

NCB Investment Funds

Fund Manager: BOCI-Prudential Asset Management Limited



Explanatory Memorandum

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南商投資基金

Fourth Addendum to the Explanatory Memorandum

IMPORTANT: This Addendum is supplemental to and forms part of the Explanatory Memorandum for the NCB Investment Funds dated 29 December 2022, the Addendum dated 3 April 2023, the Second Addendum dated 19 June 2023 and the Third Addendum dated 20 October 2023 (collectively, the “Explanatory Memorandum”). Unless otherwise defined herein, words and expressions defined in the Explanatory Memorandum shall have the same meaning when used in this Addendum.

If you are in doubt about the contents of the Explanatory Memorandum and this Addendum, you should seek your independent professional financial advice.

The Securities and Futures Commission of Hong Kong takes no responsibility for the accuracy of any of the statements made or opinions expressed in this Addendum.

The Explanatory Memorandum is hereby supplemented, with effect from 29 December 2023, as follows:

1. Under the section headed “DEFINITIONS”,

(i) the definition of “SSE Securities” on pages 3 and 4 shall be amended and restated as follows:

“SSE Securities” mean eligible securities (currently including eligible A shares and eligible exchange traded funds (“ETFs”)) listed on the SSE that are eligible for investment by Hong Kong and overseas investors via Shanghai-Hong Kong Stock Connect by routing orders to SSE.

Latest information about SSE Securities is available at the website:
www.hkex.com.hk/Mutual-Market/Stock-Connect/Eligible-Stocks/View-All-Eligible-Securities?sc_lang=en
This website has not been reviewed by the SFC.”

(ii) the definition of “SZSE Securities” on page 4 shall be amended and restated as follows:

“SZSE Securities” mean eligible securities (currently including eligible A shares and eligible ETFs) listed on SZSE that are eligible for investment by Hong Kong and overseas investors via Shenzhen-Hong Kong Stock Connect by routing orders to SZSE.

Latest information about SZSE Securities is available at the website:
www.hkex.com.hk/Mutual-Market/Stock-Connect/Eligible-Stocks/View-All-Eligible-Securities?sc_lang=en
This website has not been reviewed by the SFC.”

2. Under the section headed “INVESTMENT OBJECTIVES AND POLICIES”,

(i) the second to sixth paragraphs under the sub-heading “(i) NCB China Equity Fund” on page 5 shall be deleted in their entirety and replaced with the following:

“The Sub-Fund will mainly invest in Hong Kong-listed stocks, H shares, shares of red-chip companies (directly and/or indirectly through investments in SFC authorised CISs (including CISs managed by the Manager)) and/or ETFs listed on the SEHK (including ETFs managed by the Manager).

The Sub-Fund may also invest (a) less than 30% of its Net Asset Value in A shares (directly and/or indirectly as elaborated in paragraphs below); and/or (b) up to 15% of its Net Asset Value in B shares listed on the stock exchanges in Mainland China.

Investment of the Sub-Fund in A shares may be made directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect. Investment in A shares may also be made indirectly through equity linked instruments (“ELIs”) (which may take the form of notes, contracts or other structures) issued by institutions or their affiliates with QI status in the PRC (as elaborated below), ETFs (as elaborated below) and/or SFC authorised CISs (including CISs managed by the Manager).

For investment in ELIs, such ELIs will be held by the Trustee of the Sub-Fund and will be linked to one or a basket of A shares. The ELIs are expected to be quoted on Bloomberg or Reuters or other similar quotation system and will be issued by institutions or their affiliates with QI status. If the Sub-Fund invests in ELIs which are not listed or quoted or dealt in on a market (market means any stock exchange, over-the-counter ("OTC") market or other organized securities market that is open to the international public and on which such securities are regularly traded), the Sub-Fund's investment therein will not exceed 15% of its latest available Net Asset Value.

Investment in A shares may be made indirectly through ETFs listed on SEHK (including ETFs managed by the Manager) and/or eligible ETFs listed on the stock exchanges in Mainland China (via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect). The Sub-Fund's investment in each ETF will not exceed 10% of its Net Asset Value.

The aggregate exposure to the A shares and B shares market will not exceed 30% of the Sub-Fund's Net Asset Value."

- (ii) the third to sixth paragraphs under the sub-heading "(iii) NCB China Resources Opportunities Fund" on page 7 shall be deleted in their entirety and replaced with the following:

"The Sub-Fund may also invest (a) less than 30% of its Net Asset Value in A shares (directly and/or indirectly as elaborated in paragraphs below); and/or (b) up to 15% of its Net Asset Value in B shares listed on the stock exchanges in Mainland China.

Investment of the Sub-Fund in A shares may be made directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect. Investment in A shares may also be made indirectly through ELIs (which may take the form of notes, contracts or other structures) issued by institutions or their affiliates with QI status in the PRC (as elaborated below), ETFs (as elaborated below) and/or SFC authorised CISs (including CISs managed by the Manager).

For investment in ELIs, such ELIs will be held by the Trustee of the Sub-Fund and will be linked to one or a basket of A shares. The ELIs are expected to be quoted on Bloomberg or Reuters or other similar quotation system and will be issued by institutions or their affiliates with QI status. If the Sub-Fund invests in ELIs which are not listed or quoted or dealt in on a market (market means any stock exchange, OTC market or other organized securities market that is open to the international public and on which such securities are regularly traded), the Sub-Fund's investment therein will not exceed 15% of its latest available Net Asset Value.

Investment in A shares may be made indirectly through ETFs listed on SEHK (including ETFs managed by the Manager) and/or eligible ETFs listed on the stock exchanges in Mainland China (via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect). The Sub-Fund's investment in each ETF will not exceed 10% of its Net Asset Value.

The aggregate exposure to the A shares and B shares market will not exceed 30% of the Sub-Fund's Net Asset Value."

- (iii) the third to sixth paragraphs under the sub-heading "(iv) NCB China Balanced Fund" on pages 7 and 8 shall be deleted in their entirety and replaced with the following:

"The Sub-Fund may invest (a) less than 30% of its Net Asset Value in A shares (directly and/or indirectly as elaborated in paragraphs below); and/or (b) up to 15% of its Net Asset Value in B shares listed on the stock exchanges in Mainland China.

Investment of the Sub-Fund in A shares may be made directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect. Investment in A shares may also be made indirectly through ELIs (which may take the form of notes, contracts or other structures) issued by institutions or their affiliates with QI status in the PRC (as elaborated below), ETFs (as elaborated below) and/or SFC authorised CISs (including CISs managed by the Manager).

For investment in ELIs, such ELIs will be held by the Trustee of the Sub-Fund and will be linked to one or a basket of A shares. The ELIs are expected to be quoted on Bloomberg or Reuters or other similar quotation system and will be issued by institutions or their affiliates with QI status. If the Sub-Fund invests in ELIs which are not listed or quoted or dealt in on a market (market means any stock exchange, OTC market or other organized securities market that is open to the international public and on which such securities are regularly traded), the Sub-Fund's investment therein will not exceed 15% of its latest available Net Asset Value.

Investment in A shares may be made indirectly through ETFs listed on SEHK (including ETFs managed by the Manager) and/or eligible ETFs listed on the stock exchanges in Mainland China (via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect). The Sub-Fund's investment in each ETF will not exceed 10% of its Net Asset Value.

The aggregate exposure to the A shares and B shares market will not exceed 30% of the Sub-Fund's Net Asset Value."

3. Under the sub-section headed "Risk Factors" under the section headed "RISK FACTORS AND RISK MANAGEMENT POLICIES",

- (i) the last sentence of the first paragraph under the risk factor "(d) Risk Associated with Regulatory/Exchanges Requirements/Policies of the Equity Market in Mainland China" on page 14 shall be amended and restated as follows:

"Potential volatility and illiquidity of the A share and B share markets may have an adverse impact on the prices of PRC securities in which a Sub-Fund invests or the price of the ELLs or ETFs held by the Sub-Fund (where applicable)."

- (ii) the first paragraph under the risk factor "(e) Risks Relating to Investment in ETFs" on page 14 shall be amended and restated as follows:

"Investors should note that the market price of the units of an ETF traded on the SEHK and/or the stock exchanges in Mainland China is determined not only by the Net Asset Value of an ETF but also by other factors such as the supply of and demand for the units of the ETF in the relevant stock exchange. Therefore, there is a risk that the market price of the units of the ETF traded on the relevant stock exchange may diverge significantly from the Net Asset Value of the ETF."

- (iii) the heading "(vi) Recalling of eligible stocks" under the risk factor "(h) Risks Associated with Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively, **"Shanghai and Shenzhen Connect"**)" on page 17 shall be renamed as "(vi) Recalling of eligible securities" and the paragraph thereunder shall be deleted in its entirety and replaced with the following:

"If a stock is recalled from the scope of eligible stocks for trading via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect (as the case may be), the stock can only be sold and cannot be bought. Further, if an eligible ETF trading via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect subsequently fails to meet certain threshold benchmarks, such ETF may be designated as sell-only securities and will be restricted from accepting further buy-orders under Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Connect (as the case may be). The above situations may affect the investment portfolio of the Sub-Funds. Investors should therefore pay close attention to the list of eligible securities (including eligible A shares and eligible ETFs) as provided and renewed from time to time by SEHK, SSE and/or SZSE."

BOCI-Prudential Asset Management Limited accepts responsibility for the information contained in this Addendum as being accurate as at the date of publication.

The Explanatory Memorandum may only be distributed if accompanied by this Addendum.

29 November 2023

NCB INVESTMENT FUNDS

南商投資基金

Third Addendum to the Explanatory Memorandum

IMPORTANT: This Addendum is supplemental to and forms part of the Explanatory Memorandum for the NCB Investment Funds dated 29 December 2022, the Addendum dated 3 April 2023 and the Second Addendum dated 19 June 2023 (collectively, the “Explanatory Memorandum”). Unless otherwise defined herein, words and expressions defined in the Explanatory Memorandum shall have the same meaning when used in this Addendum.

If you are in doubt about the contents of the Explanatory Memorandum and this Addendum, you should seek your independent professional financial advice.

The Securities and Futures Commission of Hong Kong takes no responsibility for the accuracy of any of the statements made or opinions expressed in this Addendum.

The Explanatory Memorandum is hereby supplemented, with immediate effect, as follows:

Under the section headed “PARTIES” on page 1, the list of directors of the Manager has been amended and restated as follows:

“Directors of the Manager

Liu Min
Tse Yung Hoi
Qi Wenqing
Wang Ying
Lee Yui Leung
Yeo Whay Nee”

BOCI-Prudential Asset Management Limited accepts responsibility for the information contained in this Addendum as being accurate as at the date of publication.

The Explanatory Memorandum may only be distributed if accompanied by this Addendum.

20 October 2023

NCB INVESTMENT FUNDS

南商投資基金

Second Addendum to the Explanatory Memorandum

IMPORTANT: This Addendum is supplemental to and forms part of the Explanatory Memorandum for the NCB Investment Funds dated 29 December 2022 and the Addendum dated 3 April 2023 (collectively, the “Explanatory Memorandum”). Unless otherwise defined herein, words and expressions defined in the Explanatory Memorandum shall have the same meaning when used in this Addendum.

If you are in doubt about the contents of the Explanatory Memorandum and this Addendum, you should seek your independent professional financial advice.

The Securities and Futures Commission of Hong Kong takes no responsibility for the accuracy of any of the statements made or opinions expressed in this Addendum.

The Explanatory Memorandum is hereby supplemented, with immediate effect, as follows:

1. Under the section headed “PARTIES” on page 1, the list of directors of the Manager is amended and restated as follows:

“Directors of the Manager

Liu Min
Tse Yung Hoi
Qi Wenqing
Wang Ying
Lee Yui Leung
Yeo Whay Nee
Lim Wendy Hwee Ching”

2. Under the section headed “IMPORTANT INFORMATION FOR INVESTORS”,
 - (i) the proviso to the second sentence of the sixth paragraph (as amended by the Addendum dated 3 April 2023 (the “Addendum”) on page 1) shall be amended and restated as follows:

“provided that (i) any action so taken is permitted by applicable laws and regulations; and (ii) the Manager is acting in good faith and on reasonable grounds.”
 - (ii) under the sub-section headed “Foreign Account Tax Compliance Act (“FATCA”)” (as amended by the Addendum on pages 2 to 3),
 - (a) the fourth sentence of the fifth paragraph shall be amended and restated as follows:

“For further information on FATCA you can visit the IRS website at www.irs.gov/businesses/corporations/foreign-account-tax-compliance-act-fatca.”
 - (b) the proviso to the first sentence in the eighth paragraph shall be amended and restated as follows:

“(provided that (i) any action so taken is permitted by applicable laws and regulations; and (ii) the Manager is acting in good faith and on reasonable grounds)”
3. The risk factor “(t) Risks relating to obligations under FATCA Regulations” (as amended by the Addendum on pages 5 to 6) under the sub-section headed “Risk Factors” under the section headed “RISK FACTORS AND RISK MANAGEMENT POLICIES” shall be renamed as “(t) Risks relating to obligations under FATCA”, and all paragraphs thereunder shall be deleted in their entirety and replaced with the following:

“The Unitholders shall be required to, (i) upon demand by the Manager, provide any form, certification or other information reasonably requested by and acceptable to the Manager that is necessary for the Sub-Funds (A) to prevent withholding (including, without limitation, any withholding taxes required under FATCA as more particularly described in paragraph (u) below) or qualify for a reduced rate of withholding or backup withholding in any jurisdiction from or through which Sub-Funds receive payments, and/or (B) to satisfy reporting or other obligations under the IGA and the IRC and the US Treasury Regulations promulgated under the IRC, or to satisfy any obligations relating to any applicable laws and regulations

or any agreements with any tax or fiscal authority in any jurisdictions, (ii) 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) otherwise comply with any reporting obligations imposed under FATCA.

The Sub-Funds will endeavour to satisfy any obligations imposed under FATCA so as to avoid the imposition of FATCA withholding, however, no assurances can be given that the Sub-Funds will be able to satisfy those obligations. If any Sub-Fund becomes subject to FATCA withholding, the value of the Units held by the Unitholders may suffer material losses.

If the Unitholder or an intermediary through which it holds interest in the Sub-Funds fails to provide the Sub-Funds, its agents or authorised representatives with complete and accurate information that may be required by the Sub-Funds to comply with FATCA, the Unitholder may be subject to withholding on amounts otherwise distributable to the Unitholder, may be compelled to sell his interest in the Sub-Funds, or in certain situations, the Unitholders' interest in the Sub-Funds may be sold involuntarily, provided that (i) any action so taken is permitted by applicable laws and regulations; and (ii) the Manager is acting in good faith and on reasonable grounds.

In cases where Unitholders invest in the Sub-Funds through an intermediary, Unitholders are reminded to check whether such intermediary is FATCA compliant. If Unitholders are in any doubt, they should consult their tax advisor, stockbroker, bank manager, solicitor, accountant and other professional adviser(s) regarding the possible implications of FATCA on the Unitholders and the Sub-Funds.

Unitholders, Controlling Persons of Unitholders classified as Passive NFFEs and intermediaries acting for Unitholders, should therefore take note that if they meet the definition of Reportable Person under FATCA (as defined in the "FATCA" sub-section), then they will need to declare this to any Sub-Funds and submit any required documentation. If, subsequent to a Unitholder's investment, the Unitholder becomes a Specified US Person or any other Unqualified Person holds Units, such Unitholder will (i) be restricted from making any additional subscriptions and (ii) as soon as practicable have its Units compulsorily redeemed (provided that (i) any action so taken is permitted by applicable laws and regulations; and (ii) the Manager is acting in good faith and on reasonable grounds). Please see the "Compulsory Redemptions under Certain Circumstances" sub-section below for more information. The compulsory redemption of Units may cause a Unitholder to realise gain or loss on a redemption at a time or value that is not optimal under the Unitholder's specific circumstances and such redemption could therefore adversely affect the Unitholder's return from an investment in Units."

4. Under the sub-section headed "Compulsory Redemptions under Certain Circumstances" under the section headed "REDEMPTION OF UNITS", the proviso to the second paragraph (as amended by the Addendum on page 6) shall be amended and restated as follows:

"provided that: (i) such withholding, set-off or deduction is permitted by applicable laws and regulations; and (ii) the Manager is acting in good faith and on reasonable grounds."

BOCI-Prudential Asset Management Limited accepts responsibility for the information contained in this Addendum as being accurate as at the date of publication.

The Explanatory Memorandum may only be distributed if accompanied by this Addendum.

19 June 2023

NCB INVESTMENT FUNDS

南商投資基金

Addendum to the Explanatory Memorandum

IMPORTANT: This Addendum is supplemental to and forms part of the Explanatory Memorandum for the NCB Investment Funds dated 29 December 2022 (the “Explanatory Memorandum”). Unless otherwise defined herein, words and expressions defined in the Explanatory Memorandum shall have the same meaning when used in this Addendum.

If you are in doubt about the contents of the Explanatory Memorandum and this Addendum, you should seek your independent professional financial advice.

The Securities and Futures Commission of Hong Kong takes no responsibility for the accuracy of any of the statements made or opinions expressed in this Addendum.

I. The Explanatory Memorandum is hereby supplemented, with immediate effect, as follows:

1. Under the section headed “PARTIES” on page 1,

- (i) the list of directors of the Manager is amended and restated as follows:

“Directors of the Manager

Liu Min
Tse Yung Hoi
Qi Wenqing
Lee Yui Leung
Yeo Whay Nee
Lim Wendy Hwee Ching”

- (ii) the sub-heading “Trustee and Registrar” shall be renamed as “Custodian, Trustee and Registrar”.

2. Under the section headed “IMPORTANT INFORMATION FOR INVESTORS”,

- (i) the fifth and sixth paragraphs on page i shall be deleted in its entirety and replaced with the following:

“In particular:

- (a) Units in the Fund have not been registered under the US Securities Act of 1933 (as amended) and, except in a transaction which does not violate such Act, may not be directly or indirectly offered or sold in the US, 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) (“**US Person under Regulation S**”).
- (b) The Fund has not been and will not be registered under the US Investment Company Act of 1940 as amended.
- (c) Units in the Fund may not, except pursuant to a relevant exemption, be acquired or owned by, or acquired with the assets of an ERISA Plan. An “ERISA Plan” is any retirement plan subject to Title 1 of the US Employee Retirement Income Securities Act of 1974, as amended; or any individual retirement account plan subject to section 4975 of the US Internal Revenue Code of 1986, as amended (“**IRC**”).

The Manager shall have the power to impose such restrictions and take such actions as the Manager may think appropriate for the purpose of ensuring that no Units are acquired or held by an Unqualified Person (as defined in the “Definitions” section on pages 4 to 5). Such actions may include (but are not limited to) refusing new subscriptions from an Unqualified Person, compelling mandatory redemptions of Units held directly, beneficially, or indirectly by an Unqualified Person, and deducting or withholding such amounts from the redemption proceeds as may be required for compliance purposes, provided that any action so taken shall not be prohibited by applicable laws and regulations.

The Manager has the power in its discretion to declare that a group or category of persons shall be considered as Unqualified Persons.”

- (ii) the existing paragraph under the sub-section headed “US Person Restrictions” on page i is amended and restated as follows:

“The Manager has declared that Reportable Persons under FATCA (as defined in the “FATCA” sub-section) and US Persons under Regulation S are Unqualified Persons who are not permitted to own Units.”

- (iii) the sub-section headed “What is Foreign Account Tax Compliance Act (FATCA)?” on page i shall be renamed as “Foreign Account Tax Compliance Act (“FATCA”)”, and all paragraphs thereunder on pages i to ii shall be deleted in their entirety and replaced with the following:

“The US enacted FATCA in 2010. FATCA requires Foreign Financial Institutions (“**FFIs**”) to report details of Specified US Persons (as defined below) holding or controlling offshore financial assets to the US Internal Revenue Services (the “**IRS**”). Since 1 July 2014, FFIs that do not comply with FATCA may be subject to US withholding tax of 30% on certain income from US investments and on their gross proceeds from US investments and also potentially revenues from other non-US investments (“**FATCA Withholding**”).

In 2014, the government of Hong Kong and the US signed a Model 2 Intergovernmental Agreement (“**IGA**”) for implementation of the FATCA by FFIs in Hong Kong.

The Sub-Funds are FFIs in Hong Kong. They must comply with the provisions of FATCA under the IGA, including the requirements to conduct due diligence and obtain certain information from their Unitholders in order to ascertain their US tax status. Each and every Sub-Fund is a Registered Deemed-Compliant FFI (within the meaning of the IGA), which means that a sponsoring entity performs all of the Sub-Funds’ FATCA obligations, including due diligence, withholding, reporting and other requirements. The sponsoring entity shall have all the powers and rights of the Sub-Funds in relation to carrying out the Sub-Funds’ obligations under FATCA. All references to the Sub-Funds in relation to FATCA in this Explanatory Memorandum shall include the sponsoring entity.

If a Unitholder (or a controlling person of certain entity Unitholder) is a Specified US Person (as defined below in this section), the Sub-Funds will report information of this person to the IRS.

Additional information may be required by the Sub-Funds, the Manager, the Custodian, their agents or service providers from Unitholders and controlling persons of certain entity Unitholders in order to comply with the Sub-Funds’ obligations under FATCA. The applicable FATCA rules may change. Unitholders should contact their own tax advisers regarding the application of FATCA to their particular circumstances. For further information of FATCA you can visit the IRS website at www.irs.gov/businesses/corporations/foreign-account-tax-compliance-act-fatca. This website has not been reviewed by the SFC.

A “**Reportable Person under FATCA**” is defined as follows:

1. A Specified US Person within the meaning of the IGA and the Treasury Regulations under the FATCA as set forth in Sections 1471 through 1474 of the IRC. Subject to some exceptions, this term generally includes any US Person as defined in Section 7701(a) (30) of the IRC and the regulations thereunder, including a US citizen or resident individual, a partnership or corporation organized in the United States or under the laws of the United States or any state thereof, and a US domestic trust.
2. A Passive Non-Financial Foreign Entity (“**Passive NFFE**”) with Controlling Persons (within the meaning of the IGA) who are “Specified US Person(s)”.

In addition, accounts held by non-participating financial institutions shall be treated as accounts for which aggregate payments are required to be reported under an FFI Agreement.

If Unitholders are in any doubt as to their status as Reportable Persons under FATCA, they should consult their legal or taxes adviser.

If, subsequent to a Unitholder’s investment, the Unitholder becomes a Specified US Person or any other Unqualified Person holds Units, such Unitholder will (i) be restricted from making any additional subscriptions and (ii) as soon as practicable have its Units compulsorily redeemed

(subject to the requirements of applicable law). Please see the “Compulsory Redemptions under Certain Circumstances” sub-section below for more information.

The Sub-Funds may:

- (a) completely redeem the holding of a Unitholder (at any time upon any or no notice) ; or
- (b) reject an investor’s application for subscription of Units; or
- (c) withhold on amounts otherwise distributable to a Unitholder; or
- (d) compel a Unitholder to sell his or her or its interest

if the Unitholder fails to provide the Sub-Funds with the necessary information upon request to satisfy relevant requirements under any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA and AEOL (as defined in the “AEOL” sub-section) obligations.

To comply with FATCA, the Sub-Funds will disclose to the IRS the name, address, taxpayer identification number and financial account information, and other information as required under FATCA relating to any Specified US Persons who own or control, either directly or indirectly through a Passive NFFE, an interest in reportable financial accounts.

Potential applicants for Units in the Sub-Funds should consult with their own tax advisors regarding (a) the possible tax consequences including but not limited to the possible implications of FATCA on them and the Sub-Funds, (b) the legal requirements and (c) any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries / regions of their incorporation, citizenship, residence or domicile and which might be relevant to the subscription, holding or disposal of Units in the Sub-Funds.

Investors should not treat the contents of this Explanatory Memorandum as advice relating to legal, taxation, investment or any other matters and are recommended to consult their own professional advisers in advance of any acquisition, holding or disposal of Units.

Investors should note that although the product offered under this Explanatory Memorandum is named “NCB Investment Funds”, such product is not managed or administered by Nanyang Commercial Bank, Limited. ”

- (iv) the sub-section headed “Intergovernmental Agreement (“IGA”)” on pages ii to iii shall be deleted in its entirety.
- (v) the sub-section headed “Automatic Exchange of Financial Account Information” on page iii shall be renamed as “Automatic Exchange of Financial Account Information (“AEOL”)”, and the first to seventh paragraphs thereunder on pages iii to iv shall be deleted in their entirety and replaced with the following:

“For the purposes herein, “AEOL” includes:

- (a) the Organisation for Economic Co-operation and Development (“**OECD**”) Standard for Automatic Exchange of Financial Account Information in Tax Matters – the Common Reporting Standard (the “**CRS**”) and any associated guidance;
- (b) 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) above; and
- (c) any legislation, regulations or guidance in Hong Kong that give effect to the matters outlined in (a) to (b) above.

Under the Inland Revenue Ordinance (Cap.112) (“**IRO**”), reporting financial institutions (“**FIs**”) resident in Hong Kong including the Sub-Funds must collect information relating to residents of reportable jurisdiction holding financial accounts, report such information to the Hong Kong Inland Revenue Department (“**IRD**”), which will share such information with the jurisdiction(s) in which the relevant account holder are resident for tax purpose. Further information about AEOL is

available on the IRD website (www.ird.gov.hk/eng/tax/dta_aeoi.htm). This website has not been reviewed by the SFC.

The Sub-Funds must comply with the requirements of AEOI in Hong Kong, which means that Sub-Funds and/or the Manager, the Trustee and their associated or affiliated companies, connected persons, delegates, contractors, authorised agents or service providers (collectively, the “**Relevant Agents**”) shall conduct the required due diligence obligations and report to the IRD information of reportable account holder and controlling persons.

AEOI rules as implemented by Hong Kong require the Sub-Funds to, amongst other things: (i) register the Sub-Funds’ status as an FI with the IRD; (ii) conduct due diligence on its accounts (i.e. the Units) to identify whether any such accounts are considered Reportable Accounts (as defined in Section 50A of the IRO), which are held or controlled by Reportable Persons (as defined in Section 50A of the IRO) for AEOI purposes; and (iii) report to the IRD the information of such Reportable Persons and Reportable Accounts. The IRD will transmit information of Reportable Persons and Reportable Accounts to the government authorities of the relevant jurisdictions with which Hong Kong has entered into an AEOI exchange relationship. Information including (but not limited to) Reportable Persons’ name, date of birth, place of birth, address, jurisdiction of residence, taxpayer identification number, account details, account balance/value, and income or sale or redemption proceeds, will be reported to the IRD and subsequently exchanged with government authorities in the relevant jurisdictions of tax residence.

By investing in the Sub-Funds or continuing to invest in the Sub-Funds, the Unitholders acknowledge that they may be required to provide additional information to the Sub-Funds and/or the Relevant Agents.

The failure of a Unitholder to provide any requested information may result in the Manager and/or the Relevant Agents taking any action and/or pursue remedies at their disposal including, without limitation, reporting the relevant account information of the Unitholder pursuant to the AEOI rules, refusing new subscriptions from the Unitholder, compelling mandatory redemptions of Units held by the Unitholder, and deducting or withholding such amounts from the redemption proceeds as may be required for compliance purposes, provided that any action so taken shall not be prohibited by law.”

