

First State Global Umbrella Fund Plc

Fund Prospectus

6 September 2016

If you are in any doubt about the contents of this document you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

The Directors of the Company, whose names appear on page 5 of the prospectus dated 6 September 2016 (the “Prospectus”), are the persons responsible for this Supplementary Prospectus. To the best of their knowledge and belief the information contained in this document is in accordance with the facts and this document makes no omission likely to affect the import of such information.

**FIRST STATE GLOBAL UMBRELLA FUND PLC
 (“the Company”)**

(An umbrella investment company with variable capital and with segregated liability between sub-funds incorporated with limited liability under the laws of Ireland under registration number 288284 and a collective investment scheme recognised in the United Kingdom under section 264 of the Financial Services and Markets Act 2000)

**SUPPLEMENTARY PROSPECTUS FOR
POTENTIAL INVESTORS IN THE UNITED KINGDOM**

DATED 30 March 2017

This document forms part of and should be read in conjunction with the Prospectus. The content both of this document and of the Prospectus mentioned above has been approved for the purposes of section 21 of the Financial Services and Markets Act 2000 by the Company, which as a scheme recognised under section 264 of that Act is an authorised person and as such is regulated by the Financial Conduct Authority. Nothing in these documents should be construed as advice on the merits of an investment in the Company or otherwise.

FACILITIES AND INFORMATION IN THE UNITED KINGDOM (“UK”)

The Company is an umbrella investment company with variable capital and with segregated liability between sub-funds incorporated with limited liability on 18 June 1998 and authorised in Ireland by the Central Bank of Ireland (“Central Bank”) and regulated as an undertaking for collective investment in transferable securities within the meaning of the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as amended. The Company is organised in the form of an umbrella scheme. The Articles of Association provide that the Company may offer separate classes of Shares each representing interests in a Fund composed of a distinct portfolio of investments. With the prior approval of the Central Bank, the Company may from time to time create an additional Fund or Funds. Although each Fund of the Company will be treated as bearing its own liabilities, the Company as a whole will remain liable to third parties for all of the liabilities of the Company.

The attention of potential investors in the United Kingdom (“UK”) is drawn to the description of risk factors connected with an investment in the Company on pages 27 to 48 of the Prospectus.

The Company is a recognised scheme in the UK for the purposes of the Financial Services and Markets Act 2000 (“FSMA”) by virtue of section 264 of FSMA. The content of this document and of the Prospectus has been approved for the purposes of section 21 of FSMA by the Company, which as the operator of a scheme recognised under section 264 of FSMA is an authorised person, and as such is regulated by the Financial Conduct Authority. This document and the Prospectus may accordingly be distributed in the UK. Copies of this document and the Prospectus have been delivered to the Financial Conduct Authority as required under the Act.

Although the Company is regulated by the Financial Conduct Authority in the manner described above, potential investors in the UK are advised that the rules made by the Financial Conduct Authority under FSMA do not in general apply to the Company in relation to its investment business. In particular the rules made under FSMA for the protection of private customers (for example, those conferring rights to cancel or withdraw from certain investment agreements) do not apply, and the Financial Services Compensation Scheme will not be available, in connection with an investment in the Company.

The Company is however required under the rules to maintain at an address in the UK certain facilities in the interests of Shareholders in the UK. The Company has entered into a UK Facilities Agreement (which is terminable on three months’ notice by either party to the other) with First State Investments (UK) Limited (the “Facilities Agent”) dated 23 December, 2002 under which the Facilities Agent was appointed as the UK representative of the Company to maintain the relevant facilities at its registered office, the address of which is Finsbury Circus House, 15 Finsbury Circus, London, EC2M 7EB (tel.: 020 7332 6500; fax: 020 7332 6502). Here during normal business hours persons in the UK may inspect and obtain copies of the Memorandum and Articles of Association of the Company (as amended), the latest Prospectus, the latest annual and half-yearly reports relating to the Company, Key Investor Information Documents and the material contracts listed on page 8 of the Prospectus (for obtaining copies of material contracts only a reasonable charge may be levied). Here as well information can be obtained either orally or in writing about the latest Net Asset Value per Share, and Shareholders may apply to redeem their Shares and through this facility obtain payment of the redemption price. Here too any person who has a complaint to make about the operation of the Company can submit it for transmission to the Company.

Particulars of the procedure to be followed in connection with the subscription and purchase and with the redemption and sale of Shares are set out in the Prospectus.

TAXATION IN THE UK

The following is a summary of relevant United Kingdom tax law. The information set out below is based on existing legislation and HM Revenue & Customs practice which is liable to change. It relates to the tax position of the Company and of Shareholders who are resident in the United Kingdom for tax purposes and holding Shares as an investment. This information does not purport to be a complete analysis of all tax considerations relating to the holding of Shares.

Potential investors in Shares should consult their own advisors as to the United Kingdom tax consequences of the purchase, ownership and disposal of Shares.

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 United Kingdom taxation purposes. Accordingly, and provided that the Company is not trading in the United Kingdom through a fixed place of business or agent situated therein that constitutes a “permanent establishment” for United Kingdom taxation purposes, the Company will not be subject to United Kingdom income tax or corporation tax on gains on disposal of its investments. The Company may still be subject to United Kingdom withholding taxes on United Kingdom source income.

The Directors and the Investment Manager each intend that the respective affairs of the Company and the Investment Manager are conducted so that no permanent establishment is created insofar as this is within their respective control. However it cannot be guaranteed that requirements for preventing such a permanent establishment existing will at all times be satisfied.

The Shareholders

The Company is an offshore umbrella fund for the purposes of United Kingdom taxation. Consequently, the Offshore Funds Rules are likely to apply in relation to the Fund and, if relevant, in relation to each Class of Shares within a Fund.

Certain Funds have been accepted by HM Revenue & Customs as a Reporting Fund under the United Kingdom reporting fund regime in compliance with the Offshore Fund Regulations 2009 in respect of certain Classes. Where any future Class falls under the Offshore Fund Rules, the Directors may apply for such Class to join the regime. As at the date hereof, the Directors have successfully applied to the UK HM Revenue & Customs (“HMRC”) and have been granted recognition of the below Share Classes as a reporting fund. However, please note that the latest list of classes with reporting fund status will be listed online at www.firststateinvestments.com.

Fund Name	Entry into the regime (Note 1, 2 & 3)
First State Asia Pacific All Cap Fund Class III (Accumulation) USD	25/03/2013
First State Asia Pacific Select Fund Class III (Accumulation) USD	01/01/2012
First State Asian Bond Fund Class I (Accumulation) GBP	TBC
First State Asian Bond Fund Class I (Distributing) GBP	TBC
First State Asian Bond Fund Class III (Accumulation) USD	01/01/2013
First State Asian Equity Plus Fund Class I (Accumulation) GBP	TBC

First State Asian Equity Plus Fund Class I (Accumulation) USD	01/01/2014
First State Asian Equity Plus Fund Class I (Distributing) GBP	TBC
First State Asian Equity Plus Fund Class I (Distributing) USD	25/02/2005
First State Asian Equity Plus Fund Class III (Accumulation) GBP	22/06/2015
First State Asian Equity Plus Fund Class III (Distributing) GBP	05/06/2014
First State Asian Equity Plus Fund Class III (Distributing) USD	20/08/2013
First State Asian Growth Fund Class I (Accumulation) USD	01/01/2013
First State Asian Growth Fund Class I (Distributing) USD	14/10/2004
First State Asian Growth Fund Class III (Accumulation) USD	01/01/2013
First State Asian Growth Fund Class VI (Accumulation) USD	01/01/2015
First State Asian Growth Fund Class VI (Distributing) USD	08/01/16
First State Asian Property Securities Fund Class I (Distributing) USD	01/01/2008
First State Asian Property Securities Fund Class III (Accumulation) USD	01/01/2014
First State Asian Property Securities Fund Class III (Distributing) USD	TBC
First State Asian Quality Bond Fund Class I (Accumulation) GBP	TBC
First State Asian Quality Bond Fund Class I (Distributing) GBP	TBC
First State Asian Quality Bond Fund Class III (Accumulation) USD	07/12/2016
First State Asian Quality Bond Fund Class VI (Distributing) USD	22/08/2016
First State China Focus Fund Class I (Accumulation) USD	01/01/2012
First State China Focus Fund Class III (Accumulation) USD	01/01/2013
First State China Growth Fund Class I (Accumulation) USD	01/01/2014
First State China Growth Fund Class I (Distributing) USD	14/10/2004
First State Emerging Markets Bond Fund Class I (Distributing) USD	01/01/2012
First State Emerging Markets Bond Fund Class III (Accumulation) USD	05/12/2016
First State Emerging Markets Bond Fund Class III (Distributing) USD	TBC
First State Global Agribusiness Fund Class I (Accumulation) USD	01/01/2012
First State Global Agribusiness Fund Class III (Accumulation) USD	TBC
First State Global Credit Income Fund Class I (Distributing) USD	TBC
First State Global Credit Income Fund Class I Hedged (Accumulation) GBP	TBC
First State Global Credit Income Fund Class I Hedged (Distributing) GBP	TBC
First State Global Credit Income Fund Class III (Distributing) USD	TBC
First State Global Credit Income Fund Class III Hedged (Accumulation) GBP	TBC
First State Global Credit Income Fund Class III Hedged (Distributing) GBP	01/01/2013
First State Global Listed Infrastructure Fund Class I (Accumulation) EUR	22/02/2016
First State Global Listed Infrastructure Fund Class I (Accumulation) USD	22/02/2016
First State Global Listed Infrastructure Fund Class I (Distributing) USD	27/06/2008
First State Global Listed Infrastructure Fund Class III (Accumulation) USD	11/12/2012
First State Global Listed Infrastructure Fund Class VI (Accumulation) USD	01/01/2015
First State Global Listed Infrastructure Fund Class VI (Accumulation) EUR	22/02/2016
First State Global Listed Infrastructure Fund Class VI (Distributing) GBP	22/02/2016
First State Global Listed Infrastructure Fund Class VI (Distributing) USD	13/03/2015
First State Global Mining Fund Class VI (Accumulation) GBP	TBC
First State Global Mining Fund Class E (Accumulation) GBP	TBC
First State Global Mining Fund Class E (Accumulation) USD	TBC
First State Global Property Securities Fund Class VI (Distributing) USD	06/03/2015
First State Global Resources Fund Class I (Accumulation) USD	01/01/2012
First State Global Resources Fund Class III (Accumulation) USD	01/01/2012
First State Greater China Growth Fund Class I (Accumulation) USD	01/01/2014
First State Greater China Growth Fund Class I (Distributing) USD	14/10/2004
First State Greater China Growth Fund Class III (Accumulation) USD	01/04/2014
First State Greater China Growth Fund Class III (Distributing) USD	16/08/2013

First State High Quality Bond Fund Class I (Accumulation) GBP	TBC
First State High Quality Bond Fund Class I (Distributing) GBP	TBC
First State Hong Kong Growth Fund Class I (Accumulation) USD	01/01/2012
First State Hong Kong Growth Fund Class III (Accumulation) USD	01/01/2013
First State Indian Subcontinent Fund Class I (Accumulation) USD	01/01/2014
First State Indian Subcontinent Fund Class I (Distributing) USD	13/10/2005
First State Indian Subcontinent Fund Class II (Accumulation) USD	01/01/2014
First State Indian Subcontinent Fund Class III (Accumulation) USD	01/01/2014
First State Indian Subcontinent Fund Class III (Distributing) USD	TBC
First State Japan Equity Fund Class III (Accumulation) USD	02/02/2015
First State Long Term Bond Fund Class I (Accumulation) USD	TBC
First State Long Term Bond Fund Class III (Accumulation) USD	01/01/2013
First State Singapore and Malaysia Growth Fund Class I (Accumulation) USD	01/01/2013
First State Singapore and Malaysia Growth Fund Class III (Accumulation) USD	TBC
Stewart Investors Global Emerging Markets Leaders Fund Class III (Accumulation) USD	01/01/2012
Stewart Investors Global Emerging Markets Leaders Fund Class I (Accumulation) USD	01/01/2012St
Stewart Investors Worldwide Equity Fund Class I (Accumulation) USD	22/06/2011
Stewart Investors Worldwide Equity Fund Class I (Distributing) USD	22/06/2011
Stewart Investors Worldwide Equity Fund Class III (Accumulation) USD	01/01/2013
Stewart Investors Worldwide Equity Fund Class III (Distributing) USD	TBC
Stewart Investors Worldwide Leaders Fund Class I (Accumulation) GBP	TBC
Stewart Investors Worldwide Leaders Fund Class I (Accumulation) USD	01/01/2012
Stewart Investors Worldwide Leaders Fund Class III (Accumulation) USD	TBC
Stewart Investors Worldwide Leaders Fund Class III (G) (Accumulation) USD	01/01/2013
<p>Note 1: Any class with an entry date of 1 January 2011 or earlier was a distributing class in accordance with the UK Distributor Status regime in accordance with ICTA 1988, the Offshore Funds Regulations superseded this regime.</p> <p>Note 2: 'TBC' is To Be Confirmed and relates to classes which have not yet launched but have been granted recognition as a reporting fund in advance of share class launch.</p> <p>Note 3: Shareholders who hold any class which entered the reporting fund regime after the date of your investment should seek your own tax advice on the appropriate election to make in order to attain the full benefits of RFS.</p>	

Although the Directors will endeavour to ensure that the appropriate conditions for remaining a Reporting Fund continue to be met, there can be no guarantee that they will be met for future accounting periods. Failure to meet these conditions will change the basis of taxation of any profit on disposal in the hands of UK resident Shareholders.

