Important: if you are in any doubt about the contents of this prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser for independent professional financial advice.

Investors should note that this prospectus relates to sub-fund(s) which may offer both exchange-traded class of shares and unlisted (not exchange-traded) class of shares.

# ChinaAMC Digital OFC

*(a Hong Kong public umbrella open-ended fund company with variable capital, limited liability and segregated liability between sub-funds and authorized under section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "SFO"))*

# PROSPECTUS

## CHINAAMC HKD DIGITAL MONEY MARKET FUND

**Stock Code: 3471**

## CHINAAMC USD DIGITAL MONEY MARKET FUND

**HKD Counter Stock Code: 3472**

**USD Counter Stock Code: 9472**

## CHINAAMC RMB DIGITAL MONEY MARKET FUND

**HKD Counter Stock Code: 3461**

**RMB Counter Stock Code: 83461**

## CHINAAMC DIGITAL GOLD ETF

**HKD Counter Stock Code: 3418**

**USD Counter Stock Code: 9418**

**RMB Counter Stock Code: 83418**

**Manager**

**China Asset Management (Hong Kong) Limited**

**Listing Agent**

**Altus Capital Limited**

# 26 May 2026

Hong Kong Exchanges and Clearing Limited ("HKEX"), The Stock Exchange of Hong Kong Limited (the "SEHK"), Hong Kong Securities Clearing Company Limited ("HKSCC") and the Hong Kong Securities and Futures Commission (the "SFC") take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus. The Company has been registered with the SFC as an open-ended fund company. The Company and each Sub-Fund have each been authorised as collective investment schemes by the SFC. Registration with and authorisation by the SFC do not represent a recommendation or endorsement of the Company or any of the Sub-Funds nor do they guarantee the commercial merits of the Company, any of the Sub-funds or their performance. They do not mean the Company or any of the Sub-Funds is suitable for all investors nor does it represent an endorsement of their suitability for any particular investor or class of investors.

IMPORTANT – while section 112S of the SFO provides for segregated liability between sub-funds, the concept of segregated liability is relatively new. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how those foreign courts will react to section 112S of the SFO.

## IMPORTANT INFORMATION FOR INVESTORS

**Important: If you are in doubt about the contents of this Prospectus, you should seek independent professional financial advice.**

This Prospectus comprises information relating to ChinaAMC Digital OFC ("**Company**") and its sub-funds (each a "**Sub-Fund**" and collectively the "**Sub-Funds**").

The Company is a Hong Kong public open-ended fund company with variable capital and limited liability regulated under the SFO. The Company is established with an umbrella structure and the Sub-Funds of the Company have segregated liability. The Company can have a number of Sub-Funds with segregated liability among them and in respect of which a separate class or classes of Shares will be issued. Where specified in the relevant Appendix, a Sub-Fund may issue both exchange-traded classes of Shares ("**Listed Classes of Shares**") and/or unlisted (not exchange-traded) classes of Shares ("**Unlisted Classes of Shares**").

The Company was incorporated pursuant to an Instrument of Incorporation filed to the Companies Registry of Hong Kong on and effective as of 28 January 2025, with registration number 77654842.

Important - whilst section 112S of the SFO provides for statutory segregated liability between the Sub-Funds, the concept of segregated liability is relatively new. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how or if those foreign courts will give effect to section 112S of the SFO.

The Directors accept full responsibility for the accuracy of the information contained in this Prospectus and the Product Key Facts Statement of each Sub-Fund, and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this Prospectus or the Product Key Facts Statement misleading. However, neither the delivery of this Prospectus and the Product Key Facts Statement nor the offer or issue of Shares shall under any circumstances constitute a representation that the information contained in this Prospectus or the Product Key Facts Statement is correct as of any time subsequent to the date of publication. This Prospectus and the Product Key Facts Statement may from time to time be updated.

Distribution of this Prospectus must be accompanied by a copy of the Product Key Facts Statement of each Sub-Fund and the latest available audited annual financial report of the Company and the Sub-Fund(s) (if any) and any subsequent unaudited semi-annual financial report. For a Sub-Fund which issues both Listed Class of Shares and Unlisted Class(es) of Shares, separate sets of product key facts statement will be available for the Listed Class of Shares and the Unlisted Class(es) of Shares. Shares of the Sub-Fund(s) are offered on the basis only of the information contained in this Prospectus, the Product Key Facts Statement and (where applicable) the above mentioned audited annual financial reports and unaudited semi-annual financial report. Any information given or representations made by any dealer, salesman or other person and (in either case) not contained in this Prospectus or the Product Key Facts Statement should be regarded as unauthorised and accordingly must not be relied upon.

The Listing Committee of the SEHK has accepted the application for the listing of, and permission to deal in the Listed Class of Shares of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund and ChinaAMC RMB Digital Money Market Fund. Dealings in the Listed Class of Shares of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund and ChinaAMC RMB Digital Money Market Fund on the SEHK have already commenced. The Listed Class of Shares of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund and ChinaAMC RMB Digital Money Market Fund have been accepted as eligible securities by HKSCC for deposit, clearing and settlement in CCASS. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time

Application has been made to the Listing Committee of the SEHK for the listing of, and permission to deal in the Listed Class of Shares of ChinaAMC Digital Gold ETF. Subject to compliance with the admission requirements of the HKSCC, the Listed Class of Shares of ChinaAMC Digital Gold ETF will be accepted as eligible securities by HKSCC for deposit, clearing and settlement in CCASS with effect from the relevant date of commencement of dealings in the Listed Class of Shares of ChinaAMC Digital Gold ETF on the SEHK or such other date as may be determined by HKSCC. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

**SFC registration and authorisation**

The Company and the Sub-Fund(s) have been registered with the SFC and authorised by the SFC pursuant to section 104 of the SFO. The SFC's registration and authorisation do not represent a recommendation or endorsement of the Company or the Sub-Fund(s) nor do they guarantee the commercial merits of the Company or the Sub-Fund(s) or their performance. They do not mean the Company or the Sub-Fund(s) is suitable for all investors nor do they represent an endorsement of its suitability for any particular investor or class of investors.

**Selling restrictions**

**General:** No action has been taken to permit an offering of Shares of the Sub-Fund(s) or the distribution of this Prospectus or the Product Key Facts Statement in any jurisdiction other than Hong Kong where action would be required for such purposes. Accordingly, this Prospectus or the Product Key Facts Statement may not be used for the purpose of an offer or solicitation in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised. Further, Shares of the Sub-Fund(s) may not be offered or sold, directly or indirectly, to any persons for reoffering or resale, in any jurisdiction where such action is not authorised. Receipt of this Prospectus or the Product Key Facts Statement does not constitute an offer of Shares of the Sub-Fund(s) in those jurisdictions in which it is illegal to make such an offer.

**United States:** In particular, potential investors should note the following:-

(a) the Shares have not been registered under the United States Securities Act of 1933 (as amended) ("the **Securities Act**") and, except in a transaction which does not violate such Act, may not be directly or indirectly offered or sold in the United States of America, or any of its territories or possessions or areas subject to its jurisdiction, or for the benefit of a US Person (as defined in Regulation S under such Act);

(b) No person has registered nor will register as a commodity pool operator of the Company or any Sub-Fund under the Commodity Exchange Act of 1936, as amended (the "**CEA**") and the rules thereunder (the "**CFTC Rules**") of the Commodity Futures Trading Commission (the "**CFTC**"); and

(c) the Company and the Sub-Fund(s) have not been and will not be registered under the United States Investment Company Act of 1940 as amended.

Accordingly, the Shares may not be offered, sold, pledged or otherwise transferred except (i) in an "Offshore Transaction" (as such term is defined under Regulation S) and (ii) to or for the account or benefit of a Permitted Transferee.

A "Permitted Transferee" means any person who is not any of:

(a) a U.S. person as defined in Rule 902(k)(1) of Regulation S;

(b) a person who comes within any definition of U.S. person for the purposes of the CEA or any CFTC rule, guidance or order proposed or issued under the CEA (for the avoidance of doubt, any person who is not a "Non-United States person" as such term is defined under CFTC Rule 4.7(a)(1)(iv), but excluding, for purposes of subsection (D) thereof, the exception for qualified eligible persons who are not "Non-United States persons", shall be considered a U.S. person); or

(c) a "resident of the United States" for purposes of, and as defined in implementing regulations proposed or issued under, Section 13 of the Bank Holding Company Act of 1956, as amended (the "**BHC Act**").

Transfers of Shares within the United States or to any person other than a Permitted Transferee are prohibited. Any transfer of Shares to a person other than a Permitted Transferee (a "**Non-Permitted Transferee**") will be void ab initio and of no legal effect whatsoever. Accordingly, any purported transferee of any legal or beneficial ownership interest in a Share in such a transaction will not be entitled to any rights as a legal or beneficial owner of such interest in such Share.

The foregoing restrictions on the offer, sale, pledge or other transfer of Shares to a Non-Permitted Transferee may adversely affect the ability of an investor in the Shares to dispose of the Shares in the secondary market, if any, and significantly reduce the liquidity of the Shares. As a result, the value of the Shares may be materially adversely affected.

As defined in Rule 902(k)(1) of Regulation S, "**US person**" means:

(a) Any natural person resident in the United States;

(b) Any partnership or corporation organized or incorporated under the laws of the United States;

(c) Any estate of which any executor or administrator is a U.S. person;

(d) Any trust of which any trustee is a U.S. person;

(e) Any agency or branch of a non-U.S. entity located in the United States;

(f) Any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;

(g) Any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and

(h) Any partnership or corporation if:

  (i) organized or incorporated under the laws of any non-U.S. jurisdiction; and

  (ii) formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D under the Securities Act) who are not natural persons, estates or trusts.

As defined in CFTC Rule 4.7, modified as indicated above, "**Non-United States person**" means:

(a) A natural person who is not a resident of the United States;

(b) A partnership, corporation or other entity, other than an entity organized principally for passive investment, organized under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non-U.S. jurisdiction;

(c) An estate or trust, the income of which is not subject to United States income tax regardless of source;

(d) An entity organized principally for passive investment such as a pool, investment company or other similar entity; provided, that units of participation in the entity held by persons who do not qualify as Non-United States persons represent in the aggregate less than 10% of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of part 4 of the Commodity Futures Trading Commission's regulations by virtue of its participants being Non-United States persons; and

(e) A pension plan for the employees, officers or principals of an entity organized and with its principal place of business outside the United States.

As defined in the CFTC's proposed interpretive guidance and policy statement regarding cross-border application of certain swaps provisions of the CEA, 78 Fed. Reg. 45292 (Jul. 26, 2013), "**U.S. person**" means:

(a) A natural person who is a resident of the United States;

(b) Any estate of a decedent who was a resident of the United States at the time of death;

(c) Any corporation, partnership, limited liability company, business or other trust, association, joint-stock company, fund or any form of enterprise similar to any of the foregoing (other than an entity described in prongs (d) or (e), below) (a "**legal entity**"), in each case that is organized or incorporated under the laws of a state or other jurisdiction in the United States or having its principal place of business in the United States;

(d) Any pension plan for the employees, officers or principals of a legal entity described in prong (c), unless the pension plan is primarily for foreign employees of such entity;

(e) Any trust governed by the laws of a state or other jurisdiction in the United States, if a court within the United States is able to exercise primary supervision over the administration of the trust;

(f) any commodity pool, pooled account, investment fund, or other collective investment vehicle that is not described in prong (c) and that is majority-owned by one or more persons described in prong (a), (b), (c), (d), or (e), except any commodity pool, pooled account, investment fund, or other collective investment vehicle that is publicly offered only to non-U.S. persons and not offered to U.S. persons;

(g) Any legal entity (other than a limited liability company, limited liability partnership or similar entity where all of the owners of the entity have limited liability) that is directly or indirectly majority-owned by one or more persons described in prong (a), (b), (c), (d), or (e) and in which such person(s) bears unlimited responsibility for the obligations and liabilities of the legal entity; and

(h) Any individual account or joint account (discretionary or not) where the beneficial owner (or one of the beneficial owners in the case of a joint account) is a person described in prong (a), (b), (c), (d), (e), (f), or (g).

As defined in the implementing regulations issued under Section 13 of the BHC Act, SEC Release No. BHCA-1; File No. S7-41-11, "resident of the United States" means a person that is a "U.S. person" as defined in rule 902(k) of the SEC's Regulation S.

Each person who offers, sells, pledges or otherwise transfers Shares has exclusive responsibility for ensuring that its offer, sale, pledge or other transfer is not to or for the account or benefit of any person other than a Permitted Transferee as such term is defined as of the date of such offer, sale, pledge or other transfer.

The Shares have not been approved or disapproved by the United States Securities and Exchange Commission (the "**SEC**") or any other regulatory agency in the United States, nor has the SEC or any other regulatory agency in the United States passed upon the accuracy or adequacy of this document or the merits of the Shares. Any representation to the contrary is a criminal offence. Furthermore, the Shares do not constitute, and have not been marketed as, contracts for the sale of a commodity for future delivery (or options thereon) subject to the CEA, and neither trading in the Shares nor this document has been approved by the CFTC under the CEA, and no person other than a Permitted Transferee may at any time trade or maintain a position in the Shares.

Potential applicants for Shares should inform themselves as to (a) the possible tax consequences, (b) the legal requirements and (c) any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their incorporation, citizenship, residence or domicile and which might be relevant to the subscription, holding or disposal of Shares.

Some of the information in this Prospectus is a summary of corresponding provisions in the Instrument of Incorporation and the agreements with service providers appointed by the Company. Investors should refer to the Instrument of Incorporation and the relevant agreements for further details.

**Investment involves risk and investors should note that losses may be sustained on their investment. There is no assurance that the investment objective of the respective Sub-Fund will be achieved. Investors should read the Prospectus, particularly the section headed "Risk Factors", and the section headed "Specific Risk Factors" in the relevant Appendix, before making their investment decisions.**

**Please note that this Prospectus must be read together with the relevant Appendix to this Prospectus which relates to a specific Sub-Fund of the Company. The Appendix sets out the details relating to the Sub-Fund (which may include, without limitation, specific information on the Sub-Fund and additional terms, conditions and restrictions applicable to the Sub-Fund). The provisions of an Appendix supplements this Prospectus.**

**Information and enquiries**

Please contact the Manager with the following contact details should you have any enquiries or complaints in relation to the Company and any Sub-Fund(s):

China Asset Management (Hong Kong) Limited

37/F, Bank of China Tower
One Garden Road, Hong Kong

E-mail: hkfund_services@chinaamc.com
Telephone number: (852) 3406 8686

Following receipt of any complaint, the Manager will handle or channel to the relevant party any enquiries or complaints from investors and revert to the investors accordingly.

**Further information**

Investors may access the website of the Manager at www.chinaamc.com.hk for further information on the Company and the Sub-Fund(s), including this Prospectus and the Product Key Facts Statement(s), annual and semi-annual financial reports and latest Net Asset Values. This website has not been reviewed or authorised by the SFC.

## TABLE OF CONTENTS


**Heading** **Page Number**

**DIRECTORY OF PARTIES** ..... **1**

**DEFINITIONS** ..... **3**

**THE COMPANY** ..... **14**

**MANAGEMENT AND ADMINISTRATION OF THE COMPANY** ..... **15**

DIRECTORS ..... 15
MANAGER ..... 15
CUSTODIAN ..... 18
ADMINISTRATOR ..... 18
REGISTRAR ..... 18
SERVICE AGENT OR CONVERSION AGENT (APPLICABLE IN RESPECT OF LISTED CLASS OF SHARES ONLY) 18
PARTICIPATING DEALERS (APPLICABLE IN RESPECT OF LISTED CLASS OF SHARES ONLY) ..... 19
MARKET MAKERS (APPLICABLE IN RESPECT OF LISTED CLASS OF SHARES ONLY) ..... 19
LISTING AGENT (APPLICABLE IN RESPECT OF LISTED CLASS OF SHARES ONLY) ..... 19
AUTHORISED DISTRIBUTORS (APPLICABLE IN RESPECT OF UNLISTED CLASS OF SHARES ONLY) ..... 19
AUDITORS ..... 20
OTHER SERVICE PROVIDERS ..... 20

**INVESTMENT CONSIDERATIONS** ..... **21**

INVESTMENT OBJECTIVE AND POLICIES ..... 21
INVESTMENT AND BORROWING RESTRICTIONS ..... 21
SECURITIES FINANCING TRANSACTIONS ..... 21
BREACH OF INVESTMENT AND BORROWING RESTRICTIONS ..... 22
LIQUIDITY RISK MANAGEMENT ..... 22

**RISK FACTORS** ..... **24**

**VALUATION AND SUSPENSION** ..... **50**

CALCULATION OF NET ASSET VALUE ..... 50
DELEGATION OF VALUATION AND PRICING FUNCTIONS ..... 52
SUSPENSION ..... 53

**DISTRIBUTION POLICY** ..... **55**

ACCUMULATION CLASSES ..... 55
DISTRIBUTION CLASSES ..... 55

**FEES AND EXPENSES** ..... **57**

FEES AND EXPENSES PAYABLE IN RESPECT OF A LISTED CLASS OF SHARES ONLY ..... 57
FEES AND EXPENSES PAYABLE IN RESPECT OF AN UNLISTED CLASS OF SHARES ONLY ..... 58
FEES AND EXPENSES PAYABLE BY A SUB-FUND (APPLICABLE TO BOTH LISTED CLASS OF SHARES AND UNLISTED CLASS(ES) OF SHARES) ..... 58
NOTICE FOR FEE INCREASE ..... 59

ESTABLISHMENT COSTS ..... 59
GENERAL EXPENSES ..... 59
TRANSACTIONS WITH CONNECTED PERSONS, CASH REBATES AND SOFT DOLLARS ..... 60

**TAXATION ..... 62**

OTHER JURISDICTION(S) ..... 64
AUTOMATIC EXCHANGE OF FINANCIAL ACCOUNT INFORMATION ..... 64

**GENERAL INFORMATION ..... 66**

FINANCIAL REPORTS ..... 66
PUBLICATION OF PRICES ..... 66
REMOVAL AND RETIREMENT OF DIRECTORS ..... 66
RESTRICTIONS ON REDEMPTION ..... 67
COMPULSORY REDEMPTION OF SHARES ..... 67
TERMINATION OF THE COMPANY, A SUB-FUND OR A CLASS ..... 68
WINDING UP OF THE COMPANY OR A SUB-FUND ..... 69
INSTRUMENT OF INCORPORATION ..... 69
SHARE CAPITAL ..... 69
MEETINGS AND VOTING RIGHTS ..... 69
VARIATION OF CLASS RIGHTS ..... 70
TRANSFER OF SHARES ..... 70
ANTI-MONEY LAUNDERING REGULATIONS ..... 71
CONFLICTS OF INTEREST ..... 71
DIRECTORS' INTERESTS ..... 73
FACSIMILE OR ELECTRONIC INSTRUCTIONS ..... 73
FORFEITURE OF UNCLAIMED PROCEEDS OR DISTRIBUTIONS ..... 74
MARKET TIMING ..... 74
CERTIFICATION FOR COMPLIANCE WITH FATCA OR OTHER APPLICABLE LAWS ..... 74
POWER TO DISCLOSE INFORMATION TO REGULATORY AND TAX AUTHORITIES ..... 75
PERSONAL DATA ..... 75
MATERIAL CONTRACTS ..... 75
DOCUMENTS AVAILABLE FOR INSPECTION ..... 75
INFORMATION AVAILABLE ON THE INTERNET ..... 76
SHAREHOLDER NOTICE ..... 77

**SCHEDULE 1 - INVESTMENT RESTRICTIONS ..... 79**

**SCHEDULE 2 – SUMMARY OF POLICY OF SECURITIES FINANCING TRANSACTIONS ..... 92**

**SCHEDULE 3 – COLLATERAL VALUATION AND MANAGEMENT POLICY ..... 94**

**SCHEDULE 4 – PROVISIONS RELATING TO THE OFFER, CREATION, REDEMPTION, LISTING AND TRADING OF THE LISTED CLASS OF SHARES ..... 96**

THE OFFERING PHASES ..... 96
CREATIONS AND REDEMPTIONS (PRIMARY MARKET) ..... 102
EXCHANGE LISTING AND TRADING (SECONDARY MARKET) ..... 113
SUBSCRIPTION VALUE AND REDEMPTION VALUE ..... 115

**SCHEDULE 5 – PROVISIONS RELATING TO THE OFFER, SUBSCRIPTION, CONVERSION AND REDEMPTION OF THE UNLISTED CLASSES OF SHARES ..... 116**

SUBSCRIPTION OF UNLISTED CLASSES OF SHARES ..... 116
REDEMPTION OF UNLISTED CLASSES OF SHARES ..... 121
CONVERSION OF UNLISTED CLASSES OF SHARES ..... 126

**SCHEDULE 6 – TOKENIZATION OF UNLISTED CLASSES OF SHARES ..... 129**

TOKENIZATION AND OFFERING OF SHARES ..... 129
USE OF BLOCKCHAIN ..... 130
DEALING OF TOKENIZED SHARES ..... 131
REVIEW AND AUDIT ..... 131
BUSINESS CONTINUITY PLANS ..... 131
RESTRICTIONS AND CONTROLS ON DEALING IN TOKENIZED SHARES ON PRIMARY MARKET ..... 132
RESTRICTIONS ON TRADING OF TOKENIZED SHARES ON SECONDARY MARKETS AND PEER-TO-PEER TRANSFER ..... 133

**APPENDIX 1 – CHINAAMC HKD DIGITAL MONEY MARKET FUND ..... 134**

**APPENDIX 2 – CHINAAMC USD DIGITAL MONEY MARKET FUND ..... 152**

**APPENDIX 3 – CHINAAMC RMB DIGITAL MONEY MARKET FUND ..... 170**

**APPENDIX 4 – CHINAAMC DIGITAL GOLD ETF ..... 189**

# DIRECTORY OF PARTIES

**Registered address**

37th Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong

**Directors of the Company**

GAN Tian
LI Fung Ming

**Manager**

China Asset Management (Hong Kong) Limited
37th Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong

**Directors of the Manager**

LI Yimei
YANG Kun
SUN Liqiang
GAN Tian
LI Fung Ming

**Custodian of the Company and the Sub-Funds**

Standard Chartered Trustee (Hong Kong) Limited
14/F, Standard Chartered Bank Building,4-4A Des Voeux Road Central, Central, Hong Kong

**Gold Custodian# and Gold Dealer#**

Standard Chartered Bank
1 Basinghall Avenue, London EC2V 5DD, UK

**Administrator, Tokenization Agent*, Digital Platform Operator*, Token Custodian*, and Registrar of the Company, ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund, ChinaAMC RMB Digital Money Market Fund and ChinaAMC Digital Gold ETF**

Standard Chartered Bank (Hong Kong) Limited
32nd Floor, 4-4A Des Voeux Road
Central
Hong Kong

**Gold Vault Provider(s) (only in respect of ChinaAMC Digital Gold ETF)**

HKIA Precious Metals Depository Limited
HKIA Tower, 1 Sky Plaza Road
Hong Kong International Airport
Chek Lap Kok

Malca-Amit Far East Ltd.
Unit 1-9, 22/F, Peninsula Square,
18 Sung On Street,
Hunghom, Kowloon, Hong Kong

**Legal Advisers**

Deacons
5/F, Alexandra House
18 Chater Road
Central
Hong Kong

**Auditors**

KPMG
8/F, Prince's Building
10 Chater Road
Central
Hong Kong

**Participating Dealers****

Please refer to the Manager's website for the

**Market Makers****

Please refer to the Manager's website and the

latest list of Participating Dealers of each Sub-Fund.

website of the HKEX for the latest list of Market Makers of each Sub-Fund.

**Listing Agent****

Altus Capital Limited
21 Wing Wo Street
Central
Hong Kong

**Service Agent / Conversion Agent****

HK Conversion Agency Services Limited
8th Floor, Two Exchange Square
8 Connaught Place
Central, Hong Kong

** Applicable in respect of tokenized Shares of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund, ChinaAMC RMB Digital Money Market Fund and ChinaAMC Digital Gold ETF only.*

*# Applicable in respect of ChinaAMC Digital Gold ETF only.*

*** Applicable in respect of Listed Class of Shares of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund, ChinaAMC RMB Digital Money Market Fund and ChinaAMC Digital Gold ETF only.*

# DEFINITIONS

The defined terms used in this Prospectus have the following meanings:

| | |
|---|---|
| **"Account Balance"** | in respect of ChinaAMC Digital Gold ETF, in relation to an unallocated account maintained by the Gold Custodian for the Sub-Fund, the amount of Bullion owed to the Sub-Fund by the Gold Custodian or owed by the Sub-Fund to the Gold Custodian, and in relation to an allocated account means the specific Bullion held for the Sub-Fund by the Gold Custodian from time to time identified (whether by bar, serial number or otherwise) in and recorded on the allocated account |
| **"AEOI"** | Automatic Exchange of Financial Account Information ("**AEOI**") refers to one or more of the following, as the context requires:<br>(a) Sections 1471 – 1474 of the US Internal Revenue Code of 1986 ("**IRS Code**"), as amended from time to time (referred to as the Foreign Account Tax Compliance Act or "**FATCA**");<br>(b) the Organisation for Economic Co-operation and Development ("**OECD**") Standard for Automatic Exchange of Financial Account Information in Tax Matters – the Common Reporting Standard and any associated guidance;<br>(c) any intergovernmental agreement, treaty, regulation, guidance, standard or other agreement between the Hong Kong government (or any government body in Hong Kong) and any other jurisdiction (including any government bodies in such jurisdiction), entered into in order to comply with, facilitate, supplement or implement the legislation, regulations, guidance or standards described in (a) and (b) above; and<br>(d) any legislation, regulations or guidance in Hong Kong that give effect to the matters outlined in the preceding (a) to (c) above |
| **"Accounting Date"** | 31 December in each year or such other date or dates in each year as the Directors may from time to time select in respect of any Sub-Fund. The first Accounting Date of the Company is 31 December 2025. |
| **"Accounting Period"** | a period commencing on the date of incorporation of the Company or establishment of the relevant Sub-Fund (as the case may be) or on the date next following an Accounting Date and ending on the next succeeding Accounting Date or the date when the Company completes its winding up or the termination date of the relevant Sub-Fund (as the case may be) |
| **"Administration Agreement"** | the administration agreement between the Company for a Sub-Fund and the relevant Administrator by which the relevant Administrator is appointed |
| **"Administrator"** | in respect of a Sub-Fund, means such person duly appointed from time to time as administrator hereof in succession thereto, as specified in the relevant Appendix |
| **"AFRC"** | the Accounting and Financial Reporting Council or its successors |
| **"After Listing"** | in respect of a Listed Class of Shares, the period which commences on the Listing Date and continues until the relevant Sub-Fund is terminated |
| **"Amortisation Period"** | in relation to the Company and/or a Sub-Fund, such period as specified in the relevant Appendix over which establishment costs of the Company and/or |

| | |
|---|---|
| | such Sub-Fund will be amortised |
| **"Appendix"** | the appendix containing specific information in relation to the Sub-Fund or a Class or Classes of Shares in relation thereto which is enclosed with this Prospectus and which forms part of this Prospectus |
| **"Application"** | in respect of a Listed Class of Shares, an application by a Participating Dealer for the creation or redemption of Shares in accordance with the procedures for creation and redemption of Shares set out in the Operating Guidelines, the relevant Participation Agreement and the terms of the Instrument of Incorporation |
| **"Application Form"** | the prescribed application form for the subscription of Shares and for the avoidance of doubt, the Application Form does not form part of this Prospectus |
| **"Application Share"** | in respect of a Listed Class of Shares, such number of Shares of a class or whole multiples thereof as specified in this Prospectus for the relevant Sub-Fund or such other number of Shares from time to time determined by the Manager, approved by the Custodian and notified to the Participating Dealers, either generally or for a particular class or classes or for a particular period of time |
| **"assay"** | a chemical test undertaken to determine the purity of a sample of gold |
| **"Auditors"** | KPMG or the person appointed and acting as auditor of the Company for the time being |
| **"Authorised Distributor"** | any person appointed by the Company to distribute Shares of some or all of the Sub-Funds to potential investors |
| **"Base Currency"** | in relation to a Sub-Fund, means the currency of account of the Sub-Fund as specified in the relevant Appendix |
| **"Bullion"** | gold in the form of uniquely identifiable bars or ingots of minimum fineness of 99.5% gold from approved refiners on the LBMA Good Delivery List of Acceptable Refiners: Gold |
| **"Business Day"** | in respect of a Sub-Fund, unless the Directors otherwise agrees or otherwise specified in the relevant Appendix, a day on which (i) the SEHK is open for normal trading; and (ii) the relevant market on which index constituents or investments comprised in the relevant Sub-Fund are traded is open for normal trading, or if there are more than one such market, the market designated by the Manager is open for normal trading, or such other day or days as the Directors may determine from time to time provided that if on any such day, the period during which the relevant commodities market or securities market is open for normal trading is reduced, such day shall not be a Business Day unless the Directors otherwise agree. |
| **"Cancellation Compensation"** | in respect of a Listed Class of Shares, an amount payable by a Participating Dealer for the account of the relevant Sub-Fund in respect of a Default or a cancellation of Creation Application or Redemption Application in accordance with the Instrument of Incorporation, the Participation Agreement and/or the Operating Guidelines applicable at the time the relevant Creation Application or Redemption Application is made |
| **"CCASS"** | the Central Clearing and Settlement System established and operated by HKSCC or any successor system operated by HKSCC or its successors |

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| **"CCASS Settlement Day"** | the term "Settlement Day" as defined in the General Rules of HKSCC |
| **"China", "Mainland China" or "PRC"** | the People's Republic of China excluding Hong Kong, Macau and Taiwan for purpose of this Prospectus |
| **"CIBM"** | the China Inter Bank Bond Market |
| **"Class"** | any class of Shares in issue in relation to a Sub-Fund |
| **"Class Currency"** | in relation to a Class of Shares in a Sub-Fund, means the currency of account of such Class as specified in the relevant Appendix |
| **"Company"** | ChinaAMC Digital OFC |
| **"Connected Person"** | in relation to a company, means:<br>(a) any person or company beneficially owning, directly or indirectly, 20% or more of the ordinary share capital of that company or able to exercise, directly or indirectly, 20% or more of the total votes in that company; or<br>(b) any person or company controlled by a person who or which meets one or both of the descriptions given in (a); or<br>(c) any member of the group of which that company forms part; or<br>(d) any director or officer of that company or of any of its Connected Persons as defined in (a), (b) or (c) above |
| **"Conversation Agency Agreement"** | the agreement by which the Conversion Agent agrees with the Manager to provide its services in respect of the Listed Class of Shares of a Sub-Fund, as may from time to time be entered amongst the Company, the Manager, the Conversion Agent and HKSCC |
| **"Conversion Agent"** | HK Conversion Agency Services Limited or such other person as may from time to time be appointed to act as conversion agent in relation to the Listed Class of Shares of a Sub-Fund |
| **"Creation Application"** | in respect of a Listed Class of Shares, an application by a Participating Dealer for the creation and issue of Shares in an Application Share size in accordance with the Operating Guidelines and the Instrument of Incorporation |
| **"Conversion Fee"** | the conversion fee (if any) payable on the conversion of Shares and as specified in the relevant Appendix |
| **"Conversion Form"** | the prescribed conversion form for the conversion of Shares and for the avoidance of doubt, the Conversion Form does not form part of this Prospectus |
| **"CSRC"** | China Securities Regulatory Commission |
| **"Custodian"** | in respect of a Sub-Fund, means such person from time to time duly appointed by the Company as custodian of the Company and the relevant |

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| | Sub-Fund, or in succession thereto, as specified in the relevant Appendix |
| **"Custody Agreement"** | the agreement for the time being subsisting between the Company for a Sub-Fund and the relevant Custodian relating to the appointment and duties of the Custodian in its capacity as the custodian of the relevant Sub-Fund(s) |
| **"Dealing Day"** | in relation to a Sub-Fund, or, as the context may require, of a particular Class relating to a Sub-Fund, each Business Day or such other day or days as the Directors may from time to time determine, either generally or in respect of a particular Class or Classes of Shares and as specified in the relevant Appendix |
| **"Dealing Deadline"** | in relation to a Dealing Day, such time by which (in respect of Listed Class of Shares) a submission of Application by a Participating Dealer, or (in respect of Unlisted Class(es) of Shares) a request for dealing in Shares of a Sub-Fund or a Class of Shares must be received either on such Dealing Day or on such other Business Day or day as the Directors may from time to time determine, either generally or in relation to any particular jurisdiction in which Shares of that Sub-Fund or the relevant Class may from time to time be sold, and as specified in the relevant Appendix |
| **"Default"** | in respect of a Listed Class of Shares, a failure by a Participating Dealer in respect of:<br>(a) a Creation Application to deliver the requisite securities, futures contracts and/or any relevant cash amount; or<br>(b) a Redemption Application to deliver the Shares the subject of the Redemption Application and/or relevant cash amount. |
| **"Directors"** | the directors of the Company for the time being |
| **"Duties and Charges"** | in relation to any particular transaction or dealing in respect of a Listed Class of Shares, all stamp and other duties, taxes, government charges, brokerage fees, bank charges, transfer fees, registration fees, transaction levies, costs of assay, insurance, and other duties and charges whether in connection with the constitution of the portfolio of the Sub-Fund or the increase or decrease of the assets of the Sub-Fund or the creation, issue, transfer, cancellation or redemption of Shares or the acquisition or disposal of securities and/or futures contracts (as the case may be), or, unless otherwise specified in the relevant Appendix, the entering into or termination of any swaps (including any costs associated with the entering into, or unwind or maintenance of, any hedging arrangements in respect of such swaps, or any costs associated with any collateral arrangements in respect of such securities, futures contracts or swaps), or otherwise which may have become or may be payable in respect of, and whether prior to, upon or after the occasion of, such transaction or dealing and including but not limited to, in relation to an issue of Shares or redemption of Shares, a charge (if any) of such amount or at such rate as is determined by the Manager to be made for the purpose of compensating or reimbursing the relevant Sub-Fund for the difference between (a) the prices used when valuing the securities and/or futures contracts (as the case may be) held for the Sub-Fund for the purpose of such issue or redemption of Shares and (b) (in the case of an issue of Shares) the prices which would be used when acquiring the same securities and/or futures contracts (as the case may be) if they were acquired by the relevant Sub-Fund with the amount of cash received by the relevant Sub-Fund upon such issue of Shares and (in the case of a redemption of Shares) the prices which would be used when selling the same securities and/or futures contracts (as the case may be) if |

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| | they were sold by the relevant Sub-Fund in order to realise the amount of cash required to be paid out of the relevant Sub-Fund upon such redemption of Shares |
| **"Eligible Distributor"** | means in Hong Kong, an Authorised Distributor who is a SFC-licensed virtual asset trading platform or licensed by the SFC to carry on Type 1 regulated activity (dealing in securities) for virtual assets, and/or an Authorised Distributor in other jurisdiction, as may be specified in the relevant Appendix of the Sub-Fund |
| **"Extension Fee"** | in respect of a Listed Class of Shares, the fee payable to the Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application |
| **"futures contract"** | has the same meaning as "futures contract" as defined in Part 1 of Schedule 1 to the SFO |
| **"gold"** | the metallic element gold, symbol Au on the periodic table of elements with atomic number 79 |
| **"Gold Custodian"** | in respect of ChinaAMC Digital Gold ETF, Standard Chartered Bank, or such other entities or financial institutions appointed by the Custodian via the Sub-Custodian to act as the gold custodian of the Sub-Fund |
| **"Gold Custody Agreement"** | in respect of ChinaAMC Digital Gold ETF, the gold custody agreement between the Gold Custodian and the Custodian (via its sub-custodian), as may be amended by agreement from time to time, by which, inter alia, the Gold Custodian agrees to provide safe custody of the Sub-Fund's Bullion |
| **"Gold Dealer"** | in respect of ChinaAMC Digital Gold ETF, means Standard Chartered Bank, as the provider of Bullion dealing services to the Sub-Fund and any other gold dealer appointed for ChinaAMC Digital Gold ETF with prior written approval of the Gold Custodian |
| **"Gold Vault Provider(s)"** | in respect of ChinaAMC Digital Gold ETF, each of HKIA Precious Metals Depository Limited, Malca-Amit Far East Ltd., or such other entities or financial institutions acceptable to the SFC and appointed directly or appointed through any delegate by the Gold Custodian to act as the gold vault provider of the Sub-Fund |
| **"gram"** | a thousandth of a kilo, equal to 0.0321507465 troy ounces |
| **"Greater China"** | Mainland China, Hong Kong, Macau and Taiwan |
| **"HK$" or "HKD"** | Hong Kong Dollars, the lawful currency of Hong Kong |
| **"HKEX"** | Hong Kong Exchanges and Clearing Limited or its successors |
| **"HKSCC"** | Hong Kong Securities Clearing Company Limited or its successors |
| **"Hong Kong"** | Hong Kong Special Administrative Region of the People's Republic of China |
| **"IBA"** | ICE Benchmark Administration Limited or its successors from time to time |
| **"IFRS"** | the International Financial Reporting Standards |
| **"Instrument of** | the instrument of incorporation of the Company, as amended from time to |

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| **Incorporation"** | time |
| **"Initial Issue Date"** | in respect of a Sub-Fund or a class, the date of the first issue of Shares in that Sub-Fund or that class (as the case may be), which (in the case of a Listed Class of Shares) shall be the Business Day immediately before the Listing Date |
| **"Initial Offer Period"** | in relation to a Sub-Fund or a Class or Classes of Shares, such period as the Directors may determine for the purpose of making an initial offer of Shares of such Sub-Fund or such Class or Classes, which (in the case of a Listed Class of Shares) shall be the period before the relevant Listing Date, and as specified in the relevant Appendix (if applicable) |
| **"Initial Offer Price"** | the price per Share during the Initial Offer Period as determined by the Manager and as specified in the relevant Appendix (if applicable) |
| **"Investment Delegate"** | in relation to a Sub-Fund, an entity that has been delegated the investment management function of all or part of the assets of the Sub-Fund, the details of which are as specified in the relevant Appendix (if applicable) |
| **"Issue Price"** | in respect of Unlisted Class(es) of Shares, the issue price of a Share of a particular Class after the expiry of the Initial Offer Period calculated in accordance with the Instrument of Incorporation and as described below under "***Subscription of Shares - Issue Price***" |
| **"IOP Deadline"** | 5:00p.m. (Hong Kong time) on the last Business Day of the Initial Offer Period of a Sub-Fund or a particular Class of Shares or such other time on such Business Day or such other day as the Directors may from time to time determine and as specified in the relevant Appendix |
| **"kilo"** | one kilogram or 1,000 grams, equal to 32.1507465 troy ounces |
| **"LBMA"** | the London Bullion Market Association |
| **"LBMA Gold Prices"** | the LBMA Gold Price AM, together with the afternoon fixing price of gold per troy ounce published by the IBA once the IBA auction process run at 3:00 p.m. (London time) is concluded |
| **"LBMA Gold Price AM"** | the morning fixing price of gold per troy ounce calculated, quoted in US dollars and published by the IBA once the IBA auction process run at 10:30 a.m. (London time) is concluded, or any benchmark as acceptable and approved under the relevant requirement(s) of the UT Code |
| **"Listed Class of Shares"** | a class of Shares which is listed on either the SEHK or any other Recognized Stock Exchange |
| **"Listing Date"** | in respect of each Listed Class of Shares, the date on which the Shares of the Listed Class of Shares in respect of the Sub-Fund are first listed and from which dealings therein are permitted to take place on SEHK, the expected date of which is set out in the relevant Appendix for the relevant Sub-Fund |
| **"London Good Delivery"** | the specifications for good delivery of bullion as set out in The Good Delivery Rules for Gold and Silver Bars published by the LBMA, as amended and updated from time to time |
| **"Management Agreement"** | the agreement by which the Manager is appointed to act as manager of the Company and the Sub-Funds, as amended from time to time |

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| **"Manager"** | China Asset Management (Hong Kong) Limited in its capacity as the investment manager of the Company and its Sub-Funds or such other entity as may be appointed from time to time as the investment manager of the Company and its Sub-Funds |
| **"Market Maker"** | a broker or dealer permitted by the SEHK to act as such by making a market for a Listed Class of Shares in the secondary market on the SEHK |
| **"Minimum Initial Subscription Amount"** | the minimum initial investment for Shares in a Sub-Fund or a Class of Shares and as specified in the relevant Appendix |
| **"Minimum Holding Amount"** | the minimum number or value of Shares of any Sub-Fund or Class of Shares which must be held by any Shareholder and as specified in the relevant Appendix |
| **"Minimum Redemption Amount"** | the minimum number or value of Shares of any Sub-Fund or Class of Shares to be redeemed by any Shareholder in respect of a partial redemption of Shares and as specified in the relevant Appendix |
| **"Minimum Subscription Level"** | in relation to a Sub-Fund, the total minimum subscription amount, if applicable, to be received on or prior to the close of the Initial Offer Period and as specified in the relevant Appendix |
| **"Minimum Subsequent Subscription Amount"** | the minimum additional subscriptions for Shares in a Sub-Fund or a Class of Shares and as specified in the relevant Appendix |
| **"Multi-Counter"** | the arrangement whereby the Listed Class of Shares of a Sub-Fund are traded in more than one eligible currencies (i.e. HKD, RMB and/or USD) in different trading counters on the SEHK (each assigned a separate stock code on the SEHK), and trades executed in all trading counters are then settled together under the same domain settlement counter in CCASS, as further described in the relevant Appendix of this Prospectus. Where the Share of a Sub-Fund is traded in two eligible currencies, the facility is referred to as a "Dual Counter". |
| **"Net Asset Value"** | in relation to a Sub-Fund means the net asset value of such Sub-Fund or, as the context may require, of a Class of Shares or a Share of such Sub-Fund or a Share of the Class or Classes relating to such Sub-Fund, calculated in accordance with the provisions of the Instrument of Incorporation and as summarised below under "***Valuation and suspension*** - ***Calculation of Net Asset Value***" |
| **"OFC Code"** | the Code on Open-ended Fund Companies issued by the SFC, as amended from time to time and supplemented by published guidelines or other guidance issued by the SFC |
| **"Operating Guidelines"** | in respect of a Listed Class of Shares, the guidelines for the creation and redemption of Shares of that class as set out in the schedule to each Participation Agreement as amended from time to time by the Manager with the approval of the Custodian, and where applicable, with the approval of HKSCC and the Conversion Agent, and following consultation, to the extent reasonably practicable, with the relevant Participating Dealers, subject always, in respect of the relevant Operating Guidelines for a Participating Dealer, any amendment being notified in writing by the Manager in advance to the relevant Participating Dealer. Unless otherwise specified, references to |

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| | the Operating Guidelines shall be to the Operating Guidelines for the class of Shares applicable at the time of the relevant Application |
| **"Participating Dealer"** | in respect of a Listed Class of Shares, a broker or dealer who is (or who has appointed a PD Agent or delegate who is) a person admitted for the time being by HKSCC as a participant of CCASS and who has entered into a Participation Agreement in form and substance acceptable to the Company on behalf of the relevant Sub-Fund, the Manager and the Custodian, and any reference in this Prospectus to "Participating Dealer" shall include a reference to any PD Agent or delegate so appointed by the Participating Dealer |
| **"Participation Agreement"** | an agreement entered into between, among others, the Company on behalf of the relevant Sub-Fund, the Manager, the Custodian and a Participating Dealer (and its agent, if applicable), and if determined necessary by the Manager (in its absolute discretion), each of HKSCC and the Service Agent or the Conversion Agent (as the case may be), setting out, (amongst other things), the arrangements in respect of the Applications. References to the Participation Agreement shall, where appropriate, mean the Participation Agreement, read together with the Operating Guidelines |
| **"PD Agent"** | a person who is admitted by HKSCC as either a Direct Clearing Participant or a General Clearing Participant (as defined in the General Rules of HKSCC) in CCASS and who has been appointed by a Participating Dealer as its agent for the creation and redemption of Shares of a Listed Class of Shares |
| **"Prospectus"** | this Prospectus including the Appendices, as each may be amended, updated or supplemented from time to time |
| **"Payment Period"** | such period as the Manager after consultation with the Custodian may determine within which payment for Shares issued for cash after the Initial Offer Period for such Shares is due, and as specified in the relevant Appendix |
| **"Transfer Agent"** | the entity responsible for processing the application, conversion and redemption requests of a Sub-Fund and unless otherwise notified by the Manager, shall mean the Administrator of the relevant Sub-Fund |
| **"troy ounce"** | the traditional weight used for precious metals, including gold, equal to 31.1034768 grams or 1.0971428 ounces avoirdupois |
| **"QFI" or "QFI Holder"** | qualified foreign investor(s) (including, if applicable, qualified foreign institutional investors ("**QFII**") and Renminbi qualified foreign institutional investors ("**RQFII**") approved pursuant to the relevant PRC laws and regulations, as may be promulgated and/or amended from time to time); |
| **"Recognized Stock Exchange"** | an international stock exchange which is recognised by the SFC or which is approved by the Manager |
| **"Redemption Application'** | in respect of a Listed Class of Shares, an application by a Participating Dealer for the redemption of Shares in Application Share size in accordance with the Operating Guidelines and the Instrument of Incorporation |
| **"Redemption Charge"** | the redemption charge (if any) payable upon redemption of Shares and as specified in the relevant Appendix |
| **"Redemption Form"** | the prescribed redemption form for the redemption of Shares and for the avoidance of doubt, the Redemption Form does not form part of this Prospectus |

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| **"Redemption Price"** | in respect of Unlisted Class(es) of Shares, the price at which Shares will be redeemed as determined in accordance with the Instrument of Incorporation and as described below under "***Redemption of Shares - Redemption Price***" |
| **"Redemption Value"** | in respect of a Listed Class of Shares, the price per Share at which such Share is redeemed, calculated in accordance with the Instrument of Incorporation |
| **"Refund Period"** | 10 Business Days from the relevant Dealing Day or close of the relevant Initial Offer Period (as the case may be) or such other period as specified in the relevant Appendix within which subscription moneys in respect of an application which was rejected or a Sub-Fund or a Class of Shares which was not launched will be returned to the relevant applicant |
| **"Registrar"** | such person from time to time duly appointed by the Company as registrar in respect of each Sub-Fund to keep the register of the Shareholders of the Sub-Fund, as specified in the relevant Appendix |
| **"Renminbi" or "RMB"** | the lawful currency of the People's Republic of China |
| **"Reverse Repurchase Transactions"** | transactions whereby a Sub-Fund purchases securities from a counterparty of sale and repurchase transactions and agrees to sell such securities back at an agreed price in the future |
| **"Sale and Repurchase Transactions"** | transactions whereby a Sub-Fund sells its securities to a counterparty of reverse repurchase transactions and agrees to buy such securities back at an agreed price with a financing cost in the future |
| **"securities"** | has the same meaning as "securities" as defined in Part 1 of Schedule 1 to the SFO |
| **"Securities Financing Transactions"** | collectively Securities Lending Transactions, Sale and Repurchase Transactions and Reverse Repurchase Transactions |
| **"Securities Lending Transactions"** | transactions whereby a Sub-Fund lends its securities to a security-borrowing counterparty for an agreed fee |
| **"Securities Market"** | any stock exchange, over-the-counter market or other organised securities market that is open to the international public and on which such securities are regularly traded |
| **"SEHK"** | The Stock Exchange of Hong Kong Limited or its successors |
| **"Semi-Annual Accounting Date"** | 30 June in each year or such other date or dates in each year as the Directors may from time to time select in respect of any Sub-Fund. The first Semi-Annual Accounting Date of the Company is 30 June 2025 |
| **"Service Agent"** | HK Conversion Agency Services Limited or such other person as may from time to time be appointed to act as service agent in relation to the Listed Class of Shares of a Sub-Fund |
| **"Service Agent's Fee"** | in respect of the Listed Class of Shares of a Sub-Fund, the fee which may be charged for the benefit of the Service Agent to each Participating Dealer or PD Agent (as the case may be) on each book-entry deposit or withdrawal transaction made by the relevant Participating Dealer or PD Agent (as the |

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| | case may be), the maximum level of which shall be determined by the Service Agent and set out in this Prospectus |
| **"Service Agreement"** | each agreement by which the Service Agent provides its services in respect of the Listed Class of Shares of a Sub-Fund entered amongst the Company on behalf of the relevant Sub-Fund, the Manager, the Custodian, the relevant Registrar, the Participating Dealer, the PD Agent (where applicable), the Service Agent and HKSCC |
| **"Settlement Day"** | in respect of a Listed Class of Shares, the Business Day which is two Business Days after the relevant Dealing Day (or such other Business Day as is permitted in relation to such Dealing Day (including the Dealing Day itself) pursuant to the Operating Guidelines) or such other number of Business Days after the relevant Dealing Day as determined by the Manager in consultation with the Custodian from time to time and notified to the relevant Participating Dealers, either generally or for a particular class or classes of Shares, pursuant to the Operating Guidelines or as otherwise described in the relevant Appendix |
| **"SFC"** | the Securities and Futures Commission of Hong Kong |
| **"SFO"** | the Securities and Futures Ordinance, Laws of Hong Kong (Chapter 571), as amended |
| **"Share"** | a voting, participating share in the Company |
| **"Share Cancellation Fee"** | in respect of a Listed Class of Shares, the fee charged by the Conversion Agent in respect of the cancellation of Shares in connection with an accepted Redemption Application of the relevant Sub-Fund |
| **"Shareholder"** | a person registered as a holder of a share in the capital of the Company |
| **"Sub-Custodian"** | such person from time to time duly appointed by the Custodian to act as the sub-custodian of the relevant Sub-Fund, and in respect of ChinaAMC Digital Gold ETF, means Standard Chartered Bank (Hong Kong) Limited or such other entities or financial institutions as may be appointed by the Custodian for the Sub-Fund |
| **"Sub-Custody Agreement"** | the sub-custody agreement between the Custodian and the Sub-Custodian in relation to the relevant Sub-Fund as may be amended from time to time, and in respect of ChinaAMC Digital Gold ETF, the sub-custody agreement by which, inter alia, the Sub-Custodian agrees to act as sub-custodian of the Sub-Fund and is entitled to further enter into the Gold Custody Agreement with the Gold Custodian at the direction of the Custodian |
| **"Sub-Fund"** | a separate part of the property of the Company that is invested and administered separately |
| **"Subscription Charge"** | in respect of Unlisted Class(es) of Shares, the subscription charge (if any) payable on the issue of Shares and as specified in the relevant Appendix |
| **"Subscription Value"** | in respect of a Listed Class of Shares, the price at which Shares may be issued, determined in accordance with the Instrument of Incorporation |
| **"Transaction Fee"** | in respect of a Listed Class of Shares, the fee which may be charged for the benefit of the Custodian, the Registrar, the Conversion Agent (if any) and/or the Service Agent (if any) to each Participating Dealer on each Dealing Day upon which an Application has been or Applications have been made by the |

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| | relevant Participating Dealer |
| **"Unlisted Class of Shares"** | a class of Shares which is neither listed on the SEHK nor any other Recognized Stock Exchange |
| **"U.S."** | the United States of America |
| **"US$" or "USD"** | U.S. Dollars, the lawful currency of the U.S. |
| **"UT Code"** | the Overarching Principles Section and Section II - Code on Unit Trusts and Mutual Funds of the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products or any handbook, guideline and code issued by the SFC, as may be amended from time to time |
| **"Valuation Day"** | each Business Day on which the Net Asset Value of a Sub-Fund and/or the Net Asset Value of a Share or a Class of Shares falls to be calculated and in relation to each Dealing Day of any Class or Classes of Shares means either such Dealing Day or such other Business Day or day as the Directors may from time to time determine, either generally or in relation to a particular Sub-Fund or Class of Shares, and as specified in the relevant Appendix |
| **"Valuation Point"** | the close of business in the last relevant market to close on a relevant Valuation Day or such other time on that day or such other day as the Directors may determine from time to time either generally or in relation to a particular Sub-Fund or Class of Shares and as specified in the relevant Appendix. |

# THE COMPANY

The Company is an open-ended fund company established as an umbrella fund pursuant to the Instrument of Incorporation and is governed by the SFO. All Shareholders are entitled to the benefit of, are bound by and deemed to have undertaken to observe the provisions of the Instrument of Incorporation.

The Company is organised as an umbrella fund and details of each of its current Sub-Fund(s) and/or their respective Class or Classes of Shares are set out in the relevant Appendix. Subject to any applicable regulatory requirements and SFC approval (if required), the Directors may in their sole discretion create further Sub-Funds or determine to issue additional Classes or multiple Classes in relation to each Sub-Fund in the future.

Each Sub-Fund is established as a separate pool of assets under the Instrument of Incorporation. The assets of a Sub-Fund belong exclusively to the Sub-Fund and shall not be used to discharge liabilities of, or the claims against, any other person including the Company and any other Sub-Fund. Any liability incurred on behalf of, or attributable to, a Sub-Fund may only be discharged out of the assets of such Sub-Fund. Without prejudice to the foregoing, the Directors may allocate assets or liabilities that (i) the Company receives or incurs on behalf of the Sub-Funds or in order to enable the operation of the Sub-Funds; and (ii) are not attributable to any particular Sub-Fund, between the Sub-Funds in a manner that the Directors reasonably believe is fair to the Shareholders generally.

A Sub-Fund may be an exchange traded fund listed on the SEHK which may issue both Listed Class of Shares (which will be listed on the SEHK and, where indicated in the relevant Appendix, may be available for trading on the SEHK using a Multi Counter) and Unlisted Class(es) of Shares.

# MANAGEMENT AND ADMINISTRATION OF THE COMPANY

## Directors

The Directors of the Company are Mr. GAN Tian and Mr. LI Fung Ming. Please refer to the profiles of Mr. Gan and Mr. Li under the heading "Manager" below.

The remuneration (if any) payable to the Directors is set out in the section headed "**Fees and Expenses**". The Directors may fix the emoluments of Directors with respect to services to be rendered in any capacity to the Company.

Pursuant to the Instrument of Incorporation, the Company shall indemnify each Director or former Director or other officer (each an "**Indemnified Person**") against all costs, charges, losses, expenses and liabilities incurred by such person in the execution and/or discharge of the Indemnified Person's duties and/or the exercise of the Indemnified Person's powers and/or otherwise in relation to or in connection with the Indemnified Person's duties, powers or office. No provision in the Instrument of Incorporation shall be construed as (i) providing any exemption of any liability of the Directors to the Company or the Shareholders under Hong Kong law or for breaches of trust through fraud or negligence, nor may the Directors be indemnified against such liability by the Company or the Shareholders or at the Company's or the Shareholders' expense; (ii) diminishing or exempting the Directors from any of their duties and liabilities under the applicable laws and regulations, and the letters of appointment of the Directors may not contain any provision to the effect of providing any of such exemption or indemnity.

The Company may also take out, and pay for, insurance policies for the benefit of the Directors against: (i) any liability to any person attaching to the Directors in connection with any negligence, default, breach of duty or breach of trust in relation to the Company; or (ii) any liability incurred by the Directors in defending any proceedings (whether civil or criminal) taken against the Directors for any negligence, default, breach of duty or breach of trust in relation to the Company.

The Directors are entitled to, and have delegated, the day-to-day operations of the Company to service providers including the Manager (and the Administrator as its delegate) and the Custodian. In performing their duties, the Directors are entitled to rely upon, and generally rely upon the work performed by, and information received from, such service providers.

The Directors should use reasonable care, skill and diligence to oversee the activities of the Manager and the Custodian as part of their overall duty to oversee the operations of the Company.

## Manager

The Manager of the Company and the Sub-Fund is China Asset Management (Hong Kong) Limited, which is a fully-owned subsidiary of China Asset Management Co., Ltd. ("**ChinaAMC**").

Established on 9 April 1998 with approval from the CSRC, ChinaAMC is one of the first nation-wide fund management firms in Mainland China and is currently one of the largest fund management companies in Mainland China in terms of assets under management (RMB 3 trillion as of 31 December 2025). The Manager was established in September 2008 as ChinaAMC's first venture in expanding its overseas activities. The Manager is now an integral part and extension of ChinaAMC's overseas investment and research team, providing international clients with investment products and discretionary investment management services.

In accordance with section 116 of the SFO, the Manager is licensed to conduct types 1, 4 and 9 regulated activities as defined in Schedule 5 of the SFO. These regulated activities consist of dealing in securities, advising in securities and asset management.

The Manager's investment approach for the Company will focus on carrying on disciplined analysis of the underlying investments of each Sub-Fund, while leveraging on the investment experience of

the ChinaAMC principals, each of which has gained extensive investment experience during their tenure at renowned international asset management companies.

The team has extensive investment experience, and are well versed in various investment products and services.

The Directors of the Manager are Li Yimei, Yang Kun, Sun Liqiang, Gan Tian and Li Fung Ming, each of whose biographies appears below:

**Ms. LI Yimei** is currently the Vice Chairwoman of the Board of Directors, the General Manager and the Deputy Secretary of the Party Committee of China Asset Management Co., Ltd., the Chairwoman of the Board of Directors of the Manager and the Director of China Equity Fund Management (Beijing) Co., Ltd. Ms. Li previously worked as the Deputy General Manager, Director of Sales, Director of Marketing, General Manager of Fund Marketing Department and concurrent administrative person in charge of the Data Center of China Asset Management Co., Ltd., Executive Director and General Manager of Shanghai China Wealth Management Company Limited, and Director of E-Capital Transfer Co., Ltd. etc. Ms. Li holds a Bachelor of Economics from Renmin University of China, a Master of Economics from Renmin University of China and a Master in Public Policy from Harvard University.

**Mr. YANG Kun** is currently a Deputy General Manager, Director of Investment and a member of the Party Committee of China Asset Management Co., Ltd., and the Vice Chairman of the Board of Directors of the Manager. Mr. Yang previously worked as the Finance Manager of China Foreign Economy and Trade Trust Co., Ltd, the Portfolio Manager Assistant of Baoying Fund Management Co., Ltd, the Manager of Investment Department of Yimin Asset Management Co., Ltd, the Deputy General Manager of Equity Investment Department of China Asset Management Co., Ltd, etc. Mr. Yang holds a Master of Business Administration from Guanghua School of Management, Peking University.

**Mr. SUN Liqiang** is currently the Chief Financial Officer and administrative person in charge of Finance Department of China Asset Management Co., Ltd., a Supervisor of China Capital Management Co., Limited, a Supervisor of Shanghai China Wealth Management Co., Ltd., and a Director of the Manager. Mr. Sun previously worked at Planning and Finance Department of Shenzhen Airlines Company Limited. He previously worked as the Deputy Head of Fund Operations Department and Deputy Head of Finance Department of China Asset Management Co., Ltd. etc. Mr. Sun holds a Master of Business Administration from Central University of Finance and Economics.

**Mr. GAN Tian** is currently the Chief Executive Officer and the Chief Investment Officer of the Manager. Mr. Gan joined China Asset Management Co., Ltd. in 2008 as a portfolio manager. Before joining China Asset Management Co., Ltd, Mr Gan has worked in Guotai Junan Securities and Guotai Junan Assets (Asia) Ltd. Mr. Gan holds Master degrees from University of Reading and University of Leicester in the United Kingdom. He also holds a Bachelor's degree from Sichuan University in the PRC.

**Mr. LI Fung Ming** is currently a Managing Director and the Chairman of Investment Committee of the Manager. Before joining the Manager in 2012, Mr. Li worked as a Managing Director, Head of China Research, Chief China Strategist and Head of Asian Autos and Auto Parts Research of JP Morgan Securities (Asia Pacific) Limited. Prior to that, he has also worked in Indosuez W. I. Carr Securities and China Guotai Securities. Mr. Li holds a Master of Arts degree from Shanghai University of International Business and Economics, and a Bachelor degree in Economics from Jiangsu University of Technology.

The Company has appointed the Manager to manage the assets of the Company (i.e. to carry out investment management functions) and to provide asset valuation and pricing functions and other administrative functions in respect of the Company and the Sub-Funds, pursuant to the Management Agreement.

The Manager may appoint one or more Investment Delegate and delegate any of its investment management functions in relation to assets of specific Sub-Funds to such Investment Delegate subject to prior SFC approval (if required). In the event that an Investment Delegate is appointed by the Manager in respect of an existing Sub-Fund, at least 1 month's prior notice will be provided to Shareholders of such Sub-Fund and this Prospectus and/or the relevant Appendix will be updated to include such appointment. Unless otherwise stated in the relevant Appendix for a Sub-Fund, the remuneration of such Investment Delegate(s) will be borne by the Manager from the management fee.

The Manager may appoint other investment advisers to provide investment advisory service to any of the Sub-Funds from time to time and, unless otherwise stated in the relevant Appendix for a Sub-Fund, the remuneration of such investment advisers will be borne by the Manager from the management fee.

The Manager may delegate its asset valuation, pricing, administrative and other functions to others in accordance with the Management Agreement. Unless otherwise stated in an Appendix for a Sub-Fund, the Manager has delegated its asset valuation and pricing functions in respect of the Company and the Sub-Funds to the Administrator.

Under the Management Agreement, the Manager and its directors, officers, servants, agents and delegates shall be entitled for the purpose of indemnity against all actions proceedings claims costs demands and expenses which may be brought against suffered or incurred by the Manager by reason of its performance or non-performance of its obligations or functions under the terms of the Management Agreement (other than due to fraud, bad faith, wilful default, negligence or misconduct on the part of the Manager or persons designated by it) including all legal professional and other expenses incurred by the Manager or persons designated by it in the performance of its obligations or functions and including indemnity obligations owed by the Manager to persons designated by it (except such as shall arise from fraud, bad faith, wilful default, negligence or misconduct on the part of the Manager in the performance or non-performance of such obligations or functions). For the purpose of indemnity for the Manager discharging its functions or performing its obligations relating to a Sub-Fund, the Manager shall not have recourse to the assets of any other Sub-Funds. Notwithstanding the foregoing, neither the Manager nor the person designated by it shall be indemnified against any liability to the Company or the Shareholders of the Company imposed under the laws of Hong Kong or breaches of trust through fraud or negligence on the part of the Manager or persons designated by it, by the Company or the Shareholders or at the Company or the Shareholders' expense, and no provision in the Management Agreement or the Instrument of Incorporation shall be construed as diminishing or exempting the Manager from any of its duties and liabilities under the applicable laws and regulations, and the Management Agreement may not contain any provision to the effect of providing any of such exemption or indemnity.

The Manager may retire on 90 days' written notice pursuant to the Management Agreement. The Manager must retire when it ceases to meet the eligibility requirements (or is prohibited from acting as Manager) under the applicable regulatory requirements, or when the SFC withdraws its approval of the Manager. The Manager is subject to removal by notice in writing from the Directors where:

- the Manager goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the Company) becomes bankrupt or has a receiver appointed over its assets or if some event having an equivalent effect occurs;

- for good and sufficient reason, the Directors state in writing that a change in Manager is desirable in the interests of the Shareholders; or

- if the Manager shall commit any material breach of its obligations under the Management Agreement and (if such breach shall be capable of remedy) shall fail within 30 days of receipt of notice served by the Company requiring it so to do to make good such breach.

The Manager may not retire except upon the appointment of a new Manager approved by the SFC.

In the event that the Manager shall retire or be removed or its appointment shall otherwise terminate, the Company shall appoint another corporation eligible under the applicable laws and regulations to act as the investment manager of the Company which is approved by the SFC to be the Manager in place of the Manager so retiring or being removed on or before the expiry of any period of notice of such retirement or removal.

The Manager is entitled to the fees mentioned below in the sub-section headed "***Management fee***" under "***Fees and Expenses – Fees and expenses payable by a Sub-Fund (applicable to both Listed Class of Shares and Unlisted Class(es) of Shares)***" of this Prospectus.

## Custodian

The Company is an umbrella fund and multiple sub-funds may be established under the umbrella structure. The Company may appoint different persons as the Custodian for different Sub-Funds provided that there should be at least one Custodian for each Sub-Fund at any time until the Sub-Fund is terminated in accordance with the Instrument of Incorporation. Each Custodian acts as the Custodian of the Company and the Sub-Fund(s) whose assets are held under its custody.

The Custodian of the Company is Standard Chartered Trustee (Hong Kong) Limited, which is a registered trust company incorporated in Hong Kong, a Trust or Company Service Provider licensee, licensed by the SFC to carry out Type 13 regulated activity (providing depositary services for relevant collective investment schemes) under the SFO as well as an approved trustee under the Mandatory Provident Fund Schemes Ordinance (Cap.485 of the Laws of Hong Kong).

Information relating to the Custodian of each Sub-Fund is set out in the relevant Appendix.

### Indemnities of the Custodian

No provision of the Instrument of Incorporation or a Custody Agreement shall be construed as (i) providing any exemption of any liability of a Custodian to the Shareholders of the relevant Sub-Fund under Hong Kong law or for breach of trust through fraud or negligence, nor may the Custodian be indemnified against such liability by Shareholders of the relevant Sub-Fund or at the expense of Shareholders of the relevant Sub-Fund, or (ii) diminishing or exempting the Custodian from any of its duties and liabilities under applicable laws and regulations, and no provision shall have the effect of providing any of such exemption or indemnity.

Nothing in a Custody Agreement excludes or limits the liability to the Company which a Custodian may have under the SFO.

## Administrator

The Company may appoint different persons as the Administrator for different Sub-Funds. Information relating to the Administrator of each Sub-Fund is set out in the relevant Appendix.

## Registrar

The Company may appoint different persons as the Registrar for different Sub-Funds. Information relating to the Registrar of each Sub-Fund is set out in the relevant Appendix.

## Service Agent or Conversion Agent (applicable in respect of Listed Class of Shares only)

Where a Sub-Fund creates and redeems in-kind in respect of SEHK listed securities, HK Conversion Agency Services Limited may act as Conversion Agent under the terms of the Conversion Agency Agreement. HK Conversion Agency Services Limited otherwise acts as Service Agent under the terms of the Service Agreement. The Service Agent or Conversion Agent performs, through HKSCC,

certain of its services in connection with the creation and redemption of Listed Class of Shares in a Sub-Fund by Participating Dealers.

## Participating Dealers (applicable in respect of Listed Class of Shares only)

A Participating Dealer may act for its own account or for your account as its clients in making Creation Applications and Redemption Applications. Different Sub-Funds may have different Participating Dealers. The latest list of the Participating Dealers in respect of each Sub-Fund is available at www.chinaamc.com.hk (the contents of which and of any other website referred to in this Prospectus have not been reviewed by the SFC).

## Market Makers (applicable in respect of Listed Class of Shares only)

A Market Maker is a broker or dealer permitted by the SEHK to make a market for the Listed Class of Shares in the secondary market and whose obligations include quoting bid prices to potential sellers and offer prices to potential buyers when there is a wide spread between the prevailing bid prices and offer prices for the Shares on the SEHK. Market Makers facilitate the efficient trading of Shares by providing liquidity in the secondary market when it is required, in accordance with the market making requirements of the SEHK.

Subject to applicable regulatory requirements, the Manager use its best endeavours to put in place arrangements so that there is at all times at least one Market Maker for Listed Class of Shares in each available counter. If the SEHK withdraws its permit to the existing Market Maker(s), the Manager will use its best endeavours to put in place arrangements so that there is at least one other Market Maker for each available counter of Listed Class of Shares to facilitate the efficient trading of Listed Class of Shares. The Manager will use its best endeavours to put in place arrangements so that at least one Market Maker for each available counter of Listed Class of Shares will give not less than 3 months' notice prior to terminating market making under the relevant market making agreement.

The latest list of Market Makers in respect of each counter of Listed Class of Shares of the relevant Sub-Fund is available at www.hkex.com.hk and www.chinaamc.com.hk (the contents of which and of any other website referred to in this Prospectus have not been reviewed by the SFC).

## Listing Agent (applicable in respect of Listed Class of Shares only)

Unless otherwise specified in the relevant Appendix, Altus Capital Limited has been appointed by the Manager as the Listing Agent for the Listed Class of Shares in each Sub-Fund in accordance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in respect of the relevant Sub-Fund's listing on the SEHK. The Listing Agent is a licensed corporation which holds, amongst others, a Type 6 (advising on corporate finance) regulated activity license under the Securities and Futures Ordinance with CE Number AGH102.

## Authorised Distributors (applicable in respect of Unlisted Class of Shares only)

The Company may appoint one or more Authorised Distributor(s) to market, promote, sell and/or distribute Shares of one or more Sub-Fund(s), and to receive applications for subscription, redemption and/or conversion of Shares.

Where application for Shares is made by an applicant through an Authorised Distributor, Shares may be registered in the name of the Authorised Distributor or a nominee company of the Authorised Distributor. As a result of this arrangement, the applicant will be dependent on the person in whose name the applicant's Shares are registered to take action on his/her behalf. As the Authorised Distributor (or its nominee) is the Shareholder of the relevant Sub-Fund, the Company shall not be responsible for any arrangements between the relevant applicant and the Authorised Distributor regarding the subscription, holding and redemption of Shares and any related matters, as well as any costs or losses that may arise therefrom. The Company will, however, take reasonable care in the selection and appointment of Authorised Distributor(s).

Investors who apply for subscription, redemption and/or conversion of Shares through Authorised Distributor(s) should note that such Authorised Distributor(s) may impose earlier dealing deadlines for receiving instructions for subscriptions, redemptions or conversions. Investors should pay attention to the arrangements of the Authorised Distributor(s) concerned.

In respect of tokenized Shares of a Sub-Fund, retail investors may only apply for subscription, redemption and/or conversion through Eligible Distributor(s). For details, please refer to the sub-sections headed "***Subscription of Tokenized Shares***" and "***Redemption of Tokenized Shares***" under Schedule 5 of this Prospectus and Schedule 6 of this Prospectus.

The Company or the Manager may pay or share any of the fees received by them (including any Subscription Charge, Redemption Charge, Conversion Fee and management fees) with such Authorised Distributor(s). For the avoidance of doubt, any fees, costs and expenses payable to the Authorised Distributor(s) arising out of any advertisement or promotional activities in connection with the Company or the Sub-Fund(s) will not be paid from the assets of the Company or the Sub-Fund(s).

## Auditors

The Manager has appointed KPMG to act as the Auditors of the Company and the Sub-Funds. The Auditors are independent of the Company, the Manager, the Investment Delegate(s) and the Custodian(s).

## Other Service Providers

The Company may appoint other service providers to provide services in respect of a Sub-Fund. Details of such other service providers (if any) are set out in the relevant Appendix.

# INVESTMENT CONSIDERATIONS

## Investment objective and policies

The investment objective and policies of each Sub-Fund and specific risks, as well as other important details, are set forth in the Appendix hereto relating to the Sub-Fund.

There may not be any fixed asset allocation by geographical locations for certain Sub-Funds. The expected asset allocations for a Sub-Fund (if any) are for indication only. In order to achieve the investment objectives, the actual asset allocations may in extreme market conditions (such as economic downturn or political turmoil in the markets in which a substantial portion of the assets of a Sub-Fund is invested or changes in legal or regulatory requirements or policies) vary significantly from the expected asset allocations.

Any changes in the investment objective and/or policy which are material changes will be subject to the prior approval of the SFC and notified to the affected Shareholders by at least 1 month's prior notice (or such other notice period as agreed with the SFC). Set out below are the overriding principles and requirements that must be satisfied in order for any changes to be classified as immaterial changes:

(a) the changes do not amount to a material change to the relevant Sub-Fund;
(b) there will be no material change or increase in the overall risk profile of the relevant Sub-Fund following the changes; and
(c) the changes do not have a material adverse impact on rights or interests of Shareholders of the relevant Sub-Fund (including changes that may limit ability of Shareholders of the relevant Sub-Fund in exercising their rights).

## Investment and borrowing restrictions

The Instrument of Incorporation sets out restrictions and prohibitions on the acquisition of certain investments by the Company and borrowing restrictions. Unless otherwise disclosed in the relevant Appendix, each Sub-Fund is subject to the investment restrictions and borrowing restrictions set out in Schedule 1 to this Prospectus.

## Securities Financing Transactions

Unless otherwise disclosed in the Appendix of a Sub-Fund, the Company currently does not intend to enter into any Securities Financing Transactions in respect of any of the Sub-Funds.

Where it is disclosed in the relevant Appendix, a Sub-Fund may engage in Securities Financing Transactions. A Sub-Fund may engage in Securities Financing Transactions provided that they are in the best interests of Shareholders of the relevant Sub-Fund to do so and the associated risks have been properly mitigated and addressed. Information on a Sub-Fund's Securities Financing Transactions will be included in the annual report of the Sub-Fund. A summary of the policy of the Manager in relation to Securities Financing Transactions is set out in Schedule 2 to this Prospectus.

### Investment via subsidiary

Where direct investment by a Sub-Fund in a market is not in the best interests of investors, such Sub-Fund may invest through a wholly-owned subsidiary company established solely for the purpose of making direct investments in such market subject to the requirements of the UT Code. Where a Sub-Fund may invest through a wholly-owned subsidiary, further details are set out in the Appendix of such Sub-Fund.

## Breach of investment and borrowing restrictions

If the investment and borrowing restrictions for a Sub-Fund are breached, the Manager shall as a priority objective take all steps as are necessary within a reasonable period of time to remedy the situation, taking due account of the interests of the Shareholders of the relevant Sub-Fund.

## Liquidity risk management

Liquidity risk exists when particular investments are difficult to purchase or sell at a fair price within a short time. Also, illiquid securities may become harder to value especially in changing markets. A Sub-Fund's investments in illiquid securities may reduce the returns of a Sub-Fund because it may be unable to sell the illiquid securities at an advantageous time or price which could prevent the Sub-Fund from taking advantage of other investment opportunities. Sub-Funds with principal investment strategies that involve foreign securities, derivatives or securities with substantial market and/or credit risk tend to have the greatest exposure to liquidity risk (investors should refer to "**Liquidity Risk**" under "***Risk Factors***" of this Prospectus below).

The Manager has established a liquidity risk management policy which enables it to monitor the liquidity profile of the investments of each Sub-Fund on an ongoing basis, to identify and manage the liquidity risks of each Sub-Fund, and to ensure compliance with the Sub-Fund's obligation to meet redemption requests. Such policy, combined with the liquidity risk management tools of the Manager, also seeks to achieve fair treatment of Shareholders and safeguard the interests of remaining Shareholders in case of sizeable redemptions.

The Manager has taken into account the investment strategy, the liquidity profile including the availability of cash and highly liquid securities, the dealing frequency, the redemption policy, the ability to enforce redemption limitations and the valuation policies of the relevant Sub-Fund when formulating the liquidity risk management policy.

