

IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, please seek independent professional advice.

Capitalised terms in this letter have the same meaning as in the offering documents of the funds under JPMorgan Funds (Unit Trust Range) (the **"Consolidated Explanatory Memoranda"**) unless otherwise specified.

26 January 2026

Dear Investor,

**Merger of JPMorgan Future Transition Multi-Asset Fund
into JPMorgan Multi Income Fund**

We are writing to notify you that JPMorgan Future Transition Multi-Asset Fund (the **"Merging Fund"**) will be merged into JPMorgan Multi Income Fund (the **"Receiving Fund"**) on 27 March 2026 (the **"Merger Date"**).

Pursuant to paragraph 30A of the base terms dated 23 September 2025 (which have been incorporated by way of an amended and restated trust deed into the Merging Fund's trust deed dated 21 June 2021, as further amended and restated from time to time (the **"Trust Deed"**)), JPMorgan Funds (Asia) Limited, the manager of the Merging Fund (the **"Manager"**), in consultation with HSBC Institutional Trust Services (Asia) Limited, the trustee of the Merging Fund (the **"Trustee"**), may carry out a merger of the Merging Fund into the Receiving Fund (the **"Merger"**), if at any time the net asset value of the Merging Fund shall be less than US\$70,000,000 (the **"Small Fund Size Threshold"**).

Since the net asset value of the Merging Fund has fallen below the Small Fund Size Threshold for a sustained period of time, the Manager considers it to have limited growth potential. The Manager believes the Merger to be in the best interest of unitholders as it will create a larger pool of assets which should not only provide potential economies of scale but also enhance fund management efficiency as the Receiving Fund has a lower ongoing charges figure.

Although both the Merging Fund and Receiving Fund are multi-asset funds, the Merging Fund incorporates environmental, social and governance (ESG) factors as their key investment focus (i.e. ESG fund) while the Receiving Fund does not. Please refer to Enclosure I which highlights the key differences and similarities between the Merging Fund and the Receiving Fund (including the investment objective and policies, ESG approach, key risk factors, fund size, fees and charges, ongoing charges figure and distribution policy) for reference. Unitholders should also refer to the relevant sections of the Consolidated Explanatory Memoranda and the relevant Product Key Fact Statements which set out a description of the investment policies and specific risk factors of the Merging Fund and the Receiving Fund.

The table below lists out the existing classes of the Merging Fund and the corresponding class of the Receiving Fund into which each class of the Merging Fund will merge.

Class of Merging Fund	Class of Receiving Fund
JPMorgan Future Transition Multi-Asset (acc) - USD	JPMorgan Multi Income (acc) - USD

JPMorgan Future Transition Multi-Asset (acc) - HKD	JPMorgan Multi Income (acc) - HKD
JPMorgan Future Transition Multi-Asset (acc) - RMB (hedged)	JPMorgan Multi Income (acc) - RMB (hedged)
JPMorgan Future Transition Multi-Asset (cgdiv) - USD	JPMorgan Multi Income (mth) - USD
JPMorgan Future Transition Multi-Asset (cgdiv) - HKD	JPMorgan Multi Income (mth) - HKD
JPMorgan Future Transition Multi-Asset (cgdiv) - RMB (hedged)	JPMorgan Multi Income (mth) - RMB (hedged)

With effect from and including the date of this letter, the Merging Fund is no longer allowed to be marketed to the public in Hong Kong, and further subscription and switching into the Merging Fund will be suspended, except for investment from existing investors through regular investment plan¹, eScheduler² and pension schemes, which will still be permissible (insofar as there is no increase in the scheduled contribution amount) up to 5:00 p.m. (Hong Kong time) on 20 March 2026.

For investors in the distributing Class of Units whose current arrangement is to automatically reinvest any distributions into additional units of the same Class, such reinvestment will continue until 20 March 2026.

Units held by unitholders in the Merging Fund, including those units invested through the regular investment plan, eScheduler and pension schemes, will be exchanged for units in the Receiving Fund on the Merger Date. The Merger will be in accordance with the terms and arrangements as set out in Enclosure II "Details of the Merger Process". Units in the Merging Fund will be exchanged for units in the Receiving Fund on the basis of the formula set out in Enclosure II. In particular, the Merging Fund's assets will be transferred to the Receiving Fund on the Merger Date after deduction of such amount as appropriate to meet all outstanding liabilities of the Merging Fund. Unitholders should also note that the net asset value per unit of the Merging Fund and the Receiving Fund on the Merger Date may not necessarily be the same. Therefore, while the overall value of your holding (except for rounding adjustments, if any) will remain the same, you may receive a different number of units in the Receiving Fund from what you previously held in the Merging Fund.

The units in the Receiving Fund received as a result of the Merger will be available for dealing starting from and including 30 March 2026. The contract notes for the disposal of units in the Merging Fund and the issue of units in the Receiving Fund will be issued as soon as practicable after the Merger Date.

¹ For investors dealing directly via JPMorgan Funds (Asia) Limited, please note that your existing regular investment plan with respect to the Merging Fund will be suspended after 5:00 p.m. (Hong Kong time) on 20 March 2026. As amendments to regular investment plans are no longer accepted, if you wish to set up a new regular investment instruction on the Receiving Fund, you may do so via eScheduler on J.P. Morgan eTrading platform (now branded as J.P. Morgan DIRECT Investment Platform). If you invest through a bank, a distributor other than JPMorgan Funds (Asia) Limited or a financial adviser, please note that the arrangement of your regular investment plan may be different. You are advised to contact your bank, distributor or financial adviser should you have any questions.

² The eScheduler is only available to clients dealing via J.P. Morgan eTrading platform (now branded as J.P. Morgan DIRECT Investment Platform) in Hong Kong. Please note that your existing eScheduler with respect to the Merging Fund will be suspended after 5:00 p.m. (Hong Kong time) on 20 March 2026. If you wish to set up a new eScheduler instruction on the Receiving Fund, you may do so via J.P. Morgan eTrading platform (now branded as J.P. Morgan DIRECT Investment Platform).

If you do not wish to hold units in the Receiving Fund after the Merger Date, we are pleased to offer you the opportunity to switch your current holding in the Merging Fund, free of charge³, into any other funds which are managed by the Manager or for which it acts as Hong Kong representative⁴ and are authorised by the Securities and Futures Commission (the “SFC”)⁵, provided that we receive your switching instruction from the date of this letter up to and including 5:00 p.m. (Hong Kong time) on 20 March 2026. The details of such funds (including the relevant offering documents) can be found on our website am.jpmorgan.com/hk⁶. If you prefer to redeem your holding in the Merging Fund, you may do so up to and including 5:00 p.m. (Hong Kong time) on 20 March 2026, free of charge³.

Should there be any significant redemption from the Merging Fund prior to the Merger, the Manager may, with due care, skill and diligence, and in consultation with the Trustee, apply any liquidity risk management tools specified in the sub-section entitled “Liquidity Risk Management” under the section entitled “GENERAL” in the Consolidated Explanatory Memoranda to ensure unitholders are treated fairly. In the event that the Manager considers the Net Asset Value of the Merging Fund has fallen below a manageable level after the date of this letter, the entire portfolio of the Merging Fund will be converted to cash and the Manager will cease to charge the Merging Fund management fees. Under these circumstances, the Merging Fund may no longer be able to meet its investment strategy and restrictions.

Where the net capital inflow of the Receiving Fund on the Merger Date (including any cash transfer from the Merging Fund) exceeds the threshold pre-determined by the Manager from time to time, the Manager may make adjustment to the net asset value per unit of the Receiving Fund upwards on the Merger Date in accordance with the base terms of the Receiving Fund, which in turn may impact the number of units in the Receiving Fund that you may receive. For details of the adjustment mechanism, please refer to the “SWING PRICING” section in the Consolidated Explanatory Memoranda.

The transaction costs associated with portfolio rebalancing of the Merging Fund in preparation for the Merger (see Enclosure II for details), estimated to be approximately 0.15% of the net asset value of the Merging Fund as of 31 December 2025, will be borne by the Merging Fund. Please note that unitholders who remain in the Merging Fund when such portfolio rebalancing is carried out will be impacted. The legal, mailing and other administrative expenses associated with the Merger are estimated to be approximately US\$26,000 and will also be borne by the Merging Fund. There are no unamortised establishment costs outstanding relating to the Merging Fund.

The Merger will have no Hong Kong profits tax implications to the Merging Fund or the Receiving Fund. Unitholders of the Merging Fund should note that the exchange of units in the Merging Fund for units in the Receiving Fund pursuant to the Merger may be considered as a disposal of the units in the Merging Fund for tax purposes and any gains derived may be subject to tax. Generally, unitholders will not be liable to Hong Kong profits tax on gains realised on the disposal of units, except where the acquisition and disposal of units are or form part of a trade,

³ Please note that although we will not impose any charges in respect of your redemption/switching instructions, your bank, distributor, financial adviser or pension scheme trustee or administrator may charge you redemption/switching and/or transaction fees and may impose different dealing arrangements. You are advised to contact your bank, distributor or financial adviser, pension scheme trustee or administrator should you have any questions.

⁴ Please note that, as provided in the relevant offering documents of the funds, the Manager or the Hong Kong representative (as applicable) of each such fund has the discretion to accept or reject in whole or in part any application for units or shares (as the case may be) in the fund.

⁵ SFC authorisation is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the scheme is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

⁶ This website has not been reviewed by the SFC.

profession or business carried on by the unitholders in Hong Kong and the gains are revenue in nature for Hong Kong profits tax purposes. The classification of a gain as revenue or capital will depend on the particular circumstances of the unitholders (including their own individual tax residency status). Unitholders should take advice from their own professional advisors as to their particular tax position.

The trust deeds of the Merging Fund and the Receiving Fund are available for inspection free of charge during normal working hours at the registered office of JPMorgan Funds (Asia) Limited⁷. The Consolidated Explanatory Memoranda and the Product Key Facts Statements of the Merging Fund and the Receiving Fund are available free of charge upon request during normal working hours at the registered office of JPMorgan Funds (Asia) Limited⁷, and on our website am.jpmorgan.com/hk⁶.

The Manager accepts responsibility for the accuracy of the content of this letter.

If you have any questions with regard to the content of this letter or any other aspect of the Merging Fund, please do not hesitate to contact:

- your bank or financial adviser;
- your designated client adviser, account manager, pension scheme trustee or administrator; or
- if you normally deal directly with us, our J.P. Morgan Funds InvestorLine on (852) 2265 1188.

Yours faithfully,

For and on behalf of

JPMorgan Funds (Asia) Limited



Edwin TK Chan

Director

Enclosures:

- I Details of the Merging Fund and the Receiving Fund
- II Details of the Merger Process

⁷ The registered office of the Manager is located at 19th Floor, Chater House, 8 Connaught Road Central, Hong Kong.

**Details of JPMorgan Future Transition Multi-Asset Fund (the “Merging Fund”) and
JPMorgan Multi Income Fund (the “Receiving Fund”)**

	Merging Fund	Receiving Fund
Investment objective	The investment objective of the Fund is to provide medium to long-term moderate capital growth by investing in a diversified portfolio of securities globally, including but not limited to, debt and equity securities whose issuers are well positioned to promote or contribute to, the world’s transition towards a sustainable future.	The investment objective of the Fund is to maximise the income return primarily through investing in a diversified portfolio of income producing equities, bonds and other securities. In addition, the Fund aims to provide medium to long term moderate capital growth.
Investment policies	<p>The Fund will primarily invest (i.e. at least 70% of its total net asset value) in debt and equity securities (directly or indirectly through collective investment schemes with investment objective and strategy similar to that of the Fund) whose issuers are well positioned to promote or contribute to, the world’s transition towards a sustainable future. The Fund maintains a dynamic allocation between different asset classes to take advantage of the most compelling growth opportunities.</p> <p>The theme of future transition, which is the thematic focus of the Fund, aligns with the pursuit of the key UN Sustainable Development Goals aiming to improve sustainable and socially responsible finance in relation to the promotion of smart city, digital education, autonomous vehicles, medical technology and social and environmental development (each a “sub-theme”, collectively the “sub-themes”).</p> <p>The Manager determines the sub-themes based on the long-term market trends and may include new sub-themes, and modify and remove existing sub-themes in response to the ongoing development of the future world. The Fund may invest a</p>	<p>The Manager will seek to achieve these objectives by active asset allocation to, and within, different asset classes and geographies. The asset classes include but are not limited to investment grade bonds, below investment grade bonds, high yield bonds, emerging market bonds, convertible bonds, asset backed securities (including asset backed commercial papers), mortgage backed securities, real estate investment trusts (“REITs”) and equities.</p> <p>The Manager will seek to achieve the investment objectives by: (1) active security selection within a broad range of asset classes (including but not limited to, equities, high yield bonds, investment grade bonds, below investment grade bonds, emerging market bonds, convertible bonds, asset backed securities (including asset backed commercial papers), mortgage backed securities and REITs) whose focus is on income generation; (2) active allocation to and within different asset classes to take advantage of the most compelling income opportunities wherever they can be found; and (3) ensuring that risks taken are appropriate to the overall investment objective and that multifaceted risk</p>

	<p>large portion of its assets in a single sub-theme.</p> <p>For the direct investments made by the Fund, the Manager will identify companies or organisations that are well positioned to promote or contribute to the world's transition towards a sustainable future by taking a three-step selection process. For details of such process, please refer to the Consolidated Explanatory Memoranda.</p> <p>Asset allocation decisions are the result of qualitative and quantitative research into a range of fundamental factors such as economic outlook, official policy actions, market valuation levels, investor sentiment and positioning. The Manager, Investment Manager and/or Sub-Managers exercise a judgment as to the relative importance of various fundamental conditions as well as degree of conviction in establishing the asset class and geographic allocations in the Fund.</p> <p>The Fund will not invest more than 10% of its total net asset value in urban investment bonds (i.e. debt instruments issued by mainland China local government financing vehicles ("LGFVs"). These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects).</p> <p>The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for investment purposes and may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the Manager and the Investment</p>	<p>control procedures – both investment and operational – are in place to mitigate the possibility of an undesirable outcome.</p> <p>The Fund will primarily invest (i.e. at least 70% of its total net asset value) in debt and equity securities.</p> <p>The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process.</p> <p>Asset allocation decisions are the result of qualitative and quantitative research into a range of fundamental factors such as economic outlook, official policy actions, market valuation levels, investor sentiment and positioning. The Manager, Investment Manager and/or Sub-Managers exercise a judgment as to the relative importance of various fundamental conditions as well as degree of conviction in establishing the asset class and geographic allocations in the Fund.</p> <p>The Fund will not invest more than 10% of its total net asset value in urban investment bonds (i.e. debt instruments issued by mainland China local government financing vehicles ("LGFVs"). These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects).</p> <p>The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for investment purposes and may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the</p>
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<p>Manager, hold temporarily up to 30% of its total net asset value in cash and cash based instruments.</p> <p>The Fund may invest in assets denominated in any currency. Non USD currency exposure may be hedged.</p> <p>The Fund will not invest more than 10% of its total net asset value in asset backed securities, mortgage backed securities, collateralised loan obligations and asset backed commercial papers.</p> <p>The Fund will invest in equity and equity equivalent securities globally (both developed and emerging markets). There are no restrictions on market capitalisations, industries or geographies.</p> <p>The Fund may invest up to 10% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).</p> <p>The Fund may invest less than 50% of its total net asset value in debt securities rated below investment grade (rated Ba1/BB+ or below using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)) and unrated debt securities.</p> <p>The Fund will not invest more than 20% of its total net asset value in PRC onshore securities (including China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect and debt securities traded in the CIBM through the CIBM Initiative and/or Bond Connect).</p>	<p>Manager and the Investment Manager, hold temporarily up to 30% of its total net asset value in cash and cash based instruments.</p> <p>The Fund may invest in assets denominated in any currency. Non USD currency exposure may be hedged.</p> <p>The Fund may invest up to 50% of its total net asset value in asset backed securities (including asset backed commercial papers) and mortgage backed securities. The Fund may invest less than 30% of its total net asset value in non-agency asset backed securities (including asset backed commercial papers) and non-agency mortgage backed securities.</p> <p>The Fund will invest in equity and equity equivalent securities globally (including but not limited to American depositary receipts, global depositary receipts, equity-linked notes, participation notes etc.), provided that the Fund may only invest less than 20% of its total net asset value in equity-linked notes and participation notes. There are no restrictions on market capitalisations, industries or geographies.</p> <p>The Fund may invest less than 30% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).</p> <p>The Fund may invest less than 50% of its total net asset value in debt securities (excluding convertible bonds) rated below investment grade (rated Ba1/BB+ or below using the highest rating available from one of the international independent rating</p>
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	<p>The Fund will invest less than 30% of its total net asset value in units or shares of collective investment schemes which are either authorised by the SFC or eligible schemes in accordance with the list of recognised jurisdictions published by the SFC.</p> <p>agencies (e.g. Moody's, Standard and Poor's, Fitch)) and unrated debt securities (excluding convertible bonds). The Fund may invest less than 10% of its total net asset value in convertible bonds with no prescribed limitation on credit rating.</p> <p>The Fund will not invest more than 10% of its total net asset value in PRC onshore securities (including equity and debt securities). The Fund will not invest more than 10% of its total net asset value in Chinese debt securities traded in the CIBM through the CIBM Initiative and/or Bond Connect. The Fund's aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 10% of its total net asset value.</p> <p>The Fund may invest up to 30% of its total net asset value in REITs.</p>	
Investment restrictions and guidelines	The investment restrictions and guidelines of the Merging Fund and the Receiving Fund are similar.	
Key risk factors	<ul style="list-style-type: none"> ● Investment risk ● Risk relating to dynamic asset allocation strategy ● Equity risk ● Risks associated with debt securities ● Emerging markets risk ● Concentration risk ● Currency risk ● Derivatives risk ● Liquidity risk ● Hedging risk ● Class currency risk ● RMB currency risk ● Currency Hedged Classes risk ● Payment of distributions out of capital risk 	
	<ul style="list-style-type: none"> ● Risk related to sustainable investing 	<ul style="list-style-type: none"> ● Risks associated with asset backed securities, mortgage

	<ul style="list-style-type: none"> ● Risks associated with future transition concept ● Risks associated with sub-themes and changing market trends ● Risks associated with concentration in a single theme and/or sub-theme ● Risks associated with the use of big data research and artificial intelligence technique ● Risks of investing in other collective investment schemes 	backed securities, collateralised loan obligations and asset backed commercial papers ● REITs risk
Manager	JPMorgan Funds (Asia) Limited	
Investment Manager	JPMorgan Asset Management (Asia Pacific) Limited	
Sub-Manager	Internal delegation to one or more Sub-Manager(s) as described in the “MANAGEMENT AND ADMINISTRATION DIRECTORY” section of the Consolidated Explanatory Memoranda. Details of the relevant Sub-Manager(s) responsible for the Fund are available in the annual report and semi-annual report of the Fund. The latest information on Sub-Manager(s) responsible for the Fund are available from the Manager upon request.	
Trustee	HSBC Institutional Trust Services (Asia) Limited	
Dealing frequency	Daily	
Distribution policy	<p>The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC’s prior approval (if applicable) and one month’s prior notice to the relevant unitholders.</p> <p>Accumulation Classes will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.</p>	
	For the classes with the suffix “(cgvdiv)”, the Manager intends to make distribution at a rate pre-determined by the Manager annually based on the Manager’s view on the long term market outlook on a monthly basis or/and at such other time as the Manager may, with the prior approval of the Trustee, provided one month’s prior notice to unitholders. For Currency Hedged Class(es), the Manager will also add or deduct the estimated interest rate carry to or from the distribution rate depending on whether such carry is positive or negative respectively.	For the classes with the suffix “(mth)”, the Manager intends to have such amount, as the Manager may determine, of the income attributable to the classes respectively in respect of each accounting period to be distributed to unitholders of these classes respectively on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provided one month’s prior notice to unitholders.

Base currency	USD									
Minimum investment	Lump-sum (same amount for initial/addition): For RMB denominated Classes: RMB16,000 or its equivalent in another currency For other classes: USD2,000 or its equivalent in another currency Regular Investment Plan: HKD1,000 per month									
Initial charge	Up to 5.0% of NAV per unit									
Switching charge	Up to 1.0% of NAV per unit									
Redemption charge	N/A									
Management fee	Up to 2.5% p.a. of NAV, with the current rate at 1.25% p.a. of NAV (for the classes mentioned in this letter)									
Trustee fee	Up to 0.2% p.a. of NAV, with the current rate as follows: <table><tr><td></td><td>Rate (p.a.)</td></tr><tr><td>On the first US\$40,000,000</td><td>0.06% of NAV</td></tr><tr><td>On the next US\$30,000,000</td><td>0.04% of NAV</td></tr><tr><td>On the balance over US\$70,000,000</td><td>0.025% of NAV</td></tr></table>			Rate (p.a.)	On the first US\$40,000,000	0.06% of NAV	On the next US\$30,000,000	0.04% of NAV	On the balance over US\$70,000,000	0.025% of NAV
	Rate (p.a.)									
On the first US\$40,000,000	0.06% of NAV									
On the next US\$30,000,000	0.04% of NAV									
On the balance over US\$70,000,000	0.025% of NAV									
Ongoing charges figure	JPMorgan Future Transition Multi-Asset (acc) - USD: 1.65% [†] JPMorgan Future Transition Multi-Asset (acc) - HKD: 1.65% [†] JPMorgan Future Transition Multi-Asset (acc) - RMB (hedged): 1.65% [†] JPMorgan Future Transition Multi-Asset (cgdiv) - USD: 1.65% [†] JPMorgan Future Transition Multi-Asset (cgdiv) - HKD: 1.65% [†] JPMorgan Future Transition Multi-Asset (cgdiv) - RMB (hedged): 1.65% [†]	JPMorgan Multi Income (acc) - USD: 1.33% [†] JPMorgan Multi Income (acc) - HKD: 1.33% ^{††} JPMorgan Multi Income (acc) - RMB (hedged): 1.33% [†] JPMorgan Multi Income (mth) - USD: 1.33% [†] JPMorgan Multi Income (mth) - HKD: 1.33% [†] JPMorgan Multi Income (mth) - RMB (hedged): 1.33% [†]								
	[†] The ongoing charges figure is based on expenses for the year ended 30 September 2025 and may vary from year to year. ^{††} The ongoing charges figure is estimated because the class is recently launched. The figure is based on the estimated costs and expenses of the class over 12 months expressed as a percentage of the estimated average NAV of the class. The actual figure may be different from the estimated figure and may vary from year to year.									
Fund size	USD20 million as at 31 December 2025	USD3,556 million as at 31 December 2025								

Details of the Merger Process¹

1. The Trustee and the Manager shall transfer all the Merging Fund's assets (after deduction of such amount as the Trustee and the Manager determine to be appropriate to meet all outstanding liabilities of the Merging Fund) to the Receiving Fund on the Merger Date in consideration for the issue of units of the Receiving Fund to the unitholders of the Merging Fund (the "Unitholders").
2. Rebalancing of the assets in the Merging Fund will be required in preparation for the Merger. All or part of the Merging Fund's assets will be held in cash for a short period in preparation for the Merger, resulting in the Merging Fund not following its investment policy and investment restrictions, and having less market exposure which may have a positive or negative impact on performance. It is expected that the Manager will commence the rebalancing no earlier than 15 business days prior to the Merger Date. The transaction costs associated with portfolio rebalancing, estimated to be approximately 0.15% of the net asset value of the Merging Fund as of 31 December 2025, will be borne by the Merging Fund. Please note that unitholders who remain in the Merging Fund when such portfolio rebalancing is carried out will be impacted.
3. The Merging Fund shall terminate on the Merger Date following the final transfer (in accordance with paragraph 1 above) of the Merging Fund's assets to the Receiving Fund.
4. The Trustee and the Manager will take reasonable care to ensure the provision for liabilities of the Merging Fund to be a fair estimate. If there shall be any surplus after discharging all outstanding liabilities of the Merging Fund, the Manager shall arrange for that surplus to be transferred to the Receiving Fund. If the provision for liabilities is insufficient to discharge all outstanding liabilities of the Merging Fund, the Manager shall bear the deficit at its own cost.
5. The issue of units of the Receiving Fund shall be made to Unitholders on the basis of the following formula:

$$N = C / P$$

Where:

N = Number of units in the relevant class of the Receiving Fund (rounded to 3 decimal places²) issued to the Unitholder

P = Net asset value per unit of the relevant class of the Receiving Fund (rounded to 2 decimal places)

C = M x Q with the resultant sum rounded to 2 decimal places

M = Number of units and fractions thereof in the relevant class of the Merging Fund held by the Unitholder

¹ Capitalised terms used herein shall have the same meanings as in the trust deed of the Merging Fund, unless otherwise defined.

² Due to rounding adjustment, please note that you may not receive any units in the Receiving Fund in case the number of units of the Receiving Fund issued to you pursuant to the Merger is less than 0.001.

Q = Net asset value per unit of the relevant class of the Merging Fund (rounded to 4 decimal places³) after the deduction of an appropriate amount as set out in paragraph 1 above.

6. Where the net capital inflow of the Receiving Fund on the Merger Date (including any cash transfer from the Merging Fund) exceeds the threshold pre-determined by the Manager from time to time, the Manager may make adjustment to the net asset value per unit of the Receiving Fund upwards on the Merger Date in accordance with the base terms of the Receiving Fund, which in turn may impact the number of units in the Receiving Fund that you may receive. For details of the adjustment mechanism, please refer to the "SWING PRICING" section in the Consolidated Explanatory Memoranda.
7. All liabilities attributable to the Merging Fund or the Receiving Fund prior to the Merger Date shall be binding solely upon the Merging Fund or the Receiving Fund as the case may be. In calculating the liabilities of the Merging Fund or the Receiving Fund for the purposes of the net asset value, the Manager or, as the case may be, the manager of the Receiving Fund shall value such liabilities in accordance with the normal accounting policies or valuation principles of the Merging Fund or the Receiving Fund, as the case may be.
8. The provisions in this Enclosure shall have effect subject to such modifications or additions as the Manager and the Trustee may from time to time approve in writing and consider it is in the best interests of Unitholders.

³ Please note that this rounding treatment only applies to the Merger in the calculation of the number of units in the Receiving Fund that will be issued to Unitholders, and is intended to reduce the impact of rounding in the calculation so that the number of units that Unitholders will receive will more accurately reflect the value of their holdings in the Merging Fund on the Merger Date.

IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, please seek independent professional advice.

Capitalised terms in this letter have the same meaning as in the offering documents of the funds under JPMorgan Funds (Unit Trust Range) (the “**Consolidated Explanatory Memoranda**”) unless otherwise specified.

26 January 2026

Dear Investor,

**Merger of JPMorgan Future Transition Multi-Asset Fund into
JPMorgan Multi Income Fund**

We are writing to notify you that JPMorgan Future Transition Multi-Asset Fund (the “**Merging Fund**”) will be merged into JPMorgan Multi Income Fund (the “**Receiving Fund**”), a fund in which you own units, on 27 March 2026 (the “**Merger Date**”). The Manager believes the merger of the Merging Fund into the Receiving Fund (the “**Merger**”) to be in the best interest of unitholders as it will create a larger pool of assets which should not only provide potential economies of scale but also enhance fund management efficiency for the Receiving Fund.

The Merger will not change the Receiving Fund’s investment objective and policies, and will increase the assets under management of the Receiving Fund. The Merger will not have any negative effect on the value, costs, or performance of your investment.

On the Merger Date, the assets of the Merging Fund will be transferred into the Receiving Fund. Where the net capital inflow of the Receiving Fund on the Merger Date exceeds the threshold pre-determined by the Manager from time to time, the Manager may make adjustment to the net asset value per unit of the Receiving Fund upwards on the Merger Date. For details of the adjustment mechanism, please refer to the “SWING PRICING” section in the Consolidated Explanatory Memoranda.

No costs associated with the Merger will be borne by the Receiving Fund. After the transfer of assets of the Merging Fund to the Receiving Fund on the Merger Date, the Merging Fund will cease to exist.

Subscriptions, switches and redemptions in the Receiving Fund will not be suspended to carry out the Merger.

You do not need to take any action.

The trust deed of the Receiving Fund is available for inspection free of charge during normal working hours at the registered office of JPMorgan Funds (Asia) Limited¹. The Consolidated Explanatory Memoranda and the Product Key Facts Statement of the Receiving Fund are

¹ The registered office of the Manager is located at 19th Floor, Chater House, 8 Connaught Road Central, Hong Kong.

available free of charge upon request during normal working hours at the registered office of JPMorgan Funds (Asia) Limited¹, and on our website am.jpmorgan.com/hk².

The Manager accepts responsibility for the accuracy of the content of this letter.

If you have any questions with regard to the content of this letter or any other aspect of the Receiving Fund, please do not hesitate to contact:

- your bank or financial adviser;
- your designated client adviser, account manager, pension scheme trustee or administrator; or
- if you normally deal directly with us, our J.P. Morgan Funds InvestorLine on (852) 2265 1188.

Yours faithfully,
For and on behalf of
JPMorgan Funds (Asia) Limited

A handwritten signature in black ink, appearing to be 'Edwin TK Chan', with a stylized flourish at the end.

Edwin TK Chan
Director

² This website has not been reviewed by the SFC.

IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, please seek independent professional advice.

Capitalised terms in this letter have the same meaning as in the offering documents of the funds under JPMorgan Funds (Unit Trust Range) (the “**Consolidated Explanatory Memoranda**”) unless otherwise specified.

16 January 2026

Dear Investor,

Termination of JPMorgan Sustainable Infrastructure Fund

We are writing to notify you that JPMorgan Sustainable Infrastructure Fund (the “**Fund**”) will be terminated on 20 March 2026 (the “**Termination Date**”).

1. Reason for the termination of the Fund

Pursuant to paragraph 29.2(D) of the base terms dated 23 September 2025 (which have been incorporated by way of an amended and restated trust deed into the Fund’s trust deed dated 6 July 2005, as further amended and supplemented from time to time) (the “**Base Terms**”), and as disclosed in the Consolidated Explanatory Memoranda, the Fund may be terminated by the Manager in its absolute discretion if the Net Asset Value of the Fund shall be less than USD 70 million (the “**Small Fund Size Threshold**”).

Since the Net Asset Value of the Fund has fallen below the Small Fund Size Threshold and the Manager considers the Fund to have limited growth potential, the Manager believes that it would be in the best interest of the Unitholders to terminate the Fund. The Trustee has no objections to the Manager’s proposed termination of the Fund.

2. Latest information of the Fund

As at 22 December 2025, the Net Asset Value of the Fund was approximately USD 10.8million.

As at 30 September 2025, the latest ongoing charges figures of the Classes of Units of the Fund which were launched and invested are as follows:

- (acc) – HKD class – 1.82%
- (acc) – USD class – 1.82%
- (div) – USD class – 1.82%
- (mth) – HKD class – 1.82%
- (mth) – RMB (hedged) class – 1.82%
- (mth) – USD class – 1.82%

The ongoing charges figure for a Class of Units above is based on the expenses for the year ended 30 September 2025.

3. Implications of termination

With effect from and including the date of this letter, the Fund is no longer allowed to be marketed to the public in Hong Kong, and further subscription and switching into the Fund will be suspended, except for investment from existing investors through regular investment plan¹, eScheduler² and pension schemes, which will still be permissible (insofar as there is no increase in the scheduled contribution amount) up to 5:00 p.m. (Hong Kong time) on 13 March 2026.

The Units of the Fund will cease dealing as from 5:00p.m. (Hong Kong time) on 13 March 2026 ("**Dealing Deadline**").

For investors in the distributing Class of Units whose current arrangement is to automatically reinvest any distributions into additional units of the same Class, such reinvestment will continue until 13 March 2026.

The Manager will start realising the underlying investments of the Fund no earlier than 27 February 2026. In the event that the Net Asset Value of the Fund falls below USD 5 million after the date of this letter, the entire portfolio of the Fund will be converted to cash and the Manager will cease to charge the Fund management fees. Under these circumstances, the Fund may no longer be able to meet its investment strategy and restrictions.

The Manager will apply to the Securities and Futures Commission ("**SFC**") for the withdrawal of authorization of the Fund and its offering documents following the termination of the Fund.

4. Termination and operation expenses

The legal, mailing and other administrative expenses associated with the termination of the Fund and the withdrawal of SFC authorization of the Fund after termination of the Fund ("**Termination Expenses**"), estimated to be USD 18,000 which represents approximately 0.17% of the Net Asset Value of the Fund as of 22 December 2025 will be paid out of the assets of the Fund.

After consulting the Trustee, the Manager will set aside the estimated Termination Expenses of USD 18,000 ("**Termination Expenses Provision**") and deduct it from the Fund's assets from the date of this letter, which will be reflected in the Net Asset Value of the Fund as at the date of this letter. The Manager has consulted the Trustee about the Termination Expenses Provision and the Trustee has no objection to the amount of the Termination Expenses Provision. For the avoidance of doubt, the Termination Expenses Provision do not cover (i) ongoing charges including management fee and trustee fee payable from the date of this letter to the Termination Date, and (ii) normal operating costs of the Fund (such as transaction costs relating to the liquidation of assets) which will continue to be paid by the Fund.

¹ For investors dealing directly via JPMorgan Funds (Asia) Limited, please note that your existing regular investment plan with respect to the Fund will be suspended after 5:00 p.m. (Hong Kong time) on 13 March 2026. As amendments to regular investment plans are no longer accepted, if you wish to set up a new regular investment instruction, you may do so via eScheduler on J.P. Morgan DIRECT Investment Platform. If you invest through a bank, a distributor other than JPMorgan Funds (Asia) Limited or a financial adviser, please note that the arrangement of your regular investment plan may be different. You are advised to contact your bank, distributor or financial adviser should you have any questions.

² The eScheduler is only available to clients dealing via J.P. Morgan DIRECT Investment Platform in Hong Kong. Please note that your existing eScheduler with respect to the Fund will be suspended after 5:00 p.m. (Hong Kong time) on 13 March 2026. If you wish to set up a new eScheduler instruction, you may do so via J.P. Morgan DIRECT Investment Platform.

If the actual Termination Expenses are lower than the aforesaid estimate, the Manager, after consultation with the Trustee, will release the amount in excess back to the Fund, which will be distributed to investors who hold the Units of the Fund as at the Dealing Deadline (the “**Relevant Investors**”), as soon as reasonably practicable and such distribution³ will be distributed to the Relevant Investors in proportion to their respective holding of Units in the Fund as at the Dealing Deadline. On the other hand, if the actual Termination Expenses exceed the amount provisioned, the shortfall will be borne by the Manager.

There are no unamortized establishment costs or any contingent liability upon or around termination of the Fund.

5. Alternatives available to investors

Given the decision to terminate the Fund, we are pleased to offer you the opportunity to switch your current holding in the Fund, free of charge⁴, into any other funds which are managed by the Manager or for which it acts as Hong Kong representative⁵ and are authorised by the SFC⁶, provided that we receive your switching instruction from the date of this letter up to and including 5:00 p.m. (Hong Kong time) on 13 March 2026. Prior to switching to such funds, investors should read and understand the investment objective, policies, risks factors, fees and other information applicable to such funds as described in the relevant Hong Kong offering documents. The details of such funds (including the relevant offering documents) can be found on our website am.jpmorgan.com/hk⁷. If you prefer to redeem your holding in the Fund, you may do so up to and including 5:00 p.m. (Hong Kong time) on 13 March 2026, free of charge⁴.

Where the net capital outflow of the Fund, for example due to redemption requests, exceeds the threshold pre-determined by the Manager from time to time, the Manager may make adjustment to the Net Asset Value per unit of the Fund downwards in accordance with the Base Terms in order to mitigate the anticipated dilution effects. For details of the adjustment mechanism, please refer to the “SWING PRICING” section in the Consolidated Explanatory Memoranda.

6. Compulsory redemption on the Termination Date and distribution of cash proceeds

If you choose to take no action and remain in the Fund after the Dealing Deadline and thereby become a Relevant Investor, pursuant to paragraph 30.1 of the Base Terms, all outstanding units of the Fund will be compulsorily redeemed and all the assets comprised in the Fund will be realised and all net cash proceeds derived from the realisation and available for the purposes of such distribution will be distributed to the Relevant Investors in proportion to their holdings of those Units in the Fund as at the Dealing Deadline. Such distribution will be available to be paid out on or before the fifth Business Day after the Termination Date.

³ If the excess amount of provisions cannot cover the costs of making such distribution, it will be donated to charity.

⁴ Please note that although we will not impose any charges in respect of your redemption/switching instructions, your bank, distributor, financial adviser or pension scheme trustee or administrator may charge you redemption/switching and/or transaction fees and may impose different dealing arrangements. You are advised to contact your bank, distributor or financial adviser, pension scheme trustee or administrator should you have any questions.

⁵ Please note that, as provided in the relevant offering documents of the funds, the Manager or the Hong Kong representative (as applicable) of each such fund has the discretion to accept or reject in whole or in part any application for units or shares (as the case may be) in the fund.

⁶ SFC authorisation is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the scheme is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

⁷ This website has not been reviewed by the SFC.

7. Tax implications in Hong Kong

The termination of the Fund will have no Hong Kong profits tax implications to the Fund. Unitholders of the Fund should note that the compulsory redemption of units in the Fund pursuant to the termination may be considered as a disposal of the units in the Fund for tax purposes and any gains derived may be subject to tax. Generally, Unitholders will not be liable to Hong Kong profits tax on gains realised on the disposal of Units, except where the acquisition and disposal of Units are or form part of a trade, profession or business carried on by the Unitholders in Hong Kong and the gains are revenue in nature for Hong Kong profits tax purposes. The classification of a gain as revenue or capital will depend on the particular circumstances of the unitholders (including their own individual tax residency status). Unitholders should take advice from their own professional advisors as to their particular tax position, in particular, the potential taxation consequences of their transferring, selling, redemption, conversion or otherwise disposing of the Units in the Fund.

8. Availability of documents and enquiries

The trust deed of the Fund is available for inspection free of charge during normal working hours at the registered office of JPMorgan Funds (Asia) Limited⁸. The Consolidated Explanatory Memoranda and the Product Key Facts Statements of the Fund are available free of charge upon request during normal working hours at the registered office of JPMorgan Funds (Asia) Limited⁸, and on our website am.jpmorgan.com/hk⁷.

The Manager accepts responsibility for the accuracy of the content of this letter.

If you have any questions with regard to the content of this letter or any other aspect of the Fund, please do not hesitate to contact:

- your bank or financial adviser;
- your designated client adviser, account manager, pension scheme trustee or administrator; or
- if you normally deal directly with us, our J.P. Morgan Funds InvestorLine on (852) 2265 1188.

Yours faithfully,

For and on behalf of

JPMorgan Funds (Asia) Limited



Edwin TK Chan
Director

⁸ The registered office of the Manager is located at 19th Floor, Chater House, 8 Connaught Road Central, Hong Kong.



Explanatory Memoranda - April 2026

JPMorgan Funds

Unit Trust Range

JPMorgan Funds (Asia) Limited accepts full responsibility for the accuracy of the information contained in these Explanatory Memoranda related to the funds managed by it and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement misleading as at the date of publication.

Selling Restrictions

General: No action has been taken to permit an offering of units in the funds specified in Sections A, B and C ("JPMorgan Funds (Unit Trust Range)"), or the distribution of these Explanatory Memoranda, in any jurisdiction where action would be required for such purpose, other than Hong Kong and certain other jurisdictions. For details, please contact the manager of JPMorgan Funds (Unit Trust Range). Accordingly, these Explanatory Memoranda are not offers or solicitation in any jurisdictions or in any circumstances in which such offers or solicitation are not authorised or to any persons to whom it is unlawful to make such offers or solicitation.

United States: The JPMorgan Funds (Unit Trust Range) have not been registered under the United States (the "US") Securities Act, as amended, (the "Act") or under any similar or analogous provision of law enacted by any jurisdiction in the US. The units may not be offered or sold to any US Person unless the Manager, at its absolute discretion, grants an exception. For this purpose, a US Person is one falling under the definition of US Person under the Act, under the guidelines set forth by the US Commodities Futures Trading Commission in its Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, as amended, or under the US Internal Revenue Code ("IRC") as specified below or under the US federal income tax law (as described below under paragraphs 1 through 4), or a non-US entity with certain US owners (as described below under paragraph 5):

1. An individual who is a citizen of the US or a resident alien for US federal income tax purposes. In general, the term "resident alien" is defined for this purpose to include any individual who (i) holds an Alien Registration Card (a "green card") issued by the US Citizenship and Immigration Services or (ii) meets a "substantial presence" test. The "substantial presence" test is generally met with respect to any calendar year if (i) the individual was present in the US on at least 31 days during such year and (ii) the sum of the number of days in which such individual was present in the US during such year, 1/3 of the number of such days during the first preceding year, and 1/6 of the number of such days during the second preceding year, equals or exceeds 183 days;
2. A corporation, an entity taxable as a corporation, or a partnership, created or organised in or under the laws of the US or any state or political subdivision thereof or therein, including the District of Columbia (other than a partnership that is not treated as a US person under Treasury Regulations);
3. An estate the income of which is subject to US federal income tax regardless of the source thereof;
4. A trust with respect to which a court within the US is able to exercise primary supervision over its administration and one or more US persons have the authority to control all of its substantial decisions, or certain electing trusts that were in existence on August 20, 1996 and were treated as domestic trusts on August 19, 1996; or
5. A Passive Non-Financial Foreign Entity ("Passive NFFE") with one or more "Controlling Persons" (within the meaning of any Intergovernmental Agreement relating to the Foreign Account Tax Compliance Act (as set forth in Sections 1471 through 1474 of the IRC ("FATCA")) that may be entered into by the US and any other jurisdiction ("IGA")) that is a US Person (as described above under paragraph 1). A Passive NFFE is generally a non-US and non-financial institution entity that is neither a "publicly traded corporation" nor an "active NFFE" (within the meaning of the applicable IGA).

United Kingdom: These Explanatory Memoranda are not available for general distribution in, from or into the United Kingdom because the JPMorgan Funds (Unit Trust Range) are unregulated collective investment schemes whose promotion are restricted by sections 238 and 240 of the Financial Services and Markets Act 2000. When distributed in, from or into the United Kingdom these Explanatory Memoranda are only intended for investment professionals, high net worth companies, partnerships, associations or trusts and investment personnel of any of the foregoing (each within the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005), persons outside the European Economic Area receiving them electronically, persons outside the United Kingdom receiving them non-electronically and any other persons to whom they may be communicated lawfully. No other person should act or rely on them. Persons distributing these Explanatory Memoranda in, from or into the United Kingdom must satisfy themselves that it is lawful to do so.

Singapore: Certain JPMorgan Funds (Unit Trust Range) (the "Restricted Funds") have been entered onto the list of restricted schemes maintained by the Monetary Authority of Singapore (the "MAS") for purpose of restricted offer in Singapore pursuant to section 305 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA") and the list of Restricted Funds may be accessed at the MAS website at <https://eservices.mas.gov.sg/cisnetportal/jsp/list.jsp>.

The units of the Restricted Funds are "capital markets products other than prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The Restricted Funds are not authorised or recognised by the MAS, and the units in the Restricted Funds are not allowed to be offered to the retail public in Singapore. An offer of units of each Restricted Fund is made under and in reliance of sections 304 and/or 305 of the SFA.

These Explanatory Memoranda and any other document or material issued in connection with this restricted offer or sale of the Restricted Funds is not a prospectus as defined in the SFA and has not been registered as a prospectus with the MAS. Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. You should consider carefully whether the investment is suitable for you after reviewing these Explanatory Memoranda.

These Explanatory Memoranda and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Restricted Funds may not be circulated or distributed, nor may the units be offered or sold, or be made the subject of an invitation for subscription or purchase, pursuant to these Explanatory Memoranda whether directly or indirectly, to persons in Singapore other than (a) to an institutional investor (as defined in section 4A of the SFA, a "Singapore Institutional Investor") under section 304 of the SFA; (b) to a relevant person pursuant to section 305(1), or any person pursuant to section 305(2) of the SFA (each a "Relevant Investor"), and in accordance with the conditions specified in section 305 of the SFA; or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where units are initially subscribed or purchased under:

- (a) section 304 of the SFA by a Singapore Institutional Investor, subsequent transfers of the units can only be made to another Singapore Institutional Investor; and
- (b) section 305 of the SFA by a Relevant Investor, subsequent transfers of the units can only be made to a Singapore Institutional Investor or another Relevant Investor.

Additionally, where units of the Restricted Funds are subscribed or purchased under section 305 of the SFA by a relevant person (as defined in section 305(5) of the SFA) which is:

- (i) a corporation (which is not an accredited investor as defined in section 4A of the SFA) the sole business of which is to hold investments, and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (ii) a trust (where the trustee is not an accredited investor) the sole purpose of which is to hold investments, and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in section 2 (1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the units pursuant to an offer made under section 305 of the SFA except:
 - (1) to a Singapore Institutional Investor or to a relevant person defined in section 305(5) of the SFA, or to any person arising from an offer referred to in section 275(1A) or section 305A(3)(i)(B) of the SFA;
 - (2) where no consideration is or will be given for the transfer;
 - (3) where the transfer is by operation of law;
 - (4) as specified in section 305A(5) of the SFA; or
 - (5) as specified in regulation 36A of the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 of Singapore.

Investors should note further that the other funds referred to in these Explanatory Memoranda other than the Restricted Funds, are not available to Singapore investors and references to such other funds is not and should not be construed as an offer of units of such other funds in Singapore.

Investors in Singapore should note that if they wish to obtain information on the past performance and a copy of the annual report of the Restricted Funds, they should contact the relevant distributors to obtain such information.

Mauritius: These Explanatory Memoranda may not be distributed in Mauritius nor shall the units be offered for sale or transfer to a resident of Mauritius except where the approval of the Financial Services Commission of Mauritius ("Mauritius FSC") has been obtained.

British Virgin Islands: The JPMorgan Funds (Unit Trust Range), these Explanatory Memoranda and the units offered hereby have not been, and will not be, recognised or registered under the laws and regulations of the British Virgin Islands. The units may not be offered or sold in the British Virgin Islands except in circumstances in which the JPMorgan Funds (Unit Trust Range), these Explanatory Memoranda and the units do not require the recognition by or registration with the authorities of the British Virgin Islands.

Australia: This is an offer to apply for interests in the funds specified in Sections A, B and C ("Funds") and is made by JPMorgan Funds (Asia) Limited ("JPMFAL") on behalf of the Funds. Pursuant to ASIC Class Order 03/1103, JPMFAL is exempt from the requirement to hold an Australian financial services licence under the Corporations Act 2001 (Cth) (Corporations Act) in respect of the financial services provided by JPMFAL in Australia. JPMFAL is regulated by the Securities and Futures Commission ("SFC") under the laws of Hong Kong, which differ from Australian laws. JPMFAL is responsible for the information contained in these Explanatory Memoranda when distributing in Australia.

The Placement Agent for the Funds is JPMorgan Asset Management (Australia) Ltd ("JPMAM (Aus)"). JPMAM (Aus) holds Australian Financial Services Licence No.376919.

These Explanatory Memoranda are not a disclosure document nor product disclosure statement within the meaning of the Corporations Act 2001 (Cth) (Corporations Act). These Explanatory Memoranda may not contain the same level of disclosure as those documents and have not been, and are not required to be, lodged with the Australian Securities & Investments Commission ("ASIC"). An investment in the Funds involves significant risks which could include delays in repayment, and loss of income and capital invested. See "RISKS" in the Explanatory Memoranda for further information in relation to those risks.

Neither the Funds nor JPMFAL or their respective directors, employees, agents, officers or advisers ("Specified Persons") assume liability to any person in connection with an investment in the Funds or guarantees the performance of the Funds or the meeting of any investment objectives, the repayment of capital or any particular rate of return. Investments in the Funds are not deposits or a debt obligation of, and are not guaranteed by, the Specified Persons. Past performance is not indicative of future performance.

Interests in the Funds are offered and issued subject to the terms and conditions set out in these Explanatory Memoranda.

JPMFAL has taken all reasonable care to ensure that the information contained in these Explanatory Memoranda is accurate as of the date of these Explanatory Memoranda (or such other date as stated herein). Under no circumstances should the delivery of these Explanatory Memoranda, irrespective of when it is made, create an inference that there has been no change in the affairs of the Funds since such date.

The Specified Persons make no representations as to the accuracy or completeness of the information in these Explanatory Memoranda. The Specified Persons accept no liability for any loss or damage suffered or incurred by any investor in the Funds or any other person or entity however caused relating in any way to these Explanatory Memoranda (including, without limitation, the accuracy or completeness of the information, any errors or omissions or any other written or oral communications made by any Specified Person in relation to these Explanatory Memoranda).

No Investment or Tax Advice

These Explanatory Memoranda are provided for information purposes only and are not intended to be, and do not constitute, a recommendation by JPMFAL or any other Specified Person to make an investment in the Funds or constitute a basis for any investment decision to do so. The information in these Explanatory Memoranda is general information only and does not take into account the investment objectives, financial and/or tax situation or needs of any particular person and may not contain all of the information that a prospective investor needs to make an investment decision.

Consequently, each prospective investor should, before investing in the Funds, conduct their own investigation and analysis of the investment (including, without limitation, consideration and review of the documents referred in these Explanatory Memoranda) and consider the appropriateness of the investment having regard to the prospective investor's objectives, financial situations and needs. Each prospective investor is encouraged to seek independent legal advice, financial and taxation advice before making any decision with respect to the Funds.

Distribution

The offer described in these Explanatory Memoranda is only available to residents of Australia who are 'wholesale clients' as defined in the Corporations Act. These Explanatory Memoranda shall not constitute an offer of interests in any jurisdiction in which, or to any person to whom, it would be unlawful to offer the interests under these Explanatory Memoranda. None of the interests offered have been approved or disapproved by ASIC, and neither ASIC, the SFC, which is the regulatory and supervisory authority of the Funds in Hong Kong, nor any such other authority has passed upon the accuracy or adequacy of these Explanatory Memoranda, nor is it intended that the SFC, ASIC or any such other authority will do so. None of the interests will be registered in Australia under the Corporations Act. There will be no public market in Australia for any of the interests.

Each prospective investor must be prepared, through an investment in the Funds, to bear the economic risk of an investment in the Funds as set forth in these Explanatory Memoranda. Prospective investors should have the financial ability and willingness to accept the risks (including, among other things, the risk of loss of their entire investment or lack of liquidity in the interests) that may be characteristic of an investment in the Funds and should consult their financial advisors regarding the appropriateness of making investments in interests in the Funds.

Privacy and Anti-Money Laundering

Privacy

The Placement Agent collects personal information to be able to process a prospective investor's application, administer its investment and comply with any relevant laws. If a prospective investor does not provide the Placement Agent with its relevant personal information, the Placement Agent will not be able to do so.

Privacy laws apply to the Placement Agent's handling of personal information and it will collect, use and disclose personal information in accordance with its privacy policy, which includes details about the following matters:

- the kinds of personal information the Placement Agent collects and holds;
- how the Placement Agent collects and holds personal information;
- the purposes for which the Placement Agent collects, holds, uses and discloses personal information;
- how to access personal information that the Placement Agent holds about an investor and seek correction of such information (note that exceptions apply in some circumstances);
- how to complain about a breach of the Australian Privacy Principles (**APP**), or a registered APP code (if any) that binds the Placement Agent, and how the Placement Agent will deal with such a complaint; and
- whether the Placement Agent is likely to disclose personal information to overseas recipients and, if so, the countries in which such recipients are likely to be located if it is practicable for it to specify those countries.

The Placement Agent may also give personal information to service providers of the Funds, including the administrators, legal counsel, accountants and their related bodies corporate ("Service Providers") which may require transferring such information to entities located outside Australia where it may not receive the level of protection afforded under Australian law. The Placement Agent and the Service Providers may use personal information collected about such investors to notify them of other products.

The Placement Agent privacy policy is available on its website at www.jpmorgan.com/au/am/ or a free of charge copy can be obtained by contacting the Placement Agent.

Tax

Please note that the tax information contained in these Explanatory Memoranda may not be applicable to Australian investors. The Placement Agent does not provide any tax or regulatory advice. None of the Placement Agent, the Funds, or their respective directors, employees, agents, officers or advisers have or will be providing tax advice in relation to an investment in the Funds. Each prospective investor must therefore seek independent taxation advice before making any decision with respect to the Funds.

Queries

JPMAM (Aus), as placement agent, will be available to discuss the information contained in these Explanatory Memoranda with prospective investors and to answer questions in Australia about the Funds, to the extent that responsive information is available or can be acquired without undue effort or expense.

Inquiries from prospective investors should be directed to:

JPMorgan Asset Management (Australia) Limited
Level 31, 101 Collins Street
Melbourne, VIC 3000
Phone: 03 9633 4000
jpmorgan.funds.au@jpmorgan.com

Distribution of these Explanatory Memoranda are not authorised in any jurisdiction unless they are accompanied by copies of the most recent annual report of the relevant funds and, if later, the most recent semi-annual report. Such annual report and semi-annual report (where applicable) will form part of these Explanatory Memoranda.

Units will be offered on the basis only of the information contained in these Explanatory Memoranda, such annual report and such semi-annual report. Any further information or representations made by any dealer, salesperson or other person must be regarded as unauthorised and accordingly must not be relied upon. Neither the delivery of any of the foregoing documents nor any offer, issue or sale of units shall, under any circumstances, constitute a representation that the information given in any such document is correct as of any time subsequent to the date of such document.

In these Explanatory Memoranda references to "Australian dollars" and the sign "AU\$" are to the currency of Australia, references to "Canadian dollars" and the sign "CA\$" are to the currency of Canada, references to "Chinese renminbi" and the sign "RMB" are to the currency of the People's Republic of China, references to "Euro" and the sign "EUR" are to the official single European currency adopted by a number of EU Member States participating in the Economic and Monetary Union (as defined in European Union legislation), references to "US dollars" and the sign "US\$" are to the currency of the United States of America, references to "HK dollars" and "HK\$" are to the currency of Hong Kong Special Administrative Region, People's Republic of China ("Hong Kong"), references to "Japanese yen" are to the currency of Japan, references to "New Zealand dollars" and the sign "NZ\$" are to the currency of New Zealand, references to "Singapore dollars" and the sign "SG\$" are to the currency of Singapore and references to "Sterling" and "GBP" are to the currency of the United Kingdom.

Unless otherwise provided herein, words and expressions defined in the relevant trust deed of the JPMorgan Funds (Unit Trust Range) shall have the same meaning when used in the relevant Explanatory Memorandum and words denoting the singular number shall be deemed to include the plural number and vice versa.

If you are in any doubt about the contents of these Explanatory Memoranda, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other financial adviser. Prospective investors should review these Explanatory Memoranda carefully and in its entirety and consult with their legal, tax and financial advisers in relation to (i) the legal and regulatory requirements within their own countries for the subscription, purchase, holding, conversion, redemption or disposition of units of the JPMorgan Funds (Unit Trust Range); (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the subscription, purchase, holding, conversion, redemption or disposition of units of the JPMorgan Funds (Unit Trust Range); (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, converting, redeeming or disposing of units of the JPMorgan Funds (Unit Trust Range); and (iv) any other consequences of such activities.

JPMorgan India Fund and JPMorgan India Smaller Companies Fund (each an “India Fund”, collectively the “India Funds”) are incorporated under the laws of Mauritius. Each India Fund holds a Category 1 Global Business Licence issued by the Mauritius Financial Services Commission (“Mauritius FSC”) pursuant to the Financial Services Act 2007 of Mauritius. Each licence is granted for a period of one year on a rolling basis. While the Directors of JPMorgan Funds (Asia) Limited expect that each India Fund’s respective licence will be renewed on a regular basis and will conduct the affairs of the India Funds so they will qualify for such renewal, there is no guarantee that the licence will be so renewed. If the licence is not renewed, it is likely that the relevant India Funds will have to be liquidated.

The India Funds are authorised by the Mauritius FSC to operate as collective investment schemes and thus are classified as global schemes pursuant to the Securities Act 2005 of Mauritius and the regulations made thereunder. Units of the India Funds are offered to the public in Hong Kong and are classified as reporting issuers as defined under the Securities Act 2005 of Mauritius.

It must be understood that by giving its authorization, the Mauritius FSC does not vouch for the financial soundness and correctness of any of the statements made or opinions expressed with regard to the India Funds. Investors are not protected by any statutory compensation arrangements in Mauritius in the event of failure of the India Funds.

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SECTION A – CONSOLIDATED EXPLANATORY MEMORANDA OF ASIA PACIFIC EQUITY FUNDS

INTRODUCTION

The main part of the Consolidated Explanatory Memoranda in Section A contains general provisions which apply to each of the funds in Appendix I of Section A (individually, a “Fund” and collectively, the “Funds”). Specific details of each Fund are described in the relevant section of Appendix I. Certain provisions in the main part of the Consolidated Explanatory Memoranda in Section A also apply to the Funds in Section B and Section C.

The Consolidated Explanatory Memoranda, together with its appendices, may be modified from time to time with the approval of the Securities and Futures Commission (“SFC”).

The Funds are unit trusts constituted by their respective trust deeds, as amended from time to time (individually, a “Trust Deed” and collectively, the “Trust Deeds”) and governed by the laws of Hong Kong or Mauritius (as the case may be). The governing law and date of the Trust Deed of each Fund are described in the relevant section of Appendix I.

The offer or invitation for subscription or purchase of the units of the Funds is regulated by the SFC and the Funds have been authorised or deemed to have been authorised as collective investment schemes by the SFC under section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) (“SFO”) and the Code on Unit Trusts and Mutual Funds (“SFC Code”). SFC authorisation is not a recommendation or endorsement of the Funds nor does it guarantee the commercial merits of the Funds or their performance. It does not mean the Funds are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors.

FUND PARTIES

JPMorgan Funds (Asia) Limited is the manager of the Funds, is incorporated with limited liability under the laws of Hong Kong and is regulated by the SFC. The Funds are managed by JPMorgan Funds (Asia) Limited (“Manager”), which is part of the JPMorgan Chase & Co. group of companies.

Day-to-day investment management of the Funds has been delegated to JPMorgan Asset Management (Asia Pacific) Limited (“Investment Manager”), a company incorporated with limited liability in Hong Kong.

The Investment Manager may, at any time and without prior notice to unitholders, delegate its investment management functions to any of the following entities (each a “Sub-Manager”) which are eligible to exercise investment discretion on the Funds as at the date of this Explanatory Memorandum:

- JPMorgan Asset Management (Japan) Limited, a company incorporated in Japan;
- JPMorgan Asset Management (Singapore) Limited, a company incorporated in Singapore;
- JPMorgan Asset Management (UK) Limited, a company incorporated in England and Wales; and
- J.P. Morgan Investment Management Inc. a company incorporated in the United States of America.

Prior approval will be sought from the SFC (where appropriate) and at least one month’s notice will be given to unitholders should there be any addition or removal of Sub-Manager(s) to the above list. Details of the relevant Sub-Manager(s) responsible for a Fund are available in the annual report and semi-annual report of the Fund. The latest information on Sub-Manager(s) responsible for a Fund are available from the Manager upon request.

For certain Funds, the Investment Manager has appointed an investment adviser to provide non-discretionary investment advice to the Investment Manager. Such appointments are described in the relevant section of the Explanatory Memorandum of the Fund.

JPMorgan Funds (Asia) Limited, as Manager, will receive applications for units from prospective investors, deal with redemption requests and other enquiries from unitholders and provide such unitholders with information on the Funds.

HSBC Institutional Trust Services (Asia) Limited (“HTHK”), the trustee of certain Funds established in Hong Kong as described in the relevant section of Appendix I, is incorporated with limited liability in Hong Kong on 27 September 1974. It is an indirect wholly-owned subsidiary of HSBC Holdings plc. It is registered as a trust company under

Section 78(1) of the Hong Kong Trustee Ordinance (Cap.29) and is an approved trustee under the Mandatory Provident Fund Schemes Ordinance (Cap. 485). It is also registered with the Hong Kong Monetary Authority under a statutory guideline to comply with the Supervisory Policy Manual ("SPM") module on "Regulation and Supervision of Trust Business" (TB-1) under section 7(3) of the Banking Ordinance. The Trustee is licensed by the SFC to carry out the Type 13 regulated activity (providing depositary services for relevant collective investment schemes) under the Securities and Futures Ordinance (Cap. 571) and has a Trust or Company Service Provider ("TCSPP") License under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615).

Subject as provided in the relevant Trust Deed, HTHK shall not normally be liable for losses caused by the performance of investments made by the relevant Funds. Save for the responsibility of making investment decisions in relation to the Funds by the Manager and/or its delegates, the Manager shall not be liable for losses caused by the performance of investments made by the relevant Funds. Subject to applicable law and the provisions of the relevant Trust Deed, each of the parties described in the sections entitled "FUND PARTIES" herein shall not, in the absence of incurring any liability to the unitholders under the applicable laws or any breach of trust through fraud or negligence by it or any of its respective agent or delegate, or, in respect of HTHK and BEAT, any sub-custodian appointed by HTHK or BEAT (as the case may be), be liable for any losses, costs or damage to the Fund or any unitholder. Other than the offer of the units by the Manager pursuant to these Consolidated Explanatory Memoranda, each of the parties described in the sections entitled "FUND PARTIES" herein in no way acts as guarantor or offeror of the Units or any underlying investment. HTHK has no responsibility or authority to make investment decisions, or render investment advice with respect to any Fund. As part of its policy, HTHK may request for additional information if deemed necessary. HTHK (including its delegate) is not responsible and has no liability for any investment decision made by the Manager in relation to the Funds.

Bank of East Asia (Trustees) Limited ("BEAT"), the trustee of certain Funds established in Hong Kong as described in the relevant section of Appendix I, is incorporated with limited liability in Hong Kong and is registered to carry on Type 13 regulated activity under Part V of the SFO in Hong Kong. It is a wholly owned subsidiary of The Bank of East Asia, Limited ("BEA"), a company incorporated in Hong Kong and listed on The Stock Exchange of Hong Kong, Limited. BEAT is regulated by the MPFA.

BEAT will not participate in transactions and activities, or make any payments denominated in US dollars, which, if carried out by a US person, would be subject to sanctions by the Office of Foreign Assets Control (the "OFAC") of the US Department of the Treasury. BEA group of companies has adopted a policy of compliance with the sanctions issued by OFAC. As part of its policy, BEAT may request for additional information if deemed necessary.

HSBC Institutional Trust Services (Mauritius) Limited, the trustee and the registrar of the Funds established in Mauritius, is incorporated with limited liability in Mauritius. It is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. HSBC Institutional Trust Services (Mauritius) Limited is regulated by Financial Services Commission ("FSC").

HSBC Trustee (Cayman) Limited, the registrar of the Funds for which HTHK is acting as trustee, is incorporated with limited liability in the Cayman Islands. It is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales.

East Asia International Trustees Limited, the registrar of the Funds for which BEAT is acting as trustee, is incorporated with limited liability in the British Virgin Islands. It is an indirectly wholly owned subsidiary of BEA, a company incorporated in Hong Kong and listed on The Stock Exchange of Hong Kong, Limited.

HTHK, BEAT and HSBC Institutional Trust Services (Mauritius) Limited are collectively referred to in the Consolidated Explanatory Memoranda as the "Trustees" and individually as the "Trustee" of the relevant Fund. Under each Trust Deed, the Trustee is responsible for the safe-keeping of the respective Fund's assets.

HSBC Trustee (Cayman) Limited, East Asia International Trustees Limited and HSBC Institutional Trust Services (Mauritius) Limited are collectively referred to in the Consolidated Explanatory Memoranda as the "Registrars" and individually as the "Registrar" of the relevant Fund. The Registrars and JPMorgan Funds (Asia) Limited have entered into a Registrar Services Delegation Agreement pursuant to which the Registrars have delegated their duties as Registrar of the relevant Funds to JPMorgan Funds (Asia) Limited.

Subject to the consent of the Trustee of the relevant Fund, JPMorgan Funds (Asia) Limited may at its discretion outsource the transfer agency and administrative functions in respect of the Funds from time to time.

INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS

Investment Objective and Policies

The investment objective and policies of each Fund are described in the relevant section of Appendix I to the Consolidated Explanatory Memoranda.

The investment objective, policy and investment restrictions and guidelines of each Fund may, subject to the review of the relevant Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

ESG Integration

Where specified in the investment objective and policy of a Fund, environmental, social and governance ("ESG") integration is applicable to the Fund, as part of the Fund's investment process.

ESG integration is the systematic inclusion of ESG considerations in investment analysis and investment decisions. As part of its investment process, the Investment Manager seeks to assess the impact of financially material environmental, social and governance factors on many issuers in the universe in which the relevant Fund may invest. The Investment Manager's assessment is based on an analysis of key opportunities and risks across industries to identify financially material issues with respect to the relevant Fund's investments in issuers. These assessments may not be conclusive and securities of issuers that may be negatively impacted by such factors may be purchased and retained by the relevant Fund while the relevant Fund may divest or not invest in securities of issuers that may be positively impacted by such factors.

In particular, ESG integration does not change a Fund's investment objective, exclude specific types of industries or companies or limit the relevant Fund's investable universe. The Fund is not designed for investors who wish to screen out particular types of companies or investments or are looking for Funds that meet specific ESG goals.

In addition, as ESG integration focuses on financial materiality, not all ESG factors are relevant to a particular investment, asset class, or Fund. ESG integration for a Fund is dependent upon the availability of sufficient ESG information on the Fund's investment universe. ESG integration does not imply that a Fund is marketed or authorised as an ESG product in any jurisdiction where such authorization is required.

Currency Hedged Classes

Investors who invest in the Currency Hedged Classes should refer to the section entitled "CLASSES OF UNITS" for details on the objective, strategy and risks associated with the Currency Hedged Classes.

Investment Restrictions and Guidelines

The Funds may invest in anything into which a person may invest, subject to the following investment restrictions. The following investment restrictions and guidelines shall apply to the Funds as at the immediate preceding valuation. Additional investment restrictions and guidelines applicable to each Fund are described in the relevant section of Appendix I.

1. Investment limitations applicable to each Fund

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

- (a) the aggregate value of the Fund's investments in, or exposure to, any single entity (other than Government and other public securities) through the following exceeding 10% of the total net asset value of the relevant Fund:
 - (i) investments in securities issued by that entity;
 - (ii) exposure to that entity through underlying assets of financial derivative instruments; and
 - (iii) net counterparty exposure to that entity arising from transactions of over-the-counter financial derivative instruments.

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

- (A) transacted on an exchange where the clearing house performs a central counterparty role; and
- (B) marked-to-market daily in the valuation of their financial derivative instrument positions and subject to margining requirements at least on a daily basis.

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

- (b) subject to sub-paragraphs 1(a) and 4.4(c) of this sub-section "Investment Restrictions and Guidelines", the aggregate value of the Fund's investments in, or exposure to, entities within the same group through the following exceeding 20% of the total net asset value of the relevant Fund:
 - (i) investments in securities issued by those entities;
 - (ii) exposure to those entities through underlying assets of financial derivative instruments; and
 - (iii) net counterparty exposure to those entities arising from transactions of over-the-counter financial derivative instruments.

For the purposes of sub-paragraphs 1(b) and 1(c) of this sub-section "Investment Restrictions and Guidelines", "entities within the same group" means entities which are included in the same group for the purposes of consolidated financial statements prepared in accordance with internationally recognised accounting standards. The requirements under this sub-paragraph 1(b) will also apply in the case of sub-paragraphs 6(e) and (j) of this sub-section "Investment Restrictions and Guidelines".

- (c) the value of the Fund's cash deposits made with the same entity or entities within the same group exceeding 20% of the total net asset value of the relevant Fund provided that the 20% limit may be exceeded in the following circumstances:
 - (i) cash held before the launch of the Fund and for a reasonable period thereafter prior to the initial subscription proceeds being fully invested; or
 - (ii) cash proceeds from liquidation of investments prior to the merger or termination of the Fund, whereby the placing of cash deposits with various financial institutions would not be in the best interests of investors; or
 - (iii) cash proceeds received from subscriptions pending investments and cash held for the settlement of redemption and other payment obligations, whereby the placing of cash deposits with various financial institutions would be unduly burdensome and the cash deposits arrangement would not compromise investors' interests.

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

- (d) the Fund's holding of any ordinary shares exceeding 10% of any ordinary shares issued by any single entity.
- (e) the value of the Fund's investment in securities and other financial products or instruments that are neither listed, quoted nor dealt in on a Securities Market, exceeding 15% of the total net asset value of such Fund.
- (f) the value of the Fund's total holding of Government and other public securities of the same issue exceeding 30% of the total net asset value of such Fund (save that the Fund may invest all of its assets in Government and other public securities in at least six different issues). For the avoidance of doubt, Government and other public securities will be regarded as being of a different issue if, even though they are issued by the same person, they are issued on different terms whether as to repayment dates, interest rates, the identity of the guarantor, or otherwise.

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

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

provided that:

- (A) no investment may be made in any underlying scheme the investment objective of which is to invest primarily in any investment prohibited by Chapter 7 of the SFC Code;
- (B) where an underlying scheme's objective is to invest primarily in investments restricted by Chapter 7 of the SFC Code, such investments may not be in contravention of the relevant limitation. For the avoidance of doubt, a Fund may invest in underlying scheme(s) authorised by the SFC under Chapter 8 of the SFC Code (except for hedge funds under 8.7 of the SFC Code), eligible scheme(s) of which the net derivative exposure does not exceed 100% of its total net asset value, and Qualified Exchange Traded Funds in compliance with sub-paragraphs 1(g)(i) and (ii) of this sub-section "Investment Restrictions and Guidelines";
- (C) the underlying scheme's objective may not be to invest primarily in other collective investment scheme(s);
- (D) all initial charges and redemption charges on the underlying scheme(s) must be waived if the underlying scheme is managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their connected persons (as defined in the SFC Code) ("Connected Persons"); and
- (E) the Manager, the Investment Manager and/or the Sub-Manager or any person acting on behalf of the Fund or the Manager, the Investment Manager and/or the Sub-Manager may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company, or any quantifiable monetary benefits in connection with investments in any underlying scheme.

For the avoidance of doubt:

- (aa) unless otherwise provided under the SFC Code, the spread requirements under sub-paragraphs 1(a), (b), (d) and (e) of this sub-section "Investment Restrictions and Guidelines" do not apply to investments in other collective investment schemes by a Fund;
- (bb) unless otherwise disclosed in the offering document of a Fund, the investment by a Fund in a Qualified Exchange Traded Fund will be considered and treated as listed securities for the purposes of and subject to the requirements in sub-paragraphs 1(a), (b) and (d) of this sub-section "Investment Restrictions and Guidelines". Notwithstanding the aforesaid, the investments by a Fund in Qualified Exchange Traded Funds shall be subject to sub-paragraph 1(e) of this sub-section "Investment Restrictions and Guidelines" and the relevant investment limits in Qualified Exchange Traded Funds by a Fund shall be consistently applied;
- (cc) where investments are made in listed REITs, the requirements under sub-paragraphs 1(a), (b) and (d) of this sub-section "Investment Restrictions and Guidelines" apply and where investments are made in unlisted REITs, which are either companies or collective investment schemes, then the requirements under sub-paragraphs 1(e) and (g)(i) of this sub-section "Investment Restrictions and Guidelines" apply respectively; and
- (dd) where a Fund invests in index-based financial derivative instruments, the underlying assets of such financial derivative instruments are not required to be aggregated for the purposes of the investment restrictions or limitations set out in sub-paragraphs 1(a), (b), (c) and (f) of this sub-section "Investment Restrictions and Guidelines" provided that the index is in compliance with the requirements under 8.6(e) of the SFC Code.

- (h) Notwithstanding sub-paragraphs 1(a), (b), (d) and (e) of this sub-section "Investment Restrictions and Guidelines":
 - (i) where direct investment in a market by each Fund is not in the best interest of investors, each Fund may invest through a wholly owned subsidiary company established solely for the purpose of making direct investments in such market. In such circumstances, the underlying investments of the subsidiary, together with the direct investments made by that Fund must in aggregate comply with the requirements of these investment restrictions and guidelines. The Manager has no present intention to make use of such subsidiaries and unitholders will be informed of any change in such intention; and
 - (ii) in respect of each Fund which is registered for retail distribution in Taiwan, the Fund's investments in Mainland China securities markets or in China related securities (as stipulated by the Taiwan regulators) may not, at any time, exceed certain percentage limits prescribed by the Taiwan regulators from time to time.

2. Investment prohibitions applicable to each Fund

The Manager, the Investment Manager and/or the Sub-Manager shall not, unless otherwise specifically provided for in the SFC Code, on behalf of any Fund:-

- (a) invest in physical commodities unless otherwise approved by the SFC on a case-by-case basis taking into account the liquidity of the physical commodities concerned and availability of sufficient and appropriate additional safeguards where necessary;
- (b) invest in any type of real estate (including buildings) or interests in real estate (including any options or rights but excluding shares in real estate companies and interests in REITs);
- (c) make short sales unless (i) the liability of the relevant Fund to deliver securities does not exceed 10% of its total net asset value; (ii) the security which is to be sold short is actively traded on a Securities Market where short selling activity is permitted; and (iii) the short sales are carried out in accordance with all applicable laws and regulations;
- (d) carry out any naked or uncovered short sale of securities;
- (e) subject to sub-paragraph 1(e) of this sub-section "Investment Restrictions and Guidelines", lend, assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person. For the avoidance of doubt, reverse repurchase transactions in compliance with the requirements as set out in sub-paragraphs 5.1 to 5.4 of this sub-section "Investment Restrictions and Guidelines" are not subject to the limitations in this sub-paragraph 2(e);
- (f) acquire any asset or engage in any transaction which involves the assumption of any liability by the relevant Fund which is unlimited. For the avoidance of doubt, the liability of unitholders of a Fund is limited to their investments in that Fund;
- (g) invest in any security of any class in any company or body if any director or officer of the Manager, the Investment Manager or the Sub-Manager individually owns more than 0.5%, or collectively they own more than 5%, of the total nominal amount of all the issued securities of that class;
- (h) invest in any security where a call is to be made for any sum unpaid on that security, unless the call could be met in full out of cash or near cash from the Fund's portfolio whereby such amount of cash or near cash has not been segregated to cover a future or contingent commitment arising from transaction in financial derivative instruments for the purposes of sub-paragraphs 4.5 and 4.6 of this sub-section "Investment Restrictions and Guidelines".

3. Feeder Funds

A Fund which is a feeder fund may invest 90% or more of its total net asset value in a single collective investment scheme ("**underlying scheme**") in accordance with the following provisions –

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

- (b) no increase in the overall total of initial charges, redemption charges, management fees, or any other costs and charges payable to the Manager, the Investment Manager or the Sub-Manager or any of their Connected Persons borne by the unitholders or by the feeder fund may result, if the master fund in which the feeder fund invests is managed by the Manager, the Investment Manager or the Sub-Manager or any of their Connected Person;
- (c) notwithstanding proviso (C) to sub-paragraph 1(g) of this sub-section "Investment Restrictions and Guidelines", the master fund may invest in other collective investment scheme(s) subject to the investment restrictions as set out in sub-paragraphs 1(g)(i) and (ii) and proviso (A), (B) and (C) to sub-paragraph 1(g) of this sub-section "Investment Restrictions and Guidelines".

4. Use of financial derivative instruments

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

- (a) they are not aimed at generating any investment return;
- (b) they are solely intended for the purpose of limiting, offsetting or eliminating the probability of loss or risks arising from the investments being hedged;
- (c) although they may not necessarily reference to the same underlying assets, they should relate to the same asset class with high correlation in terms of risks and return, and involve taking opposite positions, in respect of the investments being hedged; and
- (d) they exhibit price movements with high negative correlation with the investments being hedged under normal market conditions.

