

**KINGDOM OF SAUDI ARABIA**

**Capital Market Authority**

**Rules for Qualified Foreign Financial Institutions Investment in Listed  
Securities**

**English Translation of the Official Arabic Text  
Issued by the Board of the Capital Market Authority  
Pursuant to its Resolution Number 1-42-2015  
Dated 15/7/1436H Corresponding to 4/5/2015G  
Based on the Capital Market Law  
issued by Royal Decree No. M/30 dated 2/6/1424H**

**Amended by Resolution of the Board  
of the Capital Market Authority Number [0-00-0000](#)  
Dated ~~00~~[00/00/0000H](#) Corresponding to [0/0/0000G](#)**

**Arabic is the official language of the Capital Market Authority**

**Important Notice: The current version of these Rules, as may be amended, can be found at the  
Authority website: [www.cma.org.sa](http://www.cma.org.sa)**

## TABLE OF CONTENTS

	Page
<b>Part 1 : GENERAL PROVISIONS</b> .....	<b>2</b>
Article 1 : Preliminary .....	2
Article 2 : Definitions .....	2
Article 3 : Waivers .....	3
Article 4 : Right to appeal .....	3
<b>Part 2 : APPLICATIONS FOR QULIFICATION</b> .....	<b>4</b>
Chapter One: Qualification conditions .....	4
Article 5 : Qualification .....	4
Article 6 : The qualification conditions .....	4
Chapter Two: Qualification procedures .....	5
Article 7 : Application for Qualification .....	5
Article 8 : Accuracy of information and documents submitted to the assessing authorised person .....	5
Chapter Three: Determination of applications .....	5
Article 9 : Determination by the assessing authorised person .....	5
Article 10 : QFI assessment agreements .....	6
Article 11 : Record Keeping .....	7
Chapter Four: Further requirements following qualification .....	7
Article 12 : Commencement of trading .....	7
Annex 2.1 Information and documents for Qualification check .....	8
<b>Part 3 : CONTINIOUNG OBLIGATIONS</b> .....	<b>9</b>
Article 13 : Compliance with laws and regulations .....	9
Article 14 : Investment limits .....	9
Article 15 : Authorised persons and <u>foreign</u> portfolio managers engaged with the QFI, and authorisation requirements: .....	9
Article 16 : Disclosure requirements .....	10
Annex 3.1 Information and documents to be disclosed by QFIs to assessing authorised persons .....	11
<b>Part 4 : AUTHORISED PERSONS OBLIGATIONS</b> .....	<b>12</b>
Article 17: Obligations of authorised persons and their eligibility .....	12
Article 18 : Monitoring of QFIs .....	12
Article 19 : Cancellation of a QFI's qualification .....	12
Article 20 : Powers of the Authority in relation to authorised persons engaged with QFIs .....	12
<b>Part 5 : POWERS OF THE AUTHORITY IN RELATION TO QFIs</b> .....	<b>13</b>
Article 21 : Powers of the Authority in relation to QFIs .....	13
<b>Part 6 : CLOSING PROVISIONS</b> .....	<b>14</b>
Article 22 : Publication and entry into force .....	14

## PART 1: GENERAL PROVISIONS

### Article 1: Preliminary

- a. The purpose of these Rules is to set out the procedures, requirements and conditions for ~~the registration of qualified~~qualifying foreign investors (~~“QFIs”~~~~with the Authority~~) to invest in listed securities, and to specify their obligations and the obligations of authorised persons in this regard.
- b. These Rules shall be read in conjunction with and in addition to the Capital Market Law and its Implementing Regulations, including, the Listing Rules, the Market Conduct Regulations, the Authorised Persons Regulations, the Merger and Acquisition Regulations and the Anti-Money Laundering and Counter-Terrorist Financing Rules.
- c. Without prejudice to paragraph (e) of Article ~~17~~(15) of these Rules, these Rules shall not apply to Citizens of the Cooperation Council for the Arab States of the Gulf.
- d. QFIs are entitled to exercise all rights related to listed securities owned by them, including trading in rights issues.

