行政院及所屬各機關出國報告

(出國類別:其他—出席國際會議)

参加「2019 年亞洲區域基金護照(ARFP) 第七次聯合委員會議」出國報告

金融監督管理委員會證券期貨局 陳秋月 專門委員

詹佩蓉 專員

派赴國家:新加坡

金融監督管理委員會證券期貨局

出國期間:108年10月21日至10月24日

報告日期:109年1月6日

提要表

| 系統識別號: | C10802398 | | |
|---------|--------------------------------------|--|--|
| 計畫名稱: | 亞洲區域基金護照研討會 | | |
| 報告名稱: | 參加「2019年亞洲區域基金護照第七次聯合委員會 | | |
| | 議」出國報告 | | |
| 計畫主辦機關: | 金融監督管理委員會證券期貨局 | | |
| 出國人員: | 姓名 服務機關 職稱 | | |
| | 陳秋月 金融監督管理委員會證券期貨局 專門委員 | | |
| | 詹佩蓉 金融監督管理委員會證券期貨局 專員 | | |
| 前往地區: | 新加坡 | | |
| 出國類別: | 開會 | | |
| 出國期間: | 民國108年10月21日 至 民國108年10月24日 | | |
| 報告日期: | 民國109年1月6日 | | |
| 關鍵詞: | ARFP,亞洲區域基金護照,監理合作瞭解備忘錄 | | |
| 報告書頁數: | 38頁 | | |
| 報告內容摘要: | 亞洲區域基金護照 (ARFP) 第七次聯合委員會議於2019 | | |
| | 年10月21日至23日在新加坡舉行(包括2日聯合委員會議 | | |
| | 及1日產業會議,其中10月21日聯合委員會議僅限正式會 | | |
| | 員參加,故我國受邀參加10月22日至23日會議),由泰國 | | |
| | 證券交易委員會(SEC)主辦,澳洲、紐西蘭、日本、韓 | | |
| | 國均有指派代表參加。 | | |
| | 本次會議分二天舉行,第一天為聯合委員會會議,討論議 | | |
| | 題包括:討論合作諒解備忘錄條文修正方向及適用疑義、 | | |
| | 日興資產管理亞洲有限公司 (Nikko Asset Management | | |
| | Asia Limited)基金跨境銷售經驗分享、更新各國業者參 | | |
| | 與情形、擴大ARFP參與、護照基金未來發展方向、觀察 | | |
| | 員交流及會後新聞稿內容確認。第二天為產業會議,由新 | | |
| | 加坡金融管理局(MAS)與各會員國主管機關共同舉辦, | | |
| | 分為二個子題進行,第一場主題依序安排澳洲、日本、韓 | | |
| | 國、紐西蘭、泰國主管機關代表上台報告,介紹當地國基 | | |
| | 金發行概況、護照基金申請程序及跨國銷售應注意規範, | | |
| | 第二場主題,邀請新加坡資誠聯合會計師事務所針對基金 | | |
| | 跨境合作之機會與挑戰進行簡報,並與安永聯合會計師事 | | |
| | 務所、日興資產管理亞洲有限公司及法國巴黎證券服務公司的以及計算企業的 | | |
| | 司與談,討論ARFP展望及對各國資產管理業的影響。 | | |
| | 本次會議我國以觀察員身分列席,由證券期貨局指派代表 | | |

參加,投信投顧公會派員陪同,會議期間與各國代表交流,瞭解我國基金進入外國市場障礙,並透過參與會議瞭解ARFP運作方式與實施成效。

目錄

| 壹 | 、前言 | <u> </u> | 1 |
|---|---------------|---|----|
| 貳 | 、會議 | 義架構 | 3 |
| | 一、會記 | 議出席情況 | 3 |
| | 二、會語 | 議議程 | 3 |
| 參 | 、會議 | 養重點 | 4 |
| | 一、討論 | 論合作諒解備忘錄條文修正方向及適用疑義 | 4 |
| | 二、基金 | 金跨境銷售經驗分享 | 8 |
| | 三、各国 | 國與當地產業間溝通互動情況報告 | 10 |
| | 四、擴力 | 大參與(ARFP enlargement) | 13 |
| | | 照基金未來發展方向(Direction of the passport: Enlarge scop | |
| | pas | ssport) | 15 |
| | 六、觀察 | 察員與聯合委員會互動討論 | 17 |
| | 七、產業 | 業會議 | 19 |
| 肆 | 、心得 | 导與建議 | 34 |
| | - 、 AR | LFP 運作架構原則已定,待實務運作檢視機制之有效性 | 34 |
| | 二、通路 | 路佈局為基金跨境銷售之一大實務挑戰 | 34 |
| | | 察員對各國稅制之差異抱持謹慎態度 | |
| | | 續瞭解加入 ARFP 對國內產業之利弊得失 | |
| 伍 | 、議程 | 星與會議資料 | 37 |

壹、前言

一、背景說明

澳洲、紐西蘭、韓國、日本、泰國在 2016 年簽署「亞洲地區基金護照監理合作瞭解備忘錄」(Asia Region Funds Passport Memorandum of Cooperation, ARFP MoC), 2016 年 6 月 30 日合作瞭解備忘錄生效,其中澳洲、日本、泰國及紐西蘭 4 個簽署國已完成法規調和工作,並自 2019 年 2 月 1 日起開始受理護照基金申請。自 2016年 11 月起,ARFP 聯合委員會每年開會 2 次,前 6 次會議已分別於馬來西亞、日本、泰國、澳洲、紐西蘭及韓國舉行。

二、歷次開會情形

(一) 第一次聯合委員會議:2016年11月於馬來西亞吉隆坡舉行

日本(主席)、澳洲(副主席)、韓國、紐西蘭及泰國指派代表參加, 馬來西亞與印尼以觀察員身分列席,會中討論議題包括:架設經營 ARFP 官方網站、研擬護照基金申請表標準格式、各國報告推動 ARFP 法規改革進展、銷售國基金法規指引起草、討論稅務處理議 題。

(二) 第二次聯合委員會議:2017年4月日本東京舉行

日本(主席)、澳洲(副主席)、韓國、紐西蘭及泰國指派代表參加,會中討論議題包括:討論 2017 年度報告發布內容、銷售國基金法規指引對外徵詢意見、持續擴大基金護照制度參與國、澳洲組成稅務工作小組。

(三) 第三次聯合委員會議:2017年10月泰國曼谷舉行

澳洲(主席)、泰國(副主席)、日本、韓國、紐西蘭指派代表參加, 會中討論議題包括:修正合作瞭解備忘錄(MoC)的內容、啟動領航 計畫鼓勵業者參與、就指引內容徵詢外部意見發布回應報告、提議 改版 ARFP 官方網站。

(四) 第四次聯合委員會議:2018年4月澳洲雪梨舉行

澳洲(主席)、泰國(副主席)、日本、韓國、紐西蘭指派代表參加,新加坡、香港與馬來西亞以觀察員身分列席,會中討論議題包括: 領航計畫進展與問題、為 ARFP 網站改版建立工作小組、更新銷售 國法規指引內容、討論 2018 年度報告發布內容。

(五) 第五次聯合委員會議:2018年9月紐西蘭奧克蘭舉行

紐西蘭(主席)、泰國 (副主席)、澳洲、日本、韓國均指派代表參加, 我方及新加坡以觀察員身分列席,會中討論議題包括:討論合作諒 解備忘錄條文適用疑義、確認對外發布銷售國法規指引內容、ARFP 官方網站改版工作報告、稅務工作小組提報工作計畫、紐西蘭基金 課稅制度介紹、擴大參與、會後新聞稿內容確認。

(六) 第六次聯合委員會議:2019年5月韓國首爾舉行

紐西蘭(主席)、韓國 (副主席)、澳洲、日本、泰國均指派代表參加, 我方、新加坡及香港以觀察員身分列席,會中討論議題包括:討論 合作諒解備忘錄條文修正方向及適用疑義、各國與當地產業間溝通 互動情況報告、與太平洋聯盟合作模式、擴大 ARFP 參與、會後新 聞稿內容確認。

貳、會議架構

一、會議出席情況

ARFP 聯合委員會於 2019 年 10 月 21 日至 23 日在新加坡舉行,包括為期二日聯合委員會議(10 月 21 日、22 日)及產業會議(10 月 23 日),因 10 月 21 日聯合委員會會議僅限正式會員參加,故我方受邀參加 10 月 22 日聯合委員會及 23 日產業會議,本次會議由泰國證券交易委員會(The Securities and Exchange Commission, SEC)主辦,泰國(主席)、紐西蘭(副主席)、澳洲、日本、韓國均指派代表參加,我方、香港、菲律賓、馬來西亞及新加坡以觀察員身分列席。

二、會議議程

ARFP 聯合委員會議(10月22日)討論議程如下:1.討論合作諒解備忘錄條文修正方向及適用疑義、2.日興資產管理亞洲有限公司 (Nikko Asset Management Asia Limited)基金跨境銷售經驗分享、3.更新各國業者參與情形、4.擴大 ARFP 參與、5.護照基金未來發展方向、6.觀察員交流及會後新聞稿內容確認。

產業會議(10月23日)由新加坡金融管理局(Monetary Authority of Singapore, MAS)與各會員國主管機關共同舉辦,主要為向當地業者宣導 ARFP 最新進展,分為二個子題進行,第一場主題依序安排澳洲、日本、韓國、紐西蘭、泰國主管機關代表上台報告,介紹當地國基金發行概況、護照基金申請程序及跨國銷售應注意規範,第二場主題,邀請新加坡資誠聯合會計師事務所針對基金跨境合作之機會與挑戰進行簡報,並與安永聯合會計師事務所、日興資產管理亞洲有限公司及法國巴黎證券服務公司與談,討論 ARFP 展望及對各國資產管理業的影響。

參、會議重點

一、討論合作諒解備忘錄條文修正方向及適用疑義

首先,主席泰國 SEC 提請修正有關跨境監理合作安排之主管機關範圍。ARFP MoC 附錄 4 為規定護照基金主管機關間對於監理及監控受規管事業之諮詢、合作及資訊交換安排,其中,該附錄第1部分第2(1)(c)段規範主管機關之範疇,泰國於前次(第6次)聯合委員會議已提案除現行條文所列泰國 SEC、泰國財政部、泰國銀行外,擬將該國保險業監管單位保險委員會辦公室(Office of Insurance Commission, OIC)納入,因為保險業在泰國也是 CIS 銷售通路之一,定義納入 OIC後,OIC依 ARFP MoC 附錄 4 第 14 段有與其他會員交換資訊的義務。然而因作業疏失,致未於前次會議後進行修正,故於本次會議再次提出將 OIC納入之修正建議,各國均表示同意修正。

澳洲財政部(Australian Treasury)表示,該國刻正就近期推動之新基金法制架構公司型集體投資工具(Corporate Collective Investment Vehicle, CCIV)與 ARFP MoC 規範進行法規比對,目的在於確保 CCIV可適用於 ARFP 架構,但為應金融業者意見及國會立法程序之作業時間,故在相關條文確定之前,暫不提出 MoC 修正建議,而前次(第 6次)會議所提之修法建議,將一併於未來聯合委員會議中提出更全面的討論。

韓國金融監督局(Financial Supervisory Service, FSS)在 ARFP MoC 條文解釋,提出下列疑問,希望瞭解各會員國對於護照規則運用於實務狀況上之想法。

1. ARFP MoC 附錄3 第31段,護照基金資產持有屬同一集團之標的, 不得超過淨資產價值之 20%,惟韓國金融市場管制規範(the Financial Investment Services and Capital Markets Act)並無相關投資 限制,亦未針對集團訂有明確定義。韓國請各會員國就其當地法規 對同一集團之定義、投資限制、相關監控管理措施提出分享,並表示是否有豁免 MoC 前開集團限制之可能性。泰國、澳洲及紐西蘭表示其當地法規對於集團定義,係以是否具有實質控制關係作為衡量標準,一般來說,是以持股份額比重作為管理依據,並與 MoC 的規定一致;澳洲與紐西蘭表示,為利會員國遵循相關投資規範, MoC 所定 20%之投資限制仍有存在必要;另澳洲回應,同一集團視二公司間是否有控制從屬關係,相關定義原則可以參見第 31(3) 段,各國主管機關也可據此明定集團的定義。

- 2. ARFP MoC 附錄 3 第 33(2) b 段, Benchmark fund(以目標指數為基準設定操作策略之基金)對單一標的投資上限為 25%, 若以韓國市場最具代表性之指數 KOSPI200 而言,其中三星電子占比為 26.16%,無法符合 MoC 所定 25%之限制,而其他較 KOSPI200 更小型的指數,三星電子之占比更可能輕易超限,故建議能刪除該項比重限制。泰國代表回應,Benchmark fund 對單一標的投資上限為 25%,但根據第 33(2) b 後段規定,若基金所採指數受投資人廣泛使用於非特定市場,且其他單一發行人之暴險部位並未超過 25%,則適用指數型基金(Index fund)之規定,亦即基金對單一投資標的上限可放寬至 40%,故就韓國 KOSPI200 包括三星電子之情形,並無適用困難,但除三星電子外,KOSPI200之其他成分股仍不得超逾 25%之限制。
- 3. 有關風險判斷部分,針對特定風險是否為可容忍風險(acceptable risk),通常是逕由資產管理機構主觀判斷,這種情況容易造成主管機關與業者間認知的落差; MoC 是否就風險判斷部分完全授權交由資產管理機構自行決定,或是有制定相關風險評估方式之計畫。澳洲回應,根據 MoC 附錄 3 第 55 段訂有風險評估程序,原則上仍應遵循該段規定辦理,而特定風險是否為可容忍範圍,皆應經過資產管理機構之風險評估程序後得出合理結論。

