

# **PROSPECTUS**

**If you are in doubt about the contents of this Prospectus, you should consult your stockbroker, accountant, solicitor or other independent financial adviser.**

## **UOB GLOBAL STRATEGIES FUNDS PLC (the “Company”)**

**(an open-ended umbrella type investment company with variable capital and with segregated liability between Series incorporated with limited liability in Ireland with registered number 309561)**

**MANAGER**

**UOB GLOBAL CAPITAL (DUBLIN) LIMITED**

***Dated June 4, 2013***

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Capitalised terms used in this Prospectus without definition are defined in Section 1 - "Definitions".

UOB Global Strategies Funds plc (the "Company") is an open-ended umbrella type investment company with variable capital and with segregated liability between Series incorporated with limited liability under the laws of Ireland and authorised by the Central Bank pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) as amended or supplemented from time to time and any notices or regulations that may from time to time be issued by the Central Bank affecting the Company (the "UCITS Regulations").

**Authorisation of the Company is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus or any Supplement. The authorisation of the Company by the Central Bank shall not constitute a warranty as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company.**

The directors of the Company (the "Directors") whose names appear in Section 4 - "The Directors" are the persons responsible for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

The Company may issue multiple Series of Shares and different Classes of Shares within any Series from time to time. Additional Series of Shares may be established by the Directors with the prior approval of the Central Bank. Additional Classes of Shares may be established by the Directors and notified to and cleared in advance with the Central Bank or otherwise must be created in accordance with the requirements of the Central Bank. A Supplement for each new Series and/or Class of Shares will be issued by the Directors at the time of the creation of any Series or Class.

This Prospectus may only be issued with one or more Supplements each containing information relating to a particular Series or Class of Shares in a particular Series. This Prospectus and the relevant Supplements should be read and construed as one document.

This Prospectus (together with the relevant Supplements for any particular Series) sets forth concisely the information a prospective investor should know about the Company and the particular Series (or the Class of Shares in the particular Series) before investing. Please read it carefully before you invest and keep it for future reference. Investors should note that because investments in securities can be volatile and that their value may decline as well as appreciate, there can be no assurance that the Company will be able to attain its objective. The price of Shares as well as the income therefrom may go down as well as up to reflect changes in the Net Asset Value of the Company.

**As each Series of the Company may invest up to 10% of its net assets in warrants, an investment should only be made by those persons who could sustain a loss on their**

**investment, should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

Prices of Shares in the Company may fall as well as rise.

The latest published annual and half yearly reports of the Company will be supplied to the investors free of charge on request and will be available to the public as further described in the section of the Prospectus headed "Financial Statements".

Neither this Prospectus nor any Supplement hereto constitutes an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. No person may treat this Prospectus or any Supplement as constituting an invitation to purchase unless in the relevant jurisdiction such an invitation could lawfully be made to such person without compliance with any registration or other legal requirements, unless such registration or other legal requirements have been complied with. It is the responsibility of each person wishing to make an application hereunder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, the observance of other formalities which need to be observed or the payment of transfer or other taxes which require payment in such jurisdiction.

Statements in this Prospectus and all Supplements (unless otherwise specifically stated herein) are based on the law and practice in force in Ireland at the relevant issue date and are subject to changes therein.

Neither the delivery of this Prospectus (including any Supplements hereto) nor the offer, issue or sale of Shares in the Company shall under any circumstances constitute a representation that the information given in this Prospectus or such Supplements is correct as at any time subsequent to the date hereof or thereof. This Prospectus will be updated by the Manager to take into account any material changes and any such amendments will be notified in advance to the Central Bank.

Shares may not be offered, sold or delivered in the United States or to or for the account of a U.S. Person, with certain limited exceptions as described in Section 3.2.1 - "Restrictions on Ownership of Shares and Anti-Money Laundering Requirements".

Applicants and transferees will be required to certify that they are not U.S. Persons prohibited from purchasing Shares.

Any information or representation not contained herein given or made by any dealer, salesman, or other person should be regarded as unauthorised and should accordingly not be relied upon.

It is a condition of subscription to the Company that none of the Manager, the Investment Adviser, the Administrator or the Custodian shall be liable to investors (or to any other persons) for any error of judgment in the selection of the investments of a particular Series.

**A redemption fee of up to 2% of the Net Asst Value per Share may be imposed by the Manager at its discretion if a Shareholder sells his Shares within 30 days of purchase.**

This Prospectus and any Supplement may be translated into other languages provided that any such translation shall only contain the same information and shall have the same meaning as this Prospectus and the relevant Supplement. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in the translation, the English text shall prevail.

## DIRECTORY

### UOB GLOBAL STRATEGIES FUNDS PLC

Registered Office:

33 Sir John Rogerson's Quay,  
Dublin 2.

**Manager and Global  
Distributor**

UOB Global Capital (Dublin) Limited,  
33 Sir John Rogerson's Quay,  
Dublin 2, Ireland

**Investment Advisers**

UOB Asset Management Limited,  
80 Raffles Place, #03-00,  
UOB Plaza 2,  
Singapore 048624

Kinetics Asset Management LLC,  
555 Taxter Road,  
Suite 175,  
Elmsford,  
NY 10523

Broadmark Asset Management LLC  
12 East 52<sup>nd</sup> Street, 3<sup>rd</sup> Floor,  
New York, New York 10022,  
United States; and  
300 Drake's Landing Road,  
Suite 150, Greenbrae,  
CA 94904,  
United States

**Custodian**

Northern Trust Fiduciary Services (Ireland) Limited  
Georges Court,  
54-62 Townsend Street,  
Dublin 2,  
Ireland

**Administrator**

Northern Trust International Fund Administration Services (Ireland)  
Limited,  
Georges Court,  
54-62 Townsend Street,  
Dublin 2,  
Ireland

|                       |   |
|-----------------------|---|
| <b>Secretary</b>      | Tudor Trust Limited,<br>33 Sir John Rogerson's Quay,<br>Dublin 2, Ireland   |
| <b>Auditors</b>       | PriceWaterhouseCoopers,<br>Chartered Accountants and Registered Auditors,<br>One Spencer Dock,<br>North Wall Quay,<br>Dublin 1, Ireland |
| <b>Legal Advisers</b> | Dillon Eustace,<br>Solicitors,<br>33 Sir John Rogerson's Quay,<br>Dublin 2, Ireland   |
| <b>Promoter</b>       | UOB Global Capital LLC,<br>592 Fifth Avenue, Suite 602,<br>New York, NY 10036,<br>United States   |

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## 1. DEFINITIONS

In this Prospectus:

all references to “U.S. Dollars” and the sign “US\$” are to the currency of the United States;

all references to “Euro” are to Euro;

“Accounting Date” means the 31st day of December in each year or such other date as the Directors may from time to time decide;

“Accounting Period” means a period ending on an Accounting Date and commencing from the 1st day of January each year;

“Administration Agreement” means the administration agreement dated September 15, 1999, as amended by a First Supplemental Administration Agreement dated May 30, 2006, Side Letter dated 20 February 2012 as novated by way of a novation agreement dated December 14, 2012 and as amended and restated on February 25, 2013 between the Company, the Manager and the Administrator;

“Administrator” means Northern Trust International Fund Administration Services (Ireland) Limited or any successor thereto duly appointed in accordance with the requirements of the Central Bank;

“Articles” means the articles of association of the Company;

“Base Currency” means, in relation to any Series, the currency in which the Shares of the Series are denominated;

“Business Day” means such day or days as specified in each relevant Supplement for a particular Series or such other day or days as the Manager may determine from time to time and notify to Shareholders in advance;

“Central Bank” means the Central Bank of Ireland and any successor body thereto;

“Class of Shares” means a sub-class of Shares in a Series;

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| “Closing Date”                          | means, in relation to any Series, such day as may be designated by the Manager and specified in the relevant Supplement as the day on which the initial offering period for Shares in the particular Series closes;   |
| “Company”                               | means UOB Global Strategies Funds plc;  |
| “Correspondent Bank”/<br>“Paying Agent” | means any one or more companies or any successor company appointed by the Manager as correspondent bank or paying agent for the Company and its Series;   |
| “Custodian”                             | means Northern Trust Fiduciary Services (Ireland) Limited or any successor thereto duly appointed in accordance with the requirements of the Central Bank;  |
| “Custodian Agreement”                   | means the custodian agreement dated September 15, 1999, as amended by a First Supplemental Custodian Agreement dated May 30, 2006, a Second Supplemental Custodian Agreement dated August 20, 2010, a Third Supplemental Custodian Agreement dated February 2, 2011 and as novated by way of a novation agreement dated June 1, 2011 between the Company and the Custodian; |
| “Dealing Day”                           | means such day or days as specified in each relevant Supplement for a particular Series or such other day or days as the Manager may determine from time to time provided that there shall be at least two dealing days per month at regular intervals and all relevant Shareholders will be notified in advance;   |
| “Dealing Deadline”                      | means such time or times as specified in each relevant Supplement for a particular Series or such other time or times as the Manager may determine from time to time and all relevant Shareholders will be notified in advance;   |
| “Directors”                             | means the directors of the Company for the time being, or as the case may be, the directors of the Company assembled as a board or committee of the board;  |
| “Euro”                                  | the lawful currency of the participating member states of the European Union which have adopted the single currency in accordance with the EC Treaty Rome dated 25 <sup>th</sup> March 1957, as amended;  |
| “Exempt Irish Investor”                 | means   |

- (a) a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the Taxes Act or a retirement annuity contract or a trust scheme to which Section 784 or Section 785 of the Taxes Act applies;
- (b) a company carrying on life business within the meaning of section 706 of the Taxes Act;
- (c) an investment undertaking within the meaning of Section 739B(1) of the Taxes Act;
- (d) a special investment scheme within the meaning of Section 737 of the Taxes Act;
- (e) a unit to which section 731(5)(a) of the Taxes Act applies;
- (f) a charity being a person referred to in Section 739(D)(6)(f)(i) of the Taxes Act;
- (g) a specified company within the meaning of Section 734(1) of the Taxes Act;
- (h) a qualifying fund manager within the meaning of Section 784A(1)(a) of the Taxes Act where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
- (i) a qualifying savings manager within the meaning of Section 848B of the Taxes Act in respect of Shares which are assets of a special savings incentive account within the meaning of Section 848C of the Taxes Act;
- (j) a personal retirement savings account ("PRSA") administrator acting on behalf of a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the Taxes Act and the Shares are assets of a PRSA;
- (k) credit union within the meaning of Section 2 of the Credit Union Act, 1997;
- (l) the National Pensions Reserve Fund Commission;

- (m) the National Asset Management Agency;
- (n) a company which is within the charge to corporation tax in accordance with Section 110(2) of the Taxes Act in respect of payments made to it by the Company;
- (o) any other Irish Resident or Ordinary Resident in Ireland person who may be permitted to own shares under taxation legislation or by written practice or concession of the Revenue Commissioners without giving rise to a charge to tax in the Company or jeopardising tax exemptions associated with the Company giving rise to tax in the Company;

provided that they have completed the Relevant Declaration.

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| “Global Distributor” | means UOB Global Capital (Dublin) Limited or any other person or persons for the time being duly appointed global distributor of the Shares in succession to UOB Global Capital (Dublin) Limited;  |
| “Investment Adviser” | means any one or more investment advisers as shall be appointed by the Manager and approved by the Central Bank as Investment Adviser of any one or more Series or of any portion of the assets thereof and as shall be specified in the relevant Supplement;  |
| “Intermediary”       | means a person who (a) carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons, or (b) holds Shares in an investment undertaking on behalf of other persons;   |
| “Ireland”            | means the Republic of Ireland;   |
| “Irish Resident”     | means <ul style="list-style-type: none"> <li>(a) in the case of an individual, means an individual who is resident in Ireland for tax purposes;</li> <li>(b) in the case of a trust, means a trust that is resident in Ireland for tax purposes; and</li> <li>(c) in the case of a company, means a company that is resident in Ireland for tax purposes.</li> </ul> |

An individual will be regarded as being resident in Ireland for a twelve month tax year if s/he:

- 1) spends 183 days or more in Ireland in that twelve-month tax year;
- or
- 2) has a combined presence of 280 days in Ireland, taking into account the number of days spent in Ireland in that twelve-month tax year together with the number of days spent in Ireland in the preceding twelve-month tax year.

Presence in a tax year by an individual of not more than 30 days in Ireland will not be reckoned for the purpose of applying the two-year test. In determining days present in Ireland, an individual is deemed to be present if he/she is in Ireland at any time during the day. This new test takes effect from January 1, 2009 (previously in determining days present in Ireland an individual was deemed to be present if he/she was in Ireland at the end of the day (midnight)).

A trust will generally be Irish resident where the trustee is resident in Ireland or a majority of the trustees (if more than one) are resident in Ireland.

A company which has its central management and control in Ireland is resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which is incorporated in Ireland is resident in Ireland except where:-

- the company or a related company carried on a trade in Ireland, and either the company is ultimately controlled by persons resident in EU Member States or in countries with which Ireland has a double taxation treaty, or the company or a related company are quoted companies on a recognised Stock Exchange in the EU or in a treaty country under a double taxation treaty between Ireland and that country;
- or

- the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

It should be noted that the determination of a company's residence for tax purposes can be complex in certain cases and potential investors are referred to the specific legislative provisions which are contained in Section 23A of the Taxes Act;

|                                  |   |
|----------------------------------|---|
| "Management Agreement"           | means the agreement dated September 15, 1999, as amended by a First Supplemental Management Agreement dated June 27, 2005, a Second Supplemental Management Agreement dated September 30, 2005 and a Third Supplemental Management Agreement dated May 30, 2006 between the Company and the Manager pursuant to which the Manager is appointed to provide management services to the Company; |
| "Management Share"               | means a non-participating share in the capital of the Company;  |
| "Manager"                        | means UOB Global Capital (Dublin) Limited;  |
| "Member State"                   | means any state which from time to time is a member of the European Union;  |
| "Money Market Instruments"       | means instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time;  |
| "Net Asset Value of the Company" | means the aggregate Net Asset Value of all of the Series;   |
| "Net Asset Value of a Series"    | means the Net Asset Value of a Series calculated in accordance with Section 3.3;  |
| "Net Asset Value per Share"      | means the Net Asset Value of a Share calculated in accordance with Section 3.3;   |
| "OECD Member Country"            | means each of Australia, Austria, Belgium, Canada, Chile, Czech Republic, Denmark, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Israel, Italy, Japan, Korea, Luxembourg, Mexico, the Netherlands, New   |

Zealand, Norway, Poland, Portugal, Slovak Republic, Slovenia, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States;

“Ordinarily Resident in Ireland”

means (a) in the case of an individual, an individual who is ordinarily resident in Ireland for tax purposes; and (b) in the case of a trust, a trust that is ordinarily resident in Ireland for tax purposes.

The term “ordinary residence” as distinct from “residence”, relates to a person’s normal pattern of life and denotes residence in a place with some degree of continuity.

An individual who has been resident in Ireland for three consecutive tax years becomes ordinarily resident with effect from the commencement of the fourth tax year. An individual who has been Ordinarily Resident in Ireland ceases to be Ordinarily Resident at the end of the third consecutive year in which s/he is not resident. Thus, an individual who is Resident and ordinarily resident in Ireland in the tax year 1 January 2009 to 31 December 2009 and departs from Ireland in that year will remain ordinarily resident up to the end of the tax year 1 January 2012 to 31 December 2012.

The concept of a trust’s ordinary residence is somewhat obscure and is linked to its tax residence;

“OTC”

means over-the-counter;

“Recognised Clearing System”

means Deutsche Bank AG, Depository and Clearing System, Clearstream Banking AG, Clearstream Banking SA, CREST, Depository Trust Company of New York, Euroclear, Japan Securities Depository Center, National Securities Clearing System, Sicovam SA, SIX SIS AG or any other system for clearing units which is designated for the purposes of Chapter 1A in Part 27 of the Taxes Act, by the Irish Revenue Commissioners as a recognised clearing system;

“Recognised Market”

means in relation to any investment, any stock exchange, over-the-counter market or other securities market as listed in Appendix III of the Prospectus;

“Relevant Declaration”

means the declaration relevant to the Shareholder as set out in Schedule 2B of the Taxes Act;

|                     |   |
|---------------------|---|
| “Relevant Period”   | means a period of 8 years beginning with the acquisition of a Share by a Shareholder and each subsequent period of 8 years beginning immediately after the preceding period;  |
| “Series”            | means a series of Shares representing a portfolio of assets which shall be kept separate in respect of each portfolio of assets to which all assets and liabilities income and expenditure attributable or allocated to each such series shall be applied or charged;   |
| “Share”             | means a participating share or a fraction of a participating share in the capital of the Company which may be divided into Series;  |
| “Shareholder”       | means a person who is for the time being registered as the holder of Shares in the register of Shareholders kept on behalf of the Company;  |
| “Supplement”        | means a Supplement for this Prospectus detailing the specific information relating to any particular Series or a Class of Shares thereof (in the case of a Series with more than one Supplement, the term “Supplement”, where the context allows, refers to all Supplements of that Series);                  |
| “Taxes Act”         | means the Taxes Consolidation Act, 1997 (of Ireland) as amended;  |
| “UCITS Directive”   | EC Council Directive 85/611/EEC of 20 December 1985 as amended, consolidated or substituted from time to time;  |
| “UCITS Notices”     | means a notice or notices with respect to UCITS issued from time to time by the Central Bank as the competent authority with responsibility for the authorisation and supervision of UCITS;   |
| “UCITS Regulations” | means the European Communities Undertakings for Collective Investment in Transferable Securities Regulations, 2011 (S.I. No. 352 of 2011) (as amended, consolidated or substituted from time to time) and any regulations or notices issued by the Central Bank pursuant thereto for the time being in force; |
| “United States”     | means the United States of America and any state, territory, or possession thereof, any area subject to its jurisdiction, the   |



District of Columbia and any enclave of the United States government or its agencies or instrumentalities;

“U.S. Person”

shall mean any of the following:

- (a) a citizen of the United States;
- (b) a natural person resident in the United States;
- (c) a resident alien of the United States, as defined in Section 7701(b) of the U.S. Internal Revenue Code of 1986, as amended (the “Code”);
- (d) a partnership, corporation, or other entity created, organised, incorporated, or existing in or under the laws of the United States, or which has its principal place of business in the United States;
- (e) an estate or trust:
  - (i) the income of which is subject to U.S. income tax regardless of source, or whose income from sources outside the United States (that is not effectively connected with the conduct of a trade or business in the United States) is includible in gross income for U.S. federal income tax purposes, or
  - (ii) of which an executor, administrator, or trustee is a United States Person (excluding (A) an estate governed by foreign law with an executor or administrator which is not a United States Person and which has sole or shared investment discretion with respect to the estate assets, or (B) a trust with a trustee which is not a United States Person and which has sole or shared investment discretion with respect to the trust assets and with no beneficiary (or settlor, in the case of a revocable trust) which is a United States Person);
- (f) an entity organised principally for passive investment, such as a commodity pool, investment company or other similar entity (including a pension

plan for the employees, officers, or principals of an entity created, organized, or existing in or under the laws of the United States or which has its principal place of business or is engaged in a trade or business in the United States, but excluding a pension plan for the employees, officers, or principals of an entity created, organized or existing in or under the laws of a foreign jurisdiction and which has its principal place of business outside the United States and was established and is administered in accordance with the law of a country other than the United States and customary practices and documentation of such country),

- (i) in which United States Persons hold units of participation representing in the aggregate 10% or more of the beneficial interests in the entity, or
  - (ii) which has as a principal purpose the facilitating of investment by a United States Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations of the U.S. Commodity Futures Trading Commission by virtue of its participants being non-United States Persons;
- (g) an agency or branch of a foreign entity located in the United States;
- (h) a non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a United States Person;
- (i) a discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary created, organized, incorporated, existing, or (if a natural person) resident in the United States, unless held by a dealer or other professional fiduciary for the benefit or account of a person which is not a United States Person; or

- (j) a partnership, corporation, or other entity created, organised, incorporated, or existing under the laws of a foreign jurisdiction and formed by a United States Person principally for purposes of investing in securities not registered under the U.S. Securities Act of 1933, as amended.

For purposes of sub-paragraphs (a) - (j) above, a Shareholder which is not otherwise a United States Person shall be deemed to be a United States Person if, as a result of the ownership of Shares by such Shareholder, another person which is a United States Person could, in respect of the Company, under any circumstances, meet the ownership requirements of (i) Code Section 1297(a) (relating to indirect ownership through passive foreign investment companies, 50%-owned corporations, partnerships, estates, trusts, or options, or as otherwise provided in the Code), or (ii) the information reporting provisions of Code Section 551(c) (requiring at least 5% direct, indirect, or constructive ownership), Code Section 6035 (requiring at least 10% direct, indirect, or constructive ownership), Code Section 6038 (requiring more than 50% direct, indirect, or constructive ownership), or Code Section 6046 (requiring at least 5% direct, indirect, or constructive ownership).

For the purposes of this definition, "United States Person" has the meaning ascribed in Code Section 7701(a)(30).

## 2. THE COMPANY

### 2.1 Company Structure

The Company was incorporated in Ireland on 13th July, 1999 under registration number 309561 and is authorised by the Central Bank pursuant to the UCITS Regulations. The Company is an umbrella type open-ended investment company with variable capital and with segregated liability between Series and it has an authorised share capital of five hundred billion Shares of no par value, and 37,500 Management Shares of Euro 1.00 each paid up as to 25%. The Directors of the Company have the power to allot Shares up to the authorised share capital of the Company.

The Company is an umbrella fund in which multiple Series of Shares may be issued from time to time. Each Series of Shares may be further sub-divided into Classes of Shares with different rights or benefits thereof. Prior to the issue of any Shares, the Directors will designate the Series and Class (if appropriate) from which such Shares shall be issued. A separate portfolio will be maintained for each Series and will be invested in accordance with the investment objectives applicable to such Series. A separate portfolio of assets is not maintained for each Class. The assets of each Series shall initially be constituted out of the proceeds of the initial issue of Shares in the Series. Thereafter the assets of each Series shall include the investments, cash and other property arising from such proceeds and the proceeds of any Shares in the Series subsequently issued. Additional Series of Shares may be established by the Directors with the prior approval of the Central Bank. Additional Classes of Shares may be established by the Directors and notified to and cleared in advance with the Central Bank or otherwise must be created in accordance with the requirements of the Central Bank.

A Class of Shares may be designated in a currency other than the Base Currency of the relevant Series as detailed in the relevant Supplement. Changes in the exchange rate between the Base Currency of the Series and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Investment Adviser may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge. If the Investment Adviser enters into such transactions then they will each be solely attributable to the relevant Class of Shares and may not be combined or offset against the exposures of other classes or specific assets. In such circumstances, Shareholders of that Class may be exposed to fluctuations in the Net Asset Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments and this strategy may substantially limit holders of the Class from benefiting if the Class currency falls against the Base Currency of the Series and/or the currency in which the assets of the scheme are denominated. Where the Investment Adviser seeks to hedge against currency fluctuations, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Company. However over-hedged positions will not exceed 105% of the Net Asset Value and hedged positions will be kept under review to ensure that positions in excess of 100% of Net Asset Value will not be carried forward from month to month. To the extent that hedging is successful for a particular Class the performance of the Class is likely to move in line with the performance of the underlying assets with the result that investors in that Class will not gain if the Class currency falls against the Base Currency and/or the currency in which the assets of the

particular Series are denominated. Where the Investment Adviser intends to enter into such hedging transactions it will be disclosed in the Supplement for the relevant Series.

## **2.2 Investment Objective and Policies**

The sole object of the Company is the collective investment in transferable securities and/or other liquid financial assets referred to in Regulation 45 of the UCITS Regulations of capital raised from the public and the Company operates on the principle of risk spreading in accordance with the Regulations. The specific investment objective and policy to be pursued by a particular Series and the instruments in which the assets of the Series will be invested shall be specified in the Supplement for the Series.

A list of the stock exchanges and markets in which any Series (subject to requirements of the specific investment policy and restrictions applicable to any particular Series) is permitted to invest is contained in Appendix III of the Prospectus. The specific Recognised Markets in which any particular Series will invest in accordance with its investment policy and restrictions will be set out in the Supplement for the Series. The Central Bank does not issue a list of approved markets.

A Series may also hold or maintain ancillary liquid assets including but not limited to time deposits, master demand notes, variable rate demand notes and short-term funding agreements, subject to the investment restrictions set out in Appendix II of the Prospectus.

A Series may be established as a feeder fund pursuant to the provisions of the UCITS Regulations ("Feeder Fund"). A Feeder Fund is a Series which has been approved by the Central Bank to invest at least 85% of its assets in the units of another UCITS fund, by way of derogation from the provisions of the UCITS Regulations. A Series may also convert to a Feeder Fund in accordance with the requirements of the Central Bank. Details of any such Feeder Fund established shall be disclosed in the Supplement for the relevant Series.

### ***Efficient Portfolio Management***

Where considered appropriate, the Series may utilise techniques and instruments for efficient portfolio management, subject to the conditions and within the limits laid down by the Central Bank. The techniques and instruments include, but are not limited to, futures, options, stocklending arrangements and forward currency contracts. Where the Manager / the Investment Adviser intends to use techniques and instruments for efficient portfolio management that will be disclosed in the Supplement for the relevant Series.

Efficient portfolio management transactions relating to the assets of a Series may be entered into by the Manager / the Investment Adviser with the one of the following aims a) a reduction of risk b) a reduction of cost with no increase or a minimal increase in risk c) generation of additional capital or income with a level of risk consistent with the risk profile of the Series and the diversification requirements in accordance with the Central Bank's UCITS Notice 9 "Eligible Assets and Investment Restrictions" and as disclosed in Appendix II of the Prospectus. In relation to efficient portfolio management operations the Manager / the Investment Adviser will seek to ensure that the techniques

and instruments entered into for the purposes of efficient portfolio management are realised in a cost effective manner.

For the purpose of providing margin or collateral in respect of transactions in techniques and instruments, the Company may transfer, mortgage, charge or encumber any assets or cash forming part of the relevant Series in accordance with normal market practice.

A description of the main techniques and instruments that may be used for efficient portfolio management are set out below.

A Series may sell futures on securities, currencies or interest rates to provide an efficient, liquid and effective method for the management of risks by “locking in” gains and/or protecting against future declines in value. A Series may also buy futures on securities, currencies or interest rates to provide a cost effective and efficient mechanism for taking position in securities.

A Series may utilise options (including equity index options, options on futures and options on swaps) to increase its current return by writing covered call options and put options on securities it owns or in which it may invest and on currencies for the purposes of efficient portfolio management only. A Series receives a premium from writing a call or put option, which increases the return if the option expires unexercised or is closed out at a net profit. If a Series writes a call option, it gives up the opportunity to profit from any increase in the price of a security or currency above the exercise price of the option; when it writes a put option, a Series takes the risk that it will be required to purchase a security or currency from the option holder at a price above the current market price of the security or currency. A Series may terminate an option that it has written prior to its expiration by entering into a closing purchase transaction in which it purchases an option having the same terms as the option written.

A Series may purchase put options (including equity index options, options on futures and options on swaps) to provide an efficient, liquid and effective mechanism for “locking in” gains and/or protecting against future declines in value on securities that it owns. This allows a Series to benefit from future gains in the value of a security without the risk of the fall in value of the security. A Series may also purchase call options (including equity index options and options on futures) to provide an efficient, liquid and effective mechanism for taking position in securities. This allows a Series to benefit from future gains in the value of a security without the need to purchase and hold the security. A Series may also purchase call options on currencies for the purposes of efficient portfolio management only to protect against exchange risks.

A Series may enter into forward currency contracts to purchase or sell a specific currency at a future date at a price set at the time of the contract. A Series may enter into these contracts to hedge against changes in currency exchange rates. A Series may use one currency (or a basket of currencies) to hedge against adverse changes in the value of another currency (or a basket of currencies) when exchange rates between the two currencies are positively correlated.