- (vi) Item (b) in the first paragraph under the sub-section headed “Personal Data or Confidential Information” on pages iv to v shall be amended and restated as follow:

“(b) in compliance with any applicable law, regulation, statute, ordinance, rule, judgment, decree, code, guidelines, directive, circulars, sanctions regime, court order issued by other regulatory authorities of relevant jurisdiction, exchange or market, whether legal, regulatory, governmental, tax, law enforcement, self-regulatory, industry or others which apply in respect of the Fund and/or the Sub-Funds or the Unitholders’ investments and/or bind or apply to the Relevant Agents from time to time or any agreement with any tax or fiscal authority in any jurisdiction and meeting any demands, disclosure, notification or reporting requirements to which any recipient of the data is subject under the applicable laws and regulations, including but not limited to compliance with obligations pursuant to the FATCA and AEOI, verifying the identity of a Unitholder or establishing whether a Unitholder is a Reportable Person under FATCA or a Reportable Person for AEOI purposes, and compliance with reporting or other obligations imposed by the US, Hong Kong or any other jurisdiction (including under AEOI), including reporting obligations that may be imposed by future legislation (collectively, the “**Regulatory Requirements**”);”

3. Under the section headed “DEFINITIONS”, the definition of “Unqualified Person” on pages 4 to 5 shall be amended and restated as follows:

““ **Unqualified Person**” means:

- (a) a person who by virtue of any law or requirement of any country/region or governmental authority is not qualified to hold a Unit or who would be in breach of any such law or regulation in acquiring or holding a Unit or if, in the opinion of the Manager, the holding of a Unit by such person might result in the Fund and/or the Sub-Funds incurring any liability to taxation or suffering a pecuniary disadvantage which the Fund and/or the Sub-Funds might not otherwise have incurred or suffered, or might result in the Fund, the Sub-Funds, the Manager or the Trustee or any of their connected persons being exposed to any liability, penalty or regulatory action;

- (b) any person if the holding of a Unit by such person might, due to any circumstances whether directly affecting such person and whether relating to such person alone or to any other person in conjunction therewith (whether such persons are connected or not), in the opinion of the Manager, result in the Fund and/or the Sub-Funds incurring any liability to taxation or suffering a pecuniary disadvantage which the Fund and/or the Sub-Funds might not otherwise have incurred or suffered, or in the Fund, the Sub-Funds, the Manager or the Trustee or any of their connected persons being exposed to any liability, penalty or regulatory action; or
- (c) any person who is a member of a group or category of persons the Manager declared as Unqualified Persons;

4. Under the sub-section headed "Risk Factors" under the section headed "RISK FACTORS AND RISK MANAGEMENT POLICIES",

- (i) the first paragraph under the risk factor "(s) Risks relating to obligations to comply with AEOI" on page 12 shall be amended and restated as follows:

"The Unitholders shall be required to, (i) upon demand by the Manager, provide any form, certification or other information reasonably requested by and acceptable to the Manager that is necessary for the Sub-Funds to satisfy reporting or other obligations under AEOI or to satisfy any obligations relating to any applicable laws and regulations or any agreements with any tax or fiscal authority in any jurisdictions to which AEOI is applicable, (ii) 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) otherwise comply with any reporting obligations imposed under AEOI, including reporting obligations that may be imposed by future legislation. The information provided by the Unitholders may be communicated by the IRD to authorities in other jurisdictions."

- (ii) all paragraphs under the risk factor "(t) Risks relating to obligations under FATCA Regulations" on page 12 shall be deleted in their entirety and replaced with the following:

"The Unitholders shall be required to, (i) upon demand by the Manager, provide any form, certification or other information reasonably requested by and acceptable to the Manager that is necessary for the Sub-Funds (A) to prevent withholding (including, without limitation, any withholding taxes required under FATCA as more particularly described in paragraph (u) below) or qualify for a reduced rate of withholding or backup withholding in any jurisdiction from or through which Sub-Funds receive payments, and/or (B) to satisfy reporting or other obligations under the IRC and the United States Treasury Regulations promulgated under the IRC, or to satisfy any obligations relating to any applicable laws and regulations or any agreements with any tax or fiscal authority in any jurisdictions, (ii) 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) otherwise comply with any reporting obligations imposed under the FATCA regulations.

If the Unitholder or an intermediary through which it holds interest in the Sub-Funds fails to provide the Sub-Funds, its agents or authorised representatives with complete and accurate information that may be required by the Sub-Funds to comply with FATCA, the Unitholder may be subject to withholding on amounts otherwise distributable to the Unitholder, may be compelled to sell his interest in the Sub-Funds, or in certain situations, the Unitholders' interest in the Sub-Funds may be sold involuntarily, provided that any action so taken shall not be prohibited by applicable laws and regulations.

In cases where Unitholders invest in the Sub-Funds through an intermediary, Unitholders are reminded to check whether such intermediary is FATCA compliant. If Unitholders are in any doubt, they should consult their tax advisor, stockbroker, bank manager, solicitor, accountant and other professional adviser(s) regarding the possible implications of FATCA on the Unitholders and the Sub-Funds.

Unitholders, and intermediaries acting for Unitholders, should therefore take note that if they meet the definition of Reportable Person under FATCA (as defined in the "FATCA" sub-section), then they will need to declare this to any Sub-Funds and submit any required documentation. If, subsequent to a Unitholder's investment, the Unitholder becomes a Specified US Person or any

other Unqualified Person holds Units, such Unitholder will (i) be restricted from making any additional subscriptions and (ii) as soon as practicable have its Units compulsorily redeemed (subject to the requirements of applicable law). Please see the “Compulsory Redemptions under Certain Circumstances” sub-section below for more information. The compulsory redemption of Units may cause a Unitholder to realise gain or loss on a redemption at a time or value that is not optimal under the Unitholder's specific circumstances and such redemption could therefore adversely affect the Unitholder's return from an investment in Units.”

- (iii) the risk factor “(u) Withholding tax risk under FATCA regime” on page 12 shall be renamed as “(u) FATCA withholding tax risk”, and all paragraphs thereunder on pages 12 to 13 shall be deleted in their entirety and replaced with the following:

“An FFI that does not comply with the FATCA requirements may face a withholding tax of 30% on all “withholdable payments” (as defined under FATCA) derived from US sources (including interest and dividends) and gross proceeds from the sale or other disposition of property that can produce US source income. FATCA withholding tax may also apply to “foreign passthru payments”. Although the Sub-Funds will attempt to satisfy any obligations imposed on it to avoid the imposition of FATCA withholding tax, no assurance can be given that the Sub-Funds will be able to satisfy these obligations. If the Sub-Funds become subject to a withholding tax under FATCA, the value of the Units held by Unitholders may suffer material losses. In addition, the Sub-Funds may be required under FATCA to impose FATCA withholding on certain payments it makes.

The imposition of the 30% withholding tax under the FATCA rules could result in materially reduced investment returns for the Unitholders. The administrative costs arising from compliance with the FATCA rules may also cause an increase in the operating expenses of the Sub-Funds, thereby further reducing returns to Unitholders.

Unitholders should consult their independent tax advisor regarding the potential implications of the FATCA rules on themselves and their investment in the Sub-Funds.”

5. Under the sub-section headed “Compulsory Redemptions under Certain Circumstances” under the section headed “REDEMPTION OF UNITS”, the first and second paragraphs on pages 39 to 40 shall be deleted in their entirety and replaced with the following:

“The Manager may compulsorily redeem a Unitholder's Units in any Sub-Fund (or any part thereof) upon reasonable notice as if the Unitholder had requested the redemption of such Units and close any accounts held by a Unitholder for the Unitholder's investments in the Sub-Fund(s) if:

- (a) the Unitholder is or becomes or is holding the Units for the account of or benefit of (i) a US Person under Regulation S; or (ii) Reportable Person under FATCA (as defined in the “FATCA” sub-section); or (iii) any other Unqualified Person (as defined in the “Definitions” section on pages 4 to 5);
- (b) the Unitholder refuses or fails to provide in a timely manner any information or documents or other assistance as reasonably requested by the Manager (and where applicable, the Trustee) for the purpose of meeting any demands, disclosure or reporting requirements as may be required under any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA and AEOI;
- (c) the Unitholder withdraws consent to the reporting or disclosure of any information or documents relating to the Unitholder or the Unitholder's investments as may be required under any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA and AEOI; or
- (d) it is, in the opinion of the Manager, required for the purpose of complying with any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA and AEOI.

The Manager has a right to withhold, set-off or deduct reasonable amounts from the redemption proceeds, provided that: (i) such withholding, set-off or deduction is not prohibited under applicable laws and regulations; and (ii) the Manager is acting in good faith and on reasonable grounds.”

II. The Explanatory Memorandum is hereby supplemented, with effect from 24 April 2023, as follows:

1. Under the sub-section headed "Risk Factors" under the section headed "RISK FACTORS AND RISK MANAGEMENT POLICIES", the first sentence under the sub-heading "(iii) Differences in trading day" under the risk factor "(h) Risks Associated with Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively, **"Shanghai and Shenzhen Connect"**)" on page 16 shall be amended and restated as follows:

"Shanghai and Shenzhen Connect will only operate on days when both the PRC and Hong Kong markets are open for trading."

BOCI-Prudential Asset Management Limited accepts responsibility for the information contained in this Addendum as being accurate as at the date of publication.

The Explanatory Memorandum may only be distributed if accompanied by this Addendum.

3 April 2023

NCB INVESTMENT FUNDS

EXPLANATORY MEMORANDUM

29 December 2022

IMPORTANT INFORMATION FOR INVESTORS

BOCI-Prudential Asset Management Limited (the “**Manager**”) accepts full responsibility for the information contained in this Explanatory Memorandum as being accurate at the date of publication and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief, as at the date of publication of this Explanatory Memorandum, there are no other facts the omission of which would make any statement misleading. However, neither the delivery of this Explanatory Memorandum or the latest available Product Key Facts Statements of the sub-funds (the “**Sub-Funds**”) under the **NCB Investment Funds** (the “**Fund**”) nor the offer or issue of units in the Fund shall under any circumstances constitute a representation that the information contained in this Explanatory Memorandum is correct as of any time subsequent to such date. This Explanatory Memorandum and the Product Key Facts Statements of the Sub-Funds may from time to time be updated. Intending applicants for units should ask the Manager if any supplements to this Explanatory Memorandum or any later Explanatory Memorandum or later Product Key Facts Statements for the Sub-Funds have been issued.

Distribution of this Explanatory Memorandum must be accompanied by a copy of the latest available Product Key Facts Statements of the Sub-Funds, the latest available annual report and accounts of the Fund and any subsequent interim report. Units are offered on the basis only of the information contained in this Explanatory Memorandum, the latest available Product Key Facts Statements of the Sub-Funds, and (where applicable) the above mentioned annual reports and accounts and interim reports. Any information given or representations made by any dealer, salesman or other person and (in either case) not contained in this Explanatory Memorandum or the latest available Product Key Facts Statements of the Sub-Funds should be regarded as unauthorised and accordingly must not be relied upon.

The Fund and the Sub-Funds have been authorized by the Securities and Futures Commission (“**SFC**”) in Hong Kong. SFC authorisation is not a recommendation or endorsement of the Fund or the Sub-Funds, nor does it guarantee the commercial merits of the Fund or the Sub-Funds or their performance. It does not mean the Fund or any of the Sub-Funds is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

No action has been taken to permit an offering of units or the distribution of this Explanatory Memorandum (or any Product Key Facts Statement of the Sub-Funds) in any jurisdiction other than Hong Kong where action would be required for such purposes. Accordingly, this Explanatory Memorandum and the Product Key Facts Statements of the Sub-Funds 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.

In particular:

- (a) Units in the Fund have not been registered under the United States Securities Act of 1933 (as amended) 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) The Fund has not been and will not be registered under the United States Investment Company Act of 1940 as amended.
- (c) Units in the Fund may not, except pursuant to a relevant exemption, be acquired or owned by, or acquired with the assets of an ERISA Plan. An “ERISA Plan” is any retirement plan subject to Title 1 of the United States Employee Retirement Income Securities Act of 1974, as amended; or any individual retirement account plan subject to section 4975 of the United States Internal Revenue Code of 1986, as amended.

The Manager shall have the power to impose such restrictions as the Manager may think necessary for the purpose of ensuring that no Units are acquired or held by an Unqualified Person (as defined in the “Definitions” section on pages 4 to 5).

US Person restrictions

The Manager has determined that a US Person for FATCA purpose (as defined below) is not permitted to own units.

What is Foreign Account Tax Compliance Act (FATCA)?

FATCA was enacted by the US in March 2010 aiming to combat tax evasion by US taxpayers. The intention of FATCA is to require Foreign Financial Institutions to report details of US Unitholders holding assets to the US Internal Revenue Services (the “IRS”), as a safeguard against US tax evasion. The regulations will become effective in phases commencing 1 July 2014. To discourage “Foreign Financial Institutions” (“**FFIs**”) from

choosing to remain outside of the regulations, on or after 1 July 2014, a FFI that does not enter the relevant agreement and comply with the FATCA regulations will be subject to a US tax withholding of 30% on their income from US investments and on their gross proceeds from US investments and also potentially revenues from other non-US investments ("**FATCA Withholding**"). Through Notice 2015-66, the Department of Treasury and the IRS announced their intention to amend the regulations under chapter 4 (section 1473) to extend the start date of withholding on gross proceeds from 1 January 2017 to 1 January 2019, and to amend the regulations under chapter 4 (section 1471) to extend the start date of withholding of foreign passthru payment to provide that a participating FFI will not be required to withhold on a foreign passthru payment before the later of 1 January 2019 or the date of publication in the Federal Register of final regulations defining the term "foreign passthru payment".

Each and every Sub-Fund is a Registered Deemed Compliant FFI and therefore falls within the scope of the FATCA regulations. In order to protect Unitholders from the effect of any penalty withholding, it is the intention of all the Sub-Funds to be compliant with the FATCA regulations.

Intergovernmental Agreement ("IGA")

On 13 November 2014, the Hong Kong Government and US signed a Model 2 Intergovernmental Agreement ("IGA") for implementation of the FATCA. The Sub-Funds intend to take any measures that may be required to ensure compliance under the terms of the IGA and local implementing regulations.

Under the terms of the IGA the Sub-Funds will be obliged to comply with the provisions of FATCA and abide by the requirements provided in the FFI agreement.

In order to comply with their FATCA obligations, the Sub-Funds will be required to obtain certain information from their Unitholders so as to ascertain the US tax status of the Unitholders. If the Unitholder is a specified US person, US owned non-US entity, non-participating FFI ("NPFFI") or does not provide the requisite documentation, the Sub-Funds may need to report information on these Unitholders to the appropriate tax authority, as far as legally permitted.

Other intergovernmental agreements similar to the IGA have been entered into or are under discussion by other jurisdictions with the United States. Unitholders holding investments via distributors or custodians that are not in Hong Kong or another IGA country/region should check with such distributor or custodian as to the distributor's or custodian's intention to comply with FATCA.

Additional information may be required by the Sub-Funds, the Custodian or any other service provider from certain Unitholders in order to comply with their necessary obligations under FATCA or under an applicable IGA. The scope and application of FATCA withholding and information reporting pursuant to the terms of FATCA and the IGAs is subject to review by the US, Hong Kong and other IGA governments, and the rules may change. Unitholders should contact their own tax advisers regarding the application of FATCA to their particular circumstances. For further information of FATCA you can visit the US IRS website at www.irs.gov/FATCA.

For this purpose, a "**US Person**" ("**US Person for FATCA purpose**") is defined as follows:

1. An individual who is a citizen of the US or a resident alien for US federal income tax purposes. In general, the term "resident alien" is defined for this purpose to include any individual who (i) holds an Alien Registration Card (a "green card") issued by the US Citizenship and Immigration Service or (ii) meets a "substantial presence" test. The "substantial presence" test is generally met with respect to any calendar year if (a) the individual was present in the US on at least 31 days during such year and (b) the sum of the number of days in which such individual was present in the US during such year, 1/3 of the number of such days during the first preceding year, and 1/6 of the number of such days during the second preceding year, equals or exceeds 183 days; or
2. A corporation, an entity taxable as a corporation or a partnership created or organized in or under the laws of the US or any state or political subdivision thereof or therein, including the District of Columbia (other than a partnership that is not treated as a US person under Treasury Regulations); or
3. An estate the income of which is subject to US federal income tax regardless of the source thereof; or
4. A trust with respect to which a court within the US is able to exercise primary supervision over its administration and one or more US persons have the authority to control all of its substantial decisions, or certain electing trusts that were in existence on 20 August 1996 and were treated as domestic trusts on 19 August 1996; or
5. A Passive Non-Financial Foreign Entity ("Passive NFFE") with "substantial US owner(s)" that are "Specified US Person(s)" (within the meaning of Treasury Regulations under the FATCA as set forth in Sections 1471 through 1474 of the US Internal Revenue Code ("IRC")), where the country/region in which the relevant entity is formed or resident has not signed an IGA. A Passive NFFE is generally a

non-US and non-financial institution entity that is neither a “publicly traded corporation” nor an “active NFFE” (within the meaning of Treasury Regulations under FATCA). A substantial US owner is generally a US Person (as described above under paragraphs 1 through 4) that owns, directly or indirectly, a more than-10 percent interest in the Passive NFFE; however there are generally a number of exemptions with specified requirements including, but not limited to, the following types of entities: i) a regularly traded corporation on an established securities market or an affiliate; ii) an organization exempt from US tax under IRC Section 501(a); iii) an IRC Section 581 US bank; and iv) an IRC Section 851 regulated investment company; or

6. A “Non-U.S. Entity” with one or more “Controlling Persons” (within the meaning of an applicable IGA) that is a US Person (as described above under paragraph 1).

All parties meeting the above definition of US Person should note the requirements of FATCA. If Unitholders are in any doubt as to their status, they should consult their financial or other professional adviser.

If, subsequent to a Unitholder’s investment, the Unitholder becomes the aforementioned US Person or Unqualified Person, such Unitholder (i) will be restricted from making any additional subscriptions and (ii) as soon as practicable have its Units compulsorily redeemed (subject to the requirements of applicable law).

It should be noted that the Sub-Funds may exercise their right to:

- (a) completely redeem the holding of an affected Unitholder (at any time upon any or no notice) ; or
- (b) reject the investors’ application; or
- (c) withhold on amounts otherwise distributable to the investor; or
- (d) compel the Unitholders to sell their interest

if they fail to provide the Sub-Funds with the necessary information upon request to satisfy relevant requirements under any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA obligations.

To comply with FATCA, the Sub-Funds may need to disclose the name, address, taxpayer identification number and investment information relating to certain US investors who are US Persons that own, directly or indirectly, an interest in certain entities, as well as certain other information relating to such interest, to the US Internal Revenue Service (IRS).

The extent to which the Sub-Funds are able to report to the US IRS will depend on each affected Unitholder in the Sub-Funds providing the Sub-Funds or their delegate with any information and consent that the Sub-Funds determine is necessary to satisfy such obligations.

Potential applicants for units in the Fund 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 /regions of their incorporation, citizenship, residence or domicile and which might be relevant to the subscription, holding or disposal of units in the Fund.

Investors should not treat the contents of this Explanatory Memorandum as advice relating to legal, taxation, investment or any other matters and are recommended to consult their own professional advisers in advance of any acquisition, holding or disposal of units.

Investors should note that although the product offered under this Explanatory Memorandum is named “NCB Investment Funds”, such product is not managed or administered by Nanyang Commercial Bank, Limited.

Automatic Exchange of Financial Account Information

The Inland Revenue (Amendment) (No.3) Ordinance 2016 (the “Amendment Ordinance”) came into force on 30 June 2016. This is the legislative framework for the implementation in Hong Kong of the Standard for Automatic Exchange of Financial Account Information (“AEOI”). The AEOI requires reporting financial institutions (“Reporting FIs”) in Hong Kong (such as the Sub-Funds) to collect information relating to non-Hong Kong tax residents holding accounts with Hong Kong based financial institutions (“FIs”), and ultimately via the Hong Kong Inland Revenue Department (“IRD”) exchange such information with the jurisdiction(s) in which that account holder is a resident for tax purpose. Further information regarding AEOI is available on the website of the IRD (http://www.ird.gov.hk/eng/tax/dta_aeoi.htm).

Generally, tax information will be exchanged only with jurisdictions with which Hong Kong has a Competent Authority Agreement (“CAA”); however, the Sub-Funds and/or the Manager, the Trustee and their associated or

affiliated companies, connected persons, delegates, contractors, authorised agents or service providers (collectively, the "Relevant Agents") may further collect information on the tax residence of account holders (irrespective of whether or not that account holder is a reportable person) of other jurisdictions (in which a person is tax resident irrespective of whether that territory is a reportable jurisdiction).

The Sub-Funds are required to comply with the requirements of AEOI as implemented by Hong Kong, which means that the Sub-Funds and/or the Relevant Agents shall collect and provide to the IRD tax information relating to the Unitholders and prospective investors.

The AEOI rules as implemented by Hong Kong require the Sub-Funds to, amongst other things: (i) register the Sub-Funds' status as a "Reporting Financial Institution" with the IRD; (ii) conduct due diligence on its accounts (i.e. the Unitholders) to identify whether any such accounts are considered "Reportable Accounts" for AEOI purposes; and (iii) report to the IRD information on such Reportable Accounts. The IRD is expected on an annual basis commencing from the year 2018 to transmit the information reported to it to the government authorities of the relevant jurisdictions with which Hong Kong has signed a CAA. Broadly, AEOI contemplates that Hong Kong Reporting FIs should report on: (i) individuals or entities that are tax resident in a jurisdiction with which Hong Kong has signed a CAA; and (ii) certain entities controlled by individuals who are tax resident in such other jurisdiction. Under the Amendment Ordinance, details of the Unitholders, including but not limited to their name, date of birth, place of birth, address, jurisdiction of residence, Taxpayers Identification Number ("TIN") account details, account balance/value, and income or sale or redemption proceeds, may be reported to the IRD and subsequently exchanged with government authorities in the relevant jurisdictions of tax residence.

By investing in the Sub-Funds and/or continuing to invest in the Sub-Funds, the Unitholders acknowledge that they may be required to provide additional information to the Sub-Funds and/or the Relevant Agents in order for the Sub-Funds to comply with AEOI. The Unitholder's information (and information pertaining to Controlling Persons of a unitholder, as defined in the Amendment Ordinance), may be communicated by the IRD to authorities in other jurisdictions.

The failure of a unitholder to provide any requested information may result in the Manager and/or the Relevant Agents of the Fund taking any action and/or pursue remedies at their disposal including, without limitation, reporting the relevant account information of the unitholder pursuant to the AEOI rules and/or not accepting the subscription from the prospective investor.

For the purposes herein, "AEOI" includes:

- (a) the Organization for Economic Co-operation and Development ("OECD") Standard for Automatic Exchange of Financial Account Information in Tax Matters – the Common Reporting Standard (the "CRS") and any associated guidance;
- (b) 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) above; and
- (c) any legislation, regulations or guidance in Hong Kong that give effect to the matters outlined in (a) to (b) above.

Each Unitholder and prospective investor should consult its own professional advisor(s) on the administrative and substantive implications of AEOI on its current or proposed investment in the Fund and the relevant classes.

IMPORTANT: If you are in any doubt about the contents of this Explanatory Memorandum, you should seek independent professional financial advice.

Personal Data or Confidential Information

- (1) Personal Data or Confidential Information (including information necessary to ascertain tax status, information for reporting of tax withholding and details of transaction) provided by a Unitholder (in any form or certification or otherwise) will be used, shared, stored, processed, transferred and disclosed (within or outside Hong Kong) so that the Relevant Agents can carry out their obligations in respect of the Fund and/or the Sub-Funds or for other purposes including but not limited to (a) processing the subscription, redemption and switching of Units in the Sub-Funds, completing the information on the Register of Unitholders, carrying out instructions or responding to Unitholders' enquiries, verifying data and providing administrative or other relevant services to the Unitholders (including the mailing of reports, notices or newsletters); (b) in compliance with any applicable law, regulation, statute, ordinance, rule, judgment, decree, code, guidelines, directive, circulars, sanctions regime, court order issued by other regulatory authorities of relevant jurisdiction, exchange or market, whether legal, regulatory, governmental, tax, law enforcement, self-regulatory, industry or others which apply in respect of the Fund and/or the Sub-Funds or the Unitholders' investments and/or bind or apply to the Relevant Agents from time to time or any agreement with any tax or fiscal authority in any jurisdiction and meeting any demands, disclosure, notification or reporting requirements to which any recipient of the data is subject

under the applicable laws and regulations, including but not limited to compliance with obligations pursuant to the FATCA, verifying the identity of a Unitholder or establishing whether a Unitholder is a US Person for the purposes of FATCA and compliance with reporting or other obligations under the IRC and the United States Treasury Regulations promulgated under the IRC or any reporting obligations imposed by the United States, Hong Kong or any other jurisdiction (including under AEOI), including reporting obligations that may be imposed by future legislation (collectively, the "Regulatory Requirements"); (c) prevention, detection, sanction or investigation of crime, fraud, money laundering, corruption, tax evasion, terrorist financing and any other violation of laws or unlawful activities and fulfilling related Regulatory Requirements; (d) enforcing or defending the rights of the Fund and/or the Sub-Funds and/or the Relevant Agents; (e) fulfilling internal operational or compliance requirements of the Relevant Agents; and (f) maintenance or continuation of overall relationship with the Unitholder.

- (2) Failure to provide information may result in the Manager or the Trustee being unable to open/ maintain an account or provide/ continue to provide services to the Unitholder or taking appropriate action or reporting to the relevant authorities.
- (3) Unitholder has the right to request access to and correction of any personal data or to request the personal data not to be used for direct marketing purposes. Collection and use of personal data will be subject to the terms of the Personal Data (Privacy) Ordinance of Hong Kong.