### Article 2: Definitions

- a. Any reference to the “Capital Market Law” in these Rules shall mean the Capital Market Law issued by Royal Decree No. M/30 dated 2/6/1424H.
- b. Subject to paragraph (c) of this Article, expressions and terms in these Rules have the meaning which they bear in the Capital Market Law and the Glossary of defined terms used in the Regulations and Rules of the Capital Market Authority, unless the contrary intention appears.
- c. For the purpose of implementing these Rules, the following expressions and terms shall have the meaning they bear as follows unless the contrary intention appears:
  - **QFI assessment agreement**: an agreement between the assessing authorised person and the QFI meeting the requirements set out in Article (10) of these Rules.
  - **bank**~~Bank~~: a financial institution that has a legal personality which engages in banking business.
  - **assessing**~~Assessing~~ **authorised person**: an authorised person who has agreed with an applicant to assess its application for ~~registration~~qualification as a QFI, or an authorised person who has executed a QFI assessment agreement with a QFI.
  - **insurance**~~Insurance~~ **company**: a financial institution that has a legal personality which engages in insurance business.
  - **brokerage**~~Brokerage~~ **and securities firm**: a financial institution that has a legal personality which engages in securities business, including portfolio managers.
  - **investment**~~Investment~~ **fund**: means any of the following legal persons:
    - 1) a pension fund in which its main objective is to collect fees or periodic contributions from participants or for their interest, for the purpose of compensating them according to a specific mechanism.
    - 2) Endowment fund with a principal purpose of making grants to organizations, institutions, or individuals for scientific, educational, cultural purposes, including

university endowments fund.

3) a collective investment scheme aimed at providing investors therein with an opportunity to participate collectively in the profits of the scheme.

- ~~authorisation~~**Authorisation requirement:** authorisation requirement stated in Article (5) of the Securities Business Regulations.
- ~~foreign~~**Foreign portfolio manager:** a foreign financial institution that has a legal personality which manages the assets of clients, that meets the requirements stated in sub paragraph (a/2) of Article ~~6 of these Rules, and such institution or any person in its group meets the requirements stated in paragraph (c) of Article 6(6)~~ of these Rules, which engages or intend to engage with the QFI or the applicant for the purpose of investing on its behalf in listed securities.
- **Qualified foreign investor:** a qualified foreign investor; ~~a foreign investor registered with the Authority~~ in accordance with these Rules to invest in listed securities.
- ~~applicant~~**Applicant:** a foreign investor that submits an application for ~~registration~~**qualification** to an assessing authorised person.
- **Citizens of the Cooperation Council for the Arab States of the Gulf:** natural persons who hold the citizenship of one of the Cooperation Council for the Arab States of the Gulf countries, or legal persons that (i) capital of which is majority owned by citizens or governments of the Cooperation Council for the Arab States of the Gulf; and (ii) holding the citizenship of one of the Cooperation Council for the Arab States of the Gulf countries, in accordance with the definition set out in the resolution of the Supreme Council of the Cooperation Council for the Arab States of the Gulf in its 15<sup>th</sup> session approved by the Council of Ministers Resolution number (16) dated 20/01/1418H.
- **government related entities:** central banks, and investment funds -including sovereign funds and funds which take the form of pension and endowments funds- fully owned (directly or indirectly) by a government entity.

### Article 3: Waivers

The Authority may waive a provision of these Rules in whole or in part as it applies to an applicant, a QFI or an authorised person either on an application from any of the aforementioned persons or on the Authority's own initiative.

### Article 4: Right to appeal

Any person subject to these Rules may appeal to the Committee in respect of any decision or action that the Authority takes under these Rules.

## PART 2: APPLICATIONS FOR ~~REGISTRATION~~QUALIFICATION

### Chapter One: ~~Registration~~Qualification conditions

#### Article 5: ~~Registration~~Qualification

An applicant may not be ~~registered~~qualified as a QFI unless it meets each of the conditions prescribed by Article (6) of these Rules.

