

# SINGLE SELECT INVESTMENT

a mutual investment umbrella fund organised under the laws of the Grand Duchy of Luxembourg as a  
*fonds commun de placement – fonds d'investissement spécialisé*

## PROSPECTUS

January 2025

**This Prospectus has been prepared for the benefit of selected sophisticated and qualified prospective eligible investors (see "Eligible Investors" below) pursuant to Art. 2(1) of the Luxembourg law of 13<sup>th</sup> February 2007 relating to specialized investment funds, as amended, subject to such restrictions as may be applicable in the jurisdiction in which the Units are marketed.**

## IMPORTANT INFORMATION

### Registration in Luxembourg

SINGLE SELECT INVESTMENT (the "**Fund**") is organised as an umbrella FCP-FIS (*Fonds commun de placement – Fonds d'investissement spécialisé à compartiments multiples*) under the Luxembourg law of 13 February 2007 relating to specialised investment funds as such law may be amended from time to time (the "**SIF Law**") and qualifies as an alternative investment fund within the meaning of article 1(39) of the law of 12 July 2013 on alternative investment fund managers (the "**2013 Law**").

However, such registration does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of this Prospectus or the portfolio securities held by the Fund. Any representation to the contrary is unauthorised and unlawful.

The Fund is managed in the interest of its co-owners by OFI INVEST LUX (the "**Management Company**"), a company organised under the laws of Luxembourg and having its registered office in Luxembourg. The Management Company shall act as the alternative investment fund manager of the Fund, within the meaning of article 1(46) of the 2013 Law.

### Reliance on this Prospectus

Units in the Fund are offered on the basis of the information and representations contained in this Prospectus or the documents specified herein and no other information or representation relating thereto is authorised. Neither the delivery of this Prospectus nor the offer, issue or sale of units in the Fund shall under any circumstances constitute a representation that the information given in this Prospectus is correct as at any time subsequent to the date hereof.

Statements made in this Prospectus are based on the law and practice currently in force in Luxembourg and China and are subject to changes therein.

### United States

The units of the Fund have not been registered under the U.S. Securities Act of 1933 (the "**Securities Act**"), and the Fund has not been registered under the U.S. Investment Company Act of 1940 (the "**Investment Company Act**"). The units may not be offered, sold, transferred or delivered, directly or indirectly, in the United States, its territories or possessions or to U.S. Persons (as defined in Regulation S under the Securities Act or in the Foreign Account Tax Compliance Act enacted as part of the Hiring Incentive to Restore Employment Act ("**FATCA**") ("**U.S. Person**")) except to certain qualified U.S. institutions in reliance on certain exemptions from the registration requirements of the Securities Act and the Investment Company Act or certain provisions of FATCA and with the prior consent of the Management Company. Neither the units nor any interest therein may be beneficially owned by any other U.S. Person. The Fund's management regulations (the "**Management Regulations**") permit the restriction of the sale and transfer of units to U.S. Persons and the Management Company may repurchase units held by a U.S. Person or refuse to register any transfer to a U.S. Person as it deems appropriate to assure compliance with such Acts and such ownership limitations (see "Issue of Units" below).

The distribution of this document in other jurisdictions may also be restricted; persons into whose possession this document comes are required to inform themselves about and to observe any such restrictions. This document does not constitute a solicitation by anyone in any jurisdiction in which such solicitation is not authorised or to any person to whom it is unlawful to make such solicitation.

### **General information**

The information contained in this Prospectus will be supplemented by the financial statements and further information contained in the latest annual report of the Fund, copies of which may be requested free of charge at the registered office of the Fund (once available).

The Management Company has taken all reasonable care to ensure that the facts stated herein are true and accurate in all material respects and that there are no material facts the omission of which makes misleading any statement herein, whether of fact or opinion.

**Important: The units are offered on the basis of the information and representations contained in this Prospectus or the documents specified herein and no other information or representation relating thereto is authorised. If you are in any doubt as to the contents of this Prospectus you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser.**

All references herein to "US dollars" or to "USD" are to United States Dollars, to "RMB", "CNY" and to "Yuan" are to the Chinese *renminbi* and to "EUR" or "€" are to the single currency of the member states of the European Union participating in the Economic and Monetary Union.

### **Data Protection**

In accordance with the Luxembourg data protection law of 1 August 2018 organizing the National Data Protection Commission and the general data protection framework and the Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "GDPR", altogether the "**Data Protection Law**"), the Management Company, being legal entity, will process, as data controller, personal data, as provided by the Unitholders and/or prospective Unitholders, concerning representatives, contact persons and ultimate beneficial owners of the Unitholders and/or prospective Unitholders and personal data concerning Unitholders and/or prospective Unitholders who are natural persons. All the natural persons mentioned above are hereinafter referred to as "**Data Subjects**". Unitholders and prospective Unitholders are advised to please consult our General Data Protection Regulation Policy which is available at the registered office of the Management Company, and which is also available at the following address: <https://www.ofi-invest-lux.com/data-protection-policy> for more information on why and how such personal data is processed, and on the rights data subjects may exercise over their personal data. Kindly note that a copy of our General Data Protection Regulation Policy is also attached to the application form. Data controller is obliged to inform data subjects in accordance with the Data Protection Law but in the case when the Unitholders and prospective Unitholders are legal entities the Management Company will process personal data of their representatives or/and ultimate beneficial owners but is not in direct contact with those persons. Hence, there is a need to oblige the Unitholders to inform those physical persons about the processing of their personal data. Unitholders and prospective Unitholders which are legal persons undertake and guarantee to process Personal Data and to supply such Personal Data to the data controller in compliance with the Data Protection Law, including, where appropriate, informing the Data Subjects, being representatives of such Unitholders or prospective

Unitholders of the contents of the General Data Protection Regulation Notice, in accordance with Articles 12, 13 and/or 14 of the GDPR.

### **Prevention of Money Laundering and Terrorist Financing**

Pursuant to international rules and Luxembourg laws and regulations (comprising but not limited to the law of 12 November 2004 on the fight against money laundering and financing of terrorism, as amended) the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012, and Circulars 13/556, 15/609 and 17/650 of the Commission de Surveillance du Secteur Financier ("**CSSF**"), concerning the fight against money laundering and terrorist financing, and any respective amendments or replacements,, obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering and financing of terrorism purposes. As a result of such provisions, the registrar agent of a Luxembourg undertaking for collective investment must ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Administrator may require subscribers to provide acceptable proof of identity. In addition, the Administrator, as delegate, may require any other information that the Management Company acting on behalf of the Fund, may require in order to comply with its legal and regulatory obligations, including but not limited to the CRS Law.

In any case of delay or failure by an applicant to provide the documents required, the application for subscription (or, if applicable, for redemption) will not be accepted. Neither the Management Company acting on behalf of the Fund, nor the Administrator have any liability for delays or failure to process deals as a result of the applicant providing no or only incomplete documentation.

Unitholders may be requested to provide additional or updated identification documents from time to time pursuant to ongoing client due diligence requirements under relevant laws and regulations.

### **Risk Factors**

Investment in the Fund carries substantial risk. There can be no assurance that the Fund's investment objective will be achieved and investment results may vary substantially over time. Investment in the Fund is not intended to be a complete investment programme for any investor. Prospective investors should carefully consider whether an investment in Units is suitable to them in light of their circumstances and financial resources (see further below under "Risk Factors").

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# I. INFORMATION ON THE FUND

## A. ADMINISTRATION

<b>Management Company</b>	OFI INVEST LUX (a wholly-owned subsidiary of OFI INVEST ASSET MANAGEMENT) 10-12, Boulevard Roosevelt L-2450 Luxembourg
<b>Board of Directors of the Management Company</b>	Mr Jean-Marie MERCADAL, Mr Christophe FRESPUECH, Mr Vincent RIBUOT, Mr Christophe LEPITRE, Mr Tristan DESCLOS DE LA FONCHAIS, Mr Charles VAQUIER, Mr Jean-Pierre GRIMAUD, Mr Arnaud HIRSCH, Mr Thierry VALLET
<b>Investment Manager</b>	OFI INVEST ASSET MANAGEMENT 20-22, rue Vernier F-75017 Paris
<b>Sub-Investment Manager</b>	Syncicap Asset Management Limited 28/F Man Yee Building Central Hong Kong
<b>Depository</b>	CACEIS Bank, Luxembourg branch 5, allée Scheffer L-2520 Luxembourg
<b>Administrator and Registrar and Transfer Agent</b>	CACEIS Bank, Luxembourg branch 5, allée Scheffer L-2520 Luxembourg
<b>Auditor of the Fund and of the Management Company</b>	PricewaterhouseCoopers 2, rue Gerhard Mercator L-2182 Luxembourg
<b>Legal Adviser of the Fund</b>	Elvinger Hoss Prussen <i>société anonyme</i> 2, Place Winston Churchill L-2014 Luxembourg

## B. DEFINITIONS

<b>"Administrator"</b>	CACEIS Bank, Luxembourg branch, 5, allée Scheffer, L-2520 Luxembourg.
<b>"Annex"</b>	An annex to this Prospectus relating to a particular Sub-Fund.
<b>"China" or "PRC"</b>	The People's Republic of China (excluding the Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) and the term "Chinese" shall be construed accordingly.
<b>"China A-Shares"</b>	Shares issued by companies incorporated in the PRC and listed on the PRC stock exchanges, traded in CNY and available for investment by domestic (Chinese) investors and holder of a QFII licence.
<b>"Classes (or classes, where relevant)"</b>	Separate classes of units which the Management Company may decide to issue within each Sub-Fund and pursuant to the Management Regulations, whose assets will be commonly invested but where a specific sales or redemption charge structure, fee structure, minimum subscription amount or dividend policy may be applied. If different classes are issued within a Sub-Fund, the details of each class are described in the relevant Sub-Fund's Annex.
<b>"CNY" or "Yuan" or "RMB"</b>	The lawful currency of PRC.
<b>"CSRC"</b>	China Securities Regulatory Commission of the PRC.
<b>"Conversion Day"</b>	The day on which units of any Sub-Fund or Class may be converted, as further detailed in section VII. C) "Conversion of units" of this Prospectus and in the relevant Annex.
<b>"Depositary"</b>	CACEIS Bank, Luxembourg branch, 5, allée Scheffer, L-2520 Luxembourg.
<b>"Eligible Investor(s)"</b>	<p>Well-informed investors as defined by Article 2 of the SIF Law as follows:</p> <p>(1) Within the meaning of the SIF Law, a well-informed investor shall be an institutional investor, a professional investor or any other investor who meets the following conditions:</p> <ul style="list-style-type: none"><li>(a) he has confirmed in writing that he adheres to the status of well-informed investor, and</li><li>(b) (i) he invests a minimum of 100,000 EUR or its equivalent in another currency in SINGLE SELECT INVESTMENT, or</li><li>(ii) he has been the subject of an assessment made by a credit institution within the meaning of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and amending Regulation (EU) No 648/2012, by an investment firm within the meaning of Directive 2014/65/EU or by a management company within the meaning of Directive 2009/65/EC or by an authorized alternative investment fund manager within the meaning of Directive 2011/61/EU certifying his expertise, his experience and his knowledge in adequately appraising an investment in SINGLE SELECT INVESTMENT.</li></ul> <p>(2) The conditions set forth above are not applicable to the directors and other persons who intervene in the management of SINGLE SELECT INVESTMENT.</p>



<b>"EUR"</b>	All references to "EUR" or "€" in this Prospectus are to the single currency of the member states of the European Union participating in the Economic and Monetary Union.
<b>"Financial Year"</b>	The financial year of the Fund ends on 31 <sup>st</sup> December.
<b>"Fund"</b>	SINGLE SELECT INVESTMENT
<b>"Investor"</b>	A well-informed investor within the meaning of the SIF Law.
<b>"Listing"</b>	The units of the Sub-Funds are not listed on the Luxembourg Stock Exchange.
<b>"Management Company"</b>	Ofi Invest Lux.
<b>"Minimum Subscription – Minimum Holding"</b>	The minimum subscription and the minimum holding requirements for units of a Sub-Fund or class are described in the relevant Annex.
<b>"Net Asset Value"</b>	The total assets minus liabilities and accrued expenses valued at current market prices, as indicated under section XI. "Valuation of the units".
<b>"Net Asset Value per Unit"</b>	In relation to any units of any Class, the value per unit determined in accordance with the relevant provisions described in the section XI. "Valuation of the units".
<b>"OECD"</b>	Organisation for Economic Co-operation and Development.
<b>"Professional Investor(s)"</b>	Investors that are considered as, or may be treated as, professional clients under Directive 2014/65/EU on markets in financial instruments.
<b>"Prospectus"</b>	This prospectus and its Annex.
<b>"QFII"</b>	Qualified foreign institutional investor approved by CSRC for investing in the securities market of the PRC and granted the investment quota by SAFE.
<b>"QFII Quota"</b>	Maximum investment quota granted by SAFE to QFII for investing in the securities market of the PRC.
<b>"Redemption Day"</b>	The day on which units are redeemable, as further detailed in section VII. B) "Redemption of units" of this Prospectus and in the relevant Annex.
<b>"Redemption Price"</b>	The Net Asset Value per unit computed on the relevant Redemption Day minus any redemption fee specified in the relevant Annex.
<b>"RESA"</b>	<i>Recueil Electronique des Sociétés et Associations.</i>
<b>"SAFE"</b>	The State Administration of Foreign Exchange of the PRC.

