

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 2025 年 5 月 23 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		該條例的相關條文
表格編號	表格名稱	
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
LPF10	將非香港基金註冊為有限合夥基金的申請書	82B

2025 年 5 月 23 日

公司註冊處處長楊茜



公司註冊處  
Companies Registry

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

表格  
Form **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

**7 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**

(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)

室／樓／座等

Flat / Floor / Block etc.

大廈

Building

街道／屋苑／地段／村等

Street / Estate / Lot / Village etc.

區

District

地區

Region

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

請勿填寫本欄 For Official Use

表格  
Form

LPF1

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

室／樓／座等  
Flat / Floor / Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street / Estate / Lot / Village etc.

區／市／省／州／郵遞區號等  
District / City / Province /  
State / Postal Code etc.

國家／地區  
Country / Region

5 有限合夥基金的聯絡資料  
Contact Information of the Limited Partnership Fund

(a) 電郵地址  
Email Address

(b) 香港聯絡電話號碼  
Hong Kong Contact Telephone Number

+852

6 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

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

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

室／樓／座等  
Flat / Floor / Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street / Estate / Lot / Village etc.

區／市／省／州／郵遞區號等  
District / City / Province /  
State / Postal Code etc.

國家／地區  
Country / Region

電郵地址 Email Address

10 身分識別 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

表格  
Form

LPF1

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

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—

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
- ☐ 屬經遷冊公司的私人股份有限公司  
a private company limited by shares that is a re-domiciled 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)

11

地址

Address

室／樓／座等

Flat/Floor/Block etc.

大廈

Building

街道／廳苑／地段／村等

Street/Estate/Lot/Village etc.

區／市／省／州／郵遞區號等

District/City/Province/  
State/Postal Code etc.

國家／地區

Country/Region

電郵地址 Email Address

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商業登記號碼

Business Registration Number

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表格  
Form

LPF1

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

14 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

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

室／樓／座等

Flat / Floor / Block etc.

--

大廈

Building

--

街道／屋苑／地段／村等

Street / Estate / Lot / Village etc.

--

區

District

--

地區

Region

香港 / HONG KONG
----------------

電郵地址 Email Address

--

香港身分證號碼

Hong Kong Identity Card Number

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(		)
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15 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 :

\_\_\_\_\_

表格  
Form

LPF1

6. 建議普通合夥人 **Proposed General Partner** (續上頁 cont'd)
- C. 普通合夥人的建議獲授權代表 **Proposed Authorized Representative of the General Partner**
- 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**

中文 **Chinese**

英文 **English**

16

地址 **Address**

室／樓／座等  
Flat／Floor／Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street／Estate／Lot／Village etc.

區  
District

地區  
Region

香港／HONG KONG

電郵地址 **Email Address**

12

商業登記號碼  
**Business Registration Number**

14

我們同意在基金獲註冊為有限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** : \_\_\_\_\_

表格  
Form **LPF1**

**17 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，請用續頁 A)  
(Please complete Part A or B. Use Continuation Sheet A 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		( )
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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

<input type="checkbox"/> 公司 a company	<input type="checkbox"/> 註冊非香港公司 a registered non-Hong Kong company
---------------------------------------	---

全名 Full Name	
中文 Chinese	
英文 English	

<b>12 商業登記號碼</b> Business Registration Number	
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表格  
Form **LPF1**

**18 8 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 ☐ 持牌法團 ☐ 會計專業人士 ☐ 法律專業人士  
an authorized institution a licensed corporation an accounting professional a legal professional

(請填報 B 或 C 項 Please complete item B or C)

**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

**19 身分別 Identification**

(a) 香港身分證號碼  
Hong Kong Identity Card Number

	( <input type="text"/> )
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(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 (Entity other than a natural person)**

全名 Full Name

--

中文 Chinese

--

英文 English

**12 商業登記號碼  
Business Registration Number**

--

表格  
Form

LPF1

20 9 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

室／樓／座等

Flat／Floor／Block etc.

大廈

Building

街道／屋苑／地段／村等

Street／Estate／Lot／Village etc.

區

District

地區

Region

電話 Telephone

傳真 Fax

電郵 Email

12

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，否則請填上「不適用」)

Only applicable where the solicitor is practising in sole proprietorship. Otherwise, please state 'Not Applicable')

呈交人編號(如有的話)

Presenter's Reference No. (if any)

10 聲明及陳述 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—  
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

- (a) ☒ 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.
- (b) ☐ 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》刪除該基金的名稱。  
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 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.

- 21 (c) ☐ 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 項提述的建議註冊辦事處。  
All the records that the fund will be required to keep under section 29 of the Ordinance will be kept in the proposed registered office referred to in section 2 of this application.
- ☐ 有關基金根據該條例第 29 條保存的所有紀錄會保存於其建議註冊辦事處以外的下述香港的地方—  
All the records that the fund will be required to keep under section 29 of the Ordinance will be kept in the following place in Hong Kong other than its proposed registered office—

室/樓/座等  
Flat/Floor/Block etc.