#### Article 6: The ~~registration~~qualification conditions

##### a. Type of the financial institution

- 1) The applicant must be a financial institution that has a legal personality which falls within one of the following types:
  - a) Banks;
  - b) Brokerage and securities firms;
  - c) Insurance companies.
  - d) Government and government related entities.
  - e) Investment funds.
  - f) Any other financial institution considered eligible by the Authority.
- 2) The financial institutions referred to in sub-paragraphs a (1), b (1), c (1) of paragraph (a) of this Article must be licensed or otherwise subject to regulatory oversight by a regulatory authority and incorporated in a jurisdiction that applies regulatory and monitoring standards equivalent to those of the Authority or acceptable to it.
- 3) The financial institutions referred to in sub-paragraphs d (1) and e (1) of paragraph (a) of this Article must be incorporated in a jurisdiction that applies regulatory and monitoring standards equivalent to those of the Authority or acceptable to it.
- 4) For the purposes of this Article, the Authority may, at its absolute discretion, determine whether the regulatory and monitoring standards are equivalent to those of the Authority or acceptable to it, and the Authority shall provide authorised persons duly authorised to conduct custody or dealing activities with a list of jurisdictions that applies regulatory and monitoring standards equivalent to those of the Authority or acceptable to it, and any update occurs to that list.
- 5) A qualified financial institution's subsidiary and funds managed by it, considered as a qualified foreign investor without applying for a separate application conditioned by meeting paragraph (a) of this article.

##### b. Size of the financial institution

- 1) With the exception of sub paragraph d (1) of paragraph (a) of this Article, the applicant must have assets under management of SAR ~~3,750~~1,875,000,000 ~~three~~one billion ~~seven~~eight hundred and ~~fifty~~seventy five million Saudi Riyals (or an equivalent amount) or more. And the Authority may reduce these assets.

- 2) For the purposes of these Rules, assets under management include:
- a) ~~assets~~Assets owned by the applicant or its group for the purpose of investment; and in relation to the financial institution referred to in sub paragraph e (1) of paragraph (a) of this Article, including assets owned by the foreign portfolio manager or its group, for the purpose of investment.
  - b) ~~assets~~Assets managed by the applicant or its group for the account of another person or persons, and in relation to the financial institution referred to in sub paragraph e (1) of paragraph (a) of this Article, including assets owned by the foreign portfolio manager or its group, for the account of another person or persons.

~~e. Investment experience~~

~~With the exception of sub paragraphs d (1), e (1) of paragraph (a) of this Article, The applicant or any person of its group must have been engaged in securities activities and investment therein for a minimum of 5 years.~~

**Chapter Two: ~~Registration~~Qualification procedures**

**Article 7: Application for ~~registration~~Qualification**

- a. An application for ~~registration~~qualification must be made ~~by submitting an application in the form prescribed by the Authority~~ to an assessing authorised person.  
~~An application for registration referred to in paragraph (a) of this Article must be~~ accompanied by the information and documents ~~required under~~ needed to proof the fulfillment of qualification conditions, as the assessing authorised person can use the guidance list provided in Annex 2.1 paragraph (1) of these Rules or other documents proofing the fulfillment of qualification conditions.
- b. The assessing authorised person must assess the application in accordance with the criteria and procedures set out in Chapter Three of this Part.

**Article 8: Accuracy of information and documents submitted to the assessing authorised person**

- a. All information and documents submitted by the applicant to the assessing authorised person must be complete, clear, accurate and not misleading.
- b. An applicant must notify the assessing authorised person within a reasonable period of time not exceeding (5) days of any material changes to the information or documents submitted previously.

**Chapter Three: Determination of applications**

**Article 9: Determination by the assessing authorised person ~~and notifying the Authority~~**

- a. The assessing authorised person must not accept the application until after conducting the following:
  - 1) ~~ensuring~~Ensuring that the application complies with the requirements prescribed by these Rules; and

- 2) ~~ensuring~~Ensuring that the applicant meets the applicable ~~registration~~qualification conditions prescribed by these Rules.
- b. The assessing authorised person must provide the ~~Authority~~foreign investor with a written notice of its determination, including a written statement of the reasons for its determination in such form as the Authority may require.
- ~~e.~~—Where the assessing authorised person has accepted the application, it must also submit to the ~~Authority the following:~~
  - 1) ~~an application for registration required under paragraph (a) of Article 7 of these Rules.~~
- c. foreign investor a written declaration in such form as the Authority may require confirming that The applicant meets the ~~registration~~qualification conditions stated in these Rules.
- d. The assessing authorised person must accept the QFI as a client in accordance with the Authorised Persons Regulations following the acceptance of the application and the written declaration in such form as the Authority may require confirming that the applicant meets the qualification conditions stated in these Rules.