<b>"Sub-Fund"</b>	Each of the Fund's actual and future sub-funds. The sole sub-fund currently in existence is Single Select Investment - OFI HAN, as more fully described in the Annex.
<b>"Subscription Charge"</b>	A sales commission not exceeding 1% of the Subscription Price may be added to compensate financial intermediaries and other persons who assist in the placement of units.
<b>"Subscription Day"</b>	The day on which the units of each class may be subscribed, as detailed in section VII. A) "Issue of units" of this Prospectus and in the relevant Annex.
<b>"Subscription Price"</b>	The Net Asset Value per unit of each class computed on the relevant Subscription Day.
<b>"Term"</b>	The Fund has been created for an indefinite period.
<b>"Unitholder"</b>	A holder of units in a Sub-Fund. Each Unitholder is entitled to an undivided co-ownership of the assets and liabilities comprising the relevant Sub-Fund and to participate and share the gross income or dividend arising whether or not a dividend or gross income payment is made by the relevant Sub-Fund.
<b>"USD"</b>	United States Dollars.
<b>"Valuation Day"</b>	See information in the Annex relating to the relevant Sub-Fund.

All references herein to time are to Central European Time (CET) unless otherwise indicated.

Words importing the singular shall, where the context permits, include the plural and vice versa.

## II. THE FUND

The Fund has been established in Luxembourg pursuant to the provisions of the SIF Law as an open-ended mutual investment fund managed by Ofi Invest Lux, a wholly-owned subsidiary of Ofi Invest Asset Management and a management company existing under chapter 15 of the law of 17 December 2010 concerning undertakings for collective investment, as amended (the "**2010 Law**") and having its registered office in Luxembourg.

The Fund qualifies as Specialised Investment Fund subject to and regulated pursuant to the SIF Law and qualifies as an alternative investment fund within the meaning of article 1 (39) of the 2013 Law.

The Fund is structured as an "umbrella fund" in accordance with article 71 of the SIF Law. It offers investors, within the same investment vehicle, a choice between several Sub-Funds, which are managed separately and which are distinguished mainly by their specific investment policy and/or by the currency in which they are denominated. The specifications of each Sub-Fund are described in the relevant Annexes. The Management Company may, at any time, decide the creation of further Sub-Funds or unit classes within such Sub-Funds and in such case, this Prospectus will be updated by adding or amending corresponding Annexes.

Any references in this Prospectus to "**Fund**" shall be construed as a reference to "**Sub-Fund**" when necessary.

The Fund is an unincorporated contractual co-ownership scheme and is treated as fiscally transparent under Luxembourg law. Neither the Fund nor any of the Sub-Funds have a separate legal personality although they are considered separately for accounting purposes. Prospective investors should satisfy themselves that they are permitted to invest in a Sub-Fund prior to investing and, to the extent that they are unsure, should obtain professional advice.

The securities and other assets of the Fund are segregated from the assets of the Management Company and are managed by the Management Company in the interest of Unitholders and on their behalf. There is no maturity limit to the assets or to the duration of the Fund or the Sub-Funds unless otherwise specified in the relevant Annex.

The assets of each Sub-Fund are the joint property of the Unitholders, which shall have equal rights in proportion to the number of units held by them.

For the purpose of the relations between Unitholders, each Sub-Fund will be deemed to be a separate entity. Each Sub-Fund shall bear its own liabilities and the rights of Unitholders and creditors concerning a Sub-Fund or which have arisen in connection with the creation, operation or liquidation of a Sub-Fund are limited to the assets of that Sub-Fund.

The frequency of the calculation of the Net Asset Value per unit of each Sub-Fund and (where relevant) of each class and the dates (each a "**Valuation Day**") on which such Net Asset Value per unit is calculated, are set out in the Annex describing the relevant Sub-Fund.

### **III. INVESTMENT OBJECTIVES, STRATEGIES AND POLICIES OF THE FUND AND THE SUB-FUNDS**

The Management Company, on behalf of the Fund, shall invest the subscription proceeds in transferable securities and/or other assets to the widest extent permitted by the SIF Law in conformity with the principle of risk spreading. In this context the Management Company shall specify the investment guidelines for each Sub-Fund in the Annexes and may from time to time, amend these investment guidelines without requesting the prior consent of the Unitholders concerned but subject to the prior approval of the CSSF, the update of this Prospectus and the notification of the changes to the affected Unitholders.

The Management Company may furthermore make material changes to this Prospectus provided that it offers Unitholders who do not agree with the change(s) the right to exit the Fund with no redemption charge during a one-month period as from the notification of the change. Unless waived by all Unitholders, material changes will at the earliest enter into force after the expiry of that one-month redemption period.

Any Sub-Fund may hold liquid assets in currency or time deposit accounts or in regularly traded short-term money market instruments issued or guaranteed by highly rated institutions, if this is justified in the interest of the Unitholders of a Sub-Fund.

In order to enhance its returns, any Sub-Fund may borrow or otherwise increase the exposure of a Sub-Fund for investment purposes within the limits contained in the investment restrictions and the relevant Annex.

The assets of each Sub-Fund are subject to normal risks and no assurance can be given that the investment objectives will be achieved.

#### **IV. INVESTMENT RESTRICTIONS**

Unless otherwise specified for a Sub-Fund in the relevant Annex (which may provide specific derogations to the rules below), the Management Company, acting on behalf of the Fund, has the intention to apply the following rules:

##### **1. Risk diversification rules**

- 1) A Sub-Fund shall in principle not invest more than 30% of its assets in securities of the same kind issued by the same issuer.

This rule shall however not apply:

- to investments in securities issued or guaranteed by a member State of the OECD, or by its regional or local authorities or by public international institutions or bodies with a European, regional or worldwide nature;
- to investments in underlying UCIs offering comparable safeguards in terms of risk spreading to those applicable to specialised investment funds subject to the SIF Law.

For the application of this restriction, each compartment of an underlying UCI with multiple compartments shall be considered as a separate issuer, provided that the principle of segregation towards third parties at the level of the various compartments is ensured.

- 2) A Sub-Fund shall in principle not hold short positions equivalent to more than 30% of its assets on securities of the same kind issued by the same issuer.
- 3) When using financial derivative instruments, a comparable level of risk spreading must be observed by a Sub-Fund through an appropriate diversification of the underlying assets. To the same extent, the counterparty risk in an over-the-counter operation must, if necessary, be limited by taking into consideration the quality and the qualification of such counterparty.
- 4) A Sub-Fund shall in principle not hold cash or cash equivalent instruments with one single bank corresponding to more than 30% of its assets.

The Management Company need not comply with the investment limit percentages laid down above when exercising subscription rights attached to securities which form part of the assets of a Sub-Fund.

While ensuring observance of the principle of risk spreading across issuers, asset classes, and sector, the Sub-Funds may derogate from the diversification restrictions above for a period of six months following the date of the first Net Asset Value calculation.

If the percentage limitations set out above are exceeded for reasons beyond the control of the Sub-Funds, or for any reasons whatsoever, the investments must be brought back within the

designated percentage limits within a reasonable period, taking due account of the Unitholders' interests.

## **2. Borrowings and access to leverage**

A Sub-Fund, to the extent and as further described in the relevant Annex may use the full range of financial markets capability and innovation to achieve the most efficient form of borrowing or leverage.

This could include, but is not limited to, direct borrowing through margin lending, via the embedded leverage of using exchange traded and over-the-counter (OTC) derivatives where only a fraction of the capital exposure is required in margin form. However, the Fund does not participate and has no intention to participate as of the date of this Prospectus in securities financing transactions and total return swaps as defined by Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) N° 648/2012. In case a Sub-Fund would subsequently be permitted to use securities financing transactions or total return swaps, this Prospectus will be updated.

The restrictions set forth above shall only be applicable at the time where the relevant investment is made. If the restrictions are exceeded as a result of any events other than the making of investments, the situation shall be remedied taking due account of the interest of the Unitholders.

Leverage is expressed as a ratio between the exposure of the Sub-Fund and its Net Asset Value. The exposure of a Sub-Fund shall be calculated in accordance with the gross method and the commitment method.

Under the gross method, the exposure of a Sub-Fund is calculated as follows:

- a) include the sum of all assets purchased, plus the absolute value of all liabilities;
- b) exclude the value of cash and cash equivalents which are highly liquid investments held in the base currency of the Sub-Fund, that are readily convertible to a known amount of cash, are subject to an insignificant risk of change in value and provide a return no greater than the rate of a three month high quality government bond;
- c) derivative instruments are converted into the equivalent position in their underlying assets;
- d) exclude cash borrowings that remain in cash or cash equivalents and where the amounts payable are known;
- e) include exposure resulting from the reinvestment of cash borrowings, expressed as the higher of the market value of the investment realised or the total amount of the cash borrowed;
- f) include positions within reverse repurchase transactions and securities lending or borrowing or other similar arrangements.

Under the commitment method, the exposure of a Sub-Fund is calculated in the same way as under the gross method; however, the exposure of derivative or security positions employed in hedging and netting arrangements are not included in this calculation, provided certain conditions are met.

The Investment Manager will not reuse the collateral in order to increase his leverage.

## **V. THE UNITS**

The Management Company may decide to create within each Sub-Fund different Classes whose assets will be commonly invested pursuant to the specific investment policy of the relevant Sub-Fund. A specific fee structure, currency of denomination, dividend policy or other specific feature may apply to each Class. A separate Net Asset Value per unit, which may differ as a consequence of these variable factors, will be calculated for each Class.

The units issued by the Fund are issued in registered form. They are freely transferable and entitled to participate equally in the profits and liquidation proceeds attributable to each Sub-Fund concerned. The units, which are of no par value and which must be fully paid upon issue, carry no preferential or pre-emptive rights.

Different classes of units may be issued within each Sub-Fund as set out in the relevant Annex.

The Management Company may restrict or prevent the ownership of units by any person, firm or corporation, if such holding results in a breach of applicable laws and regulations, whether Luxembourg or foreign, or if it may be detrimental to the Management Company. More specifically, the Management Company may restrict the ownership of units by any resident of, citizen of, or any corporation or partnership created or organised in, the United States of America or its territories ("U.S. Person") and where it appears to the Fund that any person who is precluded from holding units either alone or in conjunction with any other person is a beneficial owner of units, the Management Company, on behalf of the Fund, may compulsorily purchase or redeem all the units so owned.

## **VI. DIVIDENDS**

Unless otherwise stated in the relevant Annex to this Prospectus, the Management Company, on behalf of the Fund, may distribute from time-to-time dividends to the Unitholders.

The dividends so declared (if any) shall be paid in cash as soon as practicable after the declaration, and considering that all units of each Sub-Fund are entitled to participate equally in the profits made and dividends paid in respect of the relevant Sub-Fund.

Entitlement to dividends and allocations not claimed within 5 years of the due date shall be forfeited and the corresponding assets shall revert to the relevant Sub-Fund.

Details of the distribution policy with respect to each Sub-Fund will be described in the relevant Annex.

## **VII. ISSUE AND REDEMPTION OF UNITS**

### **A) ISSUE OF UNITS**

In principle, units in the Fund may only be subscribed by Professional Investors as defined in sub-section "**Definitions**". However, the Management Company may, in its discretion, accept subscriptions for units in the Fund by other Eligible Investors subject to applicable law.

Units in the Fund are issued in registered form. Registered Unitholders will receive a confirmation of their holding. Fractions of units may be issued up to four decimal places.

The Management Company, on behalf of the Fund may impose a minimum subscription and minimum holding requirements for each registered Unitholder in the different Sub-Funds and/or the different Classes as set out in the relevant Annex. This amount shall be determined by reference to the Subscription Price paid in respect of the units held. The Management Company may also impose subsequent minimum subscription requirements. The Management Company may decide to waive the minimum subscription, minimum holding and subsequent minimum subscription amounts.

The Management Company shall not give effect to any transfer of units in its register as a consequence of which an investor would not meet the minimum holding requirement referred to in the relevant Annex.

Units of each Sub-Fund are issued by the Management Company after receipt of the issue price by the Depositary. The minimum initial subscription amount into a Sub-Fund may not be less than EUR 100,000 or its equivalent in another currency unless otherwise provided for in the relevant Annex. Annex may provide for different minimum initial and/or subsequent subscription amounts and/or minimum redemption amounts and/or minimum holdings for certain Sub-Fund(s).

All applications for purchase of units by Eligible Investors must be made through the Administrator.

