If you are in any doubt about the contents of this Prospectus, the risks involved in investing in the Company or the suitability for you of investment in the Company, you should consult your stock broker, bank manager, solicitor, accountant or other independent financial adviser. Prices for Shares in the Company may fall as well as rise.

The Directors of the Company whose names appear under the heading "Management and Administration" in this Prospectus accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts in all material respects and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Value Partners Ireland Fund plc

An umbrella company with segregated liability between Funds

(an open-ended umbrella investment company with variable capital and segregated liability between Funds incorporated with limited liability in Ireland under the Companies Acts 1963 to 2013 with registration number 510728 and established as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011).

P R O S P E C T U S

Promoter, Investment Manager & Distributor
Value Partners Hong Kong Limited

The date of this Prospectus is 1st December, 2014.

IMPORTANT INFORMATION

This Prospectus should be read in conjunction with the Section entitled "Definitions".

The Prospectus

This Prospectus describes Value Partners Ireland Fund plc, an open-ended umbrella investment company incorporated with variable capital in Ireland and authorised by the Central Bank as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011), as amended with segregated liability between its Funds. The Company is structured as an umbrella fund and may comprise several portfolios of assets. The share capital of the Company may be divided into different classes of shares each representing a separate portfolio of assets and further sub-divided, to denote differing characteristics attributable to particular Shares, into "Classes".

This Prospectus may only be issued with one or more Supplements, each containing information relating to a separate Fund. Details relating to Classes may be dealt with in the relevant Fund Supplement or in separate Supplements for each Class. Each Supplement shall form part of, and should be read in conjunction with, this Prospectus. To the extent that there is any inconsistency between this Prospectus and any Supplement, the relevant Supplement shall prevail.

The latest published annual and half yearly reports of the Company will be supplied to subscribers free of charge upon request and will be available to the public as further described in the section of the Prospectus headed "Reports and Accounts".

Authorisation by the Central Bank

The Company is both authorised and supervised by the Central Bank. Authorisation of the Company by the Central Bank shall not constitute a warranty as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company. The authorisation of the Company is not an endorsement or guarantee of the Company by the Central Bank and the Central Bank is not responsible for the contents of this Prospectus.

Prices of Shares in the Company may fall as well as rise.

Redemption Fee

The Directors are empowered to levy a redemption charge not exceeding 3% of the Net Asset Value per Share. The difference at any one time between the sale price (to which may be added a sales charge) and the redemption price of Shares in the Company (from which may be deducted a redemption fee) means that an investment should be viewed as medium to long term. Details of any such charge with respect to one or more Funds will be set out in the relevant Supplement.

Restrictions on Distribution and Sale of Shares

The distribution of this Prospectus and the offering of Shares may be restricted in certain jurisdictions. This Prospectus does not constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is not authorised or the person receiving the offer or solicitation may not lawfully do so. It is the responsibility of any person in possession of this Prospectus and of any person wishing to apply for Shares to inform himself of and to observe all applicable laws and regulations of the countries of his nationality, residence, ordinary residence or domicile.

The Directors may restrict the ownership of Shares by any person, firm or corporation where such ownership would be in breach of any regulatory or legal requirement or may affect the tax status of the Company. Any restrictions applicable to a particular Fund or Class shall be specified in the relevant Supplement for such Fund or Class. Any person who is holding Shares in contravention of the restrictions set out above or, by virtue of his holding, is in breach of the laws and regulations of any competent jurisdiction or whose holding could, in the opinion of the Directors, cause the Company or any Shareholder or any Fund to incur any liability to taxation or to suffer any pecuniary disadvantage which any or all of them might not otherwise have incurred or sustained or otherwise in circumstances which the Directors believe might be prejudicial to the interests of the Shareholders, shall indemnify the Company, the Distributor and Investment Manager, the Custodian, the Administrator and Shareholders for any loss suffered by it or them as a result of such person or persons acquiring or holding Shares in the Company.

The Directors have the power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of the restrictions imposed by them as described herein.

United Kingdom

The Company is a regulated collective investment scheme pursuant to Section 264 of FSMA and accordingly, may be promoted direct to the public within the United Kingdom through the use of this document and otherwise as permitted by the FMSA.

United States of America

None of the Shares have been, nor will be, registered under the 1933 Act and none of the Shares may 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 to or for the benefit of a US Person. US Persons are not permitted to subscribe for Shares in the Company. Neither the Company nor any Fund will be registered under the United States Investment Company Act of 1940.

Reliance on this Prospectus

Statements made in this Prospectus and any Supplement are based on the law and practice in force in the Republic of Ireland at the date of the Prospectus or Supplement as the case may be, which may be subject to change. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares in the Company shall under any circumstances constitute a representation that the affairs of the

Company have not changed since the date hereof. This Prospectus will be updated by the Company to take into account any material changes from time to time and any such amendments will be notified in advance to and cleared by the Central Bank. Any information or representation not contained herein or given or made by any broker, salesperson or other person should be regarded as unauthorised and should accordingly not be relied upon.

Investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investment or other matters. You should consult your stockbroker, accountant, solicitor, independent financial adviser or other professional adviser.

Risk Factors

Investors should read and consider the section entitled "Risk Factors" in this Prospectus and any Supplement before investing in the Company.

Translations

This Prospectus and any Supplements may also be translated into other languages. Any such translation shall only contain the same information and have the same meaning as the English language Prospectus and Supplements. To the extent that there is any inconsistency between the English language Prospectus/Supplements and the Prospectus/Supplements in another language, the English language Prospectus/Supplements will prevail, except to the extent (but only to the extent) required by the law of any jurisdiction where the Shares are sold, that in an action based upon disclosure in a Prospectus in a language other than English, the language of the Prospectus/Supplement on which such action is based shall prevail.

DIRECTORY

Value Partners Ireland Fund plc

Directors
Mike Kirby
Jim Cleary
Chun Wah Mo

Registered Office
5 George's Dock,
IFSC
Dublin 1
Ireland

Promoter, Investment Manager and Distributor
Value Partners Hong Kong Limited
9/F., Nexxus Building
41 Connaught Road Central
Hong Kong

Company Secretary
KB Associates
5 George's Dock
IFSC
Dublin 1
Ireland

Administrator
HSBC Securities Services (Ireland) Limited
1 Grand Canal Square
Dublin 2
Ireland

Custodian
HSBC Institutional Trust Services (Ireland) Limited
1 Grand Canal Square
Grand Canal Harbour
Dublin 2
Ireland

Auditors
PricewaterhouseCoopers
One Spencer Dock
North Wall Quay
Dublin 1
Ireland

Legal Advisers
Ireland

Dillon Eustace,
33 Sir John Rogerson's Quay
Dublin 2
Ireland

Tax Advisers
Ireland

PricewaterhouseCoopers
One Spencer Dock
North Wall Quay
Dublin 1
Ireland

Governance Services Provider

KB Associates
5 George's Dock
IFSC
Dublin 1
Ireland

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SECTION

DEFINITIONS

In this Prospectus the following words and phrases have the meanings set forth below:-

All references to a specific time of day are to Irish time

"Accounting Date"	means 31st December in each year or such other date as the Directors may from time to time decide and notify in advance to the Central Bank.
"Accounting Period"	means a period ending on the Accounting Date and commencing, in the case of the first such period on the date of incorporation of the Company and, in subsequent such periods, on the day following expiry of the last Accounting Period.
"Act"	means the Companies Acts 1963 to 2013 and every amendment or re-enactment of the same.
"Administrator"	means HSBC Securities Services (Ireland) Limited.
"Administration Agreement"	means the Administration Agreement made between the Company and the Administrator dated 28th November, 2014.
"AIMA"	means the Alternative Investment Management Association.
"Application Form"	means any application form to be completed by subscribers for Shares as prescribed by the Company or its delegate from time to time.
"Articles of Association"	means the Memorandum and Articles of Association of the Company.
"Auditors"	means PricewaterhouseCoopers.
"Base Currency"	means the currency of account of a Fund as specified in the relevant Supplement relating to that Fund.
"Business Day"	means in relation to a Fund such day or days as shall be so specified in the relevant Supplement for that Fund.
"Central Bank"	means the Central Bank of Ireland.
"Class"	means a particular division of Shares in a Fund.

"Code"	means the United States Internal Revenue Code of 1986, as amended.
“Company”	means Value Partners Ireland Fund plc.
“Country Supplement”	means a supplement to this Prospectus specifying certain information pertaining to the offer of Shares of the Company or a Fund or Class in a particular jurisdiction or jurisdictions.
“Custodian”	means HSBC Institutional Trust Services (Ireland) Limited.
“Custodian Agreement”	means the Custodian Agreement made between the Company and the Custodian dated 28th November, 2014.
“Dealing Day”	means in relation to a Fund such day or days as shall be specified in the relevant Supplement for that Fund provided that there shall be at least one Dealing Day every fortnight.
“Dealing Deadline”	means in relation to a Fund, such time on any Dealing Day as shall be specified in the relevant Supplement for the Fund provided that there shall be at least one Dealing Day every fortnight.
“Directors”	means the directors of the Company or any duly authorised committee or delegate thereof.
“Distribution Agreement”	means the Distribution Agreement dated 20th April, 2012, as amended by side letter dated 6th February, 2013 and as further amended by a second side letter dated 19th September, 2013.
“Distributor”	means Value Partners Hong Kong Limited.
“EEA”	means the countries for the time being comprising the European Economic Area (being at the date of this Prospectus, European Union Member States, Norway, Iceland, Liechtenstein).
"ERISA"	means the United States Employee Retirement Income Security Act 1974, as amended.
“ETF”	means an exchange traded fund which tracks a particular stock market index, the shares of which can be actively traded on an exchange.

"euro" or "€"	means the lawful currency of the participating member states of the European Union which have adopted the single currency in accordance with the EC Treaty of Rome dated 25th March 1957 (as amended by the Maastricht Treaty dated 7th February 1992).
"Exempt Irish Investor"	means: • a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the Taxes Act or a retirement annuity contract or a trust scheme to which Section 784 or 785 of the Taxes Act applies; • a company carrying on life business within the meaning of Section 706 of the Taxes Act; • an investment undertaking within the meaning of Section 739B(1) of the Taxes Act; • a special investment scheme within the meaning of Section 737 of the Taxes Act; • a charity being a person referred to in Section 739D(6)(f)(i) of the Taxes Act; • a unit trust to which Section 731(5)(a) of the Taxes Act applies; • a qualifying fund manager within the meaning of Section 784A(1)(a) of the Taxes Act where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund; • a qualifying management company within the meaning of Section 739B of the Taxes Act; • an investment limited partnership within the meaning of Section 739J of the Taxes Act; • a personal retirement savings account ("PRSA") administrator acting on behalf of a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the Taxes Act and the Shares are assets of a PRSA; • a credit union within the meaning of Section 2 of the Credit Union Act, 1997; • the National Pensions Reserve Fund Commission; • the National Asset Management Agency; • a company which is within the charge to corporation tax in accordance with Section 110(2) of the Taxes Act in respect of payments made to it by the Company; or

- any other Irish Resident or persons who are Ordinarily Resident in Ireland who may be permitted to own Shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Company or jeopardising tax exemptions associated with the Company giving rise to a charge to tax in the Company;

provided that they have correctly completed the Relevant Declaration.

"FSA"	means the Financial Services Authority of the United Kingdom.
"FSMA"	means the United Kingdom Financial Services and Markets Act 2000 and every amendment or re-enactment of the same.
"Fund"	means a sub-fund of the Company representing the designation by the Directors of a particular class of Shares as a sub-fund the proceeds of issue of which are pooled separately and invested in accordance with the investment objective and policies applicable to such sub-fund and which is established by the Directors from time to time with the prior approval of the Central Bank.
"Governance Services Provider"	means KB Associates, the UCITS governance services provider.
"Initial Price"	means the initial price payable for a Share as specified in the relevant Supplement for each Fund.
"Intermediary"	means a person who:- • carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons; or • holds shares in an investment undertaking on behalf of other persons.
"IFRS"	means the International Financial Reporting Standards.
"Investment Manager"	means Value Partners Hong Kong Limited.

"Investment Management Agreement" means the Investment Management Agreement made between the Company and the Investment Manager dated 8th November, 2012, as amended by side letter dated 6th February, 2013 and as further amended by a second side letter dated 19th September, 2013.

"IOSCO" means the International Organisation of Securities Commissions.

"Ireland" means the Republic of Ireland.

"Irish Resident"

- in the case of an individual, means an individual who is resident in Ireland for tax purposes.
- in the case of a trust, means a trust that is resident in Ireland for tax purposes.
- in the case of a company, means a company that is resident in Ireland for tax purposes.

An individual will be regarded as being resident in Ireland for a tax year if he/she is present in Ireland: (1) for a period of at least 183 days in that tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the individual is present in Ireland for at least 31 days in each period. In determining days present in Ireland, an individual is deemed to be present if he/she is in Ireland at any time during the day. This new test takes effect from 1 January 2009 (previously in determining days present in Ireland an individual was deemed to be present if he/she was in Ireland at the end of the day (midnight)).

A trust will generally be Irish resident where the trustee is resident in Ireland or a majority of the trustees (if more than one) are resident in Ireland.

A company which has its central management and control in Ireland is resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which is incorporated in Ireland is resident in Ireland except where:-

- the company or a related company carries on a trade in Ireland, and either the company is ultimately controlled by persons resident in EU Member States or in countries with which Ireland has a double taxation treaty, or the company or a related company are quoted companies on a recognised Stock Exchange in the EU or in a treaty country under a double taxation treaty between Ireland and that country. This exception does not apply where it would result in an Irish incorporated company that is managed and controlled in a relevant territory (other than Ireland), but would not be resident in that relevant territory as it is not incorporated there, not being resident for tax purposes in any territory.

or

- the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

It should be noted that the determination of a company's residence for tax purposes can be complex in certain cases and potential investors are referred to the specific legislative provisions that are contained in Section 23A of the Taxes Act.

"Member"	means a Shareholder or a person who is registered as the holder of one or more non-participating shares in the Company.
"Member State"	means a member state of the European Union.
"Minimum Holding"	means the minimum number or value of Shares which must be held by Shareholders as specified in the relevant Supplement.
"Minimum Subscription"	means the minimum subscription for Shares as specified in the relevant Supplement.
"Minimum Transaction Size"	means the minimum value of subsequent subscriptions, redemptions, conversions or transfers of Shares in any Fund or Class as specified in the relevant Supplement.
"Money Market Instruments"	means instruments normally dealt in on the money market which are liquid and have a value which can be accurately determined at any time and which comply with the requirements of the Central Bank.

"Net Asset Value"	means the Net Asset Value of a Fund or attributable to a Class (as appropriate) calculated as referred to herein.
"Net Asset Value per Share"	means the Net Asset Value of a Fund divided by the number of Shares in issue in that Fund or the Net Asset Value attributable to a Class divided by the number of Shares issued in that Class rounded to the nearest cents of the relevant currency class.
"OECD Countries"	means Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Luxembourg, Mexico, Netherlands, New Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States or other such other members as may be admitted from time to time.
"Ordinarily Resident in Ireland"	means: • in the case of an individual, means an individual who is ordinarily resident in Ireland for tax purposes • in the case of a trust, means a trust that is ordinarily resident in Ireland for tax purposes. An individual will be regarded as ordinarily resident for a particular tax year if he/she has been Irish Resident for the three previous consecutive tax years (i.e. he/she becomes ordinarily resident with effect from the commencement of the fourth tax year). An individual will remain ordinarily resident in Ireland until he/she has been non-Irish Resident for three consecutive tax years. Thus, an individual who is resident and ordinarily resident in Ireland in the tax year 1 January 2014 to 31 December 2014 and departs from Ireland in that tax year will remain ordinarily resident up to the end of the tax year 1 January 2017 to 31 December 2017. The concept of a trust's ordinary residence is somewhat obscure and linked to its tax residence.
"OTC"	means Over-the-Counter.
"Participation Notes"	means contracts issued by banks or broker-dealers that provide exposure to an underlying security on a 1 for 1

	basis on the underlying security. Participation Notes, also known as certificates, may be listed on stock exchanges or unlisted but settled OTC on platforms such as Clearstream Banking AG, Clearstream Banking SA or Euroclear etc and are typically fully funded instruments. Participation Notes can provide exposure to specific stocks, direct access to restricted markets or customised exposure to a country, region, sector, theme or basket.
"Passive Hedging Calculation Agent“	means the Passive Hedging Calculation Agent appointed pursuant to the Passive Hedging Calculation Agreement made between The Hongkong and Shanghai Banking Corporation Limited as Passive Hedging Calculation Agent and Value Partners Hong Kong Limited on behalf of the Funds dated 28 November, 2014.
“Paying Agency Agreement”	means one or more Paying Agency Agreements made between the Company and one or more Paying Agents and dated as specified in the relevant Country Supplement.
“Paying Agent”	means one or more paying agents/representatives/facilities agents, appointed by the Company in certain jurisdictions as detailed in the relevant Country Supplement.
“Plan”	means an “employee benefit plan” within the meaning of Section 3(3) of ERISA or a “plan” within the meaning of Section 4975(e)(1) of the Code.
“Prospectus”	the prospectus of the Company and any Supplements and addenda thereto issued in accordance with the requirements of the UCITS Regulations.
“PRC”	means the People’s Republic of China.
“Recognised Clearing System”	means Deutsche Bank AG - Depository and Clearing System, Clearstream Banking AG, Clearstream Banking SA, CREST, Depositary Trust Company of New York, Euroclear, Japan Securities Depository Center, National Securities Clearing System, Sicovam SA, SIS Sega Intersettle AG or any other system for clearing shares which is designated for the purposes of Chapter 1A in Part 27 of the Taxes Act, by the Irish Revenue Commissioners as a recognised clearing system.

"Recognised Exchange"	means the stock exchanges or markets set out in Appendix II.
"Relevant Declaration"	means the declaration relevant to the Shareholder as set out in Schedule 2B of the Taxes Act.
"Relevant Period"	means a period of 8 years beginning with the acquisition of a Share by a Shareholder and each subsequent period of 8 years beginning immediately after the preceding Relevant Period.
"Share"	means a participating Share or, save as otherwise provided in this Prospectus, a fraction of a participating Share in the capital of the Company.
"Shareholder"	means a person who is registered as the holder of Shares in the register of Shareholders for the time being kept by or on behalf of the Company.
"Specified US Person"	The term "Specified U.S. Person" means (i) a US citizen or resident individual, (ii) a partnership or corporation organized in the United States or under the laws of the United States or any State thereof (iii) a trust if (a) a court within the United States would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and (b) one or more US persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the United States or (iv) an estate of a decedent that is a citizen or resident of the US; **excluding** (1) a corporation the stock of which is regularly traded on one or more established securities markets; (2) any corporation that is a member of the same expanded affiliated group, as defined in section 1471(e)(2) of the U.S. Internal Revenue Code, as a corporation described in clause (i); (3) the United States or any wholly owned agency or instrumentality thereof; (4) any State of the United States, any U.S. Territory, any political subdivision of any of the foregoing, or any wholly owned agency or instrumentality of any one or more of the foregoing; (5) any organization exempt from taxation under section 501(a) or an individual retirement plan as defined in section 7701(a)(37) of the U.S. Internal Revenue Code; (6) any bank as defined in section 581 of the U.S. Internal Revenue Code; (7) any

	real estate investment trust as defined in section 856 of the U.S. Internal Revenue Code; (8) any regulated investment company as defined in section 851 of the U.S. Internal Revenue Code or any entity registered with the Securities Exchange Commission under the Investment Company Act of 1940 (15 U.S.C. 80a-64); (9) any common trust fund as defined in section 584(a) of the U.S. Internal Revenue Code; (10) any trust that is exempt from tax under section 664(c) of the U.S. Internal Revenue Code or that is described in section 4947(a)(1) of the U.S. Internal Revenue Code; (11) a dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any State; or (12) a broker as defined in section 6045(c) of the U.S. Internal Revenue Code. This definition shall be interpreted in accordance with the US Internal Revenue Code.
"Supplement"	means a supplement to this Prospectus specifying certain information in respect of a Fund and/or one or more Classes.
"Sterling" or "£"	means the lawful currency for the time being of the United Kingdom.
"Taxes Act"	The Taxes Consolidation Act, 1997 (of Ireland) as amended.
"UCITS"	means an Undertaking for Collective Investment in Transferable Securities established pursuant to Directive 2009/65/EC 13 July 2009 as amended, consolidated or substituted from time to time.
"UCITS Directive"	Directive 2009/65/EC 13 July 2009 as amended, consolidated or substituted from time to time.
"UCITS Notices"	means a notice or notices with respect to UCITS issued from time to time by the Central Bank as the competent authority with responsibility for the authorisation and supervision of UCITS.
"UCITS Regulations"	means the European Communities Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) (as amended consolidated or substituted from time to time) and any

	regulations or notices issued by the Central Bank pursuant thereto for the time being in force.
"UK"	means the United Kingdom of Great Britain and Northern Ireland.
"United States" or "US"	means the United States of America (including the States and the District of Colombia) its territories, possessions and all other areas subject to its jurisdiction.
"US Dollar", "USD" or "US$"	means United States Dollars, the lawful currency for the time being of the United States of America.
"US Person"	means a US Person as defined in Regulation S under the 1933 Act and CFTC Rule 4.7, as described in Appendix III.
"Valuation Day"	means in relation to a Fund such Business Day or Business Days as shall be specified in the relevant Supplement for that Fund and determined by the Directors and approved by the Custodian from time to time and provided that there shall be at least one Valuation Day every fortnight and dealing will be permitted in a Fund on each Valuation Day for that Fund.
"Valuation Point"	means such time as shall be specified in the relevant Supplement for each Fund.
"1933 Act"	means the United States Securities Act of 1933, as amended.

1. THE COMPANY

General

The Company is an open-ended investment company with variable capital and segregated liability between Funds, incorporated in Ireland on 13th March, 2012 under the Act with registration number 510728. The Company has been authorised by the Central Bank as a UCITS pursuant to the UCITS Regulations.

The Company is structured as an umbrella fund consisting of different Funds, each comprising one or more Classes. The Shares issued in each Fund will rank pari passu with each other in all respects provided that they may differ as to certain matters including currency of denomination, hedging strategies if any applied to the currency of a particular Class, dividend policy, voting rights, return of capital, the level of fees and expenses to be charged, subscription or redemption procedures or the Minimum Subscription and Minimum Holding applicable. The assets of each Fund will be invested separately on behalf of each Fund in accordance with the investment objective and policies of each Fund. A separate portfolio of assets is not maintained for each Class. The investment objective and policies and other details in relation to each Fund are set out in the relevant Supplement which forms part of and should be read in conjunction with this Prospectus.

The Base Currency of each Fund is specified in the relevant Supplement. At the date of this Prospectus, the Company has established five Funds, namely the the Value Partners Classic Equity Fund, the Value Partners Multi-Asset Income Fund, the Value Partners Health Care Fund, the Value Partners Asia Dividend Stocks Fund and the Value Partners Greater China Equity Fund, details of which are set out in the relevant Supplement. Additional Funds in respect of which a Supplement or Supplements will be issued may be established by the Directors with the prior approval of the Central Bank. Additional Classes in respect of which a Supplement or Supplements will be issued may be established by the Directors and notified to and cleared in advance with the Central Bank or otherwise must be created in accordance with the requirements of the Central Bank.

Investment Objectives and Policies

The specific investment objective and policy of each Fund will be set out in the relevant Supplement to this Prospectus and will be formulated by the Directors at the time of creation of the relevant Fund.

Investors should be aware that the performance of certain Funds may be measured against a specified index or benchmark and in this regard, Shareholders are directed towards the relevant Supplement which will refer to any relevant performance measurement criteria. The Company may at any time change that reference index where, for reasons outside its control, that index has been replaced, or another index or benchmark may reasonably be considered by the Company to have become the appropriate standard for the relevant exposure. Such a change would represent a change in policy of the relevant Fund and Shareholders will be advised of any change in a reference index or benchmark (i) if made by the Directors, in advance of such a change and (ii) if made by the Index concerned, in the annual or half-yearly report of the Fund issued subsequent to such change.

Pending investment of the proceeds of a placing or offer of Shares or where market or other factors so warrant, a Fund's assets may be invested in Money Market Instruments, including but not limited to certificates of deposit, floating rate notes and fixed or variable rate commercial paper listed or traded on Recognised Exchanges and in cash deposits denominated in such currency or currencies as the Company may determine having consulted with the relevant Investment Manager.

The investment objective of a Fund may not be altered and material changes in the investment policy of a Fund may not be made without the prior written approval of all Shareholders or without approval on the basis of a majority of votes cast at general meeting of a particular Fund duly convened and held. In accordance with the requirements of the Central Bank, "material" shall be taken to mean, although not exclusively, changes which would significantly alter the asset type, credit quality, borrowing limits or risk profile of a Fund. In the event of a change of the investment objective and/or policy of a Fund, Shareholders in the relevant Fund will be given reasonable notice of such change to enable them to redeem their Shares prior to implementation of such a change.

The list of Recognised Exchanges on which a Fund's investments in securities and financial derivative instruments, other than permitted investments in unlisted securities and OTC derivative instruments, will be listed or traded is set out in Appendix II.

Eligible Assets and Investment Restrictions

Investment of the assets of each Fund must comply with the UCITS Regulations. The Directors may impose further restrictions in respect of any Fund. The investment and borrowing restrictions applying to the Company and each Fund are set out in Appendix I. Each Fund may also hold ancillary liquid assets.

Borrowing Powers

The Company may only borrow on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of each Fund. Subject to this limit, the Directors may exercise all borrowing powers on behalf of the Company. In accordance with the provisions of the UCITS Regulations, the Company may charge its assets as security for such borrowings. A Fund may acquire foreign currency by means of a "back-to-back" loan agreement. Foreign currency obtained in this manner is not classified as borrowing for the purposes of the borrowing restrictions as set out above provided that the offsetting deposit (a) is denominated in the base currency of the UCITS and (b) equals or exceeds the value of the foreign currency loan outstanding.

Adherence to Investment and Borrowing Restrictions

The Company will, with respect to each Fund, adhere to any investment or borrowing restrictions herein and any criteria necessary to obtain and/or maintain any credit rating in respect of any Shares or Fund or Class in the Company, subject to the UCITS Regulations.

Changes to Investment and Borrowing Restrictions

It is intended that the Company shall have the power (subject to the prior approval of the Central Bank) to avail itself of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Company in securities, derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited under the UCITS Regulations.

Efficient Portfolio Management

The Investment Manager may, on behalf of a Fund, engage in transactions in financial derivative instruments for the purposes of efficient portfolio management and/or to protect against exchange risks within the conditions and limits laid down by the Central Bank from time to time. Efficient portfolio management transactions relating to the assets of the Fund may be entered into by the Investment Manager with one of the following aims (a) a reduction of risk (including currency exposure risk); (b) a reduction of cost (with no increase or minimal increase in risk); and (c) generation of additional capital or income for a Fund with a level of risk consistent with the risk profile of a Fund and the diversification requirements in accordance with the Central Bank's UCITS Notice 9 "Eligible Assets and Investment Restrictions" and as disclosed in Appendix I to the Prospectus. The Fund will only employ techniques and instruments in accordance with Article 51(2) of the UCITS Directive and Article 11 of the Eligible Assets Directive. In relation to efficient portfolio management operations, the Investment Manager will look to ensure that the techniques and instruments used are economically appropriate in that they will be realised in a cost effective way. Such transactions may include foreign exchange transactions which alter the currency characteristics of transferable securities held by a Fund. Such techniques and instruments include but are not limited to convertible securities, equity linked notes, futures, options, forward foreign exchange contracts and swaps (as described below under the section headed "Financial Derivative Instruments") and stocklending and repurchase and reverse repurchase agreements and when issued and/or delayed delivery securities as described below.

Repurchase/Reverse Repurchase and Stock lending Arrangements for the Purposes of Efficient Portfolio Management

Subject to the conditions and limits set out in the UCITS Notices, a Fund may use repurchase agreements, reverse repurchase agreements and/or stock lending agreements to generate additional income for the relevant Fund. Repurchase agreements are transactions in which one party sells a security to the other party with a simultaneous agreement to repurchase the security at a fixed future date at a stipulated price reflecting a market rate of interest unrelated to the coupon rate of the securities. A reverse repurchase agreement is a transaction whereby a Fund purchases securities from a counterparty and simultaneously commits to resell the securities to the counterparty at an agreed upon date and price. A stock lending arrangement is an arrangement whereby title to the "loaned" securities is transferred by a "lender" to a "borrower" with the borrower contracting to deliver "equivalent securities" to the lender at a later date.

In relation to efficient portfolio management operations, the Investment Manager will seek to ensure that the techniques and instruments entered into for the purposes of efficient portfolio management are economically appropriate in that they will be realised in a cost effective manner.

Any direct and indirect operational costs and/or fees which arise from efficient portfolio management techniques which may be deducted from the revenue delivered to the relevant Fund shall be at normal commercial rates and shall not include any hidden revenue.

Such direct or indirect costs and fees will be paid to the *relevant counterparty*, as disclosed in the

Company's annual and semi-annual reports, and these reports shall indicate if the entities are related to the Company or the Custodian. All revenues generated through the use of efficient portfolio management techniques, net of direct and indirect operational costs and fees, will be returned to the relevant Fund.

For the purpose of providing margin or collateral in respect of transactions in techniques and instruments, the Company may transfer, mortgage, charge or encumber any assets or cash forming part of the relevant Fund in accordance with normal market practice and subject to the conditions and limits set out in the UCITS Notices.

Management of Collateral for OTC Financial Derivative Instruments and Techniques for Efficient Portfolio Management

Collateral received and any investment of such collateral must meet the requirements of the Central Bank as set out in the UCITS Notices.

Collateral received on a title transfer basis should be held by the Custodian. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Non-cash collateral cannot be sold, pledged or re-invested.

Cash collateral may only be reinvested in:

1. deposits with relevant institutions;
2. high-quality government bonds;
3. reverse repurchase agreements provided the transactions are with credit institutions subject to prudential supervision and the Sub-Fund is able to recall at any time the full amount of cash on an accrued basis;
4. short-term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).

In addition, all reinvested cash collateral must be diversified in terms of country, market and issuers. This diversification requirement is deemed satisfied if the maximum exposure to any given issuer is 20% of the Fund's net asset value. Where the Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

The level of collateral required to be posted may vary by counterparty with which the Fund trades. The haircut policy applied to posted collateral will be negotiated on a counterparty basis and will vary depending on the class of asset received by the Fund, taking into account the credit standing and price volatility of the relevant counterparty.

Financial Derivative Instruments

A Fund may invest in financial derivative instruments including equivalent cash settled instruments dealt in on a Recognised Exchange and/or in OTC derivative instruments in each

case under and in accordance with conditions or requirements imposed by the Central Bank.

Investment in Financial Derivative Instruments

A Fund may use financial derivative instruments for investment purposes and/or use derivative instruments traded on a Recognised Exchange and/or on OTC markets to attempt to hedge or reduce the overall risk of its investments, enhance performance and/or to manage interest rate and exchange rate risk. A Fund's ability to invest in and use these instruments and strategies may be limited by market conditions, regulatory limits and tax considerations and these strategies may be used only in accordance with the investment objectives of the relevant Fund.

The financial derivative instruments which the Investment Manager may invest in on behalf of each Fund, and the expected effect of investment in such financial derivative instruments on the risk profile of a Fund are set out below and, if applicable to one or more particular Funds in the relevant Supplement. The extent to which a Fund may be leveraged through the use of financial derivative instruments will be disclosed in the relevant Supplement. In addition, the attention of investors is drawn to the section of the Prospectus and each Supplement headed "Efficient Portfolio Management" and the risks described under the headings "Derivatives and Techniques and Instruments Risk" and "Currency Risk" in the Risk Factors Section of the Prospectus and, if applicable to a particular Fund, the relevant Supplement.

The Company will employ a risk management process based on the commitment approach which will enable it to accurately measure, monitor and manage the risks attached to financial derivative positions and details of this process have been provided to the Central Bank. The Company will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to and cleared by the Central Bank. The Company will provide, upon request by Shareholders, supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

For the purpose of providing margin or collateral in respect of transactions in financial derivative instruments, the Company may transfer, mortgage, charge or encumber any assets or cash forming part of the relevant Fund in accordance with normal market practice.

Details of the financial derivative instruments which may be used are detailed below.

<u>Convertible securities</u>

A convertible bond is a bond with an embedded equity option that gives the holder the right to "convert" or exchange the par amount of the bond for common shares of the issuer at some fixed ratio during a particular period. As bonds, they have some characteristics of fixed income securities. Their conversion feature also gives them features of equity securities.

<u>Equity linked notes</u>

An equity-linked note is an instrument that combines the characteristics of a zero or low coupon bond or note with a return component based on the performance of a single equity security, a basket of equity securities, or an equity index. Equity-linked notes come in a variety of styles. The investment structure of equity-linked notes generally provides 100% principal protection but the principal may also be partially protected or unprotected. The coupon or final payment at maturity is determined by the appreciation of the underlying equity. The minimum return may be nil with all of what would normally be an interest payment going to pay for upside equity participation. Alternatively, a low interest rate may be combined with a lower rate of equity participation. The participation rate in the underlying equity instrument may be more or less than “dollar for dollar” over any specific range of prices. The participation may be open-ended (the holder of the note participates proportionately in the upside of the underlying security or index, no matter how high it goes), or the equity return component may be capped.

Futures

The Investment Manager may enter into single stock and index futures contracts to hedge against changes in the values of equity securities held by a Fund or markets to which a Fund is exposed or to hedge against currency and interest rate risk.

The Investment Manager may also use futures contracts to equitise cash or as a means of gaining exposure to particular securities or markets on a short to medium term basis in advance of making a decision to purchase a particular security or to reallocate assets on a longer term basis. In addition, the Investment Manager may use futures to reduce exposure to a market in advance of raising cash from asset sales to fund redemptions from a Fund.

The Investment Manager may also use futures contracts where indicated in the relevant Supplement to take a directional view on particular securities or markets within a Fund’s investment universe where, in the Investment Manager’s view, those securities or markets are overpriced or likely to enter into a downward phase of the investment cycle.

Forwards

A forward contract locks in the price at which an index or asset may be purchased or sold on a future date. In forward foreign exchange contracts, the contract holders are obligated to buy or sell from another a specified amount of one currency at a specified price (exchange rate) with another currency on a specified future date. Forward contracts cannot be transferred but they can be “closed out” by entering into a reverse contract.

The commercial purpose of a forward foreign exchange contract may include, but is not limited to, altering the currency exposure of securities held, hedging against exchange risks, increasing exposure to a currency, and shifting exposure to currency fluctuations from one currency to another. Forward foreign exchange contracts are specifically useful and may be used for hedging in connection with hedged currency classes of shares.

Hedging against exchange rate risks in particular may be achieved through the use of currency forward transactions combined with spot currency transactions. Spot currency transactions are transactions which do not have delayed settlement, i.e. depending on the currencies traded they settle usually two Business Days from trade date but in some cases may have a one-day or more than 2-day settlement period. Spot currency transactions are not regarded as FDI transactions.

Options

Call options may be used to gain exposure to specific securities and put options may be used to hedge against downside risk. Options may also be purchased to hedge against currency and interest rate risk and the Investment Manager may write put options and covered call options to generate additional revenues for a Fund. The Investment Manager will not write uncovered call options.

Swaps

Total return swap agreements may be used to gain exposure to particular securities or markets in instances where it is not possible to do so through the underlying security or a futures contract. Swaps may also be used to hedge against credit, currency and interest rate risk.

Warrants

A Fund may purchase warrants to provide an efficient, liquid mechanism for taking positions in securities without the need to purchase and hold the security.

Hedged Classes

The Company may (but is not obliged to) enter into certain currency related transactions in order to hedge the currency exposure of the assets of a Fund attributable to a particular Class into the currency of denomination of the relevant Class for the purposes of efficient portfolio management. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets/liabilities of a Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Where a Class of Shares is to be hedged this will be disclosed in the Supplement for the Fund in which such Class is issued. Any currency exposure of a Class may not be combined with, or offset against, that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. Where the Company seeks to hedge against currency fluctuations, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However, over-hedged positions will not exceed 105% of the Net Asset Value and hedged positions will be kept under review to ensure that positions in excess of 100% of Net Asset Value will not be carried forward from month to month. To the extent that hedging is successful for a particular Class, the performance of the Class is likely to move in line with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the particular Fund are denominated.

It is intended that the currency hedging strategy which will be employed will be based on the most up-to-date information in relation to the Net Asset Value of a Fund, and will also take into account future transactions relating to shareholder activity that will be processed through each Share Class in a Fund as at the relevant Valuation Point. The currency hedging strategy will be monitored and adjusted in line with the valuation cycle at which investors are able to subscribe to and redeem from the relevant Fund.

Futures, forwards, swaps (including credit default swaps), options and contracts for difference may be used to hedge against downward movements in the value of a Fund's portfolio, either by reference to specific securities or markets to which the Fund may be exposed.

Forward foreign exchange contracts are also used more specifically to hedge the value of certain classes of Shares in the Company's Funds against changes in the exchange rate between the currency of denomination of the class of Shares and the Base Currency of the Fund. Hedged classes will be identified in the relevant Supplement for each Fund.

Dividend Policy

The dividend policy and information on the declaration and payment of dividends for each Fund will be specified in the relevant Supplement. The Articles of Association of the Company empower the Directors to declare dividends in respect of any Shares in the Company out of the net income of the Company.

Risk Factors

General

The risks described herein should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in a Fund. Potential investors should be aware that an investment in a Fund may be exposed to other risks of an exceptional nature from time to time. Investment in the Company carries with it a degree of risk. Different risks may apply to different Funds and/or Classes. Details of specific risks attaching to a particular Fund or Class which are additional to those described in this section will be disclosed in the relevant Supplement. Potential investors should also pay attention to the applicable fees, charges and expenses of a Fund. Prospective investors should review this Prospectus and the relevant Supplement carefully and in its entirety and consult with their own financial, tax, accounting, legal and other appropriate advisers before making an application for Shares. Prospective investors are advised that the value of Shares and the income from them may go down as well as up and, accordingly, an investor may not get back the full amount invested and an investment should only be made by persons who can sustain a loss on their investment. Past performance of the Company or any Fund should not be relied upon as an indicator of future performance. The difference at any one time between the sale price (to which may be added a sales charge) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term. The attention of potential investors is drawn to the taxation risks associated with investing in the Company. Please refer to the Section of the Prospectus entitled "Taxation". The securities and instruments in which the Company invests are subject to normal market fluctuations and other risks inherent in investing in such investments and there can be no assurance that any appreciation in value will occur.

There can be no guarantee that the investment objective of a Fund will actually be achieved.

Change in market conditions

Global markets are currently experiencing substantial levels of volatility, resulting in wider credit spreads, tightened liquidity conditions and a significant downturn in the economic environment. A Fund's performance may be adversely affected by unfavourable international markets and unstable economic conditions or other international events, which may result in unanticipated losses that are beyond the control of the Fund.

Various economic and political factors can impact on the performance of a Fund and may lead to increased levels of volatility and instability in the net asset value of that Fund. Please refer to the sub-section titled 'Political, Regulatory, Settlement and Sub-Custodial Risk' in this section for further details of such risk factors.

It is not yet clear that the changes or measures effected in government fiscal, monetary and regulatory policies of a government, including government policies to manage the current decline in market conditions, will be fully successful in preventing further disruption in the financial markets or the further failure of financial sector companies. If there are further disruptions or failures, a Fund's portfolio could decline sharply and severely in value or become valueless and the Investment Manager may not be able to avoid significant losses in that Fund. Investors may lose a substantial proportion or all of their investments.

Investment Risk

Each Fund may invest in companies which are less well-established or in their early stages of development. These companies may often experience significant price volatility and potential lack of liquidity due to low trading volume of their securities.

In addition, a Fund may invest in the securities of small and medium sized companies. This can involve greater risk than is customarily associated with investments in larger and more established companies. In particular, smaller companies often have limited product lines, markets and/or financial resources and management may be dependent on a few key individuals. As a result, price movements in those companies may be more volatile. Transaction costs on dealing with securities of smaller capitalisation companies can be higher than those of larger capitalization companies and there may be less liquidity which may constrain the Investment Manager's ability to realise some or all of a Fund's portfolio.

Possible Business Failure

In the current economic environment, global markets are experiencing very high levels of volatility and an increased risk of corporate failures. The insolvency or other corporate failures of any one or more of a Fund's investments may have an adverse effect on that Fund's performance and ability to achieve its objectives. Each Fund intends to diversify their investments to minimise such adverse impact but there is no guarantee that such a diversification strategy can mitigate any such adverse impact. Investors may lose money by investing in a Fund.

Foreign Account Tax Compliance Act

The foreign account tax compliance provisions ("**FATCA**") of the Hiring Incentives to Restore Employment Act 2010 which apply to certain payments are essentially designed to require reporting of

Specified US Person's direct and indirect ownership of non-US accounts and non-US entities to the US Internal Revenue Service, with any failure to provide the required information resulting in a 30% US withholding tax on direct US investments (and possibly indirect US investments). In order to avoid being subject to US withholding tax, both US investors and non-US investors are likely to be required to provide information regarding themselves and their investors. In this regard the Irish and US Governments signed an intergovernmental agreement ("**Irish IGA**") with respect to the implementation of FATCA (see section entitled "*Compliance with US reporting and withholding requirements*
for further detail) on 21 December 2012.

The Company will endeavour to satisfy the requirements imposed under FATCA or the Irish IGA to avoid any withholding tax. In the event that the Company is not able to comply with the requirements imposed by FATCA or the Irish IGA and the Company does suffer U.S. withholding tax on its investments as a result of non-compliance, the Net Asset Value of the Company may be adversely affected and the Company may suffer significant loss as a result.

Prospective investors should consult their own tax advisor with regard to US federal, state, local and non-US tax reporting and certification requirements associated with an investment in the Company.

Market Risk

The investments of a Fund are subject to risks inherent in all securities (including settlement and counterparty risks). The value of holdings may fall as well as rise. The global markets are currently experiencing very high levels of volatility and instability, resulting in higher levels of risk than is customary (including settlement and counterparty risks).

In addition, some of the Recognised Exchanges in which a Fund may invest may be less well-regulated than those in developed markets and may prove to be illiquid, insufficiently liquid or highly volatile from time to time. This may affect the price at which a Fund may liquidate positions to meet redemption requests or other funding requirements.

Investment Objective Risk

There is no guarantee that in any time period, particularly in the short term, a Fund's portfolio will achieve any capital growth or even maintain its current value. Whilst the Investment Manager seeks to select the stocks which it believes are being traded at deep discounts to their intrinsic values, there are no assurances that such discounts will persist in any meaningful time frame. Investors should be aware that the value of shares may fall as well as rise.

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

No Right to Control the Fund's Operation

Shareholders will have no right to control the daily operations, including investment and redemption decisions, of the Funds.

Reliance on the Investment Manager

A Fund will rely upon the Investment Manager in formulating the investment strategies and its performance is largely dependent on the continuation of an agreement with the Investment Manager and the services and skills of their respective officers and employees. In the case of loss of service of the Investment Manager or any of its key personnel, as well as any significant interruption of the Investment Manager's business operations, or in the extreme case, the insolvency of the Investment Manager, a Fund may not find successor investment managers quickly and the new appointment may not be on equivalent terms or of similar quality. Therefore, the occurrence of those events could cause a deterioration in a Fund's performance and investors may lose money in those circumstances.

Active Investment Management

It is possible that a Fund's investments will not track a particular share index or other predetermined benchmarks. Instead, a Fund's assets may be actively managed by the Investment Manager, based on the expertise of individual fund managers, who will have discretion (subject to the Fund's investment restrictions) to invest the Fund's assets in investments that it considers will enable the Fund to achieve its investment objective. There is no guarantee that a Fund's investment objective will be achieved based on the investments selected.

Repatriation Limitations

Some countries may impose restrictions on foreign exchange, especially in relation to the repatriation of foreign funds. Such markets may prohibit the repatriation of foreign funds for a fixed time horizon and limit the percentage of invested funds to be repatriated at each time. As a result, a Fund can incur loss from any prohibition or delay in its ability to repatriate funds from those countries and therefore cause a decline in the net asset value. Investors may lose money or may be unable to redeem the full amount of their shares or may experience some delay.

Emerging Markets Risk

Investments may be made by a Fund in emerging markets and may be exposed to additional risks due to less developed (and in some instances, a lack of) legal, political, business and social frameworks to support their securities markets. Some of the significant additional risks in investing in emerging markets include:

– delays in settling securities transactions and registering transfers of securities
– risk of loss arising out of systems of share registration and custody
– lesser investor protection due to low levels of monitoring of the activities in securities markets
– higher risk of political and social uncertainty
– volatility of emerging market currencies against developed market currencies
– higher volatility and lesser liquidity compared to developed markets

- unforeseen development of new laws which have a negative impact of the value of investments
- shortage of qualified judicial and legal professionals to interpret or advise upon recently enacted and future laws
- difficulties in enforcement actions

These factors make investments in emerging markets generally more volatile than investments in developed markets, which may result in a declining net asset value and may impair those Funds' liquidity.

Political, Regulatory, Settlement and Sub-Custodial Risk

Uncertainty with any change in social conditions, government policies or legislation in the countries in which a Fund may invest may adversely affect the political or economic stability of such countries. The value of the assets of a Fund may be affected by uncertainties such as domestic and international political developments, changes in social conditions, changes in government policies, taxation, restrictions on foreign investments and currency repatriation, the level of interest rates, currency fluctuations, fluctuations in both debt and equity capital markets, sovereign defaults, inflation and money supply deflation, and other developments in the legal, regulatory and political climate in the countries in which investments may be made, which may or may not occur without prior notice. Any such changes or developments may affect the value and marketability of a Fund's investments. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in certain countries in which investment may be made may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets. As some of the Funds may invest in markets where the trading, settlement and custodial systems are not fully developed, the assets of a Fund which are traded in such markets and which have been entrusted to sub-custodians in such markets may be exposed to risk in circumstances in which the Custodian will have no liability.

Liquidity Risk

It is possible that there may be no liquidity or no bid or offer prices or no reliable bid or offer prices quoted for certain securities that a Fund may invest in, in particular debt securities and securities that are not listed on a recognised stock exchange. It may be difficult to determine the appropriate valuation of such investments and a Funds' ability to sell or liquidate investments at favourable times or for favourable prices may be restricted.

Redemption Risk

If significant redemptions of shares in a Fund are requested, it may not be possible to liquidate a Fund's investments at the time such redemptions are requested or a Fund may be able to do so only at prices which the Fund believes does not reflect the true value of such investments, resulting in an adverse effect on the return to investors. Where significant redemptions of shares are requested, a Fund may limit the number of shares that are redeemed on any Dealing Day. Please see the section headed "Redemption Gate" for further details.

Credit Risk

Credit risk, a fundamental risk relating to all fixed income securities as well as Money Market Instruments, is the risk that an issuer will fail to make principal and interest payments when due.

Each Fund may invest in higher yielding securities which are rated below investment grade. A Fund may be subject to additional risks due to the speculative nature of investing in securities with a rating below investment grade. Accordingly, an investment in these securities may be accompanied by a higher degree of credit risk than is present with investment in higher rated, lower yielding securities. Below investment grade securities such as, for example, high yield debt securities, may be considered speculative and can include securities that are unrated and/or in default.

Even in the absence of the issuer’s default, if the mark-to-market value is lower than the cost of the investment, a Fund may suffer immediate diminution in the net asset value, even if a Fund holds that investment to maturity and yields a profit.

In times of market turmoil and where there is pressure to make a redemption, a Fund may be forced to realise a substantial portion of its investments at a value which may result in significant losses to the Fund and investors may lose money in such circumstances.

Issuers with higher credit risk typically offer higher yields for this added risk. Conversely, issuers with lower credit risk typically offer lower yields.

Changes in the financial conditions of an issuer, changes in economic and political conditions in general, or changes in economic and political conditions specific to an issuer, are all factors that may have an adverse impact on an issuer’s credit quality and security values.

Credit Ratings Risk

Investment in debt securities involve credit risk to the issuer which may be evidenced by the issuer's credit rating. Securities which are subordinated and/or have a lower credit rating are generally considered to have a higher credit risk and a greater possibility of default than more highly rated securities.

The ratings of fixed-income securities by agencies, such as Moody’s and Standard & Poor’s are a generally accepted barometer of credit risk. They are, however, subject to certain limitations from an investor’s standpoint. The rating on an issuer is heavily weighted by past performance and does not necessarily reflect probable future conditions. There is frequently a lag between the time the rating is assigned and the time it is updated. In addition, there may be varying degrees of difference in credit risk of securities within each rating category. In the event of a down-grading of the credit rating of a security or an issuer relating to a security, the value of a Fund investing in such security may be adversely affected.

Currency Risk

The investments of a Fund will mainly be denominated in currencies other than the Base Currency of the Fund and, accordingly, any income received by the Fund from such investments will be made in such other currencies. A Fund will compute its net asset value in the Base Currency of the Fund, and therefore in this regard, there is a currency exchange risk involved as a result of fluctuations in exchange rates between US dollars and such other currency which can be substantial and may occur suddenly. It may not be possible or practical to hedge against such exchange rate risk. The Fund's Investment Manager may, but is not obliged to, mitigate this risk by using financial instruments. In addition, foreign exchange control in any country may cause difficulties in the repatriation of funds from such countries.

Each Fund may from time to time enter into currency exchange transactions either on a spot basis or by buying currency exchange forward contracts. Funds will not enter into forward contracts for speculative purposes. Neither spot transactions nor forward currency exchange contracts eliminate fluctuations in the prices of a Fund's securities or in foreign exchange rates, or prevent loss if the prices of these securities should decline. Performance of a Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by a Fund may not correspond with the securities positions held.

A Fund may enter into currency exchange transactions and/or use techniques and instruments to seek to protect against fluctuation in the relative value of its portfolio positions as a result of changes in currency exchange rates or interest rates between the trade and settlement dates of specific securities transactions or anticipated securities transactions. Although these transactions are intended to minimise the risk of loss due to a decline in the value of hedged currency, they also limit any potential gain that might be realised should the value of the hedged currency increase. The precise matching of the relevant contract amounts and the value of the securities involved will not generally be possible because the future value of such securities will change as a consequence of market movements in the value of such securities between the date when the relevant contract is entered into and the date when it matures. The successful execution of a hedging strategy which matches exactly the profile of the investments of any Fund cannot be assured. It may not be possible to hedge against generally anticipated exchange or interest rate fluctuations at a price sufficient to protect the assets from the anticipated decline in value of the portfolio positions as a result of such fluctuations.

Share Currency Designation Risk

A Class of Shares of a Fund may be designated in a currency other than the Base Currency of the Fund. Redemption proceeds and any distributions to shareholders will normally be made in the currency of denomination of the relevant Class. Changes in the exchange rate between the Base Currency and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Fund's Investment Manager may try but is not obliged to mitigate this risk by using financial instruments such as those described under the heading "Currency Risk", provided that such instruments shall not result in over hedged positions exceeding 105% of the Net Asset Value attributable to the relevant Class of Shares of the Fund and hedged positions materially in excess of 100% of Net Asset Value will not be carried forward from month to month. Investors should be aware that this strategy may substantially limit Shareholders of the relevant Class from benefiting if the designated currency falls against the Base Currency and/or the currency/currencies in which the assets of the Fund are denominated. In such circumstances Shareholders of the relevant Class of Shares of the Fund may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments. Financial instruments used to implement such strategies shall be assets/liabilities of the Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class of Shares of the Fund.

Equity Risk

Investing in equity securities may offer a higher rate of return than those investing in short term and longer term debt securities. However, the risks associated with investments in equity securities may also be higher, because the investment performance of equity securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with any equity portfolio is the risk that the value of the investments it holds might suddenly and substantially decrease in value.

Geographical Concentration Risk

Certain Funds with a geographical focus may be more volatile than a broad-based fund, such as a global equity fund, as they are more susceptible to fluctuations in value resulting from adverse conditions in the countries in which they invest.

Investing in Fixed Income Securities

Investment in fixed income securities is subject to interest rate, sector, security and credit risks. Lower-rated securities will usually offer higher yields than higher-rated securities to compensate for the reduced creditworthiness and increased risk of default that these securities carry. Lower-rated securities generally tend to reflect short-term corporate and market developments to a greater extent than higher-rated securities which respond primarily to fluctuations in the general level of interest rates. There are fewer investors in lower-rated securities and it may be harder to buy and sell such securities at an optimum time.

The volume of transactions effected in certain international bond markets may be appreciably below that of the world's largest markets, such as the United States. Accordingly, a Fund's investment in such markets may be less liquid and their prices may be more volatile than comparable investments in securities trading in markets with larger trading volumes. Moreover, the settlement periods in certain markets may be longer than in others which may affect portfolio liquidity.

Interest Rate Risk

A Fund may invest in fixed income securities which are subject to interest rate risk. A fixed income security's value will generally increase in value when interest rates fall and decrease in value when interest rates rise. Certain fixed income securities give an issuer the right to call its securities, before their maturity date, in periods of declining interest rates. The possibility of such "pre-payment risk" may force a Fund to reinvest the proceeds of such investments in securities offering lower yields, thereby reducing the Fund's interest income.