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PARTIES

Sponsor

Nanyang Commercial Bank, Limited
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Hong Kong

Manager

BOCI-Prudential Asset Management Limited
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1 Garden Road
Central
Hong Kong

Trustee and Registrar

BOCI-Prudential Trustee Limited
Suites 1501-1507 & 1513-1516, 15/F
1111 King's Road, Taikoo Shing
Hong Kong

Auditor

Ernst & Young
27/F., One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

Directors of the Manager

Wang Zhongze
Tse Yung Hoi
Lee Yui Leung
Yeo Whay Nee
Lim Wendy Hwee Ching

DEFINITIONS

“associate”	in relation to a body corporate, means an associated company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (as amended)
“Bond Connect”	<p>The Bond Connect is a mutual bond market access scheme between Mainland China and Hong Kong. Established by the People’s Bank of China (“PBOC”) and the Hong Kong Monetary Authority (“HKMA”), Bond Connect scheme enables investors from Mainland China and overseas to trade through the connection between the relevant Mainland and Hong Kong financial infrastructure institutions, including China Foreign Exchange Trade System & National Interbank Funding Centre (“CFETS”), China Central Depository & Clearing Co., Ltd (“CCDC”), Shanghai Clearing House (“Shanghai Clearing”), and Hong Kong Exchanges and Clearing Limited and the Central Moneymarkets Units (the “CMU”). The Bond Connect includes northbound trading and southbound trading. Northbound trading of the Bond Connect (“Northbound Trading”) commenced on 3 July 2017 and allows eligible overseas investors from Hong Kong and other regions to invest in the China interbank bond market through the Hong Kong trading platforms.</p> <p>Overseas investors that satisfy the prescribed requirements are allowed to invest in bonds in the China interbank bond market through the Bond Connect. Such bonds include but are not limited to Chinese government bonds, local government bonds, policy bank bonds, financial institution bonds and corporate debt instruments. Eligible overseas investors may also participate in subscription for offerings in the China interbank bond market through the Northbound Trading. There will be no investment quota for Northbound Trading. Under the Northbound Trading, eligible overseas investors are required to appoint the CFETS, the Bond Connect Company Limited or other institutions recognised by the PBOC as registration agents to apply for registration with the PBOC.</p> <p>Under the prevailing regulations in Mainland China, an offshore custody agent recognised by the HKMA (currently, the CMU) shall open nominee accounts with the onshore custody agent recognised by the PBOC. All bonds traded by eligible overseas investors will be registered in the name of CMU, which shall hold such bonds as a nominee holder. Eligible overseas investors shall enjoy the legitimate rights and interests of the bonds acquired through the Bond Connect as beneficial owners thereof and shall exercise such rights against the bond issuers through CMU.</p> <p>Further information about the Bond Connect is available online at the website: http://www.chinabondconnect.com/en/index.htm.</p>
“Business Day”	a day on which banks in Hong Kong are open for normal banking business (excluding Saturdays) or such other day or days as the Manager and the Trustee may agree from time to time, either generally or in relation to a particular Sub-Fund provided that if on any such day, the period during which banks in Hong Kong are open is reduced as a result of a Typhoon Signal Number 8 or above, Black Rainstorm warning or other similar event, such day shall not be a Business Day unless the Manager and the Trustee otherwise agree
“Collective Investment Scheme” or “CIS”	means collective investment schemes commonly regarded as mutual funds (whether they appear in the legal forms of contractual model, companies with variable capital or otherwise) and unit trusts as are contemplated in the UTMF Code
“connected person”	has the meaning given to it under the UTMF Code
“CSDCC”	China Securities Depository and Clearing Corporation
“Dealing Day”	each Business Day or such Business Day or Business Days as the Manager may from time to time, with the approval of the Trustee, determine either generally or for a particular class or classes of Units, provided that if any commodities and securities markets on which all or part of the investments of

any Sub-Fund are quoted, listed or dealt in are on any day not open for trading, the Manager may determine that such day shall not be a Dealing Day in relation to such Sub-Fund, and provided always that the Trustee and the Manager may adopt such other definition of "Dealing Day" for a particular Sub-Fund under the relevant notice for establishment of such Sub-Fund

"Fund"	NCB Investment Funds
"HK\$" "HKD" and "HK dollars"	the lawful currency of Hong Kong
"HKEx"	Hong Kong Exchanges and Clearing Limited
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Manager"	BOCI-Prudential Asset Management Limited
"Money Market Sub-Fund(s)"	NCB HK Dollar Money Market Fund and other money market funds that have been or to be launched by the Manager under Chapter 8.2 of the UTMF Code
"PRC"	the People's Republic of China
"Qualified Foreign Investors"/ "Qualified Investors" or "QI"	refers to foreign institutional investors who are approved as such, including qualified foreign institutional investors ("QFIIs") or RMB qualified foreign institutional investors ("RQFIIs") previously approved, by the China Securities Regulatory Commission ("CSRC") to invest in the PRC securities and futures markets with funds raised overseas
"Renminbi" or "RMB"	Offshore Renminbi ("CNH") or onshore Renminbi ("CNY") (as the case may be)
"SEHK"	The Stock Exchange of Hong Kong Limited
"SFC"	the Securities and Futures Commission of Hong Kong
"Shanghai-Hong Kong Stock Connect"	means the securities trading and clearing linked program with an aim to achieve mutual stock market access between Mainland China and Hong Kong developed by SEHK, SSE, CSDCC and HKSCC, pursuant to the relevant PRC and Hong Kong regulations (as amended from time to time). Under the Northbound Trading Link of Shanghai-Hong Kong Stock Connect, investors, through their appointed Hong Kong brokers and a securities trading service company to be established by SEHK in Shanghai, may be able to trade SSE Securities by routing orders to SSE. Further information about Shanghai-Hong Kong Stock Connect is available online at the website: http://www.hkex.com.hk/eng/csm/chinaConnect.asp?LangCode=en
"Shenzhen-Hong Kong Stock Connect"	means the securities trading and clearing linked program with an aim to achieve mutual stock market access between Mainland China and Hong Kong established by SEHK, SZSE, CSDCC and HKSCC, pursuant to the relevant PRC and Hong Kong regulations (as amended from time to time). Under the Northbound Trading Link of Shenzhen-Hong Kong Stock Connect, investors, through their appointed Hong Kong brokers and a securities trading service company to be established by SEHK in Shenzhen, may be able to trade SZSE Securities by routing orders to SZSE. Further information about Shenzhen-Hong Kong Stock Connect is available online at the website: http://www.hkex.com.hk/eng/csm/chinaConnect.asp?LangCode=en
"Sponsor"	Nanyang Commercial Bank, Limited
"SSE"	Shanghai Stock Exchange
"SSE Securities"	mean certain eligible shares listed on the SSE that are eligible for investment by Hong Kong and overseas investors via Shanghai-Hong Kong Stock

Connect by routing orders to SSE. Currently, such eligible shares include all the constituent stocks from time to time of the SSE 180 Index and the SSE 380 Index, and all the SSE-listed A shares that are not included as constituent stocks of the relevant indices but which have corresponding H shares listed on SEHK, except the following:

- (a) SSE-listed shares which are not traded in RMB; and
- (b) SSE-listed shares which are under risk alert.

Latest information about SSE Securities is available at the website: http://www.hkex.com.hk/eng/market/sec_tradinfra/chinaconnect/Eligiblestock.htm

“Sub-Fund”

a separate pool of assets of the Fund, which is invested and administered separately from other assets of the Fund

“SZSE”

Shenzhen Stock Exchange

“SZSE Securities”

mean certain eligible shares listed on SZSE that are eligible for investment by Hong Kong and overseas investors via Shenzhen-Hong Kong Stock Connect by routing orders to SZSE. Currently, such eligible shares include all the constituent stocks from time to time of the SZSE Component Index and the SZSE Small/Mid Cap Innovation Index which have a market capitalization of not less than RMB 6 billion, and all the SZSE-listed A shares which have corresponding H shares listed on SEHK, except the following:

- (a) SZSE-listed shares which are not traded in RMB; and
- (b) SZSE-listed shares which are under risk alert or under delisting arrangement.

Latest information about SZSE Securities is available at the website: http://www.hkex.com.hk/eng/market/sec_tradinfra/chinaconnect/Eligiblestock.htm

“Trust Deed”

the trust deed dated 30 May 2007 establishing the Fund, as may be amended, modified or supplemented from time to time

“Trustee”

BOCI-Prudential Trustee Limited or such other person (or persons) who for the time being is duly appointed to be trustee (or trustees) of the Fund and the Sub-Funds thereunder

“Unit”

means such number of undivided shares or such fraction of an undivided share of the Sub-Fund to which a Unit relates as is represented by a Unit of the relevant class, and except where used in relation to a particular class of Unit a reference to Units means and includes Units of all classes. The number of undivided shares represented by each class of Units in a Sub-Fund is adjusted to take account of the different levels of fees borne by each class

“Unitholder”

a registered holder of Units

“Unqualified Person”

means:

- (a) a person who by virtue of any law or requirement of any country/region or governmental authority is not qualified to hold a Unit or who would be in breach of any such law or regulation in acquiring or holding a Unit or if, in the opinion of the Manager, the holding of a Unit by such person might result in the Fund incurring any liability to taxation or suffering a pecuniary disadvantage which the Fund might not otherwise have incurred or suffered, or might result in the Fund, the Manager or the Trustee or any of their Connected Persons being exposed to any liability, penalty or regulatory action; or
- (b) any person if the holding of a Unit by such person might, due to any circumstances whether directly affecting such person and whether relating to such person alone or to any other person in conjunction therewith (whether such persons are connected or not), in the opinion of the Manager, result in the Fund incurring any liability to taxation or suffering a pecuniary disadvantage which the Fund might not otherwise

have incurred or suffered, or in the Fund, the Manager or the Trustee or any of their Connected Persons being exposed to any liability, penalty or regulatory action.

“US\$”, “USD” and “US dollars”

the lawful currency of the United States of America

“UTMF Code”

the SFC’s Code on Unit Trusts and Mutual Funds, as amended from time to time

INTRODUCTION

NCB Investment Funds is a unit trust established by a trust deed dated 30 May 2007, as may be amended, modified or supplemented from time to time with Nanyang Commercial Bank, Limited as the sponsor, BOCI-Prudential Asset Management Limited as the manager and BOCI-Prudential Trustee Limited as the trustee of the Fund. It is established under and governed by the laws of Hong Kong.

The Fund is an umbrella fund under which four Sub-Funds – NCB China Equity Fund, NCB HK Dollar Money Market Fund, NCB China Resources Opportunities Fund and NCB China Balanced Fund were initially launched. Further Sub-Funds or additional classes of Units in relation to each Sub-Fund may be launched in the future.

INVESTMENT OBJECTIVES AND POLICIES

(i) NCB China Equity Fund

NCB China Equity Fund is an equity fund which aims to provide investors with long-term capital growth through investment mainly (at least 70% of its non-cash assets) in the listed equities and equity related securities (including warrants and convertible securities) of companies whose activities are closely related to or benefit from the economic development and growth of the economy of Mainland China and Hong Kong.

The Sub-Fund will mainly invest in Hong Kong-listed stocks, H shares, shares of red-chip companies (directly and/or indirectly through investments in SFC authorised collective investment schemes (“CISs”) (including CISs managed by the Manager)) and/or exchange traded funds (“ETFs”) listed on the SEHK (including ETFs managed by the Manager).

The Sub-Fund may also invest (a) up to 20% of its Net Asset Value in A shares ((i) directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect; and/or (ii) indirectly through investment in equity linked instruments (“ELIs”) (which may take the form of notes, contracts or other structures) issued by institutions or their affiliates with QI status in the PRC, ETFs listed on the SEHK (including ETFs managed by the Manager) and/or SFC authorised CISs (including CISs managed by the Manager)); and/or (b) up to 15% of its Net Asset Value in B shares listed on the stock exchanges in Mainland China.

Under the prevailing investment regulations of the PRC, foreign institutional investors (such as the Manager) who wish to invest directly in the A shares market must obtain the QI status in the PRC. A shares are also available for investment by Hong Kong and overseas investors via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect. It is expected that investment of the Sub-Fund in A shares will be made directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect and/or indirectly through ELIs, ETFs or SFC authorised CISs. For investment in ELIs, such ELIs will be held by the Trustee of the Sub-Fund and will be linked to one or a basket of A shares. The ELIs are expected to be quoted on Bloomberg or Reuters and will be issued by institutions or their affiliates with QI status. If the Sub-Fund invests in ELIs which are not listed or quoted or dealt in on a market (market means any stock exchange, over-the-counter (“OTC”) market or other organized securities market that is open to the international public and on which such securities are regularly traded), the Sub-Fund’s investment therein will not exceed 15% of its latest available Net Asset Value.

Investment in A shares may also be made indirectly through ETFs listed on SEHK. The Sub-Fund’s investment in each ETF will not exceed 10% of its Net Asset Value.

The aggregate exposure to the A shares and B shares market will not exceed 20% of the Sub-Fund’s Net Asset Value.

Investors should take note that the Manager may change the above investment limit if it considers appropriate after taking into account the prevailing market conditions.

The Manager may invest in instruments like ADRs (American depository receipts) and GDRs (global depository receipts) for securities listed on the stock exchanges in the United States, London or Singapore, etc. if such securities are issued by companies which are related to the economy of Mainland China and Hong Kong.

The Manager also hold cash, deposits, certificates of deposit, treasury bills, bonds, other debt securities, collective investment schemes, equity linked notes or other instruments for the account of the Sub-Fund.

This Sub-Fund may employ a portion of its assets in futures contracts, options or forward currency transactions for the purposes of efficient portfolio management and hedging against exchange rate risk.

(ii) NCB HK Dollar Money Market Fund

NCB HK Dollar Money Market Fund is a money market fund which seeks to provide an investment vehicle to enjoy the higher rates available from a managed portfolio of short-term and high quality money market investments combined with a high degree of security and ready availability of monies and to seek to offer returns in line with money market rates.

At least 70% of the Sub-Fund's Net Asset Value will be invested in a range of short-term deposits and high quality money market instruments issued locally or overseas by governments, quasi-governments, international organisations, financial institutions or other corporations and money market funds that are authorized by the SFC under Chapter 8.2 of the UTMF Code or regulated in other jurisdiction(s) in a manner generally comparable with the requirements of the SFC and acceptable to the SFC.

Investments will be limited to Hong Kong dollar denominated securities. 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 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 will be taken into account.

The Sub-Fund's maximum investment in money market funds that are authorized by the SFC under 8.2 of the UTMF Code or regulated in other jurisdiction(s) in a manner generally comparable with the requirements of the SFC and acceptable to the SFC will be no more than 10% of the Sub-Fund's Net Asset Value.

Currently, the Manager has no intention to enter into securities lending transactions, repurchase agreements, reverse repurchase agreements or similar over-the-counter ("OTC") transactions on behalf of the Sub-Fund. The Sub-Fund may by giving to the Unitholders no less than one (1) month's prior written notice (or such shorter period of notice as the SFC may approve) engage in securities lending transactions, repurchase agreements, reverse repurchase agreements or similar OTC transactions on behalf of the Sub-Fund.

Investors should note that the purchase of a Unit in NCB HK Dollar Money Market Fund is not the same as placing funds on deposit with a bank or deposit-taking company, that the Manager has no obligation to redeem Units at its issue price and the Sub-Fund is not subject to the supervision of the Hong Kong Monetary Authority.

(iii) NCB China Resources Opportunities Fund

NCB China Resources Opportunities Fund seeks to capture medium to long-term capital appreciation opportunities through investment in a diversified portfolio of resources and energy related investment instruments that are related to the economic growth or development of the PRC. The Sub-Fund will mainly (at least 70% of its non-cash assets) invest in equities or equity-related securities primarily traded on the various stock markets in Asia Pacific including but not limited to those in Australia and New Zealand, China, Hong Kong, South Korea, Singapore, Malaysia and Taiwan. The Manager has no current intention to invest in Japan but may do so in the future if suitable investment opportunities arise. Such securities are mainly issued by companies engaged in or have businesses related to the exploration, extraction, mining, development, production, processing, refining, distribution or trading of natural resources or energy. Such natural resources or energy may include, but are not limited to, oil,

coal, gas, water, renewable energy, gold, aluminum, minerals, metal, industrial minerals, timber or chemicals.

The Sub-Fund may invest in Hong Kong-listed stocks, H shares, shares of red-chip companies (directly and/or indirectly through investments in SFC authorised CISs (including CISs managed by the Manager)) and/or ETFs listed on the SEHK (including ETFs managed by the Manager).

The Sub-Fund may also invest (a) up to 20% of its Net Asset Value in A shares ((i) directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect; and/or (ii) indirectly through investment in ELIs (which may take the form of notes, contracts or other structures) issued by institutions or their affiliates with QI status in the PRC, ETFs listed on the SEHK (including ETFs managed by the Manager) and/or SFC authorised CISs (including CISs managed by the Manager)); and/or (b) up to 15% of its Net Asset Value in B shares listed on the stock exchanges in Mainland China.

Under the prevailing investment regulations of the PRC, foreign institutional investors (such as the Manager) who wish to invest directly in the A shares market must obtain the QI status in the PRC. A shares are also available for investment by Hong Kong and overseas investors via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect. It is expected that investment of the Sub-Fund in A shares will be made directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect and/or indirectly through ELIs, ETFs or SFC authorised CISs. For investment in ELIs, such ELIs will be held by the Trustee of the Sub-Fund and will be linked to one or a basket of A shares. The ELIs are expected to be quoted on Bloomberg or Reuters and will be issued by institutions or their affiliates with QI status. If the Sub-Fund invests in ELIs which are not listed or quoted or dealt in on a market (market means any stock exchange, OTC market or other organized securities market that is open to the international public and on which such securities are regularly traded), the Sub-Fund's investment therein will not exceed 15% of its latest available Net Asset Value.

Investment in A shares may also be made indirectly through ETFs listed on SEHK. The Sub-Fund's investment in each ETF will not exceed 10% of its Net Asset Value.

The aggregate exposure to the A shares and B shares market will not exceed 20% of the Sub-Fund's Net Asset Value.

Investors should take note that the Manager may change the above investment limit if it considers appropriate after taking into account the prevailing market conditions.

The Sub-Fund may also invest in other PRC-related securities listed or quoted outside Mainland China and Hong Kong if such securities are issued by companies which are related to the economic growth or development of the PRC. These securities may be listed on various stock exchanges including but not limited to stock exchanges in the United States, London or Singapore, such as ADRs (American depository receipts) and GDRs (global depository receipts).

Cash and debt securities may be considered when appropriate.

The Sub-Fund may employ a portion of its assets in future contracts, options or forward currency transactions for the purposes of efficient portfolio management and hedging against exchange rate risk.

(iv) NCB China Balanced Fund

NCB China Balanced Fund seeks to provide investors with stable income and medium-to-long term capital appreciation by investing primarily (at least 70% of its non-cash assets) in equities and investment grade bonds (rated Baa3 or better by Moody's or other credit rating agency of similar standing) that are related to the economic growth or development of the PRC. These include equities or equity-related securities and bonds primarily listed, traded or quoted in Hong Kong. Money market instruments will be used for temporary liquidity management purposes. Through employing an active asset allocation strategy between equities and bonds, the Sub-Fund targets to achieve medium-to-long term capital appreciation and generate distributions for investors. Depending on the market conditions, the Manager may vary the asset mix between equities, bonds and cash.

The Sub-Fund may invest in Hong Kong-listed stocks, H shares, shares of red-chip companies (directly and/or indirectly through investments in SFC authorised CIS (including CISs managed by the Manager)) and/or ETFs listed on the SEHK (including ETFs managed by the Manager).

The Sub-Fund may invest (a) up to 20% of its Net Asset Value in A shares ((i) directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect; and/or (ii) indirectly through investment in ELIs (which may take the form of notes, contracts or other structures) issued by institutions or their affiliates with QI status in the PRC, ETFs listed on the SEHK (including ETFs

managed by the Manager) and/or SFC authorised CISs (including CISs managed by the Manager)); and/or (b) up to 15% of its Net Asset Value in B shares listed on the stock exchanges in Mainland China.

Under the prevailing investment regulations of the PRC, foreign institutional investors (such as the Manager) who wish to invest directly in the A shares market must obtain the QI status in the PRC. A shares are also available for investment by Hong Kong and overseas investors via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect. It is expected that investment of the Sub-Fund in A shares will be made directly through the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect and/or indirectly through ELLs, ETFs or SFC authorised CISs. For investment in ELLs, such ELLs will be held by the Trustee of the Sub-Fund and will be linked to one or a basket of A shares. The ELLs are expected to be quoted on Bloomberg or Reuters and will be issued by institutions or their affiliates with QI status. If the Sub-Fund invests in ELLs which are not listed or quoted or dealt in on a market (market means any stock exchange, OTC market or other organized securities market that is open to the international public and on which such securities are regularly traded), the Sub-Fund's investment therein will not exceed 15% of its latest available Net Asset Value.

Investment in A shares may also be made indirectly through ETFs listed on SEHK. The Sub-Fund's investment in each ETF will not exceed 10% of its Net Asset Value.

The aggregate exposure to the A shares and B shares market will not exceed 20% of the Sub-Fund's Net Asset Value.

Investors should take note that the Manager may change the above investment limit if it considers appropriate after taking into account the prevailing market conditions.

The Sub-Fund may also invest in other PRC-related securities listed or quoted outside Mainland China and Hong Kong if such securities are issued by companies which are related to the economic growth or development of the PRC. These securities may be listed on various stock exchanges including but not limited to stock exchanges in the United States, London or Singapore, such as ADRs (American depository receipts) and GDRs (global depository receipts).

The Sub-Fund may invest less than 15% of its Net Asset Value in RMB denominated and settled debt instruments issued or distributed (i) outside Mainland China and/or (ii) within Mainland China (which may only be invested through the Bond Connect).

The Sub-Fund will not invest more than 10% of its Net Asset Value in debt securities issued and/or guaranteed by a single permitted sovereign issuer (including its government, public or local authority) which is below investment grade.

The Sub-Fund may invest up to 10% of its Net Asset Value in bonds/debt securities through investment in SFC authorized CISs (including CISs managed by the Manager).

The Sub-Fund may invest up to 30% of its Net Asset Value in bonds that are below investment grade (rated as Ba1 or below by Moody's Investor Services, Inc. or BB+ or below by Standard & Poor's Corporation or Fitch Ratings or equivalent rating by other internationally recognised rating agencies) or unrated bonds / debt securities.

For the purpose of the Sub-Fund, "unrated bond" is defined as a bond which neither the bond itself nor its issuer has a credit rating.

The Sub-Fund may invest not more than 30% of its Net Asset Value in debt instruments with loss-absorption features ("LAP") including (i) non-preferred senior debt instruments or external LAC debt instruments or total loss-absorbing capacity debt instruments ("TLAC") or Tier 3 debt instruments; and (ii) Tier 2 and additional Tier 1 debt securities which include contingent convertible debt securities. These instruments may be subject to contingent write-down or contingent conversion to ordinary shares on the occurrence of trigger event(s).

The asset allocation of the Sub-Fund will change according to the Manager's views of fundamental economic and market conditions and investment trends across the globe, taking into consideration factors such as liquidity, costs, timing of execution, relative attractiveness of individual securities and issuers available in the market.

Subject to the approval of the SFC (where necessary), the Manager may change the investment policy of any Sub-Fund by giving one month's prior written notice (or such shorter period of notice as the SFC may approve or allow) to the Unitholders of the Sub-Fund.

RISK FACTORS AND RISK MANAGEMENT POLICIES

Risk Factors

Each Sub-Fund is subject to market fluctuations and to the risks inherent in all investments. The price of Units of any Sub-Fund and the income from them may go down as well as up. The performance of the Sub-Funds may be affected by a number of risk factors, including the following:

(a) General investment risk

The Sub-Funds' investment portfolio may fall in value due to any of the key risk factors below and therefore your investment in the Sub-Funds may suffer losses. There is no guarantee in respect of repayment of principal.

(b) Political, economic and social risks

Changes in political, economic and social conditions in any country/region in which the Sub-Funds may invest could adversely affect the value of investments.

The value of a Sub-Fund's investments and/or operations of a Sub-Fund may be affected by uncertainties such as international political developments, implement of/changes in government actions/orders/policies/governmental intervention, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investment may be made. Such actions/orders/policies may be implemented with or without prior notice and may be unprecedented, and may affect the efficient functioning of the fund operators or market participants' ability to continue with their normal transactions or continue to implement certain strategies or manage the risk of their outstanding positions.

(c) Interest rate risk

As the Sub-Funds may invest in securities whose value is driven significantly by changes in interest rates, the Sub-Funds are subject to interest rate risk. When interest rates rise, the value of previously issued debt securities will normally fall because new debt securities issued will pay a higher rate of interest. In contrast, if interest rates fall, then the value of the previously issued debt securities will normally rise.

(d) Market risk

Market risk includes such factors as changes in economic environment, consumption pattern and investors' expectation etc. 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. Options, warrants and derivatives in the Sub-Fund(s) may also expose the Sub-Fund(s) significantly to the fluctuations in the market. Market movement may therefore result in substantial fluctuation in the Net Asset Value per unit of the Sub-Fund(s).

(e) Emerging market risk

The Sub-Funds may invest in emerging markets. Investing in emerging markets may involve increased risks and special considerations not typically associated with investment in more developed markets, such as liquidity risks, currency risks/control, political and economic uncertainties, legal and taxation risks, settlement risks, custody risk and the likelihood of a high degree of volatility. Factors to be considered include the possibility of nationalization, expropriation, government control and intervention, smaller capital market and price volatility. All these may have an adverse impact on the performance of the Sub-Funds.

(f) Risk relating to accounting standards and disclosure

The Sub-Fund(s) may invest in emerging markets. The accounting, auditing and financial reporting standards in some of these markets are normally less stringent than international requirements. Investment decisions may be required to be made on less complete information than is customarily available.

(g) Currency risk

Underlying investments of the Sub-Funds may be denominated in currencies other than the base currency of the Sub-Funds. The Net Asset Value of the Sub-Funds may be affected unfavorably by

fluctuations in the exchange rates between these currencies and the base currency and by changes in exchange rate controls.

Also, investors who wish to receive redemption proceeds in a currency other than Hong Kong dollars will have to convert (whether through Manager or otherwise) the proceeds to such other currency. In so doing, the investors will again be subject to the exchange rate risk and the costs of the currency conversion.

(h) Securities risk

Each company has its unique factors affecting the value of its securities. These factors include the company's management capability, capital structure, liquidity position, product composition and others.

(i) Equity market risk

A Sub-Fund's investment in equity securities is subject to general market risks, whose value may fluctuate due to various factors, such as changes in investment sentiment, political and economic conditions and issuer-specific factors.

Investing in equity securities may be associated with higher risks because the investment performance of equity securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies.

(j) Credit risk

A Sub-Fund is subject to the credit risk of debt securities or financial instruments that it may invest in. If the issuer of any of the debt securities or financial instruments in which a Sub-Fund's assets are invested defaults, the performance of the Sub-Fund will be adversely affected.

(k) Counterparty risk

A Sub-Fund is subject to the counterparty risk of debt securities or financial instruments that it may invest in. An issuer or guarantor of a security or a counterparty to a debt security or financial instrument may default on its payment obligations or otherwise be unwilling or unable to honor its contractual obligations which may affect the value of the investments or the amount that the Sub-Fund may receive from the debt securities or financial instruments. Changes in a debt issuer's credit rating may affect a debt security or financial instrument's value and may have an impact on the Sub-Fund's performance. If a counterparty becomes bankrupt, the value of investment in the Sub-Fund may decline and the Sub-Fund may experience significant delays in obtaining any recovery in a bankruptcy or other proceedings or may obtain only limited recovery or may obtain no recovery in some circumstances.

(l) Derivative instruments risk

The Sub-Funds may use derivatives for hedging purposes. Derivatives may be more sensitive to changes in economic or market conditions and could increase the Sub-Funds' volatility.

The use of derivatives may expose the Sub-Funds to various types of risk, including but not limited to, counterparty, liquidity, correlation, credit, volatility, valuation, settlement and over-the-counter transaction risks which can have an adverse effect on the Net Asset Value of the Sub-Funds.

Derivative instruments may involve an embedded leverage. This is because such instruments provide extensively greater market exposure than the money paid or deposited when the transaction is entered into, so a relatively small adverse market change could expose the Sub-Funds to the possibility of a loss exceeding the capital originally invested. The Sub-Funds may suffer losses if the issuers or counterparties of the derivative instruments default in their obligations.

Derivatives are also subject to the risk that changes in the value of a derivative may not correlate perfectly with the underlying asset, rate or index.

In adverse situation, the Sub-Funds' use of derivatives may become ineffective in hedging and the Sub-Funds may suffer significant losses. If derivatives used for hedging purposes are not successful, losses may be incurred to the Sub-Funds and the Sub-Funds' returns may be reduced due to the hedging costs incurred.

The Sub-Funds may use derivatives as one of their investment strategies. Derivatives for non-hedging purposes may increase the potential losses of the Sub-Funds and can result in a loss significantly

greater than the amount invested in the derivatives by the Sub-Funds. Exposure to derivatives may lead to a high risk of significant loss by the Sub-Funds.

(m) Concentration or single country/region risk

A Sub-Fund may focus its investments on one single country/region or on investment instruments that are related to the economic growth or development of a country/region. The value of such Sub-Fund may be more volatile than that of a fund having a more diverse portfolio of investments. The value of the Sub-Fund may be more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting the market in that country or region.

Where a Sub-Fund has investments that are concentrated in specific industry sector(s) or instrument(s), the value of the Sub-Fund may be more volatile than that of a fund having a more diverse portfolio of investments.