A Series may utilise stocklending agreements for efficient portfolio management purposes. In such transactions the Series may temporarily transfer its securities to a borrower, with agreement by the

borrower to return equivalent securities to the Series at pre-agreed time. In entering into such transactions the Series will endeavour to increase the returns on its portfolio of securities by receiving a fee for making its securities available to the borrower. Please see Counterparty Risk and Settlement Considerations in the section “Risk Factors” for details of the risks involved in such practises.

Any direct and indirect operational costs and/or fees which arise as a result of the use of financial derivative instruments (including those used for currency hedging) which may be deducted from the revenue delivered to a Series shall be at normal commercial rates and shall not include any hidden revenue.

Such direct or indirect costs and fees will be paid to the relevant counterparty to the financial derivative instruments transaction, which, in the case of financial derivative instruments used for currency hedging purposes, may include the Custodian or entities related to the Custodian. All revenues generated through the use of financial derivative instruments, net of direct and indirect operational costs and fees, will be returned to a Series.

The Manager will employ a risk management process which will enable it to monitor and measure the risks attached to financial derivative positions and details of this process have been provided to the Central Bank. The Manager will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been reviewed by the Central Bank. The Manager will provide on request to Shareholders supplementary information relating to the risk management methods employed including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

In accordance with the requirements of the Central Bank, the Manager will also employ a collateral management policy for and on behalf of the Company and each Series in respect of collateral received in respect of OTC financial derivative transactions whether used for investment or for efficient portfolio management purposes. Any collateral received by the Company for and on behalf of a Series on a title transfer basis shall be held by the Custodian. For other types of collateral arrangements, the collateral may be held with a third party custodian which is subject to prudential supervision and which is unrelated to the collateral provider. Particulars of the collateral management policy are set out below.

### ***Financial Derivative Instruments***

A Series may invest in financial derivative instruments (“FDIs”) for investment purposes where disclosed in the relevant Supplement for the relevant Series.

For the purpose of providing margin or collateral in respect of transactions in financial derivative instruments, the Company may transfer, mortgage, charge or encumber any assets or cash forming part of the relevant Series in accordance with normal market practice.

## ***Collateral Policy***

Where necessary, collateral will be accepted from borrowers by or on behalf of a Series in order to reduce counterparty risk exposure generated through the use of the stock lending programme. The Series does not generally receive collateral in respect of over the counter derivative instruments or any other efficient portfolio management techniques.

Any collateral received by or on behalf of a Series pursuant to the stock lending programme shall normally comprise of securities issued or guaranteed by certain member states of the OECD or by their public or local authorities or by their supranational institutions and organizations and equities provided however that such collateral must comply with the requirements of the Central Bank. Collateral in the form of cash will not generally be received.

The aggregate market value of the collateral provided pursuant to the stock lending programme shall never be less than the minimum percentage required by the Central Bank. The haircut policy applied to posted collateral will vary depending on the class of asset received from the borrowers but will generally range from 102% (where the loaned securities and collateral are denominated in the same currency and are government bonds) to 105% (for all other loaned securities).

Where a Series receives collateral for at least 30% of its assets, the Manager will employ an appropriate stress testing policy to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Manager to assess the liquidity risk attached to the collateral. The liquidity stress testing policy shall be disclosed in the risk management process employed by the Manager. It is not currently intended that a Series will receive collateral for more than 30% of its assets.

### **2.3 Eligible Assets and Investment Restrictions**

Investment of the assets of each Series must comply with the UCITS Regulations. The Manager may impose further restrictions on the Company generally or in relation to any particular Series as shall be in the interest of the Shareholders or in order to comply with the laws and regulations of the countries where Shares of the relevant Series are offered and in any event, the Company will comply with the UCITS Regulations. The investment and borrowing restrictions applying to the Company and each Series are set out in Appendix II of the Prospectus.

It is intended that the Manager shall have the power (subject to the prior approval of the Central Bank) to avail itself of any change in the investment and borrowing restrictions specified in the UCITS Regulations which would permit investment by the Company in any forms of investment in which investment is at the date of the Prospectus restricted or prohibited under the UCITS Regulations.

### **2.4 Risk Factors**

Investment in certain securities involves a greater degree of risk than usually associated with investment in the securities of other major securities markets. Potential investors should consider the following risks before investing in any of the Series.



## **General**

**Investors should be aware that the difference at any one time between the subscription and repurchase prices of Shares in each of the Series means that an investment in a Series should be viewed as medium to long term.**

### **Political and/or Regulatory Risks**

The value of a Series' assets may be affected by uncertainties such as international political developments, changes in government policies, changes in taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in the laws and regulations of countries in which investment may be made. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in certain countries in which investment may be made may not provide the same degree of investor protection or information to investors as would generally apply in major securities markets. Foreign ownership restrictions in some markets may mean that corporate actions entitlements in relation to any Series may not always be secured or may be restricted.

### **Foreign Exchange/Currency Risk**

Although Shares in a Series may be denominated in U.S. Dollars, the Series may invest its assets in securities denominated in a wide range of currencies, some of which may not be freely convertible. The Net Asset Value of the Series as expressed in U.S. Dollars will fluctuate in accordance with the changes in the foreign exchange rate between the U.S. Dollar and the currencies in which the Series' investments are denominated. The Series may therefore be exposed to a foreign exchange/currency risk.

It may not be possible or practicable to hedge against the consequent foreign exchange/ currency risk exposure.

### **Share Currency Designation Risk**

A Class of Shares may be designated in a currency other than the Base Currency of the relevant Series as detailed in the relevant Supplement. Changes in the exchange rate between the Base Currency of the Series and such designated currency may lead to a depreciation of the value of such Shares as expressed in the designated currency. The Investment Adviser may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge provided that such instruments shall not result in over hedged positions exceeding 105% of the Net Asset Value attributable to the relevant Class of Shares and hedged positions materially in excess of 100% of Net Asset Value will not be carried forward from month to month. The Investment Advisor may monitor the exposure on a daily basis where large market movements have occurred and a weekly adjustment will be made to ensure that the hedging target is maintained. If the Investment Adviser enters into such transactions then they will each be solely attributable to the relevant Class of Shares and may not be combined or offset against the exposures of other classes or specific assets. In such circumstances, Shareholders of that Class may be exposed to fluctuations in the Net Asset

Value per Share reflecting the gains/losses on and the costs of the relevant financial instruments and this strategy may substantially limit holders of the Class from benefiting if the Class currency falls against the Base Currency of the Series and/or the currency in which the assets of the scheme are denominated. Where the Investment Adviser intends to enter into such hedging transactions it will be disclosed in the Supplement for the relevant Series.

### **Premium Risk**

Where a Series acquires or values securities in the OTC market there is no guarantee that the Series will be able to realise such securities at a premium due to the nature of the OTC market.

### **Settlement Considerations**

The Series will be exposed to a credit risk on parties with whom it trades securities, and may also bear the risk of settlement default, in particular in relation to debt securities such as bonds, notes and similar debt obligations or instruments. Shareholders should also note that settlement mechanisms in emerging markets are generally less developed and reliable than those in more developed countries and that this therefore increases the risk of settlement default, which could result in substantial losses for the Company and the relevant Series in respect to investments in emerging markets.

Shareholders should also note that the securities of small capitalisation companies as well as the securities of companies domiciled in emerging markets are less liquid and more volatile than more developed stock markets and this may result in fluctuations in the price of the Shares of the relevant Series.

### **Registration Risk**

In some emerging market countries evidence of legal title to shares is maintained in “book-entry” form. In order to be recognised as the registered owner of the shares of a company, a purchaser or purchasers’ representative must physically travel to a registrar and open an account with the registrar (which, in certain cases, requires the payment of an account opening fee). Thereafter, each time that the purchaser purchases additional shares of the company, the purchasers’ representative must present to the registrar powers of attorney from the purchaser and the seller of such shares, along with evidence of such purchase, at which time the registrar will debit such purchased shares from the seller’s account maintained on the register and credit such purchased shares to the purchaser’s account to be maintained to the register.

The role of the registrar in such custodial and registration processes is crucial. Registrars may not be subject to effective government supervision and it is possible for a Series to lose its registration through fraud, negligence or mere oversight on the part of the registrar. Furthermore, while companies in certain emerging market countries may be required to maintain independent registrars that meet certain statutory criteria, in practice, there can be no guarantee that this regulation has been strictly enforced. Because of this possible lack of independence, management of companies in such emerging market countries can potentially exert significant influence over the shareholding in such companies. If the company register were to be destroyed or mutilated, the Series’s holding of the relevant shares of the company could be substantially impaired, or in certain cases, deleted.

Registrars often do not maintain insurance against such occurrences, nor are they likely to have assets sufficient to compensate the Series as a result thereof. While the registrar and the company may be legally obliged to remedy such loss, there is no guarantee that either of them would do so, nor is there any guarantee that the Series would be able to successfully bring a claim against them as a result of such loss. Furthermore, the registrar or the relevant company could wilfully refuse to recognise the Series as the registered holder of shares previously purchased by the Series due to the destruction of the company's register.

### **Accounting, Auditing and Financial Reporting Standards**

The accounting, auditing and financial reporting standards of many of, if not all of, the countries in which a Series may invest are likely to be less extensive than those applicable to United States or United Kingdom companies.

### **Emerging Markets Risk**

Certain Series may invest in equity securities of companies in emerging markets. Such securities may involve a high degree of risk and may be considered speculative. Risks include (i) greater risk of expropriation, confiscatory taxation, nationalisation, and social, political and economic stability; (ii) the small current size of the markets for securities of emerging markets issuers and the currently low or non-existent volume of trading, resulting in lack of liquidity and in price volatility, (iii) certain national policies which may restrict a Series's investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; and (iv) the absence of developed legal structures governing private or foreign investment and private property.

### **Default of Payment Risk**

If an investor fails to pay any amount payable in respect of Shares by the time specified on the day appointed for payment, the Administrator or the Correspondent Bank/Paying Agent, with the approval of the Manager, may either cancel the allotment of such Shares or serve a notice on the investor requiring payment of the amount outstanding together with any accrued interest and any costs incurred by the particular Series by reason of non-payment. If the Administrator or the Correspondent Bank/Paying Agent cancels the issue of Shares, any relevant funds received may be returned to the investor at the investor's risk less an amount to cover any costs incurred by the Series or alternatively funds may be held for investment on the next Dealing Day after deduction of any cost incurred by the Series on account of the late payment provided all anti-money laundering checks are complete.

### **High Yield/ Low Rated Debt Securities**

The market value of corporate debt securities rated below investment grade and comparable unrated securities tend to be more sensitive to company-specific developments and changes in economic conditions than higher rated securities. Issuers of these securities are often highly leveraged, so that their ability to service debt obligations during an economic downturn may be impaired. In addition, such issuers may not have more traditional methods of financing available to them, and may be unable to repay debt at maturity by refinancing. The risk of loss due to default in payment of interest

or principal by such issuers is significantly greater than in the case of investment grade securities because such securities frequently are subordinated to the prior payment of senior indebtedness.

Many fixed income securities, including certain corporate debt securities in which a Series may invest, contain call or buy-back features which permit the issuer of the security to call or repurchase it. If any issuer exercises such a “call option” and redeems the security a Series may have to replace the called security with a lower yielding security, resulting in a decreased rate of return for a Series.

### **Liquidity Risk**

Not all securities or instruments invested in by a Series will be rated and consequently liquidity may be low. Moreover, the accumulation and disposal of holdings in some investments may be time consuming and may need to be conducted at unfavourable prices. A Series may also encounter difficulties in disposing of assets at their fair price due to adverse market conditions leading to limited liquidity.

### **Cross-Liability for other Series**

The Company is established as an umbrella fund with segregated liability between Series. Under Irish law the assets of one Series are not available to satisfy the liabilities of or attributable to another Series. However the Company may operate or have assets in countries other than Ireland which may not recognise segregation between Series and there is no guarantee that creditors of one Series will not seek to enforce one Series' obligations against another Series.

### **Market Capitalisation Risk**

The securities of small sized (by market capitalisation) companies, or financial instruments related to such securities, may have a more limited market than the securities of larger companies and may involve greater risks and volatility than investments in larger companies. Accordingly, it may be more difficult to effect sales of such securities at an advantageous time or without a substantial drop in price than securities of a company with a large market capitalisation and broad trading market. In addition, securities of small sized companies may have greater price volatility as they are generally more vulnerable to adverse market factors such as unfavourable economic reports.

Companies with smaller market capitalisations may be at an earlier stage of development, may be subject to greater business risks, may have limited product lines, limited financial resources and less depth in management than more established companies. In addition, these companies may have difficulty withstanding competition from larger more established companies in their industries. The securities of companies with smaller market capitalisations may be thinly traded (and therefore have to be sold at a discount from current market prices or sold in small lots over an extended period of time), may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than investing in securities of larger capitalisation companies. In addition, transaction costs in smaller capitalisation stocks may be higher than those of larger capitalisation companies.

## **Derivatives and Techniques and Instruments Risk**

### ***General***

The prices of derivative instruments, including futures and options prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events, changes in local laws and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly markets in currencies and interest rate related futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The use of techniques and instruments also involves certain special risks, including (1) dependence on the ability to predict movements in the prices of securities being hedged and movements in interest rates, (2) imperfect correlation between the hedging instruments and the securities or market sectors being hedged, (3) the fact that skills needed to use these instruments are different from those needed to select the Series' securities and (4) the possible absence of a liquid market for any particular instrument at any particular time, and (5) possible impediments to effective portfolio management or the ability to meet redemption.

### ***Correlation Risk***

The prices of financial derivative instruments may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements. The prices of exchange traded financial derivative instruments may also be subject to changes in price due to supply and demand factors.

### ***Legal Risk***

The use of OTC derivatives, such as forward contracts, swap agreements and contracts for difference, will expose the Series to the risk that the legal documentation of the contract may not accurately reflect the intention of the parties.

### ***Counterparty Risk***

Each Series will have credit exposure to counterparties by virtue of positions in, options, repurchase transactions and forward exchange rate and other contracts held by the Series. To the extent that a counterparty defaults on its obligation and the Series is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights.

The Series will also be exposed to a credit risk on parties with whom it trades securities, and may also bear the risk of settlement default, in particular in relation to debt securities such as bonds, notes and similar debt obligations or instruments.

### ***Liquidity of Futures Contracts***

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits”. Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent a Series from liquidating unfavourable positions.

### ***Forward Trading***

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and “cash” trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. Market illiquidity or disruption could result in major losses to a Series.

### ***Securities Lending Risk***

As with any extensions of credit, there are risks of delay and recovery. Should the borrower of securities fail financially or default in any of its obligations under any securities lending transaction, the collateral provided in connection with such transaction will be called upon. The value of the collateral will be maintained to equal or exceed the value of the securities transferred. However there is a risk that the value of the collateral may fall below the value of the securities transferred. In addition, as a Series may invest cash collateral received, subject to the conditions and within the limits laid down by the Central Bank, a Series investing collateral will be exposed to the risk associated with such investments, such as failure or default of the issuer of the relevant security.

### ***Foreign Exchange Transactions***

Where a Series utilises derivatives which alter the currency exposure characteristics of transferable securities held by the Series the performance of the Series may be strongly influenced by movements in foreign exchange rates because currency positions held by the Series may not correspond with the securities positions held.

### ***OTC Markets Risk***

Where any Series acquires securities on OTC markets, there is no guarantee that the Series will be able to realise the fair value of such securities due to their tendency to have limited liquidity and comparatively high price volatility.

## **Investment Adviser Valuation Risk**

The Administrator may consult the Investment Adviser with respect to the valuation of certain investments. Whilst there is an inherent conflict of interest between the involvement of the Investment Adviser in determining the valuation price of each Series' investments and the Investment Adviser's other duties and responsibilities in relation to the Series, the Investment Adviser has in place a pricing committee charged with reviewing all pricing procedures which follows industry standard procedures for valuing unlisted investments.

## **Tax Risks of the Company**

The attention of investors is drawn to the section of the Prospectus headed "Irish Taxation" and in particular the taxation liability arising on the occurrence of certain events such as the encashment, redemption or transfer of Shares by or payment of dividends to Shareholders who are Irish Resident or Ordinarily Resident in Ireland.

Furthermore, if the Company becomes liable to account for tax, in any jurisdiction, including any interest or penalties thereon if an event giving rise to a tax liability occurs, the Company shall be entitled to deduct such amount from the payment arising on such event or to compulsorily redeem or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as have a value sufficient after the deduction of any redemption charges to discharge any such liability. The relevant Shareholder shall indemnify and keep the Company indemnified against any loss arising to the Company by reason of the Company becoming liable to account for tax and any interest or penalties thereon on the happening of an event giving rise to a tax liability including if no such deduction, appropriation or cancellation has been made.

***The above should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in any of the Series. Potential investors should be aware that an investment in a Series may be exposed to other risks of an exceptional nature from time to time.***

Additional risk factors associated with any particular Series will be detailed in the relevant Supplement for such Series.

## **2.5 Dividends and Distributions**

The Directors may declare a dividend once a year out (or more frequently at their discretion) of the net investment income (whether in the form of dividends, interest or otherwise) available for distribution by the Company and out of realised profits less realised losses and unrealised profits less unrealised losses. The Directors may also declare interim dividends on the same basis.

The Directors may make distributions (normally in June) in respect of the Shares. Distributions will normally be paid by telegraphic transfer at the Shareholder's risk and expense.

Alternatively, the Directors may reinvest dividends in the relevant Series on behalf of the Shareholders.

The distribution policy of each Series is detailed in the Supplement for the relevant Series. All Shares shall rank for dividends as and from the beginning of the accounting period in which they were issued.

All dividends unclaimed after a period of six years shall be forfeited and shall revert to the relevant Series. Dividends shall not bear interest against the Company.



### **3. THE OFFERING**

#### **3.1 Description of Shares**

The Directors have the power to classify the Shares of any Series and to differentiate between such Classes as they determine appropriate. Details of the rights and benefits attributable to a particular Class of Shares of a Series are set out in the Supplement for the particular Series.

The Shares are all freely transferable (except to U.S. Persons), and are entitled to participate pro rata in the profits and dividends of the particular Series depending on their relative Net Asset Value, and in its assets in the event of liquidation of the Series. The Shares, which must be fully paid for upon issue, carry no preferential or pre-emptive rights. At all meetings of Shareholders of a Series or the Company, each Shareholder who is present in person or by proxy shall have one vote for every full Share of which he is the holder.

Where subscription monies will not purchase an exact number of Shares, a fraction of up to one hundredth of a Share may be issued. Subscription monies will be rounded to the nearest two decimal places and any surplus subscription monies may be retained for the benefit of the Series to offset administration expenses. Shares will be issued in uncertificated registered form.

A register of Shareholders will be maintained by the Administrator for all Shareholders.

#### **3.2 Subscription, Redemption and Exchange of Shares**

##### **3.2.1 Restrictions on ownership of Shares and Anti-Money Laundering and Countering Terrorist Financing Measures**

The Manager may restrict or prevent the ownership of Shares in any Series by any person, firm or corporation. More specifically U.S. Persons may not purchase Shares in the Company (except in certain limited circumstances described below). If a person becomes aware that he is holding Shares in contravention of these restrictions, he shall forthwith redeem his Shares or sell them to a person duly qualified to hold the Shares.

It is not intended that any of the Shares from any Series will be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act") or the U.S. Investment Company Act of 1940, as amended (the "1940 Act") and such Shares may not be offered, sold or delivered in the United States or to or for the account of a U.S. Person absent an exemption from the registration requirements.

Notwithstanding the foregoing, the Directors may, with the advice of counsel, approve the issue, sale or transfer of Shares to one or more U.S. Persons who are either "qualified institutional buyers", as defined in Rule 144A of the 1933 Act, or sophisticated investors who are "accredited investors" within the meaning of Rule 501 (a), (1), (2), (3) or (7) of Regulation D under the 1933 Act, in a private placement qualifying for an exemption from the registration requirements of the 1933 Act and in circumstances in which it is reasonably concluded that such sale would not have adverse consequences to the Company. However, the Company is not established for the purpose of

investment by U.S. Persons. Any such investor should consult his or its own legal, tax and other advisers to determine whether an investment in the Company could result in adverse consequences to the investor or his or its related persons and affiliates. All U.S. Persons will have U.S. tax consequences arising from investing in the Company. In addition, U.S. Persons related to foreign persons investing in the Company may incur U.S. tax consequences. It is suggested that such U.S. Persons and their related foreign investor in the Company consult their U.S. tax advisers.

The Company's policies also prohibit the sale of Shares to any investor to whom such sale would be unlawful in the United States. The Company has, and intends to exercise, the right to force the redemption of any Shares sold in contravention of any of the prohibitions described in this Prospectus or any Supplement. In addition, the Company has, and shall be fully protected in exercising, the right to compulsorily redeem the Shares of any investor at any time if, at the Company's sole discretion, such redemption would be appropriate to protect the Company from a requirement to register the Company's Shares under the 1933 Act or to register the Company as an investment company under the 1940 Act or from adverse tax consequences.

Any person who, by virtue of his holding, is in breach of the laws and regulations of any competent jurisdiction and whose holding could, in the opinion of the Manager, cause the Company some financial or fiscal disadvantage, agrees, by subscribing for Shares, to indemnify the Company, the Manager, the Custodian, the Administrator and the Shareholders for any loss suffered by it or them as a result of such person or persons acquiring or holding shares in the Company. The Manager has power under the Articles to compulsorily redeem any Shares held in contravention of these restrictions.

Measures aimed at the prevention of money laundering and terrorist financing require a detailed verification of each applicant's identity and where applicable the beneficial owner on a risk sensitive basis. Politically exposed persons ("PEPs"), an individual who is or has, at any time in the preceding year, been entrusted with prominent public functions, and immediate family member, or persons known to close associates of such persons, must also be identified. By way of example an individual may be required to produce a copy of a passport or identification card together with evidence of his/her address such as two original copies of evidence of his/her address such as a copy of a utility bill or bank statement and proof of tax residence. In the case of corporate applicants this may require production of a certified copy of the certificate of incorporation (and any change of name), memorandum and articles of association (or equivalent), the names, occupations, dates of birth and residential and business address of all directors.

Depending on the circumstances of each application, a detailed verification may not be required where for example the application is made through a recognised intermediary or (iii) the investment is made by a recognised intermediary or financial institution. This exception will only apply if the intermediary referred to above is located in a country which has equivalent anti-money laundering and counter terrorist financing legislation to that in place in Ireland and satisfies other applicable conditions such as providing a letter of undertaking confirming the intermediary has carried out the appropriate verification checks on the investor and will retain such information in accordance with the required timeframe and will provide such information on request to the Administrator, the Manager or the

Company. Investors may contact the Investment Adviser appointed to a particular Series in order to determine whether they meet the above exceptions.

The Manager, Administrator and the Company each reserve the right to request such information as is necessary to verify the identity of an applicant and where applicable the beneficial owner of an investor. In particular, the Manager, the Administrator and the Company each reserve the right to carry out additional procedures in relation to an investor who is classes as a PEP.. Verification of the investor's identity is required to take place before the establishment of the business relationship. In any event, evidence of identity is required for all investors as soon as is reasonably practicable after the initial contact. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Administrator or the Manager may refuse to accept the application and subscription monies.

### **3.2.2 Application and Purchase Procedure**

Shares in a particular Series or Class may be purchased in the following way unless otherwise specified in the relevant Supplement:

through the Administrator or Correspondent Bank / Paying Agent in the following manner:

by completing the Application Form which accompanies the relevant Supplement and send it by letter, facsimile or such other means provided such means are in accordance with the requirements of the Central Bank and sending the original Application Form to the following address or to the Correspondent Bank/Paying Agent at their respective addresses for onward transmission to the Company, care of the Administrator not later than the relevant Dealing Deadline, or for existing Shareholders purchasing further Shares in a particular Series or Class, by making a request to the Administrator on behalf of the Company to purchase Shares by telephone or sending a purchase request by letter, facsimile or electronic means provided such means are in accordance with the requirements of the Central Bank and in compliance with the procedures agreed with the Administrator:

UOB Global Strategies Funds plc

*[name of the Series]*

c/o Northern Trust International Fund Administration Services (Ireland) Limited, Attention : Transfer Agency Department,  
Georges Court,  
54-62 Townsend Street,  
Dublin 2,  
Ireland

A contract note confirming the number and price of Shares purchased or sold and the date of the purchase or sale and which represents written confirmation of ownership will be faxed or mailed to the Shareholder normally within 24 hours of the Dealing Day on which the purchase or sale is effected. The contract note will contain an account number.

This account number should be used by the investor in all subsequent communications with the Administrator or the Correspondent Bank/Paying Agent or the Manager including further purchases and redemptions.

The Application Form and any subsequent written purchase request must be received by the Administrator or by the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than the relevant Dealing Deadline. Purchase requests received after the relevant Dealing Deadline will be deferred until the next succeeding Dealing Day. Any application received after the time aforesaid shall be deemed to be made in respect of the Dealing Day next following such relevant Dealing Day unless the Manager in exceptional circumstances and in its absolute discretion otherwise determines to accept one or more applications received after the time aforesaid for processing on that Dealing Day provided that such application(s) have been received prior to the Net Asset Value having been struck for the particular Dealing Day.

Unless otherwise specified in the Supplement for a particular Series, subscription monies must be received not later than 5.00p.m. (Irish time) two Business Days after the relevant Dealing Day on which the application is effected. Funds should be remitted to the Custodian or the Correspondent Bank/Paying Agent for onward transmission to the Custodian by telegraphic transfer to the bank account as specified in the Application Form.

If an investor fails to pay any amount payable in respect of Shares by 5p.m. (Irish time) on the day appointed for payment, the Administrator or the Correspondent Bank/Paying Agent, with the approval of the Manager, may either cancel the allotment of such Shares or serve a notice on the investor requiring payment of the amount outstanding together with any accrued interest and any costs incurred by the particular Series by reason of non-payment. If the Administrator or the Correspondent Bank/Paying Agent cancels the issue of Shares, any relevant funds received may be returned to the investor at the investor's risk less an amount to cover any costs incurred by the Series or alternatively funds may be held for investment on the next Dealing Day after deduction of any cost incurred by the Series on account of the late payment provided all anti-money laundering checks are complete.

For all investors who hold their Shares through a nominee, Shares held will be registered in the name of the nominee on behalf of such investors and the Administrator or the Correspondent Bank/Paying Agent is entitled to treat the nominee only as the Shareholder for all purposes. The Company will not issue any share certificates.

The Manager reserves the right to reject any application and/or purchase order in whole or in part without assigning any reason therefor if the Manager determines it is not in the best interest of a Series and/or its Shareholders to accept the application.

### ***Initial Issue of Shares***

Details of the initial offer of Shares in a Series or Class, including the initial offer period, the initial offer price, the subscription fee (if any) and the Closing Date are set out in the relevant Supplement for this Prospectus. Any such subscription fee shall not exceed 6% of the initial offer price. The initial offer

period and consequently the Closing Date may be shortened or extended by the Directors. The Central Bank shall be notified of any such shortening or extension.

### ***Subsequent Issue of Shares***

The Company may issue further Shares in a Series or Class after the relevant Closing Date as the Directors deem appropriate. Such issues of Shares in a Series shall only take place on Dealing Days at the subscription price for the relevant Series calculated as at the close of business at each relevant Dealing Day. The subscription price for a Series is the Net Asset Value per Share of that Series. A subscription fee not exceeding 6% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Correspondent Bank\Paying Agent\Global Distributor or distributor for its or their absolute use and benefit and shall not form part of the assets of the relevant Series. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applications as to the amount of such fee or fees within the permitted limits.

### **Minimum Subscription**

Different minimum subscriptions may be imposed on initial and subsequent subscriptions and minimum subscriptions may differ between each Series or Classes. Unless otherwise specified in the relevant Supplements of the Prospectus, the minimum initial subscription in each Series is US\$100,000 (or its foreign currency equivalent) and the minimum subsequent subscription in the Series is US\$10,000 (or its foreign currency equivalent). The Directors reserve the right to differentiate between Shareholders as to the waiving or reducing of the minimum initial and subsequent subscription amounts for certain investors.