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

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

4.3 Subject to sub-paragraphs 4.2 and 4.4 of this sub-section "Investment Restrictions and Guidelines", a Fund may invest in financial derivative instruments provided that the exposure to the underlying assets of the financial derivative instruments, together with the other investments of the Fund, may not in aggregate exceed the corresponding investment restrictions or limitations applicable to such underlying assets and investments as set out in sub-paragraphs 1(a), (b), (c), (f), (g)(i) and (ii), proviso (A) to (C) to sub-paragraph 1(g) and sub-paragraph 2(b) of sub-section "Investment Restrictions and Guidelines".

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

- (a) the underlying assets consist solely of shares in companies, debt securities, money market instruments, units/shares of collective investment schemes, deposits with substantial financial institutions, Government and other public securities, highly-liquid physical commodities

(including gold, silver, platinum and crude oil), financial indices, interest rates, foreign exchange rates, currencies, or other asset classes acceptable to the SFC, in which the Fund may invest according to its investment objectives and policies;

- (b) the counterparties to transactions of over-the-counter financial derivative instruments or their guarantors are substantial financial institutions or such other entity acceptable to the SFC;
- (c) subject to sub-paragraphs 1(a) and (b) of this sub-section "Investment Restrictions and Guidelines", a Fund's net counterparty exposure to a single entity arising from transactions of over-the-counter financial derivative instruments may not exceed 10% of its total net asset value provided that the exposure of the Fund to a counterparty of over-the-counter financial derivative instruments may be lowered by the collateral received (if applicable) by the Fund and shall be calculated with reference to the value of collateral and positive mark to market value of the over-the-counter financial derivative instruments with that counterparty, if applicable; and
- (d) the valuation of the financial derivative instruments is marked-to-market daily, subject to regular, reliable and verifiable valuation conducted by the valuation agent, the Manager, the Investment Manager or the Sub-Manager or the Trustee or their nominee(s), agent(s) or delegate(s) (as the case may be) independent of the issuer of the financial derivative instruments through measures such as the establishment of a valuation committee or engagement of third party service. The financial derivative instruments can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative. Further, the valuation agent should be adequately equipped with the necessary resources to conduct independent marked-to-market valuation and to verify the valuation of the financial derivative instruments on a regular basis.

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

4.6 Subject to sub-paragraph 4.5 of this sub-section "Investment Restrictions and Guidelines", a transaction in financial derivative instruments which gives rise to a future commitment or contingent commitment of a Fund shall be covered as follows:

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

4.7 The requirements under sub-paragraphs 4.1 to 4.6 of this sub-section "Investment Restrictions and Guidelines" shall apply to embedded financial derivative. For the purposes of these Consolidated Explanatory Memoranda, an **"embedded financial derivative"** is a financial derivative instrument that is embedded in another security.

4.8 Notwithstanding any other provisions in this paragraph 4 of this sub-section "Investment Restrictions and Guidelines", in respect of each Fund which is registered for public distribution in Taiwan:

- (a) unless otherwise approved by Taiwan Financial Supervisory Commission, the Fund shall comply with local Taiwanese regulation in respect of derivative exposure, which currently requires the total value of the Fund's non offset position in derivatives held for: (1) any purposes other than hedging, and in any derivatives held for hedging purposes in excess of the position limit stated in (2) below, not to exceed 40 per cent. of the net asset value of the Fund (or such other percentage as stipulated by the Taiwan regulator from time to time); and (2) hedging purposes, not to exceed the total market value of the relevant securities held by the Fund; and
- (b) the Fund may not invest in gold or spot commodities.

5. Securities financing transactions

- 5.1 A Fund may engage in securities financing transactions, provided that they are in the best interests of unitholders of such Fund to do so and the associated risks have been properly mitigated and addressed, and provided further that the counterparties to the securities financing transactions are financial institutions which are subject to ongoing prudential regulation and supervision.
- 5.2 A Fund shall have at least 100% collateralization in respect of the securities financing transaction(s) into which it enters to ensure there is no uncollateralised counterparty risk exposure arising from these transactions.
- 5.3 All the revenues arising from securities financing transactions, net of direct and indirect expenses as reasonable and normal compensation for the services rendered in the context of the securities financing transactions shall be returned to the Fund.
- 5.4 A Fund shall only enter into a securities financing transaction if the terms of such securities financing transaction include the power for the Fund at any time to recall the securities or the full amount of cash (as the case may be) subject to the securities financing transaction or terminate the securities financing transaction(s) into which it has entered.

6. Collateral

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

- (a) Liquidity – the collateral is sufficiently liquid and tradable in order that it can be sold quickly at a robust price that is close to pre-sale valuation. Collateral should normally trade in a deep and liquid marketplace with transparent pricing;
- (b) Valuation – the collateral is marked-to-market daily by using independent pricing sources;
- (c) Credit quality – the collateral is of high credit quality provided that, in the event the credit quality of the collateral or the issuer of the asset being used as collateral has deteriorated to such a degree that it would undermine the effectiveness of the collateral, such collateral shall be replaced immediately;
- (d) Haircut – the collateral is subject to a prudent haircut policy;
- (e) Diversification – the collateral is appropriately diversified so as to avoid concentrated exposure to any single entity and/or entities within the same group. A Sub-Fund's exposure to the issuer(s) of the collateral should be taken into account in compliance with the investment restrictions and limitations set out in sub-paragraphs 1(a), 1(b), 1(c), 1(f), 1(g)(i) and (ii) and provisos (A) to (C) of sub-paragraph 1(g) and sub-paragraph 2(b) of this sub-section "Investment Restrictions and Guidelines";
- (f) Correlation – the value of the collateral should not have any significant correlation with the creditworthiness of the counterparty or the issuer of the financial derivative instruments, or the counterparty of securities financing transactions in such a way that would undermine the effectiveness of the collateral. For this purpose, securities issued by the counterparty or the issuer of the financial derivative instruments, or the counterparty of securities financing transactions or any of their related entities should not be used as collateral;

- (g) Management of operational and legal risks – the Manager, the Investment Manager and/or the Sub-Manager has appropriate systems, operational capabilities and legal expertise for proper collateral management;
- (h) Independent custody – the collateral is held by the Trustee or by duly appointed nominee, agent or delegate;
- (i) Enforceability – the collateral is readily accessible or enforceable by the Trustee without further recourse to the issuer of the financial derivative instruments, or the counterparty of the securities financing transactions;
- (j) Re-investment of collateral – any re-investment of collateral received for the account of the relevant Fund shall be subject to the following requirements:
 - (i) cash collateral received may only be reinvested in short-term deposits, high quality money market instruments and money market funds authorised under 8.2 of the SFC Code or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC, and subject to corresponding investment restrictions or limitations applicable to such investments or exposure as set out in Chapter 7 of the SFC Code. For this purpose, money market instruments refer to securities normally dealt in on the money markets, including government bills, certificates of deposit, commercial papers, short-term notes and bankers' acceptances, etc. In assessing whether a money market instrument is of high quality, at a minimum, the credit quality and the liquidity profile of the money market instruments must be taken into account;
 - (ii) non-cash collateral received may not be sold, re-invested or pledged;
 - (iii) the portfolio of assets from re-investment of cash collateral shall comply with the requirements as set out in 8.2(f) and 8.2(n) of the SFC Code;
 - (iv) cash collateral received is not allowed to be further engaged in any securities financing transactions;
 - (v) when the cash collateral received is reinvested into other investment(s), such investment(s) is/are not allowed to be engaged in any securities financing transactions;
- (k) the collateral is free of prior encumbrances; and
- (l) the collateral generally does not include (i) structured products whose payouts rely on embedded financial derivatives or synthetic instruments; (ii) securities issued by special purpose vehicles, special investment vehicles or similar entities; (iii) securitised products; or (iv) unlisted collective investment schemes.

Further details relating to the collateral policy of the Funds are disclosed in Section F – COLLATERAL POLICY of the Consolidated Explanatory Memoranda .

7. **Name of Fund**

If the name of a Fund indicates a particular objective, investment strategy, geographic region or market, the Fund must, under normal market circumstances, invest at least 70% of its total net asset value in securities and other investments to reflect the particular objective, investment strategy or geographic region or market which the Fund represents.

8. **Definitions**

Terms used in this sub-section "Investment Restrictions and Guidelines" shall, unless otherwise defined herein or unless the context otherwise requires, have the following meaning:

"Government and other public securities"	any investment issued by, or the payment of principal and interest on which is guaranteed by, a government or any fixed-interest investment issued by its public or local authorities or other multilateral agencies
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"Qualified Exchange Traded Funds"	exchange traded funds that are: (a) authorised by the SFC under 8.6 or 8.10 of the SFC Code; or (b) listed and regularly traded on internationally recognised stock exchanges open to the public (nominal listing not accepted) and either (i) the principal objective of which is to track, replicate or correspond to a financial index or benchmark, which complies with the applicable requirements under 8.6 of the SFC Code; or (ii) the investment objective, policy, underlying investments and product features of which are substantially in line with or comparable with those set out under 8.10 of the SFC Code
"REITs"	real estate investment trusts
"Securities Market"	any stock exchange, over-the-counter market or other organised securities market that is open to the international public and on which such securities are regularly traded
"substantial financial institution"	an authorised institution as defined in section 2(1) of the Banking Ordinance (Chapter 155 of Laws of Hong Kong) or a financial institution which is on an ongoing basis subject to prudential regulation and supervision, with a minimum net asset value of HK\$2 billion or its equivalent in foreign currency
"Reverse repurchase transactions"	transactions whereby a scheme purchases securities from a counterparty of sale and repurchase transactions and agrees to sell such securities back at an agreed price in the future
"Securities financing transactions"	securities lending, sale and repurchase and reverse repurchase transactions
"Securities lending transactions"	transactions whereby a scheme lends its securities to a security-borrowing counterparty for an agreed fee
"Sale and repurchase transactions"	transactions whereby a scheme sells its securities to a counterparty of reverse repurchase transactions and agrees to buy such securities back at an agreed price with a financing cost in the future.

Each Fund may place cash on deposit with its Trustee, Investment Manager, Manager or any of their Connected Persons provided that such person is permitted to accept deposits and such cash deposit shall be maintained in a manner that is in the best interests of the unitholders of the relevant Fund, having regard to the prevailing commercial rate for a deposit of similar type, size and term negotiated at arm's length in accordance with ordinary and normal course of business.

Where a breach of any of the above investment limits occurs, the Manager, the Investment Manager and the Sub-Manager will as a priority objective within a reasonable period of time take all steps as are necessary to remedy the situation taking into due account of the interests of unitholders.

Funds in Appendix I of Section A, or in Sections B and C which are registered with the Securities and Futures Bureau in Taiwan for retail distribution are listed below:

JPMorgan ASEAN Fund
JPMorgan Asia Growth Fund
JPMorgan Asia Equity High Income Fund
JPMorgan Asian Smaller Companies Fund
JPMorgan India Fund
JPMorgan Japan (Yen) Fund
JPMorgan Korea Fund
JPMorgan Pacific Securities Fund
JPMorgan Pacific Technology Fund
JPMorgan Sustainable Infrastructure Fund
JPMorgan Thailand Fund
JPMorgan Vietnam Opportunities Fund

Borrowing and Leverage

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

Borrowing Policies

No borrowing shall be made in respect of a Fund which would result in the principal amount for the time being of all borrowings made for the account of the relevant Fund exceeding an amount equal to 10% of the total net asset value of the relevant Fund provided always that back-to-back loans do not count as borrowing. For the avoidance of doubt, securities lending transactions and sale and repurchase transactions in compliance with the requirements as set out in sub-paragraphs 5.1 to 5.4 of the sub-section "Investment Restrictions and Guidelines" are not borrowings for the purpose of, and are not subject to the limitations in this paragraph. The Funds' assets may be charged or pledged as security for any such borrowings.

Each Fund may borrow money from its Trustee, the Manager or any of their Connected Persons provided that the lender is permitted to lend money and the interest and any fee is no higher than an arm's length commercial rate or fee for a loan of the same size and nature.

Leverage from the use of financial derivative instruments

A Fund may also be leveraged through the use of financial derivative instruments and its expected maximum level of leverage through the use of financial derivative instruments (i.e. expected maximum net derivative exposure) may be up to 50% of the Fund's net asset value.

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

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

Securities Financing Transactions Policies

Although the Trust Deeds and the main part of the Consolidated Explanatory Memoranda contain provisions which allow the Manager to, on behalf of the Funds, enter into securities financing transactions, namely, securities lending transactions, sale and repurchase transactions and reverse repurchase transactions, the Manager does not currently intend to enter into such transactions.

Should the Manager decide to enter into these transactions, these Explanatory Memoranda will be amended and unitholders will be provided with not less than one month's (or such other period as the SFC may require) prior written notification in respect of such amendment.

Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively the "China Connect")

The Shanghai-Hong Kong Stock Connect is a securities trading and clearing linked program developed by Hong Kong Exchanges and Clearing Limited ("HKEx"), the Hong Kong Securities Clearing Company Limited ("HKSCC"), Shanghai Stock Exchange ("SSE") and China Securities Depository and Clearing Corporation Limited ("ChinaClear") and the Shenzhen-Hong Kong Stock Connect is a securities trading and clearing linked program developed by HKEx, HKSCC, Shenzhen Stock Exchange ("SZSE") and ChinaClear. The aim of the China Connect is to achieve mutual stock market access between mainland China and Hong Kong.

Each China Connect comprises a Northbound Trading Link and a Southbound Trading Link. Under the Northbound Trading Link, Hong Kong and overseas investors (including the relevant Funds), through their Hong Kong brokers and a securities trading service company established by The Stock Exchange of Hong Kong Limited ("SEHK"), can trade eligible shares listed on SSE and SZSE respectively.

Eligible securities

Under the Shanghai-Hong Kong Stock Connect, Hong Kong and overseas investors will be able to trade certain stocks listed on the SSE. These include all the constituent stocks from time to time of the SSE 180 Index and SSE

380 Index, and all the SSE-listed China A-Shares that are not included as constituent stocks of the relevant indices but which have corresponding H-Shares listed on SEHK, except the following:

- (a) SSE-listed shares which are not traded in RMB; and
- (b) SSE-listed shares which are included in the “risk alert board”.

Under the Shenzhen-Hong Kong Stock Connect, Hong Kong and overseas investors will be able to trade certain stocks listed on the SZSE. These include all the constituent stocks of the SZSE Component Index and SZSE Small/Mid Cap Innovation Index which have a market capitalisation of not less than RMB6 billion, and all the SZSE-listed China A-Shares which have corresponding H-Shares listed on SEHK, except the following:

- (a) SZSE-listed shares which are not traded in RMB; and
- (b) SZSE-listed shares which are included in the “risk alert board”.

The list of eligible securities may be changed subject to the review and approval by the relevant PRC regulators from time to time.

Trading quota

Trading under China Connect is subject to a daily quota (“Daily Quota”). Northbound Shanghai Trading Link and Southbound Hong Kong Trading Link under the Shanghai-Hong Kong Stock Connect and Northbound Shenzhen Trading Link and Southbound Hong Kong Trading Link under the Shenzhen-Hong Kong Stock Connect will each be subject to a separate set of Daily Quota.

The Daily Quota limits the maximum net buy value of cross-boundary trades under China Connect each day. The Northbound Daily Quota is set at RMB52 billion for Shanghai-Hong Kong Stock Connect and RMB52 billion for Shenzhen-Hong Kong Stock Connect.

The Daily Quota may be increased or reduced subject to the review and approval by the relevant PRC regulators from time to time.

SEHK will monitor and publish the remaining balance of the Northbound Daily Quota at scheduled times on the HKEx’s website.

Settlement and custody

HKSCC is responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by Hong Kong market participants and investors.

The China A-Shares traded through China Connect are issued in scripless form, so investors will not hold any physical China A-Shares. Hong Kong and overseas investors who have acquired China A-Shares through Northbound trading should maintain the China A-Shares with their brokers’ or custodians’ stock accounts with CCASS (the Central Clearing and Settlement System operated by HKSCC for the clearing of securities listed or traded on SEHK).

Corporate actions and shareholders’ meetings

Notwithstanding the fact that HKSCC does not claim proprietary interests in the SSE and SZSE securities held in its omnibus stock account in ChinaClear, ChinaClear as the share registrar for SSE and/or SZSE listed companies will still treat HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE and SZSE securities.

HKSCC will monitor the corporate actions affecting SSE and SZSE securities and keep the relevant brokers or custodians participating in CCASS (“CCASS participants”) informed of all such corporate actions that require CCASS participants to take steps in order to participate in them.

Currency

Hong Kong and overseas investors will trade and settle SSE and SZSE securities in RMB only. Hence, the relevant Funds will need to use RMB to trade and settle SSE and SZSE securities.

Investor compensation

Since the relevant Funds are carrying out Northbound trading through securities brokers in Hong Kong but not PRC brokers, therefore they are not protected by the China Securities Investor Protection Fund (中國投資者保護基金) in the PRC.

Further information about China Connect is available online at the website:
<http://www.hkex.com.hk/eng/csm/chinaConnect.asp?LangCode=en>

RISKS

The performance of the Funds will be affected by a number of risk factors, including the following. Additional risk factors applicable to a Fund are described in the relevant section of Appendix I.

- (i) Investment risk – The Fund's investment portfolio may fall in value due to any of the risk factors below and therefore your investment in the Fund may suffer losses. There is no guarantee of the repayment of principal.
- (ii) Equity risk – The Fund's investment in equity securities is subject to general market risks, whose value may fluctuate due to various factors, such as changes in investment sentiment, political and economic conditions and issuer-specific factors. Equity markets may fluctuate significantly with prices rising and falling sharply, and this will have a direct impact on the Funds' net asset values. When equity markets are extremely volatile, the Funds' net asset values may fluctuate substantially.
- (iii) Political, economic and social risks – All financial markets may at times be adversely affected by changes in political, economic and social conditions.
- (iv) Market risk – The value of the securities in which a Fund invests changes continually and can fall based on a wide variety of factors affecting financial markets generally or individual sectors.

Economies and financial markets throughout the world are becoming increasingly interconnected, which increases the likelihood that events or conditions in one country or region will adversely impact markets or issuers in other countries or regions. Furthermore, global events such as war, terrorism, environmental disasters, natural disasters or events, country instability, and infectious disease epidemics or pandemics may also negatively affect the value of the Fund's investments.

In particular, events such as infectious disease epidemics or pandemics may have a significant negative impact on the value of the Fund's investments, increase the Fund's volatility, negatively impact the Fund's pricing, magnify pre-existing risks to the Fund and impact the Fund's operations.

- (v) Currency risk – The assets in which the Funds are invested and the income from the assets will or may be quoted in currencies which are different from the Funds' base currencies. The performance of the Funds will therefore be affected by changes in exchange rate controls and movements in the exchange rate between the currencies in which the assets are held and Funds' currencies of denomination. Since the Manager, the Investment Manager, and the Sub-Manager aim to maximise returns in terms of the Funds' currencies of denomination, investors whose base currency is different (or not in a currency linked to the Funds' currencies of denomination) may be exposed to additional currency risk. The performance of these Funds may also be affected by changes in exchange control regulations.
- (vi) Hedging risk – The Manager, the Investment Manager, and the Sub-Manager are permitted, in their absolute discretion, but not obliged, to use hedging techniques to attempt to reduce market and currency risks. There is no guarantee that hedging techniques if used, will achieve the desired result nor that hedging techniques will be used. The hedging, if any, against foreign exchange risks may or may not be up to 100% of assets of the Funds.
- (vii) Derivatives risk – Risks associated with derivatives include counterparty/credit risk, liquidity risk, valuation risk, volatility risk and over-the-counter transaction risk. The leverage element/component of a derivative can result in a loss significantly greater than the amount invested in the derivatives by the Funds. Exposure to derivatives may lead to a high risk of significant loss by the Funds. Participation in swaps, warrants, futures, options and forward contracts involves potential investment returns which the Funds would not receive, and risks of a type, level or nature to which the Funds would not be subject, in the absence of using these instruments. If the direction of movement of the securities or money markets is for or against the

prediction of the Manager, the Investment Manager and the Sub-Manager, the Funds may be placed in a position which is better or worse than that in which it would have been if these instruments had not been used.

Equity Warrants – Some of the Funds may engage in use of equity warrant which generally allows an investor the right to subscribe for a fixed number of ordinary shares at a pre-determined price on a future date or during a fixed period of time. Since the price of the warrant is normally substantially less than the price of the share itself, an increase in the share price will generally cause the value of the warrant to increase at a greater rate. On the other hand, a fall in the share price may cause the warrant to become valueless. The use of warrants by the Funds will, therefore, usually mean that the net asset value of the Funds will increase or decrease at a greater rate than would have been the case if the relevant investment had actually been made in the shares underlying the relevant warrants.

Forward contracts – Some of the Funds may enter into forward contracts which are not traded on exchanges and are generally not regulated. There are no limitations on a daily price movement of forward contracts. Banks and other dealers with whom the Funds may maintain accounts may require the Funds to deposit margin with respect to such trading, although margin requirements are often minimal or nonexistent. The Funds' counterparties are not required to continue to make markets in such contracts. There have been periods during which certain counterparties have refused to continue to quote prices for forward contracts or have quoted prices with an unusually wide spread (the price at which the counterparty is prepared to buy and that at which it is prepared to sell). Arrangements to trade forward contracts may be made with only one or a few counterparties, and liquidity problems therefore might be greater than if such arrangements were made with numerous counterparties. The imposition of credit controls by governmental authorities might limit such forward trading to less than that which the Manager, the Investment Manager or the Sub-Manager would otherwise recommend, to the possible detriment of the Funds.

Futures – Owing to the low margin deposits normally required in index and stock futures contracts, a high degree of leverage is typical of a futures trading account. As a result, a small price movement in index and stock futures contract may result in relatively large losses or profits to the Funds. The position of the Funds in such transactions may not be capable of being closed out in certain circumstances.

Options – Some of the Funds may engage in the use of call and put options. There are risks associated with the sale and purchase of call and put options. The Funds may act as a buyer or seller of an option and therefore subject to the potential gain or loss set out below. The buyer of a call or put option assumes the risk of losing his entire investment in the options. If the buyer of the call/(put) option shorts/(holds) the underlying security, the loss on the call/(put) option will be offset in whole or in part by any gain on the underlying security. The seller of a call/(put) option which is covered (e.g. the seller has a long/(short) position in the underlying security) assumes the risk of a decrease/(an increase) in the market price of the underlying security below/(above) the purchase/(sales) price (in establishing the long/(short) position) of the underlying security, less the premium received, and gives up the opportunity for gain on the underlying security above/(below) the exercise price of the option. The seller of the call/(put) option which is uncovered assumes the risk of an increase/(a decrease) in the market price of the underlying security above/(below) the exercise price of the option, less the premium received.

- (viii) **Leverage risk** – The Funds may borrow funds and employ financial instruments and techniques with an embedded leverage effect. The borrowing of funds and use of leverage will magnify increases or decreases in the net asset value of the Funds. No assurance can be given that secured or unsecured financing will be available on terms that the Manager, the Investment Manager and the Sub-Manager consider acceptable, nor that the use of leveraged financial instruments and techniques will not generate losses in excess of the amount invested or committed.
- (ix) **Concentration risk** – Some of the Funds may concentrate their investments in a specific geographical area, a single industry or group of industries, and/or a limited number of securities. Investors should be aware that those Funds are likely to be more volatile than a more broadly diversified fund. The value of the Funds may be more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting that geographic area/industry/issuer in which they invest.
- (x) **Emerging markets risk** – Accounting, auditing and financial reporting standards in some of the emerging markets in which some of the Funds' assets may be invested may be less rigorous than international standards. As a result, certain material disclosures may not be made.

Investment in emerging markets involves special considerations and increased risks not typically associated with investment in more developed markets, such as liquidity risks, currency risks/control, political and economic uncertainties, legal and taxation risks, settlement risks, custody risk and the likelihood of a high degree of volatility. Many emerging market countries are still in the early stages of modern development and are subject to abrupt and unexpected change. In many cases, governments retain a high degree of direct control over the economy and may take actions having sudden and widespread effects. There is a possibility of nationalisation, expropriation or confiscatory taxation, foreign exchange control, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of emerging markets or the value of the Funds' investments, and the risks of investing in countries with smaller capital markets, such as limited liquidity, price volatility, restrictions on foreign investment and repatriation of capital, and the risks associated with emerging economies, including high inflation and interest rates and political and social uncertainties.

Investments in products relating to emerging markets may also become illiquid which may constrain the Manager's, the Investment Manager's, and the Sub-Manager's ability to realise some or all of the portfolio.

- (xi) Low level of monitoring risk – The legal and regulatory frameworks of many of the emerging markets are still in the development stage compared to many of the world's leading stock markets, and accordingly there may be a lower level of regulatory monitoring of the activities of such securities markets.
- (xii) Legal, tax and regulatory risk – Legal, tax and regulatory changes could occur during the term of a Fund which may adversely affect it. If any of the laws and regulations currently in effect should change or any new laws or regulations should be enacted, the legal requirements to which a Fund and the investors may be subject could differ materially from current requirements and may materially and adversely affect a Fund and the investors.
- (xiii) Liquidity risk – Some of the Funds may invest in instruments where the volume of transactions may fluctuate significantly depending on market sentiment or which are traded infrequently or on comparatively small markets. There is a risk that investments made by those Funds are less liquid compared to more developed markets or may become less liquid in response to market developments or adverse investor perceptions, particularly in respect of larger transaction sizes. In extreme market situations, there may be no willing buyer and the investments cannot be readily sold at the desired time or price, and those Funds may have to accept a lower price to sell the investments or may not be able to sell the investments at all. Trading in particular securities or other instruments may be suspended or restricted by the relevant exchange or by a governmental or supervisory authority and those Funds may incur a loss as a result. An inability to sell a portfolio position can adversely affect those Funds' value or prevent those Funds from being able to take advantage of other investment opportunities.

Liquidity risk also includes the risk that those Funds will not be able to pay redemption proceeds within the allowable time period because of unusual market conditions, an unusually high volume of redemption requests, or other uncontrollable factors. To meet redemption requests, those Funds may be forced to sell investments, at an unfavorable time and/or conditions.

Investment in fixed income securities, small and mid-capitalization stocks and emerging country issuers will be especially subject to the risk that during certain periods, the liquidity of particular issuers or industries, or all securities within a particular investment category, will shrink or disappear suddenly and without warning as a result of adverse economic, market or political events, or adverse investor perceptions whether or not accurate. The downgrading of fixed income securities may affect the liquidity of investments in fixed income securities.

- (xiv) Valuation risk – Securities purchased by the Funds, particularly debt securities, that are liquid at the time of purchase may subsequently become illiquid due to events relating to the issuer of the securities, markets events, economic conditions, investor perceptions, legislation or regulatory sanctions. Domestic and foreign markets are becoming more and more complex and interrelated, such that events in one sector of the market or the economy, or in one geographical region, can reverberate and have negative consequences for other markets, economic or regional sectors in a manner that may not be reasonably foreseen.

In cases where no clear indication of the value of a Fund's portfolio instruments is available, the portfolio instruments will be valued at their fair value according to the valuation procedures approved by the Trustee.

These cases include, among others, situations where it would be inaccurate to rely on the valuations provided by the secondary markets on which a security has previously been traded because these secondary markets are no longer viable for lack of liquidity.

In addition, market volatility may result in a discrepancy between the latest available net asset value for a Fund or a Class and the fair value of the assets of the relevant Fund or the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Fund/Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Fund/Class may not be the same as the accounting, principles generally accepted in Hong Kong.

As such, valuation of a Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.

- (xv) Volatility risk – The value of the Funds' underlying investments will be affected by economic, political, market, and issuer specific changes. Such changes may adversely affect the value of the Funds' underlying investments. Additionally, different industries, financial markets, and securities can react differently to these changes. Such fluctuations of the Funds' value could be volatile and are often exacerbated in the short-term as well. High market volatility and potential settlement difficulties in certain markets may also result in significant fluctuations in the prices of the securities traded on such markets and thereby may adversely affect the value of the Fund.
- (xvi) Custodial risk – Custodians or sub-custodians may be appointed in local markets for purpose of safekeeping assets in those markets. Where a Fund invests in markets where custodial and/or settlement systems are not fully developed, the assets of the Fund may be exposed to custodial risk. In case of liquidation, bankruptcy or insolvency of a custodian or sub-custodian, the Fund may take a longer time to recover its assets. In extreme circumstances such as the retroactive application of legislation and fraud or improper registration of title, the Fund may even be unable to recover all of its assets. The costs borne by a Fund in investing and holding investments in such markets will be generally higher than in organised securities markets.
- (xvii) Counterparty risk – The Funds may invest in different instruments in accordance with the objectives of the Funds and as permitted by the investment restrictions. If the counterparties of these underlying investments default, the Funds could suffer substantial losses. Such risks include, but are not limited to, the following:

Cash and deposits – The Funds may hold cash and deposits in banks or other deposit-taking companies which might not be subject to regulatory or government full or partial protection, and might suffer a significant or even total loss in the event of bankruptcy of the banks or deposit-taking companies.

Depository receipts – Investment into a given country may be made via direct investments into that market or by depository receipts traded on other international exchanges in order to benefit from increased liquidity in a particular security and other advantages. Investments in depository receipts may be subject to counterparty risk, in which a significant or even total loss might be suffered in the event of the liquidation of the depository or custodian bank.

Credit risk – If the issuer of any of the securities in which the Funds' assets are invested defaults, the performance of the Funds will be adversely affected and the Funds could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Funds.

Risks related to debt securities – The Funds may invest in, but are not limited to debt securities. There is no assurance that losses will not occur with respect to investment in debt securities. Factors that may affect the value of the Funds' debt securities holdings include: (i) changes in interest rates and (ii) the credit worthiness of the issuers of the debt securities held by the Funds.

Settlement risk – Settlement procedures in emerging countries are frequently less developed and less reliable and may involve the Funds' delivery of securities before receipt of payment for their sale. In addition, significant delays may occur in certain markets in registering the transfer of securities. Settlement or

registration problems may make it more difficult for the Funds to value its portfolio securities and could cause the Funds to miss attractive investment opportunities, or to have a portion of their assets uninvested, or to incur losses due to the failure of a counterparty to pay for securities the Funds have delivered, or the Funds' inability to complete its contractual obligations because of theft or other reasons. As a result, the creditworthiness of the local securities firms used by the Funds in emerging countries may not be as sound as the creditworthiness of firms used in more developed countries. The Funds may be subject to a risk of loss if a securities firm defaults in the performance of its responsibilities.

- (xviii) Interest rates risk – Interest rates in the countries in which a Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. Given the historically low interest rate environment, risks associated with rising rates are heightened. The performance of the Funds may therefore be adversely affected.
- (xix) People's Republic of China ("PRC") tax risk consideration – There are risks and uncertainties associated with the current PRC tax laws, regulations and practice on a Fund's investments in the PRC. Any increased tax liabilities on the Fund may adversely affect the Fund's value. The Manager, Investment Manager and Sub-Manager reserve the right to provide for tax on gains of the Fund that invests in PRC securities thus impacting the valuation of the Fund.

With the uncertainty of whether and how certain gains on PRC securities are to be taxed, the possibility of the laws, regulations and practice in the PRC changing, and the possibility of taxes being applied retrospectively, any provision for taxation made by the Manager, the Investment Manager and/or the Sub-Manager may be excessive or inadequate to meet final PRC tax liabilities on gains derived from the disposal of PRC securities. In case of any shortfall between the provisions and actual tax liabilities, which will be debited from the Funds' assets, the Funds' net asset value will be adversely affected. Depending on the timing of investors' subscriptions and/or redemptions, they may be disadvantaged as a result of any shortfall of tax provision and/or not having the right to claim any part of the overprovision (as the case may be).

Based on the Manager, the Investment Manager and/or the Sub-Manager's review after taking professional tax advice, the Fund will not make tax provisions. The Manager, the Investment Manager and/or the Sub-Manager may at its discretion make modification to the tax provision policy of the Fund based on new developments and interpretation of the relevant regulations.

For more information on the PRC taxation of PRC securities and the provisioning for such taxation, please refer to the sub-paragraph entitled "Mainland China" under the sub-section entitled "(iii) Taxation of the Funds" under Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

- (xx) Small and medium-sized companies – Some of the Funds may invest in small and medium-sized companies. The stock prices of small and medium-sized companies may tend to be more volatile than large-sized companies due to a lower degree of liquidity, greater sensitivity to changes in economic conditions and higher uncertainty over future growth prospects.
- (xxi) Early termination risk – The Funds are subject to the risk of early termination under certain circumstances as specified in their respective Trust Deeds. Unamortised costs of the Funds would be written off upon the respective Fund's termination. The amount distributed to investors upon termination may be less than investors' initial investments. Thus, investors may be exposed to losses in their investments.
- (xxii) Technology related companies risk – Some of the Funds may invest in technology related companies, which may fluctuate in value more than other funds because of the greater potential volatility of share prices of technology related companies.
- (xxiii) Cross-Class liability risk – Pursuant to the Trust Deeds of certain Funds, the Manager reserves the right to establish and issue new Classes from time to time. The net asset value of each Class will be calculated separately with particular assets and liabilities of the Funds attributable to particular Classes. Whilst different Classes may have separate accounts for internal accounting purposes, there is no legal

segregation of assets and liabilities between Classes. Accordingly, the assets of one or more Classes may be used to settle liability which arises in another Class.

- (xxiv) Class currency risk – For certain Funds with different Classes, the Class Currency of each Class may be different from the Funds' base currency, the currencies of which the Funds' assets are invested and/or investors' base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not Australian dollars) and chooses to invest in the AUD Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and Australian dollars upon the reconversion of its Australian dollars investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in Australian dollars. For investors who invest in the Currency Hedged Classes, please refer to the sub-section entitled "AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class" in the section entitled "CLASSES OF UNITS" for further details.
- (xxv) Sovereign risk – Certain Funds may invest in debt securities ("Sovereign Debt") issued or guaranteed by governments or their agencies ("governmental entities"). Governmental entities may default on their Sovereign Debt. Holders of Sovereign Debt, including a Fund, may be requested to participate in the rescheduling of such debt and to extend further loans to governmental entities. There is no bankruptcy proceeding by which Sovereign Debt on which a governmental entity has defaulted may be collected in whole or in part.
- (xxvi) RMB currency risk – RMB is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. RMB exchange rate is also subject to exchange control policies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the relevant authorities of the People's Republic of China. As the exchange rates are influenced by government policy and market forces, the exchange rates for RMB against other currencies, including US dollars and HK dollars, are susceptible to movements based on external factors. Accordingly, the investment in Classes denominated in RMB may be adversely affected by the fluctuations in the exchange rate between RMB and other foreign currencies.

RMB is currently not freely convertible and RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and restrictions imposed by the Chinese government.

Classes denominated in RMB will generally be valued with reference to RMB (CNH) rather than RMB (CNY). While RMB (CNH) and RMB (CNY) represent the same currency, they are traded in different and separate markets which operate independently. As such RMB (CNH) does not necessarily have the same exchange rate and may not move in the same direction as RMB (CNY). Any divergence between RMB (CNH) and RMB (CNY) may adversely impact investors.

Classes denominated in RMB participate in the offshore RMB (CNH) market, which allow investors to freely transact CNH outside of mainland China. Classes denominated in RMB will have no requirement to remit CNH to onshore RMB (CNY). Non-RMB based investors (e.g. Hong Kong investors) in Classes denominated in RMB may have to convert HK dollars or other currencies into RMB when investing in Classes denominated in RMB and subsequently convert the RMB redemption proceeds and/or distributions (if any) back to HK dollars or such other currencies. Investors will incur currency conversion costs and may suffer losses depending on the exchange rate movements of RMB relative to HK dollars or such other currencies. Also, there can be no assurance that RMB will not be subject to devaluation and any depreciation of RMB could adversely affect the value of the investor's investment in the Fund.

Even if a Fund aims at paying redemption monies and/or distributions of RMB denominated Classes in RMB, the Manager may, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, pay redemption monies and/or distributions in US dollars.

There is also a risk that payment of redemption monies and/or distributions in RMB may be delayed when there is not sufficient amount of RMB for currency conversion for settlement of the redemption monies and distributions in a timely manner due to the exchange controls and restrictions applicable to RMB. In any event, the redemption proceeds will be paid not later than one calendar month after the relevant dealing day on which units are redeemed and the Manager has received a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require.

- (xxvii) Currency Hedged Classes risk – Each Currency Hedged Class may hedge the Fund's denominated currency back to its currency of denomination, with an aim to provide a return on investment which correlates with the return of the Class of unit which is denominated in the base currency of the relevant Fund. The costs and resultant profit or loss on the hedging transactions will be reflected in the net asset value per unit for the units of the relevant Currency Hedged Classes. The costs relating to such hedging transactions which may be significant depending on prevailing market conditions shall be borne by that Currency Hedged Class only.

The precise hedging strategy applied to a particular Currency Hedged Class may vary. In addition, there is no guarantee that the desired hedging instruments will be available or hedging strategy will achieve its desired result. In such circumstances, investors of the Currency Hedged Class may still be subject to the currency exchange risk on an unhedged basis (which means that, for example, if the hedging strategy in respect of the RMB Hedged Class is ineffective, depending on the exchange rate movements of RMB relative to the base currency of a Fund, and/or other currency(ies) of the non-RMB denominated underlying investment of that Fund, (i) investors may still suffer losses even if there are gains or no losses in the value of the non-RMB denominated underlying investments; or (ii) investors may suffer additional losses if the non-RMB denominated underlying investments of that Fund fall in value). If the counterparties of the instruments used for hedging purposes default, investors of the Currency Hedged Classes may be exposed to the currency exchange risk on an unhedged basis and may therefore suffer further losses.

While the hedging strategy may protect investors of the Currency Hedged Classes against a decrease in the value of the Fund's base currency relative to the denominated currency of that Currency Hedged Class, the hedging strategy may substantially limit the benefits of any potential increase in the value of a Currency Hedged Class expressed in the Class currency, if the Currency Hedged Class' denominating currency falls against the base currency of the Fund. Please refer to the section entitled "Classes of Units" for further details.

- (xxviii) China market risk – Investing in the securities markets in the PRC is subject to the risks of investing in emerging markets generally and the risks specific to the PRC market.

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 "A", "B" and "H" shares.

The choice of "A", "B" and "H" share issues currently available to the Manager may be limited as compared with the choice available in other markets. There may also be a lower level of liquidity and trading volume in the PRC "A" and "B" share markets, which are relatively smaller in terms of both combined total market value and the number of "A" and "B" shares which are available for investment as compared with other markets. This could potentially lead to severe price volatility. There may also be potential settlement difficulties in the PRC market.

The national regulatory and legal framework for capital markets and joint stock companies in the PRC are still developing when compared with those of developed countries. Most of the joint stock companies with listed A-Shares have undergone split-share structure reform to convert state owned shares or legal person shares into transferable shares with the intention to increase liquidity of A-Shares. However, the effects of such reform on the A-Share market as a whole and other PRC securities remain to be seen. In addition, trading band limits may be imposed by the PRC stock exchanges on China A-Shares, where trading in a China A-Share security on the relevant PRC stock exchange may be suspended if the trading price of such security has increased or decreased to the extent beyond the trading band limit. A suspension will render it impossible for the relevant Funds to liquidate their positions (if any) in such security. Also, it may not be possible for the relevant Funds to liquidate positions at a favourable price even when the suspension is lifted. Such trading band limit may therefore adversely affect the relevant Funds' investment in China A-Shares.

PRC companies are required to follow PRC accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be significant differences between financial statements prepared by accountants following PRC accounting standards and practice and those prepared in accordance with international accounting standards.

Both the Shanghai and Shenzhen securities markets are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions and difficulty in interpreting and applying the relevant regulations.

Investments in the PRC will be sensitive to any significant change in political, social or economic policy in the PRC, which includes possible government intervention. Such sensitivity may, for the reasons specified above, adversely affect the capital growth and thus the performance of these investments. The PRC government or the regulators may also implement policies that may affect the financial markets.

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 that issue the relevant PRC securities invested in by the relevant Funds.

In light of the above mentioned factors, the price of PRC securities may fall significantly in certain circumstances and may have an adverse effect on the relevant Funds' performance.

(xxix) Risk associated with foreign shareholding restrictions on China A-Shares – Investments in China A-Shares through China Connect are subject to the following shareholding restrictions:

- Single foreign investors' shareholding by any Hong Kong or overseas investor (such as the relevant Funds) in a China A-Share must not exceed 10% of the total issued shares; and
- Aggregate foreign investors' shareholding by all Hong Kong and overseas investors (such as the relevant Funds) in a China A-Share must not exceed 30% of the total issued shares.

When Hong Kong and overseas investors carry out strategic investments in listed companies in accordance with the relevant laws, the shareholding of the strategic investments is not capped by the abovementioned percentages. Stricter limits on shareholding by QFIs and other foreign investors separately imposed by the applicable laws, administrative regulations, or industrial policies in the PRC, if any, shall prevail.

Should the shareholding of a single investor in a China A-Share listed company exceed the above restriction, 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. The SSE/SZSE (as the case may be) and the SEHK will issue warnings or restrict the buy orders for the related China A-Shares if the percentage of total shareholding is approaching the upper limit.

As there are limits on the total shares held by all underlying foreign investors in one listed company in the PRC, the capacity of the relevant Funds to make investments in A-Shares will be affected by the activities of all underlying foreign investors investing through China Connect or any other permissible ways to obtain A-Shares investment exposures.

(xxx) Risk associated with short swing profit rule – According to the PRC Securities Law (《中華人民共和國證券法》), a shareholder of 5% or more of the total issued shares of a PRC listed company ("major shareholder") has to return any profits obtained from the purchase and sale of shares of such PRC listed company if both transactions occur within a six-month period. In the event that a relevant Fund or the Investment Manager (deemed as person acting in concert) becomes a major shareholder of a PRC listed company by investing in China A-Shares via China Connect, the profits that the relevant Fund may derive from such investments may be limited, and thus the performance of the relevant Fund may be adversely affected.

(xxxi) Risks associated with China Connect – Certain Funds may invest through China Connect. In addition to the risks associated with the China market, RMB currency risk, risk associated with foreign shareholding restrictions on China A-Shares and risk associated with short swing profit rule, they are also subject to the following additional risks:

Quota limitations

- China Connect is subject to daily quota limitations. In particular, once the remaining balance of the relevant Northbound Daily Quota drops to zero or the relevant Northbound Daily Quota is exceeded

during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross boundary securities regardless of the quota balance). Therefore, quota limitations may restrict the relevant Funds' ability to invest in China A-Shares through China Connect on a timely basis, and the relevant Funds may not be able to effectively pursue its investment strategies.

Suspension risk

- It is contemplated that each of SEHK, SSE and SZSE would reserve the right to suspend Northbound and/or Southbound trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading through China Connect is effected, the relevant Funds' ability to access the PRC market will be adversely affected. The relevant Funds may therefore not be able to sell the A shares acquired via China Connect to meet any redemption requests in timely manner. In such event, the relevant Fund's ability to achieve its investment objective could be negatively affected.
- There may be occasions when it is a normal trading day for the PRC market but the relevant Funds cannot carry out any China A-Shares trading via China Connect. The relevant Funds may be subject to risks of price fluctuations in China A-Shares during the time when China Connect is not trading as a result.

Operational risk

- China Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.
- It should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an on-going basis.
- Further, the "connectivity" in the China Connect program requires routing of orders across the border. This requires the development of new information technology systems on the part of the SEHK and exchange participants (i.e. a new order routing system ("China Stock Connect System") set up by SEHK to which exchange participants need to connect). There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both Hong Kong and Shanghai or Shenzhen (as the case maybe) markets. In the event that the relevant systems failed to function properly, trading in both Hong Kong and Shanghai or Shenzhen (as the case maybe) markets through the program could be disrupted. The relevant Funds' ability to access the China A-Share market (and hence to pursue its investment strategy) will be adversely affected.

Restrictions on selling imposed by front-end monitoring

- PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE or SZSE (as the case may be) will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Shares sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.
- If the relevant Funds desire to sell certain China A-Shares they hold, they must transfer those China A-Shares to the respective accounts of their brokers before the market opens on the day of selling ("trading day") unless their brokers can otherwise confirm that the Funds have sufficient shares in their respective accounts. If a Fund fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the relevant Fund may not be able to dispose of holdings of China A-Shares in a timely manner.

Alternatively, if a Fund maintains its China A-Shares with a custodian which is a custodian participant or general clearing participant participating in CCASS, the relevant Fund may request such custodian to open a special segregated account ("SPSA") in CCASS to maintain its holdings in China A-Shares

under the enhanced pre-trade checking model. Each SPSA will be assigned a unique “Investor ID” by CCASS for the purpose of facilitating the China Connect system to verify the holdings of an investor such as the relevant Fund. Provided that there is sufficient holding in the SPSA when a broker inputs the relevant Fund’s sell order, the relevant Fund will only need to transfer China A-Shares from its SPSA to its broker’s account after execution and not before placing the sell order and the relevant Fund will not be subject to the risk of being unable to dispose of its holdings of China A-Shares in a timely manner due to failure to transfer China A-Shares to its brokers in a timely manner.

Recalling of eligible stocks

- When a stock is recalled from the scope of eligible stocks for trading via China Connect, the stock can only be sold but restricted from being bought. This may affect the investment portfolio or strategies of the relevant Funds, for example, when the Manager wishes to purchase a stock which is recalled from the scope of eligible stocks.

Clearing and settlement risk

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

Participation in corporate actions and shareholders’ meetings

- HKSCC will keep CCASS participants informed of corporate actions of SSE and SZSE securities. Hong Kong and overseas investors (including the relevant Funds) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of China A-Shares may be as short as one business day only. Therefore, the relevant Funds may not be able to participate in some corporate actions in a timely manner.
- Hong Kong and overseas investors (including the relevant Funds) are holding China A-Shares traded via the China Connect program through their brokers or custodians. According to existing mainland practice, multiple proxies are not available. Therefore, the relevant Funds may not be able to appoint proxies to attend or participate in shareholders’ meetings in respect of the China A-Shares.

Risk of default by brokers

- Investment through China Connect is conducted through broker(s), and is subject to the risks of default by such broker(s) in their obligations.

Regulatory risk

- China Connect is subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under China Connect.

It should be noted that the rules and regulations are untested and there is no certainty as to how they will be applied. Moreover, the current rules and regulations are subject to change which may have potential retrospective effect. There can be no assurance that China Connect will not be abolished. The relevant Funds, which may invest in the PRC markets through China Connect, may be adversely affected as a result of such changes.

- (xxiii) Risks associated with the investments in stocks listed on the Beijing Stock Exchange and/or the ChiNext Board of the SZSE and/or the Science and Technology Innovation Board ("STAR Board") of the SSE – The Fund may invest in stocks listed on the Beijing Stock Exchange and/or the ChiNext Board of the SZSE and/or the STAR Board of the SSE. Investments in stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may result in significant losses for the Fund and its investors. The following additional risks apply:

Higher fluctuation on stock prices and liquidity risk

Listed companies on the Beijing Stock Exchange, the ChiNext Board and/or STAR Board are usually innovative and growth enterprises of emerging nature with smaller operating scale. Listed companies on the Beijing Stock Exchange, ChiNext Board and/or STAR Board are subject to wider price fluctuation limits, and due to higher entry thresholds for investors, stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may have limited liquidity, compared to those listed on other boards. Hence, they are subject to higher fluctuation in stock prices and liquidity risks and have higher risks and turnover ratios than companies listed on the main boards of the SSE and SZSE.

Due to different trading rules, daily price movements are limited to 30% on the Beijing Stock Exchange and 20% on the ChiNext market and the STAR Board, which are higher than the limits on the main boards of the SSE and SZSE. Therefore the securities traded on these markets may be subject to a higher volatility risk than securities of relevant sectors traded in the main boards of the SSE and SZSE.

Over-valuation risk

Stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may be given a higher valuation and such exceptionally high valuation may not be sustainable. Stock price may be more susceptible to manipulation due to fewer circulating shares.

Differences in regulations applicable to the Beijing Stock Exchange, ChiNext Board and STAR Board

The rules and regulations applicable to companies listed on the Beijing Stock Exchange, ChiNext Board and STAR Board are less stringent in terms of profitability and share capital than those on the main boards of the SSE and the SZSE.

Delisting risk

It may be more common and faster for companies listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board to delist. This may have an adverse impact on the Fund if the companies that it invests in are delisted.

Risk associated with transfer of listing for stocks listed on Beijing Stock Exchange

A company listed on the Beijing Stock Exchange in which the Fund invests may apply for transfer of listing to the ChiNext Board of the SZSE or the STAR Board of the SSE, if permitted by the applicable laws and regulations, subject to meeting the listing requirements of the CSRC and the SSE or SZSE (as the case may be). The application for transfer of listing will be subject to the review and approval by SSE or SZSE (as the case may be). The application for transfer of listing, whether successful or not, may cause fluctuations in the price of the relevant stock, and hence the net asset value of the Fund.

Concentration risk applicable to the Beijing Stock Exchange and STAR Board

Beijing Stock Exchange and STAR Board are newly established and may have a limited number of listed companies during the initial stage. Investments in stocks listed on the Beijing Stock Exchange and STAR Board may be concentrated in a small number of stocks and subject the Fund to higher concentration risk.

- (xxiii) Risks associated with investments in the China interbank bond market (the "CIBM") – Certain Funds may invest in Chinese debt securities traded on the CIBM through the CIBM Initiative¹ and/or Bond Connect².

¹ In February 2016, the People's Bank of China announced the opening-up of the CIBM to a wider group of eligible foreign institutional investors free of quota restriction (the "CIBM Initiative").

² As defined in the joint announcement of the People's Bank of China and the Hong Kong Monetary Authority dated 16 May 2017, "Bond Connect" is an arrangement that establishes mutual bond market access between Hong Kong and mainland China. Eligible foreign investors can invest in the CIBM through Northbound Trading of the Bond Connect.

The CIBM is in a stage of development and the market capitalisation and trading volume may be lower than those of the more developed markets. Market volatility and potential lack of liquidity due to low trading volume may result in prices of debt securities traded on such market fluctuating significantly. The bid and offer spreads of the prices of such debt securities may be large, and the relevant Funds may therefore incur significant trading and realisation costs and may even suffer losses when selling such investments. Investments in CIBM may be subject to liquidity, volatility, regulatory, PRC tax risk and risks associated with settlement procedures and default of counterparties.

Under the prevailing regulations in Mainland China, if foreign institutional investors wish to invest in CIBM through the CIBM Initiative and/or Bond Connect, the relevant filings, registration with People's Bank of China and account opening for investment in the CIBM have to be carried out via an onshore settlement agent, offshore custody agent, registration agent or other third parties (as the case may be). As such, the relevant Fund is subject to the risks of default or errors on the part of such third parties.

In terms of fund remittance and repatriation under the CIBM Initiative, foreign investors (such as the relevant Fund) may remit investment principal in RMB or foreign currency into Mainland China for investing in the CIBM. Where the relevant Fund repatriates funds out of Mainland China, the ratio of RMB to foreign currency ("Currency Ratio") should generally match the original Currency Ratio when the investment principal was remitted into Mainland China, with a maximum permissible deviation of 10%.

Trading through Bond Connect is performed through newly developed trading platforms and operational systems. There is no assurance that such systems will function properly or will continue to be adapted to changes and developments in the market. In the event that the relevant systems fail to function properly, trading through Bond Connect may be disrupted. The relevant Fund's ability to trade through Bond Connect (and hence to pursue its investment strategy) may therefore be adversely affected. In addition, where a Fund invests in the CIBM through Bond Connect, it may be subject to risks of delays inherent in the order placing and/or settlement systems.

The relevant rules and regulations on the CIBM Initiative and Bond Connect are subject to change which may have potential retrospective effect. In the event that the relevant Mainland Chinese authorities suspend account opening or trading on the CIBM, the relevant Fund's ability to invest in the CIBM will be limited and, after exhausting other trading alternatives, the relevant Fund may suffer substantial losses as a result.

There are risks and uncertainties associated with current PRC tax laws, regulations and practice on a Fund's investments in the PRC. For details on PRC tax risk consideration and taxation of the Funds in the PRC market, please refer to the risk factor "(xvii) People's Republic of China ("PRC") tax risk consideration" under the section entitled "RISKS" and the sub-paragraph entitled "Mainland China" under the sub-section entitled "(iii) Taxation of the Funds" under Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

- (xxiv) Risks associated with equity-linked notes and participation notes – Certain Funds may invest in instruments which are linked to the performance of securities or indices such as participation notes and equity-linked notes. Investment in these instruments can be illiquid, if there is no active market for these instruments. Such instruments are complex in nature. Therefore there are risks of mispricing or improper valuation and possibilities that these instruments do not always perfectly track the value of the securities or indices they are designed to track. Improper valuations can result in increased payments to counterparties or a loss in the value of the relevant Fund.

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

- (xxv) Risks of investing in other collective investment schemes – Certain Funds may invest in other collective investment schemes. Such Funds will be subject to the risks associated with the underlying collective investment schemes it invests in. Such Funds do not have control of the investments of the underlying schemes and there is no assurance that the investment objective and strategy of the underlying schemes will be successfully achieved which may have a negative impact to the net asset value of such Funds.

The underlying schemes in which the Funds may invest may not be regulated by the SFC. There may be additional costs involved when investing into these underlying schemes. There is also no guarantee that the underlying schemes will always have sufficient liquidity to meet the Funds' redemption requests as and when made.

- (xxvii) Risks associated with collateral management and re-investment of cash collateral – Where a Fund enters into a non-cleared over-the-counter (“OTC”) derivative transaction, collateral may be received from or provided to the relevant counterparty.

Currently, the Funds may receive or post cash collateral but does not accept or post non-cash collateral from/to counterparties. As a result, both a Fund and its counterparty need to hold a proportion of its assets in cash to satisfy any applicable margining requirements. This may have a positive or negative impact on the performance of a Fund. While receiving cash collateral may reduce counterparty risk, if a Fund has insufficient cash to meet daily variation margin requirements, it may have to sell securities to meet such requirements.

Cash collateral may be placed as bank deposits in banks or other deposit-taking companies which might not be subject to full or partial protection from the government or regulatory body. A Fund may suffer a significant or even total loss in the event of bankruptcy of such banks or deposit-taking companies.

Where cash collateral received by a Fund is re-invested in short-term deposits or high quality money market instruments, the relevant 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.

- (xxviii) Distribution risk – In respect of Classes which may pay distributions (i.e. Classes other than those with the suffix “(acc)” which are accumulation Classes), distributions may be made in such amount as the Manager may from time to time determine. However, there is no guarantee that such distributions will be made nor will there be a target level of distributions. A positive distribution yield does not imply a positive return.

- (xxix)(For Funds which are subject to the EU Sustainable Finance Disclosure Regulation¹) Sustainability risk – Sustainability risk is defined in the EU Sustainable Finance Disclosure Regulation (“SFDR”) as “an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment”. The Investment Manager considers sustainability risk as risks that are reasonably likely to materially negatively impact the financial condition or operating performance of a company or an issuer and therefore the value of that investment.

In addition to a material negative impact on the value of the Regulated Funds, sustainability risk may increase the Regulated Funds' volatility and/or magnify pre-existing risks to the Regulated Funds.

Sustainability risk may be particularly acute if it occurs in an unanticipated or sudden manner and it may also cause investors to reconsider their investment in the relevant Regulated Funds and create further downward pressure on the value of the relevant Regulated Funds.

Evolving laws, regulations and industry norms may impact on the sustainability of many companies/ issuers, particularly in respect of environmental and social factors. Any changes to such measures could have a negative impact on the relevant companies/issuers which may result in a material loss in value of an investment in them.

Sustainability risk may impact a specific country, region, company or issuer or have a broader impact regionally or globally and adversely impact markets or issuers across several countries or regions.

Assessment of sustainability risk requires subjective judgements, which may include consideration of third party data that is incomplete or inaccurate. There can be no guarantee that the Investment Manager will correctly assess the impact of sustainability risk on the relevant Regulated Funds' investments.

¹ As at the date of the Consolidated Explanatory Memoranda, the Funds set out in Appendix I of Section A, Sections B and C of the Consolidated Explanatory Memoranda which are subject to the EU Sustainable Finance Disclosure Regulation are: JPMorgan ASEAN Fund, JPMorgan Korea Fund, JPMorgan Pacific Securities Fund, JPMorgan Thailand Fund, JPMorgan China Pioneer A-Share Fund, JPMorgan Asia Growth Fund, JPMorgan China A-Share Opportunities Fund and JPMorgan India Fund. These Funds are, for the purpose of this section, referred to as “Regulated Funds”.

The Investment Manager has adopted a policy in respect of the integration of sustainability risks in the investment decision-making process for all Regulated Funds with the purpose (at a minimum and where reasonably possible/practicable) of identifying and acting to manage and mitigate these risks. Further information on this policy is available on am.jpmorgan.com/hk*.

All Regulated Funds are exposed to sustainability risks to a varying degree. The likely impacts of sustainability risks on the returns of the Regulated Funds are assessed in reference to the Investment Manager's approach to sustainability risk management in the Regulated Funds' investment process.

As at the date of the Consolidated Explanatory Memoranda, all Regulated Funds have sustainability risks integrated in their investment decision-making process, and sustainability risk is considered to have a moderate likely impact on their returns.

(xxix) Operational risk – The Funds are exposed to operational risk, which is the risk of loss resulting from inadequate or failed internal processes, people, systems, or external events. Operational risk arises from causes such as human error, processing and communication errors, provision or receipt of erroneous or incomplete data, errors of agents, service providers, counterparties or other third parties, failed or inadequate processes, governance and technology or systems failures. Such risk may, among other impacts, subject the Funds to errors affecting valuation, pricing, accounting, tax reporting, financial reporting, custody and trading. While the Manager implements controls, procedures, monitoring and oversight of service providers to seek to reduce the occurrence and mitigate the effects of operational risk, it is not possible to predict, identify, completely eliminate or mitigate all operational risk and there may still be failures that could cause losses to a Fund. Operational risk may go undetected for long periods of time, and even if the specific risk issue is detected and resolved/mitigated it may not be possible to recover potential compensation.

In view of the above, investment in the Funds should be regarded as long term in nature. The Funds are, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deeds of certain Funds, the Manager may decide to issue separate classes (each a "Class") whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors, Class Digital units are only available for subscription through specific channels designated by the Manager, Class I and Class I2 units are only available to institutional investors while Class X units are only available to schemes and accounts where the Manager or its associated party acts as the manager or the investment manager of such schemes or accounts and a management fee or investment management fee is being charged by them.

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC's prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month's notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution thereof (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Details of these Classes are described in the relevant section of Appendix I.

Currency Hedged Classes

The Manager, at its absolute discretion, has the power to issue Currency Hedged Classes. For such Currency Hedged Classes, the Manager may hedge the currency exposure of Classes denominated in a currency other than the currency of denomination of a Fund against that Fund's denominating currency, in order to attempt to mitigate the effect of fluctuations in the exchange rate between the Class currency and the currency of

* The website has not been reviewed by the SFC.

denomination of that Fund. As this type of foreign exchange hedging may be utilised for the benefit of a particular Currency Hedged Class, its costs and resultant profit or loss on the hedging transaction shall be for the account of that Currency Hedged Class only. Investors should note that the additional costs associated with this form of hedging include the borrowing costs (if any) and the transaction costs relating to the instruments and contracts used to implement the hedge. The costs and the resultant profit or loss on the hedged transaction will be reflected in the net asset value per unit for units of the relevant Currency Hedged Class.

The precise hedging strategy applied to a particular Currency Hedged Class may vary. In general, the Manager intends to implement the foreign exchange hedge by using derivative instruments. Investors should note that while it is not the intention, over-hedged or under-hedged positions may arise due to factors outside the control of the Manager such as fluctuation of the net asset value of a Fund. Investors in the Currency Hedged Classes may have exposure to currencies other than the currency of that Currency Hedged Class. Investors should also be aware that the hedging strategy may substantially limit the benefits of any potential increase in value of a Currency Hedged Class expressed in the Class currency, if the Currency Hedged Class' denominating currency falls against the currency of denomination of a Fund.

The Manager may also, at its absolute discretion, seek to fully or partially hedge currency exposures arising from some or all of a Fund's underlying assets to the currency of denomination of that Fund. Investors whose base currency is different (or not in a currency linked to those Funds' currency of denomination or the currency of that Currency Hedged Class) may be exposed to additional currency risk. There is no guarantee that hedging techniques of the Currency Hedged Class or a Fund will achieve the desired result. This type of hedging activity is separate from and unrelated to the hedging activity discussed under this heading relating solely to Currency Hedged Classes.

AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class

Certain Funds currently offer some or all of the following Currency Hedged Classes: the AUD Hedged Class, the CAD Hedged Class, the EUR Hedged Class, the GBP Hedged Class, the HKD Hedged Class, the NZD Hedged Class, the RMB Hedged Class, the SGD Hedged Class and the USD Hedged Class which are primarily targeted for investors whose base currencies of investment are Australian dollars, Canadian dollars, Euros, Sterling, Hong Kong dollars, New Zealand dollars, Renminbi, Singapore dollars and US dollars respectively.

The AUD Hedged Class, the CAD Hedged Class, the EUR Hedged Class, the GBP Hedged Class, the HKD Hedged Class, the NZD Hedged Class, the RMB Hedged Class, the SGD Hedged Class and the USD Hedged Class aim to provide a return on investment which correlates with the return of the Class of unit which is denominated in the base currency of the relevant Fund (e.g. USD Class for those Funds which adopt US dollars as base currency and JPY Class for those Funds which adopt Japanese yen as base currency) by reducing the effect of exchange rate fluctuations between the relevant Fund's base currency (e.g. US dollars or Japanese yen) and the AUD Hedged Class currency (i.e. Australian dollars), the CAD Hedged Class currency (i.e. Canadian dollars), the EUR Hedged Class currency (i.e. Euros), the GBP Hedged Class currency (i.e. Sterling), the HKD Hedged Class currency (i.e. HK dollars), the NZD Hedged Class currency (i.e. New Zealand dollars), the RMB Hedged Class currency (i.e. Renminbi), the SGD Hedged Class currency (i.e. Singapore dollars) and the USD Hedged Class currency (i.e. US dollars) respectively whilst taking into account practical considerations such as transaction costs.

However, the return of the AUD Hedged Class, the CAD Hedged Class, the EUR Hedged Class, the GBP Hedged Class, the HKD Hedged Class, the NZD Hedged Class, the RMB Hedged Class, the SGD Hedged Class and the USD Hedged Class will never correlate perfectly to the Class of unit which is denominated in the relevant Fund's base currency (e.g. USD Class or JPY Class) due to various factors, including but not limited to short-term interest rate differentials, unrealised gains/losses on currency forward positions not being invested until the gains/losses are realised and transaction costs attributable to the hedging activity. Depending on the distribution policy of the Currency Hedged Classes, investors should also note that the distribution amount and/or rate of the Currency Hedged Classes may be more than or less than such amount and/or rate of the Class of unit which is denominated in the relevant Fund's base currency (e.g. USD Class or JPY Class) due to various factors, including but not limited to short-term interest rate differentials.

Consequently, the AUD Hedged Class is not recommended for investors whose base currency of investment is not Australian dollars. Investors who choose to convert other currencies into Australian dollars to invest in the AUD Hedged Class should understand that they may be exposed to higher currency risks and may suffer a higher loss as a result of exchange rate fluctuations than an investor whose base currency of investment is in Australian dollars.

Similarly, the CAD Hedged Class, the EUR Hedged Class, the GBP Hedged Class, the HKD Hedged Class, the NZD Hedged Class, the RMB Hedged Class, the SGD Hedged Class and the USD Hedged Class are not recommended for investors whose base currencies of investment are not Canadian dollars (for the CAD Hedged Class), Euros (for the EUR Hedged Class), Sterling (for the GBP Hedged Class), Hong Kong dollars (for the HKD Hedged Class), New Zealand dollars (for the NZD Hedged Class), Renminbi (for the RMB Hedged Class), Singapore dollars (for the SGD Hedged Class) and US dollars (for the USD Hedged Class).

DISTRIBUTION POLICY

Each Fund may adopt different distribution policy. Unless otherwise stated in the specific section of the relevant Fund, all income will be accumulated and reinvested within the relevant Fund. Although the Trust Deeds contain provisions under which the Manager has the discretion to determine the amount to be distributed to unitholders, it is not the current intention of the Manager that such distribution will be made, unless otherwise stated in the specific section of the relevant Fund.

For the Fund which intends to distribute income to investors, additional information in relation to the distribution policy will be set out in the sub-section entitled "Distribution Policy" of the relevant Fund in Appendix I – Fund Details of Asia Pacific Equity Funds.

BASES OF VALUATIONS

The method of establishing the net asset value of the Funds is set out in their respective Trust Deeds. The net asset value per unit of each Fund is calculated by dividing the value of the assets of the Fund less its liabilities, by the total number of units in issue of that Fund as at 5:00 p.m. (Hong Kong time) on the immediate preceding dealing day or such other time agreed between the Manager and the Trustee, and naturally rounding the resultant sum to two decimal places or to the nearest unit of currency if the Fund is denominated in Japanese yen. Any rounding adjustment arising in respect thereof will be retained by the Fund. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the currency in which the relevant Fund is denominated. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

For Funds with different Classes, the method of establishing the net asset value of each Class is set out in their respective Trust Deeds. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee, and naturally rounding the resultant sum to two decimal places or to the nearest unit of currency if the relevant Class is denominated in Japanese yen. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Fund (or for Funds with different Classes, the net asset value per unit of the relevant Class) is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for a Fund or a Class and the fair value of the assets of the relevant Fund or the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Fund/Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Fund/Class may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

It should be noted that due to the difference of the fund domiciles the valuation points used by the JPMorgan Funds (Unit Trust Range) and JPMorgan series of funds for fair valuation (where applied) may vary. For details please refer to the respective offering document(s).

SWING PRICING

If the Manager considers it is in the interests of all unitholders, in calculating the net asset value per unit, the Manager may, when the net capital flow of a Fund exceeds the threshold pre-determined by the Manager from time to time, make adjustment to the net asset value per unit upwards (for net capital inflows into the Fund) or downwards (for net capital outflows out of the Fund) in order to mitigate the anticipated dilution effects caused by purchasing/selling underlying investments, including but not limited to bid-offer spreads and transaction costs such as brokerage, taxes and government charges. Examples of circumstances which may cause net capital flow includes net unit dealing due to subscription/redemption requests, fund mergers where there are asset flows into/out of the Fund, etc.

Under normal market conditions, such swing pricing adjustment will not exceed 2% of the net asset value per unit of the Funds or Classes (in respect of Funds with different Classes) However, it may be significantly higher during extreme market conditions such as periods of high volatility, reduced asset liquidity and market stress. In any event, swing pricing adjustment rate exceeding 2% will only be applied on a temporary basis and will not exceed 5% unless with the approval of the Trustee and (if required) the SFC.

DEALING

Applications for subscription, redemption and switching of units may be made through JPMorgan Funds (Asia) Limited or such other approved intermediaries, which include banks, brokers, securities dealers and other investment advisers (collectively, "Distributors") appointed by JPMorgan Funds (Asia) Limited. The dealing procedures described in this section and in the sections entitled "SUBSCRIPTIONS", "REDEMPTIONS" and "SWITCHING" respectively below are only applicable to dealings made through JPMorgan Funds (Asia) Limited. Other Distributors may have different dealing procedures, for example, earlier dealing cut-off time and different minimum investment amounts. As such, investors who intend to subscribe, redeem or switch units through a Distributor other than JPMorgan Funds (Asia) Limited should consult the relevant Distributor to find out the dealing procedures that are applicable to them.

Applications for subscription, redemption and switching of units may also be made through other channels from time to time specified by JPMorgan Funds (Asia) Limited. Investors who intend to subscribe, redeem or switch units through such channels should consult JPMorgan Funds (Asia) Limited to find out the dealing procedures that are applicable to them.

Units will normally be issued or redeemed on any dealing day which will normally be every day (other than a Saturday or a Sunday or a Hong Kong public holiday) on which banks in Hong Kong are open for normal banking business and on which stock exchanges in markets on which, in the opinion of the Manager, all or part of investments of the relevant Fund are quoted, listed or dealt in are open for trading.

In order for units of a particular Fund to be issued or redeemed on a particular dealing day, a subscription application or redemption request (as the case may be) must be received by JPMorgan Funds (Asia) Limited not later than 5:00 p.m. (Hong Kong time) on that dealing day or such other time agreed between the Manager and the Trustee. Subscription applications or redemption requests received after that time will be dealt with on the immediately following dealing day. For any transactions involving currency conversion, please note that variation in fund domiciles and/or transaction types may result in different currency exchange rate being applied.

The Funds do not permit market timing or related excessive, short-term trading practices deployed by any investors. In general, market timing refers to the systematic investment behaviour of an investor subscribing, redeeming or switching units of the same Fund within a short period of time on the basis of predetermined prices by taking advantage of time differences and/or imperfections and deficiencies in the method of determination of net asset value. Accordingly, to protect the best interests of unitholders, the Funds and/or the Manager reserve the right to reject any application for the subscription or switching of units from any investor engaging in such practices or suspected of engaging in such practices and to take such further action as they, in their discretion, may deem appropriate or necessary.

In addition, unitholders are required to notify the Manager immediately in the event that they are or become US Persons (under the guidelines set forth by the US Commodities Futures Trading Commission in its Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, as amended, as defined under the US Securities Act of 1933 as amended or as defined under the US Internal Revenue Code of 1986, as amended) or hold units for the account or benefit of US Persons or hold units in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Fund or the unitholders or otherwise be detrimental to the interests of the Fund. If in the opinion of the Manager that a unitholder is holding units in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Fund or the unitholders or otherwise be detrimental to the interests of the Fund or the unitholder has become or is a US Person, the Manager may, in its sole discretion, redeem the units of the unitholder in accordance with the provisions of the Trust Deed. The Manager in exercising the above powers shall act in good faith and on reasonable grounds. Should a unitholder become a US Person, he may be subject to US withholding taxes and tax reporting.

SUBSCRIPTIONS

The Manager has absolute discretion to accept or reject in whole or in part any application for units.

While the Trust Deeds provide for in-kind subscription of units, application for in-kind subscription by investors is subject to the agreement of the Manager (who has absolute discretion to accept or reject the application) and the applicable terms stated in the Trust Deeds.

Issue of Units

Units of each Fund will be issued at the net asset value per unit (or for Funds with different Classes, at the net asset value per unit of the relevant Class) as at the close of business on the relevant dealing day. The Manager may charge an initial charge (normally up to 5 per cent. of the net asset value per unit) on the issue of each unit, which will be deducted from the gross subscription amount where applicable.

For applicants who subscribe units of a Fund by the number of units, initial charge amount is calculated as follows: initial charge amount = units allotted x net asset value per unit x initial charge %

For applicants who subscribe units of a Fund by amount, initial charge amount is calculated as follows: initial charge amount = gross subscription amount x initial charge % / (1 + initial charge %)

The initial charge amount shall be rounded down to two decimal places or to the nearest unit of currency if the amount is in Japanese Yen and the number of units allotted to the applicant shall be naturally rounded to three decimal places. Where the number of units is rounded up, the amount corresponding to rounding shall accrue to the applicant. Where the number of units is rounded down, the amount corresponding to rounding shall accrue to the relevant Fund.

The amount of the initial charge will be retained by the Manager for its own benefit or use.

Procedure for Application

The minimum lump sum investment for each of the Funds is normally US\$2,000 or its equivalent in another currency. Alternatively, monthly investments may be made at a minimum of HK\$1,000 for each of the Funds. The Manager may apply a different minimum lump sum investment and/or a different minimum monthly investment as permitted under the constitutive documents of the Funds and in respect of dealing through other channels as specified by JPMorgan Funds (Asia) Limited.

For Funds with different Classes (except for Classes of units denominated in RMB, Class C, Class I and Class I2), the minimum lump sum investment for each Class is normally US\$2,000 or its equivalent in another currency; whereas for the Classes of units denominated in RMB (except for Class C, Class I and Class I2), the minimum lump sum investment for each such Class is normally RMB16,000 or its equivalent in another currency. In respect of Class C and Class I, the minimum lump sum investment of such Classes is normally US\$10,000,000 or its equivalent in another currency. In respect of Class I2, the minimum lump sum investment of such Class is normally US\$100,000,000 or its equivalent in another currency. Alternatively, monthly investments may be made at a minimum of HK\$1,000 for each Class. Monthly investments are not applicable to Class C, Class I, Class I2 and Class X. The Manager may apply a different minimum lump sum investment and/or a different minimum monthly investment as permitted under the constitutive documents of the Funds and in respect of dealing through other channels as determined by JPMorgan Funds (Asia) Limited from time to time.

Units may be purchased by completing an application form. All applications should be sent to the Manager. In addition, JPMorgan Funds (Asia) Limited may accept applications made over the telephone, subject to certain conditions. No application should be lodged with any intermediary in Hong Kong who is not licensed or registered to carry on Type 1 regulated activity (dealing in securities) under Part V of the SFO or who does not fall within the statutory or other applicable exemption from the requirement to be so licensed or registered.

Alternative arrangements may be made for unitholders who wish to subscribe in a currency other than the currency of denomination of a Fund or a Class such as HK dollars or Sterling. Unitholders are advised to contact the Manager if they wish to pay in any other currencies. In such cases, the costs of conversion into the currency in which the Fund or the Class is denominated will be deducted from the subscription monies. The rate of conversion may be at the prevailing market rate as determined by the currency conversion service provider normally on the dealing day (for subscriptions by amount) or the business day immediately after the dealing day (for subscriptions by number of units). An applicant may be affected unfavorably by fluctuations in exchange rates between these currencies.

Unless otherwise agreed by the Manager, payment shall be made by telegraphic/bank transfer, in which case the subscription amount should be transferred net of any bank and other administrative charges (i.e. the applicant is required to pay any bank or other administrative charges). A copy of the telegraphic/bank transfer request, duly receipted by the remitting bank, should accompany the application form.

Payment from third parties or in cash will not be accepted.

A contract note will be sent to successful applicants. Where subscription monies are not enclosed with the application form, settlement is due immediately upon issue of the contract note. If payment in cleared funds is not received within seven calendar days from and excluding the relevant dealing day, the application may at the discretion of the Manager (and must if the Trustee so requires or if the units in question are more than 5 per cent. of all units in issue) be considered void and cancelled. In such event, the Manager will be entitled to charge the applicant (and retain for its own account) a cancellation fee of such amount as it may determine to represent the costs involved in processing the application, the cost of any currency exchange (if applicable) and may require the applicant to pay to the Manager the difference between the net asset value per unit (as adjusted by the swing pricing mechanism where applicable) on the date the units were issued, and the date the units were cancelled, and any applicable initial and redemption charges.

Any units issued will be registered in the name of the relevant unitholders in the register of unitholders kept by the Registrar.

Evidence of Identity – Anti-Money Laundering

In order to ensure compliance with any guidelines or regulations which may be applicable relating to the prevention of money laundering, applicants will be required to provide evidence of identity and, in the case of corporate applicants, of legal existence and corporate authority. Where an applicant is acting on behalf of another person, evidence of the identity of the principal, or confirmation by the applicant that evidence of the underlying principal has been obtained and that the applicant is satisfied as to the source of funds, will be required. Where an applicant fails to provide such evidence or confirmation on request, the application will be rejected.

