

undertaking and statements-請在下列(a)及(b)項適用的空格內加上 У 號 Please tick the relevant boxes in items (a) and (b) below (a) 有關基金符合《有限合夥基金條例》(第637章)(下稱「該條例」)第7條的資格規定。 The fund meets the eligibility requirements in section 7 of the Limited Partnership Fund Ordinance (Cap. 637) ("the Ordinance"). 除 (有限合夥基金條例) (第 637 章)(下稱「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,則公司註冊成成長可從《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 Limited Except for Section /(1)(I), the fund meets the engineer requirements in Section 7 of the Eminear Partnership Fund Ordinance (Cap 63cr) ("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 of Companies 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. (b) 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一 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, 請清楚越明 If the records will be separately kept in different places, please indicate (c) 有關申請人明白,在本申請中作出在要項上屬盧假,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 簽署 Signed: 姓名 Name:

日期 Date:

下方簽署人,即本申請的申請人(下稱「有關申請人」),現作出以下聲明、承諾及陳述一 The undersigned, being the applicant of this application ("the Applicant"), hereby makes the following declaration.

日DD / 月MM / 年YYYY

建議普通合夥人 Proposed General Partner

身分 Capacity:

(如適用 if applicable)

續頁 Continuation Sheet

# 表格 LPF2

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

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 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 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) 建議投資經理是一 Proposed Investment Manager is-請在適用的空格內加上 ✓ 號 Please tick the relevant box 公司 註冊非香港公司 a company 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 79 條規定交付的

## 將指明基金註冊為有限合夥基金的申請書

## 填表須知 — 表格 LPF2

## 辅搁

#### 引育

- 本表格是用以向公司註冊處處長(「處長」)申請將指明基金(即已根據《有限責任合夥 條例)(第37章)以有限責任合夥的形式設立及註冊的基金)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。
- 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. 請提供提交人資料。除非有特別事項需要公司註冊處注意,否則無須另加附函。
- 4. 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」,或親身到 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

5. 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《有限合夥基金的註冊》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

- 6. 本表格必須由第 1 項提述的擬註冊為有限合夥基金的指明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。

# 擬註冊為有限合夥基金的指明基金的名稱及編號 (第1項)

- 請填報指明基金(即已根據《有限責任合夥條例》(第37章)以有限責任合夥的形式設立 及註冊的基金)的名稱及編號。
- 8. (a) 請於 1B(a)欄內填報指明基金在公司註冊處的編號。
  - (b) 請於 1B(b)欄內填報指明基金現時持有的有效商業登記證上號碼的首 8 位數字。
  - (c) 如在緊接指明基金獲註冊為有限合夥基金前,有關指明合夥並無持有有效商業登記證,該有限合夥基金的普通合夥人須在註冊日期後一個月內,為該有限合夥基金申請商業登記證。
  - (d) 如在緊接基金獲註冊為有限合夥基金前,有關指明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一個月內,通知稅務局局長一
    - (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。
  - (e) 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 須是一
  - (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
  - (q) 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一
  - (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. 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。
- 17. 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。

# 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一
  - (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。該名負責人必須是一
  - (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。

## 根據該條例第 29 條須保存的紀錄 (第 10(b)項)

- 21. (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) 就基金的客户(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 SPECIFIED FUND AS A LIMITED PARTNERSHIP FUND

# For the purposes of section 79 of Limited Partnership Fund Ordinance (Cap. 637)

# Notes for Completion of Form LPF2

#### Introduction

- This form should be used for applying to the Registrar of Companies (the Registrar) for registration
  of a specified fund (which was set up in the form of a limited partnership and registered under the
  Limited Partnership Fund Ordinance (Cap. 37)) as a limited partnership fund under the Limited
  Partnership Fund Ordinance (Cap. 637) (the Ordinance).
- 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.
- Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
- 4. 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

5. 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 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

- 6. This form must be signed by the general partner in the specified 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.