### **3.2.3 Redemption Procedure**

A Shareholder may request the redemption of his holding of Shares, in whole or in part, at the relevant prevailing Net Asset Value per Share or the NAV per Share per Class of Shares where Classes of Shares exist on any Dealing Day. The number of Shares which may be redeemed at any time shall be subject to the minimum holding (if any) as may be specified in the Supplement for the Series (or the Class of Shares). The Manager shall have the power to redeem all of a Shareholder's holding if on any Dealing Day the number of Shares held by any Shareholder is less than the applicable minimum holding.

Shares may be redeemed in the following way unless otherwise specified in the relevant Supplement:

through the Administrator or the Correspondent Bank/Paying Agent by in the following manner :

by making a request to the Company, care of the Administrator for the redemption of Shares by telephone or completing a redemption request form and sending it by facsimile, electronic means or letter to the following address or the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than the relevant Dealing Deadline at their respective addresses:

UOB Global Strategies Funds plc

*[name of Series]*

c/o Northern Trust International Fund Administration Services (Ireland) Limited, Attention : Transfer Agency Department,  
Georges Court,  
54-62 Townsend Street,  
Dublin 2,  
Ireland

The redemption request form must be received by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than the relevant Dealing Deadline. Any redemption request form received after the relevant Dealing Deadline will be deferred until the next succeeding Dealing Day unless the Manager in exceptional circumstances and in its absolute discretion otherwise determines to accept one or more requests received after the time aforesaid for processing on that Dealing Day provided that such request(s) have been received prior to the Net Asset Value having been struck for that particular Dealing Day.

Proceeds of a redemption will, unless otherwise specified in the relevant Supplement for a particular Series, normally be dispatched by the Administrator or the Correspondent Bank/Paying Agent not later than seven Business Days after the date on which the redemption is effected or in the case of the receipt of redemption requests from all Shareholders in a Series total in the aggregate more than 5% of all the Shares in issue on such Dealing Day, proceeds will be despatched within ten Business Days of the receipt of the redemption request, or sent by electronic transfer of funds to the account designated by the Shareholder in the Application Form. No repurchase payments will be made until the original Application Form is received from a Shareholder and all the necessary anti-money laundering checks have been completed.

A Shareholder may not withdraw his request for redemption except in the event of a suspension of the issue and redemption of Shares to and from the Shareholders of the Series (see Section 3.5 - "Temporary Suspension of the Determination of the Value of any Series and of the Issue and Redemption of Shares") and in such event a withdrawal will be effective only if written notification is received by the Administrator or the Correspondent Bank/Paying Agent before the termination of the period of suspension. If the request is not so withdrawn, the redemption will be made on the Dealing Day next following the end of the suspension.

A redemption fee of up to 2% of the Net Asset Value per Share may be imposed by the Manager at its discretion if a Shareholder sells his Shares within 30 days of purchase.

#### **3.2.4 Redemption Restrictions**

If all redemption requests in writing from all Shareholders of a Series total in the aggregate more than 10% of all the Shares in the Series in issue on such Dealing Day, then the Manager may, at its discretion, refuse to redeem any Shares in excess of one tenth of the total number of Shares in the Series in issue as aforesaid and, if it so refuses, the request for redemption on such Dealing Day shall be reduced pro rata and the Shares to which each request relates which are not redeemed by reason

of such refusal shall be treated as if a request for redemption had been made in respect of each subsequent Dealing Day until all the Shares to which the original request(s) related have been redeemed. Requests for redemption which have been carried forward from an earlier Dealing Day shall (subject always to the foregoing limits) be complied with in priority to later requests.

### **3.2.5 Compulsory Redemption of Shares**

If the Company becomes liable to account for tax in any jurisdiction in the event that a Shareholder or beneficial owner of a Share were to receive a distribution in respect of his/her Shares or to dispose (or deemed to have disposed) of his/her Shares in any way ("Chargeable Event" as defined), the Company shall be entitled to deduct from the payment arising on a Chargeable Event an amount equal to the appropriate tax and/or where applicable, to appropriate, cancel or compulsorily repurchase such number of Shares held by the Shareholder or such beneficial owner as are required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax in any jurisdiction on the happening of a Chargeable Event if no such deduction, appropriation, cancellation or compulsory repurchase has been made.

### **3.2.6 Exchange of Shares**

Unless otherwise specified in the Supplement for a particular Series, Shareholders may exchange some or all of their Shares in one Series for Shares in another Series of the Company free of charge by redeeming their Shares in accordance with the procedure set out in Section 3.2.3 - "Redemption Procedure" and by re-investing the proceeds in another Series in accordance with procedures for application for Shares contained in 3.2.2 - "Application and Purchase Procedure".

### **3.3 Calculation of Net Asset Value of the Shares**

The Net Asset Value of a Series shall be expressed in U.S. Dollars and will be determined as at the close of business on each Dealing Day for such Series by the Administrator. The Net Asset Values are determined by valuing the gross assets of the Series and deducting the liabilities. If the Shares of the Series have been divided into Classes, the Net Assets are then allocated amongst the different Classes of Shares based on their pro rata closing Net Asset Values on the previous Dealing Day, as adjusted for subscriptions and redemptions and any other factor which differentiates one Class from another, such as different fee and/or charge arrangements (including the gains/losses and costs of financial instruments employed for currency hedging between the Base Currency of a Series and a designated currency of a Class) as specified in the relevant Supplement of a particular Series or Class of Shares. The resulting value is then divided by the number of Shares in the relevant Series or Class then outstanding to give a per Share figure rounded to the nearest fraction which is the smallest Share that is legal tender in the Base Currency.

The method of calculating the value of the assets of each Series is as follows:-

- (a) assets listed and regularly traded on a Recognised Market and for which market quotations are readily available or traded on OTC markets shall be valued at the latest mid-market

quotation (i.e. mid-price between the latest bid and offer prices) on the principal exchange in the market for such investment as at close of business on the Business Day preceding the relevant Dealing Day provided that the value of any investment listed on a Recognised Market but acquired or traded at a premium or at a discount outside or off the relevant stock exchange or on an OTC market may be valued taking into account the level of premium or discount as at the date of valuation of the investment with the approval of the Custodian.

The Directors, in consultation with the Manager, may adjust or may instruct the Administrator to adjust the value of any such assets if, in relation to currency, marketability and such other considerations as they deem relevant, they consider that such adjustment is required to reflect the fair value thereof with the approval of the Custodian.

If for specific assets the latest available prices do not in the opinion of the Directors, in consultation with the Manager, reflect their fair value, the value shall be calculated with care and in good faith by the Directors or their delegate, which may include the Investment Adviser, being a competent person approved for such purpose by the Custodian, in consultation with the Manager with a view to establishing the probable realisation value for such assets as at the Business Day preceding the relevant Dealing Day;

- (b) if the assets are listed on several Recognised Markets, the latest mid market price on the Recognised Market which, in the opinion of the Directors, in consultation with the Administrator (as delegate of the Manager), constitutes the main market for such assets, will be used;
- (c) in all cases the competent person responsible for valuing the assets, which for the Company is the Directors or their delegate, which may include the Investment Adviser (being competent people), in consultation with the Manager, acting in good faith and in accordance with the procedures described below, shall be approved for that purpose by the Custodian. In the case where the competent person may be a party connected with the Company, if any conflict should arise, it will be resolved fairly and in the best interests of Shareholders;
- (d) in the event that any of the assets on the Business Day preceding the relevant Dealing Day are not listed or dealt on any Recognised Market, such assets shall be valued by the Directors or their delegate, which may include the Investment Adviser, (being competent people approved for such purpose by the Custodian) with care and in good faith and in consultation with the Manager at the probable realisation value. Such probable realisation value may be determined by using a bid quotation from a broker. Due to the nature of such unquoted assets and the difficulty in obtaining a valuation from other sources, such competent professional may be related to the Manager;
- (e) cash and other liquid assets will be valued at their face value with interest accrued, where applicable, as at close of business on the Business Day preceding the relevant Dealing Day;



- (f) units or shares in collective investment schemes (other than those valued pursuant to paragraph (a) or (b) above) will be valued at the latest available net asset value of the relevant collective investment scheme;
- (g) any value expressed otherwise than in the denominated currency of the relevant Series (whether of an investment or cash) and any borrowing in a currency other than the denominated currency of the relevant Series shall be converted into the denominated currency of the relevant Series at the rate (whether official or otherwise) which the Administrator deems appropriate in the circumstances;
- (h) derivative instruments dealt in on a market will be valued at the settlement price for such instruments on such market. If the settlement price is not available, the value shall be the probable realisation value estimated with care and in good faith by (i) the Directors or the Manager or (ii) a competent person, firm or corporation (which may include the Investment Adviser) selected by the Directors and approved for the purpose by the Custodian. Where such derivative instruments are not dealt in on a market, their value should be the daily quotation from the counterparty provided that the valuation is approved or verified weekly by an independent party appointed by the Manager and approved for the purpose by the Custodian;
- (i) forward foreign exchange contracts will be valued by the Administrator utilising an independent price source by reference to the price at close of business on the Business Day preceding the relevant Dealing Day at which a new forward contract of the same size and maturity could be undertaken.

In the event of it being impossible or incorrect to carry out a valuation of a specific asset in accordance with the valuation rules set out in paragraphs (a) to (h) above, or if such valuation is not representative of the asset's fair market value, the Manager is entitled to use other generally recognised valuation methods in order to reach a proper valuation of that specific asset, provided that any alternative method of valuation is approved by the Custodian.

In order to protect existing Shareholders, the Directors, in consultation with the Manager may in calculating the value of the assets of a Series as at a given Dealing Day use the offer price where the value of subscription applications for that Dealing Day exceed the value of Redemption Requests for that Dealing Day and may use in calculating the value of the assets of a Series as at a given Dealing Day the bid price where the value of redemption requests for that Dealing Day exceed the value of subscription applications for that Dealing Day.

In calculating the Net Asset Value, neither the Directors nor the Administrator shall be liable for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the subscription or repurchase prices resulting from any inaccuracy in the information provided by any pricing service.

### **3.4 Force Majeure**

Under the terms of the Administration Agreement, the Administrator is relieved of liability for any action taken, or any delay in taking or failure to take any action required to be taken from in respect of the Company and each Series where performance is not possible due to war, insurrection, riot, civil commotion, Act of God, market closure, accident, fire, water damage, explosion, mechanical breakdown, computer or system failure or other failure of equipment or malfunction or failures caused by computer virus, failure or malfunctioning of any communication media of whatever reason, interruption (whether partial or total) of power supplies or other utility of service, strike, lock-out or other stoppage (whether partial or total) of labour, any law, decree, regulation or order of any government or governmental body (including any court or tribunal) or any other cause (whether similar or dissimilar to any of the foregoing) whatsoever beyond the Administrator's reasonable control (a "Force Majeure Event"). Accordingly, during a Force Majeure Event, the facilities to purchase and redeem Shares will not be available to Shareholders. In the case of a Force Majeure Event, the Administrator will use its best efforts to minimise the effects of the above and to recommence the performance of its duties at the earliest possible time.

### **3.5 Temporary Suspension of the Determination of the Value of any Series and of the Issue and Redemption of Shares**

The Manager may with the consent of the Custodian, temporarily suspend the determination of the Net Asset Value of any Series and the issue and redemption of the Shares to and from its Shareholders during:

- the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets of the Series is impracticable, or as a result of which it is not possible to transfer monies involved in the acquisition or disposition of investments at normal rates of exchange; or as a result of which it is not practically feasible for the Administrator fairly to determine the value of any assets of the Series; or
- any period when for any reason, the prices of any investments owned by the Series cannot be reasonably, promptly or accurately ascertained; or
- any period (other than ordinary holidays or customary weekend closings) when any Recognised Market is closed and when such Recognised Market is the main Recognised Market for a significant portion of the Series' investments or in which trading thereon is restricted or suspended; or
- any period in which there is a breakdown in the means of communication normally employed in determining the price of any of the investments or the current prices on any Recognised Market.

Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible. Any such suspension shall be notified to the Central Bank without delay and will be communicated to the persons likely to be affected thereby in such manner as the Manager may deem

appropriate if in the opinion of the Manager it is likely to exceed fourteen (14) Business Days and will be notified to investors requesting issue or redemption of Shares by the Administrator at the time of application or receipt of the written request for such redemption.

The suspension of the determination of the Net Asset Value of one Series will not have any effect on the determination of the Net Asset Value of any other Series.

### **3.6 Publication of Price of Shares**

Except where the issue and redemption of Shares in a Series have been suspended in the circumstances described above, the issue and redemption prices of each Series and each Class thereof in U.S. Dollars will be available from the Administrator. Unless otherwise provided in the Supplement for a particular Series, the issue and redemption prices will also be made available on [www.uobglobalfunds.com](http://www.uobglobalfunds.com) and for certain jurisdictions on [www.fundinfo.com](http://www.fundinfo.com) or any other recognised internet platform which the Manager may determine from time to time. The issue and redemption prices posted on the website(s) will be updated following each calculation of Net Asset Value.

## 4. MANAGEMENT OF THE COMPANY

### 4.1 The Directors

#### **David Goss**

David Goss, has spent over twenty years in the asset management business, responsible for developing investment management businesses for institutional and retail clients worldwide. Prior to co-founding UOB Global Capital in 1998, he was President and CEO of AIG Asset Management Services, with global responsibility for developing third party investment management businesses for American International Group Inc. ("AIG"), based in New York. Before joining AIG, Mr. Goss had been Executive Director of Equitilink, Australia's largest independent fund manager. He was responsible for global marketing and sales for institutional and retail products, and was involved in raising the then-largest single closed-end fund public offering in the history of the American Stock Exchange. David Goss holds degrees in economics (BA) and law (LLB) from the University of Witwatersrand.

#### **Michael Landau**

Michael Landau has held various senior roles with asset management and investment banking firms over the past twenty seven years, in both New York and Paris. Prior to co-founding UOB Global Capital in 1998, he was Managing Director in the AIG Global Investment Group, responsible for AIG's third party asset management fund organisation and distribution activities in Europe and the Middle East, based in Paris. He was a member of AIG Global Investment Group's Commitment Committee, and a board member of numerous AIG and external investment companies (primarily private equity and property). Before joining AIG in 1991, he had been President of Link Capital Group in New York, and held positions with Tandler Beretz Associates and Shearson Lehman (as VP, Investment Banking). Michael Landau holds an MBA from the Wharton School, and received his BA degree from Hamilton College.

#### **Jake Lim Huck Wei**

Jake Lim Huck Wei has over 20 years of experience in the banking and finance industry and is currently Chief Operating Officer of UOB Asset Management Limited. Prior to joining UOB Global Markets and Investments to head the Business Assurance in January 2008, he previously worked in Asset Management of United Overseas Bank (UOB) and Treasury of UOB. His responsibilities include trading in various instruments, risk management in both market and operations. Jake Lim Huck Wei graduated from Macquarie University (Australia) with a Master of Applied Finance and National University of Singapore with a Bachelor of Science majoring in Physics and Applied Physics.

## **Howard Berkenfeld**

Howard Berkenfeld has been a Principal of UOB Global Capital since its inception in 1988. He is involved in product, sales and marketing strategy worldwide. He has over twenty years of experience in the investment and securities industries. Previously, he was Vice President of Global Marketing for AIG Asset Management Services. Prior to that, he was head of Marketing Services at AIG Asset Management Inc., which focused on the U.S. institutional market. Earlier experience includes positions at James Capel Inc. (now HSBC Securities) and Salomon Inc. both in a variety of roles. Howard Berkenfeld holds an MBA from Baruch College, and received a BS degree in Biology from the State University of New York at Binghamton.

## **Mary Canning**

Mary Canning is a Commercial Lawyer and has been a partner in Dillon Eustace Solicitors since 1992, where she works principally in the areas of corporate finance and financial services. From 1988 to 1990 she worked in the New York law firm of De Vos & Company during which time she was admitted to practice in the State of New York. Prior to joining Dillon Eustace, she was an Associate with the law firm of Cawley Sheerin Wynne.

## **John Broughan**

John Broughan is currently a self-employed business consultant since 1999, focusing exclusively on the banking and investment sector. He is a qualified accountant who prior to his current role was Head of International Banking at Allied Irish Banks plc ("AIB"), Ireland's largest financial institution. During his career with AIB which spanned thirty two years, he held several senior executive positions in corporate and international banking and human resources management. He holds a Bachelor of Commerce degree from University College Dublin and a MSc (Mgt) degree from Trinity College Dublin.

The address of all the Directors is the registered office of the Company.

The Directors have delegated the day to day management of the Company to the Manager and consequently all of the Directors are non-executive. The Directors do not have any proposed or existing service contracts with the Company.

## **4.2 The Manager and Global Distributor**

The Manager of the Company, UOB Global Capital (Dublin) Limited is a wholly-owned subsidiary of UOB Global Capital LLC, the ultimate parent is United Overseas Bank Group ("UOB Group").

UOB Global Capital LLC is owned 70% by UOB Holdings (USA) Inc, a wholly owned subsidiary of the UOB Group, and 30% by TEAMCO Management Co. LLC. The UOB Group has been listed on the stock exchange of Singapore since 1970. UOB Global Capital LLC was established in 1998. UOB Group is regulated by the Monetary Authority of Singapore.

Senior management of UOB Global Capital collectively has over 100 years in the investment and securities industries. This experience includes the establishment and oversight of mutual fund complexes in various jurisdictions including Ireland, responsibility for the sales of pooled vehicles both at a retail and institutional level, involvements in committees of mutual fund associations, and working with emerging market governments to help formulate mutual fund legislation.

The UOB Group, through UOB Asset Management Limited, is one of the largest Unit Trust managers in Singapore and has won numerous performance awards.

The Manager, a limited liability company incorporated in Ireland on the 14th July, 1999, has an authorised share capital of US\$ 7,500,000 of which 136,810 ordinary shares of US\$1.00 each, are issued and fully paid up. The sole business of the Manager is the management of collective investment vehicles. The Directors of the Company may confer all of their powers, duties, discretions or functions as Directors on the Manager and have done so under the Management Agreement.

The Management Agreement provides that the Manager will act as manager of the Company's investments and business affairs. The Manager also acts as Global Distributor for the Series. The Manager has delegated the registration, valuation and administrative functions on behalf of the Company to the Administrator. The company secretary of the Manager is Tudor Trust Limited.

The Manager may appoint various persons to act as investment adviser in relation to any particular Series.

The directors of the Manager are David Goss, Michael Landau, Howard Berkenfeld, Mary Canning, John Broughan and Jake Lim Huck Wei. The biographical details for each of the directors of the Manager are set out on pages 43 and 44.

#### **4.3 The Investment Adviser**

The Investment Adviser appointed to act as investment adviser to the Manager in relation to each Series is specified in the relevant Supplement for a particular Series.

The Investment Adviser may in accordance with the requirements of the Central Bank appoint sub-advisers to provide investment advisory or investment management services to it in relation to any Series. Details of any sub-adviser appointed in the period will be disclosed in the period reports of the Company. Details of any sub-adviser appointed will be available to Shareholders upon request.

#### **4.4 The Custodian**

Northern Trust Fiduciary Services (Ireland) Limited has been appointed Custodian under the Custodian Agreement. The Custodian is a private limited liability company incorporated in Ireland on 5 July 1990. Its main activity is the provision of custodial services to collective investment schemes. The Custodian is an indirect wholly-owned subsidiary of Northern Trust Corporation. Northern Trust Corporation and its subsidiaries comprise the Northern Trust Group, one of the world's leading

providers of global custody and administration services to institutional and personal investors. As at 31 March 2013 the Northern Trust Group's assets under custody totaled in excess of US\$5.2 trillion.

#### **4.5 The Administrator**

The description of the Administrator under Section 4.5 of the Prospectus is hereby deleted in its entirety and replaced by the following:

"The Administrator is a private limited liability company incorporated in Ireland on 15 June 1990 and is an indirect wholly-owned subsidiary of Northern Trust Corporation. Northern Trust Corporation and its subsidiaries comprise the Northern Trust Group, one of the world's leading providers of global custody and administration services to institutional and personal investors. As at 30 June 2012 the Northern Trust Group's assets under custody totalled in excess of US\$4.6 trillion. The principal business activity of the Administrator is the administration of collective investment schemes. The registered office of Northern Trust International Fund Administration Services (Ireland) Limited is Georges Court, 54-62 Townsend Street, Dublin 2, Ireland

The Administrator is not involved directly or indirectly with the business affairs, organisation, sponsorship or management of the Company and is not responsible for the preparation of this document other than the preparation of the above description and accepts no responsibility or liability for any information contained in this document except disclosures relating to it.

#### **4.6 The Promoter**

The Promoter of the Company is UOB Global Capital LLC which was established in 1998. UOB Global Capital LLC is owned 70% by UOB Holdings (USA) Inc, a wholly owned subsidiary of the UOB Group, and 30% by TEAMCO Management Co. LLC. UOB Global Capital LLC is a global asset management firm whose principal business interest is fund product development and distribution.

#### **4.7 Correspondent Banks/Paying Agents**

Local laws/regulations in European Economic Area countries may require the appointment of distributors, correspondent banks, paying agents, representatives, ("Paying Agents") and maintenance of accounts by such Paying Agents through which subscription and redemption monies may be paid. Shareholders who choose or are obliged under local regulations to pay or receive subscription or redemption monies via an intermediate entity rather than directly to or from the Company (e.g. a Paying Agent in a local jurisdiction) bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Custodian for the account of the Company and (b) redemption monies payable by such intermediate entity to the relevant Shareholder. Fees and expenses of Paying Agents appointed by the Manager in respect of the Company or a Series which will be at normal commercial rates may be borne by the Company or the Series in respect of which a Paying Agent has been appointed. All Shareholders of the Company or the Series on whose behalf a Paying Agent is appointed may avail of the services provided by Paying Agents appointed by or on behalf of the Company.

The Correspondent Bank/Paying Agent shall be entitled to charge a Shareholder an additional fee (charged at normal commercial rates) for each subscription, redemption or switch.

#### **4.8 Passive Currency Overlay Services**

The Manager has appointed The Northern Trust Company (London) to provide passive currency overlay services to certain Series of the Company. The Northern Trust Company will provide these services to the relevant Series at prevailing market rates. The Northern Trust Company shall not charge any fees or commission for such services, but may profit from any foreign exchange spread (being the difference between buy and sell prices for forwards in relevant companies).

#### **4.9 Conflicts of Interest**

Each of the Manager, the Investment Adviser, the Custodian, the Administrator and their affiliates may provide investment advisory, management and other services to other clients (including investment companies), including clients which may invest in the securities in which any Series may invest, and, in providing such services, may use information obtained by the Manager, the Investment Adviser, the Custodian, the Administrator or their affiliates which is used in managing the portfolio of any Series. In the event of a conflict of interest arising, each of the Manager, the Investment Adviser, the Custodian, the Administrator or their affiliates will use its best efforts to ensure that it is resolved fairly in the best interests of the Shareholders and, if applicable, to attempt to allocate or rotate investment opportunities fairly to their respective clients.



## 5. CHARGES AND EXPENSES

The Manager, the Custodian and the Administrator are each entitled to receive a fee from the Company in respect of each Series which is established. The Manager shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears up to a maximum of 1.5% of Net Asset Value of the Series, as may be attributable to each relevant Class of Shares (plus VAT if any). However, the Manager shall be entitled to receive an annual fee, accrued daily and payable monthly in arrears of up to a maximum of 2% of Net Asset Value of the Series, as may be attributable to any Class of Shares created from on or about June 27, 2005. The level of charges attributable to any Series or Class of Shares thereof will be detailed in the Supplement for the relevant Series. The Manager may waive some or all of its annual management fee for one or more Classes of Shares for such periods as may be determined by the Manager from time to time and notified in advance to all Shareholders. Classes established in a Series may be subject to higher, lower or no fees, where applicable. The reasonable and properly vouched out-of-pocket expenses of the Manager, Custodian, and Administrator shall be paid by the Company. Details of any fees or charges payable to any other service provider to the relevant Series will also be detailed in the Supplement.

After deduction of such other relevant amounts as may be payable under a Securities Lending Authorisation Agreement, all proceeds collected on investment of cash collateral or any fee income arising off this securities lending programme shall be allocated between the relevant Series and the Securities Lending Agent in such proportions (plus VAT, if any) as may be agreed in writing from time to time. All costs or expenses arising in connection with the securities lending programme, including the fees of the Custodian, should be borne by the respective parties in the same proportions as agreed in respect of the income above. The Manager shall be entitled to charge each relevant Series an annual fee for its ongoing services in relation to the monitoring of any such securities lending programme. Such fee(s) shall be charged at normal commercial rates based on a percentage of the proceeds collected on investment of cash collateral and any fee income arising off such programmes and shall be disclosed in the periodic reports. Each Series will be separately invoiced for such fees. The Board of Directors of the Company will review these arrangements and associated costs at least annually.

Currently, the Northern Trust Company, (the "Securities Lending Agent") shall be entitled to retain up to 30% of the proceeds collected / fees generated by a Series through the stock lending programme for its services relating to stock lending. The balance of such proceeds / fees (the "net income") shall be split as between the Manager and a Series provided however that the Manager's fee for its services relating to stock lending shall be limited to a fee of up to 20% of the net income generated by a Series through the stock lending programme. The Securities Lending Agent is a member of the same legal group of companies as the Custodian and the Administrator.

The Manager shall pay out of its own fees the fees of any Investment Adviser.

The Correspondent Banks/Paying Agents shall also be entitled to be reimbursed out of the assets of each relevant Series for any costs or expenses incurred by them in providing documents relating to the Company, such as notices of Shareholder meetings, to Shareholders.

The Company shall pay the Directors such annual remuneration for acting as Directors of the Company as the Directors may from time to time agree, provided however that the annual remuneration of the Directors shall not, in the aggregate, exceed Euro 30,000 (excluding VAT). Such fees shall be payable quarterly in arrears and shall be apportioned equally amongst the Series. The Directors shall be reimbursed by the Company for out-of-pocket expenses reasonably incurred by them in discharging their duties as Directors.

Each Series is responsible for the expenses incurred by it in connection with litigation, actual or prospective. Pursuant to provisions contained in the Articles, each Series shall indemnify the Custodian against certain costs and expenses including costs and expenses incurred in litigation by or on behalf of the particular Series. The Manager is entitled to recover from each Series the costs and expenses incurred by it in litigation by or on behalf of the particular Series. In the event of any litigation on behalf of the Company as a whole which cannot be attributed directly to one or more Series, each Series will bear its proportionate share of the costs and expenses in accordance with its relative Net Asset Value.

The Company pays all its expenses, other than those assumed by the Manager. Expenses paid by the Company include but are not limited to: brokerage and banking commissions, legal and other professional advisory fees, company secretarial, Companies Registration Office filings and statutory fees, regulatory fees, auditing fees, translation and accounting expenses, computer charges, interest on borrowing, taxes and governmental expenses; cost of preparation and distribution of reports and notices; all marketing material and advertisements; cost of periodic updates of the Prospectus and any Supplements; cost of translating this Prospectus and any Supplements into different languages; custody and transfer expenses; stock exchange listing fees (if any); all expenses for registration and distribution of Shares; expenses of Shareholders meetings, insurance premiums, expenses of the publication and distribution of the Net Asset Value and any other expenses, including clerical costs of issue or redemption of Shares, postage, telephone, facsimile and telex expenses with any applicable VAT. Any such expenses may be deferred and amortised by the Company, in accordance with standard accounting practice, at the discretion of the Manager. The Company's expenses are allocated to the particular Shares to which they relate and are paid by such Series. Where any of the above expenses cannot be attributed directly to one or more Series, each Series will bear its proportionate share of the expenses.

The Manager and the Investment Adviser may utilise brokers with whom soft commission arrangements are in place. A report thereon will be included in the Company's annual and semi-annual reports. Any such arrangements will provide for best execution, namely, the best price available in the market, exclusive of any charges but taking account of any other exceptional circumstances such as counterparty risk, order size or client instructions and any benefits provided under such arrangements must be those which assist in the provision of investment services to the Company or any Series.