The Trustee, the Manager and their delegates also reserve the right to refuse to make any redemption payment to a unitholder if the Trustee, the Manager or their delegates suspect or are advised that the payment of redemption proceeds to such unitholder might result in a breach of applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction, or if such refusal is considered necessary or appropriate to ensure the compliance by the Trustee and its delegates with any such laws or regulations in any applicable jurisdiction.

REDEMPTIONS

Redemption of Units

Units of each Fund will be redeemed at the net asset value per unit (or for Funds with different Classes, at the net asset value per unit of the relevant Class) as at the close of business on the relevant dealing day. The Manager may charge a redemption charge (normally up to 0.5 per cent. of the net asset value per unit) on the redemption of units and such charge will be deducted from the redemption monies where applicable.

For unitholders who redeem units of a Fund by the number of units, redemption charge amount is calculated as follows: $\text{redemption charge amount} = \text{units redeemed} \times \text{net asset value per unit} \times \text{redemption charge \%}$

For unitholders who redeem units of a Fund by amount, redemption charge amount is calculated as follows: $\text{redemption charge amount} = \text{net redemption amount} \times \text{redemption charge \%} / (1 - \text{redemption charge \%})$

The redemption charge amount shall be rounded down to two decimal places or to the nearest unit of currency if the amount is in Japanese Yen and the amount of redemption monies shall be naturally rounded to two decimal places or to the nearest unit of currency if the amount is in Japanese Yen. Where the redemption monies is rounded up or the number of units redeemed is rounded down, the amount corresponding to rounding shall accrue to the redeeming unitholder. Where the redemption monies is rounded down or the number of units redeemed is rounded up, the amount corresponding to rounding shall accrue to the relevant Fund. The amount of the redemption charge will be retained by the Manager for its own benefit or use. However, the Manager does not currently levy any redemption charge.

While the Trust Deeds provide for in-kind redemption of units, the Manager will not effect redemptions in kind without prior consent from investors. In any event, application for in-kind redemption by investors is subject to the agreement of the Manager (who has absolute discretion to accept or reject the application) and the applicable terms stated in the Trust Deeds.

Procedure for Redemption

Requests for the redemption of units should be made by facsimile or other written or electronic form specified by the Manager stating the number of units or an amount in the currency of denomination of a Fund or a Class or other currency to be redeemed.

JPMorgan Funds (Asia) Limited may also agree to accept redemption requests over the telephone, subject to certain conditions.

Partial redemptions of holdings of a Fund are permitted, provided that they do not result in a unitholder holding units in that Fund having an aggregate value of less than normally US\$2,000, or its equivalent in another currency, after the request had been processed. If a redemption or switch request results in a holding below US\$2,000, or its equivalent in another currency, after the request had been processed, the Manager may, at its absolute discretion, treat the redemption or switch request as an instruction to redeem or switch, as appropriate, the total holding in the relevant Fund.

For Funds with different Classes (except for Classes of units denominated in RMB, Class C, Class I and Class I2), partial redemptions of holdings of the Fund are permitted, provided that they do not result in a unitholder holding units in the Fund having an aggregate value of less than normally US\$2,000, or its equivalent in another currency, after the request has been processed. If a redemption or switch request results in a holding below US\$2,000, or its equivalent in another currency, after the request had been processed, the Manager may, at its absolute discretion, treat the redemption or switch request as an instruction to redeem or switch, as appropriate, the total holding in the relevant Class.

For the Classes of units denominated in RMB (except for Class C, Class I and Class I2), partial redemptions of holdings of the Fund are permitted, provided that they do not result in a unitholder holding units in the RMB denominated Class having an aggregate value of less than normally RMB16,000, after the request had been processed. If a redemption or switch request results in a holding below RMB16,000, after the request had been processed, the Manager may, at its absolute discretion, treat the redemption or switch request as an instruction to redeem or switch, as appropriate, the total holding in the relevant Class.

For Class C and Class I, partial redemptions of holdings of the Fund are permitted, provided that they do not result in a unitholder holding units in each Class having an aggregate value of less than normally US\$10,000,000 or its equivalent in another currency, after the request had been processed. If a redemption or switch request results in a holding below US\$10,000,000 or its equivalent in another currency, after the request had been processed, the Manager may, at its absolute discretion, treat the redemption or switch request as an instruction to redeem or switch, as appropriate, the total holding in such Class.

For Class I2, partial redemptions of holdings of the Fund are permitted, provided that they do not result in a unitholder holding units in Class I2 having an aggregate value of less than normally US\$100,000,000 or its equivalent in another currency, after the request had been processed. For the avoidance of doubt, the Manager,

at its absolute discretion, reserves the right to redeem or switch the remaining units of the unitholder to other classes of the Fund when the unitholder does not meet the minimum holding amount of US\$100,000,000 or its equivalent in another currency.

For partial redemptions of holdings of a Fund through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, investors should consult JPMorgan Funds (Asia) Limited to find out the minimum holding after redemption that is applicable to them.

The redemption monies payable will be expressed in the currency of denomination of the relevant Fund or the Class and payment will normally be made in the same currency. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay redemption monies in US dollars. Arrangements may be made with the Manager for unitholders to receive payment in any other freely convertible currency. Unitholders are advised to contact the Manager for details of such arrangements. In such cases, the Manager will charge the applicant the costs of conversion from the currency in which the Fund or the Class is denominated, which may be at the prevailing market rate as determined by the currency conversion service provider normally on the dealing day (for redemptions by amount) or the business day immediately after the dealing day (for redemptions by number of units). Any exchange costs will be deducted from the redemption monies. An applicant may be affected unfavorably by fluctuations in exchange rates between these currencies.

The amount due on the redemption of units of the Funds (except JPMorgan India Fund and JPMorgan India Smaller Companies Fund) will normally be paid within five business days. For JPMorgan India Fund and JPMorgan India Smaller Companies Fund, the amount due on the redemption of units will normally be paid within seven business days. In any event, the redemption proceeds will be paid not later than one calendar month after the relevant dealing day on which units are redeemed and the Manager has received a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require.

Failure to provide such information may delay the payment of redemption proceeds. Payment will only be made by telegraphic/bank transfer. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, payment of redemption proceeds will only be made upon the unitholder providing the correct bank payment details. No third party payments will be made.

Suspension of Redemptions

The Manager, may having regard to the best interests of unitholders and after consultation with the Trustee, suspend the right of unitholders to redeem their units and/or delay the payment of any redemption under the following situations:

- a) any market on which a substantial part of the investments comprising a Fund is traded or capable of being traded is closed otherwise than in the ordinary course; or
- b) trading on any such market is restricted or suspended; or
- c) disposal of investments comprising a Fund cannot, in the opinion of the Manager, be effected reasonably practicably, the dealing process of a Fund cannot be conducted without undue delay or without prejudicing the interests of unitholders; or
- d) there is any breakdown in any of the means normally employed by the Manager in determining the net asset value of a Fund or when for any other reason the value of any investment or other property comprising a Fund cannot, in the opinion of the Manager, reasonably be ascertained; or
- e) the remittance of funds which will or may be involved in the redemption of or in payment for investments or the subscription for or redemption of units cannot, in the opinion of the Manager, be effected at reasonable prices or reasonable rates of exchange; or
- f) in the opinion of the Manager, redemption of units cannot be effected or it is reasonably impractical to redeem units, due to adverse changes in the relevant laws and regulations; or
- g) where the Manager considers such suspension or delay appropriate in the circumstances, having regard to the interest of unitholders.

If the redemption of units is suspended, units will be carried forward for redemption on the first dealing day after cessation of the suspension.

The Manager may also limit the total number of units redeemed for a Fund on any dealing day to 10 per cent. or more of the units in issue on any dealing day. In the event that the redemption of units is so limited, units will be redeemed between unitholders on a pro rata basis, but where such arrangement is deemed impracticable by the Manager, the Manager shall have the right to determine the manner in which units will be redeemed between unitholders. Those units not redeemed will be carried forward for redemption, subject to the same limitation, on the next succeeding dealing day.

In the case of suspension or deferral of redemption of units, units not redeemed on the first dealing day will be carried forward to the next succeeding dealing day and will be redeemed in priority to those redemption requests received on the next succeeding dealing day.

Notice of the imposition and ending of any suspension or delay in payment for any Fund will be published immediately following such decision and, in respect of declaration of suspension, at least once a month during the period of suspension after such declaration on the website am.jpmorgan.com/hk[#]. In the case of a prolonged suspension, in lieu of the aforesaid monthly notice, the suspension status of the suspended Fund will be stated and updated as appropriate on the webpage of the suspended Fund on the website am.jpmorgan.com/hk[#].

SWITCHING

Subject to any suspension of dealings and provided that the relevant JPMorgan Funds (Unit Trust Range) which a unitholder is switching into is open for subscription, any switching orders to invest in units of a JPMorgan Funds (Unit Trust Range) from another fund managed by the Manager or in respect of which the Manager acts as Hong Kong representative are generally effected upon completion of the redemption orders and the subsequent subscription orders.

Where a unitholder wishes to subscribe units of a Fund by switching from another fund managed by the Manager or in respect of which the Manager acts as Hong Kong representative, a reduced initial charge of 1 per cent. of the net asset value per unit may be charged by the particular Fund (other than switching from JPMorgan Money Fund or any share class of JPMorgan Funds - USD Money Market VNAV Fund in which case the full initial charges will normally be charged), unless other arrangements have been made with the Manager, and such charge will be deducted from the switching amount where applicable.

Where a unitholder wishes to switch out of a Fund into another fund managed by the Manager or in respect of which the Manager acts as Hong Kong representative, the switch will be treated as a redemption of units in the first mentioned Fund and accordingly a redemption charge (if applicable) will be charged. In addition, an initial charge at a reduced rate of 1 per cent. of the net asset value per unit may be charged by the particular fund into which the redemption monies are transferred, unless other arrangements have been made with the Manager, and such charge will be deducted from the switching amount where applicable.

The redemption charge is currently at 0% of the net asset value per unit. Therefore, the switching fee under such circumstances shall be 1% of net asset value per unit/share of the fund to be switched in. The switching fee amount in relation to a switch from Fund A to Fund B is calculated as follows: switching fee amount = gross subscription amount in Fund B x initial charge % / (1 + initial charge %).

The switching fee amount shall be rounded down to two decimal places or to the nearest unit of currency if the amount is in Japanese Yen and the number of units/shares allotted to the applicant shall be naturally rounded to three decimal places. Where the number of units/shares is rounded up, the amount corresponding to rounding shall accrue to the applicant. Where the number of units/shares is rounded down, the amount corresponding to rounding shall accrue to the relevant fund.

Switching between Classes of units within the same Fund, between units of the Funds within the JPMorgan Funds (Unit Trust Range), or between a Fund and a fund within the JPMorgan Provident Funds range or the JPMorgan SAR Funds range (the "unit trust ranges"), will normally be completed on the same dealing day (i.e. Day T), and switching of units of a Fund to/from another fund in respect of which the Manager acts as Hong Kong

[#] The website has not been reviewed by the SFC.

representative will be completed on the next dealing day of the fund into which the switch is made following the dealing day on which the relevant switching order is received (i.e. Day T+1), except for the following:

If the switch is made into JPMorgan Money Fund units will not be purchased until the Manager has received the sale proceeds from the units of the Fund to be sold, within the timeline set out in the respective section of these Consolidated Explanatory Memoranda.

If the switch is made from JPMorgan India Fund, JPMorgan India Smaller Companies Fund or JPMorgan Vietnam Opportunities Fund into JPMorgan Funds - USD Money Market VNAV Fund, shares will not be purchased until the Hong Kong representative of the JPMorgan Funds has received the sale proceeds from the units of the Fund to be sold, within the timeline set out in the respective section of these Consolidated Explanatory Memoranda.

For switching between Classes of units within the same Fund, between a Fund and another fund within the unit trust ranges, if the switch instruction is received on a day (i.e. Day T) that is not a dealing day for units to be redeemed, the switch will be effected on the next dealing day of the Fund or the relevant fund (as the case may be) (i.e. Day T+1). If the switch instruction is received on a day (i.e. Day T) that is a dealing day for units to be redeemed but not a dealing day for units to be purchased, the redemption will be effected on the dealing day on which the instruction is received (i.e. Day T) and the allotment will be effected on the next dealing day for the units to be purchased (i.e. Day T+1).

For switching of units of a Fund to/from a fund within the other fund ranges, if the switch instruction is received on a day (i.e. Day T) that is not a dealing day of the fund for units to be redeemed (the "original fund"), the switch instruction will be deemed to be received on the next dealing day of the original fund (i.e. Day T+1). Accordingly, the switch (i.e. the allotment of units in the fund to be purchased) will be effected on the next dealing day following such dealing day (i.e. Day T+2). In the event that the fund to be purchased is not valued on a particular day, the redemption from the original fund will continue to be carried out on the dealing day of the original fund (i.e. Day T), but the allotment deal will be deferred to and effected on the next dealing day of the fund to be purchased in accordance with the procedure above.

Where the switching instruction involves switching into units denominated in a different currency, the Manager will charge the applicant the costs of conversion from the currency in which the relevant units are denominated, which will be at the prevailing market rate as determined by the currency conversion service provider normally on any relevant dealing day as determined by the Manager. An applicant may be affected unfavorably by fluctuations in exchange rates between these currencies.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge (normally up to 5 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses the Distributors a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to each Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of a Fund, and may only increase the level of this fee (which may not exceed 2.5 per cent. per annum of the net asset value of the Fund) by giving to the Trustee and the unitholders of the relevant Fund not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value per unit for the Fund is calculated and shall be payable monthly in arrears. If the assets of a Fund include interests in another collective investment scheme managed by the Manager or its Connected Persons, the management fee of the Manager will be reduced to take account of the management fee levied in respect of such collective investment scheme to the extent attributable to that Fund's interest in such collective investment scheme.

For Funds with different Classes, the Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class), by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme.

Where a Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of a Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. Where there is a Sub-Manager and/or an investment adviser for a Fund, the fees of the Sub-Manager and the investment adviser will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of up to 0.2 per cent. per annum of the net asset value of a Fund. The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum of the net asset value of the Fund) with the agreement of the Manager and by giving to the unitholders of the relevant Fund not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of each Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges of each Fund or Class, please refer to the relevant section of Appendix I, or consult JPMorgan Funds (Asia) Limited in respect of dealings through any other channels from time to time specified by JPMorgan Funds (Asia) Limited.

Other Liabilities

In addition to the fees and charges mentioned above, each Fund bears other costs and expenses, including stamp duties, taxes, brokerage, commissions, foreign exchange costs, bank charges and registration fees relating to that Fund and its investments, the costs of obtaining and maintaining a listing for the units on any stock exchange, the fees and expenses of the Auditors, the Registrar, the custodian(s) of that Fund's investments, the costs of preparing its Trust Deed and any supplemental trust deeds, legal and other professional or expert charges, and certain other fees and expenses incurred in the administration of that Fund. The fee paid to the Registrar will vary depending on the number of unitholders in that Fund and the number of transactions which occur, but the range agreed with the Registrar is between 0.015 per cent. and 0.5 per cent. per annum of each Fund's net asset value.

Each Fund is also responsible for the costs of preparing, printing, publishing and distributing all statements, accounts, reports and notices pursuant to the provisions of or otherwise in connection with the Trust Deed (including the expenses of preparing and printing any updates to its Explanatory Memorandum or publishing the net asset value per unit) and, where agreed with the Manager, including the aforesaid costs incurred by any Distributors appointed in respect of the relevant Fund. Additionally, each Fund bears all costs incurred as a result of a change in law or regulatory requirement or the introduction of any new law or regulatory requirement (including any costs incurred as a result of compliance with any code relating to unit trusts or collective investment schemes, whether or not having the force of law).

The cost of establishing each Fund which has not been fully amortised as at the date of these Explanatory Memoranda is shown in the relevant section of Appendix I. The cost of establishing each Fund will be borne by each particular Fund and amortised within three years from the launch of the Fund (for the avoidance of doubt, if any Fund were to terminate for whatever reason before the expiry of such period, any such cost remaining unamortised would be written off upon that Fund's termination).

The liability of the unitholders is limited to their investments in the relevant Fund.

CONFLICTS OF INTEREST

The Manager, the Investment Manager and/or the Sub-Manager may provide services to, or effect transactions with or for, the Funds which may involve an actual or potential conflict of interest with their duties to the Funds. The Manager, the Investment Manager and/or the Sub-Manager will, however, have regard in such event to their obligations to act in the best interests of unitholders when such conflicts of interest arise and will seek to resolve such conflicts fairly.

The Manager, the Investment Manager, the Sub-Manager and other affiliates of the Manager ("JPMorgan Affiliates") have adopted policies and procedures reasonably designed to appropriately prevent, limit or mitigate conflicts of interest. In addition, these policies and procedures are designed to comply with applicable law where the activities that give rise to conflicts of interest are limited and/or prohibited by law, unless an exception is available.

The Manager, the Investment Manager and/or the Sub-Manager and any of their Connected Persons may provide a variety of different services to a Fund, for which the Fund compensates them, including the execution of portfolio transactions for or with that particular Fund (either as agent or, with the approval of the Trustee, as principal). As a result, the Manager, the Investment Manager and/or the Sub-Manager and any of their Connected Persons have an incentive to enter into arrangements with a Fund, and face conflicts of interest when balancing that incentive against the best interests of the unitholders of the relevant Fund. Such persons may receive and retain their normal commissions, charges, fees or other benefits provided they are arm's length commercial rates for transactions or services of a similar size and nature.

The Manager, the Investment Manager and/or the Sub-Manager and any of their Connected Persons may enter into soft commission arrangements with brokers under which certain goods and services are received, provided such goods and services are of demonstrable benefit to unitholders. Cash payment will not be made for these services but instead those persons may transact an agreed amount of business with the brokers on behalf of the relevant Fund. Commission will be paid by the relevant Fund for these transactions, provided that (i) execution of the transactions are consistent with best execution standards and the relevant brokerage rates are not in excess of customary institutional full-service brokerage rates, (ii) periodic disclosure is made in the annual report of the Funds in the form of a statement describing the soft dollar policies and practices of the Manager, the Investment Manager and/or the Sub-Manager, including a description of goods and services received by them and (iii) the availability of soft dollar arrangements is not the sole or primary purpose to perform or arrange transaction with such broker.

No cash, commission or other rebates from brokers, dealers or market makers may be retained by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons in consideration of directing transactions on behalf of a Fund to such brokers, dealers or market makers. Further, the Manager, the Investment Manager and/or the Sub-Manager may not obtain a rebate on any fees or charges levied by an underlying collective investment scheme or its management company.

In addition, the Manager, together with JPMorgan Affiliates to which it delegates responsibility for investment management, also face conflicts of interest in their service as investment manager to other funds or clients, and, from time to time, make investment decisions that differ from and/or negatively impact those made by the Manager or its delegates on behalf of the Funds.

JPMorgan Affiliates provide a broad range of services and products to their clients and are major participants in the global currency, equity, commodity, fixed-income and other markets in which a Fund invests or will invest. In certain circumstances by providing services and products to their clients, JPMorgan Affiliates' activities may disadvantage or restrict the Funds and/or benefit these JPMorgan Affiliates.

Potential conflicts of interest may also arise as a consequence of an affiliated group company of the Manager (which is part of JPMorgan Affiliates) providing administrative services to the Funds. For example, potential conflicts of interest may arise where an appointed service provider is an affiliated group company of the Manager and is providing a product or service to the Funds and has a financial or business interest in such product or service or where an appointed service provider is an affiliated group company of the Manager which receives remuneration for other related products or services it provides to the Funds, such as foreign exchange, securities lending, pricing or valuation services. In the event of any potential conflict of interest which may arise during the normal course of business, the Manager will at all times have regard to its obligations under applicable

laws including those to act honestly, fairly, professionally and independently and solely in the interests of the unitholders of the Funds, and will also manage, monitor and disclose any conflicts of interest to prevent negative effects on the interests of the Funds and its unitholders.

Where a conflict cannot be avoided, the Manager will endeavour to manage and resolve the conflict fairly by appropriate safeguards and measures and ensure investors' interests are sufficiently protected. The Manager has adopted policies and procedures throughout its businesses to identify and manage actual, potential and perceived conflicts of interest which are subject to ongoing monitoring and review. Ongoing risk-based and targeted training for employees are conducted as part of its effort to identify and manage actual, potential and perceived conflicts of interest. Physical and electronic information barriers are established to help prevent the exchange or misuse of material, non-public information and mitigate existing and potential conflicts of interests.

If the Manager and its delegates acquire material non-public information regarding an issuer, they will be restricted from purchasing or selling securities of that issuer for their clients until the information has been publicly disclosed or is no longer deemed material, thereby negatively affecting a Fund's ability to transact in securities affected by such information.

Further information about conflicts of interest is available on the website am.jpmorgan.com/hk[#].

CROSS-TRADE

Cross-trades between the Funds and/or other funds managed by the Manager or JPMorgan Affiliates may be undertaken where the Manager considers that, as part of its portfolio management, cross-trades between such Funds or funds would be in the best interests of the unitholders to achieve the investment objective and policy of the relevant Fund. By conducting cross-trades, the Manager may achieve trading efficiencies and savings for the benefit of the unitholders.

In conducting transactions, the Manager will ensure that the trades are executed on arm's length terms at current market value and the reason for such trades shall be documented prior to execution, in accordance with the SFC's Fund Manager Code of Conduct.

TAXATION

The tax notes that are set out in Section D apply to the Funds in Appendix I (as the case may be) and are based on the law and practice currently in force as at the date of these Explanatory Memoranda and are subject to changes in content and interpretation. They are intended as a general guide only and do not necessarily describe the tax consequences for all types of investors in the Funds and no reliance, therefore, should be placed upon them. Individual investors who intend to subscribe, hold or dispose of units in the Funds should seek their own tax advice on their tax position with regard to their investment in the Funds.

REPORTS AND ACCOUNTS

The financial year end of each Fund is 30 September in each year. Annual reports (including the Trustee's report) and semi-annual reports will be made available to unitholders of each Fund as soon as practicable through the website am.jpmorgan.com/hk[#] and in any event not more than four months after the end of each financial year and within two months after 31 March respectively. The Manager, with the prior consent of the Trustee, may determine that annual report or semi-annual report in respect of the Fund will not be prepared or made available to unitholders during the first accounting period provided that such period is less than twelve calendar months. The annual report and semi-annual report will be published in English only and hard copies will be available free of charge upon request by contacting JPMorgan Funds (Asia) Limited at (852) 2265 1188.

The annual report will be in such form and will be prepared in accordance with internationally recognised accounting standards, although such accounting standards may, for financial reporting purposes, adopt different methodologies or principles for calculating the net asset value of the relevant Fund and/or in respect of other aspects as compared to those set out in the relevant Trust Deed. Currently, it is intended that the annual report will be prepared in accordance with accounting principles generally accepted in Hong Kong. Each Fund will be dealt at the net asset value per unit calculated in accordance with the provisions of the relevant Trust Deed which may not necessarily be calculated in accordance with the accounting principles generally accepted in Hong Kong.

[#] The website has not been reviewed by the SFC.

The terms under the engagement letter of the Auditors may vary from one Fund to another and from year to year. In general, however, in the absence of fraud, the Auditor's liability to the Manager and Trustee in relation to their services under the engagement letter is normally capped to a certain amount, expressed as a multiple of the fees paid to the Auditors. The Auditors also generally exclude their liabilities for consequential, indirect, lost profit or similar damages.

GENERAL

Price Information

The net asset value per unit of a Fund or a Class of the Fund is normally published on every dealing day and such other days on which net asset value per unit for each Class of units is calculated on the website am.jpmorgan.com/hk[#].

Trust Deeds

Unitholders are advised to review the terms of the relevant Trust Deed.

Copies of the Trust Deed and Base Terms for each of the Funds may be obtained at a cost of HK\$80.00, or may be inspected free of charge, during normal working hours at the offices of JPMorgan Funds (Asia) Limited.

The Trustee and the Manager may agree to modify any Trust Deeds by supplemental deeds, provided that in the opinion of the Trustee such modification (i) does not materially prejudice the interests of unitholders, does not operate to release to any material extent the Trustee, the Manager or any other person from any liability or responsibility under the relevant Trust Deed and (except for any fees and expenses incurred in relation to the preparation of the relevant supplemental deed) does not increase the costs and charges payable from the the relevant Fund's assets; (ii) is necessary in order to comply with any fiscal, statutory, regulatory or official requirement; or (iii) is made to correct a manifest error, or such modification has been approved by the SFC. In all other cases modifications involving material changes, the sanction of an Extraordinary Resolution (as defined in the relevant Trust Deed) is required.

Documents Available for Inspection

Copies of the following documents with respect to each Fund are available for inspection free of charge during normal working hours at the offices of JPMorgan Funds (Asia) Limited:-

- (i) Trust Deed and Base Terms.
- (ii) Investment Management Agreement.
- (iii) Investment Management Delegation Agreement (if applicable).
- (iv) The latest set annual report.

Laws of Mauritius

The Funds that are established in Mauritius were constituted under the laws of Mauritius and each of them holds a Category 1 Global Business Licence for the purpose of the Mauritius Financial Services Act 2007. These Funds are regulated by the Mauritius FSC.

Joint Holders

Not more than four persons may be registered as the joint holders of any unit. The Trustee and the Manager may require any redemption request or other instruction in relation to any joint holding to be signed by all the registered joint holders or may rely on any redemption request or other instruction signed by or otherwise received from any one of the registered joint holders.

Certificates

Certificates will not be issued to unitholders.

[#] The website has not been reviewed by the SFC.

Transfers of Units and Transmission of Units

Units in each Fund are transferable by instrument in writing executed by or on behalf of the transferor, except that no transfer will be registered without the approval of the Manager which would result in either the transferor or the transferee holding units having an aggregate value of less than the relevant minimum lump sum investment of the relevant Fund/Class on the dealing day on which the transaction is to be registered. Instruments of transfer should be sent to the Manager. The transferee must follow the usual procedures for application.

The Trust Deed contains provisions relating to the transmission of units. The law of Mauritius does not require any grant of probate, or equivalent, to be re-sealed by the courts of Mauritius. Any costs incurred upon the transmission of units and in relation to the grant of probate, or equivalent and the re-sealing by the courts will be borne by the unitholder. Any person who becomes entitled to a unit as a consequence of the death or bankruptcy of any of the unitholders shall be responsible for producing such documents or satisfactory evidence as to that person's title at the request of the Trustee and the Manager. The Manager's only obligation in these circumstances will be to forward any information received in writing from or on behalf of the unitholder to the Trustee.

Cancellation of Units

The Manager has the right to effect reductions of a Fund by requiring the Trustee to cancel units and by paying to the affected unitholders the monies which would have been payable if the units had been redeemed in the normal manner. The type of situations in which it is envisaged that the Manager might exercise its right of cancellation include where the full subscription monies are not received within a reasonable time or where it becomes unlawful to permit a unitholder to continue to be registered.

Notices and Meetings of Unitholders

The Trust Deeds provide for meetings of unitholders to be convened by the Trustee or the Manager by giving at least 21 clear days' notice. The Manager is obliged to convene a meeting if requested by the holders of not less than one-tenth of the units in issue.

The quorum for unitholders' meetings dealing with ordinary business is unitholders present in person or by proxy, holding in aggregate at least one-tenth of the units for the time being in issue. If a meeting is convened at which an Extraordinary Resolution (as defined in the relevant Trust Deed) is to be proposed, the quorum is unitholders present in person or by proxy holding at least one-quarter of the units for the time being in issue. If a quorum is not present, the meeting will be adjourned for not less than 15 clear days. Separate notice of any adjourned meeting will be given, and at an adjourned meeting a unitholder (regardless of the number of units held) will form a quorum. At any meeting, a poll will be demanded and every unitholder of the relevant Fund present in person or by proxy, shall have one vote for every unit held. An Extraordinary Resolution (as defined in the relevant Trust Deed) is a resolution proposed as such and passed by a 75 per cent. majority of the votes cast for and against such resolution.

Duration of the Funds

Unless previously terminated or unless otherwise stated in the relevant section of Appendix I, each Fund will terminate automatically on the date immediately preceding the eightieth anniversary of the date of the relevant Trust Deed. Either the Manager or the Trustee may, in certain circumstances, terminate a Fund at any time. Such circumstances include (but not limited to) the passing of any law which renders it illegal to continue that Fund or, in the opinion of the Manager, impracticable or inadvisable to continue that Fund, or where the aggregate net asset value of all units in issue of that Fund falls below US\$70,000,000 or its equivalent in another currency, or where the Manager (with the approval of the Trustee) considers termination of that Fund is in the best interest of unitholders. Each Fund may also be terminated by Extraordinary Resolution (as defined in the relevant Trust Deed) of the unitholders at any time.

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

Merger of Funds

The Manager may merge a Fund with one or more collective investment schemes ("Merger"), in consultation with the Trustee, in any of the following events:

- if the Manager (with the approval of the Trustee) considers the Merger of the Fund to be in the best interest of the unitholders; or
- if at any time the net asset value of all units in issue of the Fund shall be less than US\$70,000,000 or its equivalent in another currency.

The Manager shall give not less than one month's notice (or such other notice period as required by the SFC) to the unitholders of the date on which the Merger is to take effect.

Indemnification, Retirement and Removal of the Trustee and the Manager

The Trust Deeds contain provisions governing the responsibilities of the Trustee and the Manager and providing for their indemnification in certain circumstances. Subject as provided in the relevant Trust Deed, each of HTHK and BEAT is entitled to be indemnified from the assets of the relevant Fund from and against any and all actions, proceedings, liabilities, costs, claims, damages, expenses, including all reasonable legal, professional and other similar expenses. Similarly, subject as provided in the relevant Trust Deed, the Manager is entitled to be indemnified from the assets of the relevant Fund from and against any and all actions, proceedings, liabilities, costs, claims, damages, expenses, including all reasonable legal, professional and other similar expenses. Notwithstanding the foregoing, the Trustees and the Manager shall not be exempted from any liability to unitholders imposed under Hong Kong law or breaches of trust through fraud or negligence, nor may they be indemnified against such liability by unitholders or at unitholders' expense. Unitholders and intending applicants are advised to consult the terms of the relevant Trust Deed for further details.

The Trustee or the Manager may retire upon the appointment of a successor in accordance with the provisions of the Trust Deeds. The Manager may remove the Trustee at any time by giving notice and appointing as a replacement another qualified trust corporation. In addition, the Manager may be removed in certain circumstances by the Trustee or at any time by the holders of not less than 50 per cent. in value of the units of a Fund for the time being in issue.

Subject to the provisions in the Trust Deeds, neither the Trustee nor the Manager shall incur any liability for the consequence of any agent, service provider or other person to whom either of them has delegated any of its rights, powers, duties and discretions, or (in the case of the Trustee) any act or omission on the part of the Manager or (in the case of the Manager) any act or omission on the part of the Trustee.

Any change of the Trustee or the Manager of a Fund will be notified to unitholders of such Fund.

Complaints and Enquiries Handling

Investors may contact JPMorgan Funds (Asia) Limited for any queries or complaints in relation to a Fund. To contact JPMorgan Funds (Asia) Limited, investors may either:

- Write to the registered office of JPMorgan Funds (Asia) Limited (address at 19th Floor, Chater House, 8 Connaught Road Central, Hong Kong);
- Call J.P. Morgan Funds InvestorLine on (852) 2265 1188; or
- Call Intermediary Clients' Hotline on (852) 2265 1000.

JPMorgan Funds (Asia) Limited will, under normal circumstances, endeavour to send an acknowledgement of receipt of the enquiries and complaints to the relevant investor within five business days of receipt.

Liquidity Risk Management

The following applies to all Funds set out in Appendix I of Section A, Sections B and C of the Consolidated Explanatory Memoranda.

The Manager has established a liquidity risk management policy which enables it to identify, monitor and manage the liquidity risks of the Funds and at all times exercise due care, skill and diligence in managing the liquidity of the Funds under its management in order to ensure investors are treated fairly and the Funds' dealing arrangements are appropriate for their respective investment strategies and underlying assets throughout the entire product life cycle.

An overarching framework for liquidity risk management and a liquidity risk management process that is independent from the day-to-day portfolio investment team are set up to monitor the implementation of liquidity risk management policies and procedures on a day-to-day basis. Various committees are also set up to provide oversight on exceptional situations and activation of liquidity risk management tools and measures where applicable and in consultation with the Trustee. Significant liquidity risk events and issues will be further escalated to local or global committees/forums and boards. Various liquidity risk management tools are identified that can be tailored and applied to specific requirements of individual funds or strategies. These tools, including but not limited to fair valuation, swing pricing adjustment and suspension of redemption, are designed to reduce the impact of liquidity risk but their existence may not be able to fully eliminate liquidity risk for investors.

The Manager conducts ongoing liquidity risk monitoring and performs stress testing to assess the liquidity profile of the Funds' assets and liabilities and the adequacy of liquidity risk management tools. Fund holdings will be classified under different liquidity buckets taking into account both individual security liquidity characteristics and higher level asset class market depth constraints. The Manager will assess the asset and liability side liquidity under both normal and stressed market scenarios and closely monitor concentration of client holdings.

For further details of the liquidity risk management tools relating to the Funds, i.e. fair valuation, swing pricing adjustment and suspension of redemption, please refer to the section entitled "BASES OF VALUATIONS" in the respective section of these Consolidated Explanatory Memoranda, the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds and the sections entitled "REDEMPTIONS – Suspension of Redemptions" and "REDEMPTIONS – Procedure for Redemption and Suspension of Redemptions" in the respective section of these Consolidated Explanatory Memoranda. Further information of liquidity estimates with respect to each Fund is available from the Manager upon request.

Investor Notice, Communication or Other Documents

With respect to investors who subscribe for units of the Funds through JPMFAL, notice, communication or other documents required to be given to investors under this Explanatory Memorandum or the Trust Deed ("Relevant Documents") may be disseminated either in printed copies or by electronic means specified by JPMFAL (e.g. e-mail, posting on website with e-mail notification) at the option of the relevant investor as indicated to JPMFAL. In the absence of any indication from certain investors who invest through the J.P. Morgan eTrading platform and certain corporate investors ("Relevant Investors"), electronic means will be the default means.

Relevant Investors may request to change the means of delivery of the Relevant Documents of their choice at any time through the J.P.Morgan eTrading platform or by submitting a signed written request form to JPMFAL in accordance with the instructions stated on the request form. The request form is available on website am.jpmorgan.com/hk⁴. Such request will become effective within 7 business days upon receipt of the request by JPMFAL.

Relevant Investors who have chosen to receive Relevant Documents by electronic means are reminded to save or print a copy of the Relevant Documents for future reference if necessary.

For investors who wish to know whether the above applies to them or who wish to enquire the specific arrangement on delivery of the Relevant Documents, they should contact their distributors.

⁴ The website has not been reviewed by the SFC.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Manager

JPMorgan Funds (Asia) Limited
19th Floor, Chater House
8 Connaught Road Central
Hong Kong

Directors of JPMorgan Funds (Asia) Limited

Chan, Tsun Kay, Edwin
De Burca, Stiofan Seamus
Leung, Kit Yee, Elka
Spelman, Christopher David
Watkins, Daniel James

Investment Manager

JPMorgan Asset Management (Asia Pacific) Limited
19th Floor, Chater House
8 Connaught Road Central
Hong Kong

Sub-Managers

JPMorgan Asset Management (Japan) Limited
Tokyo Building
7-3, Marunouchi 2-chome
Chiyoda-ku, Tokyo
100-6432, Japan

AND / OR

JPMorgan Asset Management (Singapore) Limited
88 Market Street,
29th Floor, CapitaSpring
Singapore 048948

AND / OR

JPMorgan Asset Management (UK) Limited
60 Victoria Embankment
London EC4Y 0JP
United Kingdom

AND / OR

J.P. Morgan Investment Management Inc.
270 Park Avenue
New York, NY10017
United States of America

Trustee

For all Hong Kong domiciled Funds:

HSBC Institutional Trust Services (Asia) Limited
1 Queen's Road Central
Hong Kong

OR

Bank of East Asia (Trustees) Limited
32/F, BEA Tower
Millennium City 5
418 Kwun Tong Road
Kwun Tong
Kowloon
Hong Kong

For all Mauritius domiciled Funds:

HSBC Institutional Trust Services (Mauritius) Limited
Icon Ebene
Level 5, Office 1 (West Wing)
Rue de l'Institut
Ebene
Republic of Mauritius

Registrar

For all Hong Kong domiciled Funds:

HSBC Trustee (Cayman) Limited
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

OR

East Asia International Trustees Limited
East Asia Chambers
PO Box 901
Road Town
Tortola
British Virgin Islands

For all Mauritius domiciled Funds:

HSBC Institutional Trust Services (Mauritius) Limited
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Ebene
Republic of Mauritius

Investment Adviser

JPMorgan Asset Management (Korea)
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35, Seosomun-ro 11-gil
Jung-gu, Seoul 110-120
Korea

JPMorgan Asset Management (China)
Company Limited
42F&43F, 479 Lujiazui Ring Road
China (Shanghai) Pilot Free Trade Zone
People's Republic of China

JPMorgan Asset Management (Taiwan) Limited
20th Floor
1, Songzhi Road, Xinyi Dist
Taipei City 110
Taiwan, R.O.C.

Auditors

For all Hong Kong domiciled Funds:

PricewaterhouseCoopers
Certified Public Accountants
22nd Floor, Prince's Building
1 Des Voeux Road Central
Hong Kong

For all Mauritius domiciled Funds:

PricewaterhouseCoopers
Eighteen
Cybercity Ebene
Republic of Mauritius

Service Provider

JPMorgan Funds (Asia) Limited
19th Floor, Chater House
8 Connaught Road Central
Hong Kong

Additional information is available from: -

JPMorgan Funds (Asia) Limited
GPO Box 11448
Hong Kong

Telephone: (852) 2265 1188
Facsimile: (852) 2868 5013

APPENDIX I – FUND DETAILS OF ASIA PACIFIC EQUITY FUNDS

The information contained in this Appendix I should be read in conjunction with the main part of the Consolidated Explanatory Memoranda of which this forms an integral part.

JPMorgan ASEAN Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Hong Kong, 7 July 1983.

3. Investment Objective and Policies

The investment policy of the Fund is to enable investors to participate in a managed portfolio consisting primarily (i.e. at least 70% of its total net asset value) of equity securities with significant assets in, or significant earnings derived from one or more of the countries comprising the Association of South East Asian Nations. The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Manager will aim to achieve capital growth in US dollar terms.

The Fund's aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 10% of its total net asset value.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives such as options, warrants and futures for investment purposes.

The Fund will have limited Renminbi (RMB) denominated underlying investments.

4. Additional Investment Restrictions and Guidelines

The value of this Fund's holding of securities of companies which are based in or operate principally in the Association of South East Asian Nations shall not be less than 70% of its total net asset value in securities and other investments.

5. Additional Risk Factors

Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

6. Classes of Units

Currently, the following Classes are available:

Class	Class Currency
JPMorgan ASEAN (acc) - AUD (hedged)	Australian dollars
JPMorgan ASEAN (acc) - HKD	HK dollars
JPMorgan ASEAN (acc) - RMB (hedged)	Renminbi
JPMorgan ASEAN (acc) - USD	US dollars
JPMorgan ASEAN - Class C (acc) - USD	US dollars
JPMorgan ASEAN - Class Digital (acc) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Trustee and Registrar of the Fund

Bank of East Asia (Trustees) Limited is the Trustee of the Fund and East Asia International Trustees Limited is the Registrar of the Fund.

9. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	For Classes other than Class C and Class Digital: 1.5% per annum of the net asset value of the relevant Class For Class C and Class Digital: 0.75% per annum of the net asset value of the relevant Class	0.018% per annum of the net asset value of the Fund

10. Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan ASEAN (acc) - AUD (hedged)	AU\$10.00
JPMorgan ASEAN (acc) - HKD	HK\$10.00
JPMorgan ASEAN (acc) - RMB (hedged)	RMB10.00
JPMorgan ASEAN (acc) - USD	US\$10.00
JPMorgan ASEAN - Class C (acc) - USD	US\$10.00
JPMorgan ASEAN - Class Digital (acc) - USD	US\$10.00

JPMorgan Asia Equity Dividend Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Hong Kong, 6 May 2011.

3. Investment Objective and Policies

The investment policy of the Fund is to aim to provide income and long term capital growth by investing primarily (i.e. at least 70% of its total net asset value) in equity securities of companies in the Asia Pacific region (excluding Japan) that the Investment Manager expects to pay dividends.

The Fund's holding of these equity securities will be selected based on historical records and company announcements on dividends, in addition to their potential for long term capital appreciation.

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Fund may invest less than 30% of its total net asset value in Real Estate Investment Trusts ("REITs") domiciled or investing in the Asia Pacific region (excluding Japan).

The Fund's aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 20% of its total net asset value.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for investment purposes.

The Fund will have limited Renminbi (RMB) denominated underlying investments.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of equity securities of companies which are based in, listed on stock exchange of or operate principally in the Asia Pacific region (excluding Japan) and are expected to pay dividends shall not be less than 70% of its total net asset value in securities and other investments.

Notwithstanding the investment restrictions and guidelines set out in the sub-section entitled "Investment Restrictions and Guidelines" in the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS", the Fund may not sell short any securities.

5. Additional Risk Factors

REITs risk – The Fund may invest in REITs which invest primarily in real estate and this may involve a higher level of risk as compared to a diversified fund and other securities. Real estate investments are relatively illiquid and may affect the ability of a REIT to vary its investment portfolio or liquidate part of its assets in response to changes in economic conditions, international securities markets, foreign exchange rates, interest rates, real estate market or other condition. REITs may have limited financial resources, may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than other securities.

REITs are dependent upon management skills, are not diversified, are subject to heavy cash flow dependency, default on borrowings and self-liquidation. REITs are also subject to the possibility of failing to qualify for tax-free pass-through of income, as in some jurisdictions special tax rules may apply to impose tax on the REITs or withhold tax on income derived from REITs and the Fund will not obtain a credit for any tax paid by the REITs or tax on payments out of the REITs.

REITs are also subject to interest rate risks. When interest rates decline, the value of a REIT's investment in fixed rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a REIT's investment in fixed rate obligations can be expected to decline. For adjustable rate mortgage loans, interest rates are reset periodically to reflect changes in market interest rates. Therefore, yields on a REIT's investments in such loans will gradually align themselves to reflect changes in market, causing the value of such investments to fluctuate less dramatically in response to interest rate fluctuations than would investments in fixed rate obligations. However, income generated from adjustable rate mortgage loans may be more volatile in response to interest rate fluctuations than would fixed rate obligations. Consequently, the value of a REIT held by the Fund may increase or decrease which in turn, affects the value of the Fund.

The underlying REITs which the Fund may invest in may not necessarily be authorised by the SFC and their dividend or payout policies are not representative of the dividend policy of the Fund.

Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

Chinese variable interest entity (VIE) risk – Chinese operating companies sometimes rely on variable interest entity ("VIE") structures to raise capital from offshore investors. A VIE is a structure whereby a China-based operating company establishes an entity (typically offshore) that enters into service and other contracts with the Chinese company designed to provide economic exposure to the company. The offshore entity issues exchange-traded shares that are not direct equity ownership interests in the Chinese operating company. The VIE structure is designed to provide the offshore entity (and in turn, investors in the entity) with economic exposure to the Chinese company that replicates equity ownership, without actual equity ownership. VIE structures are used due to Chinese government prohibitions on foreign ownership of companies in certain industries. There is a risk that the PRC government or regulators may intervene in these VIE structures at any time, either generally or with respect to specific issuers. As a result, it is not clear that the contracts will be enforceable or that the structures will otherwise work as intended. The Chinese government could subject the Chinese company to penalties, revocation of business and operating licenses or forfeiture of ownership interests. Further, ownership of the shares in the offshore entity does not give the shareholders in that entity any control over the Chinese company. Companies that rely on VIE structures including those listed on U.S. exchanges and American Depositary Receipts, may be adversely impacted. Such legal uncertainties may adversely impact the interest of foreign investors such as the Fund in these Chinese VIEs. The Fund may suffer significant losses as a result.

Dividend-paying equity risk – There can be no guarantee that the companies that the Fund invests in and which have historically paid dividends will continue to pay dividends or to pay dividends at the current rates in the future. The reduction or discontinuation of dividend payments may have a negative impact on the value of the Fund's holdings and consequently, the Fund may be adversely impacted.

Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value of units. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged Class with suffix “(icn)”, for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

6. Classes of Units

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Asia Equity Dividend (acc) - HKD	HK dollars
JPMorgan Asia Equity Dividend (acc) - RMB (hedged)	Renminbi
JPMorgan Asia Equity Dividend (acc) - USD	US dollars
JPMorgan Asia Equity Dividend (icn) - RMB (hedged)	Renminbi
JPMorgan Asia Equity Dividend (mth) - AUD (hedged)	Australian dollars
JPMorgan Asia Equity Dividend (mth) - CAD (hedged)	Canadian dollars
JPMorgan Asia Equity Dividend (mth) - EUR (hedged)	Euro
JPMorgan Asia Equity Dividend (mth) - GBP (hedged)	Sterling
JPMorgan Asia Equity Dividend (mth) - HKD	HK dollars
JPMorgan Asia Equity Dividend (mth) - NZD (hedged)	New Zealand dollars
JPMorgan Asia Equity Dividend (mth) - RMB (hedged)	Renminbi
JPMorgan Asia Equity Dividend (mth) - SGD (hedged)	Singapore dollars
JPMorgan Asia Equity Dividend (mth) - USD	US dollars
JPMorgan Asia Equity Dividend - Class C (acc) - USD	US dollars
JPMorgan Asia Equity Dividend - Class C (div) - USD	US dollars
JPMorgan Asia Equity Dividend - Class C (mth) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Trustee and Registrar of the Fund

HSBC Institutional Trust Services (Asia) Limited is the Trustee of the Fund and HSBC Trustee (Cayman) Limited is the Registrar of the Fund.

9. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee	
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	For Classes other than Class C: 1.5% per annum of the net asset value of the relevant Class For Class C: 0.75% per annum of the net asset value of the relevant Class	Rate (per annum)	
			On the first US\$40,000,000	0.06% of the net asset value of the Fund
			On the next US\$30,000,000	0.04% of the net asset value of the Fund
			On the balance over US\$70,000,000	0.025% of the net asset value of the Fund

10. Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Asia Equity Dividend (acc) - HKD	HK\$10.00
JPMorgan Asia Equity Dividend (acc) - RMB (hedged)	RMB10.00
JPMorgan Asia Equity Dividend (acc) - USD	US\$10.00
JPMorgan Asia Equity Dividend (icn) - RMB (hedged)	RMB10.00
JPMorgan Asia Equity Dividend (mth) - AUD (hedged)	AU\$10.00
JPMorgan Asia Equity Dividend (mth) - CAD (hedged)	CA\$10.00
JPMorgan Asia Equity Dividend (mth) - EUR (hedged)	EUR10.00
JPMorgan Asia Equity Dividend (mth) - GBP (hedged)	GBP10.00
JPMorgan Asia Equity Dividend (mth) - HKD	HK\$10.00
JPMorgan Asia Equity Dividend (mth) - NZD (hedged)	NZ\$10.00
JPMorgan Asia Equity Dividend (mth) - RMB (hedged)	RMB10.00
JPMorgan Asia Equity Dividend (mth) - SGD (hedged)	SG\$10.00
JPMorgan Asia Equity Dividend (mth) - USD	US\$10.00
JPMorgan Asia Equity Dividend - Class C (acc) - USD	US\$10.00
JPMorgan Asia Equity Dividend - Class C (div) - USD	US\$10.00
JPMorgan Asia Equity Dividend - Class C (mth) - USD	US\$10.00

11. Distribution Policy

The section entitled "DISTRIBUTION POLICY" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall not apply to this fund.

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC's prior approval (if applicable) and one month's prior notice to the relevant unitholders.

Classes with the suffix "(acc)"

Classes with the suffix "(acc)" are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Class with the suffix "(div)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income of JPMorgan Asia Equity Dividend - Class C (div) - USD in respect of each accounting period to be distributed to unitholders of the Class. The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

It is the intention of the Manager to make distributions on a quarterly basis for the three-month periods to the end of March, June, September and December in each year or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by JPMorgan Asia Equity Dividend - Class C (div) - USD from its investment but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. However, the payment of distributions may not be equivalent to the income generated from the underlying investments of the Class. There is no guarantee, assurance and/or certainty that distributions will be paid every quarter. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix “(icn)”

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan Asia Equity Dividend (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled “Payment of distributions out of capital risk”.

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix “(mth)”

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Asia Equity Dividend (mth) - AUD (hedged)
JPMorgan Asia Equity Dividend (mth) - CAD (hedged)
JPMorgan Asia Equity Dividend (mth) - EUR (hedged)
JPMorgan Asia Equity Dividend (mth) - GBP (hedged)
JPMorgan Asia Equity Dividend (mth) - HKD
JPMorgan Asia Equity Dividend (mth) - NZD (hedged)
JPMorgan Asia Equity Dividend (mth) - RMB (hedged)
JPMorgan Asia Equity Dividend (mth) - SGD (hedged)
JPMorgan Asia Equity Dividend (mth) - USD
JPMorgan Asia Equity Dividend - Class C (mth) - USD

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled “Payment of distributions out of capital risk”.

[#] The website has not been reviewed by the SFC.

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in USD. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

12. Offering to PRC investors

The Fund has received approval from the China Securities Regulatory Commission for offering to PRC investors and classes with the suffix "(PRC)" are available to PRC investors.

[#] The website has not been reviewed by the SFC.

JPMorgan Asia Equity High Income Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Hong Kong, 5 June 1981.

3. Investment Objective and Policies

The investment policy is to aim to generate a high level of income while maintaining prospects for long-term capital appreciation by investing primarily (i.e. at least 70% of its total net asset value) in equity securities of listed companies in Asia (excluding Japan), and using derivatives where appropriate. At the same time, the Fund is intended to offer a less volatile return stream than the broader market through the use of derivatives.

The Fund seeks to achieve this objective by constructing a diversified Asian equity portfolio through a proprietary fundamental research process designed to identify stocks with attractive risk/return characteristics and dividend yields based on their financial projections, valuations, and potential for income and capital growth, which in aggregate will have a higher yield than the broad market benchmark. In addition, the Fund will generate additional income through selling call options on indices and call options on index futures in the Asia (excluding Japan) region, seeking to deliver a monthly income stream from associated option premiums.

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any country in Asia (excluding Japan) (including emerging market countries) or sector or any limitation on the market capitalisation of the companies in which it may invest.

The Fund may invest less than 30% of its total net asset value in listed Real Estate Investment Trusts ("REITs") domiciled or investing in Asia (excluding Japan).

The Fund's aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 20% of its total net asset value.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for hedging and investment purposes.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of securities of companies or other investments which are based in or operate principally in Asia (excluding Japan) shall not be less than 70 per cent. of its total net asset value in securities and other investments.

Notwithstanding the investment restrictions stated under the sub-sections "Investment Restrictions and Guidelines" and "Borrowing and Leverage" under the section "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the following additional investment restrictions shall apply to the Fund:

1. The Fund shall only borrow on a temporary basis.
2. The aggregate value of the Fund's investment in securities and other financial products or instruments that are neither listed, quoted nor dealt in on a Securities Market shall not exceed 10% of the total net asset value of the Fund.
3. The Fund shall not lend, assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person.
4. The Fund shall not make any short sales.
5. The Fund's aggregate investment in units or shares in other collective investment schemes (namely "underlying schemes") shall not exceed 10% of its total net asset value.

6. The Fund shall not invest in physical commodities.
7. The Fund shall not invest in REITs other than listed REITs that are either considered as a company under their laws of establishment or closed-ended funds which comply with the requirements of the Commission Directive 2007/16/EC of 19 March 2007 implementing the amended Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to UCITS as regards the clarification of certain definitions, as implemented in Luxembourg by the Grand-ducal Regulation of 8 February 2008.

5. Additional Risk Factors

Derivative risk – Risks associated with derivatives include counterparty/credit risk, liquidity risk, valuation risk, volatility risk and over-the-counter transaction risk. The leverage element/component of a derivative can result in a loss significantly greater than the amount invested in the derivatives by the Fund. Exposure to derivatives may lead to a high risk of significant loss by the Fund.

When selling call options on indices and call options on index futures, the Fund receives a cash premium but the Fund's opportunity to benefit from an increase in the market value of the underlying instruments is limited to the market value of those instruments when they reach the option exercise price (plus premium received). In a rising market, the Fund will be required to post additional cash collateral and may need to sell securities holdings to raise cash, which may limit its upside potential compared to holding securities directly.

REITs risk – The Fund may invest in REITs which invest primarily in real estate and this may involve a higher level of risk as compared to a diversified fund and other securities. Real estate investments are relatively illiquid and may affect the ability of a REIT to vary its investment portfolio or liquidate part of its assets in response to changes in economic conditions, international securities markets, foreign exchange rates, interest rates, real estate market or other condition. REITs may have limited financial resources, may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than other securities.

REITs are dependent upon management skills, are not diversified, are subject to heavy cash flow dependency, default on borrowings and self-liquidation. REITs are also subject to the possibility of failing to qualify for taxfree pass-through of income, as in some jurisdictions special tax rules may apply to impose tax on the REITs or withhold tax on income derived from REITs and the Fund will not obtain a credit for any tax paid by the REITs or tax on payments out of the REITs.

REITs are also subject to interest rate risks. When interest rates decline, the value of a REIT's investment in fixed rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a REIT's investment in fixed rate obligations can be expected to decline. For adjustable rate mortgage loans, interest rates are reset periodically to reflect changes in market interest rates. Therefore, yields on a REIT's investments in such loans will gradually align themselves to reflect changes in market, causing the value of such investments to fluctuate less dramatically in response to interest rate fluctuations than would investments in fixed rate obligations. However, income generated from adjustable rate mortgage loans may be more volatile in response to interest rate fluctuations than would fixed rate obligations. Consequently, the value of a REIT held by the Fund may increase or decrease which in turn, affects the value of the Fund.

The underlying REITs which the Fund may invest in may not necessarily be authorised by the SFC and their dividend or payout policies are not representative of the dividend policy of the Fund.

Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value of units. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged Class with

suffix "(icn)", for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

Chinese variable interest entity (VIE) risk – Chinese operating companies sometimes rely on variable interest entity ("VIE") structures to raise capital from offshore investors. A VIE is a structure whereby a China-based operating company establishes an entity (typically offshore) that enters into service and other contracts with the Chinese company designed to provide economic exposure to the company. The offshore entity issues exchange-traded shares that are not direct equity ownership interests in the Chinese operating company. The VIE structure is designed to provide the offshore entity (and in turn, investors in the entity) with economic exposure to the Chinese company that replicates equity ownership, without actual equity ownership. VIE structures are used due to Chinese government prohibitions on foreign ownership of companies in certain industries. There is a risk that the PRC government or regulators may intervene in these VIE structures at any time, either generally or with respect to specific issuers. As a result, it is not clear that the contracts will be enforceable or that the structures will otherwise work as intended. The Chinese government could subject the Chinese company to penalties, revocation of business and operating licenses or forfeiture of ownership interests. Further, ownership of the shares in the offshore entity does not give the shareholders in that entity any control over the Chinese company. Companies that rely on VIE structures including those listed on U.S. exchanges and American Depositary Receipts, may be adversely impacted. Such legal uncertainties may adversely impact the interest of foreign investors such as the Fund in these Chinese VIEs. The Fund may suffer significant losses as a result.

6. Classes of Units

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Asia Equity High Income (acc) - AUD	Australian dollars
JPMorgan Asia Equity High Income (acc) - USD	US dollars
JPMorgan Asia Equity High Income (icn) - RMB (hedged)	Renminbi
JPMorgan Asia Equity High Income (mth) - AUD (hedged)	Australian dollars
JPMorgan Asia Equity High Income (mth) - CAD (hedged)	Canadian dollars
JPMorgan Asia Equity High Income (mth) - GBP (hedged)	Sterling
JPMorgan Asia Equity High Income (mth) - HKD	HK dollars
JPMorgan Asia Equity High Income (mth) - RMB (hedged)	Renminbi
JPMorgan Asia Equity High Income (mth) - USD	US dollars
JPMorgan Asia Equity High Income - Class I2 (acc) - USD	US dollars
JPMorgan Asia Equity High Income - Class I2 (mth) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Trustee and Registrar of the Fund

HSBC Institutional Trust Services (Asia) Limited is the Trustee of the Fund and HSBC Trustee (Cayman) Limited is the Registrar of the Fund.

9. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee	
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	For Classes other than Class I2: 1.5% per annum of the net asset value of the relevant Class	<u>Rate (per annum)</u>	
		For Class I2: 0.60% per annum of the net asset value of the relevant Class	On the first US\$40,000,000	0.06% of the net asset value of the Fund
			On the next US\$30,000,000	0.04% of the net asset value of the Fund
			On the balance over US\$70,000,000	0.025% of the net asset value of the Fund

10. Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Asia Equity High Income (acc) - AUD	AU\$10.00
JPMorgan Asia Equity High Income (acc) - USD	US\$10.00
JPMorgan Asia Equity High Income (icn) - RMB (hedged)	RMB10.00
JPMorgan Asia Equity High Income (mth) - HKD	HK\$10.00
JPMorgan Asia Equity High Income (mth) - USD	US\$10.00
JPMorgan Asia Equity High Income (mth) - AUD (hedged)	AU\$10.00
JPMorgan Asia Equity High Income (mth) - CAD (hedged)	CA\$10.00
JPMorgan Asia Equity High Income (mth) - GBP (hedged)	GBP10.00
JPMorgan Asia Equity High Income (mth) - RMB (hedged)	RMB10.00
JPMorgan Asia Equity High Income - Class I2 (acc) - USD	US\$10.00
JPMorgan Asia Equity High Income - Class I2 (mth) - USD	US\$10.00

11. Distribution Policy

The section entitled “DISTRIBUTION POLICY” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall not apply to this fund.

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC’s prior approval (if applicable) and one month’s prior notice to the relevant unitholders.

Classes with the suffix “(acc)”

Classes with the suffix “(acc)” are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Classes with the suffix “(icn)”

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in

respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan Asia Equity High Income (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix "(mth)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Asia Equity High Income (mth) - AUD (hedged)
JPMorgan Asia Equity High Income (mth) - CAD (hedged)
JPMorgan Asia Equity High Income (mth) - GBP (hedged)
JPMorgan Asia Equity High Income (mth) - HKD
JPMorgan Asia Equity High Income (mth) - RMB (hedged)
JPMorgan Asia Equity High Income (mth) - USD
JPMorgan Asia Equity High Income - Class I2 (mth) - USD

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

[#]The website has not been reviewed by the SFC.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in USD. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

12. Offering to PRC investors

The Fund has received approval from the China Securities Regulatory Commission for offering to PRC investors and classes with the suffix "(PRC)" are available to PRC investors.

JPMorgan Asian Smaller Companies Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Hong Kong, 2 December 1991.

3. Investment Objective and Policies

The investment policy of the Fund is to provide investors with long term capital growth by investing primarily (i.e. at least 70% of its total net asset value) in the equity securities of small to medium sized companies in the Asia-Pacific region, excluding Japan and Australia except the Manager may, from time to time, invest in Japan and Australia when appropriate investment opportunities arise. Equity securities of small to medium sized companies refer to those included in MSCI AC Asia ex Japan Small Cap Index or those with a market capitalisation of less than USD12 billion.

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector.

The Fund may invest up to 20 per cent. of its total net asset value in eligible China A-Shares via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives such as forward contracts, swaps, options, warrants and futures for investment purposes.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of securities of small to medium sized companies which are based in or operate principally in the Asia-Pacific region, excluding Japan and Australia shall not be less than 70 per cent. of its total net asset value in securities and other investments.

5. Additional Risk Factors

Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

Chinese variable interest entity (VIE) risk – Chinese operating companies sometimes rely on variable interest entity ("VIE") structures to raise capital from offshore investors. A VIE is a structure whereby a China-based operating company establishes an entity (typically offshore) that enters into service and other contracts with the Chinese company designed to provide economic exposure to the company. The offshore entity issues exchange-traded shares that are not direct equity ownership interests in the Chinese operating company. The VIE structure is designed to provide the offshore entity (and in turn, investors in the entity) with economic exposure to the Chinese company that replicates equity ownership, without actual equity ownership. VIE structures are used due to Chinese government prohibitions on foreign ownership of companies in certain industries. There is a risk that the PRC government or regulators may intervene in these VIE structures at any time, either generally or with respect to specific issuers. As a result, it is not clear that the contracts will be enforceable or that the structures will otherwise work as intended. The Chinese government could subject the Chinese company to penalties, revocation

of business and operating licenses or forfeiture of ownership interests. Further, ownership of the shares in the offshore entity does not give the shareholders in that entity any control over the Chinese company. Companies that rely on VIE structures including those listed on U.S. exchanges and American Depositary Receipts, may be adversely impacted. Such legal uncertainties may adversely impact the interest of foreign investors such as the Fund in these Chinese VIEs. The Fund may suffer significant losses as a result.

6. Classes of Units

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Asian Smaller Companies (acc) - HKD	HK dollars
JPMorgan Asian Smaller Companies (acc) - USD	US dollars
JPMorgan Asian Smaller Companies - Class C (acc) - USD	US dollars
JPMorgan Asian Smaller Companies - Class Digital (acc) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Trustee and Registrar of the Fund

HSBC Institutional Trust Services (Asia) Limited is the Trustee of the Fund and HSBC Trustee (Cayman) Limited is the Registrar of the Fund.

9. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	For Classes other than Class C and Class Digital: 1.5% per annum of the net asset value of the relevant Class For Class C and Class Digital: 0.75% per annum of the net asset value of the relevant Class	<u>Rate (per annum)</u> On the first US\$40,000,000 0.06% of the net asset value of the Fund On the next US\$30,000,000 0.04% of the net asset value of the Fund On the balance over US\$70,000,000 0.025% of the net asset value of the Fund

10. Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Asian Smaller Companies (acc) - HKD	HK\$10.00
JPMorgan Asian Smaller Companies (acc) - USD	US\$10.00
JPMorgan Asian Smaller Companies - Class Digital (acc) - USD	US\$10.00

In addition, the first issue of units of the following Class will be made at the price below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Asian Smaller Companies - Class C (acc) - USD	US\$10.00

JPMorgan India Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Mauritius, 23 November 1989.

3. Investment Objective and Policies

The investment policy of the Fund is to provide long-term capital growth through a portfolio consisting primarily (i.e. at least 70% of its total net asset value) of equity securities linked to the Indian economy. These include, but are not restricted to, securities traded on the stock exchanges of India and the rest of the Indian sub-continent including Pakistan, Bangladesh and Sri Lanka. The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives such as forward contracts, options, warrants and futures for investment purposes.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of securities of companies linked primarily to the Indian economy shall not be less than 70 per cent. of its total net asset value in securities and other investments.

5. Additional Risk Factors

Regulatory risk – The Fund is a Foreign Portfolio Investor ("Indian FPI") registered with the Securities and Exchange Board of India ("SEBI") under the SEBI (Foreign Portfolio Investors) Regulations, 2019 ("Indian FPI Regulations"), and investments by the Fund are, among other things, subject to the Indian FPI Regulations, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("Indian FEM Non-Debt Rules"), and the Foreign Exchange Management (Debt Instruments) Regulations, 2019 ("Indian FEM Debt Regulations"). In terms of the Indian FPI Regulations, a registered Indian FPI is permitted to invest in specific securities, including, shares, debentures, and warrants issued by a body corporate which are listed or to be listed on recognised stock exchanges in India, other instruments mentioned in the Indian FPI Regulations and such other instruments as specified by SEBI from time to time. Investments by Indian FPIs are subject to individual and aggregate statutory limits, and sectoral caps. Where the investment by an Indian FPI along with its investor group, exceeds the specified individual thresholds, the Indian FPI would be required to divest the excess holding in the manner prescribed under the Indian FPI Regulations. If such divestment is not undertaken, the entire investment would be reclassified as investment under the Foreign Direct Investment route and the FPI along with this investor group will not be permitted to undertake further portfolio investments under the Indian FPI Regulations. In addition, any change to the Indian FPI Regulations, Indian FEM Non-Debt Rules, and Indian FEM Debt Regulations as amended from time to time and circulars and/or guidelines issued thereunder may limit or adversely impact the ability of the Fund to invest in India.

Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

6. Classes of Units

Currently, the following Class is available:

Class	Class Currency
JPMorgan India (acc) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Duration of the Fund

Unless previously terminated, the Fund will terminate automatically on the date of its ninety ninth anniversary from the date of the Trust Deed. The Fund may also be terminated by the Manager or the Trustee in certain circumstances, by Extraordinary Resolution of the unitholders or when the aggregate net asset value of the Fund falls below US\$70,000,000.

9. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee	
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	1.5% per annum of the net asset value of the relevant Class		<u>Rate (per annum)</u>
			On the first US\$40,000,000	0.06% of the net asset value of the Fund
			On the next US\$30,000,000	0.04% of the net asset value of the Fund
			On the balance over US\$70,000,000	0.025% of the net asset value of the Fund

10. Initial Issue Price

The first issue of units of JPMorgan India (acc) - USD was made at a price of US\$10.00 per unit, excluding the initial charge.

JPMorgan Japan (Yen) Fund

1. Currency of Denomination

Japanese yen.

2. Governing Law and Date of Trust Deed

Hong Kong, 1 August 1969.

3. Investment Objective and Policies

The investment policy of the Fund is to provide long-term capital growth through investment primarily (i.e. at least 70% of its total net asset value) in Japanese equity securities and other equity securities whose performance is linked to that of the Japanese economy. The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives such as options, warrants and futures for investment purposes.

The Fund will have limited Renminbi (RMB) denominated underlying investments.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of securities of companies which are based in or operate principally in Japan shall not be less than 70 per cent. of its total net asset value in securities and other investments.

5. Classes of Units

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Japan (Yen) (acc) - JPY	Japanese yen
JPMorgan Japan (Yen) (acc) - HKD (hedged)	HK dollars
JPMorgan Japan (Yen) (acc) - RMB (hedged)	Renminbi
JPMorgan Japan (Yen) (acc) - USD (hedged)	US dollars
JPMorgan Japan (Yen) - Class C (acc) - USD (hedged)	US dollars
JPMorgan Japan (Yen) - Class Digital (acc) - JPY	Japanese yen

6. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

7. Trustee and Registrar of the Fund

HSBC Institutional Trust Services (Asia) Limited is the Trustee of the Fund and HSBC Trustee (Cayman) Limited is the Registrar of the Fund.

8. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee	
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	For Classes other than Class C and Class Digital: 1.5% per annum of the net asset value of the relevant Class		<u>Rate (per annum)</u>
			On the first JPY3,000,000,000	0.06% of the net asset value of the Fund
			On the next JPY2,300,000,000	0.04% of the net asset value of the Fund
		For Class C and Class Digital: 0.75% per annum of the net asset value of the relevant Class	On the balance over JPY5,300,000,000	0.025% of the net asset value of the Fund

9. Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Japan (Yen) (acc) - JPY	JPY 590
JPMorgan Japan (Yen) (acc) - HKD (hedged)	HK\$10.00
JPMorgan Japan (Yen) (acc) - RMB (hedged)	RMB10.00
JPMorgan Japan (Yen) (acc) - USD (hedged)	US\$10.00
JPMorgan Japan (Yen) - Class Digital (acc) - JPY	JPY10,000

In addition, the first issue of units of the following Classes will be made at the price below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Japan (Yen) - Class C (acc) - USD (hedged)	US\$10.00

JPMorgan Korea Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Hong Kong, 11 December 1991.

3. Investment Objective and Policies

The investment policy of the Fund is to provide investors with long-term capital appreciation through investment primarily (i.e. at least 70% of its total net asset value) in companies whose shares are listed on the Korea Stock Exchange or traded on the Korean over-the-counter market. The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives such as forward contracts, options, warrants and futures for investment purposes.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of securities of companies in Korea shall not be less than 70 per cent. of its total net asset value in securities and other investments.

5. Additional Risk Factors

Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

6. Classes of Units

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Korea (acc) - USD	US dollars
JPMorgan Korea - Class Digital (acc) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Investment Adviser

JPMorgan Asset Management (Korea) Company Limited, a company incorporated in Korea.

9. Trustee and Registrar of the Fund

HSBC Institutional Trust Services (Asia) Limited is the Trustee of the Fund and HSBC Trustee (Cayman) Limited is the Registrar of the Fund.

10. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee	
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	For Classes other than Class Digital: 1.5% per annum of the net asset value of the relevant Class		<u>Rate (per annum)</u>
			On the first US\$40,000,000	0.06% of the net asset value of the Fund
			On the next US\$30,000,000	0.04% of the net asset value of the Fund
		For Class Digital: 0.75% per annum of the net asset value of the relevant Class	On the balance over US\$70,000,000	0.025% of the net asset value of the Fund

11. Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Korea (acc) - USD	US\$10.00
JPMorgan Korea - Class Digital (acc) - USD	US\$10.00

JPMorgan Pacific Securities Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Hong Kong, 7 April 1978.

3. Investment Objective and Policies

The investment policy of the Fund is to provide investors with long term capital growth by investing primarily (i.e. at least 70% of its total net asset value) in the securities of companies in the Asia-Pacific region, including Japan, Australia and New Zealand.

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Fund's aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 20% of its total net asset value.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives such as forward contracts, options, warrants and futures for investment purposes.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of securities of companies which are based in or operate principally in Asia-Pacific region, including Japan and Australia shall not be less than 70 per cent. of its total net asset value in securities and other investments.

5. Additional Risk Factors

Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

Chinese variable interest entity (VIE) risk – Chinese operating companies sometimes rely on variable interest entity ("VIE") structures to raise capital from offshore investors. A VIE is a structure whereby a China-based operating company establishes an entity (typically offshore) that enters into service and other contracts with the Chinese company designed to provide economic exposure to the company. The offshore entity issues exchange-traded shares that are not direct equity ownership interests in the Chinese operating company. The VIE structure is designed to provide the offshore entity (and in turn, investors in the entity) with economic exposure to the Chinese company that replicates equity ownership, without actual equity ownership. VIE structures are used due to Chinese government prohibitions on foreign ownership of companies in certain industries. There is a risk that the PRC government or regulators may intervene in these VIE structures at any time, either generally or with respect to specific issuers. As a result, it is not clear that the contracts will be enforceable or that the structures will otherwise work as intended. The Chinese government could subject the Chinese company to penalties, revocation of business and operating licenses or forfeiture of ownership interests. Further, ownership of the shares in the

offshore entity does not give the shareholders in that entity any control over the Chinese company. Companies that rely on VIE structures including those listed on U.S. exchanges and American Depositary Receipts, may be adversely impacted. Such legal uncertainties may adversely impact the interest of foreign investors such as the Fund in these Chinese VIEs. The Fund may suffer significant losses as a result.

6. Classes of Units

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Pacific Securities (acc) - USD	US dollars
JPMorgan Pacific Securities - Class C (acc) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Trustee and Registrar of the Fund

HSBC Institutional Trust Services (Asia) Limited is the Trustee of the Fund and HSBC Trustee (Cayman) Limited is the Registrar of the Fund.

9. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	For Classes other than Class C: 1.5% per annum of the net asset value of the relevant Class For Class C: 0.75% per annum of the net asset value of the relevant Class	<u>Rate (per annum)</u>
			On the first US\$40,000,000 0.06% of the net asset value of the Fund
			On the next US\$30,000,000 0.04% of the net asset value of the Fund
			On the balance over US\$70,000,000 0.025% of the net asset value of the Fund

10. Initial Issue Price

The first issue of units of JPMorgan Pacific Securities (acc) - USD was made at a price of US\$2.41 per unit, excluding the initial charge.

In addition, the first issue of units of the following Class will be made at the price below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Pacific Securities - Class C (acc) - USD	US\$10.00

11. Offering to PRC investors

The Fund has received approval from the China Securities Regulatory Commission for offering to PRC investors and classes with the suffix "(PRC)" are available to PRC investors.

JPMorgan Pacific Technology Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Hong Kong, 14 August 1997.

3. Investment Objective and Policies

The investment policy of the Fund is to provide long-term capital growth through a portfolio consisting primarily (i.e. at least 70% of its total net asset value) of securities of technology companies (including but not limited to companies related to technology, media and communication services) in the Pacific region, including Japan.

The Fund is not subject to any limitation on the market capitalisation of the companies in which it may invest.

The Fund may invest up to 20 per cent. of its total net asset value in eligible China A-Shares via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives such as forward contracts, options, warrants and futures for investment purposes.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of securities of companies which are based in or operate principally in the Pacific region, including Japan shall not be less than 70 per cent. of its total net asset value in securities and other investments.

5. Additional Risk Factors

Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

Chinese variable interest entity (VIE) risk – Chinese operating companies sometimes rely on variable interest entity ("VIE") structures to raise capital from offshore investors. A VIE is a structure whereby a China-based operating company establishes an entity (typically offshore) that enters into service and other contracts with the Chinese company designed to provide economic exposure to the company. The offshore entity issues exchange-traded shares that are not direct equity ownership interests in the Chinese operating company. The VIE structure is designed to provide the offshore entity (and in turn, investors in the entity) with economic exposure to the Chinese company that replicates equity ownership, without actual equity ownership. VIE structures are used due to Chinese government prohibitions on foreign ownership of companies in certain industries. There is a risk that the PRC government or regulators may intervene in these VIE structures at any time, either generally or with respect to specific issuers. As a result, it is not clear that the contracts will be enforceable or that the structures will otherwise work as intended. The Chinese government could subject the Chinese company to penalties, revocation of business and operating licenses or forfeiture of ownership interests. Further, ownership of the shares in the

offshore entity does not give the shareholders in that entity any control over the Chinese company. Companies that rely on VIE structures including those listed on U.S. exchanges and American Depositary Receipts, may be adversely impacted. Such legal uncertainties may adversely impact the interest of foreign investors such as the Fund in these Chinese VIEs. The Fund may suffer significant losses as a result.

6. Classes of Units

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Pacific Technology (acc) - AUD (hedged)	Australian dollars
JPMorgan Pacific Technology (acc) - HKD	HK dollars
JPMorgan Pacific Technology (acc) - SGD (hedged)	Singapore dollars
JPMorgan Pacific Technology (acc) - USD	US dollars
JPMorgan Pacific Technology - Class C (acc) - USD	US dollars
JPMorgan Pacific Technology - Class C (acc) - HKD	HK dollars
JPMorgan Pacific Technology - Class C (acc) - AUD Hedged	Australian dollars
JPMorgan Pacific Technology - Class C (acc) - SGD Hedged	Singapore dollars
JPMorgan Pacific Technology - Class I2 (acc) - USD	US dollars
JPMorgan Pacific Technology - Class Digital (acc) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Trustee and Registrar of the Fund

HSBC Institutional Trust Services (Asia) Limited is the Trustee of the Fund and HSBC Trustee (Cayman) Limited is the Registrar of the Fund.

9. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee	
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	For Classes other than Class C, Class I2 and Class Digital: 1.5% per annum of the net asset value of the relevant Class For Class C and Class Digital: 0.75% per annum of the net asset value of the relevant Class For Class I2: 0.60% per annum of the net asset value of the relevant Class		<u>Rate (per annum)</u>
			On the first US\$40,000,000	0.06% of the net asset value of the Fund
			On the next US\$30,000,000	0.04% of the net asset value of the Fund
			On the balance over US\$70,000,000	0.025% of the net asset value of the Fund

10. Initial Issue Price

The first issue of units of the existing Classes were made at the price below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Pacific Technology (acc) - USD	US\$10.00
JPMorgan Pacific Technology (acc) - HKD	HK\$10.00
JPMorgan Pacific Technology (acc) - AUD (hedged)	AU\$10.00
JPMorgan Pacific Technology (acc) - SGD (hedged)	SG\$10.00
JPMorgan Pacific Technology - Class C (acc) - USD	US\$10.00
JPMorgan Pacific Technology - Class C (acc) - HKD	HK\$10.00
JPMorgan Pacific Technology - Class Digital (acc) - USD	US\$10.00

In addition, the first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Pacific Technology - Class C (acc) - AUD Hedged	AU\$10.00
JPMorgan Pacific Technology - Class C (acc) - SGD Hedged	SG\$10.00
JPMorgan Pacific Technology - Class I2 (acc) - USD	US\$10.00

11. Offering to PRC investors

The Fund has received approval from the China Securities Regulatory Commission for offering to PRC investors and classes with the suffix “(PRC)” are available to PRC investors.