Transfer of units is evidenced by an inscription in the unit register of the Fund.

Units may be redeemed or transferred by written instructions to the Administrator subject to any restrictions disclosed in the relevant Annex.

The initial offering period and the initial issue price per unit (where applicable) shall be disclosed in the relevant Annex.

Following their initial issue, the issue price of units of any Sub-Fund shall be the Net Asset Value per unit for the relevant Sub-Fund calculated as of the applicable Subscription Day.

Any sales charges and levies that may be applicable on the issue of units shall be charged in addition and are (where applicable) disclosed in the Annex.

Applications for subscription are subject to the prior notice requirements specified in the relevant Annex.

The Management Company may, at any time at its discretion, temporarily discontinue, cease definitely or limit the issue of units to persons or corporate bodies resident or established in certain countries or territories. The Management Company may also prohibit certain persons or corporate bodies from acquiring units if such a measure is necessary for the protection of the Unitholders as a whole and/or for the protection of the Fund or of the Management Company, or reserve the issue of certain classes of units to those investors approved by the Management Company.

Furthermore the Management Company may:

- (a) reject at its discretion any application for units when the Management Company deems it necessary for the protection of the Fund;

- (b) repurchase at any time the units held by Unitholders who are excluded from purchasing or holding units in accordance with the Management Regulations; or
- (c) cease to issue units of a class of units.

The units have not been registered under the Securities Act and the Fund has not been registered under the Investment Company Act. The units may not be offered, sold, transferred or delivered, directly or indirectly, in the United States, its territories or possessions or to U.S. Persons (as defined in Regulation S under the Securities Act or in the Foreign Account Tax Compliance Act enacted as part of the Hiring Incentive to Restore Employment Act ("FATCA") ("U.S. Person")) except to certain qualified U.S. institutions in reliance on certain exemptions from the registration requirements of the Securities Act and the Investment Company Act or certain provisions of FATCA and with the prior consent of the Management Company. Neither the units nor any interest therein may be beneficially owned by any other U.S. Person. The sale and transfer of units to U.S. Persons is restricted and the Management Company may repurchase units held by a U.S. Person or refuse to register any transfer to a U.S. Person as it deems appropriate to assure compliance with such Acts and such ownership limitations.

Confirmation notices, which describe the subscription price per unit, number of units subscribed and total amount of subscription proceeds, will be sent to Unitholders as soon as practicable after the applicable Subscription Day.

In addition to the limitations applying to applicants by virtue of their status, the Management Company may, at any time and at its discretion, suspend or limit the issue of units temporarily or permanently, in particular in consideration of applicants located in such countries or areas determined by the Management Company. The Management Company may exclude certain investors from the purchase of units when this appears to be necessary to protect the Unitholders and the Fund as a whole.

Payment on subscription of units must be in the currency of the Class of the relevant Sub-Fund being subscribed for unless otherwise provided for in the relevant Annex.

The Management Company reserves the right at any time, without notice, to discontinue the issue or sale of units pursuant to this Prospectus.

## **B) REDEMPTION OF UNITS**

Unitholders may request the redemption of their units in a Sub-Fund as provided for in the relevant Annex.

The redemption price shall be based on the Net Asset Value per unit of the relevant Class in the applicable Sub-Fund determined as of the applicable Redemption Day. Consequently, depending on the movement in the Net Asset Value, the redemption price may be higher or lower than the issue price paid. Payment of the redemption price will be made as described in the relevant Annex, unless specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depository's control make it impossible to transfer the redemption proceeds in accordance with any instructions given by the redeeming Unitholder.

Unless otherwise provided in the Annex, no charge will apply on redemptions.



Payment of the redemption proceeds will be made in the currency of the relevant Class of the relevant Sub-Fund, unless otherwise instructed by the Unitholder. In such case, the payment of the redemption proceeds in another currency than the currency of the relevant Class of the applicable Sub-Fund will be made at a rate of exchange determined at the sole discretion of the Management Company and at the risk and cost of the Unitholder.

If applications to redeem are received in respect of any one Redemption Day for redemptions (including conversions) aggregating more than 20% of the Net Asset Value of the Sub-Funds or representing in aggregate for the Sub-Funds more than USD 50 million, then the Management Company shall have the right to limit redemptions (including conversions) so that they do not exceed this threshold amount of 20% or USD 50 million. The Management Company may decide to limit redemption once the lower of these two thresholds is reached. Redemptions (including conversions) shall be limited with respect to all Unitholders seeking to redeem (or convert) units as of a same Redemption Day so that each such Unitholder shall have the same percentage of its redemption (or conversion) request honoured; the balance of such redemption (or conversion) requests will be cancelled.

Unitholders may withdraw at any time their requests for redemption in the event of a suspension of the valuation of the assets of any Sub-Fund in the circumstances described below, under Section XI. "Valuation of the units". The Management Company may suspend the Investors' right to require the Management Company to redeem their units during any period when the determination of the Net Asset Value of the units of a Sub-Fund and/or Class is suspended as provided under Section XI. "Valuation of the units" below.

In the event of a suspension of redemptions, a withdrawal of redemption requests will be effective only if written notification is received by the Administrator before the termination of the period of suspension. If the request is not so withdrawn the redemption will be made as of the Redemption Day (as defined for each Sub-Fund) next following the end of the suspension.

Confirmation notices, which describe the redemption price per unit, number of units and total amount and payment date will be sent to Unitholders immediately after the relevant Redemption Day, unless specified differently in the Annex of the relevant Sub-Fund.

No prior notice, subscription or redemption charge shall apply to a redemption order received from an Investor on a Redemption Day which is immediately followed by a subsequent and reciprocal subscription order from the same Investor for the same Subscription Day.

Annex to this Prospectus may provide for minimum redemption amounts for certain Sub-Fund(s).

### **C) CONVERSION OF UNITS**

Holders of units in one Sub-Fund may in principle convert their units into units of another Sub-Fund or from one Class of a Sub-Fund into another Class of the same Sub-Fund, subject to compliance with any eligibility conditions of the Class or Sub-Fund into which the conversion is to be effected. The Management Company may however decide to waive the compliance with any applicable minimum subscription, minimum holding and subsequent minimum subscription amounts.

The Management Company shall have the right to reject any conversion request and to suspend on its discretion the conversion of units into units of another Sub-Fund.

The basis of conversion will be, in such case, the respective Net Asset Value per unit of the Sub-Funds concerned, determined as of the next Conversion Day following the day on which such request is received. Conversion requests must be received in accordance with the same provisions as set out in the relevant Annex in relation to redemptions. Conversion applications received after such time will be carried forward to and dealt with on the next Conversion Day.

Unless otherwise provided in Annex to this Prospectus, no charge will apply on conversions.

Requests for conversions, once made may not be withdrawn, except in the event of a suspension or deferral of the right to redeem units of the Sub-Fund from which the conversion is to be made or deferral of the right to purchase units of the Sub-Fund into which the units are converted.

The proceeds of units which are converted will be reinvested in units relating to the Sub-Fund into which the conversion is being made.

All authorised conversions will be acknowledged by a confirmation notice, confirming details of the conversion.

The Management Company will determine the number of units of the Sub-Fund into which the investor wishes to convert his existing units in accordance with the following formula:

$$A = \frac{[(B \times C) - F] \times D}{E}$$

Where:

- A is the number of units relating to the new Sub-Fund to which the Unitholder shall become entitled;
- B is the number of units relating to the former Sub-Fund specified in the conversion notice, which the Unitholder has requested to be converted;
- C is the Net Asset Value of a unit relating to the former Sub-Fund;
- D is the currency conversion rate;
- E is the Net Asset Value of a unit relating to the new Sub-Fund;
- F is any applicable conversion charges.

#### **D) MARKET TIMING, FREQUENT TRADING POLICY AND LATE TRADING**

The Management Company, on behalf of the Fund, does not knowingly allow dealing activity which is associated with market timing or frequent trading practices, as such practices may adversely affect the interests of all Unitholders.

In addition, the Management Company does not permit Late Trading. Late Trading is to be understood as the acceptance of a subscription (or redemption) order after the cut-off time and the execution of such order at the price based on the Net Asset Value applicable to an order placed before the cut-off time.

In order to protect the best interests of Unitholders, the Management Company reserves the right to reject any application for the subscription of units from any investor engaging in such practices or

suspected of engaging such practices and to take such further action as it, in its discretion, may deem appropriate or necessary.

#### **E) CONFLICTS OF INTEREST**

The Management Company, the Investment Manager, the Depositary and the Administrator and Registrar and Transfer Agent and their respective delegates, affiliates, officers, and shareholders are, or may be involved in other financial, investment, and professional activities which may cause a conflict of interest with the management and administration of the Fund and its Sub-Funds.

Each of the above-mentioned entities will respectively ensure that the performance of its respective duties towards the Fund and its Sub-Funds will not be impaired by any such involvement that each of the above-mentioned entities might have. If a conflict of interest does arise, the Management Company, and the relevant person(s) shall endeavour to ensure that the conflict is resolved fairly, within a reasonable time and in the interest of the Unitholders and ensure that Unitholders' interests are safeguarded.

### **VIII. FEES AND EXPENSES**

#### **A) MANAGEMENT FEE**

The Management Company is entitled to a fee based on the net assets under management per Sub-Fund at a rate specified for each Sub-Fund in the relevant Annex to this Prospectus and to compensation for any reasonable disbursements and out-of-pocket expenses, which are accrued on each Valuation Day and payable monthly in arrears out of each Sub-Fund's net assets.

The Management Company shall pay out of these fees any investment management or investment advisory fees.

#### **B) PERFORMANCE FEE**

The Management Company or the Investment Manager may be entitled to receive from each Sub-Fund a performance fee if and as provided for in the relevant Annex.

#### **C) ADMINISTRATION AND DEPOSITARY FEE**

The Administrator and the Depositary (including any sub-custodian) are entitled to receive out of the assets of each Sub-Fund such fees representing in aggregate not more than 2% of each Sub-Fund's Net Asset Value.

#### **D) EXPENSES**

The Fund may bear all costs and expenses directly incurred in the operations including the following:

- all taxes which may be payable on the assets, income and expenses chargeable to the Fund;

- standard brokerage (including prime brokerage) and bank charges incurred by the Fund's business transactions (these charges are included in the cost of investments and deducted from sales proceeds);
- all operational costs, including fees payable to accountants, any paying agent and permanent representatives in places of registration;
- all costs and expenses associated with other agents employed by the Management Company on behalf of the Fund, including fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, explanatory memoranda or registration statements, taxes or governmental charges;
- all costs for the listing of the units of the Fund on any stock exchange or regulated market and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex;
- expenses, as the case may be, of the Management Company in the context of the management of the Fund;
- the cost, including that of legal advice, which may be payable by the Management Company or the Depositary for actions taken in the interest of the Unitholders.

All recurring fees, costs and expenses are first deducted from the investment income, then from realised capital gains and then from the assets. Other expenses will be written off over a period of five years.

The expenses of establishing the Fund are to be written off over a period of five years.

However, in the event that further Sub-Funds are created and established during the first year of existence of the Fund, the initial establishment costs shall, unless the Management Company determines otherwise, be borne by all such Sub-Funds in proportion to their respective initial net assets on a time adjusted basis according to the length of time they have been in existence.

Where a new Sub-Fund is created and launched thereafter, it will incur its own initial expenses that will be written off over a period of five years.

Additional or specific fees, charges and expenses may be provided for in the Annex.

## **IX. TAXATION**

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of units and is not intended as tax advice to any particular investor or potential Investor. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

The following is based on the Management Company's understanding of certain aspects of the law and practice currently in force in Luxembourg. There can be no guarantee that the tax position at the date of this Prospectus or at the time of an investment will endure indefinitely.

Investors should consult their professional advisors on the possible tax and other consequences of their subscribing for, purchasing, holding, selling or redeeming units under the laws of their country of incorporation, establishment, citizenship, residence or domicile.

#### **A) TAXATION OF THE FUND**

The Fund is neither subject to taxation on its income, profits or gains nor subject to net wealth tax in Luxembourg. No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the Units of the Fund. The Fund, being subject to the SIF Law, is subject to a subscription tax (*taxe d'abonnement*) levied at the rate of 0.01% per annum based on the net asset value of the Fund at the end of the relevant quarter, calculated and paid quarterly.

The Fund may be exempt from the "*taxe d'abonnement*" in the following circumstances and under the conditions as set out in Article 68(2) of the SIF Law: (i) investments in a Luxembourg UCI subject itself to the "*taxe d'abonnement*", (ii) specialised investment funds ("**SIFs**"), as well as individual compartments whose securities are reserved for institutions for occupational retirement provision thereof or dedicated classes reserved to retirement pension schemes, (iii) SIFs as well as SIFs with multiple compartments (x) that are authorised as short-term money market funds in accordance with Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds, and, (y) which have obtained the highest possible rating from a recognised rating agency or (iv) and SIFs as well as individual compartments of SIFs whose main object is the investment in microfinance institutions or (v) specialised investment funds as well as individual compartments of specialised investment funds with multiple compartments that are authorised as European long-term investment funds in accordance with Regulation (EU) 2015/760 of the European Parliament and of the Council of 29 April 2015 on European long term investment funds.