Borrowing Risks

A Fund may borrow for the account of the Fund for various reasons, such as facilitating redemptions or to acquire investments for the account of the Fund. Borrowing involves an increased degree of financial risk and may increase the exposure of the Fund to factors such as rising interest rates, downturns in the economy or deterioration in the conditions of the assets underlying its investments.

There can be no assurance that a Fund will be able to borrow on favourable terms, or that the Fund's indebtedness will be accessible or be able to be refinanced by the Fund at any time.

Counterparty Risk

Financial institutions, such as brokerage firms, broker-dealers and banks, may enter into transactions with the Manager on account of a Fund in relation to the Fund's investments. These financial institutions, being a counterparty to the transactions, may also be issuers of securities or other financial instruments in which a Fund invests. This exposes the Fund to the risk that a counterparty may not settle a transaction in accordance with market practice due to credit or liquidity problems of the counterparty, or due to the insolvency, fraud or regulatory sanction of the counterparty, thus causing the Fund to suffer a loss.

Deposits of securities or cash with a custodian, bank or financial institution ("custodian or depository") will also carry counterparty risk as the custodian or depository may be unable to perform their obligations due to credit-related and other events like insolvency or default by them. In these circumstances, a Fund may be required to unwind certain transactions, may encounter delays of some years, and may encounter difficulties with respect to court procedures in seeking recovery of the Fund's assets. In most cases, the Fund's assets will be maintained by the custodian or depository in segregated accounts and would be protected in the event of the insolvency of the custodian or depository. However, in some custody, sub-custody or stock lending arrangements, a Fund may not have a right to have specific assets returned to it, but rather, the Fund may only have an unsecured claim against the custodian or counterparty, in which case it may lose all or the greater part of the value of the relevant assets.

Amortised Cost Method

Some or all of the investments of certain Funds may be valued at amortised cost. Investors' attention is drawn to the Section of the Prospectus entitled "Net Asset Value and Valuation of Assets" for further information.

In periods of declining short-term interest rates, the inflow of net new money to such Funds from the continuous issue of Shares will likely be invested in portfolio instruments producing lower yields than the balance of such Fund's portfolio, thereby reducing the current yield of the Fund. In periods of rising interest rates, the opposite can be true.

Valuation and Accounting

In some instances where there may be no liquidity or no bid or offer prices or no reliable bid or offer prices quoted for certain securities that a Fund may invest in (in particular, debt securities and securities that are not listed on a recognised stock exchange), it may be difficult to determine the appropriate valuation of such investments. The Administrator may consult the Investment Manager (as deemed to be a competent person by the Directors), with respect to the valuation of certain investments and the Investment Manager may have a conflict of interest in striking such valuation since its management and performance fees will be affected by the value of assets under management. Whilst there is an inherent conflict of interest between the involvement of the

Investment Manager in determining the valuation price of each Fund's investments and the Investment Manager's other duties and responsibilities in relation to the Funds, the Company has directed the Investment Manager to follow industry standard procedures and the requirements of the Central Bank for valuing unlisted investments.

Further, under current market conditions, it may be the case that the bid-offer spread will be very wide for financial instruments held by a Fund, particularly in the case of debt securities that are not listed on a recognised stock exchange, although such spread may be expected to narrow over time. One consequence of this is that to the extent a Fund values its portfolio by reference to bid prices, it will incur an immediate diminution in net asset value on the purchase of such debt instruments.

The Directors intend to adopt IFRS in drawing up the annual accounts of the Company. However, the calculation of the net asset value in the manner described below in the section headed “Net Asset Value and Valuation of Assets” (which the Directors intend to adopt for the purpose of the calculation of various fees as described in this Prospectus) may not necessarily be in compliance with generally accepted accounting principles, that is, IFRS. Accordingly, the net asset value as described in this Prospectus may not necessarily be the same as the net asset value to be reported in the annual accounts as the Investment Manager may make necessary adjustments in the annual accounts to comply with IFRS.

In addition, for any subscription of shares which are not paid in full and in cleared funds within the specified period, the Investment Manager may cancel the relevant shares, and the relevant shares shall be deemed never to have been issued. There is a risk that the calculation of the net asset value may be affected, as the valuations of a Fund will not be re-opened or invalidated as a result of the cancellation of such shares, and there is no guarantee that the Fund will be able to recover from the investor the fees and costs charged by the Fund for the cancellation of such shares.

Accounting and Reporting Standards

The accounting standards and regulatory requirements of financial reporting and information disclosure in some markets in which a Fund may invest may not follow international standards as there are differences between international standards and reporting practices in such markets. These differences may lie in areas such as different valuation methods of the properties or the assets, and the requirements for disclosure of information to investors. Therefore, a Fund may be forced to make investment decisions based on incomplete or incorrect data. If those data turn out to be incomplete or incorrect, the security in which that Fund has invested into could decline in value or become valueless. Investors may lose money in those circumstances.

Risk Relating to War or Terrorist Attacks

It is possible that the terrorist attacks in the United States in September 2001, the United Kingdom in July 2005 and in India in November 2008 may have an adverse political and/or economic impact in Asia. There can be no assurance that there will not be any terrorist attacks which could have a direct or indirect effect on the Asian markets in which investments of a Fund may be located and the corresponding political and/or economic effects arising therefrom if any, may in turn adversely affect the operation and profitability of the Funds.

Performance Fee Risk

The payment of the Performance Fee as described under the section entitled "Fees and Expenses" in the relevant Fund Supplement to the Investment Manager based on the performance of the Company may create an incentive for the Investment Manager to make investments that are riskier or more speculative than would be the case in the absence of a performance fee. The Investment Manager will have discretion as to the timing and the terms of the Company's transactions in investments and may therefore have an incentive to arrange such transactions to maximise its fees. Prospective investors should also note that the management fee and performance fee payable to the Investment Manager are based on net realised and net unrealised gains and losses as at the end of each calculation period and as a result, performance fees may be paid on unrealized gains which may subsequently never be realised by a Fund.

There is no equalisation arrangement in respect of the calculation of the performance fees. As there is no adjustment of equalisation credit or equalisation losses on an individual Shareholder basis, a Shareholder may incur a performance fee notwithstanding the Shareholder may have suffered a loss in investment in the Shares. On the other hand, a Shareholder may not be subject to any performance fee notwithstanding the Shareholder concerned may have realised a gain in investment in the Shares.

Securities Lending Risk

As with any extensions of credit, there are risks of delay and recovery. Should the borrower of securities fail financially or default in any of its obligations under any securities lending transaction, the collateral provided in connection with such transaction will be called upon. The value of the collateral will be maintained to equal or exceed the value of the securities transferred. However there is a risk that the value of the collateral may fall below the value of the securities transferred. In addition, as a Fund may invest cash collateral received, subject to the conditions and within the limits laid down by the Central Bank, a Fund investing collateral will be exposed to the risk associated with such investments, such as failure or default of the issuer of the relevant security.

Cross-Liability for other Funds

The Company is established as an open-ended umbrella investment company with segregated liability between Funds. Under Irish law, the assets of one Fund are not available to satisfy the liabilities of, or attributable to, another Fund. However, the Company may operate or have assets in countries other than Ireland which may not recognise segregation between Funds and there is no guarantee that creditors of one Fund will not seek to enforce one Fund's obligations against another Fund.

Derivatives and Techniques and Instruments Risk

General

The prices of derivative instruments, including futures and options prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events, changes in local laws and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The use of hedging and investment techniques and instruments also involves certain special risks, including (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates, (2) imperfect correlation between the hedging instruments and the securities or market sectors being hedged, (3) the fact that skills needed to use these instruments are different from those needed to select the Fund's securities and (4) the possible absence of a liquid market for any particular instrument at any particular time, and (5) the ability to meet redemption.

Correlation Risk

The prices of financial derivative instruments may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements. The prices of exchange traded financial derivative instruments may also be subject to changes in price due to supply and demand factors.

Legal Risk

The use of OTC derivatives, such as forward contracts, swap agreements and contracts for difference, will expose the Funds to the risk that the legal documentation of the contract may not accurately reflect the intention of the parties.

Liquidity of Futures Contracts

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent a Fund from liquidating unfavourable positions.

Forward Trading

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. Market illiquidity or disruption could result in major losses to a Fund.

Foreign Exchange Fluctuation

Where a Fund utilises derivatives which alter the currency exposure characteristics of transferable securities held by the Fund the performance of the Fund may be strongly influenced by movements in foreign exchange rates because currency positions held by the Fund may not correspond with the securities positions held. In addition, fluctuation in the exchange rate between the denomination currency of the underlying shares and the derivatives will affect the value of the derivatives, the redemption amount and the distribution amount on the derivatives.

OTC Markets Risk

Where any Fund acquires securities on OTC markets, there is no guarantee that the Fund will be able to realise the fair value of such securities due to their tendency to have limited liquidity and comparatively high price volatility. In particular, investments in Participation Notes involve certain risks in addition to those associated with a direct investment in the underlying foreign companies or foreign securities markets whose return they seek to replicate. There can be no assurance that there will be a trading market or that the trading price will equal the underlying value of the foreign company or foreign securities market that it seeks to replicate.

Derivatives Counterparty Risk

Each Fund will have credit exposure to counterparties by virtue of positions in equity linked notes (including Participation Notes), swaps, repurchase transactions, forward exchange rate and other contracts held by the Fund. To the extent that a counterparty defaults on its obligation and the Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights.

The Funds will also be exposed to a credit risk on parties with whom it trades securities, and may also bear the risk of settlement default, in particular in relation to debt securities such as bonds, notes and similar debt obligations or instruments.

The Funds are relying on the creditworthiness of the counterparty issuing the Participation Notes and has no rights under a Participation Note against the issuer of the underlying security. Therefore, if such counterparty were to become insolvent, the Funds would lose their investment. This risk may be amplified because the Funds can purchase Participation Notes issued by as few as one issuer. In seeking to limit its counterparty risk, the Funds will endeavour to transact with a number of counterparties provided the Investment Manager sees fit. Participation Notes may also include transaction costs in addition to those applicable to a direct investment.

Absence of Regulation; Counterparty Default

In general, there is less government regulation and supervision of transactions in the OTC markets (in which currencies, spot and option contracts, certain options on currencies and swaps are generally traded) than of transactions entered into on Recognised Exchanges. In addition, many of the protections afforded to participants on some Recognised Exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with OTC transactions.

OTC options are not regulated. OTC options are non-exchange traded option agreements, which are specifically tailored to the needs of an individual investor. These options enable the user to structure precisely the date, market level and amount of a given position. The counterparty for these agreements will be the specific firm involved in the transaction rather than a Recognised Exchange and accordingly the bankruptcy or default of a counterparty with which the Fund trades OTC options could result in substantial losses to that Fund. In addition, a counterparty may not settle a transaction in accordance with its terms and conditions because the contract is not legally enforceable or because it does not accurately reflect the intention of the parties or because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing a Fund to suffer a loss. To the extent that a counterparty defaults on its obligation and a Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights. Counterparty exposure will be in accordance with the Fund's investment restrictions. Regardless of the measures a Fund may implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that a Fund will not sustain losses on the transactions as a result.

Necessity for Counterparty Trading Relationships

Participants in the OTC currency market typically enter into transactions only with those counterparties which they believe to be sufficiently creditworthy, unless the counterparty provides margin, collateral, letters of credit or other credit enhancements. While the Company believes that the Company will be able to establish the necessary counterparty business relationships to permit a Fund to effect transactions in the OTC currency market and other counterparty markets, including the swaps market, there can be no assurance that it will be able to do so. An inability to establish such relationships would limit a Fund's activities and could require a Fund to conduct a more substantial portion of such activities in the futures markets. Moreover, the counterparties with which a Fund expects to establish such relationships will not be obligated to maintain the credit lines extended to a Fund, and such counterparties could decide to reduce or terminate such credit lines at their discretion.

Futures and Options Trading is Speculative and Volatile

Substantial risks are involved in trading futures, forward and option contracts and various other instruments in which a Fund intends to trade. Certain of the instruments in which a Fund may invest are interest and foreign exchange rate sensitive, which means that their value and, consequently, the Net Asset Value, will fluctuate as interest and/or foreign exchange rates fluctuate. A Fund's performance, therefore, will depend in part on its ability to anticipate and respond to such fluctuations in market interest rates, and to utilise appropriate strategies to maximize returns to the Fund, while attempting to minimize the associated risks to its investment capital. Variance in the degree of volatility of the market from a Fund's expectations may produce significant losses to that Fund.

Re-Investment of Cash Collateral

Where cash collateral is re-invested, in accordance with the conditions imposed by the Central Bank, a Fund will be exposed to the risk of a failure or default of the issuer of the relevant security in which the cash collateral has been invested or a failure or default of a counterparty to any reverse repurchase agreement.

Risk Factors Not Exhaustive

The investment risks set out in this Prospectus do not purport to be exhaustive and potential investors should be aware that an investment in the Company or any Fund may be exposed to risks of an exceptional nature from time to time.

2. MANAGEMENT AND ADMINISTRATION

The Directors control the affairs of the Company and are responsible for the formulation of investment policy. The Directors have delegated certain of their duties to the Custodian, Administrator, the Investment Manager and Distributor. Certain management functions have been delegated by the Directors to the Governance Services Provider. For the avoidance of doubt, although certain management functions may be delegated to such parties, the responsibilities and obligations of the Directors may not be delegated.

Directors

Jim Cleary (Irish)

Mr. Cleary is the principal of Cleary Consulting, a fund consultancy practice based in Ireland since 2002.

He worked in public practice in London and Luxembourg focusing on the financial services sector from 1986 to 1990. Mr. Cleary has focused directly on fund management since 1990 and has established and managed fund management offices as Head of Compliance and Regulatory Reporting in Luxembourg and Toronto for State Street Bank from February 1990 to October 1993, as director of finance of PFPC, Dublin from October 1993 to June 1997, and as Managing Director of SEI Investments, Dublin from June 1997 to June 2002.

Mr. Cleary is a Fellow of the Chartered Association of Certified Accountants and received an MBA (cum laude) from the University of Limerick. He has been a committee member of the Irish Funds Industry Association and a member of the AIMA. He has written and lectured within the industry and acts as chairman/director of a number of mutual fund companies and of a number of companies operating in Ireland's International Financial Services Centre.

Mike Kirby (Irish)

Mr. Kirby is Managing Principal at KB Associates, a firm which provides a range of advisory and project management services to the promoters of offshore mutual funds.

From 1995 to 2000, Mr. Kirby held senior positions at Bank of New York (previously RBS Trust Bank), where he was responsible for the establishment and ongoing management of its Dublin operations. Mr. Kirby has also held senior positions in the custody and fund administration businesses of JP Morgan in London and Daiwa Securities in Dublin.

Mr. Kirby holds a Bachelor of Commerce (Honours) Degree from University College Dublin and is a Fellow of the Institute of Chartered Accountants in Ireland. He is a founder member of the Irish Funds Industry Association.

Mr. Chun Wah Mo (Chinese)

Mr. Mo is Chief Operating Officer of Value Partners, where he oversees the company's middle and back office operations. Mr. Mo joined Value Partners in July 2012 as Director, Operations, and was appointed to the role of Chief Operating Officer in July 2013.

Prior to joining Value Partners, Mr. Mo spent eight years at HSBC Institutional Trust Services. He was the Head of Client Services, Alternative Products, a division providing fund administration, custodian and related services to hedge and alternative fund managers operating in the Asia Pacific region. In this role, Mr. Mo was responsible for developing fund service solutions, setting policies and procedures, monitoring operations and services delivery, as well as minimizing operational risks. Before joining HSBC, Mr. Mo worked at PricewaterhouseCoopers, responsible for providing auditing services to investment management companies and investment funds.

Mr. Mo graduated from the City University of Hong Kong, with a Bachelor's degree in Accountancy. He is a certified public accountant and is a member of the Hong Kong Institute of Certified Public Accountants.

The Company shall be managed and its affairs supervised by the Directors all of whom are non-executive directors of the Company and whose details are set out above.

The address of the Directors is the registered address of the Company.

None of the Directors have had any convictions in relation to indictable offences, been involved in any bankruptcies, individual voluntary arrangements, receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company or partnership voluntary arrangements, any composition or arrangements with its creditors generally or any class of its creditors of any company where they were a director or partner with an executive function, nor have had any public criticisms by statutory or regulatory authorities (including recognised professional bodies) nor has any director ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

The Promoter

The Promoter of the Company is Value Partners Hong Kong Limited.

The Investment Manager

The Company has also appointed Value Partners Hong Kong Limited, as investment manager with discretionary powers pursuant to the Investment Management Agreement. The Investment Manager was incorporated in Hong Kong on 10 May, 1999. It is licensed by the Securities and Futures Ordinance of Hong Kong. Value Partners Hong Kong Limited's primary business is asset management in the Asia-Pacific region with investment focus on Greater China, which includes the People's Republic of China, Hong Kong and Taiwan. Value Partners Hong Kong Limited invests in this geography through a range of product lines including absolute return long-biased funds, hedge funds, private equity funds, quantitative funds and ETF products. Value Partners Hong Kong Limited also manage white label or co-branded funds, as well as segregated portfolios for institutional investors.

Under the terms of the Investment Management Agreement the Investment Manager is responsible, subject to the overall supervision and control of the Directors, for managing the assets and investments of the Company in accordance with the investment objective and policies of each Fund.

The Company shall not be liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of the Investment Manager or for its own acts or omissions in following the advice or recommendations of the Investment Manager.

The Investment Manager may delegate the discretionary investment management of certain Funds in accordance with the requirements of the Central Bank to sub-investment managers, details of which will be set out in the relevant Supplement. The fees of each sub-investment manager so appointed shall be paid by the Investment Manager out of its own fee. Details of such appointment will be provided to Shareholders upon request and shall be further disclosed in each annual and semi-annual report of the Fund. The Investment Manager shall not be held liable for any actions, costs, charges, losses, damages or expenses arising as a result of the acts or omissions of sub-investment managers appointed by it or for its own acts or omissions in bona fide following the advice or recommendations of sub-investment managers.

The Distributor

The Company has also appointed Value Partners Hong Kong Limited, as distributor of Shares in the Company pursuant to the Distribution Agreement. The Distributor has authority to delegate some or all of its duties as distributor to sub-distributors in accordance with the requirements of the Central Bank. Under the terms of the Distribution Agreement, the Company shall out of the Company's assets indemnify the Distributor against and hold it harmless from any actions, proceedings, damages, claims, costs, demands and expenses including legal and professional expenses brought against or suffered or incurred by the Distributor in the performance of its duties other than due to the material breach of the agreement, negligence, fraud, bad faith or wilful default of the Distributor in the performance of its obligations.

Administrator

Pursuant to an agreement dated 28th November, 2014 (the "**Administration Agreement**") HSBC Securities Services (Ireland) Limited has been appointed as the administrator of the Company with effect from 0.01 a.m. (Irish time) on 1st December, 2014.

The Administrator is responsible under the overall supervision of the Board of Directors of the Company for, inter alia, the general administration of the Company, which includes keeping the register of shareholders of the Fund, the proper book-keeping of the Fund, arranging for the issue and redemption of shares of the Fund, and calculating net asset valuations of the shares of the Fund.

The Administrator was incorporated in Ireland as a limited liability company on 29 November 1991 and is authorised by the Central Bank of Ireland to act as an administrator of funds. The Administrator is an indirect wholly owned subsidiary of HSBC Holdings plc, a public limited company incorporated in England and Wales. As at 30 June 2014, HSBC Holdings plc had consolidated gross assets of approximated US$ 2,745 billion.

The Administrator is entitled to be indemnified by the Fund against all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever (other than those resulting from the fraud, negligence or wilful misconduct on the part of the Administrator) which may be imposed on, incurred by or asserted against the Administrator as a result of or in connection with performing its obligations or duties.

The Administrator shall be entitled, without verification, further enquiry or liability on the Administrator's part, to rely on pricing information in relation to specified investments held by the Fund which is provided by price sources set out in the Fund's pricing policy, services set out in the Administration Agreement, this Prospectus and/or the Fund's constituent document or, in the absence of any such price sources, any price sources on which the Administrator may choose to rely. Without prejudice to the generality of the foregoing, the Administrator shall not be responsible or liable to any person for the valuation or pricing of any assets or liabilities of the Fund (save as provided in the services set out in the Administration Agreement) or for any inaccuracy, error or delay in pricing or valuation information provided by pricing agents, pricing sources or pricing models provided by any person to the Administrator.

The Administrator will use reasonable endeavours to independently verify the price of any such assets or liabilities of the Fund using its network of automated pricing services, brokers, market makers, intermediaries or using other pricing sources or pricing models provided by any person.

In the absence of readily available independent pricing sources, the Administrator may rely solely upon any valuation or pricing information (including, without limitation, fair value pricing information) about any such assets or liabilities of the Fund (including, without limitation, private equity investments) which is processed by it or provided to it by: (i) the Fund, the Fund's Board of Directors (or other governing body), any external valuer appointed by the Investment Manager or the Fund to value any of the Fund's assets (the "External Valuer") (if applicable) or the Investment Manager; and/or (ii) third parties including, but not limited to, any valuer, third party valuation agent, intermediary or other third party, including but not limited to those appointed or authorised by the Fund, the Fund's Board of Directors (or other governing body), the External Valuer (if applicable) or the Investment Manager to provide pricing or valuation information in respect of the Fund's assets or liabilities to the Administrator.

The Administrator will have certain tax information-gathering, reporting and withholding obligations relating to payments arising in respect of the Fund.

The Administrator in no way acts as guarantor or offeror of the Fund's Sharesor any underlying investment. The Administrator is a service provider to the Fund and has no responsibility or authority to make investment decisions, or render investment advice, with respect to the assets of the Fund. The Administrator is not responsible for, and accepts no responsibility or liability for any losses suffered by the Fund or any investors in the Fund as a result of any failure by the Fund or the Investment Manager to adhere to the investment objective, policy, investment restrictions, borrowing restrictions or operating guidelines.

The Administrator shall not be liable or otherwise responsible for any loss suffered by any person by reason of: (i) any act or omission of any person prior to the commencement date of the Administration Agreement; (ii) any defect, error, inaccuracy, breakdown or delay in any product or service provided to the Administrator by any third party service provider; (iii) any inaccuracy, error or delay in information provided to the Administrator by or on behalf of the Fund or Investment Manager (including any broker, market maker or intermediary) or the External Valuer, and (iv) actions which are reasonably taken by the Administrator or any Affiliate related to taxes. The Administrator shall not otherwise be liable for any loss to the Fund or any other person unless direct loss is sustained as a result of its fraud, negligence or wilful misconduct.

Under the terms of the Administration Agreement, the Administrator is able to delegate certain of its functions and duties to the Administrator's affiliates.

The appointment of the Administrator may be terminated without cause by not less than 90 days' notice in writing.

The Administrator is a service provider to the Fund and is not responsible for the preparation of this document or for the activities of the Fund and therefore accepts no responsibility for any information contained in this document.

Custodian

Pursuant to an agreement dated 28th November, 2014 (the "**Custodian Agreement**") HSBC Institutional Trust Services (Ireland) Limited has been appointed as the custodian to the Company with effect from 0.01 a.m. (Irish time) on 1st December, 2014.

The Custodian was incorporated in Ireland on 29 November 1991 and is regulated by the Central Bank of Ireland. The Custodian is an indirect wholly owned subsidiary of HSBC Holdings plc, a public limited company incorporated in England and Wales.

The Custodian is responsible for the safe-keeping of all of the assets of the Fund. As per the Custodian Agreement, the Custodian must exercise due care and diligence in the discharge of its duties and will be liable to the Company and the Shareholders for any loss suffered by them as a result of the Custodian's unjustifiable failure to perform or its improper performance of its duties. The Custodian may, however, appoint any person or persons to be the sub-custodian of the assets of the Company and each Fund. The liability of the Custodian shall not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping.

In order to discharge its responsibilities, the Custodian must exercise care and diligence in choosing and appointing a third party as a safekeeping agent so as to ensure that the third party has and maintains the expertise, competence and standing appropriate level of supervision over the third party and make appropriate enquiries from time to time to confirm that the obligations of the third party continue to be competently discharged.

The Custodian shall be responsible for the segregation of the assets (excluding cash and derivatives) and liabilities of each Fund of the Company. The Company's cash shall be held in an account or accounts in the name of the Custodian with an affiliate bank of the Custodian.

The Custodian will have certain tax information-gathering, reporting and withholding obligations relating to payments arising in respect of assets held by the Custodian or a sub-custodian.

The Custodian in no way acts as guarantor or offeror of the Fund's Shares or any underlying investment. The Custodian is a service provider to the Fund and has no responsibility or authority to make investment decisions, or render investment advice, with respect to the assets of the Fund.

The appointment of the Custodian may be terminated without cause by not less than 90 days' notice.

The Custodian is a service provider to the Fund and is not responsible for the preparation of this document or for the activities of the Fund and therefore accepts no responsibility for any information contained in this document.

Governance Services

The Company has appointed KB Associates to provide services to assist the Directors in carrying out the UCITS management functions specified by the Central Bank and the UCITS Regulations.

Company Secretary

The Company has appointed KB Associates as the Company Secretary.

Paying Agents/Representatives/Sub-Distributors

Local laws/regulations in EEA Member States may require the appointment of paying agents/representatives/distributors/correspondent banks ("Paying Agents") and maintenance of accounts by such Agents through which subscription and redemption monies or dividends may be paid. Shareholders who choose or are obliged under local regulations to pay or receive subscription or redemption monies or dividends via an intermediate entity rather than directly to the Administrator (e.g. a Paying Agent in a local jurisdiction) bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Administrator for the account of the Company or the relevant Fund and (b) redemption monies payable by such intermediate entity to the relevant Shareholder. Fees and expenses of Paying Agents appointed by the Company which will be at normal commercial rates will be borne by the Company or the Fund in respect of which a Paying Agent has been appointed.

Country Supplements dealing with matters pertaining to Shareholders in jurisdictions in which Paying Agents are appointed may be prepared for circulation to such Shareholders and, if so, a summary of the material provisions of the agreements appointing the Paying Agents will be included in the relevant Country Supplements.

All Shareholders of the Company or the Fund on whose behalf a Paying Agent is appointed may avail of the services provided by Paying Agents appointed by or on behalf of the Company.

Details of the paying agents appointed will be set out in the relevant Country Supplement and will be updated upon the appointment or termination of appointment of paying agents.

Conflicts of Interest

The Directors, the Investment Manager and Distributor, the Administrator and the Custodian and their respective affiliates, officers, directors and shareholders, employees and agents (collectively the "Parties") are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with the management of the Company and/or their respective roles with respect to the Company. These activities may include managing or advising other funds, purchases and sales of securities, banking and investment management services, brokerage services, valuation of unlisted securities (in circumstances in which fees payable to the entity valuing such securities may increase as the value of assets increases) and serving as directors, officers, advisers or agents of other funds or companies, including funds or companies in which the Company may invest. In particular, the Investment Manager may advise or manage other Funds and other collective investment schemes in which a Fund may invest or which have similar or overlapping investment objectives to or with the Company or its Funds.

Each of the Parties will use its reasonable endeavours to ensure that the performance of their respective duties will not be impaired by any such involvement they may have and that any conflicts which may arise will be resolved fairly.

There is no prohibition on transactions with the Company, the Investment Manager and Distributor, the Administrator, the Custodian or entities related to the Investment Manager and Distributor, the Administrator or the Custodian including, without limitation, holding, disposing or otherwise dealing with Shares issued by or property of the Company and none of them shall have any obligation to account to the Company for any profits or benefits made by or derived from or in connection with any such transaction provided that such transactions are consistent with the best interests of Shareholders and dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis (as provided in UCITS 14 (1) and (2)).

Transactions permitted are subject to:

(a) certified valuation by a person approved by the Custodian (or Directors in the case of a transaction with the Custodian) as independent and competent; or

(b) executed on best terms on an organised investment exchange under its rules; or

(c) where the conditions set out in (a) and (b) above are not practical, execution on terms which the Custodian is (or in the case of a transaction involving the Custodian, the Directors are) satisfied conform with normal commercial terms negotiated at arm's length. Transactions must be consistent with the best interests of Shareholders.

The Investment Manager or an associated company of the Investment Manager may invest in Shares so that a Fund or Class may have a viable minimum size or is able to operate more efficiently. In such circumstances the Investment Manager or its associated company may hold a high proportion of the Shares of a Fund or Class in issue. Details of the proportion of shares held by the Investment Manager will be made available to investors and prospective investors upon request.

Neither the Investment Manager nor any of its affiliates is under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of (or share with the Company or inform the Company of) any such transaction or any benefit received by any of them from any such transaction, but will allocate such opportunities on a fair basis between the Company and other clients having regard to, amongst other matters, the investment objective and policies of the Funds and those of other clients.

Details of interests of the Directors are set out in the Section of the Prospectus entitled "General Information - Directors' Interests".

Soft Commissions

The Investment Manager, its delegates or connected persons of the Investment Manager may not retain cash or other rebates but may receive, and are entitled to retain, research products and services (known as soft dollar benefits) from brokers and other persons through whom investment transactions are carried out ("brokers") which are of demonstrable benefit to the Shareholders (as may be permitted under applicable rules and regulations) and where such arrangements are made on best execution terms and brokerage rates are not in excess of customary institutional full-service brokerage rates and the services provided must be of a type which assist in the provision of investment services to the Company.

Fee Rebate

The Investment Manager may from time to time at its sole discretion and out of its own resources decide to give rebates to some or all Shareholders or their agents or intermediaries of part of or all of the Investment Manager fee and/or performance fee. The Investment Manager also reserves the right to waive all of the Investment Manager fee, performance fee, sales charge, redemption fee and conversion fee.

3. FEES AND EXPENSES

Establishment Expenses

All fees and expenses relating to the establishment and organisation of the Company and the initial two Funds including the fees of the Company's professional advisers and the fees and expenses incurred in registering the Shares for sale in various markets will be invoiced to the Promoter and Investment Manager but ultimately borne by the Company. Such fees and expenses are estimated to amount to €100,000 and will be amortised over the first three financial years from the commencement of trading of the Company or such other period as the Directors may determine and in such manner as the Directors in their absolute discretion deem fair and shall be subject to such adjustment following the establishment of new Funds as the Directors may determine. The fees and expenses relating to the establishment of any additional Funds will be set out in the relevant Supplement.

Operating Expenses and Fees

The Company will pay all its operating expenses and the fees hereinafter described as being payable by the Company. Expenses paid by the Company throughout the duration of the Company, in addition to fees and expenses payable to the Administrator, the Custodian, the Investment Manager and Distributor and any Paying Agent appointed by or on behalf of the Company include but are not limited to brokerage and banking commissions and charges, legal and other professional advisory fees, Companies Registration Office filings and statutory fees, regulatory fees, auditing fees, translation and accounting expenses, interest on borrowings, taxes and governmental expenses applicable to the Company, costs and expenses of preparing, translating, printing, updating and distributing the Company's Prospectuses, annual and semi-annual reports and other documents furnished to current and prospective Shareholders, stock exchange listing fees, all expenses in connection with registration, listing and distribution of the Company and Shares issued or to be issued, all expenses in connection with obtaining and maintaining a credit rating for any Funds or Classes or Shares, expenses of Shareholders meetings, Directors' insurance premia, expenses of the publication and distribution of the Net Asset Value, clerical costs of issue or redemption of Shares, postage, telephone, facsimile and telex expenses and any other expenses in each case together with any applicable value added tax. Any such expenses may be deferred and amortised by the Company at the discretion of the Directors for pricing purposes. While this is not in accordance with Accounting Standards issued by the Accounting Standards Board, and may result in the audit opinion on the annual report being qualified in this regard, the Directors believe that such amortisation would be fair and equitable to investors. An estimated accrual for operating expenses of the Company will be provided for in the calculation of the Net Asset Value of each Fund. Operating expenses and the fees and expenses of service providers which are payable by the Company shall be borne by all Funds in proportion to the Net Asset Value of the relevant Fund or other methods, which will be fair and equitable to investors, or attributable to the relevant Class provided that fees and expenses directly or indirectly attributable to a particular Fund or Class shall be borne solely by the relevant Fund or Class.

Administrator's Fees

The fees of the Administrator will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

Custodian's Fees

The fees of the Custodian will be paid out of the assets of the relevant Fund, details of which will be set out in the relevant Fund Supplement.

Company Secretary Fees

The Company shall pay an annual fee of €7,200 (excluding VAT) to the Company Secretary for the provision of full corporate secretarial services to the Company.

The Company may also be required to discharge any reasonably vouched out-of-pocket expenses incurred by the Company Secretary in the provision of services to the Company, such as courier charges and travel costs and expenses. All fees and expenses shall be subject to VAT.

Investment Manager Fees

The Company shall pay the Investment Manager out of the assets of the relevant Fund an annual fee accrued at each Valuation Point and payable monthly in arrears at a maximum rate of 3% per annum of the Net Asset Value (before deduction of any accrued performance fees) of each Fund or attributable to a Class in respect of which the Investment Manager is appointed. The Investment Manager may be paid different fees for investment management, including performance fees, in respect of individual Classes as disclosed in the relevant Supplement which may be higher or lower than the fees applicable to other Classes. Information in relation to the fees applicable to other Classes in a particular Fund shall be made available by the Investment Manager upon request.

Details of the fees payable to the Investment Manager will be set out in the relevant Fund Supplement.

In addition, the Investment Manager may receive a performance fee. Any performance fee payable shall be calculated by the Administrator and verified by the Custodian monthly.

Details of any performance fee payable will be set out in the relevant Fund Supplement.

Governance Services Provider's Fees

The Company shall pay an annual fee of €25,000 (excluding VAT) to the Governance Services Provider which shall include the provision of services to the Company and its initial two Funds. An additional annual fee may be payable in respect of each subsequently established Fund and will be disclosed in the relevant Supplement. Such fees will accrue and be payable quarterly in arrears.

The Company may also be required to discharge any reasonably vouched out-of-pocket expenses incurred by the Governance Services Provider in the provision of services to the Company, such as courier charges and travel costs and expenses. All fees and expenses shall be subject to VAT.

Paying Agents Fees

Reasonable fees and expenses of any Paying Agent appointed by the Company which will be at normal commercial rates together with VAT, if any, thereon will be borne by the Company or the relevant Fund in respect of which a Paying Agent has been appointed.

All Shareholders of the Company or the Fund on whose behalf a Paying Agent is appointed may avail of the services provided by Paying Agents appointed by or on behalf of the Company.

Sales Charge

Shareholders may be subject to a sales charge calculated as a percentage of subscription monies as specified in the relevant Supplement subject to a maximum of 5% of the subscription amount. Such a fee, if applied, will be charged as a preliminary once off charge. Details of any sales charge payable shall be specified in the relevant Supplement.

Redemption Fee

The Directors are empowered to levy a redemption fee not exceeding 3% of the Net Asset Value per Share. Details of the redemption fee, if any, will be set out in the relevant Fund Supplement.

Conversion Fee

The Articles of Association authorise the Directors to charge a fee on the conversion of Shares in any Fund or Class to Shares in another Fund or Class or another Class in the same Fund up to a maximum of 1% of Net Asset Value of Shares in the original Fund. The Directors do not currently intend to charge any conversion fee and will give reasonable notice to Shareholders of any intention to charge such a fee.

Anti Dilution Levy/Duties and Charges

The Company reserves the right to impose an “anti dilution levy” representing a provision for market spreads (the differences between the prices at which assets are valued and/or bought or sold), duties and charges and other dealing costs relating to the acquisition or disposal of assets and to preserve the value of the underlying assets of a Fund, in the event of receipt for processing of net subscriptions and/or redemptions, including subscriptions and redemptions which would be effected as a result of requests for conversion from one Fund into another Fund. Unless otherwise disclosed in the relevant Supplement, any such provision may be added to the price at which Shares will be issued in the case of net subscription requests exceeding 1% of the Net Asset Value of the Fund and deducted from the price at which Shares will be redeemed in the case of net redemption requests exceeding 1% of the Net Asset Value of a Fund, including the price of Shares issued or redeemed as a result of requests for conversion. The application of any provision will be subject to the overall direction and discretion of the Company.

Directors' Fees

The Articles of Association authorise the Directors to charge a fee for their services at a rate determined by the Directors. The Directors shall receive a fee for their services up to a total aggregate maximum fee of €15,000 per annum, or such other amount as may from time to time be disclosed in the annual report of the Company. Any increase above the maximum permitted fee will be notified in advance to Shareholders. Each Director may be entitled to special remuneration if called upon to perform any special or extra services to the Company. All Directors will be entitled to reimbursement by the Company of expenses properly incurred in connection with the business of the Company or the discharge of their duties.

Allocation of Fees and Expenses

All fees, expenses, duties and charges will be charged to the relevant Fund and within such Fund to the Classes in respect of which they were incurred. Where an expense is not considered by the Directors to be attributable to any one Fund, the expense will normally be allocated to all Funds in proportion to the Net Asset Value of the Funds or other methods which will be fair and equitable to investors. In the case of any fees or expenses of a regular or recurring nature, such as audit fees, the Directors may calculate such fees or expenses on an estimated figure for yearly or other periods in advance and accrue them in equal proportions over any period.

Fee Increases

The rates of fees for the provision of services to any Fund or Class may be increased within the maximum levels stated above so long as reasonable written notice of the new rate(s) is given to Shareholders of the relevant Fund or Class.

4. THE SHARES

General

Shares may be issued on any Dealing Day. Shares issued in a Fund or Class will be in registered form and denominated in the Base Currency specified in the relevant Supplement for the relevant Fund or a currency attributable to the particular Class. Where a Class of Shares is denominated in a currency other than the Base Currency of a Fund, that Class may be hedged or unhedged as disclosed in the relevant Supplement for the relevant Class. Where a Class is to be unhedged, currency conversion will take place on subscriptions, redemptions, conversions and distributions at prevailing exchange rates normally obtained from Bloomberg, Reuters or such other data provider as the Investment Manager deems fit. Where a Class of Shares is to be hedged, the Company shall employ the hedging policy as more particularly set out herein. Shares will have no par value and will first be issued on the first Dealing Day after expiry of the initial offer period specified in the relevant Supplement at the Initial Price as specified in the relevant Supplement. Thereafter, Shares shall be issued at the Net Asset Value per Share.

Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued. Amendments to a Shareholder's registration details and payment instructions will only be made following receipt of original written instructions from the relevant Shareholder.

The Directors may decline to accept any application for Shares without giving any reason and may restrict the ownership of Shares by any person, firm or corporation in certain circumstances including where such ownership would be in breach of any regulatory or legal requirement or might affect the tax status of the Company or might result in the Company suffering certain disadvantages which it might not otherwise suffer. Any restrictions applicable to a particular Fund or Class shall be specified in the relevant Supplement for such Fund or Class. Any person who holds Shares in contravention of restrictions imposed by the Directors or, by virtue of his holding, is in breach of the laws and regulations of any applicable jurisdiction or whose holding could, in the opinion of the Directors, cause the Company to incur any liability to taxation or to suffer any pecuniary disadvantage which it or the Shareholders or any or all of them might not otherwise have incurred or sustained or otherwise in circumstances which the Directors believe might be prejudicial to the interests of the Shareholders, shall indemnify the Company, the Investment Manager and Distributor, the Custodian, the Administrator and Shareholders for any loss suffered by it or them as a result of such person or persons acquiring or holding Shares in the Company.

The Directors have power under the Articles of Association to compulsorily redeem and/or cancel any Shares held or beneficially owned in contravention of any restrictions imposed by them or in breach of any law or regulation.

None of the Company, the Investment Manager and Distributor, the Administrator or the Custodian or any of their respective directors, officers, employees or agents will be responsible or liable for the authenticity of instructions from Shareholders reasonably believed to be genuine and shall not be liable for any losses, costs or expenses arising out of or in conjunction with any unauthorised or fraudulent instructions.

Abusive Trading Practices/Market Timing

The Directors generally encourage investors to invest in the Funds as part of a long-term investment strategy and discourages excessive or short term or abusive trading practices. Such activities, sometimes referred to as “market timing”, may have a detrimental effect on the Funds and Shareholders. For example, depending upon various factors such as the size of the Fund and the amount of its assets maintained in cash, short-term or excessive trading by Shareholders may interfere with the efficient management of the Fund’s portfolio, increased transaction costs and taxes and may harm the performance of the Fund.

The Directors seek to deter and prevent abusive trading practices and to reduce these risks, through several methods, including the following:

(i) to the extent that there is a delay between a change in the value of a Fund’s portfolio holdings and the time when that change is reflected in the Net Asset Value per Share, a Fund is exposed to the risk that investors may seek to exploit this delay by purchasing or redeeming Shares at a Net Asset Value which does not reflect appropriate fair value prices. The Directors seek to deter and prevent this activity, sometimes referred to as “stale price arbitrage”, by the appropriate use of its power to adjust the value of any investment having regard to relevant considerations in order to reflect the fair value of such investment.

(ii) the Directors may monitor Shareholder account activities in order to detect and prevent excessive and disruptive trading practices and reserves the right to exercise its discretion to reject any subscription or conversion transaction without assigning any reason therefore and without payment of compensation if, in its judgment, the transaction may adversely affect the interest of a Fund or its Shareholders. The Directors may also monitor Shareholder account activities for any patterns of frequent purchases and sales that appear to be made in response to short-term fluctuations in the Net Asset Value per Share and may take such action as it deems appropriate to restrict such activities including, if it so determines, the compulsory redemption of Shares held in that Fund by the respective Shareholder.

There can be no assurances that abusive trading practices can be mitigated or eliminated. For example nominee accounts in which purchases and sales of Shares by multiple investors may be aggregated for dealing with the Fund on a net basis, conceal the identity of underlying investors in a Fund which makes it more difficult for the Directors and their delegates to identify abusive trading practices.

Application for Shares

An Application Form for Shares in a Fund may be obtained from the Administrator, the Distributor or the Investment Manager. The Minimum Subscription, Minimum Holding and Minimum Transaction Size for Shares are set out in the Supplement for each Fund.

Any of the Company, a Director, a duly appointed delegate on behalf of the Company or the Investment Manager, may reject any application in whole or in part without giving any reason for such rejection in which event the subscription monies or any balance thereof will be returned without interest, expenses or compensation to the applicant by transfer to the applicant's designated account or by post at the applicant's risk.

Applications for Shares in a Fund may be made through the Administrator (whose details are set out in the relevant Funds Application Form). Applications accepted and received by the Administrator prior to the relevant Dealing Deadline for a Fund for any Dealing Day will be processed on that Dealing Day. Any applications received after the relevant Dealing Deadline for a Fund for a particular Dealing Day will be processed on the following Dealing Day unless the Directors in their absolute discretion otherwise determine to accept one or more applications received after the relevant Dealing Deadline for processing on that Dealing Day provided that such application(s) have been received prior to the Valuation Point for the particular Dealing Day. Applications for Shares in a Fund received after the relevant Dealing Deadline but prior to the Valuation Point will only be accepted in exceptional circumstances, as determined and agreed by the Directors.

Initial applications should be made by submitting a completed Application Form to the Administrator. Application forms may be submitted by facsimile or by such other means as the Investment Manager may determine and accepted by the Administrator. The original duly completed application must be mailed to the Administrator immediately thereafter. No redemption proceeds will be paid to a Shareholder in respect of a redemption order (although subsequent subscriptions may be processed) prior to the receipt and acceptance of the original Application Form by the Administrator and subject to prompt transmission to the Administrator of such papers (such as documentation relating to money laundering prevention checks) as may be required by the Administrator. No redemptions will be paid until papers as may be required by the Administrator have been received and all anti-money laundering procedures have been completed. Subsequent applications to purchase Shares in a Fund following the initial subscription may be made to the Administrator by facsimile (in such format or method as shall be agreed in writing in advance with the Administrator and subject to and in accordance with the requirements of the Administrator and the Central Bank) or such other means as may be permitted by the Directors and agreed with the Administrator in accordance with the requirements of the Central Bank, without a requirement to submit original documentation and such applications should contain such information as may be specified from time to time by the Administrator. Amendments to a Shareholder’s registration details and payment instructions will only be made following receipt of original instructions from the relevant Shareholder.

If payment in full and cleared funds is not received within 3 days, the Investment Manager may cancel the issue of the relevant shares. Upon such cancellation, the relevant shares shall be deemed never to have been issued and the applicant shall have no right or claim against the Investment Manager or the Custodian, provided that, (i) no previous valuations of the Fund shall be re-opened or invalidated as a result of the cancellation of such shares, (ii) the Investment Manager is entitled to charge a cancellation fee of such amount as it may determine to represent the administrative costs involved in processing the applications for such shares, (iii) the Investment Manager may also require the investor to pay to the Investment Manager for the account of the Fund in respect of each share so cancelled the amount (if any) by which the issue price of each such share exceeds the redemption price which would have applied in relation to each such share if the Investment Manager had received on such day or request from such investor for the redemption in accordance with the provisions of the Articles of Association. The Investment Manager also reserves the right to claim against the investor directly for any financial loss caused by the cancellation of subscription.

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount. Such sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge.

Fractions

Subscription monies representing less than the subscription price for a Share will not be returned to the investor. Fractions of Shares will be issued where any part of the subscription monies for Shares represents less than the subscription price for one Share, provided however, that fractions shall not be less than 0.01 of a Share.

Subscription monies, representing less than 0·01 of a Share will not be returned to the investor but will be retained by the Company in order to defray administration costs.

Method of Payment

Subscription payments net of all bank charges should be paid by CHAPS, SWIFT or telegraphic or electronic transfer to the bank account specified in the relevant Application Form enclosed with this Prospectus. Cheques will not be deemed an acceptable method of payment. No interest will be paid in respect of payments received in circumstances where the application is held over until a subsequent Dealing Day.

Currency of Payment

Subscription monies are payable in the currency of denomination of the relevant Class. The Company will not accept applications for Shares in currencies other than the currency of denomination of the relevant Class in which the applicant has elected to apply for Shares.

Timing of Payment

Payment in respect of subscriptions must be received in cleared funds by the Administrator no later than three Business Days following the relevant Dealing Day. The Company reserves the right to defer the issue of Shares until receipt of cleared subscription monies by the relevant Fund. If payment in cleared funds in respect of a subscription in a Fund has not been received by the relevant time, the Company or its delegate may (and in the event of non-clearance of funds, shall) defer the acceptance of the application until the subsequent Dealing Day provided that cleared funds are received no later than three Business Days following the subsequent Dealing Day.

Confirmation of Ownership

Confirmation of each purchase of Shares in a Fund will normally be sent to Shareholders within 2 Business Days of the relevant Dealing Day. Title to Shares will be evidenced by the entering of the investor's name on the Company's register of Shareholders and no certificates will be issued.

Subscriptions in specie

In accordance with the provisions of Article 9.03 of the Memorandum and Articles of Association of the Company, the Company may accept in specie applications for Shares provided that the nature of the assets to be transferred into the relevant Fund qualify as investments of the relevant Fund in accordance with its investment objectives, policies and restrictions. Assets so transferred shall be vested with the Custodian or arrangements shall be made to vest the assets with the Custodian. The number of Shares to be issued shall not exceed the amount that would be issued for the cash equivalent. The Custodian shall be satisfied that the terms of any exchange will not be such as are likely to result in any prejudice to the existing shareholders of the relevant Fund. The cost of such subscription in specie shall be borne by the relevant Shareholder.

Anti-Money Laundering and Countering Terrorist Financing Measures

Measures aimed at the prevention of money laundering and terrorist financing will require a detailed verification of the investor's identity, address and source of funds and where applicable the beneficial owner on a risk sensitive basis and the ongoing monitoring of the business relationship with the Company.

By way of example, an individual will be required to produce a copy of a passport or identification card, which shows a photograph, signature and date of birth, duly certified by a public authority such as a notary public, the police or the ambassador in their country of residence, together with one item evidencing their address such as a utility bill or bank statement (not more than six months old). In the case of corporate applicants this may require production of certified copies of the certificate of incorporation (and any change of name) and of the memorandum and articles of association (or equivalent), a certified copy of the corporation's authorised signatory list, the names, occupations, dates of birth and residential and business addresses of all directors and beneficial owners (who may also be required to verify their identity as described above).

Politically exposed persons ("PEPs"), an individual who is or has, at any time in the preceding year, been entrusted with prominent public functions, and immediate family member, or persons known to be close associates of such persons, must also be identified.

Depending on the circumstances of each application, a detailed verification of source of funds might not be required where (i) the investor makes payment from an account held in the investor's name at a recognised financial intermediary 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 located within a country recognised in Ireland as having equivalent anti-money laundering and counter terrorist financing regulations or satisfies other applicable conditions.

The Administrator and the Fund each reserves the right to request such information as is necessary to verify the identity, address and source of funds of an investor. In the event of delay or failure by an investor or applicant to produce any information required for verification purposes, the Administrator or the Fund may refuse to accept the application and subscription monies. The Administrator may also refuse to process redemption requests or pay redemption proceeds in such circumstances. Applicants should note that redemption proceeds will only be made to the account of record.

Each applicant for Participating Shares acknowledges that the Administrator and the Fund shall be indemnified and held harmless against any loss arising as result of a failure to process his/her application for Participating Shares or redemption request, if such information and documentation has been requested by the Administrator and has not been provided by the applicant. Furthermore the Fund or the Administrator also reserve the right to refuse to make any redemption payment or distribution to a Shareholder if any of the Directors of the Fund or the Administrator suspects or is advised that the payment of any redemption or distribution moneys to such Shareholder might result in a breach or violation of any applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or such refusal is considered necessary or appropriate to ensure the compliance by the Fund, its Directors or the Administrator with any such laws or regulations in any relevant jurisdiction.

Data Protection

Data Protection Information

Prospective investors should note that by completing the Application Form they are providing personal information to the Company, which may constitute personal data within the meaning of data protection legislation in Ireland. This data will be used for the purposes of client identification, administration, statistical analysis, market research, to comply with any applicable legal or regulatory requirements and, if an applicant's consent is given, for direct marketing purposes. Data may be disclosed to third parties including regulatory bodies, tax authorities in accordance with the European Savings Directive, delegates, advisers and service providers of the Company and their or the Company's duly authorised agents and any of their respective related, associated or affiliated companies wherever located (including outside the EEA) for the purposes specified. By signing the Application Form, investors consent to the obtaining, holding, use, disclosure and processing of data for any one or more of the purposes set out in the Application Form. Investors have a right to obtain a copy of their personal data kept by the Company on payment of a fee and the right to rectify any inaccuracies in personal data held by the Company.

Joint Shareholders

In the case of joint holdings, and unless specifically stated in writing at the time of application, any one of the registered joint Shareholders is authorised to sign any documents or to give instructions in connection with that holding on behalf of the other joint Shareholders.

Redemption of Shares

Shareholders may redeem their Shares on and with effect from any Dealing Day at the Net Asset Value per Share for that Class calculated on or with respect to the relevant Dealing Day in accordance with the procedures described below (save during any period when the calculation of Net Asset Value is suspended). The minimum value of Shares which may be redeemed in any one redemption transaction is specified in the relevant Supplement for each Fund or Class. If the redemption of only part of a Shareholder's shareholding would leave the Shareholder holding less than the Minimum Holding for the relevant Fund, the Company or its delegate may, if it thinks fit, redeem the whole of that Shareholder's holding.

Requests for the redemption of Shares in a Fund should be made to the Administrator whose details are set out in the Application Form by facsimile or postal communication or such other means as may be permitted by the Directors, and agreed with the Administrator in accordance with the requirements of the Central Bank, and should include such information as may be specified from time to time by the Directors or their delegate. Requests for redemption received prior to the relevant Funds Dealing Deadline for any Dealing Day will be processed on that Dealing Day. Any requests for redemption received after the relevant Funds Dealing Deadline for a Dealing Day will be processed on the next Dealing Day unless the Directors in their absolute discretion determine otherwise, provided that such request has been received prior to the Valuation Point for the relevant Dealing Day. Redemption requests received after the relevant Funds Dealing Deadline but prior to the Valuation Point will only be accepted in exceptional circumstances, as determined and agreed by the Directors. No redemption payment will be made from an investor's holding until all documentation required by or on behalf of the Administrator (including any documents in connection with anti-money laundering procedures) has been received from the investor and the anti-money laundering procedures have been completed. Subject to satisfaction of all of the requirements of the Administrator (including but not limited to receipt of all documentation required by the Administrator for anti-money laundering purposes) the original redemption request will not be required prior to payment of redemption proceeds.

Method of Payment

Redemption payments will be made to the bank account detailed on the Application Form or as subsequently notified to the Administrator in writing. Cheques will not be deemed an acceptable method for remittance of payment. Redemption payments following processing of instructions received by facsimile will only be made to the account of record of a Shareholder.

Currency of Payment

Shareholders will normally be repaid in the currency of denomination of the relevant Class from which the Shareholder has redeemed Shares. If however, a Shareholder requests to be repaid in any other freely convertible currency, the necessary foreign exchange transaction may be arranged by the Administrator (at its discretion) on behalf of and for the account, risk and expense of the Shareholder.