(n) Political or Sovereign Risk

Investors should note that investment closely related to a particular country/region may be subject to political or sovereign risks. This may include any act of war, terrorism, riot, insurrection in the country/region, the imposition of any investment, repatriation or exchange control restrictions by the government authority, the confiscation, expropriation or nationalization of any property by the government authority. Any economic downturn may adversely affect the investment sentiment and domestic economy of the country/region and affect the value of related investments. Devaluation or revaluation of the local currency, sovereign government's own capacity to repay external debt or any other political or economic risks incurred or experienced by a country/region may adversely affect the value of related investments.

(o) Liquidity risk

Liquidity risk exists when particular investments are difficult to purchase or sell. Investments made by the Sub-Funds may become illiquid or less liquid in response to market developments or adverse investor perceptions. Investments in foreign securities, derivatives or securities with substantial market and/or credit risk tend to have the greatest exposure to liquidity risk. Illiquid securities may be highly volatile and more difficult to value and be disposed at their face values. 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 also be illiquid due to limited trading markets or contractual restrictions on their resale. The Sub-Funds are exposed to the risk that a particular investment or position cannot be unwound or offset easily.

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 investments. As a result, this may have adverse impact on the relevant Sub-Fund and its investors.

(p) Pricing adjustments risk

Subscription, redemption or switching of Units in the Sub-Funds may have a dilution effect on the Sub-Funds. In order to mitigate such dilution effect and account for the costs of buying and selling underlying investments conducted by the Manager, swing pricing strategy and mechanism may be adopted by the Manager from time to time to safeguard the best interests of the Unitholders. Depending on the net cash flow of subscription and redemption amounts, investors may subscribe at a higher issue price or redeem at a lower redemption price. Investors should note that the occurrence of circumstances which may trigger the application of swing pricing is not predictable. It is not possible to accurately predict how frequent swing pricing will be applied. Adjustments made pursuant to swing pricing may be greater than or less than the actual costs of buying or selling underlying investments. Investors should also be aware that swing pricing may not always, or fully, counter the dilution effect on the Sub-Funds.

(q) Early termination risk

The Sub-Funds may be terminated for a number of reasons. These may include (i) the SFC withdrawing its authorisation of the Sub-Funds; (ii) if any law is passed which renders it illegal or in the opinion of the Manager impracticable or inadvisable to continue the Sub-Funds; (iii) the retirement or removal of the Manager where no replacement manager can be found which is acceptable; (iv) the retirement or removal of the Trustee where no replacement trustee can be found which is acceptable; (v) at any time one (1) year after the establishment of a Sub-Fund the Net Asset Value of that Sub-Fund falls below HK\$40,000,000; or (vi) in other circumstances described in this Explanatory Memorandum. If a Sub-Fund is terminated for whatever reason, it may suffer declines in its Net Asset Value. Accordingly,

investors may not receive an amount upon termination equal to their capital originally invested in the Units.

(r) Tax risk

Dividends and certain interests or other income paid to the Sub-Funds may be subject to tax on trading profits or on certain securities transaction, transfer or stamp duty or withholding tax which may negatively impact on the Sub-Funds' performance and distributions (if applicable) that the Unitholders may receive from the Sub-Funds.

(s) Risks relating to obligations to comply with AEOI

The Unitholders shall be required to, (i) upon demand by the Trustee or the Manager, provide any form, certification or other information reasonably requested by and acceptable to the Trustee or the Manager that is necessary for the Sub-Funds to satisfy reporting or other obligations under AEOI, or to satisfy any obligations relating to any applicable laws and regulations or any agreements with any tax or fiscal authority in any jurisdictions, (ii) 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) otherwise comply with any reporting obligations imposed under AEOI, including reporting obligations that may be imposed by future legislation. The information provided by the Unitholders may be transmitted by the IRD to authorities in other jurisdictions.

Each Unitholder and prospective investor should consult its own professional advisor(s) on the administrative and substantive implications of AEOI on its current or proposed investment in the Sub-Funds.

(t) Risks relating to obligations under FATCA Regulations

The Unitholders shall be required to, (i) upon demand by the Trustee or the Manager provide any form, certification or other information reasonably requested by and acceptable to the Trustee or the Manager that is necessary for the Sub-Funds (A) to prevent withholding (including, without limitation, any withholding taxes required under FATCA regime as more particularly described in paragraph (t) below) or qualify for a reduced rate of withholding or backup withholding in any jurisdiction from or through which Sub-Funds receive payments, and/or (B) to satisfy reporting or other obligations under the IRC and the United States Treasury Regulations promulgated under the IRC, or to satisfy any obligations relating to any applicable laws and regulations or any agreements with any tax or fiscal authority in any jurisdictions, (ii) 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) otherwise comply with any reporting obligations imposed under the FATCA regulations.

The Sub-Funds will endeavour to satisfy any obligations imposed under the FATCA regulations so as to avoid the imposition of FATCA withholding, however, no assurances can be given that the Sub-Funds will be able to satisfy those obligations. If any Sub-Fund becomes subject to FATCA withholding, the value of the Units held by the Unitholders may suffer material losses.

If the Unitholder or an intermediary through which it holds interest in the Sub-Funds fails to provide the Sub-Funds, its agents or authorised representatives with complete and accurate information that may be required by the Sub-Funds to comply with FATCA, the Unitholder may be subject to withholding on amounts otherwise distributable to the Unitholder, may be compelled to sell his interest in the Sub-Funds, or in certain situations, the Unitholders' interest in the Sub-Funds may be sold involuntarily (provided that the Sub-Funds observe applicable laws and regulations, act in good faith and on reasonable grounds).

In cases where Unitholders invest in the Sub-Funds through an intermediary, Unitholders are reminded to check whether such intermediary is FATCA compliant. If Unitholders are in any doubt, they should consult their tax advisor, stockbroker, bank manager, solicitor, accountant and other financial adviser regarding the possible implications of FATCA on the Unitholders and the Sub-Funds.

Unitholders, and intermediaries acting for Unitholders, should therefore take note that if they meet the definition of US Person then they will need to declare this to any Sub-Funds and submit any mandatory documentation.

(u) Withholding tax risk under FATCA regime

Investors should note that (i) the proceeds from the sale of securities in some markets or the receipt of any dividends or other income may be or may become subject to tax, levies, duties or other fees or charges imposed by the authorities in that market including taxation levied by withholding at source

and/or (ii) the Sub-Funds' investments may be subject to specific taxes or charges imposed by authorities in some markets. The FATCA rules generally impose a 30% withholding tax on (a) certain US source payments (including interest and dividends) and gross proceeds from the sale or other disposition of property that can produce US source interest or dividends (such as bonds or shares issued by a US issuer) ("withholdable payments"), and (b) "foreign passthru payments" (generally, payments that are attributable to withholdable payments) made by certain non-US entities (collectively referred to as "passthru payments"). Under the FATCA rules, if the Sub-Funds do not or cannot report to the IRS information regarding US Person that indirectly hold interests in the Sub-Funds, and to comply with certain other reporting, verification, due diligence and other requirements, the Sub-Funds generally would be subject to 30% withholding tax on passthru payments received by the Sub-Funds, which would reduce the Sub-Funds' value. Although the Sub-Funds will attempt to satisfy any obligations imposed on it to avoid the imposition of the FATCA withholding tax, no assurance can be given that the Sub-Funds will be able to satisfy these obligations. If the Sub-Funds become subject to a withholding tax as a result of the FATCA regime, the value of the Units held by Unitholders may suffer material losses.

Even if the Sub-Funds are able to comply with the requirements under the FATCA rules, Unitholders that fail to comply with information requests (including information requests from certain non-US entities through which payments from the Sub-Funds may be made) or otherwise comply with the requirements of the FATCA rules may be subject to a 30% withholding tax on passthru payments made by the Sub-Funds. Additionally, the Sub-Funds may be required to withhold tax on passthru payments made by the Sub-Funds to certain non-US entities (for example, a Unitholder's Hong Kong investment dealer) that are not in compliance with the FATCA rules, including certain non-US financial institutions through which distributions on the Units may be made.

The imposition of the 30% withholding tax under the FATCA rules could result in materially reduced investment returns for the Unitholders, including in circumstances where the withholding tax is imposed on passthru payments received by the Sub-Funds from the portfolio. The administrative costs arising from compliance with the FATCA rules may also cause an increase in the operating expenses of the Sub-Funds, thereby further reducing returns to Unitholders.

Unitholders should consult their independent tax advisor regarding the potential effect of the FATCA rules to an investment in the Sub-Funds.

(v) Custody risk

Custodians or sub-custodians may be appointed in local markets for purpose of safekeeping assets in those markets. 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 a Sub-Fund in investing and holding investments in such markets will be generally higher than in organised securities markets.

In addition to the general risk factors set out above, investors should also note the following risk factors with respect to *NCB China Equity Fund*, *NCB China Resources Opportunities Fund* and *NCB China Balanced Fund*:

(a) Concentration Risk

The Sub-Funds mainly focus their investments on investment instruments that are related to the economic growth or development of the PRC. The value of the Sub-Funds may be more volatile than that of a fund having a more diverse portfolio of investments.

The value of the Sub-Funds may be more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting the market in the PRC.

(b) Emerging Market / PRC Market Risk

Investing in emerging markets (including the PRC market) involves special risks and consideration which are different from other markets. Investors investing in the securities relating to emerging markets must be familiar with and understand the risks of investing in emerging markets generally and the risks specific to the relevant market in particular which are different from other markets.

Factors such as economic, political, social, regulatory development etc. in emerging markets may differ from other markets to varying extents. Investors should note that, different aspects such as the level of financial markets volatility or price volatility, the size of capital markets, the development of economic, political and social conditions and policies, the development of clearance and settlement systems and

procedures, risks in relation to foreign exchange and liquidity etc. in relation to an emerging market may differ from other countries / regions. All of the various factors above may have a different impact on performance of the Sub-Funds.

The value of the Sub-Funds' assets may be subject to varying degrees of impact due to different government policies, foreign exchange and monetary policies and tax regulations. Such measures may have associated impact on the economy or financial market of an emerging market.

In recent years the PRC is experiencing an economic reform with Chinese characteristics and the PRC government is developing and improving the regulatory and legal framework for securities markets.

Companies in Mainland China are required to follow the Chinese accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be varying degrees of differences between financial statements prepared by accountants following the Chinese accounting standards and practice and those prepared in accordance with international accounting standards.

The PRC government may from time to time adopt corrective measures to control the pace of the PRC economic growth. The PRC government's regulation on currency conversion and future movements in exchange rates may have corresponding effect on the operations and financial results of the companies invested in by the Sub-Funds. Furthermore, the PRC is developing and improving its clearance and settlement systems and procedures.

(c) Risk Associated with High Volatility of the Equity Market in Mainland China

High market volatility and potential settlement difficulties in the Mainland China equity market may result in significant fluctuations in the prices of the securities traded on such market and thereby may have an adverse impact on the prices of PRC securities in which the Sub-Funds invest or the price of the ELIs held by the Sub-Funds and thereby may adversely affect the value of the Sub-Funds.

(d) Risk Associated with Regulatory/Exchanges Requirements/Policies of the Equity Market in Mainland China

The stock exchanges in the PRC on which A shares and B shares are traded are relatively at a developing stage and the choice of investments in the A share and B share markets is limited as compared with other developed securities markets. Their trading volumes may be much lower than those in developed markets. Potential volatility and illiquidity of the A share and B share markets may have an adverse impact on the prices of PRC securities in which the Sub-Funds invest or the price of the ELIs held by the Sub-Funds.

Securities exchanges in the PRC typically have the right to suspend or limit trading in any security traded on the relevant exchange. The government or the regulators may also implement policies that may affect the financial markets. All these may have a negative impact on the Sub-Funds.

(e) Risks Relating to Investment in ETFs

Investors should note that the market price of the units of an ETF traded on the SEHK is determined not only by the Net Asset Value of an ETF but also by other factors such as the supply of and demand for the units of the ETF in the SEHK. Therefore, there is a risk that the market price of the units of the ETF traded on the SEHK may diverge significantly from the Net Asset Value of the ETF.

An ETF's returns may deviate from the index to which it is tracking due to a number of factors. For example, the fees and expenses of an ETF, the need for the manager of an ETF to adopt a representative sampling strategy, rounding of share prices, changes to the tracking index and regulatory policies may affect the ability of the manager of an ETF to achieve close correlation with the tracking index. Further, an ETF may receive income (such as interests and dividends) from its assets while the tracking index does not have such sources of income.

An ETF is not actively managed. The manager of an ETF may not take an active role in defending the position of the ETF in declining markets. Hence, any fall in the relevant index will result in a corresponding fall in the value of the ETF.

There can be no assurance that an active trading market in respect of the units of an ETF will be developed or maintained.

(f) Risk Relating to Investment in ELIs

Illiquidity risk: ELIs linked to one or a basket of A shares are usually subject to the terms and conditions imposed by the ELI issuer. If the Sub-Funds invest in ELIs which are not listed or quoted or dealt in on a market, such investment can be highly illiquid as there may not be an active market for the ELIs. Even if the ELIs are quoted, there is no assurance that there will be an active market for them and therefore investment in these ELIs can also be highly illiquid. In order to meet realization requests, the issuer will have to act as a market maker and re-purchase the ELIs. In unwinding the ELIs, the ELI issuer will quote a price that will reflect the market liquidity conditions and the prices of the underlying securities, and the Sub-Funds may only rely upon such price in the unwinding transactions.

Potential lack of economic benefits of underlying A shares: Depending on the terms of the ELIs, investment in an ELI may not entitle the Sub-Funds to capture all the economic benefits (such as dividend or other rights) associated with the underlying A shares.

Repatriation risk: ELIs issued by institutions or their affiliates with the QI status will be subject to the restrictions imposed in respect of repatriation of funds. ELIs may be restricted from withdrawing funds from its account with the QI under the QI rules and regulations. It may, therefore, not be possible for ELIs to repatriate funds from the PRC, or it may require government consent to do so, hence may adversely affect the Sub-Funds' liquidity and performance. Furthermore, investments in the A share market through the ELIs may be subject to other limitations, such as the control of currency conversion which may also result in difficulties in the repatriation of funds. These may restrict the Sub-Funds' performance and their ability to meet realization requests. In order to meet a substantial redemption request, the Sub-Funds may need to sell investments other than the ELIs or even suspend the determination of the Net Asset Value and dealings of the Sub-Funds.

Valuation risk: Valuation of the ELIs may be performed by the issuer or independent third parties, in accordance with the terms of the ELIs. Investors should note that different ELI issuers may have different terms for the ELI and may have varying valuation principles. Generally, valuation will be based on, among other factors, the closing price of the relevant A shares underlying the ELI. If the ELI is not denominated in RMB, the value of the ELI may also be subject to the foreign exchange conversion between RMB and the currency in which the ELI is denominated. Valuation of the ELIs may also involve the imposition of any bid and offer spread or any other charges by the issuer. Valuation uncertainties such as foreign exchange conversion risk, bid and offer spread and other charges could have an adverse effect on the Net Asset Value of the Sub-Funds.

Credit risk: As the Sub-Funds will invest in ELIs, performance of the Sub-Funds may be adversely affected if the issuer of the ELIs defaults due to a credit or liquidity problem. If any one of the ELIs issuers fails to perform its obligations under the ELIs, the Sub-Funds may suffer losses which may be equal to the full value of investment in such ELIs.

An ELI issuer must meet the following criteria: (i) it or the guarantor of the relevant ELI (as the case may be) must have a credit rating acceptable to the Manager (taking into account factors such as the prevailing market conditions, the credit ratings of other entities with comparable financial standing and the credit rating of the holding company of the relevant counterparty); and (ii) it or the guarantor of the relevant ELI (as the case may be) must be an authorized 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. A member company of a group including a commercial bank supervised by a regulator in a jurisdiction acceptable to the Manager.

QI risk: Given that the issuance of the ELIs depends on the ability of the QI to buy and sell A shares, any restrictions or any changes in laws and regulations imposed by the PRC government on QI's operations may adversely affect the issuance of ELIs. If the QI status of the relevant QI is revoked, the relevant ELI issuer may cease to be under an obligation to extend the duration of the ELIs or to issue further ELIs. This may have impact on the Sub-Funds' ability to achieve their investment objective.

Investors should also note that the above risks relating to ELIs will increase as the Sub-Funds' investment through ELIs in the A share market increases.

(g) Foreign Exchange and RMB Currency and Conversion Risks

Underlying investments of the Sub-Funds may be denominated in currencies (e.g. RMB (specifically offshore RMB ("CNH") or onshore RMB ("CNY"))) other than the base currency of the Sub-Fund (e.g. HKD). The Net Asset Value of the Sub-Funds may be affected unfavorably by fluctuations in the

exchange rates between these currencies and the base currency and by changes in exchange rate controls.

RMB is currently not freely convertible and is subject to exchange controls policies and repatriation restrictions imposed by the Chinese government. Conversion between RMB and other currencies is also subject to policy restrictions relating to RMB and the relevant regulatory requirements in Hong Kong.

Non-RMB based 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 or that RMB will not be subject to devaluation against the investors' base currencies. Any depreciation or devaluation of RMB could adversely affect the value of the investors' investments in the Sub-Funds. Such investor will incur currency conversion costs. Also, depending on the exchange rate movements of RMB relative to the base currency of a Sub-Fund and/or other currency(ies) of the non-RMB denominated underlying investments of the Sub-Fund, (i) an investor may still suffer losses even if there are gains or no losses in the value of the non-RMB denominated underlying investments; or (ii) an investor may suffer additional losses if the non-RMB denominated underlying investments of the Sub-Fund fall in value.

Although CNH and CNY are the same currency, they trade at different rates and separate markets which operate independently. As such, CNH does not necessarily have the same exchange rate and may not move in the same direction as CNY. Any divergence between CNH and CNY may adversely impact investors.

The Sub-Funds may also be subject to bid/ offer spread and currency conversion costs when converting to and from Hong Kong dollars and RMB.

(h) Risks Associated with Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively, **"Shanghai and Shenzhen Connect"**)

(i) Quota limitations:

Each of the Shanghai and Shenzhen Connect is subject to a set of Daily Quota, which does not belong to the Sub-Funds and can only be utilized on a first come, first served basis. The Daily Quota is respectively monitored by SEHK and SSE or SZSE (as the case may be). The Daily Quota limits the maximum net buy value of cross-boundary trades under each of the Shanghai and Shenzhen Connect each day. The Daily Quota will be reset every day. Unused Daily Quota will not be carried over to next day's Daily Quota.

The Northbound Daily Quota balance is disseminated on the HKEx website.

If the Northbound Daily Quota Balance drops to zero or Daily Quota is exceeded during the opening call auction session, new buy orders will be rejected.

Once the Northbound Daily Quota Balance drops to zero or the Daily Quota is exceeded during a continuous auction session, no further buy orders will be accepted for the remainder of the day.

It should be noted that quota limitations may restrict the Sub-Funds' ability to invest in SSE Securities and/or SZSE Securities through Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect on a timely basis, and the Sub-Funds may not be able to effectively pursue its investment strategies.

(ii) Suspension risk:

The SEHK, SSE and SZSE would reserve the right to suspend Northbound and/or Southbound trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading through Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect is effected, the Sub-Funds' ability to access the PRC market will be adversely affected.

(iii) Differences in trading day:

Shanghai and Shenzhen Connect will only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but Hong Kong investors (such as the Sub-Funds) cannot carry

out any trading of A shares. The Sub-Funds may be subject to a risk of price fluctuations in A shares during the time when Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect is not trading as a result.

(iv) Operation risk:

- Shanghai and Shenzhen Connect provide new channels for investors from Hong Kong and overseas to access the China stock market directly.
- Shanghai and Shenzhen Connect are premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in Shanghai and Shenzhen Connect subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house. Besides, securities regimes and legal systems of the two markets differ significantly and in order for the program to operate smoothly, market participants may need to address issues arising from the differences on an on-going basis.
- The “connectivity” in each of Shanghai and Shenzhen Connect requires routing of orders across the border. This requires the development of new information technology systems on the part of the SEHK and exchange participants (i.e. a new order routing system) to be set up by SEHK to which exchange participants need to connect. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through Shanghai and Shenzhen Connect could be disrupted. The Sub-Funds’ ability to access the A share market (and hence to pursue its investment strategy) will be adversely affected. The Sub-Funds may also incur trading or other unforeseeable losses in that event.

(v) Restrictions on selling imposed by front-end monitoring:

- PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise the SSE and/or SZSE will reject the sell order concerned. SEHK will carry out pre-trade checking on A shares sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.
- If the Sub-Funds desire to sell certain SSE Securities and/or SZSE Securities it holds, to the extent those SSE Securities and/or SZSE Securities are not kept in the Special Segregated Account (SPSA) maintained with CCASS, it must transfer them to the respective accounts of its brokers before the market opens on the day of selling. If it fails to meet this deadline, it will not be able to sell those shares on such day.

(vi) Recalling of eligible stocks:

If a stock is recalled from the scope of eligible stocks for trading via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect (as the case may be), the stock can only be sold and cannot be bought. This may affect the investment portfolio of the Sub-Funds. Investors should therefore pay close attention to the list of eligible stocks as provided and renewed from time to time by SEHK, SSE and/or SZSE.

(vii) Clearing and settlement risk:

- HKSCC and CSDCC will establish the clearing links and each will become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.
- Should the remote event of CSDCC default occur and CSDCC be declared as a defaulter, HKSCC’s liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against CSDCC. HKSCC will in good faith, seek recovery of the outstanding stocks and monies from CSDCC through available legal channels or through CSDCC’s liquidation. In that event, the Sub-Funds may suffer delay in the recovery process or may not be able to fully recover its losses from CSDCC.

(viii) Counterparty risk relating to brokers:

Investment through each of Shanghai and Shenzhen Connect is conducted through broker(s), and is subject to the risks of default by such brokers' in their obligations. Each of Shanghai and Shenzhen Connect follows the A share settlement cycle where the A shares are settled on the same trade day and cash on a T+1 basis. Although the Sub-Funds may have settlement arrangements in place with brokers different from the A share settlement cycle, the deliveries of SSE Securities and/or SZSE Securities and payments therefor may not be simultaneous.

(ix) Participation in corporate actions and shareholders' meetings:

- HKSCC will keep CCASS participants informed of corporate actions of SSE Securities and/or SZSE Securities. Hong Kong and overseas investors (including the Sub-Funds) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of SSE Securities or SZSE Securities (as the case may be) may be as short as one Business Day only. Therefore, the Sub-Funds may not be able to participate in some corporate actions in a timely manner.
- Hong Kong and overseas investors (including the Sub-Funds) are holding SSE Securities and/or SZSE Securities traded via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect (as the case may be) through their brokers or custodians. According to existing Mainland practice, multiple proxies are not available. Therefore, the Sub-Funds may not be able to appoint proxies to attend or participate in shareholders' meetings in respect of the SSE Securities and/or SZSE Securities (as the case may be).

(x) Regulatory risk:

- Each of Shanghai and Shenzhen Connect is novel in nature, and will be subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under Shanghai and Shenzhen Connect.
- It should be noted that the regulations are untested and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change. There can be no assurance that Shanghai and Shenzhen Connect will not be abolished. The Sub-Funds, which may invest in the PRC market through Shanghai and Shenzhen Connect, may be adversely affected as a result of such changes.

(xi) Foreign exchange / currency conversion risk:

The Sub-Funds may be subject to exchange rate fluctuations between Hong Kong dollars and RMB (specifically CNH or CNY) given that the Sub-Funds are denominated in Hong Kong dollars, but the SSE Securities and/or SZSE Securities acquired via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect are denominated in CNH. Share securities acquired through QI (or the then QFII) are denominated in CNY, while the cash holding of the Sub-Funds could be in either RMB or Hong Kong dollars. The Sub-Funds may also be subject to bid/offer spread and currency conversion costs when converting to and from Hong Kong dollars and RMB.

(i) Risks in relation to distribution

Investors should be aware that in circumstances where distributions are paid out of capital or effectively out of capital, this amounts to a return or withdrawal of part of the amount investors originally invested or from any capital gains attributable to that original investment. Any distributions involving payment of distributions out of capital or payment of distributions effectively out of capital (as the case may be) may result in an immediate decrease in the Net Asset Value per Unit.

(j) Potential Conflicts of Interest

The Sub-Funds may invest in ETFs and/or CISs managed by the Manager and this may give rise to potential conflicts of interests. All initial charges (if any) on the underlying ETFs and/or CISs must be waived. The Manager may not obtain a rebate on any fees or charges levied by such underlying ETFs and/or CISs.

Also, the Manager may promote, manage, advise or otherwise be involved in any other funds or investment companies while they act as the Manager of the Sub-Funds. Furthermore, the Manager and the Trustee are affiliated. Situation may arise where there are conflicts of interest between such entities. If such conflict arises, each of the Manager and the Trustee will have regard in such event to its obligations to the Sub-Funds and will endeavour to ensure that such conflicts are resolved fairly.

For information relating to conflicts of interest, please refer to the sub-heading “Potential Conflict of Interest, Transactions with Connected Persons and Soft Commissions” under the section headed “Charges and Expenses” on pages 48 to 49 of the Explanatory Memorandum.

The investors should also note the following risk factor with respect to *NCB China Resources Opportunities Fund*:

Industry or sector risk

The Sub-Fund invests primarily in single, limited or specialist sectors. As a result, the Sub-Fund may be subject to greater risks and market volatility than a fully diversified investment portfolio covering different economic sectors.

The investors should also note the following risk factors with respect to *NCB China Balanced Fund*:

(a) Credit rating risk

Credit ratings assigned by rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or issuer at all times. The credit ratings assigned by credit rating agencies are a generally accepted barometer of credit risk of a fixed income security. They are, however, subject to certain limitations. For example, the rating of an issuer is heavily weighted by past developments and does not necessarily reflect probable future conditions. There is often a time lag in updating the credit ratings in response to recent credit events.

(b) Downgrading risk

The credit rating of a debt instrument or its issuer may subsequently be downgraded. In the event of such downgrading, the value of the Sub-Fund may be adversely affected. The Manager may or may not be able to dispose of the debt instruments that are being downgraded. The Sub-Fund may continue to hold such investment, and higher risks may result as the investment may be subject to higher volatility, liquidity and credit risk.

(c) Risk associated with debt securities rated below investment grade or unrated debt securities

The Sub-Fund may invest in debt securities rated below investment grade (rated as Ba1 or below by Moody's Investor Services, Inc. or BB+ or below by Standard & Poor's Corporation or Fitch Ratings or equivalent rating by other internationally recognised rating agencies) or unrated debt securities. Such securities are generally subject to lower liquidity, higher volatility and greater risk of loss of principal and interest than high-rated debt securities.

For the purpose of the Sub-Funds, “unrated bond” is defined as a bond which neither the bond itself nor its issuer has a credit rating.

(d) Risks associated with the Bond Connect and the China interbank bond market

The Sub-Fund may invest in debt securities through the Bond Connect and may be exposed to liquidity and volatility risks, as low trading volume of certain debt securities in the China interbank bond market may cause market volatility and potential lack of liquidity. These may result in prices of certain debt securities traded on such market fluctuating significantly. The bid and offer spread of the prices of such securities may be large, and the Sub-Fund may incur significant trading and realisation costs and may potentially suffer losses when disposing of such investments.

Where the Sub-Fund enters into transactions through the Bond Connect, the Sub-Fund may also be subject to risks associated with settlement procedures and counterparties and generally to default risks. The counterparty which has entered into a transaction with the Sub-Fund may default in its obligation to settle the transaction by delivery of relevant security or payment for value.