#### **B) WITHHOLDING TAX**

Distributions made by the Fund as well as liquidation proceeds and capital gains are not subject to withholding tax in Luxembourg.

#### **C) THE INVESTORS**

Investors in the Fund will be subject to tax on the income and capital gains earned from the investment in accordance with the laws in force in their country of residence.

Under the current legislation, investors are not subject to any capital gains, income or withholding tax in Luxembourg except for (i) those domiciled, resident or having a permanent establishment in Luxembourg or (ii) non-residents of Luxembourg, not protected by a tax treaty, who hold through the Fund more than 10% of a Luxembourg company and have their Units in the Fund redeemed within less than 6 months after the subscription of the Units of the Fund.

The Fund collects the income produced by the securities in its portfolio after deduction of any withholding tax in the relevant countries. Because the Fund does not have legal personality, any potential

entitlement to reduction in the rate of applicable withholding taxes depends on the status of the Fund's investors. Where an investor is exempt from tax in his country of residence, or is eligible for treaty relief under a double tax treaty concluded between his country of residence and the country where the security is located, it may be possible to obtain a full or partial refund of his proportionate share of the withholding tax suffered by the Fund.

#### **D) AUTOMATIC EXCHANGE OF INFORMATION**

The Organisation for Economic Co-operation and Development ("**OECD**") has developed a common reporting standard ("**CRS**") to achieve a comprehensive and multilateral automatic exchange of information ("**AEOI**") on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "**Euro-CRS Directive**") was adopted in order to implement the CRS among the Member States.

The Euro-CRS Directive was implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("**CRS Law**"). The CRS Law requires Luxembourg financial institutions to identify financial asset holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement.

Accordingly, the Management Company may require the Investors to provide information in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status. Responding to CRS related questions is mandatory. The personal data obtained will be used for the purpose of the CRS Law or such other purposes indicated by the Fund in accordance with applicable data protection law / in the data protection section / in the subscription form. Information regarding an investor and his/her/its account will be reported to the Luxembourg tax authorities (*Administration des Contributions Directes*), which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis, if such account is deemed a CRS reportable account under the CRS Law. The Management Company, on behalf of the Fund, is responsible for the treatment of the personal data provided for in the CRS Law. The Investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*) which can be exercised by contacting the Management Company at its registered office.

Under the CRS Law, the first exchange of information will be applied by 30 September 2017 for information related to the calendar year 2016. Under the Euro-CRS Directive, the first AEOI must be applied by 30 September 2017 to the local tax authorities of the Member States for the data relating to the calendar year 2016.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement ("**Multilateral Agreement**") to automatically exchange information under the CRS. The Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis.

The Fund reserves the right to refuse any application for units if the information provided or not provided does not satisfy the requirements under the CRS Law.

**Unitholders should consult their professional advisors on the possible tax and other consequences with respect to the implementation of the CRS.**

## E) FATCA

The Foreign Account Tax Compliance Act ("**FATCA**"), a portion of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States in 2010. It requires financial institutions outside the US ("foreign financial institutions" or "FFIs") to pass information about "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service ("**IRS**") on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement. On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("**Luxembourg IGA**") with the United States of America and a memorandum of understanding in respect thereof. The Fund would hence have to comply with such Luxembourg IGA as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the "**FATCA Law**") in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Fund may be required to collect information aiming to identify its direct and indirect Unitholders that are Specified US Persons for FATCA purposes ("**FATCA Reportable Accounts**"). Any such information on FATCA Reportable Accounts provided to the Management Company will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand-Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3 April 1996. The Management Company acting on behalf of the Fund intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Fund. The Management Company will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

To ensure the Fund's compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, the Management Company, in its capacity as the Fund's management company, may:

- a) request information or documentation, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a unit's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such Unitholder's FATCA status;
- b) report information concerning a Unitholder and his account holding in the Fund to the Luxembourg tax authorities if such account is deemed a FATCA Reportable Accounts under the FATCA Law and the Luxembourg IGA;
- c) report information to the Luxembourg tax authorities (*Administration des Contributions Directes*) concerning payments to Unitholders with FATCA status of a non-participating foreign financial institution;
- d) deduct applicable US withholding taxes from certain payments made to a Unitholder by or on behalf of the Fund in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and
- e) divulge any such personal information to any immediate payor of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

The Management Company, on behalf of the Fund, shall communicate any information to the Investor according to which (i) the Fund is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will only be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*); (iv) responding to FATCA-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the Investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

The Fund reserves the right to refuse any application for units if the information provided by a potential investor does not satisfy the requirements under FATCA, the FATCA Law and the IGA.

Unitholders should consult their professional advisors on the possible tax and other consequences with respect to the implementation of FATCA.

## **X. GENERAL INFORMATION**

### **A) MANAGEMENT COMPANY**

The Fund is managed for the Unitholders' account by Ofi Invest Lux, which is a Luxembourg company and a wholly-owned subsidiary of the Investment Manager.

OFI INVEST LUX has been incorporated on 26 April 2006 as a public limited company (*société anonyme*) for an unlimited period of time under the laws of the Grand-Duchy of Luxembourg. Its articles have been published in the *Mémorial C, Recueil des Sociétés et Associations* of Luxembourg (the "**Mémorial**") on 13 July 2006. Its share capital amounts to EUR 200,000 and has been fully paid-up. It is registered on the official list of Luxembourg management companies governed by chapter 15 of the 2010 Law.

The Management Company acts as the alternative investment fund manager of the Fund within the meaning of article 1(46) of the 2013 Law.

The principal objects of the Management Company are *inter alia* the collective portfolio management of one or several Luxembourg and/or foreign collective investment funds in transferable securities authorized according to the Directive 2009/65/EC, as amended ("**UCITS**") and of other Luxembourg and foreign collective investment funds not covered by this Directive ("**UCI**") (all together the "**Funds**") on behalf of their unitholders or shareholders in accordance with the provisions of chapter 15 of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as it may be amended from time to time (the "**2010 Law**").

The Management Company may also serve as advisor to such Funds in connection with the management of their assets and their promotion.

The activity of collective portfolio management of the Funds includes the following functions:

- Investment Management. In this connection, the Management Company may, for the account of the Funds, (i) provide investment advice and make investment decisions, (ii) enter into agreements, (iii) buy, sell, exchange and deliver any sort of transferable securities and/or other acceptable types of assets, (iv) exercise all voting rights pertaining to securities held by the Funds under management. This enumeration is not exhaustive;



- Administration of Funds. This function includes all activities listed under "Administration" in Annex II of the 2010 Law i.e. namely (i) the valuation of the Funds portfolios and the pricing of the units/shares, (ii) the issue and redemption of the units/shares of the Funds, (iii) the maintenance of units/shares holder registers, and (iv) the record keeping of transactions. This enumeration is not exhaustive;
- Marketing of the units/shares of the Funds in Luxembourg and abroad. The Management Company may perform part or all of these activities for UCITS and UCIs or other management companies as delegate.

In addition to the collective portfolio management activity, the Management Company may perform the following services:

a) management of portfolios of investments, on a discretionary client-by-client basis, including those owned by pension funds, in accordance with mandates given by investors where such portfolios include one or more of the instruments listed in Section B of Annex II of the Law of 5 April 1993 on the financial sector, as amended;

b) as non-core services:

- investment advice concerning one or more of the instruments listed in Section B of Annex II of the Law of 5 April 1993 on the financial sector, as amended.

The Management Company is furthermore authorised to provide the services as described in Annex I of the 2013 Law. The Management Company may carry out all activities as defined in Annex I:

- Portfolio management
- Risk management
- Administration
- Marketing
- Activities related to the assets of AIFs, namely services necessary to meet the fiduciary duties of the AIFM, facilities management, real estate administration activities, advice to undertakings on capital structure, industrial strategy and related matters, advice and services relating to mergers and the purchase of undertakings and other services connected to the management of the AIF and the companies and other assets in which it has invested.

To the extent permitted by applicable laws and regulations and under its oversight and responsibility, the Management Company may delegate partially or globally certain of its activities and functions, in particular:

- delegation of the investment management function to Ofi Invest Asset Management;
- partial delegation of the risk management function to Ofi Invest Asset Management;
- delegation of the administration function to CACEIS Bank, Luxembourg branch;
- partial delegation of the marketing activity to Ofi Invest Asset Management.

The Board of Directors of the Management Company has the broadest powers to act in the company's name and to carry out all acts of administration and management relating to the company's objective, without prejudice to the limitations imposed by law, the articles of association of the Management Company and the Management Regulations.

In accordance with the requirements of Article 8 (7) of the 2013 Law, the Management Company shall cover potential liability risks arising from professional negligence by holding appropriate additional own funds within the meaning of Article 1(45) of the 2013 Law.

The accounts of the Management Company are audited by an independent approved statutory auditor. This task has been entrusted to PricewaterhouseCoopers.

## **B) INVESTMENT MANAGERS / INVESTMENT ADVISERS / PRIME BROKERS**

The identity of the appointed investment manager or investment advisers (if any) for each Sub-Fund shall be disclosed in the relevant Annex.

The Management Company may appoint one or several prime brokers (the "**Prime Broker**" or the "**Prime Brokers**") in relation to each Sub-Fund to provide brokerage, dealing services, clearing, credit facilities, security lending facilities and foreign exchange to the Fund in respect of a given Sub-Fund. In relation to the purchase and sale transactions that the Prime Brokers will settle for the Fund, the Prime Brokers may provide financing to the Fund and may hold assets and cash on behalf of the Fund in connection with such settlement and financing transactions. As security for the payment and performance of its obligations and liabilities to the Prime Brokers, the Fund will normally advance to the Prime Brokers collateral in the form of securities or cash. The identity of the appointed Prime Broker (if any) for each Sub-Fund shall be disclosed in the relevant Annex.

It is not currently the intention of the Management Company to appoint a Prime Broker for any Sub-Fund. In case this would change, Unitholders will be duly informed and this Prospectus updated.

## **C) DEPOSITARY**

CACEIS Bank, Luxembourg branch, the Depositary, is the Luxembourg branch of CACEIS Bank France., a public limited liability company (*société anonyme*) incorporated under the laws of France with a share capital of 440,000,000 Euros, having its registered office located at 1-3, place Valhubert, 75013 Paris, France, identified under number 692 024 722 RCS Paris.

The Depositary shall assume its functions and responsibilities in conformity with the SIF Law and the 2013 Law.

All cash, securities and other assets constituting the assets in the Fund shall be held by the Depositary on behalf of the Unitholders of the Fund. The Depositary may entrust correspondent banks and financial institutions with the custody of such assets. The Depositary may hold securities in fungible and/or non-fungible accounts with such clearing houses as the Depositary may determine. It will have the normal duties of a bank with respect to the Fund's deposits of cash and securities. The Depositary may only dispose of the assets of the Fund and make payments to third parties on receipt of instructions from the Management Company or its appointed agents.

Either the Management Company or the Depositary may terminate their contractual relationship at any time in writing upon three months' notice. The Management Company may, however, only terminate the appointment of the Depositary when a new Depositary takes over the functions and responsibilities of the Depositary of the Fund as set out in the Management Regulations. After its termination of the appointment the Depositary must continue to carry out its functions until the entire assets of the Fund shall have been transferred to the new Depositary.

In the event of a termination by the Depositary, the Management Company shall within two months appoint a new Depositary; in this event, the Depositary must ensure that the interests of the Unitholders are safeguarded until its functions are transferred to the new Depositary.

The Depositary shall assume its functions and responsibilities in accordance with Part II of the SIF Law and the 2013 Law.

The principal duties of the Depositary are as follows:

- a) Safe-keeping of the assets of the Fund that can be held in custody (including book entry securities) and record-keeping of assets that cannot be held in custody in which case the Depositary must verify their ownership;
- b) Ensuring that the Fund's cash flows are properly monitored, and in particular ensuring that all payments made by or on behalf of investors upon the subscription of units in the Fund have been received and that all cash of the Fund has been booked in cash accounts that the Depositary can monitor and reconcile;
- c) Ensuring that the issue, redemption and cancellation of units of the Fund are carried out in accordance with applicable laws and the Management Regulations;
- d) Ensuring that the valuation of the units of the Fund is calculated in accordance with applicable laws, the Management Regulations and the valuation procedures;
- e) Carrying out the instructions of the Management Company, unless they conflict with applicable laws or the Management Regulations;
- f) Ensuring that in transactions involving the Fund's assets any consideration is remitted to the Fund within the usual time limits;
- g) Ensuring that the Fund's income is applied in accordance with applicable laws and the Management Regulations.