Timing of Payment

Redemption proceeds in respect of Shares will normally be paid within four Business Days of the relevant Dealing Day (and in any event should not exceed ten Business Days from the relevant Dealing Deadline) provided that all the required documentation has been furnished to and received by the Administrator.

Withdrawal of Redemption Requests

Requests for redemption may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of suspension of calculation of the Net Asset Value of the Fund.

Redemption Gate

If the number of Shares to be redeemed on any Dealing Day equals 10% or more of the total number of Shares of a Fund in issue on that day, the Directors or their delegate may at their discretion refuse to redeem any Shares in excess of 10% of the total number of Shares of the Fund in issue as aforesaid and, if they so refuse, the requests for redemption on such Dealing Day shall be reduced pro rata and Shares which are not redeemed by reason of such refusal shall be treated as if a request for redemption had been made in respect of each subsequent Dealing Day until all Shares to which the original request related have been redeemed. Redemption requests which have been carried forward from an earlier Dealing Day shall (subject always to the foregoing limits) be complied with pro-rata to later requests.

Redemptions in specie

The Company may, at the discretion of the Directors and with the consent of the relevant Shareholders, satisfy any request for repurchase of Shares by the transfer in specie to those Shareholders of assets of the relevant Fund having a value equal to the redemption price for the Shares repurchased as if the repurchase proceeds were paid in cash less any redemption charge and other expenses of the transfer as the Directors may determine provided that the Shareholder requesting repurchase consents to such transfer in specie. The nature and type of assets to be transferred in specie to each Shareholder shall be determined by the Directors (subject to the approval of the Custodian as to the allocation of assets) on such basis as the Directors in their discretion shall deem equitable and not prejudicial to the interests of the remaining Shareholders in the relevant Fund or Class.

Compulsory Redemption of Shares/Deduction of Tax

Shareholders are required to notify the Administrator through whom Shares have been purchased immediately if they become US Persons or persons who are otherwise subject to restrictions on ownership as set out herein and such Shareholders may be required to redeem or transfer their Shares. The Company may redeem any Shares which are or become owned, directly or indirectly, by or for the benefit of any person in breach of any restrictions on ownership from time to time as set out herein or if the holding of Shares by any person is unlawful or is likely to result or results in any tax, fiscal, legal, regulatory, pecuniary liability or material administrative disadvantage to the Company. The Company may also redeem any Shares held by any person who holds less than the Minimum Holding or does not, within twenty eight days of a request by or on behalf of the Company, supply any information or declaration required under the terms hereof to be furnished. Any such redemption will be effected on a Dealing Day at the Net Asset Value per Share calculated on or with respect to the relevant Dealing Day on which the Shares are to be redeemed. The Company may apply the proceeds of such compulsory redemption in the discharge of any taxation or withholding tax arising as a result of the holding or beneficial ownership of Shares by a Shareholder including any interest or penalties payable thereon. The attention of investors in relation to the section of the Prospectus entitled "Taxation" and in particular the section therein headed "Irish Taxation" which details circumstances in which the Company shall be entitled to deduct from payments to Shareholders who are Irish Resident or Ordinarily Resident in Ireland amounts in respect of liability of to Irish taxation including any penalties and interest thereon and/or compulsorily redeem Shares to discharge such liability. Relevant Shareholders will indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of an event giving rise to a charge to taxation.

Shares will not receive or be credited with any dividend declared on or after the relevant Dealing Day on which they were redeemed.

Total Redemption of Shares

All of the Shares of any Class or any Fund may be redeemed:

(a) on the giving by the Company of not less than four nor more than twelve weeks' notice expiring on a Dealing Day to Shareholders of its intention to redeem such Shares; or

(b) if the holders of 75% in value of the relevant Class or Fund resolve at a meeting of the Shareholders duly convened and held that such Shares should be redeemed.

The Directors may resolve in their absolute discretion to retain sufficient monies prior to effecting a total redemption of shares to cover the costs associated with the subsequent termination of a Fund or the liquidation of the Company.

Conversion of Shares

Subject to the Minimum Subscription, Minimum Holding and Minimum Transaction Size requirements of the relevant Fund or Classes, Shareholders may request conversion of some or all of their Shares in one Fund or Class ("the Original Fund") to Shares in another Fund or Class or another Class in the same Fund ("the New Fund") in accordance with the formula and procedures specified below. Requests for conversion of Shares should be made to the Administrator by facsimile or written communication (in such format or method as shall be agreed in writing in advance with the Administrator and subject to and in accordance with the requirements of the Administrator and the Central Bank) or such other means as may be permitted by the Directors and should include such information as may be specified from time to time by the Administrator. Requests for conversion should be received prior to the earlier of the relevant Dealing Deadline for redemptions in the Original Fund and the relevant Dealing Deadline for subscriptions in the New Fund. Any applications received after such time will be dealt with on the next Dealing Day which is a dealing day for the relevant Funds, unless the Directors in their absolute discretion otherwise determines such discretion not to be exercised after the Valuation Point. Conversion requests will only be accepted where cleared funds and completed documents are in place from original subscriptions.

Where a conversion request would result in a Shareholder holding a number of Shares of either the Original Fund or the New Fund which would be less than the Minimum Holding for the relevant Fund, the Company or its delegate may, if it thinks fit, convert the whole of the holding in the Original Fund to Shares in the New Fund or refuse to effect any conversion from the Original Fund.

Fractions of Shares which shall not be less than 0·01 of a Share may be issued by the Company on conversion where the value of Shares converted from the Original Fund are not sufficient to purchase an integral number of Shares in the New Fund and any balance representing less than 0·01 of a Share will be retained by the Company in order to defray administration costs.

The number of Shares of the New Fund to be issued will be calculated in accordance with the following formula:-

$$S = \frac{\underline{(R \times NAV \times ER)\ - F}}{SP}$$

where

"S" is the number of Shares of the New Fund to be allotted.

"R" is the number of Shares in the Original Fund to be redeemed.

"NAV" is the Net Asset Value per Share of the Original Fund at the Valuation Point on the relevant Dealing Day.

"ER" is the currency conversion factor (if any) as determined by the Administrator.

"F" is the conversion charge (if any) of up to 1% of the Net Asset Value of the Shares in the Original Fund.

"SP" is the Net Asset Value per Share of the New Fund at the Valuation Point on the relevant Dealing Day.

Withdrawal of Conversion Requests

Conversion requests may not be withdrawn save with the written consent of the Company or its authorised agent or in the event of a suspension of calculation of the Net Asset Value of the Funds in respect of which the conversion request was made.

Net Asset Value and Valuation of Assets

The Directors have delegated the calculation of the Net Asset Value to the Administrator.

The Net Asset Value of each Fund or, if there are different Classes within a Fund, each Class will be calculated by the Administrator as at the Valuation Point on or with respect to each Dealing Day in accordance with the Prospectus. The Net Asset Value of a Fund shall be determined as at the Valuation Point for the relevant Dealing Day by valuing the assets of the relevant Fund (including income accrued but not collected) and deducting the liabilities of the relevant Fund (including a provision for duties and charges, accrued expenses and fees, including those to be incurred in the event of a subsequent termination of a Fund or liquidation of the Company and all other liabilities). The Net Asset Value attributable to a Class shall be determined as at the Valuation Point for the relevant Dealing Day by calculating that portion of the Net Asset Value of the relevant Fund attributable to the relevant Class as at the Valuation Point subject to adjustment to take account of assets and/or liabilities attributable to the Class. The Net Asset Value of a Fund will be expressed in the Base Currency of the Fund, or in such other currency as the Directors may determine either generally or in relation to a particular Class or in a specific case.

The Net Asset Value per Share shall be calculated as at the Valuation Point on or with respect to each Dealing Day by dividing the Net Asset Value of the relevant Fund or attributable to the total number of Shares in issue, or deemed to be in issue, in the Fund or Class at the relevant Valuation Point and rounded to the nearest cent of the relevant currency class.

In determining the Net Asset Value of the Company and each Fund:-

(a) Securities which are quoted, listed or traded on a Recognised Exchange save as hereinafter provided at (d), (e), (f), (g) and (h) will be valued at the last traded price. Where a security is listed or dealt in on more than one Recognised Exchange the relevant exchange or market shall be the principal stock exchange or market on which the security is listed or dealt on or the exchange or market which the Directors determine provides the fairest criteria in determining a value for the relevant investment. Securities listed or traded on a Recognised Exchange, but acquired or traded at a premium or at a discount outside or off the relevant exchange or market may be valued by a competent person, firm or corporation (including the Investment Manager) selected by the Directors and approved for the purpose by the Custodian, taking into account the level of premium or discount at the Valuation Point provided that the Custodian shall be satisfied that the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security.

(b) The value of any security which is not quoted, listed or dealt in on a Recognised Exchange or which is so quoted, listed or dealt but for which no such quotation or value is available or the available quotation or value is not representative of the fair market value shall be the probable realisation value as estimated with care and good faith by (i) the Directors or (ii) a competent person, firm or corporation (including the Investment Manager) selected by the Directors and approved for the purpose by the Custodian. Where reliable market quotations are not available for fixed income securities the value of such securities may be determined using matrix methodology compiled by the Directors whereby such securities are valued by reference to the valuation of other securities which are comparable in rating, yield, due date and other characteristics.

(c) Cash in hand or on deposit will be valued at its nominal/face value plus accrued interest, where applicable, to the end of the relevant day on which the Valuation Point occurs.

(d) Derivative contracts traded on a regulated market including without limitation futures and options contracts and index futures shall be valued at the settlement price as determined by the market. If the settlement price is not available, the value shall be the probable realisation value estimated with care and in good faith by (i) the Directors or (ii) a competent person firm or corporation (including the Investment Manager) selected by the Directors and approved for the purpose by the Custodian. OTC derivative contracts will be valued daily either (i) on the basis of a quotation provided by the relevant counterparty and such valuation shall be approved or verified at least weekly by a party who is selected by the Directors and approved for the purpose by the Custodian and who is independent of the counterparty (the "Counterparty Valuation"); or (ii) using an alternative valuation provided by a competent person (including the Investment Manager) appointed by the Directors and approved for the purpose by the Custodian (the "Alternative Valuation"). Where such Alternative Valuation method is used the Company will follow international best practise and adhere to the principles on valuation of OTC instruments established by bodies such as IOSCO and AIMA and will be reconciled to the Counterparty valuation on a monthly basis. Where significant differences arise these will be promptly investigated and explained.

(e) Forward foreign exchange and interest rate swap contracts shall be valued in the same manner as OTC derivatives contracts or by reference to freely available market quotations.

(f) Notwithstanding paragraph (a) above units in collective investment schemes shall be valued at the latest available net asset value per unit or bid price as published by the relevant collective investment scheme or, if listed or traded on a Recognised Exchange, in accordance with (a) above. Where a final net asset value per share is not available an estimated net asset value per share received from the administrator or investment manager of the relevant collective investment scheme may be used. Where estimated values are used, these shall be final and conclusive notwithstanding any subsequent variation in the net asset value of the collective investment scheme.

(g) In the case of a Fund which is a money market fund, the Directors may use the amortised cost method of valuation provided it is only used in relation to funds which comply with the Central Bank's requirements for money market funds and where a review of the amortised cost valuation vis-à-vis market valuation will be carried out in accordance with the Central Bank's guidelines.

(h) In the case of a Fund which is not a money market fund, the Directors may value Money Market Instruments using the amortised cost method of valuation in accordance with the Central Bank's requirements.

(i) The Directors may, with the approval of the Custodian, adjust the value of any investment if having regard to its currency, marketability, applicable interest rates, anticipated rates of dividend, maturity, liquidity or any other relevant considerations, they consider that such adjustment is required to reflect the fair value thereof.

(j) Any value expressed otherwise than in the Base Currency of the relevant Fund shall be converted into the Base Currency of the relevant Fund at the prevailing exchange rate which is available to the Administrator and which is normally obtained from Bloomberg or Reuters or such other data provider.

(k) Where the value of any security is not ascertainable as described above, the value shall be the probable realisation value estimated by the Directors with care and in good faith or by a competent person appointed by the Directors and approved for the purpose by the Custodian.

(l) If the Directors deem it necessary a specific security may be valued under an alternative method of valuation approved by the Custodian.

In calculating the value of assets of the Company and each Fund the following principles will apply:

(a) in determining the value of investments of a Fund (a) the Directors may value the securities of a Fund (i) at lowest market dealing bid prices where on any Dealing Day the value of all redemption requests received exceeds the value of all applications for Shares received for that Dealing Day or at highest market dealing offer prices where on any Dealing Day the value of all applications for Shares received for that Dealing Day exceeds the value of all redemption requests received for that Dealing Day, in each case in order to preserve the value of the Shares held by existing Shareholders; (ii) at bid and offer prices, in accordance with the requirements of the Central Bank where a bid and offer value is used to determine the price at which Shares are issued and redeemed; or (iii) at mid prices; provided in each case that the valuation policy selected by the Directors shall be applied consistently with respect to the Company and, as appropriate, individual Funds for so long as the Company or Funds, as the case may be, are operated on a going concern basis. Every Share agreed to be issued by the Directors with respect to each Dealing Day shall be deemed to be in issue at the subsequent Valuation Point to the relevant Dealing Day and the assets of the relevant Fund shall be deemed to include not only cash and property in the hands of the Custodian but also the amount of any cash or other property to be received in respect of Shares, issued on the prior Dealing Day after deducting therefrom (in the case of Shares agreed to be issued for cash) or providing for preliminary charges;

(b) where securities have been agreed to be purchased or sold but such purchase or sale has not been completed, such securities shall be included or excluded and the gross purchase or net sale consideration excluded or included as the case may require as if such purchase or sale had been duly completed unless the Directors have reason to believe such purchase or sale will not be completed;

(c) there shall be added to the assets of the relevant Fund any actual or estimated amount of any taxation of a capital nature which may be recoverable by the Company which is attributable to that Fund;

(d) there shall be added to the assets of each relevant Fund a sum representing any interest, dividends or other income accrued but not received and a sum representing unamortised expenses unless the Directors are of the opinion that such interest, dividends or other income are unlikely to be paid or received in full in which case the value thereof shall be arrived at after making such discount as the Directors or their delegate (with the approval of the Custodian) may consider appropriate in such case to reflect the true value thereof;

(e) there shall be added to the assets of each relevant Fund the total amount (on a receipts or accruals basis, at the discretion of the Directors) of any claims for repayment of any taxation levied on income or capital gains including claims in respect of double taxation relief; and

(f) there shall be deducted from the assets of the relevant Fund:

(i) the total amount of any actual liabilities properly payable out of the assets of the relevant Fund including any and all outstanding borrowings of the Company in respect of the relevant Fund, interest, fees and expenses payable on such borrowings and any liability for tax and such amount in respect of contingent or projected expenses as the Directors consider fair and reasonable as of the relevant Valuation Point;

(ii) such sum in respect of tax (if any) on income or capital gains realised on the investments of the relevant Fund as will become payable;

(iii) the amount (if any) of any dividend declared but not distributed in respect thereof;

(iv) the remuneration, fees and expenses of the Administrator, the Custodian, the Investment Manager and Distributor and any other providers of services to the Company accrued but remaining unpaid together with a sum equal to the value added tax chargeable thereon (if any);

(v) the total amount (whether actual or estimated by the Directors) of any other liabilities properly payable out of the assets of the relevant Fund (including all establishment, operational and ongoing administrative fees, costs and expenses) as of the relevant Valuation Point;

(vi) an amount as of the relevant Valuation Point representing the projected liability of the relevant Fund in respect of costs and expenses to be incurred by the relevant Fund in the event of a subsequent liquidation;

(vii) an amount as of the relevant Valuation Point representing the projected liability of the relevant calls on Shares in respect of any warrants issued and/or options written by the relevant Fund or Class of Shares; and

(viii) any other liability which may properly be deducted.

In the absence of negligence, fraud, bad faith or wilful default, every decision taken by the Directors or any committee of the Directors or any duly authorised person on behalf of the Company in determining the value of any investment or calculating the Net Asset Value of a Fund or Class or the Net Asset Value per Share shall be final and binding on the Company and on present, past or future Shareholders.

The Directors have the power, in determining the subscription price of a Share, to add to the Net Asset Value per Share of the relevant Class (before making any rounding adjustment) an amount, for the account of the relevant Fund which they consider to be an appropriate allowance to reflect (a) the difference between the last traded price (or the mean between the last available bid and asked prices) of the investments of that Fund and the latest available asked price of such investments, (b) all stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees and registration fees which would be incurred for the account of the Fund in investing an amount equal to that Net Asset Value per Share of the relevant Class of that Fund.

Similarly, the Directors may, when determining the redemption price of a Share, deduct for the account of a Fund from the Net Asset Value per Share of the relevant Class (before making any rounding adjustment) an amount which they consider to be an appropriate allowance to reflect (a) the difference between the last traded price (or the mean between the last available bid and asked prices) of the investments of that Fund and the latest available bid price of such investments, and (b) all stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees and registration fees which would be incurred for the account of the Fund in realising assets or closing out positions to provide funds to meet any redemption request.

The Directors will only adjust the subscription price and redemption price with a view to protecting the interests of Shareholders under exceptional circumstances as determined by the Directors from time to time. Where necessary the Directors will seek the view of the Custodian prior to any adjustment in the subscription price or redemption price and such adjustment would only be made where the Custodian has no objection to it. Exceptional circumstances for adjusting the subscription price or redemption price may include (a) the aggregate net transactions (either net subscriptions or net redemptions) in Shares having exceeded a pre-determined threshold set by the Directors from time to time; and/or (b) extreme market conditions which may have an unfavourable impact on the interests of existing Shareholders. In such circumstances the Net Asset Value per Share of the relevant Class may be adjusted (upwards or downwards) by an amount (not exceeding 1% of that Net Asset Value) which reflects the dealing costs that may be incurred by that Fund and the estimated bid/offer spread of the assets in which that Fund invests.

Further, the Directors may arrange for a revaluation of Shares if they consider that the subscription price or redemption price calculated in relation to any subscription day or redemption day, as the case may be, does not accurately reflect the true value of the Shares. The revaluation will be conducted on a fair, equitable and reasonable basis.

Publication of Net Asset Value per Share

The Net Asset Value per Share will be published daily in the Financial Times. In addition, the Net Asset Value per Share may be obtained from either the Distributor or the Administrator during normal business hours.

Suspension of Valuation of Assets

The Directors may at any time and from time to time temporarily suspend the determination of the Net Asset Value of any Fund or attributable to a Class and the issue, conversion and redemption of Shares in any Fund or Class:

a) during the whole or part of any period (other than for ordinary holidays or customary weekends) when any of the Recognised Exchanges on which the relevant Fund's investments are quoted, listed, traded or dealt are closed or during which dealings therein are restricted or suspended or trading is suspended or restricted; or

b) during the whole or part of any period when circumstances outside the control of the Directors exist as a result of which any disposal or valuation of investments of the Fund is not reasonably practicable or would be detrimental to the interests of Shareholders or it is not possible to transfer monies involved in the acquisition or disposition of investments to or from the relevant account of the Company; or

c) during the whole or any part of any period when any breakdown occurs in the means of communication normally employed in determining the value of any of the relevant Fund's investments; or

d) during the whole or any part of any period when for any reason the value of any of the Fund's investments cannot be reasonably, promptly or accurately ascertained;

e) during the whole or any part of any period when subscription proceeds cannot be transmitted to or from the account of any Fund or the Company is unable to repatriate funds required for making redemption payments or when such payments cannot, in the opinion of the Directors, be carried out at normal rates of exchange;

f) upon mutual agreement between the Company and the Custodian for the purpose of winding up the Company or terminating any Fund; or

g) if any other reason makes it impossible or impracticable to determine the value of a substantial portion of the investments or the Company or any Fund.

Any suspension of valuation shall be notified to the Central Bank and the Custodian without delay and, in any event, within the same Dealing Day and shall be published and made available on the internet at http://www.valuepartners.com.hk and updated following any such suspension. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

Dividends

The Directors are empowered to declare and pay dividends on Shares issued in any Class or Fund in the Company. The dividend policy for each Fund or Class will be set out in the relevant Supplement.

5. TAXATION

General

The information given is not exhaustive and does not constitute legal or tax advice. Prospective investors should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding, switching or disposing of Shares under the laws of the jurisdictions in which they may be subject to tax.

The following is a brief summary, based on advice received by the Directors, of certain aspects of Irish taxation law and practice relevant to the transactions contemplated in this Prospectus. It is based on the law and practice and official interpretation currently in effect, all of which are subject to change.

Dividends, interest and capital gains (if any) which the Company/any of the Funds receive with respect to their investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of investments are located. It is anticipated that the Company may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Ireland and such countries. If this position changes in the future and the application of a lower rate results in a repayment to the Company the Net Asset Value will not be re-stated and the benefit will be allocated to the existing Shareholders rateably at the time of repayment.

Irish Taxation

The Directors have been advised that on the basis that the Company is resident in Ireland for taxation purposes the taxation position of the Company and the Shareholders is as set out below.

The Company

The Company will be regarded as resident in Ireland for tax purposes if the central management and control of its business is exercised in Ireland and the Company is not regarded as resident elsewhere. It is the intention of the Directors that the business of the Company will be conducted in such a manner as to ensure that it is Irish resident for tax purposes.

The Directors have been advised that the Company qualifies as an investment undertaking as defined in Section 739B (1) of the Taxes Act. Under current Irish law and practice, the Company is not chargeable to Irish tax on its income and gains.

However, tax can arise on the happening of a “chargeable event” in the Company. A chargeable event includes any distribution payments to Shareholders or any encashment, redemption, cancellation, transfer or deemed disposal (a deemed disposal will occur at the expiration of a Relevant Period) of Shares or the appropriation or cancellation of Shares of a Shareholder by the Company for the purposes of meeting the amount of tax payable on a gain arising on a transfer. No tax will arise on the Company in respect of chargeable events in respect of a Shareholder who is neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event provided that a Relevant Declaration is in place and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration or the Company satisfying and availing of equivalent measures (see paragraph headed "*Equivalent Measures*" below) there is a presumption that the investor is Irish Resident or Ordinarily Resident in Ireland. A chargeable event does not include:

- An exchange by a Shareholder, effected by way of an arms-length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company;
- Any transactions (which might otherwise be a chargeable event) in relation to shares held in a recognised clearing system as designated by order of the Irish Revenue Commissioners;
- A transfer by a Shareholder of the entitlement to Shares where the transfer is between spouses and former spouses, subject to certain conditions; or
- An exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the Taxes Act) of the Company with another investment undertaking.

If the Company becomes liable to account for tax if a chargeable event occurs, the Company shall be entitled to deduct from the payment arising on a chargeable event an amount equal to the appropriate tax and/or where applicable, to appropriate or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as are required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event if no such deduction, appropriation or cancellation has been made.

Dividends received by the Company from investment in Irish equities may be subject to Irish dividend withholding tax at the standard rate of income tax (currently 20%). However, the Company can make a declaration to the payer that it is a collective investment undertaking beneficially entitled to the dividends which will entitle the Company to receive such dividends without deduction of Irish dividend withholding tax.

Stamp Duty

No stamp duty is payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. Where any subscription for or redemption of Shares is satisfied by the in specie transfer of securities, property or other types of assets, Irish stamp duty may arise on the transfer of such assets.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities provided that the stock or marketable securities in question have not been issued by a company registered in Ireland and provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or any right over or interest in such property or to any stocks or marketable securities of a company (other than a company which is an investment undertaking within the meaning of Section 739B (1) of the Taxes Act or a "qualifying company" within the meaning of Section 110 of the Taxes Act) which is registered in Ireland.

Shareholders Tax

Shares which are held in a Recognised Clearing System

Any payments to a Shareholder or any encashment, redemption, cancellation or transfer of Shares held in a Recognised Clearing System will not give rise to a chargeable event in the Company (there is however ambiguity in the legislation as to whether the rules outlined in this paragraph with regard to Shares held in a Recognised Clearing System, apply in the case of chargeable events arising on a deemed disposal, therefore, as previously advised, Shareholders should seek their own tax advice in this regard). Thus the Company will not have to deduct any Irish taxes on such payments regardless of whether they are held by Shareholders who are Irish Residents or Ordinarily Resident in Ireland, or whether a non-resident Shareholder has made a Relevant Declaration. However, Shareholders who are Irish Resident or Ordinarily Resident in Ireland or who are not Irish Resident or Ordinarily Resident in Ireland but whose Shares are attributable to a branch or agency in Ireland may still have a liability to account for Irish tax on a distribution or encashment, redemption or transfer of their Shares.

To the extent any Shares are not held in a Recognised Clearing System at the time of a chargeable event (and subject to the point made in the previous paragraph in relation to a chargeable event arising on a deemed disposal), the following tax consequences will typically arise on a chargeable event.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland

The Company will not have to deduct tax on the occasion of a chargeable event in respect of a Shareholder if (a) the Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland, (b) the Shareholder has made a Relevant Declaration on or about the time when the Shares are applied for or acquired by the Shareholder and (c) the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration (provided in a timely manner) or the Company satisfying and availing of equivalent measures (see paragraph headed "*Equivalent Measures*" below) tax will arise on the happening of a chargeable event in the Company regardless of the fact that a Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland. The appropriate tax that will be deducted is as described below.

To the extent that a Shareholder is acting as an Intermediary on behalf of persons who are neither Irish Resident nor Ordinarily Resident in Ireland no tax will have to be deducted by the Company on the occasion of a chargeable event provided that either (i) the Company satisfied and availed of the equivalent measures or (ii) the Intermediary has made a Relevant Declaration that he/she is acting on behalf of such persons and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland and either (i) the Company has satisfied and availed of the equivalent measures or (ii) such Shareholders have made Relevant Declarations in respect of which the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct, will not be liable to Irish tax in respect of income from their Shares and gains made on the disposal of their Shares. However, any corporate Shareholder which is not Irish Resident and which holds Shares directly or indirectly by or for a trading branch or agency in Ireland will be liable to Irish tax on income from their Shares or gains made on disposals of the Shares.

Where tax is withheld by the Company on the basis that no Relevant Declaration has been filed with the Company by the Shareholder, Irish legislation provides for a refund of tax only to companies within the charge to Irish corporation tax, to certain incapacitated persons and in certain other limited circumstances.

Shareholders who are Irish Residents or Ordinarily Resident in Ireland

Unless a Shareholder is an Exempt Irish Investor and makes a Relevant Declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct or unless the Shares are purchased by the Courts Service, tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) will be required to be deducted by the Company from a distribution (where payments are made annually or at more frequent intervals) to a Shareholder who is Irish Resident or Ordinarily Resident in Ireland. Similarly, tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) will have to be deducted by the Company on any other distribution or gain arising to the Shareholder (other than an Exempt Irish Investor who has made a Relevant Declaration) on an encashment, redemption, cancellation, transfer or deemed disposal (see below) of Shares by a Shareholder who is Irish Resident or Ordinarily Resident in Ireland.

The Finance Act 2006 introduced rules (which were subsequently amended by the Finance Act 2008) in relation to an automatic exit tax for Shareholders who are Irish Resident or Ordinarily Resident in Ireland in respect of Shares held by them in the Company at the ending of a Relevant Period. Such Shareholders (both companies and individuals) will be deemed to have disposed of their Shares ("deemed disposal") at the expiration of that Relevant Period and will be charged to tax at the rate of 41% (25% where the Shareholder is a company and an appropriate declaration is in place) on any deemed gain (calculated without the benefit of indexation relief) accruing to them based on the increased value (if any) of the Shares since purchase or since the previous exit tax applied, whichever is later.

For the purposes of calculating if any further tax arises on a subsequent chargeable event (other than chargeable events arising from the ending of a subsequent Relevant Period or where payments are made annually or at more frequent intervals), the preceding deemed disposal is initially ignored and the appropriate tax calculated as normal. Upon calculation of this tax, credit is immediately given against this tax for any tax paid as a result of the preceding deemed disposal. Where the tax arising on the subsequent chargeable event is greater than that which arose on the preceding deemed disposal, the Company will have to deduct the difference. Where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal, the Company will refund the Shareholder for the excess (subject to the paragraph headed "*15% threshold*" below).

<u>10% Threshold</u>

The Company will not have to deduct tax ("exit tax") in respect of this deemed disposal where the value of the chargeable shares (i.e. those Shares held by Shareholders to whom the declaration procedures do not apply) in the Company (or Fund being an umbrella scheme) is less than 10% of the value of the total Shares in the Company (or the Fund) and the Company has made an election to report certain details in respect of each affected Shareholder to Revenue (the "Affected Shareholder") in each year that the de minimus limit applies. In such a situation the obligation to account for the tax on any gain arising on a deemed disposal will be the responsibility of the Shareholder on a selfassessment basis ("self-assessors") as opposed to the Company or Fund (or their service providers). The Company is deemed to have made the election to report once it has advised the Affected Shareholders in writing that it will make the required report.

15 % Threshold

As previously stated where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal (e.g. due to a subsequent loss on an actual disposal), the Company will refund the Shareholder the excess. Where however immediately before the subsequent chargeable event, the value of chargeable shares in the Company (or Fund being an umbrella scheme) does not exceed 15% of the value of the total Shares, the Company may elect to have any excess tax arising repaid directly by Revenue to the Shareholder. The Company is deemed to have made this election once it notifies the Shareholder in writing that any repayment due will be made directly by Revenue on receipt of a claim by the Shareholder.

Other

To avoid multiple deemed disposal events for multiple units an irrevocable election under Section 739D(5B) can be made by the Company to value the Shares held at the 30th June or 31st December of each year prior to the deemed disposal occurring. While the legislation is ambiguous, it is generally understood that the intention is to permit a fund to group shares in six month batches and thereby make it easier to calculate the exit tax by avoiding having to carry out valuations at various dates during the year resulting in a large administrative burden.

The Irish Revenue Commissioners have provided updated investment undertaking guidance notes which deal with the practical aspects of how the above calculations/objectives will be accomplished.

Shareholders (depending on their own personal tax position) who are Irish Resident or Ordinarily Resident in Ireland may still be required to pay tax or further tax on a distribution or gain arising on an encashment, redemption, cancellation, transfer or deemed disposal of their Shares. Alternatively they may be entitled to a refund of all or part of any tax deducted by the Company on a chargeable event.

Equivalent Measures

The Finance Act 2010 ("Act") introduced measures commonly referred to as equivalent measures to amend the rules with regard to Relevant Declarations. The position prior to the Act was that no tax would arise on an investment undertaking with regard to chargeable events in respect of a shareholder who was neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event, provided that a Relevant Declaration was in place and the investment undertaking was not in possession of any information which would reasonably suggest that the information contained therein was no longer materially correct. In the absence of a Relevant Declaration there was a presumption that the investor was Irish Resident or Ordinarily Resident in Ireland. The Act however contained provisions that permit the above exemption in respect of shareholders who are not Irish Resident nor Ordinarily Resident in Ireland to apply where the investment undertaking is not actively marketed to such investors and appropriate equivalent measures are put in place by the investment undertaking to ensure that such shareholders are not Irish Resident nor Ordinarily Resident in Ireland and the investment undertaking has received approval from the Revenue Commissioners in this regard.

Personal Portfolio Investment Undertaking ("PPIU")

The Finance Act 2007 introduced provisions regarding the taxation of Irish Resident individuals or Ordinarily Resident in Ireland individuals who hold shares in investment undertakings. These provisions introduced the concept of a personal portfolio investment undertaking ("PPIU"). Essentially, an investment undertaking will be considered a PPIU in relation to a specific investor where that investor can influence the selection of some or all of the property held by the investment undertaking either directly or through persons acting on behalf of or connected to the investor. Depending on individuals' circumstances, an investment undertaking may be considered a PPIU in relation to some, none or all individual investors i.e. it will only be a PPIU in respect of those individuals' who can "influence" selection. Any gain arising on a chargeable event in relation to an investment undertaking which is a PPIU in respect of an individual on or after 20th February 2007, will be taxed at the rate of 60%. Specific exemptions apply where the property invested in has been widely marketed and made available to the public or for non-property investments entered into by the investment undertaking. Further restrictions may be required in the case of investments in land or unquoted shares deriving their value from land.

Capital Acquisitions Tax

The disposal of Shares may be subject to Irish gift or inheritance tax (Capital Acquisitions Tax). However, provided that the Company falls within the definition of investment undertaking (within the meaning of Section 739B (1) of the Taxes Act), the disposal of Shares by a Shareholder is not liable to Capital Acquisitions Tax provided that (a) at the date of the gift or inheritance, the donee or successor is neither domiciled nor Ordinarily Resident in Ireland; (b) at the date of the disposition, the Shareholder disposing ("disponer") of the Shares is neither domiciled nor Ordinarily Resident in Ireland; and (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

With regard to Irish tax residency for Capital Acquisitions Tax purposes, special rules apply for non-Irish domiciled persons. A non-Irish domiciled donee or disponer will not be deemed to be resident or ordinarily resident in Ireland at the relevant date unless;

i) that person has been resident in Ireland for the 5 consecutive years of assessment immediately preceding the year of assessment in which that date falls; and
ii) that person is either resident or ordinarily resident in Ireland on that date.

European Union – Taxation of Savings Income Directive

Dividends and other distributions made by the Company, together with payment of the proceeds of sale and/or redemption of Shares in the Company, may (depending on the investment portfolio of the Company and the location of the paying agent – the definition of a paying agent for the purposes of the Savings Directive is not necessarily the same person who may legally be regarded as the paying agent) be subject to the exchange of information regime or withholding tax imposed by EU Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments. If a payment is made to a Shareholder who is an individual resident in a Member State of the European Union (or a "residual entity" established in a Member State) by a paying agent resident in another Member State (or in certain circumstances the same Member State of the Shareholder) then the

Directive may apply. The Directive applies to payments of “interest” (which may include distributions or redemption payments by collective investment funds) or other similar income made on or after 1 July 2005 and applicants for Shares in the Company will be requested to provide certain information as required under the Directive. It should be noted that the imposition of exchange of information and/or withholding tax on payments made to certain individuals and residual entities resident in an EU Member State also applies to those resident or located in any of the following countries; Anguilla, Aruba, British Virgin Islands, Cayman Island, Guernsey, Isle of Man, Jersey, Montserrat, Netherlands Antilles and Turks and Caicos Islands.

For the purposes of the Directive, interest payments include income distributions made by certain collective investment funds (in the case of EU domiciled funds, the Directive currently only applies to UCITS), to the extent that the fund has invested more than 15% of its assets directly or indirectly in interest bearing securities and income realised upon the sale, repurchase or redemption of fund units to the extent that the fund has invested more than 25% of its assets directly or indirectly in interest bearing securities.

The following countries, Andorra, Liechtenstein, Monaco, San Marino and Switzerland, will not be participating in automatic exchange of information. To the extent that they will exchange information it will be on a request basis only. Their participation is confined to imposing a withholding tax.

On 24th March 2014 the European Commission formally adopted a directive amending the EU Savings Directive (2003/48/EC). The amendments will, inter alia, (i) extend the scope of the Directive to payments made through certain Non-EU intermediate structures for the ultimate benefit of an EU resident individual and (ii) include certain EU entities and legal arrangements which are not subject to effective taxation within the definition of a “residual entity” and (iii) expand the definition of interest to cover other income substantially equivalent to interest.

The Member States will have until January 2016 to adopt the national legislation necessary to comply with the Directive and implementation is expected from 2017.

Compliance with US reporting and withholding requirements

The foreign account tax compliance provisions (“**FATCA**”) of the Hiring Incentives to Restore Employment Act 2010 represent an expansive information reporting regime enacted by the United States (“**US**”) aimed at ensuring that Specified US Persons with financial assets outside the US are paying the correct amount of US tax. FATCA will generally impose a withholding tax of up to 30% with respect to certain US source income (including dividends and interest) <u>and</u> gross proceeds from the sale or other disposal of property that can produce US source interest or dividends paid to a foreign financial institution (“**FFI**”) unless the FFI enters directly into a contract (“**FFI agreement**”) with the US Internal Revenue Service (“**IRS**”) or alternatively the FFI is located in a IGA country (please see below). An FFI agreement will impose obligations on the FFI including disclosure of certain information about US investors directly to the IRS and the imposition of withholding tax in the case of non-compliant investors. For these purposes the Company would fall within the definition of a FFI for the purpose of FATCA.

In recognition of both the fact that the stated policy objective of FATCA is to achieve reporting (as opposed to being solely the collecting of withholding tax) and the difficulties which may arise in certain jurisdictions with respect to compliance with FATCA by FFIs, the US has developed an intergovernmental approach to the implementation of FATCA. In this regard the Irish and US Governments signed an intergovernmental agreement ("**Irish IGA**") on the 21st December 2012 and provision has been included in Finance Act 2013 for the implementation of the Irish IGA which also permits regulations to be made by the Irish Revenue Commissioners with regard to registration and reporting requirements arising from the Irish IGA. On 3rd May 2013 Revenue released the Draft Financial Accounts Reporting Regulations 2013 together with supporting Draft Guidance Notes. Revised draft Regulations and Guidance Notes were issued on 16 January 2014.

The Irish IGA is intended to reduce the burden for Irish FFIs of complying with FATCA by simplifying the compliance process and minimising the risk of withholding tax. Under the Irish IGA, information about relevant US investors will be provided on an annual basis by each Irish FFI (unless the FFI is exempted from the FATCA requirements) directly to the Irish Revenue Commissioners. The Irish Revenue Commissioners will then provide such information to the IRS (by the 30th September of the following year) without the need for the FFI to enter into a FFI agreement with the IRS. Nevertheless, the FFI will generally be required to register with the IRS to obtain a Global Intermediary Identification Number commonly referred to as a GIIN.

Under the Irish IGA, FFIs should generally not be required to apply 30% withholding tax. However, if the Company receives payments covered by FATCA, withholding may apply if it cannot satisfy the applicable requirements under the Irish IGA or the Irish Govenment is not in compliance with the IGA.

To the extent the Company does suffer US withholding tax on its investments as a result of FATCA, the Directors may take any action in relation to an investor's investment in the Company (including, but not limited to, collecting the withheld taxes from the relevant Shareholder (which, at the Shareholder's discretion, may be collected from proceeds otherwise payable to the Shareholder from the redemption of Participating Shares) and/or allocating or apportioning to such Shareholder the withheld taxes) to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information or to become a participating FFI gave rise to the withholding.

Each prospective investor should consult their own tax advisor regarding the requirements under FATCA with respect to their own situation.

6. GENERAL INFORMATION

1. Incorporation, Registered Office and Share Capital

(a) The Company was incorporated in Ireland on 13th March, 2012 as an investment company with variable capital with limited liability under registration number 510728. The Company has no subsidiaries.

(b) The registered office of the Company is as stated in the Directory at the front of the Prospectus.

(c) Clause 3 of the Memorandum of Association of the Company provides that the Company's sole object is the collective investment in either of both transferable securities and other liquid financial assets referred to in Regulation 4 of the UCITS Regulations of capital raised from the public and the Company operates on the principle of risk spreading.

(d) The authorised share capital of the Company is 300,000 redeemable non-participating shares of no par value and 500,000,000,000 participating Shares of no par value. Non-participating Shares do not entitle the holders thereof to any dividend and on a winding up entitle the holders thereof to receive the consideration paid therefor but do not otherwise entitle them to participate in the assets of the Company. The Directors have the power to allot shares in the capital of the Company on such terms and in such manner as they may think fit. There are 300,000 non-participating shares currently in issue two of which were taken by the subscribers to the Company and transferred to the Investment Manager and the remainder of which are held by the Company.

(e) No share capital of the Company has been put under option nor has any share capital been agreed (conditionally or unconditionally) to be put under option.

2. Variation of Share Rights and Pre-Emption Rights

(a) The rights attaching to the Shares issued in any Class or Fund may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the Shareholders of three-quarters of the issued Shares of that Class or Fund, or with the sanction of an ordinary resolution passed at a general meeting of the Shareholders of that Class or Fund.

(b) A resolution in writing signed by all the Shareholders and holders of non-participating shares for the time being entitled to attend and vote on such resolution at a general meeting of the Company shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution.

(c) The rights attaching to the Shares shall not be deemed to be varied by the creation, allotment or issue of any further Shares ranking pari passu with Shares already in issue.

(d) There are no rights of pre-emption upon the issue of Shares in the Company.

3. Voting Rights

The following rules relating to voting rights apply:-

(a) Fractions of Shares do not carry voting rights.

(b) Every Shareholder or holder of non-participating shares present in person or by proxy who votes on a show of hands shall be entitled to one vote.

(c) The chairman of a general meeting of a Fund or Class or any Shareholder of a Fund or Class present in person or by proxy at a meeting of a Fund or Class may demand a poll. The chairman of a general meeting of the Company or at least two Members present in person or by proxy or any Shareholder or Shareholders present in person or by proxy representing at least one tenth of the Shares in issue having the right to vote at such meeting may demand a poll.

(d) On a poll every Shareholder present in person or by proxy shall be entitled to one vote in respect of each Share held by him and every holder of non-participating shares shall be entitled to one vote in respect of all non-participating shares held by him. A Shareholder entitled to more than one vote need not cast all his votes or cast all the votes he uses in the same way.

(e) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

(f) Any person (whether a Shareholder or not) may be appointed to act as a proxy; a Shareholder may appoint more than one proxy to attend on the same occasion.

(g) Any instrument appointing a proxy must be deposited at the registered office, not less than 48 hours before the meeting or at such other place or by such other means and by such time as is specified in the notice convening the meeting. The Directors may at the expense of the Company send by post or otherwise to the Shareholders instruments of proxy (with or without prepaid postage for their return) and may either leave blank the appointment of the proxy or nominate one or more of the Directors or any other person to act as proxy.

(h) To be passed, ordinary resolutions of the Company or of the Shareholders of a particular Fund or Class will require a simple majority of the votes cast by the Shareholders voting in person or by proxy at the meeting at which the resolution is proposed. Special resolutions of the Company or of the Shareholders of a particular Fund or Class will require a majority of not less than 75% of the Shareholders present in person or by proxy and voting in general meeting in order to pass a special resolution including a resolution to amend the Articles of Association.

4. Meetings

(a) The Directors may convene extraordinary general meetings of the Company at any time.

(b) Not less than twenty one days' notice of every annual general meeting and any meeting convened for the passing of a special resolution must be given to Shareholders and fourteen days' notice must be given in the case of any other general meeting.

(c) Two Members present either in person or by proxy shall be a quorum for a general meeting provided that the quorum for a general meeting convened to consider any alteration to the Class rights of Shares shall be two Shareholders holding or representing by proxy at least one third of the issued Shares of the relevant Fund or Class. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened on the requisition of or by Shareholders, shall be dissolved. In any other case it shall stand adjourned to the same time, day and place in the next week or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum and in the case of a meeting of a Fund or Class convened to consider the variation of rights of Shareholders in such Fund or Class the quorum shall be one Shareholder holding Shares of the Fund or Class in question or his proxy. All general meetings will be held in Ireland.

(d) The foregoing provisions with respect to the convening and conduct of meetings shall save as otherwise specified with respect to meetings of Funds or Classes and, subject to the Act, have effect with respect to separate meetings of each Fund or Class at which a resolution varying the rights of Shareholders in such Fund or Class is tabled.

5. Reports and Accounts

The Company will prepare an annual report and audited accounts as of 31st December in each year and a half-yearly report and unaudited accounts as of 30th June in each year with the first annual report made up to 31st December, 2012. The first semi-annual report was made up to 30th June, 2013. The audited annual report and accounts will be prepared in accordance with IFRS and will be published within four months of the Company's financial year end and its semi-annual report will be published within two months of the end of the half year period and in each case will be offered to subscribers before conclusion of a contract and supplied to Shareholders free of charge upon request and will be available to the public at the Office of the Administrator. The periodic reports and the Articles of Association may be obtained from the office of the Administrator.

6. Communications and Notices to Shareholders

Communications and Notices to Shareholders or the first named of joint Shareholders shall be deemed to have been duly given as follows:

MEANS OF DISPATCH		DEEMED RECEIVED
Delivery by Hand	:	The day of delivery or next following working day if delivered outside usual business hours.
Post	:	48 hours after posting.

Facsimile	:	The day on which a positive transmission receipt is received.
Electronically	:	The day on which the electronic transmission has been sent to the electronic information system designated by a Shareholder.
Publication of Notice or Advertisement of Notice	:	The day of publication in a daily newspaper circulating in the country or countries where shares are marketed.

7. **Transfer of Shares**

(a) Transfers of Shares may be effected in writing in any usual or common form, signed by or on behalf of the transferor and every transfer shall state the full name and address of the transferor and transferee.

(b) The Directors may from time to time specify a fee for the registration of instruments of transfer provided that the maximum fee may not exceed 5% of the Net Asset Value of the Shares subject to the transfer on the Dealing Day immediately preceding the date of the transfer.

The Directors may decline to register any transfer of Shares if:-

(i) in consequence of such transfer the transferor or the transferee would hold a number of Shares less than the Minimum Holding;

(ii) all applicable taxes and/or stamp duties have not been paid in respect of the instrument of transfer;

(ii) the instrument of transfer is not deposited at the registered office of the Company or such other place as the Directors may reasonably require, accompanied by the certificate for the Shares to which it relates, such evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, such relevant information and declarations as the Directors may reasonably require from the transferee including, without limitation, information and declarations of the type which may be requested from an applicant for Shares in the Company and such fee as may from time to time be specified by the Directors for the registration of any instrument of transfer; or

(iv) they are aware or reasonably believe the transfer would result in the beneficial ownership of such Shares by a person in contravention of any restrictions on ownership as set out herein or might result in legal, regulatory, pecuniary, taxation or material administrative disadvantage to the Company or the relevant Fund or Shareholders as a whole.

(c) The registration of transfers may be suspended for such periods as the Directors may determine provided always that each registration may not be suspended for more than 30 days.

8. **Directors**

The following is a summary of the principal provisions in the Articles of Association relating to the Directors:

(a) Unless otherwise determined by an ordinary resolution of the Company in general meeting, the number of Directors shall not be less than two nor more than nine.

(b) A Director need not be a Shareholder.

(c) The Articles of Association contain no provisions requiring Directors to retire on attaining a particular age or to retire on rotation.

(d) A Director may vote and be counted in the quorum at a meeting to consider the appointment or the fixing or variation of the terms of appointment of any Director to any office or employment with the Company or any company in which the Company is interested, but a Director may not vote or be counted in the quorum on a resolution concerning his own appointment.

(e) The Directors of the Company for the time being are entitled to such remuneration as may be determined by the Directors and disclosed in the Prospectus or the annual report and may be reimbursed all reasonable travel, hotel and other expenses incurred in connection with the business of the Company or the discharge of their duties and may be entitled to additional remuneration if called upon to perform any special or extra services to or at the request of the Company.

(f) A Director may hold any other office or place of profit under the Company, other than the office of Auditor, in conjunction with his office of Director on such terms as to tenure of office or otherwise as the Directors may determine.

(g) No Director shall be disqualified by his office from contracting with the Company as vendor, purchaser or otherwise, nor shall any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director who is so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, but the nature of his interest must be declared by him at the meeting of the Directors at which the proposal to enter into the contract or agreement is first considered or, if the Director in question was not at the date of that meeting interested in the proposed contract or arrangement, at the next Directors' meeting held after he becomes so interested. A general notice in writing given to the Directors by any Director to the effect that he is a Member of any specified company or firm and is to be regarded as interested in any contract or arrangement which may thereafter be made with that company or firm is deemed to be a sufficient declaration of interest in relation to any contract or arrangement so made.

(h) A Director may not vote in respect of any resolution or any contract or arrangement or any proposal whatsoever in which he has any material interest or a duty which conflicts with the interests of the Company and shall not be counted in the quorum at a meeting in relation to any resolution upon which he is debarred from voting unless the Directors resolve otherwise.

However, a Director may vote and be counted in quorum in respect of any proposal concerning any other company in which he is interested directly or indirectly, whether as an officer or shareholder or otherwise, provided that he is not the holder of 5% or more of the issued shares of any class of such company or of the voting rights available to Members of such company. A Director may also vote and be counted in the quorum in respect of any proposal concerning an offer of Shares in which he is interested as a participant in an underwriting or sub-underwriting arrangement and may also vote in respect of the giving of any security, guarantee or indemnity in respect of money lent by the Director to the Company or in respect of the giving of any security, guarantee or indemnity to a third party in respect of a debt obligation of the Company for which the Director has assumed responsibility in whole or in respect of the purchase of directors' and officers' liability insurance.

(i) The office of a Director shall be vacated in any of the following events namely:-

(a) if he resigns his office by notice in writing signed by him and left at the registered office of the Company;

(b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(c) if he becomes of unsound mind;

(d) if he is absent from meetings of the Directors for six successive months without leave expressed by a resolution of the Directors and the Directors resolve that his office be vacated;

(e) if he ceases to be a Director by virtue of, or becomes prohibited or restricted from being a Director by reason of, an order made under the provisions of any law or enactment;

(f) if he is requested by a majority of the other Directors (not being less than two in number) to vacate office; or

(g) if he is removed from office by ordinary resolution of the Company.

9. **Directors' Interests**

(a) None of the Directors has or has had any direct interest in the promotion of the Company or in any transaction effected by the Company which is unusual in its nature or conditions or is significant to the business of the Company up to the date of this Prospectus or in any contracts or arrangements of the Company subsisting at the date hereof other than:

Mr. Chun Wah Mo is the Chief Operating Officer at Value Partners; and

Mike Kirby is Principal of KB Associates which provides consultancy and MLRO services to the Company.

(b) No present Director or any connected person has any interests beneficial or non-beneficial in the share capital of the Company.

(c) None of the Directors has a service contract with the Company nor are any such service contracts proposed.

10. **Winding Up of Company or Fund**

(a) The Company or where relevant a Fund may be wound up if:

(i) At any time after the first anniversary of the incorporation of the Company or the establishment of a Fund, the Net Asset Value of the Company or a Fund falls below EUR 8 million on each Dealing Day for a period of six consecutive weeks and the Directors resolve to wind up the Company or the relevant Fund;

(ii) Within a period of three months from the date on which (a) the Custodian notifies the Company of its desire to retire in accordance with the terms of the Custodian Agreement and has not withdrawn notice of its intention to so retire, (b) the appointment of the Custodian is terminated by the Company in accordance with the terms of the Custodian Agreement, or (c) the Custodian ceases to be approved by the Central Bank to act as a custodian; no new Custodian has been appointed, the Directors shall instruct the Secretary to forthwith convene an extraordinary general meeting of the Company at which there shall be proposed an ordinary resolution to wind up the Company. Notwithstanding anything set out above, the Custodian's appointment shall only terminate on revocation of the Company's authorisation by the Central Bank or on the appointment of a successor custodian;

(iii) The Shareholders of the Company or relevant Fund resolve by ordinary resolution that the Company or Fund by reason of its liabilities cannot continue its business and that it be wound up;

(iv) The Shareholders of the Company or relevant Fund resolve by special resolution that the Company or Fund be wound up; or

(v) When it becomes illegal or in the opinion of the Directors of the Company impracticable or inadvisable to continue operating the Company.

(b) In the event of a winding up, the liquidator shall firstly apply the assets of each Fund in satisfaction of creditors' claims and in such manner and order as he thinks fit provided always that the liquidator shall not apply the assets of any Fund in satisfaction of any liability incurred on behalf of or attributable to any other Fund.

(c) The assets available for distribution among the Shareholders shall be applied in the following priority:-

(i) firstly, in the payment to the Shareholders of each Class or Fund or relevant series of a sum in the Base Currency (or in any other currency selected and at such rate of exchange as determined by the liquidator) as nearly as possible equal to the Net Asset Value of the Shares of the relevant Class or Fund held by such Shareholders respectively as at the date of commencement of winding up;

(ii) secondly, in the case of the winding up of the Company, payment to the holders of the non-participating shares of sums up to the consideration paid in respect thereof out of the assets of the Company not comprised within any Funds provided that if there are insufficient assets to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Funds;

(iii) thirdly, in the payment to the Shareholders of each Class or Fund of any balance then remaining in the relevant Fund, in proportion to the number of Shares held in the relevant Class or Fund; and

(iv) fourthly, in the case of the winding up of the Company, any balance then remaining and not attributable to any Fund or Class shall be apportioned between the Funds and Classes pro-rata to the Net Asset Value of each Fund or attributable to each Class immediately prior to any distribution to Shareholders and the amounts so apportioned shall be paid to Shareholders pro-rata to the number of Shares in that Fund or Class held by them.

(d) The liquidator may with the authority of an ordinary resolution of the Company or relevant Fund divide among the Shareholders (pro rata to the value of their respective shareholdings in the Company or relevant Fund) in specie the whole or any part of the assets of the Company or relevant Fund, and whether or not the assets shall consist of property of a single kind provided that the Company shall if any Shareholder so requests sell any asset or assets proposed to be so distributed and distribute to such Shareholder the cash proceeds of such sale less the costs of any such sale shall be borne by the relevant Shareholder. The liquidator may, with like authority, vest any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator shall think fit and the liquidation of the Company or Fund may be closed and the Company or Fund dissolved, provided that no Shareholder shall be compelled to accept any asset in respect of which there is any liability. Further the liquidator may with like authority transfer the whole or part of the assets of the Company or Fund to a company or collective investment scheme (the “Transferee Company”) on terms that Shareholders of the Company or relevant Fund shall receive from the Transferee Company shares or units in the Transferee Company of equivalent value to their shareholdings in the Company or Fund.