# Name and Number of the Specified Fund for Registration as a Limited Partnership Fund (Section 1)

- Please provide the name and number of the specified fund which was set up in the form of a limited partnership and registered under the Limited Partnerships Ordinance (Cap. 37).
- (a) Please provide in section 1B(a) the number of the specified fund registered in the Companies Registry.
  - (b) Please provide in section 1B(b) the first 8 digits of the number of the valid business registration certificate the specified fund is holding.
  - (c) If, immediately before a specified fund is registered as a limited partnership fund, the specified fund does not hold a valid business registration certificate, 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.
  - (d) If, immediately before a specified fund is registered as a limited partnership fund, the specified fund 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.
  - (e) Valid business registration (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;
  - 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 'Nii' 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. 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.
- $\textbf{17.} \ \ \mathsf{Please} \ \mathsf{provide} \ \mathsf{the} \ \mathsf{address} \ \mathsf{of} \ \mathsf{the} \ \mathsf{proposed} \ \mathsf{authorized} \ \mathsf{representative} \ \mathsf{of} \ \mathsf{the} \ \mathsf{limited} \ \mathsf{partnership} \ \mathsf{fund}.$ 
  - (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.

# 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.

# Records that are required to be kept under section 29 of the Ordinance (Section 10(b))

- 21. (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.



# 有限合夥基金 普通合夥人、獲授權代表、 投資經理及負責人更改通知

# Notification of Change of General Partner, Authorized Representative, Investment Manager and Responsible Person of Limited Partnership Fund

表格 LPF4C

1	有限合夥基金名稱 Name o	of the Limited Pa	rtnership Fund		
2	普通合夥人的變更 Change	e of General Part	tner		
۹.	普通合夥人的停任 Cessation	of the General Part	tner		
	現時在公司註冊處登記的普通台				
	Full Name of the General Partne	er Currently Register	red with the Compan	ies Registry	
	請在適用的空格內加上 √ 號 Plea				
	停任原因	退出	免職	更換	
	Reason for Cessation	Withdrawal	Removal	Replacement	
		Withdrawal		Replacement	
	P年日期 Date of Cessation	Withdrawal		Replacement	
	停任日期	Withdrawal		Replacement 月 MM	年 YYYY
3.	停任日期		Removal	·	年 YYYY
В.	停任日期 Date of Cessation 新普通合夥人的詳情 Details 成為普通合夥人的日期	s of the new Genei	Removal	·	年 YYYY
3.	停任日期 Date of Cessation 新普通合夥人的詳情 Details	s of the new Genei	Removal  H DD  ral Partner	Я ММ	
3.	停任日期 Date of Cessation 新普通合夥人的詳情 Details 成為普通合夥人的日期	s of the new Genei	Removal	·	<b>年</b> YYYY <b>年</b> YYYY
3.	停任日期 Date of Cessation 新普通合夥人的詳情 Details 成為普通合夥人的日期	s of the new Genei	Removal  H DD  ral Partner	Я ММ	
提	停任日期 Date of Cessation  新普通合夥人的詳情 Details 成為普通合夥人的日期 Date of Becoming General Part	s of the new Gener	田 DD ral Partner	Я ММ	
提	停任日期 Date of Cessation 新普通合夥人的詳情 Details 成為普通合夥人的日期 Date of Becoming General Part	s of the new Gener	田 DD ral Partner	月 MM 月 MM	
提生	停任日期 Date of Cessation  新普通合夥人的詳情 Details 成為普通合夥人的日期 Date of Becoming General Part	s of the new Gener	田 DD ral Partner	月 MM 月 MM	
提生	停任日期 Date of Cessation  新普通合夥人的詳情 Details 成為普通合夥人的日期 Date of Becoming General Part  交人資料 Presentor's Reference	s of the new Gener	田 DD ral Partner	月 MM 月 MM	