4. ARFP MoC 附錄 3 第 8(2)b 段,為維護受益人權益,基金受益人名 冊保管單位必須受當地主管機關監管,而在韓國,若要瞭解特定基金受益人組成,韓國集中保管結算所(KSD)必須從各銷售機構收集並辨別特定受益人資料,此外,依據韓國規定,KSD 只能在如 召開基金受益人會議等重大事件時,才能收集並辨識特定受益人資料,而 ARFP MoC 卻規定受益人資料須於主管機關要求時應即時提交,因此想瞭解其他成員國是否能如 MoC 規定即時提供。澳洲、紐西蘭及泰國代表均表示當地業者在適用此項規範並沒有困難,泰國並回應,若銷售國主管機關依規定向註冊地主管機關要求提供基金受益人資料,基本上仍會視個別國家狀況而定,原則上依各國實際狀況在合理期限內提供即可。

表 1 韓國提起討論議題涉及 ARFP MoC 條文的內容

| 章節-條號 | ARFP MoC 條文內容 | | |
|------------|---|--|--|
| Annex3 | 8. Organisational arrangements of the Operator | | |
| Section 8 | (2) For this section, the Operator of the Passport Fund | | |
| | meets the organisational arrangements test if it has: | | |
| | (b) adequate internal control mechanisms including | | |
| | procedures and systems that ensure that: | | |
| | (iii) registers of members are duly kept except for any | | |
| | part of the register of members that is kept by a | | |
| | person identified in registers of the Operator as the | | |
| | person keeping a register in respect of particular | | |
| | interests identified in registers of the Operator where | | |
| | the keeping of that part of the register by the person is | | |
| | regulated or acceptable under the Home Economy | | |
| | Laws and Regulations and, for interests held by a | | |
| | member who acquired them in a Host Economy, the | | |
| | person keeping the register is regulated by or | | |
| | acceptable to the Passport Regulator of the Host | | |
| | Economy; | | |
| Annex3 | 31. Group limit | | |
| Section 31 | (1) Subject to subsection 30(6) and section 33, no more | | |
| (1) | than 20% of the value of the assets of a Passport Fund | | |

| 章節-條號 | ARFP MoC 條文內容 | | |
|----------------------|---|--|--|
| | may be held in assets that: | | |
| | (a) relate to the same group of entities; and | | |
| | | | |
| | Meaning of 'relate' to the same group of entities | | |
| | (3) For this section: | | |
| | (a) two entities are linked if one entity is the controller of the other; | | |
| | (b) two entities are also linked if both entities are linked to a third entity; and | | |
| | (c) a set of entities forms a group of entities if each entity in the set is linked to each other entity. | | |
| Annex3 Section 33 | 33.Application of certain restrictions to index funds and benchmark funds | | |
| (2) | If the assets of the Passport Fund or the underlying assets | | |
| | of the derivatives of the Passport Fund are constituents of | | |
| | the index then the limitation on the exposure of the fund | | |
| | to the entity, or group of entities, to which the asset or | | |
| | assets relate relative to the value of the assets of the | | |
| | Passport Fund is instead the lower of: | | |
| | (a) the percentage of the index that the asset or assets represent as constituents plus 2%; and | | |
| | (b) 25%, or, only for an index fund, 40% if the eligible | | |
| | index relates to an established market or market sector | | |
| | that is widely used by investors including in | | |
| | economies other than the economy to which the | | |
| | market or market sector relates and no other exposure of the Passport Fund to another entity or group of | | |
| | entities exceeds 25%. | | |
| Annex3 | 55. Definitions | | |
| Section 55 | assessed as having an acceptable risk: in relation to a | | |
| | holding of assets and arrangements by a Passport Fund | | |
| | means when the Operator has performed the following | | |
| | within a period of no more than one month before the | | |
| | most recent acquisition of the asset or arrangement and | | |
| | subsequent to any event that gives the Operator reason to | | |
| | doubt the previous assessment performed: | | |

二、基金跨境銷售經驗分享

本次 ARFP 聯合委員會邀請新加坡資產管理公司日興資產管理 亞洲有限公司(Nikko Asset Management Asia Limited) 產品發展暨管 理部門主管 Phillip Yeo(以下稱 Yeo)分享基金跨境銷售經驗。

Yeo首先說明該公司所經理之新加坡基金至馬來西亞銷售經驗, 面臨的第一項挑戰為跨境貨幣計價問題,馬來西亞為外匯管制國家, 對於此等需耗費相當成本及時間進行匯率清算之國家,若基金以母國 幣別計價發行並於該類國家跨境銷售,其並非完全是基金公司獲利考 量之最佳選擇;且當地投資人對外國貨幣熟悉度不足,市場接受度通 常不高。第二項實務障礙為語言問題,考量相關投資文件及銷售文件 須以各國當地語言於銷售國流通,不僅新加坡基金於馬來西亞銷售時 必須面對此類問題,UCITS 基金銷售也會面臨語言轉換問題,故建議 投資文件相關內容揭露應以簡明扼要為原則,減少語言間轉換的複雜 度。第三項重點為稅制問題,銷售地境內外基金稅制是否中立是跨境 銷售相當重要的一環。此外,當新加坡基金銷售至馬來西亞時,針對 投資人陳情事件,如何劃分投資人權益保障之最終法律責任歸屬,也 是跨境銷售基金時必須釐清的重點。

澳洲代表詢問與銷售地銷售機構或代理機構(Local agent)合作之實務經驗。Yeo 回應,該公司在馬來西亞當地設有合夥公司,即由該當地公司擔任當地代理機構,但尋找願意合作之銷售機構,確實為實務運作之一大挑戰,就其過往實務經驗,除基金績效表現必須足以吸引當地銷售機構之意願外,另尋求雙方皆能接受的費率水準為協商關鍵。

澳洲代表接續提問,在面臨上述之障礙,基金管理公司如何評估 跨境銷售基金之成本效益。Yeo 回應意見,在跨境銷售基金時,通常 需耗費龐大成本,且對於能募集多少金額並無把握,也無法完全掌握 該基金商品對零售業者或投資人的吸引力高低。一檔基金若要在銷售 地順利發展,其涉及銷售機構合作的意願、當地法令對境外基金的開 放程度以及當地投資人偏好等,而進入一個全新的市場需付出高昂的 固定成本,若基金規模不足,難以發揮規模經濟之成效。此外,評估 銷售國的法遵成本也是基金跨境銷售的重點。

泰國代表提問,除稅制考量之外,新加坡基金若擬進入泰國有何 特殊考量。Yeo 回應,最核心的問題在於與當地銷售機構合作簽約, 此亦為最關鍵的商業考量,另進入當地市場前,亦必須評估銷售機構 提出的條件與費用,以及法律責任分擔等問題。

紐西蘭代表提問,既然在馬來西亞銷售基金面臨前述困難,但仍然決定在當地發展的原因為何。Yeo 回應,最主要的關鍵因素在於馬來西亞當地合作對象,而該合作對象對於當地基金市場的熟悉程度與銷售經驗,有助於新加坡資產管理公司在當地發展。

Yeo 說明,目前該公司刻正規劃新基金跨境銷售計畫,該檔基金 為中國大陸人民幣基金,但針對該類基金銷售至國外,對於當地(即 新加坡)有何正面效益,其產品設計細節仍在規劃中。

韓國代表提問新加坡與馬來西亞交易市場連結之實務挑戰。Yeo 回應,對於馬來西亞等外匯管制國家,匯率結算作業日數較長,對於 贖回款作業有相當程度的影響,此外,基金經理公司必須審慎評估須 承做多少貨幣避險部位及考量、是否發行多幣別或貨幣避險級別,例 如,該公司基金為能銷售至馬來西亞,專為當地新增馬來西亞幣級別, 而該級別並非新加坡投資人之首要投資選擇。

Yeo 並說明,依據公司過往經驗,各地主管機關規範最嚴格的部分,主要為基金銷售予零售投資人之規範,對於資產管理公司發行跨境銷售基金產品,會以克服當地法規障礙及進入銷售通路做為其產品設計之主要因素。

三、各國與當地產業間溝通互動情況報告

主席首先請各國報告過去一年與產業互動或業者反饋意見。

泰國代表首先說明,近一年來,無論是 ARFP 或是 ASEAN CIS scheme,皆提供資產管理業者相當多潛在的商機,該國將續鼓勵當地資產管理業者邁向國際發展基金產品,亦鼓勵國外資產管理業者進入泰國銷售基金。

紐西蘭在 2018 年持續透過參與國際會議及當地財政議會推廣 ARFP,並持續與當地基金及顧問業者尋求未來發展契機。

澳洲代表亦持續向當地業者推廣 ARFP,雖迄今尚未有正式申請案件,但亦透過持續參與國際會議之方式,參考如歐盟基金管理公司對於參與國際基金組織的考量重點及實務操作意見,並瞭解 UCITS對應之規定如何提升整體區域利益,對於 ARFP 的發展能更有助益。

日本主要為當地業者仍在評估進入國外市場應遵循之相關規範, 業者對於進入全新的國外市場評估相當審慎,並會確保符合當地主管 機關法規。雖目前尚無正式申請案件,但因有部分業者相當關切ARFP 議題,主管機關會持續推動ARFP以當地強化業者參與意願。

韓國配合加入 ARFP 而修正國內法規刻待國會通過,目前當地業者多亦待法規通過後才會積極開始規劃相關產品。

新加坡表示產業會議將有多家新加坡資產管理業者、銀行業等金融服務業者參與,希望透過和各國主管機關間之互動,更瞭解護照規則及當地應遵循法規之細節。

主席回應,依據 Yeo 經驗分享所述,當地合作對象(local partner) 確實為基金跨境銷售成功與否之關鍵,透過聯合委員會舉行產業會議, 各國主管機關得以瞭解當地業者跨境銷售基金的考量及需求,將有助 於連結產品提供者與銷售機構雙方合作之契合度。接著主席請各觀察 員就過去一年對加入 ARFP 的實際考量與評估進度進行交流。

香港代表說明,稅制議題仍是其業者評估加入 ARFP 可行性的最主要考量因素,根據香港稅制規定,其境內外基金皆享有利得稅豁免,而部份外國稅制對於境內外基金卻有不同課稅基準,這將造成香港投資人購買境外基金稅負較輕,護照基金容易進入香港市場,但是外國若對境外基金投資收益課以較多稅金,香港註冊基金就不容易銷售至外國市場,故當地資產管理業者仍須對此稅制差異進行審慎評估。

我方在會中表達,在法規調和方面,我國資產管理業者擔心在不同之規範下會造成護照基金、境外基金、境內基金的不公平競爭,所以需有完整的評估報告和解決方案,這部份已委請法律顧問在進行研究,我方將密切關注研究進度。

菲律賓目前最大的挑戰仍為尚未成為 IOSCO MMOU 簽署國,依據 2016年6月底生效的 MoC,菲律賓未具備參與 ARFP 的資格,因此菲律賓代表建議是否有相關替代方案或是能放寬此基本門檻限制。澳洲回應,該項問題前經聯合委員會討論,此門檻條件仍有存在必要,但聯合委員會不排除菲律賓加入的可能,倘日後菲律賓加入 ARFP後,將適時配合該國需求修正護照規則內容。

馬來西亞自 2017 年起即開始評估加入 ARFP 的可行性,該國最為關切的重點為稅制議題,特別是各國稅制差異對於基金受益人的實質影響,該國將持續研究稅制議題,並試圖釐清當地資產管理業者所應採取之最佳策略。

新加坡代表表示,除稅制議題外,尚須收集瞭解國內業者實際需求與護照基金對國內產業之影響。加入ARFP後,雖提供投資人更多元的基金商品選擇,但對國內資產管理業者而言將增加潛在競爭對手,

投資人可能寧願選擇護照基金而非當地基金,故仍須評估對國內產業的影響。

四、擴大參與(ARFP enlargement)

ARFP計畫透過邀請非成員國之觀察員參加聯合委員會議,以此鼓勵其他亞洲國家參與,本次聯合委員會觀察員即包括我國、香港、新加坡、馬來西亞及菲律賓代表;此外,澳洲另單獨採取促進 ARFP之措施,於今(2019)年9月,澳洲證券投資委員會(Australian Securities and Investments Commission, ASIC)於汶萊首都斯里巴加灣市(Bandar Seri Begawan)舉辦技術研討會,向與會之汶萊、越南及菲律賓代表提供 ARFP之相關資訊及執行情形,鼓勵各國積極思考加入 ARFP之可能性。

本次擴大參與之另一主題為延續前次聯合委員會議主題,討論 ARFP 跨區域與智利、哥倫比亞、墨西哥、秘魯等國組成之太平洋聯 盟(Pacific Alliance, PAC)基金護照制度合作之可能性。前次會議因應 APEC 亞太經濟論壇的工作小組(Asia-Pacific Financial Forum, APFF) 提議,首次開啟兩種基金護照合作之議題。

PAC 自 2011 年 4 月 28 日正式成立,其成員國與 ARFP 基本條件有相似之處,皆為已簽署 IOSCO MMOU 附錄 A 之會員國,且非屬國際防制洗錢金融行動小組(FATF)所列高風險及反合作之管轄地,另經查除祕魯之外,其他國家並已取得國際貨幣基金與世界銀行所執行金融部門評估計畫(Financial Sector Assessment Program, FSAP)之評估結果。

ARFP與PAC不同護照計畫合作方式,現有三種模式可以考慮,第一、假如兩護照計畫有相似法制基礎,加入護照計畫成員國可以無條件成為另一個護照計畫成員國,第二、如果一個護照計畫下成員國發展程度相近,但另一護照計畫成員國發展水平差異較大,導致監管方法存在些微差異,可協議增加額外條件,讓符合額外條件的經濟體可成為另一個護照制度成員,第三、假如兩護照制度法制基礎存有重

大差異,或他國市場發展存在不穩定因素,雖然各國可能滿足各自基 金護照計畫的要求,但各成員國可選擇另一護照制度符合資格成員國 參與其基金市場。

ARFP 與太平洋聯盟(PAC) 3 種合作模式

Both programmes have similar fundamentals

Both programmes have additional barrier to clear prior to cross passport

Individual member participants in each passport scheme work on a bi-lateral basis.