(e) Notwithstanding any other provision contained in the Memorandum and Articles of Association of the Company, should the Directors at any time and in their absolute discretion resolve that it would be in the best interests of the Shareholders to wind up the Company or relevant Fund, the Secretary shall forthwith at the Directors' request convene an extraordinary general meeting of the Company or Fund at which there shall be presented a proposal to appoint a liquidator to wind up the Company and if so appointed, the liquidator shall distribute the assets of the Company in accordance with the Memorandum and Articles of Association of the Company.

11. **Termination of a Fund**

The Company may terminate a Fund in the circumstances set out in section headed “Winding Up of Company or Fund” above.

The Company may carry out a total redemption of Shares to terminate the Fund by giving not less than four, nor more than twelve weeks' notice, to the Shareholders of such Fund, expiring on a Dealing Day, and redeeming, at the redemption price on such Dealing Day, all of the Shares of the Fund not previously redeemed. The Company shall redeem, at the redemption price on such Dealing Day, all of the Shares in such Fund not previously redeemed if the Shareholders of 75% in value of the Shares in issue of the Fund resolve at a meeting of the Shareholders of the Fund, duly convened and held, that such Shares should be redeemed.

If a particular Fund is to be terminated and all of the Shares in such Fund are to be redeemed as aforesaid, the Directors, with the sanction of an ordinary resolution of the relevant Fund, may divide amongst the Shareholders in specie all or part of the assets of the relevant Fund according to the Net Asset Value of the Shares then held by each Shareholder in the relevant Fund provided that any Shareholder shall be entitled to request, at the expense of such Shareholder, the sale of any asset or assets proposed to be so distributed and the distribution to such Shareholder of the cash proceeds of such sale.

12. **Indemnities and Insurance**

The Directors (including alternates), Secretary and other officers of the Company and its former directors and officers shall be indemnified by the Company against losses and expenses to which any such person may become liable by reason of any contract entered into or any act or thing done by him as such officer in the discharge of his duties (other than in the case of fraud, negligence or wilful default). The Company acting through the Directors is empowered under the Articles of Association to purchase and maintain for the benefit of persons who are or were at any time Directors or officers of the Company insurance against any liability incurred by such persons in respect of any act or omission in the execution of their duties or exercise of their powers.

13. **General**

(a) As at the date of this Prospectus, the Company has no loan capital (including term loans) outstanding or created but unissued nor any mortgages, charges, debentures or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, finance leases, hire purchase commitments, guarantees, other commitments or contingent liabilities.

(b) No share or loan capital of the Company is subject to an option or is agreed, conditionally or unconditionally, to be made the subject of an option.

(c) The Company does not have, nor has it had since incorporation, any employees.

(d) The Company does not intend to purchase or acquire nor agree to purchase or acquire any property.

(e) The rights conferred on Shareholders by virtue of their shareholdings are governed by the Articles of Association, the general law of Ireland and the Act.

(f) The Company is not engaged in any litigation or arbitration and no litigation or claim is known by the Directors to be pending or threatened against the Company.

(g) The Company has no subsidiaries.

(h) Dividends which remain unclaimed for six years from the date on which they become payable will be forfeited. On forfeiture such dividends will become part of the assets of the Fund to which they relate. No dividend or other amount payable to any Shareholder shall bear interest against the Company.

(i) No person has any preferential right to subscribe for any authorised but unissued capital of the Company.

14. **Material Contracts**

The following contracts which are or may be material have been entered into otherwise than in the ordinary course of business:-

(a) *Investment Management Agreement* between the Company and the Investment Manager dated 8th November, 2012, as amended under which the Investment Manager was appointed as investment manager of the Company's assets subject to the overall supervision of the Company. The Investment Management Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice. The Investment Manager has the power to delegate its duties in accordance with the Central Bank’s requirements. The Investment Manager shall not in the absence of negligence, fraud, bad faith or wilful default be liable to the Company or any Shareholder for any act or omission in the course of or in connection with its services rendered under the Investment Management Agreement. The Agreement provides that the Company shall out of the Company’s assets indemnify the Investment Manager and its delegates, agents and employees against and hold it harmless from any actions, proceedings, damages, claims, costs, demands and expenses including legal and professional expenses brought against or suffered or incurred by the Investment Manager in the performance of its duties other than due to the negligence, fraud, bad faith or wilful default of the Investment Manager in the performance of its obligations.

(b) *Distribution Agreement* between the Company and the Distributor dated 20th April, 2012, as amended under which the latter was appointed as distributor of the Company's Shares subject to the overall supervision of the Company. The Distribution Agreement may be terminated by either party on 90 days written notice or forthwith by notice in writing in certain circumstances such as the insolvency of either party or unremedied breach after notice. The Distributor has the power to delegate its duties. The Agreement provides that the Company shall out of the

Company's assets indemnify the Distributor against and hold it harmless from any actions, proceedings, damages, claims, costs, demands and expenses including legal and professional expenses brought against or suffered or incurred by the Distributor in the performance of its duties other than due to the material breach of the agreement, negligence, fraud, bad faith or wilful default of the Distributor in the performance of its obligations.

(c) *Administration Agreement* between the Company and the Administrator dated 28th November, 2014 under which the latter was appointed as Administrator to provide certain administrative and related services to the Company, subject to the terms and conditions of the Administration Agreement and subject to overall supervision of the Directors. The Administration Agreement may be terminated by either party on 90 days written notice. Either party may terminate the Administration Agreement with cause on at least thirty (30) days' written notice to the other party if the other party has materially breached any of its obligations under the Administration Agreement, provided that certain conditions described in the Administration Agreement are met. The Administration Agreement may be further terminated by either party with immediate effect in the event of; the winding up of or the appointment of an examiner or receiver or liquidator to the other party or on the happening of a like event whether at the direction of an appropriate regulatory agency or court of competent jurisdiction or otherwise; or the other party no longer being permitted or able to perform its obligations under the Administration Agreement pursuant to applicable law or regulation; or the the Company or the Investment Manager acting for the Fund is in violation or default or in non-compliance with any securities or taxation laws or regulations applicable to the Fund or the activities of the Investment Manager (as relevant) or the activities of the Administrator, or such violation, default or non-compliance would in the reasonable opinion of the Administrator result in the Administrator being unable to comply with any legal or regulatory obligation; or an applicable regulatory authority so instructs the Administrator to terminate this Agreement; or the Administrator receives written notice from either the Company or the Investment Manager of the likelihood of the assets of the Fund being characterised as assets of a Plan.

The Administrator shall not in the absence of fraud, negligence or misconduct be liable to the Company for any act or omission in the course of or in connection with its services rendered under the Administration Agreement. The Administration Agreement provides that the Company shall indemnify out of the assets of the relevant Fund the Administrator (its officers, directors, employees, representatives, third party licensors, vendors, and any person or entity who controls the Administrator) for, and will defend and hold the Administrator harmless from, all direct losses, costs, damages and expenses (including reasonable legal fees incurred by the Administrator or such person in any action or proceeding between the Administrator and the Company or between the Administrator and any third party arising from or in connection with the performance of this Administration Agreement), imposed on, incurred by, or asserted against the Administrator in connection with or arising out of the Administration Agreement (other than those resulting from fraud, negligence or misconduct on the part of the Administrator, its agents or subcontractors).

(d) *Custodian Agreement* between the Company and the Custodian dated 28th November, 2014 under which the Custodian was appointed as custodian of the Company's assets subject to the overall supervision of the Directors. The Custodian Agreement may be terminated by either party on 90 days written notice (or such shorter notice as such other party may agree to accept).

The Custodian Agreement may be terminated immediately in the event of; the winding up or the appointment of an examiner or receiver to the other party or upon the happening of a like event at the direction of an appropriate regulatory agency or court of competent jurisdiction; where the other party is no longer being permitted to perform its obligations under the Custodian Agreement pursuant to applicable law; or where either party is committing any material breach of its obligations under the Custodian Agreement, and if such breach is capable of remedy, failing to remedy such breach within thirty (30) days of receipt of written notice from the notifying party requiring it so to do; or where either party is unable to pay its debts as they fall due or otherwise become insolvent or enter in to any composition or arrangement with or for the benefit of its creditors or any class thereof; or have a receiver appointed over all or any substantial part of its undertaking, assets or revenues; or be the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties; or be subject to a court order for winding up liquidation; or have its authorisation by the Central Bank revoked. The Custodian Agreement may not be terminated by the Custodian or the Company until such time as a successor custodian approved by the Central Bank is appointed by the Company or the Company's authorisation by the Central Bank is revoked and the Company wound up. In the event that the Company fails to appoint a successor custodian on the termination of the Custodian Agreement, the directors of the Company shall convene an extraordinary meeting of its Shareholders in order to pass a resolution for the winding up of the Company so that shares will be repurchased or apply to have the Company struck off the Register of Companies and upon the passing of such resolution shall apply to the Central Bank for revocation of the Company's authorisation. Following revocation of the Company's authorisation, the Custodian's appointment will terminate. The Custodian has the power to delegate to a third party some or all of the assets in its safekeeping in accordance with the terms of the Custodian Agreement. The Custodian Agreement provides that the Company shall agree to indemnify the Custodian (and each of its directors, officers, employees and agents) and to defend and hold the Custodian (and each of its directors, officers, employees and agents) harmless from all direct losses, costs, damages and expenses (including reasonable legal fees) and liabilities for any claims, demands or actions incurred by the Custodian in connection with the Custodian Agreement, other than as a result of its unjustifiable failure to perform its obligations or its improper performance of them.

(e) Passive Hedging Calculation Agreement between Value Partners Hong Kong Limited on behalf of the sub-funds of the Company and The Hongkong and Shanghai Banking Corporation Limited under which The Hongkong and Shanghai Banking Corporation Limited was appointed as Passive Hedging Calculation Agent for the sub-funds of the Company. The Passive Hedging Calculation Agreement may be terminated by either party on giving 90 days' notice to the other party. The agreement provides that Value Partners Hong Kong Limited shall indemnify The Hongkong and Shanghai Banking Corporation Limited in due performance of the terms of the Passive Hedging Calculation Agreement and fully and effectively indemnify and keep the Passive Hedging Calculation Agent indemnified on an after tax basis against any and all losses suffered or incurred by the Passive Hedging Calculation Agent in the performance of the services provided but the Passive Hedging Calculation Agent will not be indemnified against any losses to the extent that they arise directly out of its negligence, fraud or wilful default.

15. **Documents Available for Inspection**

Copies of the following documents, which are available for information only and do not form part of this document, may be inspected at the registered office of the Company in Ireland during normal business hours on any Business Day:-

(a) The Memorandum and Articles of Association of the Company (copies may be obtained free of charge from the Administrator).

(b) The Act and the UCITS Regulations.

(c) The material contracts detailed above.

(d) Once published, the latest annual and half yearly reports of the Company (copies of which may be obtained from either the Distributor or the Administrator free of charge).

(e) A list of the directorships and partnerships which the Directors of the Company have held in the last 5 years together with an indication as to whether they are still directors or partners.

Copies of the Prospectus and Key Investor Information Document may also be obtained by Shareholders from the Administrator or the Distributor.

Appendix I Permitted Investments and Investment Restrictions

1	**Permitted Investments**
	Investments of a Fund are confined to:
1.1	Transferable securities and Money Market Instruments, as prescribed in the UCITS Notices which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State.
1.2	Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
1.3	Money market instruments, as defined in the UCITS Notices, other than those dealt on a regulated market.
1.4	Units of UCITS.
1.5	Units of non-UCITS as set out in the Central Bank's Guidance Note 2/03.
1.6	Deposits with credit institutions as prescribed in the UCITS Notices.
1.7	Financial derivative instruments as prescribed in the UCITS Notices.
2	**Investment Restrictions**
2.1	A Fund may invest no more than 10% of net assets in transferable securities and Money Market Instruments other than those referred to in paragraph 1.
2.2	A Fund may invest no more than 10% of net assets in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described in paragraph 1.1) within a year. This restriction will not apply in relation to investment by a Fund in certain US securities known as Rule 144A securities provided that: - the securities are issued with an undertaking to register with the US Securities and Exchanges Commission within one year of issue; and - the securities are not illiquid securities i.e. they may be realised by the Fund within seven days at the price, or approximately at the price, at which they are valued by the UCITS.
2.3	A Fund may invest no more than 10% of net assets in transferable securities or Money Market Instruments issued by the same body provided that the total value of transferable securities and Money Market Instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.
2.4	Subject to the prior approval of the Central Bank, the limit of 10% (in 2.3) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a

	Fund invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of a Fund.
2.5	The limit of 10% (in 2.3) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.
2.6	The transferable securities and Money Market Instruments referred to in 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3.
2.7	A Fund may not invest more than 20% of net assets in deposits made with the same credit institution. Deposits with any one credit institution, other than • a credit institution authorised in the EEA (European Union Member States, Norway, Iceland, Liechtenstein); • a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States); or • a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand held as ancillary liquidity, must not exceed 10% of net assets. This limit may be raised to 20% in the case of deposits made with the trustee/custodian.
2.8	The risk exposure of a Fund to a counterparty to an OTC derivative may not exceed 5% of net assets. This limit is raised to 10% in the case of a credit institution authorised in the EEA or a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988; or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.
2.9	Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets: - investments in transferable securities or Money Market Instruments; - deposits, and/or - counterparty risk exposures arising from OTC derivatives transactions.
2.10	The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.
2.11	Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and

	2.9. However, a limit of 20% of net assets may be applied to investment in transferable securities and Money Market Instruments within the same group.
2.12	A Fund may invest up to 100% of net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members, **The individual issuers must be listed in the prospectus and may be drawn from the following list :** OECD Governments (provided the relevant issues are investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, Straight-A Funding LLC. The Fund must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.
3	**Investment in Collective Investment Schemes ("CIS")**
3.1	A Fund may not invest more than 20% of net assets in any one collective investment scheme.
3.2	Investment in non-UCITS may not, in aggregate, exceed 30% of net assets.
3.3	The collective investment schemes in which a Fund may invest are prohibited from investing more than 10% of net assets in other open-ended collective investment schemes.
3.4	When a Fund invests in the units of other collective investment schemes that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the units of such other collective investment schemes.
3.5	Where a commission (including a rebated commission) is received by the UCITS manager/investment manager/investment adviser by virtue of an investment in the units of another collective investment schemes, this commission must be paid into the property of the relevant Fund.

4	**Index Tracking UCITS**
4.1	A Fund may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of the UCITS is to replicate an index which satisfies the criteria set out in the UCITS Notices and is recognised by the Central Bank
4.2	The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.
5	**General Provisions**
5.1	An investment company, or management company acting in connection with all of collective investment schemes it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
5.2	A Fund may acquire no more than: (i)10% of the non-voting shares of any single issuing body; (ii)10% of the debt securities of any single issuing body; (iii)25% of the units of any single collective investment schemes; (iv)10% of the Money Market Instruments of any single issuing body. NOTE: The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the Money Market Instruments, or the net amount of the securities in issue cannot be calculated.
5.3	5.1 and 5.2 shall not be applicable to: (i) transferable securities and Money Market Instruments issued or guaranteed by a Member State or its local authorities; (ii) transferable securities and Money Market Instruments issued or guaranteed by a non-Member State; (iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members; (iv) shares held by a Fund in the capital of a company incorporated in a non-member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which a Fund can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed. (v) Shares held by an investment company or investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on their behalf.
5.4	A Fund need not comply with the investment restrictions herein when exercising subscription

	rights attaching to transferable securities or Money Market Instruments which form part of their assets.
5.5	The Central Bank may allow recently authorised Funds to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six months following the date of their authorisation, provided they observe the principle of risk spreading.
5.6	If the limits laid down herein are exceeded for reasons beyond the control of a Fund, or as a result of the exercise of subscription rights, the Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unitholders.
5.7	Neither an investment company, nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of: - transferable securities; - money market instruments ; - units of CIS; or - financial derivative instruments.
5.8	A Fund may hold ancillary liquid assets.
6	**Financial Derivative Instruments ('FDIs')**
6.1	A Fund's global exposure (as prescribed in the UCITS Notices) relating to FDI must not exceed its total net asset value.
6.2	Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or Money Market Instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the UCITS Notices. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the UCITS Notices.)
6.3	A Fund may invest in FDIs dealt in over-the-counter (OTC) provided that The counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
6.4	Investment in FDIs are subject to the conditions and limits laid down by the Central Bank
7	**Restrictions on Borrowing and Lending**
(a)	The Company may only borrow on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of each Fund. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Company.
(b)	In accordance with the provisions of the UCITS Regulations, the Company may charge its

	assets as security for such borrowings. A Fund may acquire foreign currency by means of a back-to-back loan agreement. Foreign currency obtained in this manner is not classed as borrowings for the purpose of the borrowing restriction above, provided that the offsetting deposit equals or exceeds the value of the foreign currency loan outstanding.

The Company will, with respect to each Fund, adhere to any investment or borrowing restrictions imposed and any criteria necessary to obtain and/or maintain any credit rating in respect of any Shares or Class in the Company, subject to the UCITS Regulations.

It is intended that the Company shall have the power (subject to the prior approval of the Central Bank) to avail itself of any change in the investment and borrowing restrictions laid down in the UCITS Regulations which would permit investment by the Company in securities, derivative instruments or in any other forms of investment in which investment is at the date of this Prospectus restricted or prohibited under the UCITS Regulations.

Appendix II - Recognised Exchanges

The following is a list of regulated stock exchanges and markets on which a Fund's investments in securities and financial derivative instruments other than permitted investment in unlisted securities and OTC derivative instruments, will be listed or traded and is set out in accordance with the Central Bank's requirements. With the exception of permitted investments in unlisted securities (and OTC derivative instruments) investment in securities and derivative instruments will be restricted to the stock exchanges and markets listed below. The Central Bank does not issue a list of approved stock exchanges or markets.

(i) any stock exchange which is:-

- located in any Member State of the European Union; or

- located in any Member State of the European Economic Area (European Union, Norway, Iceland and Liechtenstein); or

- located in any of the following countries:-

  Australia
  Canada
  Japan
  Hong Kong
  New Zealand
  Switzerland
  United States of America

(ii) any of the following stock exchanges or markets:-

Abu Dhabi	-	Abu Dhabi Securities Exchange
Argentina	-	Bolsa de Comercio de Buenos Aires
Argentina	-	Bolsa de Comercio de Cordoba
Argentina	-	Bolsa de Comercio de Rosario
Bahrain	-	Bahrain Stock Exchange
Bangladesh	-	Dhaka Stock Exchange
Bangladesh	-	Chittagong Stock Exchange
Bermuda	-	Bermuda Stock Exchange
Botswana	-	Botswana Stock Exchange
Brazil	-	Bolsa de Valores do Rio de Janeiro
Brazil	-	Bolsa de Valores de Sao Paulo
Chile	-	Bolsa de Comercio de Santiago
Chile	-	Bolsa Electronica de Chile
China (Peoples' Rep. of – Shanghai)	-	Shanghai Securities Exchange
China (Peoples' Rep. of –		

Shenzhen)	-	Shenzhen Stock Exchange
Colombia	-	Bolsa de Bogota
Colombia	-	Bolsa de Medellin
Colombia	-	Bolsa de Occidente
Croatia	-	Zagreb Stock Exchange
Dubai	-	Dubai Financial Market
Egypt	-	Alexandria Stock Exchange
Egypt	-	Cairo Stock Exchange
Ghana	-	Ghana Stock Exchange
India	-	Bangalore Stock Exchange
India	-	Bombay Stock Exchange
India	-	Delhi Stock Exchange
India	-	Mumbai Stock Exchange
India	-	National Stock Exchange of India
Indonesia	-	Jakarta Stock Exchange
Indonesia	-	Surabaya Stock Exchange
Israel	-	Tel-Aviv Stock Exchange
Jordan	-	Amman Financial Market
Kazakhstan (Rep. Of)	-	Central Asian Stock Exchange
Kazakhstan (Rep. Of)	-	Kazakhstan Stock Exchange
Kenya	-	Nairobi Stock Exchange
Kuwait	-	Kuwait Stock Exchange
Lebanon	-	Beirut Stock Exchange
Malaysia	-	Kuala Lumpur Stock Exchange
Mauritius	-	Stock Exchange of Mauritius
Mexico	-	Bolsa Mexicana de Valores
Morocco	-	Societe de la Bourse des Valeurs de Casablanca
Namibia	-	Namibian Stock Exchange
New Zealand	-	New Zealand Stock Exchange
Nigeria	-	Nigerian Stock Exchange
Oman	-	Muscat Securities Market
Pakistan	-	Islamabad Stock Exchange
Pakistan	-	Karachi Stock Exchange
Pakistan	-	Lahore Stock Exchange
Palestine	-	Palestine Exchange
Peru	-	Bolsa de Valores de Lima
Philippines	-	Philippine Stock Exchange
Qatar	-	Qatar Exchange
Singapore	-	Singapore Stock Exchange
South Africa	-	Johannesburg Stock Exchange
South Korea	-	Korea Stock Exchange
	-	KOSDAQ Market
Sri Lanka	-	Colombo Stock Exchange
Taiwan (Republic of China)	-	Taiwan Stock Exchange Corporation
Thailand	-	Stock Exchange of Thailand
Tunisia	-	Bourse des Valeurs Mobilieres de Tunis

Turkey	-	Istanbul Stock Exchange
Vietnam	-	Ho Chi Minh City Securities Trading Center
Zimbabwe	-	Zimbabwe Stock Exchange
Zambia	-	Lusaka Stock Exchange

(iii) any of the following markets :

MICEX ;
RTS

the market organised by the International Capital Market Association;

the market conducted by the "listed money market institutions", as described in the Financial Services Authority publication "The Investment Business Interim Prudential Sourcebook" (which replaces the "Grey Paper") as amended from time to time;

AIM - the Alternative Investment Market in the UK, regulated and operated by the London Stock Exchange;

The OTC market in Japan regulated by the Securities Dealers Association of Japan.
NASDAQ in the United States;

The market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York;

The OTC market in the United States regulated by the National Association of Securities Dealers Inc. (also described as the OTC market in the United States conducted by primary and secondary dealers regulated by the Securities and Exchanges Commission and by the National Association of Securities Dealers (and by banking institutions regulated by the US Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation);

The French market for Titres de Créances Négotiables (OTC market in negotiable debt instruments);

EASDAQ Europe (European Association of Securities Dealers Automated Quotation - is a recently formed market and the general level of liquidity may not compare favourably to that found on more established exchanges);

the OTC market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada.

SESDAQ (the second tier of the Singapore Stock Exchange.)

(iv) All stock exchanges listed in (i) and (ii) above on which permitted financial derivative instruments may be listed or traded and the following derivatives exchanges:

All derivatives exchanges in a Member State of the European Economic Area (European Union, Norway, Iceland, Liechtenstein);

in the United States of America, the

- American Stock Exchange
- Chicago Stock Exchange
- Chicago Board of Trade;
- Chicago Board Options Exchange;
- Chicago Mercantile Exchange;
- USFE (US Futures Exchange);
- New York Futures Exchange;
- New York Board of Trade;
- New York Mercantile Exchange;
- New York Stock Exchange
- Pacific Exchange
- Philadelphia Stock Exchange
- SWX Swiss Exchange US

in Canada, the

- Montreal Exchange
- Toronto Stock Exchange

in China, the Shanghai Futures Exchange;

in Hong Kong, the Hong Kong Futures Exchange;

in Japan, the

- Osaka Securities Exchange;
- Tokyo Financial Exchange;
- Tokyo Stock Exchange;

in Singapore, on the

- Singapore Exchange;
- Singapore Commodity Exchange.

in Switzerland, on the

- Swiss Options & Financial Futures Exchange
- EUREX

On the following exchanges

- the Taiwan Futures Exchange;
- Kuala Lumpur Options and Financial Futures Exchange;

- Jakarta Futures Exchange;
- Korea Futures Exchange;
- Osaka Mercantile Exchange;
- Tokyo International Financial Futures Exchange;
- Australian Stock Exchange;
- Sydney Futures Exchange;
- the Bolsa de Mercadorias & Futuros, Brazil;
- the Mexican Derivatives Exchange (MEXDER);
- the South African Futures Exchange;

For the purposes only of determining the value of the assets of a Fund, the term “Recognised Exchange” shall be deemed to include, in relation to any derivatives contract utilised by a Fund, any organised exchange or market on which such contract is regularly traded.

Appendix III - Definition of US Person

The Company defines "U.S. Person" to include any "U.S. Person" as set forth in Regulation S promulgated under the Securities Act of 1933, as amended and any "United States Person" as defined under Rule 4.7 under the US Commodity Exchange Act.

Regulation S currently provides that:

"U.S. person" means:

(1) any natural person resident in the United States;

(2) any partnership or corporation organised or incorporated under the laws of the United States;

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

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

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

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

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

(8) any partnership or corporation if (i) organized or incorporated under the laws of any non-U.S. jurisdiction and (ii) formed by a U.S. person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

"U.S. person" does not include:

(1) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated or, if an individual, resident in the United States;

(2) any estate of which any professional fiduciary acting as executor or administrator is a U.S. person if (i) an executor or administrator of the estate who is not a U.S. person has sole or shared investment discretion with respect to the assets of the estate and (ii) the estate is governed by non-U.S. law;

(3) any trust of which any professional fiduciary acting as trustee is a U.S. person if a trustee who is not a U.S. person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. person;

(4) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;

(5) any agency or branch of a U.S. person located outside the United States if (i) the agency or branch operates for valid business reasons and (ii) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; or

(6) the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

Rule 4.7 of the Commodity Exchange Act Regulations currently provides in relevant part that the following persons are not considered "United States persons":

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

(2) A partnership, corporation or other entity, other than an entity organized principally for passive investment, organized under the laws of a foreign jurisdiction and which has its principal places of business in a foreign jurisdiction;

(3) An estate or trust, the income of which is not subject to tax in the United States;

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

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

An investor who is considered a "non-US person" under Regulation S and a "non-United States person" under Rule 4.7 may nevertheless be generally subject to income tax under US Federal income tax laws. Any such person should consult his or her tax adviser regarding an investment in the Fund.

"US Taxpayer" means a US citizen or resident alien of the United States (as defined for US federal income tax purposes); any entity treated as a partnership or corporation for US tax purposes that is created or organized in, or under the laws of, the United States or any State thereof; any other partnership that is treated as a US Taxpayer under the US Treasury Department regulations; any estate, the income of which is subject to US income taxation regardless of source; and any trust over whose administration a court within the United States has primary supervision and all substantial decisions of which are under control of one or more US fiduciaries. Persons who have lost their US citizenship and who live outside the United States may nonetheless in some circumstances be treated as US Taxpayers.

An investor may be a “US Taxpayer” but not a “US Person”. For example, an individual who is a US citizen residing outside the United States is not a “US Person” but is a “US Taxpayer”.

SUPPLEMENT 1 – Value Partners Classic Equity Fund
Dated 1st December, 2014
to the Prospectus issued for Value Partners Ireland Fund plc

This Supplement contains information relating specifically to the Value Partners Classic Equity Fund (the "Fund"), a sub fund of Value Partners Ireland Fund plc (the "Company"), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the "Central Bank") on 20th April, 2012 as a UCITS pursuant to the UCITS Regulations. As at the date of this Supplement; the Company has two sub-funds; the Value Partners Classic Equity Fund and the Value Partners Multi-Asset Income Fund.

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 1st December, 2014 (the "Prospectus")

The Directors of the Company whose names appear in the Prospectus under the heading "Management and Administration" accept responsibility for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplement and in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities, or any bank guarantee. Shares in the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

The Fund may invest substantially in deposits with credit institutions and/or in Money Market Instruments.

The difference at any one time between the sale price (to which may be added a sales charge) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.

Investors should read and consider the section entitled "Risk Factors" before investing in the Fund.

The Fund may invest substantially in cash or cash equivalents. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

Profile of a Typical Investor : Investment in the Fund is suitable only for these persons and institutions for whom such investment does not represent a complete investment programme, who understand the degree of risk involved and balance that suitability based upon investment objectives and financial needs. The Fund invests in the markets of the Asia Pacific Region and has a higher level of volatility. This investment is more suitable for long-term investors.

1. Interpretation

The expressions below shall have the following meanings:

"Asia Pacific Region"	means the People's Republic of China, Hong Kong, Malaysia, Taiwan, Singapore, Thailand, South Korea, Philippines, and Indonesia.
"Business Day"	means any day which is a business day in Dublin and Hong Kong. For the avoidance of doubt, in Hong Kong a Business Day means a day (other than a Saturday or a Sunday) on which banks in Hong Kong are open for general business provided that where as a result of a Typhoon Signal, a Rainstorm Warning or other similar event, the period during which banks in Hong Kong are open on any day are reduced, such day shall not be deemed to be a Business Day, as determined by the Directors.
"Dealing Day"	means each Business Day.
"Dealing Deadline"	means 11.59 am (Irish time) on the Valuation Day or such other time as the Directors may determine and notify to the Shareholders in advance provided always that the Dealing Deadline is before the Valuation Point.
"Performance Fee Valuation Day"	means the last Valuation Day of each calendar year.
"Valuation Day"	means each Business Day.
"Valuation Point"	means 12.00 noon (Irish Time) on the relevant Valuation Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

2. **Classes of Shares**

	Initial Price	Initial Sales Charge	Investment Manager Fees	Minimum Transaction Size for Initial investments and/or Minimum Holding amount	Minimum Transaction Size for subsequent investments*	Minimum Transaction Size for redemptions	Hedged/Unhedged
Hong Kong Dollar Class	HK$10	Up to 5%	1.25%	HK$80,000**	HK$40,000**	40,000**	Unhedged
Euro Class	€10	Up to 5%	1.25%	€10,000	€5,000	€5,000	Unhedged
Sterling pounds Class	£10	Up to 5%	1.25%	£10,000	£5,000	£5,000	Unhedged
Swiss Franc Class	CHF10	Up to 5%	1.25%	CHF10,000	CHF5,000	CHF5,000	Unhedged
United States Dollar Class	US$10	Up to 5%	1.25%	US$10,000	US$5,000	US$5,000	Unhedged
Australian Dollar Class (H)	$10	Up to 5%	1.25%	$10,000	$5,000	$5,000	Hedged
Euro Class (H)	€10	Up to 5%	1.25%	€10,000	€5,000	€5,000	Hedged
Japanese Yen Class (H)	¥1000	Up to 5%	1.25%	¥1,000,000	¥5 00,000	¥5 00,000	Hedged
Singapore Dollar Class (H)	SG$10	Up to 5%	1.25%	SG$10,000	SG$5,000	SG$5,000	Hedged
Sterling pounds Class (H)	£10	Up to 5%	1.25%	£10,000	£5,000	£5,000	Hedged
Swiss Franc Class (H)	CHF10	Up to 5%	1.25%	CHF10,000	CHF5,000	CHF5,000	Hedged
United States Dollar Class (Z)	US$10	Up to 5%	0.75%	US$10,000, 000*	US$100,000*	US$100,000	Unhedged

* or such lower amount as directors may determine at their discretion. Any increase in the investment minimum will be notified to shareholders in advance.

** USD equivalent.

3. **Base Currency**

The Base Currency shall be USD.

4. **Investment Objective**

The investment objective of the Fund is to achieve long-term capital growth primarily through investment in equity and equity related securities listed on stock exchanges within the Asia Pacific Region.

5. **Investment Policy**

The Fund intends to achieve its investment objective by investing primarily in equity and equity related securities listed on stock exchanges in markets in the Asia Pacific Region (at least 70% in value) and it may also invest in companies listed in other non-Asia Pacific countries which have a significant portion of assets, investments, production activities, trading or other business interests or which derive a significant part of their revenue from the Asia Pacific Region. In order to achieve the investment objective, the Investment Manager will invest in a broadly diversified portfolio of securities with no fixed geographical or sector weightings in the allocation of assets in the Asia Pacific Region. The Investment Manager does not attempt to follow benchmark indices in determining the geographical or sector weighting of the Fund. There are no capitalisation restrictions on securities that can be held in the portfolio, but rather, selection will be determined by the availability of attractive investment opportunities. In addition to equities, the portfolio may from time to time invest in deposits with credit institutions and money market instruments. The Fund may invest in high yield bonds, corporate bonds, government bonds and convertible bonds across all ratings that are listed on stock exchanges in the Asia Pacific Region or unlisted but settled OTC on platforms such as Clearstream Banking AG, Clearstream Banking SA, Euroclear etc. The Investment Manager intends to invest at least 70% in various equities and the balance may be invested in other non-equity investments as referred to in this paragraph and such investment will be determined by the availability of attractive opportunities.

The Fund may invest, subject to a maximum limit of 10% of the Fund's assets in aggregate, in units or shares of other collective investment undertakings whose investment policy is consistent with the investment policy of the Fund. The Fund may also invest in futures, forwards, options, warrants, equity-linked notes (in particular Participation Notes) and other financial instruments for investment purposes. The Fund will not use securitized and structured finance instruments such as collateralised debt obligations, mortgage backed securities, asset-backed securities and credit default swaps.

The Fund may engage in stocklending for the purpose of efficient portfolio management, subject to the conditions and limits set out in the Central Bank's UCITS Notices.

Financial derivative instruments may also be used to achieve the investment objective of the Fund. The Fund may invest in exchange traded derivatives such as futures, forwards, options, warrants, equity linked notes and convertible securities as detailed under the section headed '"Efficient Portfolio Management" and "Financial Derivative Instruments" for investment purposes, efficient portfolio management purposes, to indirectly gain exposure to underlying equity securities in the Asia Pacific Region where the Investment Manager feels it is more efficient to do so, or hedging purposes in accordance with the requirements of the Central Bank. The Fund may invest in Participation Notes to gain exposure to such securities. Participation Notes are freely transferable securities issued by banks or broker-dealers that are designed to replicate the performance of certain issuers and markets by giving exposure to the performance of specific stocks that the Fund may not be able to invest in directly because of local holding restrictions affecting such stocks in the jurisdiction of their issue, for example, China A Shares which can only be accessed directly through a QFII. Forward foreign exchange contracts may be used to hedge the value of the Hedged Classes in the Fund against changes in the exchange rate between the currency of denomination of the Hedged Class of Shares and the Base Currency of the Fund. The Fund will be leveraged through the use of financial derivative instruments. The leveraged exposure of the Fund through the use of derivatives will not exceed 100% of the Net Asset Value of the Fund.

The Fund may indirectly invest in China A Shares through China A Shares Access Products ("CAAPs"), such as participatory notes, being listed or unlisted derivative instruments issued by a third party ("CAAP Issuer") which represents an obligation of the CAAP Issuer to pay to the Fund an economic return equivalent to holding the underlying China A Shares. As the Fund does not currently have direct access to China A Shares through QFII, the Fund may seek indirect exposure to China A Shares through CAAPs.

5. **Risk Management Process**

The Company will employ a risk management process based on the commitment approach which will enable it to accurately monitor, measure and manage the risks attached to financial derivative positions and details of this process have been provided to the Central Bank. The commitment approach generally measures the global exposure by converting the derivative contract into the market value of the equivalent position in the underlying asset. In the case where derivative positions are eligible for netting or are used for hedging purposes only the net positions are taken into account. The Company will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to the Central Bank. The Company will provide, upon request by Shareholders, supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

6. **Offer**

All Classes of Shares in the Fund are in issue and are available for subscription at the Net Asset Value per Share.

Additional Information in respect of Share subscriptions and redemptions is set out below

7. **Application, Redemption and Conversion via an Electronic Dealing Provider**

Where an electronic dealing provider is used by an investor to invest in the Shares of any Class, or such investor holds interests in Shares of any Class through accounts with an electronic dealing provider, such investor will only receive payments in respect of redemption and/or any dividends attributable to the Shares on the basis of the arrangements entered into by the investor with the electronic dealing provider. Furthermore, any such investor will not appear on the register of Shareholders, will have no direct right of recourse against the Fund and must look exclusively to the electronic dealing provider for all payments attributable to the relevant

Shares. The Company will recognise as Shareholders only those persons who are at any time shown on the register of Shareholders for the purposes of: (i) the payment of dividends and other payments due to be made to Shareholders (as applicable); (ii) the circulation of documents to Shareholders; (iii) the attendance and voting by Shareholders at any meetings of Shareholders; and (iv) all other rights of Shareholders attributable to the Shares. None of the Company, the Investment Manager, the Administrator, the Custodian or any other person will be responsible for the acts or omissions of the electronic dealing provider, nor make any representation or warranty, express or implied, as to the services provided by the electronic dealing provider.

8. Redemption of Shares

The redemption price per Share in a Fund shall be the Net Asset Value per Share. The Directors do not currently intend to charge a redemption fee, however, should the Directors decide to introduce a redemption fee, they will give not less than one month's notice to Shareholders of their intention to do so and any such redemption fee charged will be in accordance with the limits set out in the Prospectus. In the event of a redemption fee being charged, Shareholders should view their investment as medium to long term.

In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding amount, the Company may, if it thinks fit, redeem the whole of the Shareholder's holding.

9. Hedged Classes

These Classes of Shares will be hedged against exchange rate fluctuation risks between the denominated Class currency and the Base Currency of the Fund. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets/liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. Where a Class of Shares is to be hedged, this will be disclosed in the Supplement for the Fund in which such Class is issued. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. Where the Investment Manager seeks to hedge against currency fluctuations, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However, over-hedged positions will not exceed 105% of the Net Asset Value and hedged positions will be kept under review to ensure that positions in excess of 100% of Net Asset Value will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line with the performance of the underlying assets with the result that Shareholders in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the particular Fund are denominated.

It is intended that the currency hedging strategy which will be employed will be based on the most up-to-date information in relation to the Net Asset Value of a Fund, and will also take into account future transactions relating to shareholder activity that will be processed through each

Share Class in a Fund as at the relevant Valuation Point. The currency hedging strategy will be monitored and adjusted in line with the valuation cycle at which Shareholders are able to subscribe and redeem from the relevant Fund.

10. **Dividend Policy**

Each of the share classes will be accumulating non distributing Shares.

The Fund is an accumulating Fund and, therefore, it is not currently intended to distribute dividends to the Shareholders. The income and earnings and gains of the Fund will be accumulated and reinvested on behalf of Shareholders.

11. **Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the relevant Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares will be considered and requests for redemption and/or conversion will be processed as at the next Dealing Day following the ending of such suspension.

12. **Fees and Expenses**

The fees and operating expenses of the Company are set out in detail under the heading "Fees and Expenses" in the Prospectus.

Administrator's Fees-

Accounting and Portfolio Valuation Services

The Company shall pay to the Administrator out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates:

- 0.06% per annum of the Net Asset of the Fund on the portion of the Net Asset Value up to USD 100 million.

- 0.04% per annum of the Net Asset of the Fund on the portion of the Net Asset Value from USD 100 million to USD 300 million.

- 0.02% per annum of the Net Asset of the Fund on the portion of the Net Asset Value in excess of USD 300 million.

subject to annual minimum fee per Fund of USD 30,000 borne by the Fund (plus VAT, if any thereon).

In respect of its financial statements production/reporting, the Administrator is entitled to a flat fee of USD 6,000 per annum. The Administrator is entitled to an annual fee of USD 3,600 for the Company in respect of UCITS reporting. This fee is in respect of the provision of reporting at board meetings, reporting of Total Expenses ratio's and turn over reports as required by the Fund.

Transfer Agency Services

The Administrator is entitled to maintenance fees for setting up the Company, the individual sub-funds and the share classes on the system and providing support to future changes at the following rates:

1) Fund Maintenance charge per annum USD 8,000; and
2) New account set up charge USD 150 per account.

The Administrator is entitled to a Shareholder servicing fee for the opening of shareholder accounts, KYC and AML checking, registration of client details, registration of broker details, supporting changes to client information, monthly account statements, pledges and storing of original documents at a rate not exceeding USD 60 per Shareholder.

The Administrator is entitled to transaction fees at a rate not exceeding USD 30 per transaction for orders (including subscription, redemption, transfer and conversion orders). The Administrator is entitled to a cash management fee for setting up the Company, the individual sub-funds and the share classes on the system and providing support to future changes at a rate not exceeding USD 30 per transaction.

The Administrator shall also be entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses incurred on behalf of the Fund which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

Passive Hedging Calculation Agent Fees

The Passive Hedging Calculation Agent will receive out of the assets of the Fund a monthly fee of 1.5bps of the Net Asset Value per hedged class.

Custodian's Fees-

Custodian Supervisory Fee

The Custodian shall be entitled to receive out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates;

- 0.02% per annum of the Net Asset of the Fund on the portion of the Net Asset Value up to USD 100 million.

- 0.01% per annum of the Net Asset of the Fund on the portion of the Net Asset Value in excess of USD 100 million.

subject to annual minimum fee per Fund of USD 18,000 borne by the Fund (plus VAT, if any thereon).

The Custodian shall also be entitled to be repaid all of its disbursements out of the assets of the relevant Fund, including legal fees, couriers' fees, transaction charges and telecommunication costs and expenses and the fees, transaction charges and expenses of any sub-custodian appointed by it which shall be at normal commercial rates together with VAT, if any, thereon.

Each Fund will bear its proportion of the fees and expenses of the Custodian.

Investment Manager Fees

The Company shall pay the Investment Manager, out of the assets of the Fund, an annual fee accrued at each Valuation Point and payable monthly in arrears at a rate of up to 1.25% per annum of the Net Asset Value of the Fund. Please refer to the section above entitled "Classes of Shares" for further details of the Investment Manager fees. Any increase in this fee shall be within the maximum level permitted in the Prospectus and will be notified to Shareholders in advance.

Performance Fee

The Investment Manager is entitled to receive an annual performance fee, calculated on a high-on-high basis, if the Net Asset Value per Share as at the Performance Fee Valuation Day (prior to the deduction of any provision for any performance fee and any distribution declared or paid in respect of that performance period) exceeds the preceding high watermark, being the higher of:

(a) the Initial Price of the relevant Class; and

(b) the Net Asset Value per Share as at the Performance Fee Valuation Day of the preceding performance period in respect of which a performance fee was last paid to the Investment Manager (after deduction of all fees including any performance fee and any distribution declared or paid in respect of that preceding performance period).

The rate of performance fee payable is 15.0 per cent and is calculated by multiplying this fee rate by the product of such excess of the Net Asset Value per Share and the average of the number of Shares of the Company in issue on each Valuation Day in the relevant performance period.

The high watermark for the Performance Period commencing on 1 January 2014 is USD 12.63.

The relevant performance period shall be the period commencing on the date immediately following each Performance Fee Valuation Day and ending on the next following Performance

Fee Valuation Day.

Any performance fee payable shall be paid within 30 Business Days after the end of the relevant performance period. The performance fee shall be deemed to accrue on each Valuation Day throughout the relevant performance period. In the event that the Company is terminated or the Investment Manager is removed on a day other than a day when the Investment Manager's entitlement to the performance fee is determined as described above, then, an amount equal to the performance fee deemed to accrue on that day (if any) shall be payable to the Investment Manager.

The performance fee shall be calculated by the Administrator and verified by the Custodian monthly.

Sales Charge

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount. Such sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge.

13. **Risk Factors**

The attention of investors is drawn to the "Risk Factors" section in the Prospectus. In addition, the following Risk Factors are specific to the Fund:

General

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. Such risks are political, economic and environmental. They are additional to the normal risks inherent in investing in securities. In addition, owing to the investment objectives and policies of the Fund, investment in the Funds may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in a high volatility in the Net Asset Value of the Fund. However, the Investment Manager will strive to limit the volatility of the Fund's returns.

Asia Pacific Region Risk

Investments in the Asia Pacific Region may be subject to a higher risk than investments in developed market economies. Many countries in the Asia Pacific Region are considered emerging markets, and hence subject to risks such as heightened political unrest, securities whose valuations fluctuate widely, war or social uprising, and domestic economic management (including the risks of remittance restrictions and exchange controls) or sovereign intervention (including the risk of expropriation). These risks may all impact on entities within operations in the region. Such instability may be reflected in the value of investments made in Asia Pacific Region economies, increasing the risk of adverse performance, and/or loss of investor capital.

Counterparty Risk

The Investment Manager on behalf of the Fund relies on the creditworthiness of the counterparty issuing the Participation Notes and has no rights under a Participation Note against the issuer of the underlying security. Therefore, if such counterparty were to become insolvent, the Fund may lose the value of the relevant investment. This risk may be amplified if the Fund purchases Participation Notes issued by as few as one single issuer. In seeking to limit its counterparty risk, the Fund will endeavour to transact with more than one counterparty as the Investment Manager sees fit. Participation Notes may also include transaction costs in addition to those applicable to a direct investment.

Country Risk and Legal Infrastructure

Countries in the Asia Pacific Region have diverse legal, banking and exchange control systems with which prospective investors may not be accustomed. Company laws in some targeted countries are in their early stage. In the development of these, certain new laws might have a negative impact on the value of an investment which cannot be foreseen at the time the investment is made. As the efficacy of such laws is as yet uncertain, there can be no assurance as to the extent to which rights of foreign shareholders can be protected. In addition, there may also be a shortage of qualified judicial and legal professionals to interpret or advise upon recently enacted and future laws in some jurisdictions. It may also be difficult for a Fund to obtain effective enforcement of its rights by legal or arbitral proceedings in the Asia Pacific Region than in countries with more mature legal systems. The value of the Fund's portfolio can be affected negatively by changes in those legal, banking or exchange control systems. Shareholders may lose money in those circumstances.

Corporate Disclosure, Accounting and Regulatory Standards

The disclosure and regulatory standards in some countries in the Asia Pacific Region are in many respects less stringent than standards in certain OECD Countries. There may be less publicly available information about Asia Pacific Region companies than is regularly published by or about companies from OECD Countries. Such information as is available may be less reliable than that published by or about companies in OECD Countries. Asia Pacific Region companies may be subject to accounting standards and requirements that differ in significant respects from those applicable to companies established or listed in OECD Countries. This, if combined with a weak regulatory environment, could result in lower standards of corporate governance and less protection of minority shareholder rights of the companies in which the Fund will invest.

The lower level of disclosure, transparency and reliability of certain material information may impact on the value of investments made by the Fund and may lead the Investment Manager or other service providers of the Fund to an inaccurate conclusion about the value of the investments of the Fund.

PRC Governmental, Economic and Related Considerations

The PRC economy has been a planned economy since 1949. One, five and ten-year state plans are adopted by the PRC Government in connection with the development of the economy. Although state-owned enterprises still account for a substantial portion of the PRC's industrial output, the state, in general, is reducing the level of direct control which it exercises over the economy through state plans and other measures, and there is an increasing degree of liberalisation in areas such as allocation of resources, production, pricing and management and a gradual shift in emphasis to a "socialist market economy".

During the past 15 years, the PRC Government has been reforming the economic systems of the PRC, and these reforms are expected to continue. Many of the reforms are unprecedented or experimental and are expected to be refined or changed. Other political, economic and social factors could also lead to further readjustments to the reform measures. The Fund's operations and financial results could be adversely affected by adjustments in the PRC's state plans, political, economic and social conditions, changes in the policies of the PRC government such as changes in laws and regulations (or the interpretation thereof), measures which may be introduced to control inflation, changes in the rate or method of taxation, imposition of additional restrictions on currency conversion and the imposition of additional import restrictions. Furthermore, a portion of the economic activity in the PRC is export-driven and, therefore, is affected by developments in the economies of the PRC's principal trading partners.

The PRC economy has experienced significant growth in the past ten years, but such growth has been uneven both geographically and among the various sectors of the economy. The PRC Government has implemented various measures from time to time to control inflation and to regulate economic expansion with a view to preventing overheating of the economy.

The transformation from a centrally planned, socialist economy to a more market-orientated economy has also resulted in many economic and social disruptions and distortions. Moreover, there can be no assurance that the economic and political initiatives necessary to achieve and sustain such a transformation will continue or, if such initiatives continue and are sustained, that they will be successful.

Political changes, social instability and adverse diplomatic developments in the PRC could result in the imposition of additional government restrictions including expropriation of assets, confiscatory levels of taxation, currency blockage or nationalisation of some or all of the property held by the underlying issuers of the China A Shares held by the relevant QFII, or of the China B Shares held in the Fund's portfolio. Any occurrence could adversely affect the interests of the Fund.

Investing in the PRC subjects the Fund to a higher level of market risk than investments in a developed country. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, settlement risk, greater risk of market shut down or stock suspension, imposition of trading band limits and more governmental limitations on foreign investment than those typically found in developed markets.

PRC Securities Markets

The PRC securities markets, including the Shanghai Stock Exchange and Shenzhen Stock Exchange, are undergoing a period of growth and change which may lead to difficulties in the settlement and recording of transactions and interpreting and applying the relevant regulations. In addition, the regulation of, and enforcement activity in, the PRC securities markets may not be equivalent to markets in OECD Countries. There may not be equivalent regulation and monitoring of the PRC securities market and activities by investors, brokers and other participants to that in certain OECD markets.

Trading Volumes and Volatility

The Shanghai Stock Exchange and Shenzhen Stock Exchange have lower trading volumes than most OECD exchanges and the market capitalisations of listed companies are small compared to those on more developed exchanges in developed markets. The listed equity securities of many companies in the PRC are accordingly materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of OECD Countries. Government supervision and regulation of the PRC securities market and of quoted companies is also less developed than in many OECD Countries. In addition, there is a high measure of legal uncertainty concerning the rights and duties of market participants as compared to investments made through securities systems of established markets.

The PRC stock market has in the past experienced substantial price volatility and no assurance can be given that such volatility will not occur in the future. The above factors could negatively affect the Fund’s Net Asset Value, the ability to redeem Shares and the price at which the Shares may be redeemed.

QFII Risk

The QFII policy and regulations imposed by the PRC government are subject to change and any such change may adversely impact the issuance of China A Share Participation Notes invested by the Fund. Under the QFII system, each QFII is subject to an investment quota for China A Shares. If the QFII status of any Participation Notes issuer is revoked or if any Participation Notes issuer has insufficient investment quota, the Participation Notes issuer may cease to extend the duration of any China A Share Participation Notes or to issue further China A Share Participation Notes and the Fund may be required to dispose of its existing China A Share Participation Notes.

The Fund’s ability to invest and the exposures of the Fund to China A Shares through CAAPs may be adversely affected by restrictions to which the QFII is subject. A QFII’s conduct of trading activities is from time to time subject to risk of suspension by the relevant Chinese authorities. QFIIs are subject to investment limits and restrictions, and the breach of certain limits will result in a QFII being required to sell down its holding to meet the relevant limits which may in turn affect investments of the Fund. As QFII regulations on investments apply to each quota granted to a QFII as a whole (and not simply to the portion relating to the investments made by the Fund), any potential violation of the QFII regulations on investments arising out of activities relating to portions of the QFII’s quota other than those which are utilised for the investment made by the Fund could result in the revocation of, or other regulatory action in respect of, the QFII’s quota as a whole, including any portion utilised for the investments by the

Fund. If the QFII status of any CAAP issuer is revoked or if any CAAP issuer has insufficient investment quota, the CAAP issuer may cease to extend the duration of any CAAPs or to issue further CAAPs and the Fund may be required to dispose of its existing CAAPs. Investment in CAAPs can also be illiquid as there is no active market in such instruments.

Custody Risk

In a limited number of markets, such as the PRC, where a no failed trade policy is standard market practice, once a sale order is placed in relation to assets of the Fund, by virtue of the operation of the settlement system within those markets, those assets will automatically move from custody of the Custodian without the need for the prior approval of the Custodian. Where this occurs the consideration for those assets is remitted to the entity releasing the assets.

Investment in Cash and Money Market Instruments

The Fund may invest substantially in deposits with credit institutions and/or in Money Market Instruments. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities or any bank guarantee fund. Shares of the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

1st December, 2014

SUPPLEMENT 2 – Value Partners Multi-Asset Income Fund
Dated 1st December, 2014
to the Prospectus issued for Value Partners Ireland Fund plc

This Supplement contains information relating specifically to the Value Partners Multi-Asset Income Fund (the "Fund"), a sub fund of Value Partners Ireland Fund plc (the "Company"), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the "Central Bank") on 20th April, 2012 as a UCITS pursuant to the UCITS Regulations. As at the date of this Supplement, the Company has two sub-funds: the Value Partners Classic Equity Fund and the Value Partners Multi-Asset Income Fund (the "Fund").

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 1st December, 2014 (the "Prospectus")

The Directors of the Company whose names appear in the Prospectus under the heading "Management and Administration" accept responsibility for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplement and in the Prospectus at the date of publication is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

The Fund may invest substantially in cash or cash equivalents. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities, or any bank guarantee. Shares in the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares may fluctuate up and/or down.

The difference at any one time between the sale price (to which may be added a sales charge) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.

Investors should read and consider the section entitled "Risk Factors" before investing in the Fund.