大廈  
Building

街道/屋苑/地段/村等  
Street/Estate/Lot/Village etc.

區  
District

地區  
Region

香港/HONG KONG

- ☐ 有關基金根據該條例第 29 條保存的紀錄會分別保存於香港不同地方，詳情載列於續頁 B。  
Records that the fund will be required to keep under section 29 of the Ordinance will be separately kept in different places in Hong Kong, details are provided in Continuation Sheet B.  
(請用續頁 B 述明有關詳情 Please use Continuation Sheet B to provide the details)

- (d) 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.

本申請書包括下列續頁 This Application includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B
頁數 Number of pages		

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

17

建議投資經理詳情(第 7 項)Details of Proposed Investment Manager (Section 7)

- 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

()

- 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

<input type="checkbox"/> 公司 a company	<input type="checkbox"/> 註冊非香港公司 a registered non-Hong Kong company
--	--

全名 Full Name

中文 Chinese
英文 English

12

商業登記號碼  
Business Registration Number

21 10 聲明及陳述(第 10(c)項) Declaration and Statement (Section 10(c))

(此續頁只供當有關基金根據該條例第 29 條保存的紀錄會分別保存於不同地方時使用  
This Continuation Sheet is used only when the records that the fund will be required to keep under section 29 of the Ordinance will be separately kept in different places)

有關基金根據該條例第 29 條保存的紀錄會保存於下述香港的地點—  
The records that the fund will be required to keep under section 29 of the Ordinance will be kept in the following place in Hong Kong—

A. 有關紀錄 Record(s) Involved

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

- ☐ 經審計的基金的財務報表  
Audited Financial Statements of the Fund
- ☐ 合夥人紀錄冊  
Register of Partners
- ☐ 客戶文件、紀錄及檔案  
Documents, Records and Files of Customers
- ☐ 交易文件及紀錄  
Documents and Records of Transactions
- ☐ 每名合夥人的控權人  
Controller of Each Partner

B. 保存紀錄地點 Place for Keeping Records

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

- ☐ 有關紀錄會保存於本申請表第 2 項提述的建議註冊辦事處。  
The record(s) involved will be kept in the proposed registered office referred to in section 2 of this application.
- ☐ 有關紀錄會保存於下述香港的地點—  
The record(s) involved will be kept in the following place in Hong Kong—

室／樓／座等 Flat / Floor / Block etc.	
大廈 Building	
街道／屋苑／地段／村等 Street / Estate / Lot / Village etc.	
區 District	
地區 Region	香港 / HONG KONG



**《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請書**

**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。
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」。請勿郵寄現金。

**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 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屬經遷冊公司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。
  - (e) 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。
  - (f) 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。
  - (g) 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。
  - (h) 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。

#### **有限合夥基金的聯絡資料(第 5 項)**

8. 請提供基金的電郵地址及香港聯絡電話號碼以方便聯絡。如電郵地址或聯絡電話號碼其後有任何更改，請以表格 **LPF4A** 通知公司註冊處。

#### **建議普通合夥人 (第 6 項)**

9. 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》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) 屬經遷冊公司的私人股份有限公司；
  - (e) 根據《有限責任合夥條例》註冊的有限責任合夥；
  - (f) 有限合夥基金；
  - (g) 具有法人資格的非香港有限責任合夥；或
  - (h) 不具有法人資格的非香港有限責任合夥。
10. 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。
11. 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》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) 如建議普通合夥人屬經遷冊公司的私人股份有限公司，請填報其註冊辦事處地址。
  - (d) 如建議普通合夥人是根據《有限責任合夥條例》註冊的有限責任合夥，請填報其主要營業地點地址。
  - (e) 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。
  - (f) 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。
  - (g) 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。
12. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼(即商業登記證號碼的首 8 位數字)，「-」後的數字無須填寫。

13. 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」。
14. (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。
15. 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 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。
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。

#### **建議投資經理 (第 7 項)**

17. (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 8 項)**

18. (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》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。

19. 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)**

20. 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)**

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》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 LIMITED PARTNERSHIP FUND**

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

### **Notes for Completion of Form LPF1**

#### **Introduction**

1. This form should be used for applying to the Registrar of Companies (the Registrar) for registration of a fund as a limited partnership fund.
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 Limited Partnership Fund Ordinance (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 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 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) of the company with the full name and capacity of the signatory stated.
  - (d) If the proposed general partner is a private company limited by shares that is a re-domiciled 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.
  - (e) 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.
  - (f) 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.
  - (g) 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.
  - (h) 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 "有限合伙基金". 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.

#### **Contact Information of the Limited Partnership Fund (Section 5)**

8. Please provide the email address and contact telephone number in Hong Kong of the fund to facilitate communication. If there are any subsequent changes in the email address or the contact telephone number, please notify the Companies Registry by completing Form LPF4A.