#### Article 10: QFI assessment agreement

- a. An assessing authorised person must agree with the applicant on a draft form of QFI assessment agreement meeting the minimum requirements specified in this Article.
- b. A QFI assessment agreement must include the following minimum requirements:
  - 1) ~~a~~A representation by the applicant that it meets the ~~registration~~qualification conditions stated in these Rules;
  - 2) Disclosure of any suspension or revocation by a regulatory authority of any licence or permission in any jurisdiction or the imposition by a regulatory authority of any material restriction or condition upon any such licence or permission, If no suspension or revocation by a regulatory authority of any licence or permission currently imposed on the applicant, a declaration by the applicant to this effect.
  - 3) An undertaking by the applicant to provide the assessing authorised person with all information and documents required under these Rules;
  - 4) An undertaking by the applicant to notify the assessing authorised person within a reasonable period of time not exceeding 5 days of any event or circumstance requiring such notification under these Rules;
  - 5) A confirmation by the applicant of its consent that the assessing authorised person may disclose to the Authority or the Exchange information or documents which the assessing authorised person receives under these Rules or the Capital Market Law and its Implementing Regulations, and that such information may also be disclosed to other government agencies of the Kingdom in accordance with the relevant laws; and
  - 6) An undertaking by the applicant to abide by the Capital Market Law and its Implementing Regulations and the rules of the Exchange and other relevant laws.
  - 2) ~~an undertaking by the applicant to provide the assessing authorised person with all information and documents required under these Rules;~~

- ~~3) an undertaking by the applicant to notify the assessing authorised person within a reasonable period of time not exceeding 5 days of any event or circumstance requiring such notification under these Rules;~~
  - ~~4) a confirmation by the applicant of its consent that the assessing authorised person may disclose to the Authority or the Exchange information or documents which the assessing authorised person receives under these Rules or the Capital Market Law and its Implementing Regulations, and that such information may also be disclosed to other government agencies of the Kingdom in accordance with the relevant laws; and~~
  - ~~5) an undertaking by the applicant to abide by the Capital Market Law and its Implementing Regulations and the rules of the Exchange and other relevant laws.~~
- c. All requirements specified in paragraph (b) of this Article must be in such form as the Authority may require.

#### **Article 11: ~~Review by the Authority and registration of the QFI~~Record Keeping**

- ~~a. Upon the Authority's receipt of all applicable information and documents required under Article 9 of these Rules, the Authority shall notify the assessing authorised person of this fact without delay.~~
- ~~b. The assessing authorised person's determination to reject the application becomes final upon the receipt of the Authority's notification referred to in paragraph (a) of this Article.~~

~~Subject to paragraph (d) of this Article, the assessing authorised person's determination to accept the application, the Authority shall notify the assessing authorised person in writing with its determination in regard to the assessing authorised person's determination within 5 days from the date of the Authority's notification referred to in paragraph (a) of this Article.~~

~~The Authority, as it deems appropriate, may impose an additional period to review the determination of the assessing authorised person to accept the application and in which case it will notify the assessing authorised person in writing of this fact before the lapse of the period specified under paragraph (c) of this Article.~~

~~The Authority will notify the assessing authorised person in writing within the time period specified in the notice referred to in paragraph (d) of this Article that the determination of the assessing authorised person to accept the applicant shall be approved or not.~~

- ~~e. An applicant becomes a QFI from the date of the Authority's notification to approve the determination of the assessing authorised person to accept the applicant (a "notification of registration") in accordance with the provisions of paragraph (c) or paragraph (e) of this Article.~~

#### **Article 12: Notice of registration or rejection of the application**

- ~~a. The assessing authorised person must within a reasonable period of time not exceeding 5 days notify the QFI in writing that it has been registered with the Authority as a QFI following receipt by the assessing authorised person of the notification of registration under Article 11 of these Rules.~~
- ~~b. Following receipt of the Authority's notification of registration under Article 11 of these Rules, the assessing authorised person must accept the QFI as a client in accordance with the Authorised Persons Regulations; and~~
- ~~c. The assessing authorised person must notify the applicant in writing on the rejection of the application where:~~



- ~~1) The determination to reject the application for registration becomes final; or~~
- ~~2) The assessing authorised person receives the Authority's notification to reject the assessing authorised person's determination to accept the application for registration.~~

### **Article 13: Record Keeping**

~~The QFI must retain, and make available to the Authority on request, the information and documentation required under these Rules for as long as it remains registered as a QFI.~~

- ~~a. The assessing authorised person must retain, and make available to the Authority on request, the information and documentation [proofing the fulfillment of qualification conditions](#) required under these Rules as long as the person remains registered as a QFI, in accordance with Article (16) of the Authorised Persons Regulations. Where the applicant has been rejected or where the QFI has had its registration cancelled, the assessing authorised person must retain, and make available to the Authority on request, the information and documentation required under these Rules for 10 years from the date of rejecting the application or the date of cancellation of registration.~~

## **Chapter Four: Further requirements following [registration qualification](#)**

### **Article ~~14~~[12](#): Commencement of trading**

A QFI may not invest in any listed securities unless it:

- 1) Holds a client account;
- 2) Holds an account with the Depository Center; and
- 3) Has satisfied any other conditions as may be imposed by the Authority.