Profile of a Typical Investor: Investment in the Fund is suitable only for these persons and institutions for whom such investment does not represent a complete investment programme, who understand the degree of risk involved and balance that suitability based upon investment objectives and financial needs. The Fund primarily invests in equities, fixed income securities and other asset classes in the Greater China Region and the rest of the Asia Pacific Region and has a medium level of volatility. This investment is more suitable for medium and long term investors.

1. **Interpretation**

The expressions below shall have the following meanings:

"Asia Pacific Region"	means the countries or territories in the Asia Pacific region including the Greater China Region, Malaysia, Singapore, Thailand, South Korea, Philippines, Indonesia, Australia and Japan.
"AUD"	means the lawful currency of Australia for the time being.
"Business Day"	means any day which is a business day in Dublin and Hong Kong. For the avoidance of doubt, in Hong Kong a Business Day means a day (other than a Saturday, a Sunday or a public holiday) on which banks in Hong Kong are open for general business provided that where as a result of a Typhoon Signal, a Rainstorm Warning or other similar event, the period during which banks in Hong Kong are open on any day is reduced, such day shall not be deemed to be a Business Day, as determined by the Directors.
"CAAPs"	means China A Shares Access Products, being listed or unlisted derivative instruments issued by a third party CAAP issuer which represents an obligation of the CAAP issuer to pay to the Fund an economic return equivalent to holding the underlying China A Shares.
"CAD"	means the lawful currency of Canada for the time being.
"CHF"	means the lawful currency of Switzerland for the time being.
"China A Shares"	means domestic shares in PRC incorporated companies listed on either the Shanghai Stock Exchange or the Shenzhen Stock Exchange, the prices of which are quoted in Renminbi and which are available to domestic investors, QFII, RQFII and foreign strategic investors approved by the China Securities Regulatory Commission.
"China B Shares"	means shares issued by companies listed on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, traded in foreign currencies and available for investment by domestic (Chinese) investors and foreign investors.
"Dealing Day"	means each Business Day.
"Dealing Deadline"	means 11.59 am (Irish time) on the Valuation Day or such other time as the Directors may determine and notify to the

	Shareholders in advance provided always that the Dealing Deadline is before the Valuation Point.
"Greater China Region"	means the PRC, Hong Kong, Macau and Taiwan.
"HKD"	means the lawful currency of Hong Kong for the time being.
"JPY"	means the lawful currency of Japan for the time being.
"net distributable income"	means the net investment income (i.e. dividend income and interest income net of fees and expenses) attributable to the relevant Class of Shares and may also include net realised gains (i.e. realised gains net of realised losses) (if any) based on unaudited management accounts, and for the purposes of this Supplement 2, "net distributable income" does not include unrealised gains or unrealised losses.
"NZD"	means the lawful currency of New Zealand for the time being.
"PRC"	means the People's Republic of China, and for the purposes of this Supplement 2, "PRC" excludes Hong Kong, Macau and Taiwan.
"QFII"	means qualified foreign institutional investors approved pursuant to the relevant PRC regulations (as amended from time to time).
"REITs"	means real estate investment trusts.
"SGD"	means the lawful currency of Singapore for the time being.
"Valuation Day"	means in relation to a Dealing Day, such Dealing Day.
"Valuation Point"	means 12.00 noon (Irish Time) on the relevant Valuation Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

2. Classes of Shares

Class	Class Currency	Initial Price	Initial Sales Charge	Investment Manager Fees	Minimum Transaction Size for Initial investment*	Minimum Holding amount*#	Minimum Transaction Size for subsequent investments*#	Minimum Transaction Size for redemptions*#	Hedged/ Unhedged
Class A USD Acc	USD	USD10	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Unhedged
Class A USD MDis	USD	USD10	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Unhedged
Class A HKD Acc	HKD	HKD10	Up to 5%	1.50%	HKD80,000	HKD80,000	HKD40,000	Nil	Unhedged
Class A HKD MDis	HKD	HKD10	Up to 5%	1.50%	HKD80,000	HKD80,000	HKD40,000	Nil	Unhedged
Class A (AUD Hedged) MDis	AUD	AUD10	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Hedged
Class A (NZD Hedged) MDis	NZD	NZD10	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Hedged
Class A (CAD Hedged) MDis	CAD	CAD10	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Hedged
Class A (EUR Hedged) MDis	Euro	EUR10	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Hedged
Class A (GBP Hedged) MDis	Sterling	GBP10	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Hedged
Class A (CHF Hedged) MDis	CHF	CHF10	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Hedged
Class A (JPY Hedged) MDis	JPY	JPY1000	Up to 5%	1.50%	USD10,000	USD10,000	USD5,000	Nil	Hedged
Class A (SGD Hedged) MDis	SGD	SGD10	Up to 5%	1.50%	USD65,000	USD65,000	USD65,000	USD65,000	Hedged
Class Z USD Acc^	USD	USD10	Up to 5%	1.00%	USD10,000,000	USD5,000,000	USD100,000	USD100,000	Unhedged
Class Z USD MDis^	USD	USD10	Up to 5%	1.00%	USD10,000,000	USD5,000,000	USD100,000	USD100,000	Unhedged
Class Z HKD Acc^	HKD	HKD10	Up to 5%	1.00%	HKD80,000,000	HKD40,000,000	HKD800,000	HKD800,000	Unhedged
Class Z HKD MDis^	HKD	HKD10	Up to 5%	1.00%	HKD80,000,000	HKD40,000,000	HKD800,000	HKD800,000	Unhedged

* or such lower amount as directors may determine at their discretion.

Any change in the minimum holding amount, minimum transaction size for subsequent investments or minimum transaction size for redemptions will be notified to Shareholders in advance.

^ Class Z are only available for subscription by institutional and/or professional investors.

No performance fee will be charged for the Fund.

3. **Base Currency**

The Base Currency shall be USD.

4. **Investment Objective**

The investment objective of the Fund is to achieve medium to long term capital growth by investing primarily in equities, synthetic equity instruments and fixed income securities.

5. **Investment Policy**

The Fund intends to achieve its investment objective by investing normally 30-70% of its Net Asset Value in equities and synthetic equity instruments for market access (such as CAAPs, Participation Notes and equity swaps) and 30-70% of its Net Asset Value in fixed income securities (such as high yield bonds, corporate bonds, government bonds and convertible bonds across all ratings) in the Greater China Region and the rest of the Asia Pacific Region.

The Fund may invest up to 70% in debt securities which are below investment grade, such as below Moody's "Baa3" or below Standard & Poor's "BBB-", or unrated. The Fund however, will not invest more than 10% of its Net Asset Value in debt securities issued or guaranteed by any single country with a credit rating below investment grade. For the avoidance of doubt, a "single country" shall include a country, its government, a public or local authority or nationalized industry of that country.

Investments will be selected by identifying under-valued investments through an initial screening process followed by a preliminary evaluation and a detailed qualitative and quantitative analysis. Depending on the outcome of the analysis, a portfolio may be constructed which will continually be monitored and assessed and the Investment Manager will take appropriate actions to adjust the portfolio accordingly.

The Fund may invest up to 35% of its Net Asset Value in China A Shares, and up to 35% of its Net Asset Value in China B Shares. Whilst the Fund may invest directly in China B Shares, the Fund may indirectly invest in China A Shares through CAAPs, such as Participation Notes. In the event that the Investment Manager obtains a QFII status in the future, the Fund may invest directly in China A Shares via the QFII quota of the Investment Manager. However, any direct investment in China A Shares by the Fund will only be made if the Investment Manager obtains a QFII status and no less than one month's prior notice will be given to Shareholders of such change.

To provide flexibility for the Investment Manager to invest in classes of securities which may have more efficient exposures to underlying assets which are consistent with the investment policy of the Fund, the Fund may invest up to 30% of its Net Asset Value in a mixture of futures, options, warrants and collective investment schemes (such as REITs, commodities focused ETFs and other collective investment schemes) in the Greater China Region and the rest of the Asia Pacific Region, including collective investment schemes offered by the Investment Manager or its affiliates. The total investment in collective investment schemes by the Fund will not exceed 20% of the Fund's Net Asset Value and will be made in accordance with the requirements of the Central Bank.

Futures include equity and fixed income futures. Exchange traded futures are contracts to buy or sell a standard quantity of a specific asset (or, in some cases, receive or pay cash based on the performance of an underlying asset, instrument or index) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange. The Investment Manager may enter into equity and fixed income futures contracts to hedge against changes in the values of underlying equity securities or to hedge against interest rate risk.

The Investment Manager may enter into single stock and index futures contracts to hedge against changes in the values of equity securities held by the Fund, or markets to which the Fund is exposed, or to hedge against currency and interest rate risk.

The Investment Manager may also use futures contracts to equitise cash or as a means of gaining exposure to particular securities or markets on a short to medium term basis in advance of making a decision to purchase a particular security or to reallocate assets on a longer term basis. In addition, the Investment Manager may use futures to reduce exposure to a market in advance of raising cash from asset sales to fund redemptions from the Fund.

The Investment Manager may also use futures contracts where indicated in the relevant Supplement to take a directional view on particular securities or markets within the Funds investment universe where, in the Investment Manager's view, those securities or markets are overpriced or likely to enter into a downward phase of the investment cycle.

Call options may be used to gain exposure to specific securities and put options may be used to hedge against downside risk. Options may also be purchased to hedge against currency and interest rate risk and the Investment Manager may write put options and covered call options to generate additional revenues for the Fund. The Investment Manager will not write uncovered call options. The Fund does not intend to use exotic types of options.

The Fund may purchase warrants to provide an efficient, liquid mechanism for taking positions in securities without the need to purchase and hold the security.

The Fund may invest in its investment targets through equity-linked notes, such as Participation Notes. An equity-linked note is an instrument that combines the characteristics of a zero or low coupon bond or note with a return component based on the performance of a single equity security, a basket of equity securities, or an equity index. Equity-linked notes come in a variety of styles. The investment structure of equity-linked notes generally provides 100% principal protection but the principal may also be partially protected or unprotected. The coupon or final payment at maturity is determined by the appreciation of the underlying equity. The minimum return may be nil with all of what would normally be an interest payment going to pay for upside equity participation. Alternatively, a low interest rate may be combined with a lower rate of equity participation. The participation rate in the underlying equity instrument may be more or less than “dollar for dollar” over any specific range of prices. The participation may be open ended (the holder of the note participates proportionately in the upside of the underlying security or index, no matter how high it goes), or the equity return component may be capped.

Financial derivative instruments may also be used to achieve the investment objective of the Fund. The Fund may invest in exchange traded futures, forwards, options, warrants, equity-linked notes, including Participation Notes, and other financial instruments (as detailed under the sections headed '“Efficient Portfolio Management” and “Financial Derivative Instruments” in the main Prospectus) for investment purposes, efficient portfolio management purposes, to indirectly gain exposure to underlying equity securities where the Investment Manager feels it is more efficient to do so, or hedging purposes in accordance with the requirements of the Central Bank.

The Fund may invest in Participation Notes to gain exposure to such certain securities. Participation Notes are freely transferable securities issued by banks or broker-dealers that are designed to replicate the performance of certain issuers and markets by giving exposure to the performance of specific stocks that the Fund may not be able to invest in directly because of local holding restrictions affecting such stocks in the jurisdiction of their issue, for example, China A Shares which can only be accessed directly through a QFII.

The purpose of the Fund’s investment in Participation Notes is to indirectly gain exposure to underlying equity securities in the Asia Pacific Region where the Investment Manager considers it efficient to do so. The Participation Notes are issued by banks and/or broker-dealers and are designed to replicate the performance of certain issuers and markets by giving exposure to the performance of specific stocks that the Fund may not be able to invest in directly because of local holding restrictions affecting such stocks in the jurisdiction of their issue.

Forward foreign exchange contracts may be used to hedge the value of the Hedged Classes in the Fund against changes in the exchange rate between the currency of denomination of the Hedged Class of Shares and the Base Currency of the Fund.

The Fund will be leveraged through the use of financial derivative instruments. The leveraged exposure of the Fund through the use of derivatives will not exceed 100% of the Net Asset Value of the Fund under the commitment approach.

Pending investment of the proceeds of a placing or offer of Shares, the Fund may hold cash or cash equivalents, subject to being diversified, in accordance with the Central Bank requirements. Though maintaining cash or cash equivalents is not a primary investment focus of the Fund, under certain exceptional circumstances (for example, during significant downturn in the economy or political turmoil), the Fund may maintain up to 40% of its Net Asset Value in cash or cash equivalents should the Investment Manager deem such a strategy to be prudent over any time period.

6. **Risk Management Process**

The Company will employ a risk management process based on the commitment approach which will enable it to accurately monitor, measure and manage the risks attached to financial derivative positions - details of this process have been provided to the Central Bank. The Company will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to the Central Bank. The Company will provide, upon request by Shareholders, supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

7. **Offer**

Class A USD Acc Shares, Class A USD MDis Shares, Class A HKD Acc Shares, Class A HKD MDis Shares, Class A (AUD Hedged) MDis Shares, Class A (NZD Hedged) MDis Shares, Class A (CAD Hedged) MDis Shares, Class A (EUR Hedged) MDis Shares, Class A (GBP Hedged) MDis Shares, Class A (CHF Hedged) MDis Shares, Class A (JPY Hedged) MDis Shares and Class A (SGD Hedged) MDis Shares will be initially offered to investors from 9 am on the 2nd December, 2014 until 5pm on the 2nd June, 2015 (the "initial offer period") at the Initial Price, and subject to acceptance of applications for Shares by the Company, such Shares will be issued for the first time on the first Dealing Day after expiry of the initial offer period. Class Z USD Acc Shares, Class Z USD MDis Shares, Class Z HKD Acc Shares and Class Z HKD MDis Shares are currently not offered to investors.

The initial offer period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received, and otherwise on a quarterly basis. After closing of the initial offer period, Shares in the Fund will be issued at the Net Asset Value per Share.

Additional Information in respect of Share subscriptions and redemptions is set out below.

8. **Application, Redemption and Conversion via an Electronic Dealing Provider**

Where an electronic dealing provider is used by an investor to invest in the Shares of any Class, or such investor holds interests in the Shares of any Class through accounts with an electronic dealing provider, such investor will only receive payments in respect of redemption and/or any dividends attributable to the Shares on the basis of the arrangements entered into by the investor with the electronic dealing provider. Furthermore, any such investor will not appear on the register of Shareholders, will have no direct right of recourse against the Fund and must look exclusively to the electronic dealing provider for all payments attributable to the relevant Shares. The Company will recognise as Shareholders only those persons who are at any time shown on the register of Shareholders for the purposes of: (i) the payment of dividends and other payments due to be made to Shareholders (as applicable); (ii) the circulation of documents to Shareholders; (iii) the attendance and voting by Shareholders at any meetings of Shareholders; and (iv) all other rights of Shareholders attributable to the Shares. None of the Company, the Investment Manager, the Administrator, the Custodian or any other person will be responsible for the acts or omissions of the electronic dealing provider, nor make any representation or warranty, express or implied, as to the services provided by the electronic dealing provider.

9. Redemption of Shares

The redemption price per Share in the Fund shall be the Net Asset Value per Share. The Directors do not currently intend to charge a redemption fee, however, should the Directors decide to introduce a redemption fee, they will give not less than one month's notice to Shareholders of their intention to do so and any such redemption fee charged will be in accordance with the limits set out in the Prospectus. In the event of a redemption fee being charged, Shareholders should view their investment as medium to long term.

In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding amount, the Company may, if it thinks fit, redeem the whole of the Shareholder's holding.

10. Hedged Classes

These Classes of Shares will be hedged against exchange rate fluctuation risks between the denominated Class currency and the Base Currency of the Fund. Any financial instruments used to implement such strategies with respect to one or more Classes shall be assets/liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on, and the costs of, the relevant financial instruments will accrue solely to the relevant Class. Where a Class of Shares is to be hedged, this will be disclosed in the Supplement for the Fund in which such Class is issued. Any currency exposure of a Class may not be combined with, or offset against, that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. Where the Investment Manager seeks to hedge against currency fluctuations, while not intended, may result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However, over-hedged positions will not exceed 105% of the Net Asset Value and hedged positions will be kept under review to ensure that positions in excess of 100% of the Net Asset Value will not be carried forward from month to month. To the extent that hedging is successful for a particular Class, the performance of the Class is likely to move in line with the performance of the underlying assets with the result that Shareholders in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the particular Fund are denominated.

It is intended that the currency hedging strategy which will be employed will be based on the most up-to-date information in relation to the Net Asset Value of the Fund, and will also take into account future transactions relating to Shareholder activity that will be processed through each Share Class in the Fund as at the relevant Valuation Point. The currency hedging strategy will be monitored and adjusted in line with the valuation cycle at which Shareholders are able to subscribe and redeem from the Fund.

11. **Dividend Policy**

The Fund offers Classes of Share that accumulate income or pay regular dividends out of net current income or, on occasion, make payments out of capital.

Accumulation Classes

The Directors currently do not intend to pay dividends with respect to Class A USD Acc Shares, Class A HKD Acc Shares, Class Z USD Acc Shares and Class Z HKD Acc Shares (collectively referred to as the "Accumulation Classes"). Therefore, any net distributable income attributable to the Shares of the Accumulation Classes will be reflected in their respective Net Asset Values.

Distribution Classes

For Class A USD MDis Shares, Class A HKD MDis Shares, Class A (AUD Hedged) MDis Shares, Class A (NZD Hedged) MDis Shares, Class A (CAD Hedged) MDis Shares, Class A (EUR Hedged) MDis Shares, Class A (GBP Hedged) MDis Shares, Class A (CHF Hedged) MDis Shares, Class A (JPY Hedged) MDis Shares, Class A (SGD Hedged) MDis Shares, Class Z USD MDis Shares and Class Z HKD MDis Shares (collectively referred to as the "Distribution Classes"), the Directors intend to declare and pay monthly dividends equal to all or substantially all of the net distributable income attributable to each of the Distribution Classes. However, there is neither a guarantee that such dividends will be made nor will there be a target level of dividend payout. Dividends will be declared on the last Business Day of each calendar month or on such date as may be determined by the Directors, or such other time or frequency as the Directors consider appropriate. The Directors will also have the discretion to determine if, and to what extent, dividends paid include realised capital gains and/or are paid out of capital. Such dividends will be paid in cash. However, if the amount of dividends for the relevant Shareholder is less than USD100 (or its equivalent amount in AUD, NZD, CAD, EUR, GBP, CHF, JPY or SGD, as the case may be) for Class A USD MDis Shares, Class A (AUD Hedged) MDis Shares, Class A (NZD Hedged) MDis Shares, Class A (CAD Hedged) MDis Shares, Class A (EUR Hedged) MDis Shares, Class A (GBP Hedged) MDis Shares, Class A (CHF Hedged) MDis Shares, Class A (JPY Hedged) MDis Shares, Class A (SGD Hedged) MDis Shares and Class Z USD MDis Shares, and HKD800 for Class A HKD MDis Shares and Class Z HKD MDis Shares, or such other amount determined by the Directors from time to time, the dividends will not be paid in cash and will be applied to subscribe for additional Shares in the relevant Distribution Class of the Fund.

For Shareholders of Distribution Classes who receive dividends in cash, payment will normally be made by telegraphic transfer to their pre-designated bank accounts, net of bank charges. Dividends will generally be paid in the Class currency of the relevant Distribution Class. With the prior consent of the Directors, arrangements can be made for dividends to be paid in any major currency other than the Class currency of the relevant Distribution Class. Dividends (if any) will not be paid to any person other than the relevant registered Shareholder(s).

In the event that the net distributable income attributable to the relevant Distribution Class during the relevant period is insufficient to pay dividends as declared, the

Directors may in their discretion determine such dividends be paid from capital. Investors should note that where the payment of dividends are paid out of capital, this represents and amounts to a return or withdrawal of part of the amount originally invested (excluding par value) or capital gains attributable to that, and may result in an immediate decrease in the value of the Shares of the relevant Distribution Class and will reduce any capital appreciation for the Shareholders of such Distribution Class.

Any such payments out of capital will only be made to seek to maintain, so far as is reasonable, a stable payment per Share of the relevant Distribution Class but the payment per Share of a Distribution Class is not fixed and will vary according to economic and other circumstances and the ability of the Fund to support stable monthly payments without a long term positive or negative impact on capital. Shareholders should note that the payment of dividends out of capital may have different tax implications to distributions out of income and Shareholders should seek tax advice in this regard.

The Fund is managed in the interests of all Shareholders in line with the stated investment objective and is not managed to maintain a stable payment per Share of any particular Distribution Class. To the extent that net distributable income attributable to these Distribution Classes exceeds the amount declared payable, the excess amount will be reflected in the respective Net Asset Value of the Shares of such Distribution Classes. Alternatively, the amount of dividend may exceed the net distributable income attributable to these Distribution Classes. Accordingly, the level of dividend does not necessarily indicate the total return of the Fund. In order to assess the total return of the Fund, both the Net Asset Value movement (including dividend) and the dividend distribution should be considered. The Net Asset Value of the relevant Classes will be adjusted by such amount of dividend on the ex-date (i.e. the first date following the declaration of a dividend).

Dividends of a Distribution Class declared, if any, shall be distributed among the Shareholders of the relevant Distribution Class rateably in accordance with the number of Shares held by them on the record date as determined by the Investment Manager in respect of the corresponding distribution. For the avoidance of doubt, only Shareholders whose names are entered on the register of members on such record date shall be entitled to the distribution declared in respect of the corresponding distribution. Any payment of distributions will be made in the Class currency of the relevant Class of Shares on a monthly basis.

Dividends not claimed within six years from the date on which they become payable will lapse and will revert to the relevant Distribution Class to which they relate.

12. Suspension of Dealing

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Fund is suspended in the manner described in the Prospectus under the heading “Suspension of Valuation of Assets”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares and requests for redemption and/or conversion will be considered and processed as at the next Dealing Day following the ending of such suspension.

13. Fees and Expenses

The fees and operating expenses of the Company are set out in detail under the heading "Fees and Expenses" in the Prospectus.

Administrator's Fees

Accounting and Portfolio Valuation Services

The Company shall pay to the Administrator out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates:

- 0.06% per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value up to USD100 million,
- 0.04% per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD100 million to USD300 million,
- 0.02% per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD300 million,

subject to an annual minimum fee of USD30,000 borne by the Fund (plus VAT, if any thereon).

In respect of its financial statements production/reporting, the Administrator is entitled to a flat fee of USD6,000 per annum. The Administrator is entitled to an annual fee of USD3,600 for the Company in respect of UCITS reporting. This fee is in respect of the provision of reporting at board meetings, reporting of total expenses ratios and turn over reports as required by the Fund and the Fund will bear its proportion of such fee payable to the Administrator.

Transfer Agency Services

The Administrator is entitled to maintenance fees for setting up the Company, the Fund and the Share Classes on the system and providing support to future changes at the following rates:

- Fund Maintenance charge of USD8,000 per annum; and
- New account set up charge of USD150 per account.

The Administrator is entitled to a Shareholder servicing fee for the opening of shareholder accounts, KYC and AML checking, registration of client details, registration of broker details, supporting changes to client information, monthly account statements, pledges and storing of original documents at a rate not exceeding USD60 per Shareholder.

The Administrator is entitled to transaction fees at a rate not exceeding USD30 per transaction for orders (including subscription, redemption, transfer and conversion orders). The Administrator is entitled to a cash management fee for setting up the Company, the Fund and the Share Classes on the system and providing support to future changes at a rate not exceeding USD30 per transaction.

The Administrator shall also be entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses incurred on behalf of the Fund which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

Passive Hedging Calculation Agent Fees

The Passive Hedging Calculation Agent will receive out of the assets of the Fund a monthly fee of 1.5bps of the Net Asset Value per hedged class.

Custodian's Fees

Custodian Supervisory Fee

The Custodian shall be entitled to receive out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates;

- 0.02% per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value up to USD100 million,
- 0.01% per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD100 million,

subject to annual minimum fee of USD18,000 borne by the Fund (plus VAT, if any thereon).

The Custodian shall also be entitled to be repaid all of its disbursements out of the assets of the Fund, including legal fees, couriers' fees, transaction charges and telecommunication costs and expenses and the fees, transaction charges and expenses of any sub-custodian appointed by it which shall be at normal commercial rates together with VAT, if any, thereon.

The Fund will bear its proportion of the fees and expenses of the Custodian.

Investment Manager Fees

The Company shall pay the Investment Manager, out of the assets of the Fund, an annual fee accrued at each Valuation Point and payable monthly in arrears at a rate of up to 1.50% per annum of the Net Asset Value of the Fund. Any increase in this fee shall be within the maximum level permitted in the Prospectus and will be notified to Shareholders in advance.

Sales Charge

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount. Such sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge.

14. **Risk Factors**

The attention of investors is drawn to the "Risk Factors" section in the Prospectus. In addition, the following Risk Factors are specific to the Fund.

General

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. Such risks are political, economic and environmental. They are additional to the normal risks inherent in investing in securities. In addition, owing to the investment objectives and policies of the Fund, investment in the Funds may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a medium volatility. However, the Investment Manager will strive to limit the volatility of the Fund's returns.

In addition to the general risk factors set out above, investors should also note the following in relation to investments made by the Fund.

Risks associated with Investments in the Asia Pacific Region

Investments in the Asia Pacific Region may be subject to a higher risk than investments in developed market economies. Many countries in the Asia Pacific Region are considered emerging markets, and hence subject to risks such as heightened political unrest, securities whose valuations fluctuate widely, war or social uprising, and domestic economic management or sovereign intervention. These risks may impact on entities with operations in the region. Such instability may be reflected in the value of investments made in Asia Pacific Region, increasing the risk of adverse performance and/or loss of investor capital. The Fund's investments in the Asia Pacific Region are subject to the following risks.

- Potential Market Volatility

Investors should note that some of the stock exchanges in the Asia Pacific Region are still at a developmental stage, and their respective market capitalisation and trading volume are much lower than those in more developed financial markets. Market volatility and potential lack of liquidity due to low trading volume in such markets may result in prices of securities traded on such markets fluctuating significantly, which may result in substantial changes to the price of the Shares of the Fund.

- Country Risk and Legal Infrastructure

Countries in the Asia Pacific Region have diverse legal, banking and exchange control systems with which investors may not be accustomed. The laws of some countries in the Asian Pacific Region are in their early stages of development. As their legal infrastructure develops, certain new laws may have a negative impact on the value of an investment which cannot be foreseen at the time the investment is made. As the efficacy of such laws is as yet uncertain, there can be no assurance as to the extent to which rights of foreign shareholders can be protected. In addition, there may also be a shortage of qualified judicial and legal professionals to interpret or advise upon recently enacted and future laws in some jurisdictions. It may also be difficult for a Fund to obtain effective enforcement of its rights by legal or arbitral proceedings in the Asia Pacific Region than in countries with more mature legal systems. The value of the Fund's portfolio can be affected negatively by changes in those legal, banking or exchange control systems. Shareholders may lose money in those circumstances.

- Accounting and Reporting, Corporate Disclosure and Regulatory Standards

Accounting, auditing and financial reporting standards and practices applicable to companies in some parts of the Asia Pacific Region may differ from those in countries that have more developed financial markets. These differences may lie in areas such as different valuation methods of the properties and assets, and the requirements for disclosure of information to investors.

The disclosure and regulatory standards in some countries in the Asia Pacific Region are in many respects less stringent than standards in certain OECD Countries. There may be less publicly available information about Asia Pacific Region companies than is regularly published by or about companies from OECD Countries. Such information as is available may be less reliable than that published by or about companies in OECD Countries. Asia Pacific Region companies may be subject to accounting standards and requirements that differ in significant respects from those applicable to companies established or listed in OECD Countries. This, if combined with a weak regulatory environment, could result in lower standards of corporate governance and less protection of minority shareholder rights of the companies in which the Fund will invest.

The lower level of disclosure, transparency and reliability of certain material information may impact on the value of investments made by the Fund and may lead the Investment Manager or other service providers of the Fund to an inaccurate conclusion about the value of the investments of the Fund.

- Political, Economic and Social Risks

Political changes, social instability and unfavourable diplomatic developments which may take place in any part of the Asia Pacific Region could result in the imposition of additional governmental restrictions including expropriation of assets, confiscatory taxes or nationalisation of some or all of the investments held by the Fund in such place. Investors should also note that any change in the policies of any part of the Asia Pacific Region may impose an adverse impact on the securities markets in such place as well as the Shares of the Fund.

- Custody Risk

In a limited number of markets in the Asia Pacific Region, such as the PRC, where a no failed trade policy is standard market practice, assets may be assigned, transferred, exchanged or delivered without the prior approval of the Custodian or its agent. Once a sale order is placed in relation to assets of the Fund, by virtue of the operation of the settlement system within those markets, those assets will automatically move from custody of the Custodian without the need for the prior approval of the Custodian. Where this occurs, the consideration for those assets is remitted to the entity releasing the assets.

Risks associated with Investments in the PRC

The Fund's investments in the PRC are subject to the following risks:

- PRC Economic Risks

The economy in the PRC has experienced rapid growth in recent years. However, such growth may or may not continue nor apply evenly across different sectors of the PRC economy. The PRC government has also implemented various measures from time to time to prevent over-heating of the economy. Furthermore, the transformation of the PRC from a socialist economy to a more market-oriented economy has led to various economic and social disruptions in the PRC and there can be no assurance that such a transformation will be continued or be successful. All of these factors may have an adverse impact upon the performance of the investments of the Fund which are related to the PRC.

- Legal System of the PRC

The legal system of the PRC is based on written laws and regulations. However, many of these laws and regulations are still untested and the enforceability of such laws and regulations remains unclear. In particular, the PRC regulations which govern currency exchange in the PRC and the investments of the Fund as a foreign investor are relatively new and their application is uncertain. Such regulations also empower the China Securities Regulatory Commission ("CSRC") and the SAFE to exercise discretion in their respective interpretation of the regulations, which may result in uncertainties in their application.

- Taxation in the PRC

Various tax reform policies have been implemented by the PRC government in recent years, and existing tax laws and regulations may be revised or amended in the future. Any changes in tax policies may reduce the after-taxation profits of the companies in the PRC which the Fund invests in.

- Securities Markets

The PRC securities markets, including the Shanghai Stock Exchange and Shenzhen Stock Exchange, are undergoing a period of growth and change which may lead to difficulties in the settlement and recording of transactions and interpreting and applying the relevant regulations. In addition, the regulation of, and enforcement activity in, the PRC securities markets may not be equivalent to markets in OECD Countries. There may not be equivalent regulation and monitoring of the PRC securities market and activities by investors, brokers and other participants to that in certain OECD markets.

- Trading Volumes and Volatility

The Shanghai Stock Exchange and Shenzhen Stock Exchange have lower trading volumes than most OECD exchanges and the market capitalisations of listed companies are small compared to those on more developed exchanges in developed markets. The listed equity securities of many companies in the PRC are accordingly materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of OECD Countries. Government supervision and regulation of the PRC securities market and of quoted companies is also less developed than in many OECD Countries. In addition, there is a high measure of legal uncertainty concerning the rights and duties of market participants as compared to investments made through securities systems of established markets.

The PRC stock market has in the past experienced substantial price volatility and no assurance can be given that such volatility will not occur in the future. The above factors could negatively affect the Fund's Net Asset Value, the ability to redeem Shares and the price at which the Shares may be redeemed.

- QFII Risk

The QFII policy and regulations imposed by the PRC government are subject to change and any *such* change may adversely impact the issuance of CAAPs invested by the Fund. Under the QFII system, each QFII is subject to an investment quota for China A Shares. The Fund's counterparty risk will be with the different CAAP issuers which have already obtained QFII quotas. However, under the prevailing rules and regulations, stringent qualification requirements have been set and only large scale international financial institutions may qualify to become QFIIs. QFIIs must have substantial paid-up capital and/or substantial amount of assets under their management.

The Fund's ability to invest and the exposures of the Fund to China A Shares through CAAPs may be adversely affected by restrictions to which the QFII is subject. A QFII's conduct of trading activities is from time to time subject to risk of suspension by the relevant Chinese authorities. QFIIs are subject to investment limits and restrictions, and the breach of certain limits will result in a QFII being required to sell down its holding to meet the relevant limits which may in turn affect investments of the Fund. As QFII regulations on *investments* apply to each quota granted to a QFII as a whole (and not simply to the portion relating to the investments made by the Fund), any potential violation of the QFII regulations on investments arising out of activities relating to portions of the QFII's quota other than those which are utilised for the investment made by the Fund could result in the revocation of, or other regulatory action in respect of, the QFII's quota as a whole, including any portion utilised for the investments by the Fund. If the QFII status of any CAAP issuer is revoked or if any CAAP issuer has insufficient investment quota, the CAAP issuer may cease to extend the duration of any CAAPs or to issue further CAAPs and the Fund may be required to dispose of its existing CAAPs.

Investment in CAAPs can also be illiquid as there is no active market in such instruments.

Below investment grade or unrated debt securities risk

The Fund may invest in debt securities which are below investment grade or unrated. Investments in debt securities which are below investment grade or unrated are considered to have a higher risk exposure than debt securities which are investment grade with respect to payment of interest and return of the principal. Lower rated or unrated debt securities generally offer a higher current yield than higher grade issues. However, lower rated or unrated debt securities involve higher risks and are more sensitive to adverse changes in general economic conditions and in the industries in which the issuers are engaged, as well as to changes in the financial condition of the issuers and changes in interest rates. Additionally, the market for lower rated or unrated debt securities is generally less active than that for higher quality debt securities and the Fund’s ability to liquidate its holdings in response to changes in the economy or the financial markets may be further limited by such factors as adverse publicity and investor perceptions. The value of lower-rated or unrated corporate bonds and notes is also affected by investors’ perceptions. When economic conditions appear to be deteriorating, lower rated or unrated corporate bonds and notes may decline in market value due to investors’ heightened concerns and perceptions over credit quality.

Currency Exchange Risk

As the Base Currency of the Fund is USD, the performance of the assets of the Fund will be affected by movements in the exchange rates between the currencies in which the assets are held and the Base Currency of the Fund, and any changes in exchange control regulations may cause difficulties in the repatriation of funds. The Fund may, but is not obliged to, seek to hedge foreign currency risks. However, even if undertaken, such hedging may be ineffective and may even be counter-productive due to the foreign exchange controls in some of the countries in the Asia Pacific Region. On the other hand, failure to hedge foreign currency risks may result in the Fund suffering from exchange rate fluctuations.

Performance of Underlying Investments

It should be appreciated that because the value of Shares in the Fund, and income from them (if any), is primarily based on investments in the securities of Asia Pacific Region related companies, the value of the Shares in the Fund will rise or fall as a result of fluctuations in the value or performance of such underlying securities.

Risk relating to Dividends paid out of Capital

To the extent that the net distributable income generated by the Fund is insufficient to pay a distribution which is declared, the Directors may at their discretion determine such dividends may be paid from the capital of the Fund. This would require the Investment Manager to sell assets of the Fund to make such distributions as opposed to paying out net distributable income received by the Fund.

In respect of the Distribution Classes, investors should note that the payment of dividends out of capital represents a return or withdrawal of part of the amount they

originally invested or from any capital gains attributable to the original investment. Such distributions may result in an immediate reduction in the Net Asset Value per Share of the Fund. Payment of dividends out of capital will have the following effects: (i) capital will be eroded, (ii) distribution is achieved by forgoing the potential for future capital growth of the Company and (iii) the cycle may continue until all capital is depleted.

Dividends and Distributions

The Directors currently intend to pay dividends on a monthly basis in respect of the Class A USD MDis Shares, Class A HKD MDis Shares, Class A (AUD Hedged) MDis Shares, Class A (NZD Hedged) MDis Shares, Class A (CAD Hedged) MDis Shares, Class A (EUR Hedged) MDis Shares, Class A (GBP Hedged) MDis Shares, Class A (CHF Hedged) MDis Shares, Class A (JPY Hedged) MDis Shares, Class A (SGD Hedged) MDis Shares, Class Z USD MDis Shares and Class Z HKD MDis Shares. However, there is no guarantee that such dividends will be made nor will there be a target level of dividend payout. A high distribution yield does not imply a positive or high return.

The Directors currently do not intend to pay dividends in respect of Class A USD Acc Shares, Class A HKD Acc Shares, Class Z USD Acc Shares and Class Z HKD Acc Shares. Accordingly, an investment in these Classes of Shares may not be suitable for investors seeking income returns for financial or tax planning purposes.

1st December, 2014

SUPPLEMENT 3 – Value Partners Health Care Fund
Dated 30th May, 2016
to the Prospectus issued for Value Partners Ireland Fund plc

This Supplement contains information relating specifically to the Value Partners Health Care Fund (the "Fund"), a sub fund of Value Partners Ireland Fund plc (the "Company"), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the "Central Bank") on 20th April, 2012 as a UCITS pursuant to the UCITS Regulations. As at the date of this Supplement, the Company has five sub-funds in existence: the Value Partners Classic Equity Fund, the Value Partners Multi-Asset Income Fund, the Value Partners Health Care Fund, the Value Partners Asia Dividend Stocks Fund and the Value Partners Greater China Equity Fund (the "Funds").

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 1 December, 2014 (the "Prospectus").

The Directors of the Company whose names appear in the Prospectus under the heading "Management and Administration" accept responsibility for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplement and in the Prospectus at the date of publication is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

The Fund may invest in emerging markets and accordingly investment in the Fund should not constitute a substantial portion of an investor's investment portfolio and may not be an appropriate for all investors.

The Fund may invest substantially in deposits with credit institutions. The Fund may invest substantially in cash or cash equivalents. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities, or any bank guarantee. Shares in the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares is capable of fluctuation.

The difference at any one time between the sale price (to which may be added a sales charge) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.

Investors should read and consider the section of the Supplement entitled "Risk Factors" before investing in the Fund.

Profile of a Typical Investor: Investment in the Fund is suitable only for these persons and institutions for whom such investment does not represent a complete investment programme, who understand the degree of risk involved and balance that suitability based upon investment objectives and financial needs. The Fund primarily invests in equities and equity-related securities in health care companies in the PRC which are listed in worldwide stock markets and has a medium to high level of volatility. This investment is more suitable for long-term investors.

1. **Interpretation**

The expressions below shall have the following meanings:

"Business Day"	means any day which is a business day in Dublin and Hong Kong. For the avoidance of doubt, in Hong Kong a Business Day means a day (other than a Saturday, a Sunday or a public holiday) on which banks in Hong Kong are open for general business provided that where as a result of a Typhoon Signal, a Rainstorm Warning or other similar event, the period during which banks in Hong Kong are open on any day is reduced, such day shall not be deemed to be a Business Day, as determined by the Directors.
"CAAPs"	means China A Shares Access Products, being transferable securities generally listed on Recognised Exchanges, or occasionally unlisted, and issued by a third party CAAP issuer in respect of China A Shares which themselves are listed or traded on the Shanghai Securities Exchange and/or the Shenzhen Stock Exchange and which represent an obligation of the CAAP issuer to pay to the Fund an economic return equivalent to holding the underlying China A Shares.
"China A Shares"	means domestic shares in PRC incorporated companies listed on either the Shanghai Stock Exchange or the Shenzhen Stock Exchange, the prices of which are quoted in Renminbi and which are available to domestic investors and foreign strategic investors approved by the China Securities Regulatory Commission.
"China B Shares"	means shares issued by companies listed on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, traded in foreign currencies and available for investment by domestic (Chinese) investors and foreign investors.
"CSRC"	means the China Securities Regulatory Commission.
"Dealing Day"	means each Business Day.
"Dealing Deadline"	means 11.59 am (Irish time) on the Valuation Day or such other time as the Directors may determine and approved by the Custodian and notify to the Shareholders in advance provided always that the Dealing Deadline is before the Valuation Point.

"HKD"	means the lawful currency of Hong Kong for the time being.
"Performance Fee Valuation Day"	means the last Valuation Day of each calendar year.
"PRC"	means the People's Republic of China.
"RMB"	means Renminbi, the lawful currency of China for the time being.
"SGD"	means the lawful currency of Singapore for the time being.
"Stock Connect"	a securities trading and clearing linked program with an aim to achieve mutual stock market access between the PRC and Hong Kong and enables the company to trade eligible China A Shares listed on the relevant stock exchange(s) in the PRC.
"Valuation Day"	means in relation to a Dealing Day, such Dealing Day.
"Valuation Point"	means 12.00 noon (Irish time) on the relevant Valuation Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

2. Classes of Shares

Class	Class Currency	Initial Price	Initial Sales Charge	Investment Manager Fees	Minimum Transaction Size for Initial investment*	Minimum Holding amount*#	Minimum Transaction Size for subsequent investments* #	Minimum Transaction Size for redemptions *#	Hedged/ Unhedged
Australian Dollar Class A	AUD	AUD $10	Up to 5%	1.50%	AUD10,000	AUD 5,000	AUD 5,000	AUD 5,000	Unhedged
Australian Dollar Class A	AUD	AUD $10	Up to 5%	1.50%	AUD10,000	AUD 5,000	AUD 5,000	AUD 5,000	Hedged
Canadian Dollar Class A	CAD	CAD $10	Up to 5%	1.50%	CAD 10,000	CAD 5,000	CAD 5,000	CAD 5,000	Unhedged
Canadian Dollar Class A	CAD	CAD $10	Up to 5%	1.50%	CAD 10,000	CAD 5,000	CAD 5,000	CAD 5,000	Hedged
Euro Class A	EUR	€10	Up to 5%	1.50%	€10,000	€5,000	€5,000	€5,000	Unhedged
Euro Class A	EUR	€ 10	Up to 5%	1.50%	€10,000	€5,000	€5,000	€5,000	Hedged

Hong Kong Dollar Class A	HKD	HKD 10	Up to 5%	1.50%	HKD80,000	HKD40,000	HKD40,000	HKD40,000	Unhedged
RMB Class A	RMB	RMB 10	Up to 5%	1.50%	RMB60,000	RMB30,000	RMB30,000	RMB30,000	Unhedged
RMB Class A	RMB	RMB 10	Up to 5%	1.50%	RMB60,000	RMB30,000	RMB30,000	RMB30,000	Hedged
RMB Class Z^	RMB	RMB10	Up to 5%	1%	RMB10 million	RMB100,000	RMB100,000	RMB100,000	Unhedged
Singapore Dollar Class A	SGD	SGD10	Up to 5%	1.50%	SGD10,000	SGD5,000	SGD5,000	SGD5,000	Unhedged
Singapore Dollar Class A	SGD	SGD 10	Up to 5%	1.50%	SGD10,000	SGD5,000	SGD5,000	SGD5,000	Hedged
Sterling Pound Class A	GBP	GBP 10	Up to 5%	1.50%	GBP 10,000	GBP 5,000	GBP 5,000	GBP 5,000	Unhedged
Sterling Pound Class A	GBP	GBP 10	Up to 5%	1.50%	GBP 10,000	GBP 5,000	GBP 5,000	GBP 5,000	Hedged
United States Dollar Class A	USD	USD10	Up to 5%	1.50%	USD10,000	USD5,000	USD5,000	USD5,000	Unhedged
United States Dollar Class Z^	USD	USD10	Up to 5%	1%	USD10 million	USD100,000	USD100,000	USD100,000	Unhedged

* or such lower amount as Directors may determine at their discretion.

Any change in the minimum holding amount, minimum transaction size for subsequent investments or minimum transaction size for redemptions will be notified to Shareholders in advance.

^ Class Z are only available for subscription by institutional and/or professional investors.

3. **Base Currency**

The Base Currency shall be USD.

4. **Investment Objective**

The investment objective of the Fund is to achieve long-term capital growth by investing primarily in equities and equity-related securities in healthcare companies including pharmaceuticals, biotechnology, healthcare services and medical technology and supplies on a worldwide basis.

5. **Investment Policy**

The Fund intends to achieve its investment objective by investing primarily in equities and equity-related securities (such as convertible bonds and preference shares) in healthcare companies such as pharmaceuticals, biotechnology, healthcare services and medical technology and supplies which have a significant portion of assets, investments, production activities, trading or other business interests in the PRC or which derive a significant part of their revenue from the PRC and which are listed on stock markets on a worldwide basis, including mainland China.

The Fund may invest directly or indirectly in China A Shares and directly in China B Shares. Though investing in China A Shares is not the sole investment focus of the Fund, under certain exceptional circumstances (for example, during periods of significant upturn in the Chinese economy), the Fund may invest up to 100% of its Net Asset Value in China A Shares should the Investment Manager deem such a strategy to be prudent over any time period.

The Fund may indirectly invest in China A Shares through CAAPs, such as Participation Notes or warrants in relation to China A Shares. The Participation Notes and the warrants in relation to China A Shares are unleveraged instruments and do not embed derivatives. While generally CAAPs in which the Fund will invest will be listed on Recognised Exchanges, in certain circumstances they may be unlisted and in such circumstances, any investment will be in accordance with the Investment Restrictions set out in Appendix I to the Prospectus.

Subject to the requirements of the Central Bank, the Fund may invest directly in China A Shares via Stock Connect. The Fund may also invest up to 20% of its Net Asset Value directly in China B Shares.

The Fund may invest in securities listed or dealt in on the Recognised Exchanges listed in the Prospectus or may also invest in unlisted securities in accordance with the Central Bank Investment Restrictions set out in Appendix I of the Prospectus and may invest in cash and cash equivalents for hedging and risk management purposes. Cash equivalents include money market instruments (for example money market funds and fixed and floating rate bonds which due within one year with high investment ratings of at least BB as rated by international credit rating agencies such as Standard & Poor’s, Fitch Ratings or equivalent), bank deposits, short-term papers, treasury bills, banker’s acceptances and short-term commercial papers. The Fund may also invest in other fixed income instruments such as certificates of deposit and fixed and floating rate bonds, such as government and corporate bonds, where the bonds’ investment rating is at least CCC as rated by international credit rating agencies such as Standard & Poor’s, Fitch Ratings or equivalent. Though maintaining cash or cash equivalents is not a primary investment focus of the Fund, under certain exceptional circumstances (for example, during periods of significant downturn in the economy or political turmoil), the Fund may maintain up to 100% of its Net Asset Value in cash or cash equivalents should the Investment Manager deem such a strategy to be prudent over any time period.

Investments will be selected by the Investment Manager by identifying under-valued investments in healthcare companies which have a significant portion of assets, investments, production activities, trading or other business interests in the PRC or which derive a significant part of their revenue from the PRC, through an initial screening process. The first stage of the screening process undertaken is for the Investment Manager to use quantitative ratios (such as price to earnings ratio, price to book ratio, return on earnings, dividend yield etc.) to identify stocks that fit within the Investment Manager's value criteria. The next step of the screening process involves qualitative assessments. These qualitative assessments include company visits, management interviews, consideration of industry outlook, government policy, etc to further narrow down the research universe. The information that is reviewed typically includes annual reports, company announcements, press articles and independent/broker research reports. Finally, detailed analysis (both of quantitative factors such as profitability, valuation, earnings model and dividend yield, cash flow strength, track record and balance sheet risk; and qualitative factors such as management quality and integrity, SWOT analysis which identifies the strengths, weaknesses, opportunities and threats of a specific health care company, competitor analysis, industry 'Big Picture' analysis which provides an analysis on the industry's overall attractiveness and helps to identify the fastest growing sector of the health care industry, corporate culture review which analyses a specific company's management integrity and business strategies, and the value of hidden assets or liabilities and off-balance sheet items that the Investment Manager identifies from inconsistent balance sheet or suspicious financial ratios from a specific company's financial reports) is conducted and financial models are constructed to set target prices for each stock. Depending on the outcome of the analysis, a portfolio will be constructed which will continually be monitored and assessed and the Investment Manager will take appropriate actions to adjust the portfolio accordingly. There are no capitalisation restrictions on securities that can be held in the portfolio, but rather, selection will be determined by the availability of attractive investment opportunities.

To provide flexibility for the Investment Manager to invest in classes of securities which may have more efficient exposures to underlying assets which are consistent with the investment policy of the Fund, the Fund may also invest in units in any unit trust or shares in any mutual fund corporation or any other collective investment scheme. The total investment in collective investment schemes by the Fund will not exceed 20% of the Fund's Net Asset Value and will be made in accordance with the requirements of the Central Bank.

Financial derivative instruments may also be used by the Investment Manager to achieve the investment objective of the Fund. The Fund may invest in futures contracts, options, depository receipts, warrants and forwards for investment purposes, efficient portfolio management purposes, to indirectly gain exposure to underlying equity securities where the Investment Manager feels it is more efficient to do so or as a cheaper alternative to direct investment in that security, or for hedging purposes in accordance with the requirements of the Central Bank.

Futures include equity and fixed income futures. Exchange traded futures are contracts to buy or sell a standard quantity of a specific asset (or, in some cases, receive or pay cash based on the performance of an underlying asset, instrument or index) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange. The Investment Manager may enter into equity and fixed income futures contracts to hedge against changes in the values of underlying equity securities or to hedge against interest rate risk.

The Investment Manager may enter into single stock and index futures contracts to hedge against changes in the values of equity securities held by the Fund, or markets to which the Fund is exposed, or to hedge against currency and interest rate risk.

The Investment Manager may also use futures contracts to equitise cash or as a means of gaining exposure to particular securities or markets on a short to medium term basis in advance of making a decision to purchase a particular security or to reallocate assets on a longer term basis. In addition, the Investment Manager may use futures to reduce exposure to a market in advance of raising cash from asset sales to fund redemptions from the Fund.

For the purposes of hedging market and currency risks, the Fund may invest in index and currency swaps and currency forwards. Forward foreign exchange contracts may be used to hedge the value of the Hedged Share Classes in the Fund against changes in the exchange rate between the currency of denomination of the Hedged Share Class of Shares and the Base Currency of the Fund.

Call options may be used to gain exposure to specific securities and put options may be used to hedge against downside risk. Options may also be purchased to hedge against currency and interest rate risk and the Investment Manager may write put options and covered call options to generate additional revenues for the Fund. The Investment Manager will not write uncovered call options. The Fund does not intend to use exotic types of options.

Depositary Receipts are certificates issued by a depository bank or investment bank, representing shares held by the bank, usually by a branch or in the country of issue of the shares, which trade independently from the shares. The Fund will use Depositary Receipts such as American Depositary Receipts (“ADRs) and Global Depositary Receipts (“GDRs”). ADRs are negotiable certificates that are claims on shares in non-US companies. GDRs are negotiable certificates that are claims on shares in companies traded on their domestic markets, in this case the Fund will in particular use Singapore GDRs. The GDRs are traded in global markets and may be issued simultaneously in multiple foreign markets

The Fund may purchase warrants to provide an efficient, liquid mechanism for taking positions in securities without the need to purchase and hold the security.

The Fund will be leveraged through the use of the above financial derivative instruments. The leveraged exposure of the Fund through the use of these derivatives will not exceed 100% of the Net Asset Value of the Fund under the commitment approach.

6. Risk Management Process

The Company will employ a risk management process based on the commitment approach which will enable it to accurately monitor, measure and manage the risks attached to financial derivative positions - details of this process have been provided to the Central Bank. The Company will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to the Central Bank. The Company will provide, upon request by Shareholders, supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

7. **Offer**

The following classes: Australian Dollar Class A, Australian Dollar Class A (Hedged), Canadian Dollar Class A, Canadian Dollar Class A (Hedged), Euro Class A, Euro Class A (Hedged), Hong Kong Dollar Class A, RMB Class A, RMB Class A (Hedged), RMB Class Z, Singapore Dollar Class A, Singapore Dollar Class A (Hedged), Sterling Pound Class A, Sterling Pound Class A (Hedged), United States Dollar Class A and United States Dollar Class Z shares will be initially offered to investors from 9:00 am on 23 March 2015 until 5:00 pm on 30 March 2015 (the “initial offer period”) at the Initial Price, and subject to acceptance of applications for Shares by the Company, such Shares will be issued for the first time on the first Dealing Day after expiry of the initial offer period.

The initial offer period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received, and otherwise on a quarterly basis. After closing of the initial offer period, Shares in the Fund will be issued at the Net Asset Value per Share.

Additional information in respect of Share subscriptions and redemptions is set out below.

8. **Application, Redemption and Conversion via an Electronic Dealing Provider**

Where an electronic dealing provider is used by an investor to invest in the Shares of any Class, or such investor holds interests in the Shares of any Class through accounts with an electronic dealing provider, such investor will only receive payments in respect of redemption and/or any dividends attributable to the Shares on the basis of the arrangements entered into by the investor with the electronic dealing provider. Furthermore, any such investor will not appear on the register of Shareholders, will have no direct right of recourse against the Fund and must look exclusively to the electronic dealing provider for all payments attributable to the relevant Shares. The Company will recognise as Shareholders only those persons who are at any time shown on the register of Shareholders for the purposes of: (i) the payment of dividends and other payments due to be made to Shareholders (as applicable); (ii) the circulation of documents to Shareholders; (iii) the attendance and voting by Shareholders at any meetings of Shareholders; and (iv) all other rights of Shareholders attributable to the Shares. None of the Company, the Investment Manager, the Administrator, the Custodian or any other person will be responsible for the acts or omissions of the electronic dealing provider, nor make any representation or warranty, express or implied, as to the services provided by the electronic dealing provider.

9. **Redemption of Shares**

The redemption price per Share in the Fund shall be the Net Asset Value per Share. The Directors are entitled to charge a redemption fee of up to 3% of the Net Asset Value per Share.