#### **Proposed General Partner (Section 6)**

9. 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 or a former Companies Ordinance;
  - (c) a registered non-Hong Kong company;
  - (d) a private company limited by shares that is a re-domiciled company;
  - (e) a limited partnership registered under the Limited Partnerships Ordinance;
  - (f) a limited partnership fund;
  - (g) a non-Hong Kong limited partnership with a legal personality; or
  - (h) a non-Hong Kong limited partnership without a legal personality.
10. 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.
11. 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 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 private company limited by shares that is a re-domiciled company, please provide the address of its registered office.
  - (d) If the proposed general partner is a limited partnership registered under the Limited Partnerships Ordinance, please provide the address of its principal place of business.
  - (e) If the proposed general partner is another limited partnership fund, please provide the address of its registered office.
  - (f) 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.
  - (g) 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.

12. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required.
13. 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.
14. (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.
15. 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) of the registered non-Hong Kong company with the full name and capacity of the signatory stated.
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.

**Proposed Investment Manager (Section 7)**

17. (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)**

18. (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.

- (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.
19. 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.

### **Presenter's Information (Section 9)**

20. 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))**

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;
  - (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.





公司註冊處  
Companies Registry

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  
Form **LPF2**

註 Note

- 7 1 擬註冊為有限合夥基金的指明基金的名稱及編號  
Name and Number of the Specified Fund for Registration as a Limited Partnership Fund

A. 名稱 Name

英文名稱 English Name

中文名稱 Chinese Name

- 8 B. 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

提交人資料 Presentor's Reference

姓名／名稱 Name:

地址 Address:

電話 Tel:

傳真 Fax:

電郵 Email:

檔號 Reference:

請勿填寫本欄 For Official Use

表格 **LPF2**  
Form

**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**  
(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)

室／樓／座等 Flat / Floor / Block etc.	
大廈 Building	
街道／屋苑／地段／村等 Street / Estate / Lot / Village etc.	
區 District	
地區 Region	香港／HONG KONG

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

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**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**

室／樓／座等 Flat / Floor / Block etc.	
大廈 Building	
街道／屋苑／地段／村等 Street / Estate / Lot / Village etc.	
區／市／省／州／郵遞區號等 District / City / Province / State / Postal Code etc.	
國家／地區 Country / Region	

**11 6 有限合夥基金的聯絡資料**  
**Contact Information of the Limited Partnership Fund**

(a) 電郵地址 Email Address		
(b) 香港聯絡電話號碼 Hong Kong Contact Telephone Number	+852	

表格  
Form

# LPF2

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

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

室／樓／座等

Flat／Floor／Block etc.

--

大廈

Building

--

街道／屋苑／地段／村等

Street／Estate／Lot／Village etc.

--

區／市／省／州／郵遞區號等

District／City／Province／  
State／Postal Code etc.

--

國家／地區

Country／Region

--

電郵地址 Email Address

--

13

身分識別 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

表格 Form **LPF2**

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

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
- ☐ 屬經遷冊公司的私人股份有限公司  
a private company limited by shares that is a re-domiciled 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)

14

地址 Address

室／樓／座等

Flat / Floor / Block etc.

大廈

Building

街道／屋苑／地段／村等

Street / Estate / Lot / Village etc.

區／市／省／州／郵遞區號等

District / City / Province /  
State / Postal Code etc.

國家／地區

Country / Region

電郵地址 Email Address

15

商業登記號碼

16

Business Registration Number

表格  
Form

# LPF2

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

- 17 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			
中文姓名 Name in Chinese	英文姓氏 Surname in English	英文名字 Other Names in English	

- 18 通訊地址 Correspondence Address  
(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

室／樓／座等 Flat／Floor／Block etc.	
大廈 Building	
街道／屋苑／地段／村等 Street／Estate／Lot／Village etc.	
區 District	
地區 Region	香港／HONG KONG
電郵地址 Email Address	
香港身分證號碼 Hong Kong Identity Card Number	( )

- 18 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   | : |  |

表格  
Form

LPF2

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

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

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

中文 Chinese

英文 English

19

地址 Address

室／樓／座等  
Flat / Floor / Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street / Estate / Lot / Village etc.

區  
District

地區  
Region

香港 / HONG KONG

電郵地址 Email Address

15

商業登記號碼  
Business Registration Number

16

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 : \_\_\_\_\_

20

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 A)  
(Please complete Part A or B. Use Continuation Sheet A 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

(  )

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

--

15 商業登記號碼  
Business Registration Number

21

9 建議負責人 Proposed Responsible Person

A. 建議負責人是一  
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

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

B. 建議負責人(自然人)  
Proposed Responsible Person (Natural 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

22

身分識別 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 (Entity other than a natural person)

全名 Full Name

中文 Chinese
英文 English

15

商業登記號碼  
Business Registration Number



10 聲明及陳述 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—  
The undersigned, being the applicant of this application (“the Applicant”), hereby makes the following declaration, undertaking and statements—

請在下列(a)及(b)項適用的空格內加上 ✓ 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 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.

- 23 (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 項提述的建議註冊辦事處。  
All the records that the fund will be required to keep under section 29 of the Ordinance will be kept in the proposed registered office referred to in section 3 of this application.