1. ~~Information~~ Guidance list for information and documents to be provided by applicants for applicant's qualification check:

The ~~applicant must provide the below information to the~~ assessing authorised person, ~~in such form as the Authority may prescribe~~ can use the guidance list provided below or other information and documents proofing the fulfillment of qualification conditions:

- a. Details of the applicant's legal form and jurisdiction of establishment, or foreign portfolio managers (if applicable), supported by copies of relevant constitutional documents;
- b. A description of the ~~applicant's~~ applicant or foreign portfolio managers business activities (if applicable), which may be extracted from the applicant's annual report or equivalent corporate documents, ~~but should include confirmation of the period for which the applicant has been engaged in securities activities and investment therein.~~
- c. A list of the QFI's subsidiary and funds he manage and intends to qualify without applying for a separate qualification application accompanied by documents proofing fulfilling Article (6) paragraph (a).
- ~~e.d.~~ In relation to the financial institution referred to in sub paragraph e (1) of paragraph (a) of Article (6) , the fund's investment policy.
- ~~d.e.~~ In relation to the financial institution referred to in sub paragraphs a (1), b (1), c (1) of paragraph (a) of Article (6), Evidence of the applicant's regulatory status.
- ~~e.~~ A list of all direct controllers of the applicant, and provide details of the identity and ownership of each controller (if applicable).
- f. A copy of the most recent annual report and consolidated accounts of the applicant or its group or the foreign portfolio managers (if applicable).
- g. Details of other account names or affiliations under which the applicant invest in the Kingdom, if any;
- h. Details of all authorised persons of which the applicant is a client;
- ~~i.~~ Details of any of the following material legal or regulatory sanctions imposed on the applicant during the 5 years prior to the submission of the application:
  - ~~1) any criminal, civil or regulatory sanction or penalty imposed as a result of insider trading, market manipulation or other market abuse or misconduct.~~
- ~~j.i.~~ the Disclosure of any suspension or revocation by a regulatory authority of any licence or permission in any jurisdiction or the imposition by a regulatory authority of any material restriction or condition upon any such licence or permission; and, If no suspension or revocation by a regulatory authority of any licence or permission currently imposed on the applicant, a declaration by the applicant to this effect.
  - ~~together with a declaration from the applicant that no other such sanctions have been imposed on the applicant during this period. If no legal or regulatory sanctions falling within the categories specified in this paragraph have been imposed on the applicant during the past 5 years, a declaration by the applicant to this effect.~~
- ~~j.~~ Details of any pending or ongoing criminal or regulatory investigations or civil proceedings;

- ~~k.~~ Details of any settlement regarding criminal or regulatory investigations or civil proceedings during the 5 years prior to the submission of the application;
- ~~k.j.~~ Financial statements prepared and accredited by the applicant's or its group auditors in accordance with accounting standards prescribed by the relevant authorities in the applicant's jurisdiction of establishment, and showing the applicant's or its ~~groupecurrent~~ group current financial position, including its capital, financial resources, revenues and expenses at the date of the financial statements~~;~~.
- ~~h.k.~~ Such other documents or other evidence as may be sufficient to satisfy each of the ~~registration~~ qualification conditions under these Rules.

## 2. Information and documents to be provided by applicants under this Rules:

- a. A QFI assessment agreement must include the ~~following minimum~~ requirements: Article (10).
- ~~1) A representation by the applicant that it meets the registration conditions stated in these Rules;~~
- ~~6)1) An undertaking by the applicant to provide the assessing authorised person with all information and documents required under these Rules;~~
- ~~7)1) An undertaking by the applicant to notify the assessing authorised person within a reasonable period of time not exceeding 5 days of any event or circumstance requiring such notification under these Rules;~~
- ~~8)1) A confirmation by the applicant of its consent that the assessing authorised person may disclose to the Authority or the Exchange information or documents which the assessing authorised person receives under these Rules or the Capital Market Law and its Implementing Regulations, and that such information may also be disclosed to other government agencies of the Kingdom in accordance with the relevant laws; and~~
- ~~9)1) An undertaking by the applicant to abide by the Capital Market Law and its Implementing Regulations and the rules of the Exchange and other relevant laws.~~
- ~~2) Confirmation by the applicant of its consent to disclose any information or documents required by the Authority or other government agencies of the Kingdom in accordance with the relevant laws.~~