In the event of a redemption fee being charged, Shareholders should view their investment as medium to long term. Where Shares are being redeemed by a Shareholder within six months of purchase, the redemption fee of 3% will be charged. Where Shares are being redeemed by a Shareholder after six months of purchase, the Directors do not currently intend to charge a redemption fee, however, should the Directors decide to introduce a redemption fee, they will give not less than one month's notice to Shareholders of their intention to do so and this supplement shall be updated accordingly. Any such redemption fee will be no more than 3% of the Net Asset Value per Share.

In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding amount, the Company may, if it thinks fit, redeem the whole of the Shareholder's holding.

Redemption proceeds in respect of Shares will normally be paid within four (4) Business Days after the relevant Dealing Day, provided that all the required documentation has been furnished to and received by the Administrator.

10. **Hedged Share Classes**

The following Classes of Shares will be hedged against exchange rate fluctuation risks between the denominated Class currency and the Base Currency of the Fund: the Australian Dollar Class A (Hedged) shares, the Canadian Dollar Class A (Hedged) shares, the Euro Class A (Hedged) shares, the RMB Class A (Hedged) shares, the Singapore Dollar Class A (Hedged) shares and the Sterling Pound Class A (Hedged) shares (each a "Hedged Share Class"). Any financial instruments used to implement such strategies with respect to one or more Hedged Share Classes shall be assets/liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on, and the costs of, the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Hedged Share Class may not be combined with, or offset against, that of any other Class of a Fund. The currency exposure of the assets attributable to a Hedged Share Class may not be allocated to other Classes. Where the Investment Manager seeks to hedge against currency fluctuations, while not intended, may result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However, over-hedged positions will not exceed 105% of the Net Asset Value and hedged positions will be kept under review to ensure that positions in excess of 100% of the Net Asset Value will not be carried forward from month to month. To the extent that hedging is successful for a particular Hedged Share Class, the performance of that Class is likely to move in line with the performance of the underlying assets with the result that Shareholders in that Hedged Share Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the particular Fund are denominated.

It is intended that the currency hedging strategy which will be employed will be based on the most up-to-date information in relation to the Net Asset Value of the Fund, and will also take into account future transactions relating to Shareholder activity that will be processed through each Share Class in the Fund as at the relevant Valuation Point. The currency hedging strategy will be monitored and adjusted in line with the valuation cycle at which Shareholders are able to subscribe and redeem from the Fund.

11. Dividend Policy

Each of the share classes will be accumulating non distributing Shares.

The Fund is an accumulating Fund and, therefore, it is not currently intended to distribute dividends to the Shareholders. The income and earnings and gains of the Fund will be accumulated and reinvested on behalf of Shareholders.

12. Suspension of Dealing

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares and requests for redemption and/or conversion will be considered and processed as at the next Dealing Day following the ending of such suspension.

13. Fees and Expenses

The fees and operating expenses of the Company are set out in detail under the heading "Fees and Expenses" in the Prospectus.

Administrator's Fees

Accounting and Portfolio Valuation Services

The Company shall pay to the Administrator out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates:

- 10bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value up to USD 500 million,
- 8bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 500 million to USD 1 billion,
- 6bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 1 billion,

subject to a monthly minimum fee of USD 6,000 for the first share class and a monthly minimum fee of USD 250 for each additional share class borne by the Fund (plus VAT, if any thereon).

In respect of its financial statements production/reporting, the Administrator is entitled to a flat fee of USD 2,500 per annum for the Fund. The Administrator is entitled to an annual fee of USD3,600 for the Company in respect of UCITS reporting. This fee is in respect of the provision of reporting at board meetings, reporting of total expenses ratios and turn over reports as required by the Fund and the Fund will bear its proportion of such fee payable to the Administrator.

Transfer Agency Services

The Administrator is entitled to maintenance fees for setting up the Company, the Fund and the Share Classes on the system and providing support to future changes at the following rates:

- Fund Maintenance charge of USD8,000 per annum; and
- New account set up charge of USD150 per account.

The Administrator is entitled to a Shareholder servicing fee for the opening of shareholder accounts, KYC and AML checking, registration of client details, registration of broker details, supporting changes to client information, monthly account statements, pledges and storing of original documents at a rate not exceeding USD60 per Shareholder.

The Administrator is entitled to transaction fees at a rate not exceeding USD30 per transaction for orders (including subscription, redemption, transfer and conversion orders). The Administrator is entitled to a cash management fee for setting up the Company, the Fund and the Share Classes on the system and providing support to future changes at a rate not exceeding USD30 per transaction.

The Administrator shall also be entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses incurred on behalf of the Fund which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

Passive Hedging Calculation Agent Fees

The Passive Hedging Calculation Agent will receive out of the assets of the Fund a monthly fee of 1.5bps of the Net Asset Value per hedged class.

Custodian's Fees

Custodian Supervisory Fee

The Custodian shall be entitled to receive out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates:

- 3bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value up to USD 1 billion,
- 2bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 1 billion,

subject to a monthly minimum fee of USD 3,500 borne by the Fund (plus VAT, if any thereon).

The Custodian shall also be entitled to be repaid all of its disbursements out of the assets of the Fund, including legal fees, couriers' fees, transaction charges and telecommunication costs and expenses and the fees, transaction charges and expenses of any sub-custodian appointed by it which shall be at normal commercial rates together with VAT, if any, thereon.

The Fund will bear its proportion of the fees and expenses of the Custodian.

Investment Manager Fees

The Company shall pay the Investment Manager, out of the assets of the Fund, an annual fee accrued at each Valuation Point and payable monthly in arrears at a rate of up to 1.50% per annum of the Net Asset Value of the Fund. Any increase in this fee shall be within the maximum level permitted in the Prospectus and will be notified to Shareholders in advance.

Establishment Expenses

The fees and expenses relating to the establishment and approval of the Fund, including the fees of the Company's professional advisers, the fees and expenses incurred with respect to registering the Shares of the Fund for sale in various markets prior to the approval of the Fund, new Fund inception costs charged by the Administrator and the expenses associated with the issue of Shares, including the costs incurred in connection with the preparation and publication of this Supplement, and all legal and printing costs amounted to €46,000. These fees and expenses are being paid out of the assets of the Fund and amortised over the first five years of the Fund's operation or such other period and in such manner as the Directors may in their discretion determine.

Performance Fee

The Investment Manager is entitled to receive an annual performance fee, calculated on a high-on-high basis, if the Net Asset Value per Share as at the Performance Fee Valuation Day (prior to the deduction of any provision for any performance fee and any distribution declared or paid in respect of that performance period) exceeds the preceding high watermark, being the higher of:

(a) the Initial Price of the relevant Class; and

(b) the Net Asset Value per Share as at the Performance Fee Valuation Day of the preceding performance period in respect of which a performance fee was last paid to the Investment Manager (after deduction of all fees including any performance fee and any distribution declared or paid in respect of that preceding performance period).

The rate of performance fee payable is 15.0 per cent and is calculated by multiplying this fee rate by such excess of the Net Asset Value per Share and the preceding high watermark, multiplied by the average of the number of Shares of the Company in issue on each Valuation Day in the relevant performance period.

The first performance period shall be the period from the first Business Day following the close of the initial offer period to the Performance Fee Valuation Day in the year 2015. Thereafter, the relevant performance period shall be the period commencing on the date immediately following each Performance Fee Valuation Day and ending on the next following Performance Fee Valuation Day.

- Any performance fee payable shall be paid within 30 Business Days after the end of the relevant performance period. The performance fee shall be deemed to accrue on each Valuation Day throughout the relevant performance period. In the event that the Company is terminated or the Investment Manager is removed on a day other than a day when the Investment Manager's entitlement to the performance fee is determined as described above, then, an amount equal to the performance fee deemed to accrue on that day (if any) shall be payable to the Investment Manager.

The performance fee shall be calculated by the Administrator and verified by the Custodian monthly.

As the performance fee is based on net realised and net unrealised gains and losses as at the end of each performance period and as a result, the performance fee may be paid on unrealised gains which may subsequently never be realised.

Sales Charge

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount. Such sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge.

14. PRC Tax Status

In connection with investment in PRC securities, various PRC taxes may be imposed on the Fund. The following statements do not constitute tax advice and are intended only as a general guide to current PRC law as at the date of this document (PRC law and PRC taxes are subject to change at any time, possibly with retrospective effect). These statements relate only to certain limited aspects of the PRC taxation treatment of the Fund. Investors should consult their own tax advisor with regard to PRC tax implications associated with an investment in the Company.

Risks associated with PRC taxation

By investing in equity securities (including China A Shares and China B Shares) issued by PRC tax resident enterprises, irrespective of whether such securities are issued or distributed onshore or offshore the Fund may be at risk of being subject to PRC taxes.

PRC Corporate Income Tax ("CIT")

If the Company or the Fund is considered as a tax resident enterprise of the PRC, it will be subject to CIT at 25% on its worldwide taxable income. If the Company or the Fund is considered a non-tax resident enterprise with an establishment or place of business ("PE") in the PRC, the profits and gains attributable to that PE would be subject to PRC CIT at 25%.

The Directors intend to manage and operate the Company and the Fund in such a manner that the Company should not be treated as tax resident enterprises of the PRC or non-tax resident enterprises with PE in the PRC for CIT purposes, although this cannot be guaranteed. As such, it is expected that the Company should not be subject to CIT on an assessment basis and would only be subject to CIT on a withholding basis ("WIT") to the extent that the Company directly derives PRC sourced income in respect of its investments in PRC securities.

Interest / dividend

The Directors understand pursuant to information provided by the Investment Manager who has consulted professional and independent tax adviser that unless a specific exemption or reduction is available under current PRC tax laws and regulations or relevant tax treaties, non-tax resident enterprises without PE in the PRC are subject to PRC WIT, generally at a rate of 10%, to the extent it directly derives PRC sourced passive income. In that respect, the Fund's income from interests, dividends and profit distributions from PRC tax enterprise received by the Fund is generally subject to PRC WIT at a rate of 10%, unless such WIT is subject to reduction or exemption in accordance with an applicable tax treaty signed with the PRC.

In respect of interests, under the PRC CIT Law and regulations, interest derived from government bonds issued by the PRC State Council's finance departments and/or local government bonds approved by the PRC State Council is exempt from PRC income tax.

Capital gains

(i) Capital gains realised from trading of China B Shares

Under current PRC tax law, there are no specific rules or regulations governing the taxation of the disposal of these securities. Hence, the tax treatment for investment in China B Shares is governed by the general taxing provisions of the CIT Law. Under such general taxing provision, the Company could be technically subject to 10% WIT on the PRC sourced capital gains, unless exempt or reduced under relevant double tax treaties.

However, for China B Shares invested by the Fund directly, there may be practical difficulty for the PRC tax authorities to impose and collect WIT on such capital gains. The 10% WIT has not been strictly enforced by local tax bureau on capital gains derived by non-PRC tax resident enterprises from the trading of these securities with sales and purchase effected through stock exchanges.

The Directors, pursuant to information provided by the Investment Manager who has consulted professional and independent tax adviser, have not made and currently have no intention to make provision in respect of WIT on capital gains on trading of China B Shares as the potential impact of the imposition of such tax liability is considered immaterial and the possibility of the imposition of such tax liability is considered remote. The Investment Manager will monitor the situation and report to the Directors and if, in the opinion of the Directors based on the information provided by the Investment Manager, a provision is warranted, the change will be implemented by the Investment Manager and Shareholders will be notified of the change.

(ii) Capital gains realised from trading of China A Shares through Stock Connect

Pursuant to the "Notice about the tax policies related to Shanghai-Hong Kong Stock Connect" (Caishui [2014] No.81) (**Notice No. 81**) jointly promulgated by the Ministry of Finance of the PRC (the **MOF**), the State Administration of Taxation of the PRC (**SAT**) and the China Securities Regulatory Commission (**CSRC**) on 14 November 2014, PRC CIT will be temporarily exempted on capital gains realised by overseas investors (including the Fund) on the trading of China A Shares through Stock Connect. On the basis of Notice No. 81 and having consulted professional and independent tax adviser, no provision in respect of WIT on gross realised and unrealised capital gains derived by the Fund on trading of China A Shares through Stock Connect will be made by the Directors on behalf of the Fund. Please note that the tax exemption granted under Notice No. 81 is temporary.

(iii) Capital gains derived from funds that invest in PRC securities

The Fund may invest in funds that invest in PRC securities. Such funds may or may not withhold WIT equal to 10% of any potential capital gains which may be payable on a sale of such PRC securities. Any such withholding by a fund would be reflected in the net asset value of the relevant fund and, therefore, in the Net Asset Value of the Fund on any Valuation Day. Where a fund has no such withholding or insufficient withholding, any retrospective enforcement and/or changes in PRC tax law relating to WIT on capital gains on the sale of PRC securities may adversely affect the net asset value of the relevant fund and, therefore, the Net Asset Value of the Fund.

In this regard, any PRC tax liability may, if it arises, be payable by the funds that invest in PRC securities. However, under the terms of the arrangement between the Fund and the funds that invest in PRC securities, the funds may pass on any tax liability to the Fund. Such tax charges would likely be recharged to, and borne by, the Fund under contractual agreement with the funds. As such, the Fund is the ultimate party which bears the risks relating to any PRC taxes what are so levied by the relevant PRC tax authority.

(iv) Tax Provision

It should be noted that the existing tax laws, regulations and practices may be revised or amended in the future, with the possibility that such changes will be applied with retrospective effect. In order to meet the potential tax liability for capital gains, the Directors reserve the right to provide for WIT on such gains or income and withhold the tax for the account of the Fund.

If it transpires that the Fund is subject to actual tax liabilities, in respect of which the Company had not made any provision, investors should note that the Net Asset Value of the Fund may be lowered, as the Fund will ultimately have to bear the full amount of tax liabilities. In this case, the additional tax liabilities will only impact Shares in issue at the relevant time, and the then existing Shareholders and subsequent Shareholders will be disadvantaged as such Shareholders will bear, through the Fund, a disproportionately higher amount of tax liabilities as compared to that borne by persons who have already redeemed their Shares in the Fund. On the other hand, the actual tax liabilities may be lower than the tax provision made (if any). In that case, those persons who have already redeemed their Shares before the actual tax liabilities are determined will not be entitled or have any right to claim any part of such overprovision and as such may be disadvantaged.

Business Tax ("BT") and other surtaxes

The revised PRC Provisional Regulations of Business Tax (**BT Law**) which came into effect on 1 January 2009 stipulates that gains derived by taxpayers from the trading of marketable securities would be subject to BT at 5%.

Notice No. 81 stipulates that BT will be temporarily exempted on capital gains derived by overseas investors (including the Fund) on the trading of China A Shares through Stock Connect.

No specific exemptions have been announced on whether BT is chargeable in respect of capital gains derived from trading of China B Shares by foreign enterprises. In the absence of specific exemptions, foreign enterprises may be subject to BT at the rate of 5% in respect of gains derived from the trading of China B Shares in China. In practice, BT has not been actively enforced by PRC tax authorities on capital gains derived by non-PRC tax resident enterprises (including the Fund) from the trading (i.e. both purchases and sales) of China B Shares.

Dividend income or profit distributions on equity investment derived from China are not included in the taxable scope of BT.

If BT is applicable, there are also other surtaxes (which include Urban Construction and Maintenance Tax, Education Surcharge and Local Education Surcharge) that would also be charged at an amount as high as 12% of the 5% BT payable (or an additional 0.6%). In addition, there may also be other local levies such as flood prevention fee, commodity reconciliation fund and water conservancy fund, depending on the location of the PRC companies.

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 certain taxable documents executed or received in the PRC, including the contracts for the sale of China A Shares and China B Shares traded on the PRC stock exchanges. In the case of contracts for sale of China A Shares and China B Shares, such stamp duty is currently imposed on the seller but not on the purchaser, at the rate of 0.1%.

No PRC Stamp Duty is expected to be imposed on non-tax resident holders of fund units, either upon subscription or upon a subsequent redemption of such fund units.

General

It should also be noted that the actual applicable tax rates imposed by the SAT may change from time to time. It should also be noted that the prevailing PRC tax regulations specified that the tax exemption on capital gains derived from the trading of China A Shares from 17 November 2014 onwards is temporary. There is a possibility of the PRC tax rules, regulations and practice being changed and taxes being applied retrospectively. As such, any provision for taxation made by the Directors may be excessive or inadequate to meet final PRC tax liabilities. Consequently, Shareholders may be advantaged or disadvantaged depending upon the final tax liabilities, the level of provision and when they subscribed and/or redeemed their Shares.

If the actual applicable tax rate levied by SAT is higher than that provided for by the Directors so that there is a shortfall in the tax provision amount, investors should note that the Net Asset Value of the Fund may suffer more than the tax provision amount as the Fund will ultimately have to bear the additional tax liabilities. In this case, the then existing and new Shareholders will be disadvantaged. On the other hand, if the actual applicable tax rate levied by SAT is lower than that provided for by the Directors so that there is an excess in the tax provision amount, Shareholders who have redeemed their Shares before SAT's ruling, decision or guidance in this respect will be disadvantaged as they would have borne the loss from the Company's overprovision. In this case, the then existing and new Shareholders may benefit if the difference between the tax provision and the actual taxation liability under that lower tax rate can be returned to the account of the Fund as assets thereof. Notwithstanding the above provisions, Shareholders who have already redeemed their Shares in the Fund before the return of any overprovision to the account of the Fund will not be entitled or have any right to claim any part of such overprovision.

Shareholders should seek their own tax advice on their tax position with regard to their investment in the Fund.

It is possible that the current tax laws, regulations and practice in the PRC will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher taxation on PRC investments than currently contemplated.

15. Risk Factors

The attention of investors is drawn to the "Risk Factors" section in the Prospectus. In addition, the following Risk Factors are specific to the Fund.

General

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. Such risks are political, economic and environmental. They are additional to the normal risks inherent in investing in securities. In addition, owing to the investment objectives and policies of the Fund, investment in the Funds may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a medium to high level of volatility. However, the Investment Manager will strive to limit the volatility of the Fund's returns.

In addition to the general risk factors set out above, investors should also note the following in relation to investments made by the Fund.

Currency Exchange Risk

As the Base Currency of the Fund is USD, the performance of the assets of the Fund will be affected by movements in the exchange rates between the currencies in which the assets are held and the Base Currency of the Fund, and any changes in exchange control regulations may cause difficulties in the repatriation of funds. The Fund may, but is not obliged to, seek to hedge foreign currency risks. However, even if undertaken, such hedging may be ineffective and may even be counter-productive due to the foreign exchange controls in some of the countries. On the other hand, failure to hedge foreign currency risks may result in the Fund suffering from exchange rate fluctuations.

Performance of Underlying Investments

It should be appreciated that because the value of Shares in the Fund, and income from them (if any), is primarily based on investments in the securities of the healthcare related companies, the value of the Shares in the Fund will rise or fall as a result of fluctuations in the value or performance of such underlying securities.

High Growth Industry Related Risks

The Fund may have significant investments in the securities of high growth companies. It is noted that these securities may be very volatile. In addition, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the development stages of their businesses, have limited ability to protect their rights to certain patents, copyrights, trademarks and other trade secrets, or be otherwise adversely affected by the extremely competitive markets in which many of their competitors operate.

PRC Governmental, Economic and Related Considerations

The PRC economy has been a planned economy since 1949. One, five and ten-year state plans are adopted by the PRC Government in connection with the development of the economy. Although state-owned enterprises still account for a substantial portion of the PRC's industrial output, the state, in general, is reducing the level of direct control which it exercises over the economy through state plans and other measures, and there is an increasing degree of liberalisation in areas such as allocation of resources, production, pricing and management and a gradual shift in emphasis to a “socialist market economy”.

During the past 15 years, the PRC Government has been reforming the economic systems of the PRC, and these reforms are expected to continue. Many of the reforms are unprecedented or experimental and are expected to be refined or changed. Other political, economic and social factors could also lead to further readjustments to the reform measures. The Fund’s operations and financial results could be adversely affected by adjustments in the PRC’s state plans, political, economic and social conditions, changes in the policies of the PRC government such as changes in laws and regulations (or the interpretation thereof), measures which may be introduced to control inflation, changes in the rate or method of taxation, imposition of additional restrictions on currency conversion and the imposition of additional import restrictions. Furthermore, a portion of the economic activity in the PRC is export-driven and, therefore, is affected by developments in the economies of the PRC’s principal trading partners.

The PRC economy has experienced significant growth in the past ten years, but such growth has been uneven both geographically and among the various sectors of the economy. The PRC Government has implemented various measures from time to time to control inflation and to regulate economic expansion with a view to preventing overheating of the economy.

The transformation from a centrally planned, socialist economy to a more market-orientated economy has also resulted in many economic and social disruptions and distortions. Many of the PRC economic reforms are unprecedented or experimental and are subject to adjustment and modification, and such adjustment and modification may not always have a positive effect on foreign investment in joint stock companies in the PRC or in listed securities such as China A and China B Shares. Moreover, there can be no assurance that the economic and political initiatives necessary to achieve and sustain such a transformation will continue or, if such initiatives continue and are sustained, that they will be successful.

Political changes, social instability and adverse diplomatic developments in the PRC could result in the imposition of additional government restrictions including expropriation of assets, confiscatory levels of taxation, currency blockage or nationalisation of some or all of the property held by the underlying issuers of the China A Shares. Any occurrence could adversely affect the interests of the Fund.

Investing in the PRC subjects the Fund to a higher level of market risk than investments in a developed country. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, settlement risk, greater risk of market shut down or stock suspension, imposition of trading band limits and more governmental limitations on foreign investment than those typically found in developed markets.

Risks of investing in China A Shares

PRC securities markets risk: The securities markets in the PRC, including the China A Share markets, are still in a stage of development, and may be characterised by higher liquidity risk than markets in more developed countries, which may in turn result in higher transaction costs and price volatility. In addition, the PRC’s securities markets are undergoing a period of growth and change, which lead to uncertainties and potentially result in difficulties in the settlement and recording of transactions and in interpreting and applying the relevant regulations. The PRC's regulatory authorities have only recently been given the power and duty to prohibit fraudulent and unfair market practices relating to securities markets, such as insider trading and market abuse, and to regulate substantial acquisitions of shares and takeovers of companies. All of these factors may lead to a higher level of volatility and instability associated with the PRC securities markets relative to more developed markets.

Government intervention and restrictions risk: The liquidity and price volatility associated with China A Share markets are subject to greater risks of government intervention (for example, to suspend trading in particular stocks) and imposition of trading band restrictions for all or certain stocks from time to time. In addition, China A Shares traded in the PRC are still subject to trading band limits that restrict maximum gain or loss in stock prices, which means the prices of stocks may not necessarily reflect their underlying value. Such factors may affect the performance of the Fund, and the subscription and redemption of Shares may also be disrupted.

Accounting and reporting standards risk: PRC companies are required to follow PRC accounting standards and practice which follow international accounting standards to a certain extent. However, the accounting, auditing and financial reporting standards and practices applicable to PRC companies may be less rigorous, and there may be significant differences between financial statements prepared in accordance with the PRC accounting standards and practice and those prepared in accordance with international accounting standards. As the disclosure and regulatory standards in the PRC are less stringent than in more developed markets, there might be substantially less publicly available information about issuers in the PRC on which the Investment Manager can base investment decisions.

PRC Tax Risk

By investing in (i) China A Shares via CAAPs, and (ii) China B Shares issued or listed offshore by PRC issuers, the Company may be subject to PRC taxes.

(i) China A Shares via CAAPs

Dividends

Under the CITL and its detailed implementation rules, dividends derived from the China A Shares invested via CAAPs by the Fund are subject to PRC WIT at a rate of 10 per cent, unless a specific exemption or reduction is available.

Capital gains

Any tax on capital gains levied on China A Shares via CAAPs and payable by the relevant CAAPs issuers may be passed on to the Company in respect of the Fund to the extent that the tax is attributable to the CAAPs issuers' trading gains on the China A Shares via CAAPs purchased by the Company. Certain CAAP issuers have indicated their intention to withhold an amount equal to 10 per cent of any gains representing the PRC tax in respect of any capital gains which would be payable on an actual sale of the underlying China A Shares linked to the

CAAPs issued to the Company. The amounts withheld should generally be retained for a period of 5 years by the CAAP issuers, pending further clarification of the tax rules and tax collection measures adopted by the PRC authorities. If the tax withheld by the CAAP issuers is inadequate to meet final PRC tax liabilities on capital gains, the CAAP issuers may pass on the additional tax liabilities to the Company upon the disposal of the China A Shares and this tax liability is withheld by the issuers of CAAPs upon such disposal, and may therefore result in a decrease in the value of the Fund.

The tax laws, regulations and practice in the PRC are constantly changing, and they may be changed with retrospective effect. The PRC tax rules and practices in relation to CAAPs are new and their implementation is not tested and is uncertain. As such, any provision for taxation made by the Investment Manager may be excessive or inadequate to meet final PRC tax liabilities on capital gains derived from indirect China A Shares investments through CAAPs. Any excessive provision or inadequate provision for such taxation may impact on the performance and hence the Net Asset Value of the Fund during the period of such excessive or inadequate provision. Consequently, Shareholders may be advantaged or disadvantaged depending upon the final outcome of how capital gains from indirect China A Shares investments through CAAPs will be taxed, the level of tax provision and when the Shareholders subscribed and/or redeemed their Shares in/from the Fund.

PRC Securities Markets

The national regulatory and legal framework for capital markets and joint stock companies in the PRC is still developing when compared with those of developed countries. The PRC securities markets, including the Shanghai Stock Exchange and Shenzhen Stock Exchange, are undergoing a period of growth and change which may lead to difficulties in the settlement and recording of transactions and interpreting and applying the relevant regulations. In addition, the regulation of, and enforcement activity in, the PRC securities markets may not be equivalent to markets in OECD Countries. There may not be equivalent regulation and monitoring of the PRC securities market and activities by investors, brokers and other participants to that in certain OECD markets. Investments in the PRC will be sensitive to any significant change in political, social or economic policy in the PRC. Such sensitivity may, for the reasons specified above, adversely affect the capital growth and thus the performance of these investments. The PRC government's control of currency conversion and future movements in exchange rates may adversely affect the operations and financial results of the companies invested in by the relevant Fund. In light of the above mentioned factors, the price of China A or China B shares may fall significantly in certain circumstances.

PRC Tax Risk

It is possible that the current tax laws, regulations and practice in the PRC will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher or lower taxation on PRC investments than currently contemplated.

The Fund may be exposed to risks associated with changes in current PRC tax laws, regulations and practice, which may have retrospective effect and may have either an adverse or a positive effect on the asset value of the Fund. Various tax reform policies have been implemented by the PRC government in recent years, and existing tax laws and regulations may be revised or amended in the future. There is a possibility that the current tax laws, regulations and practice in the PRC will be changed with retrospective effect in the future and any such change may have either an adverse or a positive effect on the asset value of the Fund. Moreover, there is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished and the existing tax laws and regulations will not be revised or amended in the future. Any changes in tax policies may reduce the after-tax profits of the companies in the PRC which the Fund may invest in, thereby reducing the income from, and/or value of the Shares, or it may increase such profits, thereby increasing the income from, and/or value of the Shares. Investors may be advantaged or disadvantaged depending upon the availability of a definitive tax assessment or the issue of announcements or regulations by the competent authorities promulgating definitive tax assessment rules, the level of tax provision accrued by the Fund and when they subscribed and/or redeemed their shares in/from the Fund.

Trading Volumes and Volatility

The Shanghai Stock Exchange and Shenzhen Stock Exchange have lower trading volumes than most OECD exchanges and the market capitalisations of listed companies are small compared to those on more developed exchanges in developed markets. The listed equity securities of many companies in the PRC are accordingly materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of OECD Countries. Government supervision and regulation of the PRC securities market and of quoted companies is also less developed than in many OECD Countries. In addition, there is a high measure of legal uncertainty concerning the rights and duties of market participants as compared to investments made through securities systems of established markets.

The PRC stock market has in the past experienced substantial price volatility and no assurance can be given that such volatility will not occur in the future. The above factors could negatively affect the Fund's Net Asset Value, the ability to redeem Shares and the price at which the Shares may be redeemed.

Custody Risk

In a limited number of markets, such as the PRC, where a no failed trade policy is standard market practice, assets may be assigned, transferred, exchanged or delivered without the prior approval of the Custodian or its agent. Once a sale order is placed in relation to assets of the Fund, by virtue of the operation of the settlement system within those markets, those assets will automatically move from custody of the Custodian without the need for the prior approval of the Custodian. Where this occurs the consideration for those assets is remitted to the entity releasing the assets.

RMB currency risk

The Fund's investments are primarily denominated in the RMB. The RMB is not freely convertible and subject to exchange controls and restrictions. There is no guarantee that RMB will not depreciate. Investors whose assets and liabilities are predominantly in currencies other than RMB should take into account the potential risk of loss arising from fluctuations in value between such currencies and the RMB as well as associated fees and charges.

Risks linked with dealing in securities in China via Stock Connect

Subject to the requirements of the Central Bank, the Fund may seek exposure to stocks issued by companies listed on China stock exchanges via Stock Connect. Stock Connect is a new trading programme that links the stock markets in Shanghai and Hong Kong and may be subject to additional risk factors. The relevant regulations are untested and subject to change. The programme is subject to quota limitations which may restrict the Fund's ability to invest in China A Shares through the programme on a timely basis and as a result, the Fund's ability to access the China A Shares market (and hence to pursue its investment strategy) will be adversely affected. Where a suspension in the trading through the Stock Connect is effected, the Fund's ability to access the PRC market will be adversely affected. The PRC regulations impose certain restrictions on selling and buying. Hence the Fund may not be able to dispose of holdings of China A Shares in a timely manner. Also, a stock may be recalled from the scope of eligible stocks for trading via the Stock Connect. This may adversely affect the investment portfolio or strategies of the Fund, for example, when the Investment Manager wishes to purchase a stock which is recalled from the scope of eligible stocks. Due to the differences in trading days, the Fund may be subject to a risk of price fluctuations in China A Shares on a day that the PRC stock market is open for trading but the Hong Kong stock market is closed.

Investors in Hong Kong and Mainland China can trade and settle shares listed on the other market via the exchange and clearing house in their home market. Stock Connect is subject to quota limitations, which may restrict a Fund's ability to deal via Stock Connect on a timely basis. This may impact the Fund's ability to implement its investment strategy effectively. Initially, the scope of Stock Connect includes all constituent stocks of the SSE 180 Index and the SSE 380 Index and all China A Shares dual-listed on the SSE and SEHK. Investors should note that a security may be recalled from the scope of Stock Connect. This may adversely affect the Fund's ability to meet its investment objective, e.g. when it wishes to purchase a security which is recalled from the scope of Stock Connect. The China A Shares traded through Stock Connect are issued in scripless form, so investors will not hold any physical China A Shares.

Under Stock Connect, China A Shares listed companies and trading of China A Shares are subject to market rules and disclosure requirements of the China A Shares market. Any changes in laws, regulations and policies of the China A Shares market or rules in relation to Stock Connect may affect share prices. Foreign shareholding restrictions and disclosure obligations are also applicable to China A Shares.

The Investment Manager will be subject to restrictions on trading (including restriction on retention of proceeds, maximum cross-boundary investment quota and a daily quota) in China A Shares as a result of its interest in the China A Shares. The Investment Manager is solely responsible for compliance with all notifications, reports and relevant requirements in connection with their interests in China A Shares.

Under the current Mainland China rules, once an investor holds up to 5% of the shares of a company listed on the SSE, the investor is required to disclose his interest within three working days and during which he cannot trade the shares of that company. The investor is also required to disclose any change in his shareholding and comply with related trading restrictions in accordance with the Mainland China rules. Overseas investors holding China A Shares via Stock Connect are subject to the following restrictions (i) shares held by a single foreign investor (such as the Company) investing in a listed company must not exceed 10% of the total issued shares of such listed company; and (ii) total shares held by all foreign investors (i.e. Hong Kong and overseas investors) who make investment in a listed company must not exceed 30% of the total issued shares of such listed company. If the shareholding of a single investor in a China A Share listed company exceeds the above restrictions, the investor would be required to unwind his position on the excessive shareholding according to a last-in-first-out basis within a specific period.

Trading in securities through the Stock Connect may be subject to clearing and settlement risk. If the PRC clearing house defaults on its obligation to deliver securities / make payment, the Fund may suffer delays in recovering its losses or may not be able to fully recover its losses.

According to existing Mainland China practices, the Fund as a beneficial owner of China A Shares traded via Stock Connect cannot appoint proxies to attend shareholders' meetings on its behalf.

30th May, 2016

SUPPLEMENT 4 – Value Partners Asia Dividend Stocks Fund
Dated 29th March 2016
to the Prospectus issued for Value Partners Ireland Fund plc

This Supplement contains information relating specifically to the Value Partners Asia Dividend Stocks Fund (the "Fund"), a sub fund of Value Partners Ireland Fund plc (the "Company"), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the "Central Bank") on 20th April, 2012 as a UCITS pursuant to the UCITS Regulations. As at the date of this Supplement, the Company has five sub-funds in existence: the Value Partners Classic Equity Fund, the Value Partners Multi-Asset Income Fund, the Value Partners Health Care Fund, the Value Partners Asia Dividend Stocks Fund and the Value Partners Greater China Equity Fund (the "Funds").

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 1st December, 2014 (the "Prospectus").

The Directors of the Company whose names appear in the Prospectus under the heading "Management and Administration" accept responsibility for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplement and in the Prospectus at the date of publication is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

The Fund may invest substantially in deposits with credit institutions. The Fund may invest substantially in cash or cash equivalents. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities, or any bank guarantee. Shares in the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares is capable of fluctuation.

The Fund may invest in securities which are below investment grade and may invest in emerging markets and accordingly investment in the Fund should not constitute a substantial portion of an investor's investment portfolio and may not be an appropriate for all investors.

The Company may pay distributions to Shareholders out of the assets of a Fund. The effect of this is that capital will be eroded to allow dividends to be paid, thereby reducing the potential for future capital growth. This cycle may continue until all capital is depleted.

The difference at any one time between the sale price (to which may be added a sales charge) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.

Investors should read and consider the section of the Supplement entitled "Risk Factors" before investing in the Fund.

Profile of a Typical Investor: Investment in the Fund is suitable only for these persons and institutions for whom such investment does not represent a complete investment programme, who understand the degree of risk involved and balance that suitability based upon investment objectives and financial needs. The Fund has a medium to high level of volatility, and accordingly investment is more suitable for long-term investors.

1. Interpretation

The expressions below shall have the following meanings:

"Business Day"	means any day which is a business day in Dublin and Hong Kong. For the avoidance of doubt, in Hong Kong a Business Day means a day (other than a Saturday, a Sunday or a public holiday) on which banks in Hong Kong are open for general business provided that where as a result of a Number 8 Typhoon Signal, a Black Rainstorm Warning or other similar event, the period during which banks in Hong Kong are open on any day is reduced, such day shall not be deemed to be a Business Day, as determined by the Directors.
"CAAPs"	means China A Shares Access Products, being transferable securities generally listed on Recognised Exchanges, or occasionally unlisted, and issued by a third party CAAP issuer in respect of China A Shares which themselves are listed or traded on the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange and which represent an obligation of the CAAP issuer to pay to the Fund an economic return equivalent to holding the underlying China A Shares.
"China A Shares"	means domestic shares in PRC incorporated companies listed on either the Shanghai Stock Exchange or the Shenzhen Stock Exchange, the prices of which are quoted in Renminbi and which are available to domestic investors, RQFII and foreign strategic investors approved by the China Securities Regulatory Commission.
"China B Shares"	means shares issued by companies listed on the Shanghai-Stock Exchange or the Shenzhen Stock Exchange, traded in foreign currencies and available for investment by domestic (Chinese) investors and foreign investors.
"Dealing Day"	means each Business Day.
"Dealing Deadline"	means 11.59 am (Irish time) on the Valuation Day or such other time as the Directors may determine and approved by the Custodian and notify to the Shareholders in advance provided always that the Dealing Deadline is before the

	Valuation Point.
"EUR"	means Euro, the official currency of the Eurozone.
"GBP"	means pound, the lawful currency of the United Kingdom.
"Global Sub-Custodian"	means The Hongkong and Shanghai Banking Corporation Limited.
"HKD"	means the lawful currency of Hong Kong for the time being.
"PRC"	means the People's Republic of China.
"PRC Custodian"	means HSBC Bank (China) Company Limited.
"RMB"	means Renminbi, the lawful currency of China for the time being.
"RQFII or RQFII Holder"	means a Renminbi qualified foreign institutional investor approved pursuant to the relevant PRC laws and regulations, as may be promulgated and/or amended from time to time.
"RQFII Custodian Agreement"	means the RQFII custodian agreement, setting out the usb-custodial arrangements in relation to assets held in the PRC, entered into between, inter alia, the Company, the PRC Custodian, the Custodian and the Investment Manager (as RQFII Holder) dated 29 March 2016 as may be amended, supplemented or otherwise modified from time to time in accordance with the requirements of the Central Bank.
"SGD"	means the lawful currency of Singapore for the time being.
"Stock Connect"	a securities trading and clearing linked program with an aim to achieve mutual stock market access between the PRC and Hong Kong and enables the company to trade eligible A-Shares listed on the relevant stock exchange(s) in the PRC.
"USD"	means the lawful currency of the United States of America.
"Valuation Day"	means in relation to a Dealing Day, such Dealing Day.
"Valuation Point"	means 12.00 noon (Irish time) on the relevant Valuation Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

2. Classes of Shares

Class	Class Currency	Initial Price	Initial Sales Charge	Investment Manager Fees	Performance Fee	Minimum Transaction Size for Initial investment*	Minimum Holding amount*#	Minimum Transaction Size for subsequent investments* #	Minimum Transaction Size for redemptions* #	Hedged/ Unhedged
Euro Class A	EUR	€10	Up to 5%	1.25%	15% over the benchmark Index	€10,000	€5,000	€5,000	€5,000	Unhedged
Euro Class A	EUR	€10	Up to 5%	1.25%	15% over the benchmark Index	€10,000	€5,000	€5,000	€5,000	Hedged
Euro Class A Dist	EUR	€10	Up to 5%	1.25%	15% over the benchmark Index	€10,000	€5,000	€5,000	€5,000	Unhedged
Euro Class A Dist	EUR	€10	Up to 5%	1.25%	15% over the benchmark Index	€10,000	€5,000	€5,000	€5,000	Hedged
Hong Kong Dollar Class A	HKD	HKD10	Up to 5%	1.25%	15% over the benchmark Index	HKD80,000	HKD40,000	HKD40,000	HKD40,000	Unhedged
Hong Kong Dollar Class A Dist	HKD	HKD10	Up to 5%	1.25%	15% over the benchmark Index	HKD80,000	HKD40,000	HKD40,000	HKD40,000	Unhedged
RMB Class A	RMB	RMB10	Up to 5%	1.25%	15% over the benchmark Index	RMB60,000	RMB30,000	RMB30,000	RMB30,000	Unhedged
RMB Class A	RMB	RMB10	Up to 5%	1.25%	15% over the benchmark Index	RMB60,000	RMB30,000	RMB30,000	RMB30,000	Hedged
RMB Class A Dist	RMB	RMB10	Up to 5%	1.25%	15% over the benchmark Index	RMB60,000	RMB30,000	RMB30,000	RMB30,000	Unhedged
RMB Class A Dist	RMB	RMB10	Up to 5%	1.25%	15% over the benchmark Index	RMB60,000	RMB30,000	RMB30,000	RMB30,000	Hedged
Singapore Dollar Class A	SGD	SGD10	Up to 5%	1.25%	15% over the benchmark Index	SGD10,000	SGD5,000	SGD5,000	SGD5,000	Unhedged
Singapore Dollar Class A	SGD	SGD10	Up to 5%	1.25%	15% over the benchmark Index	SGD10,000	SGD5,000	SGD5,000	SGD5,000	Hedged
Singapore Dollar Class A Dist	SGD	SGD10	Up to 5%	1.25%	15% over the benchmark Index	SGD10,000	SGD5,000	SGD5,000	SGD5,000	Unhedged
Singapore Dollar Class A Dist	SGD	SGD10	Up to 5%	1.25%	15% over the benchmark Index	SGD10,000	SGD5,000	SGD5,000	SGD5,000	Hedged

Sterling Pound Class A	GBP	GBP10	Up to 5%	1.25%	15% over the benchmark Index	GBP10,000	GBP5,000	GBP5,000	GBP5,000	Unhedged
Sterling Pound Class A	GBP	GBP10	Up to 5%	1.25%	15% over the benchmark Index	GBP10,000	GBP5,000	GBP5,000	GBP5,000	Hedged
Sterling Pound Class A Dist	GBP	GBP10	Up to 5%	1.25%	15% over the benchmark Index	GBP10,000	GBP5,000	GBP5,000	GBP5,000	Unhedged
Sterling Pound Class A Dist	GBP	GBP10	Up to 5%	1.25%	15% over the benchmark Index	GBP10,000	GBP5,000	GBP5,000	GBP5,000	Hedged
United States Dollar Class A	USD	USD10	Up to 5%	1.25%	15% over the benchmark Index	USD10,000	USD5,000	USD5,000	USD5,000	Unhedged
United States Dollar Class A Dist	USD	USD10	Up to 5%	1.25%	15% over the benchmark Index	USD10,000	USD5,000	USD5,000	USD5,000	Unhedged
Euro Class Z^	EUR	€10	Up to 5%	0.75%	15% over the benchmark Index	€10 million	€100,000	€100,000	€100,000	Unhedged
Euro Class Z^	EUR	€10	Up to 5%	0.75%	15% over the benchmark Index	€10 million	€100,000	€100,000	€100,000	Hedged
Euro Class Z Dist^	EUR	€10	Up to 5%	0.75%	15% over the benchmark Index	€10 million	€100,000	€100,000	€100,000	Unhedged
Euro Class Z Dis^t	EUR	€10	Up to 5%	0.75%	15% over the benchmark Index	€10 million	€100,000	€100,000	€100,000	Hedged
Hong Kong Dollar Class Z^	HKD	HKD10	Up to 5%	0.75%	15% over the benchmark Index	HKD80 million	HKD800,000	HKD800,000	HKD800,000	Unhedged
Hong Kong Dollar Class Z^	HKD	HKD10	Up to 5%	0.75%	15% over the benchmark Index	HKD80 million	HKD800,000	HKD800,000	HKD800,000	Hedged
Hong Kong Dollar Class Z Dist^	HKD	HKD10	Up to 5%	0.75%	15% over the benchmark Index	HKD80 million	HKD800,000	HKD800,000	HKD800,000	Unhedged
Hong Kong Dollar Class Z Dist^	HKD	HKD10	Up to 5%	0.75%	15% over the benchmark Index	HKD80 million	HKD800,000	HKD800,000	HKD800,000	Hedged
RMB Class Z^	RMB	RMB10	Up to 5%	0.75%	15% over the benchmark Index	RMB60 million	RMB600,000	RMB600,000	RMB600,000	Unhedged
RMB Class Z^	RMB	RMB10	Up to 5%	0.75%	15% over the benchmark Index	RMB60 million	RMB600,000	RMB600,000	RMB600,000	Hedged
RMB Class Z Dist^	RMB	RMB10	Up to 5%	0.75%	15% over the benchmark Index	RMB60 million	RMB600,000	RMB600,000	RMB600,000	Unhedged
RMB Class Z Dist^	RMB	RMB10	Up to 5%	0.75%	15% over the benchmark Index	RMB60 million	RMB600,000	RMB600,000	RMB600,000	Hedged

Singapore Dollar Class Z^	SGD	SGD10	Up to 5%	0.75%	15% over the benchmark Index	SGD10 million	SGD100,000	SGD100,000	SGD100,000	Unhedged
Singapore Dollar Class Z^	SGD	SGD10	Up to 5%	0.75%	15% over the benchmark Index	SGD10 million	SGD100,000	SGD100,000	SGD100,000	Hedged
Singapore Dollar Class Z Dist^	SGD	SGD10	Up to 5%	0.75%	15% over the benchmark Index	SGD10 million	SGD100,000	SGD100,000	SGD100,000	Unhedged
Singapore Dollar Class Z Dist^	SGD	SGD10	Up to 5%	0.75%	15% over the benchmark Index	SGD10 million	SGD100,000	SGD100,000	SGD100,000	Hedged
Sterling Pound Class Z^	GBP	GBP10	Up to 5%	0.75%	15% over the benchmark Index	GBP10 million	GBP100,000	GBP100,000	GBP100,000	Unhedged
Sterling Pound Class Z^	GBP	GBP10	Up to 5%	0.75%	15% over the benchmark Index	GBP10 million	GBP100,000	GBP100,000	GBP100,000	Hedged
Sterling Pound Class Z Dist^	GBP	GBP10	Up to 5%	0.75%	15% over the benchmark Index	GBP10 million	GBP100,000	GBP100,000	GBP100,000	Unhedged
Sterling Pound Class Z Dist^	GBP	GBP10	Up to 5%	0.75%	15% over the benchmark Index	GBP10 million	GBP100,000	GBP100,000	GBP100,000	Hedged
United States Dollar Class Z^	USD	USD10	Up to 5%	0.75%	15% over the benchmark Index	USD10 million	USD100,000	USD100,000	USD100,000	Unhedged
United States Dollar Class Z Dist^	USD	USD10	Up to 5%	0.75%	15% over the benchmark Index	USD10 million	USD100,000	USD100,000	USD100,000	Unhedged

* or such lower amount as Directors may determine at their discretion.

Any change in the minimum holding amount, minimum transaction size for subsequent investments or minimum transaction size for redemptions will be notified to Shareholders in advance.

^ Class Z Shares are only available for subscription by institutional and/or professional investors.

3. **Base Currency**

The Base Currency shall be USD.

4. **Investment Objective**

The investment objective of the Fund is to seek long-term capital appreciation by investing primarily in a portfolio of higher yielding debt and equity securities in the Asian region. The Fund will concentrate on investing in interest-bearing or dividend-distributing debt and equity securities of companies or issuers in the Asian markets. There are no fixed geographical or sectoral weightings in the allocation of assets and the Investment Manager does not intend to follow benchmark indices in determining the geographical or sectoral weightings of the Fund.

5. **Investment Policy**

The Fund intends to achieve its investment objective by investing primarily in a portfolio of higher yielding debt and equity securities in the Asian region.

The Fund intends to primarily invest in a diversified portfolio of fixed and floating rate interest-bearing or dividend distributing debt and equity securities of companies or issuers listed in Asian markets, established in or operating principally in the Asian region or which, in the opinion of the Investment Manager, derive a significant proportion of their earnings or revenues from Asia. There are no capitalisation restrictions on securities that can be held in the portfolio, but rather, selection will be determined by the availability of attractive investment opportunities, as described below.

The Fund may invest up to 30% of its Net Asset Value in debt securities of varying maturities which may be investment grade or below investment grade such as below Moody's "Baa3" or below Standard & Poor's "BBB-" or which may not be rated.

The Fund may invest in securities listed or dealt in on the Recognised Exchanges listed in the Prospectus including depositary receipts or may also invest up to 10% of its Net Asset Value in unlisted securities in accordance with the Central Bank Investment Restrictions set out in Appendix I of the Prospectus and may invest in cash and cash equivalents for hedging and risk management purposes.

Depositary receipts are certificates issued by a depository bank or investment bank, representing shares held by the bank, usually by a branch or in the country of issue of the shares, which trade independently from the shares. The Fund will use Depositary Receipts such as American Depositary Receipts ("ADRs) and Global Depositary Receipts ("GDRs"). ADRs are negotiable certificates that are claims on shares in non-US companies. GDRs are negotiable certificates that are claims on shares in companies traded on their domestic markets, in this case the Fund will in particular use Singapore GDRs. The GDRs are traded in global markets and may be issued simultaneously in multiple foreign markets.

Cash equivalents may include money market instruments (for example money market funds and fixed and floating rate bonds which due within one year with high investment ratings of at least BB as rated by international credit rating agencies such as Standard & Poor's, Fitch Ratings or equivalent), bank deposits, short-term papers, treasury bills, certificates of deposit, banker's acceptances and short-term commercial papers.

The Fund may also invest in other fixed income instruments such as certificates of deposit and fixed and floating rate bonds, such as government and corporate bonds, where the bonds' investment rating is at least CCC as rated by international credit rating agencies such as Standard & Poor's, Fitch Ratings or equivalent. Though maintaining cash or cash equivalents is not a primary investment focus of the Fund, under certain exceptional circumstances (for example, during periods of significant downturn in the economy or political turmoil), the Fund may maintain up to 100% of its Net Asset Value in cash or cash equivalents should the Investment Manager deem such a strategy to be prudent over any time period.
The Fund may invest in China A Shares. Though investing in China A Shares is not the primary

investment focus of the Fund, under certain exceptional circumstances (for example, during periods of significant upturn in the Chinese economy), the Fund may invest up to 100% of its Net Asset Value indirectly in China A Shares should the Investment Manager deem such a strategy to be prudent over any time period. The Fund may indirectly invest in China A Shares through CAAPs, such as Participation Notes or warrants in relation to China A Shares. The Participation Notes and the warrants in relation to China A Shares are unleveraged instruments and do not embed derivatives. While generally CAAPs in which the Fund will invest will be listed on Recognised Exchanges in certain circumstances they may be unlisted and in such circumstances, any investment will be made in accordance with the Investment Restrictions set out in Appendix I to the Prospectus. The Fund may also invest up to 20% of its Net Asset Value directly in China B Shares.

Subject to the requirements of the Central Bank, the Fund may invest directly in China A Shares via Stock Connect or via the RQFII regime.

The Fund may invest part of its assets directly in the China A Shares through the RQFII quota granted to the Investment Manager; to the extent permissible under applicable laws and regulations of the PRC in warrants, convertible bonds, PRC government bonds and debt securities issued by PRC companies and approved by the China Securities Regulatory Commission from time to time.

Investments will be selected by the Investment Manager by identifying under-valued investments through bottom-up research and an initial screening process followed by a preliminary evaluation and a detailed qualitative and quantitative analysis in companies or issuers listed in Asian markets, established in or operating principally in the Asian region or which, in the opinion of the Investment Manager, derive a significant proportion of their earnings or revenues from Asia. Companies or issuers selected following the initial screening process are subjected to evaluation and ongoing review by sector analysts, and the Investment Manager will focus on the selection of companies which offer potential long term value and consider quantitative factors including sustainable business models, robust balance sheets, market capitalisation, liquidity and dividend yield, as well as qualitative factors, such as quality of management and industry analysis. The Investment Manager shall determine portfolio allocation based on a range of factors, including the Investment Manager's level of conviction and sectoral concentration, with investments reviewed regularly. The Investment Manager will pursue a buy-and-hold approach in portfolio construction for the Fund to lower portfolio turnover and to maximise the potential return from the Fund's investments.

To provide flexibility for the Investment Manager to invest in classes of securities which may have more efficient exposures to underlying assets which are consistent with the investment policy of the Fund, the Fund may also invest in units in any unit trust or shares in any mutual fund corporation or any other collective investment scheme (including those offered by the Investment Manager or its connected persons). The total investment in collective investment schemes by the Fund will not exceed 20% of the Fund's Net Asset Value and will be made in accordance with the requirements of the Central Bank.

Financial derivative instruments may also be used by the Investment Manager to achieve the investment objective of the Fund. The Fund may invest in futures contracts, options, warrants, index and currency swaps, convertible bonds and forwards for investment purposes, efficient portfolio management purposes, to indirectly gain exposure to underlying equity securities where the Investment Manager feels it is more efficient to do so or as a cheaper alternative to direct investment in that security, or for hedging purposes in accordance with the requirements of the Central Bank.

Futures include equity and fixed income futures. Exchange traded futures are contracts to buy or sell a standard quantity of a specific asset (or, in some cases, receive or pay cash based on the performance of an underlying asset, instrument or index) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange. The Investment Manager may enter into equity and fixed income futures contracts to hedge against changes in the values of underlying equity securities or to hedge against interest rate risk.

The Investment Manager may enter into single stock and index futures contracts to hedge against changes in the values of equity securities held by the Fund, or markets to which the Fund is exposed, or to hedge against currency and interest rate risk.

The Investment Manager may also use futures contracts to equitise cash or as a means of gaining exposure to particular securities or markets which are consistent with the investment policy of the Fund on a short to medium term basis in advance of making a decision to purchase a particular security or to reallocate assets on a longer term basis. In addition, the Investment Manager may use futures to reduce exposure to a market in advance of raising cash from asset sales to fund redemptions from the Fund.

For the purposes of hedging market and currency risks, the Fund may invest in index and currency swaps and currency forwards. The Fund may gain exposure to an index by entering into a swap transaction whereby the Fund would receive the price appreciation (or depreciation) of the relevant index from the swap counterparty in exchange for paying the swap counterparty an agreed fee. The underlying index of the index swaps shall be in line with the investment objective of the Fund and the Central Bank's requirements. For currency swaps, since the Fund may invest in a number of different jurisdictions, the Fund may utilize currency swap contracts whereby the Fund may either exchange currencies at a fixed rate of exchange for currencies at a floating rate of exchange or exchange currencies at a floating rate for of exchange for currencies at a fixed rate of exchange. Forward foreign exchange contracts will be used to hedge the value of the Hedged Share Classes in the Fund against changes in the exchange rate between the currency of denomination of the Hedged Share Class of Shares and the Base Currency of the Fund.