- ☐ 有關基金根據該條例第 29 條保存的所有紀錄會保存於其建議註冊辦事處以外的下述香港的地方—  
All the records that the fund will be required to keep under section 29 of the Ordinance will be kept in the following place in Hong Kong other than its proposed registered office—

室／樓／座等  
Flat / Floor / Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street / Estate / Lot / Village etc.

區  
District

地區  
Region

香港 / HONG KONG

- ☐ 有關基金根據該條例第 29 條保存的紀錄會分別保存於香港不同地方，詳情載列於續頁 B。  
Records that the fund will be required to keep under section 29 of the Ordinance will be separately kept in different places in Hong Kong, details are provided in Continuation Sheet B.  
(請用續頁 B 述明有關詳情 Please use Continuation Sheet B to provide the details)

- (c) 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.

本申請書包括下列續頁 This Application includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B
頁數 Number of pages		

6 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

20 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

--	--	--

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—  
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

15

商業登記號碼  
Business Registration Number

23 10 聲明及陳述(第 10(b)項) Declaration and Statement (Section 10(b))

(此續頁只供當有關基金根據該條例第 29 條保存的紀錄會分別保存於不同地方時使用  
This Continuation Sheet is used only when the records that the fund will be required to keep under section 29 of the Ordinance will be separately kept in different places)

有關基金根據該條例第 29 條保存的紀錄會保存於下述香港的地點—  
The records that the fund will be required to keep under section 29 of the Ordinance will be kept in the following place in Hong Kong—

A. 有關紀錄 Record(s) Involved

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

- ☐ 經審計的基金的財務報表  
Audited Financial Statements of the Fund
- ☐ 合夥人紀錄冊  
Register of Partners
- ☐ 客戶文件、紀錄及檔案  
Documents, Records and Files of Customers
- ☐ 交易文件及紀錄  
Documents and Records of Transactions
- ☐ 每名合夥人的控權人  
Controller of Each Partner

B. 保存紀錄地點 Place for Keeping Records

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

- ☐ 有關紀錄會保存於本申請表第 3 項提述的建議註冊辦事處。  
The record(s) involved will be kept in the proposed registered office referred to in section 3 of this application.
- ☐ 有關紀錄會保存於下述香港的地點—  
The record(s) involved will be kept in the following place in Hong Kong—

室／樓／座等  
Flat / Floor / Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street / Estate / Lot / Village etc.

區  
District

地區  
Region

香港 / HONG KONG

**《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**

**附註**

**引言**

1. 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。
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. 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 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屬經遷冊公司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。
  - (e) 如該普通合夥人是根據《有限責任合夥條例》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。
  - (f) 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。
  - (g) 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。
  - (h) 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)**

7. 請填報指明基金(即已根據《有限責任合夥條例》以有限責任合夥的形式設立及註冊的基金)的名稱。
8. 請填報由稅務局轄下的商業登記署所發出的指明基金的商業登記號碼(即商業登記證號碼的首 8 位數字),「-」後的數字無須填寫。

### **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。

### **有限合夥基金的聯絡資料(第 6 項)**

11. 請提供基金的電郵地址及香港聯絡電話號碼以方便聯絡。如電郵地址或聯絡電話號碼其後有任何更改,請以表格 LPF4A 通知公司註冊處。

### **建議普通合夥人 (第 7 項)**

12. 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》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) 屬經還冊公司的私人股份有限公司;
  - (e) 根據《有限責任合夥條例》註冊的有限責任合夥;
  - (f) 有限合夥基金;
  - (g) 具有法人資格的非香港有限責任合夥;或
  - (h) 不具有法人資格的非香港有限責任合夥。
13. 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。
14. 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》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) 如建議普通合夥人屬經還冊公司的私人股份有限公司,請填報其註冊辦事處地址。
  - (d) 如建議普通合夥人是根據《有限責任合夥條例》註冊的有限責任合夥,請填報其主要營業地點地址。
  - (e) 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。
  - (f) 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。
  - (g) 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。

15. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼(即商業登記證號碼的首 8 位數字),「-」後的數字無須填寫。
16. 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」。
17. (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。
18. 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 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。
19. 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)**

20. (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)**

21. (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》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。

22. 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)**

23. (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》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**

1. 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 Partnerships Ordinance (Cap. 37)) as 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. Please complete the Presenter's Reference. Unless the presenter 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) of the company with the full name and capacity of the signatory stated.
  - (d) If the proposed general partner is a private company limited by shares that is a re-domiciled 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.
  - (e) If the general partner is a limited partnership registered under the Limited Partnerships Ordinance, this form must be signed by a general partner in the limited partnership with the full name and capacity of the signatory stated.
  - (f) 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.
  - (g) 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.



- (h) 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)**

7. Please provide the name of the specified fund which was set up in the form of a limited partnership and registered under the Limited Partnerships Ordinance.
8. Please provide the business registration number of the specified fund (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required.