## 6. TAXATION

### 6.1 General

The taxation of income and capital gains of the Company and of Shareholders is subject to the fiscal laws and practices of Ireland and other countries in which Shareholders are resident or otherwise subject to tax.

**The Sections below on Irish and United Kingdom taxation are brief summaries of the tax advice received by the Directors relating to current law and practice which may be subject to change and interpretation.**

**The information given is not exhaustive and does not constitute legal or tax advice. It does not apply to certain categories of Shareholders, such as dealers in securities. Prospective investors should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding, switching or disposing of Shares under the laws of the jurisdictions in which they may be subject to tax.**

**The following is a brief summary of certain aspects of Irish taxation law and practice relevant to the transactions contemplated in this Prospectus. It is based on the law and practice and official interpretation currently in effect, all of which are subject to change.**

Dividends, interest and capital gains (if any) which the Company/any of the Series receive with respect to their investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of investments are located. It is anticipated that the Company may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Ireland and such countries. If this position changes in the future and the application of a lower rate results in a repayment to the Company the Net Asset Value will not be re-stated and the benefit will be allocated to the existing Shareholders rateably at the time of the repayment.

### 6.2 Irish Taxation

The Manager has been advised that on the basis that the Company is resident in Ireland for tax purposes the taxation position of the Company and the Shareholders is as set out below.

The Company will be regarded as resident in Ireland for tax purposes if the central management and control of its business is exercised in Ireland and the Company is not regarded as resident elsewhere. It is the intention of the Directors that the business of the Company will be conducted in such a manner as to ensure that it is Irish resident for tax purposes.

The Directors have been advised that the Company qualifies as an investment undertaking as defined in Section 739B of the Taxes Act. Under current Irish law and practice, it is not chargeable to Irish tax on its income and gains.

However, tax can arise on the happening of a “chargeable event” in the Company. A chargeable event includes any distribution payments to Shareholders or any encashment, redemption, cancellation, transfer or deemed disposal ( a deemed disposal will occur at the expiration of a Relevant Period) of Shares. No tax will arise on the Company in respect of chargeable events in respect of a Shareholder who is neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event provided that a Relevant Declaration is in place and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration or the Company satisfying and availing of equivalent measures (see paragraph headed “*Equivalent Measures*” below) there is a presumption that the investor is Irish Resident or Ordinarily Resident in Ireland. A chargeable event does not include:

- An exchange by a Shareholder, effected by way of an arms length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company;
- Any transactions (which might otherwise be a chargeable event) in relation to shares held in a Recognised Clearing System as designated by order of the Irish Revenue Commissioners;
- A transfer by a Shareholder of the entitlement to a Share where the transfer is between spouses and former spouses, subject to certain conditions; or
- An exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the Taxes Act) of the Company with another investment undertaking.

If the Company becomes liable to account for tax if a chargeable event occurs, the Company shall be entitled to deduct from the payment arising on a chargeable event an amount equal to the appropriate tax and/or where applicable, to appropriate or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as are required to meet the amount of tax. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event if no such deduction, appropriation or cancellation has been made.

Dividends received by the Company from investment in Irish equities may be subject to Irish dividend withholding tax at the standard rate of income tax (currently 20%). However, the Company can make a declaration to the payer that it is a collective investment undertaking beneficially entitled to the dividends which will entitle the Company to receive such dividends without deduction of Irish dividend withholding tax.

### **Stamp Duty**

No stamp duty is payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. Where any subscription for or redemption of Shares is satisfied by the in specie transfer of

securities, property or other types of assets, Irish stamp duty may arise on the transfer of such assets.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities provided that the stock or marketable securities in question have not been issued by a company registered in Ireland and provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or any right over or interest in such property or to any stocks or marketable securities of a company (other than a company which is an investment undertaking within the meaning of Section 739B (1) of the Taxes Act) which is registered in Ireland.

## **Shareholders Tax**

### *Shares which are held in a Recognised Clearing System*

Any payments to a Shareholder or any encashment, redemption, cancellation or transfer of Shares held in a Recognised Clearing System will not give rise to a chargeable event in the Company (there is however ambiguity in the legislation as to whether the rules outlined in this paragraph with regard to Shares held in a Recognised Clearing System, apply in the case of chargeable events arising on a deemed disposal, therefore, as previously advised, Shareholders should seek their own tax advice in this regard). Thus the Company will not have to deduct any Irish taxes on such payments regardless of whether they are held by Shareholders who are Irish Residents or Ordinarily Resident in Ireland, or whether a non-resident Shareholder has made a Relevant Declaration. However, Shareholders who are Irish Resident or Ordinarily Resident in Ireland or who are not Irish Resident or Ordinarily Resident in Ireland but whose Shares are attributable to a branch or agency in Ireland may still have a liability to account for Irish tax on a distribution or encashment, redemption or transfer of their Shares.

To the extent any Shares are not held in a Recognised Clearing System at the time of a chargeable event (and subject to the point made in the previous paragraph in relation to a chargeable event arising on a deemed disposal), the following tax consequences will typically arise on a chargeable event.

### *Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland*

The Company will not have to deduct tax on the occasion of a chargeable event in respect of a Shareholder if (a) the Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland, (b) the Shareholder has made a Relevant Declaration on or about the time when the Shares are applied for or acquired by the Shareholder and (c) the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct. In the absence of either a Relevant Declaration (provided in a timely manner) or the Company satisfying and availing of equivalent measures (see paragraph headed "*Equivalent Measures*" below) tax will arise on the happening of a chargeable event in the Company regardless of the fact that a Shareholder is neither Irish Resident nor Ordinarily Resident in Ireland. The appropriate tax that will be deducted is as described below.

To the extent that a Shareholder is acting as an Intermediary on behalf of persons who are neither Irish Resident nor Ordinarily Resident in Ireland no tax will have to be deducted by the Company on

the occasion of a chargeable event provided that either (i) the Company satisfied and availed of the equivalent measures or (ii) the Intermediary has made a Relevant Declaration that he/she is acting on behalf of such persons and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct.

Shareholders who are neither Irish Residents nor Ordinarily Resident in Ireland and either (i) the Company has satisfied and availed of the equivalent measures or (ii) such Shareholders have made Relevant Declarations in respect of which the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct, will not be liable to Irish tax in respect of income from their Shares and gains made on the disposal of their Shares. However, any corporate Shareholder which is not Irish Resident and which holds Shares directly or indirectly by or for a trading branch or agency in Ireland will be liable to Irish tax on income from their Shares or gains made on disposals of the Shares.

Where tax is withheld by the Company on the basis that no Relevant Declaration has been filed with the Company by the Shareholder, Irish legislation provides for a refund of tax only to companies within the charge to Irish corporation tax, to certain incapacitated persons and in certain other limited circumstances.

#### *Shareholders who are Irish Residents or Ordinarily Resident in Ireland*

Unless a Shareholder is an Exempt Irish Investor and makes a Relevant Declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct or unless the Shares are purchased by the Courts Service, tax at the rate of 27% will be required to be deducted by the Company from a distribution (where payments are made annually or at more frequent intervals) to a Shareholder who is Irish Resident or Ordinarily Resident in Ireland. Similarly, tax at the rate of 30% will have to be deducted by the Company on any other distribution or gain arising to the Shareholder (other than an Exempt Irish Investor who has made a Relevant Declaration) on an encashment, redemption, cancellation, transfer or deemed disposal (see below) of Shares by a Shareholder who is Irish Resident or Ordinarily Resident in Ireland.

The Finance Act 2006 introduced rules (which were subsequently amended by the Finance Act 2008) in relation to an automatic exit tax for Shareholders who are Irish Resident or Ordinarily Resident in Ireland in respect of Shares held by them in the Company at the ending of a Relevant Period. Such Shareholders (both companies and individuals) will be deemed to have disposed of their Shares ("deemed disposal") at the expiration of that Relevant Period and will be charged to tax at the rate of 30% on any deemed gain (calculated without the benefit of indexation relief) accruing to them based on the increased value (if any) of the Shares since purchase or since the previous exit tax applied, whichever is later.

For the purposes of calculating if any further tax arises on a subsequent chargeable event (other than chargeable events arising from the ending of a subsequent Relevant Period or where payments are made annually or at more frequent intervals), the preceding deemed disposal is initially ignored and the appropriate tax calculated as normal. Upon calculation of this tax, credit is immediately given

against this tax for any tax paid as a result of the preceding deemed disposal. Where the tax arising on the subsequent chargeable event is greater than that which arose on the preceding deemed disposal, the Company will have to deduct the difference. Where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal, the Company will refund the Shareholder for the excess (subject to the paragraph headed “15% threshold” below).

#### 10% Threshold

The Company will not have to deduct tax (“exit tax”) in respect of this deemed disposal where the value of the chargeable Shares (i.e. those Shares held by Shareholders to whom the declaration procedures do not apply) in the Series is less than 10% of the value of the total Shares in that Series and the Company has made an election to report certain details in respect of each affected Shareholder to the Irish Revenue Commissioners (the “Affected Shareholder”) in each year that the de minimus limit applies. In such a situation the obligation to account for the tax on any gain arising on a deemed disposal will be the responsibility of the Shareholder on a self assessment basis (“self-assessors”) as opposed to the Company or Series (or their service providers). The Company is deemed to have made the election to report once it has advised the Affected Shareholders in writing that it will make the required report.

#### 15 % Threshold

As previously stated where the tax arising on the subsequent chargeable event is less than that which arose on the preceding deemed disposal (e.g. due to a subsequent loss on an actual disposal), the Company will refund the Shareholder the excess. Where however immediately before the subsequent chargeable event, the value of chargeable Shares in the Series does not exceed 15% of the value of the total Shares, the Series may elect to have any excess tax arising repaid directly by the Irish Revenue Commissioners to the Shareholder. The Company is deemed to have made this election once it notifies the Shareholder in writing that any repayment due will be made directly by the Irish Revenue Commissioners on receipt of a claim by the Shareholder.

#### *Other*

To avoid multiple deemed disposal events for multiple Shares an irrevocable election under Section 739D(5B) can be made by the Company to value the Shares held at the 30<sup>th</sup> June or 31<sup>st</sup> December of each year prior to the deemed disposal occurring. While the legislation is ambiguous, it is generally understood that the intention is to permit a fund to group shares in six month batches and thereby make it easier to calculate the exit tax by avoiding having to carry out valuations at various dates during the year resulting in a large administrative burden.

The Irish Revenue Commissioners recently provided updated investment undertaking guidance notes which deal with the practical aspects of how the above calculations/objectives will be accomplished.

Shareholders (depending on their own personal tax position) who are Irish Resident or Ordinarily Resident in Ireland may still be required to pay tax or further tax on a distribution or gain arising on an encashment, redemption, cancellation, transfer or deemed disposal of their Shares. Alternatively they may be entitled to a refund of all or part of any tax deducted by the Company on a chargeable event.

### *Equivalent Measures*

The Finance Act 2010 ("Act") introduced new measures commonly referred to as equivalent measures to amend the rules with regard to Relevant Declarations. The position prior to the Act was that no tax would arise on an investment undertaking with regard to chargeable events in respect of a shareholder who was neither Irish Resident nor Ordinarily Resident in Ireland at the time of the chargeable event, provided that a Relevant Declaration was in place and the investment undertaking was not in possession of any information which would reasonably suggest that the information contained therein was no longer materially correct. In the absence of a Relevant Declaration there was a presumption that the investor was Irish Resident or Ordinarily Resident in Ireland. The Act however introduced provisions that permit the above exemption in respect of shareholders who are not Irish Resident nor Ordinarily Resident in Ireland to apply where appropriate equivalent measures are put in place by the investment undertaking to ensure that such shareholders are not Irish Resident nor Ordinarily Resident in Ireland and the investment undertaking has received approval from the Revenue Commissioners in this regard.

### *Personal Portfolio Investment Undertaking ("PPIU")*

The Finance Act 2007 introduced new provisions regarding the taxation of Irish Resident individuals or Ordinarily Resident in Ireland individuals who hold shares in investment undertakings. These provisions introduced the concept of a personal portfolio investment undertaking ("PPIU"). Essentially, an investment undertaking will be considered a PPIU in relation to a specific investor where that investor can influence the selection of some or all of the property held by the investment undertaking. Depending on individuals' circumstances, an investment undertaking may be considered a PPIU in relation to some, none or all individual investors i.e. it will only be a PPIU in respect of those individuals' who can "influence" selection. Any gain arising on a chargeable event in relation to an investment undertaking which is a PPIU in respect of an individual that gave rise to the chargeable event and occurs on or after 20<sup>th</sup> February 2007, will be taxed at the standard rate plus 30% (currently 50%). Specific exemptions apply where the property invested in has been widely marketed and made available to the public or for non-property investments entered into by the investment undertaking. Further restrictions may be required in the case of investments in land or unquoted shares deriving their value from land.

### **Capital Acquisitions Tax**

The disposal of Shares may be subject to Irish gift or inheritance tax (Capital Acquisitions Tax). However, provided that the Company falls within the definition of investment undertaking (within the meaning of Section 739B (1) of the Taxes Act), the disposal of Shares by a Shareholder is not liable to Capital Acquisitions Tax provided that (a) at the date of the gift or inheritance, the donee or successor is neither domiciled nor Ordinarily Resident in Ireland; (b) at the date of the disposition, the Shareholder disposing ("disponer") of the Shares is neither domiciled nor Ordinarily Resident in Ireland; and (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

With regard to Irish tax residency for Capital Acquisitions Tax purposes, special rules apply for non-



Irish domiciled persons. A non-Irish domiciled donee or disponent will not be deemed to be resident or ordinarily resident in Ireland at the relevant date unless;

- i) that person has been resident in Ireland for the 5 consecutive years of assessment immediately preceding the year of assessment in which that date falls; and
- ii) that person is either resident or ordinarily resident in Ireland on that date.

## **Budget 2012**

Budget 2012 was announced by the Minister for Finance on 6<sup>th</sup> December 2011 in which it is proposed to increase the current rates of tax applying with respect to payments made by an investment undertaking from 27% to 30% for payments made annually or more frequently and from 30% to 33% for payments made less frequently than annually. The rate of tax applying with respect to an investment undertaking which is in relation to an individual investor considered a PPIU will increase to 53%.

## **6.3 United Kingdom Taxation (“UK”)**

**The following is a brief summary of certain aspects of UK taxation law and practice relevant to the transactions contemplated in this Prospectus. It is based on the law and practice and official interpretation currently in effect, all of which are subject to change.**

### **The Company**

The Directors intend that the affairs of the Company should be managed and conducted so that it does not become resident in the United Kingdom for UK taxation purposes. Similarly, on the basis it is neither resident in the UK, nor engaged in activities that amount to trading in the UK through a permanent establishment, the Company will not be within the scope of UK corporation tax on chargeable gains. UK source interest and other certain income that has a UK source received by the Company may be subject to withholding taxes in the UK.

### **Shareholders**

#### ***Distributions***

Subject to their personal circumstances, individual Shareholders resident in the UK for taxation purposes, and non-resident Shareholders carrying on a trade in the UK in connection with which the investment is held, may be liable to UK income tax in respect of any dividends or other distributions of income by the Company (including income reported under the “reporting fund” regime described below). This taxation will apply regardless of whether or not such distributions are reinvested (or, in the case of reported income under the “reporting fund” regime, actually made).

Subject to their personal circumstances, and provided none of the relevant anti-avoidance provisions apply, corporate Shareholders resident in the UK for taxation purposes are not liable to UK

corporation tax in respect of any dividends received from the Company (including where the dividends are received in respect of portfolio holdings). Other distributions of income by the Company, or dividends which do not benefit from the above exemption due to the individual circumstances of Shareholders, may still be subject to UK corporation tax. Shareholders should also note that under Finance Act 2009, with respect to dividends from offshore funds which are substantially invested in interest-bearing assets (broadly, having more than 60% of assets in interest-bearing or economically similar assets), any distribution or excess of reported income may be treated as a payment of yearly interest rather than as a dividend, and the tax rates that apply are those applying to interest. These rules are complex and investors are advised to consult their own tax advisors.

### ***Gains on Disposals***

It is assumed that the Company is an “open-ended investment company” within the meaning of Section 236 of The Financial Services and Markets Act 2000. This assumes that a reasonable investor acquiring a holding of Shares would expect to be able to realise the entire holding at net asset value within a period appearing to him or her to be reasonable.

On the basis of that assumption, the provisions of the United Kingdom Offshore Funds (Tax) Regulations 2009 (the “offshore funds provisions”) are of importance to each investor who is resident or ordinarily resident in the UK for taxation purposes, and each non-UK resident investor who is carrying on a trade in the UK through a permanent establishment in connection with which the investment is held. Under the offshore funds provisions, if such an investor holds a “material interest” in an offshore fund, and that offshore fund has not been classified as a “reporting fund” by HM Revenue and Customs throughout the period in which the interest is held, any gain accruing to the investor upon the sale, redemption or other disposal of that interest (including a deemed disposal on death) will be taxed as income. It is likely that each Share will constitute a “material interest” for the purposes of the offshore funds provisions, and that each individual Class of Shares (or Series, where no further division into Classes of Shares is made) is treated as a separate offshore fund.

The investment and distribution policies of the Company are designed with the intention that certain Classes of Shares may qualify as a “reporting fund” for the purposes of the offshore funds provisions, as specified in the relevant Supplements of the Prospectus. It is intended that application will be made to HM Revenue and Customs for reporting fund status for relevant periods of account of such Classes of Shares. In these circumstances, subject to satisfying certain conditions (such as the relevant Class of Shares having had reporting fund status throughout the period of investment by a relevant Shareholder), any gains arising to Shareholders resident or ordinarily resident in the United Kingdom on a sale, redemption or other disposal of such Shares would be taxed as capital gain. The precise consequences of such treatment will depend upon the particular tax position of each Shareholder.

Shareholders should note that under the offshore funds rules, a reporting fund is required to provide each investor in the relevant Class of Shares for each account period of the relevant Class a report of the income of the Class for that account period which is attributable to the investor's interest (whether or not such income has been distributed), and such reported income is treated as an additional distribution made by the Class to the investor. A United Kingdom resident or ordinarily resident

Shareholder in the relevant Class of Shares will therefore (subject to their particular United Kingdom tax position) be potentially subject to United Kingdom tax on that reported income as if such reported income were a distribution upon their Shares. These rules are complex and investors are advised to consult their own tax advisers. Further, there can be no guarantee that the relevant conditions to achieve or maintain “reporting” status will be satisfied at all times.

Gains chargeable as income under the offshore funds provisions are not eligible for relief under any general or specific UK capital gains tax exemption or allowances.

A Shareholder that is resident or ordinarily resident in the UK and that subsequent to subscription wishes to convert Shares in one Class for Shares in another Class should note that such a conversion may amount to a disposal of the original Shares triggering a potential liability to tax depending upon the value of the shareholding on conversion. However, whether or not such an exchange gives rise to a chargeable disposal will depend on the precise circumstances as not all exchanges of Shares are expected to give rise to a taxable event. Further, special tax rules exist governing the exchange of Shares of a “distributing” or “reporting” Class of Shares into a “non-distributing” or “non-reporting” Class of Shares, and vice versa. The rules described in this paragraph are complex and investors are advised to consult their own tax advisers.

### ***Loan Relationships***

Corporation Tax Act 2009 establishes the UK rules for the taxation of most corporate debt (the “Loan Relationships Regime”). The Loan Relationships Regime can apply to a person within the charge to UK corporation tax who holds a material interest in an offshore fund within the meaning of the relevant provisions of ICTA. As explained above an interest in the Shares is likely to constitute a material interest in an offshore fund. If during an accounting period in which an investor holds their material interest, the relevant Series or Class of Shares fails to satisfy the “non-qualifying investments test”, the material interest held by the investor will be treated for the accounting period as if it were rights under a creditor relationship for the purposes of the Loan Relationships Regime.

A Series or Class of Shares would fail to satisfy the “non-qualifying investments test” when, at any time, the market value of its “qualifying investments” exceeds 60% of the market value of all the investments of the Series or Class of Shares. Qualifying investments includes cash placed at interest, securities or debt instruments or certain derivative contracts, as well as investments in unit trusts, open-ended investment companies or offshore funds, which at any time in the relevant accounting period do not themselves satisfy the “non-qualifying investments test”. If the relevant Series or Class of Shares failed to satisfy the “non-qualifying investments test” the Shares will be treated for corporation tax purposes as within the Loan Relationship Regime.

As a consequence all returns on the Shares of that Series or Class of Shares in respect of each corporate investor’s accounting period during which the test is not met (including gains, profits and deficits and exchange gains and losses) will be taxed or relieved as an income receipt or expense on a fair value basis of accounting. Accordingly, a corporate investor may, depending on its own circumstances, incur a charge to corporation tax on an unrealized increase in the value of its holding of Shares (and, likewise, obtain relief against corporation tax for an unrealised reduction in the value

of its holding of Shares). The provisions relating to non-distributing funds (outlined above) would not then apply to such corporate shareholders and the effect of the provisions relating to holdings in controlled foreign companies (outlined below) would be substantially mitigated.

### ***Anti-Avoidance Provisions***

The attention of individual Shareholders ordinarily resident in the UK is drawn to the provisions of Chapter 1, Part 13 of the UK Income Tax Act 2007 ("ITA 2007"). These contain anti-avoidance provisions dealing with the transfer of assets to non-UK persons. This legislation may render Shareholders liable to UK taxation in respect of the undistributed income of the Company. The European Commission has recently challenged the compatibility of these provisions with European Union constitutional law. The outcome of such challenge is, however, not yet known.

The attention of Shareholders within the charge to UK tax is also drawn to the provisions of Part 1, Chapter 13 of ITA 2007. This legislation enables the cancellation of certain tax advantages arising from transactions in securities. The legislation will only apply in specified circumstances that are outside the scope of this summary. Shareholders who believe these provisions may apply to them should seek specific advice on the issue.

The provisions in Chapter IV of Part XVII of the Taxes Act concerning controlled foreign companies have the potential to subject UK resident companies to UK corporation tax on the profits of companies resident outside the UK. The provisions can affect any UK resident company which, either alone or together with certain other associated persons, is deemed to be interested in 25% or more of the chargeable profits of a non-resident company. The nonresident company must be controlled by persons who are resident in the UK for taxation purposes and subject to a low level of taxation in the territory in which it is resident.

Where a non-resident company would not otherwise be treated as controlled by UK resident persons, it is so treated if it is controlled by two persons taken together, one of whom is resident in the UK for tax purposes and each of whom has at least 40% of the interests, rights and powers by which those persons control the company. In the case where one of those persons is not resident in the UK, such person must have at least 40% and not more than 55% of such interests, rights and powers. These provisions could render such companies liable to UK corporation tax in respect of the undistributed income of the Company. U.K. resident companies holding a right to 25 per cent or more of the profits of the Company (directly or indirectly) should take their own specific professional taxation advice on the application of these provisions. The legislation is not directed towards the taxation of capital gains. It should further be noted that HM Revenue and Customs are in ongoing consultation regarding a substantial revision of the controlled foreign companies regime.

The attention of persons resident or ordinarily resident in the UK for taxation purposes (and who, if individuals, are also domiciled in the UK for those purposes) is drawn to the provisions of section 13 of the Taxation of Chargeable Gains Act 1992 ("Section 13"). If the Company is not resident in the UK, but would be a "close" company if it were so resident the provisions of Section 13 may apply. When any gain which constitutes a chargeable gain for those purposes, accrues to a company to which section 13 applies, the "participants" in that company are subject to UK capital gains tax (or in the

case of corporate investors, corporation tax on chargeable gains) on an apportioned part of the capital gain accruing to the Company. The term “participator” would include a Shareholder.

That part of any gain apportioned to the investor will be equal to the proportion of the gain that corresponds on a just and reasonable basis to that person’s proportionate interest in the Company as a “participator”. Where the proportion attributed under Section 13 to that person, and to any person connected to that person for UK taxation purposes, does not exceed one-tenth of the gain then no liability should arise under Section 13. The European Commission has recently challenged the compatibility of Section 13 with European Union constitutional law. The outcome of such challenge is, however, not yet known.

### ***Inheritance Tax***

An individual Shareholder domiciled or deemed for UK tax purposes to be domiciled in the United Kingdom may be liable to UK inheritance tax on their Shares in the event of death or on making certain categories of lifetime transfer.

### ***Stamp duty***

Transfers of Shares will not be liable to UK stamp duty unless the instrument of transfer is executed within the UK or there is some other relevant connection with the UK, in which case the transfer will be liable to UK ad valorem stamp duty at the rate of 0.5% of the consideration paid and rounded up (if necessary) to the nearest multiple of £5. No UK stamp duty reserve tax is payable on such transfers, provided the Company maintains its register of members outside the UK

## **6.4 European Savings Directive**

Dividends and other distributions made by the Company, together with payment of the proceeds of sale and/or redemption of Shares in the Company, may in future (depending on the investment portfolio of the Company and the location of the paying agent – the definition of a paying agent for the purposes of the Savings Directive is not necessarily the same person who may legally be regarded as the paying agent) be subject to the exchange of information regime or withholding tax imposed by EU Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments. If a payment is made to a Shareholder who is an individual resident in a Member State of the European Union (or a “residual entity” established in a Member State) by a paying agent resident in another Member State (or in certain circumstances the same Member State of the Shareholder) then the Directive may apply. The Directive applies to payments of “interest” made on or after 1 July 2005, applicants for Shares in the Company will be requested to provide certain information as required under the Directive. It should be noted that the imposition of exchange of information and/or withholding tax on payments made to certain individuals and residual entities resident in an EU Member State also applies to those resident or located in any of the following countries; Anguilla, Aruba, British Virgin Islands, Cayman Island, Guernsey, Isle of Man, Jersey, Montserrat, Netherlands Antilles and Turks and Caicos Islands.

Finally, the following countries, Andorra, Liechtenstein, Monaco, San Marino and Switzerland, will not

be participating in automatic exchange of information. To the extent that they will exchange information it will be on a request basis only. Their participation is confined to imposing a withholding tax.

## APPENDIX I

### GENERAL INFORMATION

#### 1. General Corporate Information

- (a) The Directors report and confirm that the Company was incorporated in Ireland on 13th July, 1999.
- (b) The sole object of the Company, as set out in Clause 3.00 of the memorandum of association of the Company, is the collective investment of capital raised from the public in transferable securities and/or other liquid financial assets referred to in Regulation 45 of the UCITS Regulations which operates on the principle of risk spreading in accordance with the UCITS Regulations.
- (c) The authorised share capital of the Company is five hundred billion Participating Shares of no par value and 37,500 Management Shares of Euro1.00 each paid up as to 25%. The Management Shares are not entitled to participate in the profits of the Company on a winding-up.
- (d) The net proceeds from the issue of Shares in the Series will, after payment of fees and expenses, be invested in a portfolio of assets in accordance with the investment policy of the particular Series.
- (e) The Company has a variable share capital and is incorporated as a public limited company. The assets of each Series are the property of the Company in which the investors hold Shares. The value of the issued share capital of any Series is equal to the net assets of such Series. The Company has a duty to redeem its own Shares at the request of the Shareholders as described in more detail in Sections 3.2.3 - "Redemption Procedure" and 3.2.4 - "Redemption Restrictions". The Acts and the regulations made thereunder require that the Company must not hold its own assets but must entrust them to a custodian.
- (f) Shares may not be transferred to a U.S. Person (except as otherwise contemplated in Section 3.2.1 - "Restrictions on Ownership of Shares and Anti-Money Laundering Requirements") or to any person whose holding of Shares might result in the Company, the particular Series or the Shareholders as a whole, suffering a tax or pecuniary disadvantage which it would not otherwise have suffered.
- (g) Subject to (f) above, Shares are freely transferable and any transfer shall be effected in writing in any usual or common form and every form of transfer shall state the full name and address of the transferor and transferee. Transfers will only become effective upon entry of the name of the transferee in the register.