表格		D		A	
Form	L	Г	Г	4	U

編號	Number

第二頁 Page 2

2 普通合夥人的變更 Change of General Partner (續上頁 cont'd)

中文姓名 Nar	ne in Chinese	英文姓氏 Surname in English	英文名字 Other Names in English
通訊地址 Correspondence Address (本庭不 接納郵政信箱號碼 Post office box numbers are not acceptable)	國家/地區 Country / Region		
電郵地址 Email Ad	Idress		
身分證明 Identifica (a) 香港身分證號码 Hong Kong Iden (b) 護照	-		(
Passport			
		簽發國家/地區 Issuing Country/ Region	Number
. 普通合夥人(非自	然) General Partn	er (Other than Natural Person)	
全名 Full Name			
		中文 Chinese	
		12	
		英文 English	
晋通合夥人是 一	_		
普通合夥人是 一 General Partner is:			
General Partner is		no relevant hav	
General Partner is 請在適用的空格內加	7上 √ 號 Please tick th		
General Partner is- 請在適用的空格內加 根據《公司條	7上√號 Please tick th 「例》(第622章) 或	《舊有公司條例》成立為法團的私人	
General Partner is - 請在適用的空格內加 根據《公司條 a private com	』上 √ 號 Please tick th 長 <b>例)</b> (第 622 章)或 npany limited by sha		
General Partner is- 請在適用的空格內加 根據《公司條	』上 √ 號 Please tick th 長 <b>例)</b> (第 622 章)或 npany limited by sha	《舊有公司條例》成立為法團的私人	
General Partner is- 請在適用的空格內加 根據《公司條 a private com	正上 √ 號 Please tick th 孫例》(第 622 章) 或 npany limited by sha rdinance	《舊有公司條例》成立為法團的私人	
General Partner is 請在選用的空格內加 根據《公司條 a private com Companies O 註冊非香港公	i上 √ 號 Please tick th 「例】(第 622 章) 或 ppany limited by sha rdinance ☆司	《舊有公司條例》成立為法團的私人 ares incorporated under the Compar	
General Partner is 請在適用的空格內加 根據《公司條 a private com Companies O 註冊非香港公 a registered n	I上 √ 號 Please tick th 「例》(第 622 章)或 Inpany limited by shardinance 公司 Inon-Hong Kong com	(舊有公司條例)成立為法團的私人 ares incorporated under the Compar pany	
General Partner is <i>請在適用的空格內加</i> 根據(公司條 a private com Companies O 註冊非香港公 a registered n 根據(有限實	IL ✓ 幾 Please tick the Managery of the Manag	(舊有公司條例) 成立為法團的私人 ares incorporated under the Compar pany 7 章) 註冊的有限責任合夥	nies Ordinance (Cap. 622) or a fo
General Partner is <i>請在適用的空格內加</i> 根據(公司條 a private com Companies O 註冊非香港公 a registered n 根據(有限實	IL ✓ 幾 Please tick the Managery of the Manag	(舊有公司條例)成立為法團的私人 ares incorporated under the Compar pany	nies Ordinance (Cap. 622) or a fo
General Partner is- 請在總用的空格內加 根據《公司條 a private com Companies O 註冊非香港公 a registered n 根據《有限實 a limited partn	IL ✓ 幾 Please tick the Managery of the Manag	【舊有公司條例】成立為法團的私人 ares incorporated under the Compar pany 7 章) 註冊的有限責任合夥 nder the Limited Partnerships Ordinal	nies Ordinance (Cap. 622) or a fo
General Partner is 請在適用的室格內加 根據(公司條 a private companies O 註冊非香港公 a registered n 根據(有限實 a limited partner	IL ✓ 熋 Please tick th. (例) (第 622 章) 或 npany limited by shardinance (河) non-Hong Kong com (任合夥條例) (第 3) nership registered u (基金)(請同時填報第	(舊有公司條例) 成立為法團的私人 ares incorporated under the Compar pany 7 章) 註冊的有限責任合夥 nder the Limited Partnerships Ordinal 3 項	nies Ordinance (Cap. 622) or a fo
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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)