**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 "有限合伙基金". 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.

**Contact Information of the Limited Partnership Fund (Section 6)**

11. Please provide the email address and contact telephone number in Hong Kong of the fund to facilitate communication. If there are any subsequent changes in the email address or the contact telephone number, please notify the Companies Registry by completing Form LPF4A.

**Proposed General Partner (Section 7)**

12. 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 or a former Companies Ordinance;
  - (c) a registered non-Hong Kong company;
  - (d) a private company limited by shares that is a re-domiciled company;
  - (e) a limited partnership registered under the Limited Partnerships Ordinance;
  - (f) a limited partnership fund;
  - (g) a non-Hong Kong limited partnership with a legal personality; or
  - (h) a non-Hong Kong limited partnership without a legal personality.
13. 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.
14. 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 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 private company limited by shares that is a re-domiciled company, please provide the address of its registered office.
  - (d) If the proposed general partner is a limited partnership registered under the Limited Partnerships Ordinance, please provide the address of its principal place of business.
  - (e) If the proposed general partner is another limited partnership fund, please provide the address of its registered office.
  - (f) 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.
  - (g) 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.
15. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required.
16. 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.
17. (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.
18. 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) of the registered non-Hong Kong company with the full name and capacity of the signatory stated.
19. 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 8)**

20. (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)**

21. (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.

- (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.
22. 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))**

23. (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;
  - (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.



公司註冊處  
Companies Registry

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  
Form **LPF4C**

編號 Number

--

註 Note

1 有限合夥基金名稱 Name of the Limited Partnership Fund

--

2 普通合夥人的變更 Change of General Partner

A. 普通合夥人的停任 Cessation of the General Partner

現時在公司註冊處登記的普通合夥人的全名

Full Name of the General Partner Currently Registered with the Companies Registry

--

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

停任原因

Reason for Cessation

☐

退出

Withdrawal

☐

免職

Removal

☐

更換

Replacement

停任日期

Date of Cessation

--	--	--

日 DD

月 MM

年 YYYY

B. 新普通合夥人的詳情 Details of the new General Partner

成為普通合夥人的日期

Date of Becoming General Partner

--	--	--

日 DD

月 MM

年 YYYY

提交人資料 Presentor's Reference

姓名/名稱 Name:

地址 Address:

電話 Tel:

傳真 Fax:

電郵 Email:

權號 Reference:

請勿填寫本欄 For Official Use

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

7 B. 新普通合夥人的詳情 Details of the new General Partner

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

a. 普通合夥人(年滿 18 歲的自然人) 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

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

室／樓／座等

Flat / Floor / Block etc.

大廈

Building

街道／屋苑／地段／村等

Street / Estate / Lot / Village etc.

區／市／省／州／郵遞區號等

District / City / Province /  
State / Postal Code etc.

國家／地區

Country / Region

電郵地址 Email Address

身分識別 Identification

(a) 香港身分證號碼

Hong Kong Identity Card Number

 (  )

(b) 護照

Passport

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簽發國家／地區 Issuing Country / Region

號碼 Number

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

B. 新普通合夥人的詳情 Details of the new General Partner

b. 普通合夥人(非自然) General Partner (Other than Natural Person)

全名 Full Name

中文 Chinese

英文 English

普通合夥人是一  
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
- ☐ 屬經遷冊公司的私人股份有限公司  
a private company limited by shares that is a re-domiciled 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 (請同時填報第 3 項)  
another limited partnership fund (Please also complete Section 3)
- ☐ 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 (請同時填報第 3 項)  
a non-Hong Kong limited partnership without a legal personality (Please also complete Section 3)

9

地址 Address

室／樓／座等

Flat / Floor / Block etc.

大廈

Building

街道／屋苑／地段／村等

Street / Estate / Lot / Village etc.

區／市／省／州／郵遞區號等

District / City / Province /  
State / Postal Code etc.

國家／地區

Country / Region

電郵地址 Email Address

10

商業登記號碼

11

Business Registration Number

3 獲授權代表的變更 Change of Authorized Representative

A. 獲授權代表的停任 Cessation of the Authorized Representative

現時在公司註冊處登記的獲授權代表的全名

Full Name of the Authorized Representative Currently Registered with the Companies Registry

停任日期

Date of Cessation

日 DD

月 MM

年 YYYY

12

B. 獲授權代表的委任 Appointment of Authorized Representative

(只適用於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 general partner is another limited partnership fund or a non-Hong Kong limited partnership without a legal personality)

委任日期

Date of Appointment

日 DD

月 MM

年 YYYY

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

a. 獲授權代表(年滿 18 歲的香港居民)

Authorized Representative (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

14

通訊地址

Correspondence Address

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

室／樓／座等

Flat / Floor / Block etc.

大廈

Building

街道／屋苑／地段／村等

Street / Estate / Lot / Village etc.

區

District

地區

Region

香港 / HONG KONG

電郵地址 Email Address

香港身分證號碼

Hong Kong Identity Card Number

(  )

15

本人同意擔任有限合夥基金的獲授權代表。

I consent to be the authorized representative of the limited partnership fund.