## ~~3. Additional information and documents to be provided by applicants intending to engage with foreign portfolio managers to invest in listed securities :~~

- ~~a.b.~~ Where an applicant intends to engage with foreign portfolio managers to invest in listed securities, it must provide a list with all foreign portfolio managers intends to engage with.
- ~~b.~~ A list of foreign portfolio managers referred to in sub paragraph a (2) of this Annex must be accompanied by the information and documents referred to in sub paragraphs 1 (a), 1 (d), 1 (f), 1 (i), 1 (j), 1 (k) and 1 (l) of this Annex, in relation to any foreign portfolio manager, with the exception of a QFI foreign portfolio manager.

## PART 3: CONTINUING OBLIGATIONS

### **Article ~~15~~13: Compliance with laws and regulations**

A QFI must at all times comply with the applicable provisions stated in the Capital Market Law and its Implementing Regulations, as well as the rules and the regulations of the Exchange and other relevant laws.

### **Article ~~16~~14: Investment limits**

- a. Investments of QFIs shall be subject to the following limitations:
  - 1) Each QFI, may not own 10% or more of the shares of any issuer whose shares are listed or convertible debt instrument of the issuer.
  - 2) The maximum proportion of the shares of any issuer whose shares are listed or convertible debt instrument of the issuer that may be owned by all foreign investors (in all categories, whether residents or non-residents) in aggregate is 49%.
  - 3) Other legislative limitations on foreign ownership in joint stock companies.
  - 4) The limitations set forth in the articles of association or by-laws of the listed companies or any instructions issued by the supervisory or regulatory authorities to which these companies are subject.
- b. The Exchange shall publish on its website, as determined by the Authority in this regard, the following information:
  - 1) A statistic reflecting the ownership percentages specified in sub-paragraph a (2) of this Article.
  - 2) The limitations specified in sub-paragraphs a (3) and a (4) of this Article, according to the information received by the Exchange from listed companies in this regard.

### **Article ~~17~~15: Authorised persons and foreign portfolio managers engaged with the QFI, and authorisation requirements:**

- a. A QFI must have, for as long as it remains ~~registered~~ as a QFI, an assessing authorised person engaged by it, and must not engage with more than one assessing authorised person within the same period.
- b. For the purposes of these Rules, a QFI has engaged an assessing authorised person if it has executed a QFI assessment agreement with the assessing authorised person and that agreement remains valid and in force.
- c. A QFI's ~~registration~~qualification shall not be revoked by reason of the lapse or termination by either party of a QFI assessment agreement, provided that the QFI engages a replacement assessing authorised person within 10 days. The replacement assessing authorised person shall without delay notify the Authority in writing of its appointment.
- d. If a QFI fails to engage a replacement assessing authorised person within the period prescribed by paragraph (c) of this Article, it must notify the Authority of this fact without delay., whereupon the Authority may either grant an extension or revoke the QFI's ~~registration~~qualification.
- e. A QFI may engage with authorised persons, or foreign portfolio managers, or foreign custodians, or foreign advisors, for the purpose of investing in listed securities.
- f. A QFI is excluded from the authorisation requirement for carrying on dealing activity, when dealing as principal in listed securities.

- g.
- h. A QFI and a foreign portfolio manager are excluded from the authorisation requirement for carrying on managing activity, when managing listed securities belonging to a QFI.
- i.
- j. A foreign custodian is excluded from the authorisation requirement for carrying on custody activity, when safeguarding listed securities belonging to a QFI.
- k.
- l. A foreign advisor is excluded from the authorisation requirement for carrying on advising activity, when providing advice to a QFI.

