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**Important**

***This document is important and requires your immediate attention. If you are in any doubt about the content of this document, you should seek independent professional financial advice.***

*Capitalized terms used herein but not otherwise defined will have the same meaning as defined in the Explanatory Memorandum dated December 2017, as amended by the First Addendum dated 16 November 2018 (the “Explanatory Memorandum”) and the notice to shareholders dated 17 May 2019.*

*The Directors of the Fund and the Manager, Value Partners Limited, collectively and individually accept full responsibility for the accuracy of the information contained in this notice and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omissions of which would make any statement misleading as at the date of issuance.*

20 June 2019

**NOTICE TO SHAREHOLDERS – VALUE PARTNERS CHINA GREENCHIP FUND LIMITED**  
**(the “Fund”)**

Dear Shareholders,

We are writing to inform you that the Explanatory Memorandum will be amended by way of the Second Addendum to reflect additional disclosures on performance fee calculation. The relevant change will take effect one month from the date of this notice, i.e. 20 July 2019 (the “**Effective Date**”). Such change will not affect the classes of Shares which do not make distributions.

It is currently disclosed in the Explanatory Memorandum that performance fee is payable annually on a high-on-high basis in accordance with the following formula:

$$(A-B) \times C \times D$$

where:

“A” is the Net Asset Value per Share, calculated on the relevant Performance Fee Valuation Day, before the deduction of any provision for the performance fee and provided that for the purpose of this calculation only the Net Asset Value shall be calculated by including any distribution which has been declared or paid during the Relevant Performance Period.

In order to avoid ambiguity, we wish to clarify that “the Relevant Performance Period” in the definition of “A” refers to the “Relevant Performance Period(s) since the last performance fee is crystallised and paid”. Accordingly, the following amendments in bold and underlined will be made to the definition of “A”:-

*““A” is the Net Asset Value per Share, calculated on the relevant Performance Fee Valuation Day, before the deduction of any provision for the performance fee and provided that for the purpose of this calculation only the Net Asset Value shall be calculated by including any distribution which has been declared or paid during the Relevant Performance Period(s) **since the last performance fee is crystallised and paid.**”*

### Illustrative Example

Assumptions:

Class	Base NAV as at 31 Dec 2017	Distribution Paid in 2018	NAV as at 31 Dec 2018	Distribution Paid in 2019	NAV as at 31 Dec 2019
Accumulation Class	\$120	-	\$108	-	\$129.6
Distribution Class	\$105	\$5	\$89.5	\$5	\$102.4

- a) A performance fee is charged at the end of 2017, giving a Base Net Asset Value per Share (“**Base NAV**”) of \$120 for the Accumulation Class and \$105 for the Distribution Class.
- b) In 2018, the Fund loses 10%, thus:
- The NAV of the Accumulation Class drops from \$120 to \$108
  - The Distribution Class pays a distribution of \$5
  - The NAV of the Distribution Class falls from \$105 to \$89.5 after payment of the distribution, i.e. a loss of 10% from \$105 to \$94.5 (being \$89.5 plus \$5 distribution)
  - No Performance Fee is charged. The Base NAV remains unchanged
- c) In 2019, the Fund gains 20%, thus:
- The NAV of the Accumulation Class increases from \$108 to \$129.6
  - The Distribution Class pays another distribution of \$5
  - The NAV of the Distribution Class increases from \$89.5 to \$102.4, i.e. a gain of 20% from \$89.5 to \$107.4 (being \$102.4 plus \$5 distribution)
  - A performance fee becomes payable for 2019

The gain on which it was intended that a performance fee should be payable in 2019 is:-

Accumulation Class:	NAV as at 31 Dec 2019	- Base NAV	= Gain
	\$129.6	- \$120	= \$9.6
Distribution Class:	[NAV as at 31 Dec 2019 + Distribution paid <i>since performance fee last paid</i> ]	- Base NAV	= Gain
	[\$102.4 + (\$5 + \$5)]	- \$105	= \$7.4

Assuming the distribution paid in 2018 was reinvested in the Fund and also experienced a 20% gain in 2019, both the Accumulation Class (\$9.6/\$120) and Distribution Class ( [\$7.4+(\$5x20%)]/\$105 ) experience an identical gain of 8% for calculation of performance fee.

However, if the definition of “A” is interpreted to be based on the current year only rather than the periods since the last performance fee is crystallised and paid, then the performance fee charged on the Distribution Class would change as set out below:-

Distribution Class:	[NAV as at 31 Dec 2019 + Distribution paid <i>in 2019</i> ]	- Base NAV	= Gain
	[\$102.4 + \$5]	- \$105	= \$2.4

The gain of the Distribution Class subject to a performance fee drops from \$7.4 to \$2.4 (i.e. 2%), creating a difference in the performance fee to be paid compared to the Accumulation Class.

In addition to ensuring the performance fee is applied equally to all share classes with similar fee structure, this methodology ensures that a performance fee is only charged on the actual gain made by each class of Shares.

The Explanatory Memorandum of the Fund will be amended and available on our website ([www.valuepartners-group.com](http://www.valuepartners-group.com))<sup>1</sup> and for your inspection free of charge at the Manager's office during normal business hours (except on Saturdays, Sundays and public holidays) from the Effective Date.

If you have any questions relating to the above, please contact our Fund Investor Services Team at (852) 2143 0688 or email us at [FIS@vp.com.hk](mailto:FIS@vp.com.hk). We would like to take this opportunity to thank you for your valuable support and we look forward to be of continued service to you.

**Value Partners Limited**

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<sup>1</sup> This website has not been reviewed or authorized by the SFC.

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