F	表格 Form	LPF4	С				編號 Number
		獲授權代表的變			•		
	Α.	獲授權代表的停作 現時在公司註冊處 Full Name of the A	- 登記的獲授權代	表的全名	·	the Companies Reg	istry
		停任日期					
		Date of Cessation			∃ DD	月MM	年YYYY
0	В.		人是另一有限合料	8基金或是不具有	法人資格的非香港有		nip without a legal personality)
		委任日期					
		Date of Appointme			日 DD	月 MM	年 YYYY
	a.	(請填報 a 或 b 項 Ple 獲授權代表(年滿 Authorized Repre 全名 Full Name	18 歲的香港	居民)	dent who is at leas	t 18 years old)	
		中文姓名 Na	ame in Chinese	英文	性氏 Surname in Englis	h 英文名字	Other Names in English
Œ		通訊地址 Correspondence					
		Address (本處不					
		接納郵政信箱號碼 Post office box					
		numbers are not acceptable)	香港/HON	G KONG			
		電郵地址 Email A	ddress				
		香港身分證號碼 Hong Kong Identity (	Card Number				( )
Ø		本人同意擔任有限 I consent to be the			he limited partnersh	ip fund.	
		全名 Full Name:			<b>簽署</b> Sigr	ned:	
	b.	獲授權代表(公司 Authorized Repre 獲授權代表是— Authorized Repres <i>請在選用的空格內加</i> 公司 a compa 全名 Full Name	esentative (Co entative is— 止	mpany / Regis		Cong Company) non-Hong Kong con	npany
					中文 Chinese		
		No. 11			英文 English		
13		地址 Address					

香港/HONG KONG

電郵地址 Email Address

格 rm	LPF4C				編號 Number
		Authorized Da	nuocontoti ::		
	獲授權代表的變更 Change of 獲授權代表的委任 Appointment		•	微上貝 cont'd)	
,.		Of Authorized P	representative		
	商業登記號碼 (請填報首 8 位數字) Business Registration Number (Ple	ase provide the first 8 c	ligits)		
	我們同意擔任有限合夥基金的獲授	權代表。			
	We consent to be the authorized rep	presentative of th	e limited partnersl	nip fund.	
	全名 Name :				
	身分 Capacity :		簽署 Signed		
	タガ Capacity .		—————————————————————————————————————		
	投資經理的變更 Change of Inv				
	(請填報 A 或 B 項。如須在 A 或 B 項填 (Please complete Part A or B. Use Continu			ager in Part A or B is	involved)
١.	投資經理的停任 Cessation of th	e Investment Ma	anager		
	現時在公司註冊處登記的投資經理的 Full Name of the Investment Manage		stered with the Co	mpanies Registry	
	Tun rume of the investment manage	our chay region	nerea with the ooi	iipailies registry	
	停任日期 Date of Cessation				
	Date of Cessation	_	<b>日</b> DD	月MM	年 YYYY
3	投資經理的委任 Appointment of	Investment Ma	nager		
	委任日期	Γ			
	Date of Appointment	L	<b>∄</b> DD		年 YYYY
	(請填報 a 或 b 項 Please complete item a	,	<del>-</del>	,,	,
	投資經理(年滿 18 歲的香港居民 Investment Manager (Hong Kong		is at least 18 vea	ırs old)	
	全名 Full Name	,		,	
	中文姓名 Name in Chinese	英文姓氏	Surname in English	英文名	Cother Names in Engli
	香港身分證號碼				
	Hong Kong Identity Card Number				
	投資經理(公司/註冊非香港公司		n Hona Kon- C-	mnany)	
	Investment Manager (Company / 投資經理是 —	Registered NO	n-nong Kong Co	лпрапу)	
	Investment Manager is — 請在適用的空格內加上 √ 號 Please tick	k the relevant box			
	公司 a company		公司 a registered r	on-Hong Kong c	ompany
	全名 Full Name				
			中文 Chinese		
		9			
			英文 English		