The liquidity risk management policy involves monitoring the profile of investments held by the relevant Sub-Fund on an on-going basis to ensure that such investments are appropriate to the redemption policy as stated in Schedule 4 and Schedule 5 to this Prospectus, and will facilitate compliance with each Sub-Fund's obligation to meet redemption requests. Further, the liquidity risk management policy includes details on periodic liquidity assessment (including but not limited to stress testing) carried out by the Manager to manage the liquidity risk of each Sub-Fund under normal and exceptional market conditions. Where appropriate, the Manager will use historical redemption pattern to set limits and adjust the portfolio weighting of different types of investment instruments of the relevant Sub-Fund, if the relevant limit is exceeded.

The Manager has assigned a designated team responsible for risk management to carry out the day-to-day liquidity risk monitoring function and they are functionally independent from the day-to-day portfolio investment manager. The oversight of liquidity risk management team and other related responsibility are performed by the Manager's risk manager.

The following tools may be employed by the Manager to manage liquidity risks:

- the Manager is entitled, after consultation with the Custodian, to limit the number of Shares of any Sub-Fund redeemed on any Dealing Day to 10% of the total Net Asset Value of the relevant Sub-Fund in issue (in respect of both Listed Class of Shares and Unlisted Class(es) of Shares) (subject to the conditions under "***General Information – Restrictions on redemption***" of this Prospectus); and

- in respect of Unlisted Class(es) of Shares, the Manager may charge a Redemption Charge for anti-dilution purpose of up to 5% of the total redemption amount if a redemption order from a single investor on a single Dealing Day reaches 20% of the Sub-Fund's Net Asset Value (please refer to "***Redemption of Unlisted Classes of Shares – Redemption Charge***" under Schedule 5 to this Prospectus for further details).

In practice, the Manager will consult the Custodian of the relevant Sub-Fund before the use of any liquidity risk management tools. Investors should note that there is a risk that the tools may be ineffective to manage liquidity and redemption risks.

# RISK FACTORS

Investors should consider the following risks and any additional risk(s) relating to any specific Sub-Fund, contained in the relevant Appendix, before investing in any of the Sub-Funds. Investors should note that the decision whether or not to invest remains with them. If investors have any doubt as to whether or not a Sub-Fund is suitable for them, they should obtain independent professional advice.

***Risk of not achieving investment objective***

There is no assurance that the investment objective of the respective Sub-Fund will be achieved. Whilst it is the intention of the Manager to implement strategies which are designed to meet the investment objective and minimise potential losses, there can be no assurance that these strategies will be successful. It is possible that an investor may lose a substantial proportion or all of its investment in a Sub-Fund. As a result, each investor should carefully consider whether he can afford to bear the risks of investing in the relevant Sub-Fund.

***Investment risk***

Investments involve risks. There is no guarantee of the repayment of principal. Investment in a Sub-Fund is not in the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account. There is no guarantee that in any time period, particularly in the short term, a Sub-Fund's portfolio will achieve appreciation in terms of capital growth. Each Sub-Fund is subject to market fluctuations and to the risks inherent in all investments. A Sub-Fund's investment portfolio may fall in value due to any of the key risk factors set out in this Prospectus and the Appendix for the relevant Sub-Fund. The price of Shares of any Sub-Fund and the income from them may go down as well as up and therefore an investor may suffer losses on the investor's investment in the relevant Sub-Fund.

***Risks associated with tokenized Shares (applicable to Unlisted Class of Shares only)***

As disclosed in Schedule 6 to this Prospectus, the administration and dealing of tokenized Shares will involve the use of blockchain technology, which is subject to the following risks:

Blockchain technology risk

The blockchain technology is relatively new and is subject to various threats or risks that can adversely impact the Sub-Fund. Notwithstanding the fact that blockchains are secured by means of cryptography, consensus mechanism and decentralized architecture, there is a possibility that such security measures can be compromised (for example, blockchain systems can be susceptible to generic network and phishing attacks or vulnerabilities in smart contract) and thereby resulting in the unauthorized alteration of the blockchain or the tokens that may disrupt the operation of the Sub-Fund.

Furthermore, a blockchain network may experience a "fork" (i.e., "split") of the network, which would result in the existence of two or more versions of the blockchain network running in parallel with duplication of the same token, but with each version's native asset lacking interchangeability, potentially competing with each other for users and other participants. Where a fork occurs in one of the blockchain networks used by the Sub-Fund, the Manager, in consultation with the Custodian and the Administrator, will act in the best interest of investors and have the sole discretion to determine which of the resulting blockchain networks will continue to be used in respect of the Sub-Fund's tokenized Shares and which will be discontinued.

There is also a risk of undiscovered technical flaws associated with systems utilizing blockchain technology. In addition, there is a possibility that new technologies or services that inhibit access to,

or utility of, a blockchain may emerge. Blockchain technology may also never be implemented to a scale that provides identifiable economic benefit.

Digital asset security risks

The loss or theft of the private key of an Eligible Distributor will compromise its Digital Wallet and expose its corresponding investor(s) to risk of misappropriation of digital assets or inability to access digital assets associated with the wallet.

Risk associated with loss of Tokens held in omnibus account

Investors' Tokens are currently held in the name of their Eligible Distributor as nominee with the Token Custodian where the beneficial ownership record of Tokens is maintained by the Eligible Distributor and reflected in the investors' trading and custody accounts with the Eligible Distributor. The Token Custodian may hold the Tokens in an omnibus account instead of maintaining a separate segregated account for each Eligible Distributor. As a result, an Eligible Distributor's Tokens may be commingled with the Tokens of other Eligible Distributors held by the Token Custodian. In the event of loss of Tokens held in the omnibus account due to theft, cyberattacks, loss or damage, an Eligible Distributor may need to share the shortfall together with other Eligible Distributors whose Tokens are held in the omnibus account on a pro rata basis. Consequently, investors may need to bear the shortfall together with other investors in the case of loss of Tokens.

Cybersecurity risks

The Digital Platform contains the complete transaction history of the tokenized Shares and certain data on the blockchain utilized is available to the public. As a result, certain information other than personal identifying information may be publicly accessible by way of tools that are capable of displaying activity on the blockchain. Personal identifying information of investors is maintained separately by the Manager, the Tokenization Agent, Digital Platform Operator and the Eligible Distributors (as the case may be) and is not available to the public.

While each of the Manager and the blockchain provider has put in place adequate policies and measures to counter cybersecurity risks, such policies and measures cannot provide absolute security. The techniques used to obtain unauthorized access to data and information change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may also contain defects in design or manufacture or other problems that can unexpectedly compromise information security.

Delay risk

Delays in transaction processing can occur on the blockchain utilized for the relevant tokenized Shares. For example, delays can occur when computers on the network are unable to reach a consensus on transactions on the blockchain. During a delay, it will not be possible to record transactions in the tokenized Shares on the blockchain which may create discrepancies between on-chain and off-chain records, thereby impacting investors' ability to subscribe or redeem the relevant tokenized Shares. Delay risk may have adverse impact on both subscription and redemption processes of the tokenized Shares and investors' receipt of tokenized Shares or redemption proceeds may be delayed to the next Dealing Day.

Dependence on service provider

The Manager and the Sub-Fund rely on various parties (including Eligible Distributors) to facilitate the administration and offering of the relevant tokenized Shares through the use of blockchain and blockchain-related technology and maintain the relevant operating infrastructure (e.g. software, systems and smart contract technology). Such operations may be adversely impacted if any such party ceases to provide the relevant services.

Regulatory risk

As the use of blockchain technology is relatively new and still evolving, Hong Kong regulations regarding blockchain are evolving and subject to development that may negatively impact the operation of the Sub-Fund in relation to the administration and offering of the relevant tokenized Shares.

Potential challenges in application of existing laws

There are differences in the way tokenized Shares are dealt with and recorded, compared to traditional funds and their means of distribution. This can make the resolution of issues concerning tokenized Shares more complex and difficult under existing laws.

Smart Contract and Technical Risks

Smart contracts used for tokenization may contain coding errors, bugs, or vulnerabilities that could result in loss of tokens, unauthorized operations, or system failures. The upgrade mechanism of smart contracts may introduce new vulnerabilities or cause temporary service interruptions. Dependencies on external smart contracts or protocols may introduce additional security risks. Token standards may have inherent limitations or vulnerabilities that could affect token operations.

Operational Infrastructure Risks

Integration between traditional fund administration systems and blockchain infrastructure may face operational disruptions. The mint and burn mechanism for tokens relies on multiple parties and systems, introducing operational complexity and potential points of failure. System upgrades or maintenance of the blockchain infrastructure may cause temporary service interruptions.

Recovery and Business Continuity Risks

Service provider failures may affect token operations and management. Business continuity plans may prove inadequate in blockchain-specific scenarios.

Risks associated with virtual asset trading platforms (as distributors)

The virtual asset trading platforms on which tokenized Shares in a Sub-Fund may be offered are relatively newly established. The use of virtual asset trading platforms may expose investors to, amongst other things, counterparty risks of the platform operators and liquidity risks whereby demand of the tokenized Shares of the Sub-Fund may be limited and such platforms may impose limits or restrictions on which moneys deposited in such platforms can be withdrawn. Furthermore, virtual asset trading platforms present operational risks, including, but not limited to, system outages, which may adversely impact the administration of tokenized Shares and investors' access to, and dealing, such tokenized Shares. In addition, virtual asset trading platforms are also common targets of cybercriminals. Please also refer to "Cybersecurity risks" above.

***Market risk***

Market risk includes such factors as changes in economic environment, consumption pattern, lack of publicly available information of investments and their issuers and investors' expectations, which may have significant impact on the value of the investments. Usually, emerging markets tend to be more volatile than developed markets and may experience substantial price volatility. Market movements may therefore result in substantial fluctuations in the Net Asset Value per Share of the relevant Sub-Fund. The price of Shares and the distributions from them (if any) may go down as well as up.

There can be no assurance that an investor will achieve profits or avoid losses, significant or otherwise. The value of investments and the income derived from such investments may fall as well as rise and investors may not recoup the original amount invested in the Sub-Funds. In particular, the value of investments may be affected by uncertainties such as international, political and economic developments or changes in government policies. In falling equity markets, there may be

increased volatility. Market prices in such circumstances may defy rational analysis or expectation for prolonged periods of time, and can be influenced by movements of large funds as a result of short-term factors, counter-speculative measures or other reasons and as a result, may have adverse impact to the relevant Sub-Fund and its investors.

***Equity investment risks***

A Sub-Fund may invest directly or indirectly in equity securities. Investing in equity securities may offer a higher rate of return than those investing in short term and longer term debt securities. However, the risks associated with investments in equity securities may also be higher, because the investment performance of equity securities depends upon factors which are difficult to predict. As a result, the market value of the equity securities that it invests in may go down as well as up. Factors affecting the equity securities are numerous, including but not limited to changes in investment sentiment, political environment, economic environment, issuer-specific factors, and the business and social conditions in local and global marketplace. Securities exchanges typically have the right to suspend or limit trading in any security traded on the relevant exchange; a suspension will render it impossible to liquidate positions and can thereby expose the relevant Sub-Fund to losses.

***Volatility risk***

Prices of securities may be volatile. Price movements of securities are difficult to predict and are influenced by, among other things, changing supply and demand relationships, governmental trade, fiscal, monetary and exchange control policies, national and international political and economic events, and the inherent volatility and potential settlement difficulties of the market place. A Sub-Fund's value will be affected by such price movements and could be volatile, especially in the short-term.

***Risk relating to small- and mid-capped companies***

A Sub-Fund may invest in the securities of small and/or mid-capped companies. Investing in these securities may expose such Sub-Fund to risks such as greater market price volatility, less publicly available information, lower liquidity and greater vulnerability to fluctuations in the economic cycle than those of larger capitalisation companies in general. Their prices are also more volatile to adverse economic developments than those of larger capitalisation companies in general.

***Risks of investing in IPO securities***

A Sub-Fund may invest in initial public offers ("**IPOs**") securities. The prices of securities involved in IPOs are often subject to greater and more unpredictable price changes than more established securities. There is the risk that there are inadequate trading opportunities generally or allocations for IPOs which the Manager wishes or is able to participate in. Furthermore, the liquidity and volatility risks associated with investments or potential investments in IPO securities may be difficult to assess, due to the lack of trading history of such IPO securities. These risks may have adverse impact on the relevant Sub-Fund and its investors.

***Fixed income securities investment risk (including money market instruments)***

A Sub-Fund which invests in fixed income securities will be subject to the following risks.

- *Credit risk*

  Investment in bonds or other fixed income securities involve credit risk of the issuers. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security or its issuer may also affect the security's liquidity, making it more difficult to sell. A Sub-Fund's investment is also subject to the risk that issuers may not make timely payments on principal and/or interests of the securities they issue. If the issuers of any of the securities

in which the Sub-Fund's assets are invested default, the performance of the Sub-Fund will be adversely affected.

The fixed income securities that a Sub-Fund invests in may be offered on an unsecured basis without collateral. In such circumstances, the relevant Sub-Fund will rank equally with other unsecured creditors of the relevant issuer. As a result, if the issuer becomes bankrupt, proceeds from the liquidation of the issuer's assets will be paid to holders of the relevant fixed income instrument issued by it only after all secured claims have been satisfied in full. The relevant Sub-Fund is therefore fully exposed to the credit/insolvency risk of its counterparties as an unsecured creditor.

A Sub-Fund may hold cash and deposits in banks or other financial institutions and the extent of governmental and regulatory supervision may vary. The Sub-Fund might suffer a significant or even total loss in the event of insolvency of the banks or financial institutions.

- *Credit ratings risk*

  The ratings of fixed income securities by Moody's Investor Services, Standard & Poor's and Fitch's are a generally accepted barometer of credit risk. They are, however, subject to certain limitations from an investor's standpoint and do not guarantee the creditworthiness of the security and/or issuer at all times. The rating of an issuer is heavily weighted by past performance and does not necessarily reflect probable future conditions. Rating agencies might not always change their credit rating of an issuer in a timely manner to reflect events that could affect the issuer' ability to make scheduled payment on its obligations. In addition, there may be varying degrees of difference in credit risk of securities within each rating category.

- *Credit rating downgrading risk*

  The credit rating assigned to a security or an issuer may be re-evaluated and updated based on recent market events or specific developments. As a result, investment grade securities may be subject to the risk of being downgraded to below investment grade securities. Similarly, an issuer having an investment grade rating may be downgraded, for example, as a result of deterioration of its financial conditions. In the event of downgrading in the credit ratings of a security or an issuer relating to a security, a Sub-Fund's investment value in such security may be adversely affected. The Manager may or may not dispose of the securities, subject to the investment objectives of the relevant Sub-Fund. In the event of investment grade securities being downgraded to below investment grade securities and such securities continued to be held by the Sub-Fund, the Sub-Fund will also be subject to the below investment grade securities risk outlined in the following paragraph.

- *Below investment grade and unrated securities risk*

  A Sub-Fund may invest in securities which are below investment grade or which are unrated. Investors should note that such securities would generally be considered to have a higher degree of counterparty risk, credit risk and liquidity risk than higher rated, lower yielding securities and may be subject to greater fluctuation in value and higher chance of default. If the issuer of securities defaults, or such securities cannot be realised, or perform badly, investors may suffer substantial losses. The market for these securities may be less active, making it more difficult to sell the securities. Valuation of these securities is more difficult and thus the relevant Sub-Fund's prices may be more volatile.

  The value of lower-rated or unrated corporate bonds may be affected by investors' perceptions. When economic conditions appear to be deteriorating, below investment grade or unrated corporate bonds may decline in market value due to investors' heightened concerns and perceptions over credit quality. For example, during economic downturns, such bonds typically fall more in value than investment grade bonds as investors become more risk averse and default risk rises.

- *Risks associated with collateralised and/or securitised products (such as asset backed securities, mortgage backed securities and asset backed commercial papers) (if applicable)*

  A Sub-Fund may invest in asset-backed fixed income securities, mortgage-backed securities, asset-backed commercial paper, which may be highly illiquid and prone to substantial price volatility. These instruments may be subject to greater credit, liquidity and interest rate risk compared to other fixed income securities. They may be exposed to extension and prepayment risks and risks that the payment obligations relating to the underlying assets are not met, which may adversely impact the returns of the securities.

- *Interest rate risk*

  Changes in interest rates may affect the value of a fixed income security as well as the financial markets in general. Fixed income securities (such as bonds) are more susceptible to fluctuation in interest rates and may fall in value if interest rates change. Generally, the prices of fixed income securities rise when interest rates fall, whilst their prices fall when interest rates rise. Longer term fixed income securities are usually more sensitive to interest rate changes. If the fixed income securities held by a Sub-Fund fall in value, the Sub-Fund's value will also be adversely affected.

- *Volatility and liquidity risk*

  The fixed income securities in certain markets (e.g. Mainland China) may be subject to higher volatility and lower liquidity compared to more developed markets. The prices of such securities may be subject to fluctuations. The bid and offer spreads of the price of such securities may be large and a Sub-Fund may incur significant trading costs.

- *Valuation risk*

  The value of fixed income securities that a Sub-Fund invests may be subject to the risk of mispricing or improper valuation, i.e. operational risk that the fixed income securities are not priced properly. Valuations of quoted or listed fixed income securities are primarily based on the valuations from independent third party sources where the prices are available. However, in the case where independent pricing information may not be available such as in extreme market conditions or break down in the systems of third party sources, the value of such fixed income securities may be based on certification by such firm or institution making a market in such investment as may be appointed for such purpose by the Manager after consultation with the Custodian of the relevant Sub-Fund. Valuations in such circumstance may involve uncertainty and judgemental determination.

  In the event of adverse market conditions where it is not possible to obtain any reference quotation from the market at the relevant time of valuation, the latest available quotations of the relevant fixed income securities may be used to estimate the fair market value. Alternatively, the Manager after consultation with the Custodian of the relevant Sub-Fund may, permit some other method of valuation to be used to estimate the fair market value of such fixed income securities including the use of quotation of other fixed income securities with very similar attributes. Such valuation methodology may not equal to the actual liquidation price due to liquidity and size constraints. If valuation is proven to be incorrect, this will affect the Net Asset Value calculation of the relevant Sub-Fund.

  The valuation of unlisted fixed income securities is more difficult to calculate than listed fixed income securities. Normally, unlisted fixed income securities are valued at their initial value thereof equal to the amount expended out of the relevant Sub-Fund in the acquisition thereof (including in each case the amount of the stamp duties, commissions and other acquisition expenses) provided that the value of any such unlisted fixed income securities shall be determined on a regular basis by a professional person approved by the Custodian of the relevant Sub-Fund as qualified to value such unlisted fixed income securities. Such

professional person may value the unlisted fixed income securities by reference to the prices of other comparable unlisted fixed income securities. The trading of unlisted fixed income securities may not be transparent and the prices of unlisted fixed income securities may not be openly displayed. There is a risk that such professional person is not aware of all the trading in unlisted fixed income securities and may use prices which may be historical only and may not reflect recent trading in the fixed income securities concerned. In such circumstance, the valuation of the unlisted fixed income securities may not be accurate as a result of incomplete price information. This would have impact on the calculation of the Net Asset Value of the relevant Sub-Fund.

- *Sovereign debt risk*

  A Sub-Fund's investment in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request a Sub-Fund to participate in restructuring such debts. Such Sub-Fund may suffer significant losses when there is a default of sovereign debt issuers.

- *Unlisted fixed income securities risk*

  The fixed income securities in which a Sub-Fund invests may not be listed on a stock exchange or a securities market where trading is conducted on a regular basis. Even if the fixed income securities are listed, the market for such securities may be inactive and the trading volume may be low. The bid and offer spreads of the price of such securities may be large and the relevant Sub-Fund may incur significant trading costs. In the absence of an active secondary market, the relevant Sub-Fund may need to hold the fixed income securities until their maturity date. If sizeable redemption requests are received, the relevant Sub-Fund may need to liquidate its investments at a substantial discount in order to satisfy such requests and the relevant Sub-Fund may suffer losses in trading such securities.

- *Short-term fixed income instruments risk (if applicable)*

  A Sub-Fund may invest substantially in short-term fixed income instruments with short maturities, and the turnover rates of the Sub-Fund's investments may be relatively high and the transaction costs incurred as a result of the purchase or sale of short-term fixed income instruments may also increase which in turn may have a negative impact on the Net Asset Value of the Sub-Fund. The Sub-Fund's underlying fixed income securities may become more illiquid when nearing maturity. It therefore may be more difficult to achieve fair valuation in the market.

***Credit rating agency risk (for Mainland Chinese onshore fixed income securities)***

The credit appraisal system in the Mainland China and the rating methodologies employed in the Mainland China may be different from those employed in other markets. Credit ratings given by the Mainland China rating agencies may therefore not be directly comparable with those given by other international rating agencies.

***Risks associated with bank deposits***

Bank deposits are subject to the credit risks of the relevant financial institutions. A Sub-Fund's deposit may not be protected by any deposit protection schemes, or the value of the protection under the deposit protection schemes may not cover the full amount deposited by the relevant Sub-Fund. Therefore, if the relevant financial institution defaults, the relevant Sub-Fund may suffer losses as a result.

***Risks of investing in convertible bonds***

A Sub-Fund which invests in convertible bonds will be subject to additional risks. A convertible bond is a hybrid between debt and equity, permitting holders to convert the bond into shares in the company issuing the bond at a specified future date. As such, convertible bonds will be exposed to equity risks, in addition to the risks of fixed income securities generally, and may be subject to greater volatility than straight bond investments. Investments in convertible bonds are subject to the same interest rate risk, credit risk, liquidity risk and prepayment risk associated with comparable straight bond investments.

***Risks associated with instruments with loss-absorption features***

Certain Sub-Funds may invest in instruments with loss-absorption features, for example, contingent convertible bonds ("**CoCos**"), preferred shares, senior non-preferred debt instruments and Additional Tier 1 and Tier 2 capital instruments. These debt instruments are subject to greater risks when compared to traditional debt instruments as such instruments are typically subject to the risk of being written down or converted to ordinary shares upon the occurrence of a pre-defined trigger event (e.g. when the issuer is near or at the point of non-viability or when the issuer's capital ratio falls to a specified level), which are likely to be outside of the issuer's control.

Such trigger events are complex and difficult to predict and can result in a significant or total reduction in the value of such instruments.

In the event of the activation of a trigger, there may be potential price contagion and volatility to the entire asset class. Debt instruments with loss-absorption features may also be exposed to liquidity, valuation and sector concentration risk.

Certain Sub-Funds may invest in CoCos which are highly complex and are of high risk. Upon the occurrence of a trigger event, CoCos may be converted into shares of the issuer (potentially at a discounted price), or may be subject to the permanent write-down to zero. Coupon payments on CoCos are discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time.

Certain Sub-Funds may invest in senior non-preferred debts. While these instruments are generally senior to subordinated debts, they may be subject to write-down upon the occurrence of a trigger event and will no longer fall under the creditor ranking hierarchy of the issuer. This may result in total loss of principal invested.

***"Dim Sum" bonds (i.e. bonds issued outside of Mainland China but denominated in RMB) market risks***

The "Dim Sum" bond market is still a relatively small market which is more susceptible to volatility and illiquidity. The operation of the "Dim Sum" bond market as well as new issuances could be disrupted causing a fall in the Net Asset Value of a Sub-Fund should there be any promulgation of new rules which limit or restrict the ability of issuers to raise RMB by way of bond issuances and/or reversal or suspension of the liberalisation of the offshore RMB (CNH) market by the relevant regulator(s).

***Risks of investing in other funds***

A Sub-Fund may invest in underlying funds which are not regulated by the SFC and will be subject to the risks associated with the underlying funds. In addition to the expenses and charges charged by such Sub-Fund, investor should note that there are additional fees involved when investing into these underlying funds, including fees and expenses charged by investment manager of these underlying funds as well as fees payable by the relevant Sub-Fund during its subscription to or redemption from these underlying funds. Furthermore, there can be no assurance that 1) the liquidity of the underlying funds will always be sufficient to meet redemption request as and when made; and 2) investment objective and strategy will be successfully achieved despite the due diligence procedures undertaken by the Manager and the selection and monitoring of the underlying funds. The relevant Sub-Fund has no control of the investments of the underlying funds. These factors may

have adverse impact on the relevant Sub-Fund and its investors. If a Sub-Fund invests in an underlying fund managed by the Manager or Connected Person of the Manager, potential conflict of interest may arise. Please refer to the section headed "***General Information – Conflicts of Interest***" for details under the circumstances.

***Borrowing risks***

The Company may borrow for the account of a Sub-Fund for various reasons, such as facilitating redemptions or to acquire investments for the account of the relevant Sub-Fund. Borrowing involves an increased degree of financial risk and may increase the exposure of the relevant Sub-Fund to factors such as rising interest rates, downturns in the economy or deterioration in the conditions of the assets underlying its investments. There can be no assurance that the Company will be able to borrow on favourable terms, or that the Company's indebtedness will be accessible or be able to be refinanced at any time.

***Emerging markets risks***

Certain countries in which a Sub-Fund may invest are considered as emerging markets. Investments in emerging markets will be sensitive to any change in political, social or economic development in the region. Many emerging countries have historically been subject to political instability which may affect the value of securities in emerging markets to a significant extent. As emerging markets tend to be more volatile than developed markets, any holdings in emerging markets are exposed to higher levels of risk such as liquidity risk, currency risk, political risk, regulatory risk, legal and taxation risks, economic risk, market risk, custody risk and settlement risk.

The securities markets of some of the emerging countries in which a Sub-Fund's assets may be invested are not yet fully developed which may, in some circumstances, lead to a potential lack of liquidity. The securities markets of developing countries are not as large as the more established securities markets and have a substantially lower trading volume. Investment in such markets will be subject to risks such as market suspension, restrictions on foreign investment and control on repatriation of capital. Some emerging markets securities may be subject to brokerage or stock transfer taxes levied by governments, which would have the effect of increasing the cost of investment and which may reduce the realised gain or increase the loss on such securities at the time of sale.

There are also possibilities of nationalisation, expropriation or confiscatory taxation, foreign exchange control, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of emerging markets or the value of the Sub-Funds' investments. In addition, it may be difficult to obtain and enforce a judgment in a court in an emerging country.

Underlying investments of emerging market funds may also become illiquid which may constrain the Manager's ability to realise some or all of the portfolio. Accounting, auditing and financial reporting standards, practices and disclosure requirements applicable to some countries in which a Sub-Fund may invest may differ from those applicable in developed countries, for example, less information is available to investors and such information may be out of date.

***China market risks***

Investing in Mainland China is subject to the risks of investing in emerging markets generally and the risks specific to Mainland China.

Since 1978, the PRC government has implemented economic reform measures which emphasise decentralisation and the utilisation of market forces in the development of the Mainland Chinese economy, moving from the previous planned economy system. However, many of the economic measures are experimental or unprecedented and may be subject to adjustment and modification. Any significant change in PRC's political, social or economic policies may have a negative impact on investments in Mainland China.

The regulatory and legal framework for capital markets and joint stock companies in the PRC may not be as well developed as those of developed countries. Accounting standards and practices in Mainland China may deviate significantly from international accounting standards. The settlement and clearing systems of the securities markets in Mainland China may not be well tested and may be subject to increased risks of error or inefficiency.

Investors should also be aware that changes in the PRC taxation legislation could affect the amount of income which may be derived, and the amount of capital returned, from the investments of the relevant Sub-Fund. Laws governing taxation will continue to change and may contain conflicts and ambiguities.

***Renminbi currency and conversion risks***

A Sub-Fund may invest in securities denominated in Renminbi (or RMB) or may have RMB Hedged Class of Shares, therefore, it may be subject to Renminbi currency risks. RMB is currently not freely convertible and is subject to exchange controls and restrictions. Non-RMB based (e.g. Hong Kong) investors are exposed to foreign exchange risk and there is no guarantee that the value of RMB against the investors' base currencies (for example HKD) will not depreciate. Any depreciation of RMB could adversely affect the value of investor's investment in a Sub-Fund. Although offshore RMB (CNH) and onshore RMB (CNY) are the same currency, they trade at different rates. Any divergence between CNH and CNY may adversely impact investors. Under exceptional circumstances, payment of realisations and/or distribution payment in RMB may be delayed due to the exchange controls and restrictions applicable to RMB.

***Renminbi Share Class risk***

A Sub-Fund may offer share classes designated in RMB. It should be noted that there may be additional risks involved in investing through RMB over and above those of investing through other currencies. Currency exchange rates can be affected unpredictably by intervention (or failure to intervene) by governments or central banks or by currency controls or political developments, particularly in the PRC. There is also a greater measure of legal uncertainty concerning currency transactions with respect to trades in RMB compared to currencies which have a more established history of being traded internationally.

RMB share classes for the Sub-Funds are denominated in offshore RMB (CNH). CNH convertibility to the onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and repatriation restrictions imposed by the Chinese government in co-ordination with the Hong Kong Monetary Authority ("**HKMA**"). The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time to time as well as other external market forces. In addition, currency markets in RMB may have lower trading volumes than the currencies of more developed countries and accordingly markets in RMB may be materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of other currencies. In particular, the trading of RMB during European market hours when trades for the hedged Share Class will be executed entails inherently lower liquidity and greater transaction costs. This is likely to cause performance divergence against the expected performance of trading RMB during Asian market hours, where liquidity is generally higher and transaction costs are generally lower.

In an extreme event, the lack of liquidity could make it impossible to execute the currency hedge. The Company will seek to implement the hedge and minimize transaction costs on a best efforts basis. However, there can be no guarantee that it will be successful in doing so and cannot eliminate the above risks or transaction costs. The costs and gains/losses of hedging transactions will accrue solely to the relevant hedged Class and will be reflected in the Net Asset Value per Share of that Class.

When calculating the value of the RMB denominated class(es), CNH will be used. The value of the RMB denominated class(es) thus calculated will be subject to fluctuation. Non-RMB based (for example Hong Kong) investors may have to convert HKD or other currencies into RMB when

investing in the RMB denominated class(es). Subsequently, investors may also have to convert the RMB redemption proceeds (received when selling the shares) and RMB distributions received (if any) back to HKD or other currencies. During these processes, investors will incur currency conversion costs and may suffer losses in the event that RMB depreciates against HKD or such other currencies upon receipt of the RMB redemption proceeds and/or RMB distributions (if any).

For RMB denominated class(es), since the share prices are denominated in RMB, but a Sub-Fund may not be fully invested in RMB-denominated underlying investments and its Base Currency may be a different currency, so even if the prices of the non-RMB denominated underlying investments and/or value of the Base Currency rise or remain stable, investors may still incur losses if RMB appreciates against the currencies of the non-RMB denominated underlying investments and/or the Base Currency more than the increase in the value of the non-RMB denominated underlying investments and/or the Base Currency.

Furthermore, under the scenario where RMB appreciates against the currencies of the non-RMB denominated underlying investments and/or the Base Currency of the Sub-Fund (e.g. USD), and the value of the non-RMB denominated underlying investments decreased, the value of investors' investments in RMB denominated class(es) may suffer additional losses.

***Risks relating to CIBM Direct Access***

A Sub-Fund may directly invest in permissible Fixed Income Instruments traded on the CIBM via a direct access regime ("**CIBM Direct Access**").

Under the CIBM Direct Access, an onshore trading and settlement agent shall be engaged by the Manager or Investment Delegate to make the filing on behalf of the investing Sub-Fund and conduct trading and settlement agency services for such Sub-Fund.

Since the relevant filings and account opening for investment via the CIBM Direct Access have to be carried out via an onshore settlement agent, such Sub-Fund is subject to the risks of default or errors on the part of the onshore settlement agent.

Under the CIBM Direct Access, the rules allow foreign investors to remit investment amounts in RMB or foreign currency into China for investing in the CIBM. For repatriation of funds out of China by a Sub-Fund, the ratio of RMB to foreign currency should generally match the original currency ratio when the investment principal was remitted into China, with a maximum permissible deviation of 10%. Such requirements may change in the future which may have an adverse impact on the Sub-Fund's investment in the CIBM.

Market volatility and potential lack of liquidity due to low trading volume of certain fixed income securities in the CIBM may result in prices of certain fixed income securities traded on such market fluctuating significantly. A Sub-Fund investing in CIBM is subject to liquidity, regulatory and volatility risks. A Sub-Fund may also be exposed to risks associated with settlement procedures and default of counterparties.

The relevant rules and regulations on investment in the CIBM are subject to change which may have potential retrospective effect. In the event that the relevant PRC authorities suspend trading on the CIBM, a Sub-Fund's ability to invest in the CIBM will be limited and the Sub-Fund may suffer substantial losses as a result.

***Risks relating to Bond Connect***

A Sub-Fund may directly invest in permissible Fixed Income Instruments traded on the CIBM via Bond Connect. The Bond Connect initiative was launched in July 2017 to facilitate CIBM access between Hong Kong and Mainland China. It was established by China Foreign Exchange Trade System & National Interbank Funding Centre ("**CFETS**"), China Central Depository & Clearing Co.,

Ltd ("**CCDC**"), Shanghai Clearing House ("**SHCH**") and Hong Kong Exchanges and Clearing Limited and Central Moneymarkets Unit ("**CMU**").

The Bond Connect scheme is designed to be efficient and more convenient for offshore investors at an operational level, by using familiar trading interfaces of established electronic platforms without requiring investors to engage an onshore settlement agent. Orders are executed electronically with any of the eligible onshore participating dealers who are recognized by CFETS. Cash is exchanged offshore in Hong Kong. The infrastructure contemplates two way access between Hong Kong and Mainland China. Eligible foreign investors can invest through Hong Kong into the CIBM (generally referred to as "**Northbound Trading Link**"). Eligible foreign investors utilising Bond Connect are required to appoint the CFETS or other institutions recognised by the People's Bank of China ("**PBOC**") as registration agents to apply for registration with the PBOC.

The Northbound Trading Link under Bond Connect adopts a multi-layered custody arrangement whereby CCDC/SHCH performs the primary settlement function as the ultimate central securities depository, which handles bond custody and settlement for the CMU in China. The CMU is the nominee holder of CIBM bonds acquired by overseas investors via the Northbound Trading Link. The CMU handles custody and settlement for the accounts opened with it for the beneficial ownership of those overseas investors.

Under the multi-layered custody arrangement of Bond Connect:

1) the CMU acts as "nominee holder" of CIBM bonds; and
2) overseas investors are the "beneficial owners" of CIBM bonds through CMU members.

Overseas investors invest through offshore electronic trading platforms where trade orders are executed on CFETS, CIBM's centralised electronic trading platform, between investors and onshore participating dealers.

Under the multi-layered custody arrangement, while the distinct concepts of "nominee holder" and "beneficial owner" are generally recognized under relevant PRC regulations, the application of such rules is untested, and there is no assurance that PRC courts will recognise such rules, e.g. in liquidation proceedings of PRC companies or other legal proceedings.

Under Bond Connect, bond issuers and trading of CIBM bonds are subject to the market rules in China. Any changes in laws, regulations and policies of the China bond market or rules in relation to Bond Connect may affect prices and liquidity of the relevant bonds, and a Sub-Fund's investment in the relevant bonds may be adversely affected.

***Risks associated with investments made through QFI regime***

A Sub-Fund may invest in Chinese securities via the QFI regime.

A Sub-Fund's ability to make the relevant investments or to fully implement or pursue its investment objective and strategy is subject to the applicable laws, rules and regulations (including restrictions on investments and repatriation of principal and profits) in the PRC, which are subject to change and such change may have potential retrospective effect.

A Sub-Fund may suffer substantial losses if the approval of the QFI status is being revoked/terminated or otherwise invalidated as the Sub-Fund may be prohibited from trading of relevant securities and repatriation of the Sub-Fund's monies, or if any of the key operators or parties (including QFI custodian/brokers) is bankrupt/in default and/or is disqualified from performing its obligations (including execution or settlement of any transaction or transfer of monies or securities).

***Risks of investing in urban investment bonds***

Urban investment bonds are issued by local government financing vehicles ("**LGFVs**"). Such bonds are typically not guaranteed by local governments or the central government of Mainland China. In the event that the LGFVs default on payment of principal or interest of the urban investment bonds, the relevant Sub-Fund could suffer substantial loss and the Net Asset Value of the relevant Sub-Fund could be adversely affected.

***Mainland China tax risk***

Various tax reform policies have been implemented by the Mainland Chinese government in recent years, and existing tax laws and regulations may be revised or amended in the future. There is a possibility that the current tax laws, regulations and practice in Mainland China will be changed with retrospective effect in the future and any such change may have an adverse effect on the asset value of the relevant Sub-Fund. Moreover, there is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished and the existing tax laws and regulations will not be revised or amended in the future. Any changes in tax policies may reduce the after-tax profits of the companies in Mainland China which a Sub-Fund invests in, thereby reducing the income from, and/or value of the Shares.

Subject to the current Mainland Chinese tax laws, regulations and practice in respect of the gains and income realised on a Sub-Fund's investments in Mainland China (which may have retrospective effect), any increased tax liabilities on the relevant Sub-Fund may adversely affect the relevant Sub-Fund's Net Asset Value.

The Manager may (but is not obliged to) make provisions in respect of the relevant Sub-Fund for the Mainland Chinese tax obligations. The provisions made by the Manager, if any, may be excessive or inadequate to meet the actual tax liabilities. Upon the availability of a definitive tax assessment or the issue of announcements or regulations by the competent authorities promulgating definitive tax assessment rules, the actual tax liabilities may be lower than the tax provisions made and any sums withheld in excess of the tax liability incurred or is expected to be incurred by the relevant Sub-Fund shall be released and transferred to the relevant Sub-Fund's accounts forming part of that Sub-Fund's assets. In case of any shortfall between the provisions (if any) and actual tax liabilities, which will be debited from the relevant Sub-Fund's assets, that Sub-Fund's asset value will be adversely affected. Depending on the timing of their subscriptions and/or redemptions, investors may be disadvantaged as a result of any shortfall of tax provision and will not have the right to claim any part of the overprovision (as the case may be).

Unless otherwise disclosed in the relevant Appendix of a Sub-Fund, no provision will be made in respect of the relevant Sub-Fund's Mainland Chinese tax obligations.

***Sovereign debt risks***

Certain developing countries and certain developed countries are especially large debtors to commercial banks and foreign governments. Investment in debt obligations issued or guaranteed by governments or their agencies of such countries may involve a high degree of risk such as social, political and economic risks. The willingness or ability of a governmental entity to repay principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due and the relative size of the debt service burden to the economy as a whole.

Governmental entities may also be dependent on expected disbursements from foreign governments, multilateral agencies and others agencies abroad to reduce principal and arrearage on their debts. However, failure to implement economic reforms or achieve a required level of economic performance or repay debts when due may result in the cancellation of these third parties' commitments to continuously lend funds to a governmental entity, which may further impair such debtor's ability or willingness to service its debt on a timely basis.

In case of default, holders of sovereign debt (including a Sub-Fund) may be requested to participate in the restructuring of such debt and to extend further loans to the relevant governmental entities. In addition, a Sub-Fund may invest in securities issued or guaranteed by the government of a country with a sovereign credit rating below investment grade. The performance and value of the Sub-Fund could deteriorate should there be any adverse credit events in the sovereign, in particular if there is downgrading of the sovereign credit rating or a default or bankruptcy of a sovereign occurs. There are no bankruptcy proceedings by which sovereign debt on which a governmental entity has defaulted may be recovered in whole or in part.

***Concentration risk***

A Sub-Fund may invest only in a specific country/region/sector/asset class. A Sub-Fund's portfolio may not be well diversified in terms of the number of holdings and the number of issuers of securities that the Sub-Fund may invest in. Such Sub-Fund may be adversely affected by or depend heavily on the performance of those securities. Investors should also be aware that such Sub-Fund is likely to be more volatile than a broad-based fund, such as a global or regional equity or bond fund, as the Sub-Fund will be more susceptible to fluctuations in value resulting from the limited number of holdings or from adverse conditions, such as economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory events, in the respective country/region/sector/asset class in which the Sub-Fund invests.

***Settlement risk***

Settlement procedures in emerging countries are frequently less developed and less reliable and may involve the relevant Sub-Fund's delivery of securities, or transfer of title to securities, before receipt of payment for their sale. A Sub-Fund may be subject to a risk of substantial loss if a securities firm defaults in the performance of its responsibilities. A Sub-Fund may incur substantial losses if its counterparty fails to pay for securities such Sub-Fund has delivered, or for any reason fails to complete its contractual obligations owed to such Sub-Fund. On the other hand, significant delays in settlement may occur in certain markets in registering the transfer of securities. Such delays could result in substantial losses for a Sub-Fund if investment opportunities are missed or if a Sub-Fund is unable to acquire or dispose of a security as a result.

***Custodial risk***

Cash held with the Custodian or sub-custodians (where appointed) may not be segregated and may not be recoverable in case of liquidation, bankruptcy or insolvency of the Custodian and sub-custodians.

Further, where a Sub-Fund invests in markets where custodial and/or settlement systems are not fully developed, the assets of the Sub-Fund may be exposed to custodial risk. In case of liquidation, bankruptcy or insolvency of a custodian or sub-custodian, the Sub-Fund may take a longer time to recover its assets. In extreme circumstances such as the retroactive application of legislation and fraud or improper registration of title, the Sub-Fund may even be unable to recover all of its assets. The costs borne by the Sub-Fund in investing and holding investments in such markets will be generally higher than in organised securities markets.

***Counterparty risk***

Counterparty risk involves the risk that a counterparty or third party will not fulfil its obligations to a Sub-Fund. A Sub-Fund may be exposed to the risk of a counterparty through investments such as bonds, futures and options. To the extent that a counterparty defaults on its obligations and a Sub-Fund is prevented from exercising its rights with respect to the investment in its portfolio, a Sub-Fund may experience a decline in the value and incur costs associated with its rights attached to the security. The Sub-Fund may sustain substantial losses as a result.

***Currency and foreign exchange risk***

A Sub-Fund may also issue Classes denominated in a currency other than the Base Currency of that Sub-Fund or the currency of its underlying investments. A Sub-Fund may be invested in part in assets quoted in currencies other than its Base Currency or the relevant Class Currency. The performance of such Sub-Fund will therefore be affected by changes in exchange rate controls (if any) and movements in the exchange rate between the currencies in which the assets are held and the Base Currency of such Sub-Fund or the relevant Class Currency. Since the Manager aims to maximise returns for such Sub-Fund in terms of its Base Currency, investors in such Sub-Fund may be exposed to additional currency risk. These risks may have adverse impact on the relevant Sub-Fund and its investors.

A Sub-Fund may, in part, seek to offset the risks associated with such exposure through foreign exchange transactions. The markets in which foreign exchange transactions are effected are highly volatile, highly specialised and highly technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Foreign exchange trading risks include, but are not limited to, exchange rate risk, interest rate risk and potential interference by foreign governments through regulation of local exchange markets, foreign investment, or particular transactions in foreign currency. These risks may have adverse impact on the relevant Sub-Fund and its investors.

Any changes in exchange control regulations may cause difficulties in the repatriation of funds. Dealings in a Sub-Fund may be suspended if the relevant Sub-Fund is unable to repatriate funds for the purpose of making payments on the redemption of Shares. For further details on suspension of dealings in a Sub-Fund, please refer to the section headed "***Valuation and suspension – Suspension***" below.

Where a Sub-Fund's base currency and/or distributions are in one currency but has Shares traded in another currency, secondary market investors of such Shares may be subject to additional costs or losses associated with foreign currency fluctuations between the Base Currency and the trading currency and changes in exchange rate controls (if any) when trading Shares in the secondary market and/or receiving distributions.

***Derivative and structured product risk***

A Sub-Fund may invest in derivatives such as options, futures and convertible securities, and in depositary receipts, participation rights and potentially through other instruments which are linked to the performance of securities or indices such as participation notes, equity swaps and equity linked notes, which are sometimes referred to as "structured products". Investment in these instruments can be illiquid, if there is no active market in these instruments. Such instruments are complex in nature. Therefore there are risks of mispricing or improper valuation and possibilities that these instruments do not always perfectly track the value of the securities, rates or indices they are designed to track. Improper valuations can result in increased payments to counterparties or a loss in the value of the relevant Sub-Fund.

These instruments will also be subject to insolvency or default risk of the issuers or counterparties and over-the-counter markets risk. In addition, investment through structured products may lead to a dilution of performance of such Sub-Funds when compared to a fund investing directly in similar assets. Besides, many derivative and structured products involve an embedded leverage. This is because such instruments provide significantly larger market exposure than the money paid or deposited when the transaction is entered into, so a relatively small adverse market movement could expose the relevant Sub-Fund to the possibility of a loss exceeding the original amount invested. Therefore, exposure to financial derivative instruments may lead to high risk of significant loss by the relevant Sub-Fund.

***Over-the-counter markets risk***

Over-the-counter ("**OTC**") markets are subject to less governmental regulation and supervision of transactions (in which many different kinds of financial derivative instruments and structured products are generally traded) than organised exchanges. In addition, many of the protections afforded to

participants on some organised exchanges, such as the performance guarantee of an exchange clearing house, may not be available in connection with transactions carried out on OTC markets. Therefore, a Sub-Fund entering into transactions on OTC markets will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that a Sub-Fund will sustain substantial losses as a result.

In addition, certain instruments traded on the OTC markets (such as customised financial derivatives and structured products) can be illiquid. The market for relatively illiquid investments tends to be more volatile than the market for more liquid investments. These risks may have adverse impact on the relevant Sub-Fund and its investors.

***Hedging risk***

The Manager is permitted, but not obliged, to use hedging techniques such as using futures, options and/or forward contracts to attempt to offset market and currency risks. There is no guarantee that hedging techniques will fully and effectively achieve their desired result. The success of hedging much depends on the Manager's expertise and hedging may become inefficient or ineffective. This may have adverse impact on the relevant Sub-Fund and its investors.

While a Sub-Fund may enter into such hedging transactions to seek to reduce risks, unanticipated changes in currency, interest rates and market circumstances may result in a poorer overall performance of a Sub-Fund. A Sub-Fund may not obtain a perfect correlation between hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the intended hedge or expose the relevant Sub-Fund to risk of loss.

Any expenses arising from such hedging transactions, which may be significant depending on prevailing market conditions, will be borne by the relevant Sub-Fund in relation to which they have been incurred.

***Currency hedging risk***

Where a Sub-Fund has classes of Shares hedged to a currency other than the Base Currency of the relevant Sub-Fund (each a "**Currency Hedged Class**"), the relevant Sub-Fund is also subject to currency hedging risk. Please refer to the risk factor "Hedging risk" under this section.

Where the Sub-Fund enter into the hedging transactions, the costs of the hedging transactions will be reflected in the Net Asset Value of the Currency Hedged Class of Shares and therefore, an investor of such Currency Hedged Class of Shares will have to bear the associated hedging costs, which may be significant depending on prevailing market conditions.

If the counterparties of the instruments used for hedging purpose default, investors of the Currency Hedged Class of Shares may be exposed to currency exchange risk on an unhedged basis and may therefore suffer further losses.

While hedging strategies may protect investors in the Currency Hedged Class of Shares against a decrease in the value of the Sub-Fund's Base Currency relative to the Class Currency of the Currency Hedged Class of Shares, it may also preclude investors from benefiting from an increase in the value of the Sub-Fund's Base Currency.

***Liquidity risk***

Some of the markets in which a Sub-Fund invests may be less liquid and more volatile than the world's leading stock markets and this may result in the fluctuation in the price of securities traded on such markets. Certain securities may be difficult or impossible to sell, and this would affect the relevant Sub-Fund's ability to acquire or dispose of such securities at their intrinsic value. The bid and offer spreads of the price of such securities may be large and the relevant Sub-Fund may incur significant trading costs. A Sub-Fund may encounter difficulties in valuing and/or disposing of assets at their fair price due to adverse market conditions and/or large-scale redemptions. This may also

expose the Sub-Fund to liquidity risks. If sizeable redemption requests are received, subject to the availability and suitability of liquidity risk management tools, the Sub-Fund may need to liquidate its investments at a substantial discount in order to satisfy such requests and the Sub-Fund may suffer losses in trading such investments. As a result, this may have adverse impact on the relevant Sub-Fund and its investors.

***Difficulties in valuation of investments***

Securities acquired on behalf of a Sub-Fund may subsequently become illiquid due to events relating to the issuer of the securities, market and economic conditions and regulatory sanctions. In cases where no clear indication of the value of a Sub-Fund's portfolio securities is available (for example, when the secondary markets on which a security is traded has become illiquid) the Manager may apply valuation methods to ascertain the fair value of such securities.

In addition, market volatility may result in a discrepancy between the latest available issue and redemption prices for the Sub-Fund and the fair value of the Sub-Fund's assets. To protect the interest of investors, the Manager may, after consultation with the Custodian of the relevant Sub-Fund, adjust the Net Asset Value of the Sub-Fund or the Shares, if in the circumstances it considers that such adjustment is required to reflect more accurately the fair value of the Sub-Fund's assets.

Valuation of a Sub-Fund's investments may involve uncertainties and judgmental determinations, and independent pricing information may not at all times be available. If such valuations should prove to be incorrect, the Net Asset Value of the Sub-Fund may be adversely affected.

***Restricted markets risk***

A Sub-Fund may invest in securities in jurisdictions (including Mainland China) which may impose limitations or restrictions on foreign ownership or holdings. In such circumstances, the relevant Sub-Fund may be required to make investments in the relevant markets directly or indirectly. In either case, legal and regulatory restrictions or limitations may have adverse effect on the liquidity and performance of such investments due to factors such as limitations on fund repatriation, dealing restrictions, adverse tax treatments, higher commission costs, regulatory reporting requirements and reliance on services of local custodians and service providers.

***Legal, tax and regulatory risk***

Legal, tax and regulatory changes could occur in the future. For example, the regulatory or tax environment for derivative instruments is evolving, and changes in their regulation or taxation may adversely affect the value of derivative instruments. Changes to the current laws and regulations will lead to changes in the legal requirements to which the relevant Sub-Fund may be subject, and may adversely affect the relevant Sub-Fund and its investors.

***Risk of termination***

The Company or a Sub-Fund may be terminated in certain circumstances which are summarised under the section "***General information*** – ***Termination of the Company, a Sub-Fund or a Class***", including where the asset size falls below the threshold disclosed in such section. In the event of the termination of a Sub-Fund, such Sub-Fund would have to distribute to the Shareholders their pro rata interest in the assets of the Sub-Fund. It is possible that at the time of such sale or distribution, certain investments held by the relevant Sub-Fund will be worth less than the initial cost of acquiring such investments, resulting in a loss to the Shareholders. Moreover, any organisational expenses (such as establishment costs) with regard to the relevant Sub-Fund that had not yet been fully amortised would be debited against the Sub-Fund's assets at that time.

***Risks associated with Securities Financing Transactions***

A Sub-Fund which engages in Securities Financing Transactions will be subject to the following risks:

Risks relating to Securities Lending Transactions

Securities Lending Transactions may involve the risk that the borrower may fail to return the securities lent out in a timely manner. In this event, the relevant Sub-Fund could experience delays in recovering its securities and may possibly incur a capital loss. The value of the collateral may fall below the value of the securities lent out.

Risks relating to Sale and Repurchase Transactions

A Sub-Fund may enter into Sale and Repurchase Transactions with respect to securities. Sale and Repurchase Transactions involve credit risk to the extent that the Sub-Fund's counterparties may avoid such obligations in bankruptcy or insolvency proceedings, thereby exposing the relevant Sub-Fund to unanticipated losses. The amount of credit risk incurred by the relevant Sub-Fund with respect to a particular Sale and Repurchase Transaction will depend in part on the extent to which the obligation of the Sub-Fund's counterparty is secured by sufficient collateral. In the event of the failure of the counterparty with which collateral has been placed, the relevant Sub-Fund may suffer loss as there may be delays in recovering collateral placed out or the cash originally received may be less than the collateral placed with the counterparty due to inaccurate pricing of the collateral or market movements.

Risks relating to Reverse Repurchase Transactions

A Sub-Fund may enter into Reverse Repurchase Transactions. If the seller of securities to the Sub-Fund under a Reverse Repurchase Transaction defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the relevant Sub-Fund will seek to dispose of such securities, which action could involve costs or delay. If the seller becomes insolvent and subject to liquidation or reorganisation under applicable bankruptcy or other laws, the relevant Sub-Fund's ability to dispose of the underlying securities may be restricted or the Sub-Fund may have difficulty in realising collateral. It is possible, in a bankruptcy or liquidation scenario, that the relevant Sub-Fund may not be able to substantiate its interest in the underlying securities.

In the event of the failure of the counterparty with which cash has been placed, the relevant Sub-Fund may suffer loss as there may be delay in recovering cash placed out or difficulty in realising collateral or proceeds from the sale of the collateral may be less than the cash placed with the counterparty due to inaccurate pricing of the collateral or market movements.

In addition, if a seller defaults on its obligation to repurchase securities under a Reverse Repurchase Transaction, the relevant Sub-Fund may suffer a loss to the extent that it is forced to liquidate its position in the market, and proceeds from the sale of the underlying securities may be less than the cash placed with the counterparty due to inaccurate pricing of the collateral or market movements.

***Risks associated with collateral management and re-investment of cash collateral***

Where a Sub-Fund enters into a Securities Financing Transaction or an OTC derivative transaction, collateral may be received from or provided to the relevant counterparty.

Notwithstanding that a Sub-Fund may only accept non-cash collateral which is highly liquid, the relevant Sub-Fund is subject to the risk that it will be unable to liquidate collateral provided to it to cover a counterparty default. The relevant Sub-Fund is also subject to the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

Where cash collateral received by a Sub-Fund is re-invested, the relevant Sub-Fund will be exposed to the risk of a failure or default of the issuer of the relevant security in which the cash collateral has been invested.

Where collateral is provided by a Sub-Fund to the relevant counterparty, in the event of the insolvency of the counterparty, the relevant Sub-Fund may become subject to the risk that it may not receive the

return of its collateral or that the collateral may take some time to return if the collateral becomes available to the creditors of the relevant counterparty.

Finance charges received by a Sub-Fund under a Securities Financing Transaction may be reinvested in order to generate additional income. Similarly cash collateral received by a Sub-Fund may also be reinvested in order to generate additional income. In both circumstances, the relevant Sub-Fund will be exposed to market risk in respect of any such investments and may incur a loss in reinvesting the financing charges and cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made. A decline in the value of investment of the cash collateral would reduce the amount of collateral available to be returned by the relevant Sub-Fund to the securities lending counterparty at the conclusion of the securities lending contract. The relevant Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the relevant Sub-Fund.

Under a Sale and Repurchase Transaction, the relevant Sub-Fund retains the economic risks and rewards of the securities which it has sold to the counterparty and therefore is exposed to market risk in the event that it must repurchase such securities from the counterparty at the pre-determined price if that pre-determined price is higher than the value of the securities at the time of repurchase. If the Sub-Fund chooses to reinvest the cash collateral received under the Sale and Repurchase Transaction, it is also subject to market risk arising in respect of such investment.

If the additional income which is generated through finance charges imposed by a Sub-Fund on the counterparty of a Reverse Repurchase Transaction is reinvested, the relevant Sub-Fund will assume market risk in respect of such investments.

***Risks associated with distribution out of/effectively out of a Sub-Fund's capital***

Where a Sub-Fund has Distribution Classes, distributions may be made in respect of the Distribution Classes. However, there is no guarantee that such distributions will be made nor will there be a target level of distributions payout. A high distribution yield does not imply a positive or high return.

Subject to the disclosure in the relevant Appendix, distributions may be paid out of the capital of a Sub-Fund or out of gross income while charging all or part of a Sub-Fund's fees and expenses to the capital of the Sub-Fund, resulting in an increase in distributable income for the payment of dividends by the Sub-Fund and therefore, the Sub-Fund may effectively pay distributions out of capital. The Manager may distribute out of the capital of a Sub-Fund if the net distributable income attributable to the relevant Distribution Class during the relevant period is insufficient to pay distributions as declared. **Investors should note that the payment of distributions out of capital or effectively out of capital represents a return or a withdrawal of part of the amount they originally invested or capital gain attributable to that amount. Distributions will result in an immediate decrease in the Net Asset Value of the relevant Shares.**

Where a Sub-Fund has Accumulation Classes, the Manager does not intend to pay distributions for such Accumulation Classes. Accordingly, an investment in the Accumulation Classes may not be suitable for investors seeking income returns for financial or tax planning purposes.

Where a Sub-Fund has classes of Shares hedged to a currency other than the Base Currency of the relevant Sub-Fund (each a "**Hedged Class**"), the distribution amount and Net Asset Value of the Hedged Classes may be adversely affected by differences in the interest rates of the Class Currency of the Hedged Classes and the relevant Sub-Fund's Base Currency, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-hedged classes of Shares.

***Cross-Sub-Fund liability***

Multiple Sub-Funds may be established under the Company. While there are statutory provisions for segregated liability between the Sub-Funds, the concept of segregated liability is untested.

Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how or if those foreign courts will give effect to such statutory provisions. However, the assets of that Sub-Fund may not be used to satisfy the liabilities of another Sub-Fund.

***Cross-Class liability***

Multiple Classes of Shares may be issued in relation to a Sub-Fund, with particular assets and liabilities of that Sub-Fund attributable to particular Classes. Where the liabilities of a particular Class exceed the assets pertaining to that Class, creditors pertaining to one Class may have recourse to the assets attributable to other Classes. Although for the purposes of internal accounting, a separate account will be established for each Class, in the event of an insolvency or termination of that Sub-Fund (i.e. when the assets of that Sub-Fund are insufficient to meet its liabilities), all assets will be used to meet that Sub-Fund's liabilities, not just the amount standing to the credit of any individual Class.

***Creation of Sub-Funds or new Classes of Shares***

Additional Sub-Funds or additional Classes of Shares which may have different terms of investment may be established in the future without the consent of, or notification to existing Shareholders. In particular, such additional Sub-Funds or additional Classes may have different terms with regard to fees.

***Non-compliance with IFRS***

The annual and semi-annual financial reports of each Sub-Fund will be prepared in accordance with the IFRS. Investors should note that the valuation rules described in the section headed "***Valuation and suspension – Calculation of Net Asset Value***" below may not necessarily comply with IFRS. Under IFRS, investments should be valued at fair value, and bid and ask pricing is considered to be representative of fair value for long and short listed investments respectively. However, under the valuation basis described in the section headed ***Valuation and suspension – Calculation of Net Asset Value***" below, listed investments are expected to be valued normally at the last traded price or closing price instead of bid and ask pricing as required under IFRS.

The cost of establishment of each Sub-Fund will be amortised over the Amortisation Period. Investors should note that this policy of amortisation is not in accordance with IFRS. However, the Manager has considered the impact of such non-compliance and does not expect this issue to materially affect the results and Net Asset Value of a Sub-Fund. Further, the Manager believes that this policy is fairer and more equitable to the initial investors.

***US Foreign Account Tax Compliance Act***

Sections 1471 – 1474 of the US Internal Revenue Code (the "**IRS Code**") of 1986, as amended from time to time (referred to as the Foreign Account Tax Compliance Act or "**FATCA**"), imposes rules with respect to certain payments paid to non-U.S. persons, such as the Company and its Sub-Funds, including interest and dividends from securities of US issuers and potentially on gross proceeds from the sale of such securities at a later date. All such payments (referred to as "**Withholdable payments**") may be subject to withholding at a 30% rate, unless the recipient of the payment satisfies certain requirements intended to enable the US Internal Revenue Service (the "**IRS**") to identify U.S. persons (under the definition in the IRS Code) that own, directly or indirectly, Shares in the Company and the Sub-Funds. To avoid such withholding on payments made to it, a foreign financial institution (an "**FFI**"), such as the Company and its Sub-Funds (and, generally, other investment funds organised outside the U.S.), generally would be required to register with the IRS directly to obtain a Global Intermediary Identification Number ("**GIIN**") and enter into an agreement (an "**FFI Agreement**") with the IRS under which it will agree to identify its direct or indirect account holders who are U.S. persons and report certain information concerning such U.S. account holders to the IRS.

In general, an FFI which does not sign an FFI Agreement and is not otherwise exempt will face a 30% withholding tax on Withholdable Payments including dividends, interest and certain derivative

payments derived from US sources. In addition, gross proceeds such as sales proceeds and returns of principal derived from stocks and debt obligations generating U.S. source dividends or interest and certain non-US source payments attributable to the amounts that would be subject to FATCA withholding (referred to as a "foreign passthru payments") may also be subject to FATCA withholding in the future.

The Hong Kong government has entered into a Model 2 intergovernmental agreement ("**IGA**") with the U.S. on 13 November 2014 for the implementation of FATCA. Under such Model 2 IGA, FFIs in Hong Kong (such as the Company and its Sub-Funds) would be required to register with the IRS and comply with the terms of FFI Agreement. Otherwise they may be subject to a 30% withholding tax on relevant US-sourced payments and other withholdable payments.

It is expected that FFIs in Hong Kong (such as the Company and the Sub-Funds) complying with the terms of an FFI Agreement (i) will generally not be subject to the above described 30% withholding tax; and (ii) will generally not be required to withhold tax on payments to "non-consenting US accounts" (i.e. certain accounts of which the holders do not consent to FATCA reporting and disclosure to the IRS) or close those non-consenting US accounts (provided that information regarding such account holders is reported to the IRS pursuant to the provisions of the IGA).

As at the date hereof, the Manager has registered with the IRS as a sponsoring entity for the Company and the Sub-Fund(s) with a GIIN of UJDPU0.99999.SL.344 and LEDRDS.99999.SL.344 respectively and has agreed to perform, on behalf of the sponsored entities, all due diligence, withholding, reporting and other FATCA-related requirements. The Company and the Sub-Fund(s) are considered as sponsored entities of the Manager and will be regarded as Non-Reporting Hong Kong FFI and treated as a registered deemed-compliant FFI.

The Company and each Sub-Fund will endeavour to satisfy the requirements imposed under FATCA, the IGA and the terms of the FFI agreement to avoid any withholding tax. Broadly, the IGA requires the Company and/or its Sub-Funds to, amongst other things: (i) register as a "reporting financial institution" with the IRS; (ii) conduct due diligence on its accounts (i.e. Shareholder) to identify whether any such accounts are considered a "US Account" under the IGA; and (iii) report to the IRS the required information on such US Accounts on an annual basis, when applicable. In the event that the Company and/or any Sub-Fund is not able to comply with the requirements imposed by FATCA and the Company and/or such Sub-Fund does suffer FATCA withholding tax on its investments as a result of non-compliance, the Net Asset Value of the Company and/or that Sub-Funds may be adversely affected and the Company and/or such Sub-Fund may suffer significant loss as a result.

In the event a Shareholder (an account holder) does not provide the requested information and/or documentation, whether or not that actually leads to non-compliance by the Company and/or the relevant Sub-Fund, or a risk of the Company and/or the relevant Sub-Fund being subject to withholding tax under FATCA, the Directors and/or the Manager on behalf of the Company and/or each of such relevant Sub-Fund reserve the right to take any action and/or pursue all remedies at its disposal including, without limitation, (i) reporting the relevant information of such Shareholder to the IRS; (subject to applicable laws or regulations in Hong Kong); (ii) withholding or deducting from such Shareholder's redemption proceeds or distributions to the extent permitted by applicable laws and regulations; and/or (iii) deeming such Shareholder to have given notice to redeem all his Shares in the relevant Sub-Fund. The Directors and/or the Manager in taking any such action or pursuing any such remedy shall act in good faith and on reasonable grounds.

Each Shareholder and prospective investor should consult with his or her own tax advisor as to the potential impact of FATCA on his or her own tax situation and the potential impact on the Company and its Sub-Funds.

***Conflicts of interest; other activities of the Manager***

Various potential and actual conflicts of interest may arise from the overall investment activities of the Manager and its Connected Persons for their own accounts and the accounts of others. The Manager and its Connected Persons may invest for their own accounts and for the accounts of clients in various

instruments that have interests different from or adverse to the instruments that are owned by the relevant Sub-Fund. For more information, please refer to the section headed "***General information – Conflicts of interest***".

***Effect of substantial redemptions***

Substantial redemptions by Shareholders within a short period of time could require a Sub-Fund to liquidate securities and other positions more rapidly than would otherwise be desirable, possibly reducing the value of its assets and/or disrupting its investment strategy. Further, it may be impossible to liquidate a sufficient amount of securities to meet redemptions because a significant part of the portfolio at any given time may be invested in securities for which the market is or has become illiquid. Reduction in the size of the relevant Sub-Fund could make it more difficult to generate a positive return or to recoup losses due to, among other things, reductions in the Sub-Fund's ability to take advantage of particular investment opportunities or decreases in the ratio of its income to its expenses.

***Indemnification of the Company's Directors, service providers etc.***

The Company's Directors, Manager, Administrator, Custodian, Auditors and its other service providers, and their respective affiliates, are entitled to be indemnified in certain circumstances. As a result, there is a risk that the Company's assets will be used to indemnify such persons, companies or their employees or to satisfy their liabilities as a result of their activities in relation to the Company.

***Reliance on management***

The Company's performance is largely dependent on the continuation of an agreement with the Manager and the services and skills of its delegates and their respective officers and employees. The loss of the Manager's services or its delegates' (or of any of their respective key personnel) could materially and negatively impact the value of the Company.

In view of the above, investment in any Sub-Fund should be regarded as long term in nature. The Sub-Funds are, therefore, only suitable for investors who can afford the risks involved. Investors should refer to the relevant Appendix for details of any additional risks specific to a Sub-Fund.

***Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares***

A Sub-Fund may offer both Listed Class of Shares and Unlisted Class(es) of Shares. Dealing arrangements in respect of Listed Class of Shares and Unlisted Class(es) of Shares are different, and depending on market conditions, investors of the Listed Class of Shares may be at an advantage compared to investors of the Unlisted Class(es) of Shares, or vice versa. The Net Asset Value per Share of each of the Listed Class of Shares and Unlisted Class(es) of Shares may also be different due to the different fees (such as the management fee) and costs applicable to each such class of Shares.

In addition, investors should note that different cost mechanisms apply to Listed Class of Shares and Unlisted Class(es) of Shares. For Listed Class of Shares, the Transaction Fee and Duties and Charges in respect of Creation and Redemption Applications are paid by the Participating Dealer applying for or redeeming such Shares and/or the Manager. Investors of Listed Class of Shares in the secondary market will not bear such Transaction Fees and Duties and Charges (but for the avoidance of doubt, may bear other fees, such as SEHK trading fees, as described under "**Fees and Expenses**" of this Prospectus). On the other hand, the subscription and redemption of Unlisted Class(es) of Shares may be subject to a Subscription Charge and Redemption Charge respectively, which will be payable to the Manager by the investor subscribing or redeeming.

Any or all of these factors may lead to a difference in the Net Asset Value of the Listed Class of Shares and Unlisted Class(es) of Shares.

<u>Trading arrangements in respect of Unlisted Class(es) of Shares</u>

Unlike investors of Listed Class of Shares who may buy and sell Shares in the secondary market during SEHK trading hours, investors of Unlisted Class(es) of Shares are only able to subscribe and redeem at the relevant Issue Price and Redemption Price (as the case may be) based on the latest available Net Asset Value as at the end of each Dealing Day. As such, holders of Listed Class of Shares would have intra-day trading opportunities which will not be available to holders of Unlisted Class(es) of Shares. In a stressed market scenario, holders of Listed Class of Shares can sell their Shares on the secondary market during SEHK trading hours if the market continues to deteriorate, while holders of Unlisted Class(es) of Shares will not be able to do.

Trading arrangements in respect of Listed Class of Shares

Conversely, secondary market investors generally do not have access to the redemption facilities which are available to investors of Unlisted Class(es) of Shares. During stressed market conditions, Participating Dealers may, on their own account or on behalf of any primary market investors, redeem Listed Class of Shares on the primary market at the Net Asset Value of the relevant Sub-Fund, but the secondary market trading prices may have diverged from the corresponding Net Asset Value. In such circumstances, holders of the Listed Class of Shares in the secondary market will be at an apparent disadvantage to holders of the Unlisted Class(es) of Shares as the latter will be able to redeem from the relevant Sub-Fund at Net Asset Value whilst the former will not.

Please also refer to "***Risks associated with market trading (applicable to Listed Class of Shares only)***" below for additional risks relating to Listed Class of Shares.

***Risks associated with market trading (applicable to Listed Class of Shares only)***

Absence of active market and liquidity risks

Although the Listed Class of Shares of each Sub-Fund are listed for trading on the SEHK, there can be no assurance that an active trading market for such Shares will develop or be maintained. In addition, if the underlying securities, swaps or futures contracts have limited trading markets, or if the spreads are wide, this may adversely affect the price of the Listed Class of Shares and the ability of an investor to dispose of his, her or its Listed Class of Shares at the desired price. If an investor needs to sell his, her or its Listed Class of Shares at a time when no active market for them exists, the price received for the Shares – assuming an investor is able to sell them – is likely to be lower than the price received if an active market did exist.

No trading market in the Listed Class of Shares risk

Although the Listed Class of Shares are listed on the SEHK and one or more Market Makers have been appointed, there may be no liquid trading market for the Listed Class of Shares or that such Market Maker(s) may cease to fulfil that role. Further, there can be no assurance that Listed Class of Shares will experience trading or pricing patterns similar to those of exchange traded funds which are issued by investment companies in other jurisdictions or those traded on the SEHK.

Suspension of trading risk

Investors and potential investors will not be able to buy, nor will investors be able to sell, Listed Class of Shares on the SEHK during any period in which trading of the Listed Class of Shares is suspended. The SEHK may suspend the trading of Listed Class of Shares whenever the SEHK determines that it is appropriate and in the interest of a fair and orderly market to protect investors. The subscription and redemption of Shares may also be suspended if the trading of Shares is suspended.

Listed Class of Shares may trade at prices other than Net Asset Value risk

Listed Class of Shares may trade on the SEHK at prices above or below the most recent Net Asset Value. The Net Asset Value per Share of each Sub-Fund is calculated at the end of each Dealing Day and fluctuates with changes in the market value of the relevant Sub-Fund's holdings. The trading

prices of the Listed Class of Shares fluctuate continuously throughout the trading hours based on market supply and demand rather than Net Asset Value. The trading price of the Listed Class of Shares may deviate significantly from Net Asset Value particularly during periods of market volatility. Any of these factors may lead to the Listed Class Shares of the relevant Sub-Fund trading at a premium or discount to the Net Asset Value. On the basis that Listed Class of Shares can be created and redeemed in Application Share size at Net Asset Value, the Manager believes that large discounts or premiums to Net Asset Value are not likely to be sustained over the long-term.

While the creation/redemption feature is designed to make it likely that the Listed Class of Shares will normally trade at prices close to the relevant Sub-Fund's next calculated Net Asset Value, trading prices are not expected to correlate exactly with the relevant Sub-Fund's Net Asset Value attributable to the Listed Class of Shares due to reasons relating to timing as well as market supply and demand factors. In addition, disruptions to creations and redemptions (for example, as a result of imposition of capital controls by a foreign government) or the existence of extreme market volatility may result in trading prices that differ significantly from Net Asset Value. In particular, if an investor purchases Listed Class of Shares at a time when the market price is at a premium to Net Asset Value or sells when the market price is at a discount to Net Asset Value, then the investor may sustain losses.

The Manager cannot predict whether Shares will trade below, at, or above their Net Asset Value. Since, however, Shares must be created and redeemed in Application Share size at Net Asset Value (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their Net Asset Value) the Manager believes that ordinarily large discounts or premiums to the Net Asset Value of Shares should not be sustained. If the Manager suspends creations and/or redemptions of Shares, the Manager anticipates that there may be larger discounts or premiums as between the secondary market price of Listed Class of Shares and the Net Asset Value.

Cost of trading Listed Class of Shares risk

As investors will pay certain charges (e.g. trading fees and brokerage fees) to buy or sell Listed Class of Shares on the SEHK, investors may pay more than the Net Asset Value per Share when buying Listed Class of Shares on the SEHK, and may receive less than the Net Asset Value per Share when selling Listed Class of Shares on the SEHK. In addition, investors on the secondary market will also incur the cost of the trading spread, being the difference between what investors are willing to pay for the Listed Class of Shares (bid price) and the price at which they are willing to sell Listed Class of Shares (ask price). Frequent trading may detract significantly from investment results and an investment in Listed Class of Shares may not be advisable particularly for investors who anticipate making small investments regularly.

Multi-Counter risks

The SEHK's Multi-Counter model in Hong Kong is relatively new. It may make investment in the Shares riskier than in single counter units or shares of an SEHK listed issuer.

There is a risk that the market price on the SEHK of Listed Class of Shares traded in one counter may deviate significantly from the market price on the SEHK of Listed Class of Shares traded in another counter due to market liquidity, supply and demand in each counter and the exchange rate fluctuations (in both the onshore and the offshore markets). The trading price of Listed Class of Shares in each counter is determined by market forces and so will not be the same as the trading price of Shares multiplied by the prevailing rate of foreign exchange. Accordingly, when selling or buying Listed Class of Shares traded in one counter, an investor may receive less or pay more than the equivalent amount in the currency of another counter if the trade of the relevant Listed Class of Shares took place on another counter. There can be no assurance that the price of Listed Class of Shares in each counter will be equivalent.

Investors who buy Shares on one counter may be subject to currency exchange risk where the assets of the Sub-Fund are primarily denominated, and the Net Asset Value of which is calculated, in a currency different to that of the counter.

In addition, in respect of RMB counter, not all stockbrokers or custodians may be ready and able to carry out trading and settlement of the RMB-traded Shares. The limited availability of RMB outside the PRC may also affect the liquidity and trading price of the RMB-traded Shares. There may also be less interest by potential market makers making a market in RMB-traded Shares. Furthermore, any disruption to the availability of RMB may adversely affect the capability of market makers in providing liquidity for the Shares

Furthermore, investors may suffer a foreign exchange loss and incur foreign exchange associated fees and charges for conversion of such dividend from one currency into another currency in which the counter is denominated.

Restrictions on creation and redemption of Listed Class of Shares risk

Investors should note that an investment in the Listed Class of Shares of a Sub-Fund is not like a typical retail investment fund offered to the public in Hong Kong (for which units or shares can generally be purchased and redeemed directly from the manager). Listed Class of Shares of a Sub-Fund may only be created and redeemed in Application Share sizes directly by a Participating Dealer (either on its own account or on behalf of an investor through a stockbroker which has opened an account with the Participating Dealer). Other investors of Listed Class of Shares may only make a request (and if such investor is a retail investor, through a stockbroker which has opened an account with a Participating Dealer) to create or redeem Listed Class of Shares in Application Share sizes through a Participating Dealer which reserves the right to refuse to accept a request from an investor to create or redeem Listed Class of Shares under certain circumstances. Alternatively, investors may realise the value of their Listed Class of Shares by selling their Shares through an intermediary such as a stockbroker on the SEHK, although there is a risk that dealings on the SEHK may be suspended. Please refer to "**Creations and Redemptions (Primary Market)**" under Schedule 4 for details in relation to the circumstances under which creation and redemption applications can be rejected.

Secondary market trading risk

Listed Class of Shares in a Sub-Fund may trade on the SEHK when the relevant Sub-Fund does not accept orders to subscribe or redeem Shares. On such days, Shares may trade in the secondary market with more significant premiums or discounts than might be experienced on days when the Sub-Fund accepts subscription and redemption orders.