- (h) There are no rights of pre-emption upon the issue of Shares.
- (i) The rights attaching to the Shares of any Series may, whether or not the Company is being wound-up, be varied or abrogated with the consent in writing of holders of three-fourths of the issued Shares in the Series or, with the sanction of a resolution passed at a separate general meeting of the relevant Shareholders, by a majority of three-fourths of the votes cast at such meeting.

The rights attaching to Shares shall not be deemed to be varied by any of the following:

- (i) the creation, allotment or issue of any further Shares ranking *pari passu* with Shares already in issue.
  - (ii) the liquidation of the Company and distribution of its assets to its members in accordance with their rights, or the vesting of assets in, or in trustees for, its members in specie.
- (j) The Directors have the power to impose such restrictions as they may think necessary for the purposes of ensuring that no Shares are acquired or held by any person in breach of the law or requirements of any country or governmental authority, including but not limited to, where the holding of Shares would cause the Company, any Series, or the Shareholders as a whole to suffer a tax or pecuniary disadvantage, which it would not otherwise have suffered.
  - (k) The Company may from time to time by ordinary resolution increase its authorised share capital by such amount as the resolution shall prescribe.
  - (l) The Company may, by ordinary resolution, alter its capital by consolidating and dividing its share capital into Shares of larger amounts than its existing Shares, by sub-dividing its shares into Shares of smaller amounts than that fixed by the memorandum of association of the Company, or by cancelling any Shares which, at the date of the ordinary resolution have not been taken, or agreed to be taken, by any person, and diminish the amount of its share capital by the amount of the Shares so cancelled.
  - (m) The Company may by special resolution from time to time reduce its authorised share capital.
  - (n) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for



any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, but the nature of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made, then at the first meeting of the Directors held after he becomes so interested and the nature of such interest shall be reported in the next following report of the Auditors. A general notice in writing given to the Directors by any Director to the effect that he is a shareholder of any specified company or firm, and is to be regarded as interested in any contract which may thereafter be made with that company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract made.

- (o) Save as otherwise provided in this Section, a Director shall not vote in respect of any contract or arrangement or any proposal whatsoever in which he has any material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- (p) A Director shall in the absence of some material interest other than that indicated below, be entitled to vote and be counted in the quorum in respect of any resolution concerning any of the following matters, namely:-
  - (a) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
  - (b) any proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer or Shareholder or otherwise howsoever PROVIDED THAT he is not the holder of or beneficially interested in one per cent or more of the issued shares of any class of such company, or of any third company through which his interest is derived, or of any of the voting rights available to shareholders of the relevant company (any such interest being deemed for the purposes of this paragraph to be a material interest in all circumstances).
- (q) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or

employment with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not debarred from voting under the proviso in sub-paragraph (d) of the previous paragraph) shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

- (r) A Director need not be a Shareholder and need not retire at any particular age.
- (s) The Directors may exercise all powers of the Company to borrow money, to mortgage or charge its undertaking, property, or any part thereof, and to issue bonds, notes, debentures, debenture stock and other securities whether outright or as security for any debts. The Company is however restricted under the Notices to borrowings on a temporary basis which do not exceed 10% of the Net Asset Value of any Series.

## **2. Directors' Interests**

- (i) None of the Directors or their family members or any connected person have any interests, either beneficial or non-beneficial, in the share capital of the Company nor have they been granted any options in respect of the share capital of the Company.
- (ii) There are no existing or proposed contracts of service between any of the Directors and the Company.
- (iii) There are no loans outstanding made by the Company to any Director nor any guarantee given for the benefit of any Director.
- (iv) Except as outlined below, none of the Directors has, or has had, any direct or indirect interest in any transactions which are or were unusual in their nature or conditions or significant to the business of the Company and which have been effected since the date of incorporation of the Company;
  - (a) Ms. Mary Canning shall be deemed to be interested in any contract entered into by the Company or the Manager with Dillon Eustace by virtue of being a partner of Dillon Eustace;
  - (b) Mr. Jake Lim Huck Wei shall be deemed to be interested in any contract entered into by the Company or the Manager with UOB Asset Management Ltd, as an Investment Adviser, by virtue of being Chief Operating Officer of the Investment Adviser.

### 3. Notices to Shareholders

Any notices to Shareholders or the first named of joint Shareholders shall be deemed to have been duly given as follows:

| MEANS OF DISPATCH                                | DEEMED RECEIVED  |
|--|--|
| Delivery by Hand                                 | : The day of delivery or next following working day if delivered outside usual business hours.                                 |
| Post   | : 48 hours after posting.  |
| Fax  | : The day on which a positive transmission receipt is received.  |
| Electronically                                   | : The day on which the electronic transmission has been sent to the electronic information system designated by a Shareholder. |
| Publication of Notice or Advertisement of Notice | : The day of publication in a daily newspaper circulating in the country or countries where shares are marketed.               |

### 4. Meetings

In each year the Company will hold a general meeting as its annual general meeting in addition to any other meeting in that year. All general meetings (other than annual general meetings) shall be called extraordinary general meetings. The Directors may call an extraordinary general meeting whenever they think appropriate, but the Directors must call a meeting whenever the Custodian requests that such a meeting be convened to consider any resolution relating to termination of the Custodian Agreement or any alteration or amendment of the Custodian Agreement or any resolution which the Custodian considers necessary in the interests of the Shareholders. The Directors must also convene a meeting if requested to do so by the holders of not less than 10% of the Shares in issue.

Twenty one days' notice shall be given in respect of each annual general meeting and each meeting during which a special resolution is to be proposed. In all other cases, fourteen days' notice will be given. On a poll, a Shareholder is entitled to one vote in respect of each full Share held by him and where a Shareholder is entitled to more than one vote need not, if he votes cast all his votes or cast all the votes he is entitled to in the same way.

A meeting shall, notwithstanding that it has been called by short notice, be deemed to have been duly called if it is so agreed by the Auditors and all the Shareholders entitled to vote thereat.

A proxy may attend on behalf of any Shareholder. At any meeting of Shareholders, each Shareholder who is present in person or by proxy shall be entitled to one vote in respect of each full Share of which he is a holder and every holder of Management Shares shall have one vote in respect of all the Management Shares held by him.

## **5. Financial Statements**

The accounting year of the Company terminates on December 31 in each year. An annual report of the Company will be prepared not later than 4 months after the end of the period to which it relates. A semi-annual report of the Company will also be prepared not later than 2 months after the end of the period to which it relates (such period being the 6 months up to June 30 in each year). The annual and semi-annual reports will be offered to the investors before the conclusion of a contract and supplied to Shareholders free of charge on request and will be available to the public at the registered office of the Company or at the registered office of the Administrator on any Business Day. The semi-annual reports will be unaudited and the annual reports will be audited.

## **6. Total Redemption of Shares**

The Company may, by giving not less than four weeks' and not more than six weeks' written notice (expiring on a Dealing Day for each Series) to the Shareholders of each Series or Class, redeem at the prevailing relevant Net Asset Value per Share on such Dealing Day all of the Shares in any Series or Class or all Series or Classes not previously redeemed.

The Company may redeem all Shares in any Series or Class issued, with the sanction of a special resolution of the relevant Shareholders, on no less than four weeks' and no more than six weeks' notice to the relevant Shareholders at a sum equal to the relevant Net Asset Value per Share.

In addition, the Company may, on no less than four weeks' and no more than six weeks' notice to Shareholders of any Series or Class expiring on a Dealing Day, redeem at the relevant Net Asset Value per Share on the relevant Dealing Day all Shares in the Series or Class in issue in the following instances:

- (i) if the Net Asset Value of the Series has fallen below US\$25,000,000 at any time after one year following the date of first issue of the Shares in the Series;
- (ii) if any law which has been passed renders it illegal or, in the reasonable opinion of the Directors of the Company, impracticable or inadvisable to continue the Series;
- (iii) if the Directors determine that it is not in the best interests of Shareholders in the Series or Class for the Series or Class to continue; or

- (iv) in circumstances where the Custodian has served notice of its intention to retire and the Manager has failed to appoint a new custodian.

## **7. Winding-Up**

The Company may resolve in general meeting by a simple majority to wind up the Company if by reason of its liabilities it cannot continue in business. Otherwise, the Company may resolve in general meeting, by special resolution, to wind up the Company, but in such circumstances a 3/4 majority is required. In the event of a winding up of the Company and the appointment of a liquidator, the liquidator shall firstly apply the assets of each Series in satisfaction of creditors' claims in such manner and order as he thinks fit. The assets of the Series then remaining available shall be distributed pro rata to the Shareholders in that Series in accordance with the relative Net Asset Values of the Shares.

The liquidator may with the authority of a special resolution of the relevant Shareholders divide among the Shareholders (pro rata to the value of their shareholdings in the particular Series) in specie the whole or any part of the assets of the Series, and whether or not the assets shall consist of property of a single kind.

## **8. Documents Available for Inspection**

Copies of the following documents may be inspected at the registered office of the Company and at the offices of the Correspondent Bank/Paying Agents on any Business Day:

- (a) Memorandum of association of the Company and the Articles;
- (b) Annual reports, incorporating audited financial statements, and half-yearly reports, incorporating unaudited financial statements, when published;
- (c) Material contracts referred to below;
- (d) Central Bank guidelines;
- (e) the Companies Acts, 1963-2009.

Copies of the documents referred to at (a), (b), (c) and (d) can be obtained on request from the Manager free of charge.

## **9. Material Contracts**

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into and are or may be material:

- (1) **The Management Agreement**, pursuant to which the Manager was appointed as Manager of the Company. The Management Agreement may be terminated by either party thereto on 90 days written notice or forthwith in certain circumstances.

The Management Agreement contains provisions for the indemnification of the Manager and its officers, executives and directors by the Company in certain circumstances subject to exclusions in the case of the wilful misconduct or act, neglect or default of the Manager.

The Manager assumes no responsibility under the Management Agreement other than to render the services called for thereunder in good faith. In the absence of wilful misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Management Agreement on the part of the Manager, the Manager shall not be subject to liability to the Company or to any Shareholder for any Act or omission in the course of, or connected with, rendering services thereunder or for any losses that may be sustained in the purchase, holding or sale of any security.

The Management Agreement also contains provisions for the indemnification of the Company by the Manager in certain circumstances subject to exclusions in the case of the wilful misconduct or act, neglect or default of the Company.

- (2) **The Custodian Agreement**, pursuant to which the Custodian was appointed custodian of the Company. The Custodian Agreement may be terminated by either party thereto on 90 days' written notice. The Custodian Agreement may however be terminated at any time on notice in certain circumstances. In the event that a new custodian is not appointed on termination of the Custodian Agreement, the Custodian's appointment shall only terminate on revocation of the Company's authorisation by the Central Bank.

The Custodian Agreement contains provisions providing for the indemnification of the Custodian by the Company in certain circumstances subject to exclusions in the case of the Custodian's unjustifiable failure to perform its obligations or its improper performance of them.

- (3) **The Administration Agreement**, pursuant to which the Administrator was appointed as registrar, transfer, valuation and Administrator of the Company. The Administration Agreement may be terminated by either party thereto on 90 days' written notice.

The Administration Agreement contains provisions for the indemnification of the Administrator by the Company subject to exclusions in the case of the Administrator's fraud, wilful default or negligence.

The Administration Agreement also contains provisions for the indemnification of the Company by the Administrator in certain circumstances.

The Manager shall also enter into one or more investment advisory agreements pursuant to which it shall appoint one or more Investment Advisers to manage the investment and re-investment of the assets of a particular Series. Any such agreements shall be detailed in the relevant Supplement for this Prospectus.

Any other contracts subsequently entered into, not being contracts entered into in the ordinary course of business which are or may be material, shall be detailed in the appropriate Supplement or Supplements to this Prospectus.

## APPENDIX II

### PERMITTED INVESTMENTS AND INVESTMENT RESTRICTIONS

The Company is authorised as a UCITS pursuant to the UCITS Regulations. In any event the scheme will comply with the UCITS Notices. Pursuant to the provision of the UCITS Regulations, each Series is subject to the following investment restrictions:

#### **1 Permitted Investments**

Investments of the Series are confined to:

- 1.1 Transferable securities and money market instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, recognised and open to the public in a Member State or non-Member State.
- 1.2 Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
- 1.3 Money market instruments, as defined in the UCITS Notices, other than those dealt on a regulated market.
- 1.4 Units of UCITS.
- 1.5 Units of non-UCITS as set out in the Central Bank's Guidance Note 2/03.
- 1.6 Deposits with credit institutions as prescribed in the UCITS Notices.
- 1.7 Financial derivative instruments as prescribed in the UCITS Notices.

#### **2 Investment Restrictions**

- 2.1 A Series may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in section 1 above.
- 2.2 A Series may invest no more than 10% of net assets in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described in paragraph 1.2 above) within a year. This restriction will not apply in relation to investment by the Series in certain US securities known as Rule 144A securities provided that:
  - the securities are issued with an undertaking to register with the US Securities and Exchanges Commission within one year of issue; and
  - the securities are not illiquid securities i.e. they may be realised by the Series within seven days at the price, or approximately at the price, at which they are valued by the Series.



- 2.3** A Series may invest no more than 10% of net assets in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.
- 2.4** Subject to the prior approval of the Central Bank the limit of 10% (in paragraph 2.3 above) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a Series invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of the Series.
- 2.5** The limit of 10% (in paragraph 2.3 above) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.
- 2.6** The transferable securities and money market instruments referred to in paragraphs 2.4. and 2.5 above shall not be taken into account for the purpose of applying the limit of 40% referred to in paragraph 2.3 above.
- 2.7** A Series may not invest more than 20% of net assets in deposits made with the same credit institution.

Deposits with any one credit institution, other than credit institutions authorised in the European Economic Area (European Union Member States, Norway, Iceland, Liechtenstein) ("EEA") or credit institutions authorised within a signatory state (other than an EEA member state) to the Basle Capital Convergence Agreement of July 1988 or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand, held as ancillary liquidity, must not exceed 10% of net assets.

This limit may be raised to 20% in the case of deposits made with the Custodian.

- 2.8** The risk exposure of a Series to a counterparty to an OTC derivative may not exceed 5% of net assets.

This limit is raised to 10% in the case of credit institutions authorised in the EEA or credit institutions authorised within a signatory state (other than an EEA member state) to the Basle Capital Convergence Agreement of July 1988 or credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

- 2.9** Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the

following issued by, or made or undertaken with, the same body may not exceed 20% of net assets:

- investments in transferable securities or money market instruments;
- deposits, and/or
- risk exposures arising from OTC derivatives transactions.

**2.10** The limits referred to in paragraphs 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.

**2.11** Group companies are regarded as a single issuer for the purposes of paragraphs 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above. However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group.

**2.12** A Series may invest up to 100% of its net assets, in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member State or public international bodies of which one or more Member States are members, drawn from the following list: OECD Member Country (provided the relevant issues are investment grade); European Investment Bank; European Bank for Reconstruction and Development; International Finance Corporation; International Monetary Fund; Euratom; The Asian Development Bank; European Central Bank; Council of Europe; Eurofima; African Development Bank; International Bank for Reconstruction and Development, The World Bank; The Inter American Development Bank; European Union; Federal National Mortgage Association (Fannie Mae); Federal Home Loan Mortgage Corporation (Freddie Mac); Government National Mortgage Association (Ginnie Mae); Student Loan Marketing Association (Sallie Mae); Federal Home Loan Bank; Federal Farm Credit Bank; Tennessee Valley Authority.

The Series must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.

### **3 Investment in Collective Investment Schemes (“CIS”)**

**3.1** A Series may not invest more than 20% of net assets in any one CIS unless it is established as a Feeder Fund, as detailed on page 21 of the Prospectus.

**3.2** Investment in non-UCITS may not, in aggregate, exceed 30% of net assets.

**3.3** The CIS are prohibited from investing more than 10 per cent of net assets in other CIS.

**3.4** When a Series invests in the units of other CIS that are managed, directly or by delegation, by the Series management company or by any other company with which the Series management company is linked by common management or control, or by a substantial direct or indirect holding of more than 10% of the capital or votes, that management company or other company may not charge any subscription, conversion or redemption fees on account of the Series investment in the units of such other CIS.

**3.5** Where a commission (including a rebated commission) is received by a Series manager/investment manager/investment adviser by virtue of an investment in the units of another CIS, this commission must be paid into the property of the Series.

#### **4 General Provisions**

**4.1** An investment company, or management company acting in connection with all of the CIS it manages, may not acquire any units carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

**4.2** A Series may acquire no more than:

- (i) 10% of the non-voting units of any single issuing body;
- (ii) 10% of the debt securities of any single issuing body;
- (iii) 25% of the units of any single CIS;
- (iv) 10% of the money market instruments of any single issuing body.

NOTE: The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue cannot be calculated.

**4.3** Paragraphs 4.1 and 4.2 above shall not be applicable to:

- (i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- (ii) transferable securities and money market instruments issued or guaranteed by a non-Member State;
- (iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;
- (iv) units held by a Series in the capital of a company incorporated in a non-member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which the Series can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in paragraphs 2.3 to 2.11, 3.1, 4.1 and 4.2 above, and provided that where these limits are exceeded, paragraphs 4.5 and 4.6 above are observed;
- (v) units held by an investment company or investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on their behalf.

**4.4** A Series need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.

- 4.5 A Series may derogate from the provisions of paragraphs 2.3 to 2.12, 3.1 and 3.2 above for six months following the date of authorisation, provided it observes the principle of risk spreading.
- 4.6 If the limits laid down herein are exceeded for reasons beyond the control of a Series, or as a result of the exercise of subscription rights, the Series must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.
- 4.7 A Series may not carry out uncovered sales of:
- transferable securities;
  - money market instruments;
  - units of CIS; or
  - financial derivative instruments.
- 4.8 A Series may hold ancillary liquid assets.

## 5 Financial Derivative Instruments (“FDIs”)

- 5.1 The Series’ global exposure (as prescribed in the UCITS Notices) relating to FDI must not exceed its total net asset value.
- 5.2 Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the UCITS Notices. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the UCITS Notices).
- 5.3 A Series may invest in FDIs dealt in OTC provided that the counterparties to OTC transactions are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
- 5.4 Investment in FDIs are subject to the conditions and limits laid down by the Central Bank.

### Restrictions on Borrowing and Lending

- (a) A Series may borrow up to 10% of its net assets provided such borrowing is on a temporary basis. The Series may charge its assets as security for such borrowings.
- (b) A Series may acquire foreign currency by means of a “back-to-back” loan agreement. Foreign currency obtained in this manner is not classed as borrowings for the purposes of the borrowing restrictions set out at (a) above provided that the offsetting deposit:-
- (i) is denominated in the base currency of the Series;and
  - (ii) equals or exceeds the value of the foreign currency loan outstanding.

## APPENDIX III

### RECOGNISED MARKETS

The following is a list of regulated stock exchanges and markets on which a Series' investments in securities and financial derivative instruments other than permitted investment in unlisted securities and over the counter derivative instruments, will be listed or traded and is set out in accordance with Central Bank's requirements. With the exception of permitted investments in unlisted securities and over the counter derivative instruments, investment in securities and derivative instruments will be restricted to the stock exchanges and markets listed below. The Central Bank does not issue a list of approved stock exchanges or markets.

- (i) any stock exchange which is:-
- located in any Member State of the European Union; or
  - located in any Member State of the European Economic Area (European Union, Norway, Iceland and Liechtenstein); or
  - located in any of the following countries:-
    - Australia
    - Canada
    - Japan
    - Hong Kong
    - New Zealand
    - Switzerland
    - United States of America
- (ii) any of the following stock exchanges or markets:-
- |   |   |   |
|---|---|---|
| Argentina                               | - | Bolsa de Comercio de Buenos Aires                                 |
| Argentina                               | - | Bolsa de Comercio de Cordoba                                      |
| Argentina                               | - | Bolsa de Comercio de Rosario                                      |
| Brazil                                  | - | Bolsa de Valores de Sao Paulo                                     |
| Chile                                   | - | Bolsa de Comercio de Santiago                                     |
| Chile                                   | - | Bolsa Electronica de Chile  |
| China                                   |   |   |
| Peoples' Rep. of<br>Shanghai)           | - | Shanghai Securities Exchange                                      |
| China<br>(Peoples' Rep. of<br>Shenzhen) | - | Shenzhen Stock Exchange   |
| Colombia                                | - | Bolsa de Valores de Columbia (formerly Bolsa de Bogota)           |
| Egypt                                   | - | Egyptian Exchange (formerly Cairo and Alexandria Stock Exchanges) |

|                               |   |  |
|-------------------------------|---|--|
| India                         | - | Bangalore Stock Exchange   |
| India                         | - | Delhi Stock Exchange   |
| India                         | - | Mumbai Stock Exchange  |
| India                         | - | National Stock Exchange of India                                 |
| Indonesia                     | - | Indonesian Stock Exchange (formerly Jakarta Stock Exchange)      |
| Israel                        | - | Tel-Aviv Stock Exchange  |
| Jordan                        | - | Amman Financial Market   |
| Malaysia                      | - | Bursa Malaysia (formerly Kuala Lumpur Stock Exchange)            |
| Mexico                        | - | Bolsa Mexicana de Valores  |
| Peru                          | - | Bolsa de Valores de Lima   |
| Philippines                   | - | Philippine Stock Exchange  |
| Singapore                     | - | Singapore Exchange (formerly Singapore Stock Exchange)           |
| South Africa                  | - | JSE Securities Exchange (formerly Johannesburg Stock Exchange)   |
| South Korea                   | - | Korea Exchange (formerly Korea Stock Exchange and KOSDAQ Market) |
| Taiwan<br>(Republic of China) | - | Taiwan Stock Exchange Corporation                                |
| Thailand                      | - | Stock Exchange of Thailand                                       |
| Turkey                        | - | Istanbul Stock Exchange  |

(iii) any of the following markets:

MICEX;  
RTS;

the market organised by the International Securities Market Association;

the market conducted by the “listed money market institutions”, as described in the FSA publication “The Investment Business Interim Prudential Sourcebook (which replaces the “Grey Paper”) as amended from time to time;

AIM - the Alternative Investment Market in the UK, regulated and operated by the London Stock Exchange;

NASDAQ in the United States of America;

the market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York;

the over-the-counter market in the United States regulated by the Financial Industry Regulatory Authority, formerly the National Association of Securities Dealers Inc. (also described as the over-the-counter market in the United States conducted by primary and secondary dealers regulated by the Securities and Exchanges Commission and by the

Financial Industry Regulatory Authority (and by banking institutions regulated by the US Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation);

the French market for Titres de Créances Négotiables (over-the-counter market in negotiable debt instruments);

the over-the-counter market in Canadian Government Bonds, regulated by the Investment Industry Regulatory Organisation of Canada (formerly the Investment Dealers Association of Canada).

(iv) All derivatives exchanges on which permitted financial derivative instruments may be listed or traded:

- in a Member State;
- in a Member State in the European Economic Area (European Union Norway, Iceland and Liechtenstein);

in the United States of America, on the:

- Chicago Board of Trade
- Chicago Board Options Exchange;
- Chicago Mercantile Exchange;
- New York Futures Exchange;
- New York Board of Trade;
- New York Mercantile Exchange;

in China, on the Shanghai Futures Exchange;

in Hong Kong, on the Hong Kong Futures Exchange;

in Japan, on the:

- Osaka Securities Exchange;
- Tokyo Financial Exchange (formerly Tokyo International Financial Futures Exchange);

in New Zealand, on the New Zealand Futures and Options Exchange;

in Singapore, on the Singapore Exchange (formerly Singapore International Monetary Exchange).

For the purposes only of determining the value of the assets of a Series, the term "Recognised Market" shall be deemed to include, in relation to any futures or options contract utilised by the Series for the purposes of efficient portfolio management or to provide protection against exchange rates, any organised exchange or market on which such futures or options contract is regularly traded.

## **UOB ASIAN EQUITY FUND**

### **Supplement for the Prospectus dated June 4, 2013 for UOB Global Strategies Funds plc**

**Dated June 4, 2013**

This Supplement contains specific information in relation to UOB Asian Equity Fund (the "Series"), which is a separate Series of UOB Global Strategies Funds plc, (the "Company") an open-ended umbrella type investment company with segregated liability between Series authorised by the Central Bank pursuant to the provisions of the UCITS Regulations.

**This Supplement replaces the Supplement for UOB Asian Equity Fund dated September 3, 2012.**

**This Supplement forms part of and should be read in conjunction with the general description of**

- **the Company and its management and administration**
- **its general management and fund charges**
- **the taxation of the Company and of its Shareholders and**
- **its risk factors**

**which is contained in the Prospectus for the Company dated June 4, 2013 which is available from the Administrator at Georges Court, 54-62 Townsend Street, Dublin 2, Ireland.**

**Investors should note that an investment in the Series should not constitute a substantial portion of their investment portfolio and may not be appropriate for all investors.**

The other existing Series of the Company, details of which are set out in the relevant Supplements of the Prospectus for the Company dated September 3, 2012 are UOB Paradigm Fund, UOB Greater China Fund, UOB U.S. Equity Fund, UOB Global Opportunities Fund, UOB Strategic Allocation Fund and UOB United Renminbi Bond Fund.

The Directors of the Company, whose names appear in Section 4.1 of the Prospectus, accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

#### **1. Investment Objective**

The investment objective of UOB Asian Equity Fund is to provide investors with long term capital growth by investing primarily in the securities listed on the stock exchanges of Hong Kong, Taiwan, Korea, Indonesia, Thailand, Philippines, Singapore and other Asian markets excluding Japan as detailed in Appendix III.



## 2. Investment Policies

The securities in which the Series may invest include common stock, preferred stock and securities convertible into or exchangeable for such equity securities, or which carry warrants to purchase such equity securities.

A major proportion of the Series' assets will be invested in large, well established companies with the remainder in smaller companies. It is proposed that all of the Series' net assets, in any event at least two thirds of the Series' net assets, will at all times be invested in equity securities or other participation rights of issuers which have their registered office in Asia or which exercise the preponderant part of their economic activity in Asia. Participation rights are non-voting equity securities which give a right to dividends. The equity securities or other participation rights referred to in the preceding sentence are listed or traded on the stock exchanges of Asia. Investments will be selected solely on the basis of each stock's potential capital appreciation, and any income generated will be considered secondary to the pursuit of the Series' primary objective, namely capital growth by means of a diversified portfolio.

The Series may also hold or maintain ancillary liquid assets including but not limited to time deposits, master demand notes, variable rate demand notes and short-term funding agreements, subject to the investment restrictions set out in Appendix II of the Prospectus.

The Series may invest up to 10% of its net assets in UCITS and/or non-UCITS collective investment schemes (permitted under the Central Bank's Guidance Note 2/03) which may or may not have materially similar objectives and policies to the Series, where the Investment Adviser considers such investment to be consistent with the overall objectives and risk profile of the Series. The collective investment schemes invested in by the Series will be regulated, will be open-ended, will not be limited to any jurisdiction and may be leveraged and/or unleveraged.

### *Efficient Portfolio Management*

Where considered appropriate, the Series may utilise techniques and instruments including, but not limited to futures, options, stocklending arrangements and forward currency contracts for efficient portfolio management and/or to protect against exchange risks, subject to the conditions and within the limits laid down by the Central Bank. In general, the techniques and instruments include, but are not limited to futures, options, and forward currency contracts. More specifically, the Series may purchase and write call and put options on securities (including straddles), securities indices and currencies and enter into interest rate, currency, equity and bond index futures contracts and use options on such futures contracts (including straddles). The Series may also enter into currency forward contracts. The Series will typically use these instruments and/or techniques as set out under the heading "Efficient Portfolio Management" in the "Investment Objectives and Policies" section of the Prospectus. The Series will not be leveraged in excess of 100% of its net assets. The commitment approach will be used to calculate global exposure.

### **3. Profile of a Typical Investor**

The Series is suitable for investors seeking long-term capital growth and moderate volatility and risk in the management of their assets.

