

# Macau Investment Funds Law Series: Foreign Funds Inbound & Macau Funds Outbound Under Law No. 11/2025

*Calvin Tinlop Chui, Co-Managing Partner at Lektou*

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Macau's new **Investment Funds Law (Law No. 11/2025)**, effective **1 January 2026**, establishes for the first time a comprehensive statutory framework governing the distribution, regulation, and redomiciliation of **foreign funds** covering both public and private fund in the territory. The new law provides also a structured regime on Macau fund sold outside Macau.

In this Macau Investment Funds Law Series, our companion articles include:

1. Fund Managers: [link](#);
2. Custodians: [link](#);
3. Sales Entites: [link](#).

## Key takeaways

- **Statutory definition:** A foreign fund is any fund domiciled outside the Macau SAR. [1]
- **Foreign public funds** seeking to raise capital publicly in Macau must obtain **prior AMCM approval**, distribute **through a sales entity**, and provide investors with prescribed disclosure information. [2]
- **Foreign private funds** distributing to qualifying investors on a non-public basis must likewise distribute **through a sales entity** and provide adequate risk-related information. [3]

- **Promotional material disclosure:** All foreign fund promotional materials must clearly indicate that the fund is not established in Macau and that its regulatory standards may differ from those applicable in the territory. [4]
  - **Macau funds sold abroad:** Macau-domiciled funds intending to promote or sell units outside Macau must give prior notice to the AMCM. [5]
  - **Redomiciliation:** Foreign funds may transfer their domicile to Macau, with legal personality, rights, and obligations continuing uninterrupted, subject to AMCM prior approval and compliance with AML requirements. [6]
  - **Enforcement:** The AMCM may order corrective action, suspend or revoke a foreign fund's sales approval, or take other necessary measures in response to regulatory violations. [7]
  - **Transition deadline:** Existing foreign funds already conducting sales activities in Macau must comply with the new law by **1 January 2027**.
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## I. Introduction

The previous fund regime (Decree-Law No. 83/99/M and Decree-Law No. 54/95/M) did not contain a dedicated framework for both foreign public and private fund access to the Macau market, leaving a significant regulatory gap as cross-border fund distribution grew in importance. Law No. 11/2025 introduces a self-contained section on **cross-border fund activities**, covering three scenarios: (1) Macau funds promoted or sold abroad; (2) foreign funds promoted or sold in Macau; and (3) foreign funds redomiciling to Macau. This article examines the market access conditions, distribution requirements, redomiciliation regime, and enforcement framework applicable to foreign funds. For the roles of sales entities, see our companion articles in this series. [8]

## II. Key Provisions and Analysis

### 1. Definition of Foreign Fund

The Law defines a **foreign fund** as any fund with its domicile outside the Macau SAR. [1] This broad definition captures all overseas fund structures — regardless of legal form, jurisdiction of incorporation, or asset class — and subjects them to the cross-border distribution rules whenever they seek to promote or sell fund units within Macau.

### 2. Foreign Public Funds: Market Access and Distribution

A foreign public fund wishing to raise capital publicly in Macau must satisfy three cumulative requirements: [2]

- **Prior AMCM approval** must be obtained.
- Distribution must be conducted **through a sales entity** in Macau.
- **Clear and complete information** must be provided to investors, including at minimum: the fund's name, structure, and investment policy; the names and contact details of the management entity, custodian, and service providers; the competent authority in the

fund's home jurisdiction; how investors can access the fund's constitutive documents; the fee and charges structure; material risk factors with prominent risk warnings; the dispute resolution mechanism; and any other information required by the AMCM.

The AMCM may require the sales entity to submit **periodic sales reports** and information on its Macau distribution activities. [9] The AMCM also publishes a list of foreign funds approved for sale in the territory. [10]

### 3. Foreign Private Funds: Distribution Requirements

Foreign private funds distributing to **qualifying investors** in Macau on a non-public basis must distribute **through a sales entity** and provide adequate **risk-related information**. [3] The same restrictions on public solicitation that apply to domestic private funds apply here: sales entities may not solicit the general public through mass media, seminars, flyers, electronic communications, or any form of disguised public offering. [11]

### 4. Promotional Material Requirements

All promotional materials for foreign funds — whether public or private — must **clearly indicate** that the fund is not established in Macau and that its regulatory standards may differ from those applicable in the territory. [4] This disclosure requirement ensures that investors are not misled into assuming foreign funds benefit from the same regulatory protections as Macau-domiciled funds.