Reliance on Market Makers risk

Although it is a requirement that the Manager uses its best endeavours to put in place arrangements so that at least one Market Maker will maintain a market for the Shares of each Sub-Fund or the Shares traded in each counter of each Sub-Fund (as the case may be), there may be circumstances such as the revocation of the relevant market making approvals or registration or other changes beyond the control of the Manager that may result in the sudden loss of a Market Maker for a Sub-Fund. There may also be less interest by potential Market Makers in making a market in RMB denominated or traded Listed Class of Shares. Further, any disruption to the availability of RMB may adversely affect the capability of Market Makers in providing liquidity for RMB traded Listed Class of Shares. It should be noted that liquidity in the market for the Listed Class of Shares may be adversely affected if there is no market maker for a Sub-Fund or, where there is a Multi-Counter, if there is no market maker for any of the counters of a Sub-Fund. The Manager will seek to mitigate this risk by using its best endeavours to put in place arrangements so that at least one Market Maker for each counter of the Listed Class of Shares of each Sub-Fund gives not less than 3 months' notice prior to terminating market making under the relevant market making agreements. It is possible that there is only one SEHK Market Maker to a Sub-Fund or to a counter of a Sub-Fund or the Manager may not be able to engage a substitute Market Maker within the termination notice period of a Market Maker. There is also no guarantee that any market making activity will be effective.

Reliance on Participating Dealers risk

The creation and redemption of Listed Class of Shares may only be effected through Participating Dealers. A Participating Dealer may charge a fee for providing this service. Participating Dealers will not be able to create or redeem Listed Class of Shares during any period when, amongst other things, dealings on the SEHK are restricted or suspended, settlement or clearing of securities through the CCASS is disrupted. In addition, Participating Dealers will not be able to issue or redeem Listed Class of Shares if some other event occurs that impedes the calculation of the Net Asset Value of the relevant Sub-Fund or disposal of the relevant Sub-Fund's securities, swaps or futures contracts cannot be effected. Where a Participating Dealer appoints an agent or delegate (who is a participant of HKSCC) to perform certain CCASS-related functions, if the appointment is terminated and the Participating Dealer fails to appoint an alternative agent or delegate, or if the agent or delegate ceases to be a Participant, the creation or realisation of Shares by such Participating Dealer may also be affected. Since the number of Participating Dealers at any given time will be limited, and there may even be only one Participating Dealer at any given time, there is a risk that investors may not always be able to create or redeem Listed Class of Shares freely.

Trading time differences risk (if applicable)

As a stock exchange or futures exchange may be open when the Listed Class of Shares are not priced, the value of any investments which comprises the portfolio of the Sub-Fund may change when investors may not be able to buy or sell Listed Class of Shares. Further the price of investments may not be available during part of the trading day due to trading hour differences which may result in the trading price of Shares deviating from the Net Asset Value per Share. Where applicable, when trading futures contracts there may be a time difference between the trading times of the futures contracts and the underlying index constituents or the underlying securities. There may be imperfect correlation between the value of the underlying index constituents or securities and the futures contracts, which may prevent a Sub-Fund from achieving its investment objective.

Listed Class of Shares may be delisted from the SEHK risk

The SEHK imposes certain requirements for the continued listing of securities, including the Listed Class of Shares, on the SEHK. Investors cannot be assured that any Sub-Fund will continue to meet the requirements necessary to maintain the listing of Listed Class of Shares on the SEHK or that the SEHK will not change the listing requirements. If the Listed Class of Shares of a Sub-Fund are delisted from the SEHK, Shareholders will have the option to redeem their Listed Class of Shares by reference to the Net Asset Value of the Sub-Fund. Where the relevant Sub-Fund remains authorised by the SFC, such procedures required by the UT Code will be observed by the Manager including as to notices to Shareholders, withdrawal of authorisation and termination, as may be applicable. Should the SFC withdraw authorisation of a Sub-Fund for any reason it is likely that Listed Class of Shares may also have to be delisted.

# VALUATION AND SUSPENSION

## Calculation of Net Asset Value

The Net Asset Value of each Sub-Fund, the Net Asset Value of each Class of Shares and the Net Asset Value per Share of each Class will be calculated in accordance with the Instrument of Incorporation as at the Valuation Point on each Valuation Day.

The Net Asset Value of a Sub-Fund shall be calculated by valuing the assets of such Sub-Fund in accordance with the provisions of the Instrument of Incorporation and deducting the liabilities attributable to such Sub-Fund in accordance with the provisions of the Instrument of Incorporation. The Instrument of Incorporation provides among others that:

(a) Listed Investments

The value of any investment (including units, shares or other interests in a collective investment scheme quoted, listed, traded or normally dealt in on a Securities Market but excluding units, shares or other interests in an unlisted collective investment scheme or a commodity) quoted, listed, traded or normally dealt in on a Securities Market shall at the discretion of the Manager be calculated by reference to the last traded price or closing price as calculated and published by the Securities Market (which, in the opinion of the Manager, provides the principal Securities Market for such investment) or (if no last traded price or closing price is available) midway between the latest available market dealing offer price and the latest available market dealing bid price on which the investment is quoted, listed, traded or normally dealt in for such amount of such investment at or immediately preceding the Valuation Point, as the Manager after consultation with the Custodian of the relevant Sub-Fund may consider in the circumstances to provide a fair criterion, provided that:

(i) If the Manager in its discretion considers that the prices ruling on a Securities Market other than the principal Securities Market provide in all the circumstances a fairer criterion of value in relation to any such investment, the Manager may, after consultation with the Custodian of the relevant Sub-Fund, adopt such prices.

(ii) If an investment is quoted, listed or normally dealt in on more than one Securities Market, the Manager shall adopt the price or, as the case may be, middle quotation on the Securities Market which, in its opinion and after consultation with the Custodian of the relevant Sub-Fund, provides the principal market for such investment.

(iii) For an investment where only a single external pricing source is available, the price shall be obtained independently for that source as the Manager may, after consultation with the Custodian of the relevant Sub-Fund, deems appropriate.

(iv) In the case of any investment which is quoted, listed or normally dealt in on a Securities Market but in respect of which, for any reason, prices on that Securities Market may not be available at any relevant time, the value thereof shall be certified by such firm or institution making a market in such investment as may be appointed for such purpose by the Manager after consultation with the Custodian of the relevant Sub-Fund.

(v) Where there is no Securities Market, all calculations based on the value of investments quoted by any person, firm or institution making a market in that investment (and if there shall be more than one such market maker then such particular market maker as the Manager, in consultation with the Custodian of the relevant Sub-Fund, may determine) shall be made by reference to the mean of the latest bid and asked price quoted thereby.

(vi) There shall be taken into account interest accrued on interest-bearing investments up to (and including) the date as at which the valuation is made, unless such interest is included in the quoted or listed price.

(b) Unquoted Investments

The value of any investment (other than an interest in an unlisted collective investment scheme or a commodity) which is not quoted, listed or normally dealt in on a Securities Market shall be the initial value thereof equal to the amount expended out of the relevant Sub-Fund in the acquisition thereof (including in each case the amount of the stamp duties, commissions and other acquisition expenses) provided that the value of any such unquoted investments shall be determined on a regular basis by a professional person approved by the Custodian of the relevant Sub-Fund as qualified to value such unquoted investment. Such professional person may, with the approval of the Custodian of the relevant Sub-Fund, be the Manager.

(c) Cash, Deposits etc.

Cash, deposits and similar investments shall be valued at their face value (together with accrued interest) unless, in the opinion of the Manager after consultation with the Custodian of the relevant Sub-Fund, any adjustment should be made to reflect the value thereof.

(d) Collective Investment Schemes

The value of each unit, share or other interest in any collective investment scheme (other than units, shares or other interests in a collective investment scheme quoted, listed, traded or normally dealt in on a Securities Market) shall be the net asset value per unit, share or other interest as at the same day the Net Asset Value of the relevant Sub-Fund is calculated, or if such collective investment scheme is not valued as at the same day, the last published net asset value per unit, share or other interest in such collective investment scheme (where available) or (if the same is not available) the latest available bid price for such a unit, share or other interest at or immediately preceding the Valuation Point.

If no net asset value, bid and offer prices or price quotations are available, the value of each unit, share or other interest shall be determined from time to time in such manner as the Manager, in consultation with the Custodian of the relevant Sub-Fund, shall determine.

(e) Bullion

In respect of ChinaAMC Digital Gold ETF, the value of any Bullion which is deliverable or delivered to Sub-Fund shall be measured in fine weight of troy ounces and/or kilograms and shall be valued in the following manners: (i) Bullion measured in fine weight of troy ounces shall be valued based upon the LBMA Gold Price AM; and (ii) Bullion measured in fine weight of kilograms or grams shall be valued based upon the LBMA Gold Price AM multiplied by a conversion factor in accordance with the Conversion Table published by the LBMA and as updated from time to time.

(f) Other Valuation Methods

Notwithstanding paragraphs (a) to (d) above, the Manager may, after consultation with the Custodian of the relevant Sub-Fund, adjust the value of any investment or permit some other method of valuation to be used if, having regard to currency, applicable rate of interest, maturity, marketability and other considerations the Manager, after consultation with the Custodian of the relevant Sub-Fund deems relevant, it considers that such adjustment or use of such other method is required to reflect the fair value thereof.

For instance, where the market value of an investment is unavailable or where the Manager reasonably believes that no reliable price exists or the most recent price available does not

reflect a price the relevant Sub-Fund would expect to receive upon the current sale of the investment, the Manager may value the investment at a price which the Manager believes reflects a fair and reasonable price for that investment in the prevailing circumstances.

(g) Conversion to Base Currency

The value (whether of a borrowing or other liability, an investment or cash) otherwise than in the Base Currency of a Sub-Fund shall be converted into the Base Currency at the prevailing market rate (whether official or otherwise) which the Manager, after consultation with Custodian of the relevant Sub-Fund shall deem appropriate in the circumstances having regard to any premium or discount which may be relevant and to costs of exchange. Conversion of currency may be made at a premium or discount in exceptional circumstances such as where there is a huge fluctuation in the exchange rate.

(h) Reliance on Price Data and Information provided through Electronic Price Feeds etc.

Subject as provided below, when calculating the Net Asset Value of a Sub-Fund, the Manager, the Administrator and the Custodian of the relevant Sub-Fund shall be entitled, without verification, further enquiry or liability, to rely on price data and other information in relation to the value of any investment or the cost price or sale price thereof provided through electronic price feeds, mechanised or electronic systems of price or valuation, or valuation or pricing information which is provided to it by any valuer, third party valuation agent, intermediary or other third party appointed or authorised by the Manager to provide valuations or pricing information of the investments or the assets of the Sub-Fund notwithstanding that the prices so used are not the last traded prices or closing prices.

(i) Appointment of a Third Party for Valuation

Where a third party is engaged in the valuation of the assets of a Sub-Fund, the Manager shall exercise reasonable care, skill and diligence in the selection, appointment and ongoing monitoring of such third party in ensuring such entity possesses the appropriate level of knowledge, experience and resources that is commensurate with the valuation policies and procedures for such Sub-Fund. The valuation activities of such third party shall be subject to ongoing supervision and periodic review by the Manager.

Investors should note that, under IFRS, investments should be valued at fair value and also that, under IFRS, bid and offer pricing is considered to be representative of the fair value of investments. However, the valuation basis described above may deviate from the IFRS which may lead to a different valuation had the valuation been performed in accordance with IFRS. The Manager has considered the impact of such discrepancy and do not expect this issue to affect the results and Net Asset Value of a Sub-Fund materially. To the extent that the valuation basis adopted by the relevant Sub-Fund deviates from IFRS, the Manager may make necessary adjustments in the annual financial statements for the financial statements to be in compliance with IFRS.

***Net Asset Value per Share of a Class***

In order to determine the Net Asset Value of a Share of a Class of a Sub-Fund, the Net Asset Value attributable to such Class shall be divided by the number of Shares of that Class in issue immediately prior to the relevant Dealing Day for such Class of Shares.

The Manager may, after consultation with the Custodian of the relevant Sub-Fund, arrange for a revaluation of the Net Asset Value of a Share of any Class if the Manager considers that the Net Asset Value per Share of the relevant Class calculated in relation to any Dealing Day does not accurately reflect the true value of such Share. Any revaluation will be made on a fair and equitable basis.

## Delegation of valuation and pricing functions

The Instrument of Incorporation provides that the Directors shall delegate all functions in respect of valuation and pricing (including adjustments thereto) of the assets of the Company and Shares of the Company to the Manager.

## Suspension

The Manager may, after consultation with the Custodian of the relevant Sub-Fund, and having regard to the best interests of Shareholders, declare a suspension of the determination of the Net Asset Value of any Sub-Fund or of any Class of Shares and/or the issuance, conversion and/or the redemption of Shares and/or the payment of redemption proceeds for the whole or any part of any period:

(a) during which there is a closure (other than customary weekend and holiday closing) of or the restriction or suspension of trading on any commodities market or Securities Market on which a substantial part of the investments of the Company or the relevant Sub-Fund is normally traded or a breakdown in any of the means normally employed in ascertaining the prices of investments or the Net Asset Value of a Sub-Fund or the Issue Price or Redemption Price per Share; or

(b) during which for any other reason the prices of investments held or contracted for by the Company or the relevant Sub-Fund cannot, in the opinion of the Manager, reasonably, promptly or fairly be ascertained; or

(c) when circumstances exist as a result of which, in the opinion of the Manager, it is not reasonably practicable for the Company to realise a substantial part of the investments held or contracted for the account of the Company or the relevant Sub-Fund or it is not possible to do so without seriously prejudicing the interests of Shareholders of the relevant Class; or

(d) during which the remittance or repatriation of funds which will or may be involved in the realisation of, or in the payment for, a substantial part of the investments of the Company or the relevant Sub-Fund or the issue or redemption of Shares of the relevant Class is delayed or cannot, in the opinion of the Manager, be carried out promptly at normal rates of exchange; or

(e) when a breakdown in the systems and/or means of communication usually employed in ascertaining the value of any of the investments or the Net Asset Value or the Issue Price or Redemption Price per Share takes place or when for any other reason the value of any of the investments or the Net Asset Value of the Company or the relevant Sub-Fund or the Issue Price or Redemption Price per Share cannot in the opinion of the Manager reasonably or fairly be ascertained or cannot be ascertained in a prompt or accurate manner; or

(f) when, in the opinion of the Manager, such suspension, delay or extension is required by law or applicable legal process or the issue, redemption or transfer of Shares would result in the violation of any applicable law; or

(g) where the Company or the relevant Sub-Fund is invested in one or more collective investment schemes and the realisation of interests in any relevant collective investment scheme(s) (representing a substantial portion of the assets of the Company or that Sub-Fund) is suspended or restricted; or

(h) when the business operations of the Manager, the Administrator, the Custodian of the relevant Sub-Fund or their delegates are substantially interrupted or closed as a result of or arising from a force majeure event; or

(i) when the Shareholders or the Directors or the Manager have resolved or given notice to terminate the Company or the relevant Sub-Fund or to carry out a scheme of amalgamation involving that Sub-Fund; or

(j) in such other circumstance or situation exists as set out in the Appendix of the relevant Sub-Fund.

If a suspension is declared, during such a period of suspension:

(a) where the suspension is in respect of the determination of the Net Asset Value, there shall be no determination of the Net Asset Value of the Company or the relevant Sub-Fund or the Net Asset Value per Share of that Sub-Fund (or a Class thereof, as applicable) (although an estimated Net Asset Value may be calculated and published) and any application for issue or request for conversion or redemption of Shares shall be similarly suspended. If a request for subscription, conversion or redemption of Shares is received by the Company during a period of suspension and not withdrawn, such request shall be treated as if it were received in time to be dealt with on the Dealing Day next following the end of the said suspension and dealt with accordingly; and

(b) where the suspension is in respect of the allotment or issue, conversion and/or the redemption of Shares of a Class, there shall be no allotment, issue, conversion and/or redemption of Shares of that Class. For the avoidance of doubt, the allotment, issue, conversion or redemption of Shares of a Class may be suspended without suspending the determination of the Net Asset Value.

A suspension shall take effect at such time as the Manager shall declare but not later than the close of business on the Business Day next following the declaration until the Manager shall declare the suspension at an end, except that the suspension shall terminate in any event on the day following the first Business Day on which (i) the condition giving rise to the suspension shall have ceased to exist; and (ii) no other condition under which suspension is authorised shall exist.

Whenever the Manager declares such a suspension it shall immediately after any such declaration notify the SFC of such suspension and shall, immediately after any such declaration and at least once a month during the period of such suspension, cause a notice to be published on the Manager's website, the Digital Platform and/or in any other appropriate manner stating that such declaration has been made.

No Shares of a Sub-Fund or a Class may be created, issued, switched or redeemed where the determination of the Net Asset Value of that Sub-Fund or Class is suspended.

In respect of Listed Class of Shares, a Participating Dealer may, at any time after a suspension has been declared and before termination of such suspension, withdraw any Creation Application or Redemption Application by notice in writing to the Company and the Company shall promptly notify and request the relevant Custodian to return to the Participating Dealer any securities and/or cash received by it in respect of the Creation Application (without interest) as soon as practicable. If no such notification of the withdrawal of any such Creation Application or Redemption Application (as the case may be) has been received by the Company before termination of such suspension, the Company shall, subject to and in accordance with the provisions of the Operating Guidelines and/or the Instrument of Incorporation, consider such Creation Application or Redemption Application (as the case may be) as having been received immediately following the termination of such suspension.

In respect of Unlisted Class(es) of Shares, any Shareholder may at any time after a suspension has been declared and before termination of such suspension, withdraw any subscription, switching or redemption application submitted prior to such suspension by notice in writing to the Company and the Company shall promptly notify the relevant Custodian accordingly. If no such notice withdrawing any such application has been received by the Company and the relevant Custodian before termination of such suspension, the Company shall, subject to and in accordance with the provisions of the Instrument of Incorporation, issue, switch or redeem such Unlisted Class(es) of Shares in respect of such application as at the Dealing Day next following the termination of such suspension.

# DISTRIBUTION POLICY

The distribution policy adopted by a Sub-Fund or a Class thereof is set out in the relevant Appendix of such Sub-Fund. A Sub-Fund may offer Classes of Shares that accumulate income ("**Accumulation Classes**") or pay regular distributions out of net distributable income or capital or gross income of such Sub-Fund ("**Distribution Classes**").

## Accumulation Classes

No distribution is intended to be made in respect of Accumulation Classes. Therefore, any net income and net realised capital gains attributable to Shares of the Accumulation Classes will be reflected in their respective Net Asset Value.

## Distribution Classes

For Distribution Classes, the Directors will determine the dividend policy including the distribution amount, dividend payment date and frequency at which dividend may be paid as they consider appropriate. However, unless otherwise specified in the relevant Appendix, there is neither a guarantee that such distributions will be made nor will there be a target level of distribution payment.

The Directors will also have the discretion to determine if and to what extent distributions will be paid out of net income and/or capital attributable to the relevant Distribution Class. The Directors may also, in their absolute discretion, distribute gross income and charge all or part of the Sub-Fund's fees and expenses attributable to the relevant Distribution Class to the capital attributable to the relevant Distribution Class as the Directors consider appropriate, resulting in an increase in distributable income for the payment of dividends by the Sub-Fund in respect of the relevant Distribution Class and therefore, the Sub-Fund may effectively pay dividends out of capital.

**In the event that the net distributable income attributable to the relevant Distribution Class during the relevant period is insufficient to pay distributions as declared, the Directors may in their discretion determine such dividends be paid from capital. Payment of dividends out of capital or effectively out of capital amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. Any distributions involving payment of dividends out of a Sub-Fund's capital or payment of dividends effectively out of a Sub-Fund's capital may result in an immediate reduction of the Net Asset Value per Share of the relevant Distribution Class.**

The composition of the distributions (i.e. the relative amounts/percentages paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Company on request and also on the Manager's website and/or, in respect of tokenized Shares only, the Digital Platform. Investors should note that the aforesaid website has not been reviewed or authorised by the SFC and may contain information of funds not authorised by the SFC.

Dividends of a Distribution Class declared, if any, shall be distributed among the Shareholders of the relevant Distribution Class rateably in accordance with the number of Shares held by them on the record date as determined by the Directors in respect of the corresponding distribution. For the avoidance of doubt, only Shareholders whose names are entered on the register of Shareholders on such record date shall be entitled to the dividends declared in respect of the corresponding distribution.

Dividends, if declared, will be paid in cash. The cash distribution (if any) will normally be paid by direct transfer or telegraphic transfer in the Base Currency of the relevant Sub-Fund or the Class Currency of the relevant Class of Shares to the pre-designated bank account of the relevant Shareholder (at the Shareholder's risk and expense). No third party payments will be permitted. Any bank charges associated with the payment of such distributions will be borne by the relevant Shareholder.

The dividend policy for any Sub-Fund may be amended from time to time. Where required by the SFC or the UT Code, the Manager will obtain the SFC's prior approval and/or give not less than 1

month’s prior notice to the relevant Shareholders of any such amendment.

# FEES AND EXPENSES

Investors should note that certain fees and expenses are applicable only to Listed Class of Shares, and certain other fees and expenses are applicable only to Unlisted Class(es) of Shares.

## Fees and expenses payable in respect of a Listed Class of Shares only

| Fees and expenses payable by Participating Dealers on creations and redemptions (as applicable) of Listed Class of Shares (applicable both during the Initial Offer Period and After Listing) | Amount |
|---|---|
| Transaction Fee and Service Agent's Fee | See the relevant Appendix[1] |
| Registrar Fee (if applicable) | See the relevant Appendix (if applicable)[2] |
| Application cancellation fee | See the relevant Appendix[3] |
| Extension Fee | See the relevant Appendix[4] |
| Stamp duty | Nil |
| All other Duties and Charges incurred by the Custodian or the Manager in connection with the creation or redemption | As applicable |

| Fees and expenses payable by investors of Listed Class of Shares | Amount |
|---|---|
| ***(i) Fees payable by clients of the Participating Dealers in respect of creations and redemptions (as applicable) via the Participating Dealer (applicable both during the Initial Offer Period and After Listing)*** | |
| Fees and charges imposed by the Participating Dealer[5] | Such amounts as determined by the relevant Participating Dealer |
| ***(ii) Fees payable by all investors in respect of dealings in the Shares on SEHK (applicable After Listing)*** | |
| Brokerage | Market rates |
| Transaction levy | 0.0027%[6] of the trading price |

1 *The Transaction Fee is payable by a Participating Dealer to the Custodian for the benefit of the Custodian. The Service Agent's fee is payable by a Participating Dealer to the Service Agent for each book-entry deposit or book-entry withdrawal transaction. A Participating Dealer may pass on to the relevant investor such Transaction Fee and Service Agent's fee.*

2 *The relevant Registrar may charge a fee for updating the relevant Sub-Fund's records in respect of Creation Applications and Redemption Applications. A Participating Dealer may pass on to the relevant investor such Registrar's fee (if applicable).*

3 *An application cancellation fee is payable to the Custodian in respect of either a withdrawn or failed Creation Application or Redemption Application.*

4 *An Extension Fee is payable to the Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application.*

5 *The Participating Dealer may increase or waive the level of its fees in its discretion. Information regarding these fees and charges is available upon request to the relevant Participating Dealer.*

6 *Transaction levy of 0.0027% of the trading price of the Shares, payable by each of the buyer and the seller.*

| | |
|---|---|
| AFRC transaction levy | 0.00015%[7] of the trading price |
| SEHK trading fee | 0.00565%[8] of the trading price |
| Stamp duty | Nil |

| | |
|---|---|
| **Fees and expenses payable by a Sub-Fund** | See the relevant Appendix |

## Fees and expenses payable in respect of an Unlisted Class of Shares only

Unless otherwise stated in the relevant Appendix, in respect of an Unlisted Class of Shares, the Manager is also entitled to receive and retain the Subscription Charge, Redemption Charge and Conversion Fee on the issue, redemption or conversion of any Shares, at the rates as specified in the relevant Appendix.

The Manager reserves the right to waive or rebate any fees to which it is entitled, whether in part or in full and whether in respect of a particular investor or generally. The Manager may share any fees it receives with any person(s) as it deems appropriate.

### Tokenization fee

The Administrator, as tokenization agent of the Company and a Sub-Fund, is entitled to receive a fee for the tokenization arrangement of the Sub-Fund and maintaining and operating the tokenization infrastructure and platform. Furthermore, blockchain networks typically impose transaction fees in the form of the network's native digital asset (e.g. ether on the Ethereum blockchain).

The tokenization fee is charged as a percentage of the Net Asset Value of the relevant Sub-Fund on each Valuation Day, at the rates specified in the Appendix and is calculated and accrued as at the Valuation Point on each Valuation Day and payable monthly in arrears out of the assets of the relevant Sub-Fund. The fee payable to the Administrator(s) is subject to a maximum rate as specified in the Appendix.

## Fees and expenses payable by a Sub-Fund (applicable to both Listed Class of Shares and Unlisted Class(es) of Shares)

### Directors' remuneration

As of the date of this Prospectus, each of the Directors has waived his / her entitlement to receive a Director's fee (including any expenses incurred by the Directors in the conduct of the Company's business).

### Management fee

The Manager is entitled to receive in respect of a Sub-Fund (or any Class thereof), a management fee calculated and accrued as at the Valuation Point on each Valuation Day and payable monthly in arrears as a percentage of the Net Asset Value of such Sub-Fund (or such Class) as at each Valuation Day at the rates as specified in the relevant Appendix subject to a maximum fee as specified in the relevant Appendix. The Manager, may at its absolute discretion, share, pay or rebate any part of the management fee it receives with any other person (including but not limited to any distributor who may further pay or share such fees, institutional investor or intermediary), to the extent permitted by applicable laws and regulations, on such terms and conditions as the Manager may from time to time agree.

[7] *AFRC transaction levy of 0.00015% of the trading price of the Shares, payable by each of the buyer and the seller.*
[8] *Trading fee of 0.00565% of the trading price of the Shares, payable by each of the buyer and the seller.*

**Performance fee**

The Manager may charge a performance fee in respect of a Sub-Fund (or any Class thereof), payable out of the assets of the relevant Sub-Fund (or the relevant Class). If a performance fee is charged, further details will be disclosed in the Appendix for the relevant Sub-Fund, including the current rate of the performance fee payable and the basis of calculation of such fee.

**Administrator's and Custodian's fees**

The Administrator(s) and Custodian(s) are entitled to receive fees which are charged as a percentage of the Net Asset Value of the relevant Sub-Fund on each Valuation Day, at the rates specified in the Appendix and subject to a minimum monthly fee (if any) as specified in the relevant Appendix. The Administrator's and Custodian's fees are calculated and accrued as at the Valuation Point on each Valuation Day and payable monthly in arrears out of the assets of the relevant Sub-Fund. The fees payable to the Administrator(s) and Custodian(s) are subject to a maximum rate as specified in the Appendix.

The Administrator(s) and Custodian(s) are also entitled to receive various transaction, valuation and processing fees and other applicable fees as agreed with the Company from time to time and to be reimbursed by the relevant Sub-Fund for all out-of-pocket expenses (including sub-custody fees and expenses) properly incurred by it in the performance of its duties.

## Notice for fee increase

Shareholders shall be given not less than 1 month's prior notice should there be any increase of the management fee, the performance fee, the Administrator's fee or the Custodian's fee within the maximum level of fees prescribed in the relevant Appendix. Any increase in the maximum level of the management fee, the performance fee the Administrator's fee or the Custodian's fee of a Sub-Fund (or any Class thereof) shall be subject to the SFC's prior approval and the sanction of special resolution of the Shareholders of such Sub-Fund (or such Class).

## Establishment costs

The establishment costs of the Company and the initial Sub-Fund are of such amount as set out in the Appendix of the initial Sub-Fund and will be borne by the initial Sub-Funds. The establishment costs will be amortised up to the Amortisation Period. Where subsequent Sub-Funds are established in the future, the Directors may determine that the unamortised establishment costs of the Company or a part thereof may be re-allocated to such subsequent Sub-Funds.

The establishment costs and payments incurred in the establishment of subsequent Sub-Funds are to be borne by the Sub-Funds to which such costs and payments relate and amortised over the Amortisation Period.

The Manager has considered the impact of the non-compliance with IFRS in respect of the amortisation of the establishment expenses over the first five accounting periods of the initial Sub-Fund and does not expect this issue to affect the results and the Net Asset Value of the Company and the initial Sub-Fund materially. To the extent that the Company's accounting basis deviates from IFRS, such non-compliance with IFRS may result in the auditor qualifying its opinion on those annual audited financial statements depending on the nature and level of material non-compliance. The Manager may make necessary adjustments in the financial reports of the relevant sub-fund for the financial reports to comply with IFRS and will include in the relevant Sub-Fund's annual financial reports a reconciliation note to reconcile values derived by applying the Company's accounting policies. If further Sub-Funds are launched, the establishment costs will be allocated to the relevant Sub-Fund, except for those costs that the Manager decides to pay out of its own resources.

## General expenses

Each Sub-Fund will bear the costs of the Company (including those set out below) which are directly attributable to it. Where such costs are not directly attributable to a Sub-Fund, the Directors have absolute discretion to determine how such costs are to be allocated.

Such costs include but are not limited to the costs of investing and realising the investments of the Company, interest on borrowings and fees incurred in respect of such borrowings, the fees and expenses of the Company, the Directors, the Manager, the Investment Delegate, the Custodian, the Administrator, the Auditors and other service providers to the Company, company secretarial fees, valuation costs, legal fees, the expenses incurred in establishing the Company and Sub-Funds and costs in connection with the initial issue of Shares or a Class of Shares, the costs incurred in connection with the preparation of any amendments to the Instrument of Incorporation or any of the agreements with service providers to the Company, the costs of obtaining and maintaining any listing or regulatory approval, rating agency fees, the costs of holding meetings of Shareholders and of giving notices to Shareholders, the costs incurred in the termination or withdrawal of authorisation of the Company, any Sub-Fund or any Class of Shares, all costs incurred in publishing the Net Asset Value of a Sub-Fund, Net Asset Value per Share, Net Asset Value of a Class of Shares, Net Asset Value per Share of a Class, Issue Price and Redemption Price of Shares, all fees and expenses incurred in connection with the retirement or removal of any service provider to the Company or the appointment of any new service provider, all costs of preparing, printing and distributing all statements, financial reports, the expenses of preparing and printing any offering document and any notices to Shareholders, the costs in connection with obtaining and/or maintaining a listing of the Shares of any Listed Class of Shares on the SEHK, and any other expenses, deemed by the Directors, after consulting the Auditors, to have been incurred in compliance with or connection with any change in or introduction of any law or regulation or directive (whether or not having the force of law) of any governmental or other regulatory authority or with any code or guideline applicable to the Company the cost of any liability insurance taken out by the Company in respect of the Directors, any amount payable under the indemnity provisions of the Instrument of Incorporation or any agreement with the service providers to the Company and all other liabilities of the Company of whatsoever kind and nature including an appropriate provision for taxes and contingent liabilities as determined from time to time by the Directors.

For so long as the Company and such Sub-Funds are authorised by the SFC, no advertising or promotional expenses shall be charged to the Sub-Funds so authorised.

## Transactions with Connected Persons, cash rebates and soft dollars

All transactions carried out by or on behalf of the Company must be executed at arm's length and in the best interests of the Shareholders of the relevant Sub-Fund. In particular, any transactions between the Company, the Directors, the Manager, an Investment Delegate or any of their Connected Persons as principal may only be made with the prior written consent of the Custodian of the relevant Sub-Fund. All such transactions will be disclosed in the annual financial report of the Company.

In transacting with brokers or dealers connected to the Manager, an Investment Delegate, the Directors, the Custodian or any of their Connected Persons, the Manager must ensure that:

(a) such transactions are on arm's length terms;
(b) it uses due care in the selection of such brokers or dealers and ensures that they are suitably qualified in the circumstances;
(c) transaction execution must be consistent with applicable best execution standards;
(d) the fee or commission paid to any such broker or dealer in respect of a transaction must not be greater than that which is payable at the prevailing market rate for a transaction of that size and nature;
(e) it monitors such transactions to ensure compliance with its obligations; and
(f) the nature of such transactions and the total commissions and other quantifiable benefits received by such broker or dealer shall be disclosed in the annual financial report of the Company.

None of the Manager, Investment Delegate nor any of their Connected Persons will retain cash or other rebates from brokers or dealers in consideration of directing transactions for the Company to such brokers or dealers, save that goods and services (soft dollars) as described in the paragraph below may be retained. Any such cash commission or rebates received from any such brokers or dealers shall be for the account of the relevant Sub-Fund. Details of any such commissions and the Manager's soft dollar practices, including a description of the goods and services received by the Manager will be disclosed in the annual and semi-annual financial reports of the Company.

The Manager, the Investment Delegate and/or any of their Connected Persons reserves the right to effect transactions by or through a broker or dealer with whom the Manager, the Investment Delegate and/or any of their Connected Persons has an arrangement under which that broker or dealer will from time to time provide to or procure for the Manager, the Investment Delegate and/or any of their Connected Persons goods or services for which no direct payment is made but instead the Manager, the Investment Delegate and/or any of their Connected Persons undertakes to place business with that broker or dealer. The Manager and the Investment Delegate (if any) shall procure that no such arrangements are entered into unless (i) the goods and services to be provided pursuant thereto are of demonstrable benefit to the Shareholders (taken as a body and in their capacity as such) whether by assisting the Manager and/or the Investment Delegate in their ability to manage the relevant Sub-Fund or otherwise; (ii) the transaction execution is consistent with best execution standards and brokerage rates are not in excess of customary institutional full-service brokerage rates; (iii) periodic disclosure is made in the annual financial report of the Company or the relevant Sub-Fund in the form of a statement describing the soft dollar policies and practices of the Manager or the Investment Delegate, including a description of goods and services received by them; and (iv) the availability of soft dollar arrangements is not the sole or primary purpose to perform or arrange transaction with such broker or dealer. Such goods and services may include research and advisory services, economic and political analysis, portfolio analysis including valuation and performance measurement, market analysis, data and quotation services, computer hardware and software incidental to the above goods and services, clearing and custodian services and investment-related publications. For the avoidance of doubt, such goods and services do not include travel, accommodation, entertainment, general administrative goods or services, general office equipment or premises, membership fees, employee salaries or direct money payments.

# TAXATION

Each prospective Shareholder should inform himself or herself of, and where appropriate take independent professional advice on, the taxes applicable to the acquisition, holding and redemption of Shares by him or her under the laws of the places of his or her citizenship, residence and domicile.

The following summary of Hong Kong taxation is of a general nature, is for information purposes only, and is not intended to be an exhaustive list of all of the tax considerations that may be relevant to a decision to purchase, own, redeem or otherwise dispose of Shares. This summary does not constitute legal or tax advice and does not purport to deal with the tax consequences applicable to all categories of Shareholders. Prospective Shareholders should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding, redeeming or disposing of Shares both under the laws and practice of Hong Kong and the laws and practice of their respective jurisdictions. The information below is based on the law and practice in force in Hong Kong at the date of this Prospectus. The relevant laws, rules and practice relating to tax are subject to change and amendment (and such changes may be made on a retrospective basis). As such, there can be no guarantee that the summary provided below will continue to be applicable after the date of this Prospectus. Furthermore, tax laws can be subject to different interpretations and no assurance can be given that relevant tax authorities will not take a contrary position to the tax treatments described below.

## Hong Kong taxation

Taxation of the Company / Sub-Fund(s)

*(a) Profits Tax*

Hong Kong Profits Tax is charged on profits from a trade, profession or business carried on by a person in Hong Kong in respect of profits arising in or derived from Hong Kong ("**Hong Kong Sourced Profits**"), subject to the Foreign Sourced Income Exemption regime. Hong Kong does not levy capital gains tax nor is there any general turnover, sales or value-added tax.

As the Company / Sub-Fund(s) are authorised as a collective investment scheme by the SFC under Section 104 of the SFO, income and profits of the Company / Sub-Fund(s) are exempt from Hong Kong Profits Tax pursuant to Section 26A(1A)(a) of the Inland Revenue Ordinance.

*(b) Withholding Tax*

There is no withholding tax on dividends in Hong Kong. Dividends paid by the Company / Sub-Fund(s) to Shareholders will not be subject to any withholding tax in Hong Kong.

*(c) Stamp Duty*

Hong Kong Stamp Duty is payable on the transfer of Hong Kong stock. "Hong Kong stock" is defined as "stock" the transfer of which is required to be registered in Hong Kong. In general, it includes shares of a Hong Kong incorporated company / company that is listed in Hong Kong.

Whenever the Company / Sub-Fund(s) sells or purchases Hong Kong stocks, stamp duty will be imposed at the current rate of 0.1% on the consideration or the fair market value of the stocks (whichever is higher) on each bought note and sold note. The seller and the purchaser (as the case may be for the Company / Sub-Fund(s)) will each be liable for Hong Kong Stamp Duty for the respective bought note and sold note of such Hong Kong stocks.

Taxation of the Shareholders

The following is a discussion of certain anticipated Hong Kong tax considerations relating to a

prospective Shareholders' investment in the Company and/or the Sub-Fund(s). Each prospective Shareholder should seek its own tax advice from an independent tax adviser based on such prospective Shareholder's own particular facts and circumstances.

*(a) Profits Tax*

Hong Kong does not tax gains of a capital nature arising from the sale or other disposal of the Shares of the Company / the Sub-Fund(s) by its Shareholders in general. However, in the case of certain Shareholders (e.g. dealers in securities, financial institutions and insurance companies carrying on a trade or business in Hong Kong), such gains may be considered to be trading gains rather than gains of a capital nature and hence, be subject to Hong Kong Profits Tax. Currently, Hong Kong Profits Tax is imposed on corporations at the rate of 16.5% and on unincorporated businesses at a rate of 15%, with the first HK$2 million of assessment profits charged at 8.25% for corporations and 7.5% for unincorporated businesses, subject to certain conditions being met.

Dividends received by Shareholders from their Shares of the Company / the Sub-Fund(s) should generally not be chargeable to tax in Hong Kong.

*(b) Stamp Duty*

The Shares of the Company and/or the Sub-Fund(s) fall within the definition of "Hong Kong stock".

According to Schedule 8 to the Stamp Duty Ordinance (Cap. 117), exchange traded funds ("**ETFs**") are open-ended collective investment schemes the shares or units of which are listed or traded on the Stock Exchange of Hong Kong.

According to Schedule 8 to the Stamp Duty Ordinance (Cap. 117) and Frequently Asked Questions on Stamp Duty Exemption on Exchange Traded Funds (ETFs) published by the Hong Kong Inland Revenue Department, and on the basis that at least one of the classes of shares of the Company and the Sub-Funds is listed on the Hong Kong Stock Exchange, the Company and the Sub-Funds should be considered as ETFs from a legal perspective. As such, Hong Kong Stamp Duty on the sale, purchase, allotment, or redemption of Shares of the Company and the Sub-Funds, including those of the tokenised shares of the Sub-Funds taking place on licensed digital asset trading platforms or through other channels, should be waived.

<u>Taxation of the investors of tokenized Shares</u>

*(a) Profits tax*

Similar to the Shares of the Company / the Sub-Fund(s), Hong Kong does not tax gains of a capital nature arising from the redemption, sale or other disposal of the tokenized Shares by the investors in general. However, in the case of certain holders (e.g. dealers in securities), such gains may be considered to be trading gains rather than gains of a capital nature and hence, be subject to Hong Kong Profits Tax. Same tax rates as set out under "*Taxation of the Shareholders*" Section should apply.

*(b) Stamp Duty*

Upon subscription / redemption of tokenized Shares, investors would receive / return tokenized Shares in the form of Tokens.

Hong Kong Stamp Office may consider the Tokens represent an interest in Shares of Unlisted Classes of Shares, i.e. Hong Kong Stock, or alternatively treat the Tokens as shares. However, given the Shares of the Company / Sub-Funds are shares of an ETF, Hong Kong Stamp Duty on the sale, purchase, allotment, or redemption of tokenized Shares should also be waived given a tokenised class of shares or units represents an interest in an ETF which itself is eligible for a stamp duty waiver.

## Other jurisdiction(s)

Please refer to the "Mainland China tax risk" under the section headed "Risk Factors" and/or the relevant Appendix on taxation requirements in other jurisdiction(s) that may be applicable to a Sub-Fund.

## Automatic Exchange of Financial Account Information

The Inland Revenue (Amendment) (No.3) Ordinance (as amended from time to time) (the "**Ordinance**") came into force on 30 June 2016. The Ordinance establishes the legislative framework for the implementation in Hong Kong of the Standard for Automatic Exchange of Financial Account Information (also referred to as the Common Reporting Standard ("**CRS**")) in Hong Kong. The CRS requires financial institutions ("**FIs"**) in Hong Kong (such as the Company and the Sub-Funds) to obtain information from the account holders, conduct due diligence on the account holders and file such information as it relates to reportable account holders who are tax resident in reportable Jurisdictions (as defined below) with the Hong Kong Inland Revenue Department ("IRD") which in turn will exchange information with the jurisdiction(s) in which that account holder is resident. Generally, tax information will be exchanged only with jurisdictions with which Hong Kong has activated exchange relationships ("Reportable Jurisdictions");

However, under CRS, the Company, its Sub-Funds and /or its agents are not restricted from obtaining information relating to residents of jurisdictions other than Reportable Jurisdictions.

The Company and each Sub-Fund are required to comply with the requirements of the Ordinance, which means that the Company, each Sub-Fund and/or its agents shall obtain the relevant tax information relating to Shareholders and prospective investors and provide such information to the IRD, where required.

The Ordinance as implemented by Hong Kong requires the Company and each Sub-Fund to, amongst other things: (i) register as a "Reporting Financial Institution" with the IRD to the extent the Company maintain any reportable accounts ; (ii) conduct due diligence on its accounts (i.e., equity interest held by Shareholders) to identify whether any such accounts are considered "Reportable Accounts" under the Ordinance; and (iii) report to the IRD the required information on such Reportable Accounts on an annual basis. Broadly, CRS requires that Hong Kong FIs should report on: (i) individuals or entities that are tax residents in a Reportable Jurisdictions; and (ii) certain entities controlled by individuals who are tax residents in a Reportable Jurisdictions. Under the Ordinance, details of the Reportable Persons or their controlling persons (as the case may be), including but not limited to their name, date of birth, address, jurisdiction of tax residence, taxpayer identification number(s) if any ("**TIN**"), account details, account balance/value regarding their interest in the Company, and certain income or sale or redemption proceeds, is required to be reported to the IRD..

The IRD is expected on an annual basis to transmit the required information reported to it to the competent authorities of the relevant Reportable Jurisdiction(s).

By investing in the Company and the relevant Sub-Fund and/or continuing to invest in the Company and the relevant Sub-Fund, Shareholders acknowledge that they may be required to provide additional information to the Company, the relevant Sub-Fund, the Manager and/or the Company's agents in order for the Company and the relevant Sub-Fund to comply with the Ordinance. Each Shareholder will update the relevant information when such information is no longer accurate. The Shareholder's information (and/or information pertaining to Controlling Person(s) of a Shareholder, as defined in the Ordinance), may be exchanged by the IRD with government authorities in the other Jurisdictions. The failure of a Shareholder to provide any requested information, may result in the Company, the Manager and/ or other agents of the Company taking any action and/or pursue remedies at their disposal including, without limitation, mandatory redemption or withdrawal of the Shareholder concerned in accordance with applicable laws and regulations, exercised by the Manager acting in good faith and on reasonable grounds.

Each Shareholder and prospective investor should consult with its own tax advisor as to the potential impact of CRS in its own tax situation, as well as the potential impact of CRS on the Company and the relevant Sub-Fund.

## Financial Reports

The Company's and each Sub-Fund's financial year end is on the Accounting Date in each year.

The audited annual financial reports (in English only) will be published within 4 months after the Accounting Date, and the unaudited semi-annual financial reports (in English only) will be published within 2 months after the Semi-Annual Accounting Date in each year. Shareholders may obtain the audited annual reports and the unaudited semi-annual reports in electronic forms from the Manager's website at www.chinaamc.com.hk and through the Tokens on the blockchain. Once issued, hardcopies of the reports are available upon request of Shareholders free of charge and for inspection at any time during normal business hours on any Business Day at the office of the Manager. Copies of the accounts and reports may be posted to investors on request. Investors should note that the aforesaid website has not been reviewed or authorised by the SFC. Please note that, where a number 8 or above typhoon signal or black rainstorm warning is issued or other similar event occurs at any time during a Business Day, the office of the Manager shall not be open for such purposes.

The annual financial reports of the Company will be prepared in accordance with IFRS and the semi-annual financial reports will apply the same accounting policies and method of computation as are applied in the annual financial reports of the Company. Further, and to the extent the Company's valuation policy deviates from IFRS, the Manager may make necessary adjustments in the financial reports of the Fund for the financial reports to comply with IFRS and will include in the Company's annual financial reports a reconciliation note to reconcile values arrived at by applying the Company's valuation rules.

## Publication of Prices

The Net Asset Value per Share for each Class of a Sub-Fund will be published on each Dealing Day of that Sub-Fund on the Manager's website at www.chinaamc.com.hk and, in respect of tokenized Shares only, on the Digital Platform. Investors should note that the aforesaid website has not been reviewed or authorised by the SFC.

## Removal and Retirement of Directors

A Director may retire by notice of resignation to the Company or when the service agreement (if any) is terminated.

A Director may be removed by ordinary resolution passed at a general meeting. Special notice in accordance with the applicable laws and regulations is required of a resolution to remove a Director or appoint a person in place of a Director so removed at the meeting at which the Director is removed.

A Director ceases to hold office if he/she:

(a) is prohibited from being a Director under applicable regulatory requirements;
(b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
(c) becomes a mentally incapacitated person;
(d) resigns from the office of Director by notice in writing of the resignation of not less than 28 days;
(e) for more than 6 months has been absent without the Directors' permission from Directors' meetings held during that period;
(f) upon the expiry of any period or notice period stated in an agreement for the provision of services between the Company and the Director or if such agreement is summarily terminated

in accordance with its terms; or

(g) is removed from the office of Director by an ordinary resolution of Shareholders.

## Restrictions on redemption

With a view to protecting the interests of all Shareholders of a Sub-Fund, the Manager may, after consultation with the Custodian of the relevant Sub-Fund, limit the number of Shares of such Sub-Fund redeemed on any Dealing Day to 10% of the total Net Asset Value of the relevant Sub-Fund in issue (in respect of both Listed Class of Shares and Unlisted Class(es) of Shares). In this event, the limitation will apply pro rata so that all Shareholders of the relevant Sub-Fund (in respect of both Listed Class of Shares and Unlisted Class(es) of Shares) who have validly requested to redeem Shares of the same Sub-Fund on that Dealing Day will redeem the same proportion of such Shares of that Sub-Fund. Any Shares not redeemed (but which would otherwise have been redeemed) will be carried forward for redemption, subject to the same limitation, and will have priority on the next succeeding Dealing Day and all following Dealing Days (in relation to which the Manager shall have the same power) until the original request has been satisfied in full. If requests for redemption are so carried forward, the Company will give notice to the Shareholders concerned that the relevant Shares have not been redeemed and that (subject to any further exercise of this power on any subsequent Dealing Day) such Shares shall be redeemed on the next succeeding Dealing Day (and in any event within 5 Business Days of such Dealing Day) for the relevant Sub-Fund.

## Compulsory redemption of Shares

If the Directors and the Manager reasonably suspect that Shares of any Class are owned directly, indirectly or beneficially by any person:

(a) in contravention of any laws or requirements of any country, any governmental authority or any stock exchange on which such Shares are listed;

(b) in circumstances (whether directly or indirectly affecting such person and whether taken alone or in conjunction with any other persons, connected or not, or any other circumstances appearing to the Directors and the Manager to be relevant) which in their opinion might result in the Company, the relevant Sub-Fund, the Directors, the Custodian of the relevant Sub-Fund, the Manager, the Administrator, any other service provider to the Company or other Shareholders incurring any liability to taxation or requiring registration with any regulatory authority or suffering any other pecuniary disadvantage or would subject the Company, the relevant Sub-Fund, the Directors, the Custodian of the relevant Sub-Fund, the Manager, the Administrator, any other service provider to the Company or other Shareholders to any additional regulation which such party might not otherwise have incurred or suffered or been subject to; or

(c) in breach of any eligibility requirements for the relevant Class set out in the relevant Appendix,

the Directors and the Manager may acting in good faith and in compliance with any applicable laws and regulations:

(i) give notice requiring the relevant Shareholder to transfer the Shares to a person who would not be in contravention of the above restrictions within 30 days of the date of the notice;

(ii) deem receipt of a redemption request from the relevant Shareholder in respect of such Shares; or

(iii) take such other actions as they reasonably believe are required by applicable laws and regulations.

Where the Directors or the Manager have given such notice and the Shareholder has failed to either (i) transfer the relevant Shares within 30 days of the date of the notice, or (ii) establish to the

satisfaction of the Directors and/or the Manager (whose judgment is final and binding) that the relevant Shares are not held in contravention of any of the restrictions set out above, the Shareholder is deemed to have given a redemption request in respect of the relevant Shares on the expiry of the notice.

## Termination of the Company, a Sub-Fund or a Class

The Instrument of Incorporation provides that the Directors may terminate the Company, a Sub-Fund or any Class of Shares in the following circumstances.

Any Sub-Fund or a Class of Shares may be terminated, subject to and in accordance with applicable laws and regulations, by the Directors in their absolute discretion if:

(a) the Net Asset Value of (i) the relevant Sub-Fund is less than USD 10,000,000 (or its equivalent in the Base Currency of the Sub-Fund) or (ii) the relevant Class is less than USD 10,000,000 (or its equivalent in the Class Currency of the relevant Class);

(b) in the opinion of the Directors, it is impracticable or inadvisable to continue the relevant Sub-Fund or the relevant Class (including without limitation, a situation where it is no longer economically viable to operate it);

(c) if any law shall be passed which renders it illegal or in the reasonable opinion of the Directors impracticable or inadvisable to continue the relevant Sub-Fund or the relevant Class;

(d) in the case of a Listed Class of Shares or a Sub-Fund with only Listed Class of Shares, the Listed Class of Shares is no longer listed on the SEHK or any such other stock exchange from time to time determined by the Manager;

(e) in the case of a Listed Class of Shares or a Sub-Fund with only Listed Class of Shares, at any time, the Listed Class of Shares ceases to have any Participating Dealer;

(f) in the case of a Listed Class of Shares or a Sub-Fund with only Listed Class of Shares, at any time, the relevant Listed Class of Shares ceases to have any Market Maker; or

(g) in such other circumstances as set out in the Appendix for the relevant Sub-Fund or relevant Class.

The Company may be terminated, subject to and in accordance with applicable laws and regulations, by the Directors in their absolute discretion if:

(i) the Net Asset Value of the Company is less than USD 10,000,000 or its equivalent in the Base Currency of the Company;
(ii) if any law shall be passed which renders it illegal or in the reasonable opinion of the Directors impracticable or inadvisable to continue the Company;
(iii) in the opinion of the Directors, it is impracticable or inadvisable to continue the Company (including without limitation, a situation where it is no longer economically viable to operate it); or
(iv) if the Manager has retired, or has expressed an intention to retire, or is removed or liable to be removed from office and, within a period of 30 days thereafter, in the Directors' reasonable opinion no other qualified corporation may be appointed as successor, provided that applicable regulatory requirements have been complied with.

Where the Company, a Sub-Fund or a Class is terminated by the Directors, no less than 1 month's notice of termination will be given to affected Shareholders unless otherwise agreed by the SFC.

The Company, a Sub-Fund or a Class of Shares may be terminated by a special resolution of the Shareholders, or the Shareholders of the relevant Sub-Fund or the Shareholders of the relevant Class (as the case may be) on such date as the special resolution may provide. At least twenty one days'

notice shall be given to the Shareholders in respect of a meeting of Shareholders where such special resolution will be tabled.

Investors should note that, due to the nature of the listing of the Listed Class of Shares on the SEHK, the termination procedures applicable to Listed Class of Shares and Unlisted Class(es) of Shares of the same Sub-Fund may differ. In the event of termination of the Company, a Sub-Fund or a particular class of Shares, Shareholders will be notified of the relevant termination procedures applicable to its holding of the relevant class of Shares.

The Company or a Sub-Fund may also be terminated pursuant to applicable laws and regulations.

Any unclaimed proceeds or other cash upon termination of the Company, a Sub-Fund or a Class of Shares, as the case may be, may at the expiration of 12 months from the date upon which the same were payable at the absolute discretion of the Directors be paid in such manner as is set out in the Instrument of Incorporation, which includes payment into court subject to the right to deduct therefrom any expenses in making such payment or payment to one or more charities selected by the Directors for this purpose.

## Winding up of the Company or a Sub-Fund

The Company or a Sub-Fund may be wound up pursuant to the applicable provisions of the Securities and Futures (Open-ended Fund Companies) Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The rights of the holders of Shares to participate in the property comprised in the Company or a Sub-Fund on a winding up shall be proportionate to the respective interests in the Company or Sub-Fund represented by the Shares which they hold. Upon winding up of a Sub-Fund, any establishment costs with regard to the relevant Sub-Fund (other than the initial Sub-Fund) that had not yet been fully amortised may be debited against the Sub-Fund's capital at that time, at the discretion of the Manager.

## Instrument of Incorporation

The Company was incorporated pursuant to an Instrument of Incorporation filed to the Companies Registry on and effective as of 28 January 2025, with registration number 77654842.

The Instrument of Incorporation contains provisions for the indemnification of the Directors, former Directors and other officers of the Company and their exculpation from liability in certain circumstances. Any indemnity expressly given to the Directors, former Directors and other officers of the Company in the Instrument of Incorporation is in addition to and without prejudice to any indemnity allowed by law. However, the Directors, former Directors and other officers of the Company shall not be exempted from any liability to Shareholders imposed under Hong Kong law or breaches of trust through fraud or negligence, nor may they be indemnified against such liability by Shareholders or at Shareholders' expense. Shareholders and intending applicants are advised to consult the terms of the Instrument of Incorporation for further details.

## Share Capital

The Company may from time to time issue more than one Class of shares with no par value including management shares of USD 1.00 each and participating shares. The paid-up capital of the Company is equal to its Net Asset Value.

The management shares may only be issued to the Manager or Connected Person of the Manager, and are issued to enable all the participating shares to be redeemed without liquidating the Company. All management shares are currently held by the Manager. Except where there are no participating shares in issue, the management shares do not carry a right to vote.

## Meetings and Voting Rights

The Directors have general powers to convene meetings of Shareholders. Further, meetings of

Shareholders shall be convened by the Directors if Shareholders representing at least 10% of the total voting rights of all the Shareholders having a right to vote at general meetings request that a meeting be convened. The Directors shall call a meeting within 21 days of receiving such request, in default of which the Shareholders who requested the meeting, or any of them representing more than half of the total voting rights of all of them, may themselves call a meeting.

Shareholders will be given not less than 21 days' notice of any meeting at which a special resolution is to be proposed and not less than 14 days' notice of any meeting at which an ordinary resolution is to be proposed.

The quorum for passing an ordinary resolution is Shareholders present in person or by proxy representing 10% of the Shares (other than management shares) relevant to the resolution in question and a minimum of 2 Shareholders. The quorum for passing a special resolution shall be Shareholders present in person or by proxy representing 25% or more of the Shares (other than management shares) relevant to the resolution in question as determined by the Directors and a minimum of 2 Shareholders. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting should be adjourned for not less than 15 days. In the case of an adjourned meeting, such Shareholders as are present in person or by proxy will form a quorum. On a poll votes should be proportionate to the number of Shares held (one vote for each Share held by any Shareholder present in person or by proxy) or to the value of Shares held where there are accumulation Shares. In the case of joint Shareholders the senior of those who tenders a vote (in person or by proxy) will be accepted. For this purpose, seniority is determined by the order in which the names appear on the register of Shareholders.

## Variation of Class rights

Subject to applicable laws and regulations, the rights attached to a Class of Shares or Shares of a Sub-Fund shall not be varied except with the sanction of a special resolution passed at a Class or Sub-Fund meeting of the Shareholders concerned.

## Transfer of Shares

Subject as provided below, Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the Directors, which is executed by or on behalf of both the transferor and the transferee.

The duly stamped instrument of transfer, any necessary declarations, other documents that may be required by the Directors (or by service providers on their behalf) or in consequence of any legislation (including any anti-money laundering legislation) shall be left with the Administrator for registration. The transferor will be deemed to remain the holder of the Shares transferred until the name of the transferee is entered in the register of Shareholders in respect of such Shares.

Each instrument of transfer must relate to a single Class of Shares only.

The Directors may refuse to enter or cause to be entered the name of a transferee in the register of Shareholders or recognise a transfer of any Shares upon grounds set out in the Instrument of Incorporation, including if the transfer will result in (i) either the transferor or the transferee holding Shares of less than the Minimum Holding Amount, or (ii) a contravention of any applicable laws or regulations or the Instrument of Incorporation, or would produce a result inconsistent with the provisions of this Prospectus. In such case, the transferor or transferee may request a statement of the reasons for the refusal. The instrument of transfer must be returned to the transferor or transferee who lodged it unless the Directors suspect that the proposed transfer may be fraudulent.

## Part XV of the SFO

Part XV of the SFO sets out the Hong Kong disclosure of interests' regime applicable to Hong Kong listed companies. The regime applies to open-ended fund companies whose securities are listed on the SEHK. However, the Company has made a Category 3 application to the SFC for exemption from Part XV of the SFO pursuant to section 309(2) thereof and the Guidelines for the Exemption of Listed Corporations and Other Persons from Part XV of the SFO (Disclosure of Interests). Consequently, Shareholders of Listed Class of Shares are not obliged to disclose their interest in the Company or in a Sub-Fund.

## Anti-Money Laundering Regulations

As part of the Company's responsibility for the prevention of money laundering, the Company or its agents may require a detailed verification of an investor's identity and the source of payment of subscription moneys. Depending on the circumstances of each application, a detailed verification might not be required where:

(a) the applicant makes the payment from an account held in the applicant's name at a recognised financial institution; or
(b) the application is made through a recognised intermediary.

These exceptions will only apply if the financial institution or intermediary referred to above is within a country recognised as having sufficient anti-money laundering regulations. The Company and its agents nevertheless reserve the right to request such information as is necessary to verify the identity of an applicant and the source of payment.

In the event of delay or failure by the applicant to produce any documents or information required for verification of identity or legitimacy of the subscription moneys, the Company may refuse to accept the application and the subscription moneys relating thereto. Further, the Company may delay paying any redemption proceeds if an applicant for Shares delays in producing or fails to produce any documents or information required for the purposes of verification of identity or that are necessary to ensure compliance with applicable laws and regulations. The Company may refuse to make payment to the Shareholder if the Company suspects or is advised that (i) such payment may result in a breach or violation of any laws or regulations, including any anti-money laundering law or regulation by any person in any relevant jurisdiction; or (ii) such refusal is necessary or appropriate to ensure compliance by the Company, the Manager, the Custodian, the Administrator, the Transfer Agent or other service providers with any such laws or regulations in any relevant jurisdiction.

## Conflicts of Interest

The Manager, the Investment Delegate(s) (if any), the Administrator(s), the Custodian(s) and the Investment Delegate(s) (if any) may from time to time act as custodian, administrator, registrar, manager, investment delegate or investment adviser, representative or otherwise as may be required from time to time in relation to, or be otherwise involved in or with, other funds and clients including those which have similar investment objectives to those of any Sub-Fund or contract with or enter into financial, banking or other transactions with one another or with any investor of the Sub-Funds, or any company or body any of whose shares or securities form part of any Sub-Fund or may be interested in any such contract or transaction. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interest with the Company and the Sub-Funds. Each will, at all times, have regard in such event to its obligations to the Company and the Sub-Funds and will endeavour to ensure that such conflicts are managed and minimised so far as reasonably practicable and that measures are adopted that seek to ensure such conflicts are resolved fairly, taking into account the interests of Shareholders of the relevant Sub-Fund as a whole.

The Manager may also act as the investment manager of other funds whose investment objectives, investment approach and investment restrictions are similar to those of a Sub-Fund. The Manager or any of its Connected Persons may invest in, directly or indirectly, or manage or advise other

investment funds or accounts which invest in assets which may also be purchased or sold by the Company. Compliance procedures and measures such as segregation of duties and responsibilities together with different reporting lines and "Chinese walls" have been put in place by the Manager to minimise potential conflicts of interest. Neither the Manager nor any of its Connected Persons is under any obligation to offer investment opportunities of which any of them become aware to the Company or to account to the Company in respect of (or share with the Company or to inform the Company of) any such transactions or any benefit received by any of them from any such transaction, but will allocate such opportunities fairly between the Company and other clients. Where the Manager invests a Sub-Fund in shares or units of a collective investment scheme managed by the Manager or any of its Connected Persons, the manager of the scheme in which the investment is being made by such Sub-Fund must waive any preliminary or initial charge and redemption charge which it is entitled to charge for its own account in relation to such investment by the relevant Sub-Fund.

The Manager reserves the right for itself and its Connected Persons to co-invest on its own or for other funds and/or other clients with the Company, although any such co-investment must be made on terms no better than those in which the Company is investing. Further, the Manager and any of its Connected Persons may hold and deal in Shares or in investments held by the Company either for their own account or for the account of their clients.

Subject to the restrictions and requirements applicable from time to time, the Manager, any Investment Delegates as may be appointed by the Manager or any of their respective Connected Persons may deal with the Company as principal provided that dealings are carried out in good faith and effected on best available terms negotiated and on an arm's length basis and in the best interests of the Shareholders of the relevant Sub-Fund. Any transactions between the Company and the Manager, any Investment Delegates as may be appointed by the Manager or any of their Connected Persons as principal may only be made with the prior written consent of the Custodian of the relevant Sub-Fund. All such transactions must be disclosed in the Company's annual financial report.

In effecting transactions for the account of the Company with brokers or dealers connected to the Manager, any Investment Delegates appointed by the Manager or their Connected Persons, and in relation to any soft dollar received, the Manager shall ensure that the relevant requirements under the heading "***Transactions with Connected Persons, cash rebates and soft dollars***" under the section "***Fees and expenses***" are complied with.

The services of the Administrator and the Custodian and their Connected Persons provided to the Company are not deemed to be exclusive and each of them shall be free to render similar services to others so long as its services hereunder are not impaired thereby and to retain for its own use and benefit all fees and other monies payable in respect of any of the arrangements described above. Each of the Administrator, the Custodian and their Connected Persons shall not be deemed to be affected with notice of or to be under any duty to disclose to the Company, any Sub-Fund, any Shareholder or any other relevant party any fact or information which comes to its notice in the course of it rendering similar services to other parties or in the course of its business in any other capacity or in any manner whatsoever, otherwise than in the course of carrying out its duties under its agreement with the Company or as required by any applicable laws and regulations for the time being in force. None of the Administrator, the Custodian and their Connected Persons shall be liable to account to the Company or any Sub-Fund or any investor of the Company or the Sub-Fund for any profit or benefit made or derived thereby or in connection therewith (including in situations set out above).

If cash forming part of a Sub-Fund's assets is deposited with the Custodian, the Manager, an Investment Delegate of such Sub-Fund or any of their Connected Persons (being an institution licensed to accept deposits), such cash deposit shall be maintained in a manner that is in the best interests of the Shareholders of the relevant Sub-Fund, having regard to the prevailing commercial rate for a deposit of similar type, size and term negotiated at arm's length in accordance with ordinary and normal course of business. Likewise, cash may be borrowed from the Custodian, the Manager, an Investment Delegate (if any) of such Sub-Fund or any of their connected persons (being a bank), so long as that bank charges interest at no higher rate, and any fee for arranging or terminating the

loan is of no greater amount, than is in accordance with its normal banking practice, the commercial rate for a loan of the size and nature of the loan in question negotiated at arm's length.

The Manager and the Investment Delegate may enter into trades for the account of a Sub-Fund with the accounts of the Manager, the Investment Delegate or their Connected Persons or their respective clients (including other collective investment schemes managed by the Manager, the Investment Delegate or their Connected Persons) ("**cross trades**"). Cross trades between clients will only be undertaken where the sale and purchase decisions are in the best interests of both clients and fall within the investment objective, restrictions and policies of both clients, the cross trades are executed on arm's length terms at current market value, the reasons for such cross trades are documented prior to execution, and the cross trades are disclosed to both clients. Further, for any cross trades between a Sub-Fund and the accounts of the Manager or its Connected Persons, they should only be undertaken with the prior written consent of the Company, and of the Custodian of the relevant Sub-Fund, provided that any actual or potential conflicts of interest in such cross trades have been disclosed.

The Manager will take all reasonable steps to identify, prevent, manage and monitor any actual or potential conflicts of interests, including conducting all transactions in good faith at arm's length and in the best interests of each Sub-Fund on normal commercial terms.

## Directors' interests

So long as a Director complies with the requirements of the Instrument of Incorporation, the Director shall not be disqualified by his or her office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any transaction, contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such transaction, contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Where a Director is in any way (directly or indirectly) interested in a transaction, contract or arrangement with the Company that is significant in relation to the Company's business and the Director's interest is material, the Director must declare the nature and extent of the Director's interest at a meeting of the Directors or by notice to the other Directors or the Company (i) for a proposed transaction, contract or arrangement, before the Company enters into the transaction, contract or arrangement, or (ii) for a transaction, contract or arrangement that the Company has entered into, as soon as reasonably practicable.

Subject to the applicable laws and regulations, the Company may by ordinary resolution ratify any transaction or act of a Director not duly authorized by reason of a contravention of the provision of the Instrument of Incorporation on conflicts of interest, provided that such ordinary resolution is passed with the votes of interested members (being the Director, any Connected Person of the Director and a trustee holding shares in trust for the Director or for the Connected Person of the Director) disregarded.

If any question shall arise at any meeting as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed transaction or as to the entitlement of any Director to vote and such question is not resolved by the Director voluntarily agreeing to abstain from voting, such question shall be referred to the chairperson of the meeting, and the chairperson's ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned as known to such Director have not been fairly disclosed.

## Facsimile or electronic instructions

If investors choose to send the Application Forms, Redemption Forms or Conversion Form by facsimile or such other electronic means, investors may be required first to provide to the Manager,

the Administrator and the Transfer Agent an original indemnity relating to fax or transmission via such other electronic means in the application or request.

The Manager, the Administrator or the Transfer Agent will generally act on faxed or any other electronic instructions for an application or a request for subsequent subscription, redemption or conversion but will require signed original instructions for account opening and initial subscription. However, the Manager or the Administrator may refuse to act on faxed or any other electronic instructions until the written instructions are received. The Manager may, in its absolute discretion, determine whether or not original instructions are also required in respect of any subsequent applications or requests for subscription, redemption or conversion sent by facsimile or any other electronic means by an investor.

Investors should be reminded that if they choose to send the Application Forms, Redemption Forms or Conversion Forms by facsimile or such other electronic means, they bear their own risk of such Application Forms, Redemption Forms or Conversion Forms not being received. Investors should note that the Company, the Directors, the Manager, the Administrator, the Transfer Agent, the Authorised Distributor(s) and their respective agents and delegates accept no responsibility for any loss caused as a result of non-receipt or illegibility of any Application Form, Redemption Form or Conversion Form sent by facsimile or other means, or for any loss caused in respect of any action taken as a consequence of such instructions believed in good faith to have originated from properly authorised persons. This is notwithstanding the fact that a transmission report produced by the originator of such transmission discloses that such transmission was sent. Investors should therefore for their own benefit confirm with the Company, the Manager, the Administrator, the Transfer Agent or Authorised Distributor(s) safe receipt of an application.

## Forfeiture of unclaimed proceeds or distributions

A distribution recipient is no longer entitled to a distribution or other sum, and it ceases to remain owing by the Company, if 6 years have passed from the date on which the distribution or other sum became due for payment and the distribution recipient has not claimed it.

## Market timing

The Company does not authorise practices connected to market timing. The Directors reserve the right to reject any applications for subscriptions or conversion of Shares from a Shareholder which the Directors suspect uses such practices and to take such other measures as the Directors believe are necessary to protect the Shareholders of the Sub-Funds.

Market timing is broadly understood as an arbitrage method through which a Shareholder systematically subscribes, redeems or converts Shares within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value of the concerned Sub-Funds.

## Certification for compliance with FATCA or other applicable laws

Each investor (i) shall be required to, upon demand by the Company or its agents, provide any form, certification or other information reasonably requested by and acceptable to the Company (or its agents) that is necessary for the Company or a Sub-Fund (A) to avoid withholding (including, without limitation, any withholding taxes required under FATCA) or qualify for a reduced rate of withholding or backup withholding in any jurisdiction from or through which the Company or the relevant Sub-Fund receives payments and/or (B) to satisfy due diligence, reporting or other obligations under IRS Code and the United States Treasury Regulations promulgated under the IRS Code, or to satisfy any obligations relating to any applicable law, regulation or any agreement with any tax or fiscal authority in any jurisdiction (ii) will update or replace such form, certification or other information in accordance with its terms or subsequent amendments or when such form, certificate or other information is no longer accurate, and (iii) will otherwise comply with any reporting obligations imposed by the United States, Hong Kong or any other jurisdiction (including but not limited to any law, rule and requirement relating to AEOI), including such obligations that may be imposed by future legislation.

## Power to disclose information to regulatory and tax authorities

Subject to applicable laws and regulations in Hong Kong and the consent to report from the Shareholder as required under the IGA, the Company, the Administrator, the Custodian, the Manager, other service providers to the Company or any of their authorised person(s) (as permissible under applicable law or regulation) shall have the power to report or disclose to any government agency, regulatory authority or tax or fiscal authority in any jurisdictions (including but not limited to the IRS and the IRD), certain information in relation to the Company or any Shareholder, including but not limited to information relating to leverage, the assets and liabilities and Securities Financing Transactions (if any) of the Company, a Shareholder's name, address, date of birth, tax residence, taxpayer identification number (if any), social security number (if any) and certain information relating to the Shareholder's holdings of Shares, account balance/value, and income or sale or redemption proceeds, to enable the Company, the Administrator, the Custodian, the Manager or other service providers to the Company to comply with any applicable law (including any law, rule and requirement relating to AEOI), regulation or any agreement with a tax authority (including, but not limited to, any agreement entered into pursuant to FATCA, or any similar or successor legislation).

## Personal data

Pursuant to the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong, "**PDPO**"), the Company, the Administrator, the Custodian, the Manager or any of their respective delegates (each a "**Data User**") may collect, hold and use personal data of individual investors in the Company only for the purposes for which such data was collected and shall comply with personal data protection principles and requirements as set out in the PDPO and all other applicable regulations and rules governing personal data use in Hong Kong from time to time. Accordingly, each Data User shall take all practicable steps to ensure that personal data collected, held and processed by them are protected against unauthorized or accidental access, processing, erasure or other use.

## Material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or by the Manager and are, or may be, material:

(a) the Management Agreement dated 24 February 2025 (as amended from time to time) between the Company and the Manager pursuant to which the Manager was appointed, subject to the overall supervision of the Directors, to manage the investments and affairs of the Company and the Sub-Funds, with powers of delegation;

(b) the Custody Agreement dated 24 February 2025 (as amended from time to time) between the Company and the Custodian, pursuant to which the Custodian of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund, ChinaAMC RMB Digital Money Market Fund and ChinaAMC Digital Gold ETF was appointed to act as the custodian of the Company and the Sub-Funds; and

(c) the Administration Agreement dated 24 February 2025 (as amended from time to time) between the Company and the Administrator, pursuant to which the Administrator of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund, ChinaAMC RMB Digital Money Market Fund and ChinaAMC Digital Gold ETF was appointed to act as the administrator, tokenization agent and digital platform operator of the Company and the Sub-Funds.

## Documents available for inspection

Subject to confidentiality policies of the relevant parties, copies of the following documents are available for inspection during normal working hours at the offices of the Manager free of charge and copies thereof may be obtained from the Manager upon payment of a reasonable fee:

(a) the Instrument of Incorporation;
(b) the Management Agreement;
(c) the Custody Agreement(s);
(d) the Administration Agreement(s);
(e) the Participation Agreement(s);
(f) the gold trading agreement (in respect of ChinaAMC Digital Gold ETF only); and
(g) the latest audited annual financial reports and unaudited semi-annual financial reports (if any) of the Company and the Sub-Funds.

## Information available on the Internet

The Manager will publish important news and information with respect to each Sub-Fund, in the English and Chinese languages (unless otherwise specified), on the following website www.chinaamc.com.hk (which has not been reviewed by the SFC) and, where applicable in respect of Listed Class of Shares, HKEX's website www.hkex.com.hk including:

(a) this Prospectus and the product key facts statement(s) in respect of the Sub-Fund(s) (as revised from time to time). Investors should note that where a Sub-Fund offers both Listed Class of Share and Unlisted Class(es) of Shares to Hong Kong investors, separate sets of product key facts statements will be available for the Listed Class of Shares and the Unlisted Class(es) of Shares of the same Sub-Fund respectively;

(b) the latest annual audited financial reports and semi-annual unaudited financial reports (in English only);

(c) any notices relating to material changes to the Sub-Fund(s) which may have an impact on its investors such as material alterations or additions to this Prospectus (including each product key facts statement) or any of the constitutive documents of the Company and/or a Sub-Fund;

(d) any public announcements and notices made by the Manager in respect of the Sub-Fund(s), including information with regard to the Sub-Fund(s) and the suspension of creations and redemptions of Shares, the suspension of the calculation of its Net Asset Value, changes in its fees and (in respect of Listed Class of Shares only) the suspension and resumption of trading in its Shares;

(e) (in respect of Listed Class of Shares only) the near real time indicative Net Asset Value per Share of each Sub-Fund in the relevant base currency and each trading currency of the Sub-Fund (updated every 15 seconds during SEHK trading hours);

(f) the last Net Asset Value of each Sub-Fund in the relevant base currency and the last Net Asset Value per Share of each Sub-Fund in the relevant base currency and (in respect of Listed Class of Shares only) each trading currency of the Sub-Fund (updated on a daily basis on each Dealing Day);

(g) the past performance information of each Sub-Fund;

(h) the full portfolio information of each Sub-Fund (updated on a monthly basis within one month of the end of each month, unless otherwise specified in the relevant Appendix);

(i) (in respect of Listed Class of Shares only) the latest list of the Participating Dealers and Market Makers for each Sub-Fund;

(j) in respect of a Sub-Fund which may distribute dividends, the composition of distributions (i.e. the relative amounts paid out of (i) net distributable income, and (ii) capital), if any, for a 12-month rolling period;

(k) (in respect of ChinaAMC Digital Gold ETF only) the latest list of Gold Dealer(s); and

(l) (in respect of ChinaAMC Digital Gold ETF only) the annual tracking difference and tracking error of the Sub-Fund.

