

瀚亞投資

Société d'Investissement à Capital Variable

Registered Office: 26 boulevard Royal

L-2449 Luxembourg

Grand-Duchy of Luxembourg

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致股東通知信

重要文件需要您立即注意。

如有疑問，請聯繫您的專業顧問。

謹通知瀚亞投資（「**SICAV**」）之股東，SICAV 董事會（「**董事會**」）已決議修改 2021 年 12 月的 SICAV 公開說明書（「**公開說明書**」）。

對公開說明書所作主要變更與以下項目有關：

- 修訂可供投資的子基金名單，以反映瀚亞投資-亞太基礎建設股票基金的清算。
- 闡明績效指標名稱，並進一步與公開說明書中附錄八「環境、社會及公司治理考量與永續性風險」中的相關部分保持一致。
- 修訂公開說明書第 1.5 節「由 SICAV 支付之收費及費用」，將投資管理費用與公開說明書新的附錄十交叉引用，該附錄列出了須支付投資經理的最高費用，並納入新的 1.5.3 節「營運與服務費用」，此章節進一步指出將實施固定費用模式，而非過往的變動費率模式，如下表所示：

現行的費用模式	自 2022 年 7 月 1 日起新的費用模式
+ 年度管理費 （此費用包括瀚亞投資對基金的管理）	+ 年度管理費 （此費用包括瀚亞投資對基金的管理）
+ 年度行政費 （此費用包括向基金提供銷售機構相關的服務）	+ 年度分銷費 （此費用用於補償銷售機構在營銷和分銷 T3 股份級別方面的服務）
+ 可變動基金費用	+ 固定基金費用

<p>(這些包括為確保基金得到適當治理和管理而必須支付的費用，包括但不限於保管服務、中央管理、登記和轉讓代理、上市代理和其他費用。)</p> <p>= 持續收費</p>	<p>(這些包括為確保基金按照公開說明書第 1.5.3 節「營運與服務費用」中所列的適當管理和經營而必須支付的費用。)</p> <p>= 持續收費*</p> <p>*包括公開說明書第 1.5.4 節所列的「其他費用」。這些成本無法提前預估。</p>
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該固定年度百分比將與 SICAV 及其管理公司（即瀚亞投資（盧森堡）有限公司）在公平基礎之上確立的預期費用相對應。此外，行政費已取消並由分銷費取代，分銷費為向分銷商支付其在行銷與分銷 T3 股份級別的服務費用，並在公開說明書附錄十「收費與費用匯總」中進一步交叉引用。對 1.5.4 節「其他費用」進行進一步修訂，以闡明不包括在營運和服務費用中的費用。根據公開說明書，不同意此一變更的 SICAV 股東有權在本通知發布之日起 30 天內要求贖回/轉換其股份，且不需要支付贖回/轉換費用。

- 新增第 6.11 節「與第三方有關的利益衝突」，提及管理公司可根據某些客觀標準向第三方提供回扣和佣金與反映對股東的公平待遇，藉由確保該等款項的收款人所獲取的報酬水平完全透明。
- 修訂公開說明書附錄一「名錄」，以反映 Stephane Licht 先生被任命為 SICAV 管理公司事務經理人。
- 修訂公開說明書附錄二「定義」，刪除「亞太（不含日本）已開發市場」和「全球邊境市場」的定義，這些定義在公開說明書中將不再被交叉引用。
- 修訂公開說明書附錄三「風險考量」包含與俄羅斯入侵烏克蘭相關部分。
- 修訂公開說明書附錄三「風險考量」和附錄五「風險管理」中與現金抵押品再投資相關部分。
- 對公開說明書附錄五「風險管理」的修訂，根據盧森堡金融監督管理委員會(CSSF)於 2020 年 12 月 18 日發布的關於可轉讓證券集合投資事業體(UCITS)使用證券借貸交易的常見問題，更新與證券借貸交易有關的部分，特別是對 SICAV 和證券借貸代理（即紐約梅隆銀行 SA/NV）之間的證券借貸交易實施累進式費用分攤，詳見下表。