The Sub-Fund may also be subject to the risks of default or errors on the part of third parties, including without limitation, the offshore custody agent, registration agents, or other third parties (as the case may be), given that the relevant filings or registration with the PBOC and the account opening and operations in relation to investments through the Bond Connect shall be carried out via such third parties.

The Sub-Fund may also be exposed to regulatory risks relating to the Bond Connect. The relevant rules and regulations on the Bond Connect are subject to change which may have potential retrospective effect. In the event that the relevant Mainland Chinese authorities suspend account opening of the Bond Connect or trading through the Bond Connect, the Sub-Fund's ability to invest in the China interbank bond market and hence to achieve its investment objective may be adversely affected.

Further, if there is any non-compliance with the applicable PRC laws, regulations and rules relating to trading through the Bond Connect or the China interbank bond market or the relevant undertakings given by the Manager or other service providers, trading of the bonds will be adversely affected or even suspended which may result in liquidity or other risks. Please also refer to paragraph (o) above on "liquidity risk".

Trading through the Bond Connect is performed through newly developed trading platforms and operational systems. There is no assurance that such platforms and systems will function properly or will continue to be adapted to changes and developments in the market. In the event that the relevant platforms and systems fails to function properly, trading through the Bond Connect may be disrupted and the Sub-Fund's ability to trade through the Bond Connect and hence to pursue its investment strategy may be negatively affected. Besides, the Sub-Fund may be subject to risks of delays inherent in the order placing and/or settlement systems for its investment through the Bond Connect.

Currently, the bonds acquired by the Sub-Fund through the Bond Connect are registered in the name of the CMU as nominee and held in its account with the onshore custody agents. The CMU will in turn provide bond registration and depository service for overseas investors trading under the Bond Connect. The Sub-Fund is exposed to potential risk where the precise nature and rights of the Sub-Fund in the bonds through CMU as nominee holder is not well defined under PRC law, due to a lack of clear definition of, and distinction between, "legal ownership" and "beneficial ownership" under PRC law and there are limited cases involving nominee account structure in the PRC courts. The Sub-Fund may be exposed to uncertainty in the exact nature and methods of enforcement of the rights and interests of the Sub-Fund under PRC law through CMU or directly. Accordingly, the Sub-Fund's ability to enforce its rights and interests in the bonds acquired through the Bond Connect may be affected or may suffer delay.

In the absence of specific taxation rules on Northbound Trading of the Bond Connect, the Sub-Fund may also be subject to uncertainty in relation to the tax arrangement for investment via the Bond Connect.

(e) The "Dim Sum" bond (i.e. bonds issued outside 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 quantity of RMB debt securities issued or distributed outside Mainland China is currently limited. The credit quality of offshore RMB debt securities may be affected by such limited supply of debt securities and the excess demand of such debt securities in the market. This may have an adverse impact on the quality and pricing of such debt securities which in turn may have an adverse effect on the Sub-Fund's Net Asset Value.

Further, the Sub-Fund may not be able to find suitable debt instruments to invest in and hold a significant portion of assets in RMB bank deposits or term deposits with substantial financial institutions if there are not sufficient RMB debt securities for the Sub-Fund to invest in or when such instruments held are of short duration and are at maturity, until suitable RMB debt instruments are available in the market. This may adversely affect the Sub-Fund's return and performance.

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 the 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).

(f) Liquidity and volatility risk associated with investments in debt securities/ fixed income instruments in Mainland market

The debt securities/ fixed income instruments in the PRC market may be subject to higher volatility and lower liquidity compared to more developed markets. The prices of securities traded in such market may be subject to fluctuations. The bid and offer spreads of the price of such securities may be large and the Sub-Fund may incur significant trading costs. Certain securities may be difficult or impossible to sell, and this would affect the Sub-Fund's ability to acquire or dispose of such securities at their intrinsic value.

- (g) Credit rating agency risk associated with investments in Mainland China onshore debt securities / fixed income instruments

The credit rating agencies/appraisal system in the Mainland and the rating criteria and/or methodologies employed in the Mainland may be different from those employed in other markets or adopted by most of the established international credit rating agencies. Credit ratings given by Mainland rating agencies may therefore not be directly comparable with those given by other international rating agencies. Valuation of these debt and fixed income instruments may be more difficult and the prices of the Sub-Fund may be more volatile.

- (h) Sovereign debt risk

The 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 the Sub-Fund to participate in restructuring such debts. The Sub-Fund may suffer significant losses when there is a default of sovereign debt issuers.

- (i) Valuation risk

Valuation of the Sub-Fund's investment 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, this may affect the Net Asset Value calculation of the Sub-Fund. The value of debt securities/fixed income instruments may be affected by changing market conditions or other significant market events affecting valuation. For example, in the event of downgrading of an issuer, the value of the relevant debt securities/fixed income instruments may decline rapidly.

- (j) PRC Tax Risk

Various tax reforms have been implemented by the PRC government in recent years. There can be no assurance that these existing tax laws will not be revised or abolished. The Sub-Fund may be subject to withholding and various other taxes imposed in Mainland China. Any changes in tax policies may affect adversely the performance of companies in the PRC or companies with activities closely related to the economic development and growth of the PRC.

1. Corporate Income Tax ("CIT")

1.1. Investing in A shares

a) Capital gains

Under the prevailing PRC CIT Law, gains derived by a non-resident from the trading of A shares would be subject to PRC withholding income tax ("WHT") unless exempted under tax law and/or an applicable tax treaty.

Under the terms of the ELIs, the QI (or the then QFII) being the issuer of the ELIs held by the Sub-Fund will pass on this potential tax liability to the Sub-Fund in the form of a WHT. The Sub-Fund is the ultimate party which will bear the potential WHT liability in respect of ELIs held by the Sub-Fund. If WHT is levied, it shall be deducted from the value of the ELIs and this will have an impact on the Net Asset Value of the Sub-Fund.

Pursuant to Caishui [2014] No. 79 – The Circular Concerning the issue of temporary exemption from the imposition of capital gain tax arising from gains from the transfer of equity investment assets such as PRC domestic shares by QFII and RQFII ("Circular 79") issued by the Ministry of Finance of the PRC ("MOF"), the State Taxation Administration of the PRC ("STA") and the CSRC on 14 November 2014, effective from 17 November 2014, capital gains derived by a QFII or RQFII (i.e. QI under the prevailing QI rules and regulations) from trading of A shares are temporarily exempted from WHT, provided the capital gains are not effectively connected with any permanent establishment ("PE") (if any) that the then QFII or RQFII (or currently the QI) has in China; such exemption, however, will not apply to capital gains derived by the then QFII or RQFII from transactions prior to 17 November 2014.

Pursuant to "Caishui [2014] No. 81 – The Circular on Issues Relating to the Tax Policy of the Pilot Inter-connected Mechanism for Trading on the Shanghai and Hong Kong Stock Markets" ("Circular 81") and "Caishui [2016] No. 127 – The Circular on Issues Relating to the Tax Policy of the Pilot Inter-connected Mechanism for Trading on the Shenzhen and Hong Kong Stock Markets" ("Circular 127"), effective from 17 November 2014 and 5 December 2016 respectively

Hong Kong market investors, both enterprises and individuals, investing in A shares via Shanghai and Shenzhen Connect are temporarily exempted from income tax on capital gains derived from the sales of A shares traded in the SSE and SZSE.

According to Circular 81 and Circular 127, the latest capital gain tax provisioning approach is as follows:

Based on professional and independent tax advice, the Sub-Fund currently will not set aside any capital gain tax provision derived from the gains from trading of A shares by a QI (or the then QFII) in relation to which the underlying A shares to which the relevant ELIs are linked or by the Sub-Fund in investing in A shares via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect.

The Manager will assess the capital gain tax provisioning approach on an on-going basis. Should the PRC tax policies in respect of the capital gain tax change, the Manager may decide to set aside a provision to meet any potential capital gain tax liability in the future. Prospective investors should consult their independent tax advisors regarding the possible implications of capital gain tax on an investment in the Sub-Fund.

b) Dividend income

To date, a 10% PRC withholding tax has been levied on dividends, distributions and interest payments from PRC listed companies to foreign investors. The PRC resident enterprises making the dividend distribution should be the withholding agent on the tax, but the QI (or the then QFII) is the taxpayer of such tax. If the distributing company fails to withhold, then the QI (or the then QFII) will need to pay the tax on its own.

As such, the QI (or the then QFII) (in relation to the underlying A shares to which the relevant ELIs are linked) being the issuer of the ELIs held by the Sub-Fund will also pass on this distribution tax liability to the Sub-Fund in the form of a WHT. Therefore, the QI (or the then QFII) and the Sub-Fund in investing A shares directly via Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect, would be subject to a WHT of 10% on all cash dividends payment or cash proceeds which were referable to dividends or distributions arising from A shares. There is no assurance that the rate of the WHT will not be changed by the relevant PRC tax authority in the future.

1.2. Investing in B shares, H shares, red-chip companies and shares of companies listed on SEHK

a) Capital gains

Under the prevailing PRC CIT Law and regulations, capital gains derived by a non-resident from disposal of B shares and H shares could be subject to WHT at 10%, but under current practice no WHT is imposed on non-residents where both the purchase and sales of the B shares and H shares are via the stock exchange market. Capital gains derived by a non-resident from disposal of red-chip companies and shares of companies listed on SEHK would not be subject to WHT unless the listed company is classified by the PRC tax authority as a PRC resident enterprise.

b) Dividend income

Similar to A shares, dividend and interest income derived from investment in B shares, H shares or certain shares of companies listed on SEHK (that have been classified by the PRC tax authorities as a PRC resident enterprise) by the Sub-Fund would be subject to the WHT at 10% imposed by the PRC tax authorities which may reduce the income from the Sub-Fund and will have an impact on the performance of the Sub-Fund.

1.3. Investing in debt and fixed income instruments

a) Capital gains

The PRC CGT Circular does not cover gains derived from transfers of onshore PRC debt securities. Based on the current interpretation of the STA and the local tax authorities, debt securities can be regarded as movable property, and thus capital gains derived by QI (or the then QFIIs) from the investment in onshore PRC debt securities should not be regarded as PRC sourced income for WHT purpose (i.e. QI (or the then QFIIs) should not be subject to WHT with respect to gains derived from the disposal of onshore debt securities), unless the STA and/or the MOF would issue further guidance stating otherwise. Capital gains derived from

transfer of offshore PRC debt securities would also be considered as non PRC sourced and would not be subject to PRC WHT.

If there is any change in the above interpretation and the PRC tax authorities seek to impose WHT on capital gains on bonds, the Manager of the Sub-Fund could seek to apply the treaty relief in relation to the Sub-Fund under the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion ("China-HK DTA"). As onshore PRC debt securities are outside the scope of properties referred to in Articles 13 (1) – 13 (5) of the China-HK DTA, capital gains derived by a Hong Kong tax resident from the trading of onshore PRC debt securities should fall within the scope of "other property" in Article 13 (6) of the China/HK DTA and thus should not be subject to PRC WHT pursuant to Article 13 (6) of the China-HK DTA. In order to qualify for this preferential treatment, the Manager will further assess and seek agreement from the PRC tax authorities in relation to the Sub-Fund, although this cannot be guaranteed.

b) Interest income

Under the PRC CIT Law and its detailed implementation rules, interest income derived from Mainland China by entities that are treated as non-residents in the PRC which have no PE in the Mainland China are subject to WHT at the rate of 10%. The WHT rate may be reduced under an applicable tax treaty (subject to the fulfillment of certain conditions). The distributing company is the withholding agent but the Sub-Fund is the taxpayer. If the distributing company failed to withhold the WHT, then the Sub-Fund needs to pay the tax on its own.

Under the PRC CIT Law, interest derived from government bonds issued by the Ministry of Finance, or bonds issued by local government of a province, autonomous regions, municipalities directly under the Central Government or municipalities separately listed on the state plan, as approved by the State Council, shall be exempt from PRC CIT.

In November 2021, the MOF and the STA released Bulletin [2021] No. 34 on tax treatment for Overseas Institutional Investors ("OIs") investing in China bond market dated 22 November 2021 ("Bulletin [2021] No.34").

Bulletin [2021] No. 34 provides that interest income on bonds derived by OIs in the China bond market is exempted from WHT for the period from 7 November 2021 to 31 December 2025.

2. Value-added tax ("VAT") and surtaxes

In China, business tax was completely replaced by VAT starting from May 1, 2016. QI (or the then QFIs and RQFIs) are exempted from VAT on securities (including debt and fixed income instruments) trading activities in China according to Caishui [2016] No. 36 ("Circular 36") and Caishui [2016] No. 70 ("Circular 70"). According to Circular 36 and Circular 127, the Sub-Fund is exempted from VAT on A share trading activities through Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect. However, there is no clear rule on whether there is VAT exemption if the Sub-Fund invests in B shares. Thus, there may be VAT imposed on the Sub-Fund for trading of B shares. The H share transaction, red-chip companies transaction and other kinds of offshore shares transaction should not be subject to VAT.

Interest income received by foreign institutional investors from investments in PRC debt securities via Bond Connect shall be subject to 6% VAT unless special exemption applies. According to Circular 36, deposit interest income is not subject to VAT and interest income earned on government bonds is exempted from VAT.

Bulletin [2021] No. 34 provides that interest income of the bonds derived by OIs in the China bond market is temporarily exempted from VAT for the period from 7 November 2021 to 31 December 2025.

Where capital gains are derived by a non-resident from transfer of offshore PRC investment (e.g. offshore China debt securities), VAT in general is not imposed as the purchase and disposal are concluded and completed outside China.

If VAT is applicable, there are also other surtaxes (which include Urban Construction and Maintenance Tax, Education Surcharge and Local Education Surcharge) that would amount to as high as 12% of VAT payable.

3. Stamp Duty

Stamp duty under the PRC laws generally applies to the execution and receipt of all taxable documents listed in the PRC's Provisional Rules on Stamp Duty. Stamp duty is levied on the execution or receipt in China of certain documents, including contracts for the sale of A shares and B shares traded on the PRC stock exchanges. In the case of contracts for sale of A shares and B shares, such stamp duty is currently imposed on the seller but not on the purchaser, at the rate of 0.1%.

According to Circular 127, Hong Kong and overseas investors borrow and return listed shares in relation to shares guarantee and short-selling through Shanghai and Shenzhen Connect, will be exempted from stamp duty from 5 December 2016.

4. Tax Provision

The taxation laws and other regulations of the PRC are constantly changing, and may be changed with retrospective effect to the advantage or disadvantage of investors in the Sub-Fund. The interpretation and application of tax laws and other applicable regulations by the relevant authorities may not be as transparent or predictable as compared to the authorities administering similar regimes in other developed jurisdictions.

Since the Sub-Fund is the ultimate parties which will bear the risks relating to PRC tax liabilities, any changes to legislation, the interpretation or application of legislation, or the granting of foreign investors the benefit of tax exemptions or international tax treaties (which may be on a retrospective basis) will impact on the Sub-Fund's returns. In case there is any uncertainty, the Manager will decide whether tax provisions will be made in respect of the Sub-Fund for the tax obligations based on independent tax advice obtained. Even if provisions for taxation are made by the Manager, the amount of such provisions may not reflect the exact extent of PRC tax liabilities. As a result, investors may be disadvantaged or advantaged, depending on the final outcome of any tax liability. If the actual applicable tax rate levied by the PRC tax authorities is more than the provision made, investors should note that the Net Asset Value of the Sub-Fund may suffer more than the anticipated percentage of the provision as the Sub-Fund will have to bear the additional tax liabilities. There can be no guarantee that regulatory changes that have a detrimental impact on the investments of the Sub-Fund will not occur.

Although the relevant authorities have announced that CIT, VAT and individual income tax will be temporarily exempted on gains derived by Hong Kong and overseas investors (including the Sub-Fund) on the trading of A shares through Shanghai and Shenzhen Connect, dividends from A shares paid to Hong Kong and overseas investors will continue to be subject to 10% PRC WHT and the company distributing the dividend has the withholding obligation. Further, investors should note that the tax exemption on gains derived from trading of A shares via Shanghai and Shenzhen Connect under Circular 81 and Circular 127 was granted on a temporary basis and there is no assurance that the Sub-Fund will continue to enjoy the tax exemption over a long period of time. It is possible that any future announcement by the PRC tax authority may subject the Sub-Fund to unforeseen tax obligations, which may have retrospective effect.

Investors should seek their own tax advice on their Mainland China tax position with regard to their investment in the Sub-Fund.

(k) Risk associated with instruments with loss-absorption features

- (i) Debt instruments with loss-absorption features 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(s) (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 may result in a significant or total reduction in the value of such instruments.
- (ii) 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.
- (iii) The Sub-Fund may invest in contingent convertible debt securities, commonly known as CoCos, which are highly complex and are of high risk. Upon the occurrence of the 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.

- (iv) The Sub-Fund may invest in non-preferred senior 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.

Investors should also note the following risk factor(s) with respect to *NCB China Equity Fund and NCB China Resources Opportunities Fund*:

(a) PRC Tax Risk

Various tax reforms have been implemented by the PRC government in recent years. There can be no assurance that these existing tax laws will not be revised or abolished. The Sub-Funds may be subject to withholding and various other taxes imposed in Mainland China. Any changes in tax policies may affect adversely the performance of companies in the PRC or companies with activities closely related to the economic development and growth of the PRC.

1 Corporate Income Tax ("CIT")

1.1 Investing in A shares

a) Capital gains

Under the prevailing PRC CIT Law, gains derived by a non-resident from the trading of A shares would be subject to PRC withholding income tax ("WHT") unless exempted under tax law and/or an applicable tax treaty.

Under the terms of the ELIs, the QI (or the then QFII) being the issuer of the ELIs held by the Sub-Funds will pass on this potential tax liability to the Sub-Funds in the form of a WHT. The Sub-Funds are the ultimate party which will bear the potential WHT liability in respect of ELIs held by the Sub-Funds. If WHT is levied, it shall be deducted from the value of the ELIs and this will have an impact on the Net Asset Value of the Sub-Funds.

Pursuant to Caishui [2014] No. 79 – The Circular Concerning the issue of temporary exemption from the imposition of capital gain tax arising from gains from the transfer of equity investment assets such as PRC domestic shares by QFII and RQFII ("Circular 79") issued by the Ministry of Finance of the PRC ("MOF"), the STA and the CSRC on 14 November 2014, effective from 17 November 2014, capital gains derived by a QFII or RQFII (i.e. QI under the prevailing QI rules and regulations) from trading of A shares are temporarily exempted from WHT, provided the capital gains are not effectively connected with any permanent establishment ("PE") (if any) that the then QFII or RQFII (or currently the QI) has in China; such exemption, however, will not apply to capital gains derived by the then QFII or RQFII from transactions prior to 17 November 2014.

Pursuant to "Caishui [2014] No. 81 – The Circular on Issues Relating to the Tax Policy of the Pilot Inter-connected Mechanism for Trading on the Shanghai and Hong Kong Stock Markets" ("Circular 81") and "Caishui [2016] No. 127 – The Circular on Issues Relating to the Tax Policy of the Pilot Inter-connected Mechanism for Trading on the Shenzhen and Hong Kong Stock Markets" ("Circular 127"), effective from 17 November 2014 and 5 December 2016 respectively, Hong Kong market investors, both enterprises and individuals, investing in A shares via Shanghai and Shenzhen Connect are temporarily exempted from income tax on capital gains derived from the sales of A shares traded in the SSE and SZSE.

Accordingly, the latest capital gain tax provisioning approach is as follows:

Based on professional and independent tax advice, the Sub-Funds currently will not set aside any capital gain tax provision derived from the gains from trading of A shares by a QI (or the then QFII) in relation to which the underlying A shares to which the relevant ELIs are linked or by the Sub-Funds in investing in A shares via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect.

The Manager will assess the capital gain tax provisioning approach on an on-going basis. Should the PRC tax policies in respect of the capital gain tax change, the Manager may decide to set aside a provision to meet any potential capital gain tax liability in the future. Prospective

investors should consult their independent tax advisors regarding the possible implications of capital gain tax on an investment in the Sub-Funds.

b) Dividend income

To date, a 10% PRC withholding tax has been levied on dividends, distributions and interest payments from PRC listed companies to foreign investors. The PRC resident enterprises making the dividend distribution should be the withholding agent on the tax, but the QI (or the then QFII) is the taxpayer of such tax. If the distributing company fails to withhold, then the QI (or the then QFII) will need to pay the tax on its own.

As such, the QI (or the then QFII) (in relation to the underlying A shares to which the relevant ELIs are linked) being the issuer of the ELIs held by the Sub-Funds will also pass on this distribution tax liability to the Sub-Funds in the form of a WHT. Therefore, the QI (or the then QFII) and the Sub-Funds in investing A shares directly via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect, would be subject to a WHT of 10% on all cash dividends payment or cash proceeds which were referable to dividends or distributions arising from A shares. There is no assurance that the rate of the WHT will not be changed by the relevant PRC tax authority in the future.

1.2 *Investing in B shares, H shares, red-chip companies and shares of companies listed on SEHK*

a) Capital gains

Under the prevailing PRC CIT Law and regulations, capital gains derived by a non-resident from disposal of B shares and H shares could be subject to WHT at 10%, but under current practice no WHT is imposed on non-residents where both the purchase and sales of the B shares and H shares are via the stock exchange market. Capital gains derived by a non-resident from disposal of red-chip companies and shares of companies listed on SEHK would not be subject to WHT unless the listed company is classified by the PRC tax authority as a PRC resident enterprise.

b) Dividend income

Similar to A shares, dividend and interest income derived from investment in B shares, H shares or certain shares of companies listed on SEHK (that have been classified by the PRC tax authorities as a PRC resident enterprise) by the Sub-Funds would be subject to the WHT at 10% imposed by the PRC tax authorities which may reduce the income from the Sub-Funds and will have an impact on the performance of the Sub-Funds.

2 **VAT and surtaxes**

In China, business tax was completely replaced by VAT starting from May 1, 2016. QI (or the then QFII and RQFIIs) are exempted from VAT on securities (including debt and fixed income instruments) trading activities in China according to Circular 36 and Circular 70. According to Circular 36 and Circular 127, the Sub-Funds are exempted from VAT on A share trading activities through Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect. However, there is no clear rule on whether there is VAT exemption if the Sub-Funds invest in B shares. Thus, there may be VAT imposed on the Sub-Funds for trading of B shares. The H share transaction, red-chip companies transaction and other kinds of offshore shares transaction should not be subject to VAT.

If VAT is applicable, there are also other surtaxes (which include Urban Construction and Maintenance Tax, Education Surcharge and Local Education Surcharge) that would amount to as high as 12% of VAT payable.

3 **Stamp Duty**

Stamp duty under the PRC laws generally applies to the execution and receipt of all taxable documents listed in the PRC's Provisional Rules on Stamp Duty. Stamp duty is levied on the execution or receipt in China of certain documents, including contracts for the sale of A shares and B shares traded on the PRC stock exchanges. In the case of contracts for sale of A shares and B shares, such stamp duty is currently imposed on the seller but not on the purchaser, at the rate of 0.1%.

According to Circular 127, Hong Kong and overseas investors borrow and return listed shares in relation to shares guarantee and short-selling through Shanghai and Shenzhen Connect, will be exempted from stamp duty from 5 December 2016.

4 Tax Provision

The taxation laws and other regulations of the PRC are constantly changing, and may be changed with retrospective effect to the advantage or disadvantage of investors in the Sub-Funds. The interpretation and application of tax laws and other applicable regulations by the relevant authorities may not be as transparent or predictable as compared to the authorities administering similar regimes in other developed jurisdictions.

Since the Sub-Funds are the ultimate parties which will bear the risks relating to PRC tax liabilities, any changes to legislation, the interpretation or application of legislation, or the granting of foreign investors the benefit of tax exemptions or international tax treaties (which may be on a retrospective basis) will impact on the Sub-Funds' returns. In case there is any uncertainty, the Manager will decide whether tax provisions will be made in respect of the Sub-Funds for the tax obligations based on independent tax advice obtained. Even if provisions for taxation are made by the Manager, the amount of such provisions may not reflect the exact extent of PRC tax liabilities. As a result, investors may be disadvantaged or advantaged, depending on the final outcome of any tax liability. If the actual applicable tax rate levied by the PRC tax authorities is more than the provision made, investors should note that the Net Asset Value of the Sub-Funds may suffer more than the anticipated percentage of the provision as the Sub-Funds will have to bear the additional tax liabilities. There can be no guarantee that regulatory changes that have a detrimental impact on the investments of the Sub-Funds will not occur.

Although the relevant authorities have announced that CIT, VAT and individual income tax will be temporarily exempted on gains derived by Hong Kong and overseas investors (including the Sub-Fund) on the trading of A shares through Shanghai and Shenzhen Connect, dividends from A shares paid to Hong Kong and overseas investors will continue to be subject to 10% PRC WHT and the company distributing the dividend has the withholding obligation. Further, investors should note that the tax exemption on gains derived from trading of A shares via Shanghai and Shenzhen Connect under Circular 81 and Circular 127 was granted on a temporary basis and there is no assurance that the Sub-Fund will continue to enjoy the tax exemption over a long period of time. It is possible that any future announcement by the PRC tax authority may subject the Sub-Fund to unforeseen tax obligations, which may have retrospective effect.

Investors should seek their own tax advice on their Mainland China tax position with regard to their investment in the Sub-Funds.

In addition to the general risk factors and any specific risk factors set out above, investors should also note the following risk factors with respect to *NCB HK Dollar Money Market Fund*:

(a) Volatility and liquidity risk

The Sub-Fund may invest in money market instruments which are not listed or actively traded, and as a consequence tend to be less liquid and more volatile. The prices of money market instruments traded in such markets may be subject to fluctuations. The bid and offer spreads of the price of such money market instruments may be large and the Sub-Fund may incur significant trading costs.

(b) Interest rate risk

Investment in the Sub-Fund is subject to interest rate risk. Interest rates in the short-term money market may vary from day to day reflecting changes in the level of money available in the economy and expectations of interest rate trends. The rate of return to investors will therefore fluctuate with these changes. In general, the prices of money market instruments rise when interest rates fall, whilst their prices fall when interest rates rise.

(c) Credit/ counterparty risk

The Sub-Fund is exposed to the credit/default risk of issuers of the money market instruments that the Sub-Fund may invest in. The issuer, guarantor or counterparty to a financial instrument in which the underlying fund invests may default on its payment obligations or otherwise be unwilling or unable to honor its contractual obligations. This may affect the value of the investments or the amount that the

underlying fund may receive from the financial instruments. The performance of the Sub-Fund may therefore be adversely affected.

In view of the risk factors as mentioned above, the Sub-Funds are, therefore, only suitable for investors who can afford the risks involved.

Risk Management Policies with respect to NCB China Equity Fund, NCB China Resources Opportunities Fund and NCB China Balanced Fund

In accordance with the investment objectives and policies of NCB China Equity Fund, NCB China Resources Opportunities Fund and NCB China Balanced Fund, the Manager may invest in ELLs. The Manager will seek to:

- (a) acquire ELLs with reputable market counterparty with investment grade credit ratings to minimize the default and credit risks;
- (b) gather confirmed market news to assess the financial soundness of the issuers of the ELLs;
- (c) conduct review on the economic developments, investment policies for foreign investors and regulatory measures of the PRC, the market of the underlying equities of ELLs, in order to monitor relevant risks to investment in ELLs;
- (d) consider making tax provisions on investment in ELLs, if applicable, in order to mitigate relevant risk to the potential liability of the capital gain tax which may be levied by the PRC tax authority.