For so long as Reporting Fund status is maintained in relation to any Fund (or, if relevant, any Class of Shares of a Fund), any profit on a disposal of Shares in such Fund or Class (for example, by way of transfer or redemption) by a UK resident Shareholder should fall to be taxed as a capital gain rather than as income, with relief for any accumulated or reinvested profits which have already been subject to United Kingdom income tax or corporation tax on income (including where such profits are exempt from United Kingdom corporation tax) under Regulation 99 of the Offshore Fund Regulations. This is subject to the rules outlined below for corporate investors in Bond Funds.

If Reporting Fund status is not maintained in respect of any Fund or, if relevant, any Class of Shares of a Fund, any gain arising on a disposal of Shares in such Fund or Class will constitute income for all purposes of United Kingdom taxation. Where an Offshore Fund may have been a non-reporting fund for part of the time during which an investor held its interest and a reporting fund for the remainder of that time, there are elections which can potentially be made by such an investor in order to pro-rate any gain made upon disposal, the effect of which is that the portion of the gain made during the time when the Offshore Fund was a reporting fund is taxed as a capital gain. Such elections must be made within specified times from the date of change in status of the fund.

As the disposal proceeds of Shares will be received in U.S. dollars, they should be translated into pounds sterling to calculate the amount of any chargeable gain or allowable capital loss or, where Reporting Fund status is not maintained, income gain or allowable capital loss. Shareholders may make a gain (or loss) when the value is translated into pounds sterling when Shares are redeemed.

Investors should be aware that switches between Classes or between Funds may give rise to a capital gain.

According to their personal circumstances, and subject to the points set out below, Shareholders resident in the United Kingdom for tax purposes will be liable to United Kingdom income tax or corporation tax in respect of any dividend or other income distribution of the Company (whether or not actually distributed to such Shareholders, or reinvested in further Shares, and including (for the avoidance of doubt) any undistributed income reported under the Reporting Fund regime). For UK investors investing in Bond Funds (as defined below) all distributions will be taxed as interest and will not carry a non-repayable tax credit.

Investors who are within the charge to corporation tax in respect of Shares in the Company will generally be exempt from corporation tax on dividends and other distributions unless the Bond Fund rules (see below) or other anti-avoidance provisions apply.

If any Fund has more than 60% by market value of its investments in debt securities, money placed at interest (other than cash awaiting investment), building society shares or in holdings in unit trusts or other Offshore Funds with, broadly, more than 60% by market value of their investments similarly invested, such Fund will be a "Bond Fund". United Kingdom corporate investors will be taxed on any increase (or relieved for any loss) on the open market value of their interest in a Bond Fund at the end of each accounting period and at the date of disposal of their interest as income.

It should be noted that authorised unit trusts, open-ended investment companies and investment trusts holding Shares should not be affected by these rules to the extent that profits and losses on their Shares are accounted for as capital.

Individual investors who are resident (under the Statutory Residence Test) but not domiciled in the United Kingdom will be liable to tax on disposals on a remittance basis in certain circumstances. In such circumstances the individual will be obliged to pay an annual charge to HMRC in order to retain the benefit of the remittance basis of taxation. Individuals should seek their own taxation advice in such a situation.

Investors who are life insurance companies within the charge to United Kingdom taxation holding their Shares in the Company for the purposes of their long-term business (other than their pensions business) will be deemed to dispose of and immediately reacquire their Shares at the end of each accounting period. Such Shareholders should seek their professional advisers' advice as to the tax consequences of this deemed disposal.

The attention of individuals resident in the United Kingdom is drawn to the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007. These provisions are aimed at preventing the

avoidance of income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled abroad and may render them liable to taxation in respect of undistributed income and profits of the Company on an annual basis.

However the provisions will not apply to Shareholders if they can demonstrate that it would not be reasonable to conclude that avoiding liability to United Kingdom taxation was the purpose or one of the main purposes of his investment in the Company. The anti-avoidance provisions will also not apply if it can be demonstrated that all relevant transactions were genuinely commercial, carried out for the purposes of a trade or business and on arm's length terms. It must also be demonstrated that it would not be reasonable to conclude that any of the relevant transactions was more than incidental to the purpose of avoiding liability to taxation.

Companies resident in the UK for taxation purposes should note that the "controlled foreign companies" legislation contained in Part 9A of the Taxation (International and Other Provisions) Act 2010 ("TIOPA 2010") could apply to any UK resident company which is, either alone or together with persons connected or associated with it for taxation purposes, deemed to be interested in 25 per cent. or more of any chargeable profits of the Company arising in an accounting period beginning on or after 1 January 2013, if at the same time the Company is controlled (as "control" is defined in section 371RC of the TIOPA 2010) by persons (whether companies, individuals or others) who are resident in the UK for taxation purposes or is controlled by two persons taken together, one of whom is resident in the UK for tax purposes and has at least 40 per cent. of the interests, rights and powers by which those persons control the Company, and the other of whom has at least 40 per cent and not more than 55 per cent of such interests, rights and powers. The "chargeable profits" of the Company do not include any capital gains. The effect of these provisions could be to render such companies liable to UK corporation tax in respect of the undistributed income of the Company. The legislation provides for certain exceptions including an exception for a company which has an interest in an offshore fund in certain circumstances. It is recommended that UK corporate investors who may be affected consult their own taxation advisors.

Persons resident in the UK for taxation purposes should note the provisions of section 13 of the UK Taxation of Chargeable Gains Act 1992 ("section 13"). Section 13 could be material to any such person who has an interest in the Company as a "participator" for UK taxation purposes (which term includes a shareholder) at a time when any gain accrues to the Company (such as on a disposal of any of its investments) which constitutes a chargeable gain or an offshore income gain if, at the same time, the Company is itself controlled in such a manner and by a sufficiently small number of persons as to render the Company a body corporate that would, were it to have been resident in the UK for taxation purposes, be a "close" company for those purposes. The provisions of section 13 would result in any such person who is a Shareholder being treated for the purposes of UK taxation as if a part of any chargeable gain or offshore income gain accruing to the Company had accrued to that person directly, that part being equal to the proportion of the gain that corresponds to that person's proportionate interest in the Company. No liability under section 13 could be incurred by such a person, however, in respect of a chargeable gain or an offshore income gain accruing to the Company if the aggregate proportion of that gain that could be attributed under section 13 both to that person and to any persons connected with him for UK taxation purposes does not exceed 25% of the gain. In the case of Shareholders who are individuals domiciled outside the UK, section 13 applies subject to the remittance basis in particular circumstances. Gains from genuine business activity overseas are exempt from the charge.

It is anticipated that the shareholdings in the Company will be such as to ensure that the Company would not be a close company if resident in the United Kingdom. If, however, the Company were to be such that it would be close if resident in the United Kingdom, gains accruing to it may be apportioned to certain United Kingdom resident Shareholders who may thereby become chargeable to capital gains tax, or corporation tax, on chargeable gains on

the gains apportioned to them.

Stamp Duty and Stamp Duty Reserve Tax

No Stamp Duty Reserve Tax ("SDRT") is payable on any agreement to transfer the shares because they are not "chargeable securities" for United Kingdom SDRT purposes.

Inheritance Tax

The Shares are assets situated outside the United Kingdom for the purposes of United Kingdom Inheritance Tax. A liability to United Kingdom Inheritance Tax may arise in respect of gifts by, or on the death of, individuals domiciled, or deemed domiciled, in the United Kingdom. Shareholders are advised to take their own advice in this regard.

FEES AND EXPENSES

Information relating to the fees and expenses payable by investors in each of the Funds is set out in the section of the Prospectus headed "Fees and Expenses". The attention of investors and/or prospective investors is drawn to the information relating to fees and expenses set out therein.

DATED: 30th March 2017

FIRST STATE GLOBAL UMBRELLA FUND PLC

(the “Company”)

(an umbrella investment company with variable capital and with segregated liability between sub-funds incorporated with limited liability under the laws of Ireland with registered number 288284)

FIRST SUPPLEMENT TO THE PROSPECTUS (the “Supplement”)

Dated 30 March 2017

This Supplement is supplemental to and should be read in conjunction with the Prospectus of the Company dated 6 September 2016 (the “**Prospectus**”). In all other respects the Prospectus remains unchanged. Unless otherwise provided for herein, all defined terms shall have the same meaning set forth in the Prospectus.

The Directors of the Company whose names appear on page 5 of the Prospectus accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The principal purpose of this Supplement is to amend the Prospectus to allow certain Funds to invest directly in eligible China A Shares via Shenzhen-Hong Kong Stock Connect.

STOCK CONNECTS

1 RISK FACTORS

- A. In the section of the Prospectus headed “Risk Factors” the existing paragraphs headed “Y. Risks specific to Investment in eligible China A Shares via Stock Connect” on page 44 of the Prospectus shall be deleted in its entirety and replaced with the following paragraphs:–

“Y. Risks specific to Investment in eligible China A Shares via the Stock Connects

Applicable to the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State China Focus Fund, the First State China Growth Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the Stewart Investors Worldwide Equity Fund and the Stewart Investors Worldwide Leaders Fund.

General Overview

The Shanghai-Hong Kong Stock Connect is a securities trading and clearing links program developed by the Hong Kong Exchanges and Clearing Limited (“**HKEx**”), the Shanghai Stock Exchange (“**SSE**”) and the China Securities Depository and Clearing Corporation Limited (“**ChinaClear**”) and the Shenzhen-Hong Kong Stock Connect is a securities trading and clearing links program developed by the HKEx, the Shenzhen Stock Exchange (“**SZSE**”) and ChinaClear. The aim of the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect (the “**Stock Connects**”) is to achieve mutual stock market access between the PRC and Hong Kong.

The Shanghai-Hong Kong Stock Connect comprises a Northbound Shanghai Trading Link and a Southbound Hong Kong Trading Link. Under the Northbound Shanghai Trading Link, Hong Kong and overseas investors (including the relevant Funds), through their Hong Kong brokers, sub-custodians and a securities trading service company established by the Stock Exchange of Hong Kong (“**SEHK**”), may be able to trade eligible China A Shares listed on the SSE (“**SSE securities**”) by routing orders to SSE. Under the Southbound Hong Kong Trading Link under Shanghai-Hong Kong Stock Connect, investors in the PRC will be able to trade certain stocks listed on the SEHK.

The Shanghai-Hong Kong Stock Connect commenced trading on 17 November 2014 under a joint announcement issued by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the China Securities Regulatory Commission (“**CSRC**”) on 10 November 2014.

The Shenzhen-Hong Kong Stock Connect comprises a Northbound Shenzhen Trading Link and a Southbound Hong Kong Trading Link. Under the Northbound Shenzhen Trading Link, Hong Kong and overseas investors (including the relevant Funds), through their Hong Kong brokers, sub-custodians and a securities trading service company established by SEHK, may be able to trade eligible China A Shares listed on the SZSE ("**SZSE securities**") by routing orders to SZSE. Under the Southbound Hong Kong Trading Link under Shenzhen-Hong Kong Stock Connect, investors in the PRC will be able to trade certain stocks listed on the SEHK.

The Shenzhen-Hong Kong Stock Connect commenced trading on 5 December 2016 under a joint announcement issued by the SFC and the CSRC on 25 November 2016.

Eligible Securities

(i) The Shanghai-Hong Kong Stock Connect

Under the Shanghai-Hong Kong Stock Connect, the relevant Funds, through the Hong Kong brokers may trade SSE securities. These include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed China A shares that are not included as constituent stocks of the relevant indices but which have corresponding H Shares listed on SEHK, except the following:

- SSE-listed shares which are not traded in RMB; and
- SSE-listed shares which are included in the "risk alert board" or under a delisting arrangement.

It is expected that the list of eligible securities will be subject to review and may change.

(ii) The Shenzhen-Hong Kong Stock Connect

Under the Shenzhen-Hong Kong Stock Connect, the relevant Funds, through the Hong Kong brokers may trade SZSE securities. These include any constituent stock of the SZSE Component Index and SZSE Small/Mid Cap Innovation Index which has a market capitalisation of RMB6 billion or above and all the SZSE-listed China A Shares which have corresponding H shares listed on SEHK, except the following:

- SZSE-listed shares which are not traded in RMB; and
- SZSE-listed shares which are included in the "risk alert board" or under a delisting arrangement.

At the initial stage of the Northbound Shenzhen Trading Link, investors eligible to trade shares that are listed on the ChiNext Board of SZSE under the Northbound Shenzhen Trading Link will be limited to institutional professional investors (and the relevant Funds will qualify as such) as defined in the relevant Hong Kong rules and regulations.