Call options may be used to gain exposure to specific securities and put options may be used to hedge against downside risk. Options may also be purchased to hedge against currency and interest rate risk and the Investment Manager may write put options and covered call options to generate additional revenues for the Fund. The Investment Manager will not write uncovered call options. The Fund does not intend to use exotic types of options.

The Fund may purchase warrants to provide an efficient, liquid mechanism for taking positions in securities without the need to purchase and hold the security.

Where the Fund purchases call options or warrants, they will be used to gain exposure to securities in line with the Fund's investment objective, but there are otherwise no restrictions on the industries or sectors in which the Fund may invest.

The Fund will be leveraged through the use of the above financial derivative instruments. The leveraged exposure of the Fund through the use of these derivatives will not exceed 100% of the Net Asset Value of the Fund under the commitment approach.

6. **Risk Management Process**

The Company will employ a risk management process based on the commitment approach which will enable it to accurately monitor, measure and manage the risks attached to financial derivative positions - details of this process have been provided to the Central Bank. The commitment approach generally measures the global exposure by converting the derivative contract into the market value of the equivalent position in the underlying asset. In the case where derivative positions are eligible for netting or are used for hedging purposes only the net positions are taken into account. The Company will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to the Central Bank. The Company will provide, upon request by Shareholders, supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

7. **Offer**

The following classes: Euro Class A, Euro Class A (Hedged), Hong Kong Dollar Class A, , RMB Class A, RMB Class A (Hedged), Singapore Dollar Class A, Singapore Dollar Class A (Hedged), Sterling Pound Class A, Sterling Pound Class A (Hedged), United States Dollar Class A and United States Dollar Class Z shares were initially offered to investors from 9 am on the 17 July 2015 until 5 pm on the 17 July 2015 at the Initial Price, subject to acceptance of applications for Shares by the Company. Such Shares were issued for the first time on the first Dealing Day after expiry of the said initial offer period.

The following classes: Euro Class A Dist, Euro Class A Dist (Hedged), Hong Kong Dollar Class A Dist, RMB Class A Dist, RMB Class A Dist (Hedged), Singapore Dollar Class A Dist, Singapore Dollar Class A Dist (Hedged), Sterling Pound Class A Dist, Sterling Pound Class A Dist (Hedged), United States Dollar Class A Dist, Euro Class Z, Euro Class Z (Hedged), Euro Class Z Dist, Euro Class Z Dist (Hedged), Hong Kong Dollar Class Z, Hong Kong Dollar Class Z (Hedged), Hong Kong Dollar Class Z Dist, Hong Kong Dollar Class Z Dist (Hedged), , RMB Class Z, RMB Class Z (Hedged), RMB Class Z Dist, RMB Class Z Dist (Hedged), Singapore Dollar Class Z, Singapore Dollar Class Z (Hedged), Singapore Dollar Class Z Dist, Singapore Dollar Class Z Dist (Hedged), Sterling Pound Class Z, Sterling Pound Class Z (Hedged), Sterling Pound Class Z Dist, Sterling Pound Class Z Dist (Hedged) and United States Dollar Class Z Dist shares will be initially offered to investors from 9 am on the 30 March 2016 until 5 pm on the 30 March 2016 (the “Initial Offer Period”) at the Initial Price, and subject to acceptance of applications for Shares by the Company, such Shares will be issued for the first time on the first Dealing Day after expiry of the Initial Offer Period.

The Initial Offer Period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received, and otherwise on a quarterly basis. After closing of the Initial Offer Period, Shares in the Fund will be issued at the Net Asset Value per Share.

Additional information in respect of Share subscriptions and redemptions is set out below.

8. **Application, Redemption and Conversion via an Electronic Dealing Provider**

Where an electronic dealing provider is used by an investor to invest in the Shares of any Class, or such investor holds interests in the Shares of any Class through accounts with an electronic dealing provider, such investor will only receive payments in respect of redemption and/or any dividends attributable to the Shares on the basis of the arrangements entered into by the investor with the electronic dealing provider. Furthermore, any such investor will not appear on the register of Shareholders, will have no direct right of recourse against the Fund and must look exclusively to the electronic dealing provider for all payments attributable to the relevant Shares. The Company will recognise as Shareholders only those persons who are at any time shown on the register of Shareholders for the purposes of: (i) the payment of dividends and other payments due to be made to Shareholders (as applicable); (ii) the circulation of documents to Shareholders; (iii) the attendance and voting by Shareholders at any meetings of Shareholders; and (iv) all other rights of Shareholders attributable to the Shares. None of the Company, the Investment Manager, the Administrator, the Custodian or any other person will be responsible for the acts or omissions of the electronic dealing provider, nor make any representation or warranty, express or implied, as to the services provided by the electronic dealing provider.

9. **Redemption of Shares**

The redemption price per Share in the Fund shall be the Net Asset Value per Share. The Directors are entitled to charge a redemption fee of up to 3% of the Net Asset Value per Share. In the event of a redemption fee being charged, Shareholders should view their investment as medium to long term. The Directors do not currently intend to charge a redemption fee, however, should the Directors decide to introduce a redemption fee, they will give not less than one month’s notice to Shareholders of their intention to do so and this supplement shall be updated accordingly. Any such redemption fee will be no more than 3% of the Net Asset Value per Share.

In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding amount, the Company may, if it thinks fit, redeem the whole of the Shareholder's holding.

Redemption proceeds in respect of Shares will normally be paid within four (4) Business Days after the relevant Dealing Day (and in any event should not exceed ten (10) Business Days from the relevant Dealing Deadline), provided that all the required documentation has been furnished to and received by the Administrator.

10. **Hedged Share Classes**

The following Classes of Shares will be hedged against exchange rate fluctuation risks between the denominated Class currency and the Base Currency of the Fund: Euro Class A (Hedged), RMB Class A (Hedged), Singapore Dollar Class A (Hedged), Sterling Pound Class A (Hedged), Euro Class Z (Hedged), Hong Kong Dollar Class Z (Hedged), RMB Class Z (Hedged), Singapore Dollar Class Z (Hedged), Sterling Pound Class Z (Hedged), Euro Class A Dist (Hedged), RMB Class A Dist (Hedged), Singapore Dollar Class A Dist (Hedged), Sterling Pound Class A Dist (Hedged), Euro Class Z Dist (Hedged), Hong Kong Dollar Class Z Dist (Hedged), RMB Class Z Dist (Hedged), Singapore Dollar Class Z Dist (Hedged) and Sterling Pound Class Z Dist (Hedged) (each a "Hedged Share Class").

Any financial instruments used to implement such strategies with respect to one or more Hedged Share Classes shall be assets/liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on, and the costs of, the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Hedged Share Class may not be combined with, or offset against, that of any other Class of a Fund. The currency exposure of the assets attributable to a Hedged Share Class may not be allocated to other Classes. Where the Investment Manager seeks to hedge against currency fluctuations, while not intended, may result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However, over-hedged positions will not exceed 105% of the Net Asset Value and hedged positions will be kept under review to ensure that positions in excess of 100% of the Net Asset Value will not be carried forward from month to month. To the extent that hedging is successful for a particular Hedged Share Class, the performance of that Class is likely to move in line with the performance of the underlying assets with the result that Shareholders in that Hedged Share Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the particular Fund are denominated.

It is intended that the currency hedging strategy which will be employed will be based on the most up-to-date information in relation to the Net Asset Value of the Fund, and will also take into account future transactions relating to Shareholder activity that will be processed through each Share Class in the Fund as at the relevant Valuation Point. The currency hedging strategy will be monitored and adjusted in line with the valuation cycle at which Shareholders are able to subscribe and redeem from the Fund.

11. **Dividend Policy**

The Fund offers Classes of Share that accumulate income or pay regular dividends out of net current income or, on occasion, make payments out of capital.

Accumulation Classes

For Euro Class A, Euro Class A (Hedged), Hong Kong Dollar Class A, RMB Class A, RMB

Class A (Hedged), Singapore Dollar Class A, Singapore Dollar Class A (Hedged), Sterling Pound Class A, Sterling Pound Class A (Hedged), United States Dollar Class A, Euro Class Z, Euro Class Z (Hedged), Hong Kong Dollar Class Z, Hong Kong Dollar Class Z (Hedged), RMB Class Z, RMB Class Z (Hedged), Singapore Dollar Class Z, Singapore Dollar Class Z (Hedged), Sterling Pound Class Z, Sterling Pound Class Z (Hedged) and United States Dollar Class Z Shares (collectively referred to as the "Accumulation Classes"), the Directors currently do not intend to pay dividends with respect to the Accumulation Classes. The income and earnings and gains of the Accumulation Classes will be reflected in their respective Net Asset Values.

Distribution Classes

For Euro Class A Dist, Euro Class A Dist (Hedged), Hong Kong Dollar Class A Dist, RMB Class A Dist, RMB Class A Dist (Hedged), Singapore Dollar Class A Dist, Singapore Dollar Class A Dist (Hedged), Sterling Pound Class A Dist , Sterling Pound Class A Dist (Hedged), United States Dollar Class A Dist, Euro Class Z Dist, Euro Class Z Dist (Hedged), Hong Kong Dollar Class Z Dist, Hong Kong Dollar Class Z Dist (Hedged), RMB Class Z Dist, RMB Class Z Dist (Hedged), Singapore Dollar Class Z Dist, Singapore Dollar Class Z Dist (Hedged), Sterling Pound Class Z Dist , Sterling Pound Class Z Dist (Hedged) and United States Dollar Class Z Dist Shares (collectively referred to as the "Distribution Classes"), the Directors intend to declare and pay monthly dividends equal to all or substantially all of the net distributable income attributable to each of the Distribution Classes. However, there is neither a guarantee that such dividends will be made nor will there be a target level of dividend payout. Dividends will be declared on the last Business Day of each calendar month or on such date as may be determined by the Directors, or such other time or frequency as the Directors consider appropriate. The Directors will also have the discretion to determine if, and to what extent, dividends paid include realised capital gains and/or are paid out of capital. Such dividends will be paid in cash. However, if the amount of dividends for the relevant Shareholder is less that USD100 (or its equivalent amount in EUR, HKD, RMB, SGD, GBP or USD, as the case may be), or such other amount determined by the Directors from time to time, the dividends will not be paid in cash and will be applied to subscribe for additional Shares in the relevant Distribution Class of the Fund.

For Shareholders of Distribution Classes who receive dividends in cash, payment will normally be made by telegraphic transfer to their pre-designated bank accounts, net of bank charges. Dividends will generally be paid in the Class currency of the relevant Distribution Class. With the prior consent of the Directors, arrangements can be made for dividends to be paid in any major currency other than the Class currency of the relevant Distribution Class.

In the event that the net distributable income attributable to the relevant Distribution Class during the relevant period is insufficient to pay dividends as declared, the Directors may in their discretion determine such dividends be paid from capital. Investors should note that where the payment of dividends are paid out of capital, this represents and amounts to a return or withdrawal of part of the amount originally invested (excluding par value) or capital gains attributable to that, and may result in an immediate decrease in the value of the Shares of the relevant Distribution Class and will

reduce any capital appreciation for the Shareholders of such Distribution Class.

Any such payments out of capital will only be made to seek to maintain, so far as is reasonable, a stable payment per Share of the relevant Distribution Class but the payment per Share of a Distribution Class is not fixed and will vary according to economic and other circumstances and the ability of the Fund to support stable monthly payments without a long term positive or negative impact on capital. Shareholders should note that the payment of dividends out of capital may have different tax implications to distributions out of income and Shareholders should seek tax advice in this regard.

The Fund is managed in the interests of all Shareholders in line with the stated investment objective and is not managed to maintain a stable payment per Share of any particular Distribution Class. To the extent that net distributable income attributable to these Distribution Classes exceeds the amount declared payable, the excess amount will be reflected in the respective Net Asset Value of the Shares of such Distribution Classes. Alternatively, the amount of dividend may exceed the net distributable income attributable to these Distribution Classes. Accordingly, the level of dividend does not necessarily indicate the total return of the Fund. In order to assess the total return of the Fund, both the Net Asset Value movement (including dividend) and the dividend distribution should be considered. The Net Asset Value of the relevant Classes will be adjusted by such amount of dividend on the ex-date (i.e. the first date following the declaration of a dividend).

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

Dividends not claimed within six years from the date on which they become payable will lapse and will revert to the relevant Distribution Class to which they relate.

12. Suspension of Dealing

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Fund is suspended in the manner described in the Prospectus under the heading “Suspension of Valuation of Assets”. Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares and requests for redemption and/or conversion will be considered and processed as at the next Dealing Day following the ending of such suspension.

13. Fees and Expenses

The fees and operating expenses of the Company are set out in detail under the heading “Fees and Expenses” in the Prospectus.

Administrator's Fees

Accounting and Portfolio Valuation Services

The Company shall pay to the Administrator out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates:

- 10bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value up to USD 500 million,
- 8bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 500 million to USD 1 billion,
- 6bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 1 billion,

subject to a monthly minimum fee of USD6,000 for the first share class and a monthly minimum fee of USD250 for each additional share class borne by the Fund (plus VAT, if any thereon).

In respect of its financial statements production/reporting, the Administrator is entitled to a flat fee of USD2,500 per annum for the Fund. The Administrator is entitled to an annual fee of USD3,600 for the Company in respect of UCITS reporting. This fee is in respect of the provision of reporting at board meetings, reporting of total expenses ratios and turnover reports as required by the Fund and the Fund will bear its proportion of such fee payable to the Administrator.

Transfer Agency Services

The Administrator is entitled to maintenance fees for setting up the Company, the Fund and the Share Classes on its systems and providing support to future changes at the following rates:

- Fund Maintenance charge of USD8,000 per annum; and
- New account set up charge of USD150 per account.

The Administrator is entitled to a Shareholder servicing fee for the opening of shareholder accounts, KYC and AML checking, registration of client details, registration of broker details, supporting changes to client information, monthly account statements, pledges and storing of original documents at a rate not exceeding USD60 per Shareholder.

The Administrator is entitled to transaction fees at a rate not exceeding USD30 per transaction for orders (including subscription, redemption, transfer and conversion orders). The Administrator is entitled to a cash management fee for setting up the Company, the Fund and the Share Classes on the system and providing support to future changes at a rate not exceeding USD30 per transaction.

The Administrator shall also be entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses incurred on behalf of the Fund which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

Passive Hedging Calculation Agent Fees

The Passive Hedging Calculation Agent will receive out of the assets of the Fund a monthly fee of 1.5bps of the Net Asset Value per Hedged Share Class.

Custodian's Fees

Custodian Supervisory Fee

The Custodian shall be entitled to receive out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates;

- 3bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value up to USD 1 billion,
- 2bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 1 billion,

subject to a monthly minimum fee of USD3,500 borne by the Fund (plus VAT, if any thereon).

The Custodian shall also be entitled to be repaid all of its disbursements out of the assets of the Fund, including legal fees, couriers' fees, transaction charges and telecommunication costs and expenses and the fees, transaction charges and expenses of any sub-custodian appointed by it which shall be at normal commercial rates together with VAT, if any, thereon.

The Fund will bear its proportion of the fees and expenses of the Custodian.

Investment Manager Fees

Investment Management Fee

The Company shall pay the Investment Manager, out of the assets of the Fund, an annual fee accrued at each Valuation Point and payable monthly in arrears as set out in the section entitled **Classes of Shares** above. Any increase in this fee shall be within the maximum level permitted in the Prospectus and will be notified to Shareholders in advance.

Performance Fee

The Investment Manager will be entitled to receive out of the assets of the Fund a performance fee (the "**Performance Fee**") in relation to each Share Class if the Fund out-performed the MSCI Asia Ex-Japan Index (the "**Index**"). The Index is a free float-adjusted market capitalisation index designed to measure the equity market performance of ten developed and emerging market countries or regions in Asia include China, Hong Kong, India, Indonesia, Malaysia, the Philippines, Singapore, South Korea, Taiwan and Thailand. If applicable, the Performance Fee will be paid out of the net assets attributable to the relevant Share Class. The Performance Fee shall be calculated by the Administrator and will be verified by the Custodian.

The following expressions shall have the following meanings in this section:

“**Average Number of Shares**” means the average number of Shares in issue on each Dealing Day.

“**Adjusted Net Asset Value**” means the Net Asset Value per Share of each relevant Share Class adjusted for dividend distributions and Performance Fee accrued.

“**Index Quote**” means the quotation of the Index available from independent sources on each Valuation Day.

“**Index Return**” means the percentage difference between the Index Quote on each Valuation Day and the Index Quote on:

(a) the first initial subscription Valuation Day; or
(b) the Valuation Day where Performance Fee was last crystallised at the end of a Performance Period,

whichever is later

“**Performance Factor**” means the positive difference between the Share Class Return and Index Return expressed in terms of the Adjusted Net Asset Value on each Valuation Day. If on any Valuation Day where the difference between the Share Class Return and the Index Return is zero or negative, Performance Factor will also be zero.

“**Performance Period**” means a yearly accounting period commencing on 1 January and ending 31 December in each calendar year. The first Performance Period will commence at 31 March 2016 and end on 31 December 2016.

“**Share Class Return**” means the percentage difference between the Adjusted Net Asset Value on each Valuation Day and:

(a) the Initial Price of the relevant Share Class; or
(b) the Net Asset Value per Share where Performance Fee was last crystallised at the end of a Performance Period,

whichever is later.

Calculation of Performance Fee

The Performance Fee shall be calculated and shall accrue on each Valuation Day as an expense of the relevant Share Class and the accrual will be reflected in the Net Asset Value per Share of the relevant Share Class. Performance Fee shall be paid to the Investment Manager in arrears at the end of each Performance Period. The initial offer price of each share class which has not launched will be taken as the starting price for the purpose of these calculations.

Claw-Back Mechanism

Following a Performance Period in which no Performance Fee has been charged, no Performance Fee will accrue until such time where the Performance Factor is positive. If no Performance Fee has been charged since the launch of the Share Class, no Performance Fee will accrue until such time as the Performance Factor will be positive. Any Performance Fees paid to the Investment Manager will not be clawed back in future calculation periods.

Calculation of Performance Fee Accrual

The Performance Fee is calculated on each Valuation Day and is equal to 15% of the Performance Factor and the Average Number of Shares on the relevant Valuation Day. No performance fee will be accrued if the Performance Factor is zero for such Valuation Day.

Performance Fee Upon Redemptions

If a redemption is made from the relevant Share Class as of a Valuation Day other than the end of a Performance Period, the Performance Fee (if accrued as of the date of such redemption) in respect of the Shares being redeemed shall be crystallized and paid to the Investment Manager on the said Valuation Day.

Payment of Performance Fee

The Performance Fee payable is equal to the Performance Fee accrued at the end of the relevant Performance Period. Performance Fees payable to the Investment Manager in any Performance Period are not refundable in any subsequent Performance Periods.

The Investment Manager may, in its absolute discretion, waive or reduce all or any portion of the Performance Fee Accrual or payment.

Any Performance Fee payable shall be paid within 30 Business Days after the end of the relevant Performance Period. In the event that the Company is terminated or the Investment Manager is removed on a day other than a day when the Investment Manager’s entitlement to the Performance Fee is determined as described above, an amount equal to the Performance Fee deemed to accrue on that day (if any) shall be payable to the Investment Manager,

If the Investment Management Agreement is terminated, the fees due to the Investment Manager shall be calculated on the basis of Performance Period ending on the last day on which the Investment Management Agreement is in effect, subject to a pro rata adjustment based on the number of days elapsed in the current Performance Period as a percentage of the total number of days in the Performance Period.

Where Performance Fees are payable by the Fund, these will be based on net realised and net unrealised gains and losses as at the end of each Performance Period. As a result, Performance Fees may be paid on unrealised gains which may never be realised.

There is no equalisation arrangement in respect of the calculation of the Performance Fees. As there is no adjustment of equalisation credit or equalisation losses on an individual Shareholder basis, a Shareholder may incur a performance fee notwithstanding the Shareholder may have suffered a loss in investment in the Shares. On the other hand, a Shareholder may not be subject to any performance fee notwithstanding the Shareholder concerned may have realised a gain in investment in the Shares.

Establishment Expenses

The fees and expenses relating to the establishment and approval of the Fund, including the fees of the Company's professional advisers, the fees and expenses incurred with respect to registering the Shares of the Fund for sale in various markets prior to the approval of the Fund, new Fund inception costs charged by the Administrator and the expenses associated with the issue of Shares, including the costs incurred in connection with the preparation and publication of this Supplement, and all legal and printing costs amounted to €20,000. These fees and expenses are being paid out of the assets of the Fund and amortised over the first five years of the Fund's operation or such other period and in such manner as the Directors may in their discretion determine.

Sales Charge

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount. Such sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge.

14 PRC Tax Status

In connection with investment in PRC securities, various PRC taxes may be imposed on the Fund. The following statements do not constitute tax advice and are intended only as a general guide to current PRC law as at the date of this document (PRC law and PRC taxes are subject to change at any time, possibly with retrospective effect). These statements relate only to certain limited aspects of the PRC taxation treatment of the Fund. Investors should consult their own tax advisor with regard to PRC tax implications associated with an investment in the Company.

By investing in (i) China A Shares via CAAPs, (ii) RMB-denominated debt securities issued by non-PRC issuers and (iii) China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers, the Company may be subject to PRC taxes.

RMB-denominated debt securities issued by non-PRC issuers

The income (including interest income and capital gains) derived from the Fund's investments in RMB denominated debt securities issued by non-PRC issuers outside China should not be subject to PRC taxes.

PRC Corporate Income Tax ("CIT")

If the Company or the Fund is considered as a tax resident enterprise of the PRC, it should be subject to CIT at 25 per cent on its worldwide taxable income. If the Company or the Fund is considered a non-tax resident enterprise with an establishment of place of business ("PE") in the PRC, the profits and gains attributable to that PE should also be subject to CIT at 25 per cent.

The Investment Manager intends to manage and operate the Company and the Fund in such a manner that the Company and the Fund should not be treated as a tax resident enterprise of the PRC or a non-tax resident enterprise with a PE in the PRC for CIT purposes, although this cannot be guaranteed.

Dividend income or interest income

Interests derived from government bonds issued by the in-charge Finance Bureau of the State Council and/or local government bonds approved by the State Council are exempt from PRC income tax under the CIT law.

China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers

Unless a specific exemption or reduction is available under current PRC CIT law and regulations or relevant tax treaties, non-tax resident enterprises without PE in the PRC are subject to withholding income tax ("WIT"), generally at a rate of 10 per cent, on dividend income or interest income arising from investments in the PRC securities including China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers. The entity distributing such dividends or interest is required to withhold such tax on behalf of the recipients.

China A Shares via CAAPs

Under current regulations in the PRC, foreign investors (such as the Company and each of the Funds) may invest in China A Shares through CAAPs. Since only the CAAPs issuers' interests in China A Shares are recognised under PRC laws, if any China A Shares distribute a dividend, the dividend will be paid to the CAAPs issuers.

Under current regulations in the PRC, the listed company of the China A Shares which distribute dividends will withhold the dividend income tax on behalf of its shareholders and distribute the net dividend to its shareholders. As such, the amounts of dividend income received by the CAAPs issuers (and in turn the Company) are the net dividend and are not subject to any further tax liability. Under current PRC tax laws and regulations, the WIT is 10 per cent on dividends from China A Shares unless exempt or reduced under current PRC tax laws and regulations or relevant tax treaties.

Capital gains

China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers

For capital gains derived by an investor on the disposal of these securities, there are currently no specific rules or regulations under PRC Corporate Income Tax Law of the PRC ("CITL"). As a result, such gains are technically subject to the 10 per cent PRC WIT under the CITL. However, as a matter of practice, such 10 per cent PRC WIT on capital gains realised by non-PRC tax resident enterprises from the trading of these securities has not been strictly enforced by the PRC tax authorities.

The Investment Manager will not make provisions for any WIT payable by the Company on PRC sourced capital gains from China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers. The implication of this is that if the Company is liable to pay such withholding and other taxes on behalf of the Fund, this may result in an unfavourable impact on the Net Asset Value of the Company.

China A Shares via CAAPs

Any tax on capital gains levied on China A Shares via CAAPs and payable by the relevant CAAPs issuers may be passed on to the Company to the extent that the tax is attributable to the CAAPs issuers' trading gains on the China A Shares via CAAPs purchased by the Company. Certain CAAP issuers have indicated their intention to withhold an amount equal to 10 per cent of any gains representing the PRC tax in respect of any capital gains which would be payable on an actual sale of the underlying China A Shares linked to the CAAPs issued to the Company. The amounts withheld should generally be retained for a period of 5 years by the CAAP issuers, pending further clarification of the tax rules and tax collection measures adopted by the PRC authorities. If the tax withheld by the CAAP issuers is inadequate to meet final PRC tax liabilities on capital gains, the CAAP issuers may pass on the additional tax liabilities to the Company upon the disposal of the China A Shares and this tax liability is withheld by the issuers of CAAPs upon such disposal and this may therefore result in a decrease in the value of the Fund.

The tax laws, regulations and practice in the PRC are constantly changing, and they may be changed with retrospective effect. The PRC tax rules and practices in relation to CAAPs are new and their implementation is not tested and is uncertain. As such, any provision for taxation made by the Investment Manager may be excessive or inadequate to meet final PRC tax liabilities on capital gains derived from indirect China A Shares investments through CAAPs. Any excessive provision or inadequate provision for such taxation may impact on the performance and hence the Net Asset Value of the Fund during the period of such excessive or inadequate provision. Consequently, Shareholders may be advantaged or disadvantaged depending upon the final outcome of how capital gains from indirect China A Shares investments through CAAPs will be taxed, the level of tax provision and when the Shareholders subscribed and/or redeemed their Shares in/from the Fund.

If no provision for potential WIT is made and in the event that the PRC tax authorities enforce the imposition of such withholding income tax in respect of the Fund's investment in the China A Shares via CAAPs, the Net Asset Value of the Fund may be adversely affected. As a result, redemption proceeds or distributions may be paid to the relevant Shareholders without taking full account of tax that may be suffered by the Fund, which tax will subsequently be borne by the Fund and affect the Net Asset Value of the Fund and the remaining Shares in the Fund.

Shareholders should refer to the latest financial report of the Company for details of the amounts currently withheld as provision for taxation liabilities (if any) by the Investment Manager and CAAP issuers with respect to the taxes on capital gains.

Business Tax ("BT") and other surtaxes

Dividend income or interest income

The new BT law does not specifically exempt BT on interest earned by non-financial institutions. Hence, interest on both government and corporate bonds in theory should be subject to 5 per cent BT.

Dividends income on China A shares and China B Shares will not be subject to BT in China.

Capital gains

China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers

According to the new BT law with effect from 1st January 2009, the capital gains derived by non-individual investors from trading of China B Shares may be subject to BT at 5 per cent. As a matter of practice, the BT has not been strictly enforced by local tax bureau on capital gains derived by non PRC tax resident enterprises from the trading of China B Shares.

Where capital gains are derived from trading of offshore PRC securities (i.e. RMB-denominated debt securities issued or listed offshore by PRC issuers) by the Company, BT in general should not be imposed as the purchase and disposal are often concluded and completed outside China.

If BT is applicable, there are also other surtaxes (which include Urban Construction and Maintenance Tax, Education Surcharge and Local Education Surcharge) that would also be charged at an amount as high as 12 per cent of the 5 per cent BT payable (or an additional 0.6 per cent). In addition, there may also be other local levies such as flood prevention fee, commodity reconciliation fund and water conservancy fund, depending on the location of the PRC companies.

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. In the case of contracts for sale of China A Shares and China B Shares, such stamp duty is currently imposed on the seller but not the purchaser, at the rate of 0.1 per cent.

It should also be noted that the actual applicable tax rates imposed by the PRC tax authorities may be different and may change from time to time. There is a possibility of the rules being changed and taxes being applied retrospectively. As such, any provision for taxation made by the Investment Manager may be excessive or inadequate to meet final PRC tax liabilities. Consequently, investors may be advantaged or disadvantaged depending upon the final tax liabilities, the level of provision and when they subscribed and/or redeemed their Shares.

If the actual applicable tax rate levied by the SAT is higher than that provided for by the Investment Manager so that there is a shortfall in the tax provision amount, investors should note that the Net Asset Value of the Fund may suffer more than the tax provision amount as the Fund will ultimately have to bear the additional tax liabilities. In this case, the then existing and new Shareholders will be disadvantaged. On the other hand, if the actual applicable tax rate levied by the SAT is lower than that provided for by the Investment Manager so that there is an excess in the tax provision amount, Shareholders who have redeemed their Shares before SAT's ruling, decision or guidance in this respect will be disadvantaged as they would have borne the loss from the Investment Manager's overprovision. In this case, the then existing and new Shareholders may benefit if the difference between the tax provision and the actual taxation liability under that lower tax rate can be returned to the account of the Fund as assets thereof.

Non-PRC tax resident Shareholders will not be subject to PRC tax on distributions received from the Fund, or on gains derived from the disposal of Shares. PRC tax resident Shareholders should seek their own tax advice on their tax position with regard to their investment in the Fund.

It is possible that the current tax laws, regulations and practice in the PRC will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher taxation on PRC investments than currently contemplated.

15. Risk Factors

The attention of investors is drawn to the "Risk Factors" section in the Prospectus. In addition, the following Risk Factors are specific to the Fund.

General

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. Such risks are political, economic and environmental. They are additional to the normal risks inherent in investing in securities. In addition, owing to the investment objectives and policies of the Fund, investment in the Fund may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a medium to high level of volatility. However, the Investment Manager will strive to limit the volatility of the Fund's returns. The Fund's investment portfolio may fall in value and you may lose a substantial proportion or all of your investment in the Fund.

In addition to the general risk factors set out above, investors should also note the following in relation to investments made by the Fund.

Currency Exchange Risk

As the Base Currency of the Fund is USD, the performance of the assets of the Fund will be affected by movements in the exchange rates between the currencies in which the assets are held and the Base Currency of the Fund, and any changes in exchange control regulations may cause difficulties in the repatriation of funds. The Fund may, but is not obliged to, seek to hedge foreign currency risks. However, even if undertaken, such hedging may be ineffective and may even be counter-productive due to the foreign exchange controls in some of the countries in the Asia region. On the other hand, failure to hedge foreign currency risks may result in the Fund suffering from exchange rate fluctuations.

The Fund may issue Classes and invest in assets that are denominated in a currency other than its Base Currency. Accordingly, the value of a shareholder's investment may be affected favourably or unfavourably by fluctuations in the rates of exchange of the different currencies. Further, any changes in exchange control regulations may cause difficulties in the repatriation of funds.

Performance of Underlying Investments

It should be appreciated that because the value of Shares in the Fund, and income from them (if any), is primarily based on investments in the debt securities, equity securities and equity related securities of companies in the Asia, the value of the Shares in the Fund will rise or fall as a result of fluctuations in the value or performance of such underlying securities. There is no guarantee that the underlying securities in the Fund will pay out dividends. Therefore, there is no guarantee that the Fund's investment strategies will succeed. There is also neither guarantee of dividend or distribution payments during the period an investor holds Units in the Fund nor will there be a target level of dividend payout. High distribution yield does not imply a positive or high return.

Risk relating to Dividends paid out of Capital

To the extent that the net distributable income generated by the Fund is insufficient to pay a distribution which is declared, the Directors may at their discretion determine such dividends may be paid from the capital of the Fund. This would require the Investment Manager to sell assets of the Fund to make such distributions as opposed to paying out net distributable income received by the Fund.

In respect of the Distribution Classes, investors should note that the payment of dividends out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to the original investment. Such distributions may result in an immediate reduction in the Net Asset Value per Share of the Fund. Payment of dividends out of capital will have the following effects: (i) capital will be eroded, (ii) distribution is achieved by forgoing the potential for future capital growth of the Company and (iii) the cycle may continue until all capital is depleted.

Dividends and Distributions

The Directors currently intend to pay dividends on a monthly basis in respect of the Euro Class A Dist, Euro Class A Dist (Hedged), Hong Kong Dollar Class A Dist, RMB Class A Dist, RMB Class A Dist (Hedged), Singapore Dollar Class A Dist, Singapore Dollar Class A Dist (Hedged), Sterling Pound Class A Dist , Sterling Pound Class A Dist (Hedged), United States Dollar Class A Dist, Euro Class Z Dist, Euro Class Z Dist (Hedged), Hong Kong Dollar Class Z Dist, Hong Kong Dollar Class Z Dist (Hedged), RMB Class Z Dist, RMB Class Z Dist (Hedged), Singapore Dollar Class Z Dist, Singapore Dollar Class Z Dist (Hedged), Sterling Pound Class Z Dist, Sterling Pound Class Z Dist (Hedged) and United States Dollar Class Z Dist Shares. However, there is no guarantee that such dividends will be made nor will there be a target level of dividend payout. A high distribution yield does not imply a positive or high return.

The Directors currently do not intend to pay dividends in respect of Euro Class A, Euro Class A (Hedged), Hong Kong Dollar Class A, RMB Class A, RMB Class A (Hedged), Singapore Dollar Class A, Singapore Dollar Class A (Hedged), Sterling Pound Class A, Sterling Pound Class A (Hedged), United States Dollar Class A, Euro Class Z, Euro Class Z (Hedged), Hong Kong Dollar Class Z, Hong Kong Dollar Class Z (Hedged), RMB Class Z, RMB Class Z (Hedged), Singapore Dollar Class Z, Singapore Dollar Class Z (Hedged), Sterling Pound Class Z, Sterling Pound Class Z (Hedged) and United States Dollar Class Z Shares. Accordingly, investment in these Classes of Shares may not be suitable for investors seeking income returns for financial or tax planning purposes.

Asia Region Risk

Investments in the Asia region may be subject to a higher risk than investments in developed market economies. Many countries in the Asia region are considered emerging markets, and hence subject to risks such as heightened political unrest, securities whose valuations fluctuate widely, war or social uprising, and domestic economic management (including the risks of remittance restrictions and exchange controls) or sovereign intervention (including the risk of expropriation). There may be less publicly available information about companies in many countries in the Asia region, and the stock exchanges and brokerage industries in such countries typically do not have the level of government oversight as do those in developed markets. Such information as is available may be less reliable than that published by or about companies in developed markets. These risks may all impact on entities with operations in the region. Such instability may be reflected in the value of investments made in Asia region economies, increasing the risk of adverse performance, and/or loss of investor capital.

Country Risk and Legal Infrastructure

Countries in the Asia region have diverse legal, banking and exchange control systems with which prospective investors may not be accustomed. Company laws in some targeted countries are in their early stage. In the development of these, certain new laws might have a negative impact on the value of an investment which cannot be foreseen at the time the investment is made. As the efficacy of such laws is as yet uncertain, there can be no assurance as to the extent to which rights of foreign shareholders can be protected. In addition, there may also be a shortage of qualified judicial and legal professionals to interpret or advise upon recently enacted and future laws in some jurisdictions. It may also be difficult for a Fund to obtain effective enforcement of its rights by legal or arbitral proceedings in the Asia region than in countries with more mature legal systems. The value of the Fund's portfolio can be affected negatively by changes in those legal, banking or exchange control systems. Shareholders may lose money in those circumstances.

Corporate Disclosure, Accounting and Regulatory Standards

The disclosure and regulatory standards in some countries in the Asia region are in many respects less stringent than standards in certain OECD Countries. There may be less publicly available information about Asia region companies than is regularly published by or about companies from OECD Countries. Such information as is available may be less reliable than that published by or about companies in OECD Countries. Asia region companies may be subject to accounting standards and requirements that differ in significant respects from those applicable to companies established or listed in OECD Countries. This, if combined with a weak regulatory environment, could result in lower standards of corporate governance and less protection of minority shareholder rights of the companies in which the Fund will invest.

The lower level of disclosure, transparency and reliability of certain material information may impact on the value of investments made by the Fund and may lead the Investment Manager or other service providers of the Fund to an inaccurate conclusion about the value of the investments of the Fund.

PRC Governmental, Economic and Related Considerations

The PRC economy has been a planned economy since 1949. One, five and ten-year state plans are adopted by the PRC Government in connection with the development of the economy. Although state-owned enterprises still account for a substantial portion of the PRC's industrial output, the state, in general, is reducing the level of direct control which it exercises over the economy through state plans and other measures, and there is an increasing degree of liberalisation in areas such as allocation of resources, production, pricing and management and a gradual shift in emphasis to a "socialist market economy".

During the past 15 years, the PRC Government has been reforming the economic systems of the PRC, and these reforms are expected to continue. Many of the reforms are unprecedented or experimental and are expected to be refined or changed. Other political, economic and social factors could also lead to further readjustments to the reform measures. The Fund's operations and financial results could be adversely affected by adjustments in the PRC's state plans, political, economic and social conditions, changes in the policies of the PRC government such as changes in laws and regulations (or the interpretation thereof), measures which may be introduced to control inflation, changes in the rate or method of taxation, imposition of additional restrictions on currency conversion and the imposition of additional import restrictions. Furthermore, a portion of the economic activity in the PRC is export-driven and, therefore, is affected by developments in the economies of the PRC's principal trading partners.

The PRC economy has experienced significant growth in the past ten years, but such growth has been uneven both geographically and among the various sectors of the economy. The PRC Government has implemented various measures from time to time to control inflation and to regulate economic expansion with a view to preventing overheating of the economy.

The transformation from a centrally planned, socialist economy to a more market-orientated economy has also resulted in many economic and social disruptions and distortions. Many of the PRC economic reforms are unprecedented or experimental and are subject to adjustment and modification, and such adjustment and modification may not always have a positive effect on foreign investment in joint stock companies in the PRC or in listed securities such as China A Shares. Moreover, there can be no assurance that the economic and political initiatives necessary to achieve and sustain such a transformation will continue or, if such initiatives continue and are sustained, that they will be successful.

Political changes, social instability and adverse diplomatic developments in the PRC could result in the imposition of additional government restrictions including expropriation of assets, confiscatory levels of taxation, currency blockage or nationalisation of some or all of the property held by the underlying issuers of the China A Shares. Any occurrence could adversely affect the interests of the Fund.

Investing in the PRC subjects the Fund to a higher level of market risk than investments in a developed country. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, settlement risk, greater risk of market shut down or stock suspension, imposition of trading band limits and more governmental limitations on foreign investment than those typically found in developed markets.

Risks of investing in China A Shares

PRC securities markets risk

The securities markets in the PRC, including the China A Share markets, are still in a stage of development, and may be characterised by higher liquidity risk than markets in more developed countries, which may in turn result in higher transaction costs and price volatility. In addition, the PRC's securities markets are undergoing a period of growth and change, which lead to uncertainties and potentially result in difficulties in the settlement and recording of transactions and in interpreting and applying the relevant regulations. The PRC's regulatory authorities have only recently been given the power and duty to prohibit fraudulent and unfair market practices relating to securities markets, such as insider trading and market abuse, and to regulate substantial acquisitions of shares and takeovers of companies. All of these factors may lead to a higher level of volatility and instability associated with the PRC securities markets relative to more developed markets.

Government intervention and restrictions risk

The liquidity and price volatility associated with China A Share markets are subject to greater risks of government intervention (for example, to suspend trading in particular stocks) and imposition of trading band restrictions for all or certain stocks from time to time. In addition, China A Shares traded in the PRC are still subject to trading band limits that restrict maximum gain or loss in stock prices, which means the prices of stocks may not necessarily reflect their underlying value. Such factors may affect the performance of the Fund, and the subscription and redemption of Shares may also be disrupted.

Accounting and reporting standards risk

PRC companies are required to follow PRC accounting standards and practice which follow international accounting standards to a certain extent. However, the accounting, auditing and financial reporting standards and practices applicable to PRC companies may be less rigorous, and there may be significant differences between financial statements prepared in accordance with the PRC accounting standards and practice and those prepared in accordance with international accounting standards. As the disclosure and regulatory standards in the PRC are less stringent than in more developed markets, there might be substantially less publicly available information about issuers in the PRC on which the Investment Manager can base investment decisions.

PRC Tax Risk

The Fund may be exposed to risks associated with changes in current PRC tax laws, regulations and practice, which may have retrospective effect and may have either an adverse or a positive effect on the asset value of the Fund. Various tax reform policies have been implemented by the PRC government in recent years, and existing tax laws and regulations may be revised or amended in the future. There is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished. Any changes in tax policies may reduce the after-tax profits of the companies in the PRC which the Fund may invest in, thereby reducing the income from, and/or value of the Shares, or it may increase such profits, thereby increasing the income from, and/or value of the Shares. Investors may be advantaged or disadvantaged depending upon the availability of a definitive tax assessment or the issue of announcements or regulations by the competent authorities promulgating definitive tax assessment rules, the level of tax provision accrued by the Fund and when they subscribed and/or redeemed their shares in/from the Fund.

There are still uncertainties as to the withholding tax treatment on dividends and interest (currently equal to 10%) derived from indirect China A Shares and China B Shares investments and investments in RMB-denominated debt securities. By investing in (i) China A Shares via CAAPs, (ii) RMB-denominated debt securities issued by non-PRC issuers and (iii) China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers, the Company may be subject to PRC taxes.

(i) China A Shares via CAAPs

Under the CITL and its detailed implementation rules, dividends derived from the China A Shares invested via CAAPs by the Fund are subject to PRC WIT at a rate of 10 per cent, unless a specific exemption or reduction is available.

(ii) RMB-denominated debt securities issued by non-PRC issuers

The income (including interest income and capital gains) derived from the Fund’s investments in RMB denominated debt securities issued by non-PRC issuers outside China should not be subject to PRC taxes.

(iii) China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers

For dividends, bonuses and interest paid to investors, 10 per cent PRC WIT should be withheld at source under current PRC laws and regulations. For capital gains derived by an investor on the disposal of these securities, there are currently no specific rules or regulations under the CITL. As a result, such gains are technically subject to the 10 per cent PRC WIT under the CITL. However, as a matter of practice, such 10 per cent PRC WIT on capital gains realised by non-PRC tax resident enterprises from the trading of these securities has not been strictly enforced by the PRC tax authorities.

The Investment Manager will not make provisions for any WIT payable by the Fund on PRC sourced capital gains from China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers. The implication of this is that if the Fund is liable to pay such withholding and other taxes, this may result in an unfavourable impact on the Net Asset Value of the Fund.

PRC Capital Gains Tax for RQFII

Although the PRC tax authorities have provided some clarification on the PRC capital gain tax on the notice issued on 14 November 2014, investors should note that the tax exemption for RQFII is temporary with no specific end date provided. There also remains considerable uncertainty as to the application of withholding income tax on capital gains derived by RQFIIs which may affect the Fund’s investments. For example, there is no indication on how such tax should be calculated and paid (e.g. netting of gains and losses, carry forward of losses, application of tax treaties). The notice also does not specify whether, for example, convertible bonds, index futures and other permitted securities fall within the scope of this exemption. There is no assurance that RQFIIs would not be required to pay withholding income tax in the future and/or retrospectively.

The provisional withholding income tax withheld by RQFIIs or the Fund are estimates of what the actual withholding income tax may be imposed by PRC and may be excessive or inadequate to meet actual PRC tax liabilities with respect to the Fund’s investments. In the event that the PRC authorities clarify that the actual withholding income tax levied is more than the provisional withholding income tax amount withheld, such shortfall will be borne pro rata by the Fund. This would cause the Net Asset Value of the Fund to fall if the actual taxes exceed the provisional taxes collected. Past investors who have fully redeemed from the Fund will not be liable for such shortfall. As a corollary, if the withholding income tax is less than the provisional withholding income tax amount, such excess amount withheld will be returned by the RQFIIs to the Fund. Such a refund would result in a higher Net Asset Value of the Fund. The investors in the Fund will have no direct claims with respect to any such refund. Therefore, investors may be advantaged or disadvantaged depending upon the final tax liabilities, the level of tax provision and when the investors subscribed and/or redeemed their investment in/from the Fund.

Risks associated with A Shares CIS

Risk related to RQFII Policy

There can be no assurance that the RQFII regulations will not be abolished or changed. In the circumstances where the RQFII licence of the RQFII holder of A Shares CIS is revoked or terminated or otherwise invalidated, or the investment quota granted by PRC government to the RQFII holder of A Shares CIS is reduced or withdrawn, all or part of the assets held by the PRC RQFII custodian for the account of the A Shares CIS will be liquidated and repatriated to a bank account maintained for and on behalf of the A Shares CIS outside of the PRC. Further, under the relevant PRC law, regulations or measures, there are restrictions on repatriation of funds out of the PRC. Thus, the Fund may be exposed, indirectly, to risks associated with remittance and repatriation of monies, through its investment in A Shares CIS. The underlying A Shares CIS may not be able to meet redemption requests and may therefore be subject to reduced liquidity.

Custodial risks

Lack of adequate custodial systems in the PRC may subject the A Shares CIS to greater custodial risks. The A Shares CIS may also incur losses due to liquidation of the PRC custodian, or a default, act or omission of the PRC custodian in the execution or settlement of any transaction or in the transfer of any funds or securities.

Other risks

Other factors such as RMB depreciation, restriction or delay in RMB currency conversion, RQFII investment restriction, illiquidity of the China A Shares market, and delay or disruption in execution of trades or in settlement of trades may also have negative impacts on A Shares CIS.

Consequently, the Fund investing in such A Shares CIS may be adversely affected by the risks set out above and may be exposed to potential losses.

PRC Securities Markets

The national regulatory and legal framework for capital markets and joint stock companies in the PRC is still developing when compared with those of developed countries. The PRC securities markets, including the Shanghai Stock Exchange and Shenzhen Stock Exchange, are undergoing a period of growth and change which may lead to difficulties in the settlement and recording of transactions and interpreting and applying the relevant regulations. In addition, the regulation of, and enforcement activity in, the PRC securities markets may not be equivalent to markets in OECD Countries. There may not be equivalent regulation and monitoring of the PRC securities market and activities by investors, brokers and other participants to that in certain OECD markets. Investments in the PRC will be sensitive to any significant change in political, social or economic policy in the PRC. Such sensitivity may, for the reasons specified above, adversely affect the capital growth and thus the performance of these investments. The PRC government’s control of currency conversion and future movements in exchange rates may adversely affect the operations and financial results of the companies invested in by the relevant Fund. In light of the above mentioned factors, the price of China A or China B shares may fall significantly in certain circumstances.

Trading Volumes and Volatility

The Shanghai Stock Exchange and Shenzhen Stock Exchange have lower trading volumes than most OECD exchanges and the market capitalisations of listed companies are small compared to those on more developed exchanges in developed markets. The listed equity securities of many companies in the PRC are accordingly materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of OECD Countries. Government supervision and regulation of the PRC securities market and of quoted companies is also less developed than in many OECD Countries. In addition, there is a high measure of legal uncertainty concerning the rights and duties of market participants as compared to investments made through securities systems of established markets.

The PRC stock market has in the past experienced substantial price volatility and no assurance can be given that such volatility will not occur in the future. The above factors could negatively affect the Fund's Net Asset Value, the ability to redeem Shares and the price at which the Shares may be redeemed.

Custody Risk

In a limited number of markets, such as the PRC, where a no failed trade policy is standard market practice, assets may be assigned, transferred, exchanged or delivered without the prior approval of the Custodian or its agent. Once a sale order is placed in relation to assets of the Fund, by virtue of the operation of the settlement system within those markets, those assets will automatically move from custody of the Custodian without the need for the prior approval of the Custodian. Where this occurs the consideration for those assets is remitted to the entity releasing the assets.

RMB currency risk

The RMB is not freely convertible and subject to exchange controls and restrictions. Where the Fund makes investments in assets denominated in RMB there is no guarantee that RMB will not depreciate. Investors whose assets and liabilities are predominantly in currencies other than RMB should take into account the potential risk of loss arising from fluctuations in value between such currencies and the RMB as well as associated fees and charges.

Risks linked with dealing in securities in China via Stock Connect

Subject to the requirements of the Central Bank, the Fund may seek exposure to stocks issued by companies listed on China stock exchanges via Stock Connect. Stock Connect is a new trading programme that links the stock markets in Shanghai and Hong Kong and may be subject to additional risk factors. The relevant regulations are untested and subject to change. The programme is subject to quota limitations which may restrict the Fund's ability to invest in China A Shares through the programme on a timely basis and as a result, the Fund's ability to access the China A Shares market (and hence to pursue its investment strategy) will be adversely affected. Where a suspension in the trading through the Stock Connect is effected, the Fund's ability to access the PRC market will be adversely affected. The PRC regulations impose certain restrictions on selling and buying. Hence the Fund may not be able to dispose of holdings of China A Shares in a timely manner. Also, a stock may be recalled from the scope of eligible stocks for trading via the Stock Connect. This may adversely affect the investment portfolio or strategies of the Fund, for example, when the Investment Manager wishes to purchase a stock which is recalled from the scope of eligible stocks. Due to the differences in trading days, the Fund may be subject to a risk of price fluctuations in China A Shares on a day that the PRC stock market is open for trading but the Hong Kong stock market is closed.

Investors in Hong Kong and Mainland China can trade and settle shares listed on the other market via the exchange and clearing house in their home market. Stock Connect is subject to quota limitations, which may restrict a Fund's ability to deal via Stock Connect on a timely basis. This may impact the Fund's ability to implement its investment strategy effectively. Initially, the scope of Stock Connect includes all constituent stocks of the SSE 180 Index and the SSE 380 Index and all China A Shares dual-listed on the SSE and SEHK. Investors should note that a security may be recalled from the scope of Stock Connect. This may adversely affect the Fund's ability to meet its investment objective, e.g. when it wishes to purchase a security which is recalled from the scope of Stock Connect. The China A Shares traded through Stock Connect are issued in scripless form, so investors will not hold any physical China A Shares.

Under Stock Connect, China A Shares listed companies and trading of China A Shares are subject to market rules and disclosure requirements of the China A Shares market. Any changes in laws, regulations and policies of the China A Shares market or rules in relation to Stock Connect may affect share prices. Foreign shareholding restrictions and disclosure obligations are also applicable to China A Shares.

The Investment Manager will be subject to restrictions on trading (including restriction on retention of proceeds, maximum cross-boundary investment quota and a daily quota) in China A Shares as a result of its interest in the China A Shares. The Investment Manager is solely responsible for compliance with all notifications, reports and relevant requirements in connection with their interests in China A Shares.

Under the current Mainland China rules, once an investor holds up to 5% of the shares of a company listed on the SSE, the investor is required to disclose his interest within three working days and during which he cannot trade the shares of that company. The investor is also required to disclose any change in his shareholding and comply with related trading restrictions in accordance with the Mainland China rules. Overseas investors holding China A Shares via Stock Connect are subject to the following restrictions (i) shares held by a single foreign investor (such as the Trust) investing in a listed company must not exceed 10% of the total issued shares of such listed company; and (ii) total shares held by all foreign investors (i.e. Hong Kong and overseas investors) who make investment in a listed company must not exceed 30% of the total issued shares of such listed company. If the shareholding of a single investor in a China A Share listed company exceeds the above restrictions, the investor would be required to unwind his position on the excessive shareholding according to a last-in-first-out basis within a specific period.

Trading in securities through the Stock Connect may be subject to clearing and settlement risk. If the PRC clearing house defaults on its obligation to deliver securities / make payment, the Fund may suffer delays in recovering its losses or may not be able to fully recover its losses.

According to existing Mainland China practices, the Fund as a beneficial owner of China A Shares traded via Stock Connect cannot appoint proxies to attend shareholders' meetings on its behalf.

Fixed Income Securities

Fixed income securities are subject to many risk factors, including economic conditions, government regulations, market sentiment, and local and international political events. The market value of these securities in which the Fund invests will fluctuate in response to changes in creditworthiness of the issuer, interest rates, currency values, and other economic, political and market factors. Such fluctuations may be substantial. There is a risk that one or more issuers of securities held by the Fund may default in payment of interest and/or principal. That portion of the Fund invested in securities which are rated below investment grade, or are deemed equivalent thereto by the Investment Manager, are subject to significantly greater risk of such defaults.

Lower rated securities are considered by credit rating agencies to be speculative and to carry a high level of risk. The lower rated securities in which the Fund will invest will have a significantly greater risk of default in payments of interest, principal, or both, than the risk of default for investment grade bonds. Issuers of below investment grade securities present a higher risk of bankruptcy or reorganisation than issuers of investment grade bonds, or may have recently been in bankruptcy or reorganisation proceedings. The Fund may invest in securities which are rated below investment grade. The Fund may be subject to additional risks due to the speculative nature of investing in securities with a rating below investment grade such as high yield debt securities, which may be considered speculative and can include securities that are unrated and/or in default. An investment in these securities may be subject to a higher degree of credit risk and a greater possibility of default

The secondary market for lower rated securities is typically much less liquid than the market for investment grade bonds, frequently with significantly more volatile prices and larger spreads between bid and asked price in trading. The market price of lower rated securities will be affected by the bond market's perception of credit quality and the effect of stronger or weaker economic growth as well as political developments.