### **4. Issue of Shares**

Issue of Shares in a Class shall only take place on Dealing Days at the subscription price for the relevant Class calculated as at the close of business on each relevant Dealing Day. The subscription price for a Series is the Net Asset Value per Share of that Series. A subscription fee not exceeding 6% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Correspondent Bank\Paying Agent\Global Distributor or distributor for its or their absolute use and benefit and shall not form part of the assets of the Series. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applications as to the amount of such fee or fees within the permitted limits.

### **5. Fees**

In addition to the charges set out in Section 5 of the Prospectus under the heading "Charges and Expenses", the following fees and expenses are payable out of the Series.

#### *Manager*

The Manager shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, at an annual rate of 1.5 % of the Net Asset Value of the Series (plus VAT, if any).

The Manager pays the Investment Adviser's fees from its own fee.

#### *Custodian*

The Custodian shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the number of transactions and the net asset value of the Series, subject to a maximum fee of 0.15% of the net asset value of the Series (plus VAT if any). In addition to such remuneration, the Custodian is entitled to be repaid all of its reasonable disbursements, including the fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Custodian which are payable by the Series.

#### *Administrator*

The Administrator shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the net asset value of the Series, of up to a maximum of 7 basis points. For a Series with more than one active Share Class, an additional annual fee of \$12,000 per additional Class shall be applied. An account opening fee, an annual maintenance fee per shareholder account, a fee per transaction noted on the

register, a fee for financial statement preparation and a fee for VAT return service are also payable by the Series, such fees shall be charged at normal commercial rates. The Administrator is also entitled to be reimbursed by the Series for all of its reasonable disbursements and out of pocket expenses.

**6. Risk Factors**

Persons interested in purchasing Shares in the Series should read the section headed "Risk Factors" in the main body of the Prospectus.

**7. Base Currency**

The Base Currency of the Series is US Dollars.

**8. Distribution Policy**

It is the policy of the Series not to pay dividends or to make capital gains distribution. The net income and profits received and made by the Series will be automatically reinvested and will therefore be reflected in the Net Asset Value of the Series.

**9. Business Day**

Means any day on which retail banks in Ireland are open for business (excluding Saturdays, Sundays and bank holidays).

**10. Dealing Day**

Means every Business Day.

**11. Dealing Deadlines**

The Application Form and any subsequent written purchase request must be received by the Administrator on the Company's behalf or the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than 5.00 p.m. (Irish time) two Business Days preceding the relevant Dealing Day. The redemption request form must be received by facsimile by the Administrator on the Company's behalf or the Correspondent Bank/Paying Agent for onward transmission to the Administrator prior to 5.00 p.m. (Irish time) two Business Days preceding the relevant Dealing Day.

**12. Investment Adviser**

UOB Asset Management Limited is a wholly owned subsidiary of UOB Group, it is an affiliate of UOB Global Capital (Dublin) Limited and is one of the largest Singapore Unit Trust managers. UOB Asset Management's total assets under management in both retail and institutional products is about US\$15 billion as at May 31, 2012.

The Investment Advisory Agreement, dated September 15, 1999, as amended by a Supplemental Investment Advisory Agreement dated 22 December, 2003 and a Supplemental Investment Advisory Agreement dated December 14, 2011 between the Manager and the Investment Adviser, pursuant to which the latter was appointed investment adviser to the Manager in relation to the Company. The Investment Advisory Agreement may be terminated by either party thereto on 90 days' written notice or immediately upon notice in certain circumstances.

The Investment Advisory Agreement contains provisions for the indemnification of the Investment Adviser by the Manager in certain circumstances subject to exclusions in the case of wilful misconduct or misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Investment Adviser.

The Investment Advisory Agreement also contains provisions for the indemnification of the Manager, on its own behalf and as agent of the Company, by the Investment Adviser in certain circumstances subject to exclusions in the case of the wilful misconduct, misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Manager and/or the Company. The Investment Adviser's fees will be paid by the Manager.

## **UOB PARADIGM FUND**

### **Supplement for the Prospectus dated June 4, 2013 for UOB Global Strategies Funds plc**

**Dated April 1, 2015**

This Supplement contains specific information in relation to UOB Paradigm Fund (the "Series"), which is a separate Series of UOB Global Strategies Funds plc, (the "Company") an open-ended umbrella type investment company with segregated liability between Series authorised by the Central Bank pursuant to the provisions of the UCITS Regulations.

**This Supplement replaces the Supplement for UOB Paradigm Fund dated June 4, 2013.**

**This Supplement forms part of and should be read in conjunction with the general description of**

- **the Company and its management and administration**
- **its general management and fund charges**
- **the taxation of the Company and of its Shareholders and**
- **its risk factors**

**which is contained in the Prospectus for the Company dated June 4, 2013 which is available from the Administrator at Georges Court, 54-62 Townsend Street, Dublin 2, Ireland.**

**Investors should note that an investment in the Series should not constitute a substantial portion of their investment portfolio and may not be appropriate for all investors.**

The other existing Series of the Company, details of which are set out in the relevant Supplements of the Prospectus for the Company dated June 4, 2013 are UOB Asian Equity Fund, UOB Greater China Fund, UOB U.S. Equity Fund, UOB Global Opportunities Fund, UOB Strategic Allocation Fund and UOB United Renminbi Bond Fund.

The Directors of the Company, whose names appear in Section 4.1 of the Prospectus, accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

#### **1. Investment Objective**

The investment objective of UOB Paradigm Fund is to provide investors with long term capital growth by investing at least 65% of net assets in equity securities of U.S. and foreign companies listed on the stock exchanges detailed in Appendix III of the Prospectus.

## 2. Investment Policies

The equity securities in which the Series may invest include common stock, American Depository Receipts (“ADR’s”) and International Depository Receipts (“IDR’s”) and securities convertible into or exchangeable for such equity securities, or which carry warrants to purchase such equity securities.

The Series will invest in companies that the Investment Adviser believes are undervalued with high returns on equity and well positioned to reduce their costs, extend the reach of their distribution channels and experience significant growth in their assets or revenues. The companies selected by the Investment Adviser, will be engaged in various industries that will facilitate an increase in the growth of traditional business lines, entry into new distribution channels, an ability to leverage brand identity and an improvement in the underlying cost/profitability dynamics of the business.

The Series may also invest up to 100% of net assets in short-term investment grade and below investment grade U.S. debt securities and money market instruments (such as commercial paper, certificates of deposit and U.S. Government securities) to maintain liquidity where adverse market, economic or political conditions prevail. The Series may invest up to 10% in warrants. The Series may invest up to 100% in below investment grade securities.

Deterioration in the Series’ performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Series. Changes in the exchange rate between the Base Currency of the Series and the designated currency could lead to a depreciation in the value of the Share Class as expressed in their designated currency. The Investment Adviser may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, in accordance with Section 2 of the Prospectus under the heading “Company Structure” .

The Series may invest up to 10% of its net assets in UCITS and/or non-UCITS collective investment schemes (permitted under the Central Bank’s Guidance Note 2/03) which may or may not have materially similar objectives and policies to the Series, where the Investment Adviser considers such investment to be consistent with the overall objectives and risk profile of the Series. The collective investment schemes invested in by the Series will be regulated, will be open-ended, will not be limited to any jurisdiction and may be leveraged and/or unleveraged.

**An investment in this Series should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

### *Efficient Portfolio Management*

Where considered appropriate, the Series may utilise techniques and instruments including, but not limited to futures, options, stocklending arrangements and forward currency contracts for efficient portfolio management and/or to protect against exchange risks, subject to the

conditions and within the limits laid down by the Central Bank. In general, the techniques and instruments include, but are not limited to futures, options, and forward currency contracts. More specifically, the Series may purchase and write call and put options on securities (including straddles), securities indices and currencies and enter into interest rate, currency, equity and bond index futures contracts and use options on such futures contracts (including straddles). The Series may also enter into currency forward contracts. The Series will typically use these instruments and/or techniques as set out under the heading "Efficient Portfolio Management" in the "Investment Objectives and Policies" section of the Prospectus. The Series will not be leveraged in excess of 100% of its net assets. The commitment approach will be used to calculate global exposure.

### **3. Profile of a Typical Investor**

The Series is suitable for investors seeking long-term capital growth and moderate volatility and risk in the management of their assets.

### **4. Classes**

The US\$ Class, the Euro Class, Class C, Class D, the GPF US\$ Class and the GPF Euro Class are the Classes being offered in the Series.

GPF US\$ Class Shares and GPF Euro Class Shares are only available for investment by GPF (Gestioni Patrimoniali Fondi) accounts.

### **5. Issue of Shares**

#### *Initial Issue of Shares*

During the initial offer period for the GPF US\$ Class being from April 2, 2015 to April 30, 2015 (the "Closing Date") inclusive, Shares in the GPF US\$ Class of the Series are being offered to investors at an initial offer price of US\$100 per Share plus a subscription fee not exceeding 6% of the initial offer price. The initial offer period and consequently the Closing Date may be shortened or extended by the Directors. The Central Bank will be notified of any such shortening or extension.

#### *Subsequent Issue of Shares*

Issue of Shares in a Class shall only take place on Dealing Days at the subscription price for the relevant Class calculated as at the close of business on each relevant Dealing Day. The subscription price for the Class is the Net Asset Value per Share of the Class. A subscription fee not exceeding 6% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Correspondent Bank/Paying Agent/Global Distributor or distributor for its or their absolute use and benefit and shall not form part of the assets of the Series. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applications as to the amount of such fee or fees within the permitted limits.

## 6. Minimum Subscription

The minimum initial subscription in the Series is US\$100,000 (or its foreign currency equivalent). The minimum subsequent subscription in the Series is US\$10,000 (or its foreign currency equivalent). The Directors reserve the right to differentiate between Shareholders as to the waiving or reducing of the minimum initial and subsequent subscription amounts for certain investors.

## 7. Fees

In addition to the charges set out in Section 5 of the Prospectus under the heading “Charges and Expenses”, the following fees and expenses are payable out of the Series:

### *Manager*

The fee rates applicable to the Classes of the Series are as follows:

- US\$ Class - 1.5% of the Net Asset Value of US\$ Class
- Euro Class - 1.5% of the Net Asset Value of Euro Class
- Class C – 1.75% of the Net Asset Value of Class C
- Class D – 1.5% of the Net Asset Value of Class D
- GPF US\$ Class – 1% of the Net Asset Value of GPF US\$ Class
- GPF Euro Class – 1% of the Net Asset Value of GPF Euro Class

The Manager pays the Investment Adviser’s fees from its own fee.

### *Custodian*

The Custodian shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the number of transactions and the net asset value of the Series, subject to a maximum fee of 0.15% of the net asset value of the Series (plus VAT if any). In addition to such remuneration, the Custodian is entitled to be repaid all of its reasonable disbursements, including the fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Custodian which are payable by the Series.

### *Administrator*

The Administrator shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the net asset value of the Series, of up to a maximum of 7 basis points. For a Series with more than one active Share Class, an additional annual fee of \$12,000 per additional Class shall be applied. An account opening fee, an annual maintenance fee per shareholder account, a fee per transaction noted on the register, a fee for financial statement preparation and a fee for VAT return service are also payable by the Series, such fees shall be charged at normal commercial rates. The



Administrator is also entitled to be reimbursed by the Series for all of its reasonable disbursements and out of pocket expenses.

## **8. Risk Factors**

Persons interested in purchasing Shares in the Series should read the section headed "Risk Factors" in the main body of the Prospectus.

## **9. Base Currency**

The Base Currency of the Series is US Dollars. The designated currency of each of the US\$ Class and the GPF US\$ Class is US Dollars, of each of the Euro Class and the GPF Euro Class is Euro, of Class C is US Dollars and of Class D is US Dollars.

## **10. Distribution Policy**

It is the policy of the Series not to pay dividends or to make capital gains distribution in respect of the US\$ Class, the Euro Class, Class C, the GPF US\$ Class and the GPF Euro Class. The net income and profits received and made by the US\$ Class, the Euro Class, Class C, the GPF US\$ Class and the GPF Euro Class will be automatically reinvested.

The Directors intend to apply to HM Revenue and Customs for certification of Class D as a distributing fund for the Accounting Period of the Series ending on December 31, 2009, and as a reporting fund for all subsequent Accounting Periods of the Series. The Directors intend to take all practicable steps, consistent with applicable laws, regulatory requirements and investment objectives and policies of Class D, to facilitate such certification (as referred to in the "UK Taxation" section of the Prospectus).

Specifically, the Company will pursue a distribution policy in respect of Class D in the Accounting Period ending December 31, 2009 whereby the relevant income and profits of Class D shall be fully distributed and immediately reinvested (by the allotment of additional Class D Shares) unless a Shareholder elects to have the relevant distribution paid into his account, as provided for in the Application Form. For subsequent Accounting Periods of Class D, the Company will either continue to pursue the aforementioned distribution and reinvestment policy, or, alternatively, immediately reinvest the relevant income in line with the requirements of the "reporting regime" unless a Shareholder elects to have the relevant distribution paid into his/her account, as provided for in the Application Form.

Such certification as a distributing fund for the Accounting Period ending on December 31, 2009 is granted retrospectively and there can be no guarantee that certification will be obtained, or that certification as a reporting fund for subsequent Accounting Periods of the Series will be obtained or maintained. The exact conditions that must be fulfilled to obtain certification (including the proper method of computing United Kingdom equivalent profits) may be affected by changes in HM Revenue and Customs practice or by changes to the provisions of the relevant legislation.

Investors are referred to the “UK Taxation” section of the Prospectus and advised to consult their own tax advisors in relation to the tax liabilities which may arise (including in respect of income which is reinvested).

**11. Business Day**

Means any day on which retail banks in Ireland are open for business (excluding Saturdays, Sundays and bank holidays).

**12. Dealing Day**

Means every Business Day.

**13. Dealing Deadlines**

The Application Form and any subsequent written purchase request must be received by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than 5.00 p.m. (Irish time) on the Business Day preceding the relevant Dealing Day. The redemption request form must be received by facsimile by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator prior to 5.00 p.m. (Irish time) on the Business Day preceding the relevant Dealing Day.

**14. Investment Adviser**

Kinetics Asset Management LLC (“Kinetics”) has been appointed to act as investment adviser to the Manager in relation to the Series.

Kinetics was founded in 1996 and is regulated by the U.S. Securities and Exchange Commission. Kinetics provides investment advisory services to a family of U.S. mutual funds. Kinetics also manages separately managed accounts and is a sub-advisor to several large institutions. As of June 30, 2012, Kinetics had US\$2.58 billion in assets under management.

The Investment Advisory Agreement, dated July 9, 2003 as amended by the First Supplemental Investment Advisory Agreement dated December 1, 2004 between the Manager and Kinetics pursuant to which the latter was appointed investment adviser to the Manager in relation to the Series. The Investment Advisory Agreement may be terminated by either party thereto on 90 days’ written notice or immediately upon notice in certain circumstances.

The Investment Advisory Agreement contains provisions for the indemnification of Kinetics by the Manager in certain circumstances subject to exclusions in the case of wilful misconduct or misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of Kinetics.

The Investment Advisory Agreement also contains provisions for the indemnification of the Manager, on its own behalf and as agent of the Company, by Kinetics in certain circumstances subject to exclusions in the case of the wilful misconduct, misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Manager and/or the Company. The Investment Adviser's Fees will be paid by the Manager.

## **UOB GREATER CHINA FUND**

### **Supplement for the Prospectus dated June 4, 2013 for UOB Global Strategies Funds plc**

**Dated June 4, 2013**

This Supplement contains specific information in relation to UOB Greater China Fund (the "Series"), which is a separate Series of UOB Global Strategies Funds plc, (the "Company") an open-ended umbrella type investment company with segregated liability between Series authorised by the Central Bank pursuant to the provisions of the UCITS Regulations.

**This Supplement replaces the Supplement for UOB Greater China Fund dated September 3, 2012.**

**This Supplement forms part of and should be read in conjunction with the general description of**

- **the Company and its management and administration**
- **its general management and fund charges**
- **the taxation of the Company and of its Shareholders and**
- **its risk factors**

**which is contained in the Prospectus for the Company dated June 4, 2013 which is available from the Administrator at Georges Court, 54-62 Townsend Street, Dublin 2, Ireland.**

**Investors should note that an investment in the Series should not constitute a substantial portion of their investment portfolio and may not be appropriate for all investors.**

The other existing Series of the Company, details of which are set out in the relevant Supplements of the Prospectus for the Company dated September 3, 2012 are UOB Asian Equity Fund, UOB Paradigm Fund, UOB U.S. Equity Fund, UOB Global Opportunities Fund, UOB Strategic Allocation Fund and UOB United Renminbi Bond Fund.

The Directors of the Company, whose names appear in Section 4.1 of the Prospectus, accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

#### **1. Investment Objective**

The investment objective of UOB Greater China Fund is to provide investors with long term capital growth by investing in equity securities of companies with assets in or revenues derived from Hong Kong, China and Taiwan and which are listed on the stock exchanges detailed in Appendix III of the Prospectus, in particular the stock exchanges of Hong Kong

and Taiwan.

## **2. Investment Policies**

The securities in which the Series may invest include common stock, preferred stock and securities convertible into or exchangeable for such equity securities, or which carry warrants to purchase such equity securities. It is proposed that all of the Series' assets, in any event at least two thirds of the Series' net assets, will at all times be invested in equity securities or other participation rights of issuers which have their registered office in Hong Kong, China or Taiwan or which exercise the preponderant part of their economic activity in Hong Kong, China or Taiwan. Participation rights are non-voting equity securities which give a right to dividends. The equity securities or other participation rights referred to in the preceding sentence are listed or traded on the stock exchanges of Hong Kong, China or Taiwan.

Deterioration in the Series' performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Series. Changes in the exchange rate between the Base Currency of the Series and the designated currency could lead to a depreciation in the value of the Share Class as expressed in their designated currency. The Investment Adviser may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, in accordance with Section 2 of the Prospectus under the heading "Company Structure".

The Series may also hold or maintain ancillary liquid assets including but not limited to time deposits, master demand notes, variable rate demand notes and short-term funding agreements, subject to the investment restrictions set out in Appendix II of the Prospectus.

The Series may invest up to 10% of its net assets in UCITS and/or non-UCITS collective investment schemes (permitted under the Central Bank's Guidance Note 2/03) which may or may not have materially similar objectives and policies to the Series, where the Investment Adviser considers such investment to be consistent with the overall objectives and risk profile of the Series. The collective investment schemes invested in by the Series will be regulated, will be open-ended, will not be limited to any jurisdiction and may be leveraged and/or unleveraged.

### *Efficient Portfolio Management*

Where considered appropriate, the Series may utilise techniques and instruments including, but not limited to futures, options, stocklending arrangements and forward currency contracts for efficient portfolio management and/or to protect against exchange risks, subject to the conditions and within the limits laid down by the Central Bank. In general, the techniques and instruments include, but are not limited to futures, options, and forward currency contracts. More specifically, the Series may purchase and write call and put options on securities (including straddles), securities indices and currencies and enter into interest rate, currency, equity and bond index futures contracts and use options on such futures contracts (including straddles). The Series may also enter into currency forward contracts. The Series will typically use these instruments and/or techniques as set out under the heading "Efficient

Portfolio Management” in the “Investment Objectives and Policies” section of the Prospectus. The Series will not be leveraged in excess of 100% of its net assets. The commitment approach will be used to calculate global exposure.

**3. Profile of a Typical Investor**

The Series is suitable for investors seeking long-term capital growth and moderate volatility and risk in the management of their assets.

**4. Classes**

The US\$ Class is being offered in the Series.

**5. Issue of Shares**

Issue of Shares in a Class shall only take place on Dealing Days at the subscription price for the relevant Class calculated as at the close of business on each relevant Dealing Day. The subscription price for a Class is the Net Asset Value per Share of that Class. A subscription fee not exceeding 6% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Correspondent Bank\Paying Agent\Global Distributor or distributor for its or their absolute use and benefit and shall not form part of the assets of the Series. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applications as to the amount of such fee or fees within the permitted limits.

**6. Fees:**

In addition to the charges set out in Section 5 of the Prospectus under the heading “Charges and Expenses”, the following fees and expenses are payable out of the Series:

*Manager*

The fee rates applicable to the Classes of the Series are as follows:

- US\$ Class - 1.5% of the Net Asset Value of US\$ Class

The Manager pays the Investment Adviser’s fees from its own fee.

*Custodian*

The Custodian shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the number of transactions and the net asset value of the Series, subject to a maximum fee of 0.15% of the net asset value of the Series (plus VAT if any). In addition to such remuneration, the Custodian is entitled to be repaid all of its reasonable disbursements, including the fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall

also be at normal commercial rates) levied by the Custodian which are payable by the Series.

#### *Administrator*

The Administrator shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the net asset value of the Series, of up to a maximum of 7 basis points. For a Series with more than one active Share Class, an additional annual fee of \$12,000 per additional Class shall be applied. An account opening fee, an annual maintenance fee per shareholder account, a fee per transaction noted on the register, a fee for financial statement preparation and a fee for VAT return service are also payable by the Series, such fees shall be charged at normal commercial rates. The Administrator is also entitled to be reimbursed by the Series for all of its reasonable disbursements and out of pocket expenses.

#### **7. Risk Factors**

Persons interested in purchasing Shares in the Series should read the section headed "Risk Factors" in the main body of the Prospectus.

#### **8. Base Currency**

The Base Currency of the Series is US Dollars. The designated currency of the US\$ Class is US Dollars.

#### **9. Distribution Policy**

It is the policy of the Series not to pay dividends or to make capital gains distribution. The net income and profits received and made by the Series will be automatically reinvested and will therefore be reflected in the Net Asset Value of the Series.

#### **10. Business Day**

Means any day on which retail banks in Ireland are open for business (excluding Saturdays, Sundays and bank holidays).

#### **11. Dealing Day**

Means every Business Day.

#### **12. Dealing Deadlines**

The Application Form and any subsequent written purchase request must be received by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the

Administrator not later than 5.00 p.m. (Irish time) two Business Days preceding the relevant Dealing Day. The redemption request form must be received by facsimile by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator prior to 5.00 p.m. (Irish time) two Business Days preceding the relevant Dealing Day.

### **13. Investment Adviser**

UOB Asset Management Limited is a wholly owned subsidiary of UOB Group, it is an affiliate of UOB Global Capital (Dublin) Limited and is one of the largest Singapore Unit Trust managers. UOB Asset Management's total assets under management in both retail and institutional products is about US\$15 billion as at May 31, 2012.

The Investment Advisory Agreement, dated September 15, 1999, as amended by a Supplemental Investment Advisory Agreement dated 22 December, 2003 and a Supplemental Investment Advisory Agreement dated December 14, 2011, between the Manager and the Investment Adviser, pursuant to which the latter was appointed investment adviser to the Manager in relation to the Company. The Investment Advisory Agreement may be terminated by either party thereto on 90 days' written notice or immediately upon notice in certain circumstances.

The Investment Advisory Agreement contains provisions for the indemnification of the Investment Adviser by the Manager in certain circumstances subject to exclusions in the case of wilful misconduct or misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Investment Adviser.

The Investment Advisory Agreement also contains provisions for the indemnification of the Manager, on its own behalf and as agent of the Company, by the Investment Adviser in certain circumstances subject to exclusions in the case of the wilful misconduct, misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Manager and/or the Company. The Investment Adviser's fees will be paid by the Manager.



## **UOB U.S. EQUITY FUND**

### **Supplement for the Prospectus dated June 4, 2013 for UOB Global Strategies Funds plc**

**Dated April 15, 2014**

This Supplement contains specific information in relation to UOB U.S. Equity Fund (the “Series”), which is a separate Series of UOB Global Strategies Funds plc, (the “Company”) an open-ended umbrella type investment company with segregated liability between Series authorised by the Central Bank pursuant to the provisions of the UCITS Regulations.

**This Supplement replaces the Supplement for UOB U.S. Equity Fund dated June 4, 2013.**

**This Supplement forms part of and should be read in conjunction with the general description of**

- **the Company and its management and administration**
- **its general management and fund charges**
- **the taxation of the Company and of its Shareholders and**
- **its risk factors**

**which is contained in the Prospectus for the Company dated June 4, 2013 which is available from the Administrator at Georges Court, 54-62 Townsend Street, Dublin 2, Ireland.**

**Investors should note that an investment in the Series should not constitute a substantial portion of their investment portfolio and may not be appropriate for all investors.**

The other existing Series of the Company, details of which are set out in the relevant Supplements of the Prospectus for the Company dated September 3, 2012 are UOB Asian Equity Fund, UOB Paradigm Fund, UOB Greater China Fund, UOB Global Opportunities Fund, UOB Strategic Allocation Fund and UOB United Renminbi Bond Fund.

The Directors of the Company, whose names appear in Section 4.1 of the Prospectus, accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

#### **1. Investment Objective**

The investment objective of UOB U.S. Equity Fund is to provide investors with long term capital growth. The Series seeks to achieve its investment objective by, under normal circumstances, investing at all times at least 70% of its net assets in equity securities of

primarily U.S. companies listed on the stock exchanges detailed in Appendix III of the Prospectus. Up to 5% of the Series' net assets may be invested in such equity securities of non-U.S. companies (at the time of purchase).

## **2. Investment Policies**

The Series may invest in equity securities and equity related securities (including but not limited to dividend right certificates, convertible securities and warrants). The Series may invest up to 10% in warrants.

The Series may also invest up to 20% of net assets in convertible and non-convertible corporate debt securities rated below investment grade, also known as junk bonds, or unrated securities which the Investment Adviser has determined to be of comparable quality.

In exceptional market conditions, and on a temporary basis only, the Series may also invest up to 100% of net assets in short-term investment grade and/or below investment grade U.S. debt securities, including fixed and/or floating, government and/or corporate bonds and money market instruments (such as commercial paper, certificates of deposit and U.S. Government securities) to maintain liquidity where adverse market, economic or political conditions prevail.

The Series may invest up to 10% of its net assets in UCITS and/or non-UCITS collective investment schemes (permitted under the Central Bank's Guidance Note 2/03) which may or may not have materially similar objectives and policies to the Series, where the Investment Adviser considers such investment to be consistent with the overall objectives and risk profile of the Series. The collective investment schemes invested in by the Series will be regulated, will be open-ended, will not be limited to any jurisdiction and may be leveraged and/or unleveraged.

**An investment in this Series should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

### *Efficient Portfolio Management*

Where considered appropriate, the Series may utilise techniques and instruments including, but not limited to futures, options, stocklending arrangements and forward currency contracts for efficient portfolio management and/or to protect against exchange risks, subject to the conditions and within the limits laid down by the Central Bank. In general, the techniques and instruments include, but are not limited to futures, options, and forward currency contracts. More specifically, the Series may purchase and write call and put options on securities (including straddles), securities indices and currencies and enter into interest rate, currency, equity and bond index futures contracts and use options on such futures contracts (including straddles). The Series may also enter into currency forward contracts. The Series will typically use these instruments and/or techniques as set out under the heading "Efficient Portfolio Management" in the "Investment Objectives and Policies" section of the Prospectus. The Series will not be leveraged in excess of 100% of its net assets. The commitment

approach will be used to calculate global exposure.

### **3. Profile of a Typical Investor**

The Series is suitable for investors seeking long-term capital growth and moderate volatility and risk in the management of their assets.

### **4. Classes**

The US\$ Class and the US\$ I Class are the Classes being offered in the Series.

### **5. Issue of Shares**

#### *Initial Issue of Shares*

During the initial offer period for the US\$ I Class being from April 16, 2014 to October 16, 2014 (the "Closing Date") inclusive, Shares in the US\$ I Class of the Series are being offered to investors at an initial offer price of US\$ 100 per Share plus a subscription fee not exceeding 6% of the initial offer price. The initial offer period and consequently the Closing Date may be shortened or extended by the Directors. The Central Bank will be notified of any such shortening or extension.