第四頁 Page 4

表材	LPF4C				_	編動	R Number
For	m LPF4C						
5.	負責人的變更 Chang	e of Responsible Pe	erson		_		
A.	負責人的停任 Cessati	on of the Responsib	le Person				
	現時在公司註冊處登記的						
	Full Name of the Respon	sible Person Currently	Registered	with the Co	mpanies Regis	try	
	停任日期						
	Date of Cessation			Ħ DD	 月MM		年 YYYY
В.	負責人的委任 Appoint	tment of Responsible		<b>D</b> 00	A MM		4-1111
	<b>彩年日期</b>						
	委任日期 Date of Appointment						
_	<b>会事</b> [具			<b>H</b> DD	月MM		<b>年</b> YYYY
a.	負責人是 一 Responsible Person is	s —					
	<b>油大海田州市林市市</b> L /	## Places tick the relevant	t hav				
	請在適用的空格内加上 √ : 認可機構	持牌法團	[	會計專業	人士	一法	律專業人士
	an authorized institut		rporation	an accour	nting professio	nal al	legal professiona
	(請填報 b 或 c 項 Please co	omplete item b or c)					
b.	負責人(自然人) Respo	onsible Person (Natu	ıral Persor	1)			
	全名 Full Name						
	中文姓名 Name in	Chinese 英	文姓氏 Surn	ame in English	英文	名字 Other N	Names in English
	身分證明 Identification						
	(a) 香港身分證號碼 Hong Kong Identity Ca	ard Number					( )
	riong itong lucitary of	ara ramber					
	(b) 護照 Passport						
	rassport	簽發國家/地區 issu	uing Country	✓ Region		號碼 Numb	ver
c.	負責人(非自然人的實施	體) Responsible Pers	son (Entity	other than	a natural per	son)	
	全名 Full Name						
			中文€	hinese			
			- 12				
	The same of the sa	No. of Charlest when	英文日	English			
	商業登記號碼 (請填報意 Business Registration l		e first 8 diaits)				
		, , , , , , , , , , , , , , , , , , , ,					
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	刀適用 if applicable)	李泽今殿【		_ 11 740 17 01 15		DD / <b>B</b> MM	/ <b>#</b> VVVV

普通合夥人 General Partner

日 DD / 月 MM / 年 YYYY

	f經理的變更 Change of Investmen						
	投資經理的停任 Cessation of the Investment Manager						
	現時在公司註冊處登記的投資經理的 Full Name of the Investment Manager		mpanies Registry				
	停任日期 Date of Cessation						
		<b>日</b> DD	月MM	<b>年</b> YYYY			
В.	投資經理的委任 Appointment of In	nvestment Manager					
	委任日期						
	Date of Appointment	L <b>∃</b> DD	月 MM	年 YYYY			
	全名 Full Name						
	全名 Full Name	兼文條氏 Surname in English	*************************************	Other Names in Engl			
	全名 Full Name 中文姓名 Name in Chinese 香港身分離號碼 Hong Kong Identity Card Number	英文姓氏 Surname in English	英文名字 (	Other Names in Engl			
b.	中文姓名 Name in Chinese 香港身分證號碼 Hong Kong Identity Card Number 投資經理(公司/註冊非香港公司) Investment Manager (Company/	1		Other Names in Engl			
b.	中文姓名 Name in Chinese 香港身分證號碼 Hong Kong Identity Card Number 投資經理(公司/註冊非香港公司) Investment Manager (Company/ 投資經理是 — Investment Manager is —	Registered Non-Hong Kong C		Other Names in Engl			
b.	中文姓名 Name in Chinese 香港身分離號碼 Hong Kong Identity Card Number 投資經理(公司/註冊非香港公司) Investment Manager (Company/I 投資經理是 —	Registered Non-Hong Kong C	ompany)	(			
b.	中文姓名 Name in Chinese 香港身分騰號碼 Hong Kong Identity Card Number 投資經理(公司/註冊非香港公司) Investment Manager (Company/ 投資經理是— Investment Manager is — 蘇在邁用的空格內加上/號 Please tick to	Registered Non-Hong Kong Co	ompany)	(			
b.	中文姓名 Name in Chinese 香港身分騰號碼 Hong Kong Identity Card Number  投資經理(公司/註冊非香港公司) Investment Manager (Company/ 投資經理是 Investment Manager is — 赫在邁用的空格內加上 / 號 Please tick to 公司 a company	Registered Non-Hong Kong Co	ompany)	(			
b.	中文姓名 Name in Chinese 香港身分騰號碼 Hong Kong Identity Card Number  投資經理(公司/註冊非香港公司) Investment Manager (Company/ 投資經理是 Investment Manager is — 赫在邁用的空格內加上 / 號 Please tick to 公司 a company	Registered Non-Hong Kong Co	ompany)	(			