為能進一步實質討論與 PAC 合作之可能性,主席提出下次聯合委員會議或許可行之方向請各會員國表示意見:

- 1. ARFP 聯合委員會指派代表出席太平洋聯盟會議。
- 2. 邀請資誠聯合會計師事務所(PwC)於 ARFP 聯合委員會議介紹 PAC 當地市場及基金產業概況。
- 3. 邀請 PAC 代表出席 ARFP 聯合委員會議,請其就 PAC 架構及當地基金產業概況進行分享。

上述選項經討論,因考量 ARFP 聯合委員會成員國出席 PAC 會議成本較高,且 ARFP 發展尚未完全成熟,若僅以派代表出席該會議效益可能不如預期,故決議先以電子郵件向 PAC 成員國徵詢與 ARFP 合作的意願,並視回復情況邀請 PAC 代表參與下次 ARFP 聯合委員會議。

五、護照基金未來發展方向(Direction of the passport: Enlarge scope of the passport)

本次聯合委員會除討論各國擴大參與 ARFP 之障礙與機會外,另就護照基金未來發展方向提出意見交換。主席首先提出前次委員會議業者考量問題,包括國內機制安排不明確、各國對銷售地之規定過於侷限(例如銷售基金之資格限制、投資人陳情處理方式、洗錢防制等要求)、基金應符合條件過於嚴格及缺乏稅制協商等。因應以上意見,主席提出護照基金未來發展之建議對策,請委員會討論可行方案。

- 研擬基金經理人護照:基金經理人資格經認可後,可跨境至他國管理基金。
- 2. 放寬護照基金類型一納入 REITs 及基礎建設基金:聯合委員會觀察市場對於另類基金之需求趨勢增加,故考量將此類基金納入護照基金範圍。
- 3. 揭露協商:雖各國皆基於保護基金受益人權益,要求公開說明書須充分揭露投資資訊,惟 ARFP 並無訂定一致標準規範,故建議就應揭露事項提出討論。

泰國代表說明,在歐盟 UCITS IV 指令之下,有關「主要投資人文件」(Key Investor Information Documentm, KIID)規範已於 2011 年7月1日生效,KIID 規定內容應載明基金重要基本資訊,讓投資人得據以充分評估是否要投資該檔基金,而 UCITS 基金若要跨國銷售,必須交付 KIID 文件予當地投資人查閱。泰國建議護照基金參考此銷售文件標準化規範。另就放寬護照基金類型一節,泰國說明該國過去五年固定收益基金占比逐漸減少,取而代之另類投資基金及股票型基金占比逐年增加,顯示其國內投資人對於基金需求轉變,建議護照基金可考慮納入另類投資類型基金,提供投資人更多元之基金商品選擇。

澳洲代表針對前兩點回應,該等建議雖有討論空間,但考量目前 護照制度仍在發展階段,建議等到 ARFP 現有架構有具體運作成效後 再予以討論。而就揭露協商部分,投資人文件之重點在於所載資訊是 否有效,亦建議待護照基金運作一段時間後再予討論。另澳洲建議就 護照基金稅制揭露、銷售通路或總代理聯繫機制等基本議題進行研 析。

韓國與澳洲意見相同,認為目前討論重點為 ARFP 基本框架,就 揭露事項內容,應待護照基金制度運作成熟至足以分辨何種內容為對 投資人及監理機關有用的資訊,再討論一致性之基金揭露規範。

日本代表亦認為短期內完成揭露協商有其執行上的難度,目前應 聚焦於護照基金之實務運作障礙,例如 Yeo 前段所述之銷售障礙或 是對當地基金產業的衝擊。

六、觀察員與聯合委員會互動討論

本次聯合委員會在議程中提供為觀察員與成員國雙向互動時間, 目的為透過ARFP成員國與潛在新成員對談就加入ARFP的機會與實際考量交換意見。

香港代表詢問護照基金目前是否有正式申請案件。紐西蘭回應,該國於2019年7月完成國內法規與護照條例間調和後,目前該國資產管理公司 Smartshares Limited 已就所經理之「SuperLife NZ Dividend Fund」提出護照基金申請並擬透過 ARFP 架構至日本銷售。

新加坡代表提出,就各國對基金投資收益課稅標準部分,仍希望 聯合委員會能提供更多資訊,以利新加坡釐清各國稅務制度的疑慮。

我方詢問有關泰國境內基金申請註冊為護照基金之程序及應符合之條件,該國境內基金若符合護照規則,是否就可豁免國內基金規定,或應同時遵循護照規則與國內基金之相關規定。泰國回應,因國內法規已完成法規調和,已與護照規則規定一致,故並無國內法規與護照規則之間的法規差異問題。我方進一步確認,泰國是否訂有任何供業者或基金遵循之指引,泰國回應,該國尚無額外訂定相關指導文件,原則上皆應遵循 MoC 之規定。

菲律賓詢問稅務差異是否有調和之可能性。澳洲回應,各國稅制政策內容皆有其訂定因素與考量,所採課稅方式因地制宜,故不會強迫各國調整稅制至一致性規定,護照基金制度應建立在雙邊基礎(bilateral basis)協商下達成合作共識。

香港與相當多國家簽訂雙邊基金互認協議,包括中國大陸、澳洲、 我國(ETF)、馬來西亞、瑞士、法國、英國、盧森堡及荷蘭等。香港 代表認為,與其他經濟體進行法規比對為相當重要的部分,雙方對於 彼此規定應充分瞭解並能接受對方的規定與稅制,通常需花費數年時 間才能完成協議。就香港經驗而言,能夠發展成功的互認協議,主要建立在該協議架構是能實際促進國內基金業者獲利與正面發展。新加坡與馬來西亞亦回應,瞭解業者實際需求相當重要,將持續收集產業意見並關心 ARFP 執行進度。

我方對加入 ARFP 仍持審慎態度評估,評估重點有三,一是 ARFP 發展現況, ARFP 在 2019 年 2 月正式啟動,護照基金申請狀況及基金發行種類是我國關心的重點,二是國內法規應如何與護照規則調和,澳洲、日本、泰國及紐西蘭法規已調整完畢,蒐集國外法規修正資訊有助於我方思考國內法制面應如何作業,三是我國參與 ARFP 效益,加入護照制度應係基於雙邊互惠所建立起的合作關係,我國基金業者規模普遍較小,是否具備跨國競爭利基,對外發展計畫,我們在加入前需要審慎評估。

七、產業會議

本次產業會議(10 月 23 日)由新加坡金融管理局(Monetary Authority of Singapore, MAS)舉辦,主要目的係向新加坡當地業者宣導 ARFP 可為資產管理業及週邊金融服務(例如保管銀行、會計師、系統供應商等)帶來之機會及可能面臨之挑戰,以及現行 ARFP 成員國護照基金申請程序及跨國銷售應注意規範。

產業會議由新加坡金融管理局副常務董事(Deputy Managing Director) Jacqueline Loh 女士致開幕辭,Jacqueline Loh 女士提及新加坡金融管理局提出之基金新公司結構,亦即可變動資本公司(Variable Capital Company, VCC)提升新加坡作為全方位服務的國際基金管理中心的地位,未來金融管理局將持續深化資產管理及資產服務環境,包含律師、會計師、稅務顧問及保管銀行,金融管理局並將持續拓展雙邊或多邊合作,雖尚未正式加入 ARFP,但新加坡從 2013 年起即十分關注 ARFP 之發展狀況,未來也期許透過 ARFP 或其他區域基金互認架構與亞太各國之合作。

產業會議分為二個部份進行,第一部份安排由澳洲、紐西蘭、日本、韓國、泰國主管機關代表介紹各國之基金市場概況、護照基金申請准入程序及跨境進入銷售前應注意規範,並請新加坡當地基金及金融服務業者就有疑問之處發問交流。第二部份則由新加坡資誠聯合會計師事務所亞洲基金中心主管 Mr. Armin Choksey 主講,聚焦於 ARFP對亞洲基金市場創造之機會與挑戰。本次產業會議超過 350 名當地業者出席,參與情形踴躍。

(一)護照基金適用規範與申請程序

澳洲

澳洲基金市場對澳洲經濟貢獻重大,2019 年 6 月澳洲基金資產管理規模為 3.68 兆澳幣(約相當於 2.54 兆美金),計算基準包含超級年金、人壽保險、單位信託(units trusts)、非機構投資人及海外投資人。2019 年 6 月澳洲零售基金(retail fund)規模為 3,810 億澳幣(約相當於 2,633 億美金),通常零售基金為單位信託,目前基金檔數超過 3,900 檔。

澳洲境內基金欲申請成為護照基金,基金公司須向澳洲金融主管機關 Australian Securities and Investments Commission (以下稱「ASIC」)申請成為護照基金,ASIC 須對該基金進行審查,經 ASIC 許可成為護照基金後,基金公司應通知銷售地主管機關。ASIC 審查重點包含:基金公司之經驗、能力及聲譽,所管理之基金,保管機構之安排,風險管理安排,資產未投資於禁止投資之項目等。

而他國之護照基金申請進入澳洲銷售前,基金公司應先尋找一個合格的銷售通路或自行取得澳洲的金融服務執照(Australian financial services license, AFSL),基金公司須於護照基金遞件申請前,填列表格(Form 402)註冊成為外國公司,並檢查基金名稱是否可以在澳洲使用。

澳洲國會於 2018 年通過新增公司法(the Corporations Act)第 8A章,使護照基金運作機制於澳洲有所遵循依據。澳洲目前正在研擬「公司型集體投資工具(corporate collective investment vehicle, CCIV)」,現正處於徵詢公眾意見之階段,未來澳洲護照基金可能透過 CCIV 架構為之。目前澳洲尚未有境內基金申請成為護照基金,亦尚無護照基金銷售至澳洲。

日本

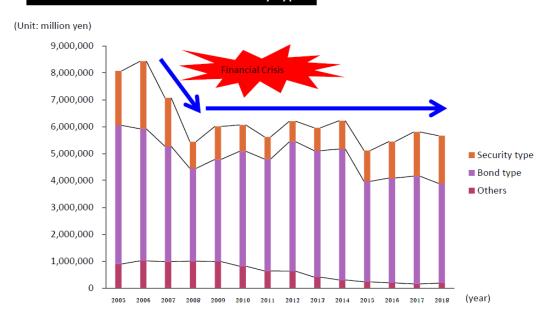
日本護照基金適用規範分為二大部分介紹:申請准入程序及資訊 揭露規範。在申請准入程序部分,境外基金公司應先經註冊國登記為 護照基金,之後向銷售國辦理申請准入的程序,申請准入第一步應在 日本設立代理人,代理人協助境外基金公司填報申請表,代理人以嫻 熟日本法規之律師事務所最為理想,接著,境外基金公司必須尋找銷 售機構,該銷售機構必須具有日本證券商公會(Japan Securities Dealers Association, JSDA)會員身分的銷售機構(Agent Association Member), 確定銷售機構後須填寫申請表(Statement of Notification of Dealing in Foreign Investment Trust Securities),經銷售機構確認境外基金符合 ARFP 之規範以及日本證券商公會自律規範第 18 條規定(Rule concerning Foreign Securities Transactions),送交日本證券商公會審核, 公會將審核結果透過其會員轉知代理人,由代理人向日本金融廳 (Financial Services Agency, FSA)辦理申請,經日本金融廳審核通過後, 再將結果通知代理人。

在資訊揭露規範部分,金融商品交易法(Financial Instruments and Exchange Act)及投資信託投資公司法(Act on Investment Trust and Investment Corporation)分別規範不同應揭露文件,前者規範文件主要提供潛在投資人參考,包括申報證券登記書、公開說明書、年度財務報告、半年度財務報告、例外報告;而後者規範文件主要提供基金受益人參考,包括基金章程、投資信託投資公司法第 58 條規範文件、定期性投資報告等。

日本之境外基金分類為股票型(Stock Type)、債券型(Bond Type) 及其他。股票型又可分為全球及地區性,債券型則分為一般型、衍生 性型、貨幣市場型,其他類型包含不動產型(Real Estate Type)。以 近年各類型基金之趨勢而言,自 2008 年金融海嘯後,債券型基金所 占比重最高,大約占 60%至 70%;股票型基金則自 2013 年至 2018 年占比逐年增高(請見下圖)。此外,近年來全球型基金投資於網路安全(Cyber security)、生物科技、人工智慧等領域之基金於日本熱銷, 政府亦鼓勵投資人多元分散資產配置。

Overview of Foreign Investment Trusts in Japan

Time Transition of Total Net Assets by type



Source: Japan Securities Dealers Association

• 紐西蘭

紐西蘭金融管理局(Financial Markets Authority, FMA)於 2019 年7月發布指引,針對境外基金公司欲以護照基金銷售至紐西蘭提供指引文件,介紹境外基金公司進入紐西蘭市場時,如何遵循「2019年金融市場行為(亞洲區域基金護照)規則」(the Financial Markets Conduct (Asia Region Funds Passport) Regulations 2019),以及依據「2013年金融市場行為法」(Financial Markets Conduct Act 2013)及「2014年金融

市場行為規則」(Financial Markets Conduct Regulations 2014)所應負擔之義務。

境外基金(以日本基金為例)若欲銷售至紐西蘭,須先經日本主管機關登記為護照基金,並向紐西蘭公司辦公室(Companies Office)申請登記為金融服務提供者(Financial Service Providers Register),再加入金融消費爭議處理計畫,同時應指定代理人,向紐西蘭 FMA申請境外基金准入,在取得許可函後應再向紐西蘭公司辦公室登錄上傳基金產品的銷售文件(Disclose Register)。

外國護照基金發行前,必須提供商品揭露報告(product disclosure statement, PDS)並依法定格式填列資料表(該資料表包含向投資人提供護照基金資訊,以及護照基金與紐西蘭零售基金不同之處)及其他重大資訊揭露。商品揭露報告不得超過 12 頁,字數須限制在 6,000字內。境外基金公司在完成註冊後仍須依規定持續進行定期揭露及重大事件揭露。