**Article 1816: Disclosure requirements**

- a. Subject to paragraph (b) of this Article, a QFI must within a reasonable period of time not exceeding 5 days notify the assessing authorised person engaged by it if any of the notifiable events set out in Annex 3.1 of these Rules occurs.
- b. Where a notifiable event set out in Annex 3.1 of these Rules has occurred and the QFI reasonably believes that disclosure of the event to an assessing authorised person in accordance with paragraph (a) of this Article would materially prejudice the operations and businesses of the QFI or a third party, the QFI may make a notification to the Authority in substitution for the notification required under paragraph (a) of this Article.
- c. The QFI must provide without delay to the Authority any information, documents or written explanation as it may request.
- d. All information and documents disclosed and notifications made to the assessing authorised person or to the Authority under this Article must be complete, clear, accurate and not misleading.

**Annex 3.1 Information and documents to be disclosed by QFIs to assessing authorised persons**

## Notifiable events

- ~~a. The commencement of insolvency proceedings against~~ QFI must notify the QFI assessing authorised person in any jurisdiction;
- ~~b. The commencement of criminal or legal or regulatory proceedings against the QFI~~ event in any jurisdiction;
- ~~c. Any breach or anticipated breach by~~ which the QFI of the investment limits and restrictions set out in sub-paragraphs engages with a (1); a (3) and a (4) of Article 16 of these Rules;
- ~~d. Any breach or anticipated breach by the QFI of any obligations under these Rules;~~
- ~~e.a. The QFI becomes a client of another authorised person~~ new foreign portfolio manager for the purpose of investing in listed securities;
- ~~1) The QFI must notify the assessing authorised person in the event in which the QFI engages with a new foreign portfolio manager for the purpose of investing in listed securities.~~
- ~~f. Any material change that affects its status or activities to:~~
  - ~~1) the business of the QFI;~~
  - ~~2) the regulatory status or permissions of the QFI in its home jurisdictions; and~~
  - ~~3) the identity of any direct controller(s) of the QFI.~~
- ~~g.b. The QFI becoming aware that it no longer meets or will no longer meet the registration~~ qualification conditions stated in these Rules; ~~and, excluded from that any decline in the assets under management for market conditions or funds redemption reasons, and any decline for the these reasons will not be considered a violation of the qualification conditions under these Rules.~~
- ~~h. Any restructuring of the QFI.~~
- ~~i. Any material changes to the information provided by the QFI under Annex 2.1 of these Rules or furnished subsequently in connection with the granting or maintenance of the QFI's registration.~~

#### Article ~~19~~17: Obligations of authorised persons and their eligibility

- a. An authorised person must not consider any applications for ~~registration~~qualification in accordance with these Rules or engage with a QFI as an assessing authorised person unless such person is duly authorised to conduct custody or dealing activities.
- b. An authorised person must not accept a QFI as a client for the purpose of investing in listed securities unless it is satisfied that the QFI is ~~duly registered with the Authority~~qualified in accordance with these Rules.
- c. An authorised person that was a party of a QFI assessment agreement must notify the Authority immediately upon the laps or termination of such agreement.
- d. An authorised person must at all times comply with the applicable provisions stated in the Capital Market Law and its Implementing Regulations, as well as the rules and the regulations of the Exchange and other relevant laws.
- e. The Authority may impose any conditions and/or limitations that it sees fit on authorised persons in relation to their dealings with QFIs.
- ~~f. An assessing authorised person must pay such fees as determined by the Authority for the registration of applicants.~~

#### Article ~~20~~18: Monitoring of QFIs

- a. If an assessing authorised person finds at any time that a QFI by which it is engaged no longer meets the applicable ~~registration~~qualification conditions stated in these Rules or has breached any of its obligations under these Rules, the assessing authorised person must report such findings to the Authority in writing without delay.
- b. An assessing authorised person must report to the Authority in writing immediately after being aware of any of the following events in relation to each QFI by which it is engaged:
  - 1) The QFI must notify the assessing authorised person in the event in which the QFI engages with a new foreign portfolio manager for the purpose of investing in listed securities.
  - ~~1) — Details of the commencement of insolvency proceedings against the QFI in any jurisdiction;~~
  - ~~2) — Details of the commencement of criminal or legal or regulatory proceedings against the QFI in any jurisdiction;~~
  - ~~3) — The QFI becomes a client of another authorised person for the purpose of investing in listed securities;~~
  - ~~4) — Where the QFI engages with a new foreign portfolio manager for the purpose of investing in listed securities~~
  - ~~5) — Any restructuring of the QFI; and~~
  - 2) Any material changes to the information provided pursuant to sub-paragraph 1 (g), of Annex 2.1 of these Rules. The QFI becoming aware that it no longer meets or will no longer meet the qualification conditions stated in these Rules, excluded from that any decline in the assets under management for market conditions or funds redemption reasons, and any decline for the these reasons will not be considered a violation of the qualification conditions under these Rules.