全名 Full Name :

\_\_\_\_\_

簽署 Signed :

\_\_\_\_\_

3 獲授權代表的變更 Change of Authorized Representative (續上頁 cont'd)

B. 獲授權代表的委任 Appointment of Authorized Representative

b. 獲授權代表(公司／註冊非香港公司)  
Authorized Representative (Company／Registered Non-Hong Kong Company)

獲授權代表是—  
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

中文 Chinese

英文 English

14

地址 Address

室／樓／座等  
Flat／Floor／Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street／Estate／Lot／Village etc.

區  
District

地區  
Region

香港／HONG KONG

電郵地址 Email Address

10

商業登記號碼  
Business Registration Number

13

我們同意擔任有限夥基金的獲授權代表。  
We consent to be the authorized representative of the limited partnership fund.

全名 Name :

身分 Capacity : 簽署 Signed :



4. 投資經理的變更 Change of Investment Manager

(請填報 A 或 B 項。如須在 A 或 B 項填報超過一名投資經理，請用續頁)  
(Please complete Part A or B. Use Continuation Sheet if more than 1 investment manager in Part A or B is involved)

A. 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全名  
Full Name of the Investment Manager Currently Registered with the Companies Registry

停任日期  
Date of Cessation

日 DD 月 MM 年 YYYY

15

B. 投資經理的委任 Appointment of Investment Manager

委任日期  
Date of Appointment

日 DD 月 MM 年 YYYY

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

a. 投資經理(年滿 18 歲的香港居民)  
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. 投資經理(公司／註冊非香港公司)  
Investment Manager (Company／Registered Non-Hong Kong Company)

投資經理是 —  
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

10

商業登記號碼  
Business Registration Number

5. 負責人的變更 Change of Responsible Person

A. 負責人的停任 Cessation of the Responsible Person

現時在公司註冊處登記的負責人的全名

Full Name of the Responsible Person Currently Registered with the Companies Registry

停任日期

Date of Cessation

日 DD

月 MM

年 YYYY

16

B. 負責人的委任 Appointment of Responsible Person

委任日期

Date of Appointment

日 DD

月 MM

年 YYYY

a. 負責人是一

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

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

b. 負責人(自然人) Responsible Person (Natural 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

身分識別 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. 負責人(非自然人的實體) Responsible Person (Entity other than a natural person)

全名 Full Name

中文 Chinese

英文 English

10

商業登記號碼

Business Registration Number

本通知所包括的續頁數目

Number of Continuation Sheet(s) included in this Notification

6

簽署 Signed :

姓名 Name :

身分 Capacity :

(如適用 If applicable)

日期 Date :

普通合夥人  
General Partner

日 DD / 月 MM / 年 YYYY

投資經理的變更 (第 4 項) Change of Investment Manager (Section 4)

A. 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全名  
Full Name of the Investment Manager Currently Registered with the Companies Registry

停任日期  
Date of Cessation

日 DD	月 MM	年 YYYY

15 B. 投資經理的委任 Appointment of Investment Manager

委任日期  
Date of Appointment

日 DD	月 MM	年 YYYY

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

a. 投資經理(年滿 18 歲的香港居民)  
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. 投資經理(公司／註冊非香港公司)  
Investment Manager (Company／Registered Non-Hong Kong Company)

投資經理是 —  
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

10 商業登記號碼  
Business Registration Number

**《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**

1. 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。
2. 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。

**簽署**

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署的表格。
  - (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 774(1)條所界定者)簽署，並填上簽署人的全名及身分。
  - (d) 如該普通合夥人屬經還冊公司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。
  - (e) 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。
  - (f) 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 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—
- (a) 年滿 18 歲的自然人；
  - (b) 根據《公司條例》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) 屬經遷冊公司的私人股份有限公司；
  - (e) 根據《有限責任合夥條例》註冊的有限責任合夥；
  - (f) 有限合夥基金；
  - (g) 具有法人資格的非香港有限責任合夥；或
  - (h) 不具有法人資格的非香港有限責任合夥。
8. 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》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) 如新的普通合夥人屬經遷冊公司的私人股份有限公司，請填報其註冊辦事處地址。
  - (d) 如新的普通合夥人是根據《有限責任合夥條例》註冊的有限責任合夥，請填報其主要營業地點地址。
  - (e) 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。
  - (f) 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。
  - (g) 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. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼(即商業登記號碼的首 8 位數字)，「-」後的數字無須填寫。
11. 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)

12. 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—
- (a) 年滿 18 歲的香港居民；
  - (b) 公司；或
  - (c) 註冊非香港公司。
13. 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 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)**

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—
- (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)**

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—
- (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》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.
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. Please complete the Presenter's Reference. Unless the presenter 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.