INVESTMENT AND BORROWING RESTRICTIONS

Investment Restrictions

The Trust Deed imposes a number of restrictions and prohibitions on investment of the Sub-Funds.

General Investment Restrictions

No holding of any security may be acquired for or added to a Sub-Fund which would be inconsistent with achieving the investment objective of the Sub-Fund.

Further, the following restrictions and prohibitions will apply to all the Sub-Funds except for Money Market Sub-Fund(s) under the Fund or as otherwise stated:

- (i) No holding of any security may be acquired for or added to a Sub-Fund which would result in:
 - (A) the aggregate value of a Sub-Fund's investments in, or exposure to, any single entity through the following exceeding 10% of its latest available Net Asset Value unless otherwise approved by the SFC:
 - (a) investments in securities issued by that entity;
 - (b) exposure to that entity through underlying assets of financial derivative instruments (see restriction in (ix) below); and
 - (c) net counterparty exposure to that entity arising from transactions of over-the-counter financial derivative instruments (see restriction in (x)(c) below);
 - (B) a Sub-Fund holding more than 10% of any ordinary shares issued by any single entity, or when aggregated with the holdings of such ordinary shares held by all other Sub-Funds, collectively holding more than 10% of any ordinary shares issued by any single entity;
 - (C) the aggregate value of a 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 Sub-Fund:
 - (a) investments in securities issued by those entities;
 - (b) exposure to those entities through underlying assets of financial derivative instruments (see restriction in (ix) below); and
 - (c) net counterparty exposure to those entities arising from transactions of over-the-counter financial derivative instruments (see restriction in (x)(c) below),

subject to restrictions in (i)(A) above and (x)(c) below.

- (ii) No cash deposits shall be made in respect of a Sub-Fund which would result in the value of the Sub-Fund's cash deposits (as defined under Note (1) to Chapter 7.1B of the UTMF Code) made with the same entity or entities within the same group (as defined under Note (1) to Chapter 7.1A of the UTMF Code) exceeding 20% of the latest available Net Asset Value of the Sub-Fund, provided that such 20% may be exceeded in the following circumstances:
 - (a) 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
 - (b) 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 Unitholders; or
 - (c) 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 be unduly burdensome and the cash deposits arrangements would not compromise the Unitholders' interests.
- (iii) (a) Unless otherwise stated, the restrictions in (i) above and (iv) below shall not apply, and the following paragraph under this (iii)(a) and the restrictions in (iii)(b) to (iii)(e) below shall apply where a Sub-Fund invests in other Collective Investment Schemes.

No holding of Collective Investment Schemes may be acquired for or added to a Sub-Fund which would result in the value of a Sub-Fund's investment in units or shares in other Collective Investment Schemes which are non-eligible schemes (i.e. schemes which are not set out in the list of recognized jurisdictions issued by the SFC) and not authorised by the SFC in aggregate exceeding 10% of the latest available Net Asset Value of the Sub-Fund.

- (b) A Sub-Fund may invest in one or more Collective Investment Schemes which are either authorized by the SFC or eligible schemes (i.e. schemes which are set out in the list of recognised jurisdictions issued by the SFC). No holding of Collective Investment Schemes may be acquired for or added to the Sub-Fund which would result in the value of the Sub-Fund's investment in units or shares in each such Collective Investment Scheme exceeding 30% of its latest available Net Asset Value, unless the Collective Investment Scheme is authorized by the SFC, and the name and key investment information of the Collective Investment Scheme are disclosed in the Explanatory Memorandum.
- (c) In addition, the objective of each Collective Investment Scheme may not be to invest primarily in any investment prohibited by Chapter 7 of the UTMF Code, and where such Collective Investment Scheme's objective is to invest primarily in investments restricted by the Chapter 7 of the UTMF Code, such investments may not be in contravention of the relevant limitation.
 - (i) Where the Collective Investment Schemes are also managed by the Manager, or by other companies within the same group that the Manager belongs to, then restriction (i) above and restriction (iv) below are also applicable to investments of the Collective Investment Schemes.
 - (ii) A Collective Investment Scheme's objective may not be to invest primarily in other Collective Investment Scheme(s).
 - (iii) For the avoidance of doubt, a Sub-Fund may invest in scheme(s) authorized by the SFC under Chapter 8 (except for hedge funds under Chapter 8.7 of the UTMF Code), eligible scheme(s) (i.e. schemes which are set out in the list of recognised jurisdictions issued by the SFC) of which the net derivative exposure does not exceed 100% of its total Net Asset Value, and exchange traded funds ("ETFs") satisfying the requirements in the Note under "Investment in other schemes" of Chapter 7 of the UTMF Code in compliance with Chapter 7.11 and 7.11A of the UTMF Code.
 - (iv) Unless otherwise stated, ETFs satisfying the requirements in the Note under "Investment in other schemes" of Chapter 7 of the UTMF Code shall be considered and treated by the Manager as listed securities for the purposes of and subject to restrictions in (i) above and (iv) below. As such, no holding of any ETF may be acquired or added to a Sub-Fund which would result in the Sub-Fund's investment in each ETF exceeding 10% of its Net Asset Value, unless otherwise stated.

- (d) Where a Sub-Fund invests in any Collective Investment Scheme(s) managed by the Manager or by a Connected Person of the Manager, all initial charges and redemption charges on the underlying Collective Investment Scheme(s) shall be waived.
- (e) The Manager of a Sub-Fund or any person acting on behalf of a Sub-Fund or the Manager shall not obtain a rebate on any fees or charges levied by an underlying Collective Investment Scheme or its management company, or any quantifiable monetary benefits in connection with investments in any underlying Collective Investment Scheme.
- (iv) No holding of any security may be acquired for or added to a Sub-Fund which would result in the value of a Sub-Fund's investment in securities and other financial products or instruments that are neither listed, quoted nor dealt in on a market (as defined under Chapter 7.3 of the UTMF Code) exceeding 15% of its latest available Net Asset Value.
- (v)
 - (a) Notwithstanding restriction (i) above, the Manager may invest the assets of any Sub-Fund in Government and other public securities (as specified in Notes (1) and (2) to Chapter 7.5 of the UTMF Code) PROVIDED THAT no such securities shall be acquired or added to a Sub-Fund if as a result thereof the value of the Sub-Fund's investment in such securities of the same issue would exceed 30% of a Sub-Fund's latest available Net Asset Value.
 - (b) All of the assets of the Sub-Fund may be invested in Government and other public securities PROVIDED THAT in addition to complying with the limit in restriction (v)(a), not less than six different issues of such securities would then be held by the Sub-Fund.
- (vi) A Sub-Fund shall not 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.
- (vii) A Sub-Fund may acquire financial derivative instruments for hedging purposes. For the purpose of this restriction, 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.
- (viii) A Sub-Fund may acquire financial derivative instruments for non-hedging purposes ("investment purposes") provided that the limit that the Sub-Fund's net exposure relating to these financial derivative instruments ("net derivative exposure") does not exceed 50% of the latest available Net Asset Value of the Sub-Fund.
- (ix) Subject to restrictions (viii) above and (x) below, a Sub-Fund may invest in financial derivative instruments provided that no holding of any such financial derivative instruments may be acquired or added to the Sub-Fund which would result in the exposure to the underlying assets of the financial derivative instruments, together with the other investments of the Sub-Fund, in aggregate exceeding the corresponding investment restrictions or limitations applicable to such underlying assets and investments as set out in restrictions (i)(A), (i)(C), (ii), (iii) and (v) above and restriction (xix) below.
- (x) 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 shall 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, financial indices, interest rates, foreign exchange rates, currencies, or other asset classes acceptable to the SFC, in which a 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;
 - (c) subject to restrictions (i)(A) and (i)(C) above, 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 the latest available Net Asset Value of the Sub-Fund; and
 - (d) the valuation of the financial derivative instruments is marked-to-market daily, subject to regular, reliable and verifiable valuation conducted by the Manager or the Trustee, or their nominee(s), agent(s) or delegate(s) 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. 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, calculation agent/fund 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.
- (xi) For the avoidance of doubt, restrictions and limitations on counterparty as set out in restrictions (i)(A), (i)(C) and (x)(c) above 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.
- (xii) A Sub-Fund shall 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).
- (xiii) Subject to restriction (xii) above, 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 should 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.
- (xiv) Where a financial instrument embeds a financial derivative, restrictions (vii) to (xiii) above will also apply to the embedded financial derivative.
- (xv) A Sub-Fund may engage in securities lending, sale and repurchase and reverse repurchase transactions (collectively, "securities financing transactions"), provided that they are in the best interests of Unitholders and the associated risks have been properly mitigated and addressed. The counterparties to securities financing transactions should be financial institutions which are subject to ongoing prudential regulation and supervision.
- (xvi) A Sub-Fund should 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.
- (xvii) 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, should be returned to the Sub-Fund.
- (xviii) A Sub-Fund should ensure that it is able at any time to recall the securities or the full amount of cash (as the case may be) subject to the securities financing transaction(s) or terminate the securities financing transaction(s) into which it has entered.
- (xix) Unless otherwise permitted by the SFC or under the UTMF Code, a Sub-Fund may not invest in any type of real estate (including buildings) or interests in real estate (including options or rights but excluding shares in real estate companies and interests in real estate investment trusts (REITs)). In the case of investments in such shares and REITs, they shall comply with the investment limits as set out in

restrictions (i), (iii)(a) and (iv) above, where applicable. For the avoidance of doubt, where investments are made in listed REITs, the investment limits as set out in restriction (i) above apply, and where investments are made in unlisted REITs, which are either companies or Collective Investment Schemes, restrictions (iii)(a) and (iv) above apply respectively.

- (xx) No short sale may be made which results in the Sub-Fund's liability to deliver securities exceeding 10% of its latest available Net Asset Value and where a short sale is made, the security which is sold short must be actively traded on a market where short selling activities are permitted. For the avoidance of doubt, the Sub-Fund is prohibited to carry out any naked or uncovered short sale of securities and short selling should be carried out in accordance with all applicable laws and regulations.
- (xxi) Subject to restriction (iv) above, a Sub-Fund may not lend, assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person.
- (xxii) A Sub-Fund may not acquire any asset or engage in any transaction which involves the assumption of any liability which is unlimited.
- (xxiii) The liability of Unitholders shall be limited to their investments in a Sub-Fund.
- (xxiv) A Sub-Fund may not 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% of the total nominal amount of all the issued securities of that class or collectively the directors and officers of the Manager own more than 5% of those securities.
- (xxv) No part of any Sub-Fund shall be applied in the acquisition of any security which are for the time being nil paid or partly paid in respect of which a call is to be made for any sum unpaid on that security unless that call could be met in full out of cash or near cash by such 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 restrictions (xii) and (xiii) above.

Investment Restrictions Applicable to Money Market Sub-Funds

In relation to Money Market Sub-Fund(s) under the Fund, the following investment restrictions will apply instead of the General Investment Restriction set out above:

- (i) Subject to other restrictions below, the Sub-Fund may only invest in short-term deposits and high quality money market instruments and money market funds that are authorized by the SFC under Chapter 8.2 of the UTMF Code or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC.
- (ii) The Sub-Fund must 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 two years in the case of government and other public securities.
- (iii) Notwithstanding restrictions (i)(A) and (ii) under the General Investment Restrictions above, the aggregate value of the Sub-Fund's holding of instruments and deposits issued by a single entity may not exceed 10% of the latest available Net Asset Value of the Sub-Fund except:
 - (a) 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
 - (b) in the case of government and other public securities, up to 30% may be invested in same issue; or
 - (c) in respect of any deposit of less than US\$1,000,000 or its equivalent in the base currency of the Sub-Fund, where the Sub-Fund cannot otherwise diversify as a result of its size.
- (iv) Notwithstanding restrictions (i)(C) and (ii) under the General Investment Restrictions above, the aggregate value of the Sub-Fund's investments in entities within the same group through instruments and deposits may not exceed 20% of its latest available Net Asset Value. This restriction will not apply in respect of cash deposit of less than US\$ 1,000,000 or its equivalent in the base currency of the Sub-Fund, where the Sub-Fund cannot otherwise diversify as a result of its size. 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%.

- (v) The value of the Sub-Fund's holding of money market funds that are authorized by the SFC under Chapter 8.2 of the UTMF 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.
- (vi) The value of the Sub-Fund's holding of investments in the form of asset-backed securities may not exceed 15% of its latest available Net Asset Value.
- (vii) Subject to restrictions (xv) to (xviii) under the General Investment Restrictions above and Chapter 7.36 to 7.38 of the UTMF Code, the Sub-Fund may engage in sale and repurchase, and reverse repurchase transactions in compliance with the following additional requirements:
 - (a) the amount of cash received by the Sub-Fund under sale and repurchase transactions may not in aggregate exceed 10% of its total Net Asset Value;
 - (b) 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;
 - (c) 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
 - (d) the holding of collateral, together with other investments of the Sub-Fund, must not contravene the investment limitations and requirements set out in Chapter 8.2 of the UTMF Code.
- (viii) The Sub-Fund may use financial derivative instruments for hedging purposes only.
- (ix) The currency risk of the Sub-Fund shall be appropriately managed. In particular, any material currency risk should be appropriately hedged where the Sub-Fund invests in assets that are not denominated in the base currency of the Sub-Fund.
- (x) The Sub-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.
- (xi) The Sub-Fund that offers a stable or constant Net Asset Value or which adopts an amortized cost accounting for valuation of its assets may only be considered by the SFC on a case-by-case basis.

Borrowing Restrictions

No new borrowing shall be made which would result in the aggregate borrowing exceeding 10% of the latest available Net Asset Value of each Sub-Fund. For the Money Market Sub-Fund(s), no new borrowing shall be made which would result in the aggregate borrowing exceeding 10% of the Sub-Fund's latest available Net Asset Value and such borrowing must be on a temporary basis for the purpose of meeting redemption requests or defraying operating expenses.

The assets of the relevant Sub-Fund may be charged or pledged as security for any such borrowings.

Level of Leverage

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

The Manager is subject to the borrowing restrictions in respect of each Sub-Fund under the sub-section headed "Borrowing Restrictions" above.

No Sub-Fund is expected to incur any leverage from the use of financial derivative instruments.

General

If any of the investment and borrowing restrictions applicable to a Sub-Fund are breached, the Manager shall as a priority objective take all steps necessary within a reasonable period of time to remedy the situation, having due regard to the interests of Unitholders.

The Manager is not immediately required to sell applicable investments or repay any borrowings if any of the investment or borrowing restrictions are exceeded as a result of changes in the value of a Sub-Fund's investments, reconstructions or amalgamations, payments out of the assets of the Sub-Fund or redemptions of Units, but for so long as such limits are exceeded, the Manager shall not acquire any further investments or effect further borrowings (as the case may be) which would result in such limit being further exceeded.

MANAGEMENT AND ADMINISTRATION

Manager

BOCI-Prudential Asset Management Limited is the Manager of the Fund. The Manager is a joint venture between BOCI Asset Management Limited and Prudential Corporation Holdings Limited. BOCI Asset Management Limited is a wholly owned subsidiary of BOC International Holdings Limited which in turn is a wholly owned subsidiary of Bank of China Limited. The Manager is specialized in security-based portfolio management business. Teaming up with elite investment professionals, the Manager is devoted to providing advanced and quality services to its clients and is committed to be a professional, prudent and reliable fund management house.

The Manager is licensed with the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under section 116(1) of the Securities and Futures Ordinance of Hong Kong. For Type 1 regulated activity, the Manager shall only engage in marketing and distribution activities and only provide services to the accounts and collective investment schemes under the Manager's management. For Type 6 regulated activity, the Manager shall only act as an agent for the listing of index tracking exchange traded funds under its management. In acting as such agent, the Manager shall not advise on any listing that involves initial public offering contemplated under the Corporate Finance Advisor Code of Conduct. Further for Type 6 regulated activity, the Manager shall not act as sponsor in respect of an application for the listing on a recognized stock market of any securities.

Trustee and Registrar

The Trustee and Registrar of the Fund is BOCI-Prudential Trustee Limited, which is a registered trust company in Hong Kong.

The Trustee is a joint venture founded by BOC Group Trustee Company Limited and Prudential Corporation Holdings Limited ("PCHL"). BOC Group Trustee Company Limited is owned by BOC International Holdings Limited ("BOCI") and Bank of China (Hong Kong) Limited ("BOC(HK)"), which are subsidiaries of Bank of China Limited. The business activities of Bank of China Limited are principally corporate banking, retail banking, investment banking, insurance and other financial services. PCHL is wholly owned by Prudential plc which provides a broad range of financial and insurance services as well as engages in fund management business. The net assets of the Trustee were approximately HK\$542.48 million as at 31 October 2022.

Custody Arrangement

The Trustee is responsible for the safe-keeping of the investments forming part of the Sub-Funds in accordance with the provisions of the Trust Deed and such investments will be dealt with as the Trustee may think proper for the purpose of providing for the safe keeping thereof.

The Trustee may from time to time appoint such person or persons as it thinks fit (including, without limitation, itself or any connected person) as custodians or co-custodians of the whole or any part of the investments comprised in any sub-fund and may empower any such custodians or co-custodians to appoint sub-custodians.

The Trustee is required to (a) exercise reasonable care, skill and diligence in the selection, appointment and on-going monitoring of any of its custodians, co-custodians, sub-custodians, nominees, agents and delegates in relation to the assets forming part of the property of the Fund and its sub-funds (collectively, "Correspondents") appointed by it for the custody and/or safekeeping of the Fund and the Sub-Funds; and (b) be satisfied that each of the Correspondents retained remains suitably qualified and competent on an ongoing basis to provide the relevant custodial services to the Fund and the Sub-Funds. The Trustee shall be responsible and liable for the acts and omissions of any Correspondent which is a connected person of the Trustee as if the same were the acts and omissions of the Trustee but provided that the Trustee has discharged its obligations set out in (a) and (b) as set out in this paragraph, the Trustee shall not be liable for the insolvency, liquidation or bankruptcy of any Correspondent which is not a connected person of the Trustee.

Any custodian, co-custodian or sub-custodian may further appoint its sub-custodians, nominees, agents and/or delegates provided that such appointment is made with prior consent or no objection in writing by the Trustee and the Trustee has satisfied itself that (i) the custodian, co-custodian or sub-custodian has exercised reasonable care and diligence in the selection, appointment and ongoing monitoring of its sub-custodians, nominees, agents and/or delegates and (ii) has appropriate and adequate processes and procedures in place for doing so. The Trustee shall also exercise reasonable care and diligence: (i) to ensure that the processes and procedures mentioned in this paragraph have been properly implemented by the custodian, co-custodian and/or sub-custodian (as the case may be) and (ii) to conduct regular reviews of such custodian's, co-custodian's and/or sub-custodian's processes and procedures to ensure that the Trustee remains satisfied that such processes and procedures remain appropriate and adequate for the selection, appointment and ongoing monitoring of such sub-custodians, nominees, agents and/or delegates.

Sponsor

Nanyang Commercial Bank, Limited ("NCB") is the Sponsor of the Fund.

NCB is incorporated in Hong Kong on 14 December 1949.

NCB provides its customers with convenient, efficient and professional banking services through diversified channels. With its extensive local branch network together with its Investment Services Centers and a wholly owned subsidiary – "Nanyang Commercial Bank (China), Limited" ("NCB(China)") established on 24 December 2007 in Mainland, NCB offers its clients with comprehensive banking services. Headquartered in Shanghai, NCB(China) was commenced to further expand the Bank's development in the Mainland, providing professional and quality products and services to customers with its network spanning Beijing, Shanghai, Guangzhou, Shenzhen, Haikou, Dalian, Hangzhou, Nanning, Qingdao, Wuxi, Shantou, Chengdu, Hefei and Suzhou. NCB is well-versed in providing personal banking and corporate banking services. For individual customers, it offers wealth management solutions including deposits in various currencies, foreign exchange, trading of securities, trust funds, bonds, notional precious metals passbook account, precious metal/FX margin, securities margin, home mortgage, as well as tax and personal loans and insurance services. In corporate banking, NCB provides import & export bills, trade finance, overdraft, commercial loans, project financing and syndicated loans. Embracing the proactive but prudent strategy, NCB is dedicated to providing premium services for individual and corporate customers.

The Sponsor will have the power to remove the Manager, with the prior approval of the Trustee, by giving not less than 90 days written notice to the Manager and appoint a replacement. The Sponsor will also have the power to remove the Trustee, with the prior approval of the Manager, by giving not less than 90 days written notice to the Trustee and appoint a replacement. Prior approval from SFC must be obtained for such removal and replacement of Manager or Trustee. The Sponsor may also terminate the Fund or Sub-Fund under certain specified situations (For details, please see "General Information" - "Termination of the Fund" and "Termination of a Sub-Fund").

ISSUE OF UNITS

Different classes of Units may be offered for a Sub-Fund. Although the assets attributable to each class of Units of the Sub-Fund will form one single pool, each class of Units may have a different charging structure with the result that the Net Asset Value attributable to each class of Units of the Sub-Fund may differ.

Currently, only Class A Units of the Sub-Funds with different fee levels are available for subscription by investors during a prescribed period (the "**Launch Period**") and on each Dealing Day thereafter. Units of the Sub-Funds currently launched under the Fund are denominated in HK dollars.

Initial issue of Units

Each of the Sub-Funds was initially offered to investors during the Launch Period at an issue price based on the denomination of the Sub-Fund.

As at the date of publication of this Explanatory Memorandum, the Launch Periods for all Sub-Funds have been closed.

In respect of applications in writing (including by facsimile) received by the Manager prior to 5:00p.m. (Hong Kong time) on the last day of the Launch Period, Units will be issued on the close of the Launch Period.

The Manager may levy an initial charge on the issue of Class A Units of each Sub-Fund. The maximum amount of such initial charge is set out in the "Charges and Expenses" section on page 46 below.

No initial charge will be levied in respect of the issue of the Class B Units of the Sub-Funds.

The Manager may exercise its discretion not to issue any Units of a Sub-Fund during the Launch Period if the size of that Sub-Fund is less than HK\$50 million or its equivalent amount in US dollar (or such other amount as the Manager may determine and specify for any particular Sub-Fund) as at the closing date of the Launch Period.

If the Manager exercises such discretion, it will notify applicants in writing within three Business Days of such closing date and the subscription monies paid by the applicants will be returned at their risk in Hong Kong dollars (or, at the sole discretion of the Manager, in the currency in which the subscription monies were received) within seven Business Days after the expiry of the Launch Period. No interest will be paid on such subscription monies and any benefit will be retained by the Manager.

Subsequent issues of Units

After the relevant Launch Period, applications in writing (including by facsimile) received by the Manager prior to 5:00 p.m. (Hong Kong time) on a Dealing Day will be dealt with, and Units will be issued, on that Dealing Day. Where applications in writing (including by facsimile) are received after such time or on a day which is not a Dealing Day, they will be carried forward and dealt with on the next Dealing Day.

The issue price (exclusive of any initial charges) of Units of the relevant class of a Sub-Fund on a Dealing Day will be calculated by reference to the Net Asset Value per Unit of such class of that Sub-Fund as at that Dealing Day (for further details, see “Calculation of Net Asset Value and Issue and Redemption Prices” on pages 42 to 44 below). The Manager may levy an initial charge on the issue of each Class A Unit. The maximum amount of such initial charge is set out in the “Charges and Expenses” section on page 46 below. No initial charge will be levied on the issue of Class B Units.

Applications for subscription of Units may also be placed through other authorized fund distributors or through other authorized means as may from time to time specified by the Manager in the Manager’s webpage (www.boci-pru.com.hk). Applicants should note that applications made through such means may involve different dealing procedures, such as earlier application or payment cut-off time. As such, applicants who intend to subscribe Units through fund distributors other than the Manager or place subscription orders through other authorized means should consult the relevant fund distributor or the Manager to find out the dealing procedures that are applicable to them.

Minimum subscription and subsequent holding

Unless otherwise allowed under the “Regular Savings Plan” section on page 45 below, the minimum amount of each subscription in each class of Units of a Sub-Fund during and after the relevant Launch Period shall be HK\$10,000 inclusive of any initial charge. Furthermore, the Manager may require a Unitholder to redeem his entire holding (instead of partial holding) of Units in any class of Sub-Fund, if after redemption the Unitholder’s holding in such class of Sub-Fund falls below HK\$10,000.

However, the Manager reserves the right to waive the minimum subscription or minimum holding requirements of any Sub-Funds for any Unitholder.

Application procedure

Except otherwise specified by the Manager in its website (www.boci-pru.com.hk), applications for Units must be made by completing the enclosed Master Account Opening Form, Subscription Form and any other relevant application documents and submitting the same to the Manager in person, sending them by post or by facsimile or other means from time to time determined by the Manager (unless the original of any relevant application document is required by the Manager).

Investors/ Unitholders should be reminded that if they choose to send the Master Account Opening Form and Subscription Form or other relevant application document(s) by facsimile or any other means without submitting the original, they bear their own risk of the requests not being received or repeatedly received or being illegible. None of the Manager, the Trustee and/or their respective agents shall be responsible to an investor/ Unitholder for any loss resulting from non-receipt or duplicate receipt or illegibility of any relevant application documents sent by facsimile or any other means without submitting the original.

Payment procedure

Subscription monies should normally be paid in HK dollars.

Unless otherwise accepted by the Manager, payment for Units and any applicable initial charge may be made by cheque, payable to “BOCI-Prudential Asset Management Ltd– Client A/C-UTD” and crossed “A/C Payee Only, Not Negotiable” or by telegraphic transfer or bank transfer net of all bank charges (i.e. at the expense of the applicant). Payment by cheque is likely to cause delay in receipt of cleared funds and an application will not be accepted and Units will not be issued until the cheque is cleared. Any costs of transfer of application monies to the Sub-Funds will be payable by the applicant.

The account details are as follows:

Name: Bank of China (Hong Kong) Limited
Address: Bank of China Tower, 1 Garden Road, Hong Kong
Account: BOCI-Prudential Asset Management Ltd– Client A/C-UTD
A/C Numbers: 012-875-0-044596-0

Investors should note the payment procedures of NCB Investment Funds as described below:

- (A) In respect of the following Sub-Funds: -
- (i) NCB China Equity Fund;
 - (ii) NCB China Resources Opportunities Fund;
 - (iii) NCB China Balanced Fund

payment for Units shall be due (i) prior to the close of the Launch Period (for subscriptions during the Launch Period); or (ii) upon issue of the Units (for subsequent issue). If cleared fund is not received on the relevant due date, the Manager may, without prejudice to any claim against the applicant in respect of the failure to make payment when due, determine in its discretion that the application be cancelled. In such circumstances, the relevant Units shall be deemed never to be issued.

- (B) In respect of NCB HK Dollar Money Market Fund or other Money Market Sub-Fund(s) that from time to time established under the Fund, application(s) (for subscription of or switching into the Money Market Sub-Fund(s)) will not be processed unless the subscription proceeds (or in the case of fund switching, the redemption proceeds of the Sub-Fund(s) switched out by the Unitholders that are used to subscribe to the Money Market Sub-Fund(s)) in cleared fund are received on the relevant Dealing Day.

In addition to other restrictions set out in the Explanatory Memorandum, no redemption or switching transactions may be effected until the initial subscription has been completed.

The Manager reserves the right to accept payment in other currencies from any Unitholder, in which case, the number of Units to be issued shall be calculated based on an exchange rate reasonably determined by the Manager and the Trustee. Any exchange rate risk and costs of conversion will be borne by the Unitholder concerned and the Unitholder may be required to pay a handling fee.

Third party cheques and cash are not accepted.

Investors should note that for payment by telegraphic or bank transfer in Hong Kong dollars to be received for value on a particular day, payment must be made for value in Hong Kong at least one Hong Kong business day preceding such day.