護照基金之行銷或銷售涉及提供財務建議予散戶投資人時,須受 紐西蘭法規之限制,必須先經註冊,取得 FMA 授權始得為之(包含由 銷售機構向散戶投資人提供財務建議之情形)。

在徵費部分,紐西蘭的收取的各項費用明細如下:

表 2 紐西蘭受理護照基金申請收取費用明細

| 徴收時點 | 收取單位 | 費用 |
|---------------|-------------------------------|-------------------------------|
| 基金公司 (fund | FMA | 申請費NZD 345元 |
| operator) 申請 | | • 基金公司高階主管(包括 |
| 登記為金融服 | | 董事、經理人等)每個人 |
| 務提供者 | | 頭收取NZD 40.25元徵信 |
| | | 費 |
| | | ・ 主管機關規費NZD529元 |
| 金融消費爭議 | Financial | →年費NZD870元 |
| 處理組織會費 | Dispute | |

| 徵收時點 | 收取單位 | 費用 |
|--------|--|--------------------|
| (擇一參加) | Resolution Service • Financial Service | →年費依基金規模計算,金額 |
| | Compliants Limited | 在NZD1,025元至2,050元。 |
| | Insurance and Financial Services Ombudsman | →費用洽詢後另外告知 |
| | Bank Ombudsman | →若基金發行者為銀行時需 加入 |
| 護照基金向紐 | FMA | 收取費用依據審核時間長短 |
| 國申請准入銷 | | 而定 |
| 售 | | |
| 護照基金公開 | FMA | 每筆基金收NZD521.74元(申 |
| 發行 | | 請費)+ 主管機關規費NZD |
| | | 609.5元 |

截至 2019 年 10 月,紐西蘭已有一家資產管理公司「Smatshares Limited」向 FMA 提出申請,欲以 ARFP 之方式進入日本銷售其所經理之「SuperLife NZ Dividend Fund」。

韓國

韓國資產管理公司家數因 2015 年法規開放呈現大幅度增長,並 於近年持續增加,於 2019 年第二季家數共計 260 家,資產管理規模 達 1.094 千兆韓圜(約相當於 9,408 億美元)。韓國公、私募基金比重 近年因法規鬆綁,私募基金比重有上升趨勢,於 2019 年 9 月達 62%, 公募基金占 38%。

韓國公募基金須由資產管理公司管理,資產管理公司為金融特許 事業,須取得營業執照,公募基金的受益人至少有 50 人以上,基金 資產信託給受託人保管,為保持獨立性,資產管理公司的從屬事業不 得擔任基金資產的保管機構,而基金銷售應由資產管理公司與經銷商簽訂銷售契約,目前證券商與銀行在銷售通路市占率各占50%。

公募基金在境內銷售所應遵循相關規範包括:申請註冊程序、公開說明書規範、資產管理報告、對境外基金公司特殊要求等法規。所有基金在未完成申請註冊程序前不得在境內銷售,基金公司可透過線上申請系統向韓國金融監管局(FSS)遞交證券註冊申請(Security Registration Statement, SRS),韓國金融監管局將會檢視資產管理公司、保管機構、銷售機構的安排是否符合金融投資服務及資本市場法(Financial Investment Services and Capital Markets Act,FSCMA)的規定,並在15天內完成審查,FSS 如發現申請文件不完整或有錯誤,將請基金公司補正。

基金管理公司應編製公開說明書,在申請書生效日時提交韓國金融監管局,且資產管理公司應至少每年更新一次公開說明書內容;銷售機構得於基金銷售時提供投資人簡式公開說明書,當投資人提出需求時,資產管理公司應向投資人說明公開說明書所載重要事項並提供簡式公開說明書。

原則上,基金管理公司應每季提供投資人資產管理報告(Asset management report),內容包括基金資產及負債、淨資產價值(NAV)、基金表現、股票交易周轉率、管理計畫及基金費用與成本,報告得透過銷售機構以信件或電子郵件寄送給投資人,同時,保管機構被要求審視所保管基金之資產管理報告。

有關境外基金註冊登記規範部分,金融投資服務及資本市場法規 定所有境外基金均須先向 FSS 申請註冊。依不同投資人類型,申請 註冊方式有不同要求,針對一般投資人銷售之基金必須經基金註冊及 證券註冊申請(SRS),若為專業投資人,僅需經基金註冊程序。韓國 法規對境外基金管理機構設有限制,包括淨資產金額門檻、管理資產 規模達1兆韓元、未有處分紀錄、境外基金公司應在韓國指定合規代 理人。

2018 年 6 月韓國已草擬「金融投資服務與資本市場法」修正草案並提交至國會,並於 2019 年 8 月經國會相關委員會充分審視,目前尚待國會通過該護照基金條例之草案。

· 泰國

泰國共同基金之規模近年有快速成長,年成長率高達 13%,2019年7月底泰國整體共同基金資產規模為 1,610億美金,資產管理公司家數計 23家,投資人結構以個人為大宗,占 72%。泰國共同基金超過一半以上為固定收益基金,股權基金則有逐年上升之趨勢。在境外基金部分,境外基金及非境外基金相較,自 2014年至 2019年境外基金所占比重有小幅成長,規模則逐年成長約 11%。

泰國資產管理公司有 95%(以 AUM 計)為銀行之子公司,前五大資產管理公司占整體市場規模約 75%,發行之基金類型以債券型基金為主。泰國共同基金之銷售通路以銀行為主 (70%),惟近年趨勢有所改變,銀行通路逐年下降,透過資產管理公司自行銷售之占比則逐年增加。

護照基金要進入泰國,需填列申報書(Form 35-ARFP CIS、Form 69-CIS full 以及經註冊地主管機關核准之證明文件)向泰國證監會 (SEC)申請許可,申請書件得以英文或泰文提供。此外,境外基金公司應於泰國指定代理人(Local agent),擔任投資人、主管機關及境外基金公司間的聯繫窗口,另一方面應指定合格金融業者擔任基金銷售機構,目前可從事基金銷售的金融機構包括取得 A 類(如證券/經紀商)、C 類(如資產管理公司)、D 類(如銀行、金融科技公司、保險公司)等

執照的金融機構。齊備相關文件後經泰國證監會 15 個工作日審核, 審核通過後證監會將發核准函予境外基金公司,並將審核通過之境外 基金名稱公布於泰國證監會網站。

境外基金公司在完成註冊後仍有持續揭露義務,包括重要事件報告(Form 69 - material update)、年度報告(Form 69 - CIS annually update)及年度銷售報告(Form 35 - Sales report)。

表3 泰國對護照基金資訊揭露相關規範

| 揭露資訊 | 使用表格 | 提交期限 |
|-----------------------|---------|------------|
| 重要事件報告 | Form 69 | 事件發生後10個營業 |
| (material update) | | 日內 |
| 年度報告 | Form 69 | 基金成立後每滿一年 |
| (CIS annually update) | | |
| 年度銷售報告 | Form 35 | 每曆年結束後45日內 |
| (Sales report) | | |

泰國 SEC 已將相關法律規範放置於官方網站中 Law/Regulation 項下 Cross-border offering of funds 專區,網站上有英譯法規、申請書表、法規指引,以及泰國核准護照基金的最新狀況 (https://www.sec.or.th/EN/Pages/LawandRegulations/AsiaRegionFundsPassport.aspx)。

(二)基金通路展望—跨境基金之潛力(Distribution landscape re-drawn? Cross-border funds potential)

本場次由新加坡PwC亞洲基金中心主管 Mr. Armin Choksey 主講。依據 PwC 之研究報告,亞太區(Asia Pacific, APAC)的資產和財富管理業將於未來幾年內成為全球資產管理規模的重點成長中心。亞太區總客戶資產(Client asset)於 2017年為 57.5兆美元,預估 2025年時成長至 91兆美元。而亞太地區的管理資產成長速度將居全球之冠,從

2017年15.1兆美元至2020年成長至16.9兆美元,再到2025年達29.6 兆美元,年複合成長率(CAGR)為8.7%,其中以開發中市場成長速度最快。其中,零售(共同)基金(包括指數股票型基金,ETF)資產管理規模於2025年翻倍成長至11.9兆美元,機構代操管理合約(Institutional Mandates)金額也將以相似的速度成長。滲透率(Penetration rate)亦將顯著上升,由2017年時之26.3%,成長至2025年之32.3%,此數據顯示出目前亞太區之資產由專業機構管理之比重仍低,未來趨勢將顯著上升。

PwC 認為,財富管理業將受到科技與法規等五大趨勢而轉變, 到 2025 年,這些趨勢將推動亞太區財富管理業走向全球高峰:

- · 買方市場 (Buyers' market) : 資產管理業者將受到監管,並對投資人的適合性和投資建議負責。這將使透明度上升、費用率下降,且投資者更受保護。
- •數位科技 (Digital technologies): 熟悉科技運用的年輕一代投資者 正在進入資產與財富管理領域,將促使資產管理業者運用整合人工智 慧和機器學習,以創造差異化服務與更高效的價值鏈。
- · 追求產出 (Outcomes matters):投資者比以往更注重價格,資產和 財富管理機構需建立多元資產策略以提升產品價值。此外,更注重產 出結果之投資策略成為投資產品的顯學。
- ·投/融資未來 (Funding the future) :亞太區城市化與人口老齡化趨勢,為資產和財富管理人員帶來新機會,他們將提出解決方案,填補快速變化人口結構的融資及投資需求,並成為基礎設施和房地產項目的新融資方。

·區域連結 (Regional connectivity):促進跨境投資的新架構,從基金產品開發、行銷,至跨境銷售,將深化成熟市場的金融整合,推動該地區更加合作和相互聯繫。

基金跨境互認之架構對資產管理機構和投資人之影響,包含因規模經濟,得以增進效率並減少費用及成本,而由於資產管理公司勢必面對更高之競爭力,將造成投資人基金投資之費用降低,促進產品創新,並有助於改善投資人服務。

亞洲基金跨境互認之概念從歐盟 UCITS 而來。經檢視 ARFP、UCITS、東協集合投資計畫(ASEAN CISs)等基金跨境互認架構可以發現,原則性之規範是相似的,例如投資標的相關規範、保管機構安排、流動性規範等。UCITS 成功之其中一項重要因素為產品多樣性,借鏡UCITS 成功經驗,基金護照架構預期隨著成員國增加,將提供投資人更多選擇,使投資人可以接觸來自不同基金市場之多元投資產品。

亞太區正面臨人口老齡化趨勢,對退休產品之需求增加,ARFP 將可提供該類投資人以較低成本獲得更多產品之選擇。而亞太地區之 中產階級相較於世界其他區域,在過去數十年快速崛起並累積相當財 富,對於財富管理之需求增加。在高資產客戶方面,PwC 預估亞洲 於 2025 年將擁有約 68,000 名「超高淨值人士」(淨資產超過 3,000 萬 美元)為世界第二大,僅次於歐洲之 78,000 人。亞太區富裕階層與高 淨值資產人士急速竄升的財富,提供資產管理業者更多機會,服務不 斷成長的客群,因而推動資產和財富管理業的蓬勃發展,預計將可為 資產管理公司帶來 65.5 兆美元的商機。

亞太區各國之境內外基金市場現況差異很大,香港、新加坡和台灣之境外基金皆占基金市場相當比重,而澳洲、中國、日本、韓國、印度等國之基金市場則主要以境內基金為主,ARFP將提供境外基金

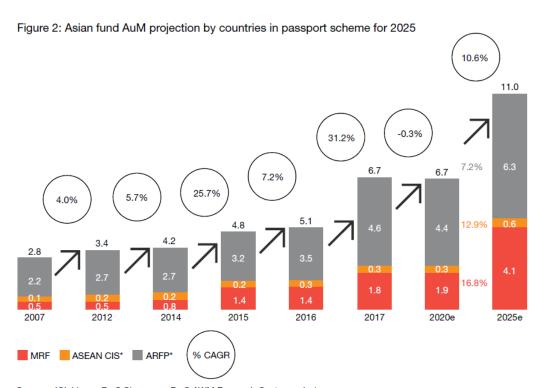
進入前揭市場之契機,且潛在市場之規模相當可觀。若能納入更多國家加入此一機制,所能達成的資本市場區域合作效益將更為顯著。

亞太區之基金通路在大部分亞洲市場仍以銀行通路為主。然而,亞太區基金通路之面貌正在轉變中,影響亞太區基金通路之關鍵影響因素包括:1.各國政府政策及法規要求之影響。2.市場整合和產品創新,包含區域間基金產品互認之趨勢,透過基金互認制度連結各不同市場,以及彈性制度設計,例如可變動資本公司(VCC)。3. 數位化之結果,運用科技改善基金銷售之效率,如電子/線上交易、自動化投資理財顧問(Robo Advisors)之蓬勃發展。

PwC 提醒與會資產管理業者,在考量基金銷售至他國時,除當 地法規限制外,還需要考量之重要面向包括:銷售地之基金通路概況、 洗錢防制/KYC 規範(例如可疑交易通報之規定)、銷售地法規是否允 許綜合帳戶、市場競爭者、營運規範(例如是否需於當地設置代理人)、 基金級別之規定、行銷規定(例如是否需經主管機關許可、有無豁免 情形、公開說明書之規定)、Institutional class (對於銷售給專業投資機 構之相關規定)。

PwC 認為,歐洲、拉丁美洲、北亞、南亞等四個區域間之基金跨境銷售將於2025年時互相連結,形成跨區域護照制度的合作方式。 ARFP 及由智利、哥倫比亞、墨西哥、秘魯等國組成之太平洋聯盟 (Pacific Alliance, PAC)近期已在討論 ARFP與 PAC 兩種基金護照制度 合作的可能性。