It is expected that the list of eligible securities will be subject to review and may change.

Trading Quota

The trading is subject to rules and regulations issued from time to time. Trading under the Stock Connects will be subject to a daily quota ("**Daily Quota**"). The Northbound Shanghai Trading Link and the Southbound Hong Kong Trading Link under the Shanghai-Hong Kong Stock Connect and the Northbound Shenzhen Trading Link and the Southbound Hong Kong Trading Link under the Shenzhen-Hong Kong Stock Connect, will be subject to a separate set of Daily Quota respectively. The Daily Quota limits the maximum net buy value of cross-boundary trades under the Stock Connects each day. The Northbound Daily Quota is currently set at RMB13 billion for each of the Stock Connect.

SEHK will monitor the Daily Quota and publish the remaining balance of the Northbound Daily Quota regularly on the HKEx's website.

Settlement and Custody

The Hong Kong Securities Clearing Company Limited ("**HKSCC**"), a wholly-owned subsidiary of HKEx, and ChinaClear will be responsible for the clearing, settlement and the provision of depositary, nominee and other related services of the trades executed by their respective market participants and investors. The SSE securities and SZSE securities traded through the Stock Connects are issued in uncertificated form and investors will not hold any physical certificates in relation to these securities. Hong Kong and overseas investors who have acquired SSE securities or SZSE securities through Northbound trading should maintain the SSE securities or SZSE securities with their brokers' or custodians' stock accounts with CCASS (the Central Clearing and Settlement System operated by HKSCC for the clearing securities listed or traded on SEHK).

Corporate Actions and Shareholders' Meetings

Although HKSCC does not claim proprietary interests in the SSE securities and SZSE securities held in its omnibus stock account in ChinaClear, ChinaClear as the share registrar for SSE and SZSE listed companies will still treat HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE securities and SZSE securities.

HKSCC will monitor the corporate actions affecting SSE securities and SZSE securities and keep the relevant brokers or custodians participating in CCASS ("**CCASS participants**") informed of all such corporate actions that require CCASS participants to take steps in order to participate in them.

Companies listed on the SSE or SZSE usually announce information regarding their annual general meetings/extraordinary general meetings about two to three weeks before the meeting date. A poll is called on all resolutions for all votes. HKSCC will advise CCASS participants of all general meeting details such as meeting date, time, venue and the number of resolutions.

A failure or delay by HKSCC in the performance of its obligations may result in a failure of settlement, or the loss, of SSE securities and/or SZSE securities and/or monies in connection with them and the relevant Funds may suffer losses as a result.

Trading Fees

Under the Stock Connects, Hong Kong and overseas investors (including the relevant Funds) will be subject to the fees and levies imposed by SSE, SZSE, ChinaClear, HKSCC or the relevant Mainland Chinese authority when they trade and settle SSE securities and SZSE securities. Further information about the trading fees and levies is available online at the website: http://www.hkex.com.hk/eng/market/sec_tradinfra/chinaconnect/chinaconnect.htm.

Safekeeping by the Depositary under UCITS requirements

In accordance with the UCITS requirements and the conditions imposed by the Central Bank, the Depositary shall provide for the safekeeping of the Fund's assets in the PRC through its Global Custody Network. Such safekeeping requires the Depositary to retain control over the SSE securities and SZSE securities at all times.

Specific Risks Applicable to investing via the Stock Connects

In addition to the risk factors "B. Emerging Markets Risks" and "D. China Market Risk" the following additional risks apply:–

- ***Quota Limitations***

The Stock Connects are subject to quota limitations, as detailed above. In particular, the Stock Connects are subject to a Daily Quota which does not relate to the relevant Funds and can only be utilised on a first-come-first-serve basis. Once the remaining balance of the Northbound Daily Quota drops to zero or is exceeded during the opening call auction session, new buy orders will be rejected (although investors will be permitted to sell their cross-boundary securities regardless of the quota balance). Therefore, quota limitations may restrict the relevant Fund's ability to invest in SSE securities and SZSE securities through the Stock Connects on a timely basis, and the relevant Fund may not be able to effectively pursue its investment strategy.

- ***Taxation Risk***

Pursuant to the Notice about the tax policies related to the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) (Notice No. 81) and the Notice about the tax policies related to the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No. 127) (Notice No. 127) promulgated by the Ministry of Finance of the People's Republic of China, the State Administration of Taxation of the People's Republic of China and the CSRC on 14 November 2014 and 5 November 2016 respectively, corporate income tax (CIT) is temporarily exempted on capital gains derived by Hong Kong and overseas investors (including the relevant Funds) on the trading of China A Shares through the Stock Connects. For both Stock Connects, during the business tax to value-added tax transformation pilot programme, value-added tax shall be exempt on the income earned by Hong Kong and overseas investors (including the relevant Funds) from the trading of SSE securities and SZSE securities.

Based on Notice No. 81 and Notice No. 127, and having consulted professional and independent tax advisers, no provision for gross realised or unrealised capital gains derived from trading of China A Shares via the Stock Connects is made by the Company on behalf of the relevant Funds.

The duration of the period of temporary exemption has not been stated and is subject to termination by the PRC tax authorities with or without notice and worst case, retrospectively. In addition, the PRC tax authorities may implement other tax rules with retrospective effect which may adversely affect the relevant Funds. If the temporary exemption is withdrawn, a foreign investor would be subject to PRC taxation in respect of gains on China A Shares and the resultant tax liability would be payable by the relevant Funds, and thus borne by its investors. However, this liability may be mitigated under the terms of an applicable tax treaty, and if so, any such benefits will be passed to investors.

- *Legal/Beneficial Ownership*

The SSE securities and SZSE securities in respect of the relevant Funds will be held by the Depositary/sub-custodian in accounts in the Hong Kong Central Clearing and Settlement System maintained by the HKSCC as central securities depositary in Hong Kong. HKSCC in turn holds the SSE securities and SZSE securities, as the nominee holder, through an omnibus securities account in its name registered with ChinaClear, HKSCC is only a nominee holder and relevant Funds remain the beneficial owner of the SSE securities and SZSE securities. The relevant Fund's title or interests in, and entitlements to SSE securities and SZSE securities (whether legal, equitable or otherwise) will therefore be subject to applicable requirements, including laws relating to any disclosure of interest requirement or foreign shareholding restriction. CCASS Rule 824 confirms that all proprietary interests in respect of China A Shares held by HKSCC as nominee holder belong to CCASS participants or their clients (as the case may be). Also as set out in CCASS Rule 824, HKSCC is prepared to provide assistance to the beneficial owners of China A Shares, where necessary, to provide certification to ChinaClear for the purpose of providing evidential proof of the CCASS participant's or its client's holding in China A Shares; and to assist the CCASS participant or its client bringing the legal action in the PRC in the manner as may be required under PRC law, after having regard to its statutory duties and subject to such conditions as HKSCC may reasonably require (including payment of fees and costs upfront and indemnities to the satisfaction of HKSCC).

Although the relevant CSRC regulations and ChinaClear rules generally provide for the concept of a nominee holder and recognise the Hong Kong and overseas investors (including the relevant Fund) as the ultimate owners who would be recognised under the laws and regulations of the PRC as having beneficial ownership in the China A Shares traded via the Stock Connects, how an investor such as the relevant Fund, as the beneficial owner of the China A Shares, under the Stock Connects structure, exercises and enforces its rights over the China A Shares in the PRC courts are to be tested.

- *Clearing and Settlement Risk*

HKSCC and ChinaClear have established clearing links and each has become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on the one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house. As the national central counterparty of the PRC's securities market, ChinaClear operates a comprehensive network of clearing, settlement and stock holding infrastructure. ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of ChinaClear default are considered to be remote. In the remote event of a ChinaClear default, HKSCC's liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear, but it is not obliged to do so. HKSCC will in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation process, if available. In the event of a ChinaClear default, the relevant Fund may suffer delay in the recovery process or may not fully recover its losses from ChinaClear.

- *Suspension Risk*

Each of the SEHK, SSE and SZSE reserves the right to suspend trading of SSE securities and SZSE securities purchased on the Stock Connects if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension of Northbound trading is triggered. Where a suspension in the Northbound trading through the Stock Connects is effected, the relevant Fund's ability to access the PRC market through Stock Connects will be adversely affected.

- *Differences in Trading Day*

The Stock Connects will only operate on days when the Shanghai or Shenzhen and Hong Kong markets are open for trading and when banks in both sets of markets are open on the corresponding settlement days. Therefore, it is possible that there are occasions when it is a normal trading day for the SSE or SZSE market but the relevant Funds cannot carry out any SSE securities or SZSE securities trading via the Stock Connects. The relevant Funds may be subject to a risk of price fluctuations in SSE securities and SZSE securities during any time when the Stock Connects are not trading.

- *Restrictions on Selling Imposed by Front-end Monitoring*

PRC regulations require that before an investor sells any share, there should be sufficient shares in the account otherwise the SSE or SZSE will reject the sell order concerned. SEHK will carry out pre-trade checking on SSE securities and SZSE securities sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling. If a Fund intends to sell certain SSE securities and SZSE securities it holds, it must ensure the availability of those securities is confirmed by its broker(s) before the market opens on the day of selling ("**trading day**"). If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the relevant Fund may not be able to dispose of its holdings of SSE securities and SZSE securities in a timely manner.

- *Operational Risk*

The Stock Connects are premised on the functioning of the operational systems of the relevant market participants. Market participants are permitted to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or the relevant clearing house.

The securities regimes and legal systems of the two markets differ significantly and market participants may need to address issues arising from the differences on an on-going basis. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems fail to function properly, trading in both markets through the program could be disrupted. A relevant Fund's ability to access the PRC market (and hence to pursue its investment strategy) may be adversely affected.

- *Regulatory Risk*

The current regulations relating to the Stock Connects are untested and there is no certainty as to how they will be applied. Using the Stock Connects as a means of investment will result in trades being subject to additional restrictions to those usually traded directly on exchange, which may result in investments being subject to greater or more frequent rises and falls in value and the investments may be harder to liquidate. In addition, the current regulations are subject to change which may have potential retrospective effects and there can be no assurance that the Stock Connects will not be abolished. New regulations may be issued from time to time by the regulators/stock exchanges in the PRC and Hong Kong in connection with operations, legal enforcement and cross-border trades under the Stock Connects. The relevant Funds may be adversely affected as a result of such changes.

- *Recalling of Eligible Stocks*

When a stock is recalled from the scope of eligible stocks for trading via the Stock Connects, the stock can only be sold but is restricted from being bought. This may affect the investment portfolio or strategies of the relevant Funds, for example, if the Investment Manager or Sub-Investment Manager wishes to purchase a stock which is recalled from the scope of eligible stocks.

- *No Protection by Investor Compensation Fund*

Investment in SSE securities and SZSE securities via the Stock Connects is conducted through brokers, and is subject to the risks of default by such brokers in their obligations. Investments of the relevant Funds through Northbound trading under the Stock Connects are not covered by the Hong Kong Investor Compensation Fund, which has been established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default matters in respect of SSE securities and SZSE securities via the Stock Connects do not involve products listed or traded in SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund. Therefore the Company is exposed to the risks of default of the broker(s) it engages in its trading in SSE securities and SZSE securities through the Stock Connects.

- *Risks associated with the Small and Medium Enterprise board and/or ChiNext market*

The relevant Funds may invest in the Small and Medium Enterprise (SME) board and/or the ChiNext market of the SZSE via the Shenzhen-Hong Kong Stock Connect. Investments in the SME board and/or ChiNext market may result in significant losses for a relevant Fund and its investors. The following additional risks apply:

- *Higher fluctuation on stock prices:* Listed companies on the SME board and/or ChiNext market are usually of emerging nature with smaller operating scale. Hence, they are subject to higher fluctuation in stock prices and liquidity and have higher risks and turnover ratios than companies listed on the main board of the SZSE.
- *Over-valuation risk:* Stocks listed on the SME board and/or ChiNext market may be overvalued and such exceptionally high valuation may not be sustainable. The stock price may be more susceptible to manipulation due to fewer circulating shares.
- *Differences in regulations:* The rules and regulations regarding companies listed on ChiNext market are less stringent in terms of profitability and share capital than those in the main board and SME board.
- *Delisting risk:* It may be more common and faster for companies listed on the SME board and/or ChiNext market to delist. This may have an adverse impact on a Fund if the companies that it invests in are delisted.

B. All the other references to “Stock Connect” shall be replaced with “Stock Connects” throughout the Prospectus.

C. In the section of the Prospectus headed “Risk Factors”, the risk factor “I. Smaller Companies Risk” on page 35 of the Prospectus shall be deleted in its entirety and replaced with the following:–

“I. Small Capitalisation/Mid-Capitalisation Companies Risk

Applicable to the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asian Property Securities Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Global Agribusiness Fund, the First State Global Listed Infrastructure Fund, the First State Global Mining Fund, the First State Global Property Securities Fund, the First State Global Resources Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the First State Indian Subcontinent Fund, the First State Japan Equity Fund, the First State Singapore and Malaysia Growth Fund and the Stewart Investors Worldwide Equity Fund.

