

IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice. Schroder Investment Management (Hong Kong) Limited being the manager of the following funds accepts full responsibility for the accuracy of the information contained in this letter and confirms, having made all reasonable enquiries, that to the best of our knowledge and belief there are no other facts the omission of which would make any statement misleading.

17 September 2018

Dear Unitholder

Schroder Umbrella Fund II ("Fund") and the following of its sub-funds ("Sub-Funds"):

- **Schroder Asian Asset Income Fund**
- **Schroder Asian Investment Grade Bond Fund**
- **Schroder China Asset Income Fund**
- **Schroder China Fixed Income Fund**
- **Schroder Global Allocator Fund**

We are writing to inform you of certain changes relating to the Sub-Funds, which are summarised below. These changes will take effect from 19 October 2018 ("**Effective Date**").

Unless otherwise specified, capitalized terms herein shall have the same meaning as those defined in the explanatory memorandum ("**Explanatory Memorandum**") of each Sub-Fund.

- **Dilution and dilution adjustment**

Each Sub-Fund is single priced and may suffer a reduction in value as a result of the transaction costs incurred in the purchase and sale of its underlying investments and the spread between the buying and selling prices of such investments caused by subscriptions, redemptions and/or switching in and out of the Sub-Fund. This is known as "dilution". In order to counter this and to protect unitholders' interests, with effect from the Effective Date, the Manager will apply "dilution adjustment" as part of its daily valuation policy. This will mean that in certain circumstances the Manager (if in its opinion in good faith it is in the interest of unitholders to do so) will make adjustments in the calculations of the net asset value per Unit, to counter the impact of dealing and other costs on occasions when these are deemed to be significant.

In the usual course of business the application of a dilution adjustment will be triggered mechanically and on a consistent basis.

The need to make a dilution adjustment will depend upon the net value of subscriptions, switching and redemptions received by a Sub-Fund for each Dealing Day. The Manager therefore reserves the right to make a dilution adjustment where a Sub-Fund experiences a net cash movement which exceeds a threshold set by the Manager from time to time of the previous Dealing Day's total net asset value.

The Manager may also make a discretionary dilution adjustment if, in its opinion, it is in the interest of existing unitholders to do so.

Where a dilution adjustment is made, it will increase the net asset value per Unit when there are net inflows into a Sub-Fund and decrease the net asset value per Unit when there are net outflows.

The net asset value per Unit of each Unit Class in the Sub-Funds will be calculated separately but any dilution adjustment will, in percentage terms, affect the net asset value per Unit of each Unit Class identically.

As dilution is related to the inflows and outflows of money from a Sub-Fund, it is not possible to accurately predict whether dilution will occur at any future point in time. Consequently it is also not possible to accurately predict how frequently the Manager will need to make such dilution adjustments.

Because the dilution adjustment for a Sub-Fund will be calculated by reference to the costs of dealing in the underlying investments of the Sub-Fund, including any dealing spreads, which can vary with market conditions, this means that the amount of the dilution adjustment can vary over time but will not exceed 2% of the net asset value per Unit of the relevant Sub-Fund on the relevant Valuation Day.

To reflect the relevant changes set out above, the Explanatory Memorandum of each Sub-Fund and the trust deed of the Fund ("**Trust Deed**") will be amended.

Save as described above, all other key features of the Sub-Funds, including fee level, fee structure, the way the Sub-Funds is managed and risk profile, remain unchanged. The costs incurred in relation to these changes including legal costs for amending the Explanatory Memorandum and the Trust Deed are estimated to be HKD 30,000 for each Sub-Fund and will be borne by the relevant Sub-Fund.

- **Amendments to the Explanatory Memorandum pursuant to the revised Fund Manager Code of Conduct**

The Manager is licensed by the Hong Kong Securities and Futures Commission (the "SFC") for type 9 (asset management) regulated activity and accordingly is subject to regulation by the SFC, including the SFC's Fund Manager Code of Conduct (the "Fund Manager Code"). The SFC has revised the Fund Manager Code to include certain disclosure obligations on companies licensed by the SFC for type 9 regulated activity in relation to funds they manage. The disclosure obligations relate to leverage, securities lending, repurchase and reverse repurchase transactions, liquidity risk management and other risk management policies.

The Explanatory Memorandum of each of the Sub-Funds will be amended to reflect the requirements of the revised Fund Manager Code.

The amended Explanatory Memorandum (including the Product Key Fact Statement) of each of the Sub-Funds will be available on or around the Effective Date. Copies of the amended Explanatory Memoranda and Product Key Fact Statements will be available upon request.

The amended Trust Deed of the Fund will be available on or around the Effective Date. Copies of the Trust Deed, as amended, may be obtained at a reasonable cost, and may be inspected free of charge during normal working hours at the offices of the Manager and the Trustee.