No money should be paid to any intermediary in Hong Kong who is not licensed or registered to carry on Type 1 regulated activity under Part V of the Securities and Futures Ordinance of Hong Kong.

General

Units issued by the Fund will be held for investors in registered form. Certificates will not be issued. A contract note will be issued upon acceptance of an investor's application and will be forwarded by ordinary post (at the risk of the person entitled thereto). A contract note may also be provided by other electronic medium (e.g. through the website of the Manager) provided that the relevant Unitholder has consented to the use of such means and operational safeguards that ensure adequate notice and access being given to the Unitholders in the provision of the contract note have been put in place.

Fractions of not less than ten-thousandth of a Unit may be issued. Smaller fractions will be retained for the benefit of the relevant Sub-Fund.

The Manager has an absolute discretion to accept or reject in whole or in part any application for Units. In the event that an application is rejected, application moneys will be returned without interest by cheque through the post at the risk of the person(s) entitled thereto or through bank transfer. Without limiting the generality of the foregoing, the Manager may reject any application for subscription, redemption or switching where insufficient information is being provided or in case there is any error or omission in the information provided. No Units of a Sub-Fund will be issued where the determination of the Net Asset Value of that Sub-Fund is suspended (for further details see "Suspension of Dealings and Determination of Net Asset Value" on pages 43 to 44 below).

REDEMPTION OF UNITS

Subject as mentioned below, any Unitholder may realise his Units on any Dealing Day in whole or in part.

For redemption of Class B Units, the Manager is entitled to levy a redemption charge if the Units are redeemed within 4 years of their issue and redemption will be effected on a "First In First Out" basis, i.e. the first Unit to be redeemed will be the Unit which was first issued. For this purpose, a redeeming Unit is considered to be issued at the time when the relevant subscription monies were used to acquire that redeeming Unit (or if such redeeming Unit was issued to the Unitholder as a result of one or more switching from another Unit, the redeeming Unit will be considered to be issued at the time the original Unit was issued to the Unitholder after the

relevant subscription monies were received by the Trustee) and in making such a consideration, the Manager may make such assumptions as it considers appropriate. No redemption charge will be levied for the redemption of Class B Units after 4 years of their issue.

No redemption charge will be levied for the redemption of Class A Units.

The details of the redemption charges are set out in the “Charges and Expenses” section on page 46 below.

A redemption request must be submitted to the Manager in person, sending it by post or by facsimile or through other authorized means as may from time to time specified by the Manager (unless the original is required by the Manager) and must specify:

- (a) the name of the relevant Sub-Fund;
- (b) the class and number of Units or the amount of monies to be redeemed;
- (c) the name(s) of the registered holder(s); and
- (d) payment instructions for the redemption proceeds.

Investors/ Unitholders should be reminded that if they choose to send redemption requests by facsimile or any other means without submitting the original, they bear their own risk of the requests not being received or repeatedly received or being illegible. None of the Manager, the Trustee and/or their respective agents shall be responsible to an investor/ Unitholder for any loss resulting from non-receipt or duplicate receipt or illegibility of any redemption request sent by facsimile or any other means without submitting the original.

Redemption requests in writing (including by facsimile) received by the Manager prior to 5:00 p.m. (Hong Kong time) on a Dealing Day will be dealt with on that Dealing Day. Redemption requests in writing (including by facsimile) received by the Manager after such time or on a day which is not a Dealing Day will be carried forward and dealt with on the next Dealing Day.

Application for redemption of Units may also be placed through other authorized fund distributors or made through other authorized means as may from time to time specified by the Manager in the Manager's webpage (www.boci-pru.com.hk). Unitholders should note that applications made through such means may involve different dealing procedures, such as earlier cut-off time. As such, Unitholders who intend to redeem Units through fund distributors other than the Manager or place redemption orders through other authorized means should consult the relevant fund distributor or the Manager to find out the dealing procedures that are applicable to them.

Units of the relevant class realised on a Dealing Day will be redeemed at a price calculated by reference to the Net Asset Value per Unit of that class of the relevant Sub-Fund as at that Dealing Day (for further details, see “Calculation of Net Asset Value and Issue and Redemption Prices” on pages 42 to 44 below).

Payment of Redemption Proceeds

Except otherwise waived by the Manager, redemption proceeds will not be paid to any redeeming Unitholder until (a) the written request of the redemption duly signed by the Unitholder has been submitted to the Manager in person, sent by post or by facsimile or other means from time to time determined by the Manager (unless the original is required by the Manager) and received by or on behalf of the Manager and (b) where the Trustee so requires, the signature of the Unitholder (or each joint Unitholder) has been verified to the satisfaction of the Trustee.

Investors/ Unitholders should be reminded that if they choose to send redemption requests by facsimile or any other means without submitting the original, they bear their own risk of the requests not being received or repeatedly received or being illegible. None of the Manager, the Trustee and/or their respective agents shall be responsible to an investor/ Unitholder for any loss resulting from non-receipt or duplicate receipt or illegibility of any redemption request sent by facsimile or any other means without submitting the original.

Redemption proceeds will normally be paid in Hong Kong dollars.

A request for redemption once given cannot be revoked without the consent of the Manager.

Unitholders may, however, request the proceeds to be paid in other currencies, in which case, the proceeds will be converted to the requested currency at the prevailing exchange rate. Any exchange rate risk will be borne by the Unitholder concerned and the Unitholder may be required to pay a handling fee.

Subject as mentioned above and so long as relevant account details have been provided, redemption proceeds will be paid by telegraphic or bank transfer (less the cost of effecting such telegraphic or bank transfer), normally within 5 Business Days after the relevant Dealing Day and in any event within one month of the relevant Dealing Day (unless payment of redemption proceeds has been suspended – see “Restrictions on Redemption” below) or, if later, after duly completed redemption documentation has been submitted to the Manager in person, sent by post or by facsimile or other means from time to time determined by the Manager (unless the original is required by the Manager) and received by the Manager. Request by the redeeming Unitholder to make the payment to a third party will not be accepted unless approval is obtained from the Manager or additional supporting documents as may be required by the Manager or the Trustee are provided or the relevant requirement is waived by the Manager. Where a redemption request provides for the redemption proceeds to be paid to any person other than the registered Unitholder(s) or to be paid by telegraphic or bank transfer to a bank account in Hong Kong, the signature of the Unitholder or (in the case of joint Unitholders) each Unitholder on that redemption request must be verified to the satisfaction of the Trustee. If relevant account details are not provided, redemption proceeds will be paid to the redeeming Unitholder (or to all Unitholders in case of joint Unitholders) at the Unitholder's risk by cheque in Hong Kong dollars. In the case of joint Unitholders, the cheque will be drawn in the names of all Unitholders. Bank charges (if any) incurred in making payment will be borne by the redeeming Unitholder and accordingly will be deducted from the redemption proceeds.

Payment of Redemption Proceeds by Distribution in Specie

Notwithstanding the above, the Manager has discretion to effect a redemption payment to any or all redeeming Unitholders in specie or in kind rather than in cash upon the consent of the relevant redeeming Unitholders. The circumstances in which the Manager envisages exercising this discretion include, without prejudice to the generality of the foregoing, a situation where substantial redemption requests are received by the relevant Sub-Fund which will make it impracticable to realise the underlying securities in order to fund the redemption payments. In making redemption payments in specie or in kind, the Manager will use the same valuation procedures used in determining the Net Asset Value of the Sub-Fund (for further details, see “Calculation of Net Asset Value and Issue and Redemption Prices” on pages 42 to 44 below) when determining the value to be attributed to the relevant securities to be transferred or assigned or otherwise made available to the redeeming Unitholders. Redeeming Unitholders will receive securities of a value equal to the redemption payment to which they would otherwise be entitled. Redeeming Unitholders receiving the redemption payment in specie or in kind will be responsible for all custody and other costs involved in changing the ownership of the relevant securities from the Sub-Fund to the redeeming Unitholder and for all ongoing custody costs in respect of such securities.

Restrictions on Redemption

The Manager shall suspend the redemption of Units and/or may delay the payment of redemption proceeds during any periods in which the determination of the Net Asset Value of the relevant Sub-Fund is suspended (for further details see “Suspension of Dealings and Determination of Net Asset Value” on pages 43 to 44 below).

With a view to protecting the interests of Unitholders, the Manager is entitled, with the approval of the Trustee, to limit the number of Units of any Sub-Fund redeemed on any Dealing Day (whether by sale to the Manager or by cancellation by the Trustee) to 10% of the latest available Net Asset Value of such Sub-Fund. In this event, the limitation will apply pro rata so that all Unitholders wishing to redeem Units in that Sub-Funds on that Dealing Day will redeem the same proportion by value of such Units, and Units not redeemed (but which would otherwise have been redeemed) will be carried forward for redemption, subject to the same limitation, on the next Dealing Day and the redemption price will then be determined by reference to the Net Asset Value per Unit on such next Dealing Day. If requests for redemption are so carried forward, the Manager will inform the Unitholders concerned.

No Unitholder shall be entitled to realise only part of his holding of Units of any class of a Sub-Fund if

- (i) such redemption would result in his holding in that class of Sub-Fund after such redemption being less than HK\$10,000; or
- (ii) the amount of proceeds realised from that class of Sub-Fund is less than HK\$10,000.

However, the Manager reserves the right to waive such minimum holding and redemption requirements of the Sub-Funds for any Unitholder.

Furthermore, Unitholders are not allowed to realise any Units prior to the date falling seven days after the Dealing Day on which such Unit was acquired by such Unitholders or if earlier, the date of receipt of payment in cleared funds for such Unit.

Compulsory Redemptions under Certain Circumstances

The Fund and/or the Sub-Funds may compulsorily redeem a Unitholder's units in any Sub-Fund (or any part

thereof) upon reasonable notice as if the Unitholder had requested the redemption of such units and close any accounts held by a Unitholder for the Unitholder's investments in the Sub-Fund(s) if:

- (a) the Unitholder is or becomes or is holding the units for the account of or benefit of (i) a US Person (as defined in Regulation S under the United States Securities Act of 1933 (as amended)); or (ii) a US Person for FATCA purpose; or (iii) any other Unqualified Person (as defined in the "Definitions" section on pages 4 to 5);
- (b) the Unitholder refuses or fails to provide in a timely manner any information or documents or other assistance as reasonably requested by the Manager and/or the Trustee for the purpose of meeting any demands, disclosure or reporting requirements as may be required under any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA or any IGA entered into between the US and Hong Kong in connection with FATCA (including any Hong Kong laws and regulations implemented as part of such IGA);
- (c) the Unitholder withdraws consent to the reporting or disclosure of any information or documents relating to the Unitholder or the Unitholder's investments as may be required under any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA or any IGA entered into between the US and Hong Kong in connection with FATCA (including any Hong Kong laws and regulations implemented as part of such IGA);
- (d) the continued holding of units by the Unitholder will subject the Manager, the Trustee, the Fund, the Sub-Funds and/or service providers of the Fund or Sub-Funds to any reporting or withholding requirements under any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA or any IGA entered into between the US and Hong Kong in connection with FATCA (including any Hong Kong laws and regulations implemented as part of such IGA); or
- (e) it is, in the opinion of the Manager, required for the purpose of complying with any applicable local or foreign laws and regulations issued by regulatory or governmental authorities of relevant jurisdiction, including but not limited to FATCA or any IGA entered into between the US and Hong Kong in connection with FATCA (including any Hong Kong laws and regulations implemented as part of such IGA).

The Manager has a right to withhold, set-off or deduct reasonable amounts from the redemption proceeds, provided that: (i) such withholding, set-off or deduction is permitted by applicable laws and regulations; and (ii) the Manager is acting in good faith and on reasonable grounds.

The Manager will notify the Trustee and/or the other relevant service providers before any such redemption is made or any closing of account is done.

LIQUIDITY RISK MANAGEMENT

Unitholders should be aware of the potential impact of the liquidity risk on the Sub-Funds. For details, please refer to risk factor headed "(o) Liquidity risk" under the sub-section headed "Risk Factors" above.

The Manager has established a liquidity risk management policy which enables it to identify, monitor and manage the liquidity risks of each Sub-Fund and to ensure that the liquidity profile of the investments of each Sub-Fund will facilitate compliance with its obligation to meeting redemption requests. Such policy, combined with the liquidity risk management tools employed by the Fund, also seeks to achieve fair treatment of Unitholders and safeguard the interests of remaining Unitholders in case of sizeable redemptions.

The Manager's liquidity management policy takes into account the investment strategy, liquidity profile, and redemption policy for each Sub-Fund. These measures seek to ensure fair treatment and transparency for all investors.

The liquidity management policy involves monitoring the profile of investments held by each Sub-Fund on an on-going basis to ensure that such investments are appropriate to the redemption policy as stated under the section headed "REDEMPTION OF UNITS" on pages 37 to 40, and will facilitate compliance with each Sub-Fund's obligation to meet redemption requests. Further, the liquidity management policy includes details on periodic stress testing carried out by the Manager to manage the liquidity risk of each Sub-Fund under normal and exceptional market conditions.

The liquidity risk management tools include implementation and maintaining of appropriate liquidity limits for each Sub-Fund, adoption of swing pricing strategy and mechanism in the determination of the issue price or redemption price per Unit of the relevant Sub-Fund and performing periodic stress testing of the liquidity risk of

each Sub-Fund under both normal and exceptional liquidity conditions to check whether anticipated redemption requests can be met. In exceptional circumstances, suspension of dealings and procedures such as deferring payment of redemption proceeds (as set out in the sub-section headed "Payment of Redemption Proceeds" on pages 38 to 39 above), limiting the number of Units to be redeemed and deferring the redemption (as set out in the sub-section headed "Restrictions on Redemption" on page 39 above), or applying in-specie or in-kind redemptions (as set out in the sub-section headed "Payment of Redemption Proceeds by Distribution in Specie" on page 39 above) may be used. Investors should refer to the relevant sections mentioned above for further details as to when the tools may be used and their potential impacts.

SWITCHING BETWEEN SUB-FUNDS

Subject to the consent of the Manager and any requirements or restrictions (whether operational, legal, regulatory or otherwise) applicable to any specified class of Units or any Sub-Fund, Unitholders will have the right (subject to any suspension in the determination of the Net Asset Value of any relevant Sub-Fund) to switch all or part of their Units of any class relating to a Sub-Fund into Units of the same class relating to another Sub-Fund by giving notice in writing (including by facsimile) to the Manager.

Switching requests in writing (including by facsimile) received by the Manager prior to 5:00 p.m. (Hong Kong time) on a Dealing Day will be dealt with on that Dealing Day. Switching requests received in writing (including by facsimile) after such time or on a day which is not a Dealing Day will be carried forward and dealt with on the next Dealing Day.

A switching request may be submitted in person, sent by post or by facsimile or other means from time to time determined by the Manager (unless the original is required by the Manager).

Investors/ Unitholders should be reminded that if they choose to send switching requests by facsimile or any other means without submitting the original, they bear their own risk of the requests not being received or repeatedly received or being illegible. None of the Manager, the Trustee and/or their respective agents are responsible to an investor/ Unitholder for any loss resulting from non-receipt or duplicate receipt or illegibility of any request sent by facsimile or any other means without submitting the original.

Switching requests may also be placed through other authorized fund distributors or made through other authorized means as may from time to time specified by the Manager in the Manager's webpage (www.boci-pru.com.hk). Applicants should note that applications made through such means may involve different dealing procedures, such as earlier application cut-off time. As such, applicants who intend to place switching requests through fund distributors other than the Manager or place switching orders through other authorized means should consult the relevant fund distributor or the Manager to find out the dealing procedures that are applicable to them.

Unitholders should note that in respect of applications to switch into Money Market Sub-Fund(s) from time to time established under the Fund, currently NCB HK Dollar Money Market Fund, the relevant applications will not be processed unless the redemption proceeds of the Sub-Fund(s) switched out by the Unitholders that are used to subscribe to the Money Market Sub-Fund(s) in cleared funds are received on the relevant Dealing Day.

The price at which the whole or any part of a holding of Units of a class relating to a Sub-Fund (the "**Current Class**") will be switched on any Dealing Day into Units of the same class relating to another Sub-Fund (the "**New Class**") will be determined by reference to the redemption price of the Current Class and issue price of the New Class on the relevant Dealing Day. Unless otherwise specified in the "Charges and Expenses - Initial Charge, Redemption Charge and Switching Fee" on pages 46 to 47, no initial charge or redemption charge will be levied.

In respect of switching of Class B Units, redemption of the Current Class will be effected on a "First In First Out" basis, i.e. the first Unit to be redeemed will be the Unit which was first subscribed.

The Manager is entitled to levy a switching fee which is expressed as a percentage of the issue price per Unit of the New Class to be issued. The switching fee will be deducted from the amount re-invested into the New Class of Units. The amount of switching fee is set out in "Charges and Expenses - Initial Charge, Redemption Charge and Switching Fee" on page 47.

No switching will be allowed during any period when the determination of the Net Asset Value of any relevant Sub-Fund is suspended (for further details, see "Suspension of Dealings and Determination of Net Asset Value" on pages 43 to 44). Unitholders should also note that, unless the Manager agrees otherwise, the requirements on minimum subscription and subsequent holding as set out in the section "Minimum subscription and subsequent holding" on page 36 and the restrictions on redemption (including the minimum holding requirement after redemption and the minimum redemption amount) as set out in the section "Restrictions on Redemption" on page 39 shall also be applicable in the case of switching.

CALCULATION OF NET ASSET VALUE AND ISSUE AND REDEMPTION PRICES

Valuation of each Sub-Fund shall be ascertained and the issue and redemption prices per Unit of each class shall be calculated in accordance with a policy established by the Manager in consultation with the Trustee and the Trust Deed as at each Dealing Day. In general, the value of the investments in the Sub-Funds shall be determined as follows:

- (i) except in the case of any interest in a collective investment scheme to which paragraph (ii) applies and subject as provided in paragraph (vi) below, the value of any investments quoted, listed, or normally dealt in on any market shall be calculated by reference to the last traded price on the relevant Dealing Day or (if no last traded price is available) midway between the latest available market dealing offered price and the latest available market dealing bid price on the principal market on which such investments is quoted, listed or ordinarily dealt in and in determining such prices the Manager in consultation with the Trustee shall be entitled to use and rely on electronic price feeds from such source or sources as the Manager may from time to time determine notwithstanding that the prices so used are not the last traded prices;
- (ii) subject as provided in paragraphs (iii) and (vi) below, the value of each unit, share or other interest in any collective investment scheme which is valued as at the same day as the relevant Sub-Fund shall be the Net Asset Value per unit or share in such collective investment scheme as at that day or, if the Manager so determines, or if such collective investment scheme is not valued as at the same day as the Sub-Fund, the value of such interest shall be the last available Net Asset Value per unit, share or other interest in such collective investment scheme;
- (iii) if no Net Asset Value, bid and offer prices or price quotations are available as provided in paragraph (ii) above, the value of the relevant investment shall be determined from time to time in such manner as the Manager shall determine;
- (iv) the value of any investment which is not quoted, listed or ordinarily dealt in on a market shall be the initial value thereof equal to the amount expended out of the relevant Sub-Fund in the acquisition of such investment (including in each case the amount of stamp duties, commissions and other acquisition expenses) provided that the Manager may at any time in consultation with the Trustee and shall at such times or at such intervals as the Manager and the Trustee may agree, cause a revaluation to be made by a professional person agreed with the Trustee as qualified to value such investments;
- (v) cash, deposits and similar investments shall be valued at their face value (together with accrued interest) unless, in the opinion of the Manager, any adjustment should be made to reflect the fair market value thereof;
- (vi) notwithstanding the foregoing, the Manager may in consultation with the Trustee, adjust the value of any investment or permit some other method of valuation to be used if, having regard to relevant circumstances, the Manager considers that such adjustment or use of such other method is required to reflect the fair value of the investment; and
- (vii) the value of any investment (whether of a security or cash) otherwise than in the currency of the relevant Sub-Fund shall be converted into the currency of such Sub-Fund at the rate (whether official or otherwise) which the Manager shall deem appropriate in the circumstances having regard to any premium or discount which may be relevant and to costs of exchange.

Calculation of Issue and Redemption Prices

The number of undivided shares in a Sub-Fund represented by a Unit of a class relating to such Sub-Fund is adjusted on each Dealing Day in order to take account of the different levels of fees borne by the different classes of Unit in the relevant Sub-Fund.

In respect of a Sub-Fund, the issue and redemption prices of Units of a class on a Dealing Day shall be determined by (i) calculating the Net Asset Value of the relevant Sub-Fund as at such Dealing Day before the deduction of any liabilities or the addition of any assets attributable specifically to the class in question; (ii) apportioning such amount between each class of Units relating to such Sub-Fund by reference to the numbers of undivided shares in the relevant Sub-Fund represented by all Units of each class relating to such Sub-Fund in issue; (iii) deducting or adding the liabilities and assets specifically attributable to the class of Units in question from or to such apportioned amount; (iv) dividing the resulting sum by the number of Units of the relevant class in issue immediately prior to the relevant Dealing Day for such class of Units; (v) swing factor(s) (in the form of an adjustment percentage) which the Manager deems appropriate may be applied to the price in the base currency of the Sub-Fund to account for the costs of buying or selling the underlying investments, based on such swing pricing strategy and mechanism as may be adopted from time to time by the Manager; and (vi) rounding the

resulting sum to the 4th decimal place of the base currency of the relevant Sub-Fund (and in the case of 0.00005 of such minimum unit, rounded up).

Any rounding as a result of determining the issue price or redemption price shall be retained for or borne by the relevant Sub-Fund.

As set out in (v) above, the Manager has the discretion to adopt a swing pricing strategy and mechanism in order to mitigate the dilution effect on the Sub-Funds associated with the costs of buying or selling underlying investments conducted by the Manager as a result of subscription, redemption or switching of Units in the Sub-Funds.

Under the current swing pricing strategy as adopted by the Manager, the Manager may apply swing factor(s) (in the form of an adjustment percentage) in the determination of the issue price or redemption price per Unit where the net amount of subscription or redemption of the Sub-Fund exceeds a pre-determined swing threshold. Such pre-determined swing threshold will be determined, reviewed and adjusted (if needed) on a periodic basis by the Manager and may vary for each Sub-Fund. The Manager will consult the Trustee prior to any adjustment to the pre-determined swing threshold and such adjustment would only be made where the Trustee has no objection to it.

Under normal market circumstances, the swing factor(s) will not exceed 2% of the price in the base currency of the Sub-Fund on the relevant Dealing Day, as calculated in (iv) above. Under critical market circumstances (such as financial crisis or natural disaster), the Manager may increase the swing factor(s) above 2% in order to protect the best interests of the Unitholders. In such circumstances, the Manager will notify the investors of the increased swing factor through the Manager's website and apply the revised swing factor with immediate effect.

The resulting issue price or redemption price per Unit of the Sub-Fund on the relevant Dealing Day will be increased by the swing factor where the net amount of subscription on the relevant Dealing Day exceeds the applicable pre-determined swing threshold, or decreased by the swing factor where the net amount of redemption on the relevant Dealing Day exceeds the applicable pre-determined swing threshold. Such swing factor will apply for all classes of Units within the Sub-Fund. Depending on the circumstances, investors for new Units may subscribe at a higher issue price and existing Unitholders may redeem at a lower redemption price.

Currently, the swing pricing strategy does not apply to the money market funds and fund of funds which include but not limited to NCB HK Dollar Money Market Fund.

The Manager is entitled to an initial charge on the issue of Class A Units which will be retained by the Manager for its own use and benefit. The maximum initial charges that can be levied for the issue of Class A Units of each Sub-Fund are set out in the "Charges and Expenses" section on page 46 below. The Manager may waive or reduce the initial charge for any Unitholder as the Manager may consider appropriate.

No initial charge will be levied for the issue of Class B Units for any Sub-Funds.

The Manager is entitled to a redemption charge on the redemption of Class B Units which shall be retained by the Manager for its own use and benefit. The maximum redemption charges that can be levied for Class B Units of each Sub-Fund are set out in the "Charges and Expenses" section on page 46 below. The Manager may waive or reduce the redemption charge for any Unitholder as the Manager may consider appropriate.

Suspension of Dealings and Determination of Net Asset Value

The Manager may in consultation with the Trustee and having regard to the best interests of the Unitholders, declare a suspension of the dealings of the Units and the determination of the Net Asset Value of any Sub-Fund for the whole or any part of any period during which:

- (a) there is a closure or restriction or suspension of trading on any securities market on which a substantial part of the investments of that Sub-Fund is normally traded or a breakdown in any of the means normally employed in determining the Net Asset Value of a Sub-Fund or ascertaining the prices of investments or the issue and redemption prices of Units. Sub-Funds that are affected by any market suspension will generally not accept subscription, redemption or switching orders received after the occurrence of market suspension and not to process such orders on the same day; or
- (b) for any other reason the prices of investments of that Sub-Fund cannot, in the opinion of the Manager, reasonably, promptly and fairly be ascertained; or
- (c) circumstances exist as a result of which, in the opinion of the Manager, it is not reasonably practicable to realise any investments of that Sub-Fund or it is not reasonably practicable to do so without seriously prejudicing the interests of Unitholders in such Sub-Fund; or

- (d) the remittance or repatriation of funds which will or may be involved in the redemption of, or in the payment for, the investments of that Sub-Fund or the subscription or redemption of Units is delayed or cannot, in the opinion of the Manager, be carried out promptly at normal rates of exchange.

The Manager shall notify the SFC immediately upon any suspension of dealings of Units and the determination of the Net Asset Value of any Sub-Fund, and shall publish a notice of suspension immediately following such suspension and at least once a month during the suspension on the website maintained by the Manager for the Sub-Fund and/or in one leading Hong Kong English language and one Chinese language daily newspaper or through such other means as the Manager considers appropriate and/or cause a notice to be given to Unitholders and to all those (whether Unitholders or not) whose applications to subscribe for or redeem Units shall have been affected by such suspension stating that such declaration has been made.

No Units in a Sub-Fund may be issued, redeemed, or switched during suspension of dealings of Units. The application for subscription, redemption (but only if the redemption of Units has not been effected on a Dealing Day prior to that suspension) or switching before the declaration of suspension may be withdrawn during the suspension. If the Manager does not receive the withdrawal written request from the applicant during the suspension period, the subscription, redemption or switching will be processed on the first Dealing Day immediately after the termination of the suspension.

As soon as practicable after resumption of dealings and/or the determination of the Net Asset Value of the Sub-Fund, the Manager shall, having regard to the interests of Unitholders, publish a notice of such resumption on the website maintained by the Manager for the Sub-Fund and/or in one leading Hong Kong English language and one Chinese language daily newspaper or through such other means as the Manager considers appropriate. The Manager shall notify the SFC immediately upon such resumption.

DISTRIBUTION POLICY

In respect of NCB HK Dollar Money Market Fund, the Manager does not intend to make distributions in respect of the Sub-Fund and any income earned by the Sub-Fund will be reinvested in the Sub-Fund and reflected in the value of Units of the relevant class of that Sub-Fund.

In respect of NCB China Balanced Fund and NCB China Equity Fund, the Manager intends to declare distributions to Unitholders on a quarterly basis, by the end of March, June, September and December respectively. The quarterly distributions may not be made equally.

In respect of NCB China Resources Opportunities Fund, the Manager intends to declare distributions to Unitholders on an annual basis by the end of September.

At least one (1) month's prior notice will be given to Unitholders if there is any change in the frequency for distributions.