ARFP 自 2019 年 2 月起開始受理護照基金申請,目前還在早期 階段,PwC 預估,亞洲之跨境基金互認架構,包含中港基金互認(MRF)、 東協集合投資計畫和 ARFP 等參與國之資產管理規模將自 2017 年之 6.7 兆美元,成長至 2025 年之 11 兆美元(請見下圖)。PwC 樂觀預期 ARFP 目前仍存在之稅務、銷售通路、語言障礙等問題,將會順利被克服。



Sources: ICI, Lipper, PwC Singapore, PwC AWM Research Centre analysis
Note: *Thailand is included in the ASEAN CIS and was removed from the ARFP to avoid double counting.
When calculating AuM, we take into account all fund AuM for countries participating in said schemes.
Sums may not add to 100% due to rounding

專家座談

專家座談延續 PwC 之演講主題,由 Mr. Armin 擔任主持人,與談專家包含安永聯合會計師事務所亞太區金融服務稅務主管、法國巴黎證券服務公司亞太區基金產品解決方案部門主管、日興資產管理亞洲有限公司產品發展暨管理部門主管等專家,討論 ARFP 展望及對各國資產管理業的影響。

主持人首先請與談者分享對東協集合投資計畫(ASEAN CISs)主要的觀察。與談者提出,基金跨境銷售對資產管理業者之主要挑戰,首先為基金銷售所面臨之困難包括基金銷售至他國涉及跨境貨幣計

價及外匯管制之問題,以及必須至銷售地尋找合適代理人和銷售機構。 而法規遵循對業者而言亦為一大挑戰,為符合各國對銷售機構之規範、 揭露規範、交易或監控之要求,將大幅增加業者成本。此外,在稅務 問題方面,由於各國稅制架構不一致,業者除須對特定市場之稅制進 行分析外,還需依據考量其他因素,如基金架構,即可能因各國對基 金採信託架構或公司架構之不同而有不同之課稅規定。因此,業者在 稅制的考量上必須非常特定,首先,必須瞭解註冊地法規和銷售地法 規之稅務規範,並分析基金所採架構、基金產品類型、基金之投資標 的之稅務差異,即使東協集合投資計畫目前成員僅三個國家,稅務問 題仍相當複雜。

就進入ARFP所面臨之障礙,與談者認為跨境銷售涉及許多商業 談判及評估,業者必須與當地銷售機構磋商、與銷售地代理人合作、 與當地主管機關交涉、與法律顧問諮詢,首次嘗試將是相當不容易的, 必須對於各國法規和市場有一定程度之研究與瞭解,始得據以發行適 合之產品。

主持人接著詢問與會者從 ARFP 看到哪些機會。與談者認為,業者必須瞭解對於跨境產品,投資人還有其他選擇,例如 UCITS 基金,因此需要檢視 ARFP 和其他跨境基金之優勢及差異,以現行 UCITS 基金為例,其運作非常順暢且具一定規模,故有必要詳細考量 ARFP 更具優勢或獨到之處,但基本上業者對於新架構仍抱持開放的態度。其他與會者提出,在 ARFP 之前,亞洲已有 ASEAN CISs 和中港基金互認,足已顯示亞洲市場正在快速成長中,且亞洲中產階級崛起,投資人追求產品多樣化,所以 ARFP 對業者而言仍存在許多機會。

主持人詢問與會者期待從 ARFP 看到何種改變。與會者提及,從中港基金互認之經驗中可以發現,中港基金互認制度之要求僅有非常精簡之規範,主要有三:1. 基金必須已在註冊地銷售,且達一定規

模。2.不得為新基金,需於註冊地銷售一定期間。3.基金在銷售地之銷售規模占基金總資產比例不得高於50%。基金互認架構若能有精簡之規範,對業者而言非常有利,因無須投入過高之法遵成本。然而依據目前ARFP之規定,對業者來說要至各不同銷售國之法遵成本太大。其他與會者提出期待看到更多國家加入ARFP,有助於擴大市場規模及基金規模,對於投資人而言,將可享有更多元之產品選擇。至於在稅務方面之議題,期許各國之監管機構和稅務主管機關之規範更加清楚及透明,儘量減少稅務解釋之灰色地帶。

肆、心得與建議

一、ARFP 運作架構原則已定,待實務運作檢視機制之有效性

自 2010 年澳洲政府提案倡議組成 ARFP 迄今,護照規則歷經多次聯合委員會議修正討論,其原則架構已大致底定,且澳洲、日本、泰國及紐西蘭等成員國已完成國內法規調和,韓國亦刻正就該國基金管理法規進行修正程序,在委員會議上所提法規適用疑義並已得到相對應回復,整體而言,MoC 架構已經發展至一個段落,並邁入實際執行階段。

紐西蘭資產管理公司近期提出之首檔護照基金申請案,為各國關注焦點,故於本次產業會議中,各成員國即詳細介紹國內受理國外護照基金審理程序流程,期望藉由透明化的程序加速基金審核流程作業,達成 MoC 所定審核時效。而本次聯合委員會議試圖探討ARFP未來發展方向,多數成員國仍認為,護照基金於正式上路後,現階段對於 MoC 內容是否得如預想情境得以順利適用、實務執行程序是否會遇到技術障礙、銷售地與相關揭露事項是否確實能保障投資人權益並兼顧雙邊主管機關之監理權責等,需要執行實際方得以釐清,故應宜循序漸進,現階段先檢視 ARFP 架構是否能有效運作,待確認 MoC 相關內容確實可行後,再就各國所需之有效資訊併參酌UCITS 相關規定,進一步強化資訊揭露之一致性規範,嗣後再考慮與其他區域護照基金之合作機制。

二、通路佈局為基金跨境銷售之一大實務挑戰

本次聯合委員會邀請國外資產管理業者向各成員國與觀察國分 享跨境基金銷售經驗,而交流重點主要聚焦於銷售面的實務挑戰, 對各國而言,業者向國外銷售基金之最大考量仍在於通路佈局。

基金業者規劃跨境銷售產品時,除產品本身須具備績效優勢等

條件外,必須同時深入當地投資人偏好、並觸及當地銷售機構需求。 本次會議邀請之業者之所以能在國外銷售基金,關鍵在於該公司於 國外有合作企業,而該當地企業與銷售機構已建立合作關係,具備 銷售經驗與通路拓展優勢。但一般而言,我國基金業者除具外商背 景之公司外,通常在國外難有如前述先天優勢,此外,因部分亞洲 國家基金市場較為封閉(例如日本、澳洲、紐西蘭等),對國外基金接 受程度不高,若基金公司無法透過當地銷售機構與市場需求的關聯 取得相當市占率,其獲利程度將不足以支撐跨國銷售所需負擔之固 定成本,故在此成本效益衡量之下,對基金公司而言,跨境銷售不 見得為商業獲利之最佳決策。

當地銷售機構有意願接洽的基金產品條件,與當地投資人偏好息息相關。投信業者在規劃跨境銷售基金前,應瞭解各國當地基金狀況,包括其境內、外基金發行情形、投資人偏好基金類型、其他在該國的競爭對手所推出的基金有何吸引力、當地銷售機構對於費用之要求是否合理、基金設計規格與銷售機構所提需求是否能契合等,在瞭解國外市場需求後,若基金產品規格能調和至當地投資人與銷售機構能普遍接受的條件,對於資產管理業者,應為與國外銷售機構談判合作之一大利基。

三、觀察員對各國稅制之差異抱持謹慎態度

本次聯合委員會議中,觀察員當地業者對於各國基金稅負制度 差異所可能產生的不平等競爭情形提出疑慮,例如以香港稅制而言, 其他國家護照基金容易進入香港市場,但若他國對境內外基金課稅 規定存有差異,香港註冊基金就不容易銷售至外國市場。護照規則 發展迄今,原則上仍尊重各國稅制考量,聯合委員會在各國租稅制 度之差異下,如何進行雙邊協調與充分揭露基金稅制做為其討論重 點。針對各國稅務制度問題,我國併研議稅務制度對投信基金銷售 海外之影響,以評估各國稅制對境內外基金課稅之公平性。

四、持續瞭解加入 ARFP 對國內產業之利弊得失

亞洲因地理環境之先天因素,各經濟體間呈現不同的市場制度 與監管特色,與歐洲地區相較,較無一致性管理原則,而 ARFP 成 立目的在於試圖在各個擁有不同社會背景及操作哲學之基金市場中 尋求共識,共同發展區域利益,並以此茁壯亞洲資產管理市場。

然而,提升整體區域利益並不代表國內個別資產管理業者皆能因此受惠,隨著基金市場開放,市場競爭程度提高,投資人有更多元的投資產品得以選擇,縱使有一派說法認為我國目前已引進相當數量之境外基金在臺銷售,應無須擔心投信業者受市場開放衝擊之問題,然而,在現行境外基金管理法規之制度下,對境外基金仍僅為有限度的開放,而若加入護照基金後,將從有限度開放境外基金至全面引進護照基金,對國內業者保護程度將大幅降低;此外,就近年投信基金發行情形觀之,投信業者多有集中發行特定類型基金之趨勢,倘若我國加入ARFP,各種資產類別之護照基金進入國內學之抗衡,其投資研究能力與基金產品優勢又是否得以穩占市場四之抗衡,其投資研究能力與基金產品優勢又是否得以穩占市場與之抗衡,其投資研究能力與基金產品優勢又是否得以穩占市場與內投信業者之衝擊,同時,投信業者亦必須思考如何強化核心資產管理能力,提升資產管理人才素質,以掌握跨足國際基金市場之契機。

伍、議程與會議資料

Day 1: 22 Oct 2019-Joint Committee officials and observers

| Time | Agenda item | | |
|---------------------|--|--|--|
| 08:45 am – 09:00 am | Registration (observers) at Lobby, MAS Building | | |
| 09:00 am – 09:15 am | Welcome to observers and recap by Chair | | |
| 09:15 am – 10:30 am | Proposed amendments to the MoC | | |
| | - Each economy to notify SEC in writing of any | | |
| | proposed amendments or issues | | |
| 10:30 am – 10:50 am | Morning break | | |
| 10:50 am – 11:40 am | Experience sharing on cross-border offering - by Mr. Phillip Yeo from Nikko Asset Management Asia Limited | | |
| 11.40 am 12.20 mm | | | |
| 11:40 am – 12:30 pm | Industry engagement – verbal update from each economy | | |
| 12:30 pm – 14:00 pm | Lunch | | |
| 14:00 pm –15:00 pm | ARFP enlargement | | |
| | - Sharing on capacity building in Brunei by ASIC | | |
| | - Others – verbal update from each economy | | |
| 15:00 pm – 15:40 pm | Direction of the passport: Enlarge scope of the passport - by SEC | | |
| | - Possible topics: fund manager passporting / expanding | | |
| | scope of product / disclosure harmonisation | | |
| 15:40 pm | Close | | |
| 15:40 pm – 16:00 pm | Afternoon break | | |
| 16:00 pm – 16:30 pm | Media release about the 7 th face to face JC meeting | | |
| | - SEC to prepare draft media release for discussion | | |
| 16:30 pm – 17:00 pm | Observer/JC member discussion and Q&A | | |
| 17:00 pm – 17:30 pm | Free time | | |
| 17:30 pm – 18:00 pm | Transfer to Dinner, meet at Lobby, MAS Building | | |
| 18:00 pm – 20:30 pm | Dinner hosted by MAS | | |

Day 2: 23 Oct 2019-ARFP Industry day

| Time | Agenda item | |
|-------------------|--------------------------------------|--|
| 8:15am – 9:00am | Registration and breakfast | |
| 9:00am –9:15am | Opening address by MAS | |
| 9:15am –11:00 | Presentation by ARFP Joint Committee | |
| 11:00am – 11:15am | Break | |
| 11:15am – 11:45am | Presentation by PWC Singapore | |
| 11:45am – 12:20pm | Panel discussion and Q&A | |
| 12:20pm | Lunch | |

會議資料目錄

| 附件 | 1-澳洲基金概況及護照基金申請程序與現況簡報40 |
|----|-------------------------------|
| 附件 | 2-日本護照基金適用規範與申請程序簡報47 |
| 附件 | 3-紐西蘭基金概況及護照基金申請程序與現況簡報51 |
| 附件 | 4-韓國基金概況及護照基金申請程序與現況簡報61 |
| 附件 | 5-泰國基金概況及護照基金申請程序與現況簡報71 |
| 附件 | 6-ARFP 聯合委員會會議韓國提請 MoC 釋疑資料77 |
| 附件 | 7-ARFP 第七次聯合委員會議新聞稿79 |



Australian funds industry & ARFP update

ARFP Industry Day, Singapore 23 October 2019

Topics

- (a) Australian funds industry
- (b) Passport process in Australia
- (c) Passport update

(a) Australian funds industry

- The funds management industry (retail & wholesale) is a significant contributor to the nation's economy.
- Total funds under management (June 2019): AUD 3.68 trillion* (includes superannuation, life insurance providers, units trusts, non-institutional and overseas investors).
- Assets invested in Australian managed funds: AUD 3.0 trillion*

3

Australian funds industry (cont'd)

| | Mar Qtr. 2019 | Jun Qtr. 2019 |
|---|---------------|----------------------------------|
| | \$m | \$m |
| | | |
| Total managed funds industry | 3 573 531 | 3 680 620 |
| Consolidated assets total managed funds institutions | 2 896 357 | |
| ross invested assets between managed funds institutions 567 339 | | 530 875 |
| nconsolidated assets total managed funds institutions 3 463 697 | | 3 530 861 |
| | | |
| Life insurance corporations | 238 414 | Not available for publication |
| Superannuation (pension) funds | 2 787 988 | 2 888 244 |
| Public offer (retail) unit trusts | 378 527 | 380 964 |
| All other managed funds institutions | 58 768 | Not available for publication |

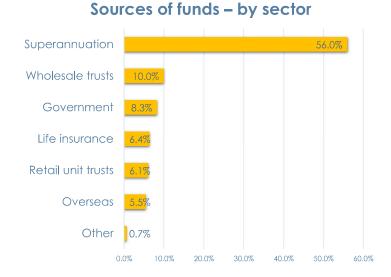
Source: ABS, Managed Funds, Australia, June 2019

^{*} Source: ABS, Managed Funds, Australia, June 2019

Australian funds industry (cont'd)

- Sources of funds under management placed with Australian investment managers include:
 - Superannuation
 - Wholesale trusts
 - Government
 - Life insurance
 - Retail unit trusts
 - Overseas

Source: ABS, Managed Funds, Australia, June 2019



Australian funds industry (cont'd)

- Public offer (retail) unit trust assets totalled (June 2019): AUD 381.0 billion*
 - \$185,944m in listed property trusts, \$63,722m in listed equity trusts,
 \$10,361m in unlisted property trusts, \$99,721m in unlisted equity trusts,
 \$176m in unlisted mortgage trusts, \$21,040m in other unlisted trusts
- Assets which retail funds can hold include:
 - Units in trusts
 - Overseas assets
 - Debt
 - Shares
 - Property
- They can be traded on exchange markets (exchange traded funds or ETFs), unlisted or listed.