JPMorgan Thailand Fund

1. Currency of Denomination

US dollars.

2. Governing Law and Date of Trust Deed

Hong Kong, 20 July 1989.

3. Investment Objective and Policies

The investment policy of the Fund is to provide investors with long-term capital appreciation through a portfolio consisting primarily (i.e. at least 70% of its total net asset value) of equity securities of companies based or operating principally in Thailand. The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" for details.

The Fund may also invest in derivatives such as forward contracts, options, warrants and futures for investment purposes.

4. Additional Investment Restrictions and Guidelines

The value of the Fund's holding of securities of companies in Thailand shall not be less than 70 per cent. of its total net asset value in securities and other investments.

5. Additional Risk Factors

Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

6. Classes of Units

Currently, the following Class is available:

Class	Class Currency
JPMorgan Thailand (acc) - USD	US dollars

7. Cost of Establishment

There are no unamortised establishment costs outstanding relating to this Fund.

8. Trustee and Registrar of the Fund

HSBC Institutional Trust Services (Asia) Limited is the Trustee of the Fund and HSBC Trustee (Cayman) Limited is the Registrar of the Fund.

9. Fees and Expenses

Initial Charge	Redemption Charge	Management Fee	Trustee Fee	
Normally up to 5.0% of the net asset value per unit of the relevant Class	Currently 0% (normally up to 0.5% of the net asset value per unit of the relevant Class)	1.5% per annum of the net asset value of the relevant Class		<u>Rate (per annum)</u>
			On the first US\$40,000,000	0.06% of the net asset value of the Fund
			On the next US\$30,000,000	0.04% of the net asset value of the Fund
			On the balance over US\$70,000,000	0.025% of the net asset value of the Fund

10. Initial Issue Price

The first issue of units of JPMorgan Thailand (acc) - USD was made at price of US\$10.00 per unit, excluding the initial charge.

SECTION B – EXPLANATORY MEMORANDA OF BOND AND CURRENCY FUNDS

JPMorgan Asian Total Return Bond Fund

INTRODUCTION

JPMorgan Asian Total Return Bond Fund ("Fund") is a unit trust constituted by a Trust Deed dated 30 November 2004, as amended from time to time ("Trust Deed") governed by the laws of the Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund has received approval from the China Securities Regulatory Commission for offering to PRC investors and classes with the suffix "(PRC)" are available to PRC investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to achieve a competitive total return, consisting of capital growth and regular interest income, through an actively managed portfolio investing primarily (i.e. at least 70% of its total net asset value) in Asian bonds and other debt securities.

In order to achieve the investment objective, the Fund may invest primarily in a wide range of debt securities in Asia based on the anticipated changes in market conditions. The portfolio of the Fund will primarily consist of fixed and floating rate bonds and other debt securities (e.g. convertible bonds, perpetual bonds, etc.) issued by governments, government agencies, supra-national and corporate issuers in Asia (including Australia and New Zealand). The Fund may also invest less than 50% of its total net asset value in below investment grade debt securities (rated Ba1/BB+ or below using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)) or unrated securities. The Investment Manager will first consider the credit rating of a debt security itself and only if such credit rating is unavailable, the Investment Manager will then consider the credit rating of its issuer, which will become the implied rating of the relevant debt security. An unrated debt security refers to a debt security which neither the debt security itself nor its issuer has a credit rating.

The Fund may invest less than 30% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).

The Fund will not invest more than 20% of its total net asset value in PRC onshore securities (including debt securities).

The Fund will not invest more than 20% of its total net asset value in Chinese debt securities traded in the China interbank bond market (the "CIBM") through the CIBM Initiative and/or Bond Connect.

The Fund may not invest more than 10% of its total net asset value in urban investment bonds¹ (城投債).

The Fund may also invest in derivatives such as options, warrants, swaps, currency forward contracts and futures for investment purposes and may under limited circumstances as considered appropriate by the Manager and the Investment Manager, hold temporarily up to 100% of its total net asset value in cash and cash based instruments.

The Fund may invest in assets denominated mainly in US dollars and other local currencies (e.g. Thai Baht, Malaysian Ringgit, Renminbi, Philippine Peso, Indonesian Rupiah, Singapore dollar, Indian Rupee, etc.). The Fund will have limited Renminbi (RMB) denominated underlying investments.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Currency Hedged Classes

Investors who invest in the Currency Hedged Classes should refer to the section entitled "CLASSES OF UNITS" for details on the objective, strategy and risks associated with the Currency Hedged Classes.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds. In addition, the following investment restrictions and guidelines shall apply to the Fund as at the immediate preceding valuation:

- (i) The value of the Fund's holding of Asian bonds and other debt securities shall not be less than 70 per cent. of its total net asset value in securities and other investments.
- (ii) Notwithstanding sub-paragraph 2(c) in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the Fund may not sell short any securities.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

¹ Urban investment bonds are debt instruments issued by mainland China local government financing vehicles ("LGFVs"). These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects.

In addition, the following risk factors are applicable to the Fund:

- (i) Risks associated with debt securities – the Fund's investments in debt securities are subject to the following risks:
- Interest rates risk – Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. Given the historically low interest rate environment, risks associated with rising rates are heightened. The performance of the Fund may therefore be adversely affected.
 - Below investment grade/unrated investment risk – The Fund may invest in bonds and other debt securities which are unrated or rated below investment grade by international accredited rating agencies. Accordingly, such investment will be accompanied by a higher degree of credit and liquidity risks than is present with investment in higher rated securities. During economic downturns such bonds typically fall more in value than investment grade bonds as such are often subject to a higher risk of issuer default. The net asset value of the Fund may decline or be negatively affected if there is a default of any of the bonds with credit rating of below investment grade that the Fund invests in or if interest rates change.
 - Investment grade bond risk – Investment grade bonds are assigned ratings within the top rating categories by rating agencies (including but not limited to Fitch, Moody's and/or Standard & Poor's) on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review such assigned ratings and bonds may therefore be subject to the downgrading risk if economic circumstances (e.g. subject to market or other conditions) impact the relevant bond issues. Downgrading of the bonds may adversely affect the value of the relevant bonds and therefore the performance of the Fund. The Fund may or may not be able to dispose of the bonds that are downgraded. Also, the Fund may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.
 - Sovereign debt risk – The Fund's investment in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request the Fund to participate in restructuring such debts. The Fund may suffer significant losses when there is a default of sovereign debt issuers.
 - Valuation risk – Valuation of the Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.
 - Credit risk – If the issuer of any of the fixed interest securities in which the Fund's assets are invested defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Fund. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund. The credit ratings assigned by credit rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or the issuer at all times. Furthermore, most emerging market fixed interest securities are not given a rating by internationally recognised credit rating agencies and subject to the "Emerging market risk" set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.
- (ii) Counterparty risk for CDS – The Fund may invest in different instruments (either exchange traded or OTC derivatives) in accordance with the objectives of the Fund and as permitted by the investment restrictions. In general, there is less governmental regulation and supervision of transactions in the OTC markets than of transactions entered into on organised exchanges. Also, the OTC market may be illiquid; it might not be possible to execute a transaction at the desired time. The Fund may buy protection under CDS with or without holding the underlying assets. The Fund may also sell protection under CDS in order to acquire a specific credit exposure. The Fund will enter into CDS transactions with reputable and sound financial institutions (i.e. the counterparties) specialised in this type of transaction. The terms of the CDS

transactions are governed by a master agreement entered into between the Trustee on behalf of the Fund and the counterparty. The master agreement uses the form, and incorporates certain terms laid down by the International Swaps and Derivatives Association, Inc. ("ISDA"). Also, the Fund will accept obligations upon a credit event that are within the investment policy of the Fund (please refer to the Credit event risk below). If the counterparties of the CDS transactions default, the Fund could suffer substantial losses.

- (iii) Settlement risk – Settlement procedures in CDS may not be as developed and reliable as for exchange traded instruments. The creditworthiness of the counterparty trading CDS used by the Fund may not be as sound as its current credit rating, if any, implies. The Fund may be subject to a risk of loss if a counterparty defaults in the performance of its responsibilities.

Cash settlement – In general, recovery is determined by a group of dealers after the credit event, or as per the agreed method in the trade documentation, and a cash payment of par value minus recovery is made to the CDS protection buyer.

In case a credit event occurs, physical settlement may also apply if it is part of the agreed CDS terms:

Physical settlement – The CDS protection buyer can deliver the referenced obligation or one of a number of agreed deliverable obligations and receive par recovery value. The need for a pre-agreed notification period and delivery windows happens when the total notional of deliverable obligations is less than the total of CDS contracts outstanding of the reference entity. If all CDS contracts had to settle physically on the same day, there would be insufficient bonds to meet demand.

Notwithstanding the above settlement methods, the price of the underlying defaulted bonds can vary significantly during the pre-agreed notification period and delivery windows following an event of default, thereby resulting in a material difference in estimating the settlement values, and thus causing fluctuations in the Fund's net asset value.

- (iv) Volatility risk for CDS – CDS may trade differently from the funded securities of the reference entity. In adverse market conditions, the basis (difference between the spread on bonds and the spread on CDS) can add significantly more volatility than holding funded securities.
- (v) Credit event risk – A credit event is generally defined by ISDA among others as an event of bankruptcy, insolvency, receivership, material adverse restructuring of debt, obligation default/acceleration, debt moratorium/repudiation and/or failure to meet payment obligations when due by the CDS referenced issuer. ISDA has produced standardised documentation for these transactions under the umbrella of its ISDA Master Agreement. Given that the terms and definitions in the CDS contract may vary across each counterparty the Investment Manager deals with, the Fund may be subject to a risk of prolonged period of recovery or loss as a result.

Recovery risk – The Fund may be exposed to the risk of receiving small or zero recovery amounts as compared to the pre-agreed notional recovery.

Deliverable risk – There could be a potential mismatch of deliverables when the Investment Manager sells CDS protection on one swap and buys CDS protection on another swap with different deliverable obligations since the market conditions may not permit the Investment Manager to sell the obligations that are being delivered in an illiquid post-default market and buy the pre-agreed obligations to deliver in the other swap.

- (vi) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment, as a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value per unit. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged

Class with suffix “(icn)”, for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

- (vii) Cross-Class liability risk – Pursuant to the Trust Deed, the Manager reserves the right to establish and issue new Classes from time to time. The net asset value of each Class will be calculated separately with particular assets and liabilities of the Fund attributable to particular Classes. Whilst different Classes may have separate accounts for internal accounting purposes, there is no legal segregation of assets and liabilities between Classes. Accordingly, the assets of one or more Classes may be used to settle liability which arises in another Class.
- (viii) Class currency risk – The Class Currency of each Class may be different from the Fund’s base currency, the currencies of which the Fund’s assets are invested and/or investors’ base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not Australian dollars) and chooses to invest in the AUD Hedged Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and Australian dollars upon the reconversion of its Australian dollars investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in Australian dollars. For further details, please refer to the sub-section entitled “Currency Hedged Classes” in the section entitled “CLASSES OF UNITS” below.
- (ix) Perpetual bonds risk – The Fund may invest in perpetual bonds. Perpetual bonds (bonds without a maturity date) may be exposed to additional liquidity risk in certain market conditions. The liquidity for such investments in stressed market environments may be limited, negatively impacting the price they may be sold at, which in turn may negatively impact the Fund’s performance. The perpetual bonds are subject to call extension risk.
- (x) Call extension risk : Contingent convertible bonds can also be issued as perpetual bonds (i.e. bonds without a maturity date). While these will have call dates, there is no guarantee that the issue will be called on this date and there is a possibility that the bond may never be called resulting in the Fund not receiving the return of the principal at any date, like for any other non-callable perpetual bond.
- (xi) Risks associated with convertible bonds – Convertible bonds are a hybrid between debt and equity, permitting holders to convert into shares in the company issuing the bond at a specified future date. As such, convertible bonds will be exposed to equity movement and greater volatility than straight bond investments. Investments in convertible bonds are subject to the same interest rate risk, credit risk, liquidity risk and prepayment risk associated with comparable straight bond investments.
- (xii) Risks associated with investments in debt instruments with loss-absorption features – Debt instruments with loss-absorption features are subject to greater risks when compared to traditional debt instruments as such instruments are typically subject to the risk of being written down or converted to ordinary shares upon the occurrence of pre-defined trigger events (e.g. when the issuer is near or at the point of non-viability or when the issuer’s capital ratio falls to a specified level), which are likely to be outside of the issuer’s control. Such trigger events are complex and difficult to predict and may result in a significant or total reduction in the value of such instruments.

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

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

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

- (xiii) Risk related to “(icp)” Classes - “(icp)” Classes aim to pay dividend at a pre-determined annual percentage of net asset value per unit to be paid as a monthly dividend that is not linked to income or capital gains. The dividend amount or dividend rate is not guaranteed. The pre-determined percentage may not reflect either the actual or expected income or performance of the Fund. “(icp)” Classes are expected to pay dividends out of capital to a greater extent than other Classes and may do so over a prolonged period, which may result in a rapid and substantial erosion of the capital. Payment out of capital represents a withdrawal of investors’ original investment. This may result in a rapid and substantial erosion of an investor’s original investment.

A positive distribution does not imply a positive return. Dividend payments will continue even when the Fund has not earned income and experiences capital losses. This will result in a more rapid fall in the value of the “(icp)” Class than other Classes which do not pay dividend at pre-determined percentage. If the value of the net asset value per unit of “(icp)” Class falls to 0.1 in the Fund’s base currency, the Class will be fully redeemed and terminated by the Manager at the next practicable opportunity. Termination of the Class is subject to the SFC’s prior approval and at least one month’s notice will be given to the relevant unitholders prior to the termination. Please also refer to the “Payment of distributions out of capital risk” for the additional risks associated with “(icp)” Classes.

The Fund’s investments in derivative instruments, including CDS, are governed by provisions in this Explanatory Memorandum. The Investment Manager’s risk management process provides the overall control framework over these derivatives.

The key risk management processes for OTC (over-the-counter) derivatives include: a) reviewing and setting-up of new OTC master trade documentation, b) approval and set up of OTC counterparties, c) new OTC instruments due diligence, d) OTC trade approval, e) monitoring of Investment Restrictions and Guidelines, f) OTC valuation process, g) monitoring of CDS credit events, and h) monitoring of OTC trades and counterparties.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors while Class X units are only available to schemes and accounts where the Manager or its associated party acts as the manager or the investment manager of such schemes or accounts and a management fee or investment management fee is being charged by them.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Asian Total Return Bond (acc) - HKD	HK dollars
JPMorgan Asian Total Return Bond (acc) - RMB (hedged)	Renminbi
JPMorgan Asian Total Return Bond (acc) - USD	US dollars
JPMorgan Asian Total Return Bond (icn) - RMB (hedged)	Renminbi
JPMorgan Asian Total Return Bond (icp) - HKD	HK dollars
JPMorgan Asian Total Return Bond (icp) - USD	US dollars
JPMorgan Asian Total Return Bond (mth) - AUD (hedged)	Australian dollars
JPMorgan Asian Total Return Bond (mth) - CAD (hedged)	Canadian dollars
JPMorgan Asian Total Return Bond (mth) - GBP (hedged)	Sterling
JPMorgan Asian Total Return Bond (mth) - HKD	HK dollars
JPMorgan Asian Total Return Bond (mth) - NZD (hedged)	New Zealand dollars
JPMorgan Asian Total Return Bond (mth) - RMB (hedged)	Renminbi

JPMorgan Asian Total Return Bond (mth) - USD	US dollars
JPMorgan Asian Total Return Bond - Class C (acc) - USD	US dollars
JPMorgan Asian Total Return Bond - Class C (mth) - USD	US dollars
JPMorgan Asian Total Return Bond - Class I (acc) - USD	US dollars
JPMorgan Asian Total Return Bond - Class X (acc) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC's prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month's notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution thereof (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled "Currency Hedged Classes" and "AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class" respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC's prior approval (if applicable) and one month's prior notice to the relevant unitholders.

Classes with the suffix "(acc)"

Classes with the suffix "(acc)" are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Classes with the suffix "(icn)"

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan Asian Total Return Bond (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk^{*}.

^{*}The website has not been reviewed by the SFC.

Classes with the suffix “(icp)”

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month’s prior notice to unitholders.

Classes suffixed “(icp)” set a pre-determined annual percentage of net asset value per unit to be paid as a monthly dividend that is not linked to income or capital gains. The annual percentage is based on prevailing investor demand in the region where the Class is distributed and Fund level considerations, and is determined by an internal rate determination forum based on the weighted average annualised distribution yield of selected competitors’ funds in similar asset classes that are available for sale in Hong Kong. The percentage may be changed at the discretion of the Manager.

This Class pays a dividend that is expected to include a distribution from capital as well as the gains of the Class. Payments are expected to exceed the increase in the net asset value per unit from the net income and realised and/or unrealised capital gains of the Class resulting in erosion of the amount invested. Investors should be aware that, during periods of negative performance, the distribution will normally continue to be paid and the value of the investment may fall more rapidly. It may not be possible to maintain the initial/prevaling distribution payment indefinitely and it may be reduced. If the net asset value of the Class falls to 0.1 in the Fund’s base currency, the Class will be fully redeemed and terminated by the Manager at the next practicable opportunity. Termination of the Class is subject to the SFC’s prior approval and at least one month’s notice will be given to the relevant unitholders prior to the termination.

Class
JPMorgan Asian Total Return Bond (icp) - HKD
JPMorgan Asian Total Return Bond (icp) - USD

The latest dividend yield of the Class is available from the Manager upon request and at the website am.jpmorgan.com/hk[#]. Please also refer to the risk factors entitled “Risk related to “(icp)” Classes” and “Payment of distributions out of capital risk” for the risks associated with “(icp)” Classes.

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months (to the extent applicable) are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix “(mth)”

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Asian Total Return Bond (mth) - AUD (hedged)
JPMorgan Asian Total Return Bond (mth) - CAD (hedged)
JPMorgan Asian Total Return Bond (mth) - GBP (hedged)
JPMorgan Asian Total Return Bond (mth) - HKD
JPMorgan Asian Total Return Bond (mth) - NZD (hedged)
JPMorgan Asian Total Return Bond (mth) - RMB (hedged)
JPMorgan Asian Total Return Bond (mth) - USD
JPMorgan Asian Total Return Bond - Class C (mth) - USD

It is the intention of the Manager to make distributions on a monthly basis or/and at such other time as the Manager may, with the prior approval of the Trustee, provide one month’s prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by the Fund from its investment but in the event

[#] The website has not been reviewed by the SFC.

that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk.

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in USD. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00p.m. (Hong Kong time) on the immediately preceding dealing

*The website has not been reviewed by the SFC.

day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled “Reports and Accounts” below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled “SWING PRICING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled “DEALING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

For details of applications for units of the Fund, please refer to the section entitled “SUBSCRIPTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, save that the maximum initial charge payable shall be normally up to 3 per cent. of the net asset value per unit.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Asian Total Return Bond (mth) - AUD (hedged)	AU\$10.00
JPMorgan Asian Total Return Bond (mth) - CAD (hedged)	CA\$10.00
JPMorgan Asian Total Return Bond (mth) - GBP (hedged)	GBP10.00
JPMorgan Asian Total Return Bond (mth) - HKD	HK\$10.00
JPMorgan Asian Total Return Bond (mth) - NZD (hedged)	NZ\$10.00
JPMorgan Asian Total Return Bond (mth) - RMB (hedged)	RMB10.00
JPMorgan Asian Total Return Bond (mth) - USD	US\$10.00
JPMorgan Asian Total Return Bond (acc) - RMB (hedged)	RMB10.00
JPMorgan Asian Total Return Bond (acc) - USD	US\$10.00
JPMorgan Asian Total Return Bond (icp) - HKD	HK\$10.00
JPMorgan Asian Total Return Bond (icp) - USD	US\$10.00
JPMorgan Asian Total Return Bond - Class X (acc) - USD	US\$10.00

In addition, the first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Asian Total Return Bond (acc) - HKD	HK\$10.00
JPMorgan Asian Total Return Bond (icn) - RMB (hedged)	RMB10.00
JPMorgan Asian Total Return Bond - Class C (acc) - USD	US\$10.00
JPMorgan Asian Total Return Bond - Class C (mth) - USD	US\$10.00
JPMorgan Asian Total Return Bond - Class I (acc) - USD	US\$10.00

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled “REDEMPTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled “SWITCHING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 3 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses to approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, “Distributors”), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1 per cent. per annum of the net asset value of each Class other than Class C and Class X. For Class C, the Manager currently receives a fee of 0.5 per cent. per annum of the net asset value of each Class. For Class X, the Manager currently does not receive any management fee. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class), by giving to the Trustee and unitholders not less than one month’s notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class’ interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the following rates of the Fund's net asset value:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to the Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan Europe High Yield Bond Fund

INTRODUCTION

JPMorgan Europe High Yield Bond Fund ("Fund") is a unit trust constituted by a Trust Deed dated 10 March 2016 ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited, acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVES, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective and policy of the Fund are to aim to achieve a return in excess of European bond markets by investing at least 70% of its total net asset value in European and non-European below investment grade debt securities denominated in European currencies.

Debt securities include but are not limited to bonds, money market instruments and other debt securities which are issued by the international issuers such as government, quasi-government organizations, agencies, financial institutions, corporations, organizations or entities.

The Fund will invest not less than 70% of its total net asset value in below investment grade debt securities (rated Ba1/BB+ or below using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)) or unrated securities. When investing in debt securities, the Investment Manager will first consider the credit rating of a debt security itself and only if such credit rating is unavailable, the Investment Manager will then consider the credit rating of its issuer, which will become the implied rating of the relevant debt security. An unrated debt security refers to a debt security which neither the debt security itself nor its issuer has a credit rating.

The Fund may invest up to 30% of its total net asset value in investment grade debt securities (rated Baa3/BBB- or higher using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)).

The Fund may also invest in derivatives such as options, warrants and futures for investment purposes.

The Fund may also invest up to 10% of its total net asset value in convertible bonds. Currently, the Fund does not intend to i) invest in asset-backed securities (including mortgage-backed securities and asset-backed commercial securities); or ii) enter into securities lending arrangements, repurchase agreements, reverse repurchase agreements or other similar over-the counter transactions. Should these investment policies change in the future, the Manager will follow the appropriate legal and regulatory requirements and the offering document will be updated accordingly.

The Fund may invest up to 10% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund will have limited Renminbi (RMB) denominated underlying investments.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the sub-section entitled "Investment Restrictions and Guidelines" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, unless otherwise set out below.

The following investment restrictions and guidelines are applicable to the Fund:

- i) The value of the Fund's holding of European and non-European below investment grade debt securities denominated in European currencies shall not be less than 70% of its total net asset value in securities and other investments.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

Although the Trust Deed contains provisions which allow the Manager to, on behalf of the Fund, enter into securities financing transactions, namely, securities lending transactions, sale and repurchase transactions and reverse purchase transactions, or other similar over-the-counter transactions, the Manager does not currently intend to enter into such transactions. Should the Manager decide to enter into these transactions, this Explanatory Memorandum will be amended and unitholders will be provided with not less than one month's (or such other period as the SFC may require) prior written notification in respect of such amendment.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Risks associated with debt securities – the Fund's investments in debt securities are subject to the following risks:
 - Interest rates risk – Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. Given the historically low interest rate environment, risks associated with rising rates are heightened. The performance of the Fund may therefore be adversely affected.
 - Below investment grade/lower rated or unrated investment risk – The Fund may invest in bonds and other debt securities which are unrated or rated below investment grade by international accredited rating agencies. Accordingly, such investment will be accompanied by a higher degree of credit and liquidity risk than is present with investment in higher rated securities. During economic downturns

such bonds typically fall more in value than investment grade bonds as such are often subject to a higher risk of issuer default. The net asset value of the Fund may decline or be negatively affected if there is a default of any of the bonds with credit rating of below investment grade that the Fund invests in or if interest rates change.

- Investment grade bond risk – Investment grade bonds are assigned ratings within the top rating categories by rating agencies (including but not limited to Fitch, Moody's and/or Standard & Poor's) on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review such assigned ratings and bonds may therefore be downgraded in rating if economic circumstances (e.g. subject to market or other conditions) impact the relevant bond issues. Downgrading of the bonds may adversely affect the value of the relevant bonds and therefore the performance of the Fund. The Fund may or may not be able to dispose of the bonds that are downgraded. Also, the Fund may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.
 - Credit risk – If the issuer of any of the fixed interest securities in which the Fund's assets are invested defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Fund. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund. The credit ratings assigned by credit rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or the issuer at all times. Furthermore, most emerging market fixed interest securities are not given a rating by internationally recognised credit rating agencies and subject to the "Emerging markets risk" set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.
 - Valuation risk – Valuation of the Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.
- (ii) Risks associated with investments in debt instruments with loss-absorption features – Debt instruments with loss-absorption features are subject to greater risks when compared to traditional debt instruments as such instruments are typically subject to the risk of being written down or converted to ordinary shares upon the occurrence of pre-defined trigger events (e.g. when the issuer is near or at the point of non-viability or when the issuer's capital ratio falls to a specified level), which are likely to be outside of the issuer's control. Such trigger events are complex and difficult to predict and may result in a significant or total reduction in the value of such instruments.

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

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

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

- (iii) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value per unit. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Class may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Class and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-hedged Classes.

- (iv) RMB currency risk – RMB is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. RMB exchange rate is also subject to exchange control policies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the relevant authorities of the People's Republic of China. As the exchange rates are influenced by government policy and market forces, the exchange rates for RMB against other currencies, including US dollars and HK dollars, are susceptible to movements based on external factors. Accordingly, the investment in Classes denominated in RMB may be adversely affected by the fluctuations in the exchange rate between RMB and other foreign currencies.

RMB is currently not freely convertible and RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and restrictions imposed by the Chinese government.

Classes denominated in RMB will generally be valued with reference to RMB (CNH) rather than RMB (CNY). While RMB (CNH) and RMB (CNY) represent the same currency, they are traded in different and separate markets which operate independently. As such RMB (CNH) does not necessarily have the same exchange rate and may not move in the same direction as RMB (CNY). Any divergence between RMB (CNH) and RMB (CNY) may adversely impact investors.

Classes denominated in RMB participate in the offshore RMB (CNH) market, which allow investors to freely transact CNH outside of mainland China. Classes denominated in RMB will have no requirement to remit CNH to onshore RMB (CNY). Non-RMB based investors (e.g. Hong Kong investors) in Classes denominated in RMB may have to convert HK dollars or other currencies into RMB when investing in Classes denominated in RMB and subsequently convert the RMB redemption proceeds and/or distributions (if any) back to HK dollars or such other currencies. Investors will incur currency conversion costs and may suffer losses depending on the exchange rate movements of RMB relative to HK dollars or such other currencies. Also, there can be no assurance that RMB will not be subject to devaluation and any depreciation of RMB could adversely affect the value of the investor's investment in the Fund.

Even if the Fund aims at paying redemption monies and/or distributions of RMB denominated Classes in RMB, the Manager may, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, pay redemption monies and/or distributions in Fund's base currency. There is also a risk that payment of redemption monies and/or distributions in RMB may be delayed when there is not sufficient amount of RMB for currency conversion for settlement of the redemption monies and distributions in a timely manner due to the exchange controls and restrictions applicable to RMB. In any event, the redemption proceeds will be paid not later than one calendar month after the relevant dealing day on which units are redeemed and the Manager has received a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require.

- (v) Class currency risk – The Class Currency of each Class may be different from the Fund's base currency, the currencies of which the Fund's assets are invested and/or investors' base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not Australian dollars) and chooses to invest in the AUD Hedged Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and Australian dollars upon the reconversion of its Australian dollars investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in Australian dollars. For further details, please refer to the sub-section entitled "Currency Hedged Classes" in the section entitled "CLASSES OF UNITS" below.

- (vi) Risks related to the Eurozone sovereign debt crisis – The Fund may invest substantially in the Eurozone. In light of the ongoing fiscal conditions and concerns on the sovereign debt risk of certain countries within the Eurozone (in particular, Portugal, Ireland, Italy, Greece and Spain), the Fund’s investments in the region may be subject to higher volatility, liquidity, currency and default risks. The performance of the Fund may deteriorate significantly should there be any adverse credit events (e.g. downgrade of the sovereign credit rating, obligation default, etc) of any Eurozone country or exit of members from the Eurozone.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Europe High Yield Bond (mth) - AUD (hedged)	Australian dollars
JPMorgan Europe High Yield Bond (mth) - EUR	Euro
JPMorgan Europe High Yield Bond (mth) - HKD (hedged)	HK dollars
JPMorgan Europe High Yield Bond (mth) - RMB (hedged)	Renminbi
JPMorgan Europe High Yield Bond (mth) - USD (hedged)	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled “Currency Hedged Classes” and “AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class” respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC’s prior approval (if applicable) and one month’s prior notice to the relevant unitholders.

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Europe High Yield Bond (mth) - AUD (hedged)
JPMorgan Europe High Yield Bond (mth) - EUR
JPMorgan Europe High Yield Bond (mth) - HKD (hedged)

JPMorgan Europe High Yield Bond (mth) - RMB (hedged)
JPMorgan Europe High Yield Bond (mth) - USD (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and at such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by the Fund from its investment but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/ or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in Fund's base currency. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

[#] The website has not been reviewed by the SFC.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and, in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "REPORTS AND ACCOUNTS" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Manager has absolute discretion to accept or reject in whole or in part any application for units.

The Fund is denominated in Euro.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund, save that the maximum initial charge payable shall be up to 3 per cent. of the net asset value per unit.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Europe High Yield Bond (mth) - AUD (hedged)	AU\$10.00
JPMorgan Europe High Yield Bond (mth) - EUR	EUR10.00
JPMorgan Europe High Yield Bond (mth) - HKD (hedged)	HK\$10.00
JPMorgan Europe High Yield Bond (mth) - RMB (hedged)	RMB10.00
JPMorgan Europe High Yield Bond (mth) - USD (hedged)	US\$10.00

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled “REDEMPTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled “SWITCHING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 3 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, “Distributors”), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1 per cent. per annum of the net asset value of each Class and may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month’s notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of each Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class’ interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the following rates of the Fund’s net asset value:-

	<u>Rate (per annum)</u>
On the first EUR35,000,000	0.06%
On the next EUR25,000,000	0.04%
On the balance over EUR60,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month’s notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "General" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to the Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

INTRODUCTION

JPMorgan Global Bond Fund ("Fund") is a unit trust constituted by a Trust Deed dated 30 April, 1979, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund was authorised as a unit trust by the Securities and Futures Commission ("SFC") under the *Securities Ordinance* of Hong Kong and is now deemed to have been authorised as a collective investment scheme under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund has received approval from the China Securities Regulatory Commission for offering to PRC investors and classes with the suffix "(PRC)" are available to PRC investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Bank of East Asia (Trustees) Limited acting as trustee of the Fund ("Trustee"), is incorporated with limited liability in Hong Kong. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment policy of the Fund aims to achieve a return in excess of global bond markets by investing primarily (i.e. at least 80% of its total net asset value) in global investment grade debt securities.

Global debt securities include but are not limited to bonds, money market instruments and other debt securities which are issued by the international issuers such as government, quasi-government organizations, agencies, financial institutions, corporations, organizations or entities.

The Fund invests at least 80% of its total net asset value in global debt securities rated investment grade (rated Baa3/BBB- or higher using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)) indirectly (through investing in collective investment schemes) or directly. The Fund may invest up to 10% of its total net asset value in global debt securities rated below investment grade (rated Ba1/BB+ or below using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)) or unrated securities indirectly (through investing in collective investment schemes) or directly. When investing in debt securities, the credit rating of debt security itself will be considered first, and only if such a credit rating is unavailable, will the credit rating of its issuer then be considered, such credit rating of its issuer becoming the implied rating of the relevant debt security. An unrated debt security refers to a debt security which neither the debt security itself nor its issuer has a credit rating.

The Fund's investment in collective investment schemes will be restricted to less than 30% of its total net asset value and such underlying schemes will either be authorised by the SFC¹ or eligible schemes in accordance with the list of recognised jurisdictions published by the SFC. The investment objective and strategy of the underlying schemes which the Fund invests in are similar to those of the Fund. Both the Fund and the underlying schemes will not use derivatives extensively and will not use derivatives primarily for investment purposes.

¹ SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of the fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund will not invest more than 20% of its total net asset value in PRC onshore securities (including debt securities).

The Fund will not invest more than 20% of its total net asset value in Chinese debt securities traded in the CIBM through Bond Connect.

The Fund will not invest more than 10% of its total net asset value in urban investment bonds² (城投債).

The Fund will not invest more than 10% of its total net asset value in asset backed securities and mortgage backed securities.

The Fund may invest less than 30% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund may also invest in derivatives such as options, warrants, swaps and futures for investment purposes and may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the Manager, the Investment Manager and/or the Sub-Manager, hold temporarily up to 100% of its total net asset value in cash and cash based instruments.

Currently, the Fund does not intend to enter into securities lending arrangements, repurchase agreements, reverse repurchase agreements or other similar over-the counter transactions. Should this investment policy change in the future, one month's prior notice will be given to unitholders (if required) and the offering document will be updated accordingly.

The Fund may invest in assets denominated in currencies other than its base currency (i.e. USD). Non USD currency exposure may be hedged. The Fund will have limited Renminbi (RMB) denominated underlying investments.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the sub-section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds. In addition, the following investment restrictions and guidelines shall apply to the Fund as at the immediate preceding valuation:

- (i) The value of the Fund's holdings in global investment grade debt securities (directly or indirectly through collective investment schemes) shall not be less than 80% of its total net asset value.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

² Urban investment bonds are debt instruments issued by mainland China local government financing vehicles ("LGFVs"). These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Risks associated with debt securities – the Fund's investments in debt securities are subject to the following risks:
- Interest rates risk – Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. Given the historically low interest rate environment, risks associated with rising rates are heightened.
 - Credit risk – If the issuer of any of the fixed interest securities in which the Fund's assets are invested defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Fund. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund. The credit ratings assigned by credit rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or the issuer at all times. Furthermore, most emerging market fixed interest securities are not given a rating by internationally recognised credit rating agencies and subject to the "Emerging market risk" set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.
 - Below investment grade/lower rated or unrated investment risk – The Fund may invest in bonds and other debt securities which are unrated or rated below investment grade by international accredited rating agencies. Accordingly, such investment will be accompanied by a higher degree of credit and liquidity risk than is present with investment in higher rated securities. During economic downturns such bonds typically fall more in value than investment grade bonds as such are often subject to a higher risk of issuer default. The net asset value of the Fund may decline or be negatively affected if there is a default of any of the bonds with credit rating of below investment grade that the Fund invests in or if interest rates change.
 - Investment grade bond risk – Investment grade bonds are assigned ratings within the top rating categories by rating agencies (including but not limited to Fitch, Moody's and/or Standard & Poor's) on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review such assigned ratings and bonds may therefore be downgraded in rating if economic circumstances (e.g. subject to market or other conditions) impact the relevant bond issues. Downgrading of the bonds may adversely affect the value of the relevant bonds and therefore the performance of the Fund. The Fund may or may not be able to dispose of the bonds that are downgraded. Also, the Fund may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.
 - Sovereign debt risk – The Fund's investment in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request the Fund to participate in restructuring such debts. The Fund may suffer significant losses when there is a default of sovereign debt issuers.
 - Valuation risk – Valuation of the Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.
- (ii) Counterparty risk for CDS – The Fund may invest in different instruments (either exchange traded or OTC derivatives) in accordance with the objectives of the Fund and as permitted by the investment restrictions. In general, there is less governmental regulation and supervision of transactions in the OTC markets than of transactions entered into on organised exchanges. Also, the OTC market may be illiquid; it might

not be possible to execute a transaction at the desired time. The Fund may buy protection under CDS with or without holding the underlying assets. The Fund may also sell protection under CDS in order to acquire a specific credit exposure. The Fund will enter into CDS transactions with reputable and sound financial institutions (i.e. the counterparties) specialised in this type of transaction. The terms of the CDS transactions are governed by a master agreement entered into between the Trustee on behalf of the Fund and the counterparty. The master agreement uses the form, and incorporates certain terms laid down by the International Swaps and Derivatives Association, Inc. ("ISDA"). Also, the Fund will accept obligations upon a credit event that are within the investment policy of the Fund (please refer to the Credit event risk below). If the counterparties of the CDS transactions default, the Fund could suffer substantial losses.

- (iii) Settlement risk – Settlement procedures in CDS may not be as developed and reliable as for exchange traded instruments. The creditworthiness of the counterparty trading CDS used by the Fund may not be as sound as its current credit rating, if any, implies. The Fund may be subject to a risk of loss if a counterparty defaults in the performance of its responsibilities.

Cash settlement – In general, recovery is determined by a group of dealers after the credit event, or as per the agreed method in the trade documentation, and a cash payment of par value minus recovery is made to the CDS protection buyer.

In case a credit event occurs, physical settlement may also apply if it is part of the agreed CDS terms:

Physical settlement – The CDS protection buyer can deliver the referenced obligation or one of a number of agreed deliverable obligations and receive par recovery value. The need for a pre-agreed notification period and delivery windows happens when the total notional of deliverable obligations is less than the total of CDS contracts outstanding of the reference entity. If all CDS contracts had to settle physically on the same day, there would be insufficient bonds to meet demand.

Notwithstanding the above settlement methods, the price of the underlying defaulted bonds can vary significantly during the pre-agreed notification period and delivery windows following an event of default, thereby resulting in a material difference in estimating the settlement values, and thus causing fluctuations in the Fund's net asset value.

- (iv) Volatility risk for CDS – CDS may trade differently from the funded securities of the reference entity. In adverse market conditions, the basis (difference between the spread on bonds and the spread on CDS) can add significantly more volatility than holding funded securities.
- (v) Credit event risk – A credit event is generally defined by ISDA among others as an event of bankruptcy, insolvency, receivership, material adverse restructuring of debt, obligation default/acceleration, debt moratorium/repudiation and/or failure to meet payment obligations when due by the CDS referenced issuer. ISDA has produced standardised documentation for these transactions under the umbrella of its ISDA Master Agreement. Given that the terms and definitions in the CDS contract may vary across each counterparty the Investment Manager or the Sub-Manager deals with, the Fund may be subject to a risk of prolonged period of recovery or loss as a result.

Recovery risk – The Fund may be exposed to the risk of receiving small or zero recovery amounts as compared to the pre-agreed notional recovery.

Deliverable risk – There could be a potential mismatch of deliverables when the Investment Manager or the Sub-Manager sells CDS protection on one swap and buys CDS protection on another swap with different deliverable obligations since the market conditions may not permit the Investment Manager or the Sub-Manager to sell the obligations that are being delivered in an illiquid post-default market and buy the pre-agreed obligations to deliver in the other swap.

- (vi) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value of units. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged Class with suffix “(icn)”, for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

- (vii) Risks related to the Eurozone sovereign debt crisis – The Fund may invest substantially in the Eurozone. In light of the ongoing fiscal conditions and concerns on the sovereign debt risk of certain countries within the Eurozone (in particular, Portugal, Ireland, Italy, Greece and Spain), the Fund’s investments in the region may be subject to higher volatility, liquidity, currency and default risks. The performance of the Fund may deteriorate significantly should there be any adverse credit events (e.g. downgrade of the sovereign credit rating, obligation default, etc) of any Eurozone country or exit of members from the Eurozone.
- (viii) Cross-Class liability risk – Pursuant to the Trust Deed, the Manager reserves the right to establish and issue new Classes from time to time. The net asset value of each Class will be calculated separately with particular assets and liabilities of the Fund attributable to particular Classes. Whilst different Classes may have separate accounts for internal accounting purposes, there is no legal segregation of assets and liabilities between Classes. Accordingly, the assets of one or more Classes may be used to settle liability which arises in another Class.
- (ix) Class currency risk – The Class Currency of each Class may be different from the Fund’s base currency, the currencies of which the Fund’s assets are invested and/or investors’ base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not RMB) and chooses to invest in the RMB Hedged Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and RMB upon the reversion of its RMB investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in RMB. For further details, please refer to the sub-section entitled “Currency Hedged Classes” in the section entitled “Classes of Units” below.
- (x) Risks of investing in other collective investment schemes – The Fund will be subject to the risks associated with the underlying collective investment schemes it invests in. The Fund does not have control of the investments of the underlying schemes and there is no assurance that the investment objective and strategy of the underlying schemes will be successfully achieved which may have a negative impact to the net asset value of the Fund.

The underlying schemes in which the Fund may invest may not be regulated by the SFC. There may be additional costs involved when investing into these underlying schemes. There is also no guarantee that the underlying schemes will always have sufficient liquidity to meet the Fund’s redemption requests as and when made.

- (xi) Risks associated with investments in debt instruments with loss-absorption features – Debt instruments with loss-absorption features are subject to greater risks when compared to traditional debt instruments as such instruments are typically subject to the risk of being written down or converted to ordinary shares upon the occurrence of pre-defined trigger events (e.g. when the issuer is near or at the point of non-viability or when the issuer’s capital ratio falls to a specified level), which are likely to be outside of the issuer’s control. Such trigger events are complex and difficult to predict and may result in a significant or total reduction in the value of such instruments.

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

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

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

The Fund's investments in derivative instruments, including CDS, are governed by provisions in the Explanatory Memorandum. The Investment Manager's risk management process provides the overall control framework over these derivatives.

The key risk management processes for OTC (over-the-counter) derivatives include: a) reviewing and setting-up of new OTC master trade documentation, b) approval and set up of OTC counterparties, c) new OTC instruments due diligence, d) OTC trade approval, e) monitoring of Investment Restrictions and Guidelines, f) OTC valuation process, g) monitoring of CDS credit events, and h) monitoring of OTC trades and counterparties.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a "Class") whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C and Class I units are only available to institutional investors and certain designated distributors while Class X units are only available to schemes and accounts where the Manager or its associated party acts as the manager or the investment manager of such schemes or accounts and a management fee or investment management fee is being charged by them.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Global Bond (acc) - RMB (hedged)	Renminbi
JPMorgan Global Bond (san) - USD	US dollars
JPMorgan Global Bond (icn) - RMB (hedged)	Renminbi
JPMorgan Global Bond (mth) - AUD (hedged)	Australian dollars
JPMorgan Global Bond (mth) - CAD (hedged)	Canadian dollars
JPMorgan Global Bond (mth) - HKD	HK dollars
JPMorgan Global Bond (mth) - NZD (hedged)	New Zealand dollars
JPMorgan Global Bond (mth) - RMB (hedged)	Renminbi
JPMorgan Global Bond (mth) - USD	US dollars
JPMorgan Global Bond - Class C (acc) - USD	US dollars
JPMorgan Global Bond - Class C (mth) - USD	US dollars
JPMorgan Global Bond - Class I (acc) - RMB	Renminbi
JPMorgan Global Bond - Class I (acc) - USD	US dollars
JPMorgan Global Bond - Class I (mth) - RMB	Renminbi
JPMorgan Global Bond - Class I (mth) - USD	US dollars
JPMorgan Global Bond - Class X (acc) - HKD	HK dollars
JPMorgan Global Bond - Class X (acc) - USD	US dollars
JPMorgan Global Bond - Class X (mth) - HKD	HK dollars
JPMorgan Global Bond - Class X (mth) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC's prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the

Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month's notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled "Currency Hedged Classes" and "AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class" respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC's prior approval (if applicable) and one month's prior notice to the relevant unitholders.

Classes with the suffix "(san)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income of JPMorgan Global Bond (san) - USD in respect of each accounting period to be distributed to unitholders of the Class. The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit and the relevant unit certificate(s) (if any) by 3:30 p.m. Hong Kong time on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. Hong Kong time on the last cum distribution dealing date.

Distributions are made semi-annually in respect of the periods ending on 30 September and 31 March each year, provided a surplus is available on the income account. These distributions will normally be paid in November and April in each year respectively. The Manager expects to be able to pay distributions from income generated by JPMorgan Global Bond (san) - USD from its investment but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix "(acc)"

Classes with the suffix "(acc)" are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Classes with the suffix "(icn)"

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan Global Bond (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that

[#] The website has not been reviewed by the SFC.

such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled “Payment of distributions out of capital risk”.

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk^{*}.

Classes with the suffix “(mth)”

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Class respectively in respect of each accounting period to be distributed to unitholders of these Class respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Global Bond (mth) - AUD (hedged)
JPMorgan Global Bond (mth) - CAD (hedged)
JPMorgan Global Bond (mth) - HKD
JPMorgan Global Bond (mth) - NZD (hedged)
JPMorgan Global Bond (mth) - RMB (hedged)
JPMorgan Global Bond (mth) - USD
JPMorgan Global Bond - Class C (mth) - USD
JPMorgan Global Bond - Class I (mth) - RMB
JPMorgan Global Bond - Class I (mth) - USD
JPMorgan Global Bond - Class X (mth) - HKD
JPMorgan Global Bond - Class X (mth) - USD

It is the intention of the Manager to make distributions on a monthly basis or/and at such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by the Fund from its investment but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled “Payment of distributions out of capital risk”.

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk^{*}.

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

^{*}The website has not been reviewed by the SFC.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in Fund's base currency. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less its liabilities of that Class, by the total number of units of that Class in issue as at 5:00p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled “SWING PRICING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled “DEALING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled “SUBSCRIPTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund, save that the maximum initial charge payable shall be normally up to 3 per cent. of the net asset value per unit.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Global Bond (acc) - RMB (hedged)	RMB10.00
JPMorgan Global Bond (san) - USD	US\$10.00
JPMorgan Global Bond (mth) - AUD (hedged)	AU\$10.00
JPMorgan Global Bond (mth) - CAD (hedged)	CA\$10.00
JPMorgan Global Bond (mth) - HKD	HK\$10.00
JPMorgan Global Bond (mth) - NZD (hedged)	NZ\$10.00
JPMorgan Global Bond (mth) - RMB (hedged)	RMB10.00
JPMorgan Global Bond (mth) - USD	US\$10.00
JPMorgan Global Bond - Class X (acc) - USD	US\$10.00
JPMorgan Global Bond - Class X (mth) - USD	US\$10.00

In addition, the first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Global Bond (icn) - RMB (hedged)	RMB10.00
JPMorgan Global Bond - Class C (acc) - USD	US\$10.00
JPMorgan Global Bond - Class C (mth) - USD	US\$10.00
JPMorgan Global Bond - Class I (acc) - RMB	RMB10.00
JPMorgan Global Bond - Class I (acc) - USD	US\$10.00
JPMorgan Global Bond - Class I (mth) - RMB	RMB10.00
JPMorgan Global Bond - Class I (mth) - USD	US\$10.00
JPMorgan Global Bond - Class X (acc) - HKD	HK\$10.00
JPMorgan Global Bond - Class X (mth) - HKD	HK\$10.00

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled “REDEMPTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 3 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses to approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 0.8 per cent. per annum of the net asset value of each Class other than Class C, Class I and Class X. For Class C and Class I, the Manager currently receives a fee of 0.4 per cent. per annum of the net asset value of each Class.

For Class X, the Manager currently does not receive any management fee. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. This fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its connected persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the rate of 0.018 per cent. per annum of the Fund's net asset value. The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan Global Investment Grade Bond Fund

INTRODUCTION

JPMorgan Global Investment Grade Bond Fund ("Fund") is a unit trust constituted by a Trust Deed dated 1 February 2023, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated with limited liability in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The Fund aims to achieve a return in excess of global bond markets by investing primarily (i.e. at least 90% of its total net asset value) in investment grade debt securities globally across different sectors, including but not limited to government, government related, corporate, emerging markets and securitised debts.

The Fund invests at least 90% of its total net asset value in investment grade debt securities (rated Baa3/BBB- or higher using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)), which includes mortgage-backed securities and asset-backed securities, directly or indirectly through investing in collective investment schemes from issuers anywhere in the world, including emerging markets. When investing in debt securities, the Investment Manager will first consider the credit rating of a debt security itself and only if such credit rating is unavailable, the Investment Manager will then consider the credit rating of its issuer, which will become the implied rating of the relevant debt security.

The Fund's investment in collective investment schemes will be restricted to less than 30% of its total net asset value and such underlying schemes will either be authorised by the SFC¹ or eligible schemes in accordance with the list of recognised jurisdictions published by the SFC.

The Fund will not invest more than 30% of its total net asset value in mortgage-backed securities ("MBS") and/or asset-backed securities ("ABS"). MBS which may be agency (issued by quasi US government agencies) and non-agency (issued by private institutions) refers to debt securities that are backed by mortgages, including residential and commercial mortgages, and ABS refers to those that are backed by other types of assets such as credit card debt, car loans, consumer loans and equipment leases. Additionally, the Fund can invest up to 10% of its total net asset value in covered bonds.

¹ SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of the fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund will not invest more than 20% of its total net asset value in PRC onshore securities (such as debt securities that are traded in the China interbank bond market through Bond Connect and onshore urban investment bonds² (城投債)).

The Fund will not invest more than 10% of its total net asset value in urban investment bonds.

The Fund may invest less than 30% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

While the Fund will not invest in debt securities below investment grade and unrated debt securities (i.e. both the debt securities and their issuers are unrated by Moody's, Standard and Poor's, Fitch or other international independent rating agencies), the Fund may hold debt securities below investment grade and/or unrated debt securities as a result of credit downgrades, removal of rating or default. In such circumstances, the Fund may hold less than 90% of its total net asset value in investment grade debt securities on a temporary basis.

The Fund may also invest in derivatives such as options, futures, forward and swaps for hedging purpose and investment purpose and may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the Manager and the Investment Manager, hold temporarily up to 100% of its total net asset value in cash and cash based instruments.

The Fund may invest in bonds denominated in non-base currency. The non-base currency exposures may be hedged to the base currency.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the sub-section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds. In addition, the following investment restrictions and guidelines shall apply to the Fund as at the immediate preceding valuation:

- (i) The value of the Fund's holding in global investment grade debt securities (directly or indirectly through collective investment scheme) shall not be less than 90% of its total net assets.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

² Urban investment bonds are debt instruments issued by mainland China local government financing vehicles ("LGFVs"). These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects.

In addition, the following risk factors are applicable to the Fund:

- (i) Risks associated with debt securities – the Fund's investments in debt securities are subject to the following risks:
- Interest rates risk – Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. Given the historically low interest rate environment, risks associated with rising rates are heightened.
 - Credit risk – If the issuer of any of the fixed interest securities in which the Fund's assets are invested defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Fund. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund. The credit ratings assigned by credit rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or the issuer at all times. Furthermore, most emerging market fixed interest securities are not given a rating by internationally recognised credit rating agencies and subject to the "Emerging market risk" set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.
 - Investment grade bond risk – Investment grade bonds are assigned ratings within the top rating categories by rating agencies (including but not limited to Fitch, Moody's and/or Standard & Poor's) on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review such assigned ratings and bonds may therefore be downgraded in rating if economic circumstances (e.g. subject to market or other conditions) impact the relevant bond issues. Downgrading of the bonds may adversely affect the value of the relevant bonds and therefore the performance of the Fund. The Fund may or may not be able to dispose of the bonds that are downgraded. Also, the Fund may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.
 - Sovereign debt risk – The Fund's investment in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request the Fund to participate in restructuring such debts. The Fund may suffer significant losses when there is a default of sovereign debt issuers.
 - Valuation risk – Valuation of the Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.
 - Risks associated with asset backed securities, mortgage backed securities and covered bonds – The asset backed securities, mortgage backed securities and covered bonds in which the Fund invests may be highly illiquid and prone to substantial price volatility. These instruments may be subject to greater credit, liquidity and interest rate risk compared to other debt securities. They are often exposed to extension and prepayment risks and risks that the payment obligations relating to the underlying assets are not met, which may adversely impact the returns of the securities.
 - Risks associated with investments in urban investment bonds (城投債) – Urban investment bonds are issued by local government financing vehicles ("LGFVs"), such bonds are typically not guaranteed by local governments or the central government of the Mainland. In the event that the LGFVs default on payment of principal or interest of the urban investment bonds, the Fund could suffer substantial loss and the net asset value of the Fund could be adversely affected.
- (ii) Counterparty risk for CDS – The Fund may invest in different instruments (either exchange traded or OTC derivatives) in accordance with the objectives of the Fund and as permitted by the investment restrictions. In general, there is less governmental regulation and supervision of transactions in the OTC markets than of transactions entered into on organised exchanges. Also, the OTC market may be illiquid; it might

not be possible to execute a transaction at the desired time. The Fund may buy protection under CDS with or without holding the underlying assets. The Fund may also sell protection under CDS in order to acquire a specific credit exposure. The Fund will enter into CDS transactions with reputable and sound financial institutions (i.e. the counterparties) specialised in this type of transaction. The terms of the CDS transactions are governed by a master agreement entered into between the Trustee on behalf of the Fund and the counterparty. The master agreement uses the form, and incorporates certain terms laid down by the International Swaps and Derivatives Association, Inc. ("ISDA"). Also, the Fund will accept obligations upon a credit event that are within the investment policy of the Fund (please refer to the Credit event risk below). If the counterparties of the CDS transactions default, the Fund could suffer substantial losses.

- (iii) Settlement risk – Settlement procedures in CDS may not be as developed and reliable as for exchange traded instruments. The creditworthiness of the counterparty trading CDS used by the Fund may not be as sound as its current credit rating, if any, implies. The Fund may be subject to a risk of loss if a counterparty defaults in the performance of its responsibilities.

Cash settlement – In general, recovery is determined by a group of dealers after the credit event, or as per the agreed method in the trade documentation, and a cash payment of par value minus recovery is made to the CDS protection buyer.

In case a credit event occurs, physical settlement may also apply if it is part of the agreed CDS terms:

Physical settlement – The CDS protection buyer can deliver the referenced obligation or one of a number of agreed deliverable obligations and receive par recovery value. The need for a pre-agreed notification period and delivery windows happens when the total notional of deliverable obligations is less than the total of CDS contracts outstanding of the reference entity. If all CDS contracts had to settle physically on the same day, there would be insufficient bonds to meet demand.

Notwithstanding the above settlement methods, the price of the underlying defaulted bonds can vary significantly during the pre-agreed notification period and delivery windows following an event of default, thereby resulting in a material difference in estimating the settlement values, and thus causing fluctuations in the Fund's net asset value.

- (iv) Volatility risk for CDS – CDS may trade differently from the funded securities of the reference entity. In adverse market conditions, the basis (difference between the spread on bonds and the spread on CDS) can add significantly more volatility than holding funded securities.
- (v) Credit event risk – A credit event is generally defined by ISDA among others as an event of bankruptcy, insolvency, receivership, material adverse restructuring of debt, obligation default/acceleration, debt moratorium/repudiation and/or failure to meet payment obligations when due by the CDS referenced issuer. ISDA has produced standardised documentation for these transactions under the umbrella of its ISDA Master Agreement. Given that the terms and definitions in the CDS contract may vary across each counterparty the Investment Manager deals with, the Fund may be subject to a risk of prolonged period of recovery or loss as a result.

Recovery risk – The Fund may be exposed to the risk of receiving small or zero recovery amounts as compared to the pre-agreed notional recovery.

Deliverable risk – There could be a potential mismatch of deliverables when the Investment Manager sells CDS protection on one swap and buys CDS protection on another swap with different deliverable obligations since the market conditions may not permit the Investment Manager to sell the obligations that are being delivered in an illiquid post-default market and buy the pre-agreed obligations to deliver in the other swap.

- (vi) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value of units. Also, a positive distribution yield does not imply a positive return on the total investment.

- (vii) Risks related to the Eurozone sovereign debt crisis – The Fund may invest substantially in the Eurozone. In light of the ongoing fiscal conditions and concerns on the sovereign debt risk of certain countries within the Eurozone (in particular, Portugal, Ireland, Italy, Greece and Spain), the Fund's investments in the region may be subject to higher volatility, liquidity, currency and default risks. The performance of the Fund may deteriorate significantly should there be any adverse credit events (e.g. downgrade of the sovereign credit rating, obligation default, etc) of any Eurozone country or exit of members from the Eurozone.
- (viii) Cross-Class liability risk – Pursuant to the Trust Deed, the Manager reserves the right to establish and issue new Classes from time to time. The net asset value of each Class will be calculated separately with particular assets and liabilities of the Fund attributable to particular Classes. Whilst different Classes may have separate accounts for internal accounting purposes, there is no legal segregation of assets and liabilities between Classes. Accordingly, the assets of one or more Classes may be used to settle liability which arises in another Class.
- (ix) Risks of investing in other collective investment schemes – The Fund will be subject to the risks associated with the underlying collective investment schemes it invests in. The Fund does not have control of the investments of the underlying schemes and there is no assurance that the investment objective and strategy of the underlying schemes will be successfully achieved which may have a negative impact to the net asset value of the Fund.

The underlying schemes in which the Fund may invest may not be regulated by the SFC. There may be additional costs involved when investing into these underlying schemes. There is also no guarantee that the underlying schemes will always have sufficient liquidity to meet the Fund's redemption requests as and when made.

- (x) Emerging markets risk – The Fund invests in emerging markets around the globe which may involve increased risks and special considerations not typically associated with investment in more developed markets, such as liquidity risks, currency risks/control, political and economic uncertainties, legal and taxation risks, settlement risks, custody risk and the likelihood of a high degree of volatility.
- (xi) Risks associated with investments in debt instruments with loss-absorption features – Debt instruments with loss-absorption features are subject to greater risks when compared to traditional debt instruments as such instruments are typically subject to the risk of being written down or converted to ordinary shares upon the occurrence of pre-defined trigger events (e.g. when the issuer is near or at the point of non-viability or when the issuer's capital ratio falls to a specified level), which are likely to be outside of the issuer's control. Such trigger events are complex and difficult to predict and may result in a significant or total reduction in the value of such instruments.

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

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

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

The Fund's investments in derivative instruments, including CDS, are governed by provisions in the Explanatory Memorandum. The Investment Manager's risk management process provides the overall control framework over these derivatives.

The key risk management processes for OTC (over-the-counter) derivatives include: a) reviewing and setting-up of new OTC master trade documentation, b) approval and set up of OTC counterparties, c) new OTC instruments due diligence, d) OTC trade approval, e) monitoring of Investment Restrictions and Guidelines, f) OTC valuation process, g) monitoring of CDS credit events, and h) monitoring of OTC trades and counterparties.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Global Investment Grade Bond (acc) - USD	US dollars
JPMorgan Global Investment Grade Bond - Class C (acc) - USD	US dollars
JPMorgan Global Investment Grade Bond - Class C (mth) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution thereof (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC’s prior approval (if applicable) and one month’s prior notice to the relevant unitholders.

Classes with the suffix “(acc)”

Classes with the suffix “(acc)” are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Classes with the suffix “(mth)”

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Class(es) respectively in respect of each accounting period to be distributed to unitholders of these Class(es) respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Global Investment Grade Bond - Class C (mth) - USD

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month’s prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such

distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk^{*}.

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less its liabilities of that Class, by the total number of units of that Class in issue as at 5:00p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with

^{*}The website has not been reviewed by the SFC.

the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "REPORTS AND ACCOUNTS" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund, save that the maximum initial charge payable shall be normally up to 3 per cent. of the net asset value per unit.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Global Investment Grade Bond (acc) - USD	US\$ 10.00
JPMorgan Global Investment Grade Bond – Class C (acc) - USD	US\$ 10.00
JPMorgan Global Investment Grade Bond – Class C (mth) - USD	US\$ 10.00

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 3 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses to approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 0.8 per cent. per annum of the net asset value of each Class other than Class C. For Class C, the Manager currently receives a fee of 0.4 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. This fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its connected persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a trustee fee at the following rates of the Fund's net asset value:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

In addition to the Manager's current policy on conflicts of interest as stipulated in the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the following paragraphs also applies to the Fund:

The Manager may act in the capacity of a distributor for certain collective investment schemes managed by the Manager's connected parties. The Manager will receive distribution fees for carrying out such distribution functions for these collective investment schemes. The Fund may invest in these collective investment schemes and consequently the Manager may, in the capacity of a distributor, receive distribution fees in respect of the units/shares invested by the Fund.

In addition, the Manager's authority to allocate investments among Underlying Schemes managed by the Manager or its Connected Persons ("JPMorgan Underlying Schemes") and Underlying Schemes managed by unaffiliated management companies ("Unaffiliated Underlying Schemes") creates conflicts of interest. In selecting Underlying Schemes, the Manager expects to select JPMorgan Underlying Schemes without considering or canvassing the universe of Unaffiliated Underlying Schemes available even though there may (or may not) be one or more Unaffiliated Underlying Schemes that investors might regard as more attractive for the Fund or that have superior returns. In particular, for actively-managed Underlying Schemes, the Manager limits its selection to JPMorgan Underlying Schemes. For passively-managed Underlying Schemes, the Manager expects to use passively-managed Underlying Schemes managed by the Manager or its Connected Persons; only if such investment is not available will the Manager consider passively-managed exchange-traded funds managed by unaffiliated management companies. Investing in JPMorgan Underlying Schemes could cause JPMorgan Affiliates to receive greater compensation, increase assets under management or support particular investment strategies of JPMorgan Underlying Schemes. These conflicts also could cause the Manager to be perceived as adjusting its asset class target or actual allocation to provide for increased use of JPMorgan Underlying Schemes. Also, because JPMorgan Affiliates provide services to and receive fees from certain of the Underlying Schemes, investments in the Fund benefit JPMorgan Affiliates. In addition, the Fund may hold a significant percentage of the shares of an Underlying Scheme. As a result, the Manager may face conflicts of interest when considering the effect of redemptions on such Underlying Scheme and on other investors of such Underlying Scheme in deciding whether and when to redeem its units or shares. In addition, Underlying Scheme may include equity index funds that replicate the holdings on an index that hold the common stock of JPMorgan Chase & Co., the indirect parent of the Manager.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provision on "Duration of the Funds", the general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Duration of the Fund

Unless previously terminated, the Fund shall continue for an unlimited period. Either the Manager or the Trustee may, in certain circumstances, terminate the Fund at any time. Such circumstances include (but not limited to) the passing of any law which renders it illegal to continue the Fund or, in the opinion of the Manager, impracticable or inadvisable to continue the Fund, or where the aggregate net asset value of all units in issue of the Fund falls below US\$70,000,000 or its equivalent in another currency, or where the Manager (with the approval of the Trustee) considers termination of the Fund is in the best interest of unitholders. The Fund may also be terminated by Extraordinary Resolution of the unitholders at any time.

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

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan Money Fund

INTRODUCTION

JPMorgan Money Fund ("Fund") is a unit trust constituted by a Trust Deed dated 13 June, 1983, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund was authorised by the Securities and Futures Commission ("SFC") under the *Securities Ordinance* of Hong Kong and is now deemed to have been authorised as a collective investment scheme under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors. The Fund is not subject to the supervision of the Hong Kong Monetary Authority. It should be appreciated that the subscription of units in the Fund is not the same as making a deposit with a bank or deposit taking company and the Manager's obligation is limited to redeem unitholder's units at the relevant net asset value per unit, which may be different from the price at which units were purchased by such unitholder.

The Fund is a unit trust currently comprising the HK\$ portfolio ("Portfolio").

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Bank of East Asia (Trustees) Limited acting as trustee of the Fund ("Trustee"), is incorporated with limited liability in Hong Kong. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The purpose of the Portfolio is to provide an efficient vehicle for holding liquid assets currently denominated in the currency of Hong Kong by investing in short-term deposits and high quality money market instruments. The Manager will aim to secure long-term capital growth.

In order to minimise such risks to capital, the Manager will invest funds solely in short-term deposits and high quality money market instruments with unexpired maturities of less than 397 days (or two years in the case of public sector investments). The weighted average maturity of the Portfolio's deposits and other investments will not exceed 60 days and the weighted average life of the Portfolio will not exceed 120 days. In selecting investments, the Manager will seek the highest interest rates available from deposits and short-term instruments of issuers considered by it to be of high standing.

The Portfolio may invest up to 15% of its total net asset value in asset-backed securities.

The Manager will normally avoid deposits and other investments denominated in currencies where withholding taxes would be applied. Deposits will be made only with financial institutions considered by the Manager to be of undoubted reputation and standing in the financial community.

The Portfolio will only invest in money market instruments and asset-backed securities which are rated investment grade by recognised rating agency such as Moody's, Standard and Poor's, Fitch at the time of purchase or, in the opinion of the Manager, are of comparable quality. Such money market instruments are defined as securities normally dealt in the money markets, for example, government bills, certificates of deposit, commercial papers, short-term notes and bankers' acceptances, etc. The Manager may also, with the approval of the Trustee, select other similar instruments.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Portfolio is, of course, subject to market fluctuations and to the risks inherent in all investments. Therefore, the price of units may go down as well as up.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Manager shall ensure that the core requirements as set out in paragraphs 1, 2, 4, 5 and 6 of the sub-section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply with the following modifications, exemptions or additional requirements:-

- (i) subject to the provisions set out below, the Portfolio may only invest in short-term deposits and high quality money market instruments (i.e. securities normally dealt in on the money markets including but not limited to government bills, certificates of deposit, commercial papers, short-term notes, bankers' acceptances, asset-backed securities such as asset-backed commercial papers), and money market funds that are authorised by the SFC under Chapter 8.2 of the SFC Code or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC;
- (ii) the Portfolio shall maintain a portfolio with weighted average maturity not exceeding 60 days and a weighted average life not exceeding 120 days and must not purchase an instrument with a remaining maturity of more than 397 days (or two years in the case of Government and other public securities). For the purposes herein:
 - (a) "weighted average maturity" is a measure of the average length of time to maturity of all the underlying securities in the Portfolio weighted to reflect the relative holdings in each instrument; and is used to measure the sensitivity of the Portfolio to changing money market interest rates; and
 - (b) "weighted average life" is the weighted average of the remaining life of each security held in the Portfolio,

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

- (iii) notwithstanding sub-paragraphs 1(a) and 1(c) of the sub-section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the aggregate value of the Portfolio's holding of instruments issued by a single entity, together with any deposits held with that same issuer may not exceed 10% of the total net asset value of the Portfolio except:-
 - (a) the value of the Portfolio's holding of instruments and deposits issued by a single entity may be increased to 25% of the total net asset value of the Portfolio if the entity is a substantial financial institution, provided that the total value of such holding does not exceed 10% of the entity's share capital and non-distributable capital reserves; or
 - (b) up to 30% of the Portfolio's total net asset value may be invested in Government and other public securities of the same issue; or
 - (c) in respect of any deposit of less than US\$1,000,000 or its equivalent in the base currency of the Portfolio where the Portfolio cannot otherwise diversify as a result of its size;
- (iv) notwithstanding sub-paragraphs 1(b) and 1(c) of the sub-section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the aggregate value of the Portfolio's investments in entities within the same group through instruments and deposits may not exceed 20% of its total net asset value provided that:
 - (a) the aforesaid limit will not apply in respect of cash deposit of less than US\$ 1,000,000 or its equivalent in the base currency of the Portfolio, where it cannot otherwise diversify as a result of its size;
 - (b) where the entity is a substantial financial institution and the total amount does not exceed 10% of the entity's share capital and non-distributable capital reserves, the limit may be increased to 25%;

- (v) the value of the Portfolio's holding of money market funds that are authorised under Chapter 8.2 of the SFC Code or regulated in a manner generally comparable with the requirements of the SFC and acceptable to the SFC may not in aggregate exceed 10% of its total net asset value;
- (vi) the value of the Portfolio's holding of investments in the form of asset-backed securities may not exceed 15% of its total net asset value;
- (vii) subject to paragraphs 5 and 6 of the sub-section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the Portfolio may engage in sale and repurchase transactions, and reverse repurchase transactions in compliance with the following additional requirements:
 - (a) the amount of cash received by the Portfolio under sale and repurchase transactions may not in aggregate exceed 10% of its total net asset value;
 - (b) the aggregate amount of cash provided to the same counterparty in reverse repurchase agreements may not exceed 15% of the total net asset value of the Portfolio;
 - (c) collateral received may only be cash, high quality money market instruments and may also include, in the case of reverse repurchase transactions, government securities receiving a favourable assessment on credit quality; and
 - (d) the holding of collateral, together with other investments of the Portfolio, must not contravene the investment limitations and requirements set out in the other provisions in this section entitled "Investment Restrictions and Guidelines";
- (viii) the Portfolio may use financial derivative instruments for hedging purposes only;
- (ix) the currency risk of the Portfolio should be appropriately managed and any material currency risk that arises from investments of the Portfolio that are not denominated in its base currency shall be appropriately hedged;
- (x) the Portfolio must hold at least 7.5% of its total net asset value in daily liquid assets and at least 15% of its total net asset value in weekly liquid assets. For the purposes herein:
 - (a) daily liquid assets refers to (i) cash; (ii) instruments or securities convertible into cash (whether by maturity or through exercise of a demand feature) within one Business Day; and (iii) amount receivable and due unconditionally within one Business Day on pending sales of portfolio securities; and
 - (b) weekly liquid assets refers to (i) cash; (ii) instruments or securities convertible into cash (whether by maturity or through exercise of a demand feature) within five Business Days; and (iii) amount receivable and due unconditionally within five Business Days on pending sales of portfolio securities.

Where a breach of any of the above investment limits occurs, the Manager and Investment Manager will as a priority objective within a reasonable period of time take all steps as are necessary to remedy the situation taking due account of the interests of unitholders.

Borrowing and Leverage

The expected maximum level of leverage of the Portfolio is as follows:

Borrowing Policies

The Portfolio may borrow only on a temporary basis for the purposes of meeting redemption requests or defraying operating expenses. No borrowing shall be made in respect of the Portfolio which would result in the principal amount for the time being of all borrowings made for the account of the Portfolio exceeding an amount equal to 10% of the total net asset value of the Portfolio provided always that back-to-back loans do not count as borrowing. For the avoidance of doubt, securities lending transactions and sale and repurchase transactions in compliance with the requirements as set out in sub-paragraphs 5.1 to 5.4 of the sub-section "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds are not borrowings for the purpose of, and are not subject to the limitations in this paragraph. The Portfolio's assets may be charged or pledged as security for any such borrowings.

The Portfolio may borrow money from its Trustee, the Manager or any of their Connected Persons provided that the lender is permitted to lend money and the interest and any fee is no higher than an arm's length commercial rate or fee for a loan of the same size and nature.

Leverage from the use of financial derivative instruments

The Portfolio will not use financial derivative for any purposes.

Securities Financing Transactions Policy

For the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factor is applicable to the Fund:

- (i) Risks associated with debt securities – the Fund's investments in debt securities are subject to the following risks:
 - Interest rates risk – Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. Given the historically low interest rate environment, risks associated with rising rates are heightened. The performance of the Fund may therefore be adversely affected.
 - Credit risk – If the issuer of any of the securities in which the Fund's assets are invested defaults, the performance of the Fund will be adversely affected and the Fund could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Fund. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund. The credit ratings assigned by credit rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or the issuer at all times.
 - Investment grade bond risk – Investment grade bonds are assigned ratings within the top rating categories by rating agencies (including but not limited to Fitch, Moody's and/or Standard & Poor's) on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review such assigned ratings and bonds may therefore be downgraded in rating if economic circumstances (e.g. subject to market or other conditions) impact the relevant bond issues. Downgrading of the bonds may adversely affect the value of the relevant bonds and therefore the performance of the Fund. The Fund may or may not be able to dispose of the bonds that are downgraded. Also, the Fund may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.
 - Sovereign debt risk – The Fund's investment in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request the Fund to participate in restructuring such debts. The Fund may suffer significant losses when there is a default of sovereign debt issuers.
 - Valuation risk – Valuation of the Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.
- (ii) Risk related to money fund – Investment in the Fund is not the same as placing funds on deposit with a bank or deposit-taking institution. The Manager has no obligation to redeem units at the issue price and the Fund is not subject to the supervision of the Hong Kong Monetary Authority.

- (iii) Risk related to amortised cost method – Certain debt investments of the Portfolio are valued using the amortised cost valuation method as described in the sub-section of “Amortised Cost Method of Valuation” below, regardless of the impact of fluctuating interest rates on the market value of the security or instrument. The accuracy of the amortised cost method of valuation can be lowered by changes in market interest rates and the credit standing of issuers of the Portfolio’s debt investments. Sudden movements in interest rates or credit concerns may cause material deviations between the market value of a debt investment and the value calculated using the amortised cost method. The use of amortised cost method may create opacity for investors regarding the actual net asset value of the assets held by the Portfolio. Whilst this method provides certainty in valuation, it may result in periods during which the value of the debt investment, as determined by the amortised cost method of valuation, is higher or lower than the price the Portfolio would receive if the security was sold. During such periods, the daily fluctuation in value of the Units in the Portfolio may differ somewhat from an identical computation made by a fund with identical investments utilising available indications as to market value in order to value its portfolio securities. Where the value of a debt investment as determined by the amortised cost method of valuation is higher than the market price of such security and an investor redeems at a redemption price calculated on the basis of such amortised cost value, the Portfolio may be left with a portfolio of assets whose value is much lower than the market price of the relevant securities. The remaining unitholders may therefore be worse off.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C and Class I units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Money Fund - HK\$ (acc) - HKD	HK dollars
JPMorgan Money Fund - HK\$ - Class C (acc) - HKD	HK dollars
JPMorgan Money Fund - HK\$ - Class I (acc) - HKD	HK dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

DISTRIBUTION POLICY

Although the Manager may at its discretion make both interim and final distributions out of the Portfolio to unitholders in respect of each accounting period, it is the intention of the Manager that the income of the Portfolio will be retained for reinvestment.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee.

Cash, deposits and similar investments of the Portfolio will be valued at their face value, together with accrued but unpaid interest.

Debt investments of the Portfolio with a residual maturity exceeding 90 days will be valued at their latest market quoted price on the relevant dealing day. Debt investments of the Portfolio with a residual maturity of 90 days or less at the time of purchase will be valued using the amortised cost method, whereby the investments are valued at cost and adjusted to account for the amortisation of premiums or discounts over the remaining life of such debt investments. For debt investments being held by the Portfolio and turning to have a residual maturity of 90 days, such debt investments will begin to be valued using the amortised cost method, whereby their closing price on the dealing day immediately before the investments turned 90 days to maturity will be used as the basis and adjusted for the amortisation of premiums or discounts over the investments' remaining life. The Manager may, with due care, skill and diligence and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value of the Portfolio and the fair value of the assets of the Portfolio. The Manager may, with due care, skill and diligence and in consultation with the Trustee, adjust the net asset value of the Portfolio or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the Portfolio may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "REPORTS AND ACCOUNTS" below.

Amortised Cost Method of Valuation

The valuation of the Portfolio's debt investments at their amortised cost under the valuation basis described above instead of fair value as required under the accounting standards adopted for the Portfolio ("accounting standards") may lead to a different valuation had the valuation been performed in accordance with the accounting standards. The Manager will source the latest available fair value of the debt instruments and compare it with the value of debt instruments using amortised cost method. The Manager will take corrective actions if any material differences were identified in order to ensure that there is no material discrepancy between the latest available fair value of the debt instruments held by the Portfolio and the value calculated according to amortised cost method. In the event that such discrepancy is material, the Manager, in consultation with the Trustee, may make necessary adjustments in the annual financial statements for the financial statements to be aligned with the accounting standards.