In respect of NCB China Balanced Fund, NCB China Equity Fund and NCB China Resources Opportunities Fund, the following policies apply:

The Manager will normally make distributions out of net income received or receivable by the Sub-Funds. However, in the event that the net income is insufficient to pay the distributions that it declares, the Manager may also, in its absolute discretion, determine that such distributions be paid out of the capital of the Sub-Funds, or the Manager may, in its discretion, pay distributions out of their gross income while charging / paying all or part of the Sub-Funds' fees and expenses to / out of the capital of the Sub-Funds, resulting in an increase in distributable income for the payment of distributions by the Sub-Funds and therefore, the Sub-Funds may effectively pay distributions out of capital. This may reduce the capital that the Sub-Funds have available for investment in future and may constrain capital growth.

Investors should be aware that in circumstances where distributions are paid out of capital or effectively out of capital, this amounts to a return or withdrawal of part of the amount investors originally invested or from any capital gains attributable to that original investment. Any distributions involving payment of distributions out of capital or payment of distributions effectively out of capital (as the case may be) may result in an immediate decrease in the Net Asset Value per Unit.

The Manager has the discretion to determine if and to what extent distributions will be paid out of capital of the Sub-Funds. No distributions will be paid by the Sub-Funds if the capital of the Sub-Funds is insufficient to pay the distributions.

The amount of distributions (if any) may go up or go down. The Manager has discretion as to whether or not to make any distributions for the Sub-Funds. The Manager also has the sole and absolute discretion to determine or vary the frequency, the dates and amount for distributions. However, there is no guarantee as to whether or not distributions will be made and the amount of distributions to be paid. Investors should also note that there is no guarantee of regular distribution payments during the period investors hold the Units of the Sub-Fund.

The compositions of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available by the Manager on request and can be found at the Manager's website (www.boci-pru.com.hk).

The Manager may amend the distribution policy subject to SFC's prior approval (where applicable) and normally by giving not less than one (1) month's prior notice to Unitholders.

REGULAR SAVINGS PLAN

Investors who invest in Class A Units may elect to participate in the regular savings plan offered by the Manager. Under the regular savings plan, investors should make monthly contributions to his account on the 5th and/or 20th of each month and the amount of each such contribution shall not be less than HK\$1,000 (inclusive of any initial charge). No other currency will be accepted. Investors may also decide the period during which they want to participate in the plan in accordance with their own need and financial planning and there is no minimum participating period prescribed for the plan. No fees will be levied on the opening and closure of the regular savings plan account.

An investor does not need to be an existing Unitholder in order to participate in the regular savings plan.

Contributions to the regular savings plan must be made through direct debit from such Hong Kong dollar account as may be designated by the Unitholder. If an investor decides to participate in the regular savings plan, he must submit an application to the Manager at least 21 days before the day on which the first contribution is proposed to be made and successfully arrange for the direct debit authorisation before the first contribution. Any application must be made in the format prescribed by the Manager. If the 5th or 20th of the month is not a Business Day, the direct debit will be effected on the Business Day which immediately follows. If, as a result of the default of the investor, the direct debit cannot be effected successfully on the 5th and/or 20th (as the case may be) of a month or the Business Day which immediately follows (in the event that the 5th or 20th of the month is not a Business Day), no subscription will be accepted for that month under the regular savings plan. Furthermore, if as a result of the default of the investor, the direct debit cannot be effected successfully for 2 consecutive months, the regular savings plan will be suspended and no further contributions will be accepted under the plan until the investor submits a request to the Manager to re-activate the plan and such request has been accepted by the Manager.

Contributions made under the regular savings plan will be invested in Class A Units of such Sub-Fund or Sub-Funds which the investors may from time to time decide provided that the investment in a Sub-Fund each time must not be less than HK\$1,000 (inclusive of any applicable initial charge). Units will be issued to the Unitholders as at the fifth Business Day after the day on which the direct debit is made.

Investors may switch their Class A Units of any Sub-Fund under the regular savings plan to the same class of Units in another Sub-Fund in accordance with the provisions set out in the "Switching Between Sub-Funds" section on page 41 and there is no limit in the number of switching allowed in a year. The Manager may also levy a switching fee upon switching of the Units. The amount of switching fee is set out in "Charges and Expenses – Initial Charge, Redemption Charge and Switching Fee" on page 47.

Investors should note that unless the Manager agrees otherwise, a 14 days prior notice must be given to the Manager for cessation of contributions in the regular savings plan and a 21 days prior notice must be given to the Manager for any amendment made to the regular savings plan.

The regular savings plan is not available to investors who invest in Class B Units of the Sub-Funds. Currently, no Class B Units will be available for subscription by investors.

CHARGES AND EXPENSES

Management Fee and Servicing Fee

The Manager is entitled to receive a management fee for each Sub-Fund calculated as a percentage of the Net Asset Value of the relevant class of Units of Sub-Fund. The management fee will be deducted from the assets of

the relevant Sub-Funds. The current and the maximum management fee the Manager may levy shall be as follows:

		<u>Current Rate of Management Fee (p.a.)</u>	
		<u>Class A Units</u>	<u>Class B Units</u>
(i)	NCB China Equity Fund	1.5%	1.5%
(ii)	NCB HK Dollar Money Market Fund	0.25%	0.25%
(iii)	NCB China Resources Opportunities Fund	1.75%	N/A
(iv)	NCB China Balanced Fund	1.25%	N/A

The maximum management fees for the Class A Units of the NCB China Equity Fund, NCB HK Dollar Money Market Fund and NCB China Resources Opportunities Fund are same as the respective current rates set out above.

The maximum management fee for the Class A Units of the NCB China Balanced Fund is 2% of the Net Asset Value per annum.

In addition, the Manager is entitled to receive a servicing fee for the Class B Units of each Sub-Fund (if applicable) calculated as a percentage of the Net Asset Value of such Class B Units. The servicing fee will be deducted from the assets of the Class B Units. The current and the maximum servicing fee the Manager may levy is 1% per annum of the Net Asset Value of the relevant Class B Units. No servicing fee will be levied for the Class A Units.

Both the management fee and servicing fee are calculated and accrues on each Dealing Day and are paid monthly in arrears.

The Manager may decrease the rate of management fee or servicing fee in respect of any class of Units of Sub-Fund by giving a notice to the Trustee. The Manager may also increase the rate of management fee or servicing fee payable in respect of any class of Units of Sub-Fund (up to the maximum rate as set out above) on giving not less than 3 months notice of such increase to affected Unitholders and the Trustee.

Initial Charge, Redemption Charge and Switching Fee

The Manager is also entitled to receive an initial charge and redemption charge on the issue and redemption of Units in each Sub-Fund and a switching fee in the switching of Units. The amount of such fees and charges are set out below:

		<u>Initial Charge</u>
		<u>For Launch Period and subsequent issue</u>
<i>Applicable to Class A Units of each Sub-Fund</i>		<i>(expressed as a percentage of the issue price)</i>
(i)	NCB China Equity Fund	5%
(ii)	NCB HK Dollar Money Market Fund	0%
(iii)	NCB China Resources Opportunities Fund	5%
(iv)	NCB China Balanced Fund	5%

No redemption charge will be levied for the redemption of the Class A Units of each Sub-Fund.

		<u>Redemption Charge</u>
		<i>(expressed as a percentage of the redemption price of the Class B Units as at the Dealing Day on which they are redeemed)</i>
<i>Applicable to Class B Units of each Sub-Fund</i>		
Redemption within the first year of issue		4%
Redemption within the second year of issue		3%
Redemption within the third year of issue		2%
Redemption within the fourth year of issue		1%
Redemption after the fourth year of issue		0%

	<u>Switching fee</u> <i>(expressed as a percentage of the issue price of the New Class of Units to be issued)</i>	
Switching of Units	Class A	Class B
	1% (For switching into Units of a Sub-Fund which is not a Money Market Sub-Fund ("Non-Money Market Sub-Fund")*) Nil (For switching into Units of a Money Market Sub-Fund)	Nil

* If Units are switched from a Money Market Sub-Fund ("Switch-Out Money Market Sub-Fund") into a Non-Money Market Sub-Fund ("Switch-In Non-Money Market Sub-Fund"), an initial charge applicable to the Switch-In Non-Money Market Sub-Fund (instead of the 1% switching fee) will be levied in respect of such Units as a result of the switching where the Manager has determined that no initial charge has ever been levied for Units of such Switch-Out Money Market Sub-Fund. For this purpose, the Manager will determine that no initial charge has ever been levied for the Units of a Money Market Sub-Fund if (i) such Units were issued to the Unitholder directly as a result of a subscription received by the Manager or the Trustee; or (ii) those Units were not previously switched from Units of a Non-Money Market Sub-Fund. In making such a determination, the Manager may make such assumptions as it considers appropriate.

The Manager may share any fees it receives with distributors or agents procuring subscriptions to the Fund. The Manager may, at its sole discretion, waive part or all of the initial charge, redemption charge or switching fee as it considers appropriate. The Manager and its associates may with the consent of the Trustee deal with any Sub-Fund, both as principal and agent, and, subject as provided below, may retain any benefit which they receive as a result.

The Trustee is entitled to receive the following fees in respect of the Sub-Funds. The current levels of the fees are set out below:

Inception Fee

- for the establishment of the Fund and NCB China Equity Fund and NCB HK Dollar Money Market Fund up to HK\$30,000
- NCB China Resources Opportunities Fund up to HK\$30,000
- NCB China Balanced Fund up to HK\$30,000
- subsequent Sub-Funds up to HK\$30,000 per Sub-Fund

The Trustee may, at its sole discretion, waive part or all of the inception fee as it considers appropriate.

Trustee Fee

In respect of trust administrative and fiduciary services provided by the Trustee for the Sub-Funds, the Trustee is entitled to receive a Trustee Fee of up to 1% per annum of its Net Asset Value in respect of each Sub-Fund. The current level of Trustee Fees for different Sub-Funds are as follows:

<u>Sub-Funds applicable</u>	<u>Rate of Trustee Fee (p.a.)</u>
NCB China Equity Fund NCB HK Dollar Money Market Fund NCB China Resources Opportunities Fund	0.125% on the first HK\$200 million of the Net Asset Value of each Sub-Fund; 0.10% on the next HK\$200 million of the Net Asset Value of each Sub-Fund;

NCB China Balanced Fund	0.0875% on the remaining balance of the Net Asset Value of each Sub-Fund;
	Subject to a minimum monthly fee of HK\$20,000 per Sub-Fund.

The trustee fee will be deducted from the assets of the relevant Sub-Funds. In respect of each Sub-Fund, the Trustee may increase the rate of the trustee fee up to 1% per annum on giving not less than 3 months notice of such increase to the affected Unitholders and the Manager. The trustee fee is accrued daily, calculated on each Dealing Day and is paid monthly in arrears.

In addition, the Trustee is entitled to (i) transaction and processing fees in accordance with its normal scales as agreed with the Manager; (ii) a termination fee upon termination of the Fund or Sub-Fund at such rates as may be agreed between the Trustee and the Manager, failing which, in accordance with the normal commercial rates of the Trustee at the time of termination; and (iii) such other fees as may be permitted under the Trust Deed.

Other Charges and Expenses

Each Sub-Fund will bear the costs and expenses set out in the Trust Deed which are directly attributable to it. Where such costs are not directly attributable to a Sub-Fund, each Sub-Fund will bear such costs in proportion to its respective Net Asset Value or in such other manner as the Manager shall consider appropriate. Such costs include but are not limited to the costs incurred in the establishment, structuring, management and administration of the Fund and its Sub-Funds, the costs of investing and realising the investments of the Sub-Funds, the fees and expenses of custodians and sub-custodians of the assets of the Fund, the fees and expenses of the auditors, valuation costs, legal fees, the costs incurred in connection with any listing or regulatory approval, the costs of holding meetings of Unitholders and the costs incurred in the preparation and printing of any explanatory memorandum, any audited accounts or interim reports which are sent to the Unitholders.

In addition, each Sub-Fund will bear a due proportion of the costs and expenses incurred by the Manager and the Trustee in establishing the Fund. The costs and expenses incurred in respect of the establishment of the Sub-Funds currently launched under the Fund have been fully amortised over the first accounting period of the Sub-Funds after consultation with the auditors.

Accounting periods of the Sub-Funds are from 1 April of each year to 31 March of the next following year.

In addition to the above, Unitholders may be required to pay any requisite governmental tax, stamp duty, registration fee, custody and nominee charges as may be required in the purchase or sale of the Units under the Fund.

Potential Conflict of Interest, Transactions with Connected Persons and Soft Commissions

The Manager and the Trustee or their connected persons may, from time to time, act as manager, investment adviser, trustee or as custodian or in such other capacity in connection with or be otherwise involved in or with any other collective investment schemes separate and distinct from the Fund and any Sub-Fund, including those that have similar investment objectives to those of the Sub-Funds, or contract with or enter into financial, banking or other transaction with one another or with any investor of a Sub-Fund, or any company or body any of whose shares or securities form part of a Sub-Fund or may be interested in any such contract or transaction and shall not be liable to account to the Fund or any Sub-Fund or any investor of the Fund or any Sub-Fund for any profit or benefit made or derived thereby or in connection therewith. It is, therefore, possible that any of the Manager, the Trustee or their connected persons may, in the course of business, have potential conflicts of interest with any Sub-Fund.

Each the Manager, the Trustee or their connected persons will, at all times, have regard in such event to its obligations to the Sub-Funds and the investors and will endeavour to ensure that such conflicts are resolved fairly.

The Manager has an established policy in relation to the identification and monitoring of potential conflicts of interest scenarios. There are functional separation of different areas of operations to control the flow of information that may be confidential and/or price sensitive. Computer and information system with appropriate access controls have been put in place by the Manager. Key duties and functions are segregated among different departments. The Manager has adopted trading policies which are designed to ensure the fair allocation of investment opportunities among funds, investment vehicles or accounts that the Manager manages or advises. A designated risk management and portfolio control team and compliance team of the Manager will monitor the implementation of such trading policies and dealing procedures with overall monitoring by the senior management of the Manager.

The Trustee will keep and maintain proper books of accounts, records and documents for each fund or scheme under their trusteeship and segregate the assets of different funds or schemes. The Trustee will keep data and information in relation to the portfolio of each fund/scheme confidential.

The Manager and the Trustee shall act in a reasonable and prudent manner when handling any potential conflict of interest situation and take into account the interest of Unitholders and clients.

No person may be allowed to enter on behalf of the Sub-Fund into underwriting or sub-underwriting contracts without the prior consent of the Trustee and unless the Sub-Fund or the Manager provides in writing that all commissions and fees payable to the Manager under such contracts, and all investments acquired pursuant to such contracts, will form part of the Sub-Fund's assets.

If cash forming part of the Sub-Fund's assets is deposited with the Trustee, the Manager, investment delegate 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 unitholders, 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.

All transactions carried out by or on behalf of each Sub-Fund will be at arm's length in the best interest of the Unitholders. Any transactions between any Sub-Fund and the Manager or any of its connected persons as principal may only be made with the prior written consent of the Trustee. All such transactions shall be disclosed in the Fund's annual report.

Neither the Manager, investment delegate nor any of their connected persons may retain cash or other rebates from a broker or dealer in consideration of directing transactions in the sub-fund's property to the broker or dealer save that goods and services (soft dollars) may be retained if:

- (a) the goods or services are of demonstrable benefit to the Unitholders;
- (b) transaction execution is consistent with best execution standards and brokerage rates are not in excess of customary institutional full-service brokerage rates;
- (c) adequate prior disclosure has been made in the Sub-Fund's offering document the terms of which the unitholder has consented to;
- (d) periodic disclosure is made in the Sub-Fund's annual report in the form of a statement describing the soft dollar policies and practices of the Manager or investment delegate, including a description of the goods and services received by them; and
- (e) the availability of soft dollar arrangements is not the sole or primary purpose to perform or arrange transaction with such broker or dealer.

Goods and services falling within paragraph (a) above 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 publication. Such goods and services may not include travel, accommodation, entertainment, general administrative goods or services, general office equipment or premises, membership fees, employee salaries, or direct money payments.

In transacting with brokers or dealers connected to the Manager, investment delegate, the Trustee or any of their connected persons, the Manager, shall, save to the extent permitted under the UTMF Code or any waiver obtained from the SFC ensure that it complies with the following obligations:

- (a) such transactions shall be on arm's length terms;
- (b) it shall use due care in the selection of brokers or dealers and ensure that they are suitably qualified in the circumstances;
- (c) transaction execution shall be consistent with applicable best execution standards;
- (d) the fee or commission paid to any such broker or dealer in respect of a transaction shall not be greater than that which is payable at the prevailing market rate for a transaction of that size and nature;
- (e) the Manager shall monitor 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 relevant Sub-Fund's annual report.

TAXATION

The following statements regarding taxation are based on advice received by the Fund regarding the law and practice in force in Hong Kong at the date of this document.

Hong Kong

The Fund is not expected to be subject to Hong Kong tax in respect of any of its authorised activities.

No tax will be payable by Unitholders in Hong Kong in respect of income distributions of the Fund or in respect of any capital gains arising on a sale, redemption or other disposal of Units, except that Hong Kong profits tax may arise where such transactions form part of a trade, profession or business carried on in Hong Kong.

General

Investors should consult their professional financial advisers on the consequences to them of acquiring, holding, realising, transferring or selling Units under the relevant laws of the jurisdictions to which they are subject, including the tax consequences and any exchange control requirements. These consequences, including the availability of, and the value of, tax relief to investors will vary with the law and practice of the investors' country of citizenship, residence, domicile or incorporation and their personal circumstances.

GENERAL INFORMATION

Notices to Unitholders

Any notices or documents required to be sent to, served upon, lodged with or given to a Unitholder may be delivered by hand or sent by post to the address of the Unitholder. Such notices or documents may also be sent to the most recently available facsimile number of the Unitholder or by electronic mail or by other means of communication provided that the relevant Unitholder has consented to the use of such means.

Accounts and Reports

The Fund's year end is 31 March in each year. Audited accounts will be available within four months of the end of each financial year. Half-yearly unaudited interim reports up to the last Dealing Day in September in each year will be available within two months of the end of the period which they cover. Such reports will contain a statement of the value of the net assets of each Sub-Fund and the investments comprising its portfolio and will be published in both English and Chinese.

Once annual and interim reports are issued, Unitholders will be notified of where such reports, in printed and electronic forms, can be obtained. Notice will be given to the Unitholders as and when the reports are available. Once issued, the annual and interim reports will be available on the Manager's website (www.boci-pru.com.hk). A printed copy of the reports is also available for inspection at the Manager's office free of charge during normal working hours.

Publication of Net Asset Value per Unit

The Net Asset Value per Unit for each class of the Sub-Funds shall be calculated on each Dealing Day and will be available on the Manager's website (www.boci-pru.com.hk) and/or published in South China Morning Post, Hong Kong Economic Journal, Hong Kong Economic Times or any other newspapers which the Manager may from time to time determine and notify the Unitholders. The Net Asset Value per Unit may also be made public free of charge by other means of dissemination as the Manager may from time to time determine and notify the Unitholders. The prices will be expressed exclusive of any initial charge or redemption charge which may be payable on subscription or redemption.

Unclaimed Proceeds

Upon termination of the Fund, any unclaimed proceeds or other cash held by the Trustee under the provisions of the Trust Deed may at the expiration of twelve months from the date upon which the same were payable be paid into court subject to the right of the Trustee to deduct therefrom any expenses it may incur in making such payment.

Removal and Retirement of the Trustee, the Manager and the Sponsor

(a) The Trustee

Subject to the prior approval of the SFC,

- (i) the Trustee may retire voluntarily if a new trustee has been appointed by the Manager with the prior approval of the Sponsor (which approval shall not be unreasonably withheld) and adequate arrangements have been made for the new trustee to assume the responsibility for administration of the Fund and for the Trustee's interest in the Fund to be transferred to the new trustee;
- (ii) the Manager may with the prior approval of the Sponsor remove the Trustee by giving not less than 90 days prior notice in writing to the Trustee and appoint any other qualified company to act as the trustee of the Fund; and
- (iii) the Sponsor may with the prior approval of the Manager remove the Trustee by giving at least 90 days prior written notice to the Trustee that it wishes the Trustee to retire in favour of a new trustee.

(b) The Manager

Subject to the prior approval of the SFC, the Sponsor may with the prior approval of the Trustee remove the Manager by giving at least 90 days prior written notice to the Manager that it wishes the Manager to retire in favour of a new manager. Furthermore, the Manager may be subject to removal by the Trustee if:

- (i) the Manager commences liquidation or has gone into receivership or has entered into any scheme of arrangement or compromise with its creditors; or
- (ii) for good and sufficient reason, the Trustee states in writing that a change of the Manager is desirable in the interest of the Unitholders; or
- (iii) the Unitholders representing at least 50% in value of the Units outstanding (excluding those held or deemed to be held by the Manager) delivered to the Trustee a written request to dismiss the Manager.

If the authorisation of the Manager to act as investment manager of the Fund is withdrawn by the SFC, the Manager's appointment under the Fund shall be terminated as at the date on which the SFC's withdrawal becomes effective.

Apart from the above, the Manager may also retire voluntarily in favour of some other qualified company approved by the Trustee and the Sponsor.

(c) The Sponsor

Subject to the prior approval of the SFC, the Sponsor shall also have the power to retire voluntarily in favour of some other company approved by the Trustee and the Manager.

Termination of the Fund

The Fund shall continue for a period of 80 years from the date of the Trust Deed or until it is terminated in one of the ways set out below:

1. The Sponsor may terminate the Fund if:
 - (a) the Manager goes into liquidation or if a receiver is appointed over any of the Manager's assets and not discharged within 60 days; or
 - (b) the Fund ceases to be authorised or otherwise officially approved pursuant to the Securities and Futures Ordinance of Hong Kong; or
 - (c) the Manager ceases to manage the Fund and the Trustee fails to appoint a successor manager; or
 - (d) the Trustee has notified the Manager of its desire to retire as trustee of the Fund and the Manager fails to appoint a successor trustee.

2. Subject to the prior approval of the SFC, the Manager or the Trustee or the Sponsor may terminate the Fund if:
 - (a) at any time one year after the establishment of the Fund the Net Asset Value of the Fund falls below an amount which is equivalent to HK\$40,000,000; or
 - (b) the Fund ceases to be authorised or otherwise officially approved pursuant to the Securities and Futures Ordinance of Hong Kong or if any law is passed which renders it illegal or in the opinion of the Manager or the Trustee or the Sponsor (with consent from either the Trustee or the Manager) (as the case may be) impracticable or inadvisable to continue the Fund.

Notice will be given to Unitholders if the Fund is terminated under the above circumstances. Such notice will be submitted to the SFC for prior approval and will contain the reasons for the termination, alternatives available to Unitholders and the expected costs involved.

Termination of a Sub-Fund

Subject to the prior approval of the SFC,

1. the Manager or the Sponsor may terminate any Sub-Fund if:
 - (a) at any time one year after the establishment of the Sub-Fund the Net Asset Value of that Sub-Fund falls below HK\$40,000,000;
 - (b) the Sub-Fund ceases to be authorised or otherwise officially approved pursuant to the Securities and Futures Ordinance of Hong Kong or if any law is passed which renders it illegal or in the opinion of the Trustee or the Manager or the Sponsor (with consent from either the Trustee or the Manager) (as the case may be) impracticable or inadvisable to continue the Sub-Fund; and
2. Unitholders of the relevant class or classes may at any time terminate a Sub-Fund by extraordinary resolution.

Trust Deed

The Fund was established under Hong Kong law by a trust deed dated 30 May 2007, as amended, modified or supplemented from time to time. All holders of Units are entitled to the benefit of, are bound by and are deemed to have notice of the provisions of the Trust Deed.

The Trust Deed contains provisions for the indemnification of the Sponsor, the Trustee and the Manager and their relief from liability in certain circumstances. Unitholders and intending applicants are advised to consult the terms of the Trust Deed. In the event of any conflict between any of the provisions of this Explanatory Memorandum and the Trust Deed, the provisions of the Trust Deed prevail.

Modification of Trust Deed

Subject to the prior approval of the SFC, where applicable, and the Sponsor, the Trustee and the Manager may agree to modify the Trust Deed by supplemental deed provided that in the opinion of the Trustee each of such modifications (i) is necessary to make possible compliance with fiscal or other statutory, regulatory or official requirements; and/or (ii) does not materially prejudice the interests of Unitholders, does not to any material extent release the Trustee, the Manager or any other person from any liability to the Unitholders; and does not increase the costs and charges payable from the assets of the Fund; and/or (iii) is necessary to correct a manifest error.

In all other cases modifications involving any material changes require the sanction of an extraordinary resolution of the Unitholders affected or the approval of the SFC.

Meetings of Unitholders

The Trust Deed provides for meetings of Unitholders to be convened by the Trustee or the Manager upon at least 21 days' notice. Notices of meetings of Unitholders will be posted to Unitholders.

Proxies may be appointed. The quorum at Unitholders' meetings is Unitholders present in person or by proxy holding not less than 10 per cent (or, in relation to a resolution proposed as an extraordinary resolution, 25 per cent) of the Units in issue. If a quorum is not present, the meeting will be adjourned for not less than 15 days. Separate notice of

any adjourned meeting will be given, and at an adjourned meeting Unitholders whatever their number or the number of Units held by them will form a quorum.

An extraordinary resolution is required under the Trust Deed for certain purposes and is a resolution proposed as such and passed by a majority of 75 per cent of the total number of votes cast.

The Trust Deed contains provisions for the holding of separate meetings of Unitholders holding different classes of Units where only the interests of Unitholders of a particular class are affected.

The Trust Deed provides that at any meeting of Unitholders, on a show of hands, every Unitholder who (being an individual) is present in person or (being a partnership or corporation) is present by an authorised representative shall have one vote and, on a poll, every Unitholder who is present as aforesaid or by proxy shall have one vote for every Unit of which he is the holder.

Transfer of Units

Subject as provided below, Units may be transferred by an instrument in writing in a form approved by the Trustee, signed by (or, in the case of a body corporate, signed on behalf of or sealed by) the transferor and the transferee. The transferor will be deemed to remain the holder of the Units transferred until the name of the transferee is entered in the Register of Unitholders in respect of such Units.

Each instrument of transfer must relate to a single class of Units only. No Units may be transferred if, as a result, either the transferor or the transferee would hold Units having a value less than the minimum holding of the relevant class.

Documents Available for Inspection

Copies of the Trust Deed and the latest annual and semi-annual reports (if any) are available for inspection free of charge at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) at the office of the Manager, 27/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong. Copies of the Trust Deed can be purchased from the Manager on payment of a reasonable fee.

(i) This Explanatory Memorandum and any subsequent supplements to this Explanatory Memorandum, (ii) the latest annual and semi-annual reports of the Fund and (iii) other fund information are also available on the Manager's website (www.boci-pru.com.hk).

Enquiries and Complaints

Unitholders wishing to make an enquiry or a complaint about any Sub-Fund(s) should contact the Manager, BOCI-Prudential Asset Management Limited, at 27th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong or call the Manager's Investment Fund Services Hotline at (852) 2280 8615. Customer services officers of the Manager shall address any enquiry or complaint by verbal or written form depending on the nature of enquiry or complaint received about the relevant Sub-Fund received as soon as reasonably practicable.

Anti-Money Laundering Regulations

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

- (i) the applicant makes the payment from an account held in the applicant's name at a recognised financial institution; or
- (ii) 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/region recognised as having sufficient anti-money laundering regulations.

The Trustee and the Manager reserve the right to request such information as is necessary to verify the identity of an applicant and the source of the payment. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Trustee and/or the Manager may refuse to accept the application and the application moneys relating thereto.

Information contained in the website of the Manager has not been reviewed by the SFC.