#### Article ~~21~~19: Cancellation of a QFI's ~~registration~~qualification

- a. Where an assessing authorised person receives a request from a QFI to cancel its ~~registration~~qualification, it must submit a request to the Authority to that effect (a "cancellation request").
- b. The cancellation request submitted to the Authority in accordance with paragraph (a) of this Article must be accompanied with a confirmation from the QFI that it does not own any listed securities.
- c. The Authority may issue a notice rejecting the cancellation request submitted under paragraph (a) of this Article within 2 days of receiving such request, giving reasons for the rejection.
- d. If the Authority does not issue a notice under paragraph (c) of this Article within 2 days of receiving the cancellation request from the assessing authorised person, the cancellation of the QFI ~~registration~~qualification) shall be effective.
- e. The assessing authorised person must give the person who made the cancellation or withdrawal request a notice confirming that the request has been rejected or has become effective as applicable.

**Article ~~22~~20: Powers of the Authority in relation to authorised persons engaged with QFIs**

- a. The Authority may at any time by issuing a written notice prohibit an authorised person from engaging with QFIs.
- b. The Authority may require an authorised person to provide the Authority without delay any information, documents or written explanation relating to the authorised person dealings with QFIs.
- c. The Authority may require an authorised person, or its representative, to attend before the Authority to answer questions and explain any aspect of its dealings with QFIs.
- d. If the Authority considers that circumstances amounting to an emergency requires it do so, it may assume any assessing authorised person's rights against a QFI upon sending written notice of such fact from the Authority to the relevant QFI and the assessing authorised person.



## PART 5: POWERS OF THE AUTHORITY IN RELATION TO QFIs

### Article 2321: Powers of the Authority in relation to QFIs

- a. If the Authority considers that any of the events specified in paragraph (d) of this Article has occurred in relation to a QFI, or is likely to occur, the Authority may:
  - 1) require the QFI to provide such information, documents and/or written explanation as the Authority requires in respect of the matters giving rise to its consideration;
  - 2) require the QFI or its representative, to attend before the Authority to answer questions and explain any matter the Authority considers relevant;
  - 3) carry out any enquiries that it considers appropriate;
  - 4) take any steps to verify any information furnished by the QFI, including by communicating with overseas regulatory authorities;
  - 5) suspend the QFI's ~~registration~~qualification or prohibit the QFI;
  - 6) cancel the QFI's ~~registration~~qualification,;
  - 7) exercise any of its other powers under the Capital Market Law.
- b. Suspension or cancellation of ~~registration~~qualification under sub-paragraphs (5), (6) of paragraph (a) of this Article shall be effective immediately upon sending a written notice of such fact from the Authority to the QFI or the relevant assessing authorised person.
- c. The Authority may publish the identity of any institution whose ~~registration~~qualification has been suspended or revoked.
- d. The events referred to in paragraph (a) of this Article include the following:
  - 1) The QFI no longer meets the conditions, obligations or requirements stated in these Rules;
  - 2) The QFI has not fulfilled the requirements of paragraph (a) of Article (~~14~~12) of these Rules within 60 days of its ~~registration~~qualification;
  - 3) An insolvency event has occurred in relation to the QFI;
  - 4) The QFI has breached any of its obligations under the Capital Market Law and its Implementing Regulations and/or any other laws of the Kingdom;
  - 5) The QFI has obtained its ~~registration~~qualification on the basis of incomplete, unclear, inaccurate or misleading information;
  - 6) The QFI has been the subject of any material legal or regulatory sanction in any jurisdiction;
  - 7) Any restructuring of the QFI; and
  - 8) Any other event that the Authority believes necessitates its intervention in order to protect investors or safeguard the functioning of the capital market within the Kingdom.

- e. Following revocation or suspension of ~~registration~~qualification, the investor in question may not purchase any listed securities.
- f. Following revocation or suspension of ~~registration~~qualification, the investor in question may not dispose of securities held in its account with the Depository Center without the prior consent of the Authority.

## **PART 6: CLOSING PROVISIONS**

### **Article ~~24~~22: Publication and entry into force**

These Rules shall become effective in accordance to its approval resolution.