If you would like more information, please contact your usual professional advisor or Schroders Investor Hotline on (+852) 2869 6968.

Yours faithfully,

For and on behalf of

Schroder Investment Management (Hong Kong) Limited



Chris Durack

Chief Executive Officer, Hong Kong

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重要提示：此乃重要文件，務須閣下即時垂閱。閣下如對本函件的內容有任何疑問，應尋求找獨立專業意見。以下各基金的經理人 - 施羅德投資管理（香港）有限公司就本函件所載資料之準確性承擔全部責任，並在作出一切合理查詢後確認，盡其所知所信，本函件並無遺漏足以令本函件的任何陳述具誤導成分的其他事實。

親愛的單位持有人：

施羅德傘型基金 II（「本基金」）及其以下各子基金（「各子基金」）：

- 施羅德亞洲高息股債基金
- 施羅德亞洲投資級別債券基金
- 施羅德中國股債收息基金
- 施羅德中國定息基金
- 施羅德環球配置基金

我們茲致函通知閣下若干有關各子基金的更改，有關更改概述於下文。此等更改將由 2018 年 10 月 19 日（「生效日期」）起生效。

除非另有指明，否則本函件中所用的特定詞彙與每項子基金的解釋說明書（「解釋說明書」）所界定者具相同涵義。

• **攤薄及攤薄調整**

每一子基金使用單一定價，基金可能會因認購、贖回及/或轉換所導致買賣旗下投資項目的交易費用及買賣差價使基金價值下跌，此稱為「攤薄」。為應付該等情況及保障單位持有人利益，由生效日期起，經理人將引入「攤薄調整」作為其每日估值政策之一部分。因而在某些情況下，經理人（如其本著真誠認為此舉乃符合單位持有人的利益）將調整計算每單位資產淨值，以應付交易及其他費用帶來的重大影響。

在一般業務過程中，攤薄調整機制將機械地啟用及貫徹使用。

是否需要進行攤薄調整視乎子基金於各交易日所收到的認購、轉換及贖回要求的淨值而定。因此，當子基金的淨現金流動與前一個交易日的資產總淨值比較，超過某個經理人不時訂定的限額，經理人保留進行攤薄調整的權利。

若經理人認為符合現有單位持有人的利益，亦可酌情地使用攤薄調整機制。

在進行攤薄調整時，如子基金有淨資金流入，每單位資產淨值將提高；如有淨資金流出，每單位

資產淨值將調低。各子基金各類別單位資產淨值將分別計算，惟任何攤薄調整將按同樣比例影響各類別單位的每單位資產淨值。

由於攤薄與子基金的資金流入及流出有關，因此不可能準確地預測攤薄何時發生，故此亦不可能準確地預測經理人進行該等攤薄調整的次數。

子基金的攤薄調整是根據該子基金旗下投資項目的交易費用，包括任何買賣差價而計算，該等因素視市況而變動，故攤薄調整的數目亦不時變動，但不會超過相關子基金於相關估值日每單位資產淨值的 2%。

為了反映上文所載有關更改，每項子基金的解釋說明書及本基金信託契約（「**信託契約**」）將予修訂。

除了上文所載述外，各子基金的所有其他主要特點，包括收費水平、收費結構、各子基金的管理方式及風險概況均維持不變。就此等更改而引起的費用，包括修訂解釋說明書及信託契約的法律費用，每項子基金的法律費用估計為 30,000 港元，並將由相關子基金承擔。

- **根據經修改的《基金經理操守準則》對解釋說明書作出的修訂**

經理人按照香港證券及期貨事務監察委員會（「證監會」）獲發牌從事第 9 類（提供資產管理）的受規管活動，並受證監會的規定規限，包括證監會的《基金經理操守準則》（「基金經理準則」）。證監會對基金經理準則作出了修改，包括從事第 9 類牌照受規管活動的公司就其管理的基金的某些披露義務。該披露義務有關槓桿比率、證券借貸、回購交易、逆回購交易、流動性風險管理及其他風險管理政策。

每一子基金的解釋說明書將作修訂以反映經修改的基金經理準則的規定。

每項子基金的經修訂解釋說明書（包括產品資料概要）將可於生效日期或前後提供。經修訂的解釋說明書及產品資料概要的副本將可應要求提供。

本基金的經修訂信託契約將可於生效日期或前後提供。該等信託契約（經修訂）的副本可於支付一項合理費用後取得，並可於正常辦公時間內在經理人及受託人的辦事處免費查閱。

閣下如需要更多資料，請聯絡閣下的專業顧問或致電施羅德投資熱線電話：(+852) 2869 6968 查詢。



杜偉麒

香港區行政總裁

施羅德投資管理（香港）有限公司

謹啟

2018 年 9 月 17 日