The market price of lower rated securities will also be affected by general changes in interest rates (decreasing as rates rise, and increasing as rates fall) that affect the market price of all bonds, although lower rated securities may be less sensitive to interest rate changes than investment grade bonds. The below investment grade security market at times will be very illiquid. Market prices of lower rated securities may be affected by imbalances in sell and buy orders among institutional investors and dealers. In addition to credit risk and liquidity risk concerns, the market price of lower rated securities in particular may be adversely impacted by legislative or regulatory developments, such as determinations that certain categories of institutional investors must divest their below investment grade holdings, or changes in rules regarding taxation or corporate reorganisations.

The Fund may also have to sell holdings of below investment grade securities at unfavorable prices in order to raise proceeds to pay for redemptions of Shares.

Performance Fee Risk

There is no adjustment of equalisation credit or equalisation losses on an individual unitholder basis. A unitholder redeeming units may still incur performance fee in respect of the units, even though a loss in investment capital has been suffered by the redeeming unitholder. The performance fee is based on net realized and net unrealized gains and losses as at the end of each calculation period and as a result, performance fees may be paid on unrealized gains which may subsequently never be realized.

Risks associated with the RQFII regime

RQFII systems risk

The current RQFII regulations include rules on investment restrictions applicable to the Fund. Transaction sizes for RQFIIs are relatively large (with the corresponding heightened risk of exposure to decreased market liquidity and significant price volatility leading to possible adverse effects on the timing and pricing of acquisition or disposal of securities).
Onshore PRC securities acquired by a RQFII for the account of the Fund will be registered in the joint names of the RQFII holder and the Fund in accordance with the relevant rules and regulations, and maintained in electronic form via securities account(s) with China Securities Depository and Clearing Corporation Limited ("CSDCC"), China Central Depository and Clearing Co., Ltd ("CCDCC"), Shanghai Clearing House and/or such other relevant depositories. Each account is required to bear the name of the applicable RQFII. The RQFII selects PRC brokers (each a "PRC Broker") to act on its behalf in the onshore PRC securities markets as well as the PRC custodian to maintain its assets in custody.

In the event of any default of either a PRC Broker or the PRC custodian in the execution or settlement of any transaction or in the transfer of any funds or securities in the PRC, the Fund may encounter delays in recovering its assets which may in turn impact the net asset value of the Fund.

The regulations which regulate investments by RQFIIs in the PRC and the repatriation of capital from RQFII investments are relatively new. The application and interpretation of such investment regulations are therefore relatively untested and there is no certainty as to how they will be applied as the PRC authorities and regulators have been given wide discretion in such investment regulations and there is no precedent or certainty as to how such discretion may be exercised now or in the future.

PRC Custodian and PRC Brokers risk

Onshore PRC assets acquired by the Fund through RQFII quota will be maintained by the PRC custodian of the relevant RQFII in electronic form via securities account(s) with CSDCC, CCDCC, Shanghai Clearing House and/or such other relevant depositories and cash account(s) with the PRC custodian.

The RQFII also selects one or more PRC Brokers to execute transactions for the Fund in the PRC markets. The Fund may incur losses due to the acts or omissions or insolvency of the PRC Brokers, the PRC custodian or the relevant depository in the execution or settlement of any transaction or in the transfer of any funds or securities. Subject to the applicable laws and regulations in the PRC, the RQFII should make arrangements to ensure that the PRC Brokers and PRC custodian have appropriate procedures to properly safe-keep the Fund's assets.

Investors should note that cash deposited in the cash account of the Fund with the PRC custodian of the RQFII will not be segregated but will be a debt owing from the PRC custodian to the Fund as a depositor. Such cash will be co-mingled with cash belonging to other clients of the PRC custodian. In the event of bankruptcy or liquidation of the PRC custodian, the Fund will not have any proprietary rights to the cash deposited in such cash account, and the Fund will become an unsecured creditor, ranking pari passu with all other unsecured creditors, of the PRC custodian. The Fund may face difficulty and/or encounter delays in recovering such debt, or may not be able to recover it in full or at all, in which case the Fund will suffer losses.

Repatriation risk

Repatriations by RQFIIs conducted in RMB for the Fund are not subject to any restrictions, lock-up periods or prior approval. There is no assurance, however, that PRC rules and regulations will not change or that repatriation restrictions will not be imposed in the future. Any restrictions on repatriation of the invested capital and net profits may impact on the Fund's ability to meet redemption requests from Shareholders.

RQFII quota risk

RQFII quota is limited and may be reached. RQFII has the flexibility to allocate its RQFII quota granted by the State Administration of Foreign Exchange ("SAFE") across different public fund products under its management from time to time or, subject to SAFE's approval, to products and/or accounts that are not public fund products but under its management. As such, the Fund will not have exclusive use of a specified amount of RQFII investment quota granted by SAFE to a RQFII.

RQFII investment restrictions

The following investment restrictions apply to investments made by the Fund through the RQFII quota:

1. Shares held by each single foreign investor purchased through RQFII shall not exceed 10 per cent of the total outstanding shares of any listed company;

2. The aggregate holdings of all RQFIIs in any listed company cannot exceed 30 per cent of the total outstanding shares of the listed company;

3. A RQFII is prohibited from buying and selling securities issued by the same issuer on a same given day;

4. Once a RQFII holds more than 5% of a single Chinese issuer, it has to report its holding to the Chinese authorities within 3 business days from the day it held more than 5% and it is prohibited from trading any security issued by such issuer within the same 3 day period;

If a position in respect of a single listed company exceeds 5% of the total issued shares of such listed company, the RQFII must return any profits generated from the sale of any shares of such listed company that were purchased within six (6) months of such sale or generated from the purchase of any shares of such listed company that were sold within six (6) months of such purchase to the listed company.

16. Material Agreements

RQFII Custodian Agreement

The RQFII Custodian Agreement provides that the appointment of the PRC Custodian will continue unless and until terminated by either party giving to the others not less than 30 days' written notice although in certain circumstances the RQFII Custodian Agreement may be terminated forthwith by notice in writing by each party to the other.

The RQFII Custodian Agreement contains certain contingent indemnities payable out of the assets of the relevant Fund in favour of the Global Sub-Custodian which are restricted to exclude matters arising as a result of the Global Sub-Custodian's fraud, negligence or wilful default.

29th March 2016

SUPPLEMENT 5 – Value Partners Greater China Equity Fund
Dated 22nd June, 2015
to the Prospectus issued for Value Partners Ireland Fund plc

This Supplement contains information relating specifically to the Value Partners Greater China Equity Fund (the "Fund"), a sub fund of Value Partners Ireland Fund plc (the "Company"), an open-ended umbrella investment company with segregated liability between funds authorised by the Central Bank of Ireland (the "Central Bank") on 20th April, 2012 as a UCITS pursuant to the UCITS Regulations. As at the date of this Supplement, the Company has five sub-funds in existence: the Value Partners Classic Equity Fund, the Value Partners Multi-Asset Income Fund, the Value Partners Health Care Fund, the Value Partners Asia Dividend Stocks Fund and the Value Partners Greater China Equity Fund (the "Funds").

This Supplement forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 1st December, 2014 (the "Prospectus").

The Directors of the Company whose names appear in the Prospectus under the heading "Management and Administration" accept responsibility for the information contained in this Supplement and the Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplement and in the Prospectus at the date of publication is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

The Fund may invest substantially in deposits with credit institutions. The Fund may invest substantially in cash or cash equivalents. An investment in the Fund is neither insured nor guaranteed by any government, government agencies or instrumentalities, or any bank guarantee. Shares in the Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank and the amount invested in Shares is capable of fluctuation.

The difference at any one time between the sale price (to which may be added a sales charge) and the redemption price of Shares (from which may be deducted a redemption fee) means an investment should be viewed as medium to long term.

Investors should read and consider the section of the Supplement entitled "Risk Factors" before investing in the Fund.

Profile of a Typical Investor: Investment in the Fund is suitable only for these persons and institutions for whom such investment does not represent a complete investment programme, who understand the degree of risk involved and balance that suitability based upon investment objectives and financial needs. The Fund has a medium to high level of volatility, and accordingly investment is more suitable for long-term investors.

1. **Interpretation**

The expressions below shall have the following meanings:

"AUD"	means the lawful currency of Australia for the time being.
"Business Day"	means any day which is a business day in Dublin and Hong Kong. For the avoidance of doubt, in Hong Kong a Business Day means a day (other than a Saturday, a Sunday or a public holiday) on which banks in Hong Kong are open for general business provided that where as a result of a Number 8 Typhoon Signal, a Black Rainstorm Warning or other similar event, the period during which banks in Hong Kong are open on any day is reduced, such day shall not be deemed to be a Business Day, as determined by the Directors.
"CAAPs"	means China A Shares Access Products, being transferable securities generally listed on Recognised Exchanges, or occasionally unlisted, and issued by a third party CAAP issuer in respect of China A Shares which themselves are listed or traded on the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange and which represent an obligation of the CAAP issuer to pay to the Fund an economic return equivalent to holding the underlying China A Shares.
"CAD"	means the lawful currency of Canada for the time being.
"China A Shares"	means domestic shares in PRC incorporated companies listed on either the Shanghai Stock Exchange or the Shenzhen Stock Exchange, the prices of which are quoted in Renminbi and which are available to domestic investors and foreign strategic investors approved by the China Securities Regulatory Commission.
"China B Shares"	means shares issued by companies listed on the Shanghai-Stock Exchange or the Shenzhen Stock Exchange, traded in foreign currencies and available for investment by domestic (Chinese) investors and foreign investors.
"CSRC"	means the China Securities Regulatory Commission.
"Dealing Day"	means each Business Day.
"Dealing Deadline"	means 11.59 am (Irish time) on the Valuation Day or such other time as the Directors may determine and approved by the Custodian and notify to the Shareholders in advance provided always that the Dealing Deadline is before the

Valuation Point.

“EUR”	means Euro, the official currency of the Eurozone.
“GBP”	means pound, the lawful currency of the United Kingdom.
“Greater China”	means the region comprising the PRC, Hong Kong, Macau and Taiwan.
“HKD”	means the lawful currency of Hong Kong for the time being.
"NZD"	means the lawful currency of New Zealand for the time being.
“PRC”	means the People’s Republic of China.
“RMB”	means Renminbi, the lawful currency of China for the time being.
“SGD”	means the lawful currency of Singapore for the time being.
“USD”	means the lawful currency of the United States of America.
“Valuation Day”	means in relation to a Dealing Day, such Dealing Day.
“Valuation Point”	means 12.00 noon (Irish Time) on the relevant Valuation Day.

All other defined terms used in this Supplement shall have the same meaning as in the Prospectus.

2. Classes of Shares

Class	Class Currency	Initial Price	Initial Sales Charge	Investment Manager Fees	Minimum Transaction Size for Initial investment*	Minimum Holding amount*#	Minimum Transaction Size for subsequent investments* #	Minimum Transaction Size for redemptions *#	Hedged/ Unhedged
Australian Dollar Class A	AUD	AUD10	Up to 5%	1.50%	AUD10,000	AUD5,000	AUD5,000	AUD5,000	Unhedged
Australian Dollar Class A	AUD	AUD10	Up to 5%	1.50%	AUD10,000	AUD5,000	AUD5,000	AUD5,000	Hedged
Canadian Dollar Class A	CAD	CAD10	Up to 5%	1.50%	CAD 10,000	CAD5,000	CAD5,000	CAD5,000	Unhedged
Canadian Dollar Class A	CAD	CAD10	Up to 5%	1.50%	CAD 10,000	CAD5,000	CAD5,000	CAD5,000	Hedged
Euro Class A	EUR	€10	Up to 5%	1.50%	€10,000	€5,000	€5,000	€5,000	Unhedged
Euro Class A	EUR	€10	Up to 5%	1.50%	€10,000	€5,000	€5,000	€5,000	Hedged
Hong Kong Dollar Class A	HKD	HKD10	Up to 5%	1.50%	HKD80,000	HKD40,000	HKD40,000	HKD40,000	Unhedged
New Zealand Dollar Class A	NZD	NZD10	Up to 5%	1.50%	NZD10,000	NZD5,000	NZD5,000	NZD5,000	Unhedged
New Zealand Dollar Class A	NZD	NZD10	Up to 5%	1.50%	NZD10,000	NZD5,000	NZD5,000	NZD5,000	Hedged
RMB Class A	RMB	RMB10	Up to 5%	1.50%	RMB60,000	RMB30,000	RMB30,000	RMB30,000	Unhedged
RMB Class A	RMB	RMB10	Up to 5%	1.50%	RMB60,000	RMB30,000	RMB30,000	RMB30,000	Hedged
Singapore Dollar Class A	SGD	SGD10	Up to 5%	1.50%	SGD10,000	SGD5,000	SGD5,000	SGD5,000	Unhedged
Singapore Dollar Class A	SGD	SGD10	Up to 5%	1.50%	SGD10,000	SGD5,000	SGD5,000	SGD5,000	Hedged
Sterling Pound Class A	GBP	GBP10	Up to 5%	1.50%	GBP10,000	GBP5,000	GBP 5,000	GBP 5,000	Unhedged
Sterling Pound Class A	GBP	GBP10	Up to 5%	1.50%	GBP10,000	GBP5,000	GBP 5,000	GBP 5,000	Hedged
United	USD	USD10	Up to 5%	1.50%	USD10,000	USD5,000	USD5,000	USD5,000	Unhedged

States Dollar Class A									
United States Dollar Class Z^	USD	USD10	Up to 5%	1%	USD10 million	USD100,000	USD100,000	USD100,000	Unhedged

* or such lower amount as Directors may determine at their discretion.

Any change in the minimum holding amount, minimum transaction size for subsequent investments or minimum transaction size for redemptions will be notified to Shareholders in advance.

^ Class Z Shares are only available for subscription by institutional and/or professional investors.

3. **Base Currency**

The Base Currency shall be USD.

4. **Investment Objective**

The investment objective of the Fund is to seek long-term capital appreciation through investing in a portfolio of equity and equity related securities of companies whose business activities are related to the economic development and growth of the economy in the Greater China region.

5. **Investment Policy**

The Fund intends to achieve its investment objective by investing up to 100% of its Net Asset Value in equity securities and equity-related securities (such as convertible bonds and preference shares) of companies who have a significant portion of assets, investments, production activities, trading or other business interests in Greater China region or which derive a significant part of their revenue from the Greater China region, and which are listed on stock markets on a worldwide basis (and in accordance with Appendix I of the Prospectus). There are no capitalisation restrictions on securities that can be held in the portfolio, but rather, selection will be determined by the availability of attractive investment opportunities, as described below.

The Fund may invest indirectly in China A Shares. Though investing in China A Shares is not the primary investment focus of the Fund, under certain exceptional circumstances (for example, during significant upturn in the Chinese economy), the Fund may invest up to 100% of its Net Asset Value indirectly in China A Shares should the Investment Manager deem such a strategy to be prudent over any time period. The Fund may indirectly invest in China A Shares through CAAPs, such as Participation Notes or warrants in relation to China A Shares. The Participation Notes and the warrants in relation to China A Shares are unleveraged instruments and do not embed derivatives. While generally CAAPs in which the Fund will invest will be listed on Recognised Exchanges in certain circumstances they may be unlisted and in such circumstances, any investment will be made in accordance with the Investment

Restrictions set out in Appendix I to the Prospectus. The Fund may also invest up to 20% of its Net Asset Value directly in China B Shares.

The Fund may invest in securities listed or dealt in on the Recognised Exchanges listed in the Prospectus or may also invest up to 10% of its Net Asset Value in unlisted securities in accordance with the Central Bank Investment Restrictions set out in Appendix I of the Prospectus and may invest in cash and cash equivalents for hedging and risk management purposes. Cash equivalents include money market instruments (for example money market funds and fixed and floating rate bonds which due within one year with high investment ratings of at least BB as rated by international credit rating agencies such as Standard & Poor's, Fitch Ratings or equivalent), bank deposits, short-term papers, treasury bills, banker's acceptances and short-term commercial papers. The Fund may also invest in other fixed income instruments such as certificates of deposit and fixed and floating rate bonds, such as government and corporate bonds, where the bonds' investment rating is at least CCC as rated by international credit rating agencies such as Standard & Poor's, Fitch Ratings or equivalent. Though maintaining cash or cash equivalents is not a primary investment focus of the Fund, under certain exceptional circumstances (for example, during significant downturn in the economy or political turmoil), the Fund may maintain up to 100% of its Net Asset Value in cash or cash equivalents should the Investment Manager deem such a strategy to be prudent over any time period.

Investments will be selected by the Investment Manager by identifying under-valued investments in companies who have a significant portion of assets, investments, production activities, trading or other business interests in the Greater China region or which derive a significant part of their revenue from the Greater China region. The Investment Manager will pursue a value-oriented, fundamental approach in portfolio construction for the Fund. In pursuing this approach, the Investment Manager shall initially screen lesser known or under researched companies through quantitative analysis, thereby avoiding any biased or market consensus views. Companies selected following the initial screening process are subjected to evaluation and ongoing review by sector analysts, and the Investment Manager will focus on the selection of companies which offer potential long term value and consider quantitative factors including sustainable business models, robust balance sheets, market capitalization, and liquidity and dividend yield, as well as qualitative factors, such as quality of management and industry analysis. The Investment Manager shall determine portfolio allocation based on a range of factors, including the Investment Manager's level of conviction and sectoral concentration, with investments reviewed regularly. The underlying investment philosophy for the Fund is based on the Investment Manager's belief that while markets are inefficient and discrepancies exist in the short-run, prices in the long-run ultimately reflect fundamental values. The Fund does not have any specific industry or sectoral focus.

To provide flexibility for the Investment Manager to invest in classes of securities which may have more efficient exposures to underlying assets which are consistent with the investment policy of the Fund, the Fund may also invest in units in any unit trust or shares in any mutual fund corporation or any other collective investment scheme. The total investment in collective investment schemes by the Fund will not exceed 20% of the Fund's Net Asset Value and will be made in accordance with the requirements of the Central Bank.

Depositary Receipts are certificates issued by a depository bank or investment bank, representing shares held by the bank, usually by a branch or in the country of issue of the shares, which trade independently from the shares. The Fund will use Depositary Receipts such as American Depositary Receipts (“ADRs) and Global Depositary Receipts (“GDRs”). ADRs are negotiable certificates that are claims on shares in non-US companies. GDRs are negotiable certificates that are claims on shares in companies traded on their domestic markets, in this case the Fund will in particular use Singapore GDRs. The GDRs are traded in global markets and may be issued simultaneously in multiple foreign markets.

Financial derivative instruments may also be used by the Investment Manager to achieve the investment objective of the Fund. The Fund may invest in futures contracts, options, warrants, index and currency swaps and forwards for investment purposes, efficient portfolio management purposes, to indirectly gain exposure to underlying equity securities where the Investment Manager feels it is more efficient to do so or as a cheaper alternative to direct investment in that security, or for hedging purposes in accordance with the requirements of the Central Bank.

Futures include equity and fixed income futures. Exchange traded futures are contracts to buy or sell a standard quantity of a specific asset (or, in some cases, receive or pay cash based on the performance of an underlying asset, instrument or index) at a pre-determined future date and at a price agreed through a transaction undertaken on an exchange. The Investment Manager may enter into equity and fixed income futures contracts to hedge against changes in the values of underlying equity securities or to hedge against interest rate risk.

The Investment Manager may enter into single stock and index futures contracts to hedge against changes in the values of equity securities held by the Fund, or markets to which the Fund is exposed, or to hedge against currency and interest rate risk.

The Investment Manager may also use futures contracts to equitise cash or as a means of gaining exposure to particular securities or markets which are consistent with the investment policy of the Fund on a short to medium term basis in advance of making a decision to purchase a particular security or to reallocate assets on a longer term basis. In addition, the Investment Manager may use futures to reduce exposure to a market in advance of raising cash from asset sales to fund redemptions from the Fund.

For the purposes of hedging market and currency risks, the Fund may invest in index and currency swaps and currency forwards. The Fund may gain exposure to an index by entering into a swap transaction whereby the Fund would receive the price appreciation (or depreciation) of the relevant index from the swap counterparty in exchange for paying the swap counterparty an agreed fee. The underlying index of the index swaps shall be in line with the investment objective of the Fund and the Central Bank's requirements. For currency swaps, since the Fund may invest in a number of different jurisdictions, the Fund may utilize currency swap contracts whereby the Fund may either exchange currencies at a fixed rate of exchange for currencies at a floating rate of exchange or exchange currencies at a floating rate for of exchange for currencies at a fixed rate of exchange. Forward foreign exchange contracts will be used to hedge the value of the Hedged Share Classes in the Fund against changes in the exchange rate between the currency of denomination of the Hedged Share Class of Shares and the Base Currency of the Fund.

Call options may be used to gain exposure to specific securities and put options may be used to hedge against downside risk. Options may also be purchased to hedge against currency and interest rate risk and the Investment Manager may write put options and covered call options to generate additional revenues for the Fund. The Investment Manager will not write uncovered call options. The Fund does not intend to use exotic types of options.

The Fund may purchase warrants to provide an efficient, liquid mechanism for taking positions in securities without the need to purchase and hold the security.

Where the Fund purchases call options or warrants, they will be used to gain exposure to securities in line with the Fund's investment objective, but there are otherwise no restrictions on the industries or sectors in which the Fund may invest.

The Fund will be leveraged through the use of the above financial derivative instruments. The leveraged exposure of the Fund through the use of these derivatives will not exceed 100% of the Net Asset Value of the Fund under the commitment approach.

6. **Risk Management Process**

The Company will employ a risk management process based on the commitment approach which will enable it to accurately monitor, measure and manage the risks attached to financial derivative positions - details of this process have been provided to the Central Bank. The commitment approach generally measures the global exposure by converting the derivative contract into the market value of the equivalent position in the underlying asset. In the case where derivative positions are eligible for netting or are used for hedging purposes only the net positions are taken into account. The Company will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been submitted to the Central Bank. The Company will provide, upon request by Shareholders, supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

7. **Offer**

The following classes: Australian Dollar Class A, Australian Dollar Class A (Hedged), Canadian Dollar Class A, Canadian Dollar Class A (Hedged), Euro Class A, Euro Class A (Hedged), Hong Kong Dollar Class A, New Zealand Dollar Class A, New Zealand Dollar Class A (Hedged), RMB Class A, RMB Class A (Hedged), Singapore Dollar Class A, Singapore Dollar Class A (Hedged), Sterling Pound Class A, Sterling Pound Class A (Hedged), United States Dollar Class A and United States Dollar Class Z shares will be initially offered to investors from 9 am on the 17 July 2015 until 5 pm on the 17 July 2015 (the “initial offer period”) at the Initial Price, and subject to acceptance of applications for Shares by the Company, such Shares will be issued for the first time on the first Dealing Day after expiry of the initial offer period.

The initial offer period may be shortened or extended by the Directors. The Central Bank will be notified in advance of any such shortening or extension if subscriptions for Shares have been received, and otherwise on a quarterly basis. After closing of the initial offer period, Shares in the Fund will be issued at the Net Asset Value per Share.

Additional information in respect of Share subscriptions and redemptions is set out below.

8. **Application, Redemption and Conversion via an Electronic Dealing Provider**

Where an electronic dealing provider is used by an investor to invest in the Shares of any Class, or such investor holds interests in the Shares of any Class through accounts with an electronic dealing provider, such investor will only receive payments in respect of redemption and/or any dividends attributable to the Shares on the basis of the arrangements entered into by the investor with the electronic dealing provider. Furthermore, any such investor will not appear on the register of Shareholders, will have no direct right of recourse against the Fund and must look exclusively to the electronic dealing provider for all payments attributable to the relevant Shares. The Company will recognise as Shareholders only those persons who are at any time shown on the register of Shareholders for the purposes of: (i) the payment of dividends and other payments due to be made to Shareholders (as applicable); (ii) the circulation of documents to Shareholders; (iii) the attendance and voting by Shareholders at any meetings of Shareholders; and (iv) all other rights of Shareholders attributable to the Shares. None of the Company, the Investment Manager, the Administrator, the Custodian or any other person will be responsible for the acts or omissions of the electronic dealing provider, nor make any representation or warranty, express or implied, as to the services provided by the electronic dealing provider.

9. **Redemption of Shares**

The redemption price per Share in the Fund shall be the Net Asset Value per Share. The Directors are entitled to charge a redemption fee of up to 3% of the Net Asset Value per Share. In the event of a redemption fee being charged, Shareholders should view their investment as medium to long term. The Directors do not currently intend to charge a redemption fee, however, should the Directors decide to introduce a redemption fee, they will give not less than one month's notice to Shareholders of their intention to do so and this supplement shall be updated accordingly. Any such redemption fee will be no more than 3% of the Net Asset Value per Share.

In the event of a Shareholder requesting a redemption which would, if carried out, leave the Shareholder holding Shares having a Net Asset Value less than the Minimum Holding amount, the Company may, if it thinks fit, redeem the whole of the Shareholder's holding.

Redemption proceeds in respect of Shares will normally be paid within four (4) Business Days after the relevant Dealing Day, provided that all the required documentation has been furnished to and received by the Administrator.

10. **Hedged Share Classes**

The following Classes of Shares will be hedged against exchange rate fluctuation risks between the denominated Class currency and the Base Currency of the Fund: the Australian Dollar Class A (Hedged) shares, the Canadian Dollar Class A (Hedged) shares, the Euro Class A (Hedged) shares, the New Zealand Dollar Class A (Hedged) shares, the RMB Class A (Hedged) shares, the Singapore Dollar Class A (Hedged) shares and the Sterling Pound Class A (Hedged) shares (each a "Hedged Share Class"). Any financial instruments used to implement such strategies with respect to one or more Hedged Share Classes shall be assets/liabilities of the Fund as a whole but will be attributable to the relevant Class(es) and the gains/losses on, and the costs of, the relevant financial instruments will accrue solely to the relevant Class. Any currency exposure of a Hedged Share Class may not be combined with, or offset against, that of any other Class of a Fund. The currency exposure of the assets attributable to a Hedged Share Class may not be allocated to other Classes. Where the Investment Manager seeks to hedge against currency fluctuations, while not intended, may result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However, over-hedged positions will not exceed 105% of the Net Asset Value and hedged positions will be kept under review to ensure that positions in excess of 100% of the Net Asset Value will not be carried forward from month to month. To the extent that hedging is successful for a particular Hedged Share Class, the performance of that Class is likely to move in line with the performance of the underlying assets with the result that Shareholders in that Hedged Share Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the particular Fund are denominated.

It is intended that the currency hedging strategy which will be employed will be based on the most up-to-date information in relation to the Net Asset Value of the Fund, and will also take into account future transactions relating to Shareholder activity that will be processed through each Share Class in the Fund as at the relevant Valuation Point. The currency hedging strategy will be monitored and adjusted in line with the valuation cycle at which Shareholders are able to subscribe and redeem from the Fund.

11. **Dividend Policy**

Each of the share classes will be accumulating non distributing Shares.

The Fund is an accumulating Fund and, therefore, it is not currently intended to distribute dividends to the Shareholders. The income and earnings and gains of the Fund will be accumulated and reinvested on behalf of Shareholders.

12. **Suspension of Dealing**

Shares may not be issued, redeemed or converted during any period when the calculation of the Net Asset Value of the Fund is suspended in the manner described in the Prospectus under the heading "Suspension of Valuation of Assets". Applicants for Shares and Shareholders requesting redemption and/or conversion of Shares will be notified of such suspension and, unless withdrawn, applications for Shares and requests for redemption and/or conversion will be considered and processed as at the next Dealing Day following the ending of such suspension.

13. Fees and Expenses

The fees and operating expenses of the Company are set out in detail under the heading "Fees and Expenses" in the Prospectus.

Administrator's Fees

Accounting and Portfolio Valuation Services

The Company shall pay to the Administrator out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates:

- 10bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value up to USD 500 million,
- 8bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 500 million to USD 1 billion,
- 6bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 1 billion,

subject to a monthly minimum fee of USD6,000 for the first share class and a monthly minimum fee of USD250 for each additional share class borne by the Fund (plus VAT, if any thereon).

In respect of its financial statements production/reporting, the Administrator is entitled to a flat fee of USD2,500 per annum for the Fund. The Administrator is entitled to an annual fee of USD3,600 for the Company in respect of UCITS reporting. This fee is in respect of the provision of reporting at board meetings, reporting of total expenses ratios and turnover reports as required by the Fund and the Fund will bear its proportion of such fee payable to the Administrator.

Transfer Agency Services

The Administrator is entitled to maintenance fees for setting up the Company, the Fund and the Share Classes on its systems and providing support to future changes at the following rates:

- Fund Maintenance charge of USD8,000 per annum; and
- New account set up charge of USD150 per account.

The Administrator is entitled to a Shareholder servicing fee for the opening of shareholder accounts, KYC and AML checking, registration of client details, registration of broker details, supporting changes to client information, monthly account statements, pledges and storing of original documents at a rate not exceeding USD60 per Shareholder.

The Administrator is entitled to transaction fees at a rate not exceeding USD30 per transaction for orders (including subscription, redemption, transfer and conversion orders). The Administrator is entitled to a cash management fee for setting up the Company, the Fund and the Share Classes on the system and providing support to future changes at a rate not exceeding USD30 per transaction.

The Administrator shall also be entitled to be repaid out of the assets of the Fund all of its reasonable out-of-pocket expenses incurred on behalf of the Fund which shall include legal fees, couriers' fees and telecommunication costs and expenses together with VAT, if any, thereon.

Passive Hedging Calculation Agent Fees

The Passive Hedging Calculation Agent will receive out of the assets of the Fund a monthly fee of 1.5bps of the Net Asset Value per Hedged Share Class.

Custodian's Fees

Custodian Supervisory Fee

The Custodian shall be entitled to receive out of the assets of the Fund an annual fee, accrued at each Valuation Point and payable monthly in arrears at the following rates;

- 3bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value up to USD 1 billion,
- 2bps per annum of the Net Asset Value of the Fund on the portion of the Net Asset Value in excess of USD 1 billion,

subject to a monthly minimum fee of USD3,500 borne by the Fund (plus VAT, if any thereon).

The Custodian shall also be entitled to be repaid all of its disbursements out of the assets of the Fund, including legal fees, couriers' fees, transaction charges and telecommunication costs and expenses and the fees, transaction charges and expenses of any sub-custodian appointed by it which shall be at normal commercial rates together with VAT, if any, thereon.

The Fund will bear its proportion of the fees and expenses of the Custodian.

Investment Manager Fees

The Company shall pay the Investment Manager, out of the assets of the Fund, an annual fee accrued at each Valuation Point and payable monthly in arrears at a rate of up to 1.50% per annum of the Net Asset Value of the Fund. Any increase in this fee shall be within the maximum level permitted in the Prospectus and will be notified to Shareholders in advance.

Establishment Expenses

The fees and expenses relating to the establishment and approval of the Fund, including the fees of the Company's professional advisers, the fees and expenses incurred with respect to registering the Shares of the Fund for sale in various markets, and the expenses associated with the issue of Shares, including the costs incurred in connection with the preparation and publication of this Supplement, and all legal and printing costs are not expected to exceed €7,500. These fees and expenses will be paid out of the assets of the Fund and amortised over the first five years of the Fund's operation or such other period and in such manner as the Directors may in their discretion determine.

Sales Charge

Shareholders will be subject to a maximum sales charge of up to 5% of the subscription amount. Such sales charge will be charged as a preliminary once off charge, payable to the Distributor upon subscription. The Distributor may, in its sole discretion, waive or reduce, in whole or in part, any such charge.

14 PRC Tax Status

In connection with investment in PRC securities, various PRC taxes may be imposed on the Fund. The following statements do not constitute tax advice and are intended only as a general guide to current PRC law as at the date of this document (PRC law and PRC taxes are subject to change at any time, possibly with retrospective effect). These statements relate only to certain limited aspects of the PRC taxation treatment of the Fund. Investors should consult their own tax advisor with regard to PRC tax implications associated with an investment in the Company.

By investing in (i) China A Shares via CAAPs, (ii) RMB-denominated debt securities issued by non-PRC issuers and (iii) China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers, the Company may be subject to PRC taxes.

RMB-denominated debt securities issued by non-PRC issuers

The income (including interest income and capital gains) derived from the Fund's investments in RMB denominated debt securities issued by non-PRC issuers outside China should not be subject to PRC taxes.

PRC Corporate Income Tax ("CIT")

If the Company or the Fund is considered as a tax resident enterprise of the PRC, it should be subject to CIT at 25 per cent on its worldwide taxable income. If the Company or the Fund is considered a non-tax resident enterprise with an establishment of place of business ("PE") in the PRC, the profits and gains attributable to that PE should also be subject to CIT at 25 per cent.

The Investment Manager intends to manage and operate the Company and the Fund in such a manner that the Company and the Fund should not be treated as a tax resident enterprise of the PRC or a non-tax resident enterprise with a PE in the PRC for CIT purposes, although this cannot be guaranteed.

Dividend income or interest income

Interests derived from government bonds issued by the in-charge Finance Bureau of the State Council and/or local government bonds approved by the State Council are exempt from PRC income tax under the CIT law.

China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers

Unless a specific exemption or reduction is available under current PRC CIT law and regulations or relevant tax treaties, non-tax resident enterprises without PE in the PRC are subject to withholding income tax ("WIT"), generally at a rate of 10 per cent, on dividend income or interest income arising from investments in the PRC securities including China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers. The entity distributing such dividends or interest is required to withhold such tax on behalf of the recipients.

China A Shares via CAAPs

Under current regulations in the PRC, foreign investors (such as the Company and each of the Funds) may invest in China A Shares through CAAPs. Since only the CAAPs issuers' interests in China A Shares are recognised under PRC laws, if any China A Shares distribute a dividend, the dividend will be paid to the CAAPs issuers.

Under current regulations in the PRC, the listed company of the China A Shares which distribute dividends will withhold the dividend income tax on behalf of its shareholders and distribute the net dividend to its shareholders. As such, the amounts of dividend income received by the CAAPs issuers (and in turn the Company) are the net dividend and are not subject to any further tax liability. Under current PRC tax laws and regulations, the WIT is 10 per cent on dividends from China A Shares unless exempt or reduced under current PRC tax laws and regulations or relevant tax treaties.

Capital gains

China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers

For capital gains derived by an investor on the disposal of these securities, there are currently no specific rules or regulations under PRC Corporate Income Tax Law of the PRC ("CITL"). As a result, such gains are technically subject to the 10 per cent PRC WIT under the CITL. However, as a matter of practice, such 10 per cent PRC WIT on capital gains realised by non-PRC tax resident enterprises from the trading of these securities has not been strictly enforced by the PRC tax authorities.

The Investment Manager will not make provisions for any WIT payable by the Company on PRC sourced capital gains from China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers. The implication of this is that if the Company is liable to pay such withholding and other taxes on behalf of the Fund, this may result in an unfavourable impact on the Net Asset Value of the Company.

China A Shares via CAAPs

Any tax on capital gains levied on China A Shares via CAAPs and payable by the relevant CAAPs issuers may be passed on to the Company to the extent that the tax is attributable to the CAAPs issuers' trading gains on the China A Shares via CAAPs purchased by the Company. Certain CAAP issuers have indicated their intention to withhold an amount equal to 10 per cent of any gains representing the PRC tax in respect of any capital gains which would be payable on an actual sale of the underlying China A Shares linked to the CAAPs issued to the Company. The amounts withheld should generally be retained for a period of 5 years by the CAAP issuers, pending further clarification of the tax rules and tax collection measures adopted by the PRC authorities. If the tax withheld by the CAAP issuers is inadequate to meet final PRC tax liabilities on capital gains, the CAAP issuers may pass on the additional tax liabilities to the Company upon the disposal of the China A Shares and this tax liability is withheld by the issuers of CAAPs upon such disposal and this may therefore result in a decrease in the value of the Fund.

The tax laws, regulations and practice in the PRC are constantly changing, and they may be changed with retrospective effect. The PRC tax rules and practices in relation to CAAPs are new and their implementation is not tested and is uncertain. As such, any provision for taxation made by the Investment Manager may be excessive or inadequate to meet final PRC tax liabilities on capital gains derived from indirect China A Shares investments through CAAPs. Any excessive provision or inadequate provision for such taxation may impact on the performance and hence the Net Asset Value of the Fund during the period of such excessive or inadequate provision. Consequently, Shareholders may be advantaged or disadvantaged depending upon the final outcome of how capital gains from indirect China A Shares investments through CAAPs will be taxed, the level of tax provision and when the Shareholders subscribed and/or redeemed their Shares in/from the Fund.

If no provision for potential WIT is made and in the event that the PRC tax authorities enforce the imposition of such withholding income tax in respect of the Fund's investment in the China A Shares via CAAPs, the Net Asset Value of the Fund may be adversely affected. As a result, redemption proceeds or distributions may be paid to the relevant Shareholders without taking full account of tax that may be suffered by the Fund, which tax will subsequently be borne by the Fund and affect the Net Asset Value of the Fund and the remaining Shares in the Fund.

Shareholders should refer to the latest financial report of the Company for details of the amounts currently withheld as provision for taxation liabilities (if any) by the Investment Manager and CAAP issuers with respect to the taxes on capital gains.

Business Tax ("BT") and other surtaxes

Dividend income or interest income

The new BT law does not specifically exempt BT on interest earned by non-financial institutions. Hence, interest on both government and corporate bonds in theory should be subject to 5 per cent BT.

Dividends income on China A shares and China B Shares will not be subject to BT in China.

Capital gains

<u>China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers</u>

According to the new BT law with effect from 1st January 2009, the capital gains derived by non-individual investors from trading of China B Shares may be subject to BT at 5 per cent. As a matter of practice, the BT has not been strictly enforced by local tax bureau on capital gains derived by non PRC tax resident enterprises from the trading of China B Shares.

Where capital gains are derived from trading of offshore PRC securities (i.e. RMB-denominated debt securities issued or listed offshore by PRC issuers) by the Company, BT in general should not be imposed as the purchase and disposal are often concluded and completed outside China.

If BT is applicable, there are also other surtaxes (which include Urban Construction and Maintenance Tax, Education Surcharge and Local Education Surcharge) that would also be charged at an amount as high as 12 per cent of the 5 per cent BT payable (or an additional 0.6 per cent). In addition, there may also be other local levies such as flood prevention fee, commodity reconciliation fund and water conservancy fund, depending on the location of the PRC companies.

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. In the case of contracts for sale of China A Shares and China B Shares, such stamp duty is currently imposed on the seller but not the purchaser, at the rate of 0.1 per cent.

It should also be noted that the actual applicable tax rates imposed by the PRC tax authorities may be different and may change from time to time. There is a possibility of the rules being changed and taxes being applied retrospectively. As such, any provision for taxation made by the Investment Manager may be excessive or inadequate to meet final PRC tax liabilities. Consequently, investors may be advantaged or disadvantaged depending upon the final tax liabilities, the level of provision and when they subscribed and/or redeemed their Shares.

If the actual applicable tax rate levied by the SAT is higher than that provided for by the Investment Manager so that there is a shortfall in the tax provision amount, investors should note that the Net Asset Value of the Fund may suffer more than the tax provision amount as the Fund will ultimately have to bear the additional tax liabilities. In this case, the then existing and new Shareholders will be disadvantaged. On the other hand, if the actual applicable tax rate levied by the SAT is lower than that provided for by the Investment Manager so that there is an excess in the tax provision amount, Shareholders who have redeemed their Shares before SAT's ruling, decision or guidance in this respect will be disadvantaged as they would have borne the loss from the Investment Manager's overprovision. In this case, the then existing and new Shareholders may benefit if the difference between the tax provision and the actual taxation liability under that lower tax rate can be returned to the account of the Fund as assets thereof.

Non-PRC tax resident Shareholders will not be subject to PRC tax on distributions received from the Fund, or on gains derived from the disposal of Shares. PRC tax resident Shareholders should seek their own tax advice on their tax position with regard to their investment in the Fund.

It is possible that the current tax laws, regulations and practice in the PRC will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher taxation on PRC investments than currently contemplated.

15. Risk Factors

The attention of investors is drawn to the "Risk Factors" section in the Prospectus. In addition, the following Risk Factors are specific to the Fund.

General

The risks inherent in investment by the Fund are of a nature and degree not typically encountered in investment in securities of listed companies on the major securities markets. Such risks are political, economic and environmental. They are additional to the normal risks inherent in investing in securities. In addition, owing to the investment objectives and policies of the Fund, investment in the Funds may involve a greater degree of risk than is the case with conventional securities.

The investment policy of the Fund may result in the Net Asset Value of the Fund having a medium to high level of volatility. However, the Investment Manager will strive to limit the volatility of the Fund's returns.

In addition to the general risk factors set out above, investors should also note the following in relation to investments made by the Fund.

Currency Exchange Risk

As the Base Currency of the Fund is USD, the performance of the assets of the Fund will be affected by movements in the exchange rates between the currencies in which the assets are held and the Base Currency of the Fund, and any changes in exchange control regulations may cause difficulties in the repatriation of funds. The Fund may, but is not obliged to, seek to hedge foreign currency risks. However, even if undertaken, such hedging may be ineffective and may even be counter-productive due to the foreign exchange controls in some of the countries in the Greater China region. On the other hand, failure to hedge foreign currency risks may result in the Fund suffering from exchange rate fluctuations.

Performance of Underlying Investments

It should be appreciated that because the value of Shares in the Fund, and income from them (if any), is primarily based on investments in the listed equity securities and equity related securities of companies in the Greater China region, the value of the Shares in the Fund will rise or fall as a result of fluctuations in the value or performance of such underlying securities.

Greater China Region Risk

Investments in the Greater China region may be subject to a higher risk than investments in developed market economies. Many countries in the Greater China region are considered emerging markets, and hence subject to risks such as heightened political unrest, securities whose valuations fluctuate widely, war or social uprising, and domestic economic management (including the risks of remittance restrictions and exchange controls) or sovereign intervention (including the risk of expropriation). There may be less publicly available information about companies in many countries in the Greater China region, and the stock exchanges and brokerage industries in such countries typically do not have the level of government oversight as do those in developed markets. Such information as is available may be less reliable than that published by or about companies in developed markets. These risks may all impact on entities with operations in the region. Such instability may be reflected in the value of investments made in Greater China region economies, increasing the risk of adverse performance, and/or loss of investor capital.

Country Risk and Legal Infrastructure

Countries in the Greater China region have diverse legal, banking and exchange control systems with which prospective investors may not be accustomed. Company laws in some targeted countries are in their early stage. In the development of these, certain new laws might have a negative impact on the value of an investment which cannot be foreseen at the time the investment is made. As the efficacy of such laws is as yet uncertain, there can be no assurance as to the extent to which rights of foreign shareholders can be protected. In addition, there may also be a shortage of qualified judicial and legal professionals to interpret or advise upon recently enacted and future laws in some jurisdictions. It may also be difficult for a Fund to obtain effective enforcement of its rights by legal or arbitral proceedings in the Greater China region than in countries with more mature legal systems. The value of the Fund's portfolio can be affected negatively by changes in those legal, banking or exchange control systems. Shareholders may lose money in those circumstances.

Corporate Disclosure, Accounting and Regulatory Standards

The disclosure and regulatory standards in some countries in the Greater China region are in many respects less stringent than standards in certain OECD Countries. There may be less publicly available information about Greater China region companies than is regularly published by or about companies from OECD Countries. Such information as is available may be less reliable than that published by or about companies in OECD Countries. Greater China region companies may be subject to accounting standards and requirements that differ in significant respects from those applicable to companies established or listed in OECD Countries. This, if combined with a weak regulatory environment, could result in lower standards of corporate governance and less protection of minority shareholder rights of the companies in which the Fund will invest.

The lower level of disclosure, transparency and reliability of certain material information may impact on the value of investments made by the Fund and may lead the Investment Manager or other service providers of the Fund to an inaccurate conclusion about the value of the investments of the Fund.

High Growth Industry Related Risks

The Fund may have significant investments in the securities of high growth companies. It is noted that these securities may be very volatile. In addition, these companies may face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the development stages of their businesses, have limited ability to protect their rights to certain patents, copyrights, trademarks and other trade secrets, or be otherwise adversely affected by the extremely competitive markets in which many of their competitors operate.

PRC Governmental, Economic and Related Considerations

The PRC economy has been a planned economy since 1949. One, five and ten-year state plans are adopted by the PRC Government in connection with the development of the economy. Although state-owned enterprises still account for a substantial portion of the PRC's industrial output, the state, in general, is reducing the level of direct control which it exercises over the economy through state plans and other measures, and there is an increasing degree of liberalisation in areas such as allocation of resources, production, pricing and management and a gradual shift in emphasis to a "socialist market economy".

During the past 15 years, the PRC Government has been reforming the economic systems of the PRC, and these reforms are expected to continue. Many of the reforms are unprecedented or experimental and are expected to be refined or changed. Other political, economic and social factors could also lead to further readjustments to the reform measures. The Fund's operations and financial results could be adversely affected by adjustments in the PRC's state plans, political, economic and social conditions, changes in the policies of the PRC government such as changes in laws and regulations (or the interpretation thereof), measures which may be introduced to control inflation, changes in the rate or method of taxation, imposition of additional restrictions on currency conversion and the imposition of additional import restrictions. Furthermore, a portion of the economic activity in the PRC is export-driven and, therefore, is affected by developments in the economies of the PRC's principal trading partners.

The PRC economy has experienced significant growth in the past ten years, but such growth has been uneven both geographically and among the various sectors of the economy. The PRC Government has implemented various measures from time to time to control inflation and to regulate economic expansion with a view to preventing overheating of the economy.

The transformation from a centrally planned, socialist economy to a more market-orientated economy has also resulted in many economic and social disruptions and distortions. Many of the PRC economic reforms are unprecedented or experimental and are subject to adjustment and modification, and such adjustment and modification may not always have a positive effect on foreign investment in joint stock companies in the PRC or in listed securities such as China A Shares. Moreover, there can be no assurance that the economic and political initiatives necessary to achieve and sustain such a transformation will continue or, if such initiatives continue and are sustained, that they will be successful.

Political changes, social instability and adverse diplomatic developments in the PRC could result in the imposition of additional government restrictions including expropriation of assets, confiscatory levels of taxation, currency blockage or nationalisation of some or all of the property held by the underlying issuers of the China A Shares. Any occurrence could adversely affect the interests of the Fund.

Investing in the PRC subjects the Fund to a higher level of market risk than investments in a developed country. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, settlement risk, greater risk of market shut down or stock suspension, imposition of trading band limits and more governmental limitations on foreign investment than those typically found in developed markets.

Risks of investing in China A Shares

PRC securities markets risk: The securities markets in the PRC, including the China A Share markets, are still in a stage of development, and may be characterised by higher liquidity risk than markets in more developed countries, which may in turn result in higher transaction costs and price volatility. In addition, the PRC's securities markets are undergoing a period of growth and change, which lead to uncertainties and potentially result in difficulties in the settlement and recording of transactions and in interpreting and applying the relevant regulations. The PRC's regulatory authorities have only recently been given the power and duty to prohibit fraudulent and unfair market practices relating to securities markets, such as insider trading and market abuse, and to regulate substantial acquisitions of shares and takeovers of companies. All of these factors may lead to a higher level of volatility and instability associated with the PRC securities markets relative to more developed markets.

Government intervention and restrictions risk: The liquidity and price volatility associated with China A Share markets are subject to greater risks of government intervention (for example, to suspend trading in particular stocks) and imposition of trading band restrictions for all or certain stocks from time to time. In addition, China A Shares traded in the PRC are still subject to trading band limits that restrict maximum gain or loss in stock prices, which means the prices of stocks may not necessarily reflect their underlying value. Such factors may affect the performance of the Fund, and the subscription and redemption of Shares may also be disrupted.

Accounting and reporting standards risk: PRC companies are required to follow PRC accounting standards and practice which follow international accounting standards to a certain extent. However, the accounting, auditing and financial reporting standards and practices applicable to PRC companies may be less rigorous, and there may be significant differences between financial statements prepared in accordance with the PRC accounting standards and practice and those prepared in accordance with international accounting standards. As the disclosure and regulatory standards in the PRC are less stringent than in more developed markets, there might be substantially less publicly available information about issuers in the PRC on which the Investment Manager can base investment decisions.

PRC Tax Risk

By investing in (i) China A Shares via CAAPs, (ii) RMB-denominated debt securities issued by non-PRC issuers and (iii) China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers, the Company may be subject to PRC taxes.

(i) China A Shares via CAAPs

Under the CITL and its detailed implementation rules, dividends derived from the China A Shares invested via CAAPs by the Fund are subject to PRC WIT at a rate of 10 per cent, unless a specific exemption or reduction is available.

(ii) RMB-denominated debt securities issued by non-PRC issuers

The income (including interest income and capital gains) derived from the Fund's investments in RMB denominated debt securities issued by non-PRC issuers outside China should not be subject to PRC taxes.

(iii) China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers

For dividends, bonuses and interest paid to investors, 10 per cent PRC WIT should be withheld at source under current PRC laws and regulations. For capital gains derived by an investor on the disposal of these securities, there are currently no specific rules or regulations under the CITL. As a result, such gains are technically subject to the 10 per cent PRC WIT under the CITL. However, as a matter of practice, such 10 per cent PRC WIT on capital gains realised by non-PRC tax resident enterprises from the trading of these securities has not been strictly enforced by the PRC tax authorities.

The Investment Manager will not make provisions for any WIT payable by the Fund on PRC sourced capital gains from China B Shares and RMB-denominated debt securities issued or listed offshore by PRC issuers. The implication of this is that if the Fund is liable to pay such withholding and other taxes, this may result in an unfavourable impact on the Net Asset Value of the Fund.

PRC Securities Markets

The national regulatory and legal framework for capital markets and joint stock companies in the PRC is still developing when compared with those of developed countries. The PRC securities markets, including the Shanghai Stock Exchange and Shenzhen Stock Exchange, are undergoing a period of growth and change which may lead to difficulties in the settlement and recording of transactions and interpreting and applying the relevant regulations. In addition, the regulation of, and enforcement activity in, the PRC securities markets may not be equivalent to markets in OECD Countries. There may not be equivalent regulation and monitoring of the PRC securities market and activities by investors, brokers and other participants to that in certain OECD markets. Investments in the PRC will be sensitive to any significant change in political, social or economic policy in the PRC. Such sensitivity may, for the reasons specified above, adversely affect the capital growth and thus the performance of these investments. The PRC government's control of currency conversion and future movements in exchange rates may adversely affect the operations and financial results of the companies invested in by the relevant Fund. In light of the above mentioned factors, the price of China A or China B shares may fall significantly in certain circumstances.

Tax Risk

It is possible that the current tax laws, regulations and practice in the PRC will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher or lower taxation on PRC investments than currently contemplated. Various tax reform policies have been implemented by the PRC government in recent years, and existing tax laws and regulations may be revised or amended in the future. There is a possibility that the current tax laws, regulations and practice in the PRC will be changed with retrospective effect in the future and any such change may have either an adverse or a positive effect on the asset value of the Fund. Moreover, there is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished and the existing tax laws and regulations will not be revised or amended in the future. Any changes in tax policies may reduce the after-tax profits of the companies in the PRC which the Fund may invest in, thereby reducing the income from, and/or value of the Shares, or it may increase such profits, thereby increasing the income from, and/or value of the Shares. Investors may be advantaged or disadvantaged depending upon the availability of a definitive tax assessment or the issue of announcements or regulations by the competent authorities promulgating definitive tax assessment rules, the level of tax provision accrued by the Fund and when they subscribed and/or redeemed their shares in/from the Fund.

Trading Volumes and Volatility

The Shanghai Stock Exchange and Shenzhen Stock Exchange have lower trading volumes than most OECD exchanges and the market capitalisations of listed companies are small compared to those on more developed exchanges in developed markets. The listed equity securities of many companies in the PRC are accordingly materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of OECD Countries. Government supervision and regulation of the PRC securities market and of quoted companies is also less developed than in many OECD Countries. In addition, there is a high measure of legal uncertainty concerning the rights and duties of market participants as compared to investments made through securities systems of established markets.

The PRC stock market has in the past experienced substantial price volatility and no assurance can be given that such volatility will not occur in the future. The above factors could negatively affect the Fund's Net Asset Value, the ability to redeem Shares and the price at which the Shares may be redeemed.

Custody Risk

In a limited number of markets, such as the PRC, where a no failed trade policy is standard market practice, assets may be assigned, transferred, exchanged or delivered without the prior approval of the Custodian or its agent. Once a sale order is placed in relation to assets of the

Fund, by virtue of the operation of the settlement system within those markets, those assets will automatically move from custody of the Custodian without the need for the prior approval of the Custodian. Where this occurs the consideration for those assets is remitted to the entity releasing the assets.

RMB currency risk

The RMB is not freely convertible and subject to exchange controls and restrictions. Where the Fund makes investments in assets denominated in RMB there is no guarantee that RMB will not depreciate. Investors whose assets and liabilities are predominantly in currencies other than RMB should take into account the potential risk of loss arising from fluctuations in value between such currencies and the RMB as well as associated fees and charges.

22nd June, 2015