# 《有限合夥基金條例》(第 637 章) 第 23(6) 及 25 條規定交付的

# 有限合夥基金普通合夥人、獲授權代表、投資經理及負責人更改通知

## 填表須知 — 表格 LPF4C

## 附註

#### 引言

- 有限合夥基金(「基金」)的普通合夥人、獲授權代表、投資經理或負責人如有任何更改,該基金 的普通合夥人必須在更改發生後的 15 日內,將有關更改的通知以本表格送交公司註冊處處長 (「處長」)存檔。
- 請劃一以中文或英文申報各項所需資料。如以中文申報,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. 請提供提交人資料。除非有特別事項需要公司註冊處注意,否則無須另加附函。
- 4. 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」,或親身到上址交付。 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《有限合夥基金條例》規定交付處長。

# 費用

5. 本表格必須連同正確的費用一併交付,否則公司註冊處不會接納。有關所需費用的詳情,請參閱 《有限合夥基金註冊後須向公司註冊處交付文件的責任》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。

#### 署等

- 6. 本表格必須由基金的普通合夥人簽署。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,並填上該人的全名。
  - (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,或具有法人 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一名普通合夥人簽署,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或不具有法人資格的非香港有限責任合夥,本表格必 須由根據《有限合夥基金條例》第23條獲委任為該基金的獲授權代表簽署。
    - (i) 如該獲授權代表是自然人,則由該人簽署,並填上該人的全名及身分。
    - (ii) 如該獲授權代表是公司,則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。
    - (iii) 如該獲授權代表是註冊非香港公司,則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。

# 新普通合夥人的詳情 (第 2B 項)

- 7. 有限合夥基金必須有一名普通合夥人,普通合夥人必須是一
  - (a) 年滿 18 歳的自然人;
  - (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。
- 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。
- 9. 請填報屬非自然人的普通合夥人的地址。
  - (a) 如新的普通合夥人是根據《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) 如新的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) 如新的普通合夥人是根據《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) 如新的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) 如新的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) 如新的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。
- 10. 如新的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」。

# 獲授權代表的委任 (第 3B 項)

- 11. 如有限合夥基金的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 代表必須是一
  - (a) 年滿 18 歲的香港居民;
  - (b) 公司;或
  - (c) 註冊非香港公司。
- 12. 新委任的獲授權代表須同意擔任基金的獲授權代表。
  - (a) 如新委任的獲授權代表是公司,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) 如新委任的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。

- 13. 請填報新委任的獲授權代表的地址。
  - (a) 如該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) 如新委任的獲授權代表是公司,請填報其註冊辦事處地址。
  - (c) 如新委任的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。

# 投資經理的委任 (第 4B 項)

- 14. (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 經理必須是一
  - (i) 年滿 18 歲的香港居民;
  - (ii) 公司;或
  - (iii) 註冊非香港公司。
  - (b) 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。

