



## Private Equity Law

### Deadline for Registration of Private Fund Managers Approaching

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On March 5, the Asset Management Association of China (the “**AMAC**”) promulgated on its official website the Q&As on Relevant Issues concerning the Registration of Private Investment Fund Managers and Filing of Private Funds (Part I) (the “**Q&As**”). It provides answers to some frequently asked questions regarding the implementation of the *Measures for the Registration of Private Investment Fund Managers and Filing of Private Investment Funds (for Trial Implementation)* (the “**Measures**”) which was promulgated by the AMAC on January 17, 2014. The AMAC indicated in the Q&As that private investment fund managers (“**Fund Managers**”) that have been established shall apply for registration (“**Registration**”) and make filings for the private investment funds (“**Private Funds**”) under their management (“**Filing**”) through the Registration and Filing system (“**System**”) of the AMAC before April 30, 2014. On March 7, in light of this matter, the China Securities Regulatory Commission (the “**CSRC**”) expressed its support of the AMAC’s requirement for registration in its weekly press conference and indicated that all types of Fund Managers and Private Funds are required to perform Registration and Filing formalities with the AMAC and those who fail to do so may not engage in the management activities of Private Funds. The CSRC also indicated that it will take regulatory actions against Fund Managers failing to complete the Registration before April 30, 2014.

According to the data released by the CSRC, by February 26, 2014, 499 firms had registered in the System, of which 457 had started to fill out online application forms and 130 had already completed the forms and applied for Registration. On March 13, 2014, the AMAC organized a training session for the Registration and Filing, during which the AMAC drew the attention of Fund Managers and their advisors to several key issues, which are hereby summarized below for your reference:

#### Time Requirement

The Registration is the basis of the System. Fund Managers of all types are required to complete

the Registration in the System as well as the Filing of the Private Funds under their management before April 30, 2014. For existing Fund Managers that do not have any Private Fund under management as they are still in the process of fundraising or are preparing for fundraising, the AMAC requires them to complete the Registration first and then make a Filing for Private Funds under their management within 20 business days upon the completion of their fundraising.

### **Delivery of Written Undertaking and Membership Application Form**

Upon completion of the Registration, the Fund Managers shall mail a duly signed and/or chopped written undertaking (“**Undertaking**”) to the AMAC to the effect that all information provided for Registration is true, accurate and complete and free from any misrepresentation. In addition, Fund Managers that are not yet members to the AMAC at the time of application for Registration shall apply for membership first at the beginning of the Registration. Thus, for those Fund Managers, in addition to the Undertaking, they shall also mail a duly signed and/or chopped Application Form of Membership to the AMAC.

### **Confidentiality and Information Disclosure**

Given the particularity of the private investment industry and the requirement for confidentiality of information, the AMAC only publicizes limited information of Fund Managers and Private Funds. For a Fund Manager, only its name, registered address, time of establishment, nature of enterprise, name and resume of the legal representative/executive partner (designated representative), names of the other members of the senior management, and number of qualified professional staff and other basic information will be publicized. As for a Private Fund, the AMAC will only publicize its name, currency, time of establishment, time of filing, fund type, operation status, name of the Fund Manager, type of management, name of custodian, main area of investment and other basic information.

### **Registration/Filing with National Development and Reform Commission and Registration/Filing with AMAC**

Venture capital enterprises and venture capital management enterprises that have already registered/filed with the National Development and Reform Commission or their local counterparts are still required to complete the Registration/Filing in the System as the registrations/filings in the two systems are independent from each other and serve different purposes.

As April 30 is approaching, we recommend that all types of Fund Managers give serious thoughts to and consult their legal counsel on the Registration and Filing as soon as possible. We will also keep close contact with the AMAC and continue to keep you informed of the latest updates on the Registration/Filing.

## **Important Announcement**

This Legal Commentary has been prepared for clients and professional associates of Han Kun Law Offices. The information contained in this publication should not be relied on as legal advice and should not be regarded as a substitute for detailed advice in individual cases.

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