Securities in small-capitalisation/mid-capitalisation companies may provide the potential for higher returns, but also involve additional risks. The stock of small-capitalisation/mid-capitalisation companies may have lower liquidity and their prices are more volatile to adverse economic developments than those of larger capitalisation companies in general.”

D. FUND RISK TABLE

In the table headed “Fund Risk Table” in Appendix 7 on page 117 of the Prospectus the row relating to the Stewart Investors Worldwide Leaders Fund is deleted and replaced with the following row:

Fund Risk Table	Risks																			
Fund Name	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T
Stewart Investors Worldwide Leaders Fund	•	•		•												•				

Dated: 30 March 2017

**FIRST STATE
GLOBAL UMBRELLA FUND PLC (the “Company”)**

(an umbrella investment company with variable capital and with segregated liability between sub-funds incorporated with limited liability under the laws of Ireland with registered number 288284)

PROSPECTUS

This Prospectus is dated 6 September 2016

The Directors of First State Global Umbrella Fund plc whose names appear on page 5 accept responsibility 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 document is in accordance with the facts and does not omit anything likely to affect the import of such information.

EQUITY FUNDS

**First State Asian Equity Plus Fund
First State Asian Growth Fund
First State Asia Opportunities Fund
First State Asia Pacific All Cap Fund
First State Asia Pacific Select Fund
First State Asian Property Securities Fund
First State Australian Growth Fund
First State China Focus Fund
First State China Growth Fund
First State Global Agribusiness Fund
First State Global Listed Infrastructure Fund
First State Global Mining Fund
First State Global Property Securities Fund
First State Global Resources Fund
First State Greater China Growth Fund
First State Hong Kong Growth Fund
First State Indian Subcontinent Fund
First State Japan Equity Fund
First State Singapore and Malaysia Growth Fund
Stewart Investors Global Emerging Markets Leaders Fund
Stewart Investors Worldwide Equity Fund
Stewart Investors Worldwide Leaders Fund**

BOND FUNDS

**First State Asian Bond Fund
First State Asian Quality Bond Fund
First State Emerging Markets Bond Fund
First State Global Bond Fund
First State Global Credit Income Fund
First State High Quality Bond Fund
First State Long Term Bond Fund**

(Each a “Fund”)

Investment in Shares in the Company is not permitted by or on behalf of U.S. Persons (as defined in Regulation S under the United States Securities Act of 1933, as amended).

IMPORTANT INFORMATION

THIS PROSPECTUS CONTAINS IMPORTANT INFORMATION ABOUT THE COMPANY AND SHOULD BE READ CAREFULLY BEFORE INVESTING. IF YOU HAVE QUESTIONS ABOUT THE CONTENTS OF THIS PROSPECTUS OR THE SUITABILITY OF AN INVESTMENT IN THE COMPANY, YOU SHOULD CONSULT YOUR BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISER.

Certain terms used in this Prospectus are defined in **Appendix 6**.

The Company has been authorised by the Central Bank as a UCITS within the meaning of the Regulations. **The authorisation of the Company as a UCITS by the Central Bank 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. 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 value of the Shares in the Company may go up or down and you may not get back the amount you have invested in the Company. Before investing in the Company you should consider the risks involved in such an investment. Due to the fact that some of the Funds may invest in Emerging Markets, smaller companies and non-investment grade bonds, investment in these Funds may involve a greater degree of risk than is the case with Funds that invest in developed markets. Some Funds may also invest in warrants on transferable securities. **The difference at any one time between the sale and repurchase price of Shares in a Fund means that the investment should be viewed as medium to long term. It is therefore recommended that an investment in any of the Funds should not constitute a substantial proportion of an investor's portfolio and may not be appropriate for all investors.** Please see the section headed "Risk Factors" below.

Shareholders should note that 100 per cent of the investment management fees and operational expenses of the First State Asian Equity Plus Fund, the First State Asian Property Securities Fund, the First State Emerging Markets Bond Fund, the First State Global Credit Income Fund, the First State Global Listed Infrastructure Fund and the First State Global Property Securities Fund will be charged to the capital of the relevant Fund. Similarly, Shareholders should also note that in certain circumstances dividends may be paid out of capital. The reason for charging these expenses against capital or paying dividends out of capital is to seek to increase the amount of distributable income but this may be achieved by foregoing the potential for future capital growth and in the case of payment of dividends this cycle may continue until all of the capital is depleted. **This charging strategy will have the effect of lowering the capital value of your investment. Thus on redemptions of holdings, Shareholders may not receive back the full amount invested.**

The Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any of the states of the US nor is such a registration contemplated. The Shares may not be offered, sold or delivered directly or indirectly within the U.S. or to, or for the account or benefit of, any U.S. Persons. Shares are being offered to non-US Persons in offshore transactions outside the United States in reliance on Regulation S of the Securities Act. Shares may not be acquired or owned by, or acquired with the assets of, an ERISA Plan except pursuant to a relevant exemption. An ERISA Plan is defined for these purposes as (i) any employee benefit plan within the meaning of section 3(3) of the United States Employee Retirement Income Security Act of 1974, as amended and subject to Title I of ERISA; or (ii) any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986, as amended.

Neither the Company nor the Funds have been or will be registered under the U.S. Investment Company Act of 1940, as amended.

Investment in Shares by or on behalf of U.S. Persons is not permitted.

The Company will be required to identify whether any of the Shareholders are “Specified United States Persons” under the tax laws of the U.S. or are non-U.S. entities with one or more Specified United States Persons as “substantial United States owners,” and may be required to disclose information to the relevant tax authorities including the identity, value of holdings and payments made to such persons as set out in the section headed “Disclosure of tax information”. The Company may also be required to withhold on withholdable payments made to such persons as set out in the section headed “Withholdings and Deductions”.

For the purposes of this section, a Specified United States Person generally will include, subject to certain exceptions, (a) an individual who is a citizen or resident of the U.S., (b) a partnership or corporation (including any entity treated as a partnership or corporation for U.S. tax purposes, such as a limited liability company) organized in or under the laws of the U.S. or any State thereof (including the District of Columbia), (c) any estate the income of which is subject to U.S. tax regardless of its source, and (d) any trust if (i) a court within the U.S. is able to exercise primary supervision over the administration of the trust and (ii) one or more United States persons have the authority to control all substantial decisions of the trust. A person’s status under US tax and securities laws can be complex and we recommend that persons unsure of their status under US law seek their own advice prior to subscribing for Shares.

The Funds are not currently qualified for sale, and the Funds, the Company and the Investment Manager are neither registered nor exempt from registration as a dealer, adviser or investment fund manager, in any province or territory of Canada. Any investment in Shares by or on behalf of a person resident or otherwise located in Canada is prohibited

This Prospectus may not be used for the purpose of an offer or solicitation in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful or unauthorised. Before investing in a Fund an investor shall be required to confirm whether the investor is an Irish Resident for tax purposes.

Investors should regard any information given, or representations made, by any dealer, salesman or other person not contained in this Prospectus or in any reports and accounts of the Company forming part hereof as unauthorised and accordingly must not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares shall under any circumstances constitute a representation that the information contained in this Prospectus is correct as of any time subsequent to the date of this Prospectus. To reflect material changes, this Prospectus may from time to time be updated and intending subscribers should enquire of the Administrator, their financial representative or their local dealing office as to the issue of any later Prospectus or as to the issue of any reports and accounts of the Company.

Distribution of this Prospectus in certain jurisdictions will require that the Prospectus be translated into other languages. Where such translation is required, it will be a direct translation from the English text and in the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall prevail and all disputes as to the terms thereof shall be governed by, and construed in accordance with, the laws of Ireland.

This Prospectus should be read in its entirety before making an application for Shares.

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DIRECTORY

The Company

First State Global Umbrella Fund plc

Registered Office

Arthur Cox Building
Earlsfort Terrace
Dublin 2
Ireland

Directors

Peter Blessing
Chris Turpin
Adrian Hilderly
Kate Dowling
Bronwyn Wright
Kevin Molony

Investment Manager and Promoter

First State Investments (Hong Kong) Limited
Sixth Floor
Three Exchange Square
Central
Hong Kong

From 27 June 2016

First State Investments (Hong Kong) Limited
Level 25
One Exchange Square
8 Connaught Place
Central
Hong Kong

Sub-Investment Managers

First State Investment Management (UK)
Limited
23 St. Andrew Square
Edinburgh
Scotland

First State Investments (Singapore)
38 Beach Road
#06-11 South Beach Tower
Singapore 189767

Colonial First State Investments Limited
Ground Floor Tower 1
201 Sussex Street
Sydney
New South Wales
2000
Australia

Colonial First State Asset Management
(Australia) Limited
Ground Floor Tower 1

201 Sussex Street
Sydney
New South Wales
2000
Australia

Sub-Sub-Investment Manager

Money, Inc.
First Canadian Place
100 King St. W.
42nd Floor
Toronto
ON M5X 1A1
Canada

Distributors

London Office

First State Investments (UK) Limited
Finsbury Circus House
15 Finsbury Circus
London
EC2M 7EB
England

Edinburgh Office

First State Investments (UK) Limited
23 St Andrew Square
Edinburgh
EH2 1BB
Scotland

Hong Kong Office

First State Investments (Hong Kong) Limited
Sixth Floor
Three Exchange Square
Central
Hong Kong

From 27 June 2016

First State Investments (Hong Kong) Limited
Level 25
One Exchange Square
8 Connaught Place
Central
Hong Kong

Singapore Office

First State Investments (Singapore)
38 Beach Road
#06-11 South Beach Tower
Singapore 189767

Depository

HSBC Institutional Trust Services (Ireland)
Limited
1 Grand Canal Square
Grand Canal Harbour

Dublin 2
Ireland

Administrator and Registrar

HSBC Securities Services (Ireland) Limited
1 Grand Canal Square
Grand Canal Harbour
Dublin 2
Ireland

Auditors

PricewaterhouseCoopers
One Spencer Dock
North Wall Quay
Dublin 1
Ireland

Legal Advisers

Arthur Cox
Earlsfort Centre
Earlsfort Terrace
Dublin 2
Ireland

Company Secretary

Bradwell Limited
Arthur Cox Building
Earlsfort Terrace
Dublin 2
Ireland

DETAILS OF THE COMPANY

Structure of the Company

The Company is an investment company with variable capital organised under the laws of Ireland pursuant to the Companies Act 2014 and the Regulations. It was incorporated on 18 June, 1998 under registration number 288284 and was authorised by the Central Bank on 23 June, 1998. Clause 2 of the memorandum of association of the Company provides that the sole object of the Company is the collective investment in transferable securities and/or other liquid financial assets referred to in Regulation 68 of the Regulations of capital raised from the public and which operates on the principle of risk spreading.

The Company is organised in the form of an umbrella fund. The Articles of Association provide that the Company may offer separate Classes of Shares each representing interests in a Fund comprised of a distinct portfolio of investments. Where interests in a Fund are represented by more than one Class of Shares, a separate pool of assets shall not be maintained for each such Class within that Fund.

Details of the Funds, including their investment objectives and policies are set out in **Appendix 1**. Details of the classes of shares and their characteristics by Fund are set out in **Appendix 2**. Details of the investment restrictions applicable to the Funds are set out in **Appendix 3**. The current Funds approved by the Central Bank are:-

Equity Funds

First State Asian Equity Plus Fund
First State Asian Growth Fund
First State Asia Opportunities Fund
First State Asia Pacific All Cap Fund
First State Asia Pacific Select Fund
First State Asian Property Securities Fund
First State Australian Growth Fund
First State China Focus Fund
First State China Growth Fund
First State Global Agribusiness Fund
First State Global Listed Infrastructure Fund
First State Global Mining Fund
First State Global Property Securities Fund
First State Global Resources Fund
First State Greater China Growth Fund
First State Hong Kong Growth Fund

First State Indian Subcontinent Fund
First State Japan Equity Fund
First State Singapore and Malaysia Growth Fund
Stewart Investors Global Emerging Markets Leaders Fund
Stewart Investors Worldwide Equity Fund
Stewart Investors Worldwide Leaders Fund

Bond Funds

First State Asian Bond Fund
First State Asian Quality Bond Fund
First State Emerging Markets Bond Fund
First State Global Bond Fund
First State Global Credit Income Fund
First State High Quality Bond Fund
First State Long Term Bond Fund

With the prior approval of the Central Bank, the Company from time to time may create an additional Fund or Funds. Different Classes of Shares may be issued in respect of each Fund. The issue of new Classes of Shares shall be effected in accordance with the requirements of the Central Bank.

Each Fund will be responsible for bearing its own liabilities. The Company is an umbrella fund with segregated liability between Funds and under Irish law will not be liable as a whole to third parties.

The First State Global Agribusiness Fund is closed for subscriptions and it is proposed to terminate the Fund on or around 8 November 2016 with Shareholder approval. It is intended that an application for revocation of approval of the First State Global Agribusiness Fund may be submitted to the Central Bank in the future.

The First State Australian Growth Fund is closed for subscriptions. An application will be made to the Central Bank to seek the revocation of approval of the Fund in due course.