Where an amortised cost valuation method is utilised, the Manager will carry out a daily review of discrepancies between the latest available fair value of the debt instruments and the amortised cost value of such debt instruments. Escalation procedures have been put in place by the Manager to ensure that if the discrepancies between the latest available fair value of the debt instruments and the amortised cost value of such debt instruments exceeds 0.1% at the Portfolio level, the Manager will, after consideration of the market situation and the causes/nature of the pricing discrepancies, take corrective actions promptly to adjust the Portfolio such as disposal of the debt instruments with material pricing discrepancies in a manner that is in the best interest of unitholders, or if disposal of such debt instruments is not viable or applicable and the discrepancies become more material and persistent, the Manager may consider, in consultation with the Trustee, to use the latest available fair value of debt instruments to calculate the net asset value of the Portfolio.

The Manager will monitor the use of the amortised cost method of valuation in order to ensure that this method continues to be in the best interest of the unitholders and to provide a fair valuation of the debt investments of the Portfolio.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

Save for the procedures on issuance and redemption of units, the dealing procedures under the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The procedures on issuance and redemption of units which apply to this Fund are set out below.

Units will normally be issued or redeemed on every dealing day. The Manager will determine the dealing day for the Portfolio, which will usually be every day (other than a Saturday or a Sunday or a Hong Kong public holiday) on which banks are open for normal banking business in Hong Kong. Applications for units will only be effected after the Manager has received confirmation from its bankers that cleared funds in the currency of the Class (the "Confirmation") have been received.

Where subscriptions are made in the denominated currency of the Class and the relevant Confirmation is received by the Manager on or before 5:00 p.m. (Hong Kong time) on any dealing day (or such other time agreed between the Manager and the Trustee), applications will normally be effected on that dealing day. Applications and relevant Confirmations received by the Manager after 5:00 p.m. (Hong Kong time) on any dealing day (or such other time agreed between the Manager and the Trustee) will normally be effected as per the preceding paragraph on the immediately following dealing day.

In order for units to be redeemed on any particular dealing day, the redemption request must be received by the Manager not later than 5:00 p.m. (Hong Kong time) on that dealing day ("Dealing Deadline") or such other time agreed between the Manager and the Trustee. Redemption requests received after the Dealing Deadline will be dealt with on the immediately following dealing day. The Manager may change the Dealing Deadline by which redemption requests must be received in order to be effected on any particular dealing day.

SUBSCRIPTIONS

The Manager has absolute discretion to accept or reject in whole or in part any application for units.

Issue of Units

The first issue of units was made on 16 June 1983, at a price of US\$10.00 per unit, excluding the initial charge. With effect from 7 April 1988 units were divided into portfolios according to the currency in which they were denominated. Currently, only the HK\$ portfolio is available.

All units in existence before the creation of the different portfolios were denominated in HK\$. After 7 April, 1988, these units continued to be denominated in HK\$, and became linked to the Portfolio.

With effect from 6 November 1995, the issue price of the Portfolio as at that date was adjusted to HK\$100. With effect from 31 October 2025, multiple classes may be offered under the Portfolio and the pre-existing units of the Portfolio are renamed as JPMorgan Money Fund - HK\$ (acc) - HKD.

In addition, the first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Money Fund - HK\$ - Class C (acc) - HKD	HK\$100.00
JPMorgan Money Fund - HK\$ - Class I (acc) - HKD	HK\$100.00

The Trust Deed permits the Manager to make a variable initial charge of normally up to 5 per cent. of the net asset value per unit from the gross subscription amount on the issue of units of the Fund where applicable. The initial charge will be retained by the Manager for its own benefit and use and may be reimbursed in whole or in part to any agent or intermediary through whom any application is received. However, the Manager does not currently levy any initial charge.

The Manager may also charge to the applicant and deduct from subscription monies any additional expenses incurred in the issue of units to persons outside Hong Kong and the costs of converting into the denominated currency subscription monies received in any other currency.

For applicants who subscribe units of a Fund by the number of units, initial charge amount is calculated as follows: initial charge amount = units allotted x net asset value per unit x initial charge %

For applicants who subscribe units of a Fund by amount, initial charge amount is calculated as follows: initial charge amount = gross subscription amount x initial charge % / (1 + initial charge %)

The initial charge amount shall be rounded down to two decimal places or to the nearest unit of currency if the amount is in Japanese Yen and the number of units allotted to the applicant shall be naturally rounded to three decimal places. Where the number of units is rounded up, the amount corresponding to rounding shall accrue to the applicant. Where the number of units is rounded down, the amount corresponding to rounding shall accrue to the Fund.

In addition to issuing and arranging the cancellation of units, the Manager may deal in units for its own account. In particular, subscribers for units may be transferred units belonging to the Manager (or companies associated with it) at a price not greater than the price at which such units would have been issued on the relevant dealing day.

The rate of conversion may be at the prevailing market rate as determined by the currency conversion service provider normally on the dealing day (for subscriptions by amount) or the business day immediately after the dealing day (for subscriptions by number of units). An applicant may be affected unfavorably by fluctuations in exchange rates between these currencies.

Procedure for Application

Save for the minimum investment requirements set out below, and the requirement for cleared funds during fund subscription set out in the section entitled "DEALING" above, the procedure for application for units of the Fund under the section entitled "SUBSCRIPTIONS – Procedure for Application" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The minimum investment requirements which apply to this Fund are set out below.

Except for Class C and Class I, the minimum lump sum investment for each Class is normally US\$2,000 or its equivalent in another currency. In respect of Class C and Class I, the minimum lump sum investment of such Classes are normally US\$5,000,000 or its equivalent in another currency. Alternatively, monthly investments may be made at a minimum of HK\$1,000 for each Class. Monthly investments are not applicable to Class C and Class I. The Manager may apply a different minimum lump sum investment and/or a different minimum monthly investment as permitted under the constitutive documents of the Fund and in respect of dealing through other channels as determined by JPMorgan Funds (Asia) Limited from time to time.

Evidence of Identity – Anti-Money Laundering

For details of the procedure relating to evidence of identity, please refer to the section entitled "SUBSCRIPTIONS – Evidence of Identity – Anti-Money Laundering" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

REDEMPTIONS

Redemption of Units

Under the Trust Deed, the Manager is, subject as mentioned below, obliged to accept requests for redemption of units by purchasing such units, or by arranging for their cancellation, on dealing days.

The Trust Deed permits the Manager to deduct a redemption charge (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the redemption of units of the Fund where applicable. The Manager may retain the amount of any redemption charge for its own benefit and use. However, the Manager does not currently levy any redemption charge.

For unitholders who redeem units of a Fund by the number of units, redemption charge amount is calculated as follows: redemption charge amount = units redeemed x net asset value per unit x redemption charge %

For unitholders who redeem units of a Fund by amount, redemption charge amount is calculated as follows: redemption charge amount = net redemption amount x redemption charge % / (1 – redemption charge %)

The redemption charge amount shall be rounded down to two decimal places or to the nearest unit of currency if the amount is in Japanese Yen and the amount of redemption monies shall be naturally rounded to two decimal places or to the nearest unit of currency if the amount is in Japanese Yen. Where the amount of redemption monies is rounded up, the amount corresponding to rounding shall accrue to the redeeming unitholder. Where the amount of redemption monies is rounded down, the amount corresponding to rounding shall accrue to the Fund.

Procedure for Redemption

Requests for the redemption of units should be made by facsimile or other written or electronic form specified by the Manager stating the number of units or an amount in HK\$ or other currency to be redeemed. The Manager may also agree to accept redemption requests over the telephone, subject to certain conditions.

Except for Class C and Class I, partial redemptions of holdings of the Fund are permitted, provided that they do not result in a unitholder with an aggregate value of less than normally US\$2,000, or its equivalent in another currency, after the request had been processed. If a redemption or switch request results in a holding below the minimum investment amount after the request had been processed, the Manager may, at its absolute discretion, treat the redemption or switch request as an instruction to redeem or switch, as appropriate, the total holding in the relevant Class.

For Class C and Class I, partial redemptions of holdings of the Fund are permitted, provided that they do not result in a unitholder holding units in each of Class C and Class I having an aggregate value of less than normally US\$5,000,000 or its equivalent in another currency, after the request had been processed. If a redemption or switch request results in a holding below US\$5,000,000 or its equivalent in another currency, after the request had been processed, the Manager may, at its absolute discretion, treat the redemption or switch request as an instruction to redeem or switch, as appropriate, the total holding in such Class.

For partial redemptions of holdings of the Fund through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, investors should consult JPMorgan Funds (Asia) Limited to find out the minimum holding after redemption that is applicable to them.

The redemption monies payable will be expressed in the denominated currency of the Class and payment will normally be made in that currency. Arrangements can be made for unitholders to receive payment in any other freely convertible currency. Unitholders are advised to contact the Manager for details of such arrangements. In such cases, the Manager will charge the applicant the costs of conversion from the denominated currency of the Class, which may be at the prevailing market rate as determined by the currency conversion service provider normally on the dealing day (for redemptions by amount) or the business day immediately after the dealing day (for redemptions by number of units). Any exchange costs will be deducted from the redemption monies. An applicant may be affected unfavorably by fluctuations in exchange rates between these currencies.

The amount due on the redemption of units will normally be paid within three business days and in any event not later than one calendar month after the relevant dealing day on which units are redeemed and the Manager has received a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require. Failure to provide such information may delay the payment of redemption proceeds. Payment will only be made by telegraphic/bank transfer. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, payment of redemption proceeds will only be made upon the unitholder providing the correct bank payment details. No third party payments will be made.

Suspension of Redemptions

For details of the Manager's current policy on suspension of redemptions of the Portfolio, please refer to the section entitled "REDEMPTIONS – Suspension of Redemptions" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

As stated above, the Manager may make a variable initial charge (normally up to 5 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption

charge (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy such initial and redemption charges.

Management Fee

The Manager is entitled under the Trust Deed to a management fee at the rate of 2.0 per cent. per annum of the net assets of the Portfolio. However, except Class C and Class I, the Manager currently receives a fee of up to 0.25 per cent. per annum of the net asset value of the Class. For Class C and Class I, the Manager currently receives a fee of up to 0.15 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.0 per cent. per annum) by giving the Trustee and the unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of each Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Portfolio include interests in any unit trust or other collective investment scheme managed by the Manager or its connected persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class's interest in such unit trust or scheme. Where the Portfolio invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Portfolio may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.1 per cent. per annum of the net asset value of the Portfolio. However, the Trustee currently receives a fee at the rate of 0.018 per cent. per annum of the Portfolio's net asset value. The Trustee may only increase the level of its fee (which may not exceed 0.1 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Portfolio on each dealing day and such other days on which net asset value of the Portfolio is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

In addition to the fees and charges mentioned above, the Fund bears other costs and expenses, including stamp duties, taxes, brokerage, commissions, foreign exchange costs, bank charges and registration fees relating to the Fund and its investments, the costs of obtaining and maintaining a listing for the units on any stock exchange, the fees and expenses of the Auditors, the Registrar, the custodian(s) of the Fund's investments, the costs of preparing the Trust Deed and any supplemental trust deeds and legal and other professional or expert charges and certain other fees and expenses incurred in the administration of the Fund. The Registrar currently receives a fee at the rate of up to 0.075 per cent. per annum of the net asset value of the Portfolio. The Registrar fee shall accrue daily based on the net asset value of the Portfolio on each dealing day and such other days on which net asset value of the Portfolio is calculated and shall be payable quarterly in arrears.

The Fund is also responsible for the costs of preparing, printing and distributing all statements, accounts, reports and notices pursuant to the provisions of or otherwise in connection with the Trust Deed (including the expenses of preparing and printing any updates to its Explanatory Memorandum or publishing the net asset value per unit) and, where agreed with the Manager, including the aforesaid costs incurred by any distributors appointed in respect of the Fund. Additionally, the Fund bears all costs incurred as a result of a change in law or regulatory requirement or the introduction of any new law or regulatory requirement (including any costs incurred as a result of compliance with any code relating to unit trusts or collective investment schemes, whether or not having the force of law).

There are no unamortised establishment costs outstanding relating to this Fund.

The liability of the unitholders is limited to their investments in the Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provision on "Duration of the Funds", the general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The provision on "Duration of the Fund" which applies to this Fund is set out below.

Duration of the Fund

Unless previously terminated, the Fund will terminate automatically on the date immediately preceding the eightieth anniversary of the date of the Trust Deed. Either the Manager or the Trustee may, in certain circumstances, terminate the Fund at any time. Such circumstances include the passing of any law which renders it illegal to continue the Fund or, in the opinion of the Manager, impracticable or inadvisable to continue the Fund or where the aggregate net asset value of all units in issue of the Fund or in the Portfolio falls below US\$70,000,000 or its equivalent in another currency or where the Manager (with the approval of the Trustee) considers termination of the Fund is in the best interest of unitholders. The Fund may also be terminated by Extraordinary Resolution of the unitholders at any time.

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

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

SECTION C – EXPLANATORY MEMORANDA OF OTHER FUNDS

JPMorgan Asia Growth Fund

INTRODUCTION

JPMorgan Asia Growth Fund (“Fund”) is a unit trust constituted by a Trust Deed dated 11 May 2007, as amended from time to time (“Trust Deed”) governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission (“SFC”) under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) (“SFO”) and the Code on Unit Trusts and Mutual Funds (“SFC Code”). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund has received approval from the China Securities Regulatory Commission for offering to PRC investors and classes with the suffix “(PRC)” are available to PRC investors.

The Fund’s portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled “FUND PARTIES” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund (“Trustee”), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund’s investments.

Please refer to the section entitled “FUND PARTIES” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund (“Registrar”) and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to provide investors with long-term capital appreciation by investing at least 70% of its total net asset value in equity securities of companies whose predominant business will benefit from, or is related to, the growth in Asian economies.

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund’s investment process. Please refer to the sub-section entitled “ESG Integration” under the section entitled “INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund’s aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 20% of its total net asset value.

The Fund may also invest in derivatives such as options, warrants and futures for investment purposes.

The Fund will have limited Renminbi (RMB) denominated underlying investments.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time where the Manager considers appropriate in the circumstances. For example, the Manager may exercise this right following the relaxation

or tightening of relevant regulations, and such variations will be effective as per the changes in the relevant regulations without further notice to the investors, and the offering document and constitutive documents (where applicable) of the Fund will be updated as soon as practicable.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the following investment restrictions as stipulated in the section entitled “Investment Restrictions and Guidelines” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the value of the Fund’s holding of equity securities of companies in Asian economies shall not be less than 70 per cent. of its total net asset value.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled “Borrowing and Leverage” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled “Securities Financing Transactions Policies” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled “RISKS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Class currency risk – The Class Currency of each Class may be different from the Fund’s base currency, the currencies of which the Fund’s assets are invested and/or investors’ base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not RMB) and chooses to invest in the RMB Hedged Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and RMB upon the reconversion of its RMB investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in RMB. For further details, please refer to the sub-section entitled “Currency Hedged Classes” in the section entitled “Classes of Units” below.
- (ii) Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.
- (iii) Chinese variable interest entity (VIE) risk – Chinese operating companies sometimes rely on variable interest entity (“VIE”) structures to raise capital from offshore investors. A VIE is a structure whereby a China-based operating company establishes an entity (typically offshore) that enters into service and other contracts with the Chinese company designed to provide economic exposure to the company. The offshore entity issues exchange-traded shares that are not direct equity ownership interests in the Chinese

operating company. The VIE structure is designed to provide the offshore entity (and in turn, investors in the entity) with economic exposure to the Chinese company that replicates equity ownership, without actual equity ownership. VIE structures are used due to Chinese government prohibitions on foreign ownership of companies in certain industries. There is a risk that the PRC government or regulators may intervene in these VIE structures at any time, either generally or with respect to specific issuers. As a result, it is not clear that the contracts will be enforceable or that the structures will otherwise work as intended. The Chinese government could subject the Chinese company to penalties, revocation of business and operating licenses or forfeiture of ownership interests. Further, ownership of the shares in the offshore entity does not give the shareholders in that entity any control over the Chinese company. Companies that rely on VIE structures including those listed on U.S. exchanges and American Depositary Receipts, may be adversely impacted. Such legal uncertainties may adversely impact the interest of foreign investors such as the Fund in these Chinese VIEs. The Fund may suffer significant losses as a result.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Asia Growth (acc) - HKD	HK dollars
JPMorgan Asia Growth (acc) - RMB (hedged)	Renminbi
JPMorgan Asia Growth (acc) - USD	US dollars
JPMorgan Asia Growth - Class C (acc) - USD	US dollars
JPMorgan Asia Growth - Class Digital (acc) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled “Currency Hedged Classes” and “AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class” respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

All income will be accumulated and reinvested within the Fund. Although the Trust Deed contains provisions under which the Manager has the discretion to determine the amount to be distributed to unitholders, it is not the current intention of the Manager that such distribution will be made.

BASES OF VALUATIONS

On each dealing day, the Manager shall calculate the net asset value of each Class as at the close of business in the relevant markets where such assets are primarily traded on such dealing day in accordance with the method of establishing the net asset value of each Class as set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "REPORTS AND ACCOUNTS" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Asia Growth (acc) - HKD	HK\$10.00
JPMorgan Asia Growth (acc) - RMB (hedged)	RMB10.00
JPMorgan Asia Growth (acc) - USD	US\$10.00
JPMorgan Asia Growth - Class C (acc) - USD	US\$10.00
JPMorgan Asia Growth - Class Digital (acc) - USD	US\$10.00

REDEMPTIONS

Save for the procedure on payment of redemption monies set out in the sub-section entitled "Procedure for Redemption" below, the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Procedure for Redemption

The procedure on payment of redemption monies which applies to this Fund is set out below.

The amount due on the redemption of units will normally be paid within five business days and in any event not later than one calendar month after the date of actual receipt by the Manager of a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require. Failure to provide such information may delay payment of redemption proceeds. Payment will only be made by telegraphic/bank transfer. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, payment of redemption proceeds will only be made upon the unitholder providing the correct bank payment details. No third party payments will be made.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.5 per cent. per annum of the net asset value of each Class other than Class C and Class Digital. For Class C and Class Digital, the Manager currently receives a fee of 0.75 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund which will be calculated before deduction of any management fee and trustee fee accruing to or on the relevant dealing day. However, the Trustee currently receives a trustee fee at the following rates of the Fund's net asset value which is calculated before deduction of any management fee and trustee fee accruing to or on the relevant dealing day:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan China A-Share Opportunities Fund

INTRODUCTION

JPMorgan China A-Share Opportunities Fund ("Fund") is a unit trust constituted by a Trust Deed dated 2 July 2014 ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

The Investment Manager has appointed JPMorgan Asset Management (China) Company Limited, a company incorporated in the People's Republic of China ("PRC") and JPMorgan Asset Management (Taiwan) Limited, a company incorporated in Taiwan, as investment advisers (collectively, "Investment Advisers") to provide non-discretionary investment advice.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

The Trustee may from time to time appoint, or agree to have such other persons to appoint such person or persons as it thinks fit (including, without limitation, any of its Connected Persons) to hold as custodian, co-custodian, nominee, agent or delegate, all or any of the investments, assets or other property comprised in the Fund and may empower any such person to appoint, with the prior consent in writing of the Trustee, sub-custodians (each such custodian, nominee, agent, delegate, co-custodian and sub-custodian a "Correspondent").

The Trustee shall (a) exercise reasonable care, skill and diligence in the selection, appointment and on-going monitoring of Correspondents and (b) be satisfied that Correspondents retained remain suitably qualified and competent on an on-going basis to provide the relevant services to the Fund.

The Trustee shall be responsible and liable for the acts and omissions of any Correspondent which is a Connected Person of the Trustee as if the same were the acts or omissions of the Trustee, but provided that the Trustee has discharged its obligations set out in (a) and (b) as set out in this paragraph, the Trustee shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of any Correspondent which is not a Connected Person of the Trustee. For the purpose of the foregoing "Correspondent" shall include the QFI Custodian (as defined below). For the avoidance of doubt, the QFI Custodian is not a Connected Person of the Trustee.

The Trustee shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of Euro-clear Clearing System Limited or Clearstream Banking S.A. or any other such central depository or clearing system which may from time to time be approved by the Trustee and the Manager.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

China Construction Bank Corporation has been appointed as the custodian ("QFI Custodian") in respect of the investments in the People's Republic of China ("PRC") held by the Fund.

China Construction Bank Corporation is one of the largest commercial banks in the PRC providing a comprehensive range of commercial banking products and services. On 27 October 2005, H-shares of China Construction Bank Corporation were listed on Hong Kong Stock Exchange, and on 25 September 2007, A-shares of China construction Bank Corporation were listed on Shanghai Stock Exchange.

INVESTMENT OBJECTIVES, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective and policy of the Fund is to aim to achieve long-term capital growth by investing primarily (i.e. at least 70% of its total net asset value) in equity securities issued in the PRC including but not limited to China A-Shares listed on the PRC stock exchanges (e.g. Shanghai Stock Exchange, Shenzhen Stock Exchange and Beijing Stock Exchange).

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Fund will invest in PRC securities via the Qualified Foreign Investor ("QFI") status of the Investment Manager. For the investment in China A-Shares, the Fund may also invest and have direct access to certain eligible China A-Shares via China Connect (as further described in the sub-section headed "China Connect" below) and/or other similar programs as approved by the relevant regulators from time to time. The Fund may invest 30% or more of its total net asset value in stocks listed on the ChiNext Board of the Shenzhen Stock Exchange, the Science and Technology Innovation Board of the Shanghai Stock Exchange and/or the Beijing Stock Exchange.

The Fund may also invest up to 10 per cent. of its total net asset value in equity funds (including exchange traded funds) and other instruments issued in the PRC from time to time approved by the China Securities Regulatory Commission for investment by a QFI.

In addition, the Fund may invest up to 15 per cent. of its total net asset value in China B-Shares listed on the PRC stock exchanges.

The Fund may invest in derivatives (which are traded outside the PRC) such as warrants for investment purposes, and forward contracts, options and futures for hedging purposes.

The Fund's total exposures to investments issued or traded outside the PRC (including but not limited to equities (e.g. H shares listed on the Hong Kong Stock Exchange), warrants, equities funds and exchange traded funds) will in aggregate be up to 30 per cent. of its total net asset value.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

Currently, the Fund does not intend to invest in i) structured product or structured deposit; or ii) debt securities including but not limited to urban investment bonds¹ (城投債) and asset-backed securities (including mortgage-backed securities and asset-backed commercial securities). Should this investment policy change in the future, prior approval will be sought from the SFC and one month's prior notice will be given to unitholders and the offering document will be updated accordingly.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Strategy

The Fund will seek to rely on the professional judgement of the Manager and the Investment Manager in making decisions about the Fund's portfolio investments. Stock selection and investment process will be a combination of top-down and bottom-up processes. Top-down process is based on the Manager's and Investment Manager's assessment of macroeconomic factors, state policies, market valuation and liquidity. Bottom up process is based on research and analysis of individual stocks alongside with financial projection and valuation.

¹ Urban investment bonds are debt instruments issued by mainland China local government financing vehicles ("LGFVs"). These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the sub-section entitled “Investment Restrictions and Guidelines” under the section entitled “INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, unless otherwise set out below.

The following investment restrictions and guidelines are applicable to the Fund:

- i) The value of the Fund’s holding of China A-Shares shall not be less than 70 per cent. of its total net asset value.
- ii) The Fund may not short sell any securities.
- iii) The Fund may invest up to 100 per cent. of its total net asset value in China A-Shares via China Connect.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled “Borrowing and Leverage” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the sections entitled “Securities Financing Transactions Policies” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Qualified Foreign Investor (“QFI”)

Currently it is intended that the Fund will primarily invest directly in China A-Shares by using the QFI status of the Investment Manager.

The Investment Manager in its capacity as a QFI, appointed China Construction Bank Corporation as the QFI Custodian in respect of the assets of the Fund within the PRC, pursuant to relevant laws and regulations. In addition, a Connected Person of the Trustee, as Trustee’s delegate, has entered into a sub-custodian agreement with the QFI Custodian in respect of the custody of certain assets in the PRC, including those acquired through or in connection with the QFI status of the Investment Manager for the Fund.

Securities including China A-Shares, or other PRC securities will be maintained by the QFI Custodian pursuant to PRC regulations through securities account(s) with the China Securities Depository and Clearing Corporation Limited in such name as may be permitted or required in accordance with PRC law.

Investors should pay attention to the sections headed “QFI risk” and “PRC brokerage risk” under the “RISKS” section. The Investment Manager in its capacity as QFI has obtained an opinion from PRC legal counsel confirming that, as a matter of PRC laws:

- (a) securities account(s) of the Fund with the relevant depositories maintained by the QFI Custodian and RMB special deposit account(s) of the Fund with the QFI Custodian (respectively, the “securities account(s)” and the “cash account(s)”) shall be opened in the joint names of the Investment Manager (as QFI holder) and the Fund for the sole benefit and use of the Fund in accordance with all applicable laws and regulations of the PRC and with approval from all competent authorities in the PRC;
- (b) the assets held/credited in the securities account(s) (i) belong solely to the Fund, and (ii) are segregated and independent from the proprietary assets of the Manager, the Investment Manager (as QFI holder), the QFI Custodian and any brokers appointed by the Investment Manager (as QFI holder) (“PRC Broker(s)”) and from the assets of other clients of the Manager, the Investment Manager (as QFI holder), the QFI Custodian and any PRC Broker(s);
- (c) the assets held/credited in the cash account(s) (i) become an unsecured debt owing from the QFI Custodian to the Fund, and (ii) are segregated and independent from the proprietary assets of the Manager, the Investment Manager (as QFI holder) and any PRC Broker(s), and from the assets of other clients of the Manager, the Investment Manager (as QFI holder) and any PRC Broker(s);

- (d) the Trustee, for and on behalf of the Fund, is the only entity which has a valid claim of ownership over the assets in the securities account(s) and the debt in the amount deposited in the cash account(s) of the Fund;
- (e) if the Manager, the Investment Manager (as QFI holder) or any PRC Broker is liquidated, the assets contained in the securities account(s) and cash account(s) of the Fund will not form part of the liquidation assets of the Manager, the Investment Manager (as QFI holder) or such PRC Broker(s) in liquidation in the PRC; and
- (f) if the QFI Custodian is liquidated, (i) the assets contained in the securities account(s) will not form part of the liquidation assets of the QFI Custodian in liquidation in the PRC, and (ii) the assets contained in the cash account(s) will form part of the liquidation assets of the QFI Custodian in liquidation in the PRC and the Fund will become an unsecured creditor for the amount deposited in the cash account(s).

Further, the Trustee has put in place proper arrangements to ensure that:

- (i) the Trustee takes into its custody or under its control the assets of the Fund, including assets deposited in the securities account(s) and cash account(s) with the QFI Custodian, and holds the same in trust for the unitholders;
- (ii) the Trustee registers the assets of the Fund, including assets deposited in the securities account(s) and cash account(s) with the QFI Custodian, to the order of the Trustee; and
- (iii) the QFI Custodian will look to the Trustee for instructions (through the Trustee's delegate) and solely act in accordance with such instructions, save as otherwise required under applicable regulations.

The Manager has entered into the Participation Agreement between the Investment Manager (as QFI holder), the Trustee and the QFI Custodian, pursuant to which the parties confirm and acknowledge operational arrangements in relation to the Fund's use of QFI status. Among which, the QFI Custodian will look to the Trustee (through the Trustee's delegate) for instructions and solely act in accordance with the Trustee's instructions, which come from the Manager and the Investment Manager, as provided under the Participation Agreement.

The Investment Manager will assume dual roles as the investment manager of the Fund and the holder of QFI status for the Fund. The Investment Manager will be responsible for ensuring that all transactions and dealings will be dealt with in compliance with the Trust Deed (where applicable) as well as the relevant laws and regulations applicable to the Investment Manager as a QFI. If any conflicts of interest arise, the Investment Manager will have regard in such event to its obligations to the Fund and will endeavour to ensure that such conflicts are resolved fairly.

China Connect

The section entitled "Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively the "China Connect")" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) China market risk – Investing in the securities markets in the PRC is subject to the risks of investing in emerging markets generally and the risks specific to the PRC market.

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 "A", "B" and "H" shares.

The choice of "A", "B" and "H" share issues currently available to the Manager may be limited as compared with the choice available in other markets. There may also be a lower level of liquidity and trading volume in the PRC "A" and "B" share markets, which are relatively smaller in terms of both combined total market value

and the number of “A” and “B” shares which are available for investment as compared with other markets. This could potentially lead to severe price volatility. There may also be potential settlement difficulties in the PRC market.

The national regulatory and legal framework for capital markets and joint stock companies in the PRC are still developing when compared with those of developed countries. Most of the joint stock companies with listed China A-Shares have undergone split-share structure reform to convert state owned shares or legal person shares into transferable shares with the intention to increase liquidity of China A-Shares. However, the effects of such reform on the China A-Share market as a whole and other PRC securities remain to be seen. In addition, trading band limits may be imposed by the PRC stock exchanges on China A-Shares, where trading in a China A-Share security on the relevant PRC stock exchange may be suspended if the trading price of such security has increased or decreased to the extent beyond the trading band limit. A suspension will render it impossible for the Fund to liquidate its positions (if any) in such security. Also, it may not be possible for the Fund to liquidate positions at a favourable price even when the suspension is lifted. Such trading band limit may therefore adversely affect the Fund’s investment in China A-Shares.

PRC companies are required to follow PRC accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be significant differences between financial statements prepared by accountants following PRC accounting standards and practice and those prepared in accordance with international accounting standards.

Securities markets in Beijing, Shanghai and Shenzhen are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions and difficulty in interpreting and applying the relevant regulations.

Investments in the PRC will be sensitive to any significant change in political, social or economic policy in the PRC, which includes possible government intervention. Such sensitivity may, for the reasons specified above, adversely affect the capital growth and thus the performance of these investments. The PRC government or the regulators may also implement policies that may affect the financial markets.

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 that issue the relevant PRC securities invested in by the Fund.

In light of the above mentioned factors, the price of PRC securities may fall significantly in certain circumstances and may have an adverse effect on the Fund’s performance.

- (ii) People’s Republic of China (“PRC”) tax risk consideration – There are risks and uncertainties associated with the current PRC tax laws, regulations and practice on the Fund’s investments in the PRC. Any increased tax liabilities on the Fund may adversely affect the Fund’s value. The Manager and Investment Manager reserve the right to provide for tax on gains of the Fund that invests in PRC securities thus impacting the valuation of the Fund.

With the uncertainty of whether and how certain gains on PRC securities are to be taxed, the possibility of the laws, regulations and practice in the PRC changing, and the possibility of taxes being applied retrospectively, any provision for taxation made by the Manager and/or the Investment Manager may be excessive or inadequate to meet final PRC tax liabilities on gains derived from the disposal of PRC securities. In case of any shortfall between the provisions and actual tax liabilities, which will be debited from the Funds’ assets, the Funds’ net asset value will be adversely affected. Depending on the timing of investors’ subscriptions and/or redemptions, they may be disadvantaged as a result of any shortfall of tax provision and/or not having the right to claim any part of the overprovision (as the case may be).

Based on the Manager and/or the Investment Manager’s review after taking professional tax advice, the Fund will not make tax provisions. The Manager and/or the Investment Manager may at its discretion make modification to the tax provision policy of the Fund based on new developments and interpretation of the relevant regulations.

For more information on the PRC taxation of PRC securities and the provisioning for such taxation, please refer to the sub-paragraph entitled “Mainland China” under the sub-section entitled “(iii) Taxation of the Funds” under Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

- (iii) Connected party risk – The Fund will be investing in China A-Shares via the QFI status of the Investment Manager. Although the Manager, the Investment Manager and the Investment Advisers are all part of the JPMorgan group of companies, each of such entities will operate independently in assuming their respective duties and obligations in relation to the Fund and are subject to the supervision of their relevant industry regulators. All transactions and dealings between such entities in relation to the Fund will be dealt with on arm's length basis having regard to the constitutive documents of the Fund as well as the relevant regulatory codes applicable to such entities. In the unlikely event that conflicts of interest arise, the Manager in conjunction with the Trustee will seek to ensure that the Fund is managed in the best interests of unitholders and the unitholders are treated fairly.
- (iv) RMB currency risk – RMB is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. RMB exchange rate is also subject to exchange control policies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the relevant authorities of the People's Republic of China. As the exchange rates are influenced by government policy and market forces, the exchange rates for RMB against other currencies, including US dollars and HK dollars, are susceptible to movements based on external factors. Accordingly, the investment in Classes denominated in RMB may be adversely affected by the fluctuations in the exchange rate between RMB and other foreign currencies.

RMB is currently not freely convertible and RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and restrictions imposed by the Chinese government.

Classes denominated in RMB will generally be valued with reference to RMB (CNH) rather than RMB (CNY). While RMB (CNH) and RMB (CNY) represent the same currency, they are traded in different and separate markets which operate independently. As such RMB (CNH) does not necessarily have the same exchange rate and may not move in the same direction as RMB (CNY). Any divergence between RMB (CNH) and RMB (CNY) may adversely impact investors.

Classes denominated in RMB participate in the offshore RMB (CNH) market, which allow investors to freely transact CNH outside of mainland China. Classes denominated in RMB will have no requirement to remit CNH to onshore RMB (CNY). Non-RMB based investors (e.g. Hong Kong investors) in Classes denominated in RMB may have to convert HK dollars or other currencies into RMB when investing in Classes denominated in RMB and subsequently convert the RMB redemption proceeds and/or distributions (if any) back to HK dollars or such other currencies. Investors will incur currency conversion costs and may suffer losses depending on the exchange rate movements of RMB relative to HK dollars or such other currencies. Also, there can be no assurance that RMB will not be subject to devaluation and any depreciation of RMB could adversely affect the value of the investor's investment in the Fund.

Even if the Fund aims at paying redemption monies and/or distributions of RMB denominated Classes in RMB, the Manager may, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, pay redemption monies and/or distributions in US dollars. There is also a risk that payment of redemption monies and/or distributions in RMB may be delayed when there is not sufficient amount of RMB for currency conversion for settlement of the redemption monies and distributions in a timely manner due to the exchange controls and restrictions applicable to RMB. In any event, the redemption proceeds will be paid not later than one calendar month after the relevant dealing day on which units are redeemed and the Manager has received a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require.

- (v) QFI risk – The Fund is not a QFI but may obtain access to China A-Shares or other PRC securities eligible for QFI investment ("QFI Eligible Securities") directly using QFI status of a QFI. The Fund may invest directly in QFI Eligible Securities via the QFI status of the Investment Manager.

Investors should note that QFI status could be suspended or revoked, which may have an adverse effect on the Fund's performance as the Fund may not be able to invest directly in QFI Eligible Securities and may be required to dispose of its QFI Eligible Securities holdings and may be prohibited from repatriation of the Fund's monies. In addition, certain restrictions imposed by the Chinese government on QFIs may have an adverse effect on the Fund's liquidity and performance.

The People's Bank of China ("PBOC") and the SAFE regulate and monitor the remittance and the repatriation of funds out of the PRC by the QFI pursuant to the applicable QFI rules and regulations. Repatriations by QFIs in respect of the Fund are currently not subject to repatriation restrictions, any lock-up period or prior approval, although authenticity and compliance reviews will be conducted, and monthly reports on remittances and repatriations will be submitted to SAFE by the QFI Custodian. There is no assurance 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 the unitholders.

Furthermore, as the QFI Custodian's review on authenticity and compliance is conducted on each repatriation, the repatriation may be delayed or even rejected by the QFI Custodian in case of non-compliance with the QFI rules and regulations. In such case, it is expected that redemption proceeds will be paid to the redeeming unitholder as soon as practicable and after the completion of the repatriation of funds concerned. It should be noted that the actual time required for the completion of the relevant repatriation will be beyond the Investment Manager's control.

The rules and restrictions under QFI regulations generally apply to the QFI as a whole and may or may not be specific to the investments made by the Fund. In addition, the relevant PRC regulators are vested with the power to impose regulatory sanctions if a QFI or a QFI custodian violates any provision of the QFI rules and regulations. Any violations could result in regulatory sanctions and may adversely impact on the investment by the Fund.

Investors should note that there can be no assurance that a QFI will continue to maintain its QFI status, or that redemption requests can be processed in a timely manner due to adverse changes in relevant laws or regulations. Such restrictions may respectively result in a rejection of applications and a suspension of dealings of the Fund. In extreme circumstances, the Fund may incur significant losses due to limited investment capabilities, or may not be able to fully implement or pursue its investment objective or strategy due to QFI investment restrictions, illiquidity of the Chinese domestic securities market and/or delay or disruption in execution of trades or in settlement of trades.

The current QFI laws, rules and regulations are subject to change, which may take retrospective effect. In addition, there can be no assurance that the QFI laws, rules and regulations will not be abolished. The Fund, which invests in the PRC markets through a QFI, may be adversely affected as a result of such changes.

Investors should also note that direct investments in QFI Eligible Securities through QFIs are subject to compliance with the investment restrictions currently imposed under QFI regulations in the PRC, as amended from time to time, which are applied on each foreign investor investing through QFIs and which will affect the ability of the Fund to invest in QFI Eligible Securities.

(vi) Risk associated with foreign shareholding restrictions on China A-Shares – Investments on China A-Shares through QFIs and China Connect are subject to the following shareholding restrictions:

- Single foreign investors' shareholding by any Hong Kong or overseas investor (such as the Fund) in a China A-Share must not exceed 10% of the total issued shares; and
- Aggregate foreign investors' shareholding by all Hong Kong and overseas investors (such as the Fund) in a China A-Share must not exceed 30% of the total issued shares.

When Hong Kong and overseas investors carry out strategic investments in listed companies in accordance with the relevant laws, the shareholding of the strategic investments is not capped by the abovementioned percentages. Stricter limits on shareholding by QFIs and other foreign investors separately imposed by the applicable laws, administrative regulations, or industrial policies in the PRC, if any, shall prevail.

Should the shareholding of a single investor in a China A-Share listed company exceed the above restriction, 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. The SSE/SZSE (as the case may be) and the SEHK will issue warnings or restrict the buy orders for the related China A-Shares if the percentage of total shareholding is approaching the upper limit.

As there are limits on the total shares held by all underlying foreign investors in one listed company in the PRC, the capacity of the Fund to make investments in A-Shares will be affected by the activities of all

underlying foreign investors investing through QFIs or China Connect or any other permissible ways to obtain A-Shares investment exposures, not just the Investment Manager as QFI itself or other investors who make investment through the QFI status of the Investment Manager or other investors who make investment through China Connect.

- (vii) Risk associated with short swing profit rule – According to the PRC Securities Law (中華人民共和國證券法), a shareholder of 5% or more of the total issued shares of a PRC listed company (“major shareholder”) has to return any profits obtained from the purchase and sale of shares of such PRC listed company if both transactions occur within a six-month period. In the event that the Fund or the Investment Manager (deemed as person acting in concert) becomes a major shareholder of a PRC listed company by investing in China A-Shares via QFIs or China Connect, the profits that the Fund may derive from such investments may be limited, and thus the performance of the Fund may be adversely affected.
- (viii) Cash deposited with the QFI Custodian – Investors should note that cash deposited in the cash account(s) of the Fund with the QFI Custodian will not be segregated but will be a debt owing from the QFI Custodian to the Fund as a depositor. Such cash will be comingled with cash that belongs to other clients or creditors of the QFI Custodian. In the event of bankruptcy or liquidation of the QFI Custodian, the Fund will not have any proprietary rights to the cash deposited in such cash account(s), and the Fund will become an unsecured creditor, ranking pari passu with all other unsecured creditors, of the QFI 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.
- (ix) PRC brokerage risk – The execution and settlement of transactions or the transfer of any funds or securities may be conducted by PRC Brokers.

There is a risk that the Fund may suffer losses from the default, bankruptcy or disqualification of the PRC Brokers. In such event, the Fund may be adversely affected in the execution or settlement of any transaction or in the transfer of any funds or securities.

In selection of PRC Brokers, the Investment Manager will have regard to factors such as the competitiveness of commission rates, size of the relevant orders and execution standards. If the Investment Manager considers appropriate, it is possible that a single PRC Broker will be appointed and the Fund may not necessarily pay the lowest commission available in the market.

- (x) Application of QFI rules – The QFI rules described under “QFI risk” enable offshore RMB and/or foreign currencies which can be traded on the China Foreign Exchange Trade System to be remitted into and repatriated out of the PRC. The rules are novel in nature and their application may depend on the interpretation given by the relevant Chinese authorities. Investment products (such as the Fund) which make investments pursuant to such QFI rules are among the first of its kind. Any changes to the relevant rules may have an adverse impact on investors’ investment in the Fund. In the worst scenario, the Manager may determine that the Fund shall be terminated if it is not legal or viable to operate the Fund because of changes to the application of the relevant rules.
- (xi) Class currency risk – The Class Currency of each Class may be different from the Fund’s base currency, the currencies of which the Fund’s assets are invested and/or investors’ base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not RMB) and chooses to invest in the JPMorgan China A-Share Opportunities (acc) - RMB Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and RMB upon the reconversion of its RMB investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in RMB.
- (xii) Risks associated with the China Connect – The Fund may invest through the China Connect. In addition to the risks associated with the China market, RMB currency risk, risk associated with foreign shareholding restrictions on China A-Shares and risk associated with short swing profit rule it is also subject to the following additional risks:

Quota limitations

- China Connect is subject to daily quota limitations. In particular, once the remaining balance of the relevant Northbound Daily Quota drops to zero or the relevant Northbound Daily Quota is exceeded during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross boundary securities regardless of the quota balance). Therefore, quota limitations may restrict the Fund's ability to invest in China A-Shares through China Connect on a timely basis, and the Fund may not be able to effectively pursue its investment strategies.

Suspension risk

- It is contemplated that each of SEHK, SSE and SZSE would reserve the right to suspend Northbound and/or Southbound trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading through China Connect is effected, the Fund's ability to access the PRC market will be adversely affected. The Fund may therefore not be able to sell the A shares acquired via China Connect to meet any redemption requests in timely manner. In such event, the Fund's ability to achieve its investment objective could be negatively affected.
- There may be occasions when it is a normal trading day for the PRC market but the Fund cannot carry out any China A-Shares trading via China Connect. The Fund may be subject to risks of price fluctuations in China A-Shares during the time when China Connect is not trading as a result.

Operational risk

- The China Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.
- It should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an on-going basis.
- Further, the "connectivity" in the China Connect program requires routing of orders across the border. This requires the development of new information technology systems on the part of the SEHK and exchange participants (i.e. a new order routing system ("China Stock Connect System") set up by SEHK to which exchange participants need to connect). There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both Hong Kong and Shanghai or Shenzhen (as the case maybe) markets. In the event that the relevant systems failed to function properly, trading in both Hong Kong and Shanghai or Shenzhen (as the case maybe) markets through the program could be disrupted. The Fund's ability to access the China A-Share market (and hence to pursue its investment strategy) will be adversely affected.

Restrictions on selling imposed by front-end monitoring

- PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE or SZSE (as the case may be) will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Shares sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.
- If the Fund desires to sell certain China A-Shares it holds, it must transfer those China A-Shares to the respective accounts of its brokers before the market opens on the day of selling ("trading day") unless its brokers can otherwise confirm that the Fund has sufficient shares in its account. If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the Fund may not be able to dispose of holdings of China A-Shares in a timely manner.

Alternatively, if the Fund maintains its China A-Shares with a custodian which is a custodian participant or general clearing participant participating in CCASS, the Fund may request such custodian to open a special segregated account ("SPSA") in CCASS to maintain its holdings in China A-Shares under the

enhanced pre-trade checking model. Each SPSA will be assigned a unique “Investor ID” by CCASS for the purpose of facilitating the China Connect system to verify the holdings of an investor such as the Fund. Provided that there is sufficient holding in the SPSA when a broker inputs the Fund’s sell order, the Fund will only need to transfer China A-Shares from its SPSA to its broker’s account after execution and not before placing the sell order and the Fund will not be subject to the risk of being unable to dispose of its holdings of China A-Shares in a timely manner due to failure to transfer China A-Shares to its brokers in a timely manner.

Recalling of eligible stocks

- When a stock is recalled from the scope of eligible stocks for trading via China Connect, the stock can only be sold but restricted from being bought. This may affect the investment portfolio or strategies of the Fund, for example, when the Manager wishes to purchase a stock which is recalled from the scope of eligible stocks.

Clearing and settlement risk

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

Participation in corporate actions and shareholders’ meetings

- HKSCC will keep CCASS participants informed of corporate actions of SSE and SZSE securities. Hong Kong and overseas investors (including the Fund) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of China A-Shares may be as short as one business day only. Therefore, the Fund may not be able to participate in some corporate actions in a timely manner.
- Hong Kong and overseas investors (including the Fund) are holding China A-Shares traded via the China Connect program through their brokers or custodians. According to existing mainland practice, multiple proxies are not available. Therefore, the Fund may not be able to appoint proxies to attend or participate in shareholders’ meetings in respect of the China A-Shares.

Risk of default by brokers

- Investment through China Connect is conducted through broker(s), and is subject to the risks of default by such broker(s) in their obligations.

Regulatory risk

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

- (xiii) Risks associated with the investments in stocks listed on the Beijing Stock Exchange and/or the ChiNext Board of the SZSE and/or the Science and Technology Innovation Board ("STAR Board") of the SSE – The Fund may invest in stocks listed on the Beijing Stock Exchange and/or the ChiNext Board of the SZSE and/or the STAR Board of the SSE. Investments in stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may result in significant losses for the Fund and its investors. The following additional risks apply:

Higher fluctuation on stock prices and liquidity risk

Listed companies on the Beijing Stock Exchange, the ChiNext Board and/or STAR Board are usually innovative and growth enterprises of emerging nature with smaller operating scale. Listed companies on the Beijing Stock Exchange, ChiNext Board and/or STAR Board are subject to wider price fluctuation limits, and due to higher entry thresholds for investors, stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may have limited liquidity, compared to those listed on other boards. Hence, they are subject to higher fluctuation in stock prices and liquidity risks and have higher risks and turnover ratios than companies listed on the main boards of the SSE and SZSE.

Due to different trading rules, daily price movements are limited to 30% on the Beijing Stock Exchange and 20% on the ChiNext market and the STAR Board, which are higher than the limits on the main boards of the SSE and SZSE. Therefore the securities traded on these markets may be subject to a higher volatility risk than securities of relevant sectors traded in the main boards of the SSE and SZSE.

Over-valuation risk

Stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may be given a higher valuation and such exceptionally high valuation may not be sustainable. Stock price may be more susceptible to manipulation due to fewer circulating shares.

Differences in regulations applicable to the Beijing Stock Exchange, ChiNext Board and STAR Board

The rules and regulations applicable to companies listed on the Beijing Stock Exchange, ChiNext Board and STAR Board are less stringent in terms of profitability and share capital than those on the main boards of the SSE and the SZSE.

Delisting risk

It may be more common and faster for companies listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board to delist. This may have an adverse impact on the Fund if the companies that it invests in are delisted.

Risk associated with transfer of listing for stocks listed on Beijing Stock Exchange

A company listed on the Beijing Stock Exchange in which the Fund invests may apply for transfer of listing to the ChiNext Board of the SZSE or the STAR Board of the SSE, if permitted by the applicable laws and regulations, subject to meeting the listing requirements of the CSRC and the SSE or SZSE (as the case may be). The application for transfer of listing will be subject to the review and approval by SSE or SZSE (as the case may be). The application for transfer of listing, whether successful or not, may cause fluctuations in the price of the relevant stock, and hence the net asset value of the Fund.

Concentration risk applicable to the Beijing Stock Exchange and STAR Board

Beijing Stock Exchange and STAR Board are newly established and may have a limited number of listed companies during the initial stage. Investments in stocks listed on the Beijing Stock Exchange and STAR Board may be concentrated in a small number of stocks and subject the Fund to higher concentration risk.

- (xiv) Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be

appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan China A-Share Opportunities (acc) - HKD	HK dollars
JPMorgan China A-Share Opportunities (acc) - RMB	Renminbi
JPMorgan China A-Share Opportunities (acc) - USD	US dollars
JPMorgan China A-Share Opportunities - Class C (acc) - RMB	Renminbi
JPMorgan China A-Share Opportunities - Class C (acc) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

DISTRIBUTION POLICY

For the Manager’s current distribution policy, please refer to the section entitled “DISTRIBUTION POLICY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled “Reports and Accounts” below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled “SWING PRICING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled “DEALING” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in Renminbi.

Save for the minimum lump sum investment in respect of certain Classes set out under the sub-section “Procedure for Application” below, the section entitled “SUBSCRIPTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan China A-Share Opportunities (acc) - HKD	HK\$10.00
JPMorgan China A-Share Opportunities (acc) - RMB	RMB10.00
JPMorgan China A-Share Opportunities (acc) - USD	US\$10.00

In addition, the first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan China A-Share Opportunities - Class C (acc) - RMB	RMB10.00
JPMorgan China A-Share Opportunities - Class C (acc) - USD	US\$10.00

Procedure for Application

The minimum lump sum investment for each Class is normally HK\$16,000 (or its equivalent in another currency) for the JPMorgan China A-Share Opportunities (acc) - HKD Class, US\$2,000 (or its equivalent in another currency) for the JPMorgan China A-Share Opportunities (acc) - USD Class and RMB16,000 (or its equivalent in another currency) for the JPMorgan China A-Share Opportunities (acc) - RMB Class. In respect of Class C, the minimum lump sum investment of such Class is normally US\$10,000,000 or its equivalent in another currency. The Manager may apply a different minimum lump sum investment and/or a different minimum monthly investment as permitted under the constitutive documents of the Fund and in respect of dealing through other channels as determined by the Manager from time to time.

REDEMPTIONS

Save for the arrangements for partial redemptions in respect of certain Classes and the procedure on payment of redemption monies set out in the sub-section entitled "Procedure for Redemption" below, the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Procedure for Redemption

The procedure on payment of redemption monies which applies to this Fund is set out below.

Partial redemptions of holdings of the Fund are permitted, provided that they do not result in a unitholder holding units in the JPMorgan China A-Share Opportunities (acc) - HKD Class having an aggregate value of less than normally HK\$16,000 (or its equivalent in another currency), in the JPMorgan China A-Share Opportunities (acc) - USD Class having an aggregate value of less than normally US\$2,000 (or its equivalent in another currency), in the JPMorgan China A-Share Opportunities (acc) - RMB Class having an aggregate value of less than normally RMB16,000 (or its equivalent in another currency) or in the Class C having an aggregate value of less than normally US\$10,000,000 or its equivalent in another currency, after the request had been processed. If a redemption or switch request results in a holding below HK\$16,000 for the JPMorgan China A-Share Opportunities (acc) - HKD Class (or its equivalent in another currency), US\$2,000 for the JPMorgan China A-Share Opportunities (acc) - USD Class (or its equivalent in another currency), RMB16,000 for the JPMorgan China A-Share Opportunities (acc) - RMB Class (or its equivalent in another currency) or US\$10,000,000 or its equivalent in another currency for Class C, after the request had been processed, the Manager may, at its absolute discretion, treat the redemption or switch request as an instruction to redeem or switch, as appropriate, the total holding in the relevant Class.

Redemption proceeds will only be made by telegraphic/bank transfer. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, payment of redemption proceeds will only be made upon the unitholder providing the correct bank payment details. No third party payments will be made.

Redemption proceeds for each Class will normally be paid in the relevant Class Currency. Arrangements may be made with the Manager for unitholders to receive payment in any other freely convertible currency. Unitholders are advised to contact the Manager for details of such arrangements. Any exchange costs will be deducted from the redemption monies.

SWITCHING

For the details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge (normally up to 5 per cent. of the net asset value per unit of the relevant Class) from the gross subscription amount on the issue of units where applicable.

The Manager may also levy a redemption charge (normally up to 0.5 per cent. of the net asset value per unit of the relevant Class) from the redemption monies on the redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.75 per cent. per annum of the net asset value of each Class other than Class C. For Class C, the Manager currently receives a fee of 0.875 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of each Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the following rates of the Fund's net asset value:-

	<u>Rate (per annum)</u>
On the first RMB 270,000,000	0.06%
On the next RMB 200,000,000	0.04%
On the balance over RMB 470,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

QFI Custodian Fee

The QFI Custodian fee is not included in the above Trustee fee. In addition to the above Trustee fee, a separate custody fee of 0.075% per annum of the month end market value of the Fund's investment in securities listed on the PRC stock exchanges, and the related transaction fees will be paid by the Fund to the Trustee who will then cover the fees incurred by the QFI Custodian (i.e. the QFI Custodian fee).

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled “REPORTS AND ACCOUNTS” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provisions on “Documents Available for Inspection”, the general provisions under the section entitled “GENERAL” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The provisions on “Documents Available for Inspection” which apply to this Fund are set out below.

Documents Available for Inspection

Copies of the following documents are available for inspection free of charge during normal working hours at the offices of the Manager:

- (i) Trust Deed and Base Terms;
- (ii) Investment Management Agreement;
- (iii) Investment Advisory Agreement;
- (iv) Operating Agreement;
- (v) the QFI Custody Agreement between the Investment Manager (as QFI holder) and the QFI Custodian; and
- (vi) the Participation Agreement between the Manager, Investment Manager (as QFI holder), the Trustee and the QFI Custodian.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan China Equity High Income Fund

INTRODUCTION

JPMorgan China Equity High Income Fund ("Fund") is a unit trust constituted by a Trust Deed dated 21 May 2009, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong.

The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate control or fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

The Investment Manager has appointed JPMorgan Asset Management (China) Company Limited ("Investment Adviser"), a company incorporated in the People's Republic of China ("PRC"), to provide non-discretionary investment advice on A-Shares.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments subject to the terms of the trust deed and this Explanatory Memorandum.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to aim to generate a high level of income while maintaining prospects for long-term capital appreciation by investing primarily (i.e. at least 70% of its total net asset value) in equity securities of companies which are based in or operate principally in the People's Republic of China (PRC), and which are listed on any stock exchange outside of mainland China; and by using derivatives where appropriate.

The Fund seeks to achieve this objective by constructing a diversified China equity portfolio through a proprietary fundamental research process designed to identify stocks with attractive risk/return characteristics, which may include dividend yield. The selection is based on their financial projections, valuations, and potential for income and capital growth, which in aggregate will have a higher yield than the broad market benchmark. In addition, the Fund will generate additional income through selling at-the-money and/or out-of-the-money call options on China-related index futures (e.g. Hang Seng Index and Hang Seng China Enterprises Index), either listed on exchanges or traded over-the-counter (i.e. unlisted), that have a high correlation to the equity portfolio of the Fund, seeking to deliver a monthly income stream from associated option premiums. The call options are typically European-style that are cash-settled at expiry and approximately one-month in maturity.

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Fund may invest in real estate investment trusts ("REITs") on an ancillary basis.

The Fund's aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 20% of its total net asset value.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for hedging and investment purposes.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Currency Hedged Classes

Investors who invest in the Currency Hedged Classes should refer to the section entitled "CLASSES OF UNITS" for details on the objective, strategy and risks associated with the Currency Hedged Classes.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

China Connect

The section entitled "Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively the "China Connect")" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) China market risk – Investing in the securities markets in the PRC is subject to the risks of investing in emerging markets generally and the risks specific to the PRC market.

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 "A", "B" and "H" shares.

The choice of "A", "B" and "H" share issues currently available to the Manager may be limited as compared with the choice available in other markets. There may also be a lower level of liquidity in the PRC "A" and "B" share markets, which are relatively smaller in terms of both combined total market value and the number of "A" and "B" shares which are available for investment as compared with other markets. This could potentially lead to severe price volatility. There may also be potential settlement difficulties in the PRC market.

The national regulatory and legal framework for capital markets and joint stock companies in the PRC are still developing when compared with those of developed countries. Most of the joint stock companies with listed A-Shares have undergone split-share structure reform to convert state owned shares or legal person shares into transferable shares with the intention to increase liquidity of A-Shares. However, the effects of such reform on the A-Share market as a whole and other PRC securities remain to be seen. In addition, trading band limits may be imposed by the PRC stock exchanges on China A-Shares, where trading in a China A-Share security on the relevant PRC stock exchange may be suspended if the trading price of such security has increased or decreased to the extent beyond the trading band limit. A suspension will render it impossible for the Fund to liquidate its positions (if any) in such security. Also, it may not be possible for the Fund to liquidate positions at a favourable price even when the suspension is lifted. Such trading band limit may therefore adversely affect the Fund's investment in China A-Shares.

PRC companies are required to follow PRC accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be significant differences between financial statements prepared by accountants following PRC accounting standards and practice and those prepared in accordance with international accounting standards.

Securities markets in Beijing, Shanghai and Shenzhen are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions and difficulty in interpreting and applying the relevant regulations.

If there are significant changes in relevant policies in the PRC, investments made there may be affected and may adversely impact capital growth, as well as the performance of these investments. The PRC government or the regulators may also implement policies that may affect the financial markets.

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 that issue the relevant PRC securities invested in by the Fund.

In light of the above mentioned factors, the price of PRC securities may fall significantly in certain circumstances and may have an adverse effect on the Fund's performance.

- (ii) Derivatives risk – Risks associated with derivatives include counterparty/credit risk, liquidity risk, valuation risk, volatility risk and over-the-counter transaction risk. The leverage element/component of a derivative can result in a loss significantly greater than the amount invested in the derivatives by the Fund. Exposure to derivatives may lead to a high risk of significant loss by the Fund.

When selling call options on index futures, the Fund receives a cash premium but the Fund's opportunity to benefit from an increase in the market value of the underlying instruments is limited to the market value of those instruments when they reach the option exercise price (plus premium received). In a rising market, the Fund may be subject to margin calls which occur when the value of the collateral falls below the required maintenance margin. The Fund will be required to post additional cash collateral in such case and may need to sell securities holdings to raise cash, which may limit its upside potential compared to holding securities directly. On the other hand, in a declining market, the Fund will continue to bear the risk of a decrease in the market value of its equity portfolio, and the loss may exceed the cash premium received by the Fund.

In addition, as the reference assets of the call options are not identical to the equity portfolio of the Fund, their risk profiles are not the same, leading to a mismatch (i.e., basis risk) where their performances do not move in perfect correlation. Depending on market conditions, their correlation can fluctuate over time. To meet margin requirements, the Fund may need to liquidate assets that are not directly correlated with the options. This mismatch can exacerbate the risk of loss, particularly when the correlation between these assets weakens.

- (iii) QFI risk – Under the prevailing regulations in the PRC, foreign investors can invest in the securities of the Chinese domestic securities market pursuant to the applicable QFI rules and regulations ("QFI Eligible Securities") through institutions that have obtained QFI status in the PRC. The current QFI regulations impose strict restrictions (such as investment guidelines) on QFI Eligible Securities investment.

The Fund itself is not a QFI, but may invest directly in QFI Eligible Securities via the QFI status of the Investment Manager and/or other QFI holders. The QFI status could be revoked, in particular because

of material violations of rules and regulations by the QFI. If the Investment Manager loses its QFI status, the Fund may not be able to invest directly in QFI Eligible Securities and may be required to dispose of its holdings which would likely have a material adverse effect on the Fund.

The Investment Manager has assumed dual roles as the investment manager of the Fund and the QFI holder for the Fund. The Investment Manager will ensure all transactions and dealings will be dealt with having regard to the constitutive documents of the Fund as well as the relevant laws and regulations applicable to the Investment Manager as QFI. If any conflicts of interest arise, the Manager will in conjunction with the Trustee seek to ensure that the Fund is managed in the best interests of unitholders and the unitholders are treated fairly.

There can be no assurance that redemption requests can be processed in a timely manner due to adverse changes in relevant laws or regulations, including changes in QFI repatriation restrictions. Such restrictions may result in suspension of dealings of the Fund.

In extreme circumstances, the Fund may incur significant loss due to limited investment capabilities, or may not be able to fully implement or pursue its investment objective or strategy, due to QFI investment restrictions, illiquidity of the Chinese domestic securities market, and/or delay or disruption in execution of trades or in settlement of trades, and/or change in the applicable laws, rules and regulations (including restrictions on investments and repatriation of principal and profits) in the PRC and such change may have potential retrospective effect.

QFI Eligible Securities acquired by the Fund through the QFI facility will be maintained by the QFI's local custodian in the PRC ("PRC Custodian"), in electronic form via the securities account(s) in such name as may not be permitted or required in accordance with PRC law with the China Securities Depository and Clearing Corporation Limited and/or other relevant depositories. The PRC Custodian is China Construction Bank Corporation which is one of the largest banks in the PRC. Pursuant to an operating agreement entered into between the Investment Manager as the QFI, the PRC Custodian and the Trustee relating to the custody, operation and management of the Fund's assets in the PRC, the PRC Custodian is responsible for providing custody services to the Fund's cash and securities assets in the PRC. The QFI will also select brokers ("PRC Brokers") to execute transactions for the Fund in the PRC markets. The Investment Manager as QFI has established futures account with PRC Broker. Futures margin will be placed in an account of such PRC Broker with a licensed futures margin depository bank in the PRC in accordance with applicable laws and regulations. The Fund may incur losses due to the acts or omissions or insolvency of the PRC Brokers or the PRC Custodian 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 Manager will make arrangements to ensure that the PRC Brokers and the PRC Custodian have appropriate procedure to properly segregate the Fund's assets from the assets of the relevant PRC Brokers and the PRC Custodian.

According to the CSRC's Provisions on Issues relating to Implementation of the Administration Measures for the Domestic Securities and Futures Investment by Qualified Foreign Institutional Investors and RMB Qualified Foreign Institutional Investors ("CSRC Provisions"), the securities account(s) for the Fund in the PRC is(are) currently required to be maintained in the joint names of the Investment Manager as the QFI and the Fund. Although the CSRC Provisions indicates that the assets in such account(s) would belong to the Fund, such Provisions serves as a regulation promulgated by the CSRC and may be amended, superseded or invalidated by the CSRC, and does not have equal force of the law enacted by legislative bodies in the PRC.

There are rules and restrictions under current QFI regulations including rules on remittance of principal, investment restrictions, and repatriation of principal and profits. Any restrictions on repatriation of principal and profits may impact on the Fund's ability to meet redemption requests from the unitholders.

Investments in QFI Eligible Securities will be made through the QFI in Renminbi. The Fund will be exposed to any fluctuation in the exchange rate between US dollars and Renminbi in respect of such investments.

Investors should also note that direct investments in QFI Eligible Securities through QFIs are subject to compliance with the investment restrictions currently imposed under QFI regulations in the PRC, as amended from time to time, which are applied on each foreign investor investing through QFIs and which will affect the ability of the Fund to invest in QFI Eligible Securities.

- (iv) REITs risk – The Fund may invest in REITs which invest primarily in real estate and this may involve a higher level of risk as compared to a diversified fund and other securities. Real estate investments are relatively illiquid and may affect the ability of a REIT to vary its investment portfolio or liquidate part of its assets in response to changes in economic conditions, international securities markets, foreign exchange rates, interest rates, real estate market or other condition. REITs may have limited financial resources, may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than other securities.

REITs are dependent upon management skills, are not diversified, are subject to heavy cash flow dependency, default on borrowings and self-liquidation. REITs are also subject to the possibility of failing to qualify for taxfree pass-through of income, as in some jurisdictions special tax rules may apply to impose tax on the REITs or withhold tax on income derived from REITs and the Fund will not obtain a credit for any tax paid by the REITs or tax on payments out of the REITs.

REITs are also subject to interest rate risks. When interest rates decline, the value of a REIT's investment in fixed rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a REIT's investment in fixed rate obligations can be expected to decline. For adjustable rate mortgage loans, interest rates are reset periodically to reflect changes in market interest rates. Therefore, yields on a REIT's investments in such loans will gradually align themselves to reflect changes in market, causing the value of such investments to fluctuate less dramatically in response to interest rate fluctuations than would investments in fixed rate obligations. However, income generated from adjustable rate mortgage loans may be more volatile in response to interest rate fluctuations than would fixed rate obligations. Consequently, the value of a REIT held by the Fund may increase or decrease which in turn, affects the value of the Fund.

The underlying REITs which the Fund may invest in may not necessarily be authorised by the SFC and their dividend or payout policies are not representative of the dividend policy of the Fund.

- (v) Risk associated with foreign shareholding restrictions on China A-Shares – Investments on China A-Shares through QFIs and China Connect are subject to the following shareholding restrictions:
- Single foreign investors' shareholding by any Hong Kong or overseas investor (such as the Fund) in a China A-Share must not exceed 10% of the total issued shares; and
 - Aggregate foreign investors' shareholding by all Hong Kong and overseas investors (such as the Fund) in a China A-Share must not exceed 30% of the total issued shares.

When Hong Kong and overseas investors carry out strategic investments in listed companies in accordance with the relevant laws, the shareholding of the strategic investments is not capped by the abovementioned percentages. Stricter limits on shareholding by QFIs and other foreign investors separately imposed by the applicable laws, administrative regulations, or industrial policies in the PRC, if any, shall prevail.

Should the shareholding of a single investor in a China A-Share listed company exceed the above restriction, 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. The SSE/SZSE (as the case may be) and the SEHK will issue warnings or restrict the buy orders for the related China A-Shares if the percentage of total shareholding is approaching the upper limit.

As there are limits on the total shares held by all underlying foreign investors in one listed company in the PRC, the capacity of the Fund to make investments in A-Shares will be affected by the activities of all underlying foreign investors investing through QFIs or China Connect or any other permissible ways to obtain A-Shares investment exposures, not just the Investment Manager as QFI itself or other investors who make investment through the QFI status of the Investment Manager or other investors who make investment through China Connect.

- (vi) Risk associated with short swing profit rule – According to the PRC Securities Law (《中華人民共和國證券法》), a shareholder of 5% or more of the total issued shares of a PRC listed company ("major shareholder") has to return any profits obtained from the purchase and sale of shares of such PRC listed company if both transactions occur within a six-month period. In the event that the Fund or the Investment Manager (deemed as person acting in concert) becomes a major shareholder of a PRC listed company by investing in China A-Shares via China Connect, the profits that the Fund may derive from such investments may be limited, and thus the performance of the Fund may be adversely affected.

- (vii) RMB currency risk – RMB is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. RMB exchange rate is also subject to exchange control policies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the relevant authorities of the People's Republic of China. As the exchange rates are influenced by government policy and market forces, the exchange rates for RMB against other currencies, including US dollars and HK dollars, are susceptible to movements based on external factors. Accordingly, the investment in Classes denominated in RMB may be adversely affected by the fluctuations in the exchange rate between RMB and other foreign currencies.

RMB is currently not freely convertible and RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and restrictions imposed by the Chinese government.

Classes denominated in RMB will generally be valued with reference to RMB (CNH) rather than RMB (CNY). While RMB (CNH) and RMB (CNY) represent the same currency, they are traded in different and separate markets which operate independently and trade at different rates. As such RMB (CNH) does not necessarily have the same exchange rate and may not move in the same direction as RMB (CNY). Any divergence between CNH and CNY may adversely impact investors.

Classes denominated in RMB participate in the offshore RMB (CNH) market, which allow investors to freely transact CNH outside of mainland China. Classes denominated in RMB will have no requirement to remit CNH to onshore RMB (CNY). Non-RMB based investors (e.g. Hong Kong investors) in Classes denominated in RMB may have to convert HK dollars or other currencies into RMB when investing in Classes denominated in RMB and subsequently convert the RMB redemption proceeds and/or distributions (if any) back to HK dollars or such other currencies. Investors will incur currency conversion costs and may suffer losses depending on the exchange rate movements of RMB relative to HK dollars or such other currencies. Also, there can be no assurance that RMB will not be subject to devaluation and any depreciation of RMB could adversely affect the value of the investor's investment in the Fund.

Even if the Fund aims at paying redemption monies and/or distributions of RMB denominated Classes in RMB, the Manager may, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, pay redemption monies and/or distributions in the Fund's base currency. There is also a risk that payment of redemption monies and/or distributions in RMB may be delayed when there is not sufficient amount of RMB for currency conversion for settlement of the redemption monies and distributions in a timely manner due to the exchange controls and restrictions applicable to RMB. In any event, the redemption proceeds will be paid not later than one calendar month after the relevant dealing day on which units are redeemed and the Manager has received a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require.

- (viii) Risks associated with the China Connect – The Fund may invest through the China Connect. In addition to the risks associated with the China market, RMB currency risk, risk associated with foreign shareholding restrictions on China A-Shares and risk associated with short swing profit rule it is also subject to the following additional risks:

Quota limitations

- China Connect is subject to daily quota limitations. In particular, once the remaining balance of the relevant Northbound Daily Quota drops to zero or the relevant Northbound Daily Quota is exceeded during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross boundary securities regardless of the quota balance). Therefore, quota limitations may restrict the Fund's ability to invest in China A-Shares through China Connect on a timely basis, and the Fund may not be able to effectively pursue its investment strategies.

Suspension risk

- It is contemplated that each of SEHK, SSE and SZSE would reserve the right to suspend Northbound and/or Southbound trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading through China Connect is effected, the

Fund's ability to access the PRC market will be adversely affected. The Fund may therefore not be able to sell the A shares acquired via China Connect to meet any redemption requests in timely manner. In such event, the Fund's ability to achieve its investment objective could be negatively affected.

- There may be occasions when it is a normal trading day for the PRC market but the Fund cannot carry out any China A-Shares trading via China Connect. The Fund may be subject to risks of price fluctuations in China A-Shares during the time when China Connect is not trading as a result.

Operational risk

- The China Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.
- It should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an on-going basis.
- Further, the "connectivity" in the China Connect program requires routing of orders across the border. This requires the development of new information technology systems on the part of the SEHK and exchange participants (i.e. a new order routing system ("China Stock Connect System") set up by SEHK to which exchange participants need to connect). There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both Hong Kong and Shanghai or Shenzhen (as the case maybe) markets. In the event that the relevant systems failed to function properly, trading in both Hong Kong and Shanghai or Shenzhen (as the case maybe) markets through the program could be disrupted. The Fund's ability to access the China A-Share market (and hence to pursue its investment strategy) will be adversely affected.

Restrictions on selling imposed by front-end monitoring

- PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE or SZSE (as the case may be) will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Shares sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.
- If the Fund desires to sell certain China A-Shares it holds, it must transfer those China A-Shares to the respective accounts of its brokers before the market opens on the day of selling ("trading day") unless its brokers can otherwise confirm that the Fund has sufficient shares in its account. If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the Fund may not be able to dispose of holdings of China A-Shares in a timely manner.
- Alternatively, if the Fund maintains its China A-Shares with a custodian which is a custodian participant or general clearing participant participating in CCASS, the Fund may request such custodian to open a special segregated account ("SPSA") in CCASS to maintain its holdings in China A-Shares under the enhanced pre-trade checking model. Each SPSA will be assigned a unique "Investor ID" by CCASS for the purpose of facilitating the China Connect system to verify the holdings of an investor such as the Fund. Provided that there is sufficient holding in the SPSA when a broker inputs the Fund's sell order, the Fund will only need to transfer China A-Shares from its SPSA to its broker's account after execution and not before placing the sell order and the Fund will not be subject to the risk of being unable to dispose of its holdings of China A-Shares in a timely manner due to failure to transfer China A-Shares to its brokers in a timely manner.

Recalling of eligible stocks

- When a stock is recalled from the scope of eligible stocks for trading via China Connect, the stock can only be sold but restricted from being bought. This may affect the investment portfolio or strategies of the Fund, for example, when the Manager wishes to purchase a stock which is recalled from the scope of eligible stocks.

Clearing and settlement risk

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

Participation in corporate actions and shareholders' meetings

- HKSCC will keep CCASS participants informed of corporate actions of SSE and SZSE securities. Hong Kong and overseas investors (including the Fund) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of China A-Shares may be as short as one business day only. Therefore, the Fund may not be able to participate in some corporate actions in a timely manner.
- Hong Kong and overseas investors (including the Fund) are holding China A-Shares traded via the China Connect program through their brokers or custodians. According to existing mainland practice, multiple proxies are not available. Therefore, the Fund may not be able to appoint proxies to attend or participate in shareholders' meetings in respect of the China A-Shares.

Risk of default by brokers

- Investment through China Connect is conducted through broker(s), and is subject to the risks of default by such broker(s) in their obligations.

Regulatory risk

- China Connect is subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under China Connect.
 - It should be noted that the rules and regulations are untested and there is no certainty as to how they will be applied. Moreover, the current rules and regulations are subject to change which may have potential retrospective effect. There can be no assurance that China Connect will not be abolished. The Fund, which may invest in the PRC markets through China Connect, may be adversely affected as a result of such changes.
- (ix) People's Republic of China ("PRC") tax risk consideration – There are risks and uncertainties associated with the current PRC tax laws, regulations and practice on the Fund's investments in the PRC. Any increased tax liabilities on the Fund may adversely affect the Fund's value. The Manager and Investment Manager reserve the right to provide for tax on gains of the Fund that invests in PRC securities thus impacting the valuation of the Fund.

With the uncertainty of whether and how certain gains on PRC securities are to be taxed, the possibility of the laws, regulations and practice in the PRC changing, and the possibility of taxes being applied retrospectively, any provision for taxation made by the Manager and/or the Investment Manager may be excessive or inadequate to meet final PRC tax liabilities on gains derived from the disposal of PRC securities. In case of any shortfall between the provisions and actual tax liabilities, which will be debited from the Funds' assets, the Funds' net asset value will be adversely affected. Depending on the timing of investors' subscriptions and/or redemptions, they may be disadvantaged as a result of any shortfall of tax provision and/or not having the right to claim any part of the overprovision (as the case may be).

Based on the Manager and/or the Investment Manager's review after taking professional tax advice, the Fund will not make tax provisions. The Manager and/or the Investment Manager may at its discretion make modification to the tax provision policy of the Fund based on new developments and interpretation of the relevant regulations.

For more information on the PRC taxation of PRC securities and the provisioning for such taxation, please refer to the sub-paragraph entitled "Mainland China" under the sub-section entitled "(iii) Taxation of the Funds" under Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

- (x) Connected party risk – The Fund will be investing in A-Shares via the QFI status of the Investment Manager. Although the Manager, the Investment Manager and the Investment Adviser are all part of the JPMorgan group of companies, each of such entities will operate independently in assuming their respective duties and obligations in relation to the Fund and are subject to the supervision of their relevant industry regulators. All transactions and dealings between such entities in relation to the Fund will be dealt with on arm's length basis having regard to the constitutive documents of the Fund as well as the relevant regulatory codes applicable to such entities. In the unlikely event that conflicts of interest arise, the Manager in conjunction with the Trustee will seek to ensure that the Fund is managed in the best interests of unitholders and the unitholders are treated fairly.
- (xi) Custodial risk – The Trustee may appoint directly or indirectly custodians or sub-custodians in local markets for the purposes of safekeeping of assets in those markets. The Trustee's liability shall not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping. The Trustee must exercise care and diligence in the selection and appointment of a custodian or sub-custodian as a safekeeping agent so as to ensure that the custodian or sub-custodian has and maintains the expertise, competence and standing appropriate to discharge the responsibilities concerned and the Trustee must maintain an appropriate level of supervision over the custodian or sub-custodian and make appropriate enquiries from time to time to confirm that the obligations of the custodian or sub-custodian continue to be competently discharged. The Trustee will not however be responsible for any loss suffered by the Fund by reason only of the liquidation, bankruptcy or insolvency of any such custodian or sub-custodian which are not member of the group of companies to which the Trustee belongs.
- (xii) PRC Brokerage risk – The execution and settlement of transactions or the transfer of any funds or securities may be conducted by PRC Brokers appointed by the Investment Manager (as QFI holder).