In relation to the duties of the Depositary regarding custody as referred to in paragraph (a) above, and in respect only of Financial Instruments (as defined in article 1 (51) of the 2013 Law) which may be held in custody, the Depositary shall in accordance with the 2013 Law, be liable to the Unitholders for any loss of such Financial Instruments held by the Depositary or any delegate of the Depositary to whom safe-keeping of assets services has been delegated (a "**Sub-Custodian**"), save to the extent that any such liability has been contractually transferred to a Sub-Custodian pursuant to article 19 (11) and article 19 (13) of the 2013 Law.

The Depositary shall delegate to a Sub-Custodian only such functions as are permitted to be delegated by the Depositary under the 2013 Law and, regarding any such delegation, the Depositary shall adhere to the due diligence and supervisory requirements of the 2013 Law in the selection and on-going monitoring of each Sub-Custodian. In the event that no Sub-Custodian, in a particular jurisdiction, has, due to legal constraints in the law of that jurisdiction, been identified by the Depositary as being capable of fulfilling the delegation requirements of the 2013 Law, the Management Company shall ensure that the Unitholders are duly so informed prior to their investment and shall set out for the Unitholders the circumstances that, in the reasonable opinion of the Management Company, justify such delegation. In the event that the delegation requirements of the 2013 Law are not capable of being fulfilled by a Sub-Custodian after the Unitholder has invested in the Fund, the Management Company shall also ensure that the Unitholders are informed of the legal constraints in the relevant law and of the circumstances that, in the reasonable opinion of the Management Company, justify such delegation.

Such information in respect of a Sub-Custodian shall be notified to Unitholders prior to the investments which require the appointment of such a Sub-Custodian.

To the extent that a Sub-Custodian is permitted to sub-delegate its functions, it may do so only to the extent that its liability under the 2013 Law shall not be affected by the delegation.

The Management Company shall notify the Unitholders of any contractual liability discharge arrangements the Depositary has entered into with a Sub-Custodian pursuant to the provisions of article 19 (11) and article 19 (13) of the 2013 Law. A list of the appointed Sub-Custodians and a description of any contractual liability discharge arrangements shall be kept up-to-date and made available to the Unitholders at the registered office of the Management Company.

The Depositary may be liable to the Fund and to the Unitholders for other losses suffered by the Fund and/or the Unitholders, particularly where such loss arises as a result of the negligent or intentional failure of the Depositary to properly fulfil its obligations under the 2013 Law.

#### **D) ADMINISTRATOR**

The Management Company has appointed CACEIS Bank, Luxembourg branch as Central Administration, Registrar, Paying and Transfer Agent of the Fund (the "**Administrator**").

It is responsible for the performance of the general administrative functions required by Luxembourg law and for the processing of the issue, redemption, conversion and transfer of units, the calculation of the Net Asset Value of units and the maintenance of accounting records.

The Administrator is in charge of the three functions which pertain to the UCI administration function under CSSF Circular 22/811 (i.e., the registrar function, the Net Asset Value calculation and accounting function, and the client communication function). As such, the Administrator is in particular responsible (i) for ensuring the issue, conversion and redemption of units and maintaining the register of Unitholders of the Fund and (ii) for calculating and publishing the Net Asset Value of the units of each Sub-Fund pursuant to the SIF Law and the Management Regulations and for performing administrative and accounting services for the Fund as necessary.

#### **E) AUDITORS**

The approved statutory auditor (*réviseur d'entreprises agréé*) of the Fund is PricewaterhouseCoopers. The approved statutory auditor (*réviseur d'entreprises agréé*) of the Fund is appointed by the Management Company and shall, with respect to the assets of the Fund, carry out the duties provided by the SIF Law and the 2013 Law.

#### **F) UNITHOLDERS' RIGHTS AGAINST SERVICE PROVIDERS**

Unitholders shall not have any direct contractual rights against the Investment Manager, the Depositary, the Administrator and Registrar and Transfer Agent, the auditor of the Fund and of the Management Company or any other service providers of the Management Company who have been appointed from time to time by the Management Company.

In accordance with the SIF Law and the 2013 Law, liability of the Depositary to Unitholders shall be invoked through the Management Company. Should the Management Company fail to act despite a

written notice to that effect from a Unitholder within a period of three months following receipt of such a notice, that Unitholder may directly invoke the liability of the Depositary.

## **G) UNITHOLDERS' RIGHTS**

The Board of Directors of the Management Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Fund, if the investor is registered himself and in his own name in the register of the Fund. In cases where an investor invests in the Fund through a financial intermediary investing into the Fund in his own name but on behalf of the investor, (i) it may not always be possible for the investor to exercise certain rights directly against the Fund and (ii) investors' rights to indemnification in the event of errors/non-compliance within the meaning of CSSF Circular 24/856 (CSSF Circular 02/77 until 31 December 2024) may be impacted. Investors are recommended to take advice on their rights.

## **H) MANAGEMENT REGULATIONS**

The management regulations of the Fund (the "**Management Regulations**") have been signed by the Management Company on 29 December 2010 with effect as of 31 December 2010 and were amended for the last time as of 2 June 2014. Notice of their deposit at the *Registre de Commerce et des Sociétés*, Luxembourg, has been published in the *Mémorial* on 4 July 2014. Amendments may be made by the Management Company. The amendments will become effective upon publication of a notice of their deposit with the *Registre de Commerce et des Sociétés*, Luxembourg in the RESA or upon any other date provided for in the amending documents.

Unless specifically provided for certain situations in the Management Regulations, no meetings of the Unitholders will be held. The subscription or acquisition of units implies acceptance of the Management Regulations by the Unitholders.

## **I) SFDR AND TAXONOMY**

The Management Company analyses sustainability risks as part of its risk management process.

Assessment of sustainability risks is complex and may be based on environmental, social, or governance data which is difficult to obtain and incomplete, estimated, out of date or otherwise materially inaccurate. Even when identified, there can be no guarantee that these data will be correctly assessed.

### **Manner in which sustainability risks are integrated into product investment decisions**

The Fund does not promote any particular environmental and/or social characteristics, nor does it pursue a specific sustainability objective (environmental and/or social). Where a Sub-Fund is not identified as subject to the disclosure requirements of Article 8 or Article 9 of the SFDR, such Sub-Fund is subject to the Article 7 of the Regulation (EU) 2020/852 and must disclose that the investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities. Furthermore, sustainability risks are not systematically integrated and are not a central element of the investment strategy.

As at the date of this Prospectus, the Sub-Funds do not consider principal adverse impacts on sustainability factors within the investment processes applicable to these Sub-Funds as the investment

policies of those Sub-Funds do not promote any environmental and/or social characteristics. The situation may however be reviewed going forward.

### **The results of the assessment of the likely impacts of sustainability risks on the returns of the financial products**

Sustainability risks are primarily related to climate events resulting from climate change (known as physical risks), the ability of companies to respond to climate change (known as transition risks) and which may result in unanticipated losses affecting the Sub-Fund's investments and financial performance. Social events (inequalities, labour relations, investment in human capital, accident prevention, changes in consumer behaviour, etc.) or governance gaps (recurrent and significant breach of international agreements, corruption, product quality and safety and sales practices) can also translate into sustainability risks.

## **J) RISK MANAGEMENT, LIQUIDITY MANAGEMENT AND RISK PROFILE**

The Management Company has adopted in respect of the Fund a risk management system and a conflicts of interest policy as required by the SIF Law.

### **a) Risk Management**

The Management Company will employ robust risk management practices in managing the Fund's investment activities, which from time to time may include single name limits and stress tests. The Management Company will implement and monitor these constraints using internally developed and third-party risk management analytics and tools.

### **b) Liquidity Risk Management**

The Management Company employs a liquidity management system and has put in place procedures which enable it to monitor the liquidity risks of the Fund and to ensure that the liquidity profile of each Sub-Fund's investment portfolio is such that the Management Company can, on behalf of the Fund, normally meet at all times its obligation to repurchase its units at the request of Unitholders, subject however to any limitations applicable to the Sub-Fund, as further detailed in the sub-section "Issue and redemption of units" in each Annex.

### **c) Risk Profile**

Each Sub-Fund's risk profile is set out in the relevant Annex.

## **XI. VALUATION OF THE UNITS**

The Net Asset Value of the units of each class of each Sub-Fund is determined in its reference currency. It shall be calculated by the Administrator as of each Valuation Day (as defined for each Sub-Fund) by dividing the net assets attributable to each class of each Sub-Fund by the number of units of such class of a Sub-Fund then outstanding. The net assets of each Sub-Fund are made up of the value of the assets attributable to such class within each Sub-Fund less the total liabilities attributable to such class calculated at such time as the Board of Directors of the Management Company shall have set for such purpose.

The assets and liabilities of the Fund shall be allocated in such a manner so that the issue price received upon issue of units connected with a specific Sub-Fund and/or Classes shall be attributed to that Sub-Fund and/or Classes. All assets and liabilities of the Sub-Fund or Class as well as income and expenses which are related to a specific class shall be attributed to that Sub-Fund or Class. Assets or liabilities which cannot be attributed to any Sub-Fund or Class shall be allocated to all the Sub-Funds and/or Classes pro rata to the respective Net Asset Value of the Sub-Funds or Classes. The proportion of the total net assets attributable to each Class shall be reduced as applicable by the amount of any distribution to Unitholders and by any expenses paid.

The calculation of the Net Asset Value per unit for any Sub-Fund shall be made by the Administrator, by dividing:

- (i) the total net value of the assets of the relevant Sub-Fund, meaning the value of all the securities and all other assets of such Sub-Fund, determined as of the Valuation Day according to the principles described below, less all debts, obligations and liabilities of the Fund with respect to the relevant Sub-Fund, as described under section VIII. "Fees and expenses",

by

- (ii) the total number of units of the corresponding Sub-Fund then outstanding.

The assets of each relevant Sub-Fund will be valued in accordance with the following principles:

- (a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable (including any rebates on fees and expenses payable by any UCI), prepaid expenses, cash dividends declared and interest accrued, and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Management Company may consider appropriate to reflect the true value thereof;
- (b) securities listed on a stock exchange or traded on any other regulated market will be valued at the close price on such stock exchange or market. If a security is listed on several stock exchanges or markets, the close price at the stock exchange or market which constitutes the main market for such securities, will be determining;
- (c) securities not listed on any stock exchange nor traded on a regulated market will be valued at their last available market price;
- (d) securities for which the price referred to in (b) and/or (c) is not representative of the fair market value, will be valued prudently, and in good faith on the basis of their reasonably foreseeable sale price;
- (e) options and financial futures traded on a regulated market will be valued on the basis of the clearing price at Valuation Day;
- (f) swap transactions will be consistently valued based on a calculation of the net present value of their expected cash flows.

- (g) shares or units in open-ended investment funds ("UCIs"), including the shares or units of UCIs in which a Sub-Fund may be allowed to invest substantially all of its total assets, will be valued at their last available calculated Net Asset Value or at their latest unofficial Net Asset Values (i.e. which are not generally used for the purposes of subscription and redemption of shares of the UCIs) as provided by the relevant administrators or investment managers if more recent than their official Net Asset Values. If events have occurred which may have resulted in a material change of the Net Asset Value of such shares or units in such UCIs since the day on which the latest official Net Asset Value was calculated, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Management Company, such change of value.
- (h) liquid assets and money market instruments may be valued at nominal value plus any accrued interest or on an amortised cost basis.
- (i) all other securities and assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Management Company.

In circumstances where one or more pricing sources fails to provide valuations for an important part of the assets to the Administrator preventing the latter to determine the subscription and redemption prices, the Administrator shall inform the Management Company who may decide to suspend the Net Asset Value calculation.

The Management Company may from time to time adopt and update (a) valuation policy(ies) based on the principles set out above but which shall enable it and/or the Administrator to proceed to a fairer valuation of (a) certain category(ies) of assets. Unitholders shall be informed of the adoption or of the amendment of such valuation policy(ies), copies of which may be obtained free of charge from the registered office of the Management Company. In such circumstances, neither the Management Company nor the Administrator shall, in the absence of manifest error, be responsible for any loss suffered by the Fund or any Unitholder thereof by reason of any error in the calculation of the Net Asset Value per unit resulting from the use of such valuation policies.

The Management Company may, at its discretion, permit some other method of valuation to be used if it considers that such method of valuation better reflects the true value and is in accordance with good accounting practice.

Values expressed in a currency other than the currency of denomination of the Net Asset Value of the relevant Sub-Fund shall be translated into that currency of denomination at the average of the last available buying and selling price for such currency.

Annex to this Prospectus may derogate in all or in part to the above rules.