費用分攤（由 SICAV 保留/支付給借貸代理）	最低年總收入（百萬美元）
86/14	0 – 14.99

87/13	15
88/12	25
89/11	35
90/10	45

根據初始費用分攤，SICAV 將證券借貸活動總收入的 14% 作為成本/費用支付給借貸代理，並保留證券借貸活動總收入的 86%。當這些交易產生的總收入超過上表所示門檻時，將適用新的費用分攤模式，並在下一個日曆月的第一個工作日生效。請注意，這種費用分攤將始終有利於 SICAV。反之，如果來自證券借貸交易的年度總收入低於所達到的門檻之一，費用分攤成可能會朝向相反方向調整（即導致費用分攤成減少）。

- 修訂公開說明書附錄八「環境、社會及公司治理考量與永續性風險」，以進一步與公開說明書一般說明部分中的投資目標保持一致。
- 在公開說明書中加入附錄九「給特定國家投資人之重要資訊」，包含位於特定司法管轄區的投資者之重要資訊。
- 在公開說明書中加入附錄十「收費與費用匯總」，包括子基金和股份級別的收費與花費匯總。

此外，董事會謹此通知投資人有關其投資之下列子基金之變更：

謹通知「瀚亞投資—全球配置優化基金」（此段落稱「本子基金」）之股東

由於子基金投資於多元化的全球資產，子基金的投資目標將作出修訂，以明定子基金可將其淨資產總額的 10% 投資於另類資產類別（如 在公開說明書中定義）並應如下所示，自 2022 年 7 月 1 日起生效：

本子基金透過實行主動管理之投資策略，投資多元化之全球資產包括現金、股票、債券及貨幣，以達到中期絕對正報酬為目標。

各資產類別之曝險主要透過於經認可之交易所或店頭市場交易之指數型股票型基金、指數期貨、直接投資於股票及債券（包括非投資等級債券、商用不動產抵押貸款證券 (CMBS)、不動產抵押貸款證券 (MBS) 和資產擔保證券 (ABS)）、交換、選擇權及遠期外匯。

本子基金也可將其淨資產總額的 10% 投資於另類資產類別。本投資目標亦得透過將低於本子基金資產淨值之 30% 附加投資於未上市的集合投資計畫與瀚亞投資之其他子基金而達成。本子基金所投資之子基金（除瀚亞投資之子基金外）可能每年收取最高達本子基金資產淨值 1.00% 之管理費；瀚亞投資之其他子基金不會收取管理費。

本子基金亦最多可將資產淨值總額的 5% 投資於不良證券及違約證券。本子基金可將不超過資產淨值的 25% 投資於具有虧損吸收特徵的債務工具，其中高達 5% 的資產淨值可投資於具有虧損吸收特徵的應急可轉債券 ("CoCos") (例如具有機械觸發的額外一級資本

債和次級資本債（即具沖銷或轉換為有預先指定觸發條件的股權的債務工具）以及高達20%的資產淨值可投資於主順位非優先受償債和其他具有虧損吸收特徵的次順位債。子基金的股東應注意，此一修訂僅為闡明目的，並不構成重大變更。

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如果您對以上內容有任何疑問或疑慮，請聯繫 SICAV 或您所在管轄地區之 SICAV 代表。

修改後的SICAV 公開說明書將在SICAV 的註冊辦公室免費供您索取。

2022年6月1日

瀚亞投資
承董事會命令

EASTSPRING INVESTMENTS
Société d'Investissement à Capital Variable
Registered Office: 26 boulevard Royal
L-2449 Luxembourg
Grand-Duchy of Luxembourg
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NOTICE TO SHAREHOLDERS

**This document is important and requires your immediate attention.
If in doubt, contact your professional adviser.**

Notice is hereby given to the shareholders of Eastspring Investments (the "**SICAV**") that the board of directors of the SICAV (the "**Board of Directors**") has decided to amend the prospectus of the SICAV dated December 2021 (the "**Prospectus**").