There is a risk that the Fund may suffer significant losses from the default, disqualification or bankruptcy of the PRC Brokers, including losses of any futures margin held by PRC futures brokers in the event of their bankruptcy. In these events, the Fund may be adversely affected in the execution or settlement of any transaction or in the transfer of any funds or securities.

In selection of PRC Brokers, the Investment Manager (as QFI holder) will have regard to factors such as the competitiveness of commission rates, size of the relevant orders and execution standards. The Investment Manager will exercise reasonable care and diligence in the selection, appointment and ongoing monitoring of the PRC Brokers and ensure it is satisfied that the PRC Brokers remain suitably qualified and competent to provide the relevant service. If the Investment Manager considers appropriate, it is possible that a single PRC Broker will be appointed and the Fund may not necessarily pay the lowest commission available in the market.

- (xiii) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value per unit. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged

Class with suffix “(icn)”, for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

- (xiv) Chinese variable interest entity (VIE) risk – Chinese operating companies sometimes rely on variable interest entity (“VIE”) structures to raise capital from offshore investors. A VIE is a structure whereby a China-based operating company establishes an entity (typically offshore) that enters into service and other contracts with the Chinese company designed to provide economic exposure to the company. The offshore entity issues exchange-traded shares that are not direct equity ownership interests in the Chinese operating company. The VIE structure is designed to provide the offshore entity (and in turn, investors in the entity) with economic exposure to the Chinese company that replicates equity ownership, without actual equity ownership. VIE structures are used due to Chinese government prohibitions on foreign ownership of companies in certain industries. There is a risk that the PRC government or regulators may intervene in these VIE structures at any time, either generally or with respect to specific issuers. As a result, it is not clear that the contracts will be enforceable or that the structures will otherwise work as intended. The Chinese government could subject the Chinese company to penalties, revocation of business and operating licenses or forfeiture of ownership interests. Further, ownership of the shares in the offshore entity does not give the shareholders in that entity any control over the Chinese company. Companies that rely on VIE structures including those listed on U.S. exchanges and American Depositary Receipts, may be adversely impacted. Such legal uncertainties may adversely impact the interest of foreign investors such as the Fund in these Chinese VIEs. The Fund may suffer significant losses as a result.
- (xv) Risks associated with the investments in stocks listed on the Beijing Stock Exchange and/or the ChiNext Board of the SZSE and/or the Science and Technology Innovation Board (“STAR Board”) of the SSE – The Fund may invest in stocks listed on the Beijing Stock Exchange and/or the ChiNext Board of the SZSE and/or the STAR Board of the SSE. Investments in stocks listed on Beijing Stock Exchange and/or ChiNext Board and/or STAR Board may result in significant losses for the Fund and its investors. The following additional risks apply:

Higher fluctuation on stock prices and liquidity risk

Listed companies on the Beijing Stock Exchange, the ChiNext Board and/or STAR Board are usually innovative and growth enterprises of emerging nature with smaller operating scale. Listed companies on the Beijing Stock Exchange, ChiNext Board and/or STAR Board are subject to wider price fluctuation limits, and due to higher entry thresholds for investors, stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may have limited liquidity, compared to those listed on other boards. Hence, they are subject to higher fluctuation in stock prices and liquidity risks and have higher risks and turnover ratios than companies listed on the main boards of the SSE and SZSE.

Due to different trading rules, daily price movements are limited to 30% on the Beijing Stock Exchange and 20% on the ChiNext market and the STAR Board, which are higher than the limits on the main boards of the SSE and SZSE. Therefore the securities traded on these markets may be subject to a higher volatility risk than securities of relevant sectors traded in the main boards of the SSE and SZSE.

Over-valuation risk

Stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may be given a higher valuation and such exceptionally high valuation may not be sustainable. Stock price may be more susceptible to manipulation due to fewer circulating shares.

Differences in regulations applicable to the Beijing Stock Exchange, ChiNext Board and STAR Board

The rules and regulations applicable to companies listed on the Beijing Stock Exchange, ChiNext Board and STAR Board are less stringent in terms of profitability and share capital than those on the main boards of the SSE and the SZSE.

Delisting risk

It may be more common and faster for companies listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board to delist. This may have an adverse impact on the Fund if the companies that it invests in are delisted.

Risk associated with transfer of listing for stocks listed on Beijing Stock Exchange

A company listed on the Beijing Stock Exchange in which the Fund invests may apply for transfer of listing to the ChiNext Board of the SZSE or the STAR Board of the SSE, if permitted by the applicable laws and regulations, subject to meeting the listing requirements of the CSRC and the SSE or SZSE (as the case may be). The application for transfer of listing will be subject to the review and approval by SSE or SZSE (as the case may be). The application for transfer of listing, whether successful or not, may cause fluctuations in the price of the relevant stock, and hence the net asset value of the Fund.

Concentration risk applicable to the Beijing Stock Exchange and STAR Board

Beijing Stock Exchange and STAR Board are newly established and may have a limited number of listed companies during the initial stage. Investments in stocks listed on the Beijing Stock Exchange and STAR Board may be concentrated in a small number of stocks and subject the Fund to higher concentration risk.

- (xvi) Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan China Equity High Income (acc) - USD	US dollars
JPMorgan China Equity High Income (icn) - RMB (hedged)	Renminbi
JPMorgan China Equity High Income (mth) - AUD (hedged)	Australian dollars
JPMorgan China Equity High Income (mth) - HKD	HK dollars
JPMorgan China Equity High Income (mth) - RMB (hedged)	Renminbi
JPMorgan China Equity High Income (mth) - USD	US dollars
JPMorgan China Equity High Income - Class C (acc) - USD	US dollars
JPMorgan China Equity High Income - Class C (mth) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC's prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month's notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution thereof (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled "Currency Hedged Classes" and "AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class" respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC's prior approval (if applicable) and one month's prior notice to the relevant unitholders.

Classes with the suffix "(acc)"

Classes with the suffix "(acc)" are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Classes with the suffix "(icn)"

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan China Equity High Income (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix "(mth)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency

[#] The website has not been reviewed by the SFC.

of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan China Equity High Income (mth) - AUD (hedged)
JPMorgan China Equity High Income (mth) - HKD
JPMorgan China Equity High Income (mth) - RMB (hedged)
JPMorgan China Equity High Income (mth) - USD
JPMorgan China Equity High Income - Class C (mth) - USD

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk" under the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/ or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in Fund's base currency. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details

[#]The website has not been reviewed by the SFC.

for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding Dealing Day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in US dollars. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan China Equity High Income (acc) - USD	US\$10.00
JPMorgan China Equity High Income (mth) - AUD (hedged)	AU\$10.00
JPMorgan China Equity High Income (mth) - HKD	HK\$10.00
JPMorgan China Equity High Income (mth) - RMB (hedged)	RMB10.00
JPMorgan China Equity High Income (mth) - USD	US\$10.00

In addition, the first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan China Equity High Income (icn) - RMB (hedged)	RMB10.00
JPMorgan China Equity High Income - Class C (acc) - USD	US\$10.00
JPMorgan China Equity High Income - Class C (mth) - USD	US\$10.00

REDEMPTIONS

Redemption of Units

The section entitled “REDEMPTIONS – Redemption of Units” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Procedure for Redemption and Suspension of Redemptions

Save for the procedure on payment of redemption monies, the procedure for redemption and the Manager's current policy on suspension of redemptions under the sections entitled “REDEMPTIONS – Procedure for Redemption” and “REDEMPTIONS – Suspension of Redemptions” respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The procedure on payment of redemption monies which applies to this Fund is set out below.

The amount due on the redemption of units will normally be paid within 5 Business Days, and in any event by 1 calendar month from the relevant dealing day. A “Business Day” is each day, other than a Saturday or a Sunday or a Hong Kong public holiday, on which banks in Hong Kong are open for normal banking business and on which stock exchanges or markets on which, in the opinion of the Manager, all or part of investments of the Fund are quoted, listed or dealt in are open for trading or such other day(s) as the Manager and the Trustee may otherwise agree.

As noted in paragraph (ii) under the section entitled “RISKS” above, there are rules and restrictions on repatriation of principal and profits under current QFI regulations. In cases where repatriation of funds from the PRC is restricted, the payment of the amount due on the redemption of units may be delayed and the same will be paid to investors as soon as practicable and if the time required for payment of redemption money exceeds 1 calendar month from the relevant dealing day, the extended time frame for payment of redemption money shall reflect the additional time needed in light of the specific circumstances (in any event redemption money will be paid within 7 Business Days after completion of the relevant repatriation).

Payment will normally be made by telegraphic transfer where the unitholder has provided payment details for this purpose. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, payment of

redemption proceeds will only be made upon the unitholder providing the correct bank payment details. No third party payments will be made.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge (normally up to 5 per cent. of the net asset value per unit of the relevant Class) from the gross subscription amount on the issue of units where applicable and receive a redemption charge (normally up to 0.5 per cent. of the net asset value per unit of the relevant Class) from the redemption monies on the cancellation or redemption of units where applicable. The Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, charges, fees or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.5 per cent. per annum of the net asset value of each Class other than Class C. For Class C, the Manager currently receives a fee of 0.75 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue on each dealing day based on the net asset value of each Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund which will be calculated before deduction of any management fee and trustee fee accruing to or on the relevant Dealing Day. However, the Trustee currently receives a trustee fee at the following rates of the Fund's net asset value which is calculated before deduction of any management fee and trustee fee accruing to or on the relevant Dealing Day:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each Dealing Day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provisions on "Documents Available for Inspection" and "Duration of the Funds", the general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The provisions on "Documents Available for Inspection" and "Duration of the Fund" which apply to this Fund are set out below.

Documents Available for Inspection

Copies of the following documents are available for inspection free of charge during normal working hours at the offices of the Manager:

- (i) Trust Deed and Base Terms.
- (ii) Investment Management Agreement.
- (iii) Investment Advisory Agreement.
- (iv) Operating Agreement.

Duration of the Fund

Unless previously terminated, the Fund will terminate automatically on the date immediately preceding the eightieth anniversary of the date of the Trust Deed. The Manager may, in certain circumstances, by notice in writing to the Trustee terminate the Fund at any time. Such circumstances include (i) the passing of any law which renders it illegal to continue the Fund or, in the opinion of the Manager, impracticable or inadvisable to continue the Fund; (ii) where the aggregate net asset value of the Fund falls below US\$70,000,000 or its equivalent in the currency in which the Fund is denominated; or (iii) where the Manager (with the approval of the Trustee) considers termination of the Fund is in the best interest of unitholders. The Fund may also be terminated by Extraordinary Resolution of the unitholders at any time.

The Manager may in its absolute discretion, but subject to any required approval of the SFC, if it considers it to be in the best interest of unitholders, give not less than 3 months' written notice to unitholders and the Trustee (or such shorter period of notice as the SFC may agree) of termination of the Fund and, (a) in consideration for subscription in cash following realisation of the assets of the Fund or the transfer of substantially all the assets of the Fund, apply for new shares, units or other interests in a collective investment scheme (whether a unit trust, an open-ended investment company or otherwise) whose investment objectives and restrictions are substantially

the same as those of the Fund and in its application determine whether such new shares, units or other interests are to be issued or registered in the name of unitholders directly or in a company nominated by the Manager as nominee for unitholders; or (b) distribute on a pro rata basis all or any of the investments held by the Fund to unitholders or into the name of a company nominated by the Manager as nominee for unitholders.

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

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan China Pioneer A-Share Fund

INTRODUCTION

JPMorgan China Pioneer A-Share Fund ("Fund") is a unit trust constituted by a Trust Deed dated 14 June 2006, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

The Investment Manager has appointed JPMorgan Asset Management (China) Company Limited, a company incorporated in the People's Republic of China ("PRC") and JPMorgan Asset Management (Taiwan) Limited, a company incorporated in Taiwan, as investment advisors (collectively, "Investment Advisers") to provide non-discretionary investment advice.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

The Trustee may from time to time appoint, or agree to have such other persons to appoint such person or persons as it thinks fit (including, without limitation, any of its Connected Persons) to hold as custodian, co-custodian, nominee, agent or delegate, all or any of the investments, assets or other property comprised in the Fund and may empower any such person to appoint, with the prior consent in writing of the Trustee, sub-custodians (each such custodian, nominee, agent, delegate, co-custodian and sub-custodian a "Correspondent").

The Trustee shall (a) exercise reasonable care, skill and diligence in the selection, appointment and on-going monitoring of Correspondents and (b) be satisfied that Correspondents retained remain suitably qualified and competent on an on-going basis to provide the relevant services to the Fund.

The Trustee shall be responsible and liable for the acts and omissions of any Correspondent which is a Connected Person of the Trustee as if the same were the acts or omissions of the Trustee, but provided that the Trustee has discharged its obligations set out in (a) and (b) as set out in this paragraph, the Trustee shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of any Correspondent which is not a Connected Person of the Trustee. For the purpose of the foregoing "Correspondent" shall include the QFI Custodian (as defined below). For the avoidance of doubt, the QFI Custodian is not a Connected Person of the Trustee.

The Trustee shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of Euro-clear Clearing System Limited or Clearstream Banking S.A. or any other such central depository or clearing system which may from time to time be approved by the Trustee and the Manager.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

China Construction Bank Corporation has been appointed as the custodian ("QFI Custodian") in respect of the investments in the People's Republic of China ("PRC") held by the Fund.

China Construction Bank Corporation is one of the largest commercial banks in the PRC providing a comprehensive range of commercial banking products and services. On 27 October 2005, H-shares of China Construction Bank Corporation were listed on Hong Kong Stock Exchange, and on 25 September 2007, A-shares of China construction Bank Corporation were listed on Shanghai Stock Exchange.

INVESTMENT OBJECTIVES, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective and policy of the Fund is to achieve long-term capital growth by investing primarily (i.e. at least 70% of its total net asset value) in PRC equity securities, including but not limited to China A-Shares listed on the PRC stock exchanges (e.g. Shanghai Stock Exchange, Shenzhen Stock Exchange and Beijing Stock Exchange).

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Fund will invest in PRC securities via the qualified foreign investor ("QFI") status of the Investment Manager. For the investment in China A-Shares, the Fund may also invest and have direct access to certain eligible China A-Shares via China Connect (as further described in the sub-section entitled "China Connect" below) and/or other similar programs as approved by the relevant regulators from time to time. The Fund may invest 30% or more of its total net asset value in stocks listed on the ChiNext Board of the Shenzhen Stock Exchange, the Science and Technology Innovation Board of the Shanghai Stock Exchange and/or the Beijing Stock Exchange.

The Fund may invest in derivatives such as forward contracts, options, warrants and futures for investment and hedging purposes.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund will not invest in any type of the following instruments: (i) urban investment bonds¹ (城投债); (ii) asset backed securities (including asset backed commercial papers); and (iii) below investment grade bonds (i.e. (a) bonds rated below Baa3 by Moody's or BBB- by Standard & Poor's or such other terms used by international accredited rating agencies or (b) unrated bonds but their issuers are rated below Baa3 by Moody's or BBB- by Standard & Poor's or such other terms used by international accredited rating agencies) or unrated bonds (i.e. both the bonds and issuers are unrated by Moody's, Standard & Poor's or other international accredited rating agencies).

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Notwithstanding the above, the following investment restrictions and guidelines are also applicable to the Fund:

- (i) The aggregate value of the Fund's holding of securities issued by any single issuer which exceeds 5 per cent. of its total net asset value may not exceed 40 per cent. of the total net asset value of the Fund.
- (ii) The value of the Fund's holding of securities neither listed nor quoted on a market may not exceed 10 per cent. of its total net asset value.
- (iii) The value of the Fund's holding of A-Shares (including instruments which gain an exposure in A-Shares) shall not be less than 70 per cent. of its total net asset value.

¹ Urban investment bonds are debt instruments issued by local government financing vehicles ("LGFVs") in the China listed bond and interbank bond-market. These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects.

- (iv) The Fund may not sell short any securities.
- (v) The Fund may invest up to 100 per cent. of its total net asset value in China A-Shares via China Connect.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled “Borrowing and Leverage” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled “Securities Financing Transactions Policies” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Qualified Foreign Investor (“QFI”)

Currently it is intended that the Fund will primarily invest directly in China A-Shares by using the QFI status of the Investment Manager.

The Investment Manager in its capacity as a QFI, appointed China Construction Bank Corporation as the QFI Custodian in respect of the assets of the Fund within the PRC, pursuant to relevant laws and regulations. In addition, a Connected Person of the Trustee, as Trustee's delegate, has entered into a sub-custodian agreement with the QFI Custodian in respect of the custody of certain assets in the PRC, including those acquired through or in connection with the QFI status of the Investment Manager for the Fund.

Securities including China A-Shares, or other PRC securities will be maintained by the QFI Custodian pursuant to PRC regulations through securities account(s) with the China Securities Depository and Clearing Corporation Limited in such name as may be permitted or required in accordance with PRC law.

Investors should pay attention to the sections headed “QFI risk” and “PRC brokerage risk” under the “RISKS” section.

The Manager has entered into the Participation Agreement between the Investment Manager (as QFI holder), the Trustee and the QFI Custodian, pursuant to which the parties confirm and acknowledge operational arrangements in relation to the Fund's use of QFI status. Among which, the QFI Custodian will look to the Trustee (through the Trustee's delegate) for instructions and solely act in accordance with the Trustee's instructions, which come from the Manager and the Investment Manager, as provided under the Participation Agreement.

The Investment Manager will assume dual roles as the investment manager of the Fund and the holder of QFI status for the Fund. The Investment Manager will be responsible for ensuring that all transactions and dealings will be dealt with in compliance with the Trust Deed (where applicable) as well as the relevant laws and regulations applicable to the Investment Manager as a QFI. If any conflicts of interest arise, the Investment Manager will have regard in such event to its obligations to the Fund and will endeavour to ensure that such conflicts are resolved fairly.

China Connect

The section entitled “Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively the “China Connect”)” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled “RISKS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) China market risk – Investing in the securities markets in the PRC is subject to the risks of investing in emerging markets generally and the risks specific to the PRC market.

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 “A”, “B” and “H” shares.

The choice of “A”, “B” and “H” share issues currently available to the Manager may be limited as compared with the choice available in other markets. There may also be a lower level of liquidity in the PRC “A” and “B” share markets, which are relatively smaller in terms of both combined total market value and the number of “A” and “B” shares which are available for investment as compared with other markets. This could potentially lead to severe price volatility. There may also be potential settlement difficulties in the PRC market.

The national regulatory and legal framework for capital markets and joint stock companies in the PRC are still developing when compared with those of developed countries. Most of the joint stock companies with listed A-Shares have undergone split-share structure reform to convert state owned shares or legal person shares into transferable shares with the intention to increase liquidity of A-Shares. However, the effects of such reform on the A-Share market as a whole and other PRC securities remain to be seen. In addition, trading band limits may be imposed by the PRC stock exchanges on China A-Shares, where trading in a China A-Share security on the relevant PRC stock exchange may be suspended if the trading price of such security has increased or decreased to the extent beyond the trading band limit. A suspension will render it impossible for the Fund to liquidate its positions (if any) in such security. Also, it may not be possible for the Fund to liquidate positions at a favourable price even when the suspension is lifted. Such trading band limit may therefore adversely affect the Fund’s investment in China A-Shares.

PRC companies are required to follow PRC accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be significant differences between financial statements prepared by accountants following PRC accounting standards and practice and those prepared in accordance with international accounting standards.

Securities markets in Beijing, Shanghai and Shenzhen are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions and difficulty in interpreting and applying the relevant regulations.

Investments in the PRC will be sensitive to any significant change in political, social or economic policy in the PRC, which includes possible government intervention. Such sensitivity may, for the reasons specified above, adversely affect the capital growth and thus the performance of these investments. The PRC government or the regulators may also implement policies that may affect the financial markets.

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 that issue the relevant PRC securities invested in by the Fund.

In light of the above mentioned factors, the price of PRC securities may fall significantly in certain circumstances and may have an adverse effect on the Fund’s performance.

- (ii) QFI risk – Under the prevailing regulations in the PRC, foreign investors can invest in the securities of the Chinese domestic securities market pursuant to the applicable QFI rules and regulations (“QFI Eligible Securities”) through institutions that have obtained QFI status in the PRC. The current QFI regulations impose strict restrictions (such as investment guidelines) on QFI Eligible Securities investment.

The Fund itself is not a QFI, but may invest directly in QFI Eligible Securities via the QFI status of the Investment Manager and/or other QFI holders. The QFI status could be revoked, in particular because of material violations of rules and regulations by the QFI. If the Investment Manager loses its QFI status, the Fund may not be able to invest directly in QFI Eligible Securities and may be required to dispose of its holdings which would likely have a material adverse effect on the Fund.

The Investment Manager has assumed dual roles as the investment manager of the Fund and the QFI holder for the Fund. The Investment Manager will ensure all transactions and dealings will be dealt with having regard to the constitutive documents of the Fund as well as the relevant laws and regulations applicable to the Investment Manager as QFI. If any conflicts of interest arise, the Manager will in conjunction with the Trustee seek to ensure that the Fund is managed in the best interests of unitholders and the unitholders are treated fairly.

There can be no assurance that redemption requests can be processed in a timely manner due to adverse changes in relevant laws or regulations, including changes in QFI repatriation restrictions. Such restrictions may result in suspension of dealings of the Fund.

In extreme circumstances, the Fund may incur significant loss due to limited investment capabilities, or may not be able to fully implement or pursue its investment objective or strategy, due to QFI investment restrictions, illiquidity of the Chinese domestic securities market, delay or disruption in execution of trades or in settlement of trades, and/or change in the applicable laws, rules and regulations (including restrictions on investments and repatriation of principal and profits) in the PRC and such change may have potential retrospective effect.

QFI Eligible Securities acquired by the Fund through the QFI facility will be maintained by the QFI Custodian, in electronic form via the securities account(s) in such name as may be permitted or required in accordance with PRC law with the China Securities Depository and Clearing Corporation Limited and/or other relevant depositories. The QFI Custodian is China Construction Bank Corporation which is one of the largest banks in the PRC. Pursuant to an operating agreement entered into between the Investment Manager as the QFI, the QFI Custodian and the Trustee relating to the custody, operation and management of the Fund's assets in the PRC, the QFI Custodian is responsible for providing custody services to the Fund's cash and securities assets in the PRC. The QFI will also select brokers ("PRC Brokers") to execute transactions for the Fund in the PRC markets. The Investment Manager as QFI has established futures account with PRC Broker. Futures margin will be placed in an account of such PRC Broker with a licensed futures margin depository bank in the PRC in accordance with applicable laws and regulations. The Fund may incur losses due to the acts or omissions or insolvency of the PRC Brokers or the QFI Custodian 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 Manager will make arrangements to ensure that the PRC Brokers and the QFI Custodian have appropriate procedure to properly segregate the Fund's assets from the assets of the relevant PRC Brokers and the QFI Custodian. Investors should note that cash deposited in the cash account(s) of the Fund with the QFI Custodian will not be segregated but will be a debt owing from the QFI Custodian to the Fund as a depositor. Such cash will be comingled with cash that belongs to other clients or creditors of the QFI Custodian. In the event of bankruptcy or liquidation of the QFI Custodian, the Fund will not have any proprietary rights to the cash deposited in such cash account(s), and the Fund will become an unsecured creditor, ranking *pari passu* with all other unsecured creditors, of the QFI 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.

According to the CSRC's Provisions on Issues relating to Implementation of the Administration Measures for the Domestic Securities and Futures Investment by Qualified Foreign Institutional Investors and RMB Qualified Foreign Institutional Investors ("CSRC Provisions"), the securities account(s) for the Fund in the PRC is(are) currently required to be maintained in the joint names of the Investment Manager as the QFI and the Fund. Although the CSRC Provisions indicates that the assets in such account(s) would belong to the Fund, such Provisions serves as a regulation promulgated by the CSRC and may be amended, superseded or invalidated by the CSRC, and does not have equal force of the law enacted by legislative bodies in the PRC.

There are rules and restrictions under current QFI regulations including rules on remittance of principal, investment restrictions, and repatriation of principal and profits. Any restrictions on repatriation of principal and profits may impact on the Fund's ability to meet redemption requests from the unitholders.

Investments in QFI Eligible Securities will be made through the QFI in Renminbi. The Fund will be exposed to any fluctuation in the exchange rate between US dollars and Renminbi in respect of such investments.

Investors should also note that direct investments in QFI Eligible Securities through QFIs are subject to compliance with the investment restrictions currently imposed under QFI regulations in the PRC, as amended from time to time, which are applied on each foreign investor investing through QFIs and which will affect the ability of the Fund to invest in QFI Eligible Securities.

- (iii) Risk associated with foreign shareholding restrictions on China A-Shares – Investments on China A-Shares through QFIs and China Connect are subject to the following shareholding restrictions:
- Single foreign investors' shareholding by any Hong Kong or overseas investor (such as the Fund) in a China A-Share must not exceed 10% of the total issued shares; and
 - Aggregate foreign investors' shareholding by all Hong Kong and overseas investors (such as the Fund) in a China A-Share must not exceed 30% of the total issued shares.

When Hong Kong and overseas investors carry out strategic investments in listed companies in accordance with the relevant laws, the shareholding of the strategic investments is not capped by the abovementioned percentages. Stricter limits on shareholding by QFIs and other foreign investors separately imposed by the applicable laws, administrative regulations, or industrial policies in the PRC, if any, shall prevail.

Should the shareholding of a single investor in a China A-Share listed company exceed the above restriction, 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. The SSE/SZSE (as the case may be) and the SEHK will issue warnings or restrict the buy orders for the related China A-Shares if the percentage of total shareholding is approaching the upper limit.

As there are limits on the total shares held by all underlying foreign investors in one listed company in the PRC, the capacity of the Fund to make investments in A-Shares will be affected by the activities of all underlying foreign investors investing through QFIs or China Connect or any other permissible ways to obtain A-Shares investment exposures, not just the Investment Manager as QFI itself or other investors who make investment through the QFI status of the Investment Manager or other investors who make investment through China Connect.

- (iv) Risk associated with short swing profit rule – According to the PRC Securities Law (中華人民共和國證券法), a shareholder of 5% or more of the total issued shares of a PRC listed company ("major shareholder") has to return any profits obtained from the purchase and sale of shares of such PRC listed company if both transactions occur within a six-month period. In the event that the Fund or the Investment Manager (deemed as person acting in concert) becomes a major shareholder of a PRC listed company by investing in China A-Shares via QFIs or China Connect, the profits that the Fund may derive from such investments may be limited, and thus the performance of the Fund may be adversely affected."
- (v) Application of QFI rules – The QFI rules are novel in nature and their application may depend on the interpretation given by the relevant Chinese authorities. Any changes to the relevant rules may have an adverse impact on investors' investment in the Fund.
- (vi) RMB currency risk – RMB is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. RMB exchange rate is also subject to exchange control policies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the relevant authorities of the PRC. As the exchange rates are influenced by government policy and market forces, the exchange rates for RMB against other currencies, including US dollars and HK dollars, are susceptible to movements based on external factors. RMB is currently not a freely convertible currency as it is subject to foreign exchange control policies of and repatriation restrictions imposed by the Chinese government. If such policies change in future, the Fund's or the investors' position may be adversely affected.
- There is no assurance that RMB will not be subject to devaluation, in which case the value of the Fund's investments in RMB will be adversely affected. Some of the investments acquired by the Fund will be denominated in RMB whereas the Fund is denominated in USD. This exposes investors to movements of the exchange rate between the currency of denomination of the Fund and the currency in which the assets of the Fund are held. Investors may suffer losses depending on the exchange rate movements of RMB relative to USD.
- (vii) Risks associated with China Connect – The Fund may invest through the China Connect. In addition to the risks associated with the China market, RMB currency risk, risk associated with foreign shareholding

restrictions on China A-Shares and risk associated with short swing profit rule it is also subject to the following additional risks:

Quota limitations

- China Connect is subject to daily quota limitations. In particular, once the remaining balance of the relevant Northbound Daily Quota drops to zero or the relevant Northbound Daily Quota is exceeded during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross boundary securities regardless of the quota balance). Therefore, quota limitations may restrict the Fund's ability to invest in China A-Shares through China Connect on a timely basis, and the Fund may not be able to effectively pursue its investment strategies.

Suspension risk

- It is contemplated that each of SEHK, SSE and SZSE would reserve the right to suspend Northbound and/or Southbound trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading through China Connect is effected, the Fund's ability to access the PRC market will be adversely affected. The Fund may therefore not be able to sell the A shares acquired via China Connect to meet any redemption requests in timely manner. In such event, the Fund's ability to achieve its investment objective could be negatively affected.
- There may be occasions when it is a normal trading day for the PRC market but the Fund cannot carry out any China A-Shares trading via China Connect. The Fund may be subject to risks of price fluctuations in China A-Shares during the time when China Connect is not trading as a result.

Operational risk

- The China Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.
- It should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an on-going basis.
- Further, the "connectivity" in the China Connect program requires routing of orders across the border. This requires the development of new information technology systems on the part of the SEHK and exchange participants (i.e. a new order routing system ("China Stock Connect System") set up by SEHK to which exchange participants need to connect). There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both Hong Kong and Shanghai or Shenzhen (as the case maybe) markets. In the event that the relevant systems failed to function properly, trading in both Hong Kong and Shanghai or Shenzhen (as the case maybe) markets through the program could be disrupted. The Fund's ability to access the China A-Share market (and hence to pursue its investment strategy) will be adversely affected.

Restrictions on selling imposed by front-end monitoring

- PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE or SZSE (as the case may be) will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Shares sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.
- If the Fund desires to sell certain China A-Shares it holds, it must transfer those China A-Shares to the respective accounts of its brokers before the market opens on the day of selling ("trading day") unless its brokers can otherwise confirm that the Fund has sufficient shares in its account. If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the Fund may not be able to dispose of holdings of China A-Shares in a timely manner.

Alternatively, if the Fund maintains its China A-Shares with a custodian which is a custodian participant or general clearing participant participating in CCASS, the Fund may request such custodian to open a special segregated account ("SPSA") in CCASS to maintain its holdings in China A-Shares under the enhanced pre-trade checking model. Each SPSA will be assigned a unique "Investor ID" by CCASS for the purpose of facilitating the China Connect system to verify the holdings of an investor such as the Fund. Provided that there is sufficient holding in the SPSA when a broker inputs the Fund's sell order, the Fund will only need to transfer China A-Shares from its SPSA to its broker's account after execution and not before placing the sell order and the Fund will not be subject to the risk of being unable to dispose of its holdings of China A-Shares in a timely manner due to failure to transfer China A-Shares to its brokers in a timely manner.

Recalling of eligible stocks

- When a stock is recalled from the scope of eligible stocks for trading via China Connect, the stock can only be sold but restricted from being bought. This may affect the investment portfolio or strategies of the Fund, for example, when the Manager wishes to purchase a stock which is recalled from the scope of eligible stocks.

Clearing and settlement risk

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

Participation in corporate actions and shareholders' meetings

- HKSCC will keep CCASS participants informed of corporate actions of SSE and SZSE securities. Hong Kong and overseas investors (including the Fund) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of China A-Shares may be as short as one business day only. Therefore, the Fund may not be able to participate in some corporate actions in a timely manner.
- Hong Kong and overseas investors (including the Fund) are holding China A-Shares traded via the China Connect program through their brokers or custodians. According to existing mainland practice, multiple proxies are not available. Therefore, the Fund may not be able to appoint proxies to attend or participate in shareholders' meetings in respect of the China A-Shares.

Risk of default by brokers

- Investment through China Connect is conducted through broker(s), and is subject to the risks of default by such broker(s) in their obligations.

Regulatory risk

- China Connect is subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under China Connect.

- It should be noted that the rules and regulations are untested and there is no certainty as to how they will be applied. Moreover, the current rules and regulations are subject to change which may have potential retrospective effect. There can be no assurance that China Connect will not be abolished. The Fund, which may invest in the PRC markets through China Connect, may be adversely affected as a result of such changes.
- (viii) People's Republic of China ("PRC") tax risk consideration – There are risks and uncertainties associated with the current PRC tax laws, regulations and practice on the Fund's investments in the PRC. Any increased tax liabilities on the Fund may adversely affect the Fund's value. The Manager and Investment Manager reserve the right to provide for tax on gains of the Fund that invests in PRC securities thus impacting the valuation of the Fund.

With the uncertainty of whether and how certain gains on PRC securities are to be taxed, the possibility of the laws, regulations and practice in the PRC changing, and the possibility of taxes being applied retrospectively, any provision for taxation made by the Manager and/or the Investment Manager may be excessive or inadequate to meet final PRC tax liabilities on gains derived from the disposal of PRC securities. In case of any shortfall between the provisions and actual tax liabilities, which will be debited from the Funds' assets, the Funds' net asset value will be adversely affected. Depending on the timing of investors' subscriptions and/or redemptions, they may be disadvantaged as a result of any shortfall of tax provision and/or not having the right to claim any part of the overprovision (as the case may be).

Based on the Manager and/or the Investment Manager's review after taking professional tax advice, the Fund will not make tax provisions. The Manager and/or the Investment Manager may at its discretion make modification to the tax provision policy of the Fund based on new developments and interpretation of the relevant regulations.

For more information on the PRC taxation of PRC securities and the provisioning for such taxation, please refer to the sub-paragraph entitled "Mainland China" under the sub-section entitled "(iii) Taxation of the Funds" under Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

- (ix) Connected party risk – The Fund will be investing in A-Shares via the QFI status of the Investment Manager. Although the Manager, the Investment Manager and the Investment Advisers are all part of the JPMorgan group of companies, each of such entities will operate independently in assuming their respective duties and obligations in relation to the Fund and are subject to the supervision of their relevant industry regulators. All transactions and dealings between such entities in relation to the Fund will be dealt with on arm's length basis having regard to the constitutive documents of the Fund as well as the relevant regulatory codes applicable to such entities. In the unlikely event that conflicts of interest arise, the Manager in conjunction with the Trustee will seek to ensure that the Fund is managed in the best interests of unitholders and the unitholders are treated fairly.
- (x) PRC Brokerage risk – The execution and settlement of transactions or the transfer of any funds or securities may be conducted by PRC Brokers appointed by the Investment Manager (as QFI holder).

There is a risk that the Fund may suffer significant losses from the default, disqualification or bankruptcy of the PRC Brokers, including losses of any futures margin held by PRC futures brokers in the event of their bankruptcy. In these events, the Fund may be adversely affected in the execution or settlement of any transaction or in the transfer of any funds or securities.

In selection of PRC Brokers, the Investment Manager (as QFI holder) will have regard to factors such as the competitiveness of commission rates, size of the relevant orders and execution standards. The Investment Manager will exercise reasonable care and diligence in the selection, appointment and ongoing monitoring of the PRC Brokers and ensure it is satisfied that the PRC Brokers remain suitably qualified and competent to provide the relevant service. If the Investment Manager considers appropriate, it is possible that a single PRC Broker will be appointed and the Fund may not necessarily pay the lowest commission available in the market.

- (xi) Risks associated with the investments in stocks listed on the Beijing Stock Exchange and/or the ChiNext Board of the SZSE and/or the Science and Technology Innovation Board ("STAR Board") of the SSE – The Fund may invest in stocks listed on the Beijing Stock Exchange and/or the ChiNext Board of the SZSE and/

or the STAR Board of the SSE. Investments in stocks listed on Beijing Stock Exchange and/or ChiNext Board and/or STAR Board may result in significant losses for the Fund and its investors. The following additional risks apply:

Higher fluctuation on stock prices and liquidity risk

Listed companies on the Beijing Stock Exchange, the ChiNext Board and/or STAR Board are usually innovative and growth enterprises of emerging nature with smaller operating scale. Listed companies on the Beijing Stock Exchange, ChiNext Board and/or STAR Board are subject to wider price fluctuation limits, and due to higher entry thresholds for investors, stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may have limited liquidity, compared to those listed on other boards. Hence, they are subject to higher fluctuation in stock prices and liquidity risks and have higher risks and turnover ratios than companies listed on the main boards of the SSE and SZSE.

Due to different trading rules, daily price movements shall be limited to 30% on the Beijing Stock Exchange and 20% on the ChiNext market and the STAR Board which are higher than the limits on the main boards of the SSE and SZSE. Therefore the securities traded on these markets may be subject to a higher volatility risk than securities of relevant sectors traded in the main boards of the SSE and SZSE.

Over-valuation risk

Stocks listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board may be given a higher valuation and such exceptionally high valuation may not be sustainable. Stock price may be more susceptible to manipulation due to fewer circulating shares.

Differences in regulations applicable to the Beijing Stock Exchange, ChiNext Board and STAR Board

The rules and regulations applicable to companies listed on the Beijing Stock Exchange, ChiNext Board and STAR Board are less stringent in terms of profitability and share capital than those on the main boards of the SSE and the SZSE.

Delisting risk

It may be more common and faster for companies listed on the Beijing Stock Exchange, ChiNext Board and/or STAR Board to delist. This may have an adverse impact on the Fund if the companies that it invests in are delisted.

Risk associated with transfer of listing for stocks listed on Beijing Stock Exchange

A company listed on the Beijing Stock Exchange in which the Fund invests may apply for transfer of listing to the ChiNext Board of the SZSE or the STAR Board of the SSE, if permitted by the applicable laws and regulations, subject to meeting the listing requirements of the CSRC and the SSE or SZSE (as the case may be). The application for transfer of listing will be subject to the review and approval by SSE or SZSE (as the case may be). The application for transfer of listing, whether successful or not, may cause fluctuations in the price of the relevant stock, and hence the net asset value of the Fund.

Concentration risk applicable to the Beijing Stock Exchange and STAR Board

Beijing Stock Exchange and STAR Board are newly established and may have a limited number of listed companies during the initial stage. Investments in stocks listed on the Beijing Stock Exchange and STAR Board may be concentrated in a small number of stocks and subject the Fund to higher concentration risk.

- (xii) Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC

acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan China Pioneer A-Share (acc) - USD	US dollars
JPMorgan China Pioneer A-Share - Class C (acc) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). The Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month's notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any).

DISTRIBUTION POLICY

For the Manager's current distribution policy, please refer to the section entitled “DISTRIBUTION POLICY” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less the liabilities of that Class, by the total number of units of that Class in issue as at 5:00p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the Fund. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in US dollars. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled “REPORTS AND ACCOUNTS” below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled “SWING PRICING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled “DEALING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled “SUBSCRIPTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the price below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan China Pioneer A-Share (acc) - USD	US\$10.00
JPMorgan China Pioneer A-Share - Class C (acc) - USD	US\$10.00

REDEMPTIONS

Redemption of Units

The section entitled “REDEMPTIONS – Redemption of Units” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Procedure for Redemption and Suspension of Redemptions

Save for the procedure on payment of redemption monies, the procedure for redemption and the Manager’s current policy on suspension of redemptions under the sections entitled “REDEMPTIONS – Procedure for Redemption” and “REDEMPTIONS – Suspension of Redemptions” respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The procedure on payment of redemption monies which applies to this Fund is set out below.

The amount due on the redemption of units will normally be paid within 5 Business Days, and in any event by 1 calendar month from the relevant dealing day. A “Business Day” is each day, other than a Saturday or a Sunday or a Hong Kong public holiday, on which banks in Hong Kong are open for normal banking business and on which stock exchanges or markets on which, in the opinion of the Manager, all or part of investments of the Fund are quoted, listed or dealt in are open for trading or such other day(s) as the Manager and the Trustee may otherwise agree.

As noted in paragraph (ii) under the section entitled “RISKS” above, there are rules and restrictions on repatriation of principal and profits under current QFI regulations. In cases where repatriation of funds from the PRC is restricted, the payment of the amount due on the redemption of units may be delayed and the same will be paid to investors as soon as practicable and if the time required for payment of redemption money exceeds 1 calendar month from the relevant dealing day, the extended time frame for payment of redemption money shall reflect the additional time needed in light of the specific circumstances (in any event redemption money will be paid within 7 Business Days after completion of the relevant repatriation).

Payment will only be made by telegraphic/bank transfer. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, payment of redemption proceeds will only be made upon the unitholder providing the correct bank payment details. No third party payments will be made.

SWITCHING

For details on how to switch between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial, Redemption and Administrative Charges

The Manager may make an initial charge (normally up to 5 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, charges, fees or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of the Fund. However, the Manager currently receives a fee of 1.75 per cent. per annum of the net asset value of each Class other than JPMorgan China Pioneer A-Share Fund - Class C (acc) - USD. For JPMorgan China Pioneer A-Share Fund - Class C (acc) - USD, the Manager currently receives a fee of up to 0.9 per cent. per annum of the net asset value of the Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum) by giving to the Trustee and the unitholders not less than one month's notice of the increased level of management fee. This fee shall accrue daily based on the net asset value of each Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its connected persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class's interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the following rates of the Fund's net asset value:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

QFI Custodian Fee

The QFI Custodian fee is not included in the above Trustee fee. In addition to the above Trustee fee, a separate custody fee of 0.075% per annum of the month end market value of the Fund's investment in securities listed on the PRC stock exchanges, and the related transaction fees will be paid by the Fund to the Trustee who will then cover the fees incurred by the QFI Custodian (i.e. the QFI Custodian fee).

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provisions on "Documents Available for Inspection" and "Duration of the Funds", the general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The provisions on "Documents Available for Inspection" and "Duration of the Fund" which apply to this Fund are set out below.

Documents Available for Inspection

Copies of the following documents are available for inspection free of charge during normal working hours at the offices of the Manager:

- (i) Trust Deed and Base Terms.
- (ii) Investment Management Agreement.
- (iii) Investment Advisory Agreement.
- (iv) Operating Agreement.
- (v) the QFI Custody Agreement between the Investment Manager (as QFI holder) and the QFI Custodian.
- (vi) the Participation Agreement between the Manager, Investment Manager (as QFI holder), the Trustee and the QFI Custodian.

Duration of the Fund

Unless previously terminated, the Fund will terminate automatically on the date immediately preceding the eightieth anniversary of the date of the Trust Deed. The Manager may, in certain circumstances, by notice in writing to the Trustee terminate the Fund at any time. Such circumstances include (i) the QFI status of the Investment Manager is revoked by the competent authority or regulator of the PRC; (ii) the passing of any law which renders it illegal to continue the Fund or, in the opinion of the Manager, impracticable or inadvisable to continue the Fund; (iii) where the aggregate net asset value of the Fund falls below US\$70,000,000 or its equivalent in the currency in which the Fund is denominated; or (iv) where the Manager (with the approval of the Trustee) considers termination of the Fund is in the best interest of unitholders. The Fund may also be terminated by Extraordinary Resolution of the unitholders at any time.

The Manager may in its absolute discretion, but subject to any required approval of the SFC, if it considers it to be in the best interest of unitholders, give not less than 3 months' written notice to unitholders and the Trustee (or such shorter period of notice as the SFC may agree) of termination of the Fund and, (a) in consideration for subscription in cash following realisation of the assets of the Fund or the transfer of substantially all the assets of the Fund, apply for new shares, units or other interests in a collective investment scheme (whether a unit trust, an open-ended investment company or otherwise) whose investment objectives and restrictions are substantially the same as those of the Fund and in its application determine whether such new shares, units or other interests are to be issued or registered in the name of unitholders directly or in a company nominated by the Manager as nominee for unitholders; or (b) distribute on a pro rata basis all or any of the investments held by the Fund to unitholders or into the name of a company nominated by the Manager as nominee for unitholders.

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

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan Europe Equity High Income Fund

INTRODUCTION

JPMorgan Europe Equity High Income Fund ("Fund") is a unit trust constituted by a Trust Deed dated 10 March 2016 ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited, acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVES, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective and policy of the Fund are to aim to provide income and long term capital growth by investing at least 70% of its total net asset value in equity securities of companies which are based in, listed on stock exchange of or operate principally in Europe and are expected to pay dividends, and using derivatives where appropriate.

Such equity securities are issued by the companies whose management indicates their intention on future dividend payouts to shareholders. The following factors are typically considered when determining such equity securities, but are not limited to: public company announcements and company interviews with regard to dividend policies; cash flow analysis; and historical records. In search of income, the Fund may have significant positions in specific sectors or countries from time to time. In addition, the Fund will generate additional income through selling out-of-the-money call options, either listed on exchanges or traded over-the-counter (i.e. unlisted), on European indices that have a high correlation to the equity portfolio of the Fund, seeking to deliver a monthly income stream from associated option premiums. The call options are typically European-style that are cash-settled at expiry and approximately one-month in maturity.

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Fund may invest up to 30% of its total net asset value in equity securities other than European equity securities that are expected to pay dividends.

The Fund may invest up to 10% of its total net asset value in debt securities.

The Fund may invest in assets denominated in currencies other than its base currency (i.e. EUR). Non-EUR currency exposure may be hedged.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund may also invest in derivatives such as options, warrants, and futures for investment purposes and may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the Manager and the Investment Manager, hold temporarily up to 100% of its total net asset value in cash and cash based instruments.

Currently, the Fund does not intend to i) invest in asset-backed securities (including mortgage-backed securities and asset-backed commercial securities); or ii) enter into securities lending arrangements, repurchase agreements, reverse repurchase agreements or other similar over-the counter transactions. Should these investment policies change in the future, the Manager will follow the appropriate legal and regulatory requirements and the offering document will be updated accordingly.

The Fund will have limited Renminbi (RMB) denominated underlying investments.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the sub-section entitled "Investment Restrictions and Guidelines" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, unless otherwise set out below.

The following investment restrictions and guidelines are applicable to the Fund:

The value of the Fund's holding of equity securities of companies, which are based in, listed on stock exchange of or operate principally in Europe and are expected to pay dividends, shall not be less than 70% of its total net asset value in securities and other investments.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Market risk – The Fund's investments are subject to the risks inherent in all securities i.e. there is no guarantee that the investment objective can be met and the value of holdings may fall as well as rise. In addition, the Funds may be subject to investment holding limits imposed on investors by certain markets in which the Funds invests.
- (ii) Derivatives risk – Risks associated with derivatives include counterparty/credit risk, liquidity risk, valuation risk, volatility risk and over-the-counter transaction risk. The leverage element/component of a derivative can result in a loss significantly greater than the amount invested in the derivatives by the Fund. Exposure to derivatives may lead to a high risk of significant loss by the Fund.

When selling call options on indices, the Fund receives a cash premium but the Fund's opportunity to benefit from an increase in the market value of the underlying instruments is limited to the market value of those instruments when they reach the option exercise price (plus premium received). In a rising market,

the Fund may be subject to margin calls which occur when the value of the collateral falls below the required maintenance margin. The Fund will be required to post additional cash collateral in such case and may need to sell securities holdings to raise cash, which may limit its upside potential compared to holding securities directly. On the other hand, in a declining market, the Fund will continue to bear the risk of a decrease in the market value of its equity portfolio, and the loss may exceed the cash premium received by the Fund. In addition, as the reference assets of the call options are not identical to the equity portfolio of the Fund, their risk profiles are not the same, leading to a mismatch (i.e., basis risk) where their performances do not move in perfect correlation. Depending on market conditions, their correlation can fluctuate over time. To meet margin requirements, the Fund may need to liquidate assets that are not directly correlated with the options. This mismatch can exacerbate the risk of loss, particularly when the correlation between these assets weakens.

- (iii) Dividend-paying equity risk – There can be no guarantee that the companies that the Fund invests in and which have historically paid dividends will continue to pay dividends or to pay dividends at the current rates in the future. The reduction or discontinuation of dividend payments may have a negative impact on the value of the Fund's holdings and consequently, the Fund may be adversely impacted.
- (iv) Concentration risk – The Fund may concentrate its investments in Europe and certain specific sectors. Investors should be aware that the Fund is likely to be more volatile than a more broadly diversified fund. The value of the Fund may be more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting Europe and/or the sector in which it invests.
- (v) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value per unit. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged Class with suffix "(icn)", for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

- (vi) RMB currency risk – RMB is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. RMB exchange rate is also subject to exchange control policies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the relevant authorities of the People's Republic of China. As the exchange rates are influenced by government policy and market forces, the exchange rates for RMB against other currencies, including US dollars and HK dollars, are susceptible to movements based on external factors. Accordingly, the investment in Classes denominated in RMB may be adversely affected by the fluctuations in the exchange rate between RMB and other foreign currencies.

RMB is currently not freely convertible and RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and restrictions imposed by the Chinese government.

Classes denominated in RMB will generally be valued with reference to RMB (CNH) rather than RMB (CNY). While RMB (CNH) and RMB (CNY) represent the same currency, they are traded in different and separate markets which operate independently. As such RMB (CNH) does not necessarily have the same exchange rate and may not move in the same direction as RMB (CNY). Any divergence between RMB (CNH) and RMB (CNY) may adversely impact investors.

Classes denominated in RMB participate in the offshore RMB (CNH) market, which allow investors to freely transact CNH outside of mainland China. Classes denominated in RMB will have no requirement to remit CNH to onshore RMB (CNY). Non-RMB based investors (e.g. Hong Kong investors) in Classes denominated in RMB may have to convert HK dollars or other currencies into RMB when investing in Classes denominated in RMB and subsequently convert the RMB redemption proceeds and/or distributions (if any) back to HK dollars or such other currencies. Investors will incur currency conversion costs and may suffer losses depending on the exchange rate movements of RMB relative to HK dollars or such other currencies. Also, there can be no assurance that RMB will not be subject to devaluation and any depreciation of RMB could adversely affect the value of the investor's investment in the Fund.

Even if the Fund aims at paying redemption monies and/or distributions of RMB denominated Classes in RMB, the Manager may, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, pay redemption monies and/or distributions in Fund's base currency. There is also a risk that payment of redemption monies and/or distributions in RMB may be delayed when there is not sufficient amount of RMB for currency conversion for settlement of the redemption monies and distributions in a timely manner due to the exchange controls and restrictions applicable to RMB. In any event, the redemption proceeds will be paid not later than one calendar month after the relevant dealing day on which units are redeemed and the Manager has received a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require.

- (vii) Class currency risk – The Class Currency of each Class may be different from the Fund's base currency, the currencies of which the Fund's assets are invested and/or investors' base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not Australian dollars) and chooses to invest in the AUD Hedged Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and Australian dollars upon the reconversion of its Australian dollars investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in Australian dollars. For further details, please refer to the sub-section entitled "Currency Hedged Classes" in the section entitled "CLASSES OF UNITS" below.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a "Class") whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Europe Equity High Income (icn) - RMB (hedged)	Renminbi
JPMorgan Europe Equity High Income (mth) - AUD (hedged)	Australian dollars
JPMorgan Europe Equity High Income (mth) - EUR	Euro
JPMorgan Europe Equity High Income (mth) - HKD (hedged)	HK dollars
JPMorgan Europe Equity High Income (mth) - RMB (hedged)	Renminbi
JPMorgan Europe Equity High Income (mth) - USD (hedged)	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC's prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month's notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution thereof (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled "Currency Hedged Classes" and "AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class" respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC's prior approval (if applicable) and one month's prior notice to the relevant unitholders.

Classes with the suffix "(icn)"

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan Europe Equity High Income (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix "(mth)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

[#]The website has not been reviewed by the SFC.

Class
JPMorgan Europe Equity High Income (mth) - AUD (hedged)
JPMorgan Europe Equity High Income (mth) - EUR
JPMorgan Europe Equity High Income (mth) - HKD (hedged)
JPMorgan Europe Equity High Income (mth) - RMB (hedged)
JPMorgan Europe Equity High Income (mth) - USD (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and at such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by the Fund from its investment but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk *.

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/ or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in Fund's base currency. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

*The website has not been reviewed by the SFC.

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "REPORTS AND ACCOUNTS" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Manager has absolute discretion to accept or reject in whole or in part any application for units.

The Fund is denominated in Euro.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Europe Equity High Income (mth) - AUD (hedged)	AU\$10.00
JPMorgan Europe Equity High Income (mth) - EUR	EUR10.00
JPMorgan Europe Equity High Income (mth) - HKD (hedged)	HK\$10.00
JPMorgan Europe Equity High Income (mth) - RMB (hedged)	RMB10.00
JPMorgan Europe Equity High Income (mth) - USD (hedged)	US\$10.00

In addition, the first issue of units of the following Class will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Europe Equity High Income (icn) - RMB (hedged)	RMB10.00

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.5 per cent. per annum of the net asset value of each Class and may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of each Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced

to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the following rates of the Fund's net asset value:-

	<u>Rate (per annum)</u>
On the first EUR35,000,000	0.06%
On the next EUR25,000,000	0.04%
On the balance over EUR60,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "General" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to the Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

INTRODUCTION

JPMorgan Evergreen Fund ("Fund") is a unit trust constituted by a Trust Deed dated 19 January 2004, as amended from time to time ("Trust Deed") governed by the laws of the Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a Unit Portfolio Management Fund by the Securities and Futures Commission ("SFC") under section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated in the Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment policy of the Fund is to seek to produce a competitive total return in different market conditions. The Fund seeks to achieve this by investing primarily (at least 90% of its total net asset value) in a professionally managed portfolio of interests in collective investment schemes (including exchange-traded funds) managed by the Manager, its connected parties or external parties. By investing in developed and emerging markets across a range of collective investment schemes, which may embrace the full spectrum of the risk return trade off from low to high risk, the Fund seeks to allocate across equity, fixed income and money market instruments depending on market conditions and opportunities, with no prescribed limits.

The allocation to the underlying collective investment schemes and Qualified Exchange Traded Funds¹ (collectively "underlying schemes") will be continually monitored and reviewed and changes will be made to ensure that the Fund's objective can be achieved. The asset allocation of the Fund will change according to the Investment Manager's views of fundamental economic and market conditions and investment trends across the globe, taking into consideration factors such as liquidity, costs, timing of execution, relative attractiveness of individual securities and issuers available in the market. In other words, the Fund may invest up to all of its assets in equity underlying schemes when market conditions and opportunities favour equities. When market conditions and opportunities do not favour equities the Fund may invest up to all of its assets in fixed income and money market underlying schemes and other underlying schemes with a low correlation to equities.

The Fund will only invest in other collective investment schemes which are either authorised by the SFC² or eligible schemes in accordance with the list of recognised jurisdictions published by the SFC, provided that investment

¹ Qualified Exchange Traded Fund is defined in the sub-section "Investment Restrictions and Guidelines" under the section "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS".

² SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of the fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

in any one of such schemes may not exceed 30% of the Fund's total net asset value. The Fund's investment in Qualified Exchange Traded Funds may be up to 30% of its total net asset value.

In selecting Underlying Schemes, the Manager expects to select Underlying Schemes managed by the Manager or its Connected Persons ("**JPMorgan Underlying Schemes**") without considering or canvassing the universe of Underlying Schemes managed by unaffiliated management companies ("**Unaffiliated Underlying Schemes**") available even though there may (or may not) be one or more Unaffiliated Underlying Schemes that investors might regard as more attractive for the Fund or that have superior returns. In particular, for actively-managed Underlying Schemes, the Manager limits its selection to JPMorgan Underlying Schemes. For passively-managed Underlying Schemes, the Manager expects to use passively-managed Underlying Schemes managed by the Manager or its Connected Persons; only if such investment is not available will the Manager consider passively-managed exchange-traded funds managed by unaffiliated management companies.

The Fund may not invest in other collective investment schemes which may use derivatives extensively for investment purposes.

The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for investment purposes.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Where a breach of any of the above investment limits occurs, the Manager and the Investment Manager will as a priority objective within a reasonable period of time take all steps as are necessary to remedy the situation taking due account of the interests of unitholders.

The Manager or the Investment Manager will not be required to sell investments if any of the above limits are exceeded as a result of changes in the value of the Fund's investments, reconstructions or amalgamation, the realisation of units or payments out of the Fund's assets, but the Manager and the Investment Manager shall not make any investment which would result in such limits being further exceeded and the Manager or the Investment Manager shall as a priority objective within such period of time as it considers reasonable having regard to the interests of unitholders endeavour to dispose of investments to the extent necessary to cause such limits no longer to be exceeded.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund and the underlying collective investment schemes and Qualified Exchanged Traded Funds ("Underlying Schemes") will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds:

In addition, the following risk factors are applicable to the Fund:

- (i) Risks of investing in Underlying Schemes – The Fund will be subject to the risks associated with the Underlying Schemes it invests in. The Fund does not have control of the investments of the Underlying Schemes and there is no assurance that the investment objective and strategy of the Underlying Schemes will be successfully achieved which may have a negative impact to the net asset value of the Fund.

The Underlying Schemes in which the Fund may invest may not be regulated by the SFC. There may be additional costs involved when investing into these Underlying Schemes. There is also no guarantee that the Underlying Schemes will always have sufficient liquidity to meet the Fund's redemption requests as and when made.

- (ii) Risks associated with debt securities – the Fund's investment (via investing in the Underlying Schemes) in debt securities are subject to the following risks

- Investment grade bond risk – Investment grade bonds are assigned ratings within the top rating categories by rating agencies (including but not limited to Fitch, Moody's and/or Standard & Poor's) on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review such assigned ratings and bonds may therefore be downgraded in rating if economic circumstances (e.g. subject to market or other conditions) impact the relevant bond issues. Downgrading of the bonds may adversely affect the value of the relevant bonds and therefore the performance of the Underlying Schemes (thus the performance of the Fund). The Underlying Schemes may or may not be able to dispose of the bonds that are downgraded. Also, the Underlying Schemes may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.
- Below investment grade/lower rated or unrated investment risk – The Fund (via investing in the Underlying Schemes) may invest in bonds and other debt securities which are unrated or with ratings below investment grade. Accordingly, such investment will be accompanied by a higher degree of credit and liquidity risk than is present with investment in higher rated securities. During economic downturns such bonds typically fall more in value than investment grade bonds as such are often subject to a higher risk of issuer default. The net asset value of the Underlying Scheme may decline or be negatively affected if there is a default of any of the bonds with credit rating of below investment grade that the Underlying Scheme invests in or if interest rates change.
- Credit risk – If the issuer of any of the securities in which the Underlying Schemes' assets are invested defaults, the performance of the Underlying Schemes will be adversely affected and the Underlying Schemes and the Fund could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Underlying Schemes and the Fund. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds, the Underlying Schemes and the Fund. The credit ratings assigned by credit rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or the issuer at all times.
- Interest rate risk – Interest rates in the countries in which the Underlying Schemes' assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Underlying Schemes and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. The performance of the Underlying Schemes and the Fund may therefore be adversely affected.
- Credit rating risk – Credit ratings assigned by rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or issuer at all times.
- Sovereign debt risk – The Fund's investment (via investing in the Underlying Schemes) in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request the Fund to participate in restructuring such debts. The Fund may suffer significant losses when there is a default of sovereign debt issuers.

- (iii) Risks related to the Eurozone sovereign debt crisis – The Fund (via investing in the Underlying Schemes) may invest substantially in the Eurozone. In light of the ongoing fiscal conditions and concerns on the sovereign debt risk of certain countries within the Eurozone (in particular, Portugal, Ireland, Italy, Greece and Spain), the Fund's investments in the region may be subject to higher volatility, liquidity, currency and default risks. The performance of the Fund may deteriorate significantly should there be any adverse credit events (e.g. downgrade of the sovereign credit rating, obligation default, etc) of any Eurozone country or exit of members from the Eurozone.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

DISTRIBUTION POLICY

All income will be accumulated and reinvested within the Fund.

BASES OF VALUATIONS

The method of establishing the net asset value of the Fund is set out in the Trust Deed. The net asset value per unit is calculated by dividing the value of the assets of the Fund, less its liabilities, by the total number of units in issue as at 5:00p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the Fund. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. The value of each unit in any collective investment scheme (other than a unit in a collective investment scheme which does not provide for units therein to be redeemed at the option of the holder of such a unit, whether listed or not) shall be the last published net asset value per unit in such collective investment scheme. Cash, deposits and similar investments shall be valued at their face value (together with accrued but unpaid interest). Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in US dollars. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of the Fund is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for the Fund and the fair value of the assets of the Fund. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the Fund or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

Save for the procedures on issuance and redemption of units, the dealing procedures under the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The procedures on issuance and redemption of units which apply to this fund are set out below.

Units will normally be issued or redeemed on any dealing day which will normally be every day (other than a Saturday or a Sunday or a Hong Kong public holiday) on which banks in Hong Kong are open for normal banking business and on which all or part of the collective investment scheme(s) invested in by the Fund are available for normal dealing.

In order for units to be issued or redeemed on any particular dealing day, a subscription application or redemption request (as the case may be) must be received by the Manager not later than 5:00 p.m. (Hong Kong time) on that dealing day or such other time agreed between the Manager and the Trustee. Subscription applications or redemption requests received after that time will be dealt with on the immediately following dealing day.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

Save for the minimum investment set out in the sub-section entitled "Procedure for Application" below, the section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund, save that the maximum initial charge payable shall be normally up to 3 per cent. of the net asset value per unit.

Initial Issue Price

The first issue of units was made at a price of US\$10.00 per unit, excluding the initial charge.

Procedure for Application

The minimum investment which applies to this Fund is set out below.

The minimum lump sum investment is normally US\$5,000. Alternatively, monthly investments may be made at a minimum of HK\$1,000. The Manager may apply a different minimum lump sum investment and/or a different minimum monthly investment as permitted under the constitutive documents of the Fund and in respect of dealing through any other channels from time to time specified by the Manager.

REDEMPTIONS

Save for the procedure on partial redemptions of holdings set out in the sub-section entitled "Procedure for Redemption" below, the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Procedure for Redemption

The procedure on partial redemptions of holdings which applies to this Fund is set out below.

Partial redemptions of holdings are permitted, provided that they do not result in a unitholder holding units in the Fund having an aggregate value of less than normally US\$5,000 on the day of redemption. If a switch or redemption request results in a holding below US\$5,000, or equivalent in another currency, on the relevant dealing day, the Manager may, at its absolute discretion, treat the switch or redemption request as an instruction to redeem or switch, as appropriate, the total holding in the Fund.

For partial redemptions of holdings of the Fund through other channels from time to time specified by the Manager, investors should consult the Manager to find out the minimum holding after redemption that is applicable to them.

SWITCHING

For details on how to switch between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge (normally up to 3 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses to approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, “Distributors”), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

The Manager currently intends that the Fund will invest significantly in collective investment schemes managed by the Manager, the Investment Manager or any of their Connected Persons. However, neither the Manager nor the Investment Manager may for the account of the Fund invest in any such collective investment schemes where the full amount of any initial charge is not waived.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of the Fund. However, the Manager currently receives a fee of 0.5 per cent. per annum of the net asset value of the Fund and may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of the Fund) by giving to the Trustee and unitholders not less than one month’s notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value per unit for the Fund is calculated and shall be payable monthly in arrears. In addition, the Fund will indirectly bear a pro rata portion of the fees paid by the underlying collective investment schemes in which it invests to the managers or other service providers of such schemes. The management fees of the collective investment schemes that the Fund may find interests in currently range between zero per cent. and 2 per cent. per annum and may not exceed 4 per cent. per annum of the net asset value of the relevant collective investment schemes. In addition to the management fees, performance fees may be levied by certain collective investment schemes in which the Fund invests.

Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to a fee at the rate of 0.03 per cent. per annum of the net asset value of the Fund. The Trustee may only increase the level of its fee with the agreement of the Manager and by giving to the unitholders not less than one month’s notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For investment in unit trusts or other collective investment schemes managed by the Manager or certain management companies connected with the Manager, both the Fund and such connected collective investment schemes will charge a trustee fee. Currently such trustee fees range between zero per cent. and 0.5 per cent. per annum and may not exceed 1 per cent. per annum of the net asset value of the underlying collective investment schemes.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled “Other Liabilities” under the section entitled “FEES, CHARGES AND LIABILITIES” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

In addition to the Manager’s current policy on conflicts of interest as stipulated in the section entitled “CONFLICTS OF INTEREST” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the following paragraphs also applies to the Fund:

The Manager may act in the capacity of a distributor for certain collective investment schemes managed by the Manager's connected parties. The Manager will receive distribution fees for carrying out such distribution functions for these collective investment schemes. The Fund may invest in these collective investment schemes and consequently the Manager may, in the capacity of a distributor, receive distribution fees in respect of the units/shares invested by the Fund.

In addition, the Manager's authority to allocate investments among JPMorgan Underlying Schemes and Unaffiliated Underlying Schemes creates conflicts of interest. In selecting Underlying Schemes, the Manager expects to select JPMorgan Underlying Schemes without considering or canvassing the universe of Unaffiliated Underlying Schemes available even though there may (or may not) be one or more Unaffiliated Underlying Schemes that investors might regard as more attractive for the Fund or that have superior returns. In particular, for actively-managed Underlying Schemes, the Manager limits its selection to JPMorgan Underlying Schemes. For passively-managed Underlying Schemes, the Manager expects to use passively-managed Underlying Schemes managed by the Manager or its Connected Persons; only if such investment is not available will the Manager consider passively-managed exchange-traded funds managed by unaffiliated management companies. Investing in JPMorgan Underlying Schemes could cause JPMorgan Affiliates to receive greater compensation, increase assets under management or support particular investment strategies of JPMorgan Underlying Schemes. These conflicts also could cause the Manager to be perceived as adjusting its asset class target or actual allocation to provide for increased use of JPMorgan Underlying Schemes. Also, because JPMorgan Affiliates provide services to and receive fees from certain of the Underlying Schemes, investments in the Fund benefit JPMorgan Affiliates. In addition, the Fund may hold a significant percentage of the shares of an Underlying Scheme. As a result, the Manager may face conflicts of interest when considering the effect of redemptions on such Underlying Scheme and on other investors of such Underlying Scheme in deciding whether and when to redeem its units or shares. In addition, Underlying Scheme may include equity index funds that replicate the holdings on an index that hold the common stock of JPMorgan Chase & Co., the indirect parent of the Manager.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

In addition, the following are also applicable to the Fund:

Luxembourg

If the underlying collective investment schemes that the Fund will invest in are open-ended investment companies incorporated in Luxembourg and authorised under Part I or Part II of the Luxembourg law of July 22, 2021 relating to collective investment undertakings, the Fund will normally not be subject to any capital gains, income, withholding or other taxes in Luxembourg in relation to its investments in such schemes. The Part I and Part II schemes will be subject in Luxembourg to the "taxe d'abonnement" of up to 0.05 per cent. per annum based on the net asset value of the schemes concerned.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan Future Transition Multi-Asset Fund

INTRODUCTION

JPMorgan Future Transition Multi-Asset Fund ("Fund") is a unit trust constituted by a Trust Deed dated 21 June 2021, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated with limited liability in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to provide medium to long-term moderate capital growth by investing in a diversified portfolio of securities globally, including but not limited to, debt and equity securities whose issuers are well positioned to promote or contribute to, the world's transition towards a sustainable future.

The Fund will primarily invest (i.e. at least 70% of its total net asset value) in debt and equity securities (directly or indirectly through collective investment schemes with investment objective and strategy similar to that of the Fund) whose issuers are well positioned to promote or contribute to, the world's transition towards a sustainable future. The Fund maintains a dynamic allocation between different asset classes to take advantage of the most compelling growth opportunities.

The theme of future transition, which is the thematic focus of the Fund, aligns with the pursuit of the key UN Sustainable Development Goals aiming to improve sustainable and socially responsible finance in relation to the promotion of smart city¹, digital education, autonomous vehicles, medical technology and social and environmental development (each a "sub-theme", collectively the "sub-themes").

The Manager determines the sub-themes based on the long-term market trends and may include new sub-themes, and modify and remove existing sub-themes in response to the ongoing development of the future world. The Fund may invest a large portion of its assets in a single sub-theme.

¹ Smart City theme provides exposure to companies or organisations that create smart solutions to ensure resources and services run efficiently across cities, improving environmental, cost-associated and social aspects of urban life, such as new technologies and digital applications that alleviate traffic congestions, improve a city's energy usage efficiencies, etc.

For the direct investments made by the Fund, the Manager will identify companies or organisations that are well positioned to promote or contribute to the world's transition towards a sustainable future by taking a three-step selection process:

- 1) the Manager will evaluate and apply values and norms based screening to implement exclusions on a broad initial universe to avoid investing in the worst-offending companies or organisations. The norms based exclusions are applicable to companies or organisations in breach of global normative frameworks, such as the United Nations Global Compact. The values based exclusions reflect many of the shared environmental, social and governance values of investors. The Fund excludes companies or organisations involved in certain industries including tobacco production and nuclear weapons if their revenue or other financial metrics from such industries surpass defined thresholds. The respective limits and exclusion list may be updated periodically. For additional information, please refer to the Fund's product webpage at am.jpmorgan.com/hk[#]. To support the screening, the Fund relies on third party data provider(s) to identify a company's or an organisation's involvement in or revenue which it derives from such industries.
- 2) the Manager will use proprietary technology that combines big data research and artificial intelligence to identify and determine the relevance of key words and concepts related to the sub-themes, and evaluate public documentation (e.g. companies' or organisations' regulatory filings, broker reports, news reports, company profiles, etc.) to assess and score each company's or organisation's textual relevance and revenue attribution to the sub-themes. Companies or organisations which according to the Manager's proprietary technology (i) have high proportion of their textual data related to the sub-themes relative to other companies or organisations; and/or (ii) have high proportion of their revenue derived from the sub-themes, will be considered as companies or organisations with high thematic relevance.
- 3) the Manager will validate the result of the proprietary technology and establish a list of companies and organizations with high thematic relevance ("List of Relevant Companies and Organisations") with the insights from a team of research analysts. To ensure the securities the Fund invests in have strong ESG performance, the Manager will use third-party and/or proprietary ESG scores to exclude companies or organisations scoring in the bottom 20% of the List of Relevant Companies and Organisations in at least two of the three ESG pillars (i.e. social, environmental and governance). After such exclusion, the Manager will calculate a composite score for each remaining company and organisation using metrics which include the thematic relevance under step (2) above as well as the ESG score and quality metrics. The Manager will use the composite scores to determine the portfolio weighting of each position, with higher-scoring companies receiving greater weighting and lower-scoring companies receiving smaller portfolio weighting, subject to liquidity considerations.

Asset allocation decisions are the result of qualitative and quantitative research into a range of fundamental factors such as economic outlook, official policy actions, market valuation levels, investor sentiment and positioning. The Manager, Investment Manager and/or Sub-Managers exercise a judgment as to the relative importance of various fundamental conditions as well as degree of conviction in establishing the asset class and geographic allocations in the Fund.

The Fund will invest less than 30% of its total net asset value in units or shares of collective investment schemes which are either authorised by the SFC² or eligible schemes in accordance with the list of recognised jurisdictions published by the SFC.

The Fund will not invest more than 10% of its total net asset value in urban investment bonds³ (城投債).

The Fund will not invest more than 10% of its total net asset value in asset backed securities, mortgage backed securities, collateralised loan obligations and asset backed commercial papers.

The Fund will invest in equity and equity equivalent securities globally (both developed and emerging markets). There are no restrictions on market capitalisations, industries or geographies.

[#] The website has not been reviewed by the SFC.

² SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of the fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

³ Urban investment bonds are debt instruments issued by mainland China local government financing vehicles ("LGFVs"). These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects.

The Fund may invest up to 10% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).

The Fund may invest less than 50% of its total net asset value in debt securities rated below investment grade (rated Ba1/BB+ or below using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)) and unrated debt securities.

The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for both investment and hedging purposes and may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the Manager and the Investment Manager, hold temporarily up to 30% of its total net asset value in cash and cash based instruments.

The Fund will not invest more than 20% of its total net asset value in PRC onshore securities (including China A-shares via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect and debt securities traded in the CIBM through the CIBM Initiative and/or Bond Connect).

The Fund will have limited Renminbi (RMB) denominated underlying investments.

The Fund may invest in assets denominated in any currency. Non USD currency exposure may be hedged. The Fund currently will not enter into securities financing transactions.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Currency Hedged Classes

Investors who invest in the Currency Hedged Classes should refer to the section entitled "CLASSES OF UNITS" for details on the objective, strategy and risks associated with the Currency Hedged Classes.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Notwithstanding the investment restrictions and guidelines set out in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the Fund may not sell short any securities.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Additional Information

To demonstrate the Fund's attainment of its sustainable investment focus, the Manager will periodically assess the Fund's exposure within each relevant sub-theme under the broader theme of future transition and the alignment of each relevant sub-theme and the Fund's exposure against key UN Sustainable Development Goals. Relevant information will be published at the Fund's product webpage at am.jpmorgan.com/hk[#]. The Sustainable Development Goals are a blueprint developed by United Nations to create a more inclusive and sustainable global economy.

[#] The website has not been reviewed by the SFC.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Risk related to sustainable investing – The Fund applies binding criteria when selecting securities by investing a defined percentage of portfolio positions in sustainable securities. The Fund may also exclude securities based on specific values or norms. Systematically including ESG in investment analysis and as binding on investment decisions may adversely affect the Fund's performance compared to similar funds that do not apply such criteria. The Fund's portfolio may also be concentrated in ESG-related securities, and its value may become more volatile than that of an investment fund invested in a more diversified portfolio. In addition, the exclusionary policy, if implemented, may result in the Fund foregoing compelling investment opportunities or potentially selling securities based on their ESG criteria at disadvantageous times. Evolving laws, regulations and industry norms may impact on the sustainability of many securities, particularly in respect of environmental and social factors. Any changes to such measures could have a negative impact on the relevant securities which could preclude them as eligible investments for the Fund despite being commercially appealing.

There is a lack of standardized taxonomy in ESG evaluation methodologies and the way in which different funds that use ESG criteria will apply such criteria may vary. ESG assessment on a company may require subjective judgements, which may include consideration of third party data that is subjective, incomplete or inaccurate that may affect the Manager's ability to measure and assess the environment and social impact of a potential investment and may cause the Fund to have exposure to securities which do not meet the relevant criteria. There can be no guarantee that the Manager will correctly assess the ESG impact on the Fund's investments.

- (ii) Equity risk – The Fund's investment in equity securities is subject to general market risks, whose value may fluctuate due to various factors, such as changes in investment sentiment, political and economic conditions and issuer-specific factors. Equity markets may fluctuate significantly with prices rising and falling sharply, and this will have a direct impact on the Fund's net asset value. When equity markets are extremely volatile, the Fund's net asset value may fluctuate substantially and the Fund could suffer substantial loss.

- (iii) Risks associated with debt securities – The Fund's investments in debt securities are subject to the following risks:

- Interest rates risk – Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. The performance of the Fund may therefore be adversely affected. Given the historically low interest rate environment, risks associated with rising rates are heightened.
- Credit risk – If the issuer of any of the fixed interest securities in which the Fund's assets are invested defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Fund. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund. The credit ratings assigned by credit rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or the issuer at all times. Furthermore, most emerging market fixed interest securities are not given a rating by internationally recognised credit rating agencies and subject to the "Emerging markets risk" set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.
- Below investment grade/unrated investment risk – The Fund may invest in bonds and other debt securities which are unrated or with ratings below investment grade. Accordingly, such investment will be accompanied by a higher degree of credit and liquidity risks than is present with investment in higher rated securities. During economic downturns such bonds typically fall more in value than investment grade bonds as such are often subject to a higher risk of issuer default.