The Management Company may temporarily suspend the issuance and redemption of units of any Sub-Fund as well as the calculation of the Net Asset Value per unit of any Sub-Fund during:

- (a) any period when any market or stock exchange, which is a principal market or stock exchange, on which a material part of the investments of the relevant Sub-Fund for the time being is quoted, is closed otherwise than for ordinary holidays, or during which dealings are substantially restricted or suspended; or



- (b) any period when settlement or clearing of securities in the China Securities Depository and Clearing Corporation Limited or any other relevant clearing or settlement system is closed (otherwise than for ordinary holidays), or disrupted, or during which dealings are restricted or suspended; or
- (c) any period where the calculation of the Net Asset Value of shares or units of the collective investment fund in which the relevant Sub-Fund may be allowed to invest substantially all of its total assets is suspended or is not otherwise available; or
- (d) the existence of any state of affairs which constitutes an emergency as a result of which disposal by the Management Company of investments of the relevant Sub-Fund is not possible; or
- (e) any breakdown in the means of communication normally employed in determining the price of any of the Sub-Fund's investments or the current prices on any market or stock exchange; or
- (f) any period when the repatriation of funds for the purpose of making payments on the redemption of such units or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of such units cannot in the opinion of the Management Company be effected or may not be effected at normal rates of exchange; or
- (g) during any period where the Fund or any Sub-Fund is being wound-up or merged; or
- (h) any other circumstances beyond the control of the Management Company.

In accordance with the SIF Law, the issue and redemption of Shares shall be prohibited:

- (i) During the period where the Company has no depositary; and
- (ii) Where the Depositary is put into liquidation or declared bankrupt or seeks an arrangement with the creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.

The Management Company shall cease the issue and redeem units forthwith upon the occurrence of an event causing it to enter into liquidation. Unitholders having subscribed for or requested redemption or conversion of their units will be notified in writing of any suspension and of the termination of such suspension.

## **XII. COMPULSORY REDEMPTION AND TERMINATION OF SUB-FUNDS**

In the event that (i) for any reason, the Net Asset Value of the assets relating to a Sub-Fund decreases to a level and for a period which, according to the Management Company, justifies the termination of such Sub-Fund or (ii) any regulatory change or restriction from the PRC government justify the termination of such Sub-Fund, or (iii) the directors of the Management Company deem it appropriate because of changes in the economic or political situation affecting the Sub-Fund, the Management Company may compulsorily redeem all units and close the Sub-Fund.

Liquidation proceeds not claimed by Unitholders at the close of liquidation of a Sub-Fund will be deposited at the *Caisse de Consignation* in Luxembourg in compliance with applicable Luxembourg laws and regulations.

If the Management Company becomes aware that any units are owned directly or indirectly by any person in breach of any law or requirement of a country or governmental or regulatory authority, or otherwise in the circumstances referred to in sub-section "Issue of units" above, the Management Company may require the redemption of such units.

## **XIII. DURATION OF THE FUND, LIQUIDATION**

The Fund and the various Sub-Funds shall be established for an indefinite period unless otherwise specified in the relevant Annex. The Fund may be dissolved at any time by mutual agreement of the Management Company and the Depositary. Notice of such dissolution shall be published in accordance with Luxembourg law. No unit may be issued after the date of such decision of the Management Company. Units may continue to be redeemed if the equal treatment between all Unitholders can be ensured.

In the event of the liquidation of the Fund, the Management Company shall realise the assets of the Fund in the best interest of the Unitholders, and the Depositary shall distribute the net liquidation proceeds corresponding to each Sub-Fund, after deduction of liquidation charges and expenses, to the holders of units of each Sub-Fund in the proportion of the respective Net Asset Values per unit, all in accordance with the directions of the Management Company.

Liquidation proceeds which could not be distributed to the persons entitled thereto at the close of liquidation shall be deposited with the *Caisse de Consignation* in Luxembourg in compliance with applicable Luxembourg laws and regulations.

## **XIV. RISK FACTORS**

Investors should give careful consideration to the following factors in evaluating the merits and suitability for investment in units of any Sub-Fund:

### **1. General Risk Considerations**

- (i) Investment in the Fund carries a substantial degree of risk. As a result of the nature of the Sub-Fund's investment activities, the performance of the Fund may fluctuate substantially from period to period. Accordingly, performance results of a particular period will not necessarily be indicative of future performance. Investors are recommended to consult their financial advisors before investing in the Fund.
- (ii) The Management Company does not expect that an active secondary market will develop in the units of the Fund. Units are subject to certain redemption provisions. In certain circumstances, the Management Company has the right to suspend or restrict redemptions of units, so that investors may be unable to liquidate some or any of their investment at a particular time.
- (iii) As described above, Unitholders seeking to redeem their units shall submit a redemption application not less than such time as set forth in the relevant Annex before the relevant Redemption Day. Unitholders will therefore not know, in advance of giving the redemption application the price at which their units will be redeemed and, while the notice period for redemption is expiring, the Net Asset Value per unit may change substantially due to market movement.
- (iv) The Fund is not the subject of any statutory compensation scheme.
- (v) The Fund is newly formed and the past performance of the Management Company or any of its agents is not necessarily a guide to the future performance of the Fund or the Sub-Funds.
- (vi) The services of the Management Company and any of its agents are not to be deemed exclusive to the Sub-Fund. No provision of this Prospectus shall be construed to preclude the above parties or any affiliate thereof from engaging in any other activity whatsoever and receiving compensation for providing services in the performance of any such activity. The Management Company, its directors and officers, employees, agents and affiliates, or shareholders, and if any of the above are bodies corporate, any of their directors and officers, employees, agents and affiliates or shareholders ("Interested Parties") may be involved in other financial, investment or other professional activities which may on occasion cause conflicts of interest with the Fund.
- (vii) All securities investments risk the loss of capital. Investment in the various securities and other instruments contemplated by the Fund involves significant economic risks. Although the Fund's investment program is expected to provide some protection from the risk of loss inherent in the ownership of such investments, there can be no assurance that these strategies will completely protect against this risk or that the Fund's investment objectives will be achieved.

- (viii) Unitholders may redeem their units in accordance with this Prospectus and the Management Regulations of the Fund. Substantial redemptions could require a Sub-Fund to liquidate investments more rapidly than otherwise desirable in order to raise the necessary cash to fund the redemptions and to achieve a market position appropriately reflecting a smaller equity base. This could adversely affect the value of the units. The cash resources immediately available to meet unit redemption applications will be limited and if redemption requests at any particular time exceed those resources, investment properties may need to be sold in order to redeem such units.
- (ix) Except as may be otherwise provided in the constituent documents of the Fund, the Unitholders have no right to participate in the management of the Fund or to vote at any general meeting.
- (x) The Management Company and its agents may from time to time act as agents in relation to, or be otherwise involved in, other funds which have similar objectives to those of the Fund. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interest with the Fund. Each will, at all times, have regard in such event to its obligations to the Fund and will endeavour to ensure that such conflicts are resolved fairly. Each will at all times, endeavour to act in the best interest of the Fund. In addition, any of the foregoing may deal, as principal or agent, with the Fund, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis.
- (xi) The tax consequences of an investment in the Fund are subject to certain risks. Each potential investor should carefully consider the tax effects of his own investment in the Fund since the tax consequences of an investment in the Fund are complex and certain of them will not be the same for all taxpayers. In view of the complexity of the tax aspects of investing in the Fund, and particularly in view of the fact that the tax situation of each investor will differ, all prospective investors should consult their own tax advisors with specific reference to their own tax situation prior to making an investment in the Fund.
- (xii) The Sub-Funds may borrow for investment purposes from first class professionals specialised in this type of transactions. Such borrowing facilities will magnify increases or decreases in the Sub-Funds' Net Asset Value. No assurance may be given that secured or unsecured debt financing will be available on terms that the Management Company considers acceptable.
- (xiii) Where the currency of a Sub-Fund or a Class varies from the Investor's home currency, or where the currency of a Sub-Fund or a Class varies from the currencies of the markets in which the Sub-Fund invests, there is the prospect of additional loss (or the prospect of additional gain) to the Investor greater than the usual risks of investment.
- (xiv) Investments of a Sub-Fund generally will be denominated in a reference currency and in case of investments denominated in a different currency, currency hedging will be undertaken. No assurance can be given however that these hedging transactions will always be successful and a perfect hedge is in most cases not possible. Hedging transactions also create costs which will impact the Sub-Fund's performance.

- (xv) An issuer of securities may be unable to make interest payments and repay principal when due. Changes in an issuer's financial strength or in a security's credit rating may affect a security's value and, thus, impact a Sub-Fund's performance. Securities rated below investment grade generally have more credit risk than higher-rated securities. Companies issuing high yield debt securities are not as strong financially. The companies are more likely to encounter financial difficulties and are more vulnerable to changes in the economy, such as a recession or a sustained period of rising interest rates that could affect their ability to make interest and or principal payments. The prices of high yield, debts securities fluctuate more than higher quality securities.
- (xvi) Investments in the securities issued by corporations, governments, and public-law entities located in different nations and denominated in different currencies involve certain risks. These risks are typically increased in developing countries and Emerging Markets. Such risks, which can have adverse effects on portfolio holdings, may include: (i) investment and repatriation restrictions; (ii) currency fluctuations; (iii) the potential for unusual market volatility as compared to more industrialised nations; (iv) government involvement in the private sector; (v) limited investor information and less stringent investor disclosure requirements; (vi) shallow and substantially smaller liquid securities markets than in more industrialised countries, which means the Management Company may at times, on behalf of the Sub-Fund, be unable to sell certain securities at desirable prices; (vii) certain local tax law considerations; (viii) limited regulation of the securities markets; (ix) international and regional political and economic developments; (x) possible imposition of exchange controls or other local governmental laws or restrictions; (xi) the increased risk of adverse effects from deflation and inflation; (xii) the possibility of limited legal recourse for the Management Company; and (xiii) the custodial and/or the settlement systems may not be fully developed.
- (xvii) For a Sub-Fund that uses financial derivative instruments to meet its specific investment objective, there is no guarantee that the performance of the financial derivative instruments will result in a positive effect for the Sub-Fund and its Unitholders.

**2. Specific risks relating to an investment on the Chinese market during the transitional period related to the change of the investment policy and strategy as from January 2<sup>nd</sup>, 2025**

- (i) Disclosure and regulatory standards in emerging market countries, such as China, are in many respects less stringent than international standards. There is for example substantially less publicly available information about Chinese issuers than is the case in many of the markets. Chinese issuers are also subject to accounting, auditing and financial standards and requirements that differ from those applicable under Generally Accepted Accounting Principles.
- (ii) A Sub-Fund may be fully invested in the China market. Although the relevant Sub-Fund portfolio will be well diversified in terms of the number of holdings, Investors should be aware that such investment may make such a Sub-Fund more volatile than a broad based Sub-Fund, such as a global equity fund. In China these risks are similar to the Emerging Markets risks. Such risks can have a negative impact on the performance of the relevant Sub-Fund.

- (iii) China has been transitioning to a market economy since the late seventies, reaffirming its economic policy reforms through five-year programs, the latest of which (for 2016 through 2020) was approved in March 2016. Under the economic reforms implemented by the Chinese government, the Chinese economy has experienced tremendous growth, developing into one of the largest and fastest growing economies in the world. There is, however, no guarantee that such growth will be sustained in the future.

Moreover, the slowdown in other major economies of the world, such as the United States, the European Union and certain Asian countries, may adversely affect economic growth in China. An economic downturn in China would adversely impact the Fund's investments.

- (iv) Reduced liquidity may have an adverse impact on market price and the Management Company's ability to sell, on behalf of any Sub-Fund, particular securities when necessary to meet the Sub-Fund's liquidity needs or in response to a specific economic event such as the deterioration in the creditworthiness of an issuer.

Redemptions of units of the Sub-Funds investing in China A-Shares are only possible periodically and subject to the restrictions and limitations referred to under the relevant appendix of this Prospectus. Repatriation restrictions, and any failure or delay in obtaining necessary SAFE approvals could restrict the ability of the Management Company acting on behalf of the relevant Sub-Fund to satisfy all or any redemption requests in respect of any particular Redemption Day.

- (v) A number of companies listed on the Shanghai and Shenzhen Stock Exchanges have a significant portion of their equities securities owned by the PRC government through a number of government bodies, state owned enterprises and sovereign wealth funds, which are restricted from being traded on the market for a number of years from their initial public offering periods. As a result, the listed equity securities of certain companies in the PRC may be materially less liquid, subject to greater dealing spreads.

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

- (vi) The laws, regulations, including Measures for the Administration of Securities Investment within the Territory of China by Qualified Foreign Institutional Investors allowing QFIIs to invest in China A-Shares, government policies and political and economic climate in China may change in the future. Any such change could adversely affect market conditions and, thus, the value of securities in a Sub-Fund's portfolio.
- (vii) Pursuant to the QFII regulations, a QFII may invest in stocks listed and traded on a stock exchange, bonds listed and traded on a stock exchange, securities investment funds, warrants listed and traded on a stock exchange, and other financial instruments approved by the CSRC. It is possible that in the event of a market disruption, the liquidity of the China A-Share market and trading prices of China A-Shares could be affected. Under current Chinese regulations the only way a foreign investor can invest in China A-Shares is by having the QFII status. The QFII status is obtained by OFI Invest Asset Management, not the Management Company nor the Fund. There is no guarantee that the Investment Manager will continue to benefit from the QFII status. Violations of the QFII regulations could result in revoking the QFII Quota or other regulatory action to the QFII Quota

and QFII that could impact the relevant Sub-Fund share of the QFII Quota.