The main changes made to the Prospectus relate to the following items:

- Amendments to the list of sub-funds available for investment to reflect the liquidation of Eastspring Investments – Asian Infrastructure Equity Fund and Eastspring Investments – Asian Property Securities Fund,
- Clarification of the benchmark naming and further alignments with the relevant section in Appendix 8 "Environmental, Social And Governance Considerations And Sustainability Risk" of the Prospectus,
- Amendments to the section 1.5 "Charges and expenses paid by the SICAV" of the Prospectus to cross-refer the Investment Management Fee to the new Appendix 10 of the Prospectus listing the maximum fees owed to the Investment Manager and to include a new section 1.5.3 "Operating and Servicing Expenses" which further implements a fixed expense model instead of the previous variable rates model, as indicated per the below table:

Current expense model	New expense model from 1 July 2022
<p style="text-align: center;">+ Annual Management Fee</p> <p>(This fee covers Eastspring Investment's management of the Fund)</p> <p style="text-align: center;">+ Annual Administration Fee</p> <p>(This fee covers distribution-related services provided to the Fund)</p> <p style="text-align: center;">+ Variable Fund Expenses</p> <p>(These include the costs that must be met to ensure the Fund is appropriately governed and administered including but not limited to services such as depositary, central administration, registrar and</p>	<p style="text-align: center;">+ Annual Management Fee</p> <p>(This fee covers Eastspring Investment's management of the Fund)</p> <p style="text-align: center;">+ Annual Distribution Fee</p> <p>(This fee compensates the Distributor for their services in connection with marketing and distributing Class T3 Shares)</p> <p style="text-align: center;">+ Fixed Fund Expenses</p> <p>(These include the costs that must be met to ensure the Fund is appropriately governed and administered as listed in section 1.5.3 "Operating and Servicing</p>

transfer agent, listing agent and other expenses.)	Expenses" of the Prospectus.)
= Ongoing Charge	= Ongoing Charge*
	*Includes "Other Expenses" as listed in section 1.5.4 of the Prospectus. These costs cannot be predicted in advance.

Such fixed annual percentage will correspond to anticipated expenses determined on an arm's length basis by the SICAV and its Management Company (i.e. Eastspring Investments (Luxembourg) S.A.). In addition, the Administration Fee has been removed and replaced by a Distribution Fee which is owed to the Distributor for their services in connection with marketing and distributing Class T3 Shares and is further cross-referred in Appendix 10 "Summary Of Charges And Expenses" of the Prospectus. The section 1.5.4 "Other Expenses" is further amended to clarify the fees not being covered in the Operating and Servicing Expenses. In accordance with the Prospectus, shareholders of the SICAV who do not consent to this change shall be entitled to request the redemption/conversion of their shares without redemption/conversion fees for 30 days as of the date of publication of this notice,

- Inclusion of a section 6.11 "Conflict of interest in relation to third parties" to mention that the Management Company may grant rebates and commission to third parties under certain objective criteria and to reflect the fair treatment of shareholders by ensuring a full transparency on the level of remuneration received by the recipients of such amounts,
- Amendment to the Appendix 1 "Directory" of the Prospectus to reflect the appointment of Mr Stephane Licht as conducting officer of the Management Company of the SICAV,
- Amendments to the Appendix 2 "Definitions" of the Prospectus to remove the definitions corresponding to "Developed Markets in Asia Pacific Ex Japan" and "Frontier Markets Worldwide" as these are no longer cross-referred in the Prospectus,
- Inclusion of a section relating to the Russian invasion of Ukraine in Appendix 3 "Risk Considerations" of the Prospectus,
- Amendment to the sections relating to the re-investment of cash collateral in Appendix 3 "Risk Considerations" and Appendix 5 "Risk Management" of the Prospectus,
- Amendments to the Appendix 5 "Risk Management" of the Prospectus to update the section relating to the securities financing transactions in light of the CSSF FAQ dated 18 December 2020 on the use of Securities Financing Transactions by UCITS and, in particular, to implement a progressive fee split for securities lending transactions between the SICAV and the securities lending agent (i.e. The Bank of New York Mellon SA/NV), as further indicated per the below table:

Fee split (retained by the SICAV/paid to the lending agent)	Minimum gross annual revenue (USD million)
86/14	0 – 14.99
87/13	15
88/12	25
89/11	35
90/10	45