Australian funds industry (cont'd)

- Typically retail funds are unit trusts.
 - Note: Australia is currently developing a new investment vehicle: Corporate collective investment vehicle (CCIV).
- Retail funds must be registered and are regulated under Chapter 5C of the Corporations Act 2001 (CA)
- Generally, a managed investment fund is a retail fund if it has more than 20 members or it is promoted by a professional promoter.
- There are over 470 responsible entities and over 3900 registered funds.



ĺ

Australian funds industry (cont'd)

- A retail fund must have a responsible entity (RE) to operate the fund.
- The RE must be a public company and hold an Australian financial services licence (AFSL) to operate the fund.
- REs may hold fund assets (separated from their own property) if authorised to do so – otherwise a custodian may hold the assets.
- Typically, funds are managed by investment managers with expertise and experience in the assets of the fund.



(b) Passport process in Australia

Registering a passport fund in Australia

Operator applies to ASIC to register a fund as a passport fund.

assesses the eligibility of the fund to become a

passport fund.

If ASIC registers
the fund as a
passport fund,
the operator must
notify the host
economy or
economies it
wishes to enter.

Passport process in Australia (cont'd)

Operator lodges

- Part A (general information)
- Part B (specific information required by ASIC)

ASIC assesses

- Eligibility of the fund to become a passport fund, including:
 - ✓ Experience, capacity and reputation of the operator
 - √ Funds under management
 - ✓ Custody arrangements
 - ✓ Risk management arrangements
 - ✓ Fund does <u>not</u> have restricted assets

Passport process in Australia (cont'd)

Steps for **notifying** a foreign passport fund in Australia

Find a distributor or obtain an Australian financial services licence (AFSL)

Check the fund's name can be used in Australia



11

Passport process in Australia (cont'd)

What operators must include in their notification to ASIC



- Operator details
- Local agent details
- Fund name for Australia
- Fund name in home economy
- Home economy and any host economy
- AUM, shares or interests on issue and valuation date
- Website
- Part A attachment



- Directors' details
- Australian distributor details
- Australian external dispute resolution scheme membership details
- Financial statements auditor name
- Implementation reviewer name



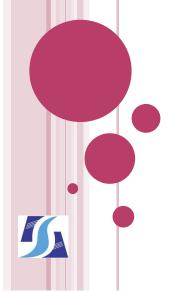
- Whether currently in breach of home economy laws
- Breaches of Australian law
- Relief
- PDS attachment
- Compliance controls and monitoring for:
- □Complaints
- **□**Distribution
- □Disclosure and reporting
- **□**Marketing
- □Communication with ASIC and financial markets



- Legislation to introduce Passport commenced in September 2018
- Chapter 8A of the Corporations Act 2001 & Corporations Regulations 2001, Corporations (Passport) Rules 2018
- Australia can receive and process registration applications from local funds and entry applications from foreign funds
- Australia yet to receive passport fund applications or notifications
- Draft CCIV legislation released for public consultation in early 2019 (under consideration)
- Proposed recognition of new CCIV structure under the Passport



ASIA REGION FUNDS PASSPORT





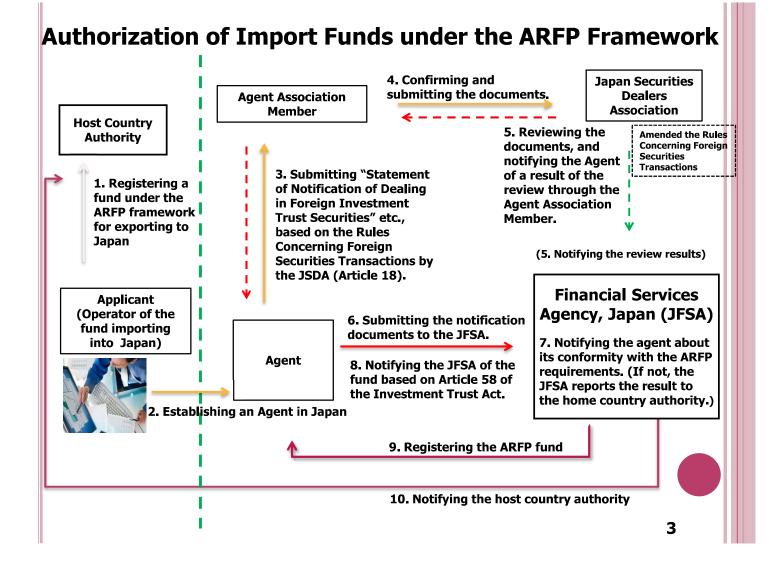






Financial Services Agency, Japan October, 2019

- Authorization Flow of Import Funds under the ARFP Framework
- Key Actors in Japan
- Disclosure requirements
- Overview of Foreign Investment Trusts in Japan



Key Actors in Japan

1. Local agent

- has an address in Japan
- the "Communication HUB" in Japan
 - between JFSA and Agent Association Member of JSDA
- If it is an independent entity, it is not seen as "a permanent establishment" of the principal (operator) for tax purpose

2. Agent Association Member

- A member of JSDA. JSDA is a self regulatory body which sets the criteria to select foreign investment trusts/foreign investment companies that can be solicited by the members (securities dealers) to retail investors in Japan.
- The Association Member shall confirm that the fund which is distributing is compatible with ARFP and the criteria set by JSDA.



Disclosure requirements

| Financial Instruments and Exchange Act (FIEA) for (prospective) investors | | Act on Investment Trust and Investment Corporation for (existing) beneficiaries | | |
|---|---|--|--|--|
| Initial | Continuous | Initial | Continuous | |
| Securities Registration Statement (SRS)Prospectus | Annual Securities Report (ASR) Semi ASR Extraordinary Report | Notification documents under Art 58 | Investment Report Comprehensive Delivered | |
| SRS shall be submitted before starting solicitation Prospectus shall be delivered to prospective investors | ASR/Semi ASR shall be submitted periodically Extraordinary Report where there is an event that has an "significant impact" | Documents shall be submitted before starting solicitation | Delivered ed. shall be sent to known beneficiaries periodically Comprehensive ed. shall be sent on demand | |
| SRS/ASR/Semi ASR shall contain financial documents audited by a Certified Public Accountant | | Notification shall contain terms and conditions/constitu tion/etc. | | |

Overview of Foreign Investment Trusts in Japan

Product Category of Foreign Investment Trusts

I. Stock Type

- (i) Global Type
 - (a) Normal Type
 - (b) Balanced Type
- (ii) Regional Type
 - (a) Asia/Oceania Region Type
 - (b) Europe/Africa Region Type
 - (c) America Region Type
 - (d) Japan Type

II. Bond Type

- (i) Normal Type
- (ii) Derivative Type
- (iii) MMF Type

III. Others

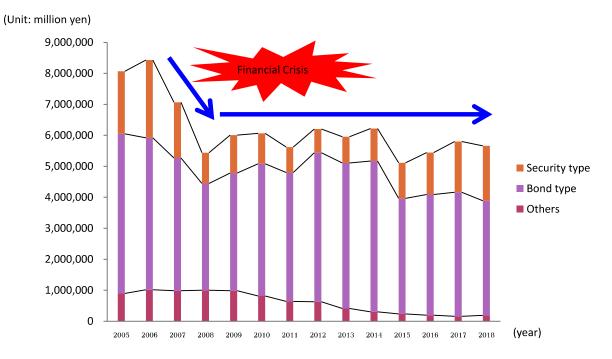
- (i) Real Estate Type
- (ii) Others



Source: Japan Securities Dealers Association

Overview of Foreign Investment Trusts in Japan

Time Transition of Total Net Assets by type



Source: Japan Securities Dealers Association

ARFP foreign fund admission and regulation in New Zealand

Joanne Davis-Calvert: Head of Policy And Governance

Asia Region Funds Passport – Industry Day | 23 October 2019 | Singapore

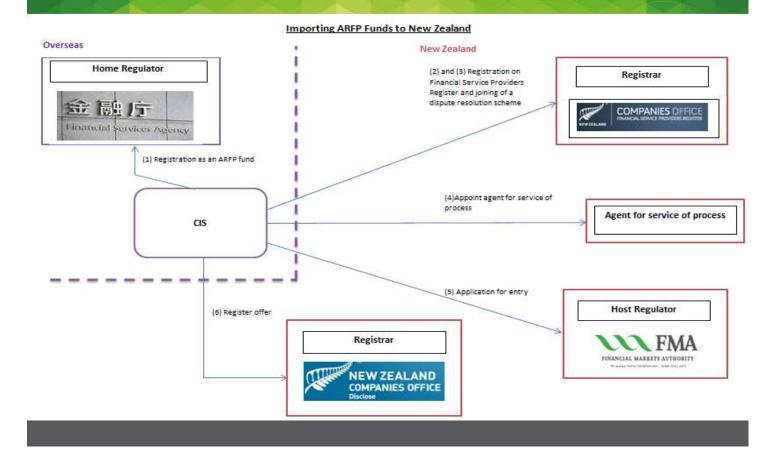


Contents

- Brief landscape of the NZ fund industry
- Overview of the NZ passporting process
- Recent take ups or new ARFP fund launches (if any)



Overview of the NZ passporting process



Overview (cont.) - guidance

The FMA has published a guide for foreign passport fund operators wanting to offer interests in CISs in New Zealand under ARFP.

You can find the guidance note here:

https://www.fma.govt.nz/assets/Guidance/Funds-Passport-incoming-funds-guidance.pdf



Overview (cont.) - register as a financial service provider

- The operator of the passport fund will need to register as a financial service provider on the Financial Service Providers Register.
- A helpful guide on registration can be found on the Companies Office website, by searching for 'register as an other entity'.
- At the time of registration, the operator will need to pay:
 - An application fee of NZ\$345, plus a criminal history check fee of NZ\$40.25 for each director, controlling owner and senior manager of the operator
 - An annual FMA levy of NZ\$529.



Overview (cont.) - join a dispute resolution scheme

- The operator of the passport fund will need to join one of four approved dispute resolution scheme in New Zealand:
 - Financial Dispute Resolution Service: https://www.fdrs.org.nz/become-a-scheme-member/join/ (fees are NZ\$870 per year)
 - Financial Services Complaints Limited: www.fscl.org.nz/financial-service-
 providers/application-forms (fees are NZ\$1,025 to NZ\$2,050, depending on the size of the fund)
 - Insurance and Financial Services Ombudsman:
 https://www.ifso.nz/membership/become-a-participant/ (fee information available on request)
 - Banking Ombudsman (for banks only).







Overview (cont.) - apply for entry

- Applications for registration should be made to the FMA at: fmcapplications@fma.govt.nz.
- The application must include:
 - Passport fund unique registration code
 - Part A application form
 - Details of the fund's policies and procedures to ensure compliance with NZ law
 - Name of the fund's agent for service of process and distributor in NZ
 - Any exemptions provided by the Home Regulator.
- A fee will be payable based on the amount of time spent on the application



Overview (cont.) - registration of offer

- Once the FMA has approved your application for registration, you must register the offer on the Disclose Register.
- Information about how to access the online services: https://disclose-register.companiesoffice.govt.nz/help-centre/getting-started
- Information about registering an offer: https://disclose-register.companiesoffice.govt.nz/help-centre/overseas-issuers/asia-region-funds-passport/



Overview (cont.) - what are the disclosure requirements?

Before an offer can be made the fund must:

- Prepare a product disclosure statement (PDS) and information sheet
- Lodge that PDS and information sheet on the Disclose Register
- Upload any other material information on the Disclose Register
- Pay a one off fee of NZ\$521.74 (per fund) and a one off levy of NZ\$609.50 (per fund).



Overview (cont.) - the product disclosure statement (PDS)

The PDS has a limit of 12 pages or 6,000 words

It begins with a key information summary (KIS) covering the following:

- What is this?
- What will your money be invested in?
- Who manages the [name of scheme/funds]?
- What are the returns?
- How can you get your money out?
- How will your investment be taxed?
- Where can you find more key information?



Overview (cont.) - the product disclosure statement: content

The PDS must also cover the following:

- How does this investment work (which includes descriptions of when distributions will be made)
- Description of your investment options
- What are the risks of investing (which includes mandatory use of a risk indicator)
- What are the fees?
- What taxes will you pay?
- Who is involved?
- How to complain
- Where you can find more information
- How to apply.



Overview (cont.) - the product disclosure statement: pre-registration review

The FMA offers a free non-binding informal review service of the PDS prior to formal registration. A pre-registration review is an initial review by the FMA of a draft offer document to help issuers feel more confident that their offer documents are likely to satisfy the FMA's expectations.

To get a pre-registration review under way please contact the FMA at compliance@fma.govt.nz, including 'pds help' in your subject line, or call us on 0800 434 567 (+64 3 962 2698 for overseas callers).

Please identify that the offer is an ARFP offer.



Overview (cont.) - information sheet

Funds must also produce an information sheet. This provides investors with information about the ARFP and highlights differences between an ARFP offer and a standard NZ retail offer.

The form of the information sheet is prescribed in regulations.