The QFII will select independent brokers and a global custodian. The relevant Sub-Fund may at times incur losses due to the acts or omissions of the appointed brokers and custodian.

The Investment Manager will be required to remit the entire investment principal for its QFII Quota into a local sub-custodian account within such time period as specified by SAFE after the Investment Manager obtains a foreign exchange registration certificate from SAFE, the Chinese government agency responsible for foreign exchange administration. Once remitted, the investment principal may not be repatriated for three months starting on the date the QFII Quota is fully remitted into China.

- (viii) Changes in the tax system may have retroactive effects. The State of Administration of Taxation issued a circular which clarifies that according to the new Corporate Income Tax Law, QFII will be subject to withholding tax at a rate of 10% on the PRC sourced dividends and interest income on payment. Based on the general principle of the new Corporate Income Tax Law, subject to the application of the Double Taxation Agreement and special rules to be issued by the Ministry of Finance and the State Administration of Taxation, gains derived from the trading of PRC securities may be subject to tax in the future. Each relevant Sub-Fund may constitute credit balance to face such tax on capital gains.

**THE FOREGOING RISK FACTORS DO NOT PURPORT TO BE A COMPLETE EXPLANATION OF ALL OF THE CONSIDERATIONS INVOLVED IN AN INVESTMENT IN THE SUB-FUNDS. PROSPECTIVE INVESTORS SHOULD READ THIS PROSPECTUS TOGETHER WITH THE MANAGEMENT REGULATIONS OF THE FUND IN THEIR ENTIRETY BEFORE DETERMINING WHETHER TO SUBSCRIBE IN ANY UNITS.**

**PLEASE REFER TO THE RELEVANT SUB-FUND APPENDIX LISTING THE ADDITIONAL RISK FACTORS WHICH WOULD BE SPECIFIC TO THE RELEVANT SUB-FUND.**

## **XV. INFORMATION TO UNITHOLDERS**

The accounting year ends on 31 December of each year. Annual audited reports expressed in USD will be available to Unitholders at the registered office of the Management Company within six months of the close of the accounting year and will be prepared in accordance with Luxembourg GAAP (Generally Accepted Accounting Principles).

The reference currency of the Fund is the USD. The aforesaid reports will comprise consolidated accounts of the Fund expressed in USD as well as individual information on each Sub-Fund expressed in the reference currency of each Sub-Fund. Unless indicated otherwise in the relevant Annex, the reference currency of the Sub-Funds is the USD.

The latest Net Asset Value per unit of each Sub-Fund, together with subscription and redemption prices, are available on any Business Day at the registered office of the Management Company.

Other information on the Fund or the Management Company is available on any such Business Day at the registered office of the Management Company with any information relating to any suspension of the determination of the Net Asset Value of any Sub-Fund.

All announcements to Unitholders will be sent to the Unitholders at their address in the Fund's unit register.

As required by the 2013 Law, and to the extent only that such requirements are applicable, the Unitholders will be informed, by means of disclosure in the annual report of the Fund or, if the materiality so justifies, by means of a notification, of (i) the percentage of the Fund's assets which are subject to special arrangements arising from their illiquid nature, (ii) any new arrangements for managing the liquidity of the Fund, (iii) the total amount of leverage which the Fund has employed and (iv) any right of the reuse of collateral or any guarantee granted under any leveraging arrangement.

Past performance information for the Fund is available on the website <https://www.ofi-invest-lux.com/fund/ssi-ofi-han-part-c-eur/LU0575320410>

The Management Company will also make available upon request at its registered office all information to be provided to investors under the 2013 Law, including: (i) all relevant information regarding conflicts of interest (such as the description of any conflict of interest that may arise from any delegation of the functions listed in Appendix I of the 2013 Law or of any conflicts that must be communicated to investors under Articles 13.1 and 13.2 of the 2013 Law), (ii) the list of the Sub-Custodians used by the Depositary and (iii) the maximum amount of the fees that may be paid annually by the Fund.

Pursuant to CSSF Regulation n°16-07 relating to out-of-court complaints resolution, the Management Company has a complaint management policy that is defined, endorsed and implemented by the Board of Directors of the Management Company. This procedure aims at facilitating the resolution of complaints against professionals without judicial proceedings. The details of the Management Company's complaints resolution procedure will be made available, free of charge, to each Unitholder via a web portal, email or at the registered office of the Management Company.

## **XVI. FAIR TREATMENT OF INVESTORS**

The Management Company has established procedures, arrangements and policies to ensure compliance with the principle of fair treatment of investors.

The Management Company also maintains and operates organizational, procedural and administrative arrangements and implements policies and procedures designed to manage actual and potential conflicts of interest.

No preferential treatment shall be granted to any individual Unitholder. Unitholders' rights are those described in this Prospectus and the Management Regulations.

## **XVII. MATERIAL DOCUMENTS**

The following documents are also available for inspection to Eligible Investors at the registered office of the Management Company during normal business hours:

- The Management Regulations as updated from time to time;
- The Articles of Incorporation of the Management Company;



- The Depositary Agreement between the Management Company and CACEIS Bank, Luxembourg branch, and
- The latest annual reports of the Fund.

Upon request, the Management Regulations and the latest annual reports may be obtained by Eligible Investors free of charge at the address of the Management Company.

## **XVIII. APPLICABLE LAW AND JURISDICTION**

The Management Regulations are governed by the laws of the Grand Duchy of Luxembourg and any dispute arising between the Unitholders, the Management Company and the Depositary will be subject to the jurisdiction of the District Court of Luxembourg.

According to EU Regulation 1215/2012 of 12 December 2012 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters, a judgment given in a Member State of the European Union shall, if enforceable in that Member State, in principle (a few exceptions are provided for in EU Regulation 1215/2012) be recognized in the other Member State of the European Union without any special procedure being required and shall be enforceable in the other Member States of the European Union when, on the application of any interested party, it has been declared enforceable there.

Notwithstanding the foregoing, the Management Company and the Depositary may subject themselves and the Fund to the jurisdiction of the courts of the countries in which the Units of the Fund are offered and sold with respect to claims by investors resident in such countries, and with respect to matters relating to subscription and repurchase by Unitholders resident in such countries, to the laws of such countries.

The claims of the Unitholders against the Management Company or the Depositary will lapse five years after the date of the event which gave rise to such claims.

**ANNEX I -  
SINGLE SELECT INVESTMENT - OFI HAN  
(the "Sub-Fund")**

**I. CLASSES OF UNITS**

The Sub-Fund issues units within the following classes:

Class A (EUR)	Class A (USD)
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Class A units shall be normally available in accordance with the provisions of the Prospectus and this Annex.

The reference currency for each class is as indicated in the name of the relevant class. The reference currency for the Sub-Fund is the USD.

In order to protect Unitholders of classes not denominated in USD from the impact of currency movements, the relevant currencies may, at the entire discretion of the Management Company, be hedged, in full or in part, back to the USD. The costs and effects of this hedging will be reflected in the Net Asset Value and in the performance of these classes.

**II. MINIMUM SUBSCRIPTION AND HOLDING AMOUNTS**

Investments in units of the Sub-Fund shall be subject to the following minimum subscription and minimum holding requirements which shall be determined by reference to the Subscription Price paid in respect to the units held in the relevant class:

Class A (EUR):	500,000 EUR
Class A (USD):	500,000 USD

No minimum subsequent subscription amount for units in this Sub-Fund shall be required.

Subject to compliance with the SIF Law, the Management Company may waive in its discretion the minimum initial subscription amount and the minimum ongoing holding amount.

**III. INVESTMENT OBJECTIVE AND POLICY OF THE SUB-FUND**

**A. INVESTMENT OBJECTIVE**

The objective of the Sub-Fund is to invest at least 85% of its net assets in Ofi Invest ESG China Equity All Shares, a sub-fund of Global Fund, the objective of which is to outperform its reference benchmark the Bloomberg China Large & Mid Cap UCIT Total Return Index (CNUT) denominated in the Sub-Fund currency over the long term. Global Fund is a Luxembourg based undertaking for collective investment in transferable securities governed by Part I of the 2010 Law.

**B. BENCHMARK**

The Bloomberg China Large & Mid Cap UCIT Total Return Index (CNUT) denominated in EUR will be the Sub-Fund's benchmark. The Bloomberg China Large & Mid Cap UCIT Total Return Index

(CNUT) is a market-cap-weighted equity index that covers the top 85% of stocks market cap of the Shanghai or Shenzhen Stock Exchanges.

### C. INVESTMENT POLICY AND STRATEGY

The Investment Manager will make use of a discretionary investment strategy by investing a minimum of 85% of the Sub-Fund's net assets in shares of Ofi Invest ESG China Equity All Shares, exposed to the Chinese market. The Sub-Fund shall in principle use the remaining part of its assets to hold cash or cash equivalent instruments and/or vanilla financial derivative instruments for hedging purposes.

The investment objective and policy of the sub-fund Ofi Invest ESG China Equity All Shares of the fund Global Fund, as reflected in the prospectus of Global Fund, is as follows:

*“The objective of Ofi Invest ESG China Equity All Shares is to outperform its reference benchmark the Bloomberg China Large & Mid Cap UCIT Total Return Index (CNUT) denominated in the sub-fund currency by investing in domestic Chinese equity securities listed on markets of the PRC and in non-domestic Chinese equity securities listed on Regulated Markets or on Other Regulated Markets in Hong Kong, US, Taiwan and Singapore.*

*Ofi Invest ESG China Equity All Shares may invest up to 100% in China A-Shares via Stock Connect and promotes environmental or social characteristics in the sense of the Article 8 of the SFDR.”*

Further details on the investment policy, strategy and other features of Ofi Invest ESG China Equity All Shares can be found in its prospectus that is available for inspection at no costs at the registered office of the Management Company : <https://www.ofi-invest-lux.com/funds>, as well as on OFI Invest Asset Management's website at [www.ofi-invest-am.com](http://www.ofi-invest-am.com).

**Investors should note that there can be no guarantee that the Sub-Fund will achieve its objectives. The value of the Sub-Fund's units can go down as well as up, and an investor may not realise the amount invested.**

Due to the cash repatriation limits described under “Repatriation and liquidity risks”, the 85% investment threshold in Ofi Invest ESG China Equity All Shares may not be reached during an approximate 6-month period starting from January 2<sup>nd</sup>, 2025. Should this 6-month period be exceeded due to the regulatory constraints in China, the unitholders of the Fund will be informed in due course via the communication means mentioned in the Management Regulations of the Fund.

### E. RISK PROFILE OF THE SUB-FUND

In light of the Sub-Fund's investment strategy and the investment strategy of Ofi Invest ESG China Equity All Shares in which at least of 85% of the Sub-Fund's net assets are invested, the Sub-Fund may be appropriate for investors who:

- seek capital appreciation over the long-term; and
- do not seek current income from their investment; and
- can withstand volatility in the value of their shares.

There is the risk that a strategy used by the Investment Manager may fail to produce its intended result. The Sub-Fund is designed for long-term investors. Due to the market in which the sub-fund intends to

invest predominantly, Local Chinese market, the investor must be fully aware of the inherent geopolitical and liquidity risks linked to this type of assets.

### **Specific risks relating to an indirect investment on the Chinese market**

Given that the Sub-Fund is invested in Ofi Invest ESG China Equity All Shares, which may be fully invested in the China market, the following specific risks relating to investments on the Chinese market shall apply to the Sub-Fund:

- (i) Disclosure and regulatory standards in emerging market countries, such as China, are in many respects less stringent than international standards. There is for example substantially less publicly available information about Chinese issuers than is the case in many of the markets. Chinese issuers are also subject to accounting, auditing and financial standards and requirements that differ from those applicable under Generally Accepted Accounting Principles.
- (ii) Although the portfolio of Ofi Invest ESG China Equity All Shares will be well diversified in terms of the number of holdings, Investors should be aware that such investment may make such vehicle more volatile than a broad based investment vehicle, such as a global equity fund. In China these risks are similar to the Emerging Markets risks. Such risks can have a negative impact on the performance of Ofi Invest ESG China Equity All Shares and therefore, of the Sub-Fund.
- (iii) China has been transitioning to a market economy since the late seventies, reaffirming its economic policy reforms through five-year programs, the latest of which (for 2016 through 2020) was approved in March 2016. Under the economic reforms implemented by the Chinese government, the Chinese economy has experienced tremendous growth, developing into one of the largest and fastest growing economies in the world. There is, however, no guarantee that such growth will be sustained in the future.