The near real time indicative Net Asset Value per Share (in each trading currency of the Sub-Fund) referred to above is indicative and for reference only. This is updated every 15 seconds during SEHK trading hours.

In respect of the Listed Class of Shares of ChinaAMC RMB Digital Money Market Fund:

(i) The near real-time indicative Net Asset Value per Share in HKD is indicative and for reference purposes only. This is updated during SEHK trading hours and is calculated using the indicative Net Asset Value per Share in RMB multiplied by a real-time HKD:RMB foreign exchange rate provided by ICE Data Indices. The near real-time indicative Net Asset Value per Share in HKD is updated every 15 seconds throughout the SEHK trading hours.

(ii) The last Net Asset Value per Share in HKD is indicative and for reference only and is calculated using the official last Net Asset Value per Share in RMB multiplied by an assumed foreign exchange rate (i.e. not a real time exchange rate) being the exchange rate quoted by Bloomberg for offshore RMB (CNH) at 11:00 a.m. (Hong Kong time) as of the same Dealing Day.

In respect of the Listed Class of Shares of ChinaAMC USD Digital Money Market Fund:

(i) The near real-time indicative Net Asset Value per Share in HKD is indicative and for reference purposes only. This is updated during SEHK trading hours and is calculated using the indicative Net Asset Value per Share in USD multiplied by a real-time HKD:USD foreign exchange rate provided by ICE Data Indices. The near real-time indicative Net Asset Value per Share in HKD is updated every 15 seconds throughout the SEHK trading hours.

(ii) The last Net Asset Value per Share in HKD is indicative and for reference only and is calculated using the official last Net Asset Value per Share in USD multiplied by an assumed foreign exchange rate (i.e. not a real time exchange rate) being the exchange rate quoted by Bloomberg for USD at 11:00 a.m. (Hong Kong time) as of the same Dealing Day.

In respect of the Listed Class of Shares of ChinaAMC Digital Gold ETF:

(i) The near real time indicative Net Asset Value per Share is based on the mid-point of the bid/ask spread of gold prices provided by ICE Data Indices (up-dated every 15 seconds during the SEHK trading hours throughout each Dealing Day) in HKD, USD and RMB.

(ii) The near real-time indicative Net Asset Value per Share is indicative and for reference purposes only. This is updated during SEHK trading hours and real-time indicative Net Asset Value per Share in HKD or RMB is calculated using the indicative Net Asset Value per Share in USD multiplied by a real-time HKD:USD foreign exchange rate or RMB:USD foreign exchange rate provided by ICE Data Indices. The near real-time indicative Net Asset Value per Share in HKD or RMB is updated every 15 seconds throughout the SEHK trading hours.

(iii) The last Net Asset Value per Share in HKD or RMB is indicative and for reference only and is calculated using the official last Net Asset Value per Share in USD multiplied by an assumed foreign exchange rate (i.e. not a real time exchange rate) being the HKD:USD foreign exchange rate or RMB:USD foreign exchange rate quoted by Bloomberg at 10:30 a.m. (London time) as of the same Dealing Day.

## Shareholder notice

Notice required to be given to Shareholders under this Prospectus or the Instrument of Incorporation may be disseminated through the Digital Platform (in respect of tokenized Shares only), and in printed copies and/or by electronic means specified by the Manager (e.g. e-mail, posting on website with e-

mail notification) at the option of the relevant Shareholder as indicated in its Application Form (the "**default means**"). The aforementioned websites are not reviewed by the SFC.

Shareholders may contact the Manager in writing to change the default means and such change will become effective within 7 Business Days upon receipt of the request by the Manager. Please note that the Manager reserves the right to charge a reasonable fee for any requests for the provision of additional copies of documents, being any requests for documents in addition to those already provided to Shareholders by default means.

Shareholders who have received notices through the Digital Platform (in respect of tokenized Shares only) and/or have chosen to receive notices and documents by electronic means are reminded to save or print a copy of the relevant notice or document for future reference if necessary.

# SCHEDULE 1 - INVESTMENT RESTRICTIONS

In this Schedule 1:

| | |
|---|---|
| "**Government and other Public Securities**" | means any investment issued by, or the payment of principal and interest on which is guaranteed by, a government or any fixed-interest investment issued by its public or local authorities or other multilateral agencies |
| "**Qualified Exchange Traded Funds**" | means exchange traded funds that are:<br>(a) authorized by the SFC under 8.6 or 8.10 of the UT Code; or<br>(b) listed and regularly traded on internationally recognized stock exchanges open to the public (nominal listing not accepted) and either (i) the principal objective of which is to track, replicate or correspond to a financial index or benchmark, which complies with the applicable requirements under 8.6 of the UT Code; or (ii) the investment objective, policy, underlying investments and product features of which are substantially in line with or comparable with those set out under 8.10 of the UT Code |
| "**REITs**" | means real estate investment trusts |
| "**substantial financial institution**" | means an authorised institution as defined in section 2(1) of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) or a financial institution which is on an ongoing basis subject to prudential regulation and supervision, with a minimum net asset value of HK$2 billion or its equivalent in foreign currency, as amended by the UT Code from time to time |

**1. <u>Investment limitations applicable to each Sub-Fund</u>**

No holding of any security may be acquired for or added to a Sub-Fund which would result in and no cash deposits may be made which would result in:

(a) the aggregate value of the Sub-Fund's investments in, or exposure to, any single entity (other than Government and other Public Securities) through the following exceeding 10% of the latest available Net Asset Value of the relevant Sub-Fund:

(i) investments in securities issued by that entity;

(ii) exposure to that entity through underlying assets of financial derivative instruments; and

(iii) net counterparty exposure to that entity arising from transactions of over-the-counter financial derivative instruments.

For the avoidance of doubt, restrictions and limitations on counterparty as set out in sub-paragraphs 1(a), 1(b) and 4.4(c) of this Schedule 1 will not apply to financial derivative instruments that are:

(A) transacted on an exchange where the clearing house performs a central counterparty role; and

(B) marked-to-market daily in the valuation of their financial derivative instrument positions and subject to margining requirements at least on a daily basis.

The requirements under this sub-paragraph 1(a) will also apply in the case of sub-paragraphs 6(e) and (j) of this Schedule 1.

(b) subject to sub-paragraphs 1(a) and 4.4(c) of this Schedule 1, the aggregate value of the Sub-Fund's investments in, or exposure to, entities within the same group through the following exceeding 20% of the latest available Net Asset Value of the relevant Sub-Fund:

(i) investments in securities issued by those entities;

(ii) exposure to those entities through underlying assets of financial derivative instruments; and

(iii) net counterparty exposure to those entities arising from transactions of over-the-counter financial derivative instruments.

For the purposes of sub-paragraphs 1(b) and 1(c) of this Schedule 1, "entities within the same group" means entities which are included in the same group for the purposes of consolidated financial statements prepared in accordance with internationally recognized accounting standards.

The requirements under this sub-paragraph 1(b) will also apply in the case of sub-paragraphs 6(e) and (j) of this Schedule 1.

(c) the value of the Sub-Fund's cash deposits made with the same entity or entities within the same group exceeding 20% of the latest available Net Asset Value of the relevant Sub-Fund provided that the 20% limit may be exceeded in the following circumstances:

(i) cash held before the launch of the Sub-Fund and for a reasonable period thereafter prior to the initial subscription proceeds being fully invested; or

(ii) cash proceeds from liquidation of investments prior to the merger or termination of the Sub-Fund, whereby the placing of cash deposits with various financial institutions would not be in the best interests of investors; or

(iii) cash proceeds received from subscriptions pending investments and cash held for the settlement of redemption and other payment obligations, whereby the placing of cash deposits with various financial institutions would be unduly burdensome and the cash deposits arrangement would not compromise investors' interests.

For the purposes of this sub-paragraph 1(c), "cash deposits" generally refer to those that are repayable on demand or have the right to be withdrawn by the Sub-Fund and not referable to provision of property or services.

(d) the Sub-Fund's holding of any ordinary shares (and also when aggregated with all other Sub-Funds' holdings of such ordinary shares) exceeding 10% of any ordinary shares issued by any single entity.

(e) the value of the Sub-Fund's investment in securities and other financial products or instruments that are neither listed, quoted nor dealt in on a Securities Market, exceeding 15% of the latest available Net Asset Value of such Sub-Fund.

(f) notwithstanding sub-paragraphs 1(a), (b) and (d) of this Schedule 1, the value of the Sub-Fund's total holding of Government and other Public Securities of the same issue exceeding 30% of the latest available Net Asset Value of such Sub-Fund (subject to this sub-paragraph, the Sub-Fund may invest all of its assets in Government and other Public

Securities in at least six different issues). For the avoidance of doubt, Government and other Public Securities will be regarded as being of a different issue if, even though they are issued by the same person, they are issued on different terms whether as to repayment dates, interest rates, the identity of the guarantor, or otherwise.

(g) (i) the value of the Sub-Fund's investment in units or shares in other collective investment schemes (namely "**underlying schemes**") which are non-eligible schemes (the list of "eligible schemes" is as specified by the SFC from time to time) and not authorized by the SFC in aggregate exceeding 10% of its latest available Net Asset Value; and

(ii) the value of the Sub-Fund's investment in units or shares in each underlying scheme which is either an eligible scheme (the list of "eligible schemes" is as specified by the SFC from time to time) or a scheme authorized by the SFC exceeding 30% of its latest available Net Asset Value unless the underlying scheme is authorized by the SFC, and the name and key investment information of the underlying scheme are disclosed in the offering document of that Sub-Fund,

provided that:

(A) no investment may be made in any underlying scheme the investment objective of which is to invest primarily in any investment prohibited by Chapter 7 of the UT Code;

(B) where an underlying scheme's objective is to invest primarily in investments restricted by Chapter 7 of the UT Code, such investments may not be in contravention of the relevant limitation. For the avoidance of doubt, a Sub-Fund may invest in underlying scheme(s) authorized by the SFC under Chapter 8 of the UT Code (except for hedge funds under 8.7 of the UT Code), eligible scheme(s) of which the net derivative exposure does not exceed 100% of its total net asset value, and Qualified Exchange Traded Funds in compliance with sub-paragraphs 1(g)(i) and (ii) of this Schedule 1;

(C) the underlying scheme's objective may not be to invest primarily in other collective investment scheme(s);

(D) all initial charges and redemption charges on the underlying scheme(s) must be waived if the underlying scheme is managed by the Manager or its Connected Persons; and

(E) the Manager or any person acting on behalf of the Sub-Fund or the Manager may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company, or any quantifiable monetary benefits in connection with investments in any underlying scheme.

For the avoidance of doubt:

(aa) unless otherwise provided under the UT Code, the spread requirements under sub-paragraphs 1(a), (b), (d) and (e) of this Schedule 1 do not apply to investments in other collective investment schemes by a Sub-Fund;

(bb) unless otherwise disclosed in the Appendix of a Sub-Fund, the investment by a Sub-Fund in a Qualified Exchange Traded Fund will be considered and treated as listed securities for the purposes of and subject to the requirements in sub-paragraphs 1(a), (b) and (d) of this Schedule 1. Notwithstanding the aforesaid, the investments by a Sub-Fund in Qualified Exchange Traded Funds shall be subject to sub-paragraph 1(e) of this Schedule 1 and the relevant investment limits in Qualified Exchange Traded Funds by a Sub-Fund shall be consistently applied;

(cc) where investments are made in listed REITs, the requirements under sub-paragraphs 1(a), (b) and (d) of this Schedule 1 apply and where investments are made in unlisted REITs, which are either companies or collective investment schemes, then the requirements under sub-paragraphs 1(e) and (g)(i) of this Schedule 1 apply respectively; and

(dd) where a Sub-Fund invests in index-based financial derivative instruments, the underlying assets of such financial derivative instruments are not required to be aggregated for the purposes of the investment restrictions or limitations set out in sub-paragraphs 1(a), (b), (c) and (f) of this Schedule 1 provided that the index is in compliance with the requirements under 8.6(e) of the UT Code.

**2. <u>Investment prohibitions applicable to each Sub-Fund</u>**

The Company shall not, unless otherwise specifically provided for in the UT Code, on behalf of any Sub-Fund:

(a) invest in physical commodities unless otherwise approved by the SFC on a case-by-case basis taking into account the liquidity of the physical commodities concerned and availability of sufficient and appropriate additional safeguards where necessary;

(b) invest in any type of real estate (including buildings) or interests in real estate (including any options or rights but excluding shares in real estate companies and interests in REITs);

(c) make short sales unless (i) the liability of the relevant Sub-Fund to deliver securities does not exceed 10% of its latest available Net Asset Value; (ii) the security which is to be sold short is actively traded on a Securities Market where short selling activity is permitted; and (iii) the short sales are carried out in accordance with all applicable laws and regulations;

(d) carry out any naked or uncovered short sale of securities;

(e) subject to sub-paragraph 1(e) of this Schedule 1, lend, assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person. For the avoidance of doubt, Reverse Repurchase Transactions in compliance with the requirements as set out in sub-paragraphs 5.1 to 5.4 of this Schedule 1 are not subject to the limitations in this sub-paragraph 2(e);

(f) acquire any asset or engage in any transaction which involves the assumption of any liability by the relevant Sub-Fund which is unlimited. For the avoidance of doubt, the liability of Shareholders of a Sub-Fund is limited to their investments in that Sub-Fund;

(g) invest in any security of any class in any company or body if any director or officer of the Manager individually owns more than 0.5%, or collectively they own more than 5%, of the total nominal amount of all the issued securities of that class; and

(h) invest in any security where a call is to be made for any sum unpaid on that security, unless the call could be met in full out of cash or near cash from the Sub-Fund's portfolio whereby such amount of cash or near cash has not been segregated to cover a future or contingent commitment arising from transaction in financial derivative instruments for the purposes of sub-paragraphs 4.5 and 4.6 of this Schedule 1.

**3. Feeder Funds**

A Sub-Fund which is a feeder fund may invest 90% or more of its total Net Asset Value in a single collective investment scheme ("**underlying scheme**") in accordance with the following provisions:

(a) such underlying scheme ("**master fund**") must be authorized by the SFC;

(b) no increase in the overall total of initial charges, redemption charges, management fees, or any other costs and charges payable to the Company or any of its Connected Persons borne by the Shareholders or by the feeder fund may result, if the master fund in which the feeder fund invests is managed by the Company or by a Connected Person of the Company;

(c) notwithstanding proviso (C) to sub-paragraph 1(g) of this Schedule 1, the master fund may invest in other collective investment scheme(s) subject to the investment restrictions as set out in sub-paragraphs 1(g)(i) and (ii) and proviso (A), (B) and (C) to sub-paragraph 1(g) of this Schedule 1.

**4. Use of financial derivative instruments**

4.1 A Sub-Fund may acquire financial derivative instruments for hedging purposes. For the purposes of this sub-paragraph 4.1, financial derivative instruments are generally considered as being acquired for hedging purposes if they meet all the following criteria:

(a) they are not aimed at generating any investment return;

(b) they are solely intended for the purpose of limiting, offsetting or eliminating the probability of loss or risks arising from the investments being hedged;

(c) although they may not necessarily reference to the same underlying assets, they should relate to the same asset class with high correlation in terms of risks and return, and involve taking opposite positions, in respect of the investments being hedged; and

(d) they exhibit price movements with high negative correlation with the investments being hedged under normal market conditions.

The Manager, where it deems necessary, shall cause hedging arrangement to be adjusted or re-positioned, with due consideration on the fees, expenses and costs, to enable the relevant Sub-Fund to meet its hedging objective in stressed or extreme market conditions.

4.2 A Sub-Fund may also acquire financial derivative instruments for non-hedging purposes ("**investment purposes**") subject to the limit that such Sub-Fund's net exposure relating to these financial derivative instruments ("**net derivative exposure**") does not exceed 50% of its latest available Net Asset Value provided that such limit may be exceeded in such circumstances as permitted under the UT Code, handbook, code and/or guideline issued by the SFC from time to time or permitted by the SFC from time to time. For the avoidance of doubt, financial derivative instruments acquired for hedging purposes under sub-paragraph 4.1 of this Schedule 1 will not be counted towards the 50% limit referred to in this sub-paragraph 4.2 so long as there is no residual derivative exposure arising from such hedging arrangement. Net derivative exposure shall be calculated in accordance with the UT Code and the requirements and guidance issued by the SFC which may be updated from time to time.

4.3 Subject to sub-paragraphs 4.2 and 4.4 of this Schedule 1, a Sub-Fund may invest in financial derivative instruments provided that the exposure to the underlying assets of

the financial derivative instruments, together with the other investments of the Sub-Fund, may not in aggregate exceed the corresponding investment restrictions or limitations applicable to such underlying assets and investments as set out in sub-paragraphs 1(a), (b), (c), (f), (g)(i) and (ii), proviso (A) to (C) and (cc) to sub-paragraph 1(g) and sub-paragraph 2(b) of this Schedule 1.

4.4 The financial derivative instruments invested by a Sub-Fund shall be either listed/quoted on a stock exchange or dealt in over-the-counter market and comply with the following provisions:

(a) the underlying assets consist solely of shares in companies, debt securities, money market instruments, units/shares of collective investment schemes, deposits with substantial financial institutions, Government and other Public Securities, highly-liquid physical commodities (including gold, silver, platinum and crude oil), financial indices, interest rates, foreign exchange rates, currencies, or other asset classes acceptable to the SFC, in which the Sub-Fund may invest according to its investment objectives and policies;

(b) the counterparties to transactions of over-the-counter financial derivative instruments or their guarantors are substantial financial institutions or such other entity acceptable to the SFC;

(c) subject to sub-paragraphs 1(a) and (b) of this Schedule 1, a Sub-Fund's net counterparty exposure to a single entity arising from transactions of over-the-counter financial derivative instruments may not exceed 10% of its latest available Net Asset Value provided that the exposure of the Sub-Fund to a counterparty of over-the-counter financial derivative instruments may be lowered by the collateral received (if applicable) by the Sub-Fund and shall be calculated with reference to the value of collateral and positive mark to market value of the over-the-counter financial derivative instruments with that counterparty, if applicable; and

(d) the valuation of the financial derivative instruments is marked-to-market daily, subject to regular, reliable and verifiable valuation conducted by the Administrator, the Manager or the Custodian of the relevant Sub-Fund or their nominee(s), agent(s) or delegate(s) (as the case may be) independent of the issuer of the financial derivative instruments through measures such as the establishment of a valuation committee or engagement of third party services or other measures as may be established from time to time by the Manager after consultation with the Custodian of the relevant Sub-Fund. The financial derivative instruments can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Sub-Fund's initiative. Further, the Administrator should be adequately equipped with the necessary resources to conduct independent marked-to-market valuation and to verify the valuation of the financial derivative instruments on a regular basis.

4.5 A Sub-Fund should at all times be capable of meeting all its payment and delivery obligations incurred under transactions in financial derivative instruments (whether for hedging or for investment purposes). The Manager shall, as part of its risk management process, monitor to ensure that the transactions in financial derivative instruments in respect of a Sub-Fund are adequately covered on an ongoing basis. For the purposes of this sub-paragraph 4.5, assets that are used to cover the Sub-Fund's payment and delivery obligations incurred under transactions in financial derivative instruments shall be free from any liens and encumbrances, exclude any cash or near cash for the purpose of meeting a call on any sum unpaid on a security, and cannot be applied for any other purposes.

4.6 Subject to sub-paragraph 4.5 of this Schedule 1, a transaction in financial derivative instruments which gives rise to a future commitment or contingent commitment of a Sub-Fund shall be covered as follows:

(a) in the case of financial derivative instruments transactions which will, or may at the Sub-Fund's discretion, be cash settled, the Sub-Fund shall at all times hold sufficient assets that can be liquidated within a short timeframe to meet the payment obligation; and

(b) in the case of financial derivative instruments transactions which will, or may at the counterparty's discretion, require physical delivery of the underlying assets, the Sub-Fund shall hold the underlying assets in sufficient quantity at all times to meet the delivery obligation. If the Manager considers the underlying assets to be liquid and tradable, the Sub-Fund may hold other alternative assets in sufficient quantity as cover, provided that such assets may be readily converted into the underlying assets at any time to meet the delivery obligation provided further that the Sub-Fund shall apply safeguard measures such as to apply haircut where appropriate to ensure that such alternative assets held are sufficient to meet its future obligations.

4.7 The requirements under sub-paragraphs 4.1 to 4.6 of this Schedule 1 shall apply to embedded financial derivative. For the purposes of this Prospectus, an "**embedded financial derivative**" is a financial derivative instrument that is embedded in another security.

**5. Securities Financing Transactions**

5.1 A Sub-Fund may engage in Securities Financing Transactions, provided that they are in the best interests of Shareholders of such Sub-Fund to do so and the associated risks have been properly mitigated and addressed, and provided further that the counterparties to the Securities Financing Transactions are financial institutions which are subject to ongoing prudential regulation and supervision.

5.2 A Sub-Fund shall have at least 100% collateralization in respect of the Securities Financing Transaction(s) into which it enters to ensure there is no uncollateralized counterparty risk exposure arising from these transactions.

5.3 All the revenues arising from Securities Financing Transactions, net of direct and indirect expenses as reasonable and normal compensation for the services rendered in the context of the Securities Financing Transactions shall be returned to the Sub-Fund.

5.4 A Sub-Fund shall only enter into a Securities Financing Transaction if the terms of such Securities Financing Transaction include the power for the Sub-Fund at any time to recall the securities or the full amount of cash (as the case may be) subject to the Securities Financing Transaction or terminate the Securities Financing Transaction(s) into which it has entered.

**6. Collateral**

In order to limit the exposure to each counterparty as set out in sub-paragraphs 4.4(c) and 5.2 of this Schedule 1, a Sub-Fund may receive collateral from such counterparty, provided that the collateral complies with the requirements set out below:

(a) Liquidity – the collateral is sufficiently liquid and tradable in order that it can be sold quickly at a robust price that is close to pre-sale valuation. Collateral should normally trade in a deep and liquid marketplace with transparent pricing;

(b) Valuation – the collateral is marked-to-market daily by using independent pricing sources;

(c) Credit quality – the collateral is of high credit quality provided that, in the event the credit quality of the collateral or the issuer of the asset being used as collateral has deteriorated to such a degree that it would undermine the effectiveness of the collateral, such collateral shall be replaced immediately;

(d) Haircut – the collateral is subject to a prudent haircut policy;

(e) Diversification – the collateral is appropriately diversified so as to avoid concentrated exposure to any single entity and/or entities within the same group. A Sub-Fund's exposure to the issuer(s) of the collateral should be taken into account in compliance with the investment restrictions and limitations set out in sub-paragraphs 1(a), 1(b), 1(c), 1(f), 1(g)(i) and (ii) and provisos (A) to (C) of sub-paragraph 1(g) and sub-paragraph 2(b) of this Schedule 1;

(f) Correlation – the value of the collateral should not have any significant correlation with the creditworthiness of the counterparty or the issuer of the financial derivative instruments, or the counterparty of Securities Financing Transactions in such a way that would undermine the effectiveness of the collateral. For this purpose, securities issued by the counterparty or the issuer of the financial derivative instruments, or the counterparty of Securities Financing Transactions or any of their related entities should not be used as collateral;

(g) Management of operational and legal risks – the Manager has appropriate systems, operational capabilities and legal expertise for proper collateral management;

(h) Independent custody – the collateral is held by the Custodian or by duly appointed nominee, agent or delegate;

(i) Enforceability – the collateral is readily accessible or enforceable by the Custodian without further recourse to the issuer of the financial derivative instruments, or the counterparty of the Securities Financing Transactions;

(j) Re-investment of collateral – any re-investment of collateral received for the account of the relevant Sub-Fund shall be subject to the following requirements:

(i) cash collateral received may only be reinvested in short-term deposits, high quality money market instruments and money market funds authorized under 8.2 of the UT Code or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC, and subject to corresponding investment restrictions or limitations applicable to such investments or exposure as set out in Chapter 7 of the UT Code. For this purpose, money market instruments refer to securities normally dealt in on the money markets, including government bills, certificates of deposit, commercial papers, short-term notes and bankers' acceptances, etc. In assessing whether a money market instrument is of high quality, at a minimum, the credit quality and the liquidity profile of the money market instruments must be taken into account;

(ii) non-cash collateral received may not be sold, re-invested or pledged;

(iii) the portfolio of assets from re-investment of cash collateral shall comply with the requirements as set out in sub-paragraphs 7(b) and 7(j) of this Schedule 1;

(iv) cash collateral received is not allowed to be further engaged in any Securities Financing Transactions;

(v) when the cash collateral received is reinvested into other investment(s), such investment(s) is/are not allowed to be engaged in any Securities Financing Transactions;

(k) the collateral is free of prior encumbrances; and

(l) the collateral generally does not include (i) structured products whose payouts rely on embedded financial derivatives or synthetic instruments; (ii) securities issued by special purpose vehicles, special investment vehicles or similar entities; (iii) securitized products; or (iv) unlisted collective investment schemes.

Further details relating to the collateral policy of the relevant Sub-Funds (if applicable) are disclosed in the relevant Appendix.

**7. Money Market Funds**

In the exercise of its investment powers in relation to a Sub-Fund which is a money market fund ("**Money Market Fund**") authorised by the SFC under 8.2 of the UT Code, the Manager shall ensure that the core requirements as set out in paragraphs 1, 2, 4, 5, 6, 9, 10.1 and 10.2 of this Schedule 1 shall apply with the following modifications, exemptions or additional requirements:

(a) subject to the provisions set out below, a Money Market Fund may only invest in short-term deposits and high quality money market instruments (i.e. securities normally dealt in on the money markets including government bills, certificates of deposit, commercial papers, short-term notes, bankers' acceptances, asset-backed securities such as asset-backed commercial papers), and money market funds that are authorised by the SFC under Chapter 8.2 of the UT Code or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC;

(b) a Money Market Fund shall maintain a portfolio with weighted average maturity not exceeding 60 days and a weighted average life not exceeding 120 days and must not purchase an instrument with a remaining maturity of more than 397 days (or 2 years in the case of Government and other Public Securities). For the purposes herein;

(i) "**weighted average maturity**" is a measure of the average length of time to maturity of all the underlying securities in a Money Market Fund weighted to reflect the relative holdings in each instrument; and is used to measure the sensitivity of the Money Market Fund to changing money market interest rates; and

(ii) "**weighted average life**" is the weighted average of the remaining life of each security held in a Money Market Fund; and is used to measure the credit risk, as well as the liquidity risk,

provided that the use of interest rate resets in variable-notes or variable-rate notes generally should not be permitted to shorten the maturity of a security for the purpose of calculating weighted average life, but may be permitted for the purpose of calculating weighted average maturity;

(c) notwithstanding sub-paragraphs 1(a) and 1(c) of this Schedule 1, the aggregate value of a Money Market Fund's holding of instruments issued by a single entity,

together with any deposits held with that same issuer may not exceed 10% of the latest available Net Asset Value of such Money Market Fund except:-

(i) the value of a Money Market Fund's holding of instruments and deposits issued by a single entity may be increased to 25% of the latest available Net Asset Value of such Money Market Fund if the entity is a substantial financial institution, provided that the total value of such holding does not exceed 10% of the entity's share capital and non-distributable capital reserves; or

(ii) up to 30% of a Money Market Fund's latest available Net Asset Value may be invested in Government and other Public Securities of the same issue; or

(iii) in respect of any deposit of less than US$1,000,000 or its equivalent in the Base Currency of the relevant Money Market Fund where such Money Market Fund cannot otherwise diversify as a result of its size;

(d) notwithstanding sub-paragraphs 1(b) and 1(c) of this Schedule 1, the aggregate value of a Money Market Fund's investments in entities within the same group through instruments and deposits may not exceed 20% of its latest available Net Asset Value provided that:

(i) the aforesaid limit will not apply in respect of cash deposit of less than US$ 1,000,000 or its equivalent in the Base Currency of such Money Market Fund, where it cannot otherwise diversify as a result of its size;

(ii) where the entity is a substantial financial institution and the total amount does not exceed 10% of the entity's share capital and non-distributable capital reserves, the limit may be increased to 25%;

(e) the value of a Money Market Fund's holding of money market funds that are authorised under Chapter 8.2 of the UT Code or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC may not in aggregate exceed 10% of its latest available Net Asset Value;

(f) the value of a Money Market Fund's holding of investments in the form of asset-backed securities may not exceed 15% of its latest available Net Asset Value;

(g) subject to paragraphs 5 and 6 of this Schedule 1, a Money Market Fund may engage in Sale and Repurchase Transactions, and Reverse Repurchase Transactions in compliance with the following additional requirements:

(i) the amount of cash received by the Money Market Fund under Sale and Repurchase Transactions may not in aggregate exceed 10% of its latest available Net Asset Value;

(ii) the aggregate amount of cash provided to the same counterparty in reverse repurchase agreements may not exceed 15% of the latest available Net Asset Value of the Money Market Fund;

(iii) collateral received may only be cash, high quality money market instruments and may also include, in the case of Reverse Repurchase Transactions, government securities receiving a favourable assessment on credit quality; and

(iv) the holding of collateral, together with other investments of the Money Market Fund, must not contravene the investment limitations and

requirements set out in the other provisions of this paragraph 7 of this Schedule 1;

(h) a Money Market Fund may use financial derivative instruments for hedging purposes only;

(i) the currency risk of an Money Market Fund should be appropriately managed and any material currency risk that arises from investments of the Money Market Fund that are not denominated in its Base Currency shall be appropriately hedged;

(j) a Money Market Fund must hold at least 7.5% of its latest available Net Asset Value in daily liquid assets and at least 15% of its latest available Net Asset Value in weekly liquid assets. For the purposes herein:

(i) daily liquid assets refers to (i) cash; (ii) instruments or securities convertible into cash (whether by maturity or through exercise of a demand feature) within one Business Day; and (iii) amount receivable and due unconditionally within one Business Day on pending sales of portfolio securities; and

(ii) weekly liquid assets refers to (i) cash; (ii) instruments or securities convertible into cash (whether by maturity or through exercise of a demand feature) within 5 Business Days; and (iii) amount receivable and due unconditionally within 5 Business Days on pending sales of portfolio securities.

In addition, it is expected that periodic stress testing to be carried out by the Manager in monitoring the Money Market Fund's liquidity.

**8. <u>Index Funds</u>**

8.1 In the exercise of its investment powers in relation to a Sub-Fund the principal objective of which is to track, replicate or correspond to a financial index or benchmark ("**Underlying Index**"), with an aim of providing or achieving investment results or returns that closely match or correspond to the performance of the Underlying Index ("**Index Fund**"), the Manager shall ensure that the core requirements in paragraphs 1, 2, 4, 5, 6, 9.1, 10.1 and 10.3 of this Schedule 1 shall apply with the modifications or exceptions as set out in sub-paragraphs 8.2 to 8.4 below.

8.2 Notwithstanding sub-paragraph 1(a) of this Schedule 1, more than 10% of the latest available Net Asset Value of an Index Fund may be invested in constituent securities issued by a single entity provided that:

(a) it is limited to any constituent securities that each accounts for more than 10% of the weighting of the Underlying Index; and

(b) the Index Fund's holding of any such constituent securities may not exceed their respective weightings in the Underlying Index, except where weightings are exceeded as a result of changes in the composition of the Underlying Index and the excess is only transitional and temporary in nature.

8.3 Investment restrictions in sub-paragraphs 8.2(a) and (b) of this Schedule 1 do not apply if:

(a) an Index Fund adopts a representative sampling strategy which does not involve the full replication of the constituent securities of the Underlying Index in the exact weightings of such Underlying Index;

(b) the strategy is clearly disclosed in the relevant Appendix of the Index Fund;

(c) the excess of the weightings of the constituent securities held by the Index Fund over the weightings in the Underlying Index is caused by the implementation of the representative sampling strategy;

(d) any excess weightings of the Index Fund's holdings over the weightings in the Underlying Index must be subject to a maximum limit reasonably determined by the Index Fund after consultation with the SFC. In determining this limit, the Index Fund must consider the characteristics of the underlying constituent securities, their weightings and the investment objectives of the Underlying Index and any other suitable factors;

(e) limits laid down for the Index Fund pursuant to sub-paragraph 8.3(d) must be disclosed in the relevant Appendix of the Index Fund; and

(f) disclosure must be made in the Index Fund's annual and semi-annual financial reports as to whether the limits imposed for the Index Fund itself pursuant to sub-paragraph 8.3(d) of this Schedule 1 have been complied with in full.

8.4 Subject to approval of the SFC, the investment restrictions in sub-paragraphs 1(b) and (c) of this Schedule 1 may be modified and the 30% limit in sub-paragraph 1(f) of this Schedule 1 may be exceeded, and an Index Fund may invest all of its assets in Government and other Public Securities in any number of different issues despite sub-paragraph 1(f) of this Schedule 1.

**9. Borrowing and Leverage**

The expected maximum level of leverage of each Sub-Fund is as follows:

Cash borrowing

9.1 No borrowing shall be made in respect of a Sub-Fund which would result in the principal amount for the time being of all borrowings made for the account of the relevant Sub-Fund exceeding an amount equal to 10% of the latest available Net Asset Value of the relevant Sub-Fund provided always that back-to-back loans do not count as borrowing for this purpose. For the avoidance of doubt, Securities Lending Transactions and Sale and Repurchase Transactions in compliance with the requirements as set out in sub-paragraphs 5.1 to 5.4 of this Schedule 1 are not borrowings for the purpose of, and are not subject to the limitations in this sub-paragraph 9.1.

9.2 Notwithstanding sub-paragraph 9.1 of this Schedule 1, a Money Market Fund may borrow only on a temporary basis for the purposes of meeting redemption requests or defraying operating expenses.

Leverage from the use of financial derivative instruments

9.3 A Sub-Fund may also be leveraged through the use of financial derivative instruments and its expected maximum level of leverage through the use of financial derivative instruments (i.e. expected maximum net derivative exposure) is set out in the relevant Appendix.

9.4 In calculating the net derivative exposure, derivatives acquired for investment purposes that would generate incremental leverage at the portfolio level of the relevant Sub-Fund are converted into their equivalent positions in their underlying assets. The net derivative exposure is calculated in accordance with the requirements and guidance by the SFC which may be updated from time to time.

9.5 The actual level of leverage may be higher than such expected level in exceptional circumstances, for example when there are sudden movements in markets and/or investment prices.

**10. Name of Sub-Fund**

10.1 If the name of a Sub-Fund indicates a particular objective, investment strategy, geographic region or market, the Sub-Fund must, under normal market circumstances, invest at least 70% of its Net Asset Value in securities and other investments to reflect the particular objective, investment strategy or geographic region or market which the Sub-Fund represents.

10.2 The name of a Money Market Fund must not appear to draw a parallel between the Money Market Fund and the placement of cash on deposit.

10.3 The name of an Index Fund must reflect the nature of an index fund.

# SCHEDULE 2 – SUMMARY OF POLICY OF SECURITIES FINANCING TRANSACTIONS

The summary of policy of Securities Financing Transactions set out in this Schedule 2 is only applicable to a Sub-Fund which may engage in Securities Financing Transactions.

Securities Financing Transactions may only be effected in accordance with normal market practice and provided that they are in the best interest of Shareholders of the relevant Sub-Fund to do so and the associated risks have been properly mitigated and addressed.

***Securities Financing Transactions***

Under a Securities Lending Transaction, a Sub-Fund lends its securities to a security-borrowing counterparty for an agreed fee subject to a commitment from that counterparty that it will return equivalent securities on a specified future date or when requested to do so by the relevant Sub-Fund. A Sub-Fund is expected to retain the rights of beneficial ownership as to the loaned securities, including voting rights and rights to interest or other distributions, and will generally have the right to regain record ownership of loaned securities to exercise such beneficial rights.

Under a Sale and Repurchase Transaction, a Sub-Fund sells its securities to a counterparty of Reverse Repurchase Transactions subject to an agreement to repurchase the securities at an agreed price with a financing cost on a specified future date. Where a Sub-Fund enters into a Sale and Repurchase Transaction under which it sells securities to the counterparty, it will incur a financing cost from engaging in this transaction which will be paid to the relevant counterparty.

Under a Reverse Repurchase Transaction, a Sub-Fund purchases securities from a counterparty of Sale and Repurchase Transactions subject to an agreement to re-sell the relevant securities to the counterparty at an agreed price on a specified future date.

A Sub-Fund must have the right to terminate the Securities Financing Transactions at any time and demand the return of all of the securities loaned or the full amount of cash (as the case may be).

***Revenue and expenses***

All revenues arising from Securities Financing Transactions, net of direct and indirect expenses as reasonable and normal compensation for the services rendered in the context of the Securities Financing Transactions, shall be returned to the relevant Sub-Fund. Such direct and indirect expenses shall include brokerage fees, stamp duty, and tax levies associated with Securities Financing Transactions, as well as fees and expenses payable to securities lending agents engaged for the relevant Sub-Fund from time to time. Such fees and expenses of any securities lending agents engaged for the relevant Sub-Fund, will be at normal commercial rates and will be borne by the relevant Sub-Fund in respect of which the relevant party has been engaged.

Information on the revenues generated under such transactions shall be disclosed in the annual and semi-annual reports of the relevant Sub-Fund, along with entities to whom direct and indirect operational costs and fees relating to such transactions are paid. These entities may include the Manager, the Investment Delegate or any other their Connected Persons.

***Eligible counterparties***

Please refer to Schedule 3 for further details.

***Collateral***

A Sub-Fund must have at least 100% collateralization in respect of the Securities Financing Transaction(s) into which it enters to ensure there is no uncollateralized counterparty risk exposure arising from these transactions.

Please refer to Schedule 3 for further details.

***Maximum and expected level of Securities Financing Transactions***

The maximum and expected level of a Sub-Fund's assets available for Securities Financing Transactions are set out in the Appendix of the relevant Sub-Fund.

***Types of assets that may be subject to Securities Financing Transactions***

The types of assets that may be subject to Securities Financing Transactions include equity securities, fixed income securities, collective investment schemes, money market instruments and cash. Use of such assets is subject to a Sub-Fund's investment objective and policy.

***Connected person(s) arrangement***

Where any Securities Financing Transaction is arranged through the Custodian or a Connected Person of the Custodian or the Manager, such transactions carried out by or on behalf of a Sub-Fund wll be at arm's length and executed on the best available terms. Details (such as information on income, direct and indirect costs, fees, entities to which such costs and fees are paid and the relationship of the entities with the Manager or the Custodian of the relevant Sub-Fund (if any)) of the Securities Financing Transactions will be disclosed in the relevant Sub-Fund's annual reports.

***Safekeeping arrangement***

*Assets received*

Assets (including any collateral) received by a Sub-Fund under a title-transfer arrangement should be held by the Custodian of the relevant Sub-Fund or any agents, nominees, sub-custodians and sub-delegates appointed by the Custodian of the relevant Sub-Fund (each a "**Correspondent**").

*Assets provided*

Assets (including any collateral) provided to a counterparty under a title-transfer arrangement shall no longer belong to the Sub-Fund. Assets (including any collateral) provided to a counterparty other than under a title-transfer arrangement shall be held by the Custodian of the relevant Sub-Fund or a Correspondent (which may include the counterparty to the relevant Securities Financing Transaction). Upon the exercise of a right of re-use by a counterparty, such assets will not be safe-kept by the Custodian of the relevant Sub-Fund or a Correspondent and such Counterparty may use the assets at its absolute discretion.

# SCHEDULE 3 – COLLATERAL VALUATION AND MANAGEMENT POLICY

The Manager employs a collateral management policy in relation to collateral received in respect of Securities Financing Transactions and OTC financial derivative transactions entered into in respect of a Sub-Fund.

A Sub-Fund may receive collateral from a counterparty to a Securities Financing Transaction or OTC derivative transaction in order to reduce its counterparty risk exposure, subject to the investment restrictions and requirements applicable to collateral under Schedule 1.

***Nature and quality of the collateral***

A Sub-Fund may receive both cash and non-cash collateral from a counterparty. Cash collateral may include cash and cash equivalents. Non-cash collateral may comprise of high quality government or corporate bonds of investment grade whether long/short term bonds, listed or traded in any regulated markets (including OTC markets).

***Criteria for selecting counterparties***

The Manager has counterparty selection policies and control measures to manage the credit risks of counterparties of Securities Financing Transactions and OTC derivative transactions which shall include amongst other considerations, fundamental creditworthiness (e.g. ownership structure, financial strength) and commercial reputation of specific legal entities in conjunction with the nature and structure of proposed trading activities, external credit ratings of the counterparty, the regulatory supervision applied to the relevant counterparty, country of origin of the counterparty and legal status of the counterparty.

The counterparty of Securities Financing Transactions must be financial institutions which are subject to ongoing prudential regulation and supervision.

The counterparties of OTC derivative transactions will be entities with legal personality typically located in OECD jurisdictions (but may also be located outside such jurisdictions), and be subject to ongoing supervision by a regulatory authority.

Each counterparty will be an independent counterparty approved by the Manager and is expected to have a minimum credit rating of A- or above (by Moody's or Standard & Poor's, or any other equivalent ratings by recognised credit rating agencies), or be a licensed corporation with the SFC or registered institution with the Hong Kong Monetary Authority when entering into such transactions.

***Valuation of collateral***

The collateral received is valued daily by independent pricing source on a mark-to-market basis.

***Enforceability of collateral***

Collateral (subject to any net-off or set-off, if applicable) is capable of being full enforced by the Manager /Sub-Fund at any time without further recourse to the counterparty.

***Haircut policy***

A documented haircut policy is in place for detailing the policy in respect of each class of assets received by a Sub-Fund in order to reduce exposure to counterparties. A haircut is a discount applied to the value of a collateral asset to account for the fact that its valuation, or liquidity profile, may deteriorate over time. The haircut policy applied to posted collateral will be negotiated on a counterparty basis and will vary depending on the class of asset received by the relevant Sub-Fund. Haircuts will be based on the market risks of the assets used as collateral in order to cover potential maximum expected decline in collateral values during liquidation before a transaction can be closed

out with due consideration on stress period and volatile markets. The haircut policy takes account of the price volatility of the asset used as collateral and other specific characteristics of the collateral, including, among others, asset types, issuer creditworthiness, residual maturity, price sensitivity, optionality, expected liquidity in stressed period, impact from foreign exchange, and correlation between securities accepted as collateral and the securities involved in the transactions.

Further details of the applicable haircut arrangement for each asset class can be available from the Manager upon request.

***Diversification and correlation of collateral***

Collateral must be sufficiently diversified. The exposures of a Sub-Fund to the collateral issuers are monitored in accordance with the relevant restrictions on exposure to a single entity and/or entities within the same group as set out in in Schedule 1.

Collateral received must be issued by an entity that is independent from the relevant counterparty.

***Cash collateral reinvestment policy***

A Sub-Fund shall not sell, pledge or re-invest any non-cash collateral received by it.

Subject to the applicable restrictions in respect of collateral in Schedule 1, cash collateral received by a Sub-Fund may be reinvested in short-term deposits, high quality money market instruments and money market funds authorized under 8.2 of the UT Code or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC.

Up to 100% of the cash collateral received by a Sub-Fund may be reinvested.

***Safekeeping of collateral***

Any non-cash assets received by a Sub-Fund from a counterparty on a title transfer basis (whether in respect of a Securities Financing Transaction or an OTC derivative transaction) should be held by the Custodian of the relevant Sub-Fund or a Correspondent. This is not applicable in the event that there is no title transfer in which case the collateral will be held by a third party custodian which is unrelated to the provider of the collateral.

A description of collateral holdings of each Sub-Fund will be disclosed in its annual and semi-annual financial reports as required under Appendix E of the UT Code.

Assets provided by a Sub-Fund on a title transfer basis shall no longer belong to the Sub-Fund. The counterparty may use those assets at its absolute discretion. Assets provided to a counterparty other than on a title transfer basis shall be held by the Custodian of the relevant Sub-Fund or a Correspondent.

# SCHEDULE 4 – PROVISIONS RELATING TO THE OFFER, CREATION, REDEMPTION, LISTING AND TRADING OF THE LISTED CLASS OF SHARES

*This Schedule 4 contains disclosure relating to the Listed Class of Shares only. Unless the context otherwise requires, references to "Shares" and "Shareholders" in this Schedule shall be construed to refer to a Listed Class of Shares of a Sub-Fund or a Shareholder of such Shares. Save for terms defined below, all other terms used in this Schedule 4 shall have the same meanings as assigned to them under "**Definitions**" of the Prospectus. Please refer to Schedule 5 to this Prospectus for information relating to the offer, subscription, switching and redemption of the Unlisted Class(es) of Shares.*

## THE OFFERING PHASES

### Initial Offer Period

During the Initial Offer Period, Participating Dealers (acting for themselves or for their clients) may apply for Listed Class Shares (to be available for trading on the Listing Date) by means of Creation Applications on each Dealing Day for themselves and/or their clients in accordance with the Operating Guidelines.

Unless otherwise stated in the relevant Appendix, the latest date for making a Creation Application for Shares is 4:00 p.m. (Hong Kong time) two Business Days prior to the Listing Date or such other time as the Manager may determine on any day when the trading hours of the SEHK are reduced.

To be dealt with during the Initial Offer Period, the relevant Participating Dealer must submit the Creation Applications to the Company and the Manager (with a copy to the Custodian) on a Business Day no later than two Business Days prior to the Listing Date unless otherwise stated in the relevant Appendix.

If a Creation Application is received by the Company, the Manager and the Custodian after the deadline as specified in the Appendix, that Creation Application shall be carried forward and deemed to be received at the opening of business on the Listing Date, which shall be the Dealing Day for the purposes of that Creation Application.

Creation Applications must be made in Application Share size, which is the number of Shares specified in the relevant Appendix. Participating Dealers (acting for themselves or for their clients) can apply for Shares on each Dealing Day at the Subscription Value.

Please refer to the section "***Creations and Redemptions (Primary Market)***" of this Schedule 4 for the operational procedures in respect of Creation Applications.

### After Listing

The After Listing phase commences on the Listing Date and continues until the relevant Listed Class of Shares is terminated.

You can acquire or dispose the Listed Class of Shares in either of the following two ways:

(a) buy and sell Shares on the SEHK; or

(b) apply for creation and redemption of Shares through Participating Dealers.

*Buying and selling of Listed Class of Shares on the SEHK*

After Listing, all investors can buy and sell Listed Class of Shares in the secondary market in Trading Board Lot Size (as described in "**Key Information**" in the relevant Appendix) or whole multiples thereof like ordinary listed stocks through an intermediary such as a stockbroker or through any of the share dealing services offered by banks or other financial advisers at any time the SEHK is open.

However, please note that transactions in the secondary market on the SEHK will be subject to brokerage and other fees and will occur at market prices which may vary throughout the day and may differ from Net Asset Value per Share due to market demand and supply, liquidity and scale of trading spread for the Listed Class of Shares in the secondary market. As a result, the market price of the Shares in the secondary market may be higher or lower than Net Asset Value per Share.

Please refer to "**Exchange Listing and Trading (Secondary Market)**" of this Schedule 4 for further information in respect of buying and selling of Listed Class of Shares on the SEHK.

*Creations and Redemptions through Participating Dealers*

Listed Class of Shares will continue to be created and redeemed in the primary market at the Subscription Value and Redemption Value respectively through Participating Dealers in Application Share size or multiples thereof. Where stated in the relevant Appendix, in-kind creations or in-kind redemptions may be permitted by the Manager. The Application Share size and currency for settlement are as set out in the relevant Appendix.

To be dealt with on a Dealing Day, the relevant Participating Dealer must submit the Applications to the Company and the Manager (with a copy to the Custodian) before the Dealing Deadline on the relevant Dealing Day. If an Application is received on a day which is not a Dealing Day or is received after the relevant Dealing Deadline on a Dealing Day, that Application shall be treated as having been received at the opening of business on the next following Dealing Day, which shall be the relevant Dealing Day for the purposes of that Application. Participating Dealers are under no obligation to create or redeem generally or for their clients and may charge their clients such fee or fees as such Participating Dealers determine.

Settlement in cash for subscribing Listed Class of Shares in cash is due by such time as agreed in the Operating Guidelines on the relevant Dealing Day, unless the Manager agrees with the relevant Participating Dealer to accept later settlement generally or in any particular case.

Settlement of Listed Class of Shares for redeeming Shares is due by such time as agreed in the Operating Guidelines, unless the Manager agrees with the relevant Participating Dealer to accept later settlement generally or in any particular case.

Notwithstanding any Multi-Counter (if applicable) for Shares, all settlement is in the base currency of the relevant Sub-Fund only.

After Listing, all Listed Class of Shares will be registered in the name of HKSCC Nominees Limited on the register of the relevant Sub-Fund. The register of the relevant Sub-Fund is the evidence of ownership of Shares. The beneficial interests in Shares of any client of the Participating Dealers shall be established through such client's account with the relevant Participating Dealer or PD Agent (as the case may be) or with any other HKSCC participants if the client is buying from the secondary market.

**Timetable**

*Initial Offer Period*

The Initial Offer Period and the Listing Date of the Listed Class of Shares of a Sub-Fund is set out in the Appendix of the Sub-Fund.

The purpose of the Initial Offer Period is to enable Participating Dealers to subscribe for Listed Class of Shares either on their own account or for their clients, in accordance with the Instrument of

Incorporation and the Operating Guidelines. During this period, Participating Dealers (acting for themselves or for their clients) may apply for Shares to be available for trading on the Listing Date by creation. No redemptions are permitted during the Initial Offer Period.

Upon receipt of a Creation Application from a Participating Dealer (acting for itself or its clients) during the Initial Offer Period, the Manager shall procure the creation of Shares for settlement on the Initial Issue Date.

Participating Dealers may have their own application procedures for their respective clients and may set application and payment cut-off times for their respective clients which are earlier than those set out in this Prospectus and which may change from time to time. The Dealing Deadline in respect of Shares in a Sub-Fund may also change due to market related events. Investors are therefore advised to consult with the relevant Participating Dealer on its requirements if they want a Participating Dealer to subscribe for Shares on their behalf.

*After Listing*

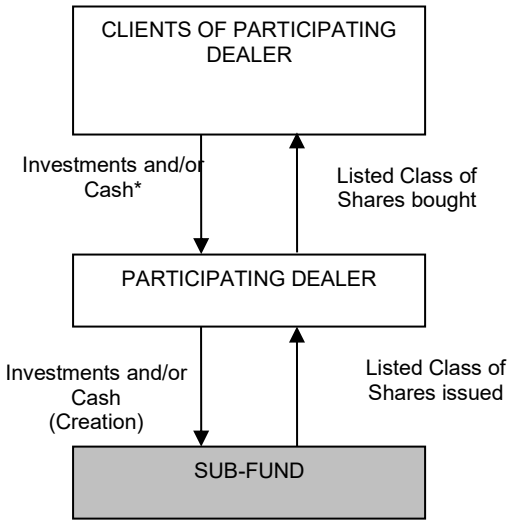
"After Listing" commences on the Listing Date and continues until the relevant Sub-Fund (or the relevant Listed Class of Shares) is terminated.

All investors may buy and sell Listed Class of Shares in the secondary market on the SEHK and Participating Dealers (for themselves or for their clients) may apply for creation and redemption of Listed Class of Shares in the primary market.

**Diagrammatic Illustration of Investment in the Listed Class of Shares of a Sub-Fund**

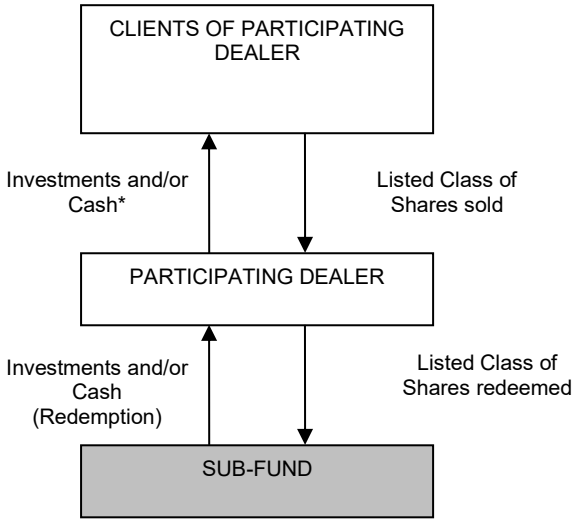
The diagrams below illustrate the creation or redemption and the buying or selling of Listed Class of Shares:

(a) Creation and buying of Listed Class of Shares in the primary market – Initial Offer Period and After Listing



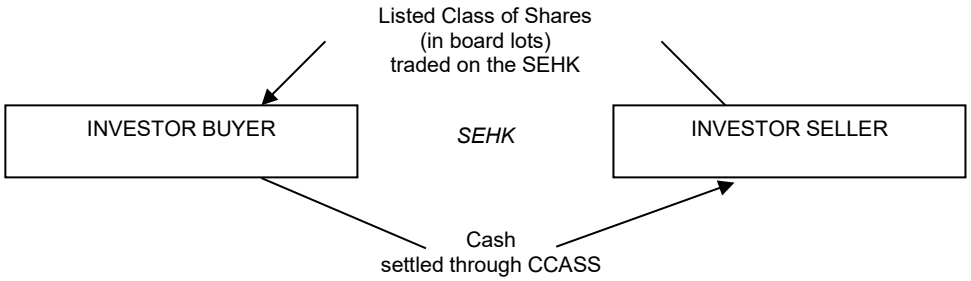

** Clients of a Participating Dealer may agree with the Participating Dealer settlement in a different currency to the creation currency.*

(b) Redemption and selling of Listed Class of Shares in the primary market – After Listing




** Clients of a Participating Dealer may agree with the Participating Dealer settlement in a different currency to the redemption currency.*

(c) Buying or selling of Listed Class of Shares in the secondary market on the SEHK – After Listing




**Summary of Offering Methods and Related Fees**

*Initial Offer Period*

| **Method of Offering*** | **Minimum Number of Shares (or multiple thereof)** | **Channel** | **Available to** | **Consideration, Fees and Charges**** |
|---|---|---|---|---|
| Cash creation (in the currency as specified in the relevant Appendix) | Application Share size (see relevant Appendix) | Through Participating Dealers | Any person acceptable to the Participating Dealer as its client | Cash<br><br>Transaction Fee<br><br>Brokerage fees and/or any fees and charges imposed by the Participating Dealer (payable to the Participating Dealer in the |

| | | | | |
|---|---|---|---|---|
| | | | | currency determined by or agreed with it)<br><br>Duties and Charges |
| In-kind creation | Application Share size (see relevant Appendix) | Through Participating Dealers | Any person acceptable to the Participating Dealer as its client | Portfolio of investments<br><br>Cash component<br><br>Transaction Fee<br><br>Brokerage fees and/or any fees and charges imposed by the Participating Dealer (payable to the Participating Dealer in the currency determined by or agreed with it)<br><br>Duties and Charges |

*After Listing*

| **Method of Acquisition or Disposal of Shares*** | **Minimum Number of Shares (or multiple thereof)** | **Channel** | **Available to** | **Consideration, Fees and Charges**** |
|---|---|---|---|---|
| Purchase and sale in cash through brokers on the SEHK (secondary market) | Board lot size (see relevant Appendix) | On the SEHK | Any investor | Market price of Shares on SEHK<br><br>Brokerage fees (in such currency as determined by individual brokers)<br><br>Transaction Levy<br><br>Trading Fee<br><br>Duties and Charges |
| Cash creation and redemption | Application Share size (see relevant Appendix) | Through Participating Dealers | Any person acceptable to the Participating Dealer as its client | Cash (in the currency as specified in the relevant Appendix)<br><br>Transaction Fee<br><br>Any fees and charges imposed by |

| | | | | |
|---|---|---|---|---|
| | | | | the Participating Dealer (payable to the Participating Dealer in the currency determined by or agreed with it)<br><br>Duties and Charges |
| In-kind creation and redemption | Application Share size (see relevant Appendix) | Through Participating Dealers | Any person acceptable to the Participating Dealer as its client | Portfolio of investments<br><br>Cash component<br><br>Transaction Fee<br><br>Any fees and charges imposed by the Participating Dealer (payable to the Participating Dealer in the currency determined by or agreed with it)<br><br>Duties and Charges |

* *The methods of creation available to the Participating Dealers in respect of each Sub-Fund, whether in-kind and/or in cash, are specified in the relevant Appendix.*

** *Please refer to "**Fees and Expenses**" of this Prospectus for further details. The currency for payment of subscription monies is specified in the relevant Appendix.*

## CREATIONS AND REDEMPTIONS (PRIMARY MARKET)

### Investment in a Sub-Fund

There are 2 methods of making an investment in the Listed Class of Shares of a Sub-Fund and of disposing of the Listed Class of Shares to realise an investment in a Sub-Fund.

The first method is to create Listed Class of Shares at the Subscription Value or redeem Listed Class of Shares at the Redemption Value directly with the Sub-Fund in the primary market through a Participating Dealer, being a licensed dealer that has entered into a Participation Agreement in respect of the relevant Sub-Fund. Where a Sub-Fund has a Multi-Counter, although a Participating Dealer may, subject to arrangement with the Manager, elect to CCASS to have Shares which it creates deposited in or the Shares which it redeems withdrawn from any available counter, all creation and redemption for all Shares must be in the base currency of that Sub-Fund. Because of the size of the capital investment (i.e. Application Share size) required either to create or redeem Shares through the Participating Dealer in the primary market, this method of investment is more suitable for institutional investors and market professionals. Participating Dealers are under no obligations to create or redeem Listed Class of Shares for their clients and may impose terms, including charges, for handling creation or redemption orders as they determine appropriate, as described in more detail in this section.

The second method is to buy or to sell Listed Class of Shares in the secondary market on the SEHK which is more suitable for retail investors. The secondary market price of Listed Class of Shares may trade at a premium or discount to the Net Asset Value of the relevant Sub-Fund.

This section of this Prospectus describes the first method of investment and should be read in conjunction with the Participation Agreement and the Instrument of Incorporation. The section "***Exchange Listing and Trading (Secondary Market)***" of this Schedule 4 relates to the second method of investment.

### Creation of Shares through Participating Dealers

Any application for the creation of Shares of Listed Class of Shares of a Sub-Fund must only be made through a Participating Dealer in respect of an Application Share size (save and except for application during the relevant Initial Offer Period, the Manager may accept an Application Share size which is not a whole multiple thereof) as set out in the "***Key Information***" section in the relevant Appendix. Investors cannot acquire Listed Class of Shares directly from a Sub-Fund. Only Participating Dealers may submit Creation Applications to the Company and the Manager (with a copy to the Custodian).

Listed Class of Shares in each Sub-Fund are continuously offered through a Participating Dealer, who may apply for them on any Dealing Day for its own account or for your account as their client(s), in accordance with the Operating Guidelines, by submitting a Creation Application to the Company and the Manager (with a copy to the Custodian).

Each initial Participating Dealer has indicated to the Manager that it will generally accept and submit creation requests received from its clients, subject always to (i) mutual agreement between the relevant initial Participating Dealer and its clients as to its fees for handling such requests; (ii) completion to its satisfaction of client acceptance procedures and requirements; (iii) no objection from the Manager to create Shares for the relevant initial Participating Dealer on behalf of such clients (please refer to the sub-section "***Creation process***" below for the examples of exceptional circumstances under which the Manager shall have the right to reject a Creation Application); and (iv) mutual agreement between the relevant initial Participating Dealer and its clients as to the method of effecting such creation requests.

In addition, a Participating Dealer reserves the right to reject, acting in good faith, any creation request received from a client under exceptional circumstances, including without limitation the following circumstances:

(a) any period during which (i) the creation or issue of Shares of the relevant class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant Class is suspended;

(b) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;

(c) where acceptance of the creation request or any security in connection with such creation request would render the Participating Dealer in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Participating Dealer necessary for compliance with applicable laws and regulations;

(d) circumstances outside the control of the Participating Dealer which make it for all practicable purposes impossible to process the creation request; or

(e) during any period when the business operations of the Participating Dealer are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riot, strikes or acts of God.

*Requirements Relating to Creation Requests by Potential Investors*

The methods and currency of creation available to the Participating Dealers in respect of each Sub-Fund, whether in-kind (i.e. the creation of Shares in exchange for a transfer of investments) or in cash or (if permitted by the Manager) both in-kind and in cash, are specified in the relevant Appendix. A Participating Dealer may in its absolute discretion require a creation request received from its client be effected in a particular method. The Manager nonetheless reserves its right to require a Creation Application be effected in a particular method. Specifically, the Manager has the right to (a) accept cash equal to or in excess of the market value at the Valuation Point for the relevant Dealing Day of such investment in lieu of accepting such investment as constituting part of the Creation Application; or (b) accept cash collateral on such terms as it determines if (i) such investment is likely to be unavailable for delivery or available in insufficient quantity for delivery to the Custodian in connection with the Creation Application; or (ii) the Participating Dealer is restricted by regulation or otherwise from investing or engaging in a transaction in that investment.

A Participating Dealer may impose fees and charges in handling any creation request which would increase the cost of investment. Investors are advised to check with the Participating Dealer as to relevant fees and charges. Although the Manager has a duty to monitor the operations of each Sub-Fund closely, none of the Company, the Manager and any Custodian is empowered to compel a Participating Dealer to disclose its fees agreed with specific clients or other proprietary or confidential information to the Company, the Manager or the Custodian or to accept any such creation requests received from clients. In addition, neither any Custodian nor the Company can ensure effective arbitrage by Participating Dealer.

A Participating Dealer may also impose timing deadlines for the submission by its clients of any creation request and require any such clients to complete the relevant client acceptance procedures and requirements (including, where necessary, providing such documentation and certifications as required by the Participating Dealer) in order to ensure that an effective Creation Application in respect of a Sub-Fund can be submitted by it to the Company and the Manager (with a copy to the Custodian). Investors are advised to check with the Participating Dealer as to the relevant timing deadlines and the client acceptance procedures and requirements.

The Application Share size for a Sub-Fund is the number of Listed Class of Shares specified in the relevant Appendix. Creation Applications submitted in respect of Listed Class of Shares other than in Application Share size will not be accepted. The minimum subscription for each Sub-Fund is one Application Share.

*Creation Process*

A Participating Dealer may from time to time submit Creation Applications in respect of Listed Class of Shares of a Sub-Fund to the Company and the Manager (with a copy to the Custodian), following receipt of creation requests from clients or where it wishes to create Shares of the relevant Sub-Fund for its own account.

If a Creation Application is received on a day which is not a Dealing Day or is received after the relevant Dealing Deadline on a Dealing Day, that Creation Application shall be treated as having been received at the opening of business on the next Dealing Day, which shall be the relevant Dealing Day for the purposes of that Creation Application. The current Dealing Deadline After Listing on the relevant Dealing Day is specified in the relevant Appendix, or such other time as the Manager may determine in consultation with the Custodian on any day when the trading hours of the SEHK, the Recognized Stock Exchange are reduced. To be effective, a Creation Application must:

(a) be given by a Participating Dealer in accordance with the Instrument of Incorporation, the relevant Participation Agreement and the relevant Operating Guidelines;

(b) specify the number of Listed Class of Shares and the Class of Shares (where applicable) which is the subject of the Creation Application; and

(c) include the certifications required in the Participation Agreement and Operating Guidelines (if any) in respect of creations of Listed Class of Shares, together with such certifications and opinions of counsel (if any) as the Company may consider necessary to ensure compliance with applicable securities and other laws in relation to the creation of Shares which are the subject of the Creation Application.

The Manager shall have the right to reject, acting in good faith, any Creation Application under exceptional circumstances, including without limitation the following circumstances:

(a) any period during which (i) the creation or issue of Shares of the relevant class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant class is suspended;

(b) where in the opinion of the Manager, acceptance of the Creation Application would have an adverse effect on the relevant Sub-Fund;

(c) where, in the opinion of the Manager, acceptance of the Creation Application would have a material impact on the relevant market on which an investment or an index constituent, as the case may be has its primary listing;

(d) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;

(e) where acceptance of the Creation Application would render the Company in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Company or the Manager necessary for compliance with applicable Laws and Regulations;

(f) circumstances outside the control of the Company or the Manager which make it for all practicable purposes impossible to process the Creation Application;

(g) any period during which the business operations of the Company or any delegate of the Company in respect of a Creation Application in the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God; or

(h) an Insolvency Event occurs in respect of the relevant Participating Dealer.

In the event of such rejection, the Company shall notify the relevant Participating Dealer and the Custodian of its decision to reject such Creation Application in accordance with the Operating Guidelines. Where for any reason there is a limit to the number of Shares which can be created, priority will be given to Participating Dealers and the relevant Creation Applications as set out in the Operating Guidelines.

The Manager's right to reject a Creation Application is separate and in addition to a Participating Dealer's right to reject, acting in good faith, any creation request received from a client of the Participating Dealer under exceptional circumstances. Notwithstanding a Participating Dealer has accepted creation requests from its clients and in that connection submitted an effective Creation Application, the Manager may exercise its rights to reject such Creation Application in the circumstances described herein.

Where the Manager accepts a Creation Application from a Participating Dealer, it shall instruct the Custodian and Registrar to effect (i) for the account of the Sub-Fund, the creation of Listed Class of Shares in Application Share size in exchange for a transfer of cash and/or investments (at the discretion of the Participating Dealer but subject to the Manager's agreement); and (ii) the issue of Listed Class of Shares to the Participating Dealer, both in accordance with the Operating Guidelines and the Instrument of Incorporation.

*Issue of Listed Class of Shares*

Listed Class of Shares will be issued at the Subscription Value prevailing on the relevant Dealing Day, provided that there may be added to such Subscription Value such sum (if any) as represents an appropriate provision for Duties and Charges. Please refer to the section "***Subscription Value and Redemption Value***" of this Schedule 4 for the calculation of the Subscription Value.

On receipt of a Creation Application by a Participating Dealer for Listed Class of Shares in a Sub-Fund during the relevant Initial Offer Period, the Company shall procure the creation and issue of Listed Class of Shares in that Sub-Fund on the relevant Initial Issue Date.

Shares are denominated in the base currency of the relevant Sub-Fund (unless otherwise determined by the Directors) as set out in the relevant Appendix and no fractions of a Share shall be created or issued by the Company.

The creation and issue of Listed Class of Shares pursuant to a Creation Application shall be effected on the relevant Settlement Day for the Dealing Day on which the Creation Application is received (or deemed received) and accepted in accordance with the Operating Guidelines but, for valuation purposes only, Shares shall be deemed created and issued after the Valuation Point on the Dealing Day on which the relevant Creation Application was received or deemed received and the register will be updated on the relevant Settlement Day or the Dealing Day immediately following the Settlement Day if the settlement period is extended. If a Creation Application is received on a day which is not a Dealing Day or is received after the relevant Dealing Deadline on a Dealing Day, that Creation Application shall be treated as having been received at the opening of business on the next Dealing Day, which shall be the relevant Dealing Day for the purposes of that Creation Application.

The Registrar shall be entitled to refuse to enter (or allow to be entered) Shares in the register if at any time the Registrar is of the opinion that the provisions as set out in the Instrument of Incorporation, the relevant Operating Guidelines or the relevant Participation Agreement, in regard to the issue of Shares, are being infringed.

*Fees Relating to Creation Applications*

The Conversion Agent or the Service Agent (as the case may be), the Registrar and/or the Custodian may charge a Transaction Fee in respect of Creation Applications and may on any day vary the rate of the Transaction Fee they charge (but not as between different Participating Dealers in respect of the same Sub-Fund). The Transaction Fee shall be paid by or on behalf of the Participating Dealer applying for such Shares and may be set off and deducted against any cash amount due to the

Participating Dealer in respect of such Creation Applications for the benefit of the Custodian, the Registrar and/or the Service Agent or the Conversion Agent. See the section "***Fees and Expenses***" of the Prospectus for further details.

In relation to cash creation of Shares, the Company reserves the right to require the Participating Dealer to pay or cause to be paid an additional sum for the purpose of compensating or reimbursing the Sub-Fund for the difference between:

(a) the prices used when valuing the investments (including securities and/or futures contracts), as applicable, of the Sub-Fund for the purpose of such issue of Shares; and

(b) the prices which would be used when acquiring the investments, as applicable, if they were acquired by the Sub-Fund with the amount of cash received by the Sub-Fund upon such issue of Shares.

The Participating Dealer may pass on to the relevant investor such additional sum.

Any commission, remuneration or other sum payable by the Company or Manager to any agent or other person in respect of the issue or sale of any Share shall not be added to the Subscription Value of such Share and shall not be paid from the assets of any Sub-Fund.

**Cancellation of Creation Applications**

A Creation Application once submitted cannot be revoked or withdrawn without the consent of the Company.

The Company may cancel Shares created and issued in respect of a Creation Application if (a) all the investment (including securities and/or futures contracts) relating to the Creation Application have not been vested by the Initial Issue Date or the relevant Settlement Day (as the case may be), or evidence of title and instruments of transfer satisfactory to the Company have not been produced; or (b) the full amount of (i) any cash payable in connection with the relevant Creation Application and (ii) any Duties and Charges, incidental costs associated with the creation of Shares and Transaction Fee payable have not been received in cleared funds by or on behalf of the Custodian by the prescribed time on the Initial Issue Date or the relevant Settlement Day (as the case may be), provided that the Company may at its discretion, (i) extend the settlement period (either for the Creation Application as a whole or for a particular investment) such extension to be on such terms and conditions (including as to the payment of an Extension Fee or otherwise as the Company may determine) as the Directors may determine and in accordance with the provisions of the Operating Guidelines; or (ii) partially settle the Creation Application to the extent to which investments and/or cash has been vested in the Sub-Fund, on such terms and conditions as the Directors determine including terms as to any extension of the settlement period for the outstanding investments or cash. Please see the section "***Fees and Expenses***" of the Prospectus for further details on the Extension Fee which may be payable in relation to such an extension.

In addition to the preceding circumstances, the Company may also cancel any creation order of any Shares if it determines by such time as it specifies in the Operating Guidelines that it is unable to invest the cash proceeds of any Creation Application.

Upon the cancellation of any creation order of any Shares deemed created pursuant to a Creation Application as provided for above or if a Participating Dealer otherwise withdraws subject to the Company's consent a Creation Application (other than in certain circumstances contemplated in the Instrument of Incorporation such as when the Manager declares a suspension of creations of Shares), any investments or any cash received by or on behalf of the Company in connection with a Creation Application shall be redelivered to the Participating Dealer (without interest) as soon as practicable and the relevant Listed Class of Shares shall be deemed for all purposes never to have been created and the Participating Dealer shall have no right or claim against the Company, the Manager, any Custodian, the Registrar and/or the Conversion Agent or the Service Agent (as the case may be) in respect of such cancellation provided that:

(a) the Custodian may charge the relevant Participating Dealer an application cancellation fee (see the section "***Fees and Expenses***" of the Prospectus for further details);

(b) the Company may at its discretion require the Participating Dealer to pay to the Company, for the account of the Sub-Fund, in respect of each Share so cancelled Cancellation Compensation, being the amount (if any) by which the Subscription Value of each such Share exceeds the Redemption Value which would have applied in relation to each such Share if the Participating Dealer had, on the date on which such Shares are cancelled, made a Redemption Application, together with charges, expenses and losses incurred by the Sub-Fund as a result of such cancellation;

(c) the Transaction Fee in respect of such Creation Application shall remain due and payable (notwithstanding that the Creation Application shall be deemed to never have been made) and once paid shall be retained by and for the benefit of the Company, the Custodian, the Registrar and/or the Conversion Agent or the Service Agent (as the case may be) (see the section "***Fees and Expenses***" of the Prospectus for further details); and

(d) no previous valuations of the assets of the Sub-Fund shall be re-opened or invalidated as a result of the cancellation of such Shares.

**Redemption of Listed Class of Shares Through Participating Dealers**

Any application for the redemption of Listed Class of Shares of a Sub-Fund must only be made through a Participating Dealer in respect of an Application Share size. Investors cannot redeem Listed Class of Shares directly from the relevant Sub-Fund. Only Participating Dealers may submit Redemption Applications to the Company and the Manager (with a copy to the Custodian).

A Participating Dealer may redeem Listed Class of Shares on any Dealing Day for its own account or for the account of its clients in accordance with the Operating Guidelines, by submitting a Redemption Application to the Company and the Manager (with a copy to the Custodian).

Each initial Participating Dealer has indicated to the Manager that it will generally accept and submit redemption requests received from its clients, subject always to (i) mutual agreement between the relevant initial Participating Dealer and its clients as to its fees for handling such request(s); (ii) completion to its satisfaction of any applicable know-your-client procedures and requirements; (iii) no objection from the Manager to redeem Shares for the relevant initial Participating Dealer on behalf of its clients (please refer to the sub-section "***Redemption process***" below for the examples of exceptional circumstances under which the Manager shall have the right to reject a Redemption Application); and (iv) mutual agreement between the relevant initial Participating Dealer and its clients as to the method of effecting such redemption request.

In addition, a Participating Dealer reserves the right to reject, acting in good faith, any redemption request received from a client under exceptional circumstances, including without limitation the following circumstances:

(a) any period during which (i) the creation or issue of Shares of the relevant class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant class is suspended;

(b) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;

(c) where acceptance of the redemption request would render the Participating Dealer in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Participating Dealer necessary for compliance with applicable Laws and Regulations;

(d) circumstances outside the control of the Participating Dealer which make it for all practicable purposes impossible to process the redemption request; or

(e) during any period when the business operations of the Participating Dealer are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riot, strikes or acts of God.

*Requirements Relating to Redemption Requests by Potential Investors*

The methods and currency of redemption available to the Participating Dealers in respect of each Sub-Fund, whether in-kind (i.e. the redemption of Shares in exchange for a transfer of investments plus any cash amount) or in cash only, are as set out in the relevant Appendix. A Participating Dealer may in its absolute discretion require a redemption request received from its client be effected in a particular method. The Manager nonetheless reserves its right to require a Redemption Application be effected in a particular method. Specifically, the Manager has the right to instruct the Custodian to deliver cash equivalent of any investment in connection with the Redemption Application to the Participating Dealer if (a) such investment is likely to be unavailable for delivery or available in insufficient quantity for delivery in connection with the Redemption Application; or (b) the Participating Dealer is restricted by regulation or otherwise from investing or engaging in a transaction in that investment.

A Participating Dealer may impose fees and charges in handling any redemption request which would increase the cost of investment and/or reduce the redemption proceeds. You are advised to check with the Participating Dealer as to relevant fees and charges. Although the Manager has a duty to monitor the operations of each Sub-Fund closely, neither the Manager nor any Custodian is empowered to compel a Participating Dealer to disclose its fees agreed with specific clients or other proprietary or confidential information to the Manager or the Custodian or to accept any such redemption requests received from clients. In addition, neither the Company nor the Manager can ensure effective arbitrage by a Participating Dealer.