INANCIAL MARKETS AUTHORIT

Overview (cont.) - ongoing disclosure requirements

Funds must:

- Update fund information on the Disclose Register as required
- Confirm the fund is still open for applications and pay a fee of NZ\$600 per fund
- Provide quarterly updates on the fund's performance and fees
- Prepare an annual report on the affairs of the fund and pay a fee of NZ\$275
- Give investors confirmation information when a product is issued, transferred or redeemed
- Lodge financial statements, translated into English and pay a fee of NZ\$201.25 plus a levy of NZ\$55.20
- Confirm it is still a financial service provider and pay a fee of NZ\$86.25 plus a levy of any amount still to be decided.

Overview (cont.) - quarterly fund updates

- Quarterly fund updates tell investors how the fund has performed and what fees were charged.
- It must include:
 - A description of the fund
 - The risks of investing, including the risk indicator
 - Information on how the fund has performed:
 - including the returns for the specified periods
 - including a comparison against the market index
 - The fees charged
 - Information about the investment mix
 - Information about key personnel.



Overview (cont.) - distribution

- Giving financial advice is considered a "financial service" in New Zealand.
- A passport fund will need to register on the Financial Service Providers Register if it intends to provide financial advice to retail clients.
- This will include a situation where the passport fund provides a distributor with financial advice to pass on to retail clients.
- If the passport fund intends to provides "personalised" advice to retail clients, then it will also need a licence.





Overview (cont.) - privacy and AML

- Funds should be aware of their obligations under the Privacy Act 1993 to properly handle the personal information of New Zealand citizens.
- Funds should be aware that they may be subject to the requirements of the Anti-Money Laundering and Countering Financing of Terrorism Act 2009.
 For this Act to apply, the financial activities of the fund must be carried on in New Zealand in the ordinary course of business.
- We recommend that funds discuss this with their New Zealand legal adviser.



Recent take ups or new ARFP fund launches

Smartshares Limited (a New Zealand manager) has made an application in respect of its SuperLife NZ Dividend Fund. It hopes to offer this fund into Japan through ARFP.



Any questions?

Please let me know if you have any questions.

Alternatively, you can email me: joanne.davis-calvert@fma.govt.nz

Should you have queries about the NZ market or would like a referral to an NZ service provider please contact Richard Klipin at the NZ Financial Services Council: richard.klipin@fsc.org.nz





Contents

- 1. Overview of Korea's Fund Industry
- 2. Korea's Regulatory Framework
- 3. Regulations on Fund Distribution
- 4. ARFP in Korea

1. Overview of Korea's Fund Industry

1-1. Current Status of Asset Management Companies

- ◆ Total number of Asset Management Companies in Q2 2019 was 260
 - In 2015, the number of AMCs increased significantly due to relaxation of regulation.
 - The number of AMCs is steadily increasing.
- ◆ Total number of executives & employees in Q2 2019 was 8,794
 - As the number of AMCs increased, the number of executives & employees also increased steadily



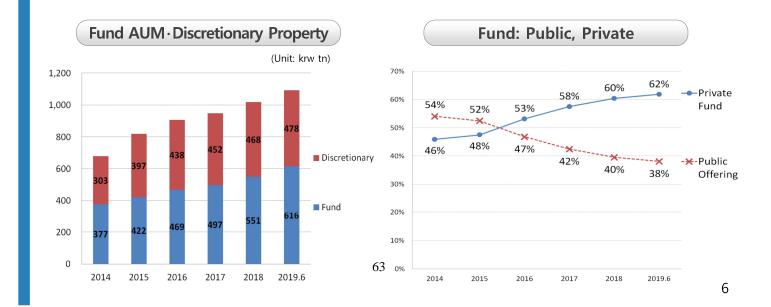
1-2. Current Status of Asset Management Companies

- Net income in 2018 was 606 billion
 - Net income from January to June 2019 was 456 billon.
- ROE in 2018 was 10.2%
 - Annualized Roe in 2Q 2019 was 13.3%



1-3. Asset Under Management

- ◆ Total amount of AUM in Q2 2019 was 1 quadrillion and 94 trillion
 - Fund 616tn, Discretionary Management 478tn
 - Fund and Discretionary investment management shows continuous increase
- ◆ Upward trend in private fund(62%), downward trend in public offering fund(38%)
 - In total fund assets of 616tn, private fund takes 381tn(62%) and public fund takes 235tn(38%)



2. Korea's Regulatory Framework

2-1. Fund Management in Korea

- Pooling of investors' money, Managed by expert having investment discretion, Distribution of management results
 - Pooling of money
 - : Single investor fund is not allowed
 - Management by expert
 - : AMCs should be independent from investors in investment
 - Distribution of management results
 - : Each investor should have same profit sharing mechanism
- ◆ To manage funds, AMC must be a licensed entity
- Publicly Offered fund (Public Fund)
 - Offered to 50 or more investors (retail)
 - Classified by investment type (i.e., securities type)

2-4. Supervisory Framework

FSC(Financial Services Commission)

 empowered drafting laws, administrative legislation (presidential decree, etc), supervisory regulation

FSS(Financial Supervisory Service)

Support the FSC implementing it's resolutions; Examination;
 Investigation; Enhancement of supervisory regimes, etc.

KOFIA(Korea Financial Investment Association)

 Support the FSC implementing it's resolutions; Examination; Investigation; Enhancement of supervisory regimes, etc.

9

3. Regulations on Fund Distribution

3-1. Fund Registration

- Fund registration is required for all funds
- FSS reviews Security Registration Statement (within 15 days)
 - Should be filed to the FSS via electronic filing system
 - AMC/Trustee/Distributor/Administrator related a fund should meet all the requirements provided under the FSCMA
- FSS can issue an order to correct the registration statement if the registration statement is incomplete or falsely stated
- A fund cannot be offered before the completion of registration

11

3-2(1). Fund Prospectus

- Fund Prospectus requirements
 - AMC should submit to FSS on effective date of SRS
 - Same form with SRS(different cover)
 - AMC updates prospectus at least once a year
 - cf. Liaison officer(Local Agent) mandatory for offshore funds
- Use of Simplified Prospectus in sales
 - Distributor can use simplified prospectus in fund sales
 - Distributor should explain material facts of prospectus and hand over simplified prospectus when it is requested by investors

3-2(2). Fund Prospectus

Prospectus should include issues as below

- investment policy and objective
- investment risk, including the fact the principal is not guaranteed
- Registered fund managers
- Past Performances, if any
- Name of fund, AMC, distributors, trustee, admin
- Type of fund by investment object and redemption availability
- Fees, commission (including redemption commission), and expenses
- Criteria of selection of a broker
- Valuation method and calculation of NAV
- Distribution of income, Taxation,
- Method of sales and redemption (mandatory forward pricing)
- Restrictions on redemption and deferment of redemption
- Winding-up

13

3-3(1). Asset Management Report

- ◆ AMC is required to provide asset management report of a fund to investors on quarterly basis
 - Exception: private fund, investors who expressed refusal,
 MMF and listed closed-end fund whose report is disclosed
- Asset Management Report should provide
 - fund's assets and debt, NAV, fund's performance record, turnover ratio of stock trading, management plan, fees and other charges, etc
- ◆ Trustee of fund is required to review the report
- The report is offered to investors via distributor's mail or email

3-3(2). Asset Management Report

Mandatory items

- Past performance for the relevant period
- Valuation of investment by object, Details of assets
- Turnover ratio during the relevant period
- Monthly traded amounts and commissions for brokers,
- The weights of transactions of stocks and investment securities or exchange-traded derivatives
- Registered fund managers
- Transactions with interested persons
- Whether and how the voting right was exercised (including the reasons for not exercising the right, if not exercised)

15

3-4. Offshore fund registration requirement

- Under current regulation of FSCMA, all offshore funds marketed and sold to Korean investors are required to be registered with FSS
 - Offering to retail investors: both fund registration and SRS filing
 - Offering to QPIs only: fund registration

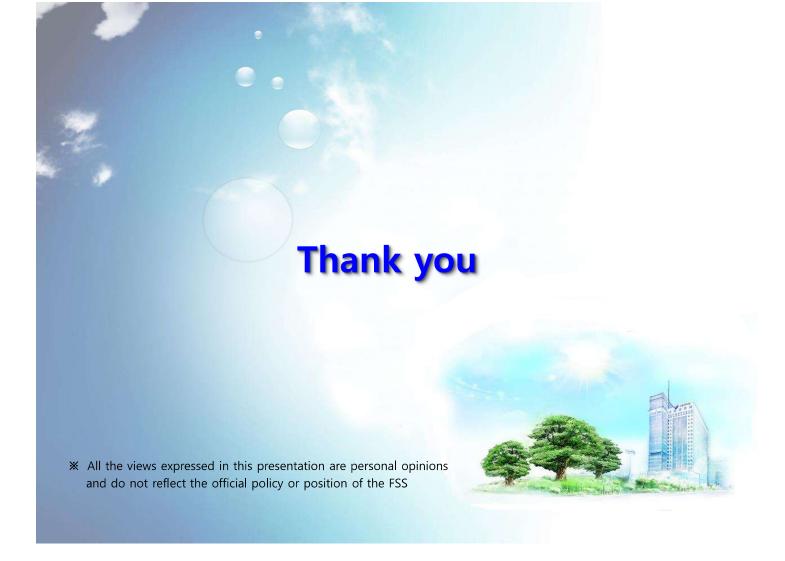
Eligibility criteria of offshore fund manager

- Minimum net assets
- AUM of 1 trillion won or more
- No sanction
- Foreign asset manager should appoint qualified domestic contact agent
- Etc

4. ARFP in Korea

4. ARFP in Korea

- In June 2018, an amendment bill on "the Financial Investment Services and Capital Market Act (FSCMA)" was submitted to the National Assembly of Korea for the purpose of laying an institutional foundation for the ARFP.
- The bill contains statements that substantially streamline registration requirements with an aim to make it easier for the passport funds of other member economies to gain entry into Korea when compared to ordinary foreign-domiciled funds.
- The bill was fully reviewed by several standing committees of the National Assembly in August 2019, and will go through legislative and other assessments and be taken up for consideration and passage at a plenary session in due course.
- We are making continued efforts to explain and persuade the National Assembly to pass the bill



Funds Industry in Thailand & Application Process for inbound ARFP Passport Funds



October 2019



THAI MUTUAL FUND INDUSTRY AT A GLANCE

(Jul 31, 2019)

USD 161

billion

23

companies*

70%

bank channel

72%

individual investors

Mutual Funds Size (NAV)

Types of funds



Note: *only firms that are operating mutual funds

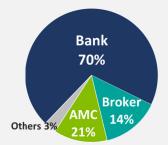
Asset management companies

 Market share of top 5 asset management companies



Distribution channels

Types of distribution channels



Investors

Types of investors



THAI MUTUAL FUND INDUSTRY

2/11 **SE**(



SIZE AND GROWTH OF THAI MUTUAL FUND INDUSTRY

- Mutual funds has grown drastically with the impressive growth of 13%.
- More than ½ of the funds are Fixed income funds. 161 152 152 (+6%) Mutual Fund 139 (-0.3%)(+9%)123 **CAGR +13%** (+12%) 87 NAV: billion US dollars (+27%) 74 (+17%) 57 (+31%)56 (+2%)Infrastructure CAGR = **Cumulative Annual Growth Rate** fund 10% 16% 15% 13% 16% (42%)16% 16% 17% Fund of 16% REITS 17% 5% funds 4% (21%)(21%) Property 4% 4% 8% fund type 1 (16%) 74% 71% 70% 64% 62% 60% 59% 59% 54% 54% 2010 2011 2012 2013 2014 2015 2016 2017 2018 Jul

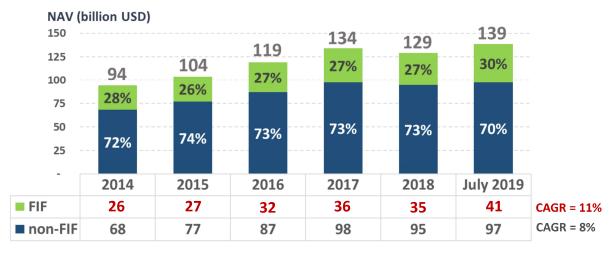
2019

THAI MUTUAL FUND INDUSTRY



FOREIGN INVESTMENT FUND (FIF) STRUCTURE

Proportion of FIF slightly increased from 28% in 2014 to 30% in July 2019, but FIF size has been growing by 11% per year.



 $Note: exclude \ non-retail \ fund, \ Property \ fund \ (type 1), \ Infrastructure \ fund, \ REIT$

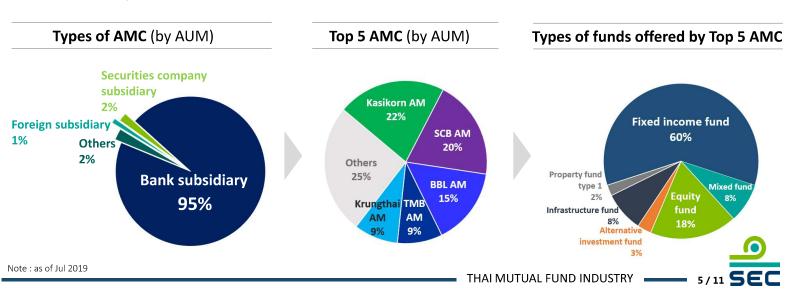
■ FI FUND ■ MIXED FUND ■ EQ FUND ■ ALT FUND

THAI MUTUAL FUND INDUSTRY _____ 4/11 SEC



ASSET MANAGEMENT COMPANIES (AMC)

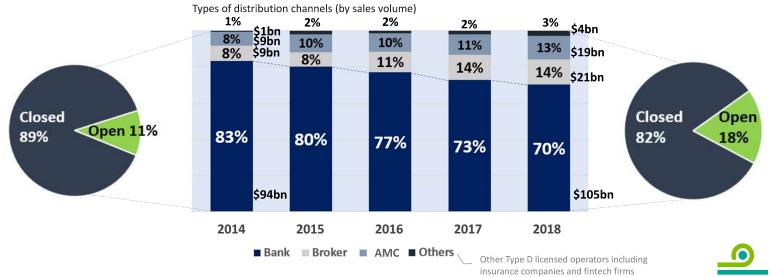
- 95% of AMC's market share are from bank subsidiaries.
- **Top 5 AMC**, commanding **total market share of 75%**, generally offers bond funds to investors.