Moreover, the slowdown in other major economies of the world, such as the United States, the European Union and certain Asian countries, may adversely affect economic growth in China. An economic downturn in China would adversely impact the investments of Ofi Invest ESG China Equity All Shares.

- (iv) Reduced liquidity may have an adverse impact on market price and the ability of the investment manager of Ofi Invest ESG China Equity All Shares to sell, on behalf of Ofi Invest ESG China Equity All Shares, particular securities when necessary to meet its liquidity needs or in response to a specific economic event such as the deterioration in the creditworthiness of an issuer.

Given its investments in China A-Shares redemption of shares in Ofi Invest ESG China Equity All Shares (and redemptions of units of the Sub-Fund for a 6 week period starting from January 2<sup>nd</sup>, 2025, being the effective date of the restatement of the Sub-Fund investment policy) are only possible periodically and subject to the restrictions and limitations referred to below. Repatriation restrictions, and any failure or delay in obtaining necessary SAFE approvals could eventually restrict the ability of the Management Company acting on behalf of the Sub-Fund to satisfy all or any redemption requests in respect of any particular Redemption Day.

- (v) A number of companies listed on the Shanghai and Shenzhen Stock Exchanges have a significant portion of their equities securities owned by the PRC government through a number of government bodies, state owned enterprises and sovereign wealth funds, which are restricted from being traded

on the market for a number of years from their initial public offering periods. As a result, the listed equity securities of certain companies in the PRC may be materially less liquid, subject to greater dealing spreads.

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

- (vi) The laws, regulations, including Measures for the Administration of Securities Investment within the Territory of China by Qualified Foreign Institutional Investors allowing QFIIs to invest in China A-Shares, government policies and political and economic climate in China may change in the future. Any such change could adversely affect market conditions and, thus, the value of the Sub-Fund's portfolio.
- (vii) Pursuant to the QFII regulations, a QFII may invest in stocks listed and traded on a stock exchange, bonds listed and traded on a stock exchange, securities investment funds, warrants listed and traded on a stock exchange, and other financial instruments approved by the CSRC. It is possible that in the event of a market disruption, the liquidity of the China A-Share market and trading prices of China A-Shares could be affected. Under current Chinese regulations the only way a foreign investor can invest in China A-Shares is by having the QFII status. The QFII status is obtained by OFI Asset Management, and there is no guarantee that the investment manager of Ofi Invest ESG China Equity All Shares will continue to benefit from the QFII status. Violations of the QFII regulations could result in revoking the QFII Quota or other regulatory action to the QFII Quota and QFII that could impact the share Ofi Invest ESG China Equity All Shares of the QFII Quota.

The QFII will select independent brokers and a global custodian. Ofi Invest ESG China Equity All Shares and therefore the Sub-Fund may at times incur losses due to the acts or omissions of the appointed brokers and custodian.

The investment manager of Ofi Invest ESG China Equity All Shares will be required to remit the entire investment principal for its QFII Quota into a local sub-custodian account within such time period as specified by SAFE after this investment manager obtains a foreign exchange registration certificate from SAFE, the Chinese government agency responsible for foreign exchange administration. Once remitted, the investment principal may not be repatriated for three months starting on the date the QFII Quota is fully remitted into China.

- (viii) Changes in the tax system may have retroactive effects. The State of Administration of Taxation issued a circular which clarifies that according to the new Corporate Income Tax Law, QFII will be subject to withholding tax at a rate of 10% on the PRC sourced dividends and interest income on payment. Based on the general principle of the new Corporate Income Tax Law, subject to the application of the Double Taxation Agreement and special rules to be issued by the Ministry of Finance and the State Administration of Taxation, gains derived from the trading of PRC securities may be subject to tax in the future. Ofi Invest ESG China Equity All Shares may constitute credit balance to face such tax on capital gains.

### **Repatriation and liquidity risks**

Due to the applicable laws and Chinese investment regulations governing the establishment and operation of investment quotas granted to QFIIs, repatriation of the cash amount outward from China may not be possible within a period of up to 6 months starting from the day of the restatement of the investment objective and policy of the Sub-Fund (i.e. January 2<sup>nd</sup>, 2025). The cash that is temporarily blocked in that respect can represent up to 10% of the Sub-Fund's net assets.

### **Specific concentration risks**

The Sub-Fund invests at least 85% of its net assets in an underlying vehicle, which presents certain unique risks to investors. For example, a smaller fund investing substantially all its net assets in an underlying vehicle may be materially affected by the actions of a larger fund investing in such underlying vehicle. If a larger fund withdraws from the target fund it invests in, the remaining fund may experience higher pro rata operating expenses, thereby producing lower returns. The underlying vehicle may become less diverse due to a redemption by a larger investing fund, resulting in increased portfolio risk. An underlying vehicle is a single entity and creditors of such vehicle may enforce claims against all assets of such vehicle.

The Sub-Fund bears the costs of its management and the commissions paid to the Investment Manager as well as those paid to the Depositary and other service providers. It also bears a prorata share of the commissions paid by Ofi Invest ESG China Equity All Shares to its own other service providers.

However, investment by the Sub-Fund in shares of Ofi Invest ESG China Equity All Shares or other UCIs, which is also managed by the Investment Manager, will not cause a duplication of management fees nor a duplication of subscription and redemption fees.

In addition to the specific risks resulting from investments on the Chinese market, the other risks related to the investments made by Ofi Invest ESG China Equity All Shares Sub-Fund needs to be considered by investors and are reflected in the prospectus of Global Fund, available for inspection at no costs at the registered office of the Management Company as well as on OFI Invest Asset Management's website at [www.ofi-invest-am.com](http://www.ofi-invest-am.com).

### **Specific risks relating to borrowings and access to leverage**

The method used for the determination of the level of leverage of the Sub-Fund is the commitment approach.

The maximum leverage allowed for Single Select Investment – OFI HAN under the commitment method is 210%.

## **IV. INVESTMENT MANAGER AND SUB-INVESTMENT MANAGER**

The Management Company has delegated the portfolio management of the assets of the Sub-Fund to Ofi Invest Asset Management as Investment Manager, subject to the overall control and ultimate responsibility of the Board of Directors of the Management Company.

Ofi Invest Asset Management is an asset manager established under French laws and supervised by the *Autorité des Marchés Financiers*, with registered office at 20-22, rue Vernier, 75017 Paris, France.

The Investment Manager, at its own expense and with the approval of the Management Company, has sub-delegated the portfolio investment management of Single Select Investment - OFI HAN to Syncicap Asset Management Limited (the "**Sub-Investment Manager**") with effect as from 21 January 2022. The Sub-Investment Manager is a private limited liability company under Hong-Kong law with registered office at 28/F Man Yee Building, Central, Hong Kong and registered under Company number 3032077. The Sub-Investment Manager is regulated by the Securities and Futures Commission (SFC) and is authorised to provide investment management services.

Syncicap Asset Management Limited is also acting as an investment manager of Ofi Invest ESG China Equity All Shares.

The Investment Manager shall remain responsible for the acts and omissions of the Sub-Investment Manager in relation to the duties delegated by the Investment Manager as if such acts or omissions were those of the Investment Manager.

## **V. PRICE OF UNITS**

Units will be available to subscriptions (or conversions) as of each Subscription Day or Conversion Day (as appropriate) at the relevant Net Asset Value per unit calculated as of such Subscription Day or Conversion Day (as appropriate) subject to such restrictions as set forth herein.

## **VI. ISSUE AND REDEMPTION OF UNITS**

### **A. Application for units**

Units in each Class are issued monthly as of the last Valuation Day of each month at the relevant Net Asset Value calculated as of such Valuation Day (the "**Subscription Day**").

The Management Company may refuse without prior notice further applications for units in the Sub-Fund in order to comply with the requirements and restrictions linked to the QFII licence and quota.

The Sub-Fund may, from time to time, reach a size above which it may, in the view of the Management Company, become difficult to manage in an optimal manner. If this occurs, no new units in the Sub-Fund will be issued by the Management Company.

A Subscription Charge of up to 1% of the relevant Subscription Price may be added to the Subscription Price of the Class A units to compensate for example financial intermediaries and other entities that assist in the placement of units.

Applications must be received by the Administrator by 12:00 - noon (Luxembourg time), at the latest on the Business Day falling 5 Business Days prior to the relevant Subscription Day.

Cleared funds must be received by the Depositary by 12:00 - noon (Luxembourg time), at the latest on the Business Day falling 2 Business Days prior to the relevant Subscription Day.

Any application received after such time is considered for the immediately following Subscription Day. Fractions of units may be issued up to four decimal places.

Applications for units may only be in amounts. Applications for units expressed in number of units will not be answered and will be considered null.

For the purpose of this Sub-Fund, a "**Business Day**" shall be a whole day when banks are open for business simultaneously in Luxembourg, Paris and China, and on which the Shanghai and Shenzhen stock exchanges are open for trade.

## **B. Redemptions of units**

Units in each Class may be redeemed monthly as of the last Valuation Day of each month at the relevant Net Asset Value calculated as of such Valuation Day (the "**Redemption Day**"), subject to the short term limitations detailed in paragraph 2) of sub-section "1. Risk diversification rules" of section "IV. Investment Restrictions".

The repatriation of invested capital and of income and capital gains by any QFII from the PRC is subject to Chinese investment regulations governing the establishment and operation of investment quotas granted to QFIIs. Currently under these investment regulations, capital remitted into the PRC by a QFII pursuant to its QFII Quota may not be repatriated within the first three months of it being invested, as more fully described in the previous paragraph, and thereafter repatriation of capital may be subject to approval by SAFE.

Units will be redeemable on each Redemption Day upon five (5) Business Days prior written notice to the Administrator (by 12:00 – noon). However, due to Chinese investment regulations, other restrictions such as those described below may apply.

Cleared funds corresponding to redemptions will be paid back by the Depositary at the latest on the Business Day falling 7 Business Days after the relevant Redemption Day.

Subject to the requirements further detailed below and subject to the Investment Manager on behalf of the Fund believing that it will be reasonably able to (i) dispose of holdings obtained under the QFII Quota and (ii) repatriate sufficient funds under the QFII Quota, units may be tendered for redemption on any Redemption Day, provided written notification thereof is received by the Administrator no less than five (5) Business Days prior to such Redemption Day, and further subject to the provisions relating to the suspension of redemptions referred to below.

Repatriation of any amount exceeding in aggregate USD 50 million outward from China is currently subject to approval by SAFE pursuant to applicable Chinese regulations. Redemption orders tendered by Unitholders and accepted by the Administrator or the Management Company as described above are subject to obtaining approval from SAFE in respect of the Fund's repatriation application, when exceeding in aggregate the aforementioned threshold of USD 50 million. It is noted however that such conditions for the repatriation of funds outward from China may become more restrictive, and the obligation of the Management Company to comply with them shall restrict the liquidity of the Sub-Fund.

Any such repatriation of amounts is further subject to those other restrictions on redemptions described in this Prospectus which the Management Company on behalf of the Fund in each case will exercise at its discretion.

**The Management Company therefore reserves the right not to proceed any redemption request, or to delay implementation thereof, or payment therefore, in the event that the Management Company in its discretion is not satisfied that it can or will be able to fund the relevant redemption amount(s) through the repatriation of funds under the QFII Quota and in accordance with**



**Chinese investment regulations governing the establishment and operation investment quotas granted to QFIIs and without affecting any future investment quota applications.**

A redemption fee not exceeding 1% of the Net Asset Value of the units being redeemed may be charged in favour of the Management Company or waived in whole or in part at the discretion of the Management Company.

**C. Conversion of units**

Units in each Class may be converted as of each Valuation Day at the relevant Net Asset Value calculated as of such Valuation Day (the "**Conversion Day**").

Orders for conversions must be received by the Administrator by 12:00 - noon (Luxembourg time), at the latest on the Business Day falling 3 Business Days prior to the relevant Conversion Day.

Conversions are authorised from a Class of this Sub-Fund to any other Class of this Sub-Fund notwithstanding that the relevant Classes have different currency denomination.

**D. Valuation Day and calculation of the Net Asset Value**

The Net Asset Value per unit shall be calculated by the Administrator as of each Valuation Day. For the purpose of this Sub-Fund, a "**Valuation Day**" shall be:

- the last Business Day of each week; and
- any other Business Day as the Management Company in its discretion may decide from time to time.

Normally, the Net Asset Value of the units as of a relevant Valuation Day will be calculated and made public within 2 Business Days of the relevant Valuation Day. In all cases, the net asset value as of the relevant Valuation Day will be made public before the publication of the net asset value relating to the following Valuation Day.

In addition, when the last Business Day of each month is not a Valuation Day, the Net Asset Value per Unit shall also be calculated for information purposes only.

**VII. REMUNERATION OF THE MANAGEMENT COMPANY**

The Sub-Fund pays to the Management Company, on a monthly basis, a management fee of 1.80% per annum based on the average gross assets during the relevant month.

**VIII. PERFORMANCE FEE**

No performance fee will be levied for the Sub-Fund.