**Fee**

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**

6. 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) of the company with the full name and capacity of the signatory stated.
  - (d) If the general partner is a private company limited by shares that is a re-domiciled 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.
  - (e) 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.
  - (f) 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.
    - (ii) 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) 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;
  - (b) a private company limited by shares incorporated under the Companies Ordinance or a former Companies Ordinance;
  - (c) a registered non-Hong Kong company;
  - (d) a private company limited by shares that is a re-domiciled company;
  - (e) a limited partnership registered under the Limited Partnerships Ordinance;
  - (f) a limited partnership fund;
  - (g) a non-Hong Kong limited partnership with a legal personality; or
  - (h) 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.
9. 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 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 private company limited by shares that is a re-domiciled company, please provide the address of its registered office.
  - (d) If the new general partner is a limited partnership registered under the Limited Partnerships Ordinance, please provide the address of the limited partnership's principal place of business.
  - (e) If the new general partner is another limited partnership fund, please provide the address of the fund's registered office.
  - (f) 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.
  - (g) 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. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required.
11. If the new general partner is a non-Hong Kong limited partnership and has no business registration certificate, please state 'Nil' in the box provided.

#### **Appointment of Authorized Representative (Section 3B)**

12. 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.



13. 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) of the registered non-Hong Kong company with the full name and capacity of the signatory stated.
14. 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)**

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) 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)**

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



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

(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)

室／樓／座等  
Flat / Floor / Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street / Estate / Lot / Village etc.

區  
District

地區  
Region

請勿填寫本欄 For Official Use

表格  
Form

LPF10

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

室／樓／座等  
Flat／Floor／Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street／Estate／Lot／Village etc.

區／市／省／州／郵遞區號等  
District／City／Province／  
State／Postal Code etc.

國家／地區  
Country／Region

11 6 有限合夥基金的聯絡資料

Contact Information of the Limited Partnership Fund

(a) 電郵地址  
Email Address

(b) 香港聯絡電話號碼  
Hong Kong Contact Telephone Number

+852

表格  
Form

LPF10

12

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

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

室／樓／座等  
Flat／Floor／Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street／Estate／Lot／Village etc.

區／市／省／州／郵遞區號等  
District／City／Province／  
State／Postal Code etc.

國家／地區  
Country／Region

電郵地址 Email Address

13

身分識別 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

表格  
Form

LPF10

- 7 建議普通合夥人 Proposed General Partner (續上頁 cont'd)
- 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—  
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
- ☐ 屬經遷冊公司的私人股份有限公司  
a private company limited by shares that is a re-domiciled 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)

14 地址 Address

室／樓／座等  
Flat／Floor／Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street／Estate／Lot／Village etc.

區／市／省／州／郵遞區號等  
District／City／Province／  
State／Postal Code etc.

國家／地區  
Country／Region

電郵地址 Email Address

15 商業登記號碼  
Business Registration Number

16

表格 **LPF10**  
Form

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

- 17 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

--	--	--

中文姓名 Name in Chinese

英文姓氏 Surname in English

英文名字 Other Names in English

- 18 通訊地址 Correspondence Address  
(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

室／樓／座等

Flat/Floor/Block etc.

--

大廈

Building

--

街道／屋苑／地段／村等

Street/Estate/Lot/Village etc.

--

區

District

--

地區

Region

香港/HONG KONG
--------------

電郵地址 Email Address

--

香港身分證號碼

Hong Kong Identity Card Number

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( 

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 )

- 19 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 : \_\_\_\_\_

表格  
Form

LPF10

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

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

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

中文 Chinese

英文 English

18

地址 Address

室／樓／座等

Flat／Floor／Block etc.

大廈

Building

街道／屋苑／地段／村等

Street／Estate／Lot／Village etc.

區

District

地區

Region

香港／HONG KONG

電郵地址 Email Address

15

商業登記號碼

Business Registration Number

19

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 : \_\_\_\_\_

表格 **LPF10**

Form

20 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 A)  
(Please complete Part A or B. Use Continuation Sheet A 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

--

中文 Chinese

--

英文 English

15 商業登記號碼

Business Registration Number

--

21 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

(請填報 B 或 C 項 Please complete item B or C)

B. 建議負責人(自然人)

Proposed Responsible Person (Natural 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

22 身分識別 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



表格 Form **LPF10**

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

16

商業登記號碼  
Business Registration Number

29

10 呈交人資料 Presentor'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

室／樓／座等  
Flat／Floor／Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street／Estate／Lot／Village etc.

區  
District

地區  
Region

香港／HONG KONG

電話 Telephone

傳真 Fax

電郵 Email

16

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。否則請填上「不適用」)  
Only applicable where the solicitor is practising in sole proprietorship. Otherwise, please state 'Not Applicable')

呈交人編號(如有的話)  
Presentor's Reference No. (if any)

## 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.

24 11 聲明及陳述 Declaration and Statement (續上頁 cont'd)

- (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 項提述的建議註冊辦事處。

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

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

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

室／樓／座等  
Flat / Floor / Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street / Estate / Lot / Village etc.

區  
District

地區  
Region

香港 / HONG KONG

- ☐ 有關基金根據該條例第 29 條保存的紀錄會分別保存於香港不同地方，詳情載列於續頁 B。  
Records that the fund will be required to keep under section 29 of the Ordinance will be **separately** kept in different places in Hong Kong, details are provided in Continuation Sheet B. (請用續頁 B 述明有關詳情 Please use Continuation Sheet B to provide the details)

- (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.