GENERAL INFORMATION

Share Capital

The share capital of the Company shall at all times equal the Net Asset Value. The Directors are empowered to issue up to five hundred billion Shares of no par value (being the authorised share capital) in the Company at the Net Asset Value per Share on such terms as they may think fit.

The Share issue proceeds shall be applied to the books of the relevant Fund and shall be used in the acquisition of permissible investments on behalf of the relevant Fund. The records and accounts of each Fund shall be maintained separately.

All but three of the Subscriber Shares have been repurchased by the Company. The Subscriber Shares entitle Shareholders to attend and vote at all meetings of the Company, but do not give entitlement to participate in the dividends or net assets of any fund or of the Company.

On winding up, Subscriber Shares entitle holders to receive the amount paid up in respect of the Shares but not to participate in the assets of the Company. Details of the voting rights applicable to Subscriber Shares are summarised under **“Voting Rights”** within the section “Memorandum and Articles of Association” below. The Articles provide that any Subscriber Shares which are not held by the Investment Manager or its nominees are subject to compulsory repurchase by the Company.

Reports and Accounts

The Company's year-end is 31 December in each year. The annual report and audited accounts of the Company will be sent to Shareholders within a period of four months after the end of each accounting year and at least 21 days before the general meeting of the Company at which they are to be submitted for approval. The Company will also prepare a semi-annual report and unaudited accounts within a period of two months after the end of the semi-annual period ending on 30 June in each year which will be made available to Shareholders on request free of charge. The latest audited accounts will be sent to prospective investors on request.

Commission Sharing

The Investment Manager and any of its subsidiaries, affiliates, group members, associates, agents, Directors, officers or delegates (“Connected Persons” and each a “Connected Person”) may use brokerage firms that sell Shares or that provide to the Company research and advisory services, that can reasonably be expected to assist in the provision of investment services to benefit the Company. This can occur only when the Connected Person(s) believes that no other firm offers a better combination of quality execution and favourable price, the firm has agreed to provide best execution to the Company and the brokerage rates are not in excess of customary institutional full-service brokerage rates. This may include situations where the dealing commission on a particular trade or series of trades is shared between one or more providers of execution and/or research services. In this case a portion of the commission paid by the Company to the executing broker is used to purchase third-party research or execution services. Such arrangements may be entered into in order to allow maximum flexibility in the selection of execution counterparties, particularly where a research service provider does not also provide an execution service. The Company discloses any such commission sharing arrangements in its periodic reports.

Portfolio Transactions, Conflicts of Interest and Best Execution

The Company has adopted a policy designed to ensure that in all transactions, a reasonable effort is made to avoid conflicts of interest, and when they cannot be avoided, such conflicts are managed so that the Funds and their Shareholders are fairly treated. The Investment Manager, Sub-Investment Managers, Administrator, Depositary, any Shareholder and any of their respective Connected Persons may contract or enter into any financial, banking or other transaction with one another or with the Company, subject to the provisions of this section.

In particular, any Connected Person may also deal as agent or principal in the sale or purchase of securities and other investments to or from the Company through or with any Connected Person. There will be no obligation on the part of any Connected

Person to account to Shareholders for any benefits so arising and any such benefits may be retained by the relevant party, provided that such transactions are conducted at arm's length, and are in the best interests of Shareholders, and one of the following conditions is also satisfied; (a) a certified valuation of the transaction by a person approved by the Depositary as independent and competent has been obtained or, in the case of transactions with the Depositary, by a person approved by the Company as independent and competent; (b) the transaction has been executed on best terms on an organised investment exchange under its rules; or (c) such transaction has been executed on terms which the Depositary or, in the case of a transaction involving the Depositary, the Company is satisfied conform with the requirement that such transactions be conducted at arm's length and in the best interest of the Shareholders.

The Company has adopted a policy designed to ensure that its service providers act in the Funds' best interests when executing decisions to deal and placing orders to deal on behalf of those Funds in the context of managing the Funds' portfolios. For these purposes, all reasonable steps must be taken to obtain the best possible result for the Funds, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, research services provided by the broker to the Investment Manager or Sub-Investment Managers, or any other consideration relevant to the execution of the order. Information about the Company's execution policy and any material change to the policy is available to Shareholders at no charge upon request.

The Investment Manager or Sub-Investment Managers may from time to time undertake sale and purchase transactions (cross trades) in the same security between client accounts or funds, including the Funds, (collectively referred to hereinafter as "clients") under its management. This may give rise to potential conflicts of interest, for example where there is a difference in the compensation the Investment Manager or Sub-Investment Manager receives for different clients. To manage this potential conflict the Investment Manager or Sub-Investment Manager will only undertake cross trades where (i) the sale and purchase

decisions are in the best interests of both clients and fall within the investment objectives and policies of both clients, (ii) the trades are conducted at arm's length and are in the best interests of the clients, (iii) the reason for such trades is documented prior to execution, and (iv) such activity is disclosed to the client.

The Investment Manager or Sub-Investment Managers and any Connected Person shall not retain the benefit of any cash commission rebate paid or payable from any broker or dealer in respect of any business placed with such broker or dealer by the Investment Manager or Sub-Investment Managers or any Connected Person for or on behalf of the Company. Any cash commission rebate received from any broker or dealer shall be held by the Investment Manager or Sub-Investment Managers or a Connected Person for the account of the relevant Fund.

The Investment Manager or Sub-Investment Managers may also have potential conflicts of interest with the Company, within the course of its business and in circumstances other than those referred to above, for example, when acting for other clients or for its own account. In such an event the Investment Manager or Sub-Investment Managers will observe their respective obligations under the Investment Management Agreement or Sub-Investment Management Agreement, as appropriate. This relates to its obligation to act in the best interests of the Company so far as practicable, whilst observing its obligations to other clients when undertaking any investments where conflicts of interest may arise and, in particular to allocate investment opportunities among clients in a fair and equitable manner. In the event that a conflict of interest arises, the Directors will endeavour to ensure that such conflict is resolved fairly.

The Investment Manager may in certain circumstances be responsible for valuing certain securities held by the Funds. The Investment Manager is paid a fee, being a percentage of the Net Asset Value of each Fund. The Investment Manager's fee will increase as the value of the Fund increases. Consequently a conflict of interest may arise between the interests of the Investment Manager and the Funds. In such an event, the Investment Manager shall observe its

obligations to the Company and the Fund to ensure that the issue is resolved fairly and in the best interests of the Shareholders.

Voting Policy

The Company has developed a strategy for determining when and how voting rights are exercised. Details of the actions taken on the basis of those strategies are available to Shareholders at no charge upon request.

Complaints

Information regarding the Company's complaint procedures is available to Shareholders free of charge upon request. Shareholders may file any complaints about the Company or a Fund free of charge at the registered office of the Company.

Material Contracts

The following contracts, details of which are set out in the section entitled "**Management and Administration**", have been entered into and are, or may be, material:-

- (a) The Depositary Agreement dated 12 August 2016 between the Company and the Depositary pursuant to which the latter acts as depositary to the Company.
- (b) The Investment Management Agreement dated 2 June 1999 as amended by a supplemental agreement dated 31 May 2007 between the Company and the Investment Manager pursuant to which the latter was appointed as Investment Manager in relation to the Company.
- (c) The Administration Agreement dated 30 June 1999 and as amended by a supplemental agreement dated 31 May 2007 between the Company and the Administrator pursuant to which the latter acts as administrator and transfer agent in Ireland of the Company.
- (d) The Distribution Agreement dated 23 July 2004 as amended by a supplemental agreements dated 31 May 2007 between the Company, the Investment Manager and First State Investments (UK) Limited pursuant to

which the latter is appointed as a non-exclusive distributor of the Shares.

- (e) The Distribution Agreement dated 24 May 2006 as amended by a supplemental agreement dated 31 May 2007 between the Company, the Investment Manager and First State Investments (Singapore) pursuant to which the latter is appointed as a non-exclusive distributor of the Shares.
- (f) The Sub-Investment Management Agreement between the Investment Manager and First State Investments (Singapore) dated 2 June 1999 as amended from time to time.
- (g) The Sub-Investment Management Agreement between the Investment Manager and First State Investment Management (UK) Limited ("FSIM UK") dated 20 September 2001 as amended from time to time.
- (h) The Sub-Investment Management Agreement between the Investment Manager and Colonial First State Investments Limited dated 27 October 2006 as amended from time to time.
- (i) The Sub-Investment Management Agreement between the Investment Manager and Colonial First State Asset Management (Australia) Limited dated 5 December 2012 as amended from time to time.
- (j) The Sub-Sub-Investment Management Agreement between the Sub-Investment Manager Colonial First State Asset Management (Australia) Limited and Money, Inc dated 5 December 2012 as amended from time to time.

Documents for Inspection

Copies of the following documents may be inspected at the registered offices of the Investment Manager and the Administrator during usual business hours (weekdays, except Saturdays and public holidays):

- (a) the Memorandum and Articles of Association of the Company; copies

- of this document may be obtained from the Investment Manager or the Administrator free of charge;
- (b) the material contracts relating to the Company;
- (c) the most recently prepared annual and half-yearly reports relating to the Company published by the Administrator; copies of these documents may be obtained from the Investment Manager or the Administrator upon payment of such fee as the Directors and the Investment Manager may agree;
- (d) the Companies Act 2014;
- (e) the Regulations;
- (f) a list of all the directorships and partnerships past and present held by each Director in the previous five years; and
- (g) the Key Investor Information Document for each Share Class in each Fund; copies of this document may be obtained free of charge from either the Distributor in Edinburgh or the Administrator or on the Company's website www.firststateinvestments.com.

CHARACTERISTICS OF SHARES

Share Classes

The Company may issue several Classes of Shares in respect of each Fund. Currently Class I Shares are available for subscription in each Fund. In the case of Class I Shares, both accumulation and distributing Shares are available for certain Funds. It is not proposed to issue any further Class II Shares. Class III, Class IV and Class V Shares are also available for certain Funds. In the case of Class I and Class III Shares currency hedged Share Classes are also available in Sterling and Euro for the First State Global Credit Income Fund. For further information see the paragraph headed "Currency Hedged Share Classes" below.

Class E Shares may be made available for

subscription in relation to one or more of the Funds. Class E Shares will only be available for subscription if the Net Asset Value of the relevant Fund is less than US\$50,000,000 or such other amount as may be determined by the Company from time to time in relation to any Fund (or the aggregate equivalent in other currencies) at the time the application for the Class E Shares is received. Class E Shares will not be issued to the extent that the minimum threshold of US\$50,000,000 will be exceeded as a result of the subscription application. The availability of the Class E Shares for subscription may be closed and re-opened at the Company's discretion without notice to the Shareholders of the relevant Funds. The Company may allow existing investors in the Class E Shares to make further subscriptions for Class E Shares in the same Fund at its absolute discretion and subject to such limits as it may decide on a case-by-case basis notwithstanding the closure of the Class E Share Class to new investors. The Shareholders can obtain details of any increase in the minimum threshold amount referred to in this paragraph on request from the Company.

Each Class of Share may be distinguished on the basis of minimum subscription, currency of denomination, hedging policy, initial and annual charges and applicable distribution policy. Details of these policies as well as the minimum subsequent investment, minimum holding for each Share Class available for subscription and the Share Classes available in respect of each Fund are set out in **Appendix 2**. The Class III (G) Shares in Stewart Investors Worldwide Leaders Fund are no longer offered for subscription other than to Shareholders of the Stewart Investors Worldwide Leaders Fund listed in the register as of 24 February 2014. The Company reserves the right to vary the minimum investment for each Class and Fund, and choose to waive these minimum requirements if considered appropriate.

Hong Kong investors should consult the latest available "Supplement for Hong Kong Investors" for other restrictions and further information applicable to Hong Kong investors.

Reporting Fund Status

The UK offshore fund legislation will apply in the case of the Company. Under the legislation each Fund/Share Class will be treated as a separate offshore fund and may apply to HM Revenue & Customs for approval as a Reporting Fund.

UK resident Shareholders will be taxed on gains arising at the time of sale, disposal or redemption of Shares in a Reporting Fund as a capital gain and not income.

UK resident Shareholders should consult the latest available Supplement for Investors in the United Kingdom for further information on Reporting Fund status.

Currency Hedged Share Classes

For Currency Hedged Share Classes, the intention will be to either hedge from the currency of denomination of certain (but not necessarily all) assets of the relevant Fund into the currency of the Currency Hedged Share Class concerned or to hedge from the Base Currency of the relevant Fund into the currency of denomination of the Currency Hedged Share Class.

It is intended to carry out such hedging through the utilisation of various techniques, including entering into over-the-counter (“OTC”) currency forward contracts and foreign exchange swap agreements, together the “currency hedge transactions”.

Shareholders should be aware that Currency Hedged Share Classes aim to either minimise the effect of currency fluctuations between the currency of certain (but not necessarily all) assets of the Fund and the currency of the Currency Hedged Share Class concerned or to reduce exposure to exchange fluctuations between the Base Currency of the Fund and the currency of denomination of the Currency Hedged Share Class. However, investors in the Currency Hedged Share Classes will still be exposed to the market risks that relate to the underlying investments in a Fund and to any exchange rate risks that arise from the investment policy of the Fund that are not fully hedged and to other risks as further set out under the section headed “Risk Factors”.