A Participating Dealer may also impose timing deadlines for the submission by its clients of any redemption request and require any such clients to complete the relevant client acceptance procedures and requirements (including, where necessary, providing such documentation and certifications as required by the Participating Dealer) in order to ensure that an effective Redemption Application in respect of a Sub-Fund can be submitted by it to the Company and the Manager (with a copy to the Custodian). You are advised to check with the Participating Dealer as to the relevant timing deadlines and the client acceptance procedures and requirements.

The Application Share size for a Sub-Fund is the number of Listed Class of Shares specified in the relevant Appendix. Redemption Applications submitted in respect of Shares other than in Application Share size will not be accepted. The minimum redemption for each Sub-Fund is one Application Share.

*Redemption Process*

A Participating Dealer may from time to time submit Redemption Applications in respect of the Listed Class of Shares of a Sub-Fund to the Company and the Manager (with a copy to the Custodian), following receipt of redemption requests from clients or where it wishes to redeem Listed Class of Shares of the relevant Sub-Fund for its own account.

If a Redemption Application is received on a day which is not a Dealing Day or is received after the relevant Dealing Deadline on a Dealing Day, that Redemption Application shall be treated as having been received at the opening of business on the next following Dealing Day, which shall be the relevant Dealing Day for the purposes of that Redemption Application. The current Dealing Deadline After Listing on the relevant Dealing Day is specified in the relevant Appendix, or such other time as the Manager may determine in consultation with the Custodian on any day when the trading hours of the SEHK are reduced.

To be effective, a Redemption Application must:

(a) be given by a Participating Dealer in accordance with the Instrument of Incorporation, the relevant Participation Agreement and the relevant Operating Guidelines;

(b) specify the number of Shares and the Class of Shares (where applicable) which is the subject of the Redemption Application; and

(c) include the certifications required in the Participation Agreement and Operating Guidelines (if any) in respect of redemptions of Shares, together with such certifications and opinions of counsel (if any) as the Company may consider necessary to ensure compliance with applicable securities and other laws in relation to the redemption of Shares which are the subject of the Redemption Application.

The Manager shall have the right to reject, acting in good faith, any Redemption Application under exceptional circumstances, including without limitation the following circumstances:

(a) any period during which (i) the creation or issue of Shares of the relevant Class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant class is suspended;

(b) where in the opinion of the Manager, acceptance of the Redemption Application would have an adverse effect on the relevant Sub-Fund;

(c) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;

(d) where acceptance of the Redemption Application would render the Company in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Company or the Manager necessary for compliance with applicable Laws and Regulations;

(e) circumstances outside the control of the Company or the Manager which make it for all practicable purposes impossible to process the Redemption Application; or

(f) any period during which the business operations of the Company or any delegate of the Company in respect of a Redemption Application in the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

In the event of such rejection, the Company shall notify the relevant Participating Dealer and the Custodian of its decision to reject such Redemption Application in accordance with the Operating Guidelines.

The Manager's right to reject a Redemption Application is separate and in addition to a Participating Dealer's right to reject, acting in good faith, any redemption request received from a client under exceptional circumstances. Notwithstanding a Participating Dealer has accepted redemption requests from clients and in that connection submitted an effective Redemption Application, the Manager may exercise its rights to reject such Redemption Application in the circumstances described herein.

Where the Manager accepts a Redemption Application from a Participating Dealer, it shall (i) effect the redemption and cancellation of the relevant Shares; and (ii) require the Custodian to transfer to the Participating Dealer investments and/or cash in accordance with the Operating Guidelines and the Instrument of Incorporation.

The Participating Dealer will then transfer the investments and/or cash to the relevant client if the Redemption Application was submitted by the Participating Dealer for the account of its client.

*Redemption of Shares*

Any accepted Redemption Application will be effected on the Settlement Day provided that a Redemption Application duly signed by a Participating Dealer (to the satisfaction of the Company) has been received and provided further that the Company shall have received (unless otherwise provided in the Operating Guidelines) the original (and not a faxed copy) of the certificates (if any) representing the Shares to be cancelled (or an indemnity in terms acceptable to the Company) and the full amount of any amount payable by the Participating Dealer including the Transaction Fee and any other Duties and Charges have been either deducted or otherwise paid in full.

For valuation purposes only, the Listed Class of Shares shall be deemed to have been redeemed and cancelled after the Valuation Point on the Dealing Day on which the Redemption Application was received or deemed received. The name of the Shareholder of such Shares shall be removed from the Register in respect of those Shares redeemed and cancelled on the relevant Settlement Day.

Unless otherwise specified in the relevant Appendix, the Redemption Value of Shares tendered for redemption and cancellation shall be the Net Asset Value per Share of a Sub-Fund on the relevant Dealing Day rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down). The benefit of any rounding adjustments will be retained by the relevant Sub-Fund. For the purpose of valuation, the relevant Valuation Point shall be the Valuation Point for the Dealing Day on which the Redemption Application is treated as having been received.

The interval between the receipt of a properly documented Redemption Application and payment of redemption proceeds may not exceed one calendar month provided that there is no delay in submitting all duly completed redemption documentation and the determination of the Net Asset Value or dealing in Listed Class of Shares is not suspended.

The Company may at its discretion extend the settlement period (but in any event not to a date more than one month from the receipt of an effective Redemption Application) upon receipt of the extended settlement request by a Participating Dealer in respect of the Redemption Application on such terms and conditions (including as to the payment of the Extension Fee or otherwise as the Company may determine) as the Manager and the Administrator may in their discretion determine, in accordance with the Operating Guidelines. Please see the section "***Fees and Expenses***" of the Prospectus for further details on the Extension Fee which may be payable in relation to such an extension.

*Fees Relating to Redemption Applications*

The Conversion Agent or the Service Agent (as the case may be), the Registrar and/or the Custodian may charge a Transaction Fee in respect of Redemption Applications and may on any day vary the rate of the Transaction Fee they charge (but not as between different Participating Dealers in respect of the same Sub-Fund). The Transaction Fee shall be paid by or on behalf of the Participating Dealer submitting the Redemption Application(s) (and may be set off and deducted against any amount due to the Participating Dealer in respect of such Redemption Application(s)) for the benefit of the Custodian, the Registrar and/or the Conversion Agent or the Service Agent (as the case may be). See "***Fees and Expenses***" of the Prospectus for further details.

In relation to cash redemption of Listed Class of Shares, notwithstanding the aforesaid regarding the redemption and cancellation of Shares based on Net Asset Value, the Participating Dealer may be required to pay an additional sum for the purpose of compensating or reimbursing a Sub-Fund for the difference between:

(a) the prices used when valuing the investments (including securities and/or futures contracts), as applicable of the Sub-Fund for the purpose of such redemption of Shares; and

(b) the prices which would be used when selling the same investments, as applicable if they were sold by the Sub-Fund in order to realise the amount of cash required to be paid out of the Sub-Fund upon such redemption of Shares.

The Participating Dealer may pass on to the relevant investor such additional sum.

The Company may deduct from the redemption proceeds such sum (if any) as the Manager may consider represents an appropriate provision for the Transaction Fee and/or other Duties and Charges.

Where a Sub-Fund redeems in-kind in respect of SEHK listed securities, the Conversion Agent may charge a Share Cancellation Fee in connection with each accepted Redemption Application.

**Cancellation of Redemption Applications**

A Redemption Application once given cannot be revoked or withdrawn without the consent of the Company.

No investment shall be transferred and/or no cash amount shall be paid in respect of any Redemption Application unless Shares, which are the subject of the Redemption Application, have been delivered to the Company free and clear of any Encumbrance for redemption by such time on the Settlement Day or other deadline set forth in the Instrument of Incorporation and/or Operating Guidelines as the Company shall for the time being prescribe for Redemption Applications generally.

In the event that Shares, which are the subject of a Redemption Application, are not delivered to the Company for redemption in accordance with the foregoing or are not free and clear of any Encumbrance (other than in certain circumstances contemplated in the Instrument of Incorporation such as when the Manager declares a suspension of redemptions of Shares):

(a) the Custodian may charge the relevant Participating Dealer an application cancellation fee (see "***Fees and Expenses***" of the Prospectus for further details);

(b) the Company may at its discretion require the Participating Dealer to pay to the Company, for the account of the relevant Sub-Fund, in respect of each Listed Class of Share so cancelled Cancellation Compensation, being the amount (if any) by which the Redemption Value of each such Share is less than the Subscription Value which would have applied in relation to each such Share if the Participating Dealer had, on the actual date when the Manager is able to repurchase any replacement investments made a Creation Application in accordance with the provisions of the Instrument of Incorporation plus such other amount as the Manager reasonably determines as representing any charges, expenses and losses incurred by the Sub-Fund as a result of such cancellation;

(c) the Transaction Fee in respect of such Redemption Application shall remain due and payable (notwithstanding that the Redemption Application shall be deemed to never have been made) and once paid, shall be retained by and for the benefit of the Company, the Custodian, the Registrar and/or the Conversion Agent or the Service Agent (as the case may be) (see "***Fees and Expenses***" of the Prospectus for further details); and

(d) no previous valuations of the assets of the Sub-Fund shall be re-opened or invalidated as a result of an unsuccessful Redemption Application.

**Suspension of Creations and Redemptions**

The Manager may at its discretion (in consultation with the Custodian and, in respect of redemptions, where practicable following consultation with the relevant Participating Dealers and having regard to the best interests of Shareholders), suspend the creation of Shares of any class of any Sub-Fund, suspend the redemption of Shares of any class of any Sub-Fund and/or (subject to all applicable legal or regulatory requirements where payment of redemption proceeds exceeds one calendar month)

delay the payment of any monies and transfer of any investments (including securities and/or futures contracts) in respect of any Creation Application and/or Redemption Application in the following circumstances:

(a) during any period when trading on the SEHK or any other Recognized Stock Exchange is restricted or suspended;

(b) during any period when a market on which an index constituent or a substantial part of the investments of the Sub-Fund, has its primary listing, or the official clearing and settlement depositary (if any) of such market, is closed;

(c) during any period when dealing on a market on which an index constituent or a substantial part of the investments of the Sub-Fund, has its primary listing is restricted or suspended;

(d) during any period when, in the opinion of the Manager, settlement or clearing of investments comprised in the relevant Sub-Fund or index constituents, as the case may be in the official clearing and settlement depositary (if any) of such market is disrupted;

(e) during the existence of any state of affairs as a result of which delivery or purchase of investments comprised in the relevant Sub-Fund or index constituents, as the case may be, as appropriate or disposal of investments for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Manager, be effected normally or without prejudicing the interests of Shareholders of the relevant Sub-Fund;

(f) during any breakdown in any of the means normally employed in determining the Net Asset Value of the relevant Sub-Fund or the Net Asset Value per Share of the relevant class or when for any other reason the value of any investments (including securities and/or futures contracts) or other property for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Manager, reasonably, promptly and fairly be ascertained;

(g) during any period when the determination of the Net Asset Value of the relevant Sub-Fund is suspended or if any circumstance specified in "***Valuation and Suspension – Suspension***" of the Prospectus arises;

(h) during any period when the business operations of the Company, the Manager, the Custodian, the Administrator or any delegate of the Company or the Manager in respect of the creation or redemption of Shares in the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riot, strikes or acts of God;

(i) (in respect of creation of Shares only) if as a result of the investment of the proceeds of issue of such Shares in accordance with the investment objective of the Sub-Fund, the Company collectively holds or would hold in aggregate more than 10% of the ordinary shares issued by any single entity and the SFC has not agreed to waive this prohibition under the UT Code; or

In addition, where the Sub-Funds under the Company hold in aggregate more than the limit of 10% of the ordinary shares issued by any single entity, the Manager will make it a priority objective to take all other necessary steps within a reasonable period to remedy such breach, taking into account the interests of the Shareholders.

The Manager shall notify the SFC and publish a notice of suspension following the suspension, and at least once a month during the suspension, on the Company's website at www.chinaamc.com.hk (the contents of which and of other websites referred to in this Prospectus have not been reviewed by the SFC) or in such other publications as it decides.

The Company shall consider any Redemption Application or any Creation Application received during the period of suspension (that has not been otherwise withdrawn) as having been received

immediately following the termination of the suspension. The period for distributing any proceeds will start from the Dealing Day next following the termination of such suspension.

A Participating Dealer may, at any time after a suspension has been declared and before termination of such suspension, withdraw any Creation Application or Redemption Application by notice in writing to the Company and the Company shall promptly notify and request the Custodian to return to the Participating Dealer any investments (including securities and/or cash) received by it in respect of the Creation Application (without interest) as soon as practicable.

A suspension shall remain in force until the earlier of (a) the Manager declaring the suspension is at an end; and (b) the first Dealing Day on which (i) the condition giving rise to the suspension shall have ceased to exist; and (ii) no other condition under which suspension is authorised exists.

**Restrictions on Redemption and Compulsory Redemption of Shares**

Please refer to the sub-sections headed "***Restrictions on redemption***" and "***Compulsory redemption of Shares***" under "***General Information***" of the Prospectus for circumstances under which the Manager may defer redemption requests received on any Dealing Day and under which the Directors may effect compulsory redemption of Shares respectively.

**Evidence of Shareholding**

Listed Class of Shares will be deposited, cleared and settled by the CCASS. Shares are held in registered entry form only, which means that no Share certificates are issued. HKSCC Nominees Limited is the registered owner (i.e. the sole holder of record) of all outstanding Listed Class of Shares deposited with the CCASS and is holding such Shares for the participants in accordance with the General Rules of HKSCC and HKSCC Operating Procedures. Furthermore, the Company, the Manager and each Custodian acknowledge that pursuant to the General Rules of HKSCC neither HKSCC Nominees Limited nor HKSCC has any proprietary interest in the Shares. Investors owning Shares in CCASS are beneficial owners as shown on the records of the participating brokers or the relevant Participating Dealer(s) or PD Agent(s) (as the case may be) who are participants of HKSCC.

**Transfer of Listed Class Shares**

The Instrument of Incorporation provides that a Shareholder may transfer Shares subject to the provisions of the Instrument of Incorporation.

As all Listed Class of Shares will be held in CCASS, an investor is entitled to transfer Listed Class of Shares held by him by using the standard transfer form issued by SEHK or by an instrument in writing in such other form (and if the transferor or the transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution) as the Directors may from time to time approve. A transferor will be deemed to remain the Shareholder of the Shares transferred until the name of the transferee is entered in the register of Shareholders in respect of the Shares being transferred. Each instrument of transfer must relate to a single Sub-Fund only. To the extent that all Listed Class of Shares are deposited, cleared and settled in CCASS, HKSCC Nominees Limited will be the sole Shareholder, holding such Shares for the persons admitted by HKSCC as a HKSCC participant and to whose account any Shares are for the time being allocated in accordance with the General Rules of HKSCC and HKSCC Operating Procedures.

## EXCHANGE LISTING AND TRADING (SECONDARY MARKET)

*General*

The purpose of the listing of the Listed Class of Shares on the SEHK is to enable investors to buy and sell Shares on the secondary market, normally via a broker or dealer in smaller quantities than would be possible if they were to subscribe and/or redeem Shares in the primary market.

The market price of a Share in the Listed Class of Shares listed or traded on the SEHK may not reflect the Net Asset Value per Share. Any transactions in the Shares on the SEHK will be subject to the customary brokerage commissions and/or transfer taxes associated with the trading and settlement through the SEHK. There can be no guarantee that once the Listed Class of Shares are listed on the SEHK they will remain listed.

The Manager use its best endeavours to put in place arrangements so that at least one Market Maker will maintain a market for the Listed Class of Shares of each Sub-Fund. Where a Multi-Counter has been adopted in respect of a Sub-Fund the Manager will use its best endeavours to put in place arrangements so that there is at least one Market Maker for each available counter although these Market Makers may be the same entity. Broadly, the obligations of a Market Maker will include quoting bid and offer prices on the SEHK with the intention of providing liquidity. Given the nature of the Market Maker's role, the Manager may make available to a Market Maker, the portfolio composition information made available to a Participating Dealer.

Listed Class of Shares may be purchased from and sold through the Market Makers. However, there is no guarantee or assurance as to the price at which a market will be made. In maintaining a market for Listed Class of Shares, the Market Makers may make or lose money based on the differences between the prices at which they buy and sell Listed Class of Shares, which is to a certain extent dependent on the difference between the purchase and sale prices of the underlying investments (including securities or futures contracts) comprised within the Index or the portfolio of the Sub-Fund. Market Makers may retain any profits made by them for their own benefit and they are not liable to account to the relevant Sub-Fund in respect of their profits.

If you wish to buy or sell Listed Class of Shares on the secondary market, you should contact your brokers.

Application has been made to the Listing Committee of the SEHK for the listing of, and permission to deal in the Listed Class of Shares of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund, ChinaAMC RMB Digital Money Market Fund and ChinaAMC Digital Gold ETF. Subject to compliance with the admission requirements of the HKSCC, the Listed Class of Shares of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund, ChinaAMC RMB Digital Money Market Fund and ChinaAMC Digital Gold ETF will be accepted as eligible securities by HKSCC for deposit, clearing and settlement in CCASS with effect from the relevant date of commencement of dealings in the Listed Class of Shares of ChinaAMC HKD Digital Money Market Fund, ChinaAMC USD Digital Money Market Fund, ChinaAMC RMB Digital Money Market Fund and ChinaAMC Digital Gold ETF on the SEHK or such other date as may be determined by HKSCC. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

Settlement of transactions between participants of the SEHK is required to take place in CCASS on the second CCASS Settlement Day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

If trading of the Listed Class of Shares on the SEHK is suspended or trading generally on the SEHK is suspended, then there will be no secondary market dealing for the Listed Class of Shares.

Listed Class of Shares are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as at the date of this Prospectus. Application may be made in the future for a listing of Shares of any Sub-Fund on one or more other stock exchanges.

Participating Dealers should note that they will not be able to sell or otherwise deal in the Listed Class of Shares on the SEHK until dealings begin on the SEHK.

*Multi-Counter*

The Manager may arrange for Listed Class of Shares to be available for trading on the secondary market on the SEHK under a Multi-Counter arrangement. Despite the Multi-Counter arrangement the creation of new Listed Class of Shares and redemption of Listed Class of Shares in the primary market may be settled in base currency of the Sub-Fund only.

Listed Class of Shares traded on all counters are of the same class and all Shareholders of Listed Class of Shares of all counters are treated equally.

Normally, investors can buy and sell Listed Class of Shares traded in the same counter or alternatively buy in one counter and sell in another counter provided their brokers provide both trading services in respect of the relevant trading currencies at the same time to support Multi-Counter trading. Inter-counter buy and sell is permissible even if the trades take places within the same trading day. However, investors should note that the trading price of Listed Class of Shares traded in different counters may be different and may not always maintain a close relationship depending on factors such as market demand and supply and liquidity in each counter.

Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Multi-Counter. Investors' attention is also drawn to the section headed "***Dual Counter***" or "***Multi Counter***" (as applicable) and the risk factor relating to the Multi-Counter arrangement in the relevant Appendix.

Please also refer to the sub-section on "***Renminbi Equity Trading Support Facility***" (if relevant) in the relevant Appendix for additional disclosure on secondary market trading.

## SUBSCRIPTION VALUE AND REDEMPTION VALUE

Unless otherwise specified in the relevant Appendix, the Subscription Value in respect of a Creation Application during the Initial Offer Period of a Sub-Fund will be a fixed amount per Share rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down), or such other amount from time to time determined by the Manager. The Subscription Value during the Initial Offer Period of each Sub-Fund will be set out in the relevant Appendix.

Unless otherwise specified in the relevant Appendix, after the expiry of the Initial Offer Period, the Subscription Value of Listed Class of Shares created and issued by a Creation Application, will be the prevailing Net Asset Value of the relevant Sub-Fund attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down).

Unless otherwise specified in the relevant Appendix, the Redemption Value on a Dealing Day shall be the prevailing Net Asset Value of the relevant Sub-Fund attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down).

The benefit of any rounding adjustments will be retained by the relevant Sub-Fund.

The latest Net Asset Value of the Shares will be available on the Company's website at www.chinaamc.com.hk (the contents of which and of other websites referred to in this Prospectus have not been reviewed by the SFC) or published in such other publications as the Manager decides.

Neither the Subscription Value nor the Redemption Value takes into account Duties and Charges, Transaction Fees or fees payable by a Participating Dealer.

# SCHEDULE 5 – PROVISIONS RELATING TO THE OFFER, SUBSCRIPTION, CONVERSION AND REDEMPTION OF THE UNLISTED CLASSES OF SHARES

*This Schedule 5 contains disclosure relating to the Unlisted Class(es) of Shares only. Unless the context otherwise requires, references to "Shares" and "Shareholders" in this Schedule shall be construed to refer to an Unlisted Class of Shares of a Sub-Fund or an Shareholder of such Shares. Save for terms defined below, all other terms used in this Schedule shall have the same meanings as assigned to them under "**Definitions**" of the Prospectus.*

## SUBSCRIPTION OF UNLISTED CLASSES OF SHARES

### Classes of Shares

Different Classes of Shares may be offered for each Sub-Fund. Although the assets attributable to a Sub-Fund will form one single pool, each Class of Shares may be denominated in a different Class Currency or may have a different charging structure or Class specific liabilities with the result that the Net Asset Value attributable to each Class of Shares of a Sub-Fund may differ. In addition, each Class of Shares may be subject to different Minimum Initial Subscription Amount, Minimum Subsequent Subscription Amount, Minimum Holding Amount and Minimum Redemption Amount. Investors should refer to the relevant Appendix for the available Classes of Shares and the applicable minimum amounts.

The Base Currency of a Sub-Fund will be set out in the relevant Appendix. Each Class of Shares within a Sub-Fund will be denominated in the Class Currency thereof, which may be the Base Currency of the Sub-Fund to which such Class relates or such other currency of account as specified in the relevant Appendix.

Currency Hedged Class of Shares (where "Hedged" is indicated in the name of the Class) may be offered for each Sub-Fund. The Manager may hedge the currency exposure of a Class denominated in a currency other than the Base Currency of a Sub-Fund against that Sub-Fund's Base Currency, in order to attempt to mitigate the effect of fluctuations in the exchange rate between the Class Currency and the Base Currency of that Sub-Fund. As this type of foreign exchange hedging may be utilized for the benefit of a particular Currency Hedged Class of Shares, its costs and resultant profit or loss on the hedging transaction shall be for the account of that Currency Hedged Class of Shares only. Investors should note that the additional costs associated with this form of hedging include transaction costs relating to the instruments and contracts used to implement the hedge. The costs and the resultant profit or loss on the hedged transaction will be reflected in the Net Asset Value per Share of the relevant Currency Hedged Class of Shares.

### Initial Offer

Shares of a Sub-Fund or a Class in a Sub-Fund will be offered for the first time at the Initial Offer Price during the Initial Offer Period of such Sub-Fund or such Class as specified in the relevant Appendix.

### Minimum Subscription Level

The offering of a Class of Shares or a Sub-Fund may be conditional upon the Minimum Subscription Level (if applicable) being received on or prior to the close of the Initial Offer Period in respect of such Class or Sub-Fund.

In the event that the Minimum Subscription Level of a Class of Shares or a Sub-Fund is not achieved or the Directors are of the opinion that it is not in the commercial interest of investors or not feasible, as a result of adverse market conditions or otherwise, to proceed with the relevant Class of Shares or Sub-Fund, the Directors may in their discretion extend the Initial Offer Period for the relevant Class of Shares or Sub-Fund or determine that the relevant Class of Shares or the relevant Sub-Fund and the Class or Classes of Shares relating to it will not be launched. In such event, the relevant Class of

Shares or the Sub-Fund and the Class or Classes of Shares relating to it shall be deemed not to have commenced.

Notwithstanding the aforesaid, the Directors reserve the discretion to proceed with the issue of Shares of the relevant Class of Shares or Sub-Fund even if the Minimum Subscription Level has not been achieved.

**Subsequent Subscription**

Shares are available for subscription on each Dealing Day after the expiry of the Initial Offer Period (if any), subject to any Minimum Initial Subscription Amount and/or Minimum Subsequent Subscription Amount that may apply to a Class or a Sub-Fund, as specified in the relevant Appendix.

**Issue Price**

After the close of the Initial Offer Period, the Issue Price per Share for any Class of a Sub-Fund on a Dealing Day will be calculated by reference to the Net Asset Value per Share of that Class as at the Valuation Point on the Valuation Day in respect of that Dealing Day (for further details see "***Valuation and suspension – Calculation of Net Asset Value***" of the Prospectus).

The Issue Price shall be rounded to the nearest 4 decimal places or in such manner and to such other number of decimal places as may from time to time be determined by the Manager (as delegated by the Directors). Any amount corresponding to such rounding will accrue to the relevant Sub-Fund.

The function of pricing of Shares (i.e. determination of the Issue Price and any pricing adjustment set out under "***Valuation and suspension – Adjustment of prices***" of the Prospectus) is delegated to the Manager.

**Subscription Charge**

The Manager (as delegated by the Directors) is entitled to charge a Subscription Charge on the issue of each Share of a percentage of either (i) the Initial Offer Price or the Issue Price, as the case may be, of such Share or (ii) the total subscription amount received in relation to an application, as the Manager may at its discretion determine. The maximum and current rates of Subscription Charge (if any) and the manner in which it will be imposed are specified in the relevant Appendix. For the avoidance of doubt, a lower maximum rate of Subscription Charge may be imposed in relation to the issue of Shares of a Sub-Fund as compared to other Sub-Funds and also in relation to different Classes of Shares of a Sub-Fund.

Subject to the applicable requirements of the UT Code, the Manager may at any time increase the rate of Subscription Charge of a Class of Shares or a Sub-Fund. The Manager will inform investors of any such increase as soon as reasonably practicable.

The Manager may on any day differentiate between applicants or Classes of Shares as to the amount of the Subscription Charge. The Subscription Charge will be paid to the Manager, its agents or delegates for their own absolute use and benefit.

**Minimum Initial Subscription Amount and Minimum Subsequent Subscription Amount**

Details of any Minimum Initial Subscription Amount and Minimum Subsequent Subscription Amount applicable to a Class of Share or a Sub-Fund are set out in the relevant Appendix.

The Directors have the discretion to waive, change or accept an amount lower than the Minimum Initial Subscription Amount or Minimum Subsequent Subscription Amount from time to time, whether generally or in a particular case.

**Application Procedures**

Unless otherwise specified in the relevant Appendix, applications for subscription of Shares may be made to the Administrator (with a copy to the Manager) by completing the Application Form and sending it by post, by email or by facsimile to the Administrator at the business address, the designated email address or facsimile number on the Application Form, or through such other means, including approved electronic transmission, as may be permitted by the Directors (where such means are in accordance with the SFC's requirements) and such applications should contain such information as may be specified from time to time by the Directors or their delegates, provided that, if so requested by the Administrator, the originals shall follow promptly, or may be given to Authorised Distributor(s) for onward transmission to the Administrator. The Manager, the Administrator and/or the Authorised Distributor(s) may request further supporting documents and/or information to be provided together with the Application Form or electronic instructions. The original of any Application Form sent by facsimile or such other means, including by electronic transmission, must follow promptly for account opening and initial subscription and/or if the Manager, the Administrator and/or the Authorised Distributor(s) so request. The Application Form is available from the Administrator and/or the Authorised Distributors.

In respect of Application Forms or electronic instructions (as the case may be) and subscription moneys in cleared funds which are received on or before the IOP Deadline, Shares will be issued following the close of the Initial Offer Period. If Application Forms, electronic instructions and/or application monies in cleared funds are received after the IOP Deadline, the relevant applications shall be carried forward to the next Dealing Day and shall be dealt with at the Issue Price at such Dealing Day. The Manager (as delegated by Directors) may accept late applications as it thinks fit by written instructions to the Administrator.

Following the close of the Initial Offer Period, an Application Form or electronic instructions received by the Administrator by the Dealing Deadline for a Dealing Day will be dealt with on that Dealing Day. If an application for Shares is received after the Dealing Deadline for a Dealing Day then the application will be held over until the next Dealing Day provided that the Directors may in the event of system failure which is beyond the reasonable control of the Company or events of natural disaster after taking into account the interests of other Shareholders of the relevant Sub-Fund exercise their discretion to accept an application in respect of a Dealing Day which is received after the Dealing Deadline if it is received prior to the Valuation Point relating to that Dealing Day. The Manager (as delegated by Directors) may accept late applications as it thinks fit by written instructions to the Administrator.

The application procedures (including cut-off times) may vary depending upon the Authorised Distributor through whom an investor chooses to subscribe for Shares. Investors should consult the relevant Authorised Distributor before placing orders in any Sub-Fund.

**Payment Procedures**

Payment for Shares subscribed for cash during the Initial Offer Period and the Subscription Charge (if any) is due in cleared funds by the IOP Deadline. Following the close of the Initial Offer Period, payment for Shares and the Subscription Charge (if any) is due at the expiry of the Payment Period.

If payment in full in cleared funds has not been received by the IOP Deadline or the relevant Payment Period (or such other period as the Directors may determine and disclose to the applicants), the Directors may (without prejudice to any claim in respect of the failure of the applicant to make payment when due) cancel any Shares which may have been issued in respect of such application for subscription and the Directors must cancel the issue of the relevant Shares if the Custodian of the relevant Sub-Fund so requires.

Upon such cancellation, the relevant Shares shall be deemed never to have been issued and the applicant shall have no right to claim in respect thereof against the Company, provided that: (i) no previous valuations of the Company, the relevant Sub-Fund or the relevant Class of Shares shall be re-opened or invalidated as a result of the cancellation of such Shares; and (ii) the Company (for the account of the relevant Sub-Fund) may require the applicant to pay the Company (for the account of the relevant Sub-Fund in respect of each Share so cancelled) the amount (if any), by which the Issue

Price of each such Share exceeds the Redemption Price of such Share on the day of cancellation (if such day is a Dealing Day for the relevant Class of Shares) or the immediately following the Dealing Day plus interest on such amount until receipt of such payment.

Payments for Shares should be made in the Base Currency of the relevant Sub-Fund or where one or more Classes are issued in respect of a Sub-Fund, payment for Shares of a Class should be made in the Class Currency of such Class. Subject to the agreement of the Company, payment in other freely convertible currencies may be accepted. Where amounts are received in a currency other than the relevant Base Currency or Class Currency (as the case may be), they will be converted into the relevant Base Currency or Class Currency (as the case may be) at the cost of the relevant applicant and the proceeds of conversion (after deducting the costs of such conversion) will be applied in the subscription of Shares in the relevant Sub-Fund or Class. Any conversion to the relevant Base Currency or Class Currency (as the case may be), will be at the prevailing market rate (whether official or otherwise) which the Manager deems appropriate in the circumstances having regard to any premium or discount which may be relevant and to costs of exchange. Conversion of currency may be made at a premium or discount in exceptional circumstances such as where there is a huge fluctuation in the exchange rate. Currency conversion will be subject to availability of the currency concerned. Save for any liability imposed under the laws of Hong Kong or for breach of trust through fraud or negligence of the relevant party, none of the Company, the Manager, the Administrator, the Custodian or their respective agents or delegates will be liable to any Shareholder or any person for any loss suffered by such Shareholder arising from such currency conversion.

Unless otherwise provided in the relevant Appendix, all payments should be made by direct transfer, telegraphic transfer (or other manner as may be agreed by the Company). Any costs of transfer of subscription moneys to a Sub-Fund will be payable by the applicant.

All subscription moneys must originate from an account held in the name of the applicant. No third party payments shall be accepted. The applicant should provide sufficient evidence as to the source of payment as the Company, the Manager and the Administrator and/or the Custodian of the relevant Sub-Fund may from time to time require.

**No money should be paid to an intermediary in Hong Kong who is not licensed or registered to carry on Type 1 Regulated Activity (Dealing in Securities) under Part V of the SFO.**

**General**

The Directors, the Manager and the Administrator have an absolute discretion to accept or reject in whole or in part any application for Shares, without giving any reason for such rejection and without being liable to the investors for any direct or indirect loss or consequence. Such action, if any, shall be taken in the best interest of the Shareholders. In such circumstances, the subscription monies paid, or the balance thereof, will normally be returned to the applicant by transfer to the applicant’s designated account without interest, expenses or compensation.

If an application is rejected (either in whole or in part) or the Directors determine that the relevant Class of Shares or the relevant Sub-Fund and the Class or Classes of Shares related to it will not be launched, subscription moneys (or the balance thereof) will be returned within the Refund Period without interest and after deducting any of out-of-pocket fees and charges incurred by the Company, the Manager, the Administrator or the Custodian of the relevant Sub-Fund by telegraphic transfer to the bank account from which the moneys originated at the risk and expense of the applicant or in such other manner as the Company may from time to time determine. Save for any liability imposed under the laws of Hong Kong or for breach of trust through fraud or negligence of the relevant party, none of the Company, the Manager, the Administrator, the Custodian or their respective delegates or agents will be liable to the applicant for any loss the applicant suffers as a result of the rejection or delay of any application.

Shares issued by the Company will be held for investors in registered form. Certificates will not be issued. A contract note will be issued upon acceptance of an applicant's application and the receipt of cleared funds and will be forwarded to the applicant (at the risk of the person entitled thereto, C6

through the Digital Platform or through the application programmes, platforms or systems operated by the Eligible Distributors accessing the Digital Platform). In case of any error in a contract note, applicants should contact the relevant intermediaries or the Authorised Distributor promptly for rectification.

Fractions of a Share (rounded to the nearest 4 decimal places or in such manner and to such other number of decimal places as may from time to time be determined by the Manager (as delegated by the Directors) may be issued. Any amount corresponding to such rounding will accrue to the relevant Sub-Fund.

**Restrictions on Issue**

No Shares of a Sub-Fund or a Class will be issued where the determination of the Net Asset Value of that Sub-Fund or Class and/or the allotment or issuance of Shares of that Sub-Fund or Class is suspended (for further details see "***Valuation and suspension - Suspension***" of the Prospectus) or when the Directors determine that subscriptions for such Sub-Fund or Class of Shares are closed.

**Subscription of Tokenized Shares**

Unless otherwise more specifically provided herein, the procedures regarding the subscription of Shares described under this Schedule 5 will apply to the subscription of tokenized Shares directly and/or in the form of Tokens. Investor should refer to Schedule 6 for further details of tokenization of unlisted classes of shares.

Retail investors may only subscribe for, or redeem, tokenized Shares in the form of Tokens via Eligible Distributors. An Eligible Distributor will act as a nominee of investors who invest in the tokenized Shares through such Eligible Distributor (herein referred to as "end-investors"). End-investors can subscribe tokenized Shares in the form of Tokens by submitting an application for subscription via an Eligible Distributor (e.g. through an Eligible Distributor's web portal or application progamming interface or other means as the case may be). In doing so, an end-investor of Tokens will need to open a trading and custody account with their Eligible Distributor(s), in which the record of Tokens beneficially owned by such end-investor will be reflected. An Eligible Distributor will:

(a) hold appropriate digital wallets with the Token Custodian to receive, hold and manage relevant entitlements with respect to the Tokens ("**Digital Wallets**") as nominee for its end-investors; and

(b) hold a fiat currency settlement account for its end-investors to house, remit and receive (as applicable) the subscription moneys and redemption proceeds in respect of the Tokens ("**Settlement Accounts**").

End-investors can subscribe tokenized Shares in the form of Tokens during the Initial Offer Period at the Initial Offer Price and on each Dealing Day at the Net Asset Value per Share of a Sub-Fund published daily in Hong Kong on the websites of the Manager, the Digital Platform, and Eligible Distributor's digital platform. The prices will be expressed exclusive of any subscription fee which may be payable on subscription.

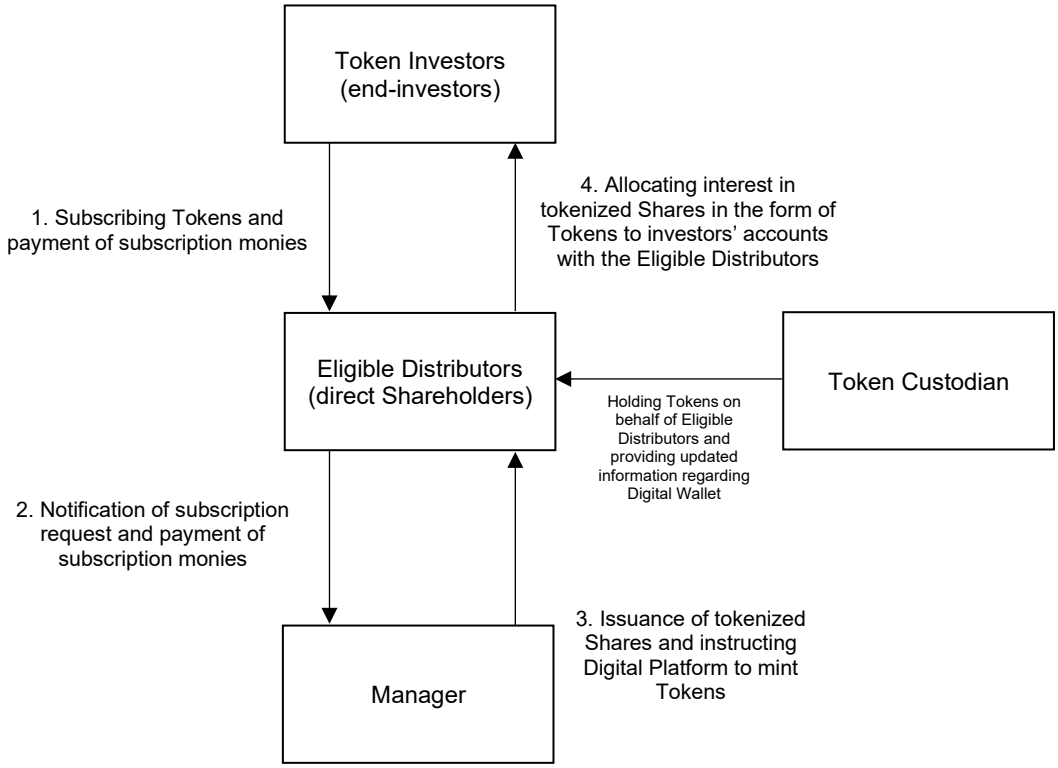
Applications for subscription of tokenized Shares must be forwarded to, and received by, the Administrator (via an Eligible Distributor) by no later than the Dealing Deadline. Applicants should confirm the relevant cut-off times with their Eligible Distributor(s). Applications received after such time will be deemed to have been received on the next Dealing Day and will be dealt with accordingly. Payment of subscription monies should be made through investors' Settlement Accounts opened with the Eligible Distributor. The subscription amount payable for the number of Shares subscribed by an applicant, in respect of any Dealing Day, is due and payable to the Administrator (via an Eligible Distributor) no later than the Dealing Deadline on the relevant Dealing Day.

Upon the confirmation of acceptance of subscription, the Digital Platform will automatically run the tokenization process until the Tokens representing the number of tokenized Shares subscribed by the Eligible Distributor have been minted. The minted Token(s) will be allocated to the Eligible

Distributors' Digital Wallet. The relevant Eligible Distributor will receive the updated information regarding the Digital Wallet, which will be communicated to the relevant end- investors, and allocate the interests in the corresponding tokenized Shares to the relevant end- investor's trading and custody account with the Eligible Distributor.

The contract note reflecting the confirmation of the acceptance of subscription will be uploaded to the Digital Platform (which can be accessed by investors through an Eligible Distributor's web portal or application programming interface or other means as the case may be) no later than two Business Days after the relevant Dealing Day, and as to whether the applicant's application for tokenized Share has been successful, either in whole or in part.

The following illustrates the process of subscription of tokenized Shares and minting of corresponding Tokens by end-investors.




## REDEMPTION OF UNLISTED CLASSES OF SHARES

### Redemption of Shares

Subject to the restrictions (if any) as specified in the relevant Appendix, any Shareholder may redeem his or her Shares on any Dealing Day in whole or in part. Save where there is a suspension of the determination of the Net Asset Value of the Company, the relevant Sub-Fund or Class and/or the redemption of Shares of the relevant Sub-Fund or Class, a redemption request once given cannot be withdrawn without the consent of the Directors.

### Redemption Price

Shares redeemed on a Dealing Day will be redeemed at the Redemption Price calculated by reference to the Net Asset Value per Share of the relevant Class as at the Valuation Point on the Valuation Day in respect of that Dealing Day (for further details, see "***Valuation and suspension - Calculation of Net Asset Value***" of the Prospectus).

The function of pricing of Shares (i.e. determination of the Redemption Price and any pricing adjustment set out under "***Valuation and suspension – Adjustment of prices***" of the Prospectus) is delegated to the Manager.

The Redemption Price shall be rounded to the nearest 4 decimal places or in such manner and to such other number of decimal places as may from time to time be determined by the Manager (as delegated by the Directors). Any amount corresponding to such rounding will accrue to the relevant Sub-Fund.

**If at any time during the period from the time as at which the Redemption Price is calculated and the time at which redemption proceeds are converted out of any other currency into the Base Currency of the relevant Sub-Fund or the Class Currency of the relevant Class there is an officially announced devaluation or depreciation of that currency, the amount payable to any relevant redeeming Shareholder may be reduced as the Manager considers appropriate to take account of the effect of that devaluation or depreciation.**

**Redemption Charge**

The Manager (as delegated by the Directors) may charge a Redemption Charge on the redemption of Shares of a percentage of either (i) the Redemption Price per Share; or (ii) the total redemption amount in relation to a redemption request, as the Manager may at its discretion determine. The maximum and current rates of Redemption Charge (if any) and the manner in which it will be imposed are specified in the relevant Appendix. For the avoidance of doubt, a lower maximum rate of Redemption Charge may be imposed in relation to the redemption of Shares of a Sub-Fund as compared to other Sub-Funds and also in relation to different Classes of Shares of a Sub-Fund.

In particular, unless otherwise stated in the relevant Appendix, for each Sub-Fund, the Manager may charge a Redemption Charge for anti-dilution purpose of up to 5% of the total redemption amount if a redemption order from a single investor on a single Dealing Day reaches 20% of the Sub-Fund's Net Asset Value.

Subject to the applicable requirements of the UT Code, the Manager may increase the rate of Redemption Charge payable up to or towards the maximum rate for a Sub-Fund or a Class of Shares by giving at least 1 month's prior written notice to the Shareholders. The maximum rate of Redemption Charge of a Sub-Fund or a Class of Shares may be increased with the sanction of a special resolution of the Shareholders of the relevant Sub-Fund or Class of Shares (as the case may be) and subject to the SFC's prior approval.

For the purpose of calculating the Redemption Charge payable on a partial redemption of a Shareholder's holding, Shares subscribed earlier in time are deemed to be redeemed prior to Shares subscribed later in time unless the Manager agree otherwise.

The Redemption Charge will be deducted from the amount payable to a Shareholder in respect of the redemption of Shares. The Redemption Charge will be retained by the Company for the benefit of the relevant Sub-Fund.

**Minimum Redemption Amount and Minimum Holding Amount**

Details of any Minimum Redemption Amount and Minimum Holding Amount applicable to a Class of Share or a Sub-Fund are set out in the relevant Appendix.

If a redemption request will result in a Shareholder holding Shares of a Sub-Fund or a Class less than the Minimum Holding Amount for that Sub-Fund or Class, the Directors may deem such request to have been made in respect of all Shares of the relevant Sub-Fund or Class held by that Shareholder.

The Directors have the discretion to waive, change or accept an amount lower than the Minimum Redemption Amount or Minimum Holding Amount from time to time, whether generally or in a particular case.

**Redemption Procedures**

Applications for redemption of Shares may be made to the Administrator (with a copy to the Manager) or the Authorised Distributor(s) by completing the Redemption Form and sending it by post, by email or by facsimile to the Administrator at the business address, the designated email address or facsimile number on the Redemption Form or by such other means, including by approved electronic transmission, as may be permitted by the Directors (where such means are in accordance with the SFC's requirements) provided that, if so requested by the Administrator, the originals shall follow promptly, or may be given to Authorised Distributor(s) for onward transmission to the Administrator. The Redemption Form is available from the Administrator and/or the Authorised Distributor(s).

A Redemption Form or an electronic instruction received by the Administrator by the Dealing Deadline for a Dealing Day will be dealt with on that Dealing Day. If an application for redemption of Shares is received by the Administrator after the Dealing Deadline for a Dealing Day then the application will be held over until the next Dealing Day provided that the Directors may in the event of system failure which is beyond the reasonable control of the Company or events of natural disaster and after taking into account the interest of other Shareholders of the relevant Sub-Fund, exercise their discretion to accept a redemption request in respect of a Dealing Day which is received after the Dealing Deadline if it is received prior to the Valuation Point relating to that Dealing Day.

The redemption procedures (including cut-off times) may vary depending upon the Authorised Distributor through whom an investor chooses to redeem Shares. Investors should consult the relevant Authorised Distributor before placing redemption orders in any Sub-Fund.

**Payment of Redemption Proceeds**

Redemption proceeds will normally be paid by direct transfer or telegraphic transfer in the Base Currency of the relevant Sub-Fund or the Class Currency of the relevant Class of Shares to the pre-designated bank account of the Shareholder (at the Shareholder's risk and expense). No third party payments will be permitted. Any bank charges associated with the payment of such redemption proceeds will be borne by the redeeming Shareholder.

Unless otherwise specified in the relevant Appendix relating to a Sub-Fund and subject to the approval of the Directors, and to applicable limits on foreign exchange, redemption proceeds can be paid in a currency other than the relevant Base Currency or Class Currency. Redemption proceeds may be paid in a currency other than the relevant Base Currency or Class Currency if so requested by the relevant redeeming Shareholders and agreed by the Directors. In addition, the Directors may, without the consent of the relevant redeeming Shareholder, pay redemption proceeds in a currency other than the relevant Class Currency if due to any foreign exchange control or restriction or regulatory requirement or policy, the relevant Class Currency is not available or not sufficient for payment of the redemption proceeds.

Where redemption proceeds are paid in a currency other than the relevant Base Currency or Class Currency, they will be converted from the relevant Base Currency or Class Currency at the cost of the relevant redeeming Shareholders. Any conversion from the relevant Base Currency or Class Currency, will be at the prevailing market rate (whether official or otherwise) which the Manager deems appropriate in the circumstances having regard to any premium or discount which may be relevant and to costs of exchange. The cost of currency conversion (including but not limited to any bank charges and charges for telegraphic transfer) will be deducted from the redemption proceeds. Conversion of currency may be made at a premium or discount in exceptional circumstances such as where there is a huge fluctuation in the exchange rate. Save for any liability imposed under the laws of Hong Kong or for breach of trust through fraud or negligence of the relevant party, none of the Company, the Manager, the Administrator, the Custodian or their respective agents or delegates will be liable to any Shareholder or any person for any loss suffered by such Shareholder arising from such currency conversion.

Redemption proceeds will be paid as soon as practicable (normally within 3 Business Days) but in any event not exceeding one calendar month after the later of (i) the relevant Dealing Day and (ii) the day on which the Administrator receives the duly completed Redemption Form and such other documents and information as the Directors, the Manager, the Custodian, the Administrator and/or the Transfer Agent may reasonably require, unless the market(s) in which a substantial portion of investments of the relevant Sub-Fund is made is subject to legal or regulatory requirements (such as foreign currency controls) thus rendering the payment of the redemption proceeds within the aforesaid time period not practicable. In such case, payment of redemption proceeds may be deferred, but the extended time frame for payment should reflect the additional time needed in light of the specific circumstances in the relevant market(s).

The Company may, in its absolute discretion, delay payment to the Shareholder until (a) the Redemption Form duly signed by the Shareholder has been received by or on behalf of the Company; (b) where redemption proceeds are to be paid by telegraphic transfer, the signature of the Shareholder (or each joint Shareholder) on the Redemption Form has been verified to the satisfaction of the Company (or its duly authorised agents); and (c) the Shareholder has produced all documents or information required by the Company or its duly authorised agents for the purpose of verification of identity or that are necessary to ensure compliance with applicable laws and regulations, including anti-money laundering law or regulation.

The Company may refuse to make a redemption payment to a Shareholder if the Company suspects or is advised that (i) such payment may result in a breach or violation of any laws or regulations, including anti-money laundering law or regulation, by any person in any relevant jurisdiction; or (ii) such refusal is necessary or appropriate to ensure compliance by the Company, the Manager, the Administrator, the Custodian or other service providers with any such laws or regulations in any relevant jurisdiction.

The Company may also withhold such amounts as are required by the laws of any relevant jurisdiction. If the Company is required or entitled by any applicable laws, regulations, direction or guidance, or by any agreement with any tax or fiscal authority to make withholdings from any redemption proceeds payable to the Shareholder, the amount of such withholdings shall be deducted from the redemption proceeds otherwise payable to such person.

Save for any liability imposed under the laws of Hong Kong or for breach of trust through fraud or negligence of the Company, the Custodian or the Manager, neither the Company, the Manager nor the Custodian nor their agents shall be liable for any loss caused by any refusal or delay in making payment as a result of delay in receipt of proceeds of realisation of the investments of the relevant Sub-Fund.

**Restrictions on Redemption and Compulsory Redemption of Shares**

Please refer to the sub-sections headed "***Restrictions on redemption***" and "***Compulsory redemption of Shares***" under "***General Information***" of the Prospectus for circumstances under which the Manager may defer redemption requests received on any Dealing Day and under which the Directors may effect compulsory redemption of Shares respectively.

**Redemption of Tokenized Shares**

Unless otherwise more specifically provided herein, the procedures regarding the redemption of Shares described under this Schedule 5 will apply to the redemption of tokenized Shares directly and/or in the form of Tokens. Investor should refer to Schedule 6 for further details of tokenization of unlisted classes of shares.

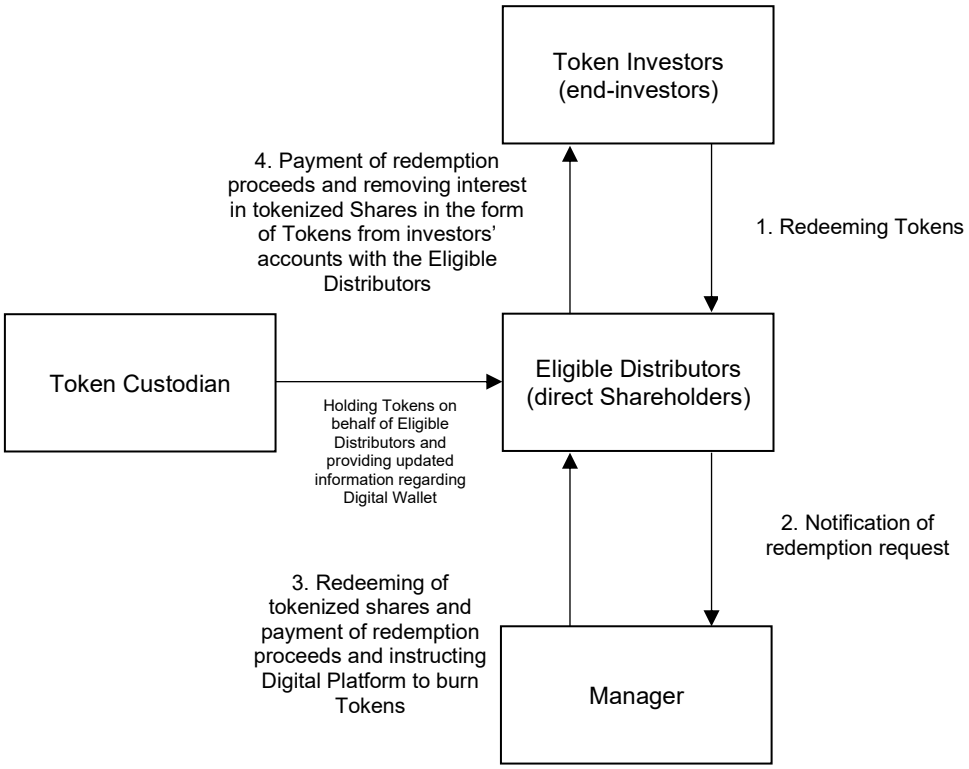
End-investors can redeem tokenized Shares in the form of Tokens by submitting a redemption request via their respective Eligible Distributors (e.g. through an Eligible Distributor's web portal or application progamming interface or other means as the case may be) which is holding the relevant Tokens as nominee on behalf of such end-investors within the relevant Digital Wallets.

For any redemption to be dealt with on a particular Dealing Day, redemption requests of tokenized Shares must be forwarded to, and received by, the Administrator (via an Eligible Distributor) by no later than the relevant Dealing Deadline. Investors should confirm the relevant cut-off times with their Eligible Distributor(s). Redemption requests received after such time will be deemed to have been received on the next Dealing Day and will be dealt with accordingly.

Upon confirmation of the redemption, the Digital Platform will automatically run the tokenization process until the Tokens representing the number of tokenized Shares redeemed by the investor have been burned. The burnt Token(s) will be removed from the Eligible Distributors' Digital Wallet. The relevant Eligible Distributor will receive the updated information regarding the Digital Wallet, which will be communicated to the relevant end-investors, and the interests in the corresponding tokenized Shares in an end-investor's trading and custody account with the Eligible Distributor will be removed accordingly. Then, the relevant redemption proceeds will be paid in the currency of the relevant tokenized Shares within one Business Day after the relevant Dealing Day to the relevant Eligible Distributor (or its nominee)'s account, after which the redemption proceeds will be normally transferred to the respective end-investors' Settlement Accounts with their Eligible Distributor(s) within one Business Day after such Eligible Distributor(s) has received such redemption proceeds, subject to the transferal arrangement between the investor and their Eligible Distributor(s). Under extreme market conditions, payment of end-investors' redemption proceeds may be delayed, but in any event redemption proceeds will be paid within one calendar month from the day on which the Administrator has received a properly documented redemption request.

The contract note reflecting the confirmation will be uploaded to the Digital Platform (which can be accessed by end-investors through an Eligible Distributor's web portal or application progamming interface or other means as the case may be) no later than two Business Days after the Relevant Dealing Day.

The following illustrates the process of redemption of tokenized Shares and burning of corresponding Tokens by end-investors.



## CONVERSION OF UNLISTED CLASSES OF SHARES

### Conversion of Shares

Unless otherwise specified in the relevant Appendix, Shareholders shall be entitled (subject to such limitations as the Directors may impose) to convert all or part of their Shares of any Class relating to a Sub-Fund (the "**Existing Class**") into Shares of any other Class in the same Sub-Fund or into Shares of another Sub-Fund (the "**New Class**") available for subscription or conversion provided that no Shares may be converted if to do so would result in a holding of less than the minimum holding of Shares of the Existing Class or the New Class. Unless the Directors otherwise agree, Shares of a Class can only be converted into Shares of a Class with substantially the same features as the Class from which the Shareholder wishes to convert.

A request for conversion will not be effected if as a result the relevant Shareholder would hold less than the Minimum Holding Amount of the Existing Class or the New Class, or is prohibited from holding Shares of the New Class.

In addition, specific limitations or restrictions may apply when a Shareholder intends to convert his or her Shares into another Class or Sub-Fund. The relevant limitations or restrictions (if any) will be set out in the Appendix for the relevant Sub-Fund.

### Conversion Fee

A Conversion Fee may be charged by the Manager (as delegated by the Directors) in respect of each Share of the New Class to be issued upon such conversion, calculated as a percentage of:

(i) the Issue Price per Share of the New Class as at the Valuation Point on the Valuation Day at which the Issue Price of such Shares is ascertained; or

(ii) the total amount being converted into,

as the Manager may at its discretion determine.

The maximum and current rates of Conversion Fee (if any) and the manner in which it will be imposed are specified in the relevant Appendix. For the avoidance of doubt, a lower maximum rate of Conversion Fee may be imposed in relation to the conversion of Shares of a Sub-Fund as compared to other Sub-Funds and also in relation to different Classes of Shares of a Sub-Fund.

The Conversion Fee shall be deducted from the amount reinvested into the Sub-Fund relating to Shares of the New Class and shall be retained by or paid to the Manager, its agents or delegates for their own absolute use and benefit.

Where the Conversion Fee is levied pursuant to paragraph (i) above, Shares of the Existing Class will be converted into Shares of the New Class in accordance (or as nearly as may be in accordance) with the following formula:

$$N = \frac{(E \times R \times F)}{S + CF}$$

Where the Conversion Fee is levied pursuant to paragraph (ii) above, Shares of the Existing Class will be converted into Shares of the New Class in accordance (or as nearly as may be in accordance) with the following formula:

$$N = \frac{(E \times R \times F - CF)}{S}$$

Where in either case:

**N** is the number of Shares of the New Class to be issued, provided that amounts lower than the smallest fraction of a Share of the New Class shall be ignored and shall be retained by the Sub-Fund relating to the New Class.

**E** is the number of Shares of the Existing Class to be converted.

**F** is the currency conversion factor determined by the Directors (as delegated to the Manager) for the relevant Dealing Day of the New Class as representing the effective rate of exchange between the Class Currency of Shares of the Existing Class and the Class Currency of Shares of the New Class.

**R** is the Redemption Price (less Redemption Charge if applicable) per Share of the Existing Class applicable on the relevant Dealing Day.

**S** is the Issue Price per Share for the New Class applicable on the Dealing Day for the New Class on which the conversion is to be effected PROVIDED THAT where the issue of Shares of the New Class is subject to the satisfaction of any conditions precedent to such issue then S shall be the Issue Price per Share of the New Class applicable on the first Dealing Day for the New Class falling on or after the satisfaction of such conditions.

**CF** is a Conversion Fee (if any).

If there is, at any time during the period from the time as at which the Redemption Price per Share of the Existing Class is calculated up to the time at which any necessary transfer of funds from the Sub-Fund to which the Existing Class relates ("**Original Sub-Fund**") to the Sub-Fund to which the New Class relates takes place, a devaluation or depreciation of any currency in which any investment of the Original Sub-Fund is denominated or normally traded, the Redemption Price may be reduced as the Manager consider appropriate to take account of the effect of that devaluation or depreciation and in such event the number of Shares of the New Class to be allotted to any relevant Shareholder shall be recalculated in accordance with the relevant formula set out above as if that reduced Redemption Price had been the Redemption Price ruling for redemptions of Shares of the Existing Class on the relevant Dealing Day.

**Conversion Procedures**

Applications for conversion of Shares may be made to the Administrator (copy to the Manager) by completing the Conversion Form and sending it by post, by email or by facsimile to the Administrator at the business address, mailed to the designated email address or facsimile number on the Conversion Form or by such other means, including by electronic transmission, as may be permitted by the Directors (where such means are in accordance with the SFC's requirements) provided that, if so requested by the Administrator, the originals shall follow promptly, or may be given to Authorised Distributor(s) for onward transmission to the Administrator. The Conversion Form is available from the Transfer Agent and/or the Authorised Distributor(s).

Conversion Forms or electronic instructions which are received by the Administrator by the Dealing Deadline applicable to the Existing Class or such later time as the Directors may think fit on a Dealing Day (but prior to the Valuation Point relating to the relevant Dealing Day) in relation to such Existing Class will be dealt with on that Dealing Day and Conversion Forms or electronic instructions received after such time will be dealt with on the following Dealing Day in relation to such Existing Class. Conversion Forms or electronic instructions may not be withdrawn without the consent of the Directors.

Depending on the Valuation Point of the relevant Sub-Fund and the time required to remit the conversion money, the day on which investments are converted into the New Class may be later than the day on which investments in the Existing Class are converted out or the day on which the instruction to convert is given.

**Restrictions on Conversion**

Shares shall not be converted during any period when the determination of the Net Asset Value of any relevant Sub-Fund is suspended (for further details see "***Valuation and suspension - Suspension***" of the Prospectus) or when the Directors determine, that subscriptions for Shares of the New Class or redemptions of Shares of the Existing Class are closed.

# SCHEDULE 6 – TOKENIZATION OF UNLISTED CLASSES OF SHARES

## Tokenization and offering of Shares

Standard Chartered Bank (Hong Kong) Limited, the Administrator of the Company, has been appointed as the tokenization agent and digital platform operator of the Company. The Administrator utilizes its tokenization function within its company group to tokenize Shares of the Company as a digital asset. Standard Chartered Bank (Hong Kong) Limited has adopted a distributed ledger technology (consisting of Ethereum smart contracts as primary blockchain) to create an in-house permissioned digital platform through Libeara ("**Digital Platform**") on which:

(i) direct Shareholders' (including Eligible Distributors that may act as nominees of end-investors) ownership of tokenized Shares will be recorded and represented in the form of digital tokens ("**Tokens**"), whereby one Token (or a fraction thereof) represents one tokenized Share (or such fraction thereof);

(ii) basic information and key facts of a Sub-Fund, including, but not limited to, the investment objective, Net Asset Value per Share, performance information, offering documents, announcement and notices, will be uploaded by the Administrator as delegated/authorized by the Manager and made available to direct Shareholders; and

(iii) transaction data relating to the subscription and redemption of tokenized Shares (e.g. subscription and/or redemption amount and Shares, and payment records of subscription amount etc.) will be uploaded by the Administrator for validation and processing by the Manager.

Libeara is a wholly owned subsidiary of Standard Chartered PLC. The Libeara platform enables organisations to efficiently create, issue, and manage real-world assets on-chain. Additionally, Libeara operates under the oversight and risk/governance frameworks of Standard Chartered PLC's technology and internal control system requirements.

Retail investors may only subscribe for, or redeem, tokenized Shares in the form of Tokens via Eligible Distributors and there is no trading on any secondary markets. An Eligible Distributor will act as a nominee of investors who invest in the tokenized Shares through such Eligible Distributor (herein referred to as "**end-investors**"). To this extent, the blockchains utilized by the Digital Platform serve as ledgers recording the share ownership of Eligible Distributors who pool the assets of end-investors to invest in the tokenized Shares. Ownership of tokenized Shares by the end-investors is recorded on the off-chain register in a book-entry form owned and maintained by each respective Eligible Distributor.

Once minted, the Tokens are held in the custody of Token Custodian in Eligible Distributors' wallet on behalf of their end-investors, who will receive the corresponding updated information regarding the wallet. The Eligible Distributors will also communicate such information to the relevant end-investors in the manner as agreed between the end-investors and their Eligible Distributors, which will be reflected in their trading and custody account with their Eligible Distributors.

Eligible Distributors may operate and maintain application programmes, platforms or systems which are separate from, but compatible with the Digital Platform. End-investors may access the information on the Digital Platform as set out in (ii) above through such application programmes, platforms or systems operated by their relevant Eligible Distributors.

The following illustrates the aforementioned tokenization arrangement.

The Manager, as the product provider of the Company and its Sub-Funds, remains ultimately responsible for the management and operational soundness of the tokenization arrangement adopted and the record keeping of ownership, notwithstanding outsourcing to the Administrator, and ensuring the tokenization arrangement is operationally compatible with the service providers involved.

## Use of Blockchain

The tokenization process described in the preceding section involves the use of blockchain technology. A blockchain is a distributed ledger that records transactions between two parties that are linked with the use of cryptography. Each entry to the blockchain representing a transaction is called a "block" and each block contains information of the previous block, thereby linking the blocks together forming a "chain". Transactions on the blockchain are verified and authenticated by computers on the network that receive, propagate, verify and execute transactions. Consequently, blockchain transactions are irreversible in that any given block cannot be altered retroactively without altering all subsequent blocks. The use of blockchain technology for recordkeeping of, and facilitation of dealing in, investment funds is relatively novel and still evolving.

The Manager and the Administrator maintain the official record of ownership of tokenized Shares through an integrated recordkeeping system with records in book-entry form (i.e. the off-chain register of direct Shareholders, including Eligible Distributors that may act as nominees of end-investors) at the Sub-Fund-level and digital representations of the tokenized Shares on the relevant blockchain on the Digital Platform to the distributor-level. Each Eligible Distributor owns and maintains for its end-investors (i) the record of ownership of tokenized Shares; (ii) the transactions record, on off-chain register, of which the Manager or the Administrator has no visibility.

The Digital Platform is a permissioned system where the recording of Share ownership in the form of Tokens is under the unilateral control of the Manager and the Administrator. This is in contrast to permissionless systems which lack access controls and other restrictions and whereby digital assets are issued in a decentralised manner under no one entity's control. To create and maintain this permissioned structure on public blockchains, the Administrator registers and associates each blockchain wallet with relevant personal identifying information which is maintained in an off-chain registry (i.e., a separate database that is not available to the public and is used to satisfy relevant laws and regulations). Permission is granted only to registered wallets, sometimes referred to as "whitelisting", thereby restricting the ability to transact in tokenized Shares and Tokens to preapproved participants. Smart contracts are deployed as part of the operational framework to enforce compliance with the Administrator's policies and procedures. Please refer to the sub-section "***Restrictions and controls on Dealing in Tokenized Shares on Primary Market***" of this Schedule 6 below for further details. In this manner, this permissioned system prevents transactions between unknown persons or unknown blockchain wallets, even though blockchain infrastructure itself remains permissionless.

Notwithstanding the use of distributed ledger technology (in that the transaction data of tokenized Shares are recorded on-chain), the settlement finality (i.e. the point where a transaction is considered as finally settled) is off-chain in that, cash settlement for the subscription of tokenized Shares is performed off-chain, and tokenized Shares (as represented by the Tokens) are issued in registered form and recorded in the register of Shareholders maintained by the Administrator and independently verified by the Manager off-chain, which constitute the official record of ownership of Shares. The record of ownership of tokenized Shares is under the full and complete control of the Administrator and the Manager.

The Administrator will reconcile book-entry and blockchain transactions on at least a daily basis, as triggered by a transaction. Reconciliation involves maintaining a matching book-entry register of direct Shareholders (i.e., of number of tokenized Shares) and blockchain record of Tokens representing tokenized Shares on the Digital Platform (i.e., of number of Tokens) regarding tokenized Shares in circulation, and the ownership of the tokenized Shares by direct Shareholders and Tokens at any given times. Where discrepancy exists between the register of direct Shareholders and the record on the Digital Platform, reference will be made to the records in the former for any changes to the record on Digital Platform. The Manager will perform an independent verification on the book-entry register of direct Shareholders based on a report which shows the number of Tokens being held by each digital custody account on the Digital Platform.

The Administrator and the Manager, after consultation with the Custodian, maintains controls to correct errors or unauthorized transactions on the Digital Platform by adding additional instructions

to rectify the error or unauthorized transaction (i.e. the prior transaction on the blockchain would not be deleted, although the blockchain would be appended with the correct transactional history). Shares issued by the Company are in registered form and not bearer form. The recording of Share ownership in the form of Tokens will not affect a Sub-Fund's investments.

A blockchain network may experience a "fork" (i.e., "split") of the network, which would result in the existence of two or more versions of the blockchain network running in parallel, but with each version's native asset lacking interchangeability, potentially competing with each other for users and other participants. Where a fork occurs in one of the blockchain networks used by the Digital Platform, the Manager, in consultation with the Custodian and the Administrator, will determine which of the resulting blockchain networks will continue to be used and which will be discontinued.

In order to facilitate the use of blockchain technology, direct Shareholders of tokenized Shares must have a "blockchain wallet" (please refer to "**Digital Wallet**" as defined under the heading "**Subscription of Tokenized Shares**" under "**Subscription of Unlisted Classes of Shares – Subscription of Shares**" in Schedule 5 to the Prospectus). Generally, a blockchain wallet is a software application that stores a user's "private key" and related digital assets and is used to facilitate the transfer of assets on a blockchain. A private key will enable a user to send and authenticate instructions to, and update, a blockchain.

All fees and expenses associated with the tokenization (including gas fees for validation of a transaction of the blockchain) and the use of blockchain technology (including payments in the form of the native digital asset of any blockchain(s)), collectively referred to as "**tokenization fee**", will be borne by the Sub-Fund. For further information on the fees and expenses associated with the tokenization and offering of tokenized Shares, please refer to the Appendix of the relevant Sub-Fund.

## Dealing of Tokenized Shares

There is no trading of tokenized Shares on any secondary markets.

Please refer to the details of subscription and redemption in tokenized Shares and the minting and burning of Tokens under the heading "***Subscription of Tokenized Shares***" of the section headed "***Subscription of Shares***" and the heading "***Redemption of Tokenized Shares***" under "***Subscription of Unlisted Classes of Shares – Redemption of Shares***" in Schedule 5 to the Prospectus respectively.

Conversion in or out of tokenized Shares of a Class of a Sub-Fund is not permitted.

## Review and Audit

The Manager conducts yearly performance review and due diligence refresh on the Administrator, as tokenization agent, to monitor the measures it has put in place to manage and mitigate cybersecurity risks, data privacy, system outages and recovery. The Tokenization Agent has also engaged third parties to perform smart contract audits on smart contracts utilised by the Digital Platform for the Sub-Funds to ensure the highest standards of cybersecurity robustness. Smart contract audits will take place regularly and minimally on an annual basis and upon every major release on the Digital Platform.

## Business Continuity Plans

The following business continuity arrangements and measures have been put in place in respect of the distributed ledger technology-related events:

- In case of failure of the Digital Wallet provider, all private keys for mainnet Digital Wallets are backed-up on hardware devices which are disconnected from the internet and any form of wireless communication, allowing for restoration of Digital Wallets.

- In case of failure of an on-chain function that tracks and responds to on-chain events, while automated on-chain actions may fail, tokens can be re-created based on the off-chain register if

necessary.

- In case of fork or network split, the Manager and the Administrator will evaluate the fork's impact, identifying which chain to adopt for continued operations. The Digital Platform can quickly integrate with blockchains compatible with the Ethereum Virtual Machine, which is a decentralised computation engine that executes smart contracts on the Ethereum network.

- In case of Denial of Service (i.e. a situation where a system, network, or service is unavailable to its intended users due to an attack or disruption) cyberattacks or data centre failure:

    - Kubernetes Service, which is an abstraction layer that provides a stable network endpoint by grouping IP addresses, is configured with high availability
    - Critical cloud infrastructure for the tokenization arrangement is configured with redundancies (i.e. deploying multiple resources, instances, or backups)
    - Failover (i.e. switching to a redundant or standby server, network, system or component) will take place within recovery time objective (i.e. the maximum acceptable amount of time for restoring service and/or regaining access to data) of 24 hours, with a recovery point objective (i.e. the maximum amount of data loss tolerated, measured by time) of 24 hours

In case the existing Tokenization Agent ceases to or is no longer able to provide the tokenization service, the Manager will appoint as soon as possible another service provider who is assessed to be eligible and has capability to support fund tokenization on-chain infrastructure. If replacement is decided and to be implemented, the Manager will discuss with the existing Tokenization Agent with an aim to design tokenized fund infrastructure with interoperability to ensures tokenized assets, smart contracts, and associated data can be migrated to an alternative provider with minimal disruption. All critical on-chain and off-chain data associated with the Sub-Fund will be securely backed up. It includes maintaining a comprehensive and regularly updated record of transaction history (on a daily basis), token ownership, and other vital information to preserve the continuity of operations.

## Restrictions and controls on Dealing in Tokenized Shares on Primary Market

Certain restrictions and controls have been implemented in respect of dealing in tokenized Shares on primary market which fall into two main categories: (i) whitelisting and (ii) two-level approval process.

*Whitelisting*

Through the administration portal feature of the Digital Platform, the Administrator can control the whitelisting status of direct Shareholders. Only direct Shareholders who have passed anti-money laundering and know-your-customer checks will be added to the whitelist and only direct Shareholders on the whitelist can receive Tokens.

*Two-level approval process*

The smart contracts utilized by the Digital Platform enforces tailored role-based access control ensuring that only authorised users can execute specific actions within the smart contracts to safeguard a Sub-Fund's operations.

The Digital Platform's smart contracts facilitate and control the movements of all Tokens. With transaction authorisation policies, access to these smart contracts are controlled allowing for a two-level approval process for key actions such as minting and burning of Tokens.

All transactions involving the Tokens must be instructed or confirmed by the Manager and carried out by the Administrator based on the Manager's instruction or confirmation, ensuring that unauthorised transfers will not take place.

## Restrictions on Trading of Tokenized Shares on Secondary Markets and peer-to-peer transfer

While tokenized Shares may be offered on virtual asset trading platform(s) in the form of Tokens, there is no peer-to-peer transfer or trading on any secondary markets.

# APPENDIX 1 – ChinaAMC HKD Digital Money Market Fund

*This Appendix (which forms part of, and should be read together with the rest of, the Prospectus) relates to the ChinaAMC HKD Digital Money Market Fund ("**Sub-Fund**"), a sub-fund of the Company.*

*This is an active exchange traded fund.*

*Investors should note that this Sub-Fund has both Listed Class of Shares and Unlisted Classes of Shares. For the Unlisted Classes of Shares, the Sub-Fund offers Tokenized Classes of Shares only. Please refer to the sections relevant to your intended holding of Shares.*

## KEY INFORMATION

Set out below is a summary of key information in respect of this Sub-Fund which should be read together with the full text of this Appendix and this Prospectus.