本申請書包括下列續頁 This Application includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B
頁數 Number of pages		

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

20

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

--	--	--

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—  
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

15

商業登記號碼

Business Registration Number

24 11 聲明及陳述(第 11(g)項) Declaration and Statement (Section 11(g))

(此續頁只供當有關基金根據該條例第 29 條保存的紀錄會分別保存於不同地方時使用  
This Continuation Sheet is used only when the records that the fund will be required to keep under section 29 of the Ordinance will be separately kept in different places)

有關基金根據該條例第 29 條保存的紀錄會保存於下述香港的地點—  
The records that the fund will be required to keep under section 29 of the Ordinance will be kept in the following place in Hong Kong—

A. 有關紀錄 Record(s) Involved

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

- ☐ 經審計的基金的財務報表  
Audited Financial Statements of the Fund
- ☐ 合夥人紀錄冊  
Register of Partners
- ☐ 客戶文件、紀錄及檔案  
Documents, Records and Files of Customers
- ☐ 交易文件及紀錄  
Documents and Records of Transactions
- ☐ 每名合夥人的控權人  
Controller of Each Partner

B. 保存紀錄地點 Place for Keeping Records

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

- ☐ 有關紀錄會保存於本申請表第 3 項提述的建議註冊辦事處。  
The record(s) involved will be kept in the proposed registered office referred to in section 3 of this application.
- ☐ 有關紀錄會保存於下述香港的地點—  
The record(s) involved will be kept in the following place in Hong Kong—

室／樓／座等  
Flat／Floor／Block etc.

大廈  
Building

街道／屋苑／地段／村等  
Street／Estate／Lot／Village etc.

區  
District

地區  
Region

香港／HONG KONG

**《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**

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 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屬經遷冊公司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。
  - (e) 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。
  - (f) 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。
  - (g) 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。
  - (h) 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建立的該管轄區。
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，「-」後的數字無須填寫。  
(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」。

### **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。

### **有限合夥基金的聯絡資料(第 6 項)**

11. 請提供基金的電郵地址及香港聯絡電話號碼以方便聯絡。如電郵地址或聯絡電話號碼其後有任何更改，請以表格 LPF4A 通知公司註冊處。

### **建議普通合夥人 (第 7 項)**

12. 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》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) 屬經還冊公司的私人股份有限公司；
  - (e) 根據《有限責任合夥條例》註冊的有限責任合夥；
  - (f) 有限合夥基金；
  - (g) 具有法人資格的非香港有限責任合夥；或
  - (h) 不具有法人資格的非香港有限責任合夥。
13. 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。
14. 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》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) 如建議普通合夥人屬經還冊公司的私人股份有限公司，請填報其註冊辦事處地址。
  - (d) 如建議普通合夥人是根據《有限責任合夥條例》註冊的有限責任合夥，請填報其主要營業地點地址。
  - (e) 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。

- (f) 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。
- (g) 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。
15. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼(即商業登記證號碼的首 8 位數字)，「-」後的數字無須填寫。
16. 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」。
17. (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。
18. 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。
19. 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 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)**

20. (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)

21. (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》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。
22. 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)

23. 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)

24. (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》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) of the company with the full name and capacity of the signatory stated.
  - (d) If the proposed general partner is a private company limited by shares that is a re-domiciled 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.
  - (e) 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.
  - (f) 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.
  - (g) 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.
  - (h) 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. The numbers after [-] are not required.  
(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.

#### **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 "有限合伙基金". 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.

#### **Contact Information of the Limited Partnership Fund (Section 6)**

11. Please provide the email address and contact telephone number in Hong Kong of the fund to facilitate communication. If there are any subsequent changes in the email address or the contact telephone number, please notify the Companies Registry by completing Form LPF4A.

#### **Proposed General Partner (Section 7)**

12. 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 or a former Companies Ordinance;
  - (c) a registered non-Hong Kong company;
  - (d) a private company limited by shares that is a re-domiciled company;
  - (e) a limited partnership registered under the Limited Partnerships Ordinance;
  - (f) a limited partnership fund;
  - (g) a non-Hong Kong limited partnership with a legal personality; or
  - (h) a non-Hong Kong limited partnership without a legal personality.
13. 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.

14. 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 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 private company limited by shares that is a re-domiciled company, please provide the address of its registered office.
  - (d) If the proposed general partner is a limited partnership registered under the Limited Partnerships Ordinance, please provide the address of its principal place of business.
  - (e) If the proposed general partner is another limited partnership fund, please provide the address of its registered office.
  - (f) 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.
  - (g) 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.
15. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required.
16. 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.
17. (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.
18. 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.
19. 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) of the registered non-Hong Kong company with the full name and capacity of the signatory stated.

#### **Proposed Investment Manager (Section 8)**

20. (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)**

21. (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.
- (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.

22. 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)**

23. 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))**

24. (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;
  - (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.