Due to factors outside the control of the Company, currency exposure may be over or

under hedged but hedged positions will not be permitted to exceed 105 per cent. of the net assets of the relevant Currency Hedged Share Class. Hedged positions will be kept under review by the Investment Manager to ensure that over hedged positions will not be permitted to exceed 105 per cent. Such review will incorporate a procedure to ensure that positions materially in excess of 100 per cent. will not be carried forward from month to month.

All costs, expenses, gains and losses incurred/accrued from the currency hedge transactions will be borne by the relevant Currency Hedged Share Class.

Investors should be aware that any currency hedging process may not give a precise hedge. Furthermore, there is no guarantee that the hedging will be totally successful. Investors in the Currency Hedged Share Classes may have exposure to currencies other than the currency of their Share Class.

Currency Hedged Share Classes can be identified by the suffix “(hedged)” appearing after the currency denomination of the Share Class mentioned.

Distribution Policy

The Directors do not intend to declare or pay any dividends, except in the case of the distributing Share Classes listed in **Appendix 2**. The dividends which accrue monthly shall normally be paid at the end of each month. The dividends which accrue for the half year periods ending 30 June and 31 December shall normally be paid by the end of August and February respectively in each year. The dividends which accrue for the quarter year periods ending 31 March, 30 June, 30 September and 31 December shall normally be paid by the end of February, May, August and November respectively in each year. In any event, all dividends will be paid within four months of the dividend declaration date. Details of the distributing policy and frequency of each of the Funds are set out in **Appendix 2**.

Dividends may be paid out of net revenue (including interest and dividends) plus realised and unrealised profits on the disposal/valuation of investments and other funds, less realised and unrealised losses (including fees and expenses).

Any dividend will be paid by telegraphic transfer or cheque sent by ordinary post to the registered address of the Shareholder or, in the case of joint holders, to the name and address of the first Shareholder appearing on the register. Any dividend which is unclaimed six years from the date it became payable shall be forfeited and become the property of the relevant Fund.

Shareholders should note that 100 per cent of the investment management fees and operational expenses of the First State Asian Equity Plus Fund, the First State Asian Property Securities Fund, the First State Emerging Markets Bond Fund, the First State Global Credit Income Fund, the First State Global Listed Infrastructure Fund and the First State Global Property Securities Fund will be charged to the capital of the relevant Fund. The reason for charging these expenses against capital is to seek to increase the amount of distributable income but this may be achieved by foregoing the potential for future capital growth. **This will have the effect of lowering the capital value of your investment. Thus on redemptions of holdings, Shareholders may not receive back the full amount invested.** Please note that in the case of the Class I (Distributing) Shares, Class I (Sterling Distributing) Shares and Class I (Hong Kong Dollar Distributing) Shares of the Funds stated above, distributions will be reinvested in the Fund unless the Shareholder otherwise specifies in writing. The amount reinvested will still be treated as income for UK tax purposes.

Monthly Distributing Share Classes

In the case of monthly distributing Share Classes, the monthly dividend rate per Share will be calculated by the Investment Manager based on the estimated income which is attributable to that Share Class.

Any fees and expenses relating to these Share Classes will be charged against capital to increase the amount of distributable income but this may be achieved by foregoing the potential for future capital growth.

Whilst this Share Class will provide the benefit of a regular dividend payment, Shareholders should be aware that in some cases an adjustment to the payment may be

required, and this may result in a decrease or increase in dividend rate and payment. The Investment Manager will review the dividend rate for each such Share Class at least semi-annually, but may adjust the dividend rate more frequently if necessary to reflect changes in the expected income levels.

Shareholders should also be aware that in maintaining a regular dividend payment, at times dividend may be paid out of capital of the Fund instead of income and this may result in an erosion of the capital invested given the lack of potential for future capital growth and this cycle may continue until all capital is depleted.

The payment of dividends out of capital may have different tax implications from the payment of dividends out of income and it is recommended that investors seek advice in this regard.

Dividends for these Share Classes will normally be paid to Shareholders by the end of each month in the currency of the relevant Share Class.

The Company may be required to withhold tax on dividends paid to Shareholders at the applicable rate, unless it has received from the Shareholder or Shareholders a declaration in the prescribed form, confirming that the Shareholder is not an Irish Resident from whom it is required to deduct tax. In order to deduct any tax liability that may arise, the Company reserves the right to redeem such number of Shares held by such Shareholder or Shareholders.

BORROWINGS

A Fund may not borrow money, grant loans or act as guarantor on behalf of third parties, except as follows:-

- (i) foreign currency may be acquired by means of a back-to-back loan. Foreign currency obtained in this manner is not classed as borrowings for the purposes of paragraph (ii) below provided that the offsetting deposit (a) is denominated in the Base Currency of each Fund and (b) equals or exceeds the value of the foreign currency loan outstanding provided further that foreign currency

borrowings do not exceed the value of the back to back deposit;

- (ii) borrowings not exceeding 10 per cent of the Net Asset Value may be made on a temporary basis. The Company and the Depositary may give a charge over the assets of the Company in respect of a relevant Fund in order to secure such borrowings.

A Fund may not sell any of its investments when such investments are not in the Fund's ownership.

BUYING, SELLING AND SWITCHING SHARES

Buying Shares

Shares may be bought on every Dealing Day by sending a completed application form for initial subscriptions to the Administrator, the Investment Manager in its role as Hong Kong representative, the Edinburgh office in its role as Distributor, or the Singapore office in its role as Distributor before the dealing cut-off time of 10.00 a.m. (Irish time) on any Dealing Day. By prior agreement with the Investment Manager or a designated Distributor, subsequent subscriptions will be accepted on the basis of a faxed application form or letter of instruction where a signed original account application form and any required supporting documentation (including all required anti-money laundering documentation) has been provided in advance to the Administrator.

In addition, following any initial subscription, subsequent subscriptions may be accepted electronically in such format or method as shall be agreed in writing in advance with the Administrator and subject to and in accordance with the requirements of the Central Bank.

For Shares bought via a financial representative or local dealing office, the respective intermediary is responsible for transmitting all documentation and subscription moneys to the Administrator on a timely basis for each Dealing Day. Subscription moneys must be received within 5 Business Days of the relevant Dealing Day. Subscriptions placed with a financial representative or a local dealing office may be subject to different procedures which may delay receipt by the Administrator and consequently may affect the date of Share allotment. Contract Notes are issued on the Business Day following the relevant Dealing Day on which deals are placed. The dealing cut-off time is 10:00 a.m. (Irish time) on any Dealing Day.

Shares will be offered at the initial offer price per Share (exclusive of the sales charge) during the Initial Offer Period.

Where a Class of Shares in any Fund has not previously been issued, then initial subscriptions for such Shares will be accepted during the Initial Offer Period. The

Initial Offer Period for individual Funds and Share Classes are shown in Appendix 2. Subscription requests made during the Initial Offer Period should be received on or before the dealing cut-off time (10.00 a.m. (Irish time)) on the final day of the Initial Offer Period. Any subscriptions received after the dealing cut-off time on the final day of the Initial Offer Period will be processed on the next Dealing Day and Shares shall be issued at the relevant Net Asset Value per Share on the Dealing Day on which they are issued.

Details of the minimum and subsequent investment for each Share Class are set out in Appendix 2. Applications during the Initial Offer Period should be sent to the office of the Investment Manager, either to its Edinburgh office in its role as Distributor, or its Singapore office in its role as Distributor (for onward transmission to the Administrator) to arrive as per the dealing deadline. At the end of the Initial Offer Period, Shares in the relevant Fund will be allotted to investors provided that cleared funds have been received at the close of the relevant Initial Offer Period.

After Shares have been allotted at the end of the Initial Offer Period, the Investment Manager will invest in accordance with the investment policy of the relevant Fund. The period of time taken to invest will depend on the Investment Manager's view of the market in general and on individual stocks. Investors will only become exposed to market movements once investment has occurred. No subscription monies will be invested during the Initial Offer Period. No interest will accrue on the subscription monies during the Initial Offer Period. If the application for subscription is not successful, the subscription monies will be returned (where permitted by applicable law) without interest.

Following the Initial Offer Period, Shares shall be issued at the relevant Net Asset Value per Share as determined on the Dealing Day on which they are issued.

A sales charge may be payable to the Investment Manager upon subscriptions for Shares. Such sales charge will be charged as a percentage of the amount subscribed in a particular Class. Details of the maximum sales charge payable in respect of each Class of Share are set out in **Appendix 2**.

The Directors may, in their absolute discretion, vary or waive the amount of sales charge payable by investors on any Dealing Day.

An Anti-Dilution Adjustment¹ may be payable by the Shareholder from time to time as determined by the Investment Manager (which Anti-Dilution Adjustment shall not exceed 2 per cent of the subscription monies obtained on the Dealing Day on which the subscription is effected). If there are net subscriptions for Shares by investors on a Dealing Day, then the Investment Manager may have to purchase investments for the Fund and in doing so the Fund will incur dealing costs. An Anti-Dilution Adjustment reduces the effect of these costs by increasing the Net Asset Value per Share to investors in these circumstances to cover those dealing costs. Any Anti-Dilution Adjustment applicable will be included in the subscription price on any day on which a Fund receives net subscriptions. The amount of the Anti-Dilution Adjustment is paid into the Fund for the protection of continuing Shareholders in that Fund. The Anti-Dilution Adjustment is not applied for the benefit of the Company. The Anti-Dilution Adjustment may be applied in respect of all of the Funds. The decision on whether or not to make a dilution adjustment, and the level of adjustment to make in particular circumstances or generally, will be made in line with the Company's policy on anti-dilution. The price of each Class of Share in a Fund will be calculated separately but any dilution adjustment will in percentage terms affect the price of Shares of each Class identically. Further information on how Anti-Dilution Adjustment is applied can be obtained on request from the Company.

Investors who place subscriptions with their financial representative or local dealing office should be aware that customer service fees may be charged by these entities, in addition to any sales charge. Investors should consult their financial adviser for more information. Such fees are not paid by the Fund and are a matter of agreement between the relevant financial representative or local dealing office and the investor.

Fractions of not less than one-thousandth of a Share may be issued. Subscription moneys representing smaller fractions of Shares will not be returned to the applicant but will be retained as part of the assets of the relevant Fund. Payment should be made in one of the ways specified in the application form. Settlement of a purchase transaction must occur within five Business Days after the Dealing Day. If cleared funds are not received within this period, the Administrator if instructed to do so by the Directors may cancel any allotment of Shares in respect thereof. Any costs incurred by the Company as a result of an investor's failure to transmit cleared funds by the deadline shall be borne by the investor.

The Directors reserve the right to process a subscription order received after the dealing cut-off time of 10.00 a.m. (Irish time) in exceptional circumstances which are documented, provided that all subscription orders are received prior to 11.00 a.m. (Irish time) on the relevant Dealing Day. Subject to the Directors discretion, any subscription orders received after the dealing cut-off time of 10.00 a.m. (Irish time) will be held over until the next Dealing Day. The Directors may refuse to accept a new subscription or a switch from another Fund. The Articles of Association provide that the Company may issue Shares in a Fund in exchange for investments acquired in accordance with the investment objectives, policies and restrictions of the relevant Fund. No Shares shall be issued until the investments are vested in the Depositary. The number of Shares issued in exchange for a subscription *in specie* must not exceed the number of Shares that would have been issued for the cash equivalent. The value of the investments in the Company shall be determined by the Directors in accordance with the Articles of Association as at 11 a.m. (Irish time) on the relevant Dealing Day or at the end of the Initial Offer Period. The Directors and the Depositary must be satisfied that the terms of any such exchange will not be likely to result in any material prejudice to the existing Shareholders of the relevant Fund.

Measures aimed towards the prevention of money laundering, within the jurisdiction of

¹ In certain jurisdictions an Anti-Dilution Adjustment is referred

to as a swing pricing adjustment.

the Administrator, will require a detailed verification of the applicant's identity, address and source of funds. Depending on the circumstances of each application, a detailed verification of source of funds might not be required where (i) the applicant makes the payment from an account held in the applicant's name at a recognised financial institution or (ii) the application is made through a recognised intermediary. These exceptions will only apply if the financial institution or intermediary referred to above is within a country recognised by Ireland as having equivalent anti-money laundering regulations. By way of example an individual will be required to produce a copy of a passport or identification card duly certified by a notary public, together with two documents verifying his/her address such as a utility bill or bank statement duly certified by a notary public. Corporate applicants will require production of certified copies of the certificate of incorporation (and any change of name), memorandum and article of association (or equivalent), a list of authorised signatories, a list of all directors and shareholders holding 10 per cent or more of the share capital, and their names, occupations, residential address and business address and dates of birth. The Administrator reserves the right to request such information as is necessary to verify the identity, address, source of funds, and certain other details of an applicant or which may be required pursuant to the EU Savings Tax Directive. In the event of delay or failure by the applicant to produce any information required for verification purposes the Administrator or the Company may refuse to accept the application and all subscription moneys. Each applicant for Shares acknowledges and agrees that each of the Administrator, the Distributor, and the Company shall be indemnified and held harmless by the applicant against any loss arising as a result of failure to process their application for, or request for the redemption of Shares, if such information and documentation as has been requested by the Administrator, the Distributor or the Company has not been provided by the applicant. If an application is rejected, subscription monies will be returned where permitted by Irish anti-money laundering legislation. In the event that any Shareholder fails to provide information required by the Administrator in connection with the prevention of money

laundering the Company will suspend the payment of any redemption proceeds to such Shareholder until such time as the outstanding information has been provided.