- Downgrading risk – Rating agencies review, from time to time, the credit ratings they assigned to debt securities and such ratings may therefore be downgraded subsequently if economic circumstances (e.g. subject to market or other conditions) impact the relevant debt securities. In the event of such downgrading, the value of the relevant debt securities and therefore the performance of the Fund may be adversely affected. The Fund may or may not be able to dispose of the debt securities that are downgraded. Also, the Fund may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.
 - Sovereign debt risk – The Fund's investment in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request the Fund to participate in restructuring such debts. The Fund may suffer significant losses when there is a default of sovereign debt issuers.
 - Valuation risk – Valuation of the Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.
 - Risks associated with asset backed securities, mortgage backed securities, collateralised loan obligations and asset backed commercial papers – The asset backed securities, mortgage backed securities, collateralised loan obligations and asset backed commercial papers in which the Fund invests may be rated with non-investment grade and may be highly illiquid and prone to substantial price volatility. These instruments may be subject to greater credit, liquidity and interest rate risk compared to other debt securities. They are often exposed to extension and prepayment risks and risks that the payment obligations relating to the underlying assets are not met, which may adversely impact the returns of the securities.
 - Risks associated with investments in urban investment bonds (城投債) – Urban investment bonds are issued by local government financing vehicles ("LGFVs"), such bonds are typically not guaranteed by local governments or the central government of the Mainland. In the event that the LGFVs default on payment of principal or interest of the urban investment bonds, the fund could suffer substantial loss and the NAV of the fund could be adversely affected.
 - Risks of investing in convertible bonds – Convertible bonds are a hybrid between debt and equity, permitting holders to convert into shares in the company issuing the bond at a specified future date. As such, convertibles will be exposed to equity movement and greater volatility than straight bond investments. Investments in convertible bonds are subject to the same interest rate risk, credit risk, liquidity risk and prepayment risk associated with comparable straight bond investments.
 - Volatility and liquidity risk – The debt securities in emerging markets may be subject to higher volatility and lower liquidity compared to more developed markets. The prices of securities traded in such markets may be subject to fluctuations. The bid and offer spreads of the price of such securities may be large and the fund may incur significant trading costs.
- (iv) Risks associated with the Fund's investment strategy – the Fund's investment strategy is subject to the following risks:
- Risks associated with future transition concept – There is no universal taxonomy on what "future transition concept" amounts to or the sub-themes which may drive and help the societies transition to a sustainable future. The determination of which sub-themes are included under the future transition concept depends on the assessment and judgment of the Manager. Companies or organisations which are well positioned to promote or contribute to future transition concept may need longer time for their income potential to be realised.
 - Risks associated with sub-themes and changing market trends – Investments in specific sub-themes may not achieve the desired results under all circumstances and market conditions. The investments of the Fund may be adjusted among different sub-themes from time to time depending on the changing market trends and the market conditions of the respective sub-themes and therefore the Fund may incur greater transaction costs than a fund with static allocation strategy.

- Risks associated with concentration in a single theme and/or sub-theme – The Fund invests a large portion of its assets in a single theme (i.e. future transition) and may invest a large portion of its assets in a single sub-theme. It is therefore likely to be more volatile and carry a greater risk of loss than a fund that invests more broadly. The Fund may be concentrated in investments exposed to a single sub-theme. It may therefore be subject to periods of underperformance and could be disproportionately affected by political, taxation, regulation, or government policy prejudicial to the future transition theme and/or the relevant sub-theme which could lead to decreased liquidity and increased volatility in the value of the relevant securities.
 - Risks associated with the use of big data research and artificial intelligence technique – Big data research and artificial intelligence technique are new technology and the results from such research and technique may be subjective, incomplete or inaccurate, which may affect the Manager's ability to assess companies' promotion and contribution to future transition concept.
- (v) Emerging markets risk – The Fund invests in emerging markets around the globe which may involve increased risks and special considerations not typically associated with investment in more developed markets, such as liquidity risks, currency risks/control, political and economic uncertainties, legal and taxation risks, settlement risks, custody risk and the likelihood of a high degree of volatility.
- (vi) Risks associated with investments in debt instruments with loss-absorption features – Debt instruments with loss-absorption features are subject to greater risks when compared to traditional debt instruments as such instruments are typically subject to the risk of being written down or converted to ordinary shares upon the occurrence of pre-defined trigger events (e.g. when the issuer is near or at the point of non-viability or when the issuer's capital ratio falls to a specified level), which are likely to be outside of the issuer's control. Such trigger events are complex and difficult to predict and may result in a significant or total reduction in the value of such instruments.

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

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

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

- (vii) Risk relating to dynamic asset allocation strategy – The investments of the Fund may be periodically rebalanced and therefore the Fund may incur greater transaction costs than a fund with static allocation strategy. Dynamic asset allocation strategy may not achieve the desired results under all circumstances and market conditions.
- (viii) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment, as a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value per unit. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Class may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Class and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes.

- (ix) Risks of investing in other collective investment schemes – The Fund will be subject to the risks associated with the underlying collective investment schemes it invests in. The Fund does not have control of the investments of the underlying schemes and there is no assurance that the investment objective and strategy of the underlying schemes will be successfully achieved which may have a negative impact to the total net asset value of the Fund. The underlying schemes in which the Fund may invest may not be regulated by the SFC. There may be additional costs involved when investing into these underlying schemes. There is also no guarantee that the underlying schemes will always have sufficient liquidity to meet the Fund's redemption requests as and when made.
- (x) Cross-Class liability risk – Pursuant to the Trust Deed, the Manager reserves the right to establish and issue new Classes from time to time. The net asset value of each Class will be calculated separately with particular assets and liabilities of the Fund attributable to particular Classes. Whilst different Classes may have separate accounts for internal accounting purposes, there is no legal segregation of assets and liabilities between Classes. Accordingly, the assets of one or more Classes may be used to settle liability which arises in another Class.
- (xi) Class currency risk – The Class Currency of each Class may be different from the Fund's base currency, the currencies of which the Fund's assets are invested and/or investors' base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not Renminbi) and chooses to invest in the RMB Hedged Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and Renminbi upon the reconversion of its Renminbi investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in Renminbi. For further details, please refer to the sub-section entitled "Currency Hedged Classes" in the section entitled "CLASSES OF UNITS" below.
- (xii) Currency Hedged Classes risk – Each Currency Hedged Class may hedge the Fund's denominated currency back to its currency of denomination, with an aim to provide a return on investment which correlates with the return of the Class of unit which is denominated in the Fund's base currency. The costs and resultant profit or loss on the hedging transactions will be reflected in the net asset value per unit for the units of the relevant Currency Hedged Classes. The costs relating to such hedging transactions which may be significant depending on prevailing market conditions shall be borne by that Currency Hedged Class only.

The precise hedging strategy applied to a particular Currency Hedged Class may vary. In addition, there is no guarantee that the desired hedging instruments will be available or hedging strategy will achieve its desired result. In such circumstances, investors of the Currency Hedged Class may still be subject to the currency exchange risk on an unhedged basis (which means that, for example, if the hedging strategy in respect of the RMB Hedged Class is ineffective, depending on the exchange rate movements of RMB relative to the base currency of the Fund, and/or other currency(ies) of the non-RMB denominated underlying investment of the Fund, (i) investors may still suffer losses even if there are gains or no losses in the value of the non-RMB denominated underlying investments; or (ii) investors may suffer additional losses if the non-RMB denominated underlying investments of the Fund fall in value). If the counterparties of the instruments used for hedging purposes default, investors of the Currency Hedged Classes may be exposed to the currency exchange risk on an unhedged basis and may therefore suffer further losses.

While the hedging strategy may protect investors of the Currency Hedged Classes against a decrease in the value of the Fund's base currency relative to the denominated currency of that Currency Hedged Class, the hedging strategy may substantially limit the benefits of any potential increase in the value of a Currency Hedged Class expressed in the Class currency, if the Currency Hedged Class' denominating currency falls against the base currency of the Fund. Please refer to the section entitled "Classes of Units" for further details.

- (xiii) Concentration risk – Although dynamic asset allocation strategy is adopted for the Fund, the Fund may from time to time concentrate its investments in a specific country (e.g. the US) if the Manager thinks fit. Investors should be aware that the Fund is likely to be more volatile than a more broadly diversified fund. The value of the Fund may be more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting that geographic area.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Future Transition Multi-Asset (acc) - USD	US dollars
JPMorgan Future Transition Multi-Asset (acc) - HKD	HK dollars
JPMorgan Future Transition Multi-Asset (acc) - RMB (hedged)	Renminbi
JPMorgan Future Transition Multi-Asset (cgdiv) - USD	US dollars
JPMorgan Future Transition Multi-Asset (cgdiv) - HKD	HK dollars
JPMorgan Future Transition Multi-Asset (cgdiv) - RMB (hedged)	Renminbi

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled “Currency Hedged Classes” and “RMB Hedged Class” respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC’s prior approval (if applicable) and one month’s prior notice to the relevant unitholders.

Classes with the suffix “(acc)”

Classes with the suffix “(acc)” are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Classes with the suffixes “(cgdiv)”

In respect of the following Classes, it is the intention of the Manager to make distributions on a monthly basis or/and at such other time as the Manager may, with the prior approval of the Trustee, provide one month’s prior notice to unitholders. The distribution rate is pre-determined by the Manager annually based on the Manager’s view on the longer term market outlook. For Currency Hedged Class(es), the Manager will also add or deduct the estimated interest rate carry to or from the distribution rate depending on whether such carry is positive or negative respectively. The distribution rate is expected to remain consistent throughout the year under normal market conditions. Nevertheless if the change of the underlying market conditions fundamentally alters the long

term market outlook, the Manager, taking into account the best interest of unitholders, may exercise its discretion to lower/suspend the distribution. In the event that income generated by the Fund and attributable to the relevant Class from its investment is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital attributable to the relevant Class. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Class
JPMorgan Future Transition Multi-Asset (cgdiv) - USD
JPMorgan Future Transition Multi-Asset (cgdiv) - HKD
JPMorgan Future Transition Multi-Asset (cgdiv) - RMB (hedged)

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk⁴.

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in USD. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

⁴ The website has not been reviewed by the SFC.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Future Transition Multi-Asset (acc) - USD	US\$10.00
JPMorgan Future Transition Multi-Asset (acc) - HKD	HK\$10.00
JPMorgan Future Transition Multi-Asset (acc) - RMB (hedged)	RMB10.00
JPMorgan Future Transition Multi-Asset (cgdiv) - USD	US\$10.00

JPMorgan Future Transition Multi-Asset (cgdiv) - HKD	HK\$10.00
JPMorgan Future Transition Multi-Asset (cgdiv) - RMB (hedged)	RMB10.00

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled “REDEMPTIONS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong Representative, please refer to the section entitled “SWITCHING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit of the relevant Class) from the gross subscription amount on the issue of units where applicable.

The Manager does not currently levy any redemption charge for the Fund.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, “Distributors”), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.25 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class), by giving to the Trustee and unitholders not less than one month’s notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class’ interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of up to 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a trustee fee at the following rates of the Fund’s net asset value:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The cost of establishing the Fund which has not been fully amortised as at the date of this Explanatory Memorandum amounts to approximately USD 33,800. These costs will be borne by the Fund and amortised within three years from the launch of the Fund (for the avoidance of doubt, if the Fund were to terminate for whatever reason before the expiry of such period, any such cost remaining unamortised would be written off upon the Fund's termination).

CONFLICTS OF INTEREST

In addition to the Manager's current policy on conflicts of interest as stipulated in the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the following paragraphs also applies to the Fund:

The Manager may act in the capacity of a distributor for certain collective investment schemes managed by the Manager's connected parties. The Manager will receive distribution fees for carrying out such distribution functions for these collective investment schemes. The Fund may invest in these collective investment schemes and consequently the Manager may, in the capacity of a distributor, receive distribution fees in respect of the units/shares invested by the Fund.

In addition, the Manager's authority to allocate investments among Underlying Schemes managed by the Manager or its Connected Persons ("JPMorgan Underlying Schemes") and Underlying Schemes managed by unaffiliated management companies ("Unaffiliated Underlying Schemes") creates conflicts of interest. In selecting Underlying Schemes, the Manager expects to select JPMorgan Underlying Schemes without considering or canvassing the universe of Unaffiliated Underlying Schemes available even though there may (or may not) be one or more Unaffiliated Underlying Schemes that investors might regard as more attractive for the Fund or that have superior returns. In particular, for actively-managed Underlying Schemes, the Manager limits its selection to JPMorgan Underlying Schemes. For passively-managed Underlying Schemes, the Manager expects to use passively-managed Underlying Schemes managed by the Manager or its Connected Persons; only if such investment is not available will the Manager consider passively-managed exchange-traded funds managed by unaffiliated management companies. Investing in JPMorgan Underlying Schemes could cause JPMorgan Affiliates to receive greater compensation, increase assets under management or support particular investment strategies of JPMorgan Underlying Schemes. These conflicts also could cause the Manager to be perceived as adjusting its asset class target or actual allocation to provide for increased use of JPMorgan Underlying Schemes. Also, because JPMorgan Affiliates provide services to and receive fees from certain of the Underlying Schemes, investments in the Fund benefit JPMorgan Affiliates. In addition, the Fund may hold a significant percentage of the shares of an Underlying Scheme. As a result, the Manager may face conflicts of interest when considering the effect of redemptions on such Underlying Scheme and on other investors of such Underlying Scheme in deciding whether and when to redeem its units or shares. In addition, Underlying Scheme may include equity index funds that replicate the holdings on an index that hold the common stock of JPMorgan Chase & Co., the indirect parent of the Manager.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provision on "Duration of the Funds", the general provisions under the section entitled "General" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to the Fund.

Duration of the Fund

Unless previously terminated, the Fund shall continue for an unlimited period. Either the Manager or the Trustee may, in certain circumstances, terminate the Fund at any time. Such circumstances include (but not limited to) the passing of any law which renders it illegal to continue the Fund or, in the opinion of the Manager, impracticable or inadvisable to continue the Fund, or where the aggregate net asset value of all units in issue of the Fund falls below US\$70,000,000 or its equivalent in another currency, or where the Manager (with the approval of the Trustee) considers termination of the Fund is in the best interest of unitholders. The Fund may also be terminated by Extraordinary Resolution of the unitholders at any time.

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

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan Global Equity High Income Fund

INTRODUCTION

JPMorgan Global Equity High Income Fund ("Fund") is a unit trust constituted by a Trust Deed dated 2 December 2024, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated with limited liability in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to aim to generate a high level of income while maintaining prospects for long-term capital appreciation by investing primarily (i.e. at least 70% of its total net asset value) in equity securities of listed companies, globally, and using derivatives where appropriate.

The Fund seeks to achieve this objective by constructing a diversified global equity portfolio through a proprietary fundamental research process designed to identify stocks with attractive risk/return characteristics and dividend yields based on their financial projections, valuations, and potential for income and capital growth, which in aggregate will have a higher yield than the broad market benchmark. In addition, the Fund will generate additional income through selling out-of-the-money call options, either listed on exchanges or traded over-the-counter (i.e. unlisted), on indices in various markets worldwide that have a high correlation to the equity portfolio of the Fund, seeking to deliver a monthly income stream from associated option premiums. The call options are typically European-style that are cash-settled at expiry and approximately one-month in maturity. The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The Fund may invest in real estate investment trusts ("REITs") on an ancillary basis.

The Fund may invest in assets denominated in currencies other than its base currency (i.e. USD). Non USD currency exposure may be hedged.

The Fund will have limited Renminbi (RMB) denominated underlying investments.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for hedging and investment purposes.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Currency Hedged Classes

Investors who invest in the Currency Hedged Classes should refer to the section entitled "CLASSES OF UNITS" for details on the objective, strategy and risks associated with the Currency Hedged Classes.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Equity risk – The Fund's investment in equity securities is subject to general market risks, whose value may fluctuate due to various factors, such as changes in investment sentiment, political and economic conditions and issuer-specific factors. Equity markets may fluctuate significantly with prices rising and falling sharply, and this will have a direct impact on the Fund's net asset value. When equity markets are extremely volatile, the Fund's net asset value may fluctuate substantially and the Fund could suffer substantial loss.
- (ii) Derivative risk – Risks associated with derivatives include counterparty/credit risk, liquidity risk, valuation risk, volatility risk and over-the-counter transaction risk. The leverage element/component of a derivative can result in a loss significantly greater than the amount invested in the derivatives by the Fund. Exposure to derivatives may lead to a high risk of significant loss by the Fund.

When selling call options on indices, the Fund receives a cash premium but the Fund's opportunity to benefit from an increase in the market value of the underlying instruments is limited to the market value of those instruments when they reach the option exercise price (plus premium received). In a rising market, the Fund may be subject to margin calls which occur when the value of the collateral falls below the required maintenance margin. The Fund will be required to post additional cash collateral in such case and may need to sell securities holdings to raise cash, which may limit its upside potential compared to holding securities directly. On the other hand, in a declining market, the Fund will continue to bear the risk of a decrease in the market value of its equity portfolio, and the loss may exceed the cash premium received by the Fund.

In addition, as the reference assets of the call options are not identical to the equity portfolio of the Fund, their risk profiles are not the same, leading to a mismatch (i.e., basis risk) where their performances do not move in perfect correlation. Depending on market conditions, their correlation can fluctuate over time. To meet margin requirements, the Fund may need to liquidate assets that are not directly correlated with the options. This mismatch can exacerbate the risk of loss, particularly when the correlation between these assets weakens.

- (iii) Concentration risk – The Fund may be concentrated in a limited number of securities, industry sectors, and/or countries and as a result, may be more volatile than more broadly diversified funds, and the performance of the Fund may be adversely impacted.
- (iv) Emerging markets risk – The Fund invests in emerging markets around the globe which may involve increased risks and special considerations not typically associated with investment in more developed markets, such as liquidity risks, currency risks/control, political and economic uncertainties, legal and taxation risks, settlement risks, custody risk and the likelihood of a high degree of volatility. Accounting, auditing and financial reporting standards in emerging markets may be less rigorous than international standards. There is a possibility of nationalisation, expropriation or confiscatory taxation, foreign exchange control, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of emerging markets or the value of the Fund's investments.
- (v) REITs risk – The Fund may invest in REITs which invest primarily in real estate and this may involve a higher level of risk as compared to a diversified fund and other securities. Real estate investments are relatively illiquid and may affect the ability of a REIT to vary its investment portfolio or liquidate part of its assets in response to changes in economic conditions, international securities markets, foreign exchange rates, interest rates, real estate market or other condition. REITs may have limited financial resources, may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than other securities.

REITs are dependent upon management skills, are not diversified, are subject to heavy cash flow dependency, default on borrowings and self-liquidation. REITs are also subject to the possibility of failing to qualify for taxfree pass-through of income, as in some jurisdictions special tax rules may apply to impose tax on the REITs or withhold tax on income derived from REITs and the Fund will not obtain a credit for any tax paid by the REITs or tax on payments out of the REITs.

REITs are also subject to interest rate risks. When interest rates decline, the value of a REIT's investment in fixed rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a REIT's investment in fixed rate obligations can be expected to decline. For adjustable rate mortgage loans, interest rates are reset periodically to reflect changes in market interest rates. Therefore, yields on a REIT's investments in such loans will gradually align themselves to reflect changes in market, causing the value of such investments to fluctuate less dramatically in response to interest rate fluctuations than would investments in fixed rate obligations. However, income generated from adjustable rate mortgage loans may be more volatile in response to interest rate fluctuations than would fixed rate obligations. Consequently, the value of a REIT held by the Fund may increase or decrease which in turn, affects the value of the Fund.

The underlying REITs which the Fund may invest in may not necessarily be authorised by the SFC and their dividend or payout policies are not representative of the dividend policy of the Fund.

- (vi) Class currency risk – The Class Currency of each Class may be different from the Fund's base currency, the currencies of which the Fund's assets are invested and/or investors' base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not Australian dollars) and chooses to invest in the AUD Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and Australian dollars upon the reconversion of its Australian dollars investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in Australian dollars.

- (vii) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value of units. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged Class with suffix “(icn)”, for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

- (viii) Currency Hedged Classes risk – Investors should be aware that the currency hedging process may not give a precise hedge and there is no guarantee that the hedging will be totally successful. Investors in the currency hedged share classes may have exposure to currencies other than the currency of their share class and may also be exposed to the risks associated with the instruments used in the hedging process.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Global Equity High Income (acc) - USD	US dollars
JPMorgan Global Equity High Income (acc) - RMB (hedged)	Renminbi
JPMorgan Global Equity High Income (icn) - RMB (hedged)	Renminbi
JPMorgan Global Equity High Income (mth) - HKD	HK dollars
JPMorgan Global Equity High Income (mth) - USD	US dollars
JPMorgan Global Equity High Income (mth) - RMB (hedged)	Renminbi
JPMorgan Global Equity High Income (mth) - AUD (hedged)	Australian dollars
JPMorgan Global Equity High Income (mth) - CAD (hedged)	Canadian dollars
JPMorgan Global Equity High Income (mth) - GBP (hedged)	Sterling
JPMorgan Global Equity High Income (mth) - JPY (hedged)	Japanese yen

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its

equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month's notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled "Currency Hedged Classes" and "AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class" respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC's prior approval (if applicable) and one month's prior notice to the relevant unitholders.

Classes with the suffix "(acc)"

Classes with the suffix "(acc)" are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Classes with the suffix "(icn)"

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan Global Equity High Income (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk.

Classes with the suffix "(mth)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

[#] The website has not been reviewed by the SFC.

Class
JPMorgan Global Equity High Income (mth) - HKD
JPMorgan Global Equity High Income (mth) - USD
JPMorgan Global Equity High Income (mth) - RMB (hedged)
JPMorgan Global Equity High Income (mth) - AUD (hedged)
JPMorgan Global Equity High Income (mth) - CAD (hedged)
JPMorgan Global Equity High Income (mth) - GBP (hedged)
JPMorgan Global Equity High Income (mth) - JPY (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months (to the extent applicable) are available from the Manager upon request and at the website am.jpmorgan.com/hk*.

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in USD. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank

*The website has not been reviewed by the SFC.

transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Global Equity High Income (acc) - USD	US\$10.00
JPMorgan Global Equity High Income (acc) - RMB (hedged)	RMB10.00
JPMorgan Global Equity High Income (icn) - RMB (hedged)	RMB10.00
JPMorgan Global Equity High Income (mth) - HKD	HK\$10.00
JPMorgan Global Equity High Income (mth) - USD	US\$10.00
JPMorgan Global Equity High Income (mth) - RMB (hedged)	RMB10.00
JPMorgan Global Equity High Income (mth) - AUD (hedged)	AU\$10.00
JPMorgan Global Equity High Income (mth) - CAD (hedged)	CA\$10.00
JPMorgan Global Equity High Income (mth) - GBP (hedged)	GBP10.00
JPMorgan Global Equity High Income (mth) - JPY (hedged)	JPY10,000

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong Representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit of the relevant Class) from the gross subscription amount on the issue of units where applicable.

The Manager does not currently levy any redemption charge for the Fund.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.5 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class), by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and

shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the following rates of the Fund's net asset value:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The cost of establishing the Fund which has not been fully amortised as at the date of this Explanatory Memorandum amounts to approximately US\$72,000. These costs will be borne by the Fund and amortised by no later than the third financial year end (for the avoidance of doubt, if the Fund were to terminate for whatever reason before the third financial year end, any such cost remaining unamortised would be written off upon the Fund's termination).

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provision on "Duration of the Funds", the general provisions under the section entitled "General" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to the Fund.

Duration of the Fund

Unless previously terminated, the Fund shall continue for an unlimited period. Either the Manager or the Trustee may, in certain circumstances, terminate the Fund at any time. Such circumstances include (but not limited to) the passing of any law which renders it illegal to continue the Fund or, in the opinion of the Manager, impracticable or inadvisable to continue the Fund, or where the aggregate net asset value of all units in issue of the Fund falls below US\$70,000,000 or its equivalent in another currency, or where the Manager (with the approval of the Trustee) considers termination of the Fund is in the best interest of unitholders. The Fund may also be terminated by Extraordinary Resolution of the unitholders at any time.

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

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan India Smaller Companies Fund

INTRODUCTION

JPMorgan India Smaller Companies Fund ("Fund") is a unit trust constituted by a Trust Deed dated 13 April 2006, as amended from time to time ("Trust Deed") governed by the laws of Mauritius. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Mauritius) Limited acting as trustee of the Fund ("Trustee"), is incorporated with limited liability in Mauritius. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safekeeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

The Trustee also acts as the registrar of the Fund ("Registrar") and is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to provide investors with long-term capital growth by investing primarily (i.e. at least 70% of its total net asset value) in equity securities of small to medium-sized companies in India. Small to medium-sized companies are defined as companies with market capitalisation that are equal to the bottom quartile of shares listed on the Indian stock exchanges.

The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund may also invest in derivatives such as forward contracts, options, warrants and futures for investment purposes.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the value of the Fund's holding of securities of small to medium-sized companies which are based in or operate principally in India shall not be less than 70 per cent. of its total net asset value in securities and other investments.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Small and medium-sized companies – The stock prices of small and medium-sized companies may tend to be more volatile than large-sized companies due to a lower degree of liquidity, greater sensitivity to changes in economic conditions and higher uncertainty over future growth prospects.
- (ii) Regulatory risk – The Fund is a Foreign Portfolio Investor ("Indian FPI") registered with the Securities and Exchange Board of India ("SEBI") under the SEBI (Foreign Portfolio Investors) Regulations, 2019 ("Indian FPI Regulations"), and investments by the Fund are, among other things, subject to the Indian FPI Regulations, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("Indian FEM Non-Debt Rules"), and the Foreign Exchange Management (Debt Instruments) Regulations, 2019 ("Indian FEM Debt Regulations"). In terms of the Indian FPI Regulations, a registered Indian FPI is permitted to invest in specific securities, including, shares, debentures, and warrants issued by a body corporate which are listed or to be listed on recognised stock exchanges in India, other instruments mentioned in the Indian FPI Regulations and such other instruments as specified by SEBI from time to time. Investments by Indian FPIs are subject to individual and aggregate statutory limits, and sectoral caps. Where the investment by an Indian FPI along with its investor group, exceeds the specified individual thresholds, the Indian FPI would be required to divest the excess holding in the manner prescribed under the Indian FPI Regulations. If such divestment is not undertaken, the entire investment would be reclassified as investment under the Foreign Direct Investment route and the FPI along with this investor group will not be permitted to undertake further portfolio investments under the Indian FPI Regulations. In addition, any change to the Indian FPI Regulations, Indian FEM Non-Debt Rules, and Indian FEM Debt Regulations as amended from time to time and circulars and/or guidelines issued thereunder may limit or adversely impact the ability of the Fund to invest in India.
- (iii) Tax risk – The Fund expects that under current law and practice it will be treated as a tax resident of Mauritius for the purposes of the India-Mauritius tax treaty and that it will therefore not be liable to Indian tax in respect of capital gains realised on its Indian listed securities. The Governments of India and Mauritius signed a protocol amending the India-Mauritius tax treaty on the 10 May 2016 altering the tax treatment of capital gains, while at the same time seeking to preserve the position of existing investments. The Government of India, the Ministry of Finance and the Central Board of Direct Taxes announced that India shall have the right to tax capital gains arising from alienation of shares acquired on or after 1 April 2017 in a company resident in India effective as from financial year 2017-18. 1 April 2017 to 31 March 2019 will be a transitional period where the tax rate in India will be limited to 50% of the domestic applicable tax on capital gains tax if the disposal of the assets occurs at latest on 31 March 2019, subject to an anti-avoidance provision to be introduced by the protocol. Nevertheless, there can be no assurance that any future changes to the India-Mauritius tax treaty or future interpretations of the India-Mauritius tax treaty will not adversely affect the tax position of the Fund's investments in India (see section entitled "TAXATION" below for a more detailed discussion on the current tax position of the Fund).

- (iv) Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ.

Currently, the following Class is available:

Class	Class Currency
JPMorgan India Smaller Companies (acc) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution thereof (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

DISTRIBUTION POLICY

All income will be accumulated and reinvested within the Fund. Although the Trust Deed contains provisions under which the Manager has the discretion to determine the amount to be distributed to unitholders, it is not the current intention of the Manager that such distribution will be made.

BASES OF VALUATIONS

On each dealing day, the Manager shall calculate the net asset value of each Class as at the close of business in the relevant markets where such assets are primarily traded on such dealing day in accordance with the method of establishing the net asset value of each Class as set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class less the liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in

consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of JPMorgan India Smaller Companies (acc) - USD was made at a price of US\$10.00 per unit, excluding the initial charge.

REDEMPTIONS

Save for the procedure on payment of redemption monies set out in the sub-section entitled "Procedure for Redemption" below, the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Procedure for Redemption

The procedure on payment of redemption monies which applies to this Fund is set out below.

The amount due on the redemption of units will normally be paid within seven business days and in any event not later than one calendar month after the date of actual receipt by the Manager of a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require. Failure to provide such information may delay payment of redemption proceeds. Payment will only be made by telegraphic/bank transfer. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, payment of redemption proceeds will only be made upon the unitholder providing the correct bank payment details. No third party payments will be made.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit of the relevant Class) from the gross subscription amount on the issue of units where applicable and a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit of the relevant Class) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.5 per cent. per annum of the net asset value of each Class and may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund which will be calculated before deduction of any management fee and trustee fee accruing to or on the relevant dealing day. However, the Trustee currently receives a trustee fee at the following rates of the Fund's net asset value which is calculated before deduction of any management fee and trustee fee accruing to or on the relevant dealing day:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears. For this purpose, the net asset value shall be calculated before deduction of any management fee and trustee fee accruing to or on the relevant dealing day.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provisions on "Duration of the Funds", the general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

The provisions on "Duration of the Fund" which apply to this Fund are set out below.

Duration of the Fund

Unless previously terminated, the Fund will terminate automatically on the date of its ninety ninth anniversary from the date of the Trust Deed. Either the Manager or the Trustee may, in certain circumstances, terminate the Fund at any time. Such circumstances include the passing of any law which renders it illegal to continue the Fund or, in the opinion of the Manager, impracticable or inadvisable to continue the Fund or where the aggregate net asset value of the Fund falls below US\$70,000,000 or its equivalent in another currency or where the Manager (with the approval of the Trustee) considers termination of the Fund is in the best interest of unitholders. The Fund may also be terminated by Extraordinary Resolution of the unitholders at any time.

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

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

JPMorgan Multi Balanced Fund

INTRODUCTION

JPMorgan Multi Balanced Fund ("Fund") is a unit trust constituted by a Trust Deed dated 23 February 2017 ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited, acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVES, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to provide regular income by investing primarily in a conservatively constructed portfolio of income generating securities globally, including but not limited to, equities (including preferred shares), senior secured bonds, high yield bonds, investment grade bonds, below investment grade bonds, emerging market bonds, convertible bonds, asset backed securities (including asset backed commercial papers) and mortgage backed securities. The Fund seeks to construct a conservative portfolio with the aim of operating the portfolio as a whole with volatility lower than that of the broad market over the medium term. It may be achieved by having a significant bias towards fixed income securities, especially high quality (investment grade) fixed income securities, if the Manager believes market conditions and opportunities favour such investments, and less exposure to equity securities and other asset classes. The Manager will construct a global diversified portfolio where the Fund can capture different sources of income and utilise the lower or negative correlation across asset classes to dampen the overall portfolio volatility.

The Fund will primarily invest (i.e. at least 70% of its total net asset value) in debt and equity securities. Issuers of these securities may be located in any country, including emerging markets. The Fund may vary its asset allocation in response to market conditions.

Asset allocation decisions are the result of qualitative and quantitative research into a range of fundamental factors such as economic outlook, official policy actions, market valuation levels, investor sentiment and positioning. The Manager, Investment Manager and/or Sub-Managers exercise a judgment as to the relative importance of various fundamental conditions as well as degree of conviction in establishing the asset class and geographic allocations in the Fund.

The Fund may invest up to 50% of its total net asset value in investment grade (as defined below) mortgage backed securities while investments in non-investment grade mortgage backed securities will be subject to the 20% limit on non-investment grade debt securities as described below.

The Fund may invest less than 30% of its total net asset value in real estate investment trusts ("REITs").

The Fund will invest in equity and equity equivalent securities globally (including but not limited to American depositary receipts, global depositary receipts, equity-linked notes, participation notes etc.), provided that the Fund may only invest less than 20% of its total net asset value in equity-linked notes and participation notes. There are no restrictions on market capitalisations, industries or geographies.

The Fund's aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 10% of its total net asset value.

The Fund will invest in investment grade (rated Baa3/BBB- or higher using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard & Poor's, Fitch)), non-investment grade (rated Ba1/BB+ or below using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard & Poor's, Fitch)) and unrated debt securities (including but not limited to convertible bonds, asset backed securities, collateralised loan obligations, mortgage backed securities and asset backed commercial papers etc.) issued or guaranteed by governments, government agencies or supranational bodies worldwide or companies in both developed and emerging markets, provided that, the Fund may only invest less than 30% of its total net asset value in convertible bonds, asset backed securities, collateralised loan obligations and asset backed commercial papers in aggregate. For the avoidance of doubt, the Fund will not invest more than 20% of its total net asset value in non-investment grade debt securities.

The Fund will not invest more than 10% of its total net asset value in:

- (i) Chinese debt securities traded in the China interbank bond market ("CIBM") through the CIBM Initiative and/or Bond Connect; or
- (ii) PRC onshore securities (including equity and debt securities).

The Fund may invest less than 30% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).

The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for investment purposes.

The Fund may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the Manager, Investment Manager and/or Sub-Managers, hold up to 30% of its total net asset value in cash and cash based instruments.

The Fund will have limited Renminbi (RMB) denominated underlying investments.

The Fund may gain its exposure to equity and debt securities directly and/or through investing up to 50% of its total net asset value in units or shares of other collective investment schemes which are either authorised by the SFC¹ or eligible schemes in accordance with the list of recognised jurisdictions published by the SFC, provided that investment in any one of such schemes may not exceed 30% of the Fund's total net asset value. The investment objective and strategy of the underlying schemes which the Fund invests in are similar to those of the Fund, and such underlying schemes will not use derivatives extensively. There are no restrictions on asset classes or geographies of the underlying schemes.

The Fund may invest in assets denominated in any currency. Non USD currency exposure may be hedged.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

¹ SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of the fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the sub-section entitled “Investment Restrictions and Guidelines” under the section entitled “INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, unless otherwise set out below.

The following investment restrictions and guidelines are applicable to the Fund:

- (i) The Fund will not invest more than 10% of its total net asset value in securities issued by or guaranteed by any single sovereign issuer with a credit rating below investment grade.
- (ii) The Fund may invest less than 30% of its total net asset value in convertible bonds, asset backed securities, collateralised loan obligations and asset backed commercial papers in aggregate.
- (iii) The Fund may invest up to 50% of its total net asset value in investment grade mortgage backed securities.
- (iv) The Fund will not invest more than 20% of its total net asset value in non-investment grade debt securities.
- (v) The Fund may invest less than 20% of its total net asset value in equity-linked notes and participation notes.
- (vi) Notwithstanding sub-paragraphs 1(g) and 2(c) respectively in the sub-section entitled “Investment Restrictions and Guidelines” under the section entitled “INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds:
 - (a) The Fund may invest up to 50% of its total net asset value in units or shares of other collective investment schemes authorised by the SFC¹ or eligible schemes in accordance with the list of recognised jurisdictions published by the SFC, provided that investment in any one of such schemes may not exceed 30% of the Fund's total net asset value. The Fund may also invest not more than 10% of its total net asset value, in aggregate, in not eligible schemes.

For the purposes of (a), the Fund may invest in the underlying scheme provided that no more than 10% of the assets of such underlying scheme, whether individually or on an aggregate basis, be invested in other schemes.
 - (b) The Fund may not sell short any securities.
- (vii) The Fund will not invest more than 10% of its total net asset value in contingent convertible bonds.
- (viii) The Fund will not invest more than 10% of its total net asset value in Chinese debt securities traded in the CIBM through the CIBM Initiative and/or Bond Connect.
- (ix) The Fund will not invest more than 10% of its total net asset value in PRC onshore securities (including equity and debt securities).
- (x) The Fund may invest less than 30% of its total net asset value in REITs.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled “Borrowing and Leverage” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled “Securities Financing Transactions Policies” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively the “China Connect”)

The sub-section entitled “Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect (collectively the “China Connect”)” under the section entitled “INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Investment risk – The Fund's investment portfolio may fall in value due to any of the key risk factors below and therefore your investment in the Fund may suffer losses. There is no guarantee of the repayment of principal.
- (ii) Risk relating to dynamic asset allocation strategy – The investments of the Fund may be periodically rebalanced and therefore the Fund may incur greater transaction costs than a fund with static allocation strategy.
- (iii) Risks associated with debt securities – the Fund's investments in debt securities are subject to the following risks:
 - Interest rate risk – Investment in the Fund is subject to interest rate risk. In general, the prices of debt securities rise when interest rates fall, whilst their prices fall when interest rates rise.
 - Below investment grade/unrated investment risk – The Fund may invest in bonds and other debt securities which are unrated or with ratings below investment grade. Such securities are generally subject to lower liquidity, higher volatility and greater risk of loss of principal and interest than high-rated debt securities.
 - Investment grade bond risk – Investment grade bonds are assigned ratings within the top rating categories by rating agencies (including but not limited to Fitch, Moody's and/or Standard & Poor's) on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review such assigned ratings and bonds may therefore be subject to the downgrading risk if economic circumstances (e.g. subject to market or other conditions) impact the relevant bond issues. Downgrading of the bonds may adversely affect the value of the relevant bonds and therefore the performance of the Fund. The Fund may or may not be able to dispose of the bonds that are downgraded. Also, the Fund may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.
 - Sovereign debt risk – The Fund's investment in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request the Fund to participate in restructuring such debts. The Fund may suffer significant losses when there is a default of sovereign debt issuers.
 - Valuation risk – Valuation of the Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.
 - Credit rating risk – Credit ratings assigned by rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or issuer at all times.
 - Credit risk – The Fund is exposed to the credit/default risk of issuers of the debt securities that the Fund may invest in. If the issuer of any of the debt securities in which the Fund's assets are invested defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. Furthermore, most emerging market debt securities are not given a rating by internationally recognised credit rating agencies and subject to the "Emerging markets risk" set out in the section entitled "RISKS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds and below.
 - Risks associated with convertible bonds – Convertible bonds are a hybrid between debt and equity, permitting holders to convert into shares in the company issuing the bond at a specified future date. As such, convertible bonds will be exposed to equity movement and greater volatility than straight bond investments. Investments in convertible bonds are subject to the same interest rate risk, credit risk, liquidity risk and prepayment risk associated with comparable straight bond investments.

- Risks associated with asset backed securities, mortgage backed securities, collateralised loan obligations and asset backed commercial papers – The Fund may invest substantially in mortgage backed securities. The asset backed securities, mortgage backed securities, collateralised loan obligations and asset backed commercial papers in which the Fund invests may be rated with non-investment grade and may be highly illiquid and prone to substantial price volatility. These instruments may be subject to greater credit, liquidity and interest rate risk compared to other debt securities. They are often exposed to extension and prepayment risks and risks that the payment obligations relating to the underlying assets are not met, which may adversely impact the returns of the securities.
- (iv) Risks associated with investments in debt instruments with loss-absorption features – Debt instruments with loss-absorption features are subject to greater risks when compared to traditional debt instruments as such instruments are typically subject to the risk of being written down or converted to ordinary shares upon the occurrence of pre-defined trigger events (e.g. when the issuer is near or at the point of non-viability or when the issuer's capital ratio falls to a specified level), which are likely to be outside of the issuer's control. Such trigger events are complex and difficult to predict and may result in a significant or total reduction in the value of such instruments.
- In the event of the activation of a trigger, there may be potential price contagion and volatility to the entire asset class. Debt instruments with loss-absorption features may also be exposed to liquidity, valuation and sector concentration risk.
- The Fund may invest in contingent convertible debt securities, commonly known as CoCos, which are highly complex and are of high risk. Upon the occurrence of the trigger event, CoCos may be converted into shares of the issuer (potentially at a discounted price), or may be subject to the permanent write-down to zero. Coupon payments on CoCos are discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time.
- The Fund may invest in certain types of senior non-preferred debts. While these instruments are generally senior to subordinated debts, they may be subject to write-down upon the occurrence of a trigger event and will no longer fall under the creditor ranking hierarchy of the issuer. This may result in total loss of principal invested.
- (v) Equity market risk – The Fund's investment in equity securities is subject to general market risks, whose value may fluctuate due to various factors, such as changes in investment sentiment, political and economic conditions and issuer-specific factors.
- (vi) Emerging markets risk – The Fund invests in emerging markets which may involve increased risks and special considerations not typically associated with investment in more developed markets, such as liquidity risks, currency risks/control, political and economic uncertainties, legal and taxation risks, settlement risks, custody risk and the likelihood of a high degree of volatility.
- (vii) Risks of investing in other collective investment schemes – The Fund will be subject to the risks associated with the underlying collective investment schemes it invests in. The Fund does not have control of the investments of the underlying schemes and there is no assurance that the investment objective and strategy of the underlying schemes will be successfully achieved which may have a negative impact to the net asset value of the Fund.
- The underlying schemes in which the Fund may invest may not be regulated by the SFC. There may be additional costs involved when investing into these underlying schemes. There is also no guarantee that the underlying schemes will always have sufficient liquidity to meet the Fund's redemption requests as and when made.
- (viii) REITs risk – The Fund may invest in REITs which invest primarily in real estate and this may involve a higher level of risk as compared to a diversified fund and other securities. Real estate investments are relatively illiquid and may affect the ability of a REIT to vary its investment portfolio or liquidate part of its assets in response to changes in economic conditions, international securities markets, foreign exchange rates, interest rates, real estate market or other condition. REITs may have limited financial resources, may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than other securities.

REITs are dependent upon management skills, are not diversified, are subject to heavy cash flow dependency, default on borrowings and self-liquidation. REITs are also subject to the possibility of failing to qualify for tax-free pass-through of income, as in some jurisdictions special tax rules may apply to impose tax on the REITs or withhold tax on income derived from REITs and the Fund will not obtain a credit for any tax paid by the REITs or tax on payments out of the REITs.

REITs are also subject to interest rate risks. When interest rates decline, the value of a REIT's investment in fixed rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a REIT's investment in fixed rate obligations can be expected to decline. For adjustable rate mortgage loans, interest rates are reset periodically to reflect changes in market interest rates. Therefore, yields on a REIT's investments in such loans will gradually align themselves to reflect changes in market, causing the value of such investments to fluctuate less dramatically in response to interest rate fluctuations than would investments in fixed rate obligations. However, income generated from adjustable rate mortgage loans may be more volatile in response to interest rate fluctuations than would fixed rate obligations. Consequently, the value of a REIT held by the Fund may increase or decrease which in turn, affects the value of the Fund.

The underlying REITs which the Fund may invest may not necessarily be authorised by the SFC and their distribution or payout policies are not representative of the distribution policy of the Fund.

- (ix) Credit risk for investment in REITs – A decline in the credit rating or perceived credit quality of a REIT can have a negative impact on the value of its shares or units. Lower credit quality may also affect liquidity and make it difficult for the Fund to sell a REIT.
- (x) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment, as a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value per unit. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged Class with suffix "(icn)", for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

- (xi) Class currency risk – The Class currency of each Class may be different from the Fund's base currency, the currencies of which the Fund's assets are invested and/or investors' base currencies of investment. If an investor converts its base currency of investment to the Class currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not Australian dollars) and chooses to invest in the AUD Hedged Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and Australian dollars upon the reconversion of its Australian dollars investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in Australian dollars. For further details, please refer to the sub-section entitled "Currency Hedged Classes" in the section entitled "CLASSES OF UNITS" below.
- (xii) Concentration risk – Although dynamic asset allocation strategy is adopted for the Fund, the Fund may from time to time concentrate its investments in a specific country (e.g. the US) if the Manager thinks fit. Investors should be aware that the Fund is likely to be more volatile than a more broadly diversified fund. The value of the Fund may be more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting that geographic area.

- (xiii) **Equity-Linked Notes (“ELN”) Risk** – Investing in ELNs may be more costly to the Fund than if the Fund had invested in the underlying instruments directly. Investments in ELNs often have risks similar to the underlying instruments, which include market risk. In addition, since ELNs are in note form, ELNs are subject to certain debt securities risks, such as credit or counterparty risk. Should the prices of the underlying instruments move in an unexpected manner, the Fund may not achieve the anticipated benefits of an investment in an ELN, and may realise losses, which could be significant and could include the Fund’s entire principal investment. Investments in ELNs are also subject to liquidity risk, which may make ELNs difficult to sell and value. A lack of liquidity may also cause the value of the ELN to decline. In addition, ELNs may exhibit price behavior that does not correlate with the underlying securities. The Fund’s ELN investments are subject to the risk that issuers and/or counterparties will fail to make payments when due or default completely. Prices of the Fund’s ELN investments may be adversely affected if any of the issuers or counterparties it is invested in are subject to an actual or perceived deterioration in their credit quality.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Multi Balanced (icn) - RMB (hedged)	Renminbi
JPMorgan Multi Balanced (mth) - USD	US dollars
JPMorgan Multi Balanced (mth) - HKD	HK dollars
JPMorgan Multi Balanced (mth) - AUD (hedged)	Australian dollars
JPMorgan Multi Balanced (mth) - EUR (hedged)	Euro
JPMorgan Multi Balanced (mth) - RMB (hedged)	Renminbi
JPMorgan Multi Balanced - Class C (acc) - USD	US dollars
JPMorgan Multi Balanced - Class C (mth) - USD	US dollars
JPMorgan Multi Balanced - Class C (mth) - SGD (hedged)	Singapore dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Classes of the Fund, please refer to the sections entitled “Currency Hedged Classes” and “AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class” respectively in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC's prior approval (if applicable) and one month's prior notice to the relevant unitholders.

Classes with the suffix "(icn)"

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan Multi Balanced (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix "(mth)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Multi Balanced (mth) - USD
JPMorgan Multi Balanced (mth) - HKD
JPMorgan Multi Balanced (mth) - AUD (hedged)
JPMorgan Multi Balanced (mth) - EUR (hedged)
JPMorgan Multi Balanced (mth) - RMB (hedged)
JPMorgan Multi Balanced - Class C (mth) - USD
JPMorgan Multi Balanced - Class C (mth) - SGD (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and at such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by the Fund from its investment but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factors entitled "Distribution risk" and "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

[#] The website has not been reviewed by the SFC.

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in Fund's base currency. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and

in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled “REPORTS AND ACCOUNTS” below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled “SWING PRICING” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled “DEALING” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled “SUBSCRIPTIONS” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Multi Balanced (mth) - AUD (hedged)	AU\$10.00
JPMorgan Multi Balanced (mth) - EUR (hedged)	EUR10.00
JPMorgan Multi Balanced (mth) - HKD	HK\$10.00
JPMorgan Multi Balanced (mth) - RMB (hedged)	RMB10.00
JPMorgan Multi Balanced (mth) - USD	US\$10.00

In addition, the first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Multi Balanced (icn) - RMB (hedged)	RMB10.00
JPMorgan Multi Balanced - Class C (acc) - USD	US\$10.00
JPMorgan Multi Balanced - Class C (mth) - USD	US\$10.00
JPMorgan Multi Balanced - Class C (mth) - SGD (hedged)	SG\$10.00

REDEMPTIONS

For details on redemption of units of the Fund, please refer to the section entitled “REDEMPTIONS” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the Fund, between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled “SWITCHING” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit) from the gross subscription amount on the issue of units where applicable and receive a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, “Distributors”), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.25 per cent. per annum of the net asset value of each Class other than Class C. For Class C, the Manager currently receives a fee of 0.60 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of each Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the following rates of the Fund's net asset value:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

Save for the provision on "Duration of the Funds", the general provisions under the section entitled "General" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to the Fund.

Duration of the Fund

Unless previously terminated, the Fund shall continue for an unlimited period. Either the Manager or the Trustee may, in certain circumstances, terminate the Fund at any time. Such circumstances include (but not limited to) the passing of any law which renders it illegal to continue the Fund or, in the opinion of the Manager, impracticable or inadvisable to continue the Fund, or where the aggregate net asset value of all units in issue of the Fund falls below US\$70,000,000 or its equivalent in another currency, or where the Manager (with the approval of the Trustee) considers termination of the Fund is in the best interest of unitholders. The Fund may also be terminated by Extraordinary Resolution of the unitholders at any time.

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

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

INTRODUCTION

JPMorgan Multi Income Fund ("Fund") is a unit trust constituted by a Trust Deed dated 24 June 2011, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated with limited liability in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to maximise the income return primarily through investing in a diversified portfolio of income producing equities, bonds and other securities. In addition, the Fund aims to provide medium to long term moderate capital growth. The Manager will seek to achieve these objectives by active asset allocation to, and within, different asset classes and geographies. The asset classes include but are not limited to investment grade bonds, below investment grade bonds, high yield bonds, emerging market bonds, convertible bonds, asset backed securities (including asset backed commercial papers), mortgage backed securities, real estate investment trusts ("REITs") and equities.

The Manager will seek to achieve the investment objectives by: (1) active security selection within a broad range of asset classes (including but not limited to, equities, high yield bonds, investment grade bonds, below investment grade bonds, emerging market bonds, convertible bonds, asset backed securities (including asset backed commercial papers), mortgage backed securities and REITs) whose focus is on income generation; (2) active allocation to and within different asset classes to take advantage of the most compelling income opportunities wherever they can be found; and (3) ensuring that risks taken are appropriate to the overall investment objective and that multifaceted risk control procedures – both investment and operational – are in place to mitigate the possibility of an undesirable outcome.

The Fund will primarily invest (i.e. at least 70% of its total net asset value) in debt and equity securities.

Asset allocation decisions are the result of qualitative and quantitative research into a range of fundamental factors such as economic outlook, official policy actions, market valuation levels, investor sentiment and positioning. The Manager, Investment Manager and/or Sub-Managers exercise a judgment as to the relative importance of various fundamental conditions as well as degree of conviction in establishing the asset class and geographic allocations in the Fund.

The Fund may invest up to 50% of its total net asset value in asset backed securities (including asset backed commercial papers) and mortgage backed securities. The Fund may invest less than 30% of its total net asset value in non-agency asset backed securities (including asset backed commercial papers) and non-agency mortgage backed securities.

The Fund will not invest more than 10% of its total net asset value in urban investment bonds¹ (城投債).

The Fund will invest in equity and equity equivalent securities globally (including but not limited to American depositary receipts, global depositary receipts, equity-linked notes, participation notes etc.), provided that the Fund may only invest less than 20% of its total net asset value in equity-linked notes and participation notes. There are no restrictions on market capitalisations, industries or geographies.

The Fund may invest up to 30% of its total net asset value in REITs.

The Fund may invest less than 50% of its total net asset value in debt securities (excluding convertible bonds) rated below investment grade (rated Ba1/BB+ or below using the highest rating available from one of the international independent rating agencies (e.g. Moody's, Standard and Poor's, Fitch)) and unrated debt securities (excluding convertible bonds). The Fund may invest less than 10% of its total net asset value in convertible bonds with no prescribed limitation on credit rating.

The Fund may also invest in derivatives as permitted by the SFC from time to time such as options, warrants and futures for investment purposes and may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the Manager and the Investment Manager, hold temporarily up to 30% of its total net asset value in cash and cash based instruments.

The Fund will not invest more than 10% of its total net asset value in PRC onshore securities (including equity and debt securities).

The Fund will not invest more than 10% of its total net asset value in Chinese debt securities traded in the CIBM through the CIBM Initiative and/or Bond Connect.

The Fund's aggregate exposure (direct and indirect) to China A-Shares and B-Shares (including eligible China A-Shares invested via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect) may not exceed 10% of its total net asset value.

The Fund may invest less than 30% of its total net asset value in instruments with loss-absorption features (e.g. contingent convertible debt securities, certain types of senior non-preferred debts, etc.).

The Fund will have limited Renminbi (RMB) denominated underlying investments.

The Fund may invest in assets denominated in any currency. Non USD currency exposure may be hedged.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Currency Hedged Classes

Investors who invest in the Currency Hedged Classes should refer to the section entitled "CLASSES OF UNITS" for details on the objective, strategy and risks associated with the Currency Hedged Classes.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

¹ Urban investment bonds are debt instruments issued by mainland China local government financing vehicles ("LGFVs"). These LGFVs are separate legal entities established by local governments and/or their affiliates to raise financing for public welfare investment or infrastructure projects.

Notwithstanding the investment restrictions and guidelines set out in the section entitled “Investment Restrictions and Guidelines” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, the Fund may not sell short any securities.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled “Borrowing and Leverage” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled “Securities Financing Transactions Policies” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled “RISKS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Equity risk – The Fund’s investment in equity securities is subject to general market risks, whose value may fluctuate due to various factors, such as changes in investment sentiment, political and economic conditions and issuer-specific factors. Equity markets may fluctuate significantly with prices rising and falling sharply, and this will have a direct impact on the Fund’s net asset value. When equity markets are extremely volatile, the Fund’s net asset value may fluctuate substantially and the Fund could suffer substantial loss.
- (ii) Risks associated with debt securities – The Fund’s investments in debt securities are subject to the following risks:
 - Interest rates risk – Interest rates in the countries in which the Fund’s assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes. The performance of the Fund may therefore be adversely affected. Given the historically low interest rate environment, risks associated with rising rates are heightened.
 - Credit risk – If the issuer of any of the fixed interest securities in which the Fund’s assets are invested defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. For fixed income securities, a default on interest or principal may adversely impact the performance of the Fund. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund. The credit ratings assigned by credit rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or the issuer at all times. Furthermore, most emerging market fixed interest securities are not given a rating by internationally recognised credit rating agencies and subject to the “Emerging markets risk” set out in the section entitled “RISKS” in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.
 - Below investment grade/unrated investment risk – The Fund may invest in bonds and other debt securities which are unrated or with ratings below investment grade. Accordingly, such investment will be accompanied by a higher degree of credit and liquidity risks than is present with investment in higher rated securities. During economic downturns such bonds typically fall more in value than investment grade bonds as such are often subject to a higher risk of issuer default. The net asset value of the Fund may decline or be negatively affected if there is a default of any of the high yield bond that the Fund invests in or if interest rates change.
 - Investment grade bond risk – Investment grade bonds are assigned ratings within the top rating categories by rating agencies (including but not limited to Fitch, Moody’s and/or Standard & Poor’s) on the basis of the creditworthiness or risk of default of a bond issue. Rating agencies review such assigned ratings and bonds may therefore be downgraded in rating if economic circumstances (e.g.

subject to market or other conditions) impact the relevant bond issues. Downgrading of the bonds may adversely affect the value of the relevant bonds and therefore the performance of the Fund. The Fund may or may not be able to dispose of the bonds that are downgraded. Also, the Fund may face higher risks of default in interest payment and principal repayment. As a result, investors may get back less than they originally invested.

- Sovereign debt risk – The Fund's investment in securities issued or guaranteed by governments may be exposed to political, social and economic risks. In adverse situations, the sovereign issuers may not be able or willing to repay the principal and/or interest when due or may request the Fund to participate in restructuring such debts. The Fund may suffer significant losses when there is a default of sovereign debt issuers.
 - Valuation risk – Valuation of the Fund's investments may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the Fund.
 - Risks associated with asset backed securities, mortgage backed securities, collateralised loan obligations and asset backed commercial papers – The Fund may invest substantially in mortgage backed securities. The asset backed securities, mortgage backed securities, collateralised loan obligations and asset backed commercial papers in which the Fund invests may be rated with non-investment grade and may be highly illiquid and prone to substantial price volatility. These instruments may be subject to greater credit, liquidity and interest rate risk compared to other debt securities. They are often exposed to extension and prepayment risks and risks that the payment obligations relating to the underlying assets are not met, which may adversely impact the returns of the securities.
- (iii) Risks associated with investments in debt instruments with loss-absorption features – Debt instruments with loss-absorption features are subject to greater risks when compared to traditional debt instruments as such instruments are typically subject to the risk of being written down or converted to ordinary shares upon the occurrence of pre-defined trigger events (e.g. when the issuer is near or at the point of non-viability or when the issuer's capital ratio falls to a specified level), which are likely to be outside of the issuer's control. Such trigger events are complex and difficult to predict and may result in a significant or total reduction in the value of such instruments.

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

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

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

- (iv) REITs risk – The Fund may invest in REITs which invest primarily in real estate and this may involve a higher level of risk as compared to a diversified fund and other securities. Real estate investments are relatively illiquid and may affect the ability of a REIT to vary its investment portfolio or liquidate part of its assets in response to changes in economic conditions, international securities markets, foreign exchange rates, interest rates, real estate market or other condition. REITs may have limited financial resources, may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than other securities.

REITs are dependent upon management skills, are not diversified, are subject to heavy cash flow dependency, default on borrowings and self-liquidation. REITs are also subject to the possibility of failing to qualify for tax-free pass-through of income, as in some jurisdictions special tax rules may apply to impose tax on the REITs or withhold tax on income derived from REITs and the Fund will not obtain a credit for any tax paid by the REITs or tax on payments out of the REITs.

REITs are also subject to interest rate risks. When interest rates decline, the value of a REIT's investment in fixed rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a REIT's investment in fixed rate obligations can be expected to decline. For adjustable rate mortgage loans, interest rates are reset periodically to reflect changes in market interest rates. Therefore, yields on a REIT's investments in such loans will gradually align themselves to reflect changes in market, causing the value of such investments to fluctuate less dramatically in response to interest rate fluctuations than would investments in fixed rate obligations. However, income generated from adjustable rate mortgage loans may be more volatile in response to interest rate fluctuations than would fixed rate obligations. Consequently, the value of a REIT held by the Fund may increase or decrease which in turn, affects the value of the Fund.

The underlying REITs which the Fund may invest may not necessarily be authorised by the SFC and their distribution or payout policies are not representative of the distribution policy of the Fund.

- (v) Credit risk for investment in REITs – A decline in the credit rating or perceived credit quality of a REIT can have a negative impact on the value of its shares or units. Lower credit quality may also affect liquidity and make it difficult for the Fund to sell a REIT.
- (vi) Risk relating to dynamic asset allocation strategy – The investments of the Fund may be periodically rebalanced and therefore the Fund may incur greater transaction costs than a fund with static allocation strategy.
- (vii) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment, as a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value per unit. Also, a positive distribution yield does not imply a positive return on the total investment.

The distribution amount and net asset value of the Currency Hedged Classes may be adversely affected by differences in the interest rates of the denominated currency of the Currency Hedged Classes and the base currency of the Fund, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-Currency Hedged Classes, save for Currency Hedged Class with suffix "(icn)", for which distribution amount will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Class and the base currency of the Fund.

- (viii) Cross-Class liability risk – Pursuant to the Trust Deed, the Manager reserves the right to establish and issue new Classes from time to time. The net asset value of each Class will be calculated separately with particular assets and liabilities of the Fund attributable to particular Classes. Whilst different Classes may have separate accounts for internal accounting purposes, there is no legal segregation of assets and liabilities between Classes. Accordingly, the assets of one or more Classes may be used to settle liability which arises in another Class.
- (ix) Class currency risk – The Class Currency of each Class may be different from the Fund's base currency, the currencies of which the Fund's assets are invested and/or investors' base currencies of investment. If an investor converts its base currency of investment to the Class Currency in order to invest in a particular Class and subsequently converts the redemption proceeds from that Class Currency back to its original base currency of investment, the investor may suffer a loss due to the depreciation of the Class Currency against the original currency. For example, if an investor whose base currency of investment is Hong Kong dollars (i.e. not Australian dollars) and chooses to invest in the AUD Class, the investor may be exposed to a higher currency risk. The investor may suffer a higher loss as a result of exchange rate fluctuations between Hong Kong dollars and Australian dollars upon the reconversion of its Australian dollars investment back to Hong Kong dollars as compared to an investor whose base currency of investment is originally in Australian dollars. For further details, please refer to the sub-section entitled "Currency Hedged Classes" in the section entitled "CLASSES OF UNITS" below.
- (x) Risks related to the Eurozone sovereign debt crisis – The Fund may invest substantially in the Eurozone. In light of the ongoing fiscal conditions and concerns on the sovereign debt risk of certain countries within

the Eurozone (in particular, Portugal, Ireland, Italy, Greece and Spain), the Fund's investments in the region may be subject to higher volatility, liquidity, currency and default risks. The performance of the Fund may deteriorate significantly should there be any adverse credit events (e.g. downgrade of the sovereign credit rating, obligation default, etc) of any Eurozone country or exit of members from the Eurozone.

- (xi) **Currency Hedged Classes risk** – Each Currency Hedged Class may hedge the Fund's denominated currency back to its currency of denomination, with an aim to provide a return on investment which correlates with the return of the Class of unit which is denominated in the Fund's base currency. The costs and resultant profit or loss on the hedging transactions will be reflected in the net asset value per unit for the units of the relevant Currency Hedged Classes. The costs relating to such hedging transactions which may be significant depending on prevailing market conditions shall be borne by that Currency Hedged Class only.

The precise hedging strategy applied to a particular Currency Hedged Class may vary. In addition, there is no guarantee that the desired hedging instruments will be available or hedging strategy will achieve its desired result. In such circumstances, investors of the Currency Hedged Class may still be subject to the currency exchange risk on an unhedged basis (which means that, for example, if the hedging strategy in respect of the RMB Hedged Class is ineffective, depending on the exchange rate movements of RMB relative to the base currency of the Fund, and/or other currency(ies) of the non-RMB denominated underlying investment of the Fund, (i) investors may still suffer losses even if there are gains or no losses in the value of the non-RMB denominated underlying investments; or (ii) investors may suffer additional losses if the non-RMB denominated underlying investments of the Fund fall in value). If the counterparties of the instruments used for hedging purposes default, investors of the Currency Hedged Classes may be exposed to the currency exchange risk on an unhedged basis and may therefore suffer further losses.

While the hedging strategy may protect investors of the Currency Hedged Classes against a decrease in the value of the Fund's base currency relative to the denominated currency of that Currency Hedged Class, the hedging strategy may substantially limit the benefits of any potential increase in the value of a Currency Hedged Class expressed in the Class currency, if the Currency Hedged Class' denominating currency falls against the base currency of the Fund. Please refer to the section entitled "Classes of Units" for further details.

- (xii) **Concentration risk** – Although dynamic asset allocation strategy is adopted for the Fund, the Fund may from time to time concentrate its investments in a specific country (e.g. the US) if the Manager thinks fit. Investors should be aware that the Fund is likely to be more volatile than a more broadly diversified fund. The value of the Fund may be more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting that geographic area.
- (xiii) **Equity-Linked Notes ("ELN") Risk** – Investing in ELNs may be more costly to the Fund than if the Fund had invested in the underlying instruments directly. Investments in ELNs often have risks similar to the underlying instruments, which include market risk. In addition, since ELNs are in note form, ELNs are subject to certain debt securities risks, such as credit or counterparty risk. Should the prices of the underlying instruments move in an unexpected manner, the Fund may not achieve the anticipated benefits of an investment in an ELN, and may realise losses, which could be significant and could include the Fund's entire principal investment. Investments in ELNs are also subject to liquidity risk, which may make ELNs difficult to sell and value. A lack of liquidity may also cause the value of the ELN to decline. In addition, ELNs may exhibit price behavior that does not correlate with the underlying securities. The Fund's ELN investments are subject to the risk that issuers and/or counterparties will fail to make payments when due or default completely. Prices of the Fund's ELN investments may be adversely affected if any of the issuers or counterparties it is invested in are subject to an actual or perceived deterioration in their credit quality.
- (xiv) **Risk related to "(icp)" Classes** – "(icp)" Classes aim to pay dividend at a pre-determined annual percentage of net asset value per unit to be paid as a monthly dividend that is not linked to income or capital gains. The dividend amount or dividend rate is not guaranteed. The pre-determined percentage may not reflect either the actual or expected income or performance of the Fund. "(icp)" Classes are expected to pay dividends out of capital to a greater extent than other Classes and may do so over a prolonged period, which may result in a rapid and substantial erosion of the capital. Payment out of capital represents a withdrawal of investors' original investment. This may result in a rapid and substantial erosion of an investor's original investment.

A positive distribution does not imply a positive return. Dividend payments will continue even when the Fund has not earned income and experiences capital losses. This will result in a more rapid fall in the value of the “(icp)” Class than other Classes which do not pay dividend at pre-determined percentage. If the value of the net asset value per unit of “(icp)” Class falls to 0.1 in the Fund’s base currency, the Class will be fully redeemed and terminated by the Manager at the next practicable opportunity. Termination of the Class is subject to the SFC’s prior approval and at least one month’s notice will be given to the relevant unitholders prior to the termination. Please also refer to the “Payment of distributions out of capital risk” for the additional risks associated with “(icp)” Classes.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Multi Income (acc) - HKD	HK dollars
JPMorgan Multi Income (acc) - RMB (hedged)	Renminbi
JPMorgan Multi Income (acc) - USD	US dollars
JPMorgan Multi Income (icn) - RMB (hedged)	Renminbi
JPMorgan Multi Income (icp) - HKD	HK dollars
JPMorgan Multi Income (icp) - USD	US dollars
JPMorgan Multi Income (mth) - AUD (hedged)	Australian dollars
JPMorgan Multi Income (mth) - CAD (hedged)	Canadian dollars
JPMorgan Multi Income (mth) - EUR (hedged)	Euro
JPMorgan Multi Income (mth) - GBP (hedged)	Sterling
JPMorgan Multi Income (mth) - HKD	HK dollars
JPMorgan Multi Income (mth) - NZD (hedged)	New Zealand dollars
JPMorgan Multi Income (mth) - RMB (hedged)	Renminbi
JPMorgan Multi Income (mth) - SGD (hedged)	Singapore dollars
JPMorgan Multi Income (mth) - USD	US dollars
JPMorgan Multi Income - Class C (acc) - USD	US dollars
JPMorgan Multi Income - Class C (mth) - USD	US dollars
JPMorgan Multi Income - Class C (div) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution therefor (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

Currency Hedged Classes

For details of Currency Hedged Class of the Fund, please refer to the sections entitled “Currency Hedged Classes” and “AUD Hedged Class/CAD Hedged Class/EUR Hedged Class/GBP Hedged Class/HKD Hedged Class/NZD Hedged Class/RMB Hedged Class/SGD Hedged Class/USD Hedged Class” respectively in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC’s prior approval (if applicable) and one month’s prior notice to the relevant unitholders.

Classes with the suffix “(acc)”

Classes with the suffix “(acc)” are accumulation Classes and will not normally pay distributions. All income will be accumulated and reinvested within the corresponding Classes of the Fund.

Class with the suffix “(div)”

It is the intention of the Manager to have such amount, as the Manager may determine, of the income of JPMorgan Multi Income - Class C (div) - USD in respect of each accounting period to be distributed to unitholders of the Class. The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

It is the intention of the Manager to make distributions on a quarterly basis for the three-month periods to the end of March, June, September and December in each year or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month’s prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by JPMorgan Multi Income - Class C (div) - USD from its investment but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. However, the payment of distributions may not be equivalent to the income generated from the underlying investments of the Class. There is no guarantee, assurance and/or certainty that distributions will be paid every quarter. Please also refer to the risk factor entitled “Payment of distributions out of capital risk”.

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix “(icn)”

These Classes are only offered as Currency Hedged Classes. It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. The distribution amount for such Currency Hedged Classes will not account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative, but this would not affect the distribution amount for such Currency Hedged Classes.

Class
JPMorgan Multi Income (icn) - RMB (hedged)

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month’s prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled “Payment of distributions out of capital risk”.

[#] The website has not been reviewed by the SFC.

Composition of the latest distributions, i.e. the percentages of distribution being made out of the income and capital, for the last 12 months will be available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix “(icp)”

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders.

Classes suffixed “(icp)” set a pre-determined annual percentage of net asset value per unit to be paid as a monthly dividend that is not linked to income or capital gains. The annual percentage is based on prevailing investor demand in the region where the Class is distributed and Fund level considerations, and is determined by an internal rate determination forum based on the weighted average annualised distribution yield of selected competitors' funds in similar asset classes that are available for sale in Hong Kong. The percentage may be changed at the discretion of the Manager.

This Class pays a dividend that is expected to include a distribution from capital as well as the gains of the Class. Payments are expected to exceed the increase in the net asset value per unit from the net income and realised and/or unrealised capital gains of the Class resulting in erosion of the amount invested. Investors should be aware that, during periods of negative performance, the distribution will normally continue to be paid and the value of the investment may fall more rapidly. It may not be possible to maintain the initial/prevaling distribution payment indefinitely and it may be reduced. If the net asset value of the Class falls to 0.1 in the Fund's base currency, the Class will be fully redeemed and terminated by the Manager at the next practicable opportunity. Termination of the Class is subject to the SFC's prior approval and at least one month's notice will be given to the relevant unitholders prior to the termination.

Class
JPMorgan Multi Income (icp) - HKD
JPMorgan Multi Income (icp) - USD

The latest dividend yield of the Class is available from the Manager upon request and at the website am.jpmorgan.com/hk[#]. Please also refer to the risk factors entitled “Risk related to “(icp)” Classes” and “Payment of distributions out of capital risk” for the risks associated with “(icp)” Classes.

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months (to the extent applicable) are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix “(mth)”

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Multi Income (mth) - AUD (hedged)
JPMorgan Multi Income (mth) - CAD (hedged)
JPMorgan Multi Income (mth) - EUR (hedged)
JPMorgan Multi Income (mth) - GBP (hedged)
JPMorgan Multi Income (mth) - HKD
JPMorgan Multi Income (mth) - NZD (hedged)
JPMorgan Multi Income (mth) - RMB (hedged)
JPMorgan Multi Income (mth) - SGD (hedged)

[#] The website has not been reviewed by the SFC.

JPMorgan Multi Income (mth) - USD
JPMorgan Multi Income - Class C (mth) - USD

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/ or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Notwithstanding the aforesaid, for RMB denominated Class, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Trustee, the Manager may pay distributions in USD. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither

[#] The website has not been reviewed by the SFC.

the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to the section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Multi Income (mth) - AUD (hedged)	AU\$10.00
JPMorgan Multi Income (mth) - CAD (hedged)	CA\$10.00
JPMorgan Multi Income (mth) - EUR (hedged)	EUR10.00
JPMorgan Multi Income (mth) - GBP (hedged)	GBP10.00
JPMorgan Multi Income (mth) - HKD	HK\$10.00
JPMorgan Multi Income (mth) - RMB (hedged)	RMB10.00
JPMorgan Multi Income (mth) - NZD (hedged)	NZ\$10.00

JPMorgan Multi Income (mth) - SGD (hedged)	SG\$10.00
JPMorgan Multi Income (mth) - USD	US\$10.00
JPMorgan Multi Income (acc) - HKD	HK\$10.00
JPMorgan Multi Income (acc) - RMB (hedged)	RMB10.00
JPMorgan Multi Income (acc) - USD	US\$10.00
JPMorgan Multi Income (icp) - HKD	HK\$10.00
JPMorgan Multi Income (icp) - USD	US\$10.00
JPMorgan Multi Income - Class C (mth) - USD	US\$10.00
JPMorgan Multi Income - Class C (div) - USD	US\$10.00

In addition, the first issue of units of the following Classes will be made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Multi Income (icn) - RMB (hedged)	RMB10.00
JPMorgan Multi Income - Class C (acc) - USD	US\$10.00

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong Representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit of the relevant Class) from the gross subscription amount on the issue of units where applicable.

The Manager does not currently levy any redemption charge for the Fund.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.25 per cent. per annum of the net asset value of each Class other than Class C. For Class C, the Manager currently receives a fee of 0.6 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class), by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their

Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of up to 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a trustee fee at the following rates of the Fund's net asset value:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to the Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

INTRODUCTION

JPMorgan Sustainable Infrastructure Fund is a unit trust constituted by a Trust Deed dated 6 July 2005, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to achieve a return by investing primarily (i.e. at least 70% of its total net asset value) in equity securities globally (including listed real estate investment trusts) that are well positioned to promote the development of the infrastructure required to facilitate a sustainable and inclusive economy¹, whilst not significantly harming any environmental or social objectives and following good governance practices.

Equity securities are selected in relation to key sub-themes of sustainable infrastructure investment, which may evolve, such as electricity infrastructure, renewables infrastructure, transport infrastructure, sustainable logistics, water infrastructure, medical infrastructure, social housing and education infrastructure and digital infrastructure. The Fund may invest a large portion of its assets in a single sub-theme.

The Manager will identify equity securities with exposure to the relevant sub-themes by taking a three-step selection process:

- (1) the Manager will evaluate and apply values and norms based screening to implement exclusions on a broad initial universe to avoid investing in the worst-offending equity securities. The norms based exclusions are applicable to equity securities in breach of global normative frameworks, such as the United Nations Global Compact. The values based exclusions reflect many of the shared environmental, social and governance values of investors. The Fund excludes equity securities involved in certain industries including tobacco production and nuclear weapons if their revenue or other financial metrics from such industries surpass defined thresholds. The respective limits and exclusion list may be updated periodically. For

*The Fund is authorised by the SFC under the Code on Unit Trusts and Mutual Funds, not the Code on Real Estate Investment Trusts.

¹ An inclusive economy refers to an economy that distributes economic growth fairly across society and creates opportunities for all stakeholders in a society.

additional information, please refer to the Fund's product webpage at am.jpmorgan.com/hk[#]. To support the screening, the Fund relies on third party data provider(s) to identify an equity security's involvement in or revenue which it derives from such industries.

- (2) in order to identify equity securities aligned to the key sub-themes of sustainable infrastructure investment from the universe that has been screened based on step (1) above, the Manager will use proprietary technology that combines big data research and artificial intelligence to identify and determine the relevance of key words and concepts related to the sub-themes, and evaluate public documentation of equity securities (e.g. equity securities' regulatory filings, broker reports, news reports, company profiles, etc.) to assess and score each equity security's textual relevance and revenue attribution to the sub-themes. High scoring equity securities are equity securities which according to the Manager's proprietary technology (i) have high proportion of their textual data related to the sub-themes relative to other equity securities; and (ii) have high proportion of their revenue derived from the sub-themes. Equity securities with higher balanced scores of the two metrics, which are considered as providing the highest exposure to the sub-themes, will be selected for further study.
- (3) the Manager will further analyse the results of the proprietary technology (i.e. step (2) above) to identify the equity securities best placed to achieve the Fund's objective.

This analysis is based on the insights from a team of fundamental research analysts and ongoing engagement with equity securities to understand how they are positioned to develop solutions today and in the future to develop the infrastructure required to facilitate a sustainable and inclusive economy. Fundamental analysis is used to better understand sustainability risks and opportunities that may impact the equity securities.

As part of this analysis:

- Sustainable investment inclusion: firstly, the Manager will make use of a proprietary ESG framework to assess the extent to which each equity security is aligned to the sub-themes of sustainable infrastructure investment through identifying equity security specific quantifiable metrics that support the facilitation of the sustainable objective of the Fund. The Manager considers different factors and performance indicators depending on an equity security's sector/industry as well as its specific products and services in assessing whether an equity security engages significantly in the sub-themes of sustainable infrastructure investment. The relevant quantitative and qualitative factors may vary in importance. For example, the Manager may look at metrics such as, but not limited to the equity security's revenue exposure to a specific business stream that contributes to the relevant sub-theme of sustainable infrastructure. This is called the "sustainable investment inclusion criteria", and is validated by the dedicated sustainable investing team of the Manager.
- Quality of equity securities: afterwards, the Manager will select and identify high quality equity securities by assessing their exposure to material sustainability issues. For example, the Manager will analyse whether the equity security is vulnerable to regulations related to greenhouse gas emission limits, whether it uses water resources responsibly, its relationship with labor, the composition of its board of directors, etc. to the extent such factors are considered material by the Manager.
- Valuation analysis: the Manager will also evaluate the attractiveness of the equity securities by assessing the expected return and other factors such as economics (i.e. creation of values for shareholders), duration (e.g. sustainability of the value creation) and governance (e.g. management competence, capital allocation, etc.) of the equity securities.