# 負責人的委任 (第 5B 項)

- 15. (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。該名負責人必須是一
  - (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) 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。

# NOTIFICATION OF CHANGE OF GENERAL PARTNER, AUTHORIZED REPRESENTATIVE, INVESTMENT MANAGER AND RESPONSIBLE PERSON OF LIMITED PARTNERSHIP FUND

# For the purposes of sections 23(6) and 25 of Limited Partnership Fund Ordinance (Cap. 637)

## Notes for Completion of Form LPF4C

#### Introduction

- 1. Where there is change of the general partner, authorized representative, investment manager or responsible person of a limited partnership fund (the fund), the general partner in the fund must file a notification of the change in this form with the Registrar of Companies (the Registrar) within 15 days after the change occurs.
- 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. Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
- 4. 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 Limited Partnership Fund Ordinance.

#### Foo

5. This form must be delivered with the correct 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 'Filing Obligations of a Limited Partnership Fund after registration' 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

- This form must be signed by the general partner of the 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 that person with the full name of that person stated.
  - (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) or 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.
  - (e) If the general partner is another limited partnership fund or a non-Hong Kong limited partnership without a legal personality, this form must be signed by the authorized representative appointed under section 23 of the Limited Partnership Fund Ordinance.
    - (i) If the authorized representative is a natural person, this form must be signed by that person with the full name and capacity of that person stated.
    - (iii) If the authorized representative is a company, this form must be signed by a director or company secretary of the company with the full name and capacity of the signatory stated.
    - (iii) If the authorized representative 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.

#### Details of the new General Partner (Section 2B)

- 7. 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;
  - 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.
- 8. 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.
- Please provide the address of the new general partner (other than natural person).
  - (a) If the new 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 the company's registered office.
  - (b) If the new general partner is a registered non-Hong Kong company, please provide the address of the company's principal place of business in Hong Kong.
  - (c) If the new general partner is a limited partnership registered under the Limited Partnerships Ordinance (Cap. 37), please provide the address of the limited partnership's principal place of business.
  - (d) If the new general partner is another limited partnership fund, please provide the address of the fund's registered office.
  - (e) If the new general partner is a non-Hong Kong limited partnership with a legal personality, please provide the address of the limited partnership's principal place of business.
  - (f) If the new general partner is a non-Hong Kong limited partnership without a legal personality, please provide the address of the limited partnership's principal place of business.
- 10. If the new general partner is a non-Hong Kong limited partnership and has no business registration certificate, please state 'Nii' in the box provided.

# Appointment of Authorized Representative (Section 3B)

- 11. 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—
  - (a) a Hong Kong resident who is at least 18 years old;
  - (b) a company; or
  - (c) a registered non-Hong Kong company.
- The newly appointed authorized representative must consent to be the authorized representative of the fund.
  - (a) If the newly appointed authorized representative is a company, the consent is to be signed by a director or company secretary of the company with the full name and capacity of the signatory stated.
  - (b) If the newly appointed authorized representative is a registered non-Hong Kong company, the consent is to 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 registered non-Hong Kong company with the full name and capacity of the signatory stated.

- Please provide the address of the newly appointed authorized representative of the limited partnership fund.
  - (a) If the newly appointed authorized representative is a Hong Kong resident, please provide the correspondence address which must not be a post office box number.
  - (b) If the newly appointed authorized representative is a company, please provide the address of its registered office.
  - (c) If the newly appointed authorized representative is a registered non-Hong Kong company, please provide the address of its principal place of business in Hong Kong.

# Appointment of Investment Manager (Section 4B)

- 14. (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) If the general partner meets one of the conditions as stated in (a) above, the general partner may also be the investment manager.

## Appointment of Responsible Person (Section 5B)

- 15. (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) If the general partner meets one of the conditions as stated in (a) above, the general partner may also be the responsible person.