### 5. Macau Funds Sold Abroad

The cross-border regime operates in both directions. A Macau-domiciled fund or its management entity intending to promote or sell fund units outside Macau must give **prior notice** to the AMCM, accompanied by: [5]

1. The target country, region, or market.
2. Details of any overseas sales entities or partner institutions.
3. A description of the relevant foreign regulatory framework and legal requirements.
4. Any other documents and information required by the AMCM.

The management entity must **periodically report** to the AMCM on its overseas sales activities, including sales volumes, investor complaints, and other material matters. [5] The AMCM may issue implementing circulars setting out the detailed rules for overseas fund promotion and sales. [12]

### 6. Redomiciliation of Foreign Funds to Macau

The Law introduces a novel **redomiciliation regime** allowing foreign funds to transfer their domicile to Macau. [6] The regime is built on a **continuity principle**: the fund's legal personality, rights, obligations, contracts, and legal responsibilities are preserved from its original date of establishment and are not interrupted by the redomiciliation. Notably, redomiciliation is **not treated as a transfer or sale** of assets, rights, or interests, and does not trigger Macau **stamp duty, property transfer tax, or complementary income tax** — though fees arising from the redomiciliation process itself remain payable. The fund must also comply with Macau's **AML/CFT** requirements, and adequate investor protections — including advance disclosure and requisite investor consent — must be in place.

Redomiciliation requires **prior AMCM approval**. The applicant must submit a **legal opinion** from a qualified professional in the fund's original domicile (confirming that redomiciliation does not violate local law and that legal continuity is preserved), a statement confirming AML/CFT compliance, and any other documents required by the AMCM. Upon approval, the applicant must — within a period of **not less than 60 days** set by the AMCM — cancel its registration in the original jurisdiction and complete any required commercial registration in Macau. [13]

Following redomiciliation, the fund's **internal governance and daily operations** are governed by Macau law. [14] However, contracts or legal acts entered into before redomiciliation continue to be governed by their original applicable law, and pending judicial or arbitral proceedings are similarly unaffected.

### III. Implications and Next Steps

The new foreign fund regime marks a significant step in Macau's development as a fund domicile, creating clear pathways for both inbound and outbound cross-border fund activities.

**Foreign fund** seeking to be distributed into Macau face a structured but navigable regime. For public funds, this means preparing a comprehensive AMCM application, appointing a Macau sales entity, and assembling the prescribed investor-facing disclosure package. For private funds, the requirements are lighter but still mandate distribution through a sales entity and compliance with private fund solicitation restrictions. In both cases, promotional materials must carry prominent foreign-jurisdiction warnings.

**Sales entities** distributing foreign fund units take on significant regulatory responsibility, including potential periodic reporting obligations to the AMCM and exposure to serious administrative penalties for non-compliance. Internal compliance frameworks should be updated to address the specific conduct obligations and disclosure requirements applicable to foreign fund distribution.

**Foreign fund under consideration of redomiciliation** to Macau benefit from a continuity-focused regime that preserves legal personality and existing contractual relationships. Early engagement with the AMCM — particularly on AML/CFT readiness and governance documentation — will be critical to a smooth transition.

**Macau fund** distributing abroad must ensure compliance with the prior-notification regime and be prepared to report periodically to the AMCM on overseas activities, investor complaints, and sales volumes.

All existing foreign funds conducting sales activities in Macau must achieve full compliance by **1 January 2027**.

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#### Footnotes

[1]: Article 2(9)

- [2]: Article 45(1)
- [3]: Article 45(2)
- [4]: Article 45(3)
- [5]: Article 44(1)–(2)
- [6]: Article 47
- [7]: Article 46
- [8]: Articles 43–49
- [9]: Article 45(4)
- [10]: Article 151(3)
- [11]: Article 103(1)
- [12]: Article 44(3)
- [13]: Article 48
- [14]: Article 49

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