More information in relation to the ESG framework of the Manager and the sustainable investing approach (including the sustainable investment inclusion criteria) can be found at the Fund's product webpage at am.jpmorgan.com/hk[#].

The Fund will invest in equity and equity equivalent securities globally (both developed and emerging markets). There are no restrictions on market capitalisations, industries (except the Fund's exclusion policy as mentioned above) or geographies.

[#]The website has not been reviewed by the SFC.

The Fund does not have any particular focus on the currency denomination of its underlying assets. Non-USD currency exposure may be hedged.

The Fund will have limited Renminbi (RMB) denominated underlying investments. The Fund will not invest more than 20% of its total net asset value in PRC onshore securities (including China A-shares via the Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect and debt securities traded in the CIBM through the CIBM Initiative and/or Bond Connect).

The Fund may also invest in derivatives such as forward contracts, options, warrants and futures for investment purposes and may under limited circumstances (e.g. for cash management purpose) as considered appropriate by the Manager and the Investment Manager, hold temporarily up to 100% of its total net asset value in cash and cash based instruments subject to the provisions set out under the section entitled "Investment Restrictions and Guidelines" below.

The Fund may invest 30% or more of its total net asset value in real estate investment trusts.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Additional Information

To demonstrate the Fund's attainment of its sustainable investment focus, the Manager will periodically assess the Fund's exposure to equity securities under each relevant sub-theme of sustainable infrastructure investment and the alignment of each relevant sub-theme and the Fund's exposure to equity securities against key UN Sustainable Development Goals. Relevant information will be published at the Fund's product webpage at am.jpmorgan.com/hk^{*}. The Sustainable Development Goals are a blueprint developed by United Nations to create a more inclusive and sustainable global economy.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Risk related to sustainable investing – The Fund applies binding criteria when selecting securities by investing a defined percentage of portfolio positions in sustainable securities. The Fund may also exclude equity securities based on specific values or norms. Systematically including ESG in investment analysis and as binding on investment decisions may adversely affect the Fund's performance compared to similar funds that do not apply such criteria. The Fund's portfolio may also be concentrated in ESG-related securities, and its value may become more volatile than that of an investment fund invested in a more diversified portfolio. In addition, the exclusionary policy, if implemented, may result in the Fund foregoing compelling investment opportunities or potentially selling securities based on their ESG criteria at disadvantageous times. Evolving laws, regulations and industry norms may impact on the sustainability

^{*}The website has not been reviewed by the SFC.

of many equity securities, particularly in respect of environmental and social factors. Any changes to such measures could have a negative impact on the relevant equity securities which could preclude them as eligible investments for the Fund despite being commercially appealing.

There is a lack of standardised taxonomy in ESG evaluation methodologies and the way in which different funds that use ESG criteria will apply such criteria may vary. ESG assessment on a company may require subjective judgements, which may include consideration of third party data that is subjective, incomplete or inaccurate that may affect the Manager's ability to measure and assess the environment and social impact of a potential investment and may cause the Fund to have exposure to equity securities which do not meet the relevant criteria. There can be no guarantee that the Manager will correctly assess the ESG impact on the Fund's investments.

- (ii) Infrastructure companies risk – Securities of infrastructure companies may be more susceptible to adverse economic, political or regulatory occurrences affecting their industries and may be subject to a variety of factors that could adversely affect their business or operations as a result of such occurrences, including additional costs, competition, environmental concerns, taxes, changes in end-user numbers and regulatory implications.
- (iii) Risks associated with the Fund's investment strategy – the Fund's investment strategy is subject to the following risks:
 - Risks associated with concentration in a single theme and/or sub-theme – The Fund invests a large portion of its assets in a single theme (i.e. sustainable infrastructure) and may invest a large portion of its assets in a single sub-theme. It is therefore likely to be more volatile and carry a greater risk of loss than a fund that invests more broadly. The Fund may be concentrated in investments exposed to a single sub-theme. It may therefore be subject to periods of underperformance and could be disproportionately affected by political, taxation, regulation, or government policy prejudicial to the sustainable infrastructure theme and/or the relevant sub-theme which could lead to decreased liquidity and increased volatility in the value of the relevant securities.
 - Risks associated with sub-themes and changing market trends – Investments in specific sub-themes may not achieve the desired results under all circumstances and market conditions. The investments of the Fund may be adjusted among different sub-themes from time to time depending on the changing market trends and the market conditions of the respective sub-themes and therefore the Fund may incur greater transaction costs than a fund with static allocation strategy.
 - Risks associated with the use of big data research and artificial intelligence technique – Big data research and artificial intelligence technique are new technology and the results from such research and technique may be subjective, incomplete or inaccurate, which may affect the Manager's ability to assess equity securities' exposure to the relevant sub-themes.
- (iv) Real estate investment trusts ("REITs") risk – The Fund may invest in REITs which invest primarily in real estate and this may involve a higher level of risk as compared to a diversified fund and other securities, and the Fund may be adversely impacted. Real estate investments are relatively illiquid and may affect the ability of a REIT to vary its investment portfolio or liquidate part of its assets in response to changes in economic conditions, international securities markets, foreign exchange rates, interest rates, real estate markets or other conditions. REITs may have limited financial resources, may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than other securities.

REITs are dependent upon management skills, are not diversified, are subject to heavy cash flow dependency, default on borrowings and self-liquidation. REITs are also subject to the possibility of failing to qualify for tax-free pass-through of income, as in some jurisdictions special tax rules may apply to impose tax on the REITs or withhold tax on income derived from REITs and the Fund will not obtain a credit for any tax paid by the REITs or tax on payments out of the REITs.

REITs are also subject to interest rate risks. When interest rates decline, the value of a REIT's investment in fixed rate obligations can be expected to rise. Conversely, when interest rates rise, the value of a REIT's investment in fixed rate obligations can be expected to decline. For adjustable rate mortgage loans, interest rates are reset periodically to reflect changes in market interest rates. Therefore, yields on a REIT's investments in such loans will gradually align themselves to reflect changes in market, causing the value

of such investments to fluctuate less dramatically in response to interest rate fluctuations than would investments in fixed rate obligations. However, income generated from adjustable rate mortgage loans may be more volatile in response to interest rate fluctuations than would fixed rate obligations. Consequently, the value of a REIT held by the Fund may increase or decrease which in turn, affects the value of the Fund.

Investors should note that the Fund may also invest in “special purpose” REITs which focus their investments on specific real property sectors such as hotels, nursing homes or warehouses. “Special purpose” REITs are subject to the risks associated with adverse developments in these sectors. A portfolio of real properties focusing on one single industry sector may be subject to losses that are more severe than other REITs with a more diversified portfolio. Also, potential changes to rules and regulations governing a particular industry sector including but not limited to environmental rules and regulations and the permitted uses of the underlying properties may have an adverse impact on the performance of the relevant “special purpose” REITs.

The Fund is not authorised under or regulated by the SFC’s Code on Real Estate Investment Trusts². The underlying REITs in which the Fund may invest may not necessarily be authorised by the SFC² and their distribution or payout policies are not representative of the distribution policy of the Fund.

- (v) Payment of distributions out of capital risk – Where the income generated by the Fund is insufficient to pay a distribution as the Fund declares, the Manager may in its discretion determine such distributions may be paid from capital including realised and unrealised capital gains. Investors should note that the payment of distributions out of capital represents a return or withdrawal of part of the amount they originally invested or from any capital gains attributable to that original investment. As a result, the capital that the Fund has available for investment in the future and capital growth may be reduced. Any payments of distributions by the Fund may result in an immediate decrease in the net asset value of units. Also, a positive distribution yield does not imply a positive return on the total investment.
- (vi) Concentration risk – The Fund concentrates its investments in the sustainable infrastructure industry. The Fund may also from time to time concentrate its investments in a specific country (e.g. the US) and/or a limited number of securities if the Manager thinks fit. Investors should be aware that the Fund is likely to be more volatile than a more broadly diversified fund. The value of the Fund may be more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting that industry/geographic area/issuers.
- (vii) Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

² SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of the fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Sustainable Infrastructure (div) - USD	US dollars
JPMorgan Sustainable Infrastructure (mth) - HKD	HK dollars
JPMorgan Sustainable Infrastructure (mth) - USD	US dollars
JPMorgan Sustainable Infrastructure (mth) - RMB (hedged)	Renminbi
JPMorgan Sustainable Infrastructure (acc) - HKD	HK dollars
JPMorgan Sustainable Infrastructure (acc) - USD	US dollars
JPMorgan Sustainable Infrastructure - Class C (mth) - USD	US dollars
JPMorgan Sustainable Infrastructure - Class C (acc) - USD	Renminbi

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC's prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month's notice (or such other notice period as required by the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution thereof (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

DISTRIBUTION POLICY

The Manager has the sole and absolute discretion to amend the distribution policy, subject to the SFC's prior approval (if applicable) and one month's prior notice to the relevant unitholders.

Class with the suffix "(div)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income of JPMorgan Sustainable Infrastructure (div) - USD in respect of each accounting period will be distributed to unitholders of the Class. The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

It is the intention of the Manager to make distributions on a quarterly basis for the three-month periods to the end of March, June, September and December in each year or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from income generated by JPMorgan Sustainable Infrastructure (div) - USD from its investment but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. However, the payment of distributions may not be equivalent to the income generated from the underlying investments of the Class. There is no guarantee, assurance and/or certainty that distributions will be paid every quarter. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk[#].

Classes with the suffix "(mth)"

It is the intention of the Manager to have such amount, as the Manager may determine, of the income attributable to the following Classes respectively in respect of each accounting period to be distributed to unitholders of these Classes respectively. For Currency Hedged Classes, the distribution amount will account for the difference

[#] The website has not been reviewed by the SFC.

in the interest rates between the denominated currency of the Currency Hedged Classes and the base currency of the Fund. Depending on the interest rate levels of both currencies and the hedging direction, the interest rate differential can be positive or negative.

Class
JPMorgan Sustainable Infrastructure (mth) - HKD
JPMorgan Sustainable Infrastructure (mth) - USD
JPMorgan Sustainable Infrastructure (mth) - RMB (hedged)
JPMorgan Sustainable Infrastructure - Class C (mth) - USD

It is the intention of the Manager to make distributions on a monthly basis or/and such other time as the Manager may, with the prior approval of the Trustee, provide one month's prior notice to unitholders. The Manager expects to be able to pay distributions from its income generated by the Fund from its investment, but in the event that such income is insufficient to pay distributions as it declares, the Manager may in its discretion determine that such distributions may be paid from capital. However, the payment of distributions may not be equivalent to the income generated from the underlying investments of the Class. There is no guarantee, assurance and/or certainty that distributions will be paid every month. Please also refer to the risk factor entitled "Payment of distributions out of capital risk".

Composition of the distributions (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months are available from the Manager upon request and at the website am.jpmorgan.com/hk^{*}.

The transferee of a unit will be entitled to a distribution in respect of such unit if the Registrar has received a valid instrument of transfer (duly stamped if required) in respect of the unit by 3:30 p.m. (Hong Kong time) on the last cum distribution dealing date. The subscriber of a unit shall be entitled to a distribution in respect of such unit if the application for the unit is received by the Manager by 5:00 p.m. (Hong Kong time) on the last cum distribution dealing date.

Reinvestment of Distributions

It is the Manager's current policy to reinvest automatically any distributions in the subscription of further units of the corresponding Class of units of the Fund, unless (i) unitholders notify the Manager otherwise in writing and the amount of the relevant distribution equals to or exceeds US\$250 (or its equivalent in another currency) and/or (ii) subscription of further units by the unitholder may, in the opinion of the Manager, have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Such further units will be issued on the date of distribution, or if that is not a dealing day, on the next following dealing day. No initial charge will be made on the issue of such further units.

Payment of Distributions

For unitholders who have notified the Manager in writing to or shall otherwise, as determined by the Manager, receive payment of distributions instead of having the distributions reinvested automatically in the subscription of further units, payment will only be made by telegraphic/bank transfer in the offering currency of the relevant Class subject to the authentication procedures mentioned below. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, distributions will be reinvested in the subscription of further units of the corresponding Class of units of the Fund, unless in the opinion of the Manager, subscription of further units by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund. Any distribution which is not claimed (e.g. reinvestment of the distribution by the unitholder may have adverse regulatory, tax or fiscal consequences for, or otherwise be detrimental to the interests of, the Fund and the unitholder has not provided correct bank payment details for telegraphic/bank transfer or the authentication procedures mentioned below are not completed to the satisfaction of the Manager) for six years from the payment date will be forfeited and becomes part of the assets of the relevant Class (and in case such relevant Class has been terminated, the Fund).

^{*}The website has not been reviewed by the SFC.

Authentication Procedure

The Manager may at its discretion carry out any authentication procedures that it considers appropriate relating to dividend payments. This aims to mitigate the risk of error and fraud for the Fund, its agents or unitholders. Where any authentication procedures are not completed to the Manager's satisfaction, the Manager may delay the processing of payment instructions to a date later than the envisaged dividend payment date when such authentication procedures have been completed to its satisfaction.

If the Manager is not satisfied with any verification, confirmation or other process under the authentication procedures, it may decline to execute the relevant dividend payment until such satisfaction is obtained. Neither the Manager nor the Fund shall be held responsible to the unitholder or any person if the Manager delays execution or declines to execute dividend payments under the above circumstances.

BASES OF VALUATIONS

The method of establishing the net asset value of each Class is set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less the liabilities of that Class, by the total number of units in issue of that Class as at 5:00p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of the existing Classes were made at the prices below, excluding the initial charge:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Sustainable Infrastructure (div) - USD	US\$10.00
JPMorgan Sustainable Infrastructure (mth) - HKD	HK\$10.00
JPMorgan Sustainable Infrastructure (mth) - USD	US\$10.00
JPMorgan Sustainable Infrastructure (mth) - RMB (hedged)	RMB10.00
JPMorgan Sustainable Infrastructure (acc) - HKD	HK\$10.00
JPMorgan Sustainable Infrastructure (acc) - USD	US\$10.00

In addition, the first issue of units of the following Classes will be made at the price below, excluding the initial charge referred to above:

Class	Initial issue price per unit, excluding the initial charge
JPMorgan Sustainable Infrastructure - Class C (mth) - USD	US\$10.00
JPMorgan Sustainable Infrastructure - Class C (acc) - USD	US\$10.00

REDEMPTIONS

For details of redemptions of the Fund, please refer to the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit of the relevant Class) from the gross subscription amount on the issue of units where applicable and receive a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit of the relevant Class) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1 per cent. per annum of the net asset value of each Class other than Class C. For Class C, the Manager currently receives a fee of 0.5 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the

Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund. However, the Trustee currently receives a fee at the following rates:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

INTRODUCTION

JPMorgan Vietnam Opportunities Fund ("Fund") is a unit trust constituted by a Trust Deed dated 15 August 2006, as amended from time to time ("Trust Deed") governed by the laws of Hong Kong. The Fund has been authorised as a collective investment scheme in the form of a unit trust by the Securities and Futures Commission ("SFC") under Section 104 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong) ("SFO") and the Code on Unit Trusts and Mutual Funds ("SFC Code"). SFC authorisation is not a recommendation or endorsement of the Fund nor does it guarantee the commercial merits of the Fund or its performance. It does not mean the Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Fund's portfolio is subject to market fluctuations and exchange rate fluctuations and to the risks inherent in all investments. Therefore, the value of the Fund and the level of distributions (if any) may go down as well as up.

The Fund is highly concentrated and specialised investing primarily in the Vietnam market which is currently very small and considered to be an emerging market. Investors should be aware that the Fund is likely to be more volatile than a broad-based fund as it is more susceptible to fluctuations in value resulting from adverse conditions in the countries in which it invests. Therefore, investment in the Fund should be regarded as long term in nature and suitable for investors who can afford the risks involved.

FUND PARTIES

For details of the Manager, Investment Manager and Sub-Managers, please refer to the section entitled "FUND PARTIES" in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

HSBC Institutional Trust Services (Asia) Limited acting as trustee of the Fund ("Trustee"), is incorporated in Hong Kong and is registered as a trust company under the Trustee Ordinance in Hong Kong. The Trustee is an indirect wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales. Under the Trust Deed, the Trustee is responsible for the safe-keeping of the Fund's investments.

Please refer to the section entitled "FUND PARTIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds in relation to the liabilities of each of the parties described herein.

HSBC Trustee (Cayman) Limited is the registrar of the Fund ("Registrar") and is incorporated with limited liability in the Cayman Islands. The Registrar is responsible for keeping the register of unitholders.

INVESTMENT OBJECTIVE, POLICY AND RESTRICTIONS

Investment Objective and Policy

The investment objective of the Fund is to provide investors with long-term capital growth by investing primarily (i.e. at least 70% of its total net asset value) in equity securities of companies either (i) domiciled or listed on a stock exchange in Vietnam, or (ii) with actual or prospective operations, assets or investments, direct or indirect, in Vietnam in an aggregate amount of not less than either US\$50 million or 10 per cent. of the gross assets of the investing company (albeit such operations, assets or investments may at the time of investment be immaterial to the financial results of such company). The Fund is not subject to any limitation on the portion of its total net asset value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

Since the Vietnam Stock Exchange is currently very small and illiquid, investors should be aware that while waiting for additional investment opportunities in the form of new issues listed in Vietnam, the Fund will also be invested in other companies which, whilst they have an interest in Vietnam, may have the vast majority of their business elsewhere. However, the Manager, the Investment Manager and/or the Sub-Manager will invest in such companies only if it believes that material incremental growth in revenues or earnings might be expected to be derived from Vietnam within the foreseeable future.

The Investment Manager integrates financially material environmental, social and governance factors as part of the Fund's investment process. Please refer to the sub-section entitled "ESG Integration" under the section entitled "INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

The Fund may also invest in derivatives such as forward contracts, options, warrants and futures for investment purposes.

The investment objective, policy and investment restrictions and guidelines of the Fund may, subject to the review of the Trustee and/or the approval of the SFC (as applicable), vary from time to time when the Manager considers appropriate in the circumstances.

Investment Restrictions and Guidelines

The Fund may invest in anything into which a person may invest, subject to the investment restrictions as stipulated in the section entitled "Investment Restrictions and Guidelines" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the value of the Fund's holding of securities of companies which are either (a) domiciled or listed on a stock exchange in Vietnam, or (b) with actual or prospective operations, assets or investments, direct or indirect, in Vietnam in an aggregate amount of not less than either US\$50 million or 10 per cent. of the gross assets of the investing company, shall not be less than 70 per cent. of its total net asset value in securities and other investments.

Borrowing and Leverage

For information about the borrowing and leverage of the Fund, please refer to the section entitled "Borrowing and Leverage" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

Securities Financing Transactions Policy

For details of the securities financing transactions policy of the Fund, please refer to the section entitled "Securities Financing Transactions Policies" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

RISKS

The performance of the Fund will be affected by a number of risk factors, including the risk factors as set out in the section entitled "RISKS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

In addition, the following risk factors are applicable to the Fund:

- (i) Vietnam market risk – In addition to "emerging markets risks" set out in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds, investments in Vietnam are also currently exposed to risks pertaining to the Vietnamese market. These include risks brought about by current investment ceiling limits where foreign investors are subject to certain holding limits; and potential change of the current market mechanism which may involve the conversion of the existing two securities trading centres and the depository centre from a state agency to a business-oriented legal entity. These may contribute to the illiquidity of the Vietnamese securities market, create inflexibility and uncertainty on the trading environment.
- (ii) Legal risk – The economy of Vietnam is substantially less developed than those of other geographic regions such as the United States and Europe. The laws and regulatory apparatus affecting the economy are also in a relatively early stage of development and are not as well established as the laws and the regulatory apparatus of regions such as the United States and Europe. Vietnamese securities laws and regulations are still in their development stage and not drafted in a very concise manner which may be subject to interpretation. In the event of a securities related dispute involving a foreign party, the laws of Vietnam shall apply (unless an applicable international treaty provides otherwise). The Vietnamese court system is not as transparent and effective as court systems in more developed countries and there can be no assurance of obtaining effective enforcement of rights through legal proceedings in Vietnam and generally the judgements of foreign courts are not recognised.

- (iii) Regulatory risk – Foreign investment in Vietnam’s primary and secondary securities markets is still relatively new and much of Vietnam’s existing securities laws are ambiguous and/or have been developed to regulate direct investment by foreigners rather than portfolio investment. Investors should note that because of a lack of precedent, securities market laws and the regulatory environment for primary and secondary market investments by foreign investors are in the early stages of development, and remain untested.

The regulatory framework of the Vietnam primary and secondary securities markets is still in the development stage compared to many of the world’s leading stock markets, and accordingly there may be a lower level of regulatory monitoring of the activities of the Vietnam primary and secondary securities markets.

- (iv) Tax risk – Regarding investment in securities, there are various tax issues which remain unclear and might be the subject of clarification by the Vietnam government (see section entitled “TAXATION” below for a more detailed discussion on the current tax position of the Fund).
- (v) Foreign exchange risk – The Vietnamese Dong (“VND”) is a controlled currency, with an official US\$/VND reference exchange rate set by the State Bank of Vietnam (“SBV”) on a daily basis. Interbank rates are allowed to fluctuate within a specified band which may be higher or lower than the SBV’s published official rate. Investors should note the risks of limited liquidity in the Vietnam foreign exchange market.
- (vi) Special Purpose Acquisition Company (SPAC) risk – SPACs are comprised of equities and warrants and so are subject to equity risk and derivatives risk, as well as risks that are specific to SPACs. Prior to the acquisition of or merger with a target, the SPAC is effectively a cash holding vehicle for a period of time (with defined redemption rights) prior to such acquisition or merger. The risk profile of the SPAC will change if a target is acquired or merged with as the right to redeem out of the SPAC may lapse upon such acquisition or merger. There may be a higher volatility in price after acquisition or merger as the SPAC trades as a listed equity and is subject to equity risk. The potential target of the SPAC acquisition or merger may not be appropriate for the Fund or may be voted down by the SPAC shareholders. Furthermore, the acquisition or merger may be unsuccessful and, as a result, a SPAC may be suspended from trading or delisted if it fails to acquire or merge with a target before a deadline. Similar to smaller companies, companies after the SPAC acquisition or merger may be less liquid, more volatile and tend to carry greater financial risk than stocks of larger companies.

In view of the above, investment in the Fund should be regarded as long term in nature. The Fund is, therefore, only suitable for investors who can afford the risks involved.

CLASSES OF UNITS

Pursuant to the Trust Deed, the Manager may decide to issue separate classes (each a “Class”) whose assets will be commonly invested but where a specific fee structure, currency or distribution policy may be applied. Each Class may have a different charging structure with the result that the net asset value attributable to each Class may differ. In particular, Class C units are only available to institutional investors and certain designated distributors.

Currently, the following Classes are available:

Class	Class Currency
JPMorgan Vietnam Opportunities (acc) - USD	US dollars
JPMorgan Vietnam Opportunities - Class C (acc) - USD	US dollars

The Manager also has the power under the Trust Deed to cease to offer any Class (either temporarily or permanently). Subject to the SFC’s prior approval (if applicable), the Manager shall be entitled to cancel all units of a particular Class then in issue if at any time the net asset value of that Class falls below US\$5 million (or its equivalent in another currency) or at any time with the sanction of an Extraordinary Resolution. In such event, the Manager shall issue to the affected unitholders units of an equivalent value of such other existing Class (if any) as the Manager may in its absolute discretion determine. Prior to such cancellation and issue of units, the Manager shall give the Trustee and all affected unitholders one month’s notice (or such other notice period as required by

the SFC) of its determination to cancel that Class and the new Class of units to be issued in substitution thereof (if any). The Manager shall also offer alternative(s), such as free redemption from the Class of units to be cancelled, to the affected unitholders.

DISTRIBUTION POLICY

All income will be accumulated and reinvested within the Fund. Although the Trust Deed contains provisions under which the Manager has the discretion to determine the amount to be distributed to unitholders, it is not the current intention of the Manager that such distribution will be made.

BASES OF VALUATIONS

On each dealing day, the Manager shall calculate the net asset value of each Class as at the close of business in the relevant markets where such assets are primarily traded on such dealing day in accordance with the method of establishing the net asset value of each Class as set out in the Trust Deed. The net asset value per unit of each Class is calculated by dividing the value of the assets of that Class, less the liabilities of that Class, by the total number of units of that Class in issue as at 5:00 p.m. (Hong Kong time) on the immediately preceding dealing day or such other time agreed between the Manager and the Trustee. Any rounding adjustment arising in respect thereof will be retained by the relevant Class. In general, quoted investments are valued at their official closing price or latest market quoted price and unquoted investments are valued at cost or in accordance with the most recent revaluation made by the Manager or a professional person engaged for this purpose. Interest and other income and liabilities are, where practicable, accrued from day to day. Such valuations will be expressed in the offering currency of the relevant Class. The Manager may, with due care, skill and diligence, in good faith, and in consultation with the Trustee, adjust the value of any investment if it considers that such adjustment is required to reflect more accurately the fair value of the relevant investment.

The net asset value per unit of each Class is calculated on each dealing day. In addition, the Manager may, with the approval of the Trustee, determine that net asset value per unit shall be calculated on a day which is not a dealing day.

Market volatility may result in a discrepancy between the latest available net asset value for each Class and the fair value of the assets of the relevant Class. The Manager may, with due care, skill and diligence, and in consultation with the Trustee, adjust the net asset value of the relevant Class or of a unit, if it considers that such adjustment is required to reflect more accurately the fair value of the net asset value. Such adjustment shall be made in good faith, with the Manager taking into account the best interests of unitholders. It should be noted that the bases of valuations adopted by the relevant Class and the Fund may not be the same as the accounting principles generally accepted in Hong Kong. Further details are set out in the section entitled "Reports and Accounts" below.

SWING PRICING

For details of the swing pricing adjustment mechanism of the Fund, please refer to the section entitled "SWING PRICING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

DEALING

For details of the dealing procedure of the Fund, please refer to section entitled "DEALING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SUBSCRIPTIONS

The Fund is denominated in US dollars.

The section entitled "SUBSCRIPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Initial Issue Price

The first issue of units of JPMorgan Vietnam Opportunities (acc) - USD and JPMorgan Vietnam Opportunities - Class C (acc) - USD were made at a price of US\$10.00 per unit, excluding the initial charge.

REDEMPTIONS

Save for the procedure on payment of redemption monies set out in the sub-section entitled "Procedure for Redemption" below, the section entitled "REDEMPTIONS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

Procedure for Redemption

The procedure on payment of redemption monies which applies to this Fund is set out below.

The amount due on the redemption of units will normally be paid within fourteen business days and in any event not later than one calendar month after the date of actual receipt by the Manager of a duly completed redemption request in a prescribed format and such other information as the Trustee or the Manager may reasonably require. Failure to provide such information may delay payment of redemption proceeds. Payment will only be made by telegraphic/bank transfer. Unitholders may be liable for any bank charges on payment by telegraphic/bank transfer. Where the unitholder has not provided bank payment details or the bank payment details provided are incorrect, payment of redemption proceeds will only be made upon the unitholder providing the correct bank payment details. No third party payments will be made.

Suspension of Redemptions

For details of the Manager's current policy on suspension of redemptions, please refer to the section entitled "REDEMPTIONS – Suspension of Redemptions" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

SWITCHING

For details on how to switch between Classes of units within the same Fund or between the Fund and other funds managed by the Manager or in respect of which the Manager acts as Hong Kong representative, please refer to the section entitled "SWITCHING" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

FEES, CHARGES AND LIABILITIES

Initial and Redemption Charges

The Manager may make an initial charge for each Class (normally up to 5 per cent. of the net asset value per unit of the relevant Class) from the gross subscription amount on the issue of units where applicable and a redemption charge for each Class (normally up to 0.5 per cent. of the net asset value per unit of the relevant Class) from the redemption monies on the cancellation or redemption of units where applicable. However, the Manager does not currently levy any redemption charge.

The Manager reimburses approved intermediaries, which include banks, brokers, recognised securities dealers and other investment advisers (collectively, "Distributors"), a proportion of the commissions, fees, charges or other benefits received by it on the value of the relevant business introduced to the Fund.

Management Fee

The Manager is entitled to receive a management fee of up to 2.5 per cent. per annum of the net asset value of each Class. However, the Manager currently receives a fee of 1.5 per cent. per annum of the net asset value of each Class other than Class C. For Class C, the Manager currently receives a fee of 0.75 per cent. per annum of the net asset value of each Class. The Manager may only increase the level of its fee (which may not exceed 2.5 per cent. per annum of the net asset value of each Class) by giving to the Trustee and unitholders not less than one month's notice of the increased level of management fee. The management fee shall accrue daily based on the net asset value of that Class on each dealing day and such other days on which net asset value per unit for the Class is calculated and shall be payable monthly in arrears. If the assets of the Fund include interests in any unit trust or other collective investment scheme managed by the Manager or its Connected Persons, the fee of the Manager will be reduced to take account of the management fee levied in respect of such unit trust or scheme to the extent attributable to the relevant Class' interest in such unit trust or scheme. Where the Fund invests in any underlying scheme(s) managed by the Manager, the Investment Manager and/or the Sub-Manager or any of their

Connected Persons, all initial charges and redemption charges on the underlying scheme(s) shall be waived. The Manager, the Investment Manager and/or the Sub-Manager of the Fund may not obtain a rebate on any fees or charges levied by an underlying scheme or its management company.

The fees of the Investment Manager will be borne by the Manager. The fees of the Sub-Manager(s) and Investment Adviser(s) (if any) will be borne by the Investment Manager.

Trustee Fee

The Trustee is entitled to receive a trustee fee of 0.2 per cent. per annum of the net asset value of the Fund which will be calculated before deduction of any management fee and trustee fee accruing to or on the relevant dealing day. However, the Trustee currently receives a trustee fee at the following rates of the Fund's net asset value which is calculated before deduction of any management fee and trustee fee accruing to or on the relevant dealing day:-

	<u>Rate (per annum)</u>
On the first US\$40,000,000	0.06%
On the next US\$30,000,000	0.04%
On the balance over US\$70,000,000	0.025%

The Trustee may only increase the level of its fee (which may not exceed 0.2 per cent. per annum) with the agreement of the Manager and by giving to the unitholders not less than one month's notice of the increased level of trustee fee. The trustee fee shall accrue daily based on the net asset value of the Fund on each dealing day and such other days on which net asset value of the Fund is calculated and shall be payable monthly in arrears. For this purpose, the net asset value shall be calculated before deduction of any management fee and trustee fee accruing to or on the relevant dealing day.

For details of the current fees and charges in respect of dealings made through any other channels from time to time specified by JPMorgan Funds (Asia) Limited, please consult JPMorgan Funds (Asia) Limited.

Other Liabilities

Save for the cost of establishing the Fund, details under the sub-section entitled "Other Liabilities" under the section entitled "FEES, CHARGES AND LIABILITIES" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

There are no unamortised establishment costs outstanding relating to this Fund.

CONFLICTS OF INTEREST

For details of the Manager's current policy on conflicts of interest, please refer to the section entitled "CONFLICTS OF INTEREST" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

TAXATION

For details of the taxation of the Fund, please refer to Section D – TAX NOTES of the Consolidated Explanatory Memoranda.

REPORTS AND ACCOUNTS

For details of the reports and accounts of the Fund, please refer to the section entitled "REPORTS AND ACCOUNTS" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds.

GENERAL

The general provisions under the section entitled "GENERAL" in Section A of the Consolidated Explanatory Memoranda of Asia Pacific Equity Funds shall apply to this Fund.

MANAGEMENT AND ADMINISTRATION DIRECTORY

Please refer to the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” in Section A – Consolidated Explanatory Memoranda of Asia Pacific Equity Funds for details.

SECTION D – TAX NOTES

(i) General

The Consolidated Explanatory Memoranda are not intended to provide a comprehensive guide to the taxation treatment of investors. The Consolidated Explanatory Memoranda are intended as a general guide only and do not necessarily describe the tax consequences for all types of investors in the Funds and no reliance, therefore, should be placed upon them. All prospective unitholders should inform themselves of, and take their own advice on, the taxes applicable to the subscription, holding, transfer and redemption of units, and any distribution (each, a “Relevant Event”) under the laws of the place of their operation, domicile, residence, citizenship and/or incorporation. Neither the Funds nor any of the parties listed in the section entitled “MANAGEMENT AND ADMINISTRATION DIRECTORY” of the Consolidated Explanatory Memoranda give or make any warranty and/or representation as to the tax consequences in relation to any Relevant Event (or combination of Relevant Events), take any responsibility for any tax consequences in relation to any Relevant Event (or combination of Relevant Events), and each of the Funds and such parties expressly disclaim any liability whatsoever for any tax consequences in relation to any Relevant Event (or combination of Relevant Events) and/or for any loss howsoever arising (whether directly or indirectly) from any Relevant Event (or combination of Relevant Events).

Dividends, interest income, gains on the disposal of investments and other income received by a Fund or by any collective investment schemes in which it invests or on a Fund’s investments in some countries may be liable to the imposition of income tax, irrecoverable withholding tax or other taxes. Where commercially feasible, the Fund will seek to obtain a reduction in the rate of withholding tax or relief under an applicable tax treaty.

In some jurisdictions that the Funds invest in, there may be uncertainty as to: the interpretation and implementation of the current tax rules; the tax rules being changed; and taxes being applied retrospectively. Therefore, any provision for taxation made by the Manager may be excessive or inadequate to meet final tax liabilities and any penalties and interest. Consequently, investors may be advantaged or disadvantaged depending upon the final outcome of how such gains will be taxed, the level of provisioning and when they subscribed for and/or redeemed their units in/from the Funds.

The tax notes that are set out in this Section apply to the Funds in the Consolidated Explanatory Memoranda (as the case may be) and are based on the law and practice currently in force as at the date of the Consolidated Explanatory Memoranda and are subject to changes in content and interpretation.

(ii) Taxation of Unitholders

Hong Kong

A unitholder will not be liable to Hong Kong profits tax on gains realised on the sale or redemption of units, except where these gains are derived from a trade, profession or business carried on by the unitholder, either in itself or through another person, in Hong Kong; and such gains are Hong Kong sourced and not otherwise of a capital nature. Ascertaining the source and the classification of a gain as revenue or capital will depend on the particular circumstances of the unitholders.

In accordance with the practice of the Hong Kong Inland Revenue Department (“IRD”), unitholders would not be chargeable to tax on distributions from the Funds.

Mainland China

A non-resident unitholder for Mainland China tax purposes should not be subject to Mainland China tax on a gain on disposal of units of the Funds. Although the disposal of units of the Funds will result in an indirect transfer of the underlying Mainland China securities held by the Funds, such gains have not been subject to Mainland China tax in practice.

Where the underlying Mainland China securities are Mainland China A-shares trading through Stock Connect or Qualified Foreign Institutional Investors (“QFII”), the deemed transfer (if any) should be specifically exempt under temporary exemptions from Mainland China Withholding Income Tax (“WIT”). The gains of disposal of other Mainland China securities could be subject to WIT at 10%. However, in practice, such WIT has not been strictly enforced by local tax authorities on capital gains realised by non-resident

unitholders without a place of business or establishment in Mainland China disposing of their units in the Funds.

Distributions made by the Funds to non-resident unitholders for Mainland China tax purposes without a place of business or establishment in Mainland China are not subject to Mainland China tax.

Mainland China tax residents and non-residents with a permanent establishment in the Mainland China should seek their own advice on the tax implications of investing in the Funds.

Taiwan

Taiwanese Individual Investors

Under Taiwan Income Tax Law, Taiwanese individuals are subject to Taiwan income tax on their Taiwan sourced income. Additionally, Taiwanese individuals who have income from the Mainland China should include the Mainland China sourced income in their Taiwan individual income tax return, but the tax amount already paid in the Mainland China can be credited against the tax payable in Taiwan within certain limitations and with required documentation. Income and capital gains distributed by the Funds, from investing in offshore securities and bonds, are not considered Taiwan sourced income. Further, gains on the disposal of units in the Funds are currently considered to be foreign sourced income and therefore, are not taxed in Taiwan.

However, distributions and gains on the disposal of units in the Funds are subject to Alternative Minimum Tax ("AMT"). AMT is calculated as 20% of the foreign sourced income subject to AMT (after taking into account the exemption for the first TWD 7.5 million of income). If the AMT is greater than the amount of income tax payable, a taxpayer needs to pay the additional tax on the difference between AMT and regular income tax.

Taiwanese Corporate Investors

Under Taiwan Income Tax Law, Taiwanese corporate investors are subject to Taiwanese corporate income tax on their worldwide income. Taiwanese corporate investors should include income derived within Taiwan or outside of Taiwan in the Taiwan corporate income tax return. Therefore, income and capital gains distributed by the Funds, as well as gains derived on the disposal of units in the Funds should be subject to 20% corporate income tax in Taiwan.

In case income tax has been paid on the income derived outside of Taiwan, tax credits for the foreign withholding tax suffered on this foreign sourced income are available, subject to certain limitations and the availability of certain documentation. Especially, for the tax suffered on the Mainland China sourced income, the tax amount should be calculated according to specific rules and can be credited against the tax payable in Taiwan within certain limitations and with required documentation.

The United States of America ("U.S.")

The Funds are passive foreign investment companies ("PFIC") within the meaning of the US Internal Revenue Code ("IRC"). The US tax treatment to U.S. investors (directly or indirectly through their custodian or financial intermediary) under the PFIC provisions of the IRC can be disadvantageous. US investors will be unlikely to meet the requirements to either elect to mark-to-market treatment of their investment in the Funds under IRC §1296 or elect to treat the Funds as Qualified Electing Funds described in IRC §1293.

(iii) Taxation of the Funds

Income or gains derived by the Funds in some jurisdictions in which the Funds invest may be liable to the imposition of income tax, irrecoverable withholding tax or other taxes.

Hong Kong

The Funds are authorised under Section 104 of the SFO. Therefore, any income or profits they derive will be exempt from Hong Kong profits tax provided that the Funds are carried on in accordance with the purposes stated in their constitutive documents as approved by the SFC and in accordance with the requirements of the SFC.

India

This outline of Indian tax applies only to JPMorgan India Fund and JPMorgan India Smaller Companies Fund. For the purposes of this Indian tax outline, these funds are referred to as “the India Funds”.

A person who is treated as non-resident for Indian income tax purposes, is subject to tax in India only on Indian sourced income (i.e. income received or deemed to be received in India or income accruing or arising or deemed to accrue or arise in India).

The India Funds are domiciled, managed and controlled in Mauritius via their trustees and obtain a certificate of tax residency from the Mauritius Revenue Authority. The India Funds regard themselves as being resident of Mauritius and are managed and controlled therein. Accordingly, the India Funds regard their Indian-sourced income as being eligible for the benefits available under the India-Mauritius tax treaty (“Treaty”).

The Government of Mauritius has signed a Protocol (not yet entered into force) with India to amend the Treaty in order to comply with the Base Erosion and Profit Shifting (“BEPS”) minimum standards of the Organization for Economic Co-operation and Development (“OECD”), which may potentially impact the India Funds’ treaty benefits. The Indian sourced income earned by the India Funds primarily comprises capital gains arising on the transfer of Indian securities, dividend income and interest income. The following should be read in conjunction with the Recent Judicial update mentioned below.

Dividends

Under Indian tax law, dividend income earned by the India Funds from investments in equity securities of Indian companies, and income distributions from investments in units of Indian mutual funds, and other instruments is taxable in the hands of the India Funds.

Dividend income is taxed at the domestic general tax rate of 20% as per section 115AD of the India Income Tax Act, 1961 (“the India Tax Act”) (plus surcharge and levy, as applicable) and tax is withheld thereon at this rate or otherwise at a reduced rate under an applicable tax treaty. The India Funds, subject to satisfying certain conditions, could avail the lower rate of tax 15% on dividend income as per Article 10 of the Treaty.

Interest income

Interest income earned on securities is subject to tax in India at the rate of 20% as per section 115AD of the India Tax Act (plus surcharge and levy, as applicable).

The India Funds, subject to satisfying certain conditions, can avail the lower rate of tax 7.5% on interest income as per Article 11 of the Treaty.

Capital gains

Capital gains realized on alienation of equity shares held as on 31 March 2017 are exempt from tax under Article 13(4) of the Treaty, irrespective of the date of sale of such shares. Effective 1 April 2019, capital gains arising from the sale of listed equity shares in India are subject to differential tax treatment based on the holding period of the shares. Gains realized on shares held for less than 12 months are classified as Short-term Capital Gains (“STCG”) and are taxed at a rate of 20% (plus applicable surcharge and levy) where Securities Transaction Tax (“STT”) has been paid at the time of both purchase and sale.

In cases where STT is not paid, such gains are taxed at the higher rate of 30% (plus applicable surcharge and levy).

Conversely, gains from the sale of listed equity shares held for more than 12 months are treated as Long-term Capital Gains (“LTCG”). These are taxed at a rate of 12.5% (plus applicable surcharge and levy) on the portion of gains exceeding INR 0.125 million in a financial year. Further, in case no STT is paid on LTCG earned, benefit of exemption of INR 0.125 million is not available.

Capital gains arising from the alienation of any property other than shares continue to remain not taxable under Article 13(4) of the Treaty subject to satisfaction of conditions such as Tax Residency Certificate (“TRC”) and General Anti Avoidance Rules (“GAAR”) Compliance.

There can be no assurance that any future changes to or interpretations of the India-Mauritius tax treaty will not adversely affect the tax position of the India Funds.

Recent Judicial update:

In this context, there is a recent ruling of the Supreme Court of India (Tiger Global, January 2026), which has a significant bearing on the interpretation and application of the India-Mauritius tax treaty.

The Supreme Court held that capital gains arising to a Mauritius tax resident from the transfer of equity shares on or after 1 April 2017, pursuant to an impermissible tax avoidance arrangement, are taxable in India under the Act and the Treaty. The Court distinguished between a mere "investment" and a broader "arrangement" for the purposes of grandfathering, clarifying that treaty benefits may be denied even in respect of pre-1 April 2017 and judicial precedents from the pre-GAAR regime cannot constrain the application of GAAR following the relevant statutory amendments. It further held that possession of a TRC is only an eligibility condition and not conclusive evidence of treaty entitlement and does not preclude the Indian tax authorities from invoking GAAR to examine whether the substance, control, and overall commercial rationale support the claimed treaty benefits.

In light of this ruling, there may be industry wide an increased risk of treaty-benefit challenges by the Indian tax authorities.

Dividend payments from Mauritius are not subject to withholding tax.

Japan

On the basis that the Funds:

- Are constituted as a unit trust, which is regarded as similar to a Japanese investment trust under the Laws relating to Investment Trust and Investment Corporation of Japan;
- Are established outside Japan and governed by the law of the countries in which they were established; and
- The Trustees of the Funds are companies incorporated and resident in the countries where the Funds are formed;

the Funds should be treated as foreign investment funds, which do not constitute a taxable entity for Japanese corporate tax purposes other than through withholding tax on specific Japanese sourced income.

The below domestic withholding tax rates will apply, unless a reduced rate or exemption is available under an applicable tax treaty.

Dividends

Dividends from non-listed companies are subject to withholding tax at the rate of 20%. However, dividends from Japanese listed companies are subject to withholding tax at the reduced rate of 15%.

Interest income

Interest on bonds issued in Japan (including redemption income from certain discount bonds issued by the Japanese governments and Japanese corporations) is subject to withholding tax at the rate of 15% and interest on loans distributed in the form of trust beneficiary rights such as commercial mortgage-backed securities ("CMBS") is subject to withholding tax at 20%. However where certain conditions are met, an exemption from withholding tax on the interest on bonds may be available.

Income derived from the trading in equity index futures and debt securities futures is not subject to Japanese withholding tax.

Dividend and interest income (as described above), paid during the period from 1 January 2013 to 31 December 2037 will also be subject to additional Japanese withholding tax (under the Special Tax Measures for Tohoku Earthquake Restoration) as a surtax at the rate of 2.1% of the original tax rate. This represents an additional tax of 0.315% on dividends from listed shares, 0.42% on dividends from non-listed shares, 0.315% on interest on bonds and 0.42% on interest on loans.

Capital gains

Capital gains from the sale of portfolio securities in Japan are generally exempt from Japanese taxation, except in certain exceptional cases and could be subject to corporate tax at the rate of 23.2%.

The Republic of Korea

On the basis that the Funds are established outside Korea, governed by the law of the countries in which they were established, should only be subject to tax on their Korean sourced income. This also assumes that the Funds do not have a permanent establishment in Korea.

Dividends

Dividend income should be subject to withholding tax either at the domestic general withholding tax rate of 22% (inclusive of 10% local income tax) or a reduced tax rate under a tax treaty (if applicable), whichever is the lower. For the reduced tax treaty rate to apply, the Funds would need to satisfy to the Korean tax authorities that is the beneficial owner of the Korean sourced income.

Interest income

Interest income derived from bonds issued by Korean governments is generally subject to withholding tax either at the domestic tax rate of 15.4% (inclusive of 10% local income tax) or at the reduced tax rate under an applicable tax treaty, whichever is the lower. A special incentive of tax exemption is in place for interest income derived from Korean treasury bonds and monetary standardized bonds, which can be exempted from withholding tax in Korea if documents required under the Korean tax law are submitted to withholding tax agents. Interest income derived from sources other than the above mentioned is subject to withholding tax either at the domestic tax rate of 22% (inclusive of 10% local income tax) or at the reduced tax rate under an applicable tax treaty, whichever is the lower. For the reduced tax treaty rate to apply, the Funds would need to satisfy the Korean tax authorities that the Funds are the beneficial owner of the Korean sourced income.

Capital gains

Capital gains derived from transfer of securities are generally taxable either at the domestic tax rate of 11% (inclusive of 10% local income tax) of gross transfer price or 22% of capital gains, whichever is lower, or exempted from tax, under an applicable tax treaty. If the capital gain is derived by the Funds from a transfer of shares through the Korean Exchange and the Funds have held less than 25% of the shares of the company at all times during the calendar year of the share transfer and the immediately preceding five calendar years (the "25% rule"), the capital gain is not taxable. For the tax exemption to apply under the tax treaty, the Funds would need to satisfy the Korean tax authorities that the Funds are the beneficial owner of the Korean sourced income.

Mainland China

Dividends

Dividends from Mainland China companies may be subject to WIT at the general rate of 10% under the Mainland China Corporate Income Tax ("CIT") Law, unless reduced under an applicable double taxation treaty. The paying entity in the Mainland China will be responsible for withholding such tax when making a payment.

Pursuant to the Mainland China Value-added Tax ("VAT") Law, its Implementation Regulation and the Announcement of the Ministry of Finance and State Taxation Administration [2026] No. 8, dividends or profits distributed from Mainland China companies to the Funds are not subject to Mainland China VAT.

Interest income

Interest from Mainland China companies may be subject to WIT at the reduced rate of 10% under the Mainland China CIT Law, unless reduced under an applicable double taxation treaty. Interest income from government bonds received by the Funds is specifically exempt from WIT under the Mainland China CIT Law whereas interest derived by the Funds from bonds traded in Mainland China local bond markets are temporarily exempt from WIT for the period from 7 November 2018 to 31 December 2027 under Caishui [2018]

No.108 ("Circular No.108"), the Announcement of the Ministry of Finance and State Taxation Administration [2021] No.34 ("Announcement No.34") and the Announcement of the Ministry of Finance and State Taxation Administration [2026] No. 5 ("Announcement No. 5").

The Mainland China VAT Law and the relevant VAT regulations do not specifically exempt VAT on interest earned by the Funds. However, Circular No.108, Announcement No.34 and Announcement No.5 provide for VAT exemption on bond interest income derived by foreign investors without any taxable presence in the Mainland China from the domestic bond market arising in the period from 7 November 2018 to 31 December 2027. In addition, under the Announcement of Ministry of Finance and State Taxation Administration [2026] No. 6 ("Announcement No. 6"), interest derived by foreign investors, without any taxable presence in the Mainland China, from government bonds is exempt from VAT until 31 December 2027.

Capital gains

Mainland China-sourced capital gains may be subject to WIT at 10% under the Mainland China CIT Law, unless reduced or exempted under an applicable double taxation treaty. Gains from the disposal of Mainland China A-Shares trading through Stock Connect or QFII regime are specifically exempt from WIT. A Mainland China tax provision of 10% is made by the Funds for certain gains from disposal of Mainland China securities that are not specifically exempt from WIT.

In practice, the Mainland China tax authorities have not actively enforced the collection of Mainland China CIT in respect of gains derived from the trading of debt securities and in line with market practice the Funds have not provisioned for CIT liability until there is clear guidance from the tax authorities.

Gains derived by the Funds from the trading of marketable securities on a Mainland exchange may be subject to VAT at 6% under the Mainland China VAT Law. However, the Announcement of the Ministry of Finance and State Taxation Administration [2026] No. 10 provides for a VAT exemption on capital gains derived by Hong Kong market investors (including the Funds) from the trading of A-Shares through Stock Connect and via QFII regime (the exemption on QFII regime is valid up to 31 December 2027).

Where VAT applies to interest income and capital gains noted above, additional surtaxes (including Urban Construction and Maintenance Tax, Education Surcharge, and Local Education Surcharge) should not be applicable to offshore persons (including the Funds). Mainland Stamp Duty applies to the sale of A-Shares and B-Shares on Mainland China stock exchanges where the duty is imposed on the seller at a rate of 0.05% (reduced from 0.1%) since 28 August 2023.

Thailand

Thailand does not recognize trusts and hence for the purposes of levying income tax, the Funds, being similar in the nature to a limited partnership, will be treated as corporations. On the basis that the Funds are managed outside Thailand, that the Trustees of the Funds are based outside Thailand and that the Funds do not have a permanent establishment in Thailand (i.e. no agent or go-between), it is expected that the Funds will be treated as a foreign company not carrying on business in Thailand for tax purposes.

The below domestic withholding tax rates will apply, unless a reduced rate or exemption is available under an applicable tax treaty.

Dividends/Profit sharing

Dividends/Profit sharing paid by Thai companies should be subject to withholding tax at the rate of 10%. However, withholding tax is exempted for:

- dividend paid from a company who has been granted an investment promotion and the dividend is paid by such promoted company to the Funds during the tax holiday period or within 6 months after the tax holiday
- profit sharing paid from fixed income funds to the Funds since 20 August 2019.

Interest income

Interest income should generally be subject to withholding tax at the rate of 15%. However, interest paid from government bonds or a financial institution incorporated under the specific Thai law for the purpose of lending to promote agriculture, commerce or industry, is exempt from withholding tax.

Capital gains

Capital gains on the sale of investments derived from or in Thailand by the Funds should be subject to withholding tax at the rate of 15%.

Vietnam

Under the tax regulations, the Funds are likely to be classified as foreign investment funds established under the law of a foreign country and not physically present in Vietnam.

Under this tax note, it is assumed that the Funds' operations will not create any permanent establishment in Vietnam, as discussed above.

Vietnamese tax implications on the Funds are varied depending on the nature of income as detailed below:

Dividend, interest income and capital gains

When investing in securities listed on the stock market or over the counter market through an account, the Funds will be subject to CIT on a "deemed taxation" basis as follows:

Dividends

No withholding tax on dividends or any other levy on the remittance of dividends overseas to foreign investors provided that such dividends would be paid from the profit after tax of the Vietnamese investee companies.

Interest income

Interest income from bonds (except tax-free bonds), certificates of deposits ("CDs") and other payments having nature of interest income are subject to withholding tax at the rate of 5%.

Interest income from, and income from the first transfer (initial disposal) of, qualifying green bonds after issuance (applicable to green bonds directly purchased from issuers) are exempt from tax.

Capital gains

Transfer of securities (including the sale of listed shares, bonds, CDs and investment fund certificates), is subject to tax on the gross value of securities sold on each transaction. This is a "deemed profits" tax, equivalent to 0.1% of the sales proceeds. No relief is allowed for transaction costs and no allowance is taken for the cost of investments (i.e. the earning of actual profits is irrelevant).

Regarding transfer of bonds, "transfer" may be understood to include the sale of the bond to a third party. However, it is unclear whether it includes bonds purchased, cancelled, redeemed by the issuer or when the issuer repays the principal on the maturity date.

Prior to 15 December 2025, a capital transfer in non-securities, e.g. capital in non-public joint stock companies, was subject to CIT at a rate of 20% on any net gain on the "capital" assignment.

An indirect transfer of capital where the transaction was structured outside of Vietnam at the holding company level and above was subject to 20% of the net gain, even though the transfer did not involve any change of the direct investor of the Vietnamese companies.

From 15 December 2025 and onwards, income from direct or indirect capital transfers in non-securities (i.e. including capital in non-public joint stock companies) of foreign enterprises with or without permanent establishments in Vietnam are subject to a flat rate of 2% on the sale proceeds. Intra-group restructure transactions with no change in the ultimate parent company and with no gain derived from the transaction will not be subject to tax on the capital assignment.

Other jurisdictions

The Funds may be subject to taxes in other markets or other jurisdictions in which the Funds invest. Unitholders, investors and prospective investors should consult their own advisors with regard to the potential tax implications of the jurisdictions in which the Funds invest.

(iv) US tax withholding and reporting under the Foreign Account Tax Compliance Act

(a) Funds domiciled in Hong Kong

Under Sections 1471 to 1474 of the US Treasury Regulations (also commonly known as Foreign Account Tax Compliance Act or “FATCA”), 30% US withholding may be levied on certain US sourced income received by foreign financial institutions (“FFIs”) including the Funds unless the FFIs are considered FATCA-compliant.

Hong Kong has entered into a Model 2 Intergovernmental Agreement (“Hong Kong IGA”) with the US for implementation of FATCA. Under the Hong Kong IGA, financial institutions in Hong Kong generally need to (i) register with the US Internal Revenue Service (“IRS”), (ii) conduct due diligence on their account holders (including investors), and (iii) report to the IRS on information regarding their US account holders including substantial US owners of certain non-financial foreign entities. An FFI which does not comply with the FATCA regulations and is not otherwise exempt, may face a 30% withholding tax on “withholdable payments” derived from US source, including dividends, interest, certain derivative payments and certain other fixed, determinable, annual or periodical income made to such FFI.

The Funds are established in Hong Kong and therefore required to fulfill the obligations imposed to them under the Hong Kong IGA. Alternatively, the Funds can engage a “sponsoring entity” who will perform, on behalf of the Funds, the relevant obligations including registration, due diligence and reporting.

Manager has agreed to act as the “sponsoring entity” for the Funds and will endeavour to satisfy the requirements imposed on the Funds under FATCA to avoid any withholding tax. The Funds are registered as “Registered Sponsored Investment Entities” and treated as “Non-Reporting IGA FFIs” under the Hong Kong IGA. The Funds are unlikely to be subject to 30% FATCA withholding on US sourced income paid to the Funds. In the unlikely event where the Funds were unable to satisfy the obligations imposed on them to avoid the imposition of the 30% FATCA withholding, this could result in a decrease in the net asset value per unit of the Funds and give rise to material loss to investors.

Investors and prospective investors should consult their own tax advisers regarding the possible implications of FATCA on the Funds and on their investment in the Funds based on their particular circumstances.

By investing in the Funds and/or continuing to invest in the Funds, investors acknowledge that they may be required to provide additional information to the Funds and/or the Manager in order for the Funds to comply with FATCA. The investors’ information (and information on beneficial owners, beneficiaries, direct or indirect shareholders or other persons associated with certain entity investors), may be communicated by the Funds and/or the Manager to the IRS.

(b) Funds domiciled in Mauritius

(JPMorgan India Fund and JPMorgan Smaller Companies India Fund)

Under the FATCA provisions of the US HIRE Act, 30% US withholding may be levied on certain US sourced income received (for the Funds, principally dividends and interest paid by US corporations and institutions including the US Government) unless the Funds are considered FATCA-compliant. The Funds are established in Mauritius, which signed an Intergovernmental Agreement with the US on 27 December 2013 (“Mauritius IGA”). FATCA compliance can be achieved (i) by the Funds being subject to Mauritius-enacted legislation and local guidance under which the Funds would, among other things, conduct due diligence on investors and report to the Mauritius Revenue Authority (“MRA”) holdings of and payments to certain investors in the Funds, or (ii) by a “sponsoring entity” agreeing to perform, on behalf of the Funds, such due diligence and reporting. Investors reported on include certain US investors and certain non-US entities owned by US persons. The MRA will transmit the reported information to the IRS. JPMFAL is the “sponsoring entity” for the Funds, which are registered as “Sponsored Investment Entities” and treated as “Non-Reporting Mauritius Financial Institutions” under the Mauritius IGA and are therefore “deemed-compliant FFIs” for FATCA purposes. The Funds are unlikely to be subject to 30% FATCA withholding on US sourced income paid to the Funds and are also not expected to impose FATCA withholding on any payments made to investors until such time as

additional US Treasury Regulations are issued. If in the unlikely event where the Funds were unable to satisfy the obligations imposed on them to avoid the imposition of FATCA withholding, certain US sourced income paid to the Funds may be subject to a 30% FATCA withholding, which could have adverse impact on the Funds.

Prospective investors should consult their own tax advisers regarding (i) the possible implications of FATCA on the Funds established in Mauritius and on their investment in the Funds based on their particular circumstances and (ii) the information that may be required to be provided and disclosed to JPMFAL, the Funds and distributors, and in certain circumstances ultimately to the MRA and the IRS. Prospective investors may also be affected by FATCA rules as implemented in jurisdictions other than Mauritius. The application of the FATCA withholding rules and the information that may be required to be reported and disclosed are subject to change.

Any discussion of US federal income tax considerations set forth in this Explanatory Memorandum was written in connection with the promotion and marketing of the units by the Funds and JPMFAL. Such discussion is not intended or written to be tax advice to any person. A prospective investor should seek advice from its own tax advisor with respect to its own FATCA status and the effect of implementation of FATCA based on its particular circumstances.

(v) Common Reporting Standard

(a) Funds domiciled in Hong Kong

The Hong Kong Inland Revenue (Amendment) (No.3) Ordinance 2016 (the "Ordinance") and the subsequent legislative amendments set the legislative framework for the implementation in Hong Kong of the OECD Standard for Automatic Exchange of Financial Account Information (also commonly known as the Common Reporting Standard ("CRS")). CRS generally requires reporting financial institutions ("RFIs") in Hong Kong to collect and review information relating to their account holders' tax residence jurisdictions and report such information of non-Hong Kong tax residents to the Hong Kong Inland Revenue Department ("IRD"). The IRD will exchange such information with jurisdictions in which the account holder is a tax resident. Generally, tax information will only be exchanged with jurisdictions with which Hong Kong has a bilateral competent authority agreement or a multilateral competent authority agreement in place (i.e. the "Reportable Jurisdictions"); however, the Funds and/or their agents may also collect information relating to tax residents of other jurisdictions.

The Funds, as RFIs, are required to comply with the requirements of CRS as implemented by Hong Kong, which means that the Funds and/or their agents will collect and provide to the IRD certain tax information relating to investors in the Funds.

The CRS rules as implemented by Hong Kong require the Funds to, amongst other things: (i) register their status as RFIs with the IRD, (ii) conduct due diligence on their account holders (i.e. investors) to identify whether any such accounts are considered "Reportable Accounts" for CRS purposes, and (iii) report to the IRD information on such Reportable Accounts. The IRD is expected on an annual basis to transmit the information reported to it to the government authorities of the relevant Reportable Jurisdictions. Broadly, CRS contemplates that Hong Kong RFIs should report on: (i) individual or entity account holders that are tax resident in Reportable Jurisdictions, and (ii) individuals who control certain entity account holders and who are tax resident in Reportable Jurisdictions. Under the Ordinance, details of investors, including but not limited to their name, address, tax residence jurisdictions, taxpayer identification numbers, account details, account balance/value, payments made by the Funds to them and information on certain investors' beneficial owners, may be reported to the IRD and subsequently exchanged by the IRD with government authorities in the relevant Reportable Jurisdictions.

(b) Funds domiciled in Mauritius

(JPMorgan India Fund and JPMorgan Smaller Companies India Fund)

Similar laws and provisions as outlined above for funds domiciled in Hong Kong also apply to the Mauritius domiciled Funds.

Investors and Prospective investors should consult their own tax advisers regarding the possible implications of CRS on the Funds and on their investment in the Funds based on their particular circumstances.

By investing in the Funds and/or continuing to invest in the Funds, investors acknowledge that they may be required to provide additional information to the Funds and/or the Funds' agents in order for the Funds to comply with CRS. The investors' information (and information on beneficial owners, beneficiaries, direct or indirect shareholders or other persons associated with certain entity investors) may be communicated by the Funds and/or the Funds' agents to the IRD or the MRA and further exchanged to government authorities in the relevant tax residence jurisdictions.

SECTION E – NAMES OF FUNDS/CLASSES

Asia Pacific Equity Funds

Fund/Class
JPMorgan ASEAN (acc) - AUD (hedged)
JPMorgan ASEAN (acc) - HKD
JPMorgan ASEAN (acc) - RMB (hedged)
JPMorgan ASEAN (acc) - USD
JPMorgan ASEAN - Class C (acc) - USD
JPMorgan ASEAN - Class Digital (acc) - USD
JPMorgan Asia Equity Dividend (acc) - HKD
JPMorgan Asia Equity Dividend (acc) - RMB (hedged)
JPMorgan Asia Equity Dividend (acc) - USD
JPMorgan Asia Equity Dividend (icn) - RMB (hedged)
JPMorgan Asia Equity Dividend (mth) - AUD (hedged)
JPMorgan Asia Equity Dividend (mth) - CAD (hedged)
JPMorgan Asia Equity Dividend (mth) - EUR (hedged)
JPMorgan Asia Equity Dividend (mth) - GBP (hedged)
JPMorgan Asia Equity Dividend (mth) - HKD
JPMorgan Asia Equity Dividend (mth) - NZD (hedged)
JPMorgan Asia Equity Dividend (mth) - RMB (hedged)
JPMorgan Asia Equity Dividend (mth) - SGD (hedged)
JPMorgan Asia Equity Dividend (mth) - USD
JPMorgan Asia Equity Dividend - Class C (acc) - USD
JPMorgan Asia Equity Dividend - Class C (div) - USD
JPMorgan Asia Equity Dividend - Class C (mth) - USD
JPMorgan Asia Equity High Income (acc) - AUD
JPMorgan Asia Equity High Income (acc) - USD
JPMorgan Asia Equity High Income (icn) - RMB (hedged)
JPMorgan Asia Equity High Income (mth) - AUD (hedged)
JPMorgan Asia Equity High Income (mth) - CAD (hedged)
JPMorgan Asia Equity High Income (mth) - GBP (hedged)
JPMorgan Asia Equity High Income (mth) - HKD
JPMorgan Asia Equity High Income (mth) - RMB (hedged)
JPMorgan Asia Equity High Income (mth) - USD
JPMorgan Asia Equity High Income - Class I2 (acc) - USD
JPMorgan Asia Equity High Income - Class I2 (mth) - USD
JPMorgan Asian Smaller Companies (acc) - HKD
JPMorgan Asian Smaller Companies (acc) - USD
JPMorgan Asian Smaller Companies - Class C (acc) - USD

Fund/Class
JPMorgan Asian Smaller Companies - Class Digital (acc) - USD
JPMorgan India (acc) - USD
JPMorgan Japan (Yen) (acc) - HKD (hedged)
JPMorgan Japan (Yen) (acc) - JPY
JPMorgan Japan (Yen) (acc) - RMB (hedged)
JPMorgan Japan (Yen) (acc) - USD (hedged)
JPMorgan Japan (Yen) - Class C (acc) - USD (hedged)
JPMorgan Japan (Yen) - Class Digital (acc) - JPY
JPMorgan Korea (acc) - USD
JPMorgan Korea - Class Digital (acc) - USD
JPMorgan Pacific Securities (acc) - USD
JPMorgan Pacific Securities - Class C (acc) - USD
JPMorgan Pacific Technology (acc) - AUD (hedged)
JPMorgan Pacific Technology (acc) - HKD
JPMorgan Pacific Technology (acc) - SGD (hedged)
JPMorgan Pacific Technology (acc) - USD
JPMorgan Pacific Technology - Class C (acc) - USD
JPMorgan Pacific Technology - Class C (acc) - HKD
JPMorgan Pacific Technology - Class C (acc) - AUD Hedged
JPMorgan Pacific Technology - Class C (acc) - SGD Hedged
JPMorgan Pacific Technology - Class I2 (acc) - USD
JPMorgan Pacific Technology - Class Digital (acc) - USD
JPMorgan Thailand (acc) - USD

Bond and Currency Funds

Fund/Class
JPMorgan Asian Total Return Bond (acc) - HKD
JPMorgan Asian Total Return Bond (acc) - RMB (hedged)
JPMorgan Asian Total Return Bond (acc) - USD
JPMorgan Asian Total Return Bond (icn) - RMB (hedged)
JPMorgan Asian Total Return Bond (icp) - HKD
JPMorgan Asian Total Return Bond (icp) - USD
JPMorgan Asian Total Return Bond (mth) - AUD (hedged)
JPMorgan Asian Total Return Bond (mth) - CAD (hedged)
JPMorgan Asian Total Return Bond (mth) - GBP (hedged)
JPMorgan Asian Total Return Bond (mth) - HKD
JPMorgan Asian Total Return Bond (mth) - NZD (hedged)
JPMorgan Asian Total Return Bond (mth) - RMB (hedged)
JPMorgan Asian Total Return Bond (mth) - USD
JPMorgan Asian Total Return Bond - Class C (acc) - USD
JPMorgan Asian Total Return Bond - Class C (mth) - USD
JPMorgan Asian Total Return Bond - Class I (acc) - USD
JPMorgan Asian Total Return Bond - Class X (acc) - USD
JPMorgan Europe High Yield Bond (mth) - AUD (hedged)
JPMorgan Europe High Yield Bond (mth) - EUR
JPMorgan Europe High Yield Bond (mth) - HKD (hedged)
JPMorgan Europe High Yield Bond (mth) - RMB (hedged)
JPMorgan Europe High Yield Bond (mth) - USD (hedged)
JPMorgan Global Bond (acc) - RMB (hedged)
JPMorgan Global Bond (icn) - RMB (hedged)
JPMorgan Global Bond (mth) - AUD (hedged)
JPMorgan Global Bond (mth) - CAD (hedged)
JPMorgan Global Bond (mth) - HKD
JPMorgan Global Bond (mth) - NZD (hedged)
JPMorgan Global Bond (mth) - RMB (hedged)
JPMorgan Global Bond (mth) - USD
JPMorgan Global Bond (san) - USD
JPMorgan Global Bond - Class C (acc) - USD

Fund/Class
JPMorgan Global Bond - Class C (mth) - USD
JPMorgan Global Bond - Class I (acc) - RMB
JPMorgan Global Bond - Class I (acc) - USD
JPMorgan Global Bond - Class I (mth) - RMB
JPMorgan Global Bond - Class I (mth) - USD
JPMorgan Global Bond - Class X (acc) - HKD
JPMorgan Global Bond - Class X (acc) - USD
JPMorgan Global Bond - Class X (mth) - HKD
JPMorgan Global Bond - Class X (mth) - USD
JPMorgan Global Investment Grade Bond (acc) - USD
JPMorgan Global Investment Grade Bond - Class C (acc) - USD
JPMorgan Global Investment Grade Bond - Class C (mth) - USD
JPMorgan Money Fund - HK\$ (acc) - HKD
JPMorgan Money Fund - HK\$ - Class C (acc) - HKD
JPMorgan Money Fund - HK\$ - Class I (acc) - HKD

Other Funds

Fund/Class
JPMorgan Asia Growth (acc) - HKD
JPMorgan Asia Growth (acc) - RMB (hedged)
JPMorgan Asia Growth (acc) - USD
JPMorgan Asia Growth - Class C (acc) - USD
JPMorgan Asia Growth - Class Digital (acc) - USD
JPMorgan China A-Share Opportunities (acc) - HKD
JPMorgan China A-Share Opportunities (acc) - RMB
JPMorgan China A-Share Opportunities (acc) - USD
JPMorgan China A-Share Opportunities - Class C (acc) - RMB
JPMorgan China A-Share Opportunities - Class C (acc) - USD
JPMorgan China Equity High Income (acc) - USD
JPMorgan China Equity High Income (icn) - RMB (hedged)
JPMorgan China Equity High Income (mth) - AUD (hedged)
JPMorgan China Equity High Income (mth) - HKD
JPMorgan China Equity High Income (mth) - RMB (hedged)
JPMorgan China Equity High Income (mth) - USD
JPMorgan China Equity High Income - Class C (acc) - USD
JPMorgan China Equity High Income - Class C (mth) - USD
JPMorgan China Pioneer A-Share (acc) - USD
JPMorgan China Pioneer A-Share - Class C (acc) - USD
JPMorgan Europe Equity High Income (icn) - RMB (hedged)
JPMorgan Europe Equity High Income (mth) - AUD (hedged)
JPMorgan Europe Equity High Income (mth) - EUR
JPMorgan Europe Equity High Income (mth) - HKD (hedged)
JPMorgan Europe Equity High Income (mth) - RMB (hedged)
JPMorgan Europe Equity High Income (mth) - USD (hedged)
JPMorgan Evergreen Fund
JPMorgan Future Transition Multi-Asset (acc) - USD
JPMorgan Future Transition Multi-Asset (acc) - HKD
JPMorgan Future Transition Multi-Asset (acc) - RMB (hedged)
JPMorgan Future Transition Multi-Asset (cgdiv) - USD
JPMorgan Future Transition Multi-Asset (cgdiv) - HKD

Fund/Class
JPMorgan Future Transition Multi-Asset (cgdiv) - RMB (hedged)
JPMorgan Global Equity High Income (acc) - USD
JPMorgan Global Equity High Income (acc) - RMB (hedged)
JPMorgan Global Equity High Income (mth) - HKD
JPMorgan Global Equity High Income (mth) - USD
JPMorgan Global Equity High Income (mth) - RMB (hedged)
JPMorgan Global Equity High Income (mth) - AUD (hedged)
JPMorgan Global Equity High Income (mth) - CAD (hedged)
JPMorgan Global Equity High Income (mth) - GBP (hedged)
JPMorgan Global Equity High Income (mth) - JPY (hedged)
JPMorgan Global Equity High Income (icn) - RMB (hedged)
JPMorgan India Smaller Companies (acc) - USD
JPMorgan Multi Balanced (icn) - RMB (hedged)
JPMorgan Multi Balanced (mth) - AUD (hedged)
JPMorgan Multi Balanced (mth) - EUR (hedged)
JPMorgan Multi Balanced (mth) - HKD
JPMorgan Multi Balanced (mth) - RMB (hedged)
JPMorgan Multi Balanced (mth) - USD
JPMorgan Multi Balanced - Class C (acc) - USD
JPMorgan Multi Balanced - Class C (mth) - SGD (hedged)
JPMorgan Multi Balanced - Class C (mth) - USD
JPMorgan Multi Income (acc) - HKD
JPMorgan Multi Income (acc) - RMB (hedged)
JPMorgan Multi Income (acc) - USD
JPMorgan Multi Income (icn) - RMB (hedged)
JPMorgan Multi Income (icp) - HKD
JPMorgan Multi Income (icp) - USD
JPMorgan Multi Income (mth) - AUD (hedged)
JPMorgan Multi Income (mth) - CAD (hedged)
JPMorgan Multi Income (mth) - EUR (hedged)
JPMorgan Multi Income (mth) - GBP (hedged)
JPMorgan Multi Income (mth) - HKD
JPMorgan Multi Income (mth) - NZD (hedged)
JPMorgan Multi Income (mth) - RMB (hedged)
JPMorgan Multi Income (mth) - SGD (hedged)
JPMorgan Multi Income (mth) - USD

Fund/Class
JPMorgan Multi Income - Class C (acc) - USD
JPMorgan Multi Income - Class C (mth) - USD
JPMorgan Multi Income - Class C (div) - USD
JPMorgan Sustainable Infrastructure (div) - USD
JPMorgan Sustainable Infrastructure (mth) - HKD
JPMorgan Sustainable Infrastructure (mth) - USD
JPMorgan Sustainable Infrastructure (mth) - RMB (hedged)
JPMorgan Sustainable Infrastructure (acc) - HKD
JPMorgan Sustainable Infrastructure (acc) - USD
JPMorgan Sustainable Infrastructure - Class C (mth) - USD
JPMorgan Sustainable Infrastructure - Class C (acc) - USD
JPMorgan Vietnam Opportunities (acc) - USD
JPMorgan Vietnam Opportunities - Class C (acc) - USD

SECTION F – COLLATERAL POLICY

Applicable laws and regulations mandate financial firms and systemically important non-financial entities engaged in certain exchanged-traded and OTC derivatives trading to exchange collateral. As a result, Funds may be required to place and receive margin with their respective counterparties.

From time to time, cash collateral may be received from and/or posted to counterparties in connection with certain exchange-traded or OTC derivatives transactions entered into by a Fund for hedging or investment purposes. Under the Manager's current process, the Funds only use cash collateral.

The OTC derivative positions will be marked to market daily and if the value of either party's position declines, that party may be required to make additional collateral payments equal to the change in value on a daily basis provided that the additional collateral payments required exceed certain prescribed thresholds. With respect to exchange-traded derivatives transactions, because exchange-traded derivatives are centrally cleared, a Fund would be required to post collateral to satisfy the mandatory margin requirements imposed by respective clearing houses.

Collateral may be subject to a haircut, a discount both parties apply to collateral value as a way of limiting exposure to market and liquidity risk. Generally, cash is being considered the most liquid collateral and therefore cash collateral a Fund receives typically is not subject to a haircut.

Counterparties

The Funds will only enter into transactions with counterparties approved by the Manager. To be approved, a counterparty must:

- (i) be substantial financial institutions as defined in the SFC Code;
- (ii) be considered creditworthy by the Manager;
- (iii) undergo credit analysis applicable to the counterparty's intended activity, which may include, but not limited to, a review of the management, liquidity, profitability, corporate structure, capital adequacy and asset quality, as well as the regulatory framework in the relevant jurisdiction (while there are no predetermined legal status or geographical criteria applied to the selection of the counterparties, these elements are typically taken into account); and
- (iv) typically have a public credit rating of at least A- rated by Standard & Poor's or Fitch, or A3 by Moody's or other equivalent ratings by other international rating agencies.

Reinvestment of Collateral

From time to time, cash collateral received may be reinvested in short-term deposits or high quality money market instruments subject to the respective investment restrictions applicable to the Funds. The maximum amount available for cash collateral reinvestment is the amount of cash collateral received plus the related interest earned from the short-term deposits or money market instruments.

Custody of collateral

Collateral posted in connection with OTC derivatives transactions (i) the ownership of which is transferred to the Funds or (ii) pledged in favour of the Funds as a secured party, will be held by the Trustee.

Enforceability of collateral

Cash collateral posted in connection with OTC derivatives transactions is provided and received by way of title transfer or pledge under relevant trade agreements. In case of a title transfer, each party therefore has a contractual obligation to return or repay cash in the same currency when a party who has received collateral has excess margin or the other party has performed its obligations in full. In case of a pledge, if a counterparty is a pledgor and it delivers collateral to a Fund, such Fund is allowed to reuse it. If a Fund is a pledgor, collateral pledged in favour of such counterparty will be kept under the control of the Trustee until occurrence of certain events such as an event of default to a Fund.

With respect to collateral posted by way of title transfer, because the party transferring collateral only has a contractual claim against the party receiving collateral, if a counterparty becomes insolvent, a Fund that has transferred collateral would be subject to the risk that it may not receive collateral in whole or in part and/or it may take time to receive such collateral as a Trust would rank as an unsecured creditor of such counterparty.

Upon occurrence of event of default or insolvency of a party, collateral will be used to net or set off risk exposure of the parties.