*Key information applicable to both Listed Class of Shares and Unlisted Classes of Shares*

| | |
|---|---|
| **Investment Objective and Policies** | Please refer to "***Investment Considerations***" below |
| **Distribution Policy** | No distribution is intended to be made. Therefore, any net income and net realised capital gains attributable to Shares will be reflected in their respective Net Asset Value. |
| **Base Currency** | Hong Kong dollars (HKD) |
| **Dealing Day** | Each Business Day |
| **Financial Year End** | 31 December (The first annual report for the Sub-Fund will be published for the financial year ending 31 December 2025 and the first half-yearly unaudited report will be published for the half year ending 30 June 2025) |
| **Website** | www.chinaamc.com.hk (this website has not been reviewed by the SFC) |

*Key information applicable to Listed Class of Shares only*

| | |
|---|---|
| **Initial Issue Date** | 27 November 2025 (the Business Day immediately before the Listing Date) |
| **Listing Date (SEHK)** | 28 November 2025 |
| **Subscription Value during the Initial Offer Period** | HKD 1,000 |
| **Exchange Listing** | SEHK – Main Board |
| **Stock Code** | 3471 |
| **Short Stock Name** | A CAM HKDTMMF |
| **Trading Board Lot Size** | 1 Share |

| | |
|---|---|
| **Trading Currency** | Hong Kong dollars (HKD) |
| **Dealing Deadline** | 4:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day |
| **Management Fee** | Currently 0.15% per annum of the Net Asset Value |
| **Custodian Fee** | Currently 0.0625% per annum of the Net Asset Value |
| **Creation / Redemption Policy** | Cash (HKD only) |
| **Application Share Size (only by or through Participating Dealers)** | Minimum 500 Shares (or multiples thereof) or such other number of Shares as the Manager may determine and approved by the Custodian |
| **Listing Agent** | Altus Capital Limited |
| **Market Makers** | Please refer to the Sub-Fund's website set out above and the website of the HKEX for the latest lists of market makers. |
| **Participating Dealers** | Please refer to the Sub-Fund's website set out above for the latest lists of participating dealers. |
| **Service Agent** | HK Conversion Agency Services Limited |

*Key information applicable to Unlisted Classes of Shares only*

| | |
|---|---|
| **Unlisted Classes of Shares Offered** | Class A HKD<br>Class B HKD<br>Class I HKD<br>Class F HKD<br>Class A USD<br>Class I USD<br>Class B USD<br>Class F USD<br>Class A USD (Hedged)<br>Class I USD (Hedged)<br>Class B USD (Hedged)<br>Class F USD (Hedged)<br>Class A RMB<br>Class I RMB<br>Class B RMB<br>Class F RMB<br>Class A RMB (Hedged)<br>Class I RMB (Hedged) |

| | |
|---|---|
| | Class B RMB (Hedged)<br>Class F RMB (Hedged) |
| **Minimum Initial Subscription Amount / Minimum Subsequent Subscription Amount** | Class A HKD: HKD 10<br>Class B HKD: HKD 1<br>Class I HKD: HKD 10,000<br>Class F HKD: N/A<br>Class A USD: USD 1<br>Class I USD: USD 1,000<br>Class B USD: USD 0.1<br>Class F USD: N/A<br>Class A USD (Hedged): USD 1<br>Class I USD (Hedged): USD 1,000<br>Class B USD (Hedged): USD 0.1<br>Class F USD (Hedged): N/A<br>Class A RMB: RMB 10<br>Class I RMB: RMB 10,000<br>Class B RMB: RMB 1<br>Class F RMB: N/A<br>Class A RMB (Hedged): RMB 10<br>Class I RMB (Hedged): RMB 10,000<br>Class B RMB (Hedged): RMB 1<br>Class F RMB (Hedged): N/A |
| **Dealing Deadline** | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day by which an application for subscription or a redemption or conversion request in respect of the Sub-Fund or a Class of Shares must be received or such other time or on such other Business Day or day as the Directors may from time to time determine generally or in relation to any particular jurisdiction in which Shares of the Sub-Fund or the relevant Class may from time to time be sold |
| **Management Fee** | Class A: Currently 0.15% of the Net Asset Value of the relevant Class per annum<br>Class I: Currently 0.05% of the Net Asset Value of the relevant Class per annum<br>Class F: Currently 0.60% of the Net Asset Value of the relevant Class per annum<br>Class B: Currently 0.40% of the Net Asset Value of the relevant Class per annum |
| **Custodian Fee** | Currently 0.0625% per annum of the Net Asset Value of the Sub-Fund and subject to a minimum monthly fee of USD 4,200 |

| | |
|---|---|
| **Tokenization Fee** | 0.055% per annum of the Net Asset Value of the Sub-Fund |
| **Subscription / Redemption Policy** | Cash (in the Class Currency of the relevant Class) |
| **Eligible Distributor** | OSL Digital Securities Limited<br>Solomon JFZ (Asia) Holdings Limited<br>And any other distributors as appointed by the Manager from time to time. Please refer to the Manager's website at www.chinaamc.com.hk for the latest list of Eligible Distributors. |

*Key similarities and differences between Listed Class of Shares and Unlisted Classes of Shares*

| | |
|---|---|
| **Investment Objective and Policies** | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to "***Investment Considerations***" of this Appendix. |
| **Valuation Policy** | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to "***Valuation and Suspension***" of the Prospectus. |
| **Dealing Arrangements** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.<br>Investors should note that the minimum amounts for creation (in the case of Listed Class of Shares) / subscription (in the case of Unlisted Classes of Shares) and redemption in respect of Listed and Unlisted Classes of Shares are different.<br>Investors should also note that while the dealing frequency and the definition of "Dealing Day" in respect of Listed Class of Shares and Unlisted Classes are the same, the applicable dealing procedures and timing with the relevant Participating Dealer (in the case of Listed Class of Shares) and an Eligible Distributor (if applicable, in the case of Unlisted Classes of Shares) may be different. Investors should check with the relevant Participating Dealer or Eligible Distributor for the applicable dealing procedures and timing.<br>In respect of the Listed Class of Shares:<br>- the dealing deadline for a Creation Application or Redemption Application is 4:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day, or such other date or time as the Manager may determine;<br>- a secondary market investor can buy and sell the Listed Class of Shares on the SEHK through his stockbroker at any time the SEHK is open. Investors can buy or sell the Listed Class of Shares at market price;<br>- the Creation Application or Redemption Application for Listed Class of Shares received after 4:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day will be deemed to have been received on the next |

| | |
|---|---|
| | Dealing Day.<br><br>In respect of the Unlisted Classes of Shares:<br><br>- the Dealing Deadline currently is 11:00 a.m. (Hong Kong time) on each Dealing Day. Investors can buy or sell the Unlisted Classes of Shares at the Net Asset Value of the relevant Unlisted Classes of Shares. Applicants may apply for Unlisted Classes of Shares through an Eligible Distributor appointed by the Manager. Eligible Distributors may have different dealing procedures, including earlier cut-off times for receipt of applications and/or cleared funds. Applicants who intend to apply for Unlisted Classes of Shares through an Eligible Distributor should therefore consult the Eligible Distributor for details of the relevant dealing procedures;<br><br>- the subscription application or redemption requests for Unlisted Classes of Shares submitted after 11:00 a.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.<br><br>Please refer to Schedule 4 and Schedule 5 to the Prospectus for details of the dealing arrangements of Listed Class of Shares and Unlisted Classes of Shares respectively. |
| **Dealing Frequency** | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day. |
| **Valuation Day** | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day on which the Net Asset Value of the Sub-Fund and/or the Net Asset Value of a Share or a Class of Share of the Sub-Fund falls to be calculated and in relation to each Dealing Day of any Class or Classes of Shares means either such Dealing Day or such other Business Day or day as the Directors may from time to time determine, either generally or in relation to a particular Class of Shares |
| **Valuation Point** | Same for both Listed Class of Shares and Unlisted Classes of Shares – 11:00 a.m. (Hong Kong time) on each Valuation Day, or such other time on each Valuation Day or such other Business Day as the Directors may determine from time to time after consultation with the Custodian |
| **Fee Structure** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.<br><br>Both classes of Shares are subject to Management Fee and Custodian Fee.<br><br>An investment in the Listed Class of Shares in the secondary market is subject to fees involved in relation to the trading of such Shares on the SEHK (such as the Service Agent's fee, transaction costs, brokerage fee, transaction levy, trading fee etc.).<br><br>An investment in the Unlisted Classes of Shares may be subject to the payment of Subscription Charges and Redemption Charges. |

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| | Please refer to "***Fees and Expenses***" of the Prospectus and this Appendix respectively. |
| **Investment return / Net Asset Value** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares due to various factors, including but not limited to the different fee structures applicable to each class of Shares, different dealing arrangements (i.e. Listed Class of Shares can be bought and sold at market price whereas Unlisted Classes of Shares are bought and sold at Net Asset Value) and costs (such as Transaction Fee and Duties and Charges in respect of creation and redemption of Listed Class of Shares in the primary market and fees payable in respect of trading of Listed Class of Shares in the secondary market), stamp duty. Accordingly, the performance of the different classes of Shares will be different.<br><br>There is a separate Net Asset Value for each class of Shares. The Custodian does allow each class of Shares to have its own Net Asset Value (i.e. one Net Asset Value for one class of Shares).<br><br>Please refer to the "Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares" under "***Risk Factors***" of the Prospectus. |
| **Termination** | Due to the nature of the listing of the Listed Class of Shares, the termination procedures applicable to the Listed Class of Shares and Unlisted Classes of Shares may differ. Please refer to "***General Information – Termination of the Company, a Sub-Fund or a Class***" of the Prospectus for further details. |

## PRINCIPAL TERMS

### INVESTMENT CONSIDERATIONS

**Investment objective**

The Sub-Fund's objective is to invest in short-term deposits and high quality money market instruments to achieve long-term return in Hong Kong Dollars in line with prevailing money market rates, with primary considerations of both capital security and liquidity. There can be no assurance that the Sub-Fund will achieve its investment objective.

**Investment policies**

Primary Investment – Short-term Deposits and High Quality Money Market Instruments

The Sub-Fund seeks to achieve its objective by investing not less than 70% of its Net Asset Value in HKD-denominated and settled short-term deposits, high quality money market instruments of varying maturities issued by governments, quasi-governments, international organizations, and financial institutions globally and such other securities as permitted by the SFC's Code on Unit Trusts and Mutual Funds (the "**Code**").

The Sub-Fund will maintain a portfolio with weighted average maturity not exceeding 60 days and a weighted average life not exceeding 120 days and will not purchase an instrument with a remaining maturity of more than 397 days, or two years in the case of Government and other Public Securities.

The short-term deposits and high quality money market instruments that the Sub-Fund invests in may include but are not limited to fixed income and debt securities, government bills, certificates of deposit, commercial papers, fixed and floating rate short-term notes and bankers' acceptances. In assessing whether a money market instrument is of high quality, at a minimum, the credit quality and the liquidity profile of the money market instruments must be considered.

The Manager will assess credit risks of instruments based on quantitative and qualitative fundamentals, including without limitation the issuer's credit indicators in leverage and coverage, profitability, cash flow and liquidity, firm's competitive position and shareholding structure. The Manager may also consider the issuer's external financial support in such credit risk assessment.

The Manager will assess the liquidity profile of instruments based on, amongst other factors, time to cash, external liquidity classification, liquidation horizon, daily trading volume, price volatility and bid-ask spread of such instruments. Only instruments with sufficient liquidity will be included in the portfolio of the Sub-Fund.

The aggregate value of the Sub-Fund's holding of instruments and deposits issued by a single entity will not exceed 10% of its total Net Asset Value except: (i) where the entity is a substantial financial institution and the total amount does not exceed 10% of the entity's share capital and non-distributable capital reserves, the limit may be increased to 25%; or (ii) in the case of Government and other Public Securities, up to 30% may be invested in the same issue; or (iii) in respect of any deposit of less than USD1,000,000, where the Sub-Fund cannot otherwise diversify as a result of its size.

The Sub-Fund does not intend to invest more than 30% of its Net Asset Value in any single country or region (including emerging markets in aggregate), other than Greater China (comprising Mainland China, Hong Kong, Macau and Taiwan). The Sub-Fund may invest in aggregate up to 100% of its Net Asset Value in Greater China, subject to the limitation set out in the sub-section headed "Mainland China Exposure" below.

Credit Rating

The Sub-Fund will only invest in high quality short-term or short-term remaining maturity fixed income and debt securities (including money market instruments) rated investment grade or above or fixed income and debt instruments with issuers/guarantors of investment grade rating or above if the instrument itself does not have a credit rating. For split credit ratings between different credit rating agencies, the highest credit rating shall apply.

- Short-term fixed income and debt securities are considered investment grade if their credit ratings or the credit ratings of their issuers/guarantors are rated A-3 or higher by Standard & Poor's, or F3 or higher by Fitch, or P-3 or higher by Moody's, or equivalent rating as rated by one of the international credit rating agencies, or A-1 or higher by China Chengxin International Credit Rating Co., Ltd or China Lianhe Credit Rating Co., Ltd or equivalent ratings by one of the local rating agencies recognized by the relevant authorities in Mainland China.

- While the Sub-Fund does not intend to invest in fixed income and debt securities with a long term to maturity remaining at the time of investment, the long-term credit ratings will be considered where the Sub-Fund invests in fixed income and debt securities which have been rated long-term credit ratings, but have a shorter

term to maturity remaining (subject to the requirements on remaining maturity, weighted average maturity and weighted average life of the portfolio of the Sub-Fund as set out above). For such securities, investment grade means Baa3 or BBB- or higher by Standard & Poor's, Fitch, Moody's or another recognized credit rating agency, or AA+ or higher by China Chengxin International Credit Rating Co., Ltd or China Lianhe Credit Rating Co., Ltd or equivalent ratings by one of the local rating agencies recognized by the relevant authorities in Mainland China, for the security or its issuer/guarantor.

Accordingly, the Sub-Fund will not invest in securities issued by or guaranteed by any single sovereign issuer that has a credit rating below investment grade or is unrated. For the purpose of the Sub-Fund, an "unrated fixed income/debt instrument" is defined as an instrument which neither the instrument itself, its issuer nor its guarantor has a credit rating.

In any event, the Sub-Fund will not invest in unrated or low-investment grade fixed income, debt securities (including money market instruments) and any other ancillary investments.

Mainland China Exposure

The Sub-Fund's investment in high quality short-term or short-term remaining maturity fixed income and debt securities (including money market instruments) issued in the Mainland China market, such as government bills, certificates of deposit, commercial papers, fixed and floating rate short-term notes, short-term deposits and bankers' acceptances, will not exceed 30% of its Net Asset Value. The Sub-Fund may invest in the foregoing securities via the Manager's QFI quota, the PRC interbank bond markets under CIBM Direct, Bond Connect and/or other means as may be permitted by the relevant regulations.

It is not intended that the Sub-fund will invest in "Dim Sum" bonds, i.e. bonds issued outside of Mainland China but denominated in RMB.

Ancillary Investment

*Other Money Market Instruments and Money Market Funds*

The Sub-Fund may invest up to 30% of its Net Asset Value in short-term deposits and high quality money market instruments denominated in currency(ies) other than HKD.

The Sub-Fund may also invest up to 10% of its Net Asset Value in money market funds which are authorized by the SFC or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC. Such money market funds may be managed by third parties or the Manager or its connected parties.

It is not intended that the Sub-Fund will invest in debt instruments with loss absorption features or asset-backed securities.

**Investment and borrowing restrictions**

The Sub-Fund may borrow up to 10% of its Net Asset Value but only on a temporary basis for the purpose of meeting redemption requests or defraying operating expenses.

The Sub-Fund is a Money Market Fund and is subject to the investment and borrowing restrictions applicable to a Money Market Fund as set out in Schedule 1 to the Prospectus.

| | |
|---|---|
| **Use of derivatives** | The Sub-Fund may invest in financial derivative instruments for hedging purposes only, to the extent permitted by the UT Code.<br><br>The Sub-Fund's net derivative exposure may be up to 50% of the Sub-Fund's latest available Net Asset Value. |
| **Securities Financing Transactions** | The Manager currently does not intend to enter into Securities Lending Transactions, Sale and Repurchase Transactions or Reverse Repurchase Transactions. The approval of the SFC will be sought and at least one month's prior notice will be given to shareholders should there be a change in such intention. |

## SPECIFIC RISK FACTORS

Investors should review and consider all risks mentioned in the "***Risk Factors***" section in the Prospectus.

Amongst those risk factors, the following risk factors are of particular relevance to the Sub-Fund:

- Risk of not achieving investment objective
- Investment risk
- Risks associated with tokenized Shares
- Market risk
- Fixed income securities investment risk (including money market instruments)
- Credit rating agency risk
- Risks associated with bank deposits
- Risks of investing in other funds
- Borrowing risks
- Emerging markets risks
- China market risks
- Renminbi currency and conversion risks
- Renminbi Share Class risk
- Risks relating to CIBM Direct Access
- Risks relating to Bond Connect
- Risks associated with investments made through QFI regime
- Mainland China tax risk
- Sovereign debt risks
- Concentration risk
- Settlement risk
- Counterparty risk
- Currency and foreign exchange risk
- Derivative and structured product risk
- Hedging risk
- Currency hedging risk
- Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares
- Risks associated with market trading (applicable to Listed Class of Shares only)

## THE OFFERING PHASES OF THE LISTED CLASS OF SHARES

*Initial Offer Period*

The Initial Offer Period commences at 9:00 a.m. (Hong Kong time) on 25 November 2025 and ends at 4:00 p.m. (Hong Kong time) on 26 November 2025, or such other date as the Manager may determine.

The Listing Date is 28 November 2025.

The purpose of the Initial Offer Period is to enable Participating Dealers to subscribe for Listed Class of Shares either on their own account or for their clients, in accordance with the Instrument of Incorporation and the Operating Guidelines. During this period, Participating Dealers (acting for themselves or for their clients) may apply for Listed Class of Shares to be available for trading on the Listing Date by creation. No redemptions are permitted during the Initial Offer Period.

Upon receipt of a Creation Application from a Participating Dealer (acting for itself or its clients) during the Initial Offer Period, the Manager shall procure the creation of Listed Class of Shares for settlement on the Initial Issue Date.

Participating Dealers may have their own application procedures for their respective clients and may set application and payment cut-off times for their respective clients which are earlier than those set out in this Prospectus. Investors are therefore advised to consult with the relevant Participating Dealer on its requirements if they want a Participating Dealer to subscribe for Listed Class of Shares on their behalf.

*After Listing*

"After Listing" commences on the Listing Date.

Dealings in the Listed Class of Shares on the SEHK will commence on the Listing Date, which is 28 November 2025.

The current Dealing Deadline after Listing is 4:00 p.m. (Hong Kong time) for cash Creation and Redemption Applications on the Business Day immediately preceding the relevant Dealing Day, or such other time as the Manager (in consultation with the Custodian) may determine on any day when the trading hours of the SEHK are reduced.

Applications for creation of Listed Class of Shares may be made by way of cash Creation Application (in HKD only). Settlement for subscribing for Listed Class of Shares is due at the time specified in the Operating Guidelines on the relevant Dealing Day in accordance with the Operating Guidelines.

The Subscription Value of Listed Class of Shares created and issued by a Creation Application After Listing will be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded down to 4 decimal places.

The attention of investors is drawn to the section entitled "***The Offering Phases***" in Schedule 4 to the Prospectus. The following table summarises all key events and the Manager's expected timetable (all references to times are to Hong Kong time):

| | |
|---|---|
| Initial Offer Period commences | |
| • Participating Dealers may apply for creation for themselves or for their clients in Application Share size | • 9:00 a.m. (Hong Kong time) on 25 November 2025 or such other date or time as the Manager may determine |
| The date that is two Business Days prior to the Listing Date | |
| • Latest time for Creation Applications by Participating Dealers for Listed Class of Shares to be available for trading on the Listing Date | • 4:00 p.m. (Hong Kong time) on 26 November 2025 or such other date or time as the Manager may determine |

| | |
|---|---|
| After listing (period commences on the Listing Date) | |
| • All investors may start trading Listed Class of Shares on the SEHK through any designated brokers; and<br>• Participating Dealers may apply for creation and redemption (for themselves or for their clients) in Application Share size | • Commence at 9:00 a.m. (Hong Kong time) on 28 November 2025<br>• From 9:00 a.m. (Hong Kong time) to 4:00 p.m. (Hong Kong time) on the Business Day immediately preceding each Dealing Day |

**EXCHANGE LISTING AND TRADING (SECONDARY MARKET) OF LISTED CLASS OF SHARES**

Shares of the Listed Class of Shares traded in HKD have been issued and listed on the SEHK.

Listed Class of Shares are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as of the date of this Prospectus. Application may be made in the future for a listing of Listed Class of Shares on one or more other stock exchanges. Investors' attention is drawn to the section headed "***Exchange Listing and Trading (Secondary Market)***" in Schedule 4 to the Prospectus for further information.

Dealings on the SEHK in Listed Class of Shares traded in HKD began on 28 November 2025.

Participating Dealers should note that they will not be able to sell or otherwise deal in the Listed Class of Shares on the SEHK until dealings begin on the SEHK.

**REDEMPTIONS OF LISTED CLASS OF SHARES**

Listed Class of Shares can be redeemed directly (through a Participating Dealer). Redemption proceeds may be paid in cash (in HKD only). Any accepted Redemption Application will be effected by the payment of cash or transfer of securities (as the case may be) in accordance with the Operating Guidelines and the Instrument of Incorporation.

The Redemption Value on a Dealing Day shall be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded down to 4 decimal places.

**SUBSCRIPTION AND REDEMPTION OF UNLISTED CLASSES OF SHARES**

**In respect of Unlisted Class(es) of Shares, the Sub-Fund offers tokenized classes of shares only. Tokenized classes of shares of the Sub-Fund are only offered in the primary market.**

For detail of dealing procedures of Unlisted Classes of Shares, please refer to the information below and in Schedules 5 and 6 of this Prospectus. The following apply to the Sub-Fund:

| | |
|---|---|
| Dealing Day | each Business Day |

| | |
|---|---|
| Dealing Deadline | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day by which an application for subscription or a redemption or conversion request in respect of the Sub-Fund or a Class of Shares must be received or such other time or on such other Business Day or day as the Directors may from time to time determine generally or in relation to any particular jurisdiction in which Shares of the Sub-Fund or the relevant Class may from time to time be sold |
| Payment Period | no later than the Dealing Deadline of the relevant Dealing Day on which a subscription is made and the relevant Shares are issued |
| Valuation Point | 11:00 a.m. (Hong Kong time) on each Valuation Day, or such other time on each Valuation Day or such other Business Day as the Directors may determine from time to time after consultation with the Custodian |

| Classes | Minimum Initial Subscription Amount | Minimum Holding | Minimum Subsequent Subscription Amount | Minimum Redemption Amount |
|---|---|---|---|---|
| Class A HKD | HKD 10 | HKD 10 | HKD 10 | HKD 10 |
| Class I HKD | HKD 10,000 | HKD 10,000 | HKD 10,000 | HKD 10,000 |
| Class F HKD | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B HKD | HKD 1 | HKD 1 | HKD 1 | HKD 1 |
| Class A RMB | RMB 10 | RMB 10 | RMB 10 | RMB 10 |
| Class A RMB (Hedged) | RMB 10 | RMB 10 | RMB 10 | RMB 10 |
| Class I RMB | RMB 10,000 | RMB 10,000 | RMB 10,000 | RMB 10,000 |
| Class I RMB (Hedged) | RMB 10,000 | RMB 10,000 | RMB 10,000 | RMB 10,000 |
| Class F RMB | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class F RMB (Hedged) | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B RMB | RMB 1 | RMB 1 | RMB 1 | RMB 1 |
| Class B RMB (Hedged) | RMB 1 | RMB 1 | RMB 1 | RMB 1 |
| Class A USD | USD 1 | USD 1 | USD 1 | USD 1 |
| Class A USD (Hedged) | USD 1 | USD 1 | USD 1 | USD 1 |
| Class I USD | USD 1,000 | USD 1,000 | USD 1,000 | USD 1,000 |
| Class I USD (Hedged) | USD 1,000 | USD 1,000 | USD 1,000 | USD 1,000 |
| Class F USD | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class F USD (Hedged) | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B USD | USD 0.1 | USD 0.1 | USD 0.1 | USD 0.1 |
| Class B USD (Hedged) | USD 0.1 | USD 0.1 | USD 0.1 | USD 0.1 |

**CONVERSION**

Investors should note that switching between Unlisted Classes of Shares and Listed Class of Shares is not available.

Currently, conversion of Shares of a Class of the Sub-Fund into Shares of another Class in the Sub-Fund or into Shares of another sub-fund of the Company, or vice versa, is not permitted.

## DISTRIBUTION POLICY

***Accumulation Classes***

No distribution is intended to be made. Therefore, any net income and net realised capital gains attributable to Shares of such Accumulation Class(es) will be reflected in their respective Net Asset Value.

Please refer to the section headed "***Distribution policy***" in the main part of the Prospectus for further details.

## CUSTODIAN, ADMINISTRATOR, REGISTRAR AND DISTRIBUTORS OF THE SUB-FUND

**Custodian of the Sub-Fund**

The Custodian of the Sub-Fund is Standard Chartered Trustee (Hong Kong) Limited which is a registered trust company incorporated in Hong Kong, a Trust or Company Service Provider licensee, licensed by the SFC to carry out Type 13 regulated activity (providing depositary services for relevant collective investment schemes) under the SFO as well as an approved trustee under the Mandatory Provident Fund Schemes Ordinance (Cap.485 of the Laws of Hong Kong). The Custodian is a wholly-owned subsidiary of Standard Chartered Bank (Hong Kong) Limited, a company incorporated in Hong Kong and a bank licensed under the Banking Ordinance (Cap.155 of the Laws of Hong Kong).

Under the Custodian Agreement, the Custodian shall hold in its custody or under its control all the property forming part of the assets of the Company and hold it for the Shareholder of the relevant Sub-Fund in accordance with the provisions of the Instrument of Incorporation and Custodian Agreement and, to the extent permitted by applicable laws and regulation, all registrable assets and cash from time to time comprised in the Company shall be registered in the name of or held to the order of the Custodian. The Custodian is responsible and shall remain at all times liable for the safe-keeping of the investments and assets forming part of the Company that are entrusted to the Custodian in accordance with the provisions of the Instrument of Incorporation and the Custodian Agreement and such investments, assets and other property shall be dealt with as the Custodian may think proper for the purpose of providing for the safe-keeping thereof, subject to the provisions of the Custodian Agreement. The Custodian shall in respect of any investments, assets and other property of a Sub-Fund which by nature cannot be held in custody, maintain a proper record of such investments, assets or property in its books under the name of that Sub-Fund.

The Custodian may appoint any other person, including nominees, agents or delegates (such as sub-custodians) including any of its Connected Persons to perform any of the services on its behalf and may delegate any of its powers under the Custodian Agreement to such person.

The Custodian is required to (i) exercise reasonable care, skill and diligence in the selection, appointment and ongoing monitoring of the nominees, agents and delegates; and (ii) be satisfied that the nominees, agents and delegates retained remain suitably qualified and competent to provide the relevant service. The Custodian has no responsibility for selection or appointment of, or for monitoring of or performance by, any entity providing central depository, clearing and/or settlement facilities.

The Custodian is not liable for any loss the Company suffers, except for loss caused by the Custodian or an Affiliate Sub-Custodian's negligence, wilful misconduct or fraud. The Custodian is not liable for any loss caused by any act or omission of any third party, including the agents or sub-custodians that are not affiliates, if the Custodian exercised reasonable care in the appointment of that third party.

The Custodian shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of Euroclear Clearing System Limited or Clearstream Banking S.A. or any other recognised depositary or clearing system which may from time to time be approved by the Custodian and the Manager.

Subject as provided in the Custodian Agreement, the Custodian and its respective officers, employees, agents and delegates are entitled to be indemnified out of the assets of the relevant Sub-Fund in respect of all liabilities and expenses incurred in relation to such Sub-Fund and against all actions, proceedings, costs, claims and demands in respect of any matter or thing done or omitted to be done in any way relating to such Sub-Fund, except to the extent that such liability, expense, action, proceeding, cost, claim or demand arises out of the fraud, negligence or wilful misconduct of the Custodian or its officers, employees, agents or delegates. Subject to the applicable law and the provisions of the Custodian Agreement, the Custodian shall not, in the absence of fraud, negligence or wilful default on the part of the Custodian, be liable for any losses, costs or damage to the Company, any Sub-Fund or any Shareholder.

The Custodian shall take reasonable care to ensure that the investment and borrowing limitations set out under Schedule 1 to this Prospectus and any specific investment and borrowing limitations as set out in the relevant Appendix as they relate to a Sub-Fund and the conditions under which such Sub-Fund is authorised pursuant to the SFO are complied with in respect of the relevant Sub-Fund(s) for which it is appointed.

The Custodian will be entitled to the fees described in the section headed "***Fees and Expenses***" below and in the relevant Appendix, and to be reimbursed for all costs and expenses in accordance with the provisions of the Custody Agreement.

**Removal and Retirement of the Custodian of the Sub-Fund**

The Custody Agreement provides, inter alia, that the agreement may be terminated at any time by either party upon not less than 3 months' prior written notice.

The Custodian may retire as custodian of the Company and the Sub-Fund and terminate the Custody Agreement by giving the Company 3 months' prior written notice together with, where applicable, a statement in accordance with all applicable laws and regulations.

The Custodian may retire as custodian of the Company and the relevant Sub-Fund and terminate the Custody Agreement in accordance with the circumstances set out in the Custody Agreement.

The Custodian shall retire as Custodian of the Company and the relevant Sub-Fund and the Custody Agreement shall terminate when it ceases to be eligible to be a custodian of the Company and the relevant Sub-Fund or is prohibited from acting as custodian of the Company and the relevant Sub-Fund under the applicable regulatory requirements or when the SFC withdraws its approval of the Custodian.

The Custodian may not retire as custodian of the Company and the Sub-Fund except upon the appointment of a replacement custodian. Any retirement of the Custodian as the Custodian of the Company and the relevant Sub-Fund shall take effect at the same time as the replacement custodian takes up office.

The Company may remove the Custodian as Custodian of the Company and the relevant Sub-Fund and may terminate the Custody Agreement by giving not less than 3 months' prior written notice to the Custodian.

The Company must remove the Custodian as Custodian of the Company and the relevant Sub-Fund and terminate the Custody Agreement by written notice taking immediate effect if:

(a) the Custodian goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation), becomes bankrupt, or has a receiver appointed over its assets; or

(b) for good and sufficient reason, the Directors state in writing that a change in the Custodian is desirable in the interests of the Shareholders.

In the event that the Custodian shall retire or be removed or its appointment shall otherwise terminate, the Company shall appoint another corporation eligible under the applicable laws and regulations to act as a custodian of the Company and the relevant Sub-Fund and any change in Custodian is subject to the SFC's approval and the Custodian will remain as the Custodian of the Sub-Fund until a new custodian is appointed. Shareholders will be notified of such changes in accordance with the requirements prescribed by the SFC.

**Administrator and Registrar of the Sub-Fund**

The Company has also appointed Standard Chartered Bank (Hong Kong) Limited as the Administrator and Registrar of the Sub-Fund.

The Administrator is responsible for certain financial, administrative and other services in relation to the Company and each Sub-Fund ("**Administrative Services**"), including:

(a) determining the Net Asset Value and the Net Asset Value per Share;
(b) assisting in preparing the financial statements of the Company and the Sub-Fund(s); and
(c) maintaining the Company and the Sub-Fund(s)' financial and accounting records and statements.

As the tokenization agent in respect of the Sub-Fund's tokenization arrangements, the Administrator is responsible for the tokenization of Shares of the Sub-Fund, in particular:

(a) providing and maintaining the relevant tokenization infrastructure and platform;
(b) minting and burning Tokens based on the instructions of the Manager;
(c) reconciliating holding and transaction records between off chain book-entry and blockchain transactions;
(d) whitelisting the digital wallet addresses for holding of Tokens.

Please refer to the Schedule 6 to the Prospectus for details.

The Administrator will have the right, without prior notice to or consent of the Manager, to employ any agents, sub-contractors, including its affiliates but excluding any clearance or settlement systems ("**Delegates**") to provide or assist it in the provision of all or any part of the Administrative Services, other than Administrative Services required by applicable law and regulations to be provided by the Administrator itself. The Administrator has no liability for the acts, omissions, defaults or insolvency of any Delegates or clearance system not directly resulting from the gross negligence, wilful misconduct or fraud of the Administrator. The Administrator will unless otherwise agreed be solely responsible for the compensation of its Delegates.

The Company will indemnify the Administrator and will keep the Administrator indemnified fully and effectively against all losses incurred by the Administrator in connection with the proper performance by the Administrator of its obligations under the Administration Agreement, except for any reasonable loss directly resulting from the Administrator's gross negligence, wilful misconduct or fraud. The Administrator will not be responsible for any loss, liability or damage suffered by the Company and/or a Sub-Fund as a result of any act or failure to act by the Administrator unless the loss, liability or damage directly results from the Administrator's breach of the Administration Agreement because of its gross negligence, wilful misconduct or fraud.

The Administrator will be entitled to the fees described in the section headed "***Fees and Expenses***" in the Prospectus and in this Appendix, and to be reimbursed for all costs and expenses in accordance with the provisions of the Administration Agreement.

**Eligible Distributors of the Sub-Fund**

Please refer to the Manager's website at www.chinaamc.com.hk for the latest list of Eligible Distributors.

## FEES AND EXPENSES

**Fees applicable to Listed Class of Shares only**

*Fees and expenses payable by Participating Dealers:*

| Fees and expenses payable by Participating Dealers on creations and redemptions (as applicable) of Listed Class of Shares (applicable both during the Initial Offer Period and After Listing) | Amount |
|---|---|
| Transaction Fee and Service Agent's Fee | Up to HKD3,120[1] per Application and HKD1,000[1] per book-entry deposit and book-entry withdrawal transaction |
| Application cancellation fee | Up to HKD3,120[2] per Application |
| Extension Fee | Up to HKD3,120[3] per Application |
| Stamp duty | Nil |
| All other Duties and Charges incurred by the Custodian or the Manager in connection with the creation or redemption | As applicable |

*[1] The Transaction Fee of up to HKD3,120 is payable by a Participating Dealer to the Custodian for the benefit of the Custodian. The Service Agent's fee of HKD1,000 is payable by a Participating Dealer to the Service Agent for each book-entry deposit or book-entry withdrawal transaction. A Participating Dealer may pass on to the relevant investor such Transaction Fee and Service Agent's fee.*
*[2] An application cancellation fee is payable to the Custodian in respect of either a withdrawn or failed Creation Application or Redemption Application.*
*[3] An Extension Fee is payable to the Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application.*

*Fees payable by the Sub-Fund:*

**Management Fee**

The Manager is entitled to a management fee in respect of Listed Class of Shares of 0.15% per annum of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, which is accrued daily and calculated as at each Dealing Day. It is payable out of the assets of the Sub-Fund attributable to the Listed Class of Shares, monthly in arrears in HKD.

**Custodian Fee**

The custodian fee payable to the Custodian in respect of Listed Class of Shares is up to 0.10% per annum (current level up to 0.0625% per annum) of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, subject to a minimum monthly fee of USD4,200.

**Fees applicable to Unlisted Classes of Shares only**

*Fees payable by investors:*

| **Class** | **Class A** | **Class I** | **Class F** | **Class B** |
|---|---|---|---|---|
| **Subscription Charge** (% of the total subscription amount) | | | Up to 3% | |
| **Conversion Fee** (% of the total Redemption amount converted**)** | | | N/A | |

| | |
|---|---|
| **Redemption Charge** (% of the total Redemption amount) | Up to 1% |

*Fees and expenses payable from assets of the Sub-Fund:*

| | Current | Maximum |
|---|---|---|
| **Management Fee** (% of the Net Asset Value of the relevant Class per annum) | **Class A**: 0.15% | **Class A**: 1.99% |
| | **Class I**: 0.05% | **Class I**: 1.99% |
| | **Class F**: 0.60% | **Class F**: 1.99% |
| | **Class B**: 0.40% | **Class B**: 1.99% |
| **Custodian Fee*** (% of the Net Asset Value of the relevant Class per annum, including fund administration fees and transfer agency fees) | Up to 0.10% per annum (current level up to 0.0625% per annum) of the Sub-Fund's value and subject to a minimum monthly fee of USD4,200 | 1.00% |
| **Tokenization Fee** (% of the Net Asset Value of the relevant Class per annum) | 0.055% | 0.07% |
| **Performance Fee** | Nil | Nil |

* The Administrator and the Custodian are also entitled to receive various transaction, processing and other applicable fees as agreed with the Company from time to time and to be reimbursed by the Sub-Fund for all out-of-pocket expenses properly incurred by it in the performance of its duties.

Please note that some fees may be increased up to a permitted maximum amount by providing one month's prior notice to Shareholders.

**Establishment costs**

The establishment costs of the Company and the Sub-Fund are approximately HKD 246,000 (the "**Establishment Costs**") and will be borne by the Sub-Fund. The Establishment Costs will be amortised over the first 5 Accounting Periods from the date of launch of the Sub-Fund or such other period as the Manager after consultation with the Auditors shall determine.

In 2021, the Hong Kong government established the Grant Scheme for Open-ended Fund Companies and Real Estate Investment Trusts (the "Grant Scheme") to subsidise the setting up of open-ended fund companies. The Manager has applied to the SFC for, and received, a grant under the Grant Scheme on behalf of the Company, which is reflected in the above-stated amount of the Establishment Costs.

**Listing costs**

The costs of seeking and obtaining the listing of the Listed Class of Shares of the Sub-Fund (including any additional costs of determining the stock code) is approximately USD58,000 and will be amortised over the first 5 Accounting Periods from the Initial Issue Date and borne by the Listed Class of Shares of each of the Sub-Fund, ChinaAMC USD Digital Money Market Fund and ChinaAMC RMB Digital Money Market Fund equally.

| | |
|---|---|
| **General expenses** | Please refer to the section headed "***General expenses***" of the Prospectus for further details. |
| **GENERAL INFORMATION** | |
| **Financial reports** | The first Accounting Date of the Sub-Fund would be 31 December 2025 and the first Semi-Annual Accounting Date of the Sub-Fund would be 30 June 2025. |

# APPENDIX 2 – ChinaAMC USD Digital Money Market Fund

*This Appendix (which forms part of, and should be read together with the rest of, the Prospectus) relates to the ChinaAMC USD Digital Money Market Fund ("**Sub-Fund**"), a sub-fund of the Company.*

*This is an active exchange traded fund.*

*Investors should note that this Sub-Fund has both Listed Class of Shares and Unlisted Classes of Shares. For the Unlisted Classes of Shares, the Sub-Fund offers Tokenized Classes of Shares only. Please refer to the sections relevant to your intended holding of Shares.*

## KEY INFORMATION

Set out below is a summary of key information in respect of this Sub-Fund which should be read together with the full text of this Appendix and this Prospectus.

*Key information applicable to both Listed Class of Shares and Unlisted Classes of Shares*

| | |
|---|---|
| **Investment Objective and Policies** | Please refer to "***Investment Considerations***" below |
| **Distribution Policy** | No distribution is intended to be made. Therefore, any net income and net realised capital gains attributable to Shares will be reflected in their respective Net Asset Value. |
| **Base Currency** | U.S. Dollars (USD) |
| **Dealing Day** | Each Business Day |
| **Financial Year End** | 31 December (The first annual report for the Sub-Fund will be published for the financial year ending 31 December 2025 and the first half-yearly unaudited report will be published for the half year ending 30 June 2026) |
| **Website** | www.chinaamc.com.hk (this website has not been reviewed by the SFC) |

*Key information applicable to Listed Class of Shares only*

| | |
|---|---|
| **Initial Issue Date** | 27 November 2025 (the Business Day immediately before the Listing Date) |
| **Listing Date (SEHK)** | 28 November 2025 |
| **Subscription Value during the Initial Offer Period** | USD 500 |
| **Exchange Listing** | SEHK – Main Board |
| **Stock Code** | 3472 – HKD Counter*<br>9472 – USD Counter |
| **Short Stock Name** | A CAM USDTMMF – HKD Counter*<br>A CAM USDTMMF - U – USD Counter |

| | |
|---|---|
| **Trading Board Lot Size** | 1 Share |
| **Trading Currency** | Hong Kong dollars (HKD) – HKD Counter*<br>US dollars (USD) – USD Counter |
| **Dealing Deadline** | 4:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day |
| **Management Fee** | Currently 0.15% per annum of the Net Asset Value |
| **Custodian Fee** | Currently 0.0625% per annum of the Net Asset Value |
| **Creation / Redemption Policy** | Cash (USD only) |
| **Application Share Size (only by or through Participating Dealers)** | Minimum 200 Shares (or multiples thereof) or such other number of Shares as the Manager may determine and approved by the Custodian |
| **Listing Agent** | Altus Capital Limited |
| **Market Makers** | Please refer to the Sub-Fund's website set out above and the website of the HKEX for the latest lists of market makers. |
| **Participating Dealers** | Please refer to the Sub-Fund's website set out above for the latest lists of participating dealers. |
| **Service Agent** | HK Conversion Agency Services Limited |

* This is designated as the "domain settlement counter" under which trades executed in all currency counters are settled together. For further details, please refer to the sub-section "***Dual Counter***" in this Appendix below.

*Key information applicable to Unlisted Classes of Shares only*

| | |
|---|---|
| **Unlisted Classes of Shares Offered** | Class A USD<br>Class I USD<br>Class B USD<br>Class F USD<br>Class A HKD<br>Class B HKD<br>Class I HKD<br>Class F HKD<br>Class A HKD (Hedged)<br>Class I HKD (Hedged)<br>Class B HKD (Hedged)<br>Class F HKD (Hedged)<br>Class A RMB |

| | |
|---|---|
| | Class I RMB<br>Class B RMB<br>Class F RMB<br>Class A RMB (Hedged)<br>Class I RMB (Hedged)<br>Class B RMB (Hedged)<br>Class F RMB (Hedged) |
| **Minimum Initial Subscription Amount / Minimum Subsequent Subscription Amount** | Class A USD: USD 1<br>Class I USD: USD 1,000<br>Class B USD: USD 0.1<br>Class F USD: N/A<br>Class A HKD: HKD 10<br>Class B HKD: HKD 1<br>Class I HKD: HKD 10,000<br>Class F HKD: N/A<br>Class A HKD (Hedged): HKD 10<br>Class B HKD (Hedged): HKD 1<br>Class I HKD (Hedged): HKD 10,000<br>Class F HKD (Hedged): N/A<br>Class A RMB: RMB 10<br>Class I RMB: RMB 10,000<br>Class B RMB: RMB 1<br>Class F RMB: N/A<br>Class A RMB (Hedged): RMB 10<br>Class I RMB (Hedged): RMB 10,000<br>Class B RMB (Hedged): RMB 1<br>Class F RMB (Hedged): N/A |
| **Dealing Deadline** | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day by which an application for subscription or a redemption or conversion request in respect of the Sub-Fund or a Class of Shares must be received or such other time or on such other Business Day or day as the Directors may from time to time determine generally or in relation to any particular jurisdiction in which Shares of the Sub-Fund or the relevant Class may from time to time be sold |
| **Management Fee** | Class A: Currently 0.15% of the Net Asset Value of the relevant Class per annum<br>Class I: Currently 0.05% of the Net Asset Value of the relevant Class per annum |

| | |
|---|---|
| | Class F: Currently 0.60% of the Net Asset Value of the relevant Class per annum<br><br>Class B: Currently 0.40% of the Net Asset Value of the relevant Class per annum |
| **Custodian Fee** | Currently 0.0625% per annum of the Net Asset Value of the Sub-Fund and subject to a minimum monthly fee of USD 4,200 |
| **Tokenization Fee** | 0.055% per annum of the Net Asset Value of the Sub-Fund |
| **Subscription / Redemption Policy** | Cash (in the Class Currency of the relevant Class) |
| **Eligible Distributor** | OSL Digital Securities Limited<br><br>Solomon JFZ (Asia) Holdings Limited<br><br>And any other distributors as appointed by the Manager from time to time. Please refer to the Manager's website at www.chinaamc.com.hk for the latest list of Eligible Distributors. |

*Key similarities and differences between Listed Class of Shares and Unlisted Classes of Shares*

| | |
|---|---|
| **Investment Objective and Policies** | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to "***Investment Considerations***" of this Appendix. |
| **Valuation Policy** | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to "***Valuation and Suspension***" of the Prospectus. |
| **Dealing Arrangements** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.<br><br>Investors should note that the minimum amounts for creation (in the case of Listed Class of Shares) / subscription (in the case of Unlisted Classes of Shares) and redemption in respect of Listed and Unlisted Classes of Shares are different.<br><br>Investors should also note that while the dealing frequency and the definition of "Dealing Day" in respect of Listed Class of Shares and Unlisted Classes are the same, the applicable dealing procedures and timing with the relevant Participating Dealer (in the case of Listed Class of Shares) and an Eligible Distributor (if applicable, in the case of Unlisted Classes of Shares) may be different. Investors should check with the relevant Participating Dealer or Eligible Distributor for the applicable dealing procedures and timing.<br><br>In respect of the Listed Class of Shares:<br><br>- the dealing deadline for a Creation Application or Redemption Application is 4:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day, or such other date or time as the Manager may determine; |

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|---|---|
| | - a secondary market investor can buy and sell the Listed Class of Shares on the SEHK through his stockbroker at any time the SEHK is open. Investors can buy or sell the Listed Class of Shares at market price;<br>- the Creation Application or Redemption Application for Listed Class of Shares received after 4:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day will be deemed to have been received on the next Dealing Day.<br>In respect of the Unlisted Classes of Shares:<br>- the Dealing Deadline currently is 11:00 a.m. (Hong Kong time) on each Dealing Day. Investors can buy or sell the Unlisted Classes of Shares at the Net Asset Value of the relevant Unlisted Classes of Shares. Applicants may apply for Unlisted Classes of Shares through an Eligible Distributor appointed by the Manager. Eligible Distributors may have different dealing procedures, including earlier cut-off times for receipt of applications and/or cleared funds. Applicants who intend to apply for Unlisted Classes of Shares through an Eligible Distributor should therefore consult the Eligible Distributor for details of the relevant dealing procedures;<br>- the subscription application or redemption requests for Unlisted Classes of Shares submitted after 11:00 a.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.<br>Please refer to Schedule 4 and Schedule 5 to the Prospectus for details of the dealing arrangements of Listed Class of Shares and Unlisted Classes of Shares respectively. |
| **Dealing Frequency** | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day. |
| **Valuation Day** | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day on which the Net Asset Value of the Sub-Fund and/or the Net Asset Value of a Share or a Class of Share of the Sub-Fund falls to be calculated and in relation to each Dealing Day of any Class or Classes of Shares means either such Dealing Day or such other Business Day or day as the Directors may from time to time determine, either generally or in relation to a particular Class of Shares |
| **Valuation Point** | Same for both Listed Class of Shares and Unlisted Classes of Shares – 11:00 a.m. (Hong Kong time) on each Valuation Day, or such other time on each Valuation Day or such other Business Day as the Directors may determine from time to time after consultation with the Custodian |
| **Fee Structure** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.<br>Both classes of Shares are subject to Management Fee and Custodian Fee.<br>An investment in the Listed Class of Shares in the |

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| | secondary market is subject to fees involved in relation to the trading of such Shares on the SEHK (such as the Service Agent's fee, transaction costs, brokerage fee, transaction levy, trading fee etc.).<br><br>An investment in the Unlisted Classes of Shares may be subject to the payment of Subscription Charges and Redemption Charges.<br><br>Please refer to "***Fees and Expenses***" of the Prospectus and this Appendix respectively. |
| **Investment return / Net Asset Value** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares due to various factors, including but not limited to the different fee structures applicable to each class of Shares, different dealing arrangements (i.e. Listed Class of Shares can be bought and sold at market price whereas Unlisted Classes of Shares are bought and sold at Net Asset Value) and costs (such as Transaction Fee and Duties and Charges in respect of creation and redemption of Listed Class of Shares in the primary market and fees payable in respect of trading of Listed Class of Shares in the secondary market), stamp duty. Accordingly, the performance of the different classes of Shares will be different.<br><br>There is a separate Net Asset Value for each class of Shares. The Custodian does allow each class of Shares to have its own Net Asset Value (i.e. one Net Asset Value for one class of Shares).<br><br>Please refer to the "Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares" under "***Risk Factors***" of the Prospectus. |
| **Termination** | Due to the nature of the listing of the Listed Class of Shares, the termination procedures applicable to the Listed Class of Shares and Unlisted Classes of Shares may differ. Please refer to "***General Information – Termination of the Company, a Sub-Fund or a Class***" of the Prospectus for further details. |

## PRINCIPAL TERMS

### INVESTMENT CONSIDERATIONS

**Investment objective**

The Sub-Fund's objective is to invest in short-term deposits and high quality money market instruments to achieve long-term return in US Dollars in line with prevailing money market rates, with primary considerations of both capital security and liquidity. There can be no assurance that the Sub-Fund will achieve its investment objective.

**Investment policies**

Primary Investment – Short-term Deposits and High Quality Money Market Instruments

The Sub-Fund seeks to achieve its objective by investing not less than 70% of its Net Asset Value in USD-denominated and settled short-term deposits, high quality money market instruments of varying maturities issued by governments, quasi-governments, international organizations, and financial institutions globally and such other

securities as permitted by the SFC's Code on Unit Trusts and Mutual Funds (the "**Code**").

The Sub-Fund will maintain a portfolio with weighted average maturity not exceeding 60 days and a weighted average life not exceeding 120 days and will not purchase an instrument with a remaining maturity of more than 397 days, or two years in the case of Government and other Public Securities.

The short-term deposits and high quality money market instruments that the Sub-Fund invests in may include but are not limited to fixed income and debt securities, government bills, certificates of deposit, commercial papers, fixed and floating rate short-term notes and bankers' acceptances. In assessing whether a money market instrument is of high quality, at a minimum, the credit quality and the liquidity profile of the money market instruments must be considered.

The Manager will assess credit risks of instruments based on quantitative and qualitative fundamentals, including without limitation the issuer's credit indicators in leverage and coverage, profitability, cash flow and liquidity, firm's competitive position and shareholding structure. The Manager may also consider the issuer's external financial support in such credit risk assessment.

The Manager will assess the liquidity profile of instruments based on, amongst other factors, time to cash, external liquidity classification, liquidation horizon, daily trading volume, price volatility and bid-ask spread of such instruments. Only instruments with sufficient liquidity will be included in the portfolio of the Sub-Fund.

The aggregate value of the Sub-Fund's holding of instruments and deposits issued by a single entity will not exceed 10% of its total Net Asset Value except: (i) where the entity is a substantial financial institution and the total amount does not exceed 10% of the entity's share capital and non-distributable capital reserves, the limit may be increased to 25%; or (ii) in the case of Government and other Public Securities, up to 30% may be invested in the same issue; or (iii) in respect of any deposit of less than USD1,000,000, where the Sub-Fund cannot otherwise diversify as a result of its size.

The Sub-Fund does not intend to invest more than 30% of its Net Asset Value in any single country or region (including emerging markets in aggregate), other than Greater China (comprising Mainland China, Hong Kong, Macau and Taiwan) and the United States. The Sub-Fund may invest in aggregate up to 100% of its Net Asset Value in Greater China, subject to the limitation set out in the sub-section headed "Mainland China Exposure" below.

Credit Rating

The Sub-Fund will only invest in high quality short-term or short-term remaining maturity fixed income and debt securities (including money market instruments) rated investment grade or above or fixed income and debt instruments with issuers/guarantors of investment grade rating or above if the instrument itself does not have a credit rating. For split credit ratings between different credit rating agencies, the highest credit rating shall apply.

- Short-term fixed income and debt securities are considered investment grade if their credit ratings or the credit ratings of their issuers/guarantors are rated A-3 or higher by Standard & Poor's, or F3 or higher by Fitch, or P-3 or higher by Moody's, or equivalent rating as rated by one of the international credit rating agencies, or A-1 or higher by China Chengxin International Credit Rating Co., Ltd or China Lianhe Credit Rating Co., Ltd or equivalent ratings by one of the

local rating agencies recognized by the relevant authorities in Mainland China.

- While the Sub-Fund does not intend to invest in fixed income and debt securities with a long term to maturity remaining at the time of investment, the long-term credit ratings will be considered where the Sub-Fund invests in fixed income and debt securities which have been rated long-term credit ratings, but have a shorter term to maturity remaining (subject to the requirements on remaining maturity, weighted average maturity and weighted average life of the portfolio of the Sub-Fund as set out above). For such securities, investment grade means Baa3 or BBB- or higher by Standard & Poor's, Fitch, Moody's or another recognized credit rating agency, or AA+ or higher by China Chengxin International Credit Rating Co., Ltd or China Lianhe Credit Rating Co., Ltd or equivalent ratings by one of the local rating agencies recognized by the relevant authorities in Mainland China, for the security or its issuer/guarantor.

Accordingly, the Sub-Fund will not invest in securities issued by or guaranteed by any single sovereign issuer that has a credit rating below investment grade or is unrated. For the purpose of the Sub-Fund, an "unrated fixed income/debt instrument" is defined as an instrument which neither the instrument itself, its issuer nor its guarantor has a credit rating.

In any event, the Sub-Fund will not invest in unrated or low-investment grade fixed income, debt securities (including money market instruments) and any other ancillary investments.

Mainland China Exposure

The Sub-Fund's investment in high quality short-term or short-term remaining maturity fixed income and debt securities (including money market instruments) issued in the Mainland China market, such as government bills, certificates of deposit, commercial papers, fixed and floating rate short-term notes, short-term deposits and bankers' acceptances, will not exceed 30% of its Net Asset Value. The Sub-Fund may invest in the foregoing securities via the Manager's QFI quota, the PRC interbank bond markets under CIBM Direct Access, Bond Connect and/or other means as may be permitted by the relevant regulations.

It is not intended that the Sub-fund will invest in "Dim Sum" bonds, i.e. bonds issued outside of Mainland China but denominated in RMB.

Ancillary Investment

*Other Money Market Instruments and Money Market Funds*

The Sub-Fund may invest up to 30% of its Net Asset Value in short-term deposits and high quality money market instruments denominated in currency(ies) other than USD.

The Sub-Fund may also invest up to 10% of its Net Asset Value in money market funds which are authorized by the SFC or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC. Such money market funds may be managed by third parties or the Manager or its connected parties.

It is not intended that the Sub-Fund will invest in debt instruments with loss absorption features or asset-backed securities.

| | |
|---|---|
| | The Sub-Fund may also invest up to 10% of its Net Asset Value in tokenized versions of the securities, deposits and money market instruments set out in the investment strategy herein. |
| **Investment and borrowing restrictions** | The Sub-Fund may borrow up to 10% of its Net Asset Value but only on a temporary basis for the purpose of meeting redemption requests or defraying operating expenses.<br><br>The Sub-Fund is a Money Market Fund and is subject to the investment and borrowing restrictions applicable to a Money Market Fund as set out in Schedule 1 to the Prospectus. |
| **Use of derivatives** | The Sub-Fund may invest in financial derivative instruments for hedging purposes only, to the extent permitted by the UT Code.<br><br>The Sub-Fund's net derivative exposure may be up to 50% of the Sub-Fund's latest available Net Asset Value. |
| **Securities Financing Transactions** | The Manager currently does not intend to enter into Securities Lending Transactions, Sale and Repurchase Transactions or Reverse Repurchase Transactions. The approval of the SFC will be sought and at least one month's prior notice will be given to shareholders should there be a change in such intention. |

## SPECIFIC RISK FACTORS

Investors should review and consider all risks mentioned in the "***Risk Factors***" section in the Prospectus.

Amongst those risk factors, the following risk factors are of particular relevance to the Sub-Fund:

- Risk of not achieving investment objective
- Investment risk
- Risks associated with tokenized Shares
- Market risk
- Fixed income securities investment risk (including money market instruments)
- Credit rating agency risk
- Risks associated with bank deposits
- Risks of investing in other funds
- Borrowing risks
- Emerging markets risks
- China market risks
- Renminbi currency and conversion risks
- Renminbi Share Class risk
- Risks relating to CIBM Direct Access
- Risks relating to Bond Connect
- Risks associated with investments made through QFI regime
- Mainland China tax risk
- Sovereign debt risks
- Concentration risk
- Settlement risk
- Counterparty risk
- Currency and foreign exchange risk
- Derivative and structured product risk
- Hedging risk
- Currency hedging risk
- Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares

- Risks associated with market trading (applicable to Listed Class of Shares only)

## THE OFFERING PHASES OF THE LISTED CLASS OF SHARES

*Initial Offer Period*

The Initial Offer Period commences at 9:00 a.m. (Hong Kong time) on 25 November 2025 and ends at 4:00 p.m. (Hong Kong time) on 26 November 2025, or such other date as the Manager may determine.

The Listing Date is 28 November 2025.

The purpose of the Initial Offer Period is to enable Participating Dealers to subscribe for Listed Class of Shares either on their own account or for their clients, in accordance with the Instrument of Incorporation and the Operating Guidelines. During this period, Participating Dealers (acting for themselves or for their clients) may apply for Listed Class of Shares to be available for trading on the Listing Date by creation. No redemptions are permitted during the Initial Offer Period.

Upon receipt of a Creation Application from a Participating Dealer (acting for itself or its clients) during the Initial Offer Period, the Manager shall procure the creation of Listed Class of Shares for settlement on the Initial Issue Date.

Participating Dealers may have their own application procedures for their respective clients and may set application and payment cut-off times for their respective clients which are earlier than those set out in this Prospectus. Investors are therefore advised to consult with the relevant Participating Dealer on its requirements if they want a Participating Dealer to subscribe for Listed Class of Shares on their behalf.

*After Listing*

"After Listing" commences on the Listing Date.

Dealings in the Listed Class of Shares on the SEHK will commence on the Listing Date, which is 28 November 2025.

The current Dealing Deadline after Listing is 4:00 p.m. (Hong Kong time) for cash Creation and Redemption Applications on the Business Day immediately preceding the relevant Dealing Day, or such other time as the Manager (in consultation with the Custodian) may determine on any day when the trading hours of the SEHK are reduced.

Applications for creation of Listed Class of Shares may be made by way of cash Creation Application (in USD only). Settlement for subscribing for Listed Class of Shares is due at the time specified in the Operating Guidelines on the relevant Dealing Day in accordance with the Operating Guidelines.

The Subscription Value of Listed Class of Shares created and issued by a Creation Application After Listing will be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded down to 4 decimal places.

The attention of investors is drawn to the section entitled "***The Offering Phases***" in Schedule 4 to the Prospectus. The following table summarises all key events and the Manager's expected timetable (all references to times are to Hong Kong time):

| | |
|---|---|
| Initial Offer Period commences | |

| | |
|---|---|
| • Participating Dealers may apply for creation for themselves or for their clients in Application Share size | • 9:00 a.m. (Hong Kong time) on 25 November 2025 or such other date or time as the Manager may determine |
| The date that is two Business Days prior to the Listing Date | |
| • Latest time for Creation Applications by Participating Dealers for Listed Class of Shares to be available for trading on the Listing Date | • 4:00 p.m. (Hong Kong time) on 26 November 2025 or such other date or time as the Manager may determine |
| After listing (period commences on the Listing Date) | |
| • All investors may start trading Listed Class of Shares on the SEHK through any designated brokers; and<br>• Participating Dealers may apply for creation and redemption (for themselves or for their clients) in Application Share size | • Commence at 9:00 a.m. (Hong Kong time) on 28 November 2025<br>• From 9:00 a.m. (Hong Kong time) to 4:00 p.m. (Hong Kong time) on the Business Day immediately preceding each Dealing Day |

## EXCHANGE LISTING AND TRADING (SECONDARY MARKET) OF LISTED CLASS OF SHARES

Shares of the Listed Class of Shares traded in HKD and USD have been issued and listed on the SEHK.

Listed Class of Shares are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as of the date of this Prospectus. Application may be made in the future for a listing of Listed Class of Shares on one or more other stock exchanges. Investors' attention is drawn to the section headed "***Exchange Listing and Trading (Secondary Market)***" in Schedule 4 to the Prospectus for further information.

Dealings on the SEHK in Listed Class of Shares traded in HKD and USD began on 28 November 2025.

Participating Dealers should note that they will not be able to sell or otherwise deal in the Listed Class of Shares on the SEHK until dealings begin on the SEHK.

***Dual Counter***

The Manager has arranged for the Listed Class of Shares of the Sub-Fund to be available for trading on the secondary market on the SEHK under a Dual Counter arrangement. Shares are denominated in USD. The Sub-Fund offers 2 trading counters on the SEHK (i.e. HKD counter and USD counter) to investors for secondary trading purposes. Under the current "single tranche multiple counter" settlement arrangement, trades executed in the HKD counter and USD counter will be settled together under the same HKD counter which is designated as the "domain settlement counter", under which stock positions of HKD and USD can be differentiated by their currency codes and assigned position numbers. However, money positions of HKD and USD will not be offset against each other and will be maintained and settled separately. The trading prices of Shares in the counters may be different as the different counters are distinct and separate markets.

Shares traded on each counter are of the same class and all Shareholders of all counters are treated equally. The counters will have the same ISIN number, but different stock codes and different stock short names (as set out in the section "***Key Information***" above).

Normally, investors can buy and sell Shares traded in the same counter or alternatively buy in one counter and sell in the other counter provided their brokers provide HKD and USD trading services at the same time to support Dual Counter trading. Inter-counter buy and sell is permissible even if the trades take places within the same trading day. However, investors should note that the trading price of Shares traded in each counter may be different and may not always maintain a close relationship depending on factors such as market demand and supply and liquidity in each counter.

Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Dual Counter. Investors' attention is also drawn to the risk factor above entitled "***Multi-Counter risks***" under the "***Risk Factors***" section in the Prospectus.

## REDEMPTIONS OF LISTED CLASS OF SHARES

Listed Class of Shares can be redeemed directly (through a Participating Dealer). Redemption proceeds may be paid in cash (in USD only). Any accepted Redemption Application will be effected by the payment of cash or transfer of securities (as the case may be) in accordance with the Operating Guidelines and the Instrument of Incorporation.

The Redemption Value on a Dealing Day shall be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded down to 4 decimal places.

## SUBSCRIPTION AND REDEMPTION OF UNLISTED CLASSES OF SHARES

**In respect of Unlisted Class(es) of Shares, the Sub-Fund offers tokenized classes of shares only. Tokenized classes of shares of the Sub-Fund are only offered in the primary market.**

For detail of dealing procedures of Unlisted Classes of Shares, please refer to the information below and in Schedules 5 and 6 of this Prospectus. The following apply to the Sub-Fund:

| | |
|---|---|
| Dealing Day | each Business Day |
| Dealing Deadline | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day by which an application for subscription or a redemption or conversion request in respect of the Sub-Fund or a Class of Shares must be received or such other time or on such other Business Day or day as the Directors may from time to time determine generally or in relation to any particular jurisdiction in which Shares of the Sub-Fund or the relevant Class may from time to time be sold |
| Payment Period | no later than the Dealing Deadline of the relevant Dealing Day on which a subscription is made and the relevant Shares are issued |
| Valuation Point | 11:00 a.m. (Hong Kong time) on each Valuation Day, or such other time on each Valuation Day or such other Business Day as the Directors may determine from time to time after consultation with the Custodian |

| Classes | Minimum Initial Subscription Amount | Minimum Holding | Minimum Subsequent Subscription Amount | Minimum Redemption Amount |
|---|---|---|---|---|
| Class A HKD | HKD 10 | HKD 10 | HKD 10 | HKD 10 |
| Class A HKD (Hedged) | HKD 10 | HKD 10 | HKD 10 | HKD 10 |
| Class I HKD | HKD 10,000 | HKD 10,000 | HKD 10,000 | HKD 10,000 |
| Class I HKD (Hedged) | HKD 10,000 | HKD 10,000 | HKD 10,000 | HKD 10,000 |
| Class F HKD | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |

| | | | | |
|---|---|---|---|---|
| Class F HKD (Hedged) | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B HKD | HKD 1 | HKD 1 | HKD 1 | HKD 1 |
| Class B HKD (Hedged) | HKD 1 | HKD 1 | HKD 1 | HKD 1 |
| Class A RMB | RMB 10 | RMB 10 | RMB 10 | RMB 10 |
| Class A RMB (Hedged) | RMB 10 | RMB 10 | RMB 10 | RMB 10 |
| Class I RMB | RMB 10,000 | RMB 10,000 | RMB 10,000 | RMB 10,000 |
| Class I RMB (Hedged) | RMB 10,000 | RMB 10,000 | RMB 10,000 | RMB 10,000 |
| Class F RMB | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class F RMB (Hedged) | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B RMB | RMB 1 | RMB 1 | RMB 1 | RMB 1 |
| Class B RMB (Hedged) | RMB 1 | RMB 1 | RMB 1 | RMB 1 |
| Class A USD | USD 1 | USD 1 | USD 1 | USD 1 |
| Class I USD | USD 1,000 | USD 1,000 | USD 1,000 | USD 1,000 |
| Class F USD | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B USD | USD 0.1 | USD 0.1 | USD 0.1 | USD 0.1 |

## CONVERSION

Investors should note that switching between Unlisted Classes of Shares and Listed Class of Shares is not available.

Currently, conversion of Shares of a Class of the Sub-Fund into Shares of another Class in the Sub-Fund or into Shares of another sub-fund of the Company, or vice versa, is not permitted.

## DISTRIBUTION POLICY

***Accumulation Classes***

No distribution is intended to be made. Therefore, any net income and net realised capital gains attributable to Shares of such Accumulation Class(es) will be reflected in their respective Net Asset Value.

Please refer to the section headed "***Distribution policy***" in the main part of the Prospectus for further details.

## CUSTODIAN, ADMINISTRATOR, REGISTRAR AND DISTRIBUTORS OF THE SUB-FUND

### Custodian of the Sub-Fund

The Custodian of the Sub-Fund is Standard Chartered Trustee (Hong Kong) Limited which is a registered trust company incorporated in Hong Kong, a Trust or Company Service Provider licensee, licensed by the SFC to carry out Type 13 regulated activity (providing depositary services for relevant collective investment schemes) under the SFO as well as an approved trustee under the Mandatory Provident Fund Schemes Ordinance (Cap.485 of the Laws of Hong Kong). The Custodian is a wholly-

owned subsidiary of Standard Chartered Bank (Hong Kong) Limited, a company incorporated in Hong Kong and a bank licensed under the Banking Ordinance (Cap.155 of the Laws of Hong Kong).

Under the Custodian Agreement, the Custodian shall hold in its custody or under its control all the property forming part of the assets of the Company and hold it for the Shareholder of the relevant Sub-Fund in accordance with the provisions of the Instrument of Incorporation and Custodian Agreement and, to the extent permitted by applicable laws and regulation, all registrable assets and cash from time to time comprised in the Company shall be registered in the name of or held to the order of the Custodian. The Custodian is responsible and shall remain at all times liable for the safe-keeping of the investments and assets forming part of the Company that are entrusted to the Custodian in accordance with the provisions of the Instrument of Incorporation and the Custodian Agreement and such investments, assets and other property shall be dealt with as the Custodian may think proper for the purpose of providing for the safe-keeping thereof, subject to the provisions of the Custodian Agreement. The Custodian shall in respect of any investments, assets and other property of a Sub-Fund which by nature cannot be held in custody, maintain a proper record of such investments, assets or property in its books under the name of that Sub-Fund.

The Custodian may appoint any other person, including nominees, agents or delegates (such as sub-custodians) including any of its Connected Persons to perform any of the services on its behalf and may delegate any of its powers under the Custodian Agreement to such person.

The Custodian is required to (i) exercise reasonable care, skill and diligence in the selection, appointment and ongoing monitoring of the nominees, agents and delegates; and (ii) be satisfied that the nominees, agents and delegates retained remain suitably qualified and competent to provide the relevant service. The Custodian has no responsibility for selection or appointment of, or for monitoring of or performance by, any entity providing central depository, clearing and/or settlement facilities.

The Custodian is not liable for any loss the Company suffers, except for loss caused by the Custodian or an Affiliate Sub-Custodian's negligence, wilful misconduct or fraud. The Custodian is not liable for any loss caused by any act or omission of any third party, including the agents or sub-custodians that are not affiliates, if the Custodian exercised reasonable care in the appointment of that third party.

The Custodian shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of Euroclear Clearing System Limited or Clearstream Banking S.A. or any other recognised depositary or clearing system which may from time to time be approved by the Custodian and the Manager.

Subject as provided in the Custodian Agreement, the Custodian and its respective officers, employees, agents and delegates are entitled to be indemnified out of the assets of the relevant Sub-Fund in respect of all liabilities and expenses incurred in relation to such Sub-Fund and against all actions, proceedings, costs, claims and demands in respect of any matter or thing done or omitted to be done in any way relating to such Sub-Fund, except to the extent that such liability, expense, action, proceeding, cost, claim or demand arises out of the fraud, negligence or wilful misconduct of the Custodian or its officers, employees, agents or delegates. Subject to the applicable law and the provisions of the Custodian Agreement, the Custodian shall not, in the absence of fraud, negligence or wilful default on the part of the Custodian, be liable for any losses, costs or damage to the Company, any Sub-Fund or any Shareholder.

The Custodian shall take reasonable care to ensure that the investment and borrowing limitations set out under Schedule 1 to this Prospectus and any specific investment and borrowing limitations as set out in the relevant Appendix as they relate to a Sub-Fund and the conditions under which such Sub-Fund is authorised pursuant to the SFO are complied with in respect of the relevant Sub-Fund(s) for which it is appointed.

The Custodian will be entitled to the fees described in the section headed "Fees and Expenses" below and in the relevant Appendix, and to be reimbursed for all costs and expenses in accordance with the provisions of the Custody Agreement.

**Removal and Retirement of the Custodian of the Sub-Fund**

The Custody Agreement provides, inter alia, that the agreement may be terminated at any time by either party upon not less than 3 months' prior written notice.

The Custodian may retire as custodian of the Company and the Sub-Fund and terminate the Custody Agreement by giving the Company 3 months' prior written notice together with, where applicable, a statement in accordance with all applicable laws and regulations.

The Custodian may retire as custodian of the Company and the relevant Sub-Fund and terminate the Custody Agreement in accordance with the circumstances set out in the Custody Agreement.

The Custodian shall retire as Custodian of the Company and the relevant Sub-Fund and the Custody Agreement shall terminate when it ceases to be eligible to be a custodian of the Company and the relevant Sub-Fund or is prohibited from acting as custodian of the Company and the relevant Sub-Fund under the applicable regulatory requirements or when the SFC withdraws its approval of the Custodian.

The Custodian may not retire as custodian of the Company and the Sub-Fund except upon the appointment of a replacement custodian. Any retirement of the Custodian as the Custodian of the Company and the relevant Sub-Fund shall take effect at the same time as the replacement custodian takes up office.

The Company may remove the Custodian as Custodian of the Company and the relevant Sub-Fund and may terminate the Custody Agreement by giving not less than 3 months' prior written notice to the Custodian.

The Company must remove the Custodian as Custodian of the Company and the relevant Sub-Fund and terminate the Custody Agreement by written notice taking immediate effect if:

(a) the Custodian goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation), becomes bankrupt, or has a receiver appointed over its assets; or

(b) for good and sufficient reason, the Directors state in writing that a change in the Custodian is desirable in the interests of the Shareholders.

In the event that the Custodian shall retire or be removed or its appointment shall otherwise terminate, the Company shall appoint another corporation eligible under the applicable laws and regulations to act as a custodian of the Company and the relevant Sub-Fund and any change in Custodian is subject to the SFC's approval and the Custodian will remain as the Custodian of the Sub-Fund until a new custodian is appointed. Shareholders will be notified of such changes in accordance with the requirements prescribed by the SFC.

**Administrator and Registrar of the Sub-Fund**

The Company has also appointed Standard Chartered Bank (Hong Kong) Limited as the Administrator and Registrar of the Sub-Fund.

The Administrator is responsible for certain financial, administrative and other services in relation to the Company and each Sub-Fund ("**Administrative Services**"), including:

(a) determining the Net Asset Value and the Net Asset Value per Share;
(b) assisting in preparing the financial statements of the Company and the Sub-Fund(s); and
(c) maintaining the Company and the Sub-Fund(s)' financial and accounting records and statements.

As the tokenization agent in respect of the Sub-Fund's tokenization arrangements, the Administrator is responsible for the tokenization of Shares of the Sub-Fund, in particular:

(a) providing and maintaining the relevant tokenization infrastructure and platform;
(b) minting and burning Tokens based on the instructions of the Manager;

(c) reconciliating holding and transaction records between off chain book-entry and blockchain transactions;
(d) whitelisting the digital wallet addresses for holding of Tokens.

Please refer to the Schedule 6 to the Prospectus for details.

The Administrator will have the right, without prior notice to or consent of the Manager, to employ any agents, sub-contractors, including its affiliates but excluding any clearance or settlement systems ("**Delegates**") to provide or assist it in the provision of all or any part of the Administrative Services, other than Administrative Services required by applicable law and regulations to be provided by the Administrator itself. The Administrator has no liability for the acts, omissions, defaults or insolvency of any Delegates or clearance system not directly resulting from the gross negligence, wilful misconduct or fraud of the Administrator. The Administrator will unless otherwise agreed be solely responsible for the compensation of its Delegates.

The Company will indemnify the Administrator and will keep the Administrator indemnified fully and effectively against all losses incurred by the Administrator in connection with the proper performance by the Administrator of its obligations under the Administration Agreement, except for any reasonable loss directly resulting from the Administrator's gross negligence, wilful misconduct or fraud. The Administrator will not be responsible for any loss, liability or damage suffered by the Company and/or a Sub-Fund as a result of any act or failure to act by the Administrator unless the loss, liability or damage directly results from the Administrator's breach of the Administration Agreement because of its gross negligence, wilful misconduct or fraud.

The Administrator will be entitled to the fees described in the section headed "Fees and Expenses" in the Prospectus and in this Appendix, and to be reimbursed for all costs and expenses in accordance with the provisions of the Administration Agreement.

**Eligible Distributors of the Sub-Fund**

Please refer to the Manager's website at www.chinaamc.com.hk for the latest list of Eligible Distributors.

## FEES AND EXPENSES

**Fees applicable to Listed Class of Shares only**

*Fees and expenses payable by Participating Dealers:*

| **Fees and expenses payable by Participating Dealers on creations and redemptions (as applicable) of Listed Class of Shares (applicable both during the Initial Offer Period and After Listing)** | **Amount** |
|---|---|
| Transaction Fee and Service Agent's Fee | Up to USD400[1] per Application and HKD1,000[1] per book-entry deposit and book-entry withdrawal transaction |
| Application cancellation fee | Up to USD400[2] per Application |
| Extension Fee | Up to USD400[3] per Application |
| Stamp duty | Nil |
| All other Duties and Charges incurred by the Custodian or the Manager in connection with the creation or redemption | As applicable |

*[1] The Transaction Fee of up to USD400 is payable by a Participating Dealer to the Custodian for the benefit of the Custodian. The Service Agent's fee of HKD1,000 is payable by a Participating Dealer to the Service Agent for each book-entry deposit or book-entry withdrawal transaction. A Participating Dealer may pass on to the relevant investor such Transaction Fee and Service Agent's fee.*

*[2] An application cancellation fee is payable to the Custodian in respect of either a withdrawn or failed Creation Application or Redemption Application.*

*[3] An Extension Fee is payable to the Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application.*

*Fees payable by the Sub-Fund:*

**Management Fee**

The Manager is entitled to a management fee in respect of Listed Class of Shares of 0.15% per annum of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, which is accrued daily and calculated as at each Dealing Day. It is payable out of the assets of the Sub-Fund attributable to the Listed Class of Shares, monthly in arrears in USD.

**Custodian Fee**

The custodian fee payable to the Custodian in respect of Listed Class of Shares is up to 0.10% per annum (current level up to 0.0625% per annum) of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, subject to a minimum monthly fee of USD4,200.

**Fees applicable to Unlisted Classes of Shares only**

*Fees payable by investors:*

| **Class** | **Class A** | **Class I** | **Class F** | **Class B** |
|---|---|---|---|---|
| **Subscription Charge** (% of the total subscription amount) | | | Up to 3% | |
| **Conversion Fee** (% of the total Redemption amount converted**)** | | | N/A | |
| **Redemption Charge[#]** (% of the total Redemption amount) | | | Up to 5% | |

**[#]** The Manager may charge a Redemption Charge for anti-dilution purpose of up to 5% of the total redemption amount if a redemption order from a single investor on a single Dealing Day reaches 20% of the Sub-Fund's Net Asset Value (both Listed Class of Shares and Unlisted Classes of Shares). Such Redemption Charge shall reflect the (i) bid-ask spread and/or (ii) fiscal and purchase charges (including any stamp duty, other taxes, duties or governmental charges, brokerage, bank charges, transfer fees, or registration fees) which would be incurred for the account of the relevant Sub-Fund in realising assets or closing out positions to provide funds to meet any redemption request.