#### *Subsequent Issue of Shares*

Issue of Shares in the US\$ I Class after the relevant Closing Date and in the US\$ Class shall only take place on Dealing Days at the subscription price for the relevant Class calculated as at the close of business on each relevant Dealing Day. The subscription price for the Class is the Net Asset Value per Share of the Class. A subscription fee not exceeding 6% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Correspondent Bank\ Paying Agent\ Global Distributor or distributor for its or their absolute use and benefit and shall not form part of the assets of the Series. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applications as to the amount of such fee or fees within the permitted limits.

### **6. Minimum Subscription**

The minimum initial subscription in the US\$ Class is \$100,000 (or its foreign currency equivalent) and in the US\$ I Class is US\$10,000,000 (or its foreign currency equivalent). The minimum subsequent subscription in the Series is US\$10,000 (or its foreign currency equivalent). The Directors reserve the right to differentiate between Shareholders as to the waiving or reducing of the minimum initial and subsequent subscription amounts for certain investors.

### **7. Fees**

In addition to the charges set out in Section 5 of the Prospectus under the heading "Charges

and Expenses”, the following fees and expenses are payable out of the Series:

#### *Manager*

The fee rates applicable to the Classes of the Series are as follows:

- US\$ Class - 1.5% of the Net Asset Value of US\$ Class
- US\$ I Class – 1% of the Net Asset Value of the US\$ I Class

The Manager pays the Investment Adviser’s fees from its own fee.

#### *Custodian*

The Custodian shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the number of transactions and the net asset value of the Series, subject to a maximum fee of 0.15% of the net asset value of the Series (plus VAT if any). In addition to such remuneration, the Custodian is entitled to be repaid all of its reasonable disbursements, including the fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Custodian which are payable by the Series.

#### *Administrator*

The Administrator shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the net asset value of the Series, of up to a maximum of 7 basis points. For a Series with more than one active Share Class, an additional annual fee of \$12,000 per additional Class shall be applied. An account opening fee, an annual maintenance fee per shareholder account, a fee per transaction noted on the register, a fee for financial statement preparation and a fee for VAT return service are also payable by the Series, such fees shall be charged at normal commercial rates. The Administrator is also entitled to be reimbursed by the Series for all of its reasonable disbursements and out of pocket expenses.

### **8. Risk Factors**

Persons interested in purchasing Shares in the Series should read the section headed “Risk Factors” in the main body of the Prospectus.

### **9. Base Currency**

The Base Currency of the Series is US Dollars. The designated currency of the US\$ Class and the US\$ I Class is US Dollars.

### **10. Distribution Policy**

It is the policy of the Series not to pay dividends or to make capital gains distribution. The net income and profits received and made by the Series will be automatically reinvested and will therefore be reflected in the Net Asset Value of the Series.

**11. Business Day**

Means any day on which retail banks in Ireland are open for business (excluding Saturdays, Sundays and bank holidays).

**12. Dealing Day**

Means every Business Day.

**13. Dealing Deadlines**

The Application Form and any subsequent written purchase request must be received by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than 5.00 p.m. (Irish time) on the Business Day preceding the relevant Dealing Day. The redemption request form must be received by facsimile by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator prior to 5.00 p.m. (Irish time) on the Business Day preceding the relevant Dealing Day.

**14. Investment Adviser**

Kinetics Asset Management LLC ("Kinetics") has been appointed to act as investment adviser to the Manager in relation to the Series.

Kinetics was founded in 1996 and is regulated by the U.S. Securities and Exchange Commission. Kinetics provides investment advisory services to a family of U.S. mutual funds. Kinetics also manages separately managed accounts and is a sub-advisor to several large institutions. As of June 30, 2012, Kinetics had US\$2.58 billion in assets under management.

The Investment Advisory Agreement, dated July 9, 2003, as amended by the First Supplemental Investment Advisory Agreement dated December 1, 2004, between the Manager and Kinetics pursuant to which the latter was appointed investment adviser to the Manager in relation to the Series. The Investment Advisory Agreement may be terminated by either party thereto on 90 days' written notice or immediately upon notice in certain circumstances.

The Investment Advisory Agreement contains provisions for the indemnification of Kinetics by the Manager in certain circumstances subject to exclusions in the case of wilful misconduct or misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of Kinetics.

The Investment Advisory Agreement also contains provisions for the indemnification of the Manager, on its own behalf and as agent of the Company, by Kinetics in certain

circumstances subject to exclusions in the case of the wilful misconduct, misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Manager and/or the Company. The Investment Adviser's Fees will be paid by the Manager.

## **UOB GLOBAL OPPORTUNITIES FUND**

### **Supplement for the Prospectus dated June 4, 2013 for UOB Global Strategies Funds plc**

**Dated June 4, 2013**

This Supplement contains specific information in relation to UOB Global Opportunities Fund (the "Series"), which is a separate Series of UOB Global Strategies Funds plc, (the "Company") an open-ended umbrella type investment company with segregated liability between series authorised by the Central Bank pursuant to the provisions of the UCITS Regulations.

**This Supplement replaces the Supplement for UOB Global Opportunities Fund dated September 3, 2012.**

**This Supplement forms part of and should be read in conjunction with the general description of**

- **the Company and its management and administration**
- **its general management and fund charges**
- **the taxation of the Company and of its Shareholders and**
- **its risk factors**

**which is contained in the Prospectus for the Company dated June 4, 2013 which is available from the Administrator at Georges Court, 54-62 Townsend Street, Dublin 2, Ireland.**

**Investors should note that an investment in the Series should not constitute a substantial portion of their investment portfolio and may not be appropriate for all investors.**

**The Series may invest in financial derivative instruments for investment purposes and may be subject to risks associated with derivative instruments. (See "Risk Factors" section of the Prospectus).**

The other existing Series of the Company, details of which are set out in the relevant Supplements of the Prospectus for the Company dated September 3, 2012 are UOB Asian Equity Fund, UOB Paradigm Fund, UOB Greater China Fund, UOB U.S. Equity Fund, UOB Strategic Allocation Fund and UOB United Renminbi Bond Fund.

The Directors of the Company, whose names appear in Section 4.1 of the Prospectus, accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

#### **1. Investment Objective**

The investment objective of the Series is to provide investors with long term capital growth. The Series seeks to achieve its investment objective by, under normal circumstances, investing principally in equity securities of companies worldwide (listed on the stock exchanges detailed in Appendix III of the Prospectus).

## **2. Investment Policies**

The equity securities in which the Series may invest include common stock, convertible securities, warrants and other equity securities having the characteristics of common stocks such as American Depositary Receipts (“ADRs”) and International Depositary Receipts (“IDRs”), of companies worldwide. The Series will invest, at all times, at least two-thirds of its total assets in such equity securities of companies worldwide.

The Series will focus on companies that the Investment Adviser identifies as having the potential to derive high returns of capital from their fixed cost structures and an ability to generate free cash flow, thus limiting financial risks. Examples of the types of companies that would meet this profile would include but not be limited to companies involved in or related to capital markets and companies involved in the gaming industry. (A description of these sectors is set out below). It is proposed that, under normal circumstances, a majority of the Series’ net assets, will at all times be invested in such equity securities.

The Investment Adviser considers companies involved in or related to capital markets to be companies that are engaged in or derive a substantial portion of their revenue from activities with a publicly traded securities exchange, such as equity exchanges and commodity exchanges. Such companies shall include but will not be limited to clearing firms and brokerage houses. The Investment Adviser considers companies involved in the gaming industry to be those that facilitate and provide opportunities to clients or customers with games of chance, including but not limited to casinos and their service providers. Auction houses and payroll and other processing companies that, due to the fixed costs of their operations benefit from an increase in the volume of sales/transactions, would also meet the profile of the type of companies sought by the Investment Adviser.

Although the Series intends to focus on companies having the potential to derive high returns of capital from their fixed cost structures and an ability to generate free cash flow, thus limiting financial risks, the Series may also invest in the equity securities of other listed companies worldwide.

The basis of the investment process is a disciplined approach to the selection of individual stock positions that fit the investment policies of the Series. The Investment Advisor will utilise its own fundamental investment analysis of a company’s balance sheets, corporate revenues, earnings and dividends to choose companies that fit the investment policies of the Series in which to invest, taking into consideration the overall investment climate. The Investment Advisor aims to generate value by closely following all factors influencing the relevant market sectors.

The Series may also invest up to 20% of net assets in convertible and non-convertible



corporate debt securities rated below investment grade, also known as junk bonds, or unrated securities which the Investment Adviser has determined to be of comparable quality.

The Series may invest up to 35% of its net assets in short-term investment grade and/or below investment grade U.S. debt securities, including fixed and/or floating, government and/or corporate bonds and money market instruments (such as commercial paper, certificates of deposit and U.S. Government securities) to maintain liquidity.

In exceptional market conditions, and on a temporary basis only, the Series may invest up to 100% of net assets in short-term investment grade and/or below investment grade U.S. debt securities, including fixed and/or floating, government and/or corporate bonds and money market instruments (such as commercial paper, certificates of deposit and U.S. Government securities) to maintain liquidity where adverse market, economic or political conditions prevail. The Series may invest up to 10% in warrants.

The Series may invest up to 10% of its net assets in UCITS and/or non-UCITS collective investment schemes (permitted under the Central Bank's Guidance Note 2/03) which may or may not have materially similar objectives and policies to the Series, where the Investment Adviser considers such investment to be consistent with the overall objectives and risk profile of the Series. The collective investment schemes invested in by the Series will be regulated, will be open-ended, will not be limited to any jurisdiction and may be leveraged and/or unleveraged.

#### *Derivatives*

The Series may utilise options (including equity index options, options on futures and options on swaps) to increase its current return by writing covered call options and put options on securities it owns or in which it may invest and on major global currencies for investment purposes.

The Series will receive a premium from writing a call or put option, which increases the return if the option expires unexercised or is closed out at a net profit. If the Series writes a call option, it gives up the opportunity to profit from any increase in the price of a security or currency above the exercise price of the option; when it writes a put option, the Series takes the risk that it will be required to purchase a security or currency from the option holder at a price above the current market price of the security or currency. The Series may terminate an option that it has written prior to its expiration by entering into a closing purchase transaction in which it purchases an option having the same terms as the option written.

The Series may purchase put options (including equity index options, options on futures and options on swaps) to provide an efficient, liquid and effective mechanism for "locking in" gains and/or protecting against future declines in value on securities that it owns. This allows the Series to benefit from future gains in the value of a security without the risk of the fall in value of the security. The Series may also purchase call options (including equity index options and options on futures) to provide an efficient, liquid and effective mechanism for taking position in securities. This allows the Series to benefit from future gains in the value of a security without

the need to purchase and hold the security.

In relation to the leverage effect of investing in derivatives, any exposure created by the use of derivatives will not exceed the Net Asset Value of the Series. Global exposure and leverage shall not exceed 100% of the Net Asset Value of the Series on a permanent basis.

The Company will provide, on request to Shareholders, supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

**An investment in this Series should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

#### *Efficient Portfolio Management*

Where considered appropriate, the Series may utilise techniques and instruments including, but not limited to futures, options, and forward currency contracts for efficient portfolio management and/or to protect against exchange risks, subject to the conditions and within the limits laid down by the Central Bank. In general, the techniques and instruments include, but are not limited to futures, options, and forward currency contracts. More specifically, the Series may purchase and write call and put options on securities (including straddles), securities indices and major global currencies and enter into interest rate, currency, equity and bond index futures contracts and use options on such futures contracts (including straddles). The Series may also enter into currency forward contracts. Subject to the conditions and limits laid down in the UCITS Notices, the Series may use repurchase agreements, reverse repurchase agreements and/or stock lending agreements to generate additional income for the Series. The Series will typically use these instruments and/or techniques as set out under the heading “Efficient Portfolio Management” in the “Investment Objectives and Policies” section of the Prospectus. The Series will not be leveraged in excess of 100% of its net assets. The commitment approach will be used to calculate global exposure.

### **3. Profile of a Typical Investor**

The Series is suitable for investors seeking long-term capital growth and moderate volatility and risk in the management of their assets.

### **4. Classes**

The US\$ Class is the Class being offered in the Series.

### **5. Issue of Shares**

Issue of Shares in a Class shall only take place on Dealing Days at the subscription price for the relevant Class calculated as at the close of business on each relevant Dealing Day. The

subscription price for the Class is the Net Asset Value per Share of the Class. A subscription fee not exceeding 6% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Correspondent Bank\Paying Agent\Global Distributor or distributor for its or their absolute use and benefit and shall not form part of the assets of the Series. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applications as to the amount of such fee or fees within the permitted limits.

## **6. Fees**

In addition to the charges set out in Section 5 of the Prospectus under the heading "Charges and Expenses", the following fees and expenses are payable out of the Series:

### *Manager*

The fee rates applicable to the Classes of the Series are as follows:

- US\$ Class - 1.5% of the Net Asset Value of US\$ Class

The Manager pays the Investment Adviser's fees from its own fee.

### *Custodian*

The Custodian shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the number of transactions and the net asset value of the Series, subject to a maximum fee of 0.15% of the net asset value of the Series (plus VAT if any). In addition to such remuneration, the Custodian is entitled to be repaid all of its reasonable disbursements, including the fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Custodian which are payable by the Series.

### *Administrator*

The Administrator shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the net asset value of the Series, of up to a maximum of 7 basis points. For a Series with more than one active Share Class, an additional annual fee of \$12,000 per additional Class shall be applied. An account opening fee, an annual maintenance fee per shareholder account, a fee per transaction noted on the register, a fee for financial statement preparation and a fee for VAT return service are also payable by the Series, such fees shall be charged at normal commercial rates. The Administrator is also entitled to be reimbursed by the Series for all of its reasonable disbursements and out of pocket expenses.

The preliminary and organisational expenses and the costs and expenses of and incidental to the offer of Shares in this Series (including the costs of preparing contracts to which the Company is party and the fees and expenses of its professional advisers), were

approximately US\$12,000 (exclusive of VAT) and are payable by the Company, out of the assets of this Series. Such expenses are being amortised over the first five years of this Series (or such other period as may be determined by the Directors) and will represent a liability for the purposes of calculating the Net Asset Value of this Series.

**7. Risk Factors**

Persons interested in purchasing Shares in the Series should read the section headed “Risk Factors” in the main body of the Prospectus.

**8. Base Currency**

The Base Currency of the Series is US Dollars. The designated currency of the US\$ Class is US Dollars.

**9. Distribution Policy**

It is the policy of the Series not to pay dividends or to make capital gains distribution. The net income and profits received and made by the Series will be automatically reinvested and will therefore be reflected in the Net Asset Value of the Series.

**10. Business Day**

Means any day on which retail banks in Ireland are open for business (excluding Saturdays, Sundays and bank holidays).

**11. Dealing Day**

Means every Business Day.

**12. Dealing Deadlines**

The Application Form and any subsequent written purchase request must be received by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than 5.00 p.m. (Irish time) on the Business Day preceding the relevant Dealing Day. The redemption request form must be received by facsimile by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator prior to 5.00 p.m. (Irish time) on the Business Day preceding the relevant Dealing Day.

**13. Investment Adviser**

Kinetics Asset Management LLC (“Kinetics”) has been appointed to act as investment adviser to the Manager in relation to the Series.

Kinetics was founded in 1996 and is regulated by the U.S. Securities and Exchange Commission. Kinetics provides investment advisory services to a family of U.S. mutual funds.

Kinetics also manages separately managed accounts and is a sub-advisor to several large institutions. As of June 30, 2012, Kinetics had US\$2.58 billion in assets under management.

The Investment Advisory Agreement, dated July 9, 2003, as amended by the First Supplemental Investment Advisory Agreement dated December 1, 2004 between the Manager and Kinetics pursuant to which the latter was appointed investment adviser to the Manager in relation to the Series. The Investment Advisory Agreement may be terminated by either party thereto on 90 days' written notice or immediately upon notice in certain circumstances.

The Investment Advisory Agreement contains provisions for the indemnification of Kinetics by the Manager in certain circumstances subject to exclusions in the case of wilful misconduct or misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of Kinetics.

The Investment Advisory Agreement also contains provisions for the indemnification of the Manager, on its own behalf and as agent of the Company, by Kinetics in certain circumstances subject to exclusions in the case of the wilful misconduct, misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Manager and/or the Company. The Investment Adviser's fees will be paid by the Manager.

## **UOB STRATEGIC ALLOCATION FUND**

### **Supplement for the Prospectus dated June 4, 2013 for UOB Global Strategies Funds plc**

**Dated June 4, 2013**

This Supplement contains specific information in relation to UOB Strategic Allocation Fund (the "Series"), which is a separate Series of UOB Global Strategies Funds plc, (the "Company") an open-ended umbrella type investment company with segregated liability between series authorised by the Central Bank pursuant to the provisions of the UCITS Regulations.

**This Supplement replace the Supplement for UOB Strategic Allocation Fund dated September 3, 2012.**

**This Supplement forms part of and should be read in conjunction with the general description of**

- **the Company and its management and administration**
- **its general management and fund charges**
- **the taxation of the Company and of its Shareholders and**
- **its risk factors**

**which is contained in the Prospectus for the Company dated June 4, 2013 which is available from the Administrator at Georges Court, 54-62 Townsend Street, Dublin 2, Ireland.**

The other existing Series of the Company, details of which are set out in the relevant Supplements of the Prospectus for the Company dated September 3, 2012 are UOB Asian Equity Fund, UOB Paradigm Fund, UOB Greater China Fund, UOB U.S. Equity Fund, UOB Global Opportunities Fund and UOB United Renminbi Bond Fund.

The Directors of the Company, whose names appear in Section 4.1 of the Prospectus, accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

#### **1. Investment Objective**

The investment objective of the Series is to achieve above-average risk-adjusted returns in any market environment. The Series seeks to achieve its investment objective by primarily investing in or taking exposure (long and/or short as described below) on a global basis to a diversified portfolio of equities and cash/cash equivalents as described below, listed or traded on Recognised Markets detailed in Appendix III of the Prospectus and including emerging markets.

## 2. Investment Policies

The Series may invest in or take exposures to a diversified portfolio of equities and cash/cash equivalents, described above and below, either directly or indirectly through, for example, financial derivative instruments (listed or traded on any Recognised Market worldwide detailed in Appendix III of the Prospectus) and to a limited degree collective investment schemes as outlined below.

**The Series may invest principally in financial derivative instruments both for investment purposes and for efficient portfolio management/hedging purposes, in each case subject to the conditions and within the limits laid down by the Central Bank. Transactions by the Series in financial derivative instruments may leverage the Series and may establish speculative positions resulting in a higher level of volatility and risk than would be the case if the Series did not invest in financial derivative instruments. It is not envisaged that the Series will be highly leveraged and in any event the extent of leverage will not exceed 100% of the Series' Net Asset Value. The Series' investment in financial derivative instruments may result in it having an overall moderate level of volatility. The Series' investment in financial derivative instruments is more fully described under the heading "Derivatives" below.**

**Due to the Series' ability to invest in emerging markets, a higher degree of risk may be attached to this Series than would be the case if the Series did not invest in emerging markets securities. An investment in the Series should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

**The Series may, in certain market conditions, invest substantially in cash deposits and/or cash equivalents, including with credit institutions, as more fully described below under the heading "Investment Policies". However, Shares of the Series are not deposits or obligations of, or guaranteed or endorsed by any bank and the amount invested in Shares may fluctuate up and/or down. An investment in the Series involves certain investment risks, including the possible loss of principal.**

### *Allocations / Strategies*

The Series will normally seek to maintain its exposure principally to equities, irrespective of the market capitalisation ranges of the relevant companies/issuers. However, the Investment Adviser shall at all times have flexibility not only in terms of strategic allocation but also in taking opportunistic or defensive positions in certain market conditions and in such circumstances the Series' exposure to equities may change.

**Whilst the Series will normally maintain a primary exposure to equities as outlined above, should the Investment Adviser believe that the value of the assets in which the Series has invested might experience a reduction in value due to market conditions, the Investment Adviser may attempt to take opportunistic or defensive positions by purchasing cash/cash equivalents, including money market instruments (including but**

**not limited to treasury bills and certificates of deposit), money market funds, U.S. Government obligations and short term fixed and floating rate debt securities (including but not limited to bonds, debentures, treasury notes, mortgage-backed securities, asset-backed securities, commercial paper and loan participations) issued by sovereign, supranational entities and/or corporate issuers rated at or above “BBB” by S&P or “Baa” by Moody’s or an equivalent rating determined by the Investment Adviser at the time of purchase and which are listed or traded on any Regulated Market worldwide detailed in Appendix III of the Prospectus. Any such hold of cash/cash equivalents may represent a substantial portion of the Series’ assets.**

The Series’ investment strategy is designed to evaluate potential long and short investments in an attempt to isolate those securities that the Investment Adviser believes are undervalued or overvalued relative to their intrinsic value and offer the greatest risk-adjusted potential for returns. The Investment Adviser will rely on a variety of factors to determine whether the market itself or a particular sector or industry is undervalued or overvalued. Such factors include valuation variables (such as price earning multiples), monetary conditions (such as monetary policies of the relevant central bank and interest rates), investor sentiment and momentum factors. In addition to taking long positions in equity securities or cash/cash equivalents, the Series may take short positions on equity securities (through the use of financial derivative instruments as described below) which allow the Series a net exposure which can range from 120% net long to 100% net short in its portfolio. Generally, it is the Series’ aim to maintain net exposure between 100% net long and 100% net short. For example, if the Series invests 130% of its net assets in long positions and 30% of its net assets in short positions, the Series is “100% net long”. The proceeds from the short positions are used to purchase the additional 30% of the long positions. When the Series’ outstanding short positions equal its net assets, the Series is “100% net short”.

**The Series may focus in long or short positions that reflect geographic, sector or industry exposure, however, the Series will not be limited to any specific geographic, sector or industry exposure. The Investment Adviser may at any time position Series’ investments in any sector or industry although the Series will not invest more than 25% of its net assets in any one industry. The Series may accordingly invest in or take exposures to emerging markets and emerging markets issuers although it is not anticipated that such investments or exposures will exceed 50% of the Series’ assets.**

#### *Collective Investment Schemes*

The Series may invest up to 10% of its net assets in UCITS and/or non-UCITS collective investment schemes, including exchange traded funds (permitted under the Central Bank’s Guidance Note 2/03), which may or may not have materially similar policies to the Series, where the Investment Adviser considers such investment to be consistent with the overall objectives and risk profile of the Series. The collective investment schemes invested by the Series will be regulated, will be open-ended and/or closed-ended, will not be limited to any jurisdiction and may be leveraged and/or unleveraged.

#### *Derivatives*



Financial derivative instruments in which the Series may invest in include but are not limited to futures, options and forwards. The underlying exposure in each case may relate to an equity or debt security, money market instrument, shares of other collective investment scheme (including an exchange traded fund), basket of equity or debt securities, equity indices and interest and foreign exchange rates or currency (including the US\$ and Euro). Without prejudice to the generality of the foregoing, the Series may purchase and write call and put options on shares of other collective investment schemes (including exchange traded funds), equity or debt securities and baskets of equity or debt securities (including straddles), equity or debt securities indexes and currencies and enter into currency, equity and index futures contracts and use options on such futures contracts (including straddles).

Further detail on the commercial purpose for each type of financial derivative instrument that may be employed by the Series is outlined below.

Futures, options and forwards may be used to hedge against downward movements in the value of the Series' portfolio, either by reference to specific equity or debt securities or markets to which the Series may be exposed. The Investment Adviser may also take out hedges against changes in interest or currency rates, credit spreads or volatility levels which would have an impact on a Series.

Forward foreign exchange contracts may also be used more specifically to hedge the value of certain Classes of Shares in the Series against changes in the exchange rate between the currency of denomination of the Class of Shares and either the base currency of the Series or the currency of denomination of the Series' investments.

Futures, options and forwards may be used to gain or reduce a Series' exposure to a particular equity or debt security or market on a short or medium term basis, either in advance of a longer term allocation or reappraisal of the Series' commitment to the asset or market in question, or purely on a temporary basis where it is more efficient to use financial derivative instruments for this purpose.

The Investment Adviser may use futures and options to increase or reduce the equity market exposure of all or a part of the Series' portfolio to take account of changing levels of volatility in the market while at the same time maintaining exposure to the market.

By using financial derivative instruments in this way, the value of the Series' portfolio may be made more or less responsive to general changes in market values than a corresponding portfolio that does not include financial derivative instruments. The Investment Adviser may use this ability to effectively leverage the Series, subject to the conditions and within the limits laid down by the Central Bank, to take advantage of conditions in relation to particular markets or equity or debt securities which the Investment Adviser believes offer especially favourable prospects.

Alternatively, the Series may reduce net exposure by taking short positions against long exposures to protect the Series against potentially adverse market conditions or to reduce

exposure to equity securities or markets which the Investment Adviser's analysis suggests are overvalued and prone to being sold off, without having to resort to holding cash.

Futures, options and forwards may be used to take combined long and short positions to exploit mispricing or relative value opportunities identified by the Investment Adviser.

The Series may also purchase or write options in combination with each other (simultaneously writing call options and purchasing put options) to adjust exposure of its overall investment positions. For example, the Series may purchase a put option and write a call option on the same underlying instrument, in order to synthesise a position similar to that which would be achieved by selling a futures contract. Any option combination position will be limited to the Series' notional exposure limitations.

The Series may actively engage in currency transactions including but not limited to entering into forward and spot foreign currency exchange contracts or currency futures contracts on a speculative basis (i.e. without any link to currency exposures within the Series) and/or to modify exposure to currencies. The Series may enter into long and short currency trading positions through the use of forward foreign exchange contracts, seeking to benefit from changes in the relative value of currencies. The Series may utilise this strategy with respect to currencies of both developed and emerging markets.

All of the above mentioned financial derivative instruments (including embedded derivatives) can be employed to gain or change the desired exposure to an asset class in order to gain from its absolute or relative appreciation. As the relevant financial derivative instrument is not used to hedge an existing exposure, the Series may be leveraged within the permitted Central Bank limits as a result.

Certain markets within the investment universe of the Series may be overly concentrated due to the presence of disproportionately larger issuers in those markets, with the result that a Series may have difficulty in maintaining adequate exposure to that market by purchasing transferable securities without breaching its investment limits. The Investment Adviser may use index futures and option combinations to maintain an appropriate level of exposure to such markets.

In relation to the leverage effect of investing in derivatives, any exposure created by the use of derivatives will not exceed the Net Asset Value of the Series. Global exposure and leverage shall not exceed 100% of the Net Asset Value of the Series.

#### *Efficient Portfolio Management*

Where considered appropriate, the Series may utilise techniques and instruments including, but not limited to futures, options and forward currency contracts for efficient portfolio management and/or to protect against exchange risks, subject to the conditions and within the limits laid down by the Central Bank. In general, the techniques and instruments include, but are not limited to futures, options and forward currency contracts. More specifically, the Series may purchase and write call and put options on equity or debt securities (including

straddles), equity or debt securities indices and major global currencies and enter into interest rate, currency and equity or debt futures contracts and use options on such futures contracts (including straddles). The Series may also enter into currency forward contracts. Subject to the conditions and limits laid down in the UCITS Notices, the Series may use repurchase agreements, reverse repurchase agreements and/or stock lending agreements to generate additional income for the Series. The Series will typically use these instruments and/or techniques as set out under the heading "Efficient Portfolio Management" in the "Investment Objectives and Policies" section of the Prospectus. The Series will not be leveraged in excess of 100% of its net assets. The commitment approach will be used to calculate global exposure.

### **3. Profile of a Typical Investor**

The Series is suitable for investors seeking above average risk-adjusted returns and moderate volatility and risk in the management of their assets.

### **4. Classes**

The US\$ Class, Euro Class, GPF US\$ Class and GPF Euro Class are the Classes being offered in the Series.

GPF US\$ Class Shares and GPF Euro Class Shares are only available for investment by GPF (Gestoni Patrimoniali Fondi) accounts.