Before subscribing for Shares, an investor will be required to complete a declaration of tax residency or status in the form prescribed by the Revenue Commissioners of Ireland.

Shares may not be issued other than to a person who represents in writing to the Directors that they (a) are not a U.S. Person and are not purchasing the Shares for the account or benefit of a U.S. Person, (b) agree to notify the Directors promptly if, at any time while they remain a holder of any Shares, they become a U.S. Person or shall hold any Shares for the account or benefit of a U.S. Person, and (c) agree to compensate the Company and the Directors from and against any losses, damages, costs or expenses arising in connection with a breach of the above representation and agreements.

Form of Shares and Share Certificates

The Administrator records ownership of Shares electronically in the Share register, allocates an account number to each Shareholder and issues confirmations of ownership in the form of completion notices to Shareholders. It is not proposed to issue share certificates.

Redeeming Shares

Shareholders may redeem Shares on any Dealing Day by sending a completed redemption request form or a letter of instruction to the Administrator, a financial representative or the local dealing office by 10.00 a.m. (Irish time) on a Dealing Day. The Directors reserve the right to process a redemption order received after the dealing cut-off time of 10.00 a.m. (Irish time) in exceptional circumstances which are documented, provided that in any event the redemption order is received prior to 11.00 a.m. (Irish time) on the relevant Dealing Day. By prior agreement with the Investment Manager or a designated Distributor, payment will be made to Shareholders on the basis of a faxed redemption request form where a signed original account application form and any required supporting documentation including any documentation required for anti-money laundering purposes has been provided in advance to the

Administrator. Redemption proceeds will not be paid unless the original of the application form used on initial subscription and all relevant anti-money laundering documentation has been received by the Administrator. Where redemption requests are received by fax, payments will be made only to the account on record of the relevant Shareholder. Any changes to a Shareholder's account details will be made only upon receipt of original documentation by the Administrator.

In addition, redemption requests may also be accepted electronically (in such format or method as shall be agreed in writing in advance with the Administrator and subject to and in accordance with the requirements of the Central Bank).

If you apply to redeem Shares via a financial representative or local dealing office, that intermediary is responsible for transmitting all documentation to the Administrator on a timely basis for each Dealing Day. Redemption payments will be made upon receipt by the Administrator of all required original documentation.

An Anti-Dilution Adjustment² may be payable by the Shareholder from time to time as determined by the Investment Manager (which Anti-Dilution Adjustment shall not exceed 2 per cent of the redemption monies obtained on the Dealing Day). If there are net redemptions of Shares by investors on a Dealing Day, then the Investment Manager may have to sell investments in the Fund and in doing so the Fund will incur dealing costs. An Anti-Dilution Adjustment reduces the effect of these costs by decreasing the Net Asset Value per Share to investors in these circumstances to cover those dealing costs. Any Anti-Dilution Adjustment applicable will be included in the redemption price on any day on which a Fund incurs net redemptions. The amount of the Anti-Dilution Adjustment is paid into the Fund for the protection of continuing Shareholders in that Fund. The Anti-Dilution Adjustment is not applied for the benefit of the Company. The Anti-Dilution Adjustment may be applied in respect of all of the Funds. The decision on whether or not to make a dilution adjustment, and the level of

adjustment to make in particular circumstances or generally, will be made in line with the Company's policy on anti-dilution. The price of each Class of Share in a Fund will be calculated separately but any dilution adjustment will in percentage terms affect the price of Shares of each Class identically. Further information on how Anti-Dilution Adjustment is applied can be obtained on request from the Company.

Any purchase of Shares is intended to be a medium to long term investment. To the extent that any client is trading on their account by way of excessive or short term trading rather than investing, the Directors reserve the right to reject subsequent subscription orders from such clients.

In the interests of Shareholder protection, the Directors may limit the number of Shares of any Fund redeemed on any Dealing Day to 10 per cent of the total number of Shares of that Fund in issue. The limitation will apply pro rata so that all Shareholders wishing to redeem Shares on that Dealing Day will realise the same proportion. Shares not redeemed but which would otherwise have been redeemed will be carried forward for redemption on the next Dealing Day and will be dealt with in priority (on a rateable basis) to redemption requests received subsequently. If requests for redemption are carried forward the Administrator will inform the relevant Shareholders.

Where a redemption request would result in more than 5 per cent of the Net Asset Value of the Shares of any Fund being repurchased on any Dealing Day, the Company may satisfy the redemption request in whole or in part by a distribution of investments of the relevant Fund in specie. This will occur by serving a notice of the Company's intention to the relevant Shareholder provided that such a distribution is approved by the Depositary, would not be prejudicial to the interests of the remaining Shareholders and prior consent is obtained from the relevant Shareholder. After the Shareholder receives notice of the Company's intention to satisfy the redemption request in whole or part by such a distribution of assets, the Shareholder may require the Company instead of

² In certain jurisdictions an Anti-Dilution Adjustment is referred to as a swing pricing adjustment.

transferring those assets to arrange for the sale and payment of the net proceeds instead of transferring the assets. The Shareholder assumes the market risk in the event of any unfavourable market movement between the Dealing Day and the date the assets are sold.

Redemption proceeds will normally be paid by the Company within three to seven Business Days of the acceptance of the redemption request and any other relevant documentation. Payment may be made by electronic funds transfer to the account of the registered holder as indicated on the application form.

Payment may be made by cheque payable to and sent to the address of the redeeming Shareholder (or in the case of joint Shareholders payable to all joint shareholders).

Investor Money Regulations

The Administrator maintains a collection account for the Company which is used to manage subscription, redemption and dividend monies of investors in accordance with the Investor Money Regulations. The Administrator is responsible for ensuring that these monies are held separately from non-investor money, that the investor money is clearly identifiable in its records and that the books and records provide an accurate record of the investor money held by it for each investor at any time. No interest will be paid on amounts in these accounts prior to the payment of any redemption or dividend proceeds.

Compulsory Redemption or Transfer of Shares and Forfeiture of Distributions

The Company may from time to time impose such restrictions as it may think necessary for the purpose of ensuring that no Shares are acquired or held by any person in circumstances:

- a. which constitute a breach of the law or requirement of any country or governmental authority of any country or territory; or
- b. where in the opinion of the Directors, the holding might result in the Company incurring any liability to taxation or suffering pecuniary or administrative

disadvantages which the Company or the Shareholders might not otherwise suffer or incur: or

- c. where such person is a U.S. Person or is holding the Shares for the account or benefit of a U.S. Person (other than pursuant to an exemption available under U.S. law).

In these circumstances, the Company may compulsorily repurchase or transfer the Shares of the relevant person in accordance with the Articles of Association.

The Articles of Association of the Company permit the Company to redeem Shares where, during a period of six years no cheque in respect of any dividend has been cashed and no acknowledgement has been received in respect of any Share certificate or other confirmation of ownership sent to the Shareholder. The redemption proceeds will be held in a separate interest bearing account and the Shareholder shall be entitled to claim the amount standing to his credit in such account.

Transfer of Shares

All transfers of Shares shall be effected by transfer in writing in any usual or common form and shall state the full name and address of the transferor and the transferee. The instrument of transfer of a Share shall be signed by or on behalf of the transferor. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the share register. Where the transferee is not an existing Shareholder in a Fund, the transferee must complete an application form and comply with the relevant anti-money laundering procedures. The Directors may decline to register any transfer of Shares if it would leave the Shareholder holding below the currency equivalent of the minimum initial investment for the relevant Fund or would otherwise infringe the restrictions on holding Shares outlined above. The registration of transfers may be suspended for periods determined by the Directors, provided that registration shall never be suspended for more than thirty days in any year. The Directors may decline to register any transfer of Shares unless the instrument of transfer is deposited at the registered office of the Company or any other place the Directors

may reasonably require, and is provided together with evidence as the Directors may reasonably require showing the right of the transferor to make the transfer.

Shares may not be transferred other than to a person who represents in writing to the Directors that they (a) are not a U.S. Person and are not purchasing the Shares for the account or benefit of a U.S. Person, (b) agree to notify the Directors promptly if, at any time while they remain a holder of any Shares, they become a U.S. Person or shall hold any Shares for the account or benefit of a U.S. Person, and (c) agree to compensate the Company from and against any losses, damages, costs or expenses arising in connection with a breach of the above representation and agreements.

Market Timing

With reasonable grounds, the Directors may refuse to accept a new subscription or a switch from another Fund. In particular, the Directors may exercise this discretion if they believe the investor or potential investor has been engaged in, or intends to engage in market timing activities.

Withholdings and Deductions

The Company will be required to withhold parts of certain payments to certain Shareholders as required by local laws, regulations or contractual obligations with other jurisdiction's tax authorities.

The Company will be required to account for Irish tax on the value of the Shares repurchased or transferred at the applicable rate unless it has received from the Shareholder a declaration in the prescribed form confirming that the Shareholder is not an Irish Resident. The Company will be required to account for non-Irish tax on the value of the Shares repurchased or transferred at the applicable rate unless it has received from the Shareholder a declaration in the prescribed form confirming that the Shareholder is not a person in respect of whom it is necessary to deduct tax.

The Company reserves the right to repurchase such number of Shares held by a Shareholder as may be necessary to discharge the tax liability arising. The Company reserves the right to refuse to register a transfer of Shares until it receives

a declaration as to the transferee's residency or status in the form prescribed by the Company.

The Company may be required to collect additional information from Shareholders, throughout the duration of the relationship between the Company and its Shareholders, as required by local laws, regulations or contractual obligations with other jurisdictions' tax authorities, such as the IRS.

In addition to collecting additional information, the Company may require Shareholders to provide self-certifications or additional documents as required by local laws, regulations or contractual obligations with other jurisdictions' tax authorities.

Exchanges / Switching

Accumulation Shares of one Class in a Fund may be exchanged for Distributing Shares of a Class with the same Class designation in the same Fund or vice versa, at the Net Asset Value per Share subject to a discretionary switching fee of up to 1 per cent of the Net Asset Value of the Shares to be exchanged. Shares of one Fund may be exchanged for Shares of the same class of another Fund at Net Asset Value per Share subject to a discretionary switching fee of up to 1 per cent of the Net Asset Value of the Shares to be exchanged. The switch will be processed by redemption of the original Shares and subscription into the other Shares or Fund, as the case may be. Both transactions will be carried out under the same procedures as outlined above. A switch will not be processed when it would leave a Shareholder holding below the minimum holding in either Fund. The Company may refuse any exchange order in circumstances where the Company believes that such an order could have a detrimental effect on a Fund or the Company. Your financial representative or local dealing office may charge a fee to process exchanges or switches. Such fees are not paid by the Fund and are a matter of agreement between the financial representative or local dealing office and the investor.

Publication of Prices

The Net Asset Value per Share of the relevant Classes of Shares or Funds that are available to Hong Kong investors will

normally be published daily on the website www.firststateinvestments.com. Hong Kong investors should consult the latest available “Supplement for Hong Kong Investors” for further information on the publication of Net Asset Value per Share.

The Net Asset Value per Share of certain Classes (including the above exceptions) will also normally be quoted on the Reuters screen service and published daily on the website **www.firststateinvestments.com**.

Prices for all Shares of all Funds will also be available from the Investment Manager, the Administrator and the Distributors.

VALUATION OF THE COMPANY

The Net Asset Value of each Fund is calculated at 11.00 a.m. (Irish time) on each Dealing Day.

The Net Asset Value of each Fund shall be determined by reference to the value of all the assets less all the liabilities of the relevant Fund. The Net Asset Value per Share shall be calculated by dividing the Net Asset Value of the relevant Fund by the number of Shares of the relevant type outstanding, and by rounding the result down to two decimal places. The Net Asset Value is calculated by the Administrator.

Where a Fund is made up of more than one Share Class, the Net Asset Value of each Class is determined by calculating the amount of the Net Asset Value of the Fund attributable to each Class. The Net Asset Value of a Fund attributable to a Class shall be determined by establishing the number of Shares in issue in that Class and the number of Shares of that Class in respect of which subscription orders (net of redemption orders) have been accepted as at the most recent Net Asset Value calculation and by allocating relevant fees and Class Expenses to the Class and making appropriate adjustments to take account of distributions paid out of the Fund, if applicable, and apportioning the Net Asset Value of the Fund accordingly. The Net Asset Value per Share of a Class shall be calculated by dividing the Net Asset Value of the Class by the number of Shares in issue in that Class plus the number of Shares of that Class in respect of which subscription orders after deduction of any redemption orders have been accepted (adjusted to the nearest whole unit of the Base Currency) as at the most recent Net Asset Value calculation immediately preceding the current calculation of the Net Asset Value per Share. Class Expenses, fees and charges relating specifically to a Class will be charged to the relevant Class. Class Expenses, fees and charges not attributable to any particular Class will be allocated amongst the Classes based on their respective Net Asset Values or any other reasonable basis approved by the Depositary, taking into account the nature of the Class Expenses, fees and charges.