*Fees and expenses payable from assets of the Sub-Fund:*

| | **Current** | **Maximum** |
|---|---|---|
| **Management Fee** (% of the Net Asset Value of the relevant Class per annum) | **Class A**: 0.15% | **Class A**: 1.99% |
| | **Class I**: 0.05% | **Class I**: 1.99% |
| | **Class F**: 0.60% | **Class F**: 1.99% |

| | | |
|---|---|---|
| | **Class B**: 0.40% | **Class B**: 1.99% |
| **Custodian Fee*** (% of the Net Asset Value of the relevant Class per annum, including fund administration fees and transfer agency fees) | Up to 0.10% per annum (current level up to 0.0625% per annum) of the Sub-Fund's value and subject to a minimum monthly fee of USD4,200 | 1.00% |
| **Tokenization Fee** (% of the Net Asset Value of the relevant Class per annum) | 0.055% | 0.07% |
| **Performance Fee** | Nil | Nil |

* The Administrator and the Custodian are also entitled to receive various transaction, processing and other applicable fees as agreed with the Company from time to time and to be reimbursed by the Sub-Fund for all out-of-pocket expenses properly incurred by it in the performance of its duties.

Please note that some fees may be increased up to a permitted maximum amount by providing one month's prior notice to Shareholders.

| | |
|---|---|
| **Establishment costs** | The establishment costs of the Sub-Fund are approximately HKD 200,000 (the "**Establishment Costs**") and will be borne by the Sub-Fund. The Establishment costs will be amortised over the first 5 Accounting Periods from the date of launch of the Sub-Fund or such other period as the Manager after consultation with the Auditors shall determine. |
| **Listing costs** | The costs of seeking and obtaining the listing of the Listed Class of Shares of the Sub-Fund (including any additional costs of determining the stock code) is approximately USD58,000 and will be amortised over the first 5 Accounting Periods from the Initial Issue Date and borne by the Listed Class of Shares of each of the Sub-Fund, ChinaAMC HKD Digital Money Market Fund and ChinaAMC RMB Digital Money Market equally. |
| **General expenses** | Please refer to the section headed "***General expenses***" of the Prospectus for further details. |

## GENERAL INFORMATION

| | |
|---|---|
| **Financial reports** | The first Accounting Date of the Sub-Fund would be 31 December 2025 and the first Semi-Annual Accounting Date of the Sub-Fund would be 30 June 2026. |

# APPENDIX 3 – ChinaAMC RMB Digital Money Market Fund

*This Appendix (which forms part of, and should be read together with the rest of, the Prospectus) relates to the ChinaAMC RMB Digital Money Market Fund ("**Sub-Fund**"), a sub-fund of the Company.*

*The Sub-Fund does not invest in e-CNY (數字人民幣) (i.e., the central bank digital currency issued by the People's Bank of China).*

*This is an active exchange traded fund.*

*Investors should note that this Sub-Fund has both Listed Class of Shares and Unlisted Classes of Shares. For the Unlisted Classes of Shares, the Sub-Fund offers Tokenized Classes of Shares only. Please refer to the sections relevant to your intended holding of Shares.*

## KEY INFORMATION

Set out below is a summary of key information in respect of this Sub-Fund which should be read together with the full text of this Appendix and this Prospectus.

*Key information applicable to both Listed Class of Shares and Unlisted Classes of Shares*

| | |
|---|---|
| **Investment Objective and Policies** | Please refer to "***Investment Considerations***" below |
| **Distribution Policy** | No distribution is intended to be made. Therefore, any net income and net realised capital gains attributable to Shares will be reflected in their respective Net Asset Value. |
| **Base Currency** | Renminbi (RMB) |
| **Dealing Day** | Each Business Day |
| **Financial Year End** | 31 December (The first annual report for the Sub-Fund will be published for the financial year ending 31 December 2025 and the first half-yearly unaudited report will be published for the half year ending 30 June 2026) |
| **Website** | www.chinaamc.com.hk (this website has not been reviewed by the SFC) |

*Key information applicable to Listed Class of Shares only*

| | |
|---|---|
| **Initial Issue Date** | 27 November 2025 (the Business Day immediately before the Listing Date) |
| **Listing Date (SEHK)** | 28 November 2025 |
| **Subscription Value during the Initial Offer Period** | RMB 1,000 |
| **Exchange Listing** | SEHK – Main Board |
| **Stock Code** | 3461 – HKD Counter*<br>83461 – RMB Counter |

| | |
|---|---|
| **Short Stock Name** | A CAM RMBTMMF – HKD Counter*<br>A CAM RMBTMMF - R – RMB Counter |
| **Trading Board Lot Size** | 1 Share |
| **Trading Currency** | Hong Kong dollars (HKD) – HKD Counter*<br>Renminbi (RMB) – RMB Counter |
| **Dealing Deadline** | 4:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day |
| **Management Fee** | Currently 0.20% per annum of the Net Asset Value |
| **Custodian Fee** | Currently 0.0625% per annum of the Net Asset Value |
| **Creation / Redemption Policy** | Cash (RMB only) |
| **Application Share Size (only by or through Participating Dealers)** | Minimum 500 Shares (or multiples thereof) or such other number of Shares as the Manager may determine and approved by the Custodian |
| **Listing Agent** | Altus Capital Limited |
| **Market Makers** | Please refer to the Sub-Fund's website set out above and the website of the HKEX for the latest lists of market makers. |
| **Participating Dealers** | Please refer to the Sub-Fund's website set out above for the latest lists of participating dealers. |
| **Service Agent** | HK Conversion Agency Services Limited |

* This is designated as the "domain settlement counter" under which trades executed in all currency counters are settled together. For further details, please refer to the sub-section "***Dual Counter***" in this Appendix below.

*Key information applicable to Unlisted Classes of Shares only*

| | |
|---|---|
| **Unlisted Classes of Shares Offered** | Class A RMB<br>Class I RMB<br>Class B RMB<br>Class F RMB<br>Class A HKD<br>Class B HKD<br>Class I HKD<br>Class F HKD<br>Class A HKD (Hedged)<br>Class I HKD (Hedged)<br>Class B HKD (Hedged) |

| | |
|---|---|
| | Class F HKD (Hedged)<br>Class A USD<br>Class I USD<br>Class B USD<br>Class F USD<br>Class A USD (Hedged)<br>Class I USD (Hedged)<br>Class B USD (Hedged)<br>Class F USD (Hedged) |
| **Minimum Initial Subscription Amount / Minimum Subsequent Subscription Amount** | Class A RMB: RMB 10<br>Class I RMB: RMB 10,000<br>Class B RMB: RMB 1<br>Class F RMB: N/A<br>Class A HKD: HKD 10<br>Class B HKD: HKD 1<br>Class I HKD: HKD 10,000<br>Class F HKD: N/A<br>Class A HKD (Hedged): HKD 10<br>Class B HKD (Hedged): HKD 1<br>Class I HKD (Hedged): HKD 10,000<br>Class F HKD (Hedged): N/A<br>Class A USD: USD 1<br>Class I USD: USD 1,000<br>Class B USD: USD 0.1<br>Class F USD: N/A<br>Class A USD (Hedged): USD 1<br>Class I USD (Hedged): USD 1,000<br>Class B USD (Hedged): USD 0.1<br>Class F USD (Hedged): N/A |
| **Dealing Deadline** | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day by which an application for subscription or a redemption or conversion request in respect of the Sub-Fund or a Class of Shares must be received or such other time or on such other Business Day or day as the Directors may from time to time determine generally or in relation to any particular jurisdiction in which Shares of the Sub-Fund or the relevant Class may from time to time be sold |
| **Management Fee** | Class A: Currently 0.15% of the Net Asset Value of the relevant Class per annum |

| | |
|---|---|
| | Class I: Currently 0.05% of the Net Asset Value of the relevant Class per annum<br><br>Class F: Currently 0.60% of the Net Asset Value of the relevant Class per annum<br><br>Class B: Currently 0.40% of the Net Asset Value of the relevant Class per annum |
| **Custodian Fee** | Currently 0.0625% per annum of the Net Asset Value of the Sub-Fund and subject to a minimum monthly fee of USD 4,200 |
| **Tokenization Fee** | 0.055% per annum of the Net Asset Value of the Sub-Fund |
| **Subscription / Redemption Policy** | Cash (in the Class Currency of the relevant Class) |
| **Eligible Distributor** | OSL Digital Securities Limited<br><br>Solomon JFZ (Asia) Holdings Limited<br><br>And any other distributors as appointed by the Manager from time to time. Please refer to the Manager's website at www.chinaamc.com.hk for the latest list of Eligible Distributors. |

*Key similarities and differences between Listed Class of Shares and Unlisted Classes of Shares*

| | |
|---|---|
| **Investment Objective and Policies** | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to "***Investment Considerations***" of this Appendix. |
| **Valuation Policy** | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to "***Valuation and Suspension***" of the Prospectus. |
| **Dealing Arrangements** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.<br><br>Investors should note that the minimum amounts for creation (in the case of Listed Class of Shares) / subscription (in the case of Unlisted Classes of Shares) and redemption in respect of Listed and Unlisted Classes of Shares are different.<br><br>Investors should also note that while the dealing frequency and the definition of "Dealing Day" in respect of Listed Class of Shares and Unlisted Classes are the same, the applicable dealing procedures and timing with the relevant Participating Dealer (in the case of Listed Class of Shares) and an Eligible Distributor (if applicable, in the case of Unlisted Classes of Shares) may be different. Investors should check with the relevant Participating Dealer or Eligible Distributor for the applicable dealing procedures and timing.<br><br>In respect of the Listed Class of Shares:<br><br>- the dealing deadline for a Creation Application or Redemption Application is 4:00 p.m. (Hong Kong time) |

| | |
|---|---|
| | on the immediately preceding Dealing Day, or such other date or time as the Manager may determine;<br>- a secondary market investor can buy and sell the Listed Class of Shares on the SEHK through his stockbroker at any time the SEHK is open. Investors can buy or sell the Listed Class of Shares at market price;<br>- the Creation Application or Redemption Application for Listed Class of Shares received after 4:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day will be deemed to have been received on the next Dealing Day.<br>In respect of the Unlisted Classes of Shares:<br>- the Dealing Deadline currently is 11:00 a.m. (Hong Kong time) on each Dealing Day. Investors can buy or sell the Unlisted Classes of Shares at the Net Asset Value of the relevant Unlisted Classes of Shares. Applicants may apply for Unlisted Classes of Shares through an Eligible Distributor appointed by the Manager. Eligible Distributors may have different dealing procedures, including earlier cut-off times for receipt of applications and/or cleared funds. Applicants who intend to apply for Unlisted Classes of Shares through an Eligible Distributor should therefore consult the Eligible Distributor for details of the relevant dealing procedures;<br>- the subscription application or redemption requests for Unlisted Classes of Shares submitted after 11:00 a.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.<br>Please refer to Schedule 4 and Schedule 5 to the Prospectus for details of the dealing arrangements of Listed Class of Shares and Unlisted Classes of Shares respectively. |
| **Dealing Frequency** | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day. |
| **Valuation Day** | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day on which the Net Asset Value of the Sub-Fund and/or the Net Asset Value of a Share or a Class of Share of the Sub-Fund falls to be calculated and in relation to each Dealing Day of any Class or Classes of Shares means either such Dealing Day or such other Business Day or day as the Directors may from time to time determine, either generally or in relation to a particular Class of Shares |
| **Valuation Point** | Same for both Listed Class of Shares and Unlisted Classes of Shares – 11:00 a.m. (Hong Kong time) on each Valuation Day, or such other time on each Valuation Day or such other Business Day as the Directors may determine from time to time after consultation with the Custodian |
| **Fee Structure** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.<br>Both classes of Shares are subject to Management Fee and |

| | |
|---|---|
| | Custodian Fee.<br><br>An investment in the Listed Class of Shares in the secondary market is subject to fees involved in relation to the trading of such Shares on the SEHK (such as the Service Agent's fee, transaction costs, brokerage fee, transaction levy, trading fee etc.).<br><br>An investment in the Unlisted Classes of Shares may be subject to the payment of Subscription Charges and Redemption Charges.<br><br>Please refer to "***Fees and Expenses***" of the Prospectus and this Appendix respectively. |
| **Investment return / Net Asset Value** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares due to various factors, including but not limited to the different fee structures applicable to each class of Shares, different dealing arrangements (i.e. Listed Class of Shares can be bought and sold at market price whereas Unlisted Classes of Shares are bought and sold at Net Asset Value) and costs (such as Transaction Fee and Duties and Charges in respect of creation and redemption of Listed Class of Shares in the primary market and fees payable in respect of trading of Listed Class of Shares in the secondary market), stamp duty. Accordingly, the performance of the different classes of Shares will be different.<br><br>There is a separate Net Asset Value for each class of Shares. The Custodian does allow each class of Shares to have its own Net Asset Value (i.e. one Net Asset Value for one class of Shares).<br><br>Please refer to the "Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares" under "***Risk Factors***" of the Prospectus. |
| **Termination** | Due to the nature of the listing of the Listed Class of Shares, the termination procedures applicable to the Listed Class of Shares and Unlisted Classes of Shares may differ. Please refer to "***General Information – Termination of the Company, a Sub-Fund or a Class***" of the Prospectus for further details. |

## PRINCIPAL TERMS

### INVESTMENT CONSIDERATIONS

**Investment objective**

The Sub-Fund's objective is to invest in short-term deposits and high quality money market instruments to achieve long-term return in Renminbi in line with prevailing money market rates, with primary considerations of both capital security and liquidity. There can be no assurance that the Sub-Fund will achieve its investment objective.

**Investment policies**

Primary Investment – Short-term Deposits and High Quality Money Market Instruments

The Sub-Fund seeks to achieve its objective by investing not less than 70% of its Net Asset Value in RMB-denominated and settled short-term deposits, high quality

money market instruments of varying maturities issued by governments, quasi-governments, international organizations, and financial institutions globally and such other securities as permitted by the SFC's Code on Unit Trusts and Mutual Funds (the "**Code**").

The Sub-Fund will maintain a portfolio with weighted average maturity not exceeding 60 days and a weighted average life not exceeding 120 days and will not purchase an instrument with a remaining maturity of more than 397 days, or two years in the case of Government and other Public Securities.

The short-term deposits and high quality money market instruments that the Sub-Fund invests in may include but are not limited to fixed income and debt securities, government bills, certificates of deposit, commercial papers, fixed and floating rate short-term notes and bankers' acceptances. In assessing whether a money market instrument is of high quality, at a minimum, the credit quality and the liquidity profile of the money market instruments must be considered.

The Manager will assess credit risks of instruments based on quantitative and qualitative fundamentals, including without limitation the issuer's credit indicators in leverage and coverage, profitability, cash flow and liquidity, firm's competitive position and shareholding structure. The Manager may also consider the issuer's external financial support in such credit risk assessment.

The Manager will assess the liquidity profile of instruments based on, amongst other factors, time to cash, external liquidity classification, liquidation horizon, daily trading volume, price volatility and bid-ask spread of such instruments. Only instruments with sufficient liquidity will be included in the portfolio of the Sub-Fund.

The aggregate value of the Sub-Fund's holding of instruments and deposits issued by a single entity will not exceed 10% of its total Net Asset Value except: (i) where the entity is a substantial financial institution and the total amount does not exceed 10% of the entity's share capital and non-distributable capital reserves, the limit may be increased to 25%; or (ii) in the case of Government and other Public Securities, up to 30% may be invested in the same issue; or (iii) in respect of any deposit of less than USD1,000,000, where the Sub-Fund cannot otherwise diversify as a result of its size.

The Sub-Fund does not intend to invest more than 30% of its Net Asset Value in any single country or region (including emerging markets in aggregate), other than Greater China (comprising Mainland China, Hong Kong, Macau and Taiwan). The Sub-Fund may invest in aggregate up to 100% of its Net Asset Value in Greater China. The Sub-Fund may invest in aggregate up to 100% of its Net Asset Value in the short-term deposits and high quality money market instruments issued in Mainland China, including bonds issued by the Mainland Chinese government, China Development Bank, Export-Import Bank of China and Agricultural Development Bank of China ("China Government Bonds and Policy Bank Bonds"). The investment in China Government Bonds and Policy Bank Bonds will be less than 70% of the Sub-Fund's Net Asset Value. Onshore Mainland China investments will be made through the QFI status of the Manager, or via the CIBM Direct Access, Bond Connect and/or other means as may be permitted by relevant regulations from time to time. Investments made via QFI and CIBM Direct Access will in aggregate constitute less than 70% of the Net Asset Value.

Credit Rating

The Sub-Fund will only invest in high quality short-term or short-term remaining maturity fixed income and debt securities (including money market instruments) rated investment grade or above or fixed income and debt instruments with

issuers/guarantors of investment grade rating or above if the instrument itself does not have a credit rating. For split credit ratings between different credit rating agencies, the highest credit rating shall apply.

- Short-term fixed income and debt securities are considered investment grade if their credit ratings or the credit ratings of their issuers/guarantors are rated A-3 or higher by Standard & Poor's, or F3 or higher by Fitch, or P-3 or higher by Moody's, or equivalent rating as rated by one of the international credit rating agencies, or A-1 or higher by China Chengxin International Credit Rating Co., Ltd or China Lianhe Credit Rating Co., Ltd or equivalent ratings by one of the local rating agencies recognized by the relevant authorities in Mainland China.

- While the Sub-Fund does not intend to invest in fixed income and debt securities with a long term to maturity remaining at the time of investment, the long-term credit ratings will be considered where the Sub-Fund invests in fixed income and debt securities which have been rated long-term credit ratings, but have a shorter term to maturity remaining (subject to the requirements on remaining maturity, weighted average maturity and weighted average life of the portfolio of the Sub-Fund as set out above). For such securities, investment grade means Baa3 or BBB- or higher by Standard & Poor's, Fitch, Moody's or another recognized credit rating agency, or AA+ or higher by China Chengxin International Credit Rating Co., Ltd or China Lianhe Credit Rating Co., Ltd or equivalent ratings by one of the local rating agencies recognized by the relevant authorities in Mainland China, for the security or its issuer/guarantor.

Accordingly, the Sub-Fund will not invest in securities issued by or guaranteed by any single sovereign issuer that has a credit rating below investment grade or is unrated. For the purpose of the Sub-Fund, an "unrated fixed income/debt instrument" is defined as an instrument which neither the instrument itself, its issuer nor its guarantor has a credit rating.

In any event, the Sub-Fund will not invest in unrated or low-investment grade fixed income, debt securities (including money market instruments) and any other ancillary investments.

Ancillary Investment

The Sub-Fund may invest less than 10% of its Net Asset Value in high quality short-term urban investment bonds (城投債) rated investment grade or above, which are debt instruments issued by Mainland China local government financing vehicles (the "LGFVs") and traded in the listed bond market and inter-bank bond market in Mainland China. These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects.

The Sub-Fund may also invest less than 50% of its Net Asset Value in high quality short-term "Dim Sum" bonds, i.e. bonds issued outside of Mainland China but denominated in RMB, rated investment grade or above.

The Sub-Fund may invest up to 15% of its Net Asset Value in high quality short-term asset backed securities, such as mortgage backed securities and asset backed commercial papers which are investment grade or above.

The Sub-Fund will not invest in any convertible bonds or instruments with loss absorption features.

*Other Money Market Instruments and Money Market Funds*

The Sub-Fund may invest up to 30% of its Net Asset Value in short-term deposits and high quality money market instruments denominated in currency(ies) other than RMB. The Manager may hedge non-RMB-denominated investments into RMB in order to manage any material currency risk, subject to the Manager's view on the market.

The Sub-Fund may also invest up to 10% of its Net Asset Value in money market funds which are authorized by the SFC or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC. Such money market funds may be managed by third parties or the Manager or its connected parties.

The Sub-Fund may also invest up to 10% of its Net Asset Value in tokenized versions of the securities, deposits and money market instruments set out in the investment strategy herein.

**Investment and borrowing restrictions**

The Sub-Fund may borrow up to 10% of its Net Asset Value but only on a temporary basis for the purpose of meeting redemption requests or defraying operating expenses.

The Sub-Fund is a Money Market Fund and is subject to the investment and borrowing restrictions applicable to a Money Market Fund as set out in Schedule 1 to the Prospectus.

**Use of derivatives**

The Sub-Fund may invest in financial derivative instruments for hedging purposes only, to the extent permitted by the UT Code.

The Sub-Fund's net derivative exposure may be up to 50% of the Sub-Fund's latest available Net Asset Value.

**Securities Financing Transactions**

The Sub-Fund may enter into sale and repurchase transactions for up to 10% of its Net Asset Value but only on a temporary basis for the purpose of meeting redemption requests or defraying operating expenses. The amount of cash received by the Sub-Fund under such transactions may not in aggregate exceed 10% of its Net Asset Value.

The Sub-Fund may engage in reverse repurchase transactions for up to 20% of its Net Asset Value provided that the aggregate amount of cash provided to the same counterparty in reverse repurchase agreements may not exceed 15% of the Net Asset Value of the Sub-Fund.

Save as disclosed above, the Sub-Fund currently does not intend to enter into any securities lending transactions or other similar over-the-counter transactions. Prior approval from the SFC (if required) will be sought in the event that the Manager intends to engage in such activities and at least one month's prior notice will be given to Shareholders.

## SPECIFIC RISK FACTORS

Investors should review and consider all risks mentioned in the "***Risk Factors***" section in the Prospectus.

Amongst those risk factors, the following risk factors are of particular relevance to the Sub-Fund:

- Risk of not achieving investment objective

- Investment risk
- Risks associated with tokenized Shares
- Market risk
- Fixed income securities investment risk (including money market instruments)
- Credit rating agency risk
- Risks associated with bank deposits
- "Dim Sum" bonds (i.e. bonds issued outside of Mainland China but denominated in RMB) market risks
- Risks of investing in other funds
- Borrowing risks
- Emerging markets risks
- China market risks
- Renminbi currency and conversion risks
- Renminbi Share Class risk
- Risks relating to CIBM Direct Access
- Risks relating to Bond Connect
- Risks associated with investments made through QFI regime
- Risks of investing in urban investment bonds
- Mainland China tax risk
- Sovereign debt risks
- Concentration risk
- Settlement risk
- Counterparty risk
- Currency and foreign exchange risk
- Derivative and structured product risk
- Hedging risk
- Currency hedging risk
- Risks associated with Securities Financing Transactions
- Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares
- Risks associated with market trading (applicable to Listed Class of Shares only)

## THE OFFERING PHASES OF THE LISTED CLASS OF SHARES

*Initial Offer Period*

The Initial Offer Period commences at 9:00 a.m. (Hong Kong time) on 25 November 2025 and ends at 4:00 p.m. (Hong Kong time) on 26 November 2025, or such other date as the Manager may determine.

The Listing Date is 28 November 2025.

The purpose of the Initial Offer Period is to enable Participating Dealers to subscribe for Listed Class of Shares either on their own account or for their clients, in accordance with the Instrument of Incorporation and the Operating Guidelines. During this period, Participating Dealers (acting for themselves or for their clients) may apply for Listed Class of Shares to be available for trading on the Listing Date by creation. No redemptions are permitted during the Initial Offer Period.

Upon receipt of a Creation Application from a Participating Dealer (acting for itself or its clients) during the Initial Offer Period, the Manager shall procure the creation of Listed Class of Shares for settlement on the Initial Issue Date.

Participating Dealers may have their own application procedures for their respective clients and may set application and payment cut-off times for their respective clients which are earlier than those set out in this Prospectus. Investors are therefore advised to consult with the relevant Participating Dealer on its requirements if they want a Participating Dealer to subscribe for Listed Class of Shares on their behalf.

*After Listing*

"After Listing" commences on the Listing Date.

Dealings in the Listed Class of Shares on the SEHK will commence on the Listing Date, which is 28 November 2025.

The current Dealing Deadline after Listing is 4:00 p.m. (Hong Kong time) for cash Creation and Redemption Applications on the Business Day immediately preceding the relevant Dealing Day, or such other time as the Manager (in consultation with the Custodian) may determine on any day when the trading hours of the SEHK are reduced.

Applications for creation of Listed Class of Shares may be made by way of cash Creation Application (in RMB only). Settlement for subscribing for Listed Class of Shares is due at the time specified in the Operating Guidelines on the relevant Dealing Day in accordance with the Operating Guidelines.

The Subscription Value of Listed Class of Shares created and issued by a Creation Application After Listing will be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded down to 4 decimal places.

The attention of investors is drawn to the section entitled "***The Offering Phases***" in Schedule 4 to the Prospectus. The following table summarises all key events and the Manager's expected timetable (all references to times are to Hong Kong time):

| | |
|---|---|
| Initial Offer Period commences | |
| • Participating Dealers may apply for creation for themselves or for their clients in Application Share size | • 9:00 a.m. (Hong Kong time) on 25 November 2025 or such other date or time as the Manager may determine |
| The date that is two Business Days prior to the Listing Date | |
| • Latest time for Creation Applications by Participating Dealers for Listed Class of Shares to be available for trading on the Listing Date | • 4:00 p.m. (Hong Kong time) on 26 November 2025 or such other date or time as the Manager may determine |
| After listing (period commences on the Listing Date) | |
| • All investors may start trading Listed Class of Shares on the SEHK through any designated brokers; and<br>• Participating Dealers may apply for creation and redemption (for themselves or for their clients) in Application Share size | • Commence at 9:00 a.m. (Hong Kong time) on 28 November 2025<br>• From 9:00 a.m. (Hong Kong time) to 4:00 p.m. (Hong Kong time) on the Business Day immediately preceding each Dealing Day |

## EXCHANGE LISTING AND TRADING (SECONDARY MARKET) OF LISTED CLASS OF SHARES

Shares of the Listed Class of Shares traded in HKD and RMB have been issued and listed on the SEHK.

Listed Class of Shares are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as of the date of this Prospectus. Application may be made in the future for a listing of Listed Class of Shares on one or more other stock exchanges. Investors' attention is drawn to the section headed "***Exchange Listing and Trading (Secondary Market)***" in Schedule 4 to the Prospectus for further information.

Dealings on the SEHK in Listed Class of Shares traded in HKD and RMB began on 28 November 2025.

Participating Dealers should note that they will not be able to sell or otherwise deal in the Listed Class of Shares on the SEHK until dealings begin on the SEHK.

***Dual Counter***

The Manager has arranged for the Listed Class of Shares of the Sub-Fund to be available for trading on the secondary market on the SEHK under a Dual Counter arrangement. Shares are denominated in RMB. The Sub-Fund offers 2 trading counters on the SEHK (i.e. HKD counter and RMB counter) to investors for secondary trading purposes. Under the current "single tranche multiple counter" settlement arrangement, trades executed in the HKD counter and RMB counter will be settled together under the same HKD counter which is designated as the "domain settlement counter", under which stock positions of HKD and RMB can be differentiated by their currency codes and assigned position numbers. However, money positions of HKD and RMB will not be offset against each other and will be maintained and settled separately. The trading prices of Shares in the counters may be different as the different counters are distinct and separate markets.

Shares traded on each counter are of the same class and all Shareholders of all counters are treated equally. The counters will have the same ISIN number, but different stock codes and different stock short names (as set out in the section "***Key Information***" above).

Normally, investors can buy and sell Shares traded in the same counter or alternatively buy in one counter and sell in the other counter provided their brokers provide HKD and RMB trading services at the same time to support Dual Counter trading. Inter-counter buy and sell is permissible even if the trades take places within the same trading day. However, investors should note that the trading price of Shares traded in each counter may be different and may not always maintain a close relationship depending on factors such as market demand and supply and liquidity in each counter.

Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Dual Counter. Investors' attention is also drawn to the risk factor above entitled "***Multi-Counter risks***" under the "***Risk Factors***" section in the Prospectus.

## REDEMPTIONS OF LISTED CLASS OF SHARES

Listed Class of Shares can be redeemed directly (through a Participating Dealer). Redemption proceeds may be paid in cash (in RMB only). Any accepted Redemption Application will be effected by the payment of cash or transfer of securities (as the case may be) in accordance with the Operating Guidelines and the Instrument of Incorporation.

The Redemption Value on a Dealing Day shall be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded down to 4 decimal places.

## SUBSCRIPTION AND REDEMPTION OF UNLISTED CLASSES OF SHARES

**In respect of Unlisted Class(es) of Shares, the Sub-Fund offers tokenized classes of shares only. Tokenized classes of shares of the Sub-Fund are only offered in the primary market.**
For detail of dealing procedures of Unlisted Classes of Shares, please refer to the information below and in Schedules 5 and 6 of this Prospectus. The following apply to the Sub-Fund:

| | |
|---|---|
| Dealing Day | each Business Day |

| | |
|---|---|
| Dealing Deadline | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day by which an application for subscription or a redemption or conversion request in respect of the Sub-Fund or a Class of Shares must be received or such other time or on such other Business Day or day as the Directors may from time to time determine generally or in relation to any particular jurisdiction in which Shares of the Sub-Fund or the relevant Class may from time to time be sold |
| Payment Period | no later than the Dealing Deadline of the relevant Dealing Day on which a subscription is made and the relevant Shares are issued |
| Valuation Point | 11:00 a.m. (Hong Kong time) on each Valuation Day, or such other time on each Valuation Day or such other Business Day as the Directors may determine from time to time after consultation with the Custodian |

| Classes | Minimum Initial Subscription Amount | Minimum Holding | Minimum Subsequent Subscription Amount | Minimum Redemption Amount |
|---|---|---|---|---|
| Class A HKD | HKD 10 | HKD 10 | HKD 10 | HKD 10 |
| Class A HKD (Hedged) | HKD 10 | HKD 10 | HKD 10 | HKD 10 |
| Class I HKD | HKD 10,000 | HKD 10,000 | HKD 10,000 | HKD 10,000 |
| Class I HKD (Hedged) | HKD 10,000 | HKD 10,000 | HKD 10,000 | HKD 10,000 |
| Class F HKD | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class F HKD (Hedged) | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B HKD | HKD 1 | HKD 1 | HKD 1 | HKD 1 |
| Class B HKD (Hedged) | HKD 1 | HKD 1 | HKD 1 | HKD 1 |
| Class A RMB | RMB 10 | RMB 10 | RMB 10 | RMB 10 |
| Class I RMB | RMB 10,000 | RMB 10,000 | RMB 10,000 | RMB 10,000 |
| Class F RMB | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B RMB | RMB 1 | RMB 1 | RMB 1 | RMB 1 |
| Class A USD | USD 1 | USD 1 | USD 1 | USD 1 |
| Class A USD (Hedged) | USD 1 | USD 1 | USD 1 | USD 1 |
| Class I USD | USD 1,000 | USD 1,000 | USD 1,000 | USD 1,000 |
| Class I USD (Hedged) | USD 1,000 | USD 1,000 | USD 1,000 | USD 1,000 |
| Class F USD | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class F USD (Hedged) | No minimum initial or additional subscription, or holding requirement, or redemption requirement | | | |
| Class B USD | USD 0.1 | USD 0.1 | USD 0.1 | USD 0.1 |
| Class B USD (Hedged) | USD 0.1 | USD 0.1 | USD 0.1 | USD 0.1 |

**CONVERSION**

Investors should note that switching between Unlisted Classes of Shares and Listed Class of Shares is not available.

Currently, conversion of Shares of a Class of the Sub-Fund into Shares of another Class in the Sub-Fund or into Shares of another sub-fund of the Company, or vice versa, is not permitted.

## DISTRIBUTION POLICY

***Accumulation Classes***

No distribution is intended to be made. Therefore, any net income and net realised capital gains attributable to Shares of such Accumulation Class(es) will be reflected in their respective Net Asset Value.

Please refer to the section headed "***Distribution policy***" in the main part of the Prospectus for further details.

## CUSTODIAN, ADMINISTRATOR, REGISTRAR AND DISTRIBUTORS OF THE SUB-FUND

**Custodian of the Sub-Fund**

The Custodian of the Sub-Fund is Standard Chartered Trustee (Hong Kong) Limited which is a registered trust company incorporated in Hong Kong, a Trust or Company Service Provider licensee, licensed by the SFC to carry out Type 13 regulated activity (providing depositary services for relevant collective investment schemes) under the SFO as well as an approved trustee under the Mandatory Provident Fund Schemes Ordinance (Cap.485 of the Laws of Hong Kong). The Custodian is a wholly-owned subsidiary of Standard Chartered Bank (Hong Kong) Limited, a company incorporated in Hong Kong and a bank licensed under the Banking Ordinance (Cap.155 of the Laws of Hong Kong).

Under the Custodian Agreement, the Custodian shall hold in its custody or under its control all the property forming part of the assets of the Company and hold it for the Shareholder of the relevant Sub-Fund in accordance with the provisions of the Instrument of Incorporation and Custodian Agreement and, to the extent permitted by applicable laws and regulation, all registrable assets and cash from time to time comprised in the Company shall be registered in the name of or held to the order of the Custodian. The Custodian is responsible and shall remain at all times liable for the safe-keeping of the investments and assets forming part of the Company that are entrusted to the Custodian in accordance with the provisions of the Instrument of Incorporation and the Custodian Agreement and such investments, assets and other property shall be dealt with as the Custodian may think proper for the purpose of providing for the safe-keeping thereof, subject to the provisions of the Custodian Agreement. The Custodian shall in respect of any investments, assets and other property of a Sub-Fund which by nature cannot be held in custody, maintain a proper record of such investments, assets or property in its books under the name of that Sub-Fund.

The Custodian may appoint any other person, including nominees, agents or delegates (such as sub-custodians) including any of its Connected Persons to perform any of the services on its behalf and may delegate any of its powers under the Custodian Agreement to such person.

The Custodian is required to (i) exercise reasonable care, skill and diligence in the selection, appointment and ongoing monitoring of the nominees, agents and delegates; and (ii) be satisfied that the nominees, agents and delegates retained remain suitably qualified and competent to provide the relevant service. The Custodian has no responsibility for selection or appointment of, or for monitoring of or performance by, any entity providing central depository, clearing and/or settlement facilities.

The Custodian is not liable for any loss the Company suffers, except for loss caused by the Custodian or an Affiliate Sub-Custodian's negligence, wilful misconduct or fraud. The Custodian is not liable for any loss caused by any act or omission of any third party, including the agents or sub-custodians that are not affiliates, if the Custodian exercised reasonable care in the appointment of that third party.

The Custodian shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of Euroclear Clearing System Limited or Clearstream Banking S.A. or any other recognised depositary or clearing system which may from time to time be approved by the Custodian and the Manager.

Subject as provided in the Custodian Agreement, the Custodian and its respective officers, employees, agents and delegates are entitled to be indemnified out of the assets of the relevant Sub-Fund in respect of all liabilities and expenses incurred in relation to such Sub-Fund and against all actions, proceedings, costs, claims and demands in respect of any matter or thing done or omitted to be done in any way relating to such Sub-Fund, except to the extent that such liability, expense, action, proceeding, cost, claim or demand arises out of the fraud, negligence or wilful misconduct of the Custodian or its officers, employees, agents or delegates. Subject to the applicable law and the provisions of the Custodian Agreement, the Custodian shall not, in the absence of fraud, negligence or wilful default on the part of the Custodian, be liable for any losses, costs or damage to the Company, any Sub-Fund or any Shareholder.

The Custodian shall take reasonable care to ensure that the investment and borrowing limitations set out under Schedule 1 to this Prospectus and any specific investment and borrowing limitations as set out in the relevant Appendix as they relate to a Sub-Fund and the conditions under which such Sub-Fund is authorised pursuant to the SFO are complied with in respect of the relevant Sub-Fund(s) for which it is appointed.

The Custodian will be entitled to the fees described in the section headed “Fees and Expenses” below and in the relevant Appendix, and to be reimbursed for all costs and expenses in accordance with the provisions of the Custody Agreement.

**Removal and Retirement of the Custodian of the Sub-Fund**

The Custody Agreement provides, inter alia, that the agreement may be terminated at any time by either party upon not less than 3 months’ prior written notice.

The Custodian may retire as custodian of the Company and the Sub-Fund and terminate the Custody Agreement by giving the Company 3 months’ prior written notice together with, where applicable, a statement in accordance with all applicable laws and regulations.

The Custodian may retire as custodian of the Company and the relevant Sub-Fund and terminate the Custody Agreement in accordance with the circumstances set out in the Custody Agreement.

The Custodian shall retire as Custodian of the Company and the relevant Sub-Fund and the Custody Agreement shall terminate when it ceases to be eligible to be a custodian of the Company and the relevant Sub-Fund or is prohibited from acting as custodian of the Company and the relevant Sub-Fund under the applicable regulatory requirements or when the SFC withdraws its approval of the Custodian.

The Custodian may not retire as custodian of the Company and the Sub-Fund except upon the appointment of a replacement custodian. Any retirement of the Custodian as the Custodian of the Company and the relevant Sub-Fund shall take effect at the same time as the replacement custodian takes up office.

The Company may remove the Custodian as Custodian of the Company and the relevant Sub-Fund and may terminate the Custody Agreement by giving not less than 3 months’ prior written notice to the Custodian.

The Company must remove the Custodian as Custodian of the Company and the relevant Sub-Fund and terminate the Custody Agreement by written notice taking immediate effect if:

(a) the Custodian goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation), becomes bankrupt, or has a receiver appointed over its assets; or

(b) for good and sufficient reason, the Directors state in writing that a change in the Custodian is desirable in the interests of the Shareholders.

In the event that the Custodian shall retire or be removed or its appointment shall otherwise terminate, the Company shall appoint another corporation eligible under the applicable laws and regulations to act

as a custodian of the Company and the relevant Sub-Fund and any change in Custodian is subject to the SFC's approval and the Custodian will remain as the Custodian of the Sub-Fund until a new custodian is appointed. Shareholders will be notified of such changes in accordance with the requirements prescribed by the SFC.

**Administrator and Registrar of the Sub-Fund**

The Company has also appointed Standard Chartered Bank (Hong Kong) Limited as the Administrator and Registrar of the Sub-Fund.

The Administrator is responsible for certain financial, administrative and other services in relation to the Company and each Sub-Fund ("**Administrative Services**"), including:

(a) determining the Net Asset Value and the Net Asset Value per Share;
(b) assisting in preparing the financial statements of the Company and the Sub-Fund(s); and
(c) maintaining the Company and the Sub-Fund(s)' financial and accounting records and statements.

As the tokenization agent in respect of the Sub-Fund's tokenization arrangements, the Administrator is responsible for the tokenization of Shares of the Sub-Fund, in particular:

(a) providing and maintaining the relevant tokenization infrastructure and platform;
(b) minting and burning Tokens based on the instructions of the Manager;
(c) reconciliating holding and transaction records between off chain book-entry and blockchain transactions;
(d) whitelisting the digital wallet addresses for holding of Tokens.

Please refer to the Schedule 6 to the Prospectus for details.

The Administrator will have the right, without prior notice to or consent of the Manager, to employ any agents, sub-contractors, including its affiliates but excluding any clearance or settlement systems ("**Delegates**") to provide or assist it in the provision of all or any part of the Administrative Services, other than Administrative Services required by applicable law and regulations to be provided by the Administrator itself. The Administrator has no liability for the acts, omissions, defaults or insolvency of any Delegates or clearance system not directly resulting from the gross negligence, wilful misconduct or fraud of the Administrator. The Administrator will unless otherwise agreed be solely responsible for the compensation of its Delegates.

The Company will indemnify the Administrator and will keep the Administrator indemnified fully and effectively against all losses incurred by the Administrator in connection with the proper performance by the Administrator of its obligations under the Administration Agreement, except for any reasonable loss directly resulting from the Administrator's gross negligence, wilful misconduct or fraud. The Administrator will not be responsible for any loss, liability or damage suffered by the Company and/or a Sub-Fund as a result of any act or failure to act by the Administrator unless the loss, liability or damage directly results from the Administrator's breach of the Administration Agreement because of its gross negligence, wilful misconduct or fraud.

The Administrator will be entitled to the fees described in the section headed "Fees and Expenses" in the Prospectus and in this Appendix, and to be reimbursed for all costs and expenses in accordance with the provisions of the Administration Agreement.

**Eligible Distributors of the Sub-Fund**

Please refer to the Manager's website at www.chinaamc.com.hk for the latest list of Eligible Distributors.

## FEES AND EXPENSES

**Fees applicable to Listed Class of Shares only**

*Fees and expenses payable by Participating Dealers:*

| **Fees and expenses payable by Participating Dealers on creations and redemptions (as applicable) of Listed Class of Shares (applicable both during the Initial Offer Period and After Listing)** | **Amount** |
|---|---|
| Transaction Fee and Service Agent's Fee | Up to RMB2,850[1] per Application and HKD1,000[1] per book-entry deposit and book-entry withdrawal transaction |
| Application cancellation fee | Up to RMB2,850[2] per Application |
| Extension Fee | Up to RMB2,850[3] per Application |
| Stamp duty | Nil |
| All other Duties and Charges incurred by the Custodian or the Manager in connection with the creation or redemption | As applicable |

*[1] The Transaction Fee of up to RMB2,850 is payable by a Participating Dealer to the Custodian for the benefit of the Custodian. The Service Agent's fee of HKD1,000 is payable by a Participating Dealer to the Service Agent for each book-entry deposit or book-entry withdrawal transaction. A Participating Dealer may pass on to the relevant investor such Transaction Fee and Service Agent's fee.*
*[2] An application cancellation fee is payable to the Custodian in respect of either a withdrawn or failed Creation Application or Redemption Application.*
*[3] An Extension Fee is payable to the Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application.*

*Fees payable by the Sub-Fund:*

**Management Fee**

The Manager is entitled to a management fee in respect of Listed Class of Shares of 0.20% per annum of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, which is accrued daily and calculated as at each Dealing Day. It is payable out of the assets of the Sub-Fund attributable to the Listed Class of Shares, monthly in arrears in RMB.

**Custodian Fee**

The custodian fee payable to the Custodian in respect of Listed Class of Shares is up to 0.10% per annum (current level up to 0.0625% per annum) of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, subject to a minimum monthly fee of USD4,200.

**Fees applicable to Unlisted Classes of Shares only**

*Fees payable by investors:*

| **Class** | **Class A** | **Class I** | **Class F** | **Class B** |
|---|---|---|---|---|
| **Subscription Charge** (% of the total subscription amount) | | | Up to 3% | |
| **Conversion Fee** (% of the total Redemption amount converted**)** | | | N/A | |
| **Redemption Charge#** (% of the total Redemption | | | Up to 5% | |

amount)

# The Manager may charge a Redemption Charge for anti-dilution purpose of up to 5% of the total redemption amount if a redemption order from a single investor on a single Dealing Day reaches 20% of the Sub-Fund's Net Asset Value (both Listed Class of Shares and Unlisted Classes of Shares). Such Redemption Charge shall reflect the (i) bid-ask spread and/or (ii) fiscal and purchase charges (including any stamp duty, other taxes, duties or governmental charges, brokerage, bank charges, transfer fees, or registration fees) which would be incurred for the account of the relevant Sub-Fund in realising assets or closing out positions to provide funds to meet any redemption request.

*Fees and expenses payable from assets of the Sub-Fund:*

| | **Current** | **Maximum** |
|---|---|---|
| **Management Fee** (% of the Net Asset Value of the relevant Class per annum) | **Class A**: 0.15%<br>**Class I**: 0.05%<br>**Class F**: 0.60%<br>**Class B**: 0.40% | **Class A**: 1.99%<br>**Class I**: 1.99%<br>**Class F**: 1.99%<br>**Class B**: 1.99% |
| **Custodian Fee*** (% of the Net Asset Value of the relevant Class per annum, including fund administration fees and transfer agency fees) | Up to 0.10% per annum (current level up to 0.0625% per annum) of the Sub-Fund's value and subject to a minimum monthly fee of USD4,200 | 1.00% |
| **Tokenization Fee** (% of the Net Asset Value of the relevant Class per annum) | 0.055% | 0.07% |
| **Performance Fee** | Nil | Nil |

* The Administrator and the Custodian are also entitled to receive various transaction, processing and other applicable fees as agreed with the Company from time to time and to be reimbursed by the Sub-Fund for all out-of-pocket expenses properly incurred by it in the performance of its duties.

Please note that some fees may be increased up to a permitted maximum amount by providing one month's prior notice to Shareholders.

| | |
|---|---|
| **Establishment costs** | The establishment costs of the Sub-Fund are approximately HKD 200,000 (the "**Establishment Costs**") and will be borne by the Sub-Fund. The Establishment costs will be amortised over the first 5 Accounting Periods from the date of launch of the Sub-Fund or such other period as the Manager after consultation with the Auditors shall determine. |
| **Listing costs** | The costs of seeking and obtaining the listing of the Listed Class of Shares of the Sub-Fund (including any additional costs of determining the stock code) is approximately USD58,000 and will be amortised over the first 5 Accounting Periods from the Initial Issue Date and borne by the Listed Class of Shares of each of the Sub-Fund, ChinaAMC HKD Digital Money Market Fund and ChinaAMC USD Digital Money Market equally. |
| **General expenses** | Please refer to the section headed "***General expenses***" of the Prospectus for further details. |

| GENERAL INFORMATION | |
|---|---|
| **Financial reports** | The first Accounting Date of the Sub-Fund would be 31 December 2025 and the first Semi-Annual Accounting Date of the Sub-Fund would be 30 June 2026. |

# APPENDIX 4 – ChinaAMC Digital Gold ETF

*This Appendix (which forms part of, and should be read together with the rest of, the Prospectus) relates to the ChinaAMC Digital Gold ETF ("**Sub-Fund**"), a sub-fund of the Company.*

*Investors should note that this Sub-Fund has both Listed Class of Shares and Unlisted Classes of Shares. For the Unlisted Classes of Shares, the Sub-Fund offers Tokenized Classes of Shares only. Please refer to the sections relevant to your intended holding of Shares.*

## KEY INFORMATION

Set out below is a summary of key information in respect of this Sub-Fund which should be read together with the full text of this Appendix and this Prospectus.

*Key information applicable to both Listed Class of Shares and Unlisted Classes of Shares*

| | |
|---|---|
| **Investment Objective and Policies** | Please refer to "***Investment Considerations***" below |
| **Benchmark (LBMA Gold Price AM)** | The morning fixing price of gold per troy ounce calculated, quoted in US dollars and published by the IBA once the IBA auction process run at 10:30 a.m. (London time) is concluded, or any benchmark as acceptable and approved under the relevant requirement(s) of the UT Code |
| **Distribution Policy** | No distribution is intended to be made. All interest and other income earned on the investment will be accumulated and re-invested into the Sub-Fund on behalf of shareholders of the classes of accumulating shares. |
| **Base Currency** | U.S. Dollars (USD) |
| **Dealing Day** | Each Business Day |
| **Financial Year End** | 31 December (The first annual report for the Sub-Fund will be published for the financial year ending 31 December 2026 and the first half-yearly unaudited report will be published for the half year ending 30 June 2027) |
| **Website** | www.chinaamc.com.hk (this website has not been reviewed by the SFC) |

*Key information applicable to Listed Class of Shares only*

| | |
|---|---|
| **Initial Issue Date** | 28 May 2026 (the Business Day immediately before the Listing Date) |
| **Listing Date (SEHK)** | 29 May 2026 |
| **Subscription Value during the Initial Offer Period** | One-thousandth (1/1000th) of the closing level of the LBMA Gold Price AM on 21 May 2026 |
| **Exchange Listing** | SEHK – Main Board |
| **Stock Code** | 3418 – HKD Counter* |

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|---|---|
| | 9418 – USD Counter<br>83418 – RMB Counter |
| **Short Stock Name** | CAM DIGI GOLD – HKD Counter*<br>CAM DIGI GOLD - U – USD Counter<br>CAM DIGI GOLD - R – RMB Counter |
| **Trading Board Lot Size** | 10 Shares |
| **Trading Currency** | Hong Kong dollars (HKD) – HKD Counter*<br>US dollars (USD) – USD Counter<br>Renminbi (RMB) – RMB Counter |
| **Dealing Deadline** | 4:00 p.m. (Hong Kong time) |
| **Management Fee** | Currently 0.40% per annum of the Net Asset Value |
| **Custodian Fee** | Currently up to 0.23% per annum of the Net Asset Value |
| **Creation / Redemption Policy** | Cash (USD or HKD, as agreed with the relevant Participating Dealer) |
| **Application Share Size (only by or through Participating Dealers)** | Minimum 100,000 Shares (or multiples thereof) or such other number of Shares as the Manager may determine and approved by the Custodian |
| **Listing Agent** | Altus Capital Limited |
| **Market Makers** | Please refer to the Sub-Fund's website set out above and the website of the HKEX for the latest lists of market makers. |
| **Participating Dealers** | Please refer to the Sub-Fund's website set out above for the latest lists of participating dealers. |
| **Service Agent** | HK Conversion Agency Services Limited |

* This is designated as the "domain settlement counter" under which trades executed in all currency counters are settled together. For further details, please refer to the sub-section "***Multi-Counter***" in this Appendix below.

*Key information applicable to Unlisted Classes of Shares only*

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|---|---|
| **Unlisted Classes of Shares Offered** | Class A HKD<br>Class A USD<br>Class A RMB<br>Class B HKD<br>Class B USD<br>Class B RMB |
| **Minimum Initial Subscription Amount / Minimum Subsequent** | Class A HKD: HKD 1,000 |

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| **Subscription Amount** | Class A USD: USD 100<br>Class A RMB: RMB 1,000<br>Class B HKD: HKD 1<br>Class B USD: USD 0.1<br>Class B RMB: RMB 1 |
| **Dealing Deadline** | 4:00 p.m. (Hong Kong time) on the relevant Dealing Day by which an application for subscription or a redemption or conversion request in respect of the Sub-Fund or a Class of Shares must be received or such other time or on such other Business Day or day as the Directors may from time to time determine generally or in relation to any particular jurisdiction in which Shares of the Sub-Fund or the relevant Class may from time to time be sold |
| **Management Fee** | Class A: Currently 0.40% of the Net Asset Value of the relevant Class per annum<br>Class B: Currently 0.99% of the Net Asset Value of the relevant Class per annum |
| **Custodian Fee** | Currently up to 0.23% per annum of the Net Asset Value of the Sub-Fund and subject to a minimum monthly fee of USD 4,166 |
| **Tokenization Fee** | Up to 0.04% per annum of the Net Asset Value of the Tokenized Unlisted Class |
| **Subscription / Redemption Policy** | Cash (in the Class Currency of the relevant Class) |
| **Eligible Distributor** | Please refer to the Sub-Fund's website set out above for the latest list of Eligible Distributors. |

*Key similarities and differences between Listed Class of Shares and Unlisted Classes of Shares*

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|---|---|
| **Investment Objective and Policies** | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to "***Investment Considerations***" of this Appendix. |
| **Valuation Policy** | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to "***Valuation and Suspension***" of the Prospectus. |
| **Dealing Arrangements** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.<br>Investors should note that the minimum amounts for creation (in the case of Listed Class of Shares) / subscription (in the case of Unlisted Classes of Shares) and redemption in respect of Listed and Unlisted Classes of Shares are different.<br>Investors should also note that while the dealing frequency and the definition of "Dealing Day" in respect of Listed Class of Shares and Unlisted Classes are the same, the applicable dealing procedures and timing with the relevant |

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| | Participating Dealer (in the case of Listed Class of Shares) and an Eligible Distributor (if applicable, in the case of Unlisted Classes of Shares) may be different. Investors should check with the relevant Participating Dealer or Eligible Distributor for the applicable dealing procedures and timing.<br><br>In respect of the Listed Class of Shares:<br><br>- the dealing deadline for a Creation Application or Redemption Application is 4:00 p.m. (Hong Kong time), or such other date or time as the Manager may determine;<br><br>- a secondary market investor can buy and sell the Listed Class of Shares on the SEHK through his stockbroker at any time the SEHK is open. Investors can buy or sell the Listed Class of Shares at market price;<br><br>- the Creation Application or Redemption Application for Listed Class of Shares received after 4:00 p.m. (Hong Kong time) will be deemed to have been received on the next Dealing Day.<br><br>In respect of the Unlisted Classes of Shares:<br><br>- the Dealing Deadline currently is 4:00 p.m. (Hong Kong time) on each Dealing Day. Investors can buy or sell the Unlisted Classes of Shares at the Net Asset Value of the relevant Unlisted Classes of Shares. Applicants may apply for Unlisted Classes of Shares through an Eligible Distributor appointed by the Manager. Eligible Distributors may have different dealing procedures, including earlier cut-off times for receipt of applications and/or cleared funds. Applicants who intend to apply for Unlisted Classes of Shares through an Eligible Distributor should therefore consult the Eligible Distributor for details of the relevant dealing procedures;<br><br>- the subscription application or redemption requests for Unlisted Classes of Shares submitted after 4:00 p.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.<br><br>Please refer to Schedule 4 and Schedule 5 to the Prospectus for details of the dealing arrangements of Listed Class of Shares and Unlisted Classes of Shares respectively. |
| **Dealing Frequency** | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day. |
| **Valuation Day** | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day on which the Net Asset Value of the Sub-Fund and/or the Net Asset Value of a Share or a Class of Share of the Sub-Fund falls to be calculated and in relation to each Dealing Day of any Class or Classes of Shares means either such Dealing Day or such other Business Day or day as the Directors may from time to time determine, either generally or in relation to a particular Class of Shares |

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| **Valuation Point** | Same for both Listed Class of Shares and Unlisted Classes of Shares – 10:30 a.m. (London time) on each Valuation Day, or such other time on each Valuation Day or such other Business Day as the Directors may determine from time to time after consultation with the Custodian |
| **Fee Structure** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.<br><br>Both classes of Shares are subject to Management Fee, Custodian Fee (which includes sub-custodian fee, gold custodian fee, gold vault provider fee, fund administration fee, transfer agency fee and fiduciary fees) .<br><br>An investment in the Listed Class of Shares in the secondary market is subject to fees involved in relation to the trading of such Shares on the SEHK (such as the Service Agent's fee, transaction costs, brokerage fee, transaction levy, trading fee etc.).<br><br>An investment in the Unlisted Classes of Shares may be subject to the payment of Subscription Charges and Redemption Charges.<br><br>Please refer to "***Fees and Expenses***" of the Prospectus and this Appendix respectively. |
| **Investment return / Net Asset Value** | Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares due to various factors, including but not limited to the different fee structures applicable to each class of Shares, different dealing arrangements (i.e. Listed Class of Shares can be bought and sold at market price whereas Unlisted Classes of Shares are bought and sold at Net Asset Value) and costs (such as Transaction Fee and Duties and Charges in respect of creation and redemption of Listed Class of Shares in the primary market and fees payable in respect of trading of Listed Class of Shares in the secondary market), stamp duty. Accordingly, the performance of the different classes of Shares will be different.<br><br>There is a separate Net Asset Value for each class of Shares. The Custodian does allow each class of Shares to have its own Net Asset Value (i.e. one Net Asset Value for one class of Shares).<br><br>Please refer to the "Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares" under "***Risk Factors***" of the Prospectus. |
| **Termination** | Due to the nature of the listing of the Listed Class of Shares, the termination procedures applicable to the Listed Class of Shares and Unlisted Classes of Shares may differ. Please refer to "***General Information – Termination of the Company, a Sub-Fund or a Class***" of the Prospectus for further details. |

## INVESTMENT CONSIDERATIONS

**Investment objective**

The Sub-Fund's objective is to provide investment results that, before fees and expenses, closely correspond to the performance of the LBMA Gold Price AM.

**Investment policies**

To achieve its investment objective, the Sub-Fund will primarily acquire and hold Bullion.

In addition, for the purpose of liquidity, up to 10% of the Net Asset Value of the Sub-Fund may be invested in cash, money market funds which are authorized by the SFC or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC, and/or other physical gold exchange traded funds listed on internationally recognized stock exchanges which have a similar risk profile to that of the Sub-Fund, including, but not limited to, the Hong Kong Stock Exchange and the New York Stock Exchange. Accordingly, the Sub-Fund may not be fully invested in Bullion at all times.

**Investment and borrowing restrictions**

The Sub-Fund will not employ any form of borrowing.

The SFC has approved the investment of Bullion by the Sub-Fund pursuant to Chapter 7.10 of the UT Code and as provided in sub-paragraph 2(a) of Schedule 1 to this Prospectus, subject to the below additional investment restrictions applicable to the Sub-Fund:

(a) subject to (b) and (c) below, the Sub-Fund may only invest in Bullion;

(b) for the purposes of liquidity, the Sub-Fund may invest up to 10% of its Net Asset Value in cash, money market funds which are authorized by the SFC or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC, and/or other physical gold exchange traded funds listed on internationally recognized stock exchanges which have a similar risk profile to that of the Sub-Fund; and

(c) the Sub-Fund may only hold Bullion (i.e., gold in the form of bars or ingots from approved refiners which are included in the LBMA Good Delivery List of Acceptable Refiners: Gold of minimum fineness of 99.5% gold).

In addition, the Sub-Fund is subject to the following additional restrictions. The Manager shall not for the account of the Sub-Fund:

(a) invest in any type of real estate (including buildings) or interests in real estate (including options or rights, shares in real estate companies and interests in real estate investment trusts (REITs));

(b) make short sales;

(c) grant or write or create in favour of any person any option;

(d) acquire any asset or engage in any transaction which involves the assumption of any liability which is unlimited;

(e) invest in any type of debt or loan securities (but which shall not prohibit the holding or investment of uninvested cash in any of the ways or instruments permitted under the Instrument);

(f) assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person;

(g) lend or make a loan out of its Bullion in any event;

(h) make any borrowing for investment purpose; and

(i) engage in securities financing transactions.

| | |
|---|---|
| **Use of derivatives** | The Sub-Fund will not use derivatives for any purposes. |
| **Securities Financing Transactions** | The Sub-Fund will not enter into lending, sale and repurchase transactions, reverse repurchase transactions or other similar over-the-counter transactions of gold and any other securities may be held by the Fund. |

## ADDITIONAL INFORMATION REGARDING THE SUB-FUND'S INVESTMENT IN BULLION

**What is the LBMA Gold Price AM?**

Any Bullion which is deliverable or delivered to Sub-Fund shall be measured in fine weight of troy ounces and/or kilograms and shall be valued in the following manners: (i) Bullion measured in fine weight of troy ounces shall be valued based upon the LBMA Gold Price AM; and (ii) Bullion measured in fine weight of kilograms shall be valued based upon the LBMA Gold Price AM multiplied by a conversion factor in accordance with the Conversion Table published by the LBMA and as updated from time to time.

The LBMA Gold Price AM is a price calculated, quoted in US dollars and published by the IBA once the IBA auction process run at 10:30 a.m. (London time) is concluded.

The IBA's electronic price fixing processes used to determine the fixing for gold will establish and publish fixed prices for troy ounces of gold twice each London trading day during fixing sessions beginning at 10:30 a.m. London time and 3:00 p.m. London time. At these times, participants in the auction process will place buy and sell orders via the IBA's electronic platform. Within the auction process, aggregated gold bids and offers will be updated in real-time with the imbalance calculated and the price updated every 30 seconds until the buy and sell orders are matched and the LBMA Gold Prices will be set at the price at which the orders matched. In this way, the LBMA Gold Prices will be set in a fully transparent and auditable process. Additionally, it is expected that IBA will require participants in the LBMA Gold Prices to sign up to codes of conduct in relation to participation of the LBMA Gold Prices to ensure further governance over the process and ensure that it will be administered in a way consistent with applicable regulation such as the International Organization of Securities Commissions' "Principles for Financial Benchmarks".

During London trading hours on a daily basis, the LBMA Gold Prices each provide reference gold prices for that day's trading. Many long-term contracts will be priced on the basis of either of the LBMA Gold Prices, and market participants will usually refer to such prices when looking for a basis for valuations. Both the IBA and the LBMA are independent of the Manager and its Connected Persons. The LBMA Gold Prices are a widely used international benchmark for daily gold prices and to be viewed as a full and fair representation of all market interest at the conclusion of the electronic price fixing process.

The Net Asset Value of the Sub-Fund will be calculated by reference to the LBMA Gold Price. Further information on the determination of the Net Asset Value is set out in the section headed "**Valuation and Suspension**" of the Prospectus.

The LBMA Gold Price AM published by the IBA at any time is available on the IBA's website www.theice.com/iba (this website has not been reviewed by the SFC) as well as on the LBMA's website www.lbma.org.uk (this website has not been reviewed by the SFC).

***All references to the LBMA Gold Price AM are used with the permission of the IBA and have been provided for informational purpose only. IBA accepts no liability or responsibility for the accuracy of the prices or the Sub-Fund.***

Any change to the use of the LBMA Gold Price AM as the Sub-Fund's benchmark may only be made in accordance with the Instrument of Incorporation (and with the SFC's prior approval) and will only be effective upon not less than one month's prior notice (or such other period as may be agreed with the SFC) being given to Shareholders.

**Where will the Sub-Fund's Bullion be held?**

All Bullion deposited with the Sub-Fund will be safekept at the gold vault(s) located in Hong Kong provided by Gold Vault Provider(s) appointed by the Gold Custodian (which has entered into agreements with the Gold Vault Provider(s)).

**Who is the Gold Custodian of the Sub-Fund's Bullion?**

Please refer to the section headed "**Custodian, Gold Custodian, Gold Dealer, Administrator, Registrar and Distributors of the Sub-Fund**" of this Appendix.

The Gold Custodian shall select and appoint Gold Vault Providers for the safekeeping of the Sub-Fund's physical Bullion, and perform due diligence and ongoing monitoring of Gold Vault Providers. The Gold Custodian facilitates the settlement of gold transactions. Furthermore, the Gold Custodian also arranges inspections at the designated vaults of the Gold Vault Providers.

Any replacement or substitute Gold Custodian in respect of the Sub-Fund shall be as agreed by the Company, the Manager and the Custodian and have complied with all the relevant regulatory requirements (if applicable). Such new gold custodian shall be an entity or a financial institution acceptable to the SFC. Subject to the terms of the Gold Custody Agreement made between the Gold Custodian and the Sub-Custodian, the Gold Custodian shall not cease to act as a gold custodian unless a new gold custodian has been appointed.

**Who are the Gold Vault Provider(s) of the Sub-Fund's Bullion?**

The Gold Custodian has appointed Malca-Amit Far East Ltd. and HKIA Precious Metals Depository Limited ("**HKIA PMD**") as the Gold Vault Providers to safekeep the Sub-Fund's physical Bullion located in Hong Kong. The Gold Custodian will take reasonable care in selecting and arranging Gold Vault Providers. The processing of subscription, creation or redemption orders (as the case may be) is not intended to require any transportation of the Sub-Fund's Bullion out of the designated vaults and there will be no cross-vault transportation of the Sub-Fund's Bullion.

***HKIA PMD***

HKIA PMD is a company with limited liability incorporated in Hong Kong. It is a wholly owned subsidiary of Airport Authority Hong Kong ("**AAHK**"), a statutory body corporate established in Hong Kong under the Airport Authority Ordinance (Chapter 483 of the Laws of Hong Kong). AAHK is wholly owned by the Hong Kong SAR Government. Established in 1995, AAHK is responsible for the operation and development of Hong Kong International Airport. The Hong Kong SAR Government and AAHK both have credit ratings of AA+ from Standard & Poor's.

HKIA PMD is currently designated by HKEx as a recognised depository for gold futures. HKIA PMD has been granted a Type I Security Company Licence (Provision of security guarding services) by the Security and Guarding Services Industry Authority, a regulatory body established under the Security and Guarding Services Ordinance (Chapter 460 of the Laws of Hong Kong) ("**SGSIA**").

The Sub-Fund's physical bullion will be safekept by HKIA PMD on a fully allocated basis at its dedicated precious metals storage facility located at the Hong Kong International Airport. The facility offers safe-

keeping and related services to banks, bullion dealers, commodity exchanges and refineries, and has been in operation since its official opening on 2 September 2009.

The service arrangement in respect of the Sub-Fund's bullion is strictly between HKIA PMD and the Gold Custodian only (i.e., HKIA PMD has a contractual relationship with, and owes contractual duties to, the Gold Custodian only but not any other party under such service arrangement). Where the Sub-Fund suffers a loss as a result of loss or damage to Bullion in the custody of HKIA PMD, the Custodian (on behalf of the Sub-Fund) will, via the Sub-Custodian, rely on the Gold Custodian's right of claim against HKIA PMD under the relevant service agreement.

The role of HKIA PMD is limited to the physical custody and safekeeping of the Sub-Fund's bullion located in Hong Kong. HKIA PMD provides safekeeping services only in respect of the Sub-Fund's bullion under delegated authority from the Gold Custodian. HKIA PMD assumes no responsibility for the genuineness, fineness, purity, quality, quantity, weight, value or other specifications of, or the ownership of or title to, any bullion deposited with it. HKIA PMD makes no representations or warranties, express or implied, regarding any bullion deposited with it. HKIA PMD shall have no obligations with respect to the Sub-Fund, any depository account or bullion other than those expressly set out in the terms and conditions of the relevant service agreement.

***Malca-Amit Far East Ltd.***

Established in Hong Kong in 1978, Malca-Amit Far East Ltd. is a part of the Malca-Amit group founded in 1963. Malca-Amit Far East Ltd. specializes in secure logistics and storage for high-value items like precious metals, diamonds, and jewellery and operates a state-of-the-art vault in Hong Kong International Airport, serving the Asia-Pacific region with advanced security services. Malca-Amit Far East Ltd. is a HKEX recognized gold futures depository with strong security track records serving international banks. Malca-Amit Secure Logistics Limited, a wholly-owned subsidiary of Malca-Amit Far East Ltd. is also a HKEX recognized forwarder for gold futures.

The Malca-Amit group provides the luxury goods industry, high-net worth individuals and international banks with a global team of experts, including logistics, security, customs house and special operations professionals. It is also a global leader in the secure logistics of high-value assets. Malca-Amit Commodities Ltd., being an affiliate of Malca-Amit Far East Ltd., is a Full Member of the LBMA.

Two of wholly-owned subsidiaries of Malca-Amit Far East Ltd. are licensed by the SGSIA as follows:

- Malca-Amit Secure Logistics Limited: Type I Security Company Licence (Provision of security guarding services)
- Malca-Amit Asset Protection Limited: Type I Security Company Licence (Provision of security guarding services), Type II Security Company Licence (Provision of armoured transportation services) and Type III Security Company Licence (Installation, maintenance and/or repairing of a security device and/or designing (for any particular premises or place) a security system incorporating a security device).

The Sub-Fund's physical bullion will be safekept by Malca-Amit Far East Ltd. on a fully allocated basis at its dedicated precious metals storage facility located at the Hong Kong International Airport. The facility offers safe-keeping and related services to banks, bullion dealers, commodity exchanges and refineries, and has been in operation since 2012.

The service arrangement in respect of the Sub-Fund's bullion is strictly between Malca-Amit Far East Ltd. and the Gold Custodian only (i.e., Malca-Amit Far East Ltd. has a contractual relationship with, and owes contractual duties to, the Gold Custodian only but not any other party under such service arrangement). Where the Sub-Fund suffers a loss as a result of loss or damage to Bullion in the custody of Malca-Amit Far East Ltd., the Custodian (on behalf of the Sub-Fund) will, via the Sub-Custodian, rely on the Gold Custodian's right of claim against Malca-Amit Far East Ltd. under the relevant service agreement.

The role of Malca-Amit Far East Ltd. is limited to the physical custody and safekeeping of the Sub-Fund's bullion located in Hong Kong. Malca-Amit Far East Ltd. provides safekeeping services only in respect of the Sub-Fund's bullion under delegated authority from the Gold Custodian. Malca-Amit Far East Ltd. assumes no responsibility for the genuineness, fineness, purity, quality, quantity, weight, value or other specifications of, or the ownership of or title to, any bullion deposited with it. Malca-Amit Far East Ltd. makes no representations or warranties, express or implied, regarding any bullion deposited with it. Malca-Amit Far East Ltd. shall have no obligations with respect to the Sub-Fund, any depository account or bullion other than those expressly set out in the terms and conditions of the relevant service agreement.

**Is the Sub-Fund's Bullion allocated?**

Bullion deposited with the Sub-Fund is safekept by the Gold Custodian at the designated vaults maintained by the Gold Vault Providers and is held primarily on a "fully allocated" basis. This means that the Sub-Fund will have an account with the Gold Custodian in the Sub-Fund's name which will evidence that uniquely identifiable pieces of Bullion are "allocated" to the Sub-Fund as belonging to the Sub-Fund, and are physically held and segregated in the vaults of the Gold Vault Providers from other bullion (including gold) belonging to other owners. All Bullion fully allocated to the Sub-Fund will be clearly identifiable through the refiner's brand and unique bar serial numbers and the Gold Custodian will record and segregate the Sub-Fund's interests in such Bullion using unique bar serial numbers. The Sub-Fund has full title to all Bullion held in its name with the Gold Custodian.

Bullion is allocated only in multiples of whole bars. As such, any remaining amount of Bullion in the Gold Custodian's vault that is not represented by whole pieces of Bullion will be held by the Gold Custodian in the Sub-Fund's unallocated account. Please refer to the sub-section headed "**Why is an "unallocated" account needed?**" below for further details.

**Why is an "unallocated" account needed?**

Bullion deposited with the Sub-Fund is safekept by the Gold Custodian and is primarily held on a fully allocated basis.

Bullion is allocated only in multiples of whole bars. Any quantity of Bullion that cannot be allocated in a whole number of physical bars will be acquired by the Manager on an unallocated basis and held by the Gold Custodian for the Sub-Fund pursuant to the unallocated precious metals account agreement. The unallocated Bullion held by the Gold Custodian for the Sub-Fund will not be segregated from the Gold Custodian's assets. Please refer to the "**Unallocated account risk**" under the section headed "**Specific Risk Factors**" of this Appendix, and the section headed "**Is the Sub-Fund's gold insured and how are will the "unallocated" account risk and Gold Custodian risk be mitigated?**" below.

**What is the role of a Gold Dealer?**

Standard Chartered Bank is currently the sole Gold Dealer. It is established and based in the United Kingdom and is a member of the LBMA. It has been a significant physical provider of precious metals markets and maintains significant stocks in Asian countries including China, India for many years, and also holds considerable stocks in countries or regions including Switzerland, London, Hong Kong and South Africa. It has established longstanding relationships with global miners and refiners, where close collaborations helps secure its physical stocks supply. Additional gold dealers may be appointed with the Gold Custodian's approval in future (such approval not to be unreasonably withheld or delayed). If, in the reasonable opinion of the Custodian, such additional gold dealer no longer remains suitably qualified and competent to provide the relevant service, the appointment of such additional gold dealer should be terminated as per the terms of the gold dealer service agreement.

To ensure that all gold accepted by the Sub-Fund is Bullion of the requisite standard (please refer to the section headed "**What sort of gold will the Sub-Fund acquire?**" below), the Sub-Fund may only acquire Bullion from the Gold Dealer, unless otherwise agreed between and approved by the Manager and Custodian in consultation with the Gold Custodian. The Gold Dealer shall ensure that all Bullion will meet the requisite standard and guarantee the fineness of the Bullion sold to the Sub-Fund.

If the gold sold to the Sub-Fund by the Gold Dealer is not of the requisite standard or fineness, the Sub-Fund will be entitled to claim against the Gold Dealer. Any dispute relating to the standard or fineness of gold sold will be resolved in good faith such as via replacement of gold bar by the Gold Dealer at its own cost, payment of compensation by the Gold Dealer, and/or indemnification by the Gold Dealer.

Under the gold trading agreement with the Gold Dealer, the Sub-Fund has the right to be indemnified by the Gold Dealer.

The gold trading agreement may only be terminated, without cause, on 12 months' prior notice. Please refer to the "**Reliance on Gold Dealer risk**" under the section headed "**Specific Risk Factors**" of this Appendix.

**What sort of gold will the Sub-Fund acquire?**

The Sub-Fund will only hold Bullion (i.e. gold in the form of bars or ingots from approved refiners which are included in the LBMA Good Delivery List of Acceptable Refiners: Gold of minimum fineness of 99.5% gold). Each bar of Bullion held for the account of the Sub-Fund on a fully allocated basis is uniquely identifiable as having been made by the relevant refiner.

Any Bullion allocated to the Sub-Fund will be in the form of bars which comply with The Good Delivery Rules for Gold and Silver Bars published by the LBMA, or in such other form of bars as agreed between the Custodian and the Gold Custodian.

The Gold Dealer shall ensure that all Bullion will meet the requisite standard and guarantee the fineness of the Bullion sold to the Sub-Fund.

**What are the LBMA, London Good Delivery and London Good Delivery Bars?**

Although the market for physical gold is distributed globally, most over the counter market trades are cleared through London. Over the counter trades are typically on a principal-to-principal basis and are confidential. The LBMA co-ordinates these market activities and acts as the main point of contact between the market and its regulators. A primary function of the LBMA is its involvement in the promotion of refining standards by maintenance of the "London Good Delivery Lists", which are the lists of LBMA accredited melters and assayers of gold. The LBMA also coordinates market clearing and vaulting, promotes good trading practices and develops standard documentation.

"London Good Delivery Bars" refers to bullion that meets the specifications of "London Good Delivery" made by the LBMA accredited melters and assayers of gold. These specifications include weight, dimensions, fineness, identifying marks (including the assay stamp of a LBMA acceptable refiner) and appearance for bullion as set forth in "The Good Delivery Rules for Gold and Silver Bars" published by the LBMA. The unit of trade in London is the troy ounce, whose conversion between grams is: 1,000 grams = 32.1507465 troy ounces and 1 troy ounce = 31.1034768 grams. A London Good Delivery Bar is acceptable for delivery in settlement of a transaction on the grams. A London Good Delivery Bar is acceptable for delivery in settlement of a transaction on the over-the-counter market. Typically referred to as 400-ounce bars, a London Good Delivery Bar must contain between 350 and 430 fine troy ounces of gold, with a minimum fineness of 99.5%, be of good appearance and be easy to handle and stack. The fine gold content of a gold bar is calculated by multiplying the gross weight of the bar (expressed in units of 0.025 troy ounces) by the fineness of the bar. A London Good Delivery Bar must also bear the stamp of one of the melters and assayers who are on the LBMA approved list.

**Can I exchange my gold for Shares or Shares for gold?**

In respect of both Listed Class of Shares and Unlisted Classes of Shares, the Sub-Fund currently does not allow creation/subscription or redemption in-kind. As such, only cash subscriptions will be accepted and redemptions will only be paid in the relevant Class Currency. For further details, please refer to the sections headed "**The Offering Phases of the Listed Class of Shares**", "**Redemptions of Listed Class of Shares**" and "**Subscription and Redemption of Unlisted Classes of Shares**" of this Appendix.