### **5. Issue of Shares**

#### *Initial Issue of Shares*

During the initial offer period for each of the Euro Class, GPF US\$ Class and GPF Euro Class being from September 4, 2012 to March 30, 2013 (the "Closing Date") inclusive, Shares in the Euro Class, GPF US\$ Class and GPF Euro Class of the Series are being offered to investors at an initial offer price of US\$ 100 and Euro 100 per Share, respectively, plus a subscription fee not exceeding 6% of the initial offer price. The initial offer period and consequently the Closing Date may be shortened or extended by the Directors. The Central Bank will be notified of any such shortening or extension.

#### *Subsequent Issue of Shares*

Issue of Shares in the Euro Class, GPF US\$ Class and GPF Euro Class after the relevant Closing Date and in the US\$ Class shall only take place on Dealing Days at the subscription price for the relevant Class calculated as at the close of business on each relevant Dealing Day. The subscription price for the Class is the Net Asset Value per Share of the Class. A subscription fee not exceeding 6% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Correspondent Bank\Paying Agent\Global Distributor or distributor for its or their absolute use and benefit and shall not form part of the assets of the Series. The Company may at its sole discretion reduce or waive such fee or

fees or differentiate between applications as to the amount of such fee or fees within the permitted limits.

## **6. Fees**

In addition to the charges set out in Section 5 of the Prospectus under the heading “Charges and Expenses”, the following fees and expenses are payable out of the Series:

### *Manager*

The fee rates applicable to the Classes of the Series are as follows:

- US\$ Class – 2% of the Net Asset Value of US\$ Class
- Euro Class – 2% of the Net Asset Value of Euro Class
- GPF US\$ Class – 1.5% of the Net Asset Value of GPF US\$ Class
- GPF Euro Class – 1.5% of the Net Asset Value of GPF Euro Class

The Manager pays the Investment Adviser’s fees from its own fee.

### *Custodian*

The Custodian shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the number of transactions and the net asset value of the Series, subject to a maximum fee of 0.15% of the Net Asset Value of the Series (plus VAT if any). In addition to such remuneration, the Custodian is entitled to be repaid all of its reasonable disbursements, including the fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Custodian which are payable by the Series.

### *Administrator*

The Administrator shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the net asset value of the Series, of up to a maximum of 7 basis points. For a Series with more than one active Share Class, an additional annual fee of \$12,000 per additional Class shall be applied. An account opening fee, an annual maintenance fee per shareholder account, a fee per transaction noted on the register, a fee for financial statement preparation and a fee for VAT return service are also payable by the Series, such fees shall be charged at normal commercial rates. The Administrator is also entitled to be reimbursed by the Series for all of its reasonable disbursements and out of pocket expenses.

The preliminary and organisational expenses and the costs and expenses of and incidental to the offer of Shares in this Series (including the costs of preparing contracts to which the

Company is party and the fees and expenses of its professional advisers), did not exceed US\$50,000 (exclusive of VAT) and being paid by the Company, out of the assets of this Series. Such expenses are being amortised over the first five years of this Series (or such other period as may be determined by the Directors) and represent a liability for the purposes of calculating the Net Asset Value of this Series.

## **7. Risk Factors**

Persons interested in purchasing Shares in the Series should read this section in conjunction with the section headed "Risk Factors" in the main body of the Prospectus.

### *Derivatives Risk*

The use of derivative instruments (whether for investment purposes or otherwise) may expose the Series to the risks disclosed under the headings "Risk Factors – Derivatives and Techniques and Instruments Risk". An investment in derivatives may involve additional risks for investors. These additional risks may arise as a result of any or all of the following : (i) leverage factors associated with transactions in the portfolio; and / or (ii) the creditworthiness of the counterparties to such derivative transactions; and / or (iii) the potential illiquidity of the markets for derivative instruments; and/or (iv) the legal risk associated with investment in derivatives due to unexpected application of a law or regulation or because contracts are not legally enforceable or documented properly. To the extent that derivative instruments are utilised for speculative purposes, the overall risk of loss of the portfolio may be increased. To the extent that derivative instruments are utilised for hedging purposes, the risk of loss to the Series may be increased where the value of the derivative instrument and the value of the security or position which it is hedging are insufficiently correlated. Position exposure to underlying assets of derivative instruments (other than index based derivatives) (whether for investment and/or hedging purposes), when combined with positions resulting from direct investments, will not exceed the investment limits set out in Appendix II of the Prospectus.

## **8. Base Currency**

The Base Currency of the Series is US Dollars. The designated currency of the US\$ Class is US Dollars, of the Euro Class is Euro, of the GPF US\$ Class is US Dollars and of the GPF Euro Class is Euro.

## **9. Distribution Policy**

It is the policy of the Series not to pay dividends or to make capital gains distribution. The net income and profits received and made by the Series will be automatically reinvested and will therefore be reflected in the Net Asset Value of the Series.

## **10. Business Day**

Means any day on which retail banks in Ireland are open for business (excluding Saturdays,

Sundays and bank holidays).

**11. Dealing Day**

Means every Business Day.

**12. Dealing Deadlines**

The Application Form and any subsequent written purchase request must be received by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than 5.00 p.m. (Irish time) on the Business Day preceding the relevant Dealing Day. The redemption request form must be received by facsimile by the Administrator or the Correspondent Bank/Paying Agent for onward transmission to the Administrator prior to 5.00 p.m. (Irish time) on the Business Day preceding the relevant Dealing Day.

**13. Investment Adviser**

Broadmark Asset Management, LLC ("Broadmark") has been appointed to act as investment adviser to the Manager in relation to the Series.

Broadmark was founded in 1999 and is regulated by the U.S. Securities and Exchange Commission as a registered investment advisor pursuant to the US Investment Advisors Act of 1940 (as amended). Broadmark provides investment management services to several U.S. mutual funds, hedge funds, separately managed account platforms and institutional accounts. As of June 30, 2012, Broadmark had US\$2.03 billion in assets under management. Broadmark is located at 12 East 52<sup>nd</sup> Street, 3<sup>rd</sup> Floor, New York, New York 10022, United States and 300 Drake's Landing Road, Suite 150, Greenbrae, CA 94904, United States.

The Investment Advisory Agreement, dated August 20, 2010 between the Manager and Broadmark pursuant to which the latter was appointed investment adviser to the Manager in relation to the Series to provide investment management services and investment advice. The Investment Advisory Agreement may be terminated by either party thereto on 90 days' written notice or immediately upon notice in certain circumstances.

The Investment Advisory Agreement contains provisions for the indemnification of Broadmark by the Manager in certain circumstances subject to exclusions in the case of wilful misconduct or misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of Broadmark.

The Investment Advisory Agreement also contains provisions for the indemnification of the Manager, on its own behalf and as agent of the Company, by Broadmark in certain circumstances subject to exclusions in the case of the wilful misconduct, misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory

Agreement on the part of the Manager and/or the Company. The Investment Adviser's fees will be paid by the Manager.

## **UOB UNITED RENMINBI BOND FUND**

### **Supplement for the Prospectus dated June 4, 2013 for UOB Global Strategies Funds plc**

**Dated June 4, 2013**

This Supplement contains specific information in relation to UOB United Renminbi Bond Fund (the "Series"), which is a separate Series of UOB Global Strategies Funds plc, (the "Company") an open-ended umbrella type investment company with segregated liability between series authorised by the Central Bank pursuant to the provisions of the UCITS Regulations.

**This Supplement replaces the Supplement for UOB United Renminbi Fund dated September 3, 2012.**

**This Supplement forms part of and should be read in conjunction with the general description of**

- **the Company and its management and administration**
- **its general management and fund charges**
- **the taxation of the Company and of its Shareholders and**
- **its risk factors**

**which is contained in the Prospectus for the Company dated June 4, 2013 which is available from the Administrator at New Century House, International Financial Services Centre, Mayor Street Lower, Dublin 1, Ireland.**

**As the Series may invest up to 100% of its net assets in emerging markets securities and unrated debt securities, an investment should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

**The Series may, in exceptional market conditions, invest substantially in cash deposits and/or cash equivalents with credit institutions. However, Shares of the Series are not deposits or obligations of, or guaranteed or endorsed by any bank and the amount invested in Shares may fluctuate up and/or down. An investment in the Series involves certain investment risks, including the possible loss of principal.**

The other existing Series of the Company, details of which are set out in the relevant Supplements of the Prospectus for the Company dated September 3, 2012 are UOB Asian Equity Fund, UOB Paradigm Fund, UOB Greater China Fund, UOB U.S. Equity Fund, UOB Global Opportunities Fund and UOB Strategic Allocation Fund.

The Directors of the Company, whose names appear in Section 4.1 of the Prospectus, accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of



such information. The Directors accept responsibility accordingly.

## **1. Investment Objective**

The investment objective of the Series is to generate fixed income returns and benefit from the potential appreciation of the Renminbi over the medium term.

## **2. Investment Policies**

### *Debt Securities*

The Series seeks to achieve its investment objective by primarily investing in or taking exposure to Renminbi ("RMB") denominated debt securities ("RMB Debt Instruments"), as further described below, listed or traded on Recognised Markets (outside mainland China) detailed in Appendix III of the Prospectus including but not limited to stock exchanges in Hong Kong.

The Series may invest in or take exposures to fixed and/or floating rate RMB Debt Instruments issued or guaranteed by governments and/or supranational entities and/or corporate entities throughout the world. RMB Debt Instruments include, but are not limited to RMB denominated or linked bonds (i.e. synthetic RMB denominated bonds which are USD settled), convertible bonds, commercial paper, short term bills and notes (such as discount notes, promissory notes), bank certificates of deposits and negotiated term deposits with banks. Where any convertible bonds are converted into shares of the issuer, the Series may hold such shares for up to one month.

The Series may invest up to 100% in unrated debt securities.

Up to 100% of the net assets of the Series may be invested in emerging markets. The term "emerging markets" is generally understood to refer to the markets of countries that are in the process of developing into modern industrialised states and thus display a high degree of potential but also entail a greater degree of risk. It shall include, but is not limited to countries included from time to time in the International Finance Corporation Global Composite Index or in the MSCI Emerging Markets Index, each of which is a free floating adjusted market index designed to measure the performance of relevant securities in global emerging markets.

Under current regulations in mainland China, the Series is not permitted to invest directly in RMB Debt Instruments issued or distributed within mainland China. If such regulations change in the future and/or the Investment Adviser obtains the necessary Qualified Foreign Institutional Investor ("QFII") status in the People's Republic of China ("PRC"), the Series may invest in RMB Debt Instruments issued or distributed within mainland China, provided any such investments are listed or traded on Recognised Markets in China detailed in Appendix III of the Prospectus and are in accordance with the requirements of the Central Bank. Further details on the QFII system are set out under the heading "Certain QFII considerations" in the "Risk Factors" section below.

The Series will also have the flexibility to invest in debt securities the same as those

described above but which are not denominated in RMB as the Investment Adviser considers appropriate from time to time depending on prevailing circumstances (for example, a surge in demand and/or shortage in supply of RMB Debt Instruments). Any such investment in non-RMB denominated debt securities is expected to be minimal and in any event shall not exceed 30% of the net assets of the Series.

Exposure to RMB Debt Instruments or non-RMB denominated debt securities may be generated through direct investment or indirectly through investing in collective investment schemes (including exchange traded funds classified by the Investment Adviser as collective investment schemes) or investing in Access Products (such as participating notes, as detailed below or other materially similar investment products issued in the future provided they are in accordance with the requirements of the Central Bank) issued by institutions that have obtained QFII status in the PRC.

#### *Access Products*

There is no current intention to invest in Access Products however this may change pending change in current regulations in China or in exceptional market circumstances whereby the Investment Manager considers it appropriate to invest in Access Products and in any event shall not exceed 30% of the net assets of the Series.

A participation note is a form of medium term note issued by a brokerage firm or other counterparty that provides the purchaser with (a) exposure to an individual equity or a basket or index of equities, or (b) exposure to the relative performance of these types of assets and may include the benefit of capital protection over the term. Participation notes are generally traded over-the counter. Participation notes are often used as a convenient means of investing in local securities (such as equity securities or securities with equity characteristics) by a foreign investor. In a participation note, the investor's principal investment may be guaranteed over the term or participation notes can be structured without a capital guarantee, in which case the investor's risk of loss is limited to the purchase price of the participation note. A participation note is typically exchangeable daily by a purchaser for cash equivalent to the economic value of the investment position embedded in the participation note.

#### ***Collective Investment Schemes***

The Series may invest up to 10% of its net assets in UCITS and/or non-UCITS collective investment schemes, including exchange traded funds (classified by the Investment Adviser as collective investment schemes), which may or may not have materially similar policies to the Series, where the Investment Adviser considers such investment to be consistent with the overall objectives and risk profile of the Series. The collective investment schemes invested by the Series will be regulated, will be open-ended and/or closed-ended, will not be limited to any jurisdiction and may be leveraged and/or unleveraged.

The Series may invest in another Series of the Company in which case the Investment Adviser may not charge investment management fees in respect of that portion of its assets invested in the other Series of the Company. The Series cannot invest in another Series of

the Company which is itself invested in another Series of the Company.

#### *Cash and Cash Equivalents*

The Series may hold or maintain cash deposits and/or cash equivalents (such as short term commercial paper, certificates of deposit, treasury bills, floating rate notes and fixed or variable rate commercial paper listed or traded on one or more Recognised Markets) and subject to the conditions and within the limits laid down by the Central Bank. The amount of cash and/or cash equivalents that the Series will hold will vary depending on prevailing circumstances.

In exceptional market conditions, the Series may hold or maintain up to 100% of its net assets in ancillary liquid assets including but not limited to time deposits, master demand notes and variable rate demand notes listed or traded on one or more Recognised Markets.

#### **Efficient Portfolio Management**

The Series may utilise techniques and instruments, such as futures, options, swaps, repurchase and reverse repurchase agreements, stocklending arrangements and forward currency contracts, for efficient portfolio management in order to reduce the risk and/or costs and/or to generate additional income for the Series and/or to protect against exchanges risks subject to the conditions and within the limits laid down by the Central Bank. Additional detail on these techniques and instruments is given under the heading "Efficient Portfolio Management" in the "Investment Objectives and Policies" section of the Prospectus. The Series will not be leveraged in excess of 100% of its net assets.

The underlying exposure of the financial derivatives in each case may relate to transferable securities, money market instruments, other collective investment schemes and interest and foreign exchange rates or currencies consistent with the investment policies of the Series as outlined above. The net exposure due to each type of financial derivative which may be used by the Series will be calculated using the commitment approach, as further detailed in the risk management process.

The Investment Adviser will not utilise financial derivatives which have not been included in the risk management process until such time as a revised risk management process has been reviewed by the Central Bank.

Deterioration in the Series' performance may arise in relation to a Share Class designated in a currency other than the Base Currency of the Series. Changes in the exchange rate between the Base Currency of the Series and the designated currency could lead to a depreciation in the value of the Share Class as expressed in their designated currency. The Investment Adviser may try to mitigate this risk by using financial instruments, such as foreign exchange spot and forward contracts, as a hedge, in accordance with Section 2 of the Prospectus under the heading "Company Structure" .

#### **4. Profile of a Typical Investor**

The Series is suitable for investors seeking medium term returns and medium market volatility and risk in the management of their assets.

#### **5. Classes**

The US\$ Class, SGD Class and Euro Class are the Classes being offered in the Series.

#### **6. Issue of Shares**

##### *Initial Issue of Shares*

During the initial offer period for the Euro Class being from September 4, 2012 to September 30, 2013 (the "Closing Date") inclusive, Shares in the Euro Class of the Series are being offered to investors at an initial offer price of Euro 100 per Share plus a subscription fee not exceeding 6% of the initial offer price. The initial offer period and consequently the Closing Date may be shortened or extended by the Directors. The Central Bank will be notified of any such shortening or extension.

##### *Subsequent Issue of Shares*

Issue of Shares in the Euro Class after the relevant Closing Date and in the US\$ Class and SGD Class shall only take place on Dealing Days at the subscription price for the relevant Class calculated as at the close of business on each relevant Dealing Day. The subscription price for the Class is the Net Asset Value per Share of the Class. A subscription fee not exceeding 6% of the total subscription amount may be deducted from the total subscription amount and may be paid to the Correspondent Bank\Paying Agent\Global Distributor or distributor for its or their absolute use and benefit and shall not form part of the assets of the Series. The Company may at its sole discretion reduce or waive such fee or fees or differentiate between applications as to the amount of such fee or fees within the permitted limits.

#### **7. Fees**

In addition to the charges set out in Section 5 of the Prospectus under the heading "Charges and Expenses", the following fees and expenses are payable out of the Series:

##### *Manager*

The fee rates applicable to the Classes of the Series are as follows:

- US\$ Class – 1% of the Net Asset Value of US\$ Class
- SGD Class – 1% of the Net Asset Value of SGD Class
- Euro Class – 1% of the Net Asset Value of Euro Class

The Manager pays the Investment Adviser's fees from its own fee.

#### *Custodian*

The Custodian shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the number of transactions and the net asset value of the Series, subject to a maximum fee of 0.15% of the Net Asset Value of the Series (plus VAT if any). In addition to such remuneration, the Custodian is entitled to be repaid all of its reasonable disbursements, including the fees and expenses of any sub-custodian (which shall be at normal commercial rates) and transaction charges (which shall also be at normal commercial rates) levied by the Custodian which are payable by the Series.

#### *Administrator*

The Administrator shall be entitled to receive out of the assets of the Series an annual fee, accrued daily and payable monthly in arrears, based on the net asset value of the Series, of up to a maximum of 7 basis points. For a Series with more than one active Share Class, an additional annual fee of \$12,000 per additional Class shall be applied. An account opening fee, an annual maintenance fee per shareholder account, a fee per transaction noted on the register, a fee for financial statement preparation and a fee for VAT return service are also payable by the Series, such fees shall be charged at normal commercial rates. The Administrator is also entitled to be reimbursed by the Series for all of its reasonable disbursements and out of pocket expenses.

The preliminary and organisational expenses and the costs and expenses of and incidental to the offer of Shares in this Series (including the costs of preparing contracts to which the Company is party and the fees and expenses of its professional advisers), did not exceed US\$50,000 (exclusive of VAT) and are payable by the Company, out of the assets of this Series. Such expenses are being amortised over the first five years of this Series (or such other period as may be determined by the Directors) and represent a liability for the purposes of calculating the Net Asset Value of this Series.

## **8. Risk Factors**

Persons interested in purchasing Shares in the Series should read this section in conjunction with the section headed "Risk Factors" in the main body of the Prospectus.

#### *China country risk*

Investing in offshore and onshore RMB Debt Instruments is subject to the risks of investing in emerging market assets generally and the risks specific to the People's Republic of China ("**PRC**" or "**China**").

Many of the PRC economic reforms are unprecedented or experimental and are subject to adjustment and modification, which may have an adverse effect on the performance of such instruments or the availability of suitable instruments. Political changes, social instability and unfavourable diplomatic developments in the PRC could result in the imposition of additional restrictions including expropriation of assets, confiscatory taxes or nationalisation of some or all of the investments held by the Series. Investors should note that any change in the policies of the PRC may have an adverse impact on the investments held by the Series.

Furthermore, the PRC government may from time to time adopt corrective measures to control the growth of the PRC economy which may have an adverse effect on the performance of the Series.

The legal system of the PRC has been undergoing rapid changes. Many of the laws and regulations of the PRC, including laws relating to the securities markets, are still at an experimental stage and the enforceability of such laws and regulations remains unclear. There may also be difficulties in interpreting and applying such laws and regulations. Chinese accounting standards and practices may deviate significantly from international accounting standards. Various tax reform policies have been implemented by the PRC government in recent years. The Series may be subject to withholding and other taxes imposed by the PRC government. There can be no assurance that the existing tax laws will not be revised or amended in the future. Any changes in tax policies could affect the amount of income which may be derived, and the amount of capital returned, from the investments of the Series. Laws governing taxation will continue to change and may contain conflicts and ambiguities, and may operate on a retrospective basis.

#### *RMB currency risk*

RMB is not a freely convertible currency and it is subject to foreign exchange control policies of and repatriation restrictions (including regulations governing QFIIs) imposed by the government of the PRC.

If such policies or restrictions change in the future, the position of the Series or its investors may be adversely affected. Conversion between RMB and other currencies (including USD and SGD) is subject to policy restrictions and promulgations relating to RMB and relevant regulatory requirements. Relevant policies may have impact on the ability of the Series to convert between RMB and other currencies (including USD and SGD), applicable exchange rate and cost of conversion. There is no assurance that conversion will not become more difficult or impossible, or that the RMB will not be subject to devaluation, revaluation or shortages in its availability, limiting the depth of the RMB market.

The possibility that the appreciation of RMB may be accelerated cannot be excluded, which may result in it becoming more costly to the Series to acquire RMB denominated assets from any non-RMB funds raised.

On the other hand, there can be no assurance that the RMB will not depreciate or be subject to devaluation.

The Series will be subject to bid/offer spread on currency conversion and transaction costs. Such foreign exchange risk and costs of conversation may result in capital loss to the Series and its investors. The Chinese government's policies on exchange control and repatriation restrictions (including those relating to QFII) are subject to change, and the Series' or the investors' position may be adversely affected.

The Series may enter into currency hedging transactions to attempt to reduce its currency exposure. These techniques may reduce but will not eliminate the risk of loss due to unfavourable currency fluctuations and they tend to limit any potential gain that might result from favorable currency fluctuations.

#### *Convertible bonds risk*

The Series may invest in convertible bonds, which are a hybrid between debt and equity, permitting holders to convert into shares or stocks of the issuer at a future date. Investments in convertible bonds entail a greater volatility than straight bond investments, with an increased risk of capital loss, but with the potential of higher returns.

#### *Certain QFII considerations*

The QFII system was introduced in 2002. Under the prevailing regulations, foreign investors can only invest in certain investment products in the PRC through a QFII status obtained from the China Securities Regulatory Commission of the PRC (the "**CSRC**"). Although, the CSRC may relax QFII eligibility requirements and make investment certain investment products in the PRC easier and more widespread in the future (as it has done in 2006 by making certain amendments to the QFII system), this cannot be guaranteed. It is not possible to predict the future development of the QFII system and the CSRC may even impose restrictions on QFII's operations. Such restrictions may adversely affect the Series to the extent that it may have invested in onshore PRC securities via the QFII quota of institutions that have obtained QFII status or by purchasing Access Products.

Where investments made by the Series in investment products in the PRC are to be made and held within the investment quota of a relevant QFII ("**Quota**"), any violation of the investment restrictions relating to the Quota may result in the revocation of, or other regulatory action being imposed on, all the investments of the Quota, including those of the Series. In addition, the Series may not be able to repatriate all or part of its realised profits if the investments in the Quota as a whole do not make any profit or the level of profits made by the entire Quota is below that of the portion of the Quota invested by the Series.

Under the QFII system, a QFII must obtain approval from State Administration of Foreign Exchange of the PRC ("**SAFE**") to increase its Quota. In the event that any QFII wishes to increase its respective Quota from time to time, such increase may take time to obtain SAFE's approval. Where insufficient investment quota is available, additional Access Products may not be available from QFII entities.

The QFII rules and the interpretation thereof by the PRC authorities may be varied in the future. There can be no assurance that any revisions to the QFII rules and/or the change to the interpretation of such rules will not prejudice the QFIIs. Further, the use of any QFII Quota is subject to review by the PRC authorities from time to time. The Quota of any relevant QFII may be cancelled or reduced, the occurrence of which is likely to have an adverse impact on the Series to the extent that the Series has invested through the Quota of such QFII or purchase Access Products issued by such QFII.

#### *PRC Tax Risk*

Investors should note that where the Series invests in RMB Debt Instruments of which the incomes (such as interest income) are derived from the Mainland China (the “Mainland”) (including those issued by Chinese tax resident enterprises, irrespective of whether the same are issued or listed in or outside the Mainland or unlisted), the Series is subject to withholding of Enterprise Income Tax imposed in the Mainland. The Series may also be subject to other taxes imposed in the Mainland.

Under the PRC Enterprise Income Tax Law and its implementation rules, incomes derived from the Mainland by non-resident enterprises which have no establishment or place in the Mainland are subject to withholding of Enterprise Income Tax at the rate of 10% (such rate may however be subject to change from time to time). As such, in respect of the Series’ investments in RMB Debt Instruments of which the incomes (such as interest income) are derived from the Mainland, if any, the Series is subject to withholding of Enterprise Income Tax; and such withholding tax will reduce the income from the Series and adversely affect the performance of the Series.

However, there are still uncertainties as to the application of the PRC Enterprise Income Tax Law and its implementation rules (for example, it is not clear as to whether gains on disposal of investments in such RMB Debt Instruments would be subject to withholding of Enterprise Income Tax and if so, whether such withholding will apply retrospectively).

Once the PRC tax authority has issued further notices or clarified the uncertainties regarding the application of the PRC Enterprise Income Tax Law and its implementation rules, the Investment Adviser will make payment and/or arrange for provision of these taxes as it considers necessary as soon as practicable. As a result, the income from, and/or the performance of, the Series may or may not be adversely affected.

There is a possibility that the current tax laws, rules, regulations and practice in the Mainland and/or the current interpretation or understanding thereof may change in the future and such change(s) may have retrospective effect. The Series could become subject to additional taxation that is not anticipated as at the date hereof or when the relevant investments are made, valued or disposed of. Any of those changes may reduce the income from, and/or the value of, the relevant investments in the Series

## **9. Base Currency**



The Base Currency of the Series is US Dollars. The designated currency of the US\$ Class is US Dollars, of the SGD Class is Singapore Dollars and of the Euro Class is Euro.

**10. Distribution Policy**

The Directors may declare a dividend once a year out (or more frequently at their discretion) of the net investment income (whether in the form of dividends, interest or otherwise) available for distribution by the Company and out of realised profits less realised losses and unrealised profits less unrealised losses. The Directors may also declare interim dividends on the same basis.

Dividends, if declared will normally be declared in or around the end of April and will normally be distributed in June. Distributions will normally be paid by telegraphic transfer at the Shareholder's risk and expense.

Alternatively, Shareholders may elect to re-invest dividends in additional Shares in the Series by ticking the appropriate box on the Application Form.

**11. Business Day**

Means any day on which retail banks in Ireland are open for business (excluding Saturdays, Sundays and bank holidays).

**12. Dealing Day**

Means every Business Day.

**13. Dealing Deadlines**

The Application Form and any subsequent written purchase request must be received by the Administrator on the Company's behalf or the Correspondent Bank/Paying Agent for onward transmission to the Administrator not later than 5.00 p.m. (Irish time) two Business Days preceding the relevant Dealing Day. The redemption request form must be received by facsimile by the Administrator on the Company's behalf or the Correspondent Bank/Paying Agent for onward transmission to the Administrator prior to 5.00 p.m. (Irish time) two Business Days preceding the relevant Dealing Day.

**14. Investment Adviser**

UOB Asset Management Ltd ("UOBAM") is a wholly owned subsidiary of UOB Group, it is an affiliate of UOB Global Capital (Dublin) Limited and is one of the largest Singapore Unit Trust managers. UOBAM's total assets under management in both retail and institutional products is about US\$15 billion as at May 31, 2012.

The Investment Advisory Agreement, dated September 15, 1999, as amended by Supplemental Investment Advisory Agreements dated 22 December, 2003 and December 14,

2011, respectively, between the Manager and the Investment Adviser, pursuant to which the latter was appointed investment adviser to the Manager in relation to the relevant Series of the Company. The Investment Advisory Agreement may be terminated by either party thereto on 90 days' written notice or immediately upon notice in certain circumstances.

The Investment Advisory Agreement contains provisions for the indemnification of the Investment Adviser by the Manager in certain circumstances subject to exclusions in the case of wilful misconduct or misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Investment Adviser.

The Investment Advisory Agreement also contains provisions for the indemnification of the Manager, on its own behalf and as agent of the Company, by the Investment Adviser in certain circumstances subject to exclusions in the case of the wilful misconduct, misfeasance, bad faith, negligence or reckless disregard of obligations or duties under the Investment Advisory Agreement on the part of the Manager and/or the Company. The Investment Adviser's fees will be paid by the Manager.