According to the initial fee split, the SICAV pays 14% of gross revenues from securities lending activities as costs/fees to the lending agent and retains 86% of the gross revenues from securities lending activities. When gross revenue generated from these transactions exceeds one of the level indicated in the above table, a new fee split will be applicable and take effect on the first

business day of the following calendar month, noting that such fee split will always be in favour of the SICAV. Conversely, the fee split may be adjusted in the opposite direction (i.e. result in a decrease of the fee split), in the event that the gross annual revenue from securities lending transactions falls below one of the achieved level,

- Amendments to the Appendix 8 "Environmental, Social And Governance Considerations And Sustainability Risk" of the Prospectus to further align with the investment objective contained in the general part of the Prospectus,
- Inclusion of an Appendix 9 "Important Information For Investors In Certain Countries" of the Prospectus containing important information for investors located in certain jurisdictions,
- Inclusion of an Appendix 10 "Summary Of Charges And Expenses" of the Prospectus containing a summary of charges and expenses at sub-fund and share class level.

In addition, the Board of Directors would like to inform the Shareholders of the following sub-funds of the changes made to the sub-funds in which they invest:

(1) Notice to the shareholders of the "Eastspring Investments – Global Emerging Markets Customized Equity Fund" (for the purpose of this section, the "Sub-Fund")

As the Sub-Fund will no longer be managed against a customized benchmark, the name of the Sub-Fund will be changed from "*Eastspring Investments – Global Emerging Markets Customized Equity Fund*" to "*Eastspring Investments – Global Emerging Markets Fundamental Value Fund*", with effect as of 1 July 2022, in order to update the fund's investment objective.

In accordance with the Prospectus, existing shareholders in the Sub-Fund who do not consent to the above change shall be entitled to request the redemption/conversion of their shares without redemption/conversion fees for 30 days as of the date of publication of this notice.

(2) Notice to the shareholders of the "Eastspring Investments – China Bond Fund" (for the purpose of this section, the "Sub-Fund")

The investment objective of the Sub-Fund will be amended to clarify the framework in which the Sub-Fund may invest in fixed income / debt securities rated below investment grade and/or with loss absorption feature as and shall read as follows, with effect as of 1 July 2022:

The Sub-Fund seeks to maximise total return by investing at least 70% of its net assets in fixed income / debt securities denominated in Renminbi (offshore Renminbi (CNH) or onshore Renminbi (CNY)). The Sub-Fund may also invest in non-Renminbi denominated securities.

*Investments in Chinese onshore debt securities will be through the China interbank bond market direct access program (the "CIBM Direct Access Program"), QFII/RQFII and/or China Hong Kong Bond Connect ("Bond Connect"). **The Sub-Fund may invest less than 30% of its net assets in fixed income / debt securities rated below investment grade (i.e. rated below BBB- by Standard & Poor's or comparable ratings by Moody's Investors Services or Fitch Ratings) or if unrated, determined by the Investment Manager to be of comparable quality. For the purpose of this Sub-Fund, the term "unrated" fixed income / debt securities are defined to mean that neither the fixed income / debt security itself, nor its issuer has a credit rating by Standard & Poor, Moody's Investors Services or Fitch Ratings.***

*This Sub-Fund may invest up to 20% of its net assets in ABS, MBS, Contingent Convertible Bonds ("CoCos"), Distressed Securities and Defaulted Securities, with a limit of 10% for Distressed Securities and Defaulted Securities combined. **The Sub-Fund may invest less than 30% of its net assets in debt instruments with loss absorption features out of which up to 10% of its net assets may be invested in CoCos with loss absorption features (such as Additional Tier 1 capital and Tier 2 capital instruments with mechanical triggers (i.e. debt instruments with write-down or conversion into equity features with pre-specified triggers)) and up to 20% of its net assets in non-***

preferred senior debt and other subordinated debts with loss absorption features. In addition, this Sub-Fund may invest up to 10% of its net assets in synthetic fixed income instruments (including credit-linked notes). It may also hold up to 10% of its net assets in equity securities to the extent that such securities result from the conversion or exchange of a preferred stock or debt obligation.