**Is the Sub-Fund's gold insured and how will the "unallocated" account risk and Gold Custodian risk be mitigated?**

The Custodian and the Manager do not arrange insurance of the Bullion held by the Sub-Fund. However, the full value of the Sub-Fund's Bullion's held in custody by the Gold Custodian at the designated vaults with the Gold Vault Provider(s) are covered by both primary and secondary insurance subject to applicable exclusions that the Gold Custodian considers to be appropriate and consistent with market standards. The Custodian and the Manager will also (i) ensure at all times there is sufficient insurance coverage for the Bullion safekept by the Gold Vault Providers and (ii) from time to time revisit the overall insurance coverage with reference to the size of the Sub-Fund to ensure appropriateness of the insurance arrangement and that such arrangement remains in accordance with market standard.

The Gold Custodian through its appointments of its service providers ensures that adequate primary insurance coverage is maintained by the Gold Vault Providers in respect of the full value of Bullion safekept with them, with the applicable standard exclusions. This primary insurance coverage acts as a first recourse in the event of loss. Such insurance coverage extends to the Bullion in the Sub-Fund's Allocated Account and the loss or theft of, and damage to, the Bullion in the Sub-Fund's Allocated Account whilst such Bullion is in the Gold Custodian's custody.

In addition to the primary insurance coverage maintained by the Gold Vault Providers, the Gold Custodian maintains a specie insurance policy that serves as a secondary or excess coverage for the Sub-Fund's Bullion (whilst such Bullion is in the Gold Custodian's custody) and the Sub-Fund's gold held by the Gold Custodian on an unallocated basis.

However, there can be no assurance that such coverage will be sufficient against all risks associated with the custody of Bullion which is deposited at the Gold Vault Providers' vaults and held for the account of the Sub-Fund or other risks associated with gold held on an unallocated basis (as the case may be).

For the avoidance of doubt, the Company does not have contractual relationship with the Gold Custodian or the Gold Vault Providers. Where the Sub-Fund suffers a loss as a result of loss or damage to its Bullion held with the Gold Vault Providers, the Manager shall direct any claims for loss to the Custodian only. The Custodian (on behalf of the Sub-Fund) will, via the Sub-Custodian, make a claim against the Gold Custodian, which will, in turn, make a claim against the Gold Vault Providers under the relevant service agreements.

In addition to the insurance coverage as described above, to mitigate the unsecured credit risk of the unallocated accounts and Gold Custodian risk, the Sub-Fund's Bullion safekept by the Gold Custodian is primarily held on a fully allocated basis. The Manager will use its commercially reasonable measures to ensure that the quantity of Bullion held in the Sub-Fund's unallocated account does not exceed the maximum weight of a standard LBMA gold bar, that is approximately 430 troy ounces, at the close of business on each Business Day on a best-efforts basis. Under exceptional circumstances (e.g., insufficient availability of Bullion from the Gold Dealer), this threshold may be temporarily exceeded, but the Manager will allocate such unallocated gold as soon as practicable to reduce the quantity of unallocated gold holdings and restore it to a level below the above-mentioned limit.

## OVERVIEW OF THE GOLD MARKET

***What is gold?***

Gold is a rare metallic element that is found in natural settings, mostly in veins of quartz and in certain alluvial deposits. As a precious metal, gold has been valued and held in high esteem since ancient times and is still one of the most highly prized metals that have, throughout the ages, been used to symbolise wealth and power. Besides its widespread monetary and symbolic functions, gold has many practical uses in dentistry, electronics, and other fields. Its high malleability, ductility, resistance to corrosion and most other chemical reactions, and conductivity of electricity have led to many uses of gold, such as

electric wiring and coloured-glass production.

***Historical gold price movement (1971 to 2025)***

Since the end of the Bretton Woods system in 1971, the price of gold has moved through five distinct phases: The first was a bull market in the 1970s, followed by approximately 20 years of mediocre performance. The 21st century marked the beginning of a new bull run that lasted about a decade, from 2001to 2011. Following this peak, which saw prices reach over USD1,900 per troy ounce in August 2011, the gold price entered another phase of consolidation that continued till 2020. The period from 2020 onwards has been characterized by significant volatility and an unprecedented acceleration in price. The following chart illustrates the movements in the price of gold in US dollars per ounce over the period from 1 January 1970 to 30 December 2025.

***(Source: Bloomberg, as of 10 April 2026. Gold Prices refer to the LBMA Gold Price PM.)***

In early 2020s, the COVID-19 pandemic triggered significant market volatility, driving investors toward gold as a safe-haven asset. This pushed prices into a range of USD 1,600 to USD 2,000, with high inflation and political instability providing continued support even after the initial shock. Gold prices surged from around USD 1,800 to new record highs, reaching over USD 5,405 on 29 January 2026. This rapid ascent was fuelled by a combination of factors, including heightened geopolitical uncertainty from conflicts in the Europe and the Middle East, and persistent economic concerns such as stock market volatility and a weaker US dollar. Afterwards, gold prices gradually dropped to USD 4,413 on 24 March 2026, driven by a strengthening US dollar and "higher-for-longer" interest rate expectations, further compounded by technical liquidations of crowded positions.

Looking ahead, the demand for gold is expected to remain strong amid geopolitical tensions, with central banks increasing gold reserves. Additionally, the surging investment demand for gold, with exchange traded funds attracting continuous inflows under rate-cut expectations and the de-dollarisation trend, will also provide support for the price of gold. It is important to recognize that historical performance or ongoing strong performance expectations do not guarantee future results.

***(Source: World Gold Council, Bloomberg, as of 10 April 2026.)***

***Gold supply and demand***

Like any other freely-traded good or service, the price of gold is determined by the meeting of demand and supply.

On the supply side, the annual supply of gold mainly comes from a combination of newly mined gold and

the recycling of above-ground stocks. In 2024, around 74% of the gold supply came from newly mined production, approximately 3,645 tonnes. In 2025, newly mined production accounted for 73% of the total gold supply. The remaining portion came from the recycling of fabricated products, principally jewellery. Mine production has increased from around 2,754 tonnes in 2010 and stabilized at above 3,600 tonnes per year level for the recent three years, driven by factors such as fluctuating gold prices, geopolitical tensions, and central bank momentary policies.

Meanwhile, on the demand side, demand from jewellery, industrial use, central bank reserves, and investment sources has made up the other side of the market. Central bank reserves accounted for an average of 23% of demand over the three years as of 2024, compared to the average of 11% from 2010 to 2021. In 2024, the primary source of demand still came from jewellery, at approximately 2,027 tonnes per year, which accounted for 44% of the total demand. In 2025, central bank gold demand fell slightly to an average of 17%. Conversely, investment demand rose significantly, jumping from 25% in 2024 to an average of 43%.

***(Source: World Gold Council, as of 10 April 2026.)***

***Gold as investment tool***

Demand for gold has also grown among investors. Many are beginning to see commodities, particularly gold, as an investment class into which money should be allocated. Investors can gain access to the gold market in the most traditional way, by buying physical gold. The most common form includes gold bullion bars and gold bullion coins. Nowadays, investors can also gain exposure to movements in the gold price via investment vehicles such as gold certificates, gold accounts, gold derivatives (including gold forwards, futures and options traded in OTC market, and gold exchange traded funds).

Gold also has a role to play as a strategic asset, thanks to the diversification benefits it can bring to a portfolio, as well as its effectiveness as a store of value against inflation and dollar depreciation. These attributes make gold a valuable investment option in times of financial or geopolitical duress, as well as during periods of economic prosperity.

***Gold exchange traded funds***

Gold exchange traded funds have grown in popularity in recent years. Global physically backed gold exchange traded funds recorded their largest monthly inflow in September 2025, resulting in the strongest quarter on record with USD 26bn. By the end of November 2025, global gold exchange traded funds' total assets under management had reached USD 530bn, reaching another record high. In Q1 2026, holdings recorded their largest monthly decline since September 2022 in March, but still rose by 62 ton over Q1. Despite the pullback in the gold price, global gold ETFs ended the quarter with USD 606bn in assets under management, 9% above 2025 levels. Notably, Asia posted its largest quarterly inflow on record, with positive flows in March helping to offset weakness elsewhere.

The introduction of exchange-traded gold securities is intended to lower many of the barriers, such as access, custody, and transaction costs, which have prevented some investors from investing in gold.

Gold exchange traded funds offer investors a relatively cost-efficient and secure way to access the gold market. Some of the gold exchange traded funds have focused primarily on ownership of gold bullion. Such gold exchange traded funds are backed by allocated gold held in a vault on behalf of investors. They are intended to offer investors a means of participating in the gold bullion market without the necessity of taking physical delivery of gold, and to buy and sell that interest through the trading of a security on a regulated stock exchange.

Unlike traditional funds, gold exchange traded funds can be traded like shares during exchange trading hours. Liquidity, convenience, and transparency provided via exchange trading become distinctive advantages to investors. Gold exchange traded funds are a valuable tool for investors, including retail investors and speculators, and have been widely used by institutional investors for tactical trading, hedging, arbitrage, or asset allocation. Nonetheless, gold exchange traded funds carry certain risks, including those related to the custody of gold and market trading. Please refer to the section headed

"**Risk Factors**" of the Prospectus and the section headed "**Specific Risk factors**" in this Appendix for details.

***(Source: World Gold Council, as of 10 April 2026.)***

***The gold market in Hong Kong***

As a super connector and an international financial centre, Hong Kong is set to develop into an international gold trading centre by, among others, expanding physical gold storage and gold trading, as announced in the Policy Address in 2024 and 2025. The key government initiatives include:

- **Expansion of gold storage**: The gold market workflow in Hong Kong centres on storage at the Hong Kong International Airport (HKIA) Precious Metals Depository, with ongoing plans to expand its capacity from 150 tonnes to 2,000 tonnes by 2028 to support Hong Kong's push to become an international gold trading hub.

- **Implementation of a centralized gold clearing platform**: This initiative includes establishing a central clearing system for gold transactions that will align with international standards.

- **Development of a comprehensive ecosystem:** The government is focused on building a holistic ecosystem on gold. The process involves secure storage of gold bullion, with linked services like insurance, testing, and logistics, facilitating gold trading, clearing, and delivery. The government is also working on regulatory frameworks, clearing systems, and promoting derivatives trading to create a comprehensive gold ecosystem.

***Hong Kong's competitive edge in gold trading***

Hong Kong benefits from a robust financial infrastructure with strong international connectivity, making it an attractive hub for global investors. Its legal framework is familiar and accessible to international investors, further enhancing its appeal. Additionally, Hong Kong is home to numerous leading financial institutions, solidifying its position as a key player in the gold market.

The expansion of Hong Kong's gold market aligns strategically with mainland China's ambition to enhance its influence in global commodity markets. In the 2025 policy address, the Shanghai Gold Exchange ("**SGE**") was invited to facilitate mutual market access between Hong Kong and mainland China's gold markets. Notably, the SGE, a leading global gold trading exchange, inaugurated its first offshore gold delivery vault in Hong Kong in June 2025. This initiative marks a pivotal advancement towards integrating mainland China's gold market with international trading systems, leveraging Hong Kong's strategic position.

## SPECIFIC RISK FACTORS

Investors should review and consider all risks mentioned in the "***Risk Factors***" section in the Prospectus. Amongst those risk factors, the following risk factors are of particular relevance to the Sub-Fund:

- Risk of not achieving investment objective
- Investment risk
- Risks associated with tokenized Shares (applicable to Unlisted Classes of Shares only)
- Market risk
- Risks of investing in other funds
- Renminbi currency and conversion risks
- Renminbi Share Class risk
- Concentration risk
- Settlement risk
- Counterparty risk
- Currency and foreign exchange risk

- Risks associated with differences in trading, fee and cost arrangements between Listed Class and Unlisted Class(es) of Shares
- Risks associated with market trading (applicable to Listed Class of Shares only)

In addition to the foregoing, the following risks are also relevant and applicable to the Sub-Fund.

***Investment risks***

Passive investment risk

The Sub-Fund is not actively managed and will not adopt any temporary defensive position against any market downturn. Therefore when there is a decline in the LBMA Gold Price AM, the Sub-Fund will also decrease in value. Investors may suffer significant losses accordingly

Tracking error risk

The Sub-Fund may be subject to tracking error risk, which is the risk that its performance may not track that of the LBMA Gold Price AM exactly. This tracking error may result from the investment strategy used, and fees and expenses. The Manager will monitor and seek to manage such risk in minimising tracking error. There can be no assurance of exact or identical replication at any time of the performance of the LBMA Gold Price AM.

Commodities risk

The investments of the Sub-Fund, i.e. Bullion, are subject to risks inherent in all commodities (including settlement and counterparty risks). The value of holdings of gold may fall as well as rise. The global markets are currently experiencing very high levels of volatility and instability, resulting in higher levels of risk than is customary (including settlement and counterparty risks).

Counterparty risk

With regard to transactions with the Manager and/or the Custodian on account of the Sub-Fund in relation to the Sub-Fund's assets, the Sub-Fund is exposed to the risk that a counterparty may not settle a transaction in accordance with its agreement such as the Operating Guidelines (including, for example, where a Gold Dealer or a Participating Dealer fails to deliver or instruct a credit due to a credit or liquidity problem of the Gold Dealer or a Participating Dealer, or due to the insolvency, fraud or regulatory sanction of the Gold Dealer or a Participating Dealer, as appropriate), thus causing the Sub-Fund to suffer a loss.

Deposits of cash with a custodian or depository of gold with the Gold Custodian in an unallocated form will also carry counterparty risk as the custodian or depository or Gold Custodian may be unable to perform their respective obligations due to credit-related and other events like insolvency of or default of them. In these circumstances the Sub-Fund may be required to unwind certain transactions and may encounter delays of some years and difficulties with respect to court procedures in seeking recovery of the Sub-Fund's Bullion. With regard to the Sub-Fund, under normal circumstances, no more than 430 troy ounces of Bullion are expected to be held in the Sub-Fund's unallocated account at the close of business on each Business Day. In exceptional circumstances, such as a supply shortage from the Gold Dealers, this threshold may be temporarily exceeded. The Manager will execute gold allocation processes as soon as practicable to reduce the quantity of unallocated gold holdings and restore it to a level below the abovementioned limit. Unless the Manager fails to fulfil its obligations to so allocate, most of the Sub-Fund's Bullion should be allocated and so should be protected in the event of the insolvency of the Gold Custodian (although there may still be delays in obtaining delivery of the Sub-Fund's Bullion in these circumstances). However, in respect of the Sub-Fund's unallocated accounts with the Gold Custodian, the Sub-Fund would, in the event of the insolvency of the Gold Custodian, rank as an unsecured creditor.

Business climate risk

In the current economic environment, global markets are experiencing very high level of volatility. Such volatility may have an adverse effect on the LBMA Gold Price, and therefore the Sub-Fund's, performance. Investors may lose money by investing in the Sub-Fund.

Sub-Fund expenses risk

Each outstanding Share represents a fractional, undivided interest in the Bullion and other assets held by the Sub-Fund. The Sub-Fund does not generate any income and as the Sub-Fund needs to sell Bullion and/or assets to pay for its ongoing expenses. Whenever Bullion is sold for that purpose the amount of Bullion represented by each Share will gradually decline over time. This is also true with respect to Shares that are issued in exchange for additional deposits of Bullion into the Sub-Fund, as the amount of Bullion required to create Shares proportionately reflects the amount of Bullion represented by the Shares outstanding at the time of creation. Assuming a constant LBMA Gold Price AM, the Net Asset Value per Share is expected to continue to gradually decline relative to the price of Bullion as the amount of Bullion represented by the Shares gradually declines. Investors should be aware that the gradual decline in the amount of Bullion represented by the Shares will occur regardless of whether the trading price of the Shares rises or falls in response to changes in the price of Bullion.

Sales of the Sub-Fund's gold to pay expenses risk

The Manager may sell Bullion or other assets held by the Sub-Fund to pay the Sub-Fund's expenses on an as needed basis irrespective of then current gold prices. The Sub-Fund is not actively managed and no attempt will be made to buy or sell gold to protect against or to take advantage of fluctuations in the price of gold. Consequently, the Sub-Fund's gold may be sold at a time when the gold price is low, resulting in a negative effect on the value of the Shares.

***Risk factors relating to gold***

The investment objective of the Sub-Fund is to provide investment results that, before fees and expenses, closely correspond to the performance of the LBMA Gold Price AM. Since the LBMA Gold Price AM is a price for gold, investment in the Sub-Fund will be subject to the following risk factors relating to gold:

Gold market and concentration risk

The Sub-Fund will invest primarily in Bullion. There is no guarantee that the price of Bullion will appreciate. The value of the Sub-Fund may be more susceptible to adverse political, tax, economic, foreign exchange, liquidity, policy, legal and regulatory risk affecting the industries and sectors related to gold or production and sale of gold. Furthermore, the Sub-Fund is susceptible to fluctuations in the price of gold resulting from supply and demand of a single commodity, gold. The value of the Sub-Fund may be more volatile than that of a fund having a more diverse portfolio of investments.

LBMA Gold Price AM risk

The value of the Shares will be affected by movements in the US dollar price of gold since the LBMA Gold Price is quoted in USD. To the extent that a Shareholder values its Shares or Bullion in another currency, that value will be affected by changes in the exchange rate between USD and that other currency. There can be no assurance that gold will maintain its value over time. In particular gold price may fluctuate widely and is affected by numerous factors beyond the Manager's control, including:

(a) global or regional political, economic or financial events and situations;

(b) investors' expectations with respect to the future rates of inflation and movements in world equity, financial and property markets;

(c) global gold supply and demand, which is influenced by such factors as mine production and net forward selling activities by gold producers, central bank purchases and sales, jewellery demand

and the supply of recycled jewellery, net investment demand and industrial demand, net of recycling;

(d) Interest rates and currency exchange rates, particularly the strength of and confidence in the US dollars; and

(e) investment and trading activities of hedge funds, commodity funds and other speculators.

Competition from other methods of investing in gold risk

The Sub-Fund competes with other financial vehicles, including traditional debt and equity securities issued by companies in the gold industry, other exchange traded funds and other securities backed by or linked to gold, direct investments in gold and investment vehicles similar to the Sub-Fund. Market and financial conditions, and other conditions beyond the Manager's, may make it more attractive to invest in other financial vehicles or to invest in gold directly, which could limit the market for the Shares and reduce the liquidity of the Shares.

Crises may motivate large-scale sales of gold risk

The possibility of large-scale distress sales of gold in times of crisis may have a short-term negative impact on the price of gold and adversely affect an investment in the Shares. For example, the 1998 Asian financial crisis resulted in significant sales of gold by individuals which depressed the price of gold. Crises in the future may impair gold's price performance which would, in turn, adversely affect an investment in the Shares.

Substantial sales of gold by the official sector risk

The official sector consists of central banks, other governmental agencies and multi-lateral institutions that buy, sell and hold gold as part of their reserve assets. The official sector holds a significant amount of gold, most of which is static, meaning that it is held in vaults and is not bought, sold, leased, swapped or otherwise mobilized in the open market. A number of central banks have sold portions of their gold over the past 10 years, with the result that the official sector, taken as a whole, has been a net supplier to the open market. From 1999 to September 2019, most sales were made in a coordinated manner under the terms of the Central Bank Gold Agreement, under which 15 of the world's major central banks (including the European Central Bank) agreed to limit the level of their gold sales and lending to the market. However, the Central Bank Gold Agreement expired in September 2019. As a result, it is possible that the members of the official sector can liquidate their gold assets all at once or in an uncoordinated manner, in which case the demand for gold might not be sufficient to accommodate the sudden increase in the supply of gold to the market. Consequently, the price of gold could decline significantly, which would adversely affect an investment in the Shares.

Fixing process for LBMA Gold Prices risk

The LBMA Gold Price AM was launched on 20 March 2015 to replace the defunct fix for gold. Neither the Company nor the Manager has any control or supervision over the fixing or the price so fixed. The LBMA Gold Prices are calculated by IBA, which is a private company based in London, authorised and regulated by the Financial Conduct Authority of the United Kingdom. In addition, the LBMA Gold Prices are owned by Precious Metals Limited (a wholly owned subsidiary of the LBMA). Whilst most of the member firms of the LBMA will hold licenses from the Financial Conduct Authority of the United Kingdom in respect of specific regulated activities they may undertake in the course of their various businesses, the LBMA itself is not subject to the oversight or supervision of any financial regulator. The LBMA Gold Prices have been regulated by the Financial Conduct Authority of the United Kingdom since 1 April 2015.

Future changes to the LBMA Gold Prices risk

The LBMA Gold Price AM was launched on 20 March 2015 and may develop further over time for example to include additional auction participants or by way of a change to the tolerance within which orders will be matched to set the LBMA Gold Price AM. Any such future changes, to the extent they have

a material impact on the LBMA Gold Price AM, could adversely impact the Net Asset Value of the Sub-Fund.

Other risks relating to the LBMA Gold Price AM

The calculation of the LBMA Gold Price AM, by which the Sub-Fund's holdings of gold will be valued, is not an exact process. Rather, these are based upon a procedure of matching orders from participants in the auction process and their customers to sell the gold with orders from participants in the auction process and their customers to buy gold at particular prices. The LBMA Gold Price AM does not therefore purport to represent every single buyer or seller of gold in the market, nor does it purport to set a definitive price for gold at which all orders for sale or purchase will take place on that particular day or time. All orders placed into the auction process by the participants will be executed on the basis of the LBMA Gold Price AM (provided that orders may be cancelled, increased or decreased whilst the auction is in progress).

Further, if the LBMA Gold Price AM is discontinued, the Manager will, in consultation with the Custodian, seek the SFC's prior approval to replace the LBMA Gold Price AM with another benchmark that has similar objectives to the LBMA Gold Price AM as applicable. If the Manager and the Custodian do not agree within a reasonable period on a suitable replacement benchmark acceptable to the SFC, the Manager may, in its discretion, terminate the Sub-Fund. Upon the Sub-Fund being terminated, the amount distributed in accordance with the Instrument of Incorporation may be less than the capital invested by the Shareholder and the investors may suffer losses.

Regulatory actions/investigations and lawsuits with respect to the previous London gold fix may impact market confidence in the LBMA Gold Prices

The London Gold Market Fixing Limited's decision to discontinue the previous fixing for gold as the pricing benchmark for gold comes after increased attention has been directed to the use of various financial benchmarks and indices as price setting mechanisms for market transactions, including the previous London gold fix. The historical methods of setting the price of gold have been the subject of litigation and regulatory investigations. Within the past few years, electronic auction methodologies have replaced the historical non-electronic auction methods of setting the price of gold. However, if there is a perception that the price of gold is susceptible to intentional disruption, or if the LBMA Gold Price AM is not received with confidence by the markets, the behaviour of investors and traders in gold may reflect the lack of confidence and it may have a negative effect on the price of gold and, consequently, the value of the Shares.

Auction processes for LBMA Gold Prices risk

While the auction processes used to establish the LBMA Gold Price AM is expected to be a transparent and auditable process in accordance with applicable benchmark regulations, there is no guarantee that the participants in the auctions may not be biased or influenced for their own purposes when participating in the auction or the auction may not be manipulated and therefore the price fixed may not reflect the fair value. Further, the operation of the auction process which determines the LBMA Gold Price AM is dependent on the continued operation of IBA and LBMA and their applicable systems. Neither the Manager nor the Custodian has any control or supervision over the auction processes of the LBMA Gold Price AM or the operation and systems of IBA and LBMA.

***Gold Custodian related risks***

The custody of Bullion for the Sub-Fund is different to custody arrangements typical in mutual funds/unit trusts which invest in equities and bonds. As such the attention of investors is drawn to the following risk factors which relate to the custody arrangements relevant to the Sub-Fund:

Custody and insurance

The Sub-Fund's Bullion is held at the Gold Vault Providers' vaults. Access to the Sub-Fund's Bullion could be restricted by natural events, such as flooding, or human actions, such as terrorist attack. These

"*force majeure*" type events cannot be predicted and are outside the control of the Manager and the Custodian.

The Sub-Fund does not insure its gold. However, the full value of the Sub-Fund's Bullion's held in custody by the Gold Custodian at the designated vaults with the Gold Vault Provider(s) are covered by both primary and secondary insurance subject to applicable exclusions that the Gold Custodian considers to be appropriate and consistent with market standards. The Gold Custodian through its appointments of its service providers ensures that adequate primary insurance coverage is maintained by the Gold Vault Providers. This primary insurance coverage acts as a first recourse in the event of loss. In addition to the primary insurance coverage, the Gold Custodian maintains a specie insurance policy that serves as a secondary or excess coverage for the Sub-Fund's Bullion and the Sub-Fund's gold held by the Gold Custodian on an unallocated basis.

Where the Sub-Fund suffers a loss as a result of loss or damage to its Bullion held with the Gold Vault Providers, the Manager shall direct any claims for loss to the Custodian only. The Custodian (on behalf of the Sub-Fund) will, via the Sub-Custodian, make a claim against the Gold Custodian, which will, in turn, make a claim against the Gold Vault Providers under the relevant service agreements. However, there can be no assurance that such coverage will be sufficient against all risks associated with the custody of Bullion which is deposited at the Gold Vault Providers' vaults and held for the account of the Sub-Fund or other risks associated with gold held on an unallocated basis (as the case may be). Accordingly, there is a risk that some or all of the Bullion could be lost, stolen or damaged and the Sub-Fund would not be able to satisfy its obligations in respect of the Shares.

Gold Custodian and/or Gold Vault Providers insolvency risk

Although the owners of gold do not have a proprietary interest in unallocated gold held by the Gold Custodian, if the Gold Custodian and/or the Gold Vault Provider(s) becomes insolvent, the Sub-Fund's gold (to the extent that it has been allocated) should belong to the Sub-Fund. Accordingly, even if the assets of the Gold Custodian and/or the Gold Vault Provider(s) may not be adequate to satisfy the claims of its creditors in the event of insolvency, the Sub-Fund's allocated assets should be segregated from the assets of the Gold Custodian and/or the Gold Vault Provider(s) or those of its/their clients and recoverable although the Sub-Fund may incur expenses in connection with asserting its claims. There is a risk of delay and costs incurred in identifying any Bullion held in an allocated account. In addition, with regard to unallocated gold and/or if allocation had not been done or had been done incorrectly, the Sub-Fund may rank as an unsecured creditor in respect of such unallocated gold in the event of insolvency of the Gold Custodian and/or the Gold Vault Provider(s).

Loss, damage or theft risk

There is a risk that part or all of the Sub-Fund's Bullion held by the Gold Custodian could be lost, damaged or stolen and any insurance cover may not be able to pay in part or in full the actual value of such lost, damaged or stolen Bullion. Any of these events and other unforeseeable events may adversely affect the operations of the Sub-Fund and, consequently, an investment in the Shares.

Inadequate sources of recovery risk

Shareholders' recourse against the Sub-Fund, the Manager, the Custodian and the Gold Custodian under Hong Kong law may be limited. The Sub-Fund itself does not insure its gold. The Gold Custodian will maintain insurance with regard to its business on such terms and conditions as it considers appropriate. The Gold Custodian has also taken reasonable steps to confirm that each Gold Vault Provider maintains insurance with respect to its custodial operations in general, which the Gold Custodian considers to be appropriate and consistent with the market standard and may vary between the Gold Vault Providers. Any insurance cover may not be able to pay the actual value of any Bullion lost or destroyed. The Custodian and the Manager do not have the ability to dictate the terms or amount of coverage of the insurance of the Gold Custodian and/or the Gold Vault Provider(s). It is therefore possible that the Gold Custodian and/or the Gold Vault Provider(s) may not maintain adequate insurance with respect to the Bullion held by them on behalf of or credited to the account of the Sub-Fund. Consequently, a loss may be suffered with respect to the Sub-Fund's Bullion which is not covered by insurance.

Although the Custodian, as custodian of the Company, has overall responsibility for custody of the Sub-Fund's assets, all Bullion is safekept by the Gold Custodian and the liability of the Gold Custodian is limited under the Gold Custody Agreement between the Sub-Custodian and the Gold Custodian which establishes the Sub-Fund's custody arrangements. The Gold Custodian assumes responsibility for the safety of, and loss and damage of, the Bullion properly delivered to, and held in custody by, it. However where the Gold Custodian acts on instruction of the Custodian via the Sub-Custodian and in accordance with the Gold Custody Agreement or in good faith in accordance with applicable law and regulation or in response to a force majeure event then the Gold Custodian is only liable for losses that are the direct result of its own negligence, fraud, or willful default. As a result, the recourse of the Custodian, the Manager or the Shareholders, under Hong Kong law, is limited by such terms of the Gold Custody Agreement.

If the Sub-Fund's Bullion is lost, damaged, stolen or destroyed under circumstances rendering a party liable to the Sub-Fund, the responsible party may not have the financial resources sufficient to satisfy the Sub-Fund's claim. For example, as to a particular event of loss, the only source of recovery for the Sub-Fund might be limited to the Gold Custodian or, to the extent identifiable, other responsible third parties (e.g., a thief or terrorist), any of which may not have the financial resources (including liability insurance coverage) to satisfy a valid claim of the Sub-Fund.

Neither the Shareholders nor any Participating Dealer has a right under the Gold Custody Agreement to assert a claim of the Custodian against the Gold Custodian; claims under the Gold Custody Agreement may only be asserted by the Sub-Custodian on instruction of the Custodian on behalf of the Sub-Fund.

To the extent that the Gold Dealer is obligated to the Company (for example its responsibility to ensure that Bullion meets the required standards), the Company is subject to the credit and counterparty risk of the Gold Dealer.

Gold Vault Providers risk

All Bullion deposited with the Sub-Fund will be safekept at the designated vaults in Hong Kong. There may also be periods of time when some portion of the Sub-Fund's gold will be held by one or more Gold Vault Provider(s).

The Gold Custodian is required under the Gold Custody Agreement to use reasonable care in selecting and arranging for the Gold Vault Provider(s) to safekeep the Sub-Fund's physical Bullion but the Gold Custodian is not liable for the acts or omissions or insolvency of its Gold Vault Provider(s) except to the extent directly resulting from the Gold Custodian's fraud, negligence or wilful default in such appointment and arrangement.

Bullion allocated on creation of Shares risk

The Gold Dealer shall ensure that all Bullion will meet the requisite standard and guarantee the fineness of the Bullion sold to the Sub-Fund. Neither the Custodian nor the Gold Custodian independently confirms the fineness of the gold allocated to the Sub-Fund. The gold allocated to the Sub-Fund within the Gold Vault Providers' vaults may be different from the reported fineness or weight required for Bullion. Shares may have been issued against such gold, and if the relevant Gold Dealer fails to satisfy its obligation to credit the Sub-Fund the amount of any deficiency, the Sub-Fund may suffer a loss.

Unallocated account risk

The Sub-Fund will have no proprietary rights to the amount of gold held by the Gold Custodian in the unallocated account and will be an unsecured creditor of the Gold Custodian with respect to such amount of gold held in the unallocated account. Unallocated gold will not be segregated from the Gold Custodian's assets, and the Sub-Fund will be an unsecured creditor of the Gold Custodian with respect to the amount so held in the event of the insolvency of the Gold Custodian. In the event the Gold

Custodian becomes insolvent, the Gold Custodian's assets might not be adequate to satisfy a claim by the Sub-Fund for the amount of gold held in their respective unallocated gold accounts.

In the case of the insolvency of the Gold Custodian, a liquidator may seek to freeze access to the gold held in all of the accounts held by the Gold Custodian, including the Sub-Fund allocated account. Although the Sub-Fund would be able to claim ownership of properly allocated gold, the Sub-Fund could incur expenses in connection with asserting such claims, and the assertion of such a claim by the liquidator could delay creations and redemptions of Shares.

Failure to appoint replacement Gold Custodian and/or Gold Vault Provider(s) risk

The Gold Custody Agreement does not have any expiry date; however, the Sub-Custodian or the Gold Custodian may terminate the Gold Custody Agreement pursuant to the relevant provisions therein. If the Gold Custody Agreement is terminated and the Gold Custodian ceases to act as a gold custodian but no replacement gold custodian acceptable to the SFC is appointed upon such cessation, the Sub-Fund will be unable to maintain its SFC authorisation. Furthermore, under the Instrument of Incorporation, the Company may terminate the Sub-Fund if the Gold Vault Providers cease to be able to provide custody services in respect of the Sub-Fund and no replacement provider of a secure vault is found (within sixty Business Days of the date of cessation) which is acceptable to both the Manager and the Custodian.

Reliance on Gold Dealer risk

Currently, only one Gold Dealer has been appointed in respect of the Sub-Fund. As such, the Sub-Fund's reliance on the Gold Dealer is subject to the risks disclosed herein. The Sub-Fund may be more exposed to such risks than a fund that has more than one gold dealer.

The Gold Dealer is the provider of Bullion, and accordingly, creations of Listed Class of Shares, subscriptions of Unlisted Classes of Shares (including minting of Tokens) depend on the Gold Dealer. For redemption of Shares, the Manager may only sell Bullion to the Gold Dealer, and accordingly, redemptions of Listed Class of Shares, redemptions of Unlisted Classes of Shares (including burning of Tokens) also depend on the Gold Dealer. If, for any reason, the Gold Dealer ceases to provide Bullion to the Sub-Fund or accept Bullion from the Sub-Fund (as the case may be) and there is no suitable substitute Gold Dealer identified, Shares and Tokens may not be created/redeemed, issued/redeemed or minted/burnt (as the case may be) which may cause the trading price to deviate from the Net Asset Value per Share, possibly leading to a suspension of trading of Shares on the SEHK.

The gold price at which the Sub-Fund trades may not always be the best market price as the Sub-Fund currently only has one Gold Dealer.

The Manager relies on the Gold Dealer to ensure that all Bullion sold to the Sub-Fund will meet the requisite standard and guarantee the fineness of the Bullion sold to the Sub-Fund, so there is no guarantee that all Bullion will meet such standard / fineness, although the Sub-Fund is indemnified by the Gold Dealer against all loss suffered or incurred by the Sub-Fund in connection with the non-compliance by the Gold Dealer to such standard / fineness pursuant to the gold trading agreement with the Gold Dealer.

***Other risks***

*Difference in trading and opening hours of the SEHK and the London Bullion market*

The Trading hours of the SEHK, on which the Listed Class of Shares are to be listed, do not match the gold fixing hours of the London bullion market because Hong Kong is in a different time zone to the United Kingdom. The London bullion market is an OTC principal to principal market where trading can occur throughout the day. However twice daily during London trading hours there is a fix which provides reference gold prices for the day's trading. One of the fixes, in the morning (London time), is the LBMA Gold Price AM. The morning session of the fix starts at 10:30 am (London time) and the afternoon session of the fix starts at 3:00 p.m. (London time). The Sub-Fund will seek to track the LBMA Gold Price AM. This means that the reference price for Shareholders will be the price determined in London the previous

Business Day and this price will not be updated during the trading hours of the SEHK. The lack of real time valuation of Bullion could mean that Listed Class of Shares may trade at a premium or discount to Net Asset Value or that the Net Asset Value per Share of the Listed Class of Shares may not reflect movements in the OTC market price for Bullion.

*Reliance on the same group risk*

The Custodian, the Sub-Custodian, the Gold Custodian and the Gold Dealer are subsidiaries of Standard Chartered plc (the "**Group**"). Whilst these are separate legal entities and operationally independent, in the event of a financial catastrophe or the insolvency of any member of the Group, there may be adverse implications for the business of the Group as a whole or other members of the Group which could affect the provision of services to the Sub-Fund. In such event the Net Asset Value and liquidity of the Sub-Fund may be adversely affected and its operation disrupted.

In addition, it should be noted that given that the Custodian, the Sub-Custodian, the Gold Custodian and the Gold Dealer are all members of the Group, conflicts of interest in respect of the Sub-Fund may arise from time to time amongst any of them. The Custodian will manage any such conflict in the best interest of investors and ensure such conflicts are resolved fairly. Please also refer to the information under "***General Information – Conflicts of Interest***" of the Prospectus and "***Conflicts of interest within Standard Chartered group***" above in this Appendix.

## THE OFFERING PHASES OF THE LISTED CLASS OF SHARES

*Initial Offer Period*

The Initial Offer Period commences at 9:00 a.m. (Hong Kong time) on 26 May 2026 and ends at 4:00 p.m. (Hong Kong time) on 27 May 2026, or such other date as the Manager may determine.

The Listing Date is 29 May 2026.

The purpose of the Initial Offer Period is to enable Participating Dealers to subscribe for Listed Class of Shares either on their own account or for their clients, in accordance with the Instrument of Incorporation and the Operating Guidelines. During this period, Participating Dealers (acting for themselves or for their clients) may apply for Listed Class of Shares to be available for trading on the Listing Date by creation. No redemptions are permitted during the Initial Offer Period.

Upon receipt of a Creation Application from a Participating Dealer (acting for itself or its clients) during the Initial Offer Period, the Manager shall procure the creation of Listed Class of Shares for settlement on the Initial Issue Date.

Participating Dealers may have their own application procedures for their respective clients and may set application and payment cut-off times for their respective clients which are earlier than those set out in this Prospectus. Investors are therefore advised to consult with the relevant Participating Dealer on its requirements if they want a Participating Dealer to subscribe for Listed Class of Shares on their behalf.

*After Listing*

"After Listing" commences on the Listing Date.

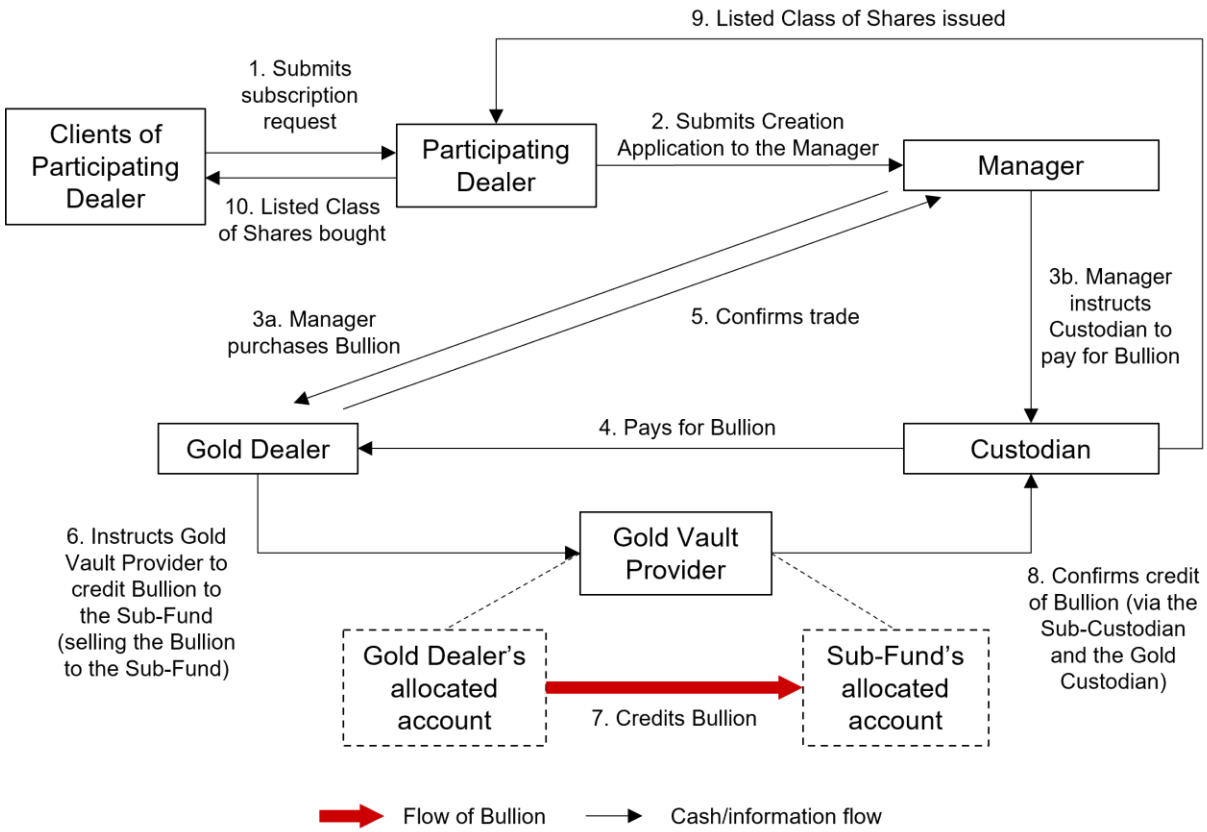
Dealings in the Listed Class of Shares on the SEHK will commence on the Listing Date, which is 29 May 2026.

The current Dealing Deadline after Listing is 4:00 p.m. (Hong Kong time) on the relevant Dealing Day for cash Creation and Redemption Applications, or such other time as the Manager (in consultation with the Custodian) may determine on any day when the trading hours of the SEHK are reduced.

Applications for creation of Listed Class of Shares may be made by way of cash Creation Application. Settlement for subscribing for Listed Class of Shares is due at the time specified in the Operating Guidelines on the relevant Dealing Day in accordance with the Operating Guidelines.

The Subscription Value of Listed Class of Shares created and issued by a Creation Application After Listing will be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded down to 4 decimal places.

The diagram below illustrates the cash Creation Application process:




*The Sub-Fund assumes legal title of, and risks associated with, the Bullion at step 7.*

The attention of investors is drawn to the section entitled "***The Offering Phases***" in Schedule 4 to the Prospectus. The following table summarises all key events and the Manager's expected timetable (all references to times are to Hong Kong time):

| | |
|---|---|
| Initial Offer Period commences | |
| • Participating Dealers may apply for creation for themselves or for their clients in Application Share size | • 9:00 a.m. (Hong Kong time) on 26 May 2026 or such other date or time as the Manager may determine |
| The date that is two Business Days prior to the Listing Date | |

| | |
|---|---|
| • Latest time for Creation Applications by Participating Dealers for Listed Class of Shares to be available for trading on the Listing Date | • 4:00 p.m. (Hong Kong time) on 27 May 2026 or such other date or time as the Manager may determine |
| After listing (period commences on the Listing Date) | |
| • All investors may start trading Listed Class of Shares on the SEHK through any designated brokers; and<br>• Participating Dealers may apply for creation and redemption (for themselves or for their clients) in Application Share size | • Commence at 9:00 a.m. (Hong Kong time) on 29 May 2026<br>• From 9:00 a.m. (Hong Kong time) to 4:00 p.m. (Hong Kong time) on each Dealing Day |

## EXCHANGE LISTING AND TRADING (SECONDARY MARKET) OF LISTED CLASS OF SHARES

Application has been made to the Listing Committee of the SEHK for the listing of, and permission to deal in the Listed Class of Shares traded in HKD, USD and RMB.

Listed Class of Shares are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as of the date of this Prospectus. Application may be made in the future for a listing of Listed Class of Shares on one or more other stock exchanges. Investors' attention is drawn to the section headed "***Exchange Listing and Trading (Secondary Market)***" in Schedule 4 to the Prospectus for further information.

Dealings on the SEHK in Listed Class of Shares traded in HKD and USD are expected to begin on 29 May 2026.

Participating Dealers should note that they will not be able to sell or otherwise deal in the Listed Class of Shares on the SEHK until dealings begin on the SEHK.

***Multi-Counter***

The Manager has arranged for the Listed Class of Shares of the Sub-Fund to be available for trading on the secondary market on the SEHK under a Multi-Counter arrangement. Shares are denominated in USD. The Sub-Fund offers 3 trading counters on the SEHK (i.e. HKD counter, USD counter and RMB counter) to investors for secondary trading purposes. Under the current "single tranche multiple counter" settlement arrangement, trades executed in the HKD counter, USD counter and RMB counter will be settled together under the same HKD counter which is designated as the "domain settlement counter", under which stock positions of HKD, USD and RMB can be differentiated by their currency codes and assigned position numbers. However, money positions of HKD, USD and RMB will not be offset against each other and will be maintained and settled separately. The trading prices of Shares in the counters may be different as the different counters are distinct and separate markets.

Shares traded on each counter are of the same class and all Shareholders of all counters are treated equally. The counters will have the same ISIN number, but different stock codes and different stock short names (as set out in the section "***Key Information***" above).

Normally, investors can buy and sell Shares traded in the same counter or alternatively buy in one counter and sell in the other counter provided their brokers provide HKD, USD and RMB trading services at the same time to support Multi-Counter trading. Inter-counter buy and sell is permissible even if the trades take places within the same trading day. However, investors should note that the trading price of Shares traded in each counter may be different and may not always maintain a close relationship depending on factors such as market demand and supply and liquidity in each counter.

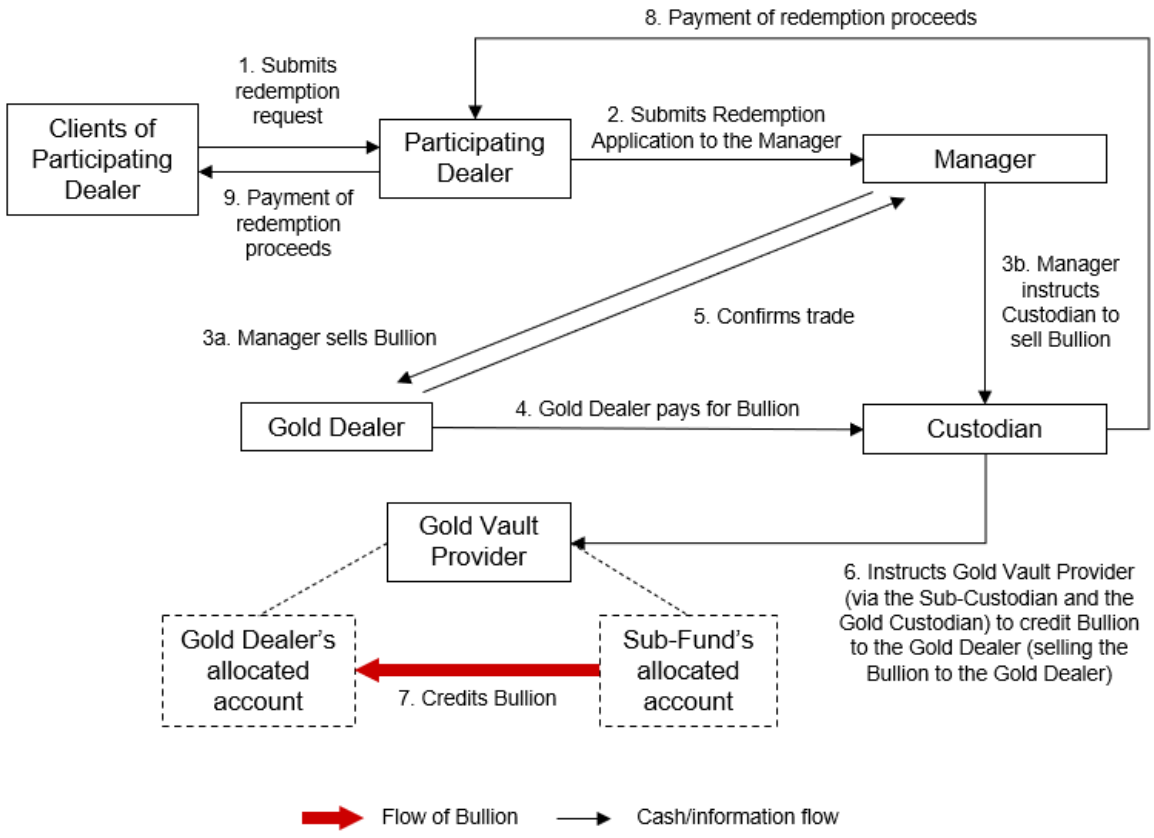
Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Multi-Counter. Investors' attention is also drawn to the risk factor above entitled "***Multi-Counter risks***" under the "***Risk Factors***" section in the Prospectus.

## REDEMPTIONS OF LISTED CLASS OF SHARES

Listed Class of Shares can be redeemed directly (through a Participating Dealer). Redemption proceeds may be paid in cash. Any accepted Redemption Application will be effected by the payment of cash or transfer of securities (as the case may be) in accordance with the Operating Guidelines and the Instrument of Incorporation.

The Redemption Value on a Dealing Day shall be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded down to 4 decimal places.

The diagram below illustrates the cash Redemption Application process:




*The Sub-Fund ceases to have legal title of, and ceases to be responsible for risks associated with, the Bullion at step 7.*

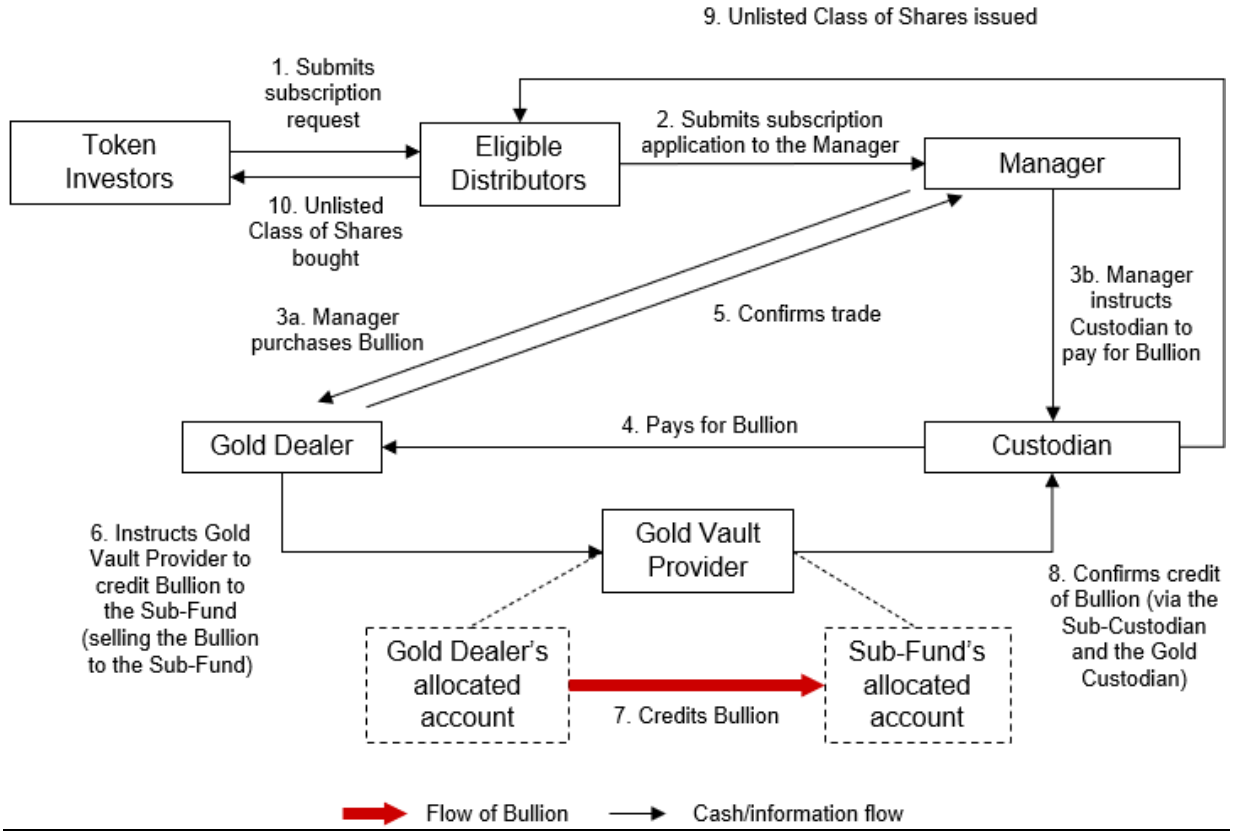
## SUBSCRIPTION AND REDEMPTION OF UNLISTED CLASSES OF SHARES

**In respect of Unlisted Class(es) of Shares, the Sub-Fund offers tokenized classes of shares only. Tokenized classes of shares of the Sub-Fund are only offered in the primary market.**

For detail of dealing procedures of Unlisted Classes of Shares, please refer to the information below and in Schedules 5 and 6 of this Prospectus. The following apply to the Sub-Fund:

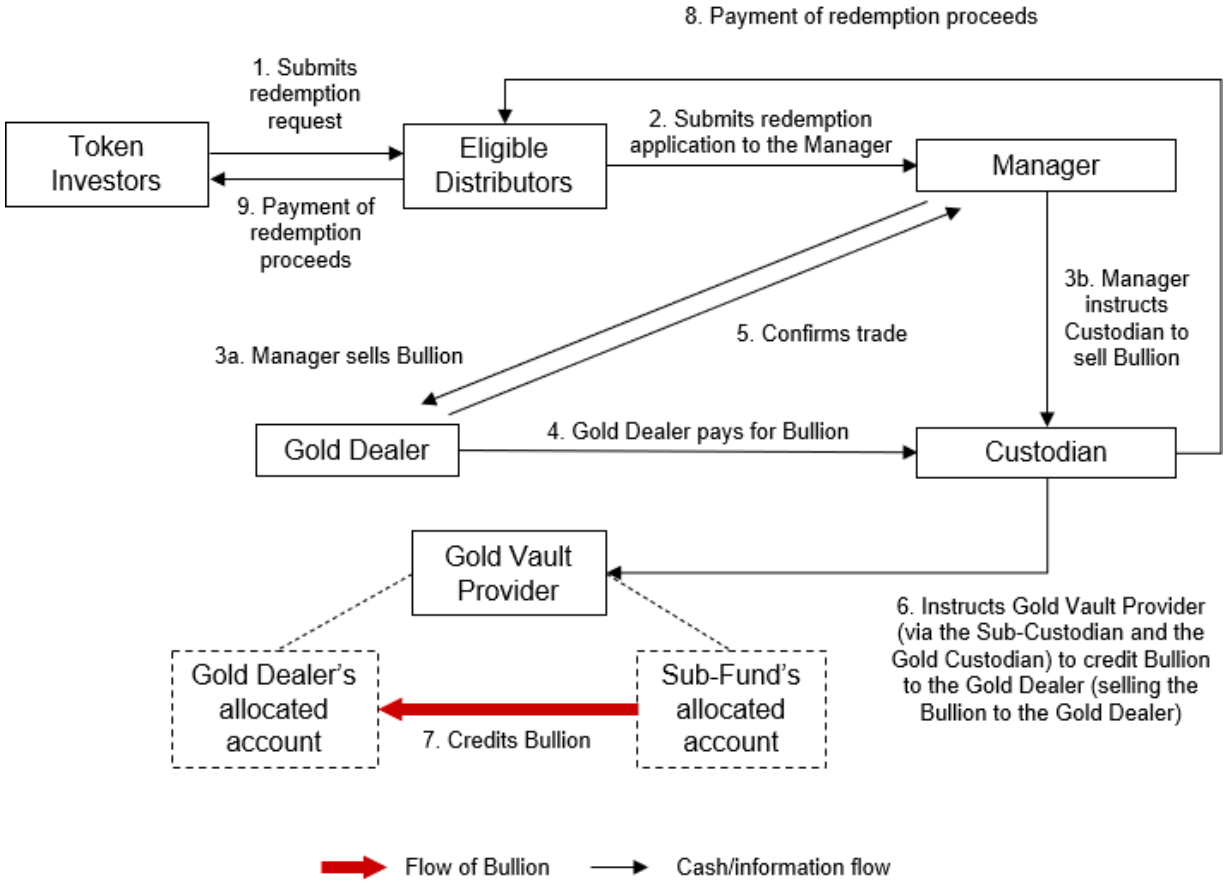
| | |
|---|---|
| Initial Offer Period | 9:00 a.m. (Hong Kong time) on 26 May 2026 and ends at 4:00 p.m. (Hong Kong time) on 27 May 2026, or such other date as the Manager may determine |
| Initial Offer Price | Class A HKD: HKD 100<br>Class A USD: USD 10<br>Class A RMB: RMB 100<br>Class B HKD: HKD 100<br>Class B USD: USD 10<br>Class B RMB: RMB 100 |
| Dealing Day | each Business Day |
| Dealing Deadline | 4:00 p.m. (Hong Kong time) on the relevant Dealing Day by which an application for subscription or a redemption or conversion request in respect of the Sub-Fund or a Class of Shares must be received or such other time or on such other Business Day or day as the Directors may from time to time determine generally or in relation to any particular jurisdiction in which Shares of the Sub-Fund or the relevant Class may from time to time be sold |
| Payment Period | no later than the Dealing Deadline of the relevant Dealing Day on which a subscription is made and the relevant Shares are issued |
| Valuation Point | 10:30 a.m. (London time) on each Valuation Day, or such other time on each Valuation Day or such other Business Day as the Directors may determine from time to time after consultation with the Custodian |

The diagram below illustrates the subscription process of Unlisted Classes of Shares:



*The Sub-Fund assumes legal title of, and risks associated with, the Bullion at step 7.*

The diagram below illustrates the redemption process of Unlisted Classes of Shares:




*The Sub-Fund ceases to have legal title of, and ceases to be responsible for risks associated with, the Bullion at step 7.*

| Classes | Minimum Initial Subscription Amount | Minimum Holding | Minimum Subsequent Subscription Amount | Minimum Redemption Amount |
|---|---|---|---|---|
| Class A HKD | HKD 1,000 | HKD 1,000 | HKD 1,000 | HKD 1,000 |
| Class A USD | USD 100 | USD 100 | USD 100 | USD 100 |
| Class A RMB | RMB 1,000 | RMB 1,000 | RMB 1,000 | RMB 1,000 |
| Class B HKD | HKD 1 | HKD 1 | HKD 1 | HKD 1 |
| Class B USD | USD 0.1 | USD 0.1 | USD 0.1 | USD 0.1 |
| Class B RMB | RMB 1 | RMB 1 | RMB 1 | RMB 1 |

## CONVERSION

Investors should note that switching between Unlisted Classes of Shares and Listed Class of Shares is not available.

Currently, conversion of Shares of a Class of the Sub-Fund into Shares of another Class in the Sub-Fund or into Shares of another sub-fund of the Company, or vice versa, is not permitted.

## SUSPENSION

In addition to the circumstances set out in the sub-section headed "**Suspension**" under the section headed "**Valuation and Suspension**" in the Prospectus, the Manager may also, after consultation with the Custodian, and having regard to the best interests of Shareholders, declare a suspension of the determination of the Net Asset Value and/or the creation, issuance, conversion and/or the redemption of Shares of the Sub-Fund and/or the payment of redemption proceeds during any period when the Custodian and/or any of its delegates or agents (including the Gold Custodian) in relation to the operation of a vault at which the Sub-Fund's Bullion is held cannot operate such facility.

## DISTRIBUTION POLICY

### *Accumulation Classes*

No distribution is intended to be made. Therefore, any net income and net realised capital gains attributable to Shares of such Accumulation Class(es) will be reflected in their respective Net Asset Value.

Please refer to the section headed "***Distribution policy***" in the main part of the Prospectus for further details.

## CUSTODIAN, GOLD CUSTODIAN, GOLD DEALER, ADMINISTRATOR, REGISTRAR AND DISTRIBUTORS OF THE SUB-FUND

### Custodian of the Sub-Fund

The Custodian of the Sub-Fund is Standard Chartered Trustee (Hong Kong) Limited which is a registered trust company incorporated in Hong Kong, a Trust or Company Service Provider licensee, licensed by the SFC to carry out Type 13 regulated activity (providing depositary services for relevant collective investment schemes) under the SFO as well as an approved trustee under the Mandatory Provident Fund Schemes Ordinance (Cap.485 of the Laws of Hong Kong). The Custodian is a wholly-owned subsidiary of Standard Chartered Bank (Hong Kong) Limited, a company incorporated in Hong Kong and a bank licensed under the Banking Ordinance (Cap.155 of the Laws of Hong Kong).

Under the Custodian Agreement, the Custodian shall hold in its custody or under its control all the property forming part of the assets of the Company and hold it for the Shareholder of the relevant Sub-Fund in accordance with the provisions of the Instrument of Incorporation and Custodian Agreement and, to the extent permitted by applicable laws and regulation, all registrable assets and cash from time to time comprised in the Company shall be registered in the name of or held to the order of the Custodian. The Custodian is responsible and shall remain at all times liable for the safe-keeping of the investments and assets forming part of the Company that are entrusted to the Custodian in accordance with the provisions of the Instrument of Incorporation and the Custodian Agreement and such investments, assets and other property shall be dealt with as the Custodian may think proper for the purpose of providing for the safe-keeping thereof, subject to the provisions of the Custodian Agreement. The Custodian shall in respect of any investments, assets and other property of a Sub-Fund which by nature cannot be held in custody, maintain a proper record of such investments, assets or property in its books under the name of that Sub-Fund.

The Custodian may appoint any other person, including nominees, agents or delegates (such as sub-custodians, gold custodian) including any of its Connected Persons to perform any of the services on its behalf and may delegate any of its powers under the Custodian Agreement to such person.

The Custodian has appointed Standard Chartered Bank (Hong Kong) Limited (established and based in Hong Kong) as the sub-custodian (the "Sub-Custodian") to provide custodial services for the Sub-Fund. Under the Sub-Custody Agreement, the Sub-Custodian is entitled to further appoint gold custodian(s) and sub-custodian(s) to perform any of the Sub-Custodian's duties in specific jurisdictions where the Sub-Fund invests.

The Custodian is required to (i) exercise reasonable care, skill and diligence in the selection, appointment and ongoing monitoring of the nominees, agents and delegates; and (ii) be satisfied that the nominees, agents and delegates retained remain suitably qualified and competent to provide the relevant service. The Custodian has no responsibility for selection or appointment of, or for monitoring of or performance by, any entity providing central depository, clearing and/or settlement facilities.

The Custodian is not liable for any loss the Company suffers, except for loss caused by the Custodian or an Affiliate Sub-Custodian's negligence, wilful misconduct or fraud. The Custodian is not liable for any loss caused by any act or omission of any third party, including the agents or sub-custodians that are not affiliates, if the Custodian exercised reasonable care in the appointment of that third party.

The Custodian shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of Euroclear Clearing System Limited or Clearstream Banking S.A. or any other recognised depositary or clearing system which may from time to time be approved by the Custodian and the Manager.

Subject as provided in the Custodian Agreement, the Custodian and its respective officers, employees, agents and delegates are entitled to be indemnified out of the assets of the relevant Sub-Fund in respect of all liabilities and expenses incurred in relation to such Sub-Fund and against all actions, proceedings, costs, claims and demands in respect of any matter or thing done or omitted to be done in any way relating to such Sub-Fund, except to the extent that such liability, expense, action, proceeding, cost, claim or demand arises out of the fraud, negligence or wilful misconduct of the Custodian or its officers, employees, agents or delegates. Subject to the applicable law and the provisions of the Custodian Agreement, the Custodian shall not, in the absence of fraud, negligence or wilful default on the part of the Custodian, be liable for any losses, costs or damage to the Company, any Sub-Fund or any Shareholder.

The Custodian shall take reasonable care to ensure that the investment and borrowing limitations set out under Schedule 1 to this Prospectus and any specific investment and borrowing limitations as set out in the relevant Appendix as they relate to a Sub-Fund and the conditions under which such Sub-Fund is authorised pursuant to the SFO are complied with in respect of the relevant Sub-Fund(s) for which it is appointed.

The Custodian will be entitled to the fees described in the section headed "Fees and Expenses" below and in the relevant Appendix, and to be reimbursed for all costs and expenses in accordance with the provisions of the Custody Agreement.

**Removal and Retirement of the Custodian of the Sub-Fund**

The Custody Agreement provides, inter alia, that the agreement may be terminated at any time by either party upon not less than 90 days' prior written notice.

The Custodian may retire as custodian of the Company and the Sub-Fund and terminate the Custody Agreement by giving the Company not less than 90 days' prior written notice together with, where applicable, a statement in accordance with all applicable laws and regulations.

The Custodian may retire as custodian of the Company and the relevant Sub-Fund and terminate the Custody Agreement in accordance with the circumstances set out in the Custody Agreement.

The Custodian shall retire as Custodian of the Company and the relevant Sub-Fund and the Custody Agreement shall terminate when it ceases to be eligible to be a custodian of the Company and the relevant Sub-Fund or is prohibited from acting as custodian of the Company and the relevant Sub-Fund under the applicable regulatory requirements or when the SFC withdraws its approval of the Custodian.

The Custodian may not retire as custodian of the Company and the Sub-Fund except upon the appointment of a replacement custodian. Any retirement of the Custodian as the Custodian of the Company and the relevant Sub-Fund shall take effect at the same time as the replacement custodian takes up office.

The Company may remove the Custodian as Custodian of the Company and the relevant Sub-Fund and may terminate the Custody Agreement by giving not less than 3 months' prior written notice to the Custodian.

The Company must remove the Custodian as Custodian of the Company and the relevant Sub-Fund and terminate the Custody Agreement by written notice taking immediate effect if:

(a) the Custodian goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation), becomes bankrupt, or has a receiver appointed over its assets; or

(b) for good and sufficient reason, the Directors state in writing that a change in the Custodian is desirable in the interests of the Shareholders.

In the event that the Custodian shall retire or be removed or its appointment shall otherwise terminate, the Company shall appoint another corporation eligible under the applicable laws and regulations to act as a custodian of the Company and the relevant Sub-Fund and any change in Custodian is subject to the SFC's approval and the Custodian will remain as the Custodian of the Sub-Fund until a new custodian is appointed. Shareholders will be notified of such changes in accordance with the requirements prescribed by the SFC.

**Gold Custodian**

The Custodian, via the Sub-Custodian (i.e. Standard Chartered Bank (Hong Kong) Limited), has appointed Standard Chartered Bank (established and based in the United Kingdom) as the Gold Custodian which further appoints the Gold Vault Providers to safekeep the Sub-Fund's physical Bullion located in Hong Kong.

**Gold Dealer**

The Company has also appointed Standard Chartered Bank as the Gold Dealer to provide Bullion of minimum standard acceptable to the Sub-Fund. The Company, on behalf of the Sub-Fund, and the Manager has entered into a gold trading agreement with the Gold Dealer in respect of such role.

**Conflicts of interest within Standard Chartered group**

As the Custodian, the Sub-Custodian, the Gold Custodian and the Gold Dealer are subsidiaries of Standard Chartered plc, conflicts of interest (e.g., the Gold Custodian may be in dispute with the Gold Dealer on the fineness of gold) in respect of the Sub-Fund may arise from time to time amongst any of them. Please refer to the risk factor "**Reliance on the same group risk**" below in this Appendix.

Where potential conflicts of interest arise, each such party will, having regard to its obligations to the Sub-Fund and to the Shareholders, endeavour to ensure that any such conflicts are resolved fairly. In addition, all transactions carried out by or on behalf of the Sub-Fund shall be on arm's length terms and in the best interest of the Shareholders and in compliance with applicable laws and regulations.

Specifically, the following measures have also been established to mitigate potential conflicts of interest:

- Segregated ownership and storage: To the extent that the Bullion is allocated, the Sub-Fund retains full legal title to specific, identified bars, each identified with a unique bar serial number. This ensures that the gold cannot be leased out, or otherwise used by the bank. In the event of insolvency, the appointed insolvency officer will segregate the assets held by the Custodian for the account of the Sub-Fund in the books and records and the relevant bars shall be transferrable to the Sub-Fund.

- Vault audits: The Gold Vault Providers routinely audit their respective designated vault(s) on the inventory, including inventory stock take of all Bullion stored within such vault(s).

- Operational segregation: Standard Chartered plc has an organisational structure that creates clear separation between the sales/trading department and the custody/fiduciary services department.

In addition, the Sub-Fund will also be able to request delivery or retrieval of its Bullion without undue difficulty.

Furthermore, Standard Chartered plc and its precious metal dealings and custody services are subject to regulatory frameworks which require banks to have robust internal controls and maintain records that can be reviewed during regular bank-wide audits and inspections.

**Administrator and Registrar of the Sub-Fund**

The Company has also appointed Standard Chartered Bank (Hong Kong) Limited as the Administrator and Registrar of the Sub-Fund.

The Administrator is responsible for certain financial, administrative and other services in relation to the Company and each Sub-Fund ("**Administrative Services**"), including:

(a) determining the Net Asset Value and the Net Asset Value per Share;
(b) assisting in preparing the financial statements of the Company and the Sub-Fund(s); and
(c) maintaining the Company and the Sub-Fund(s)' financial and accounting records and statements.

As the tokenization agent in respect of the Sub-Fund's tokenization arrangements, the Administrator is responsible for the tokenization of Shares of the Sub-Fund, in particular:

(a) providing and maintaining the relevant tokenization infrastructure and platform;
(b) minting and burning Tokens based on the instructions of the Manager;
(c) reconciliating holding and transaction records between off chain book-entry and blockchain transactions;
(d) whitelisting the digital wallet addresses for holding of Tokens.

Please refer to the Schedule 6 to the Prospectus for details.

The Administrator will have the right, without prior notice to or consent of the Manager, to employ any agents, sub-contractors, including its affiliates but excluding any clearance or settlement systems ("**Delegates**") to provide or assist it in the provision of all or any part of the Administrative Services, other than Administrative Services required by applicable law and regulations to be provided by the Administrator itself. The Administrator has no liability for the acts, omissions, defaults or insolvency of any Delegates or clearance system not directly resulting from the gross negligence, wilful misconduct or fraud of the Administrator. The Administrator will unless otherwise agreed be solely responsible for the compensation of its Delegates.

The Company will indemnify the Administrator and will keep the Administrator indemnified fully and effectively against all losses incurred by the Administrator in connection with the proper performance by the Administrator of its obligations under the Administration Agreement, except for any reasonable loss directly resulting from the Administrator's gross negligence, wilful misconduct or fraud. The Administrator will not be responsible for any loss, liability or damage suffered by the Company and/or a Sub-Fund as a result of any act or failure to act by the Administrator unless the loss, liability or damage directly results from the Administrator's breach of the Administration Agreement because of its gross negligence, wilful misconduct or fraud.

The Administrator will be entitled to the fees described in the section headed "Fees and Expenses" in the Prospectus and in this Appendix, and to be reimbursed for all costs and expenses in accordance with the provisions of the Administration Agreement.

**Eligible Distributors of the Sub-Fund**

Please refer to the Manager's website at www.chinaamc.com.hk for the latest list of Eligible Distributors.

## FEES AND EXPENSES

**Fees applicable to Listed Class of Shares only**

*Fees and expenses payable by Participating Dealers:*

| Fees and expenses payable by Participating Dealers on creations and redemptions (as applicable) of Listed Class of Shares (applicable both during the Initial Offer Period and After Listing) | Amount |
|---|---|
| Transaction Fee and Service Agent's Fee | Up to USD400[1] per Application and HKD1,000[1] per book-entry deposit and book-entry withdrawal transaction |
| Application cancellation fee | Up to USD400[2] per Application |
| Extension Fee | Up to USD400[3] per Application |
| Stamp duty | Nil |
| All other Duties and Charges incurred by the Custodian or the Manager in connection with the creation or redemption | As applicable |

*[1] The Transaction Fee of up to USD400 is payable by a Participating Dealer to the Custodian for the benefit of the Custodian. The Service Agent's fee of HKD1,000 is payable by a Participating Dealer to the Service Agent for each book-entry deposit or book-entry withdrawal transaction. A Participating Dealer may pass on to the relevant investor such Transaction Fee and Service Agent's fee.*
*[2] An application cancellation fee is payable to the Custodian in respect of either a withdrawn or failed Creation Application or Redemption Application.*
*[3] An Extension Fee is payable to the Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application.*

*Fees payable by the Sub-Fund:*

**Management Fee**

The Manager is entitled to a management fee in respect of Listed Class of Shares of 0.40% per annum of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, which is accrued daily and calculated as at each Dealing Day. It is payable out of the assets of the Sub-Fund attributable to the Listed Class of Shares, monthly in arrears in USD.

**Custodian Fee**

The custodian fee payable to the Custodian in respect of Listed Class of Shares is up to 0.50% per annum (current level up to 0.23% per annum) of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, subject to a minimum monthly fee of USD4,166.The Custodian Fee includes sub-custodian fee, gold custodian fee, gold vault provider fee, fund administration fees, transfer agency fees and fiduciary fee.

**Fees applicable to Unlisted Classes of Shares only**

*Fees payable by investors:*

| Class | Class A | Class B |
|---|---|---|

| | | |
|---|---|---|
| **Subscription Charge** (% of the total subscription amount) | Up to 3% | Up to 3% |
| **Conversion Fee** (% of the total Redemption amount converted) | N/A | N/A |
| **Redemption Charge** (% of the total Redemption amount) | Up to 5% | Up to 5% |

*Fees and expenses payable from assets of the Sub-Fund:*

| | **Current** | | **Maximum** |
|---|---|---|---|
| | **Class A** | **Class B** | |
| **Management Fee** (% of the Net Asset Value of the relevant Class per annum) | 0.40% | 0.99% | 1.99% |
| **Custodian Fee*** (% of the Net Asset Value of the relevant Class per annum, including sub-custodian fee, gold custodian fee, gold vault provider fee, fund administration fees and transfer agency fees) | Up to 0.50% per annum (current level up to 0.23% per annum) of the Sub-Fund's value and subject to a minimum monthly fee of USD4,166 | | 1.40% |
| **Tokenization Fee** (% of the Net Asset Value of the relevant Class per annum) | 0.04% | | 0.07% |
| **Performance Fee** | Nil | | Nil |

* The Administrator and the Custodian are also entitled to receive various transaction, processing and other applicable fees as agreed with the Company from time to time and to be reimbursed by the Sub-Fund for all out-of-pocket expenses properly incurred by it in the performance of its duties.

Please note that some fees may be increased up to a permitted maximum amount by providing one month's prior notice to Shareholders (except in the case where such increase only affects the Listed Class of Shares, one week's prior notice to Shareholders of the Listed Class of Shares).

| | |
|---|---|
| **Establishment and listing costs** | The establishment costs of the Sub-Fund, costs of seeking and obtaining the listing of the Listed Class of Shares of the Sub-Fund (including any additional costs of determining the stock code), are approximately HKD 520,000 (the "**Establishment Costs**") and will be borne by the Sub-Fund. The Establishment costs will be amortised over the first 5 Accounting Periods from the date of launch of the Sub-Fund or such other period as the Manager after consultation with the Auditors shall determine. |
| **General expenses** | Please refer to the section headed "***General expenses***" of the Prospectus for further details. |

**GENERAL INFORMATION**

| | |
|---|---|
| **Financial reports** | The first Accounting Date of the Sub-Fund would be 31 December 2026 and the first Semi-Annual Accounting Date of the Sub-Fund would be 30 June 2027. |
| **Termination of the Sub-Fund** | In addition to the circumstances set out in the sub-section headed "**Termination of the Company, a Sub-Fund or a Class**" in the section headed "**General Information**" of the Prospectus, this Sub-Fund may also be terminated, subject to and in accordance with applicable laws and regulations, by the Directors in their absolute discretion: (i) where the Gold Custody Agreement is terminated and the Gold Custodian ceases to act as a gold custodian, no replacement gold custodian acceptable to the SFC is appointed upon such cessation, or (ii) where the Gold Vault Providers cease to be able to provide custody services in respect of the Sub-Fund, no replacement provider of a secure vault is found (within sixty Business Days of the date of cessation) which is acceptable to both the Manager and the Custodian. |