DISTRIBUTION CHANNELS

- More than 2/3 of funds are distributed through bank channel.
- Business models of distributors gradually change from closed architecture to open architecture.



THAI MUTUAL FUND INDUSTRY

6/11 **SE**(

INVESTORS

• Majority of mutual fund investors are **individual investors**.



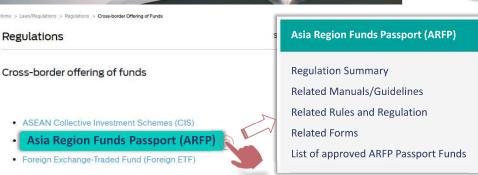
7/11 **SEC**

THAI MUTUAL FUND INDUSTRY

THAILAND'S CURRENT STATUS OF THE ARFP IMPLEMENTATION



The SEC's relevant regulations on the implementation of the ARFP have come into effect since February 16, 2018

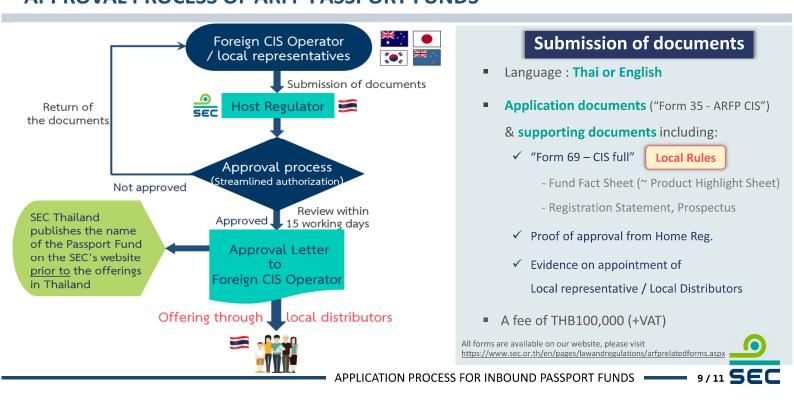


- English translation of the Rules and Regulations is in progress [unofficial translation]
- Please visit our website: https://www.sec.or.th/EN/Pages/LawandReg ulations/CrossborderOfferingofFunds.aspx

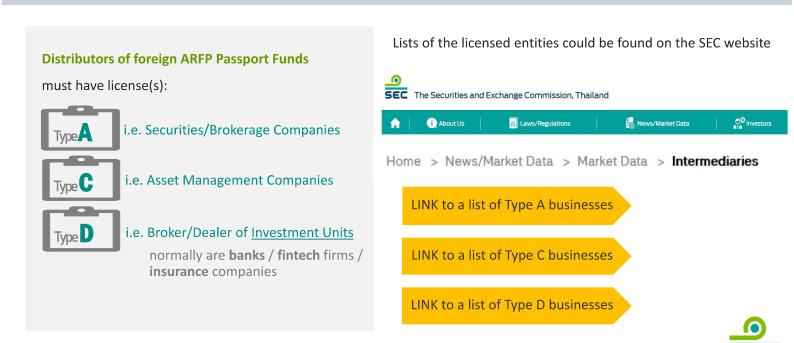


APPLICATION PROCESS FOR INBOUND PASSPORT FUNDS •

APPROVAL PROCESS OF ARFP PASSPORT FUNDS



DISTRIBUTORS OF FOREIGN ARFP PASSPORT FUNDS



ON-GOING REQUIREMENTS

CIS Material Update

"Form 69 - CIS Material Update"

- For a material change of the information specified in the effective registration statement,
- Report to the SEC within 10 working days

CIS Annual Update

"Form 69 - CIS Annual Update"

• Report the fund's information annually to the SEC within one year since effective date

Sales Report

"Form 35 - Sales Report"

Report the sales of fund's units to the SEC within 45 days from the last date of the calendar year

All forms are available on our website, please visit https://www.sec.or.th/en/pages/lawandregulations/arfprelatedforms.aspx



APPLICATION PROCESS FOR INBOUND PASSPORT FUNDS -



The Securities and Exchange Commission, Thailand

333/3 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900, Thailand

Proposed Amendments to MOC and interpretative issues

1. Passport Fund Investments (Part 6)

- Restrictions on portfolio allocation (Division 6.3)

① (**Group Limit**) While the MoC(Subsection 31) puts a 20% investment limit on the same group of entities, the Financial Investment Services and Capital Markets Act (Capital Market Act) has no such limits or definitions.

Plus, **the definition and scope** of the same group of entities described in MoC are **too broad to** tell whether an actual investment violates the group limit from our perspective.

- Q1) Does the laws of other ARFP countries clearly define the group limit on collective investment schemes?
- **Q2)** If so, how do asset managers and trustees see if their investments exceed or stay below the limit? (Do they have a separate data base to monitor this?)

Q3) Can we ease the group limit?

② (Index/Benchmark Fund) There is a 25% limit in Subsection 33(b)*. But it can be problematic in Korea if you simply look at KOSPI200, which is the iconic index for the Korean market. Here, Samsung Electronics alone takes up 26.16% of KOSPI200, thus making it a non-eligible index according to the MoC.

* Subsection 33 인덱스/벤치마크 펀드 투자제한(Application of certain restrictions to index funds and benchmark funds)

Other indices are even smaller in size than KOSPI200 meaning that Samsung Electronics easily exceeds the 25% limit.

Given this reality, Korea plans to revise the Capital Market Act to **ease** the investment**

limit on each asset.

* 30% of fund → asset's actual share of index

Q) Can we ease the 25% limit in the MoC?

FORM 5303 - Notify Intention to offer interests in a Foreign Passport Fund in Australia

- (Acceptable Risk) The act of assessing assets as an acceptable or non-acceptable risk may become subjective based on Operator's discretion, which will often cause misunderstanding between Operators and Supervisory Authorities regarding how we evaluate fund assets.
- **Q1)** Was it the **intent of MoC to grant a full discretion to Operator** for this matter?
- Q2) Is there any plan to develop a more objective tool of assessment and clearly define what an acceptable risk is?

2. The Operator of a Passport Fund (Part 3)

- o (Register of Beneficiaries) The MoC (Subsection 8(b)(iii)) states that, for the interests held by a member in Host Economy, the person keeping the register is regulated by the Host Economy Regulator. In Korea, it's virtually impossible to share the actual beneficiary register upon the request of Host Economy regulator at any time. This is because of KSD's nominal register management. In Korea, beneficiary register is ultimately written in the name of KSD as a nominee, meaning that, if you open up the register right now, interests are recorded in a total amount under KSD's name. If you want to know the exact interests of some particular beneficiaries, it takes time to collect beneficiary details from each and every distributor and identify the specific interests. Also, in the first place, by law, KSD is allowed to specify actual beneficiaries only in the event of a meeting of beneficiaries. Therefore, In Korea, it's virtually impossible to share the actual beneficiary register upon the request of Host Economy regulator at any time.
- **Q)** In other ARFP nations, **is it possible to share the confirmed register** of actual beneficiaries **at any time upon the request** of Host Economy regulator?

Joint Committee Meeting 21-22 October 2019, Singapore

fundspassport.apec.org/joint-committee-meeting-21-22-october-2019-singapore/

by thapanee

The Asia Region Funds Passport ("Passport") Joint Committee ("JC") held its seventh face-to-face meeting in Singapore on 21 and 22 October 2019, hosted by the Monetary Authority of Singapore. The meeting was attended by representatives from Australia, Japan, New Zealand (Deputy Chair), Republic of Korea and Thailand (Chair). The JC was pleased to welcome observers from the Monetary Authority of Singapore, the Securities Commission Malaysia, the Securities and Futures Bureau of Chinese Taipei, the Securities and Futures Commission of Hong Kong and the Securities and Exchange Commission of Philippines.

Progress of the Passport

Following the official launch of the Passport on 1 February 2019, the Passport now has the first application for registration as a passport fund under review with the New Zealand FMA.

The JC discussed engagement with industry and how the member economies and the JC itself could increase awareness and encourage use of the Passport by industry. The recent enhancements to the ARFP website will support this goal.

The Chair of the JC, Ms Saovanee Suwannarong of the Securities and Exchange of Thailand, said:

Now that the Passport is in operation, the JC endeavors to raise awareness of the Passport by having necessary information available for the industry to help broaden the understanding of the framework and by continuing to engage with industry.

The JC also discussed the future direction of the Passport including working towards interoperability with other passport arrangements, and continuing discussions with a number of economies in the region that have the potential to join as participants.

The JC continues to have a dedicated session for observers to provide an opportunity for dialogue between the JC and potential new members about the opportunities and practical considerations associated with joining the Passport.

The JC has also published the latest Annual Implementation Report for 2018 – 2019.

Industry outreach

The JC welcomed the Industry Day event arranged by the Monetary Authority of Singapore on 23 October 2019 in Singapore. Over 350 stakeholders from around the region were in attendance. Ms Jacqueline Loh, Deputy Managing Director of the MAS, opened the event. Attendees heard from JC members about passporting processes in each member economy followed by a Q&A session about practical issues for those interested in using the Passport.

This was followed by a presentation from Mr Armin Choksey of PwC, who highlighted the opportunities in Asia's managed funds market that were created by the ARFP. The event was concluded by a panel session with fund managers, tax advisors, and securities services providers, who provided insights based on their experiences in cross-border provision of funds management services.

Mr Armin Choksey of PwC said:

The ARFP is history in the making. It is setting an example for many other trading blocks of economies through its provision of improved market access and regulatory harmonisation, giving investors a more diversified choice of investment funds.

The JC discussed various ways to raise awareness of the opportunity presented by the ARFP scheme and confirmed its continued interest in working with industry to develop the passport.

Next Meeting

The next face-to-face meeting of the JC is planned to take place in Thailand in April 2020.

Background

In June 2016, Australia, Japan, the Republic of Korea, New Zealand and Thailand entered into a Memorandum of Cooperation ("MoC"). The JC was established under the MoC to oversee the effective implementation and operation of the Passport.

The Passport, established through the APEC Finance Ministers' Process enables cross-border offerings of managed funds to retail investors. It is intended to provide significant benefits to investors through more fund choice, while maintaining effective legal and regulatory arrangements for investor protection. It is also intended to strengthen the capacity, expertise and international competitiveness of financial markets and the funds industry in the region.

30 October 2019





+66-2263-6566

@ piravade@sec.or.th

Piravadee Thiensingchai ภิรวดี เทียนสิงห์ชัย

Officer

Investment Management Policy Department





+66-2263-6549

@ thapanee@sec.or.th

Officer

Investment Management Policy Department

ฐาปนี ศุภพิทักษ์ไพบูลย์

Thapanee Suphapitakpaiboon



JOANNE DAVIS - CALVERT HEAD OF POLICY AND GOVERNANCE

PHONE +64 9 300 0427

MOBILE +64 21 665 387

EMAIL joanne.davis-calvert@fma.govt.nz

AUCKLAND OFFICE Level 5, Ernst & Young Building 2 Takutai Square, Britomart PO Box 106 672, Auckland 1143

WWW.FMA.GOVT.NZ





ASIC

Australian Securities & Investments Commission

Gerard Fitzpatrick

Senior Executive Leader International

D: +61 2 9911 2801

M: +61 422 115 619 F: +61 2 9911 2414

E: gerard.fitzpatrick@asic.gov.au

Level 5, 100 Market Street

GPO Box 9827 Sydney NSW 2001

@FMAmedia



LOY Kiet Mei

Deputy Director Corporate Finance & Investment Products Division Corporate Finance & Consumer Department

Monetary Authority of Singapore 10 Shenton Way MAS Building Singapore 079117 Telephone +65 6225 5577 DID +65 6229 9243 Facsimile +65 6225 1350 Email loy_kiet_mei@mas.gov.sg Website www.mas.gov.sg



FENG Fumin

Deputy Director Asset Management and Insurance Development Division Financial Markets Development Department

Monetary Authority of Singapore 10 Shenton Way MAS Building Singapore 079117 Telephone 65 6225 5577 DID 65 6229 9594 Facsimile 65 6225 3261 Email FENG_Fumin@mas.gov.sq Website www.mas.gov.sg



SECURITIES AND FUTURES COMMISSION

Jess Cheong

Senior Manager **Investment Products**

35/F, Cheung Kong Center 2 Queen's Road Central, Hong Kong +852 2231 1976 jslcheong@sfc.hk www.sfc.hk



LAI Pui Ee

Asset Management and Insurance Development Division Financial Markets Development Department

Monetary Authority of Singapore 10 Shenton Way MAS Building Singapore 079117 Telephone +65 6225 5577 DID +65 6229 8814 Facsimile +65 6225 3261 Email lai_pui_ee@mas.gov.sg Website www.mas.gov.sg



TETSUYA GOMAMOTO

International Financial Markets, International Affairs Office

3-2-1 Kasumigaseki, Chiyoda-ku Tokyo 100-8967 Japan

www.facebook.com/JapanGov

PHONE: +81-3-3506-6046 FAX: +81-3-3506-6113 E-mail: tetsuya.gomamoto@fsa.go.jp

@JapanGov



SATOSHI IZUMIHARA

Deputy Director for International Capital Markets Regulation International Affairs Office

Attorney at Law (Admitted in Tokyo Bar Association)

3-2-1 Kasumigaseki, Chiyoda-ku, Tokyo 100-8967, Japan

www.facebook.com/JapanGov

PHONE; +81-3-3506-6626 FAX: +81-3-3506-6113 E-mail: satoshi.izumihara@fsa.go.jp