The maximum permissible allocation to debt securities issued by the government of China shall be 100% of the Sub-Fund's net assets.

In accordance with the Prospectus, existing shareholders in the Sub-Fund who do not consent to the above change shall be entitled to request the redemption/conversion of their shares without redemption/conversion fees for 30 days as of the date of publication of this notice.

(3) Notice to the shareholders of the "Eastspring Investments – Global Market Navigator Fund" (for the purpose of this section, the "Sub-Fund")

As the Sub-Fund invests in a diversified range of global assets, the investment objective of the Sub-Fund will be amended to clarify that the Sub-Fund may invest up to 10% in aggregate of its net assets in Alternative Asset Classes (as defined in the Prospectus) and shall read as follows, with effect as of 1 July 2022:

*The Sub-Fund aims to achieve positive absolute returns over the medium-term through the implementation of an actively managed investment strategy in a diversified range of global assets including cash, equities, bonds and currencies. Exposure to each of the asset classes will be primarily through exchange traded funds, index futures, direct equity and bonds (including high yield bonds, CMBS, ABS and MBS), swaps, options and foreign exchange forwards, each of which may be traded through recognised exchanges or via the over-the-counter markets. **The Sub-Fund may also invest up to 10% in aggregate of its net assets in Alternative Asset Classes.** This objective may also be achieved through investments in unlisted collective investment schemes and other sub-funds of the SICAV on an ancillary basis below 30% of the net assets of the Sub-Fund. Underlying funds, other than sub-funds of the SICAV, may charge management fees of up to 1.00% per annum of their net assets. No management fee will be charged by other sub-funds of the SICAV.*

This Sub-Fund may also invest up to 5% in aggregate of its net assets in Distressed Securities and Defaulted Securities. The Sub-Fund may invest no more than 25% of its net assets in debt instruments with loss absorption features out of which up to 5% of its net assets may be invested in CoCos with loss absorption features (such as Additional Tier 1 capital and Tier 2 capital instruments with mechanical triggers (i.e. debt instruments with write-down or conversion into equity features with pre-specified triggers)) and up to 20% of its net assets in non-preferred senior debt and other subordinated debts with loss absorption features.

Shareholders of the Sub-Fund should note that this amendment is made for clarification purposes and does not amount to a material change.

(4) Notice to the shareholders of the "Eastspring Investments – Global Multi Asset Income Plus Growth Fund" (for the purpose of this section, the "Sub-Fund")

As the Sub-Fund invests in a diversified range of eligible global assets, the investment objective of the Sub-Fund will be amended to clarify that the Sub-Fund may invest up to 10% in aggregate of its net assets in Alternative Asset Classes (as defined in the Prospectus) and shall read as follows, with effect as of 1 July 2022.

The Sub-Fund aims to provide income and modest capital growth over the medium to long term through the implementation of an actively managed investment strategy.

The Sub-Fund invests in a diversified range of eligible global assets including but not limited to equities (and equity-related securities), bonds, currencies and cash and its equivalent. Exposure to

*each of the asset classes will be primarily through: direct equity and debt securities (including high yield securities, CMBS, ABS, MBS and convertible bonds), units of undertakings for collective investment, exchange traded funds, money market instruments and index futures. In addition, the Sub-Fund may invest in swaps, total return swaps, options and foreign exchange forwards, each of which may be traded through recognised exchanges or via the over-the-counter markets. **The Sub-Fund may also invest up to 10% in aggregate of its net assets in Alternative Asset Classes.** This objective may also be achieved through investments in other sub-funds of the SICAV.*

This Sub-Fund may also invest up to 5% in aggregate of its net assets in Distressed Securities and Defaulted Securities and up to 5% of its net assets in Contingent Convertible Bonds ("CoCos").

Shareholders of the Sub-Fund should note that this amendment is made for clarification purposes and does not amount to a material change.

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If you have any questions or concerns about the foregoing, please contact the SICAV or the representative of the SICAV in your jurisdiction.

The revised prospectus of the SICAV will be at your disposal, free of charge, at the registered office of the SICAV.

1 June 2022

EASTSPRING INVESTMENTS

By order of the Board of Directors