Valuation of Assets

Securities listed or dealt in on a Regulated Market shall be valued on the basis of the last traded price available to the Directors as at 11.00 a.m. (Irish time) on the relevant Dealing Day, or if no last traded price is available, at their middle market price (if bid and offer prices are available) as at 11.00 a.m. (Irish time) on the relevant Dealing Day. Where a security is listed or dealt on more than one Regulated Market, the Directors may, at their absolute discretion, select any one of these Regulated Markets for such purposes.

The value of any security which is not listed or dealt on a Regulated Market, or of any security which is normally listed or dealt on a Regulated Market but for which no price is currently available, shall be the probable realisation value thereof as ascertained by or on behalf of the Directors in good faith, with the approval of the Depositary. For this purpose the Directors may accept a certified valuation of such security by a person, firm or association making a market in such security and qualified in the opinion of the Directors to provide such a certificate. In the event that there is no independent person available, the Directors may rely on the valuation of the relevant security provided by the Investment Manager or any related duly competent person, with the approval of the Depositary.

The value of any cash in hand or on deposit, prepaid expenses, cash dividends and interest declared or accrued and not yet received as at 11.00 a.m. (Irish time) on each Dealing Day shall be deemed to be the full amount thereof, unless the Directors are of the opinion that the same is unlikely to be paid or received in full in which case the value shall be arrived at after making such discount to reflect the true value thereof as at 11.00 a.m. (Irish time) on the relevant Dealing Day.

The value of any demand notes, promissory notes and accounts receivable shall be deemed to be the face value or full amount thereof after making such discount as the Directors may consider appropriate to reflect the true current value thereof as at 11.00 a.m. (Irish time) on the relevant Dealing Day.

Certificates of deposit, treasury bills, bank acceptances, trade bills and other negotiable instruments shall each be valued on a "straight line" basis by which the difference

between their gross costs and their value at maturity (including interest accrued at maturity) is divided by the number of days from acquisition to maturity and the appropriate sum is added daily as from the date of acquisition and totalled as at 11.00 a.m. (Irish time) on the relevant Dealing Day.

Forward foreign exchange contracts shall be valued by reference to the price as at 11.00 a.m. (Irish time) at which a new forward contract of the same size and maturity could be undertaken.

The value of any futures contracts, share price index futures contracts and options which are dealt in on a Regulated Market shall be calculated by reference to the price appearing to the Directors (and with approval of the Depositary), as being the settlement price as determined by the Regulated Market in question as at 11.00 a.m. (Irish time) on the relevant Dealing Day, provided that where it is not the practice for the relevant Regulated Market to quote a settlement price, or such settlement price is not available for any reason at 11.00 a.m. (Irish time) on any Dealing Day, such value shall be calculated in a manner that the Directors shall determine with the concurrence of the Depositary.

Derivative instruments not traded on an exchange shall be valued daily by the counterparty to the transaction and the valuation shall be approved or verified at least weekly by an independent party approved by the Depositary.

The value of units or shares or other similar participations in any collective investment scheme which provides for the units or shares or other similar participations therein to be redeemed at the option of the holder, shall be valued at the last available net asset value per unit or share or other similar participation or (if bid and offer prices are published) the last available bid price.

Suspension of Calculation of Net Asset Value

The Directors may temporarily suspend the calculation of the Net Asset Value of any Shares, the sale of Shares and the right of Shareholders to require the redemption or exchange of Shares of any Class during:-

- (a) any period when any of the principal markets or stock exchanges on which a substantial part of the investments of the relevant Fund are quoted, listed or dealt is closed, otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;
- (b) any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Directors, disposal or valuation of investments of the relevant Fund is not reasonably practicable without this being seriously detrimental to the interests of Shareholders of the relevant class or if, in the opinion of the Directors, the Net Asset Value per Share cannot fairly be calculated;
- (c) any breakdown in the means of communication normally employed in determining the price of any of the Fund's investments or when for any other reason the current prices on any market or stock exchange of any assets of the relevant Fund cannot be promptly and accurately ascertained; or
- (d) any period during which the Fund is unable to repatriate funds required for the purpose of making payments due on a redemption of Shares of any class or during which the transfer of funds involved in the acquisition or realisation of investments or payments due on redemption of Shares cannot, in the opinion of the Directors, be effected at normal prices or normal rates of exchange; or
- (e) any period following the service of a notice convening a meeting of the Shareholders to consider a proposal to wind up the Company or a Fund.

The Central Bank may also require the suspension of the redemption of Shares of any Fund in the interests of the Shareholders.

The Company will notify Shareholders who have requested purchase, exchange or sale

of Shares of any such suspension and, unless withdrawn but subject to the limitation referred to above, their requests will be dealt with on the first Dealing Day after the suspension is lifted subject to the limitation referred to above. Any such suspension will be notified without delay to the Central Bank. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

FEES AND EXPENSES

General

The Investment Manager and the Company have agreed that the ordinary operating expenses of the Class II Shares of the following funds shall be set at the following ratios as measured by the percentage of net assets:- First State China Growth Fund - 2.25 per cent; First State Asian Growth Fund - 2.3 per cent; and First State Indian Subcontinent Fund - 3 per cent. For Class II Shares only, when normal operating expenses of a Fund exceed these expense ratios, the Investment Manager will waive its fees and absorb other expenses of the Fund to maintain the set expense ratio. When normal operating expenses of a Fund fall below the set expense ratios, the Fund will pay the Investment Manager the amount equal to the difference between the actual expense ratio and the set expense ratio. Any amount waived and/or absorbed by the Investment Manager and the amount of any difference paid to the Investment Manager will be disclosed in the annual audited report.

Subject to the above paragraph, each Fund shall pay all of the ordinary operating expenses and the proportion of the Company's ordinary operating expenses allocated to that Fund. To the extent that ordinary operating expenses are allocable to a specific Class of a Fund, that Class shall bear such expenses.

Ordinary operating expenses include investment management fees and expenses; depositary and sub-custodian fees, charges and expenses, administration fees, charges and expenses including fees payable to any sub-administrator, local dealing office and support service provider (whose fees and expenses will be at normal commercial rates); insurance; the costs and expenses of preparing, translating, printing, updating and distributing the Company's prospectuses, annual and semi-annual reports and other documents furnished to current and prospective Shareholders; the costs and expenses of obtaining authorisations or registrations of the Funds or of any of their Shares with regulatory authorities in various jurisdictions; the costs and expenses of listing and maintaining a listing of Shares on any stock exchange; the costs and expenses of publishing the Net Asset Value; the costs

and expenses of convening and holding Directors' and Shareholders' meetings; Directors' fees and expenses as determined from time to time including Director and officer liability insurance premiums; and professional fees for legal, auditing and other consulting services and such other costs and expenses (excluding non-recurring and extraordinary costs and expenses) as may arise from time to time and which have been approved by the Directors as necessary or appropriate for the continued operation of the Company or a Fund. Operating expenses do not include the costs of acquiring and disposing of investments including transaction charges and brokerage, interest expenses, taxes withheld by a country in which a Fund invests, capital gains taxes and any exceptional or extraordinary taxes, losses, costs and expenses or any litigation costs or expenses incurred in connection therewith.

All costs and expenses incurred in the currency hedge transactions will be borne by the relevant Currency Hedged Share Class.

Investment Management Fees

The Investment Manager shall be paid an investment management fee out of the assets of each Fund. Such fee will be charged as a percentage of the Net Asset Value of each Fund. The Investment Manager may delegate the investment management function to Sub-Investment Managers. Details of the Sub-Investment Managers shall be provided to Shareholders on request. The Investment Manager shall pay out of its investment management fee the fees and out of pocket expenses of the Sub-Investment Managers.

The Investment Manager may under the Investment Management Agreement charge an investment management fee up to a rate of 3 per cent per annum of the Net Asset Value of each relevant Fund or such other higher percentage per annum as may be approved by a resolution of Shareholders. Details of the investment management fee charged in respect of each Class of Shares of each Fund are set out in **Appendix 2**. The Company will give Shareholders three months' notice in writing of any increase in the current investment management fee. The Company pays the investment management fee monthly in arrears and calculates it by

reference to the Net Asset Value of each Share Class as at each Dealing Day. The Company also pays out of the assets of each Fund any expenses reasonably incurred by the Investment Manager in accessing computer systems where such access is necessary in order for it to perform its duties in relation to the Company.

Depositary and Administrator Fees

The Administrator and the Depositary will be entitled to receive out of the assets of each Fund a composite fee of 0.0485 per cent per annum for the administration and trustee services provided to the Company in respect of all of the Classes of Shares except for the Class III Shares. The fee is determined by reference to the calculation of the Net Asset Value of each Fund on each Dealing Day and is payable monthly in arrears.

In respect of Class III Shares in any Fund, the Administrator and the Depositary's composite fee shall be US\$5,000 per annum per Fund.

The Depositary will also be entitled to receive out of the assets of each Fund US\$3,500 per Fund per annum in respect of cash flow monitoring and reconciliation oversight services.

In addition, the Depositary shall be entitled to receive a safe-keeping fee of up to 0.45 per cent per annum of the value of the relevant assets of the Fund depending on the location of the assets held.

Transaction charges for processing of subscriptions, redemptions, transfers, security transactions and other such Shareholder related transactions are payable to the Depositary and the Administrator out of the assets of each Fund which shall be charged at normal commercial rates. The Depositary and the Administrator are entitled to reimbursement of all reasonable out-of-pocket expenses incurred on behalf of the relevant Fund, out of the assets of each Fund.

Sub-custodial Fees and Expenses

The Depositary and the Administrator shall discharge all fees and charges of sub-custodians, delegates and agents appointed by it from its own fees in respect of all Share Classes.

General

The Directors of the Company who are not employed by or affiliated with the Investment Manager are entitled to receive annual remuneration from the Company for their services as Directors. Peter Blessing, Bronwyn Wright and Kevin Molony currently receive US\$37,500 each per annum for acting as Director. The Directors are entitled to be reimbursed for any reasonable out of pocket expenses incurred in execution of their duties as Directors.

The Directors, in their discretion and with the approval of the Depositary, allocate Fund expenses as they deem fair and equitable. In the case of any fees or expenses of a regular or recurring nature (such as audit fees), the Directors may calculate such fees and expenses on an estimated figure for yearly or other periods in advance and accrue the same in equal proportions over any period.

The cost of establishing any new Fund is to be borne by the Fund and amortised over five accounting periods on a straight line basis (or such other period and in such manner as may be determined by the Directors at their discretion).

The cost of establishing the First State Japan Equity Fund did not exceed US\$50,000 and the First State Japan Equity Fund shall bear these costs which shall be amortised over five accounting periods on a straight line basis (or such other period and in such manner as may be determined by the Directors in their discretion).

In the event that the Company is liquidated or terminated prior to the expiry of a particular amortisation period all unamortised preliminary expenses of such Funds will be written off against their Net Asset Values at that time.

RISK FACTORS

An investment in a Fund comes with a significant degree of risk. Some of these risks are general, which means that they apply to all investments. Others are specific, which means that they apply to individual Funds. Before you decide to invest, it is important to understand these risks. If you are unsure or do not fully understand the risks involved, we recommend that you contact a financial adviser about the suitability of an investment in any Fund.

The following section describes some of the general and specific risks that may affect your investment.

The Fund Risk Table in Appendix 7 also indicates which risks are particularly relevant to the Funds, but the list and table does not purport to be exhaustive. These risks should be carefully considered by investors.

All of the Funds are actively managed and therefore the returns seen by you may be higher or lower than their benchmark return.

A. The following risks are general risks and are applicable to all the Funds.

A1. Investment Risks

The investments in securities of each Fund are subject to normal market fluctuations and other risks inherent in investing in securities. For example, the value of equity securities varies from day to day in response to activities of individual companies and general market and economic conditions. The value of investments and the income from them, and therefore the Net Asset Value of Shares can go down as well as up and an investor may lose money. Changes in exchange rates between currencies or the conversion from one currency to another may also cause the value of the investments to diminish or increase. **As investors may be required to pay a sales charge upon a subscription for Shares, an investment in a Fund should be considered as a medium to long-term investment.**

A2. Market Risk

In falling financial markets there may be increased volatility. Market prices in such circumstances may defy rational analysis or expectation for prolonged periods of time,

and can be influenced by large market movements as a result of short-term factors, counter-speculative measures or other reasons. Market volatility of a large enough magnitude can sometimes weaken what is deemed to be a sound fundamental basis for investing in a particular market or stock. Investment expectations may therefore fail to be realised in such instances.

A3. Liquidity Risk

In certain circumstances, a Fund may not be able to purchase or sell assets in a timely manner and/or at a reasonable price, as not all securities invested in by a Fund will be listed or rated and consequently liquidity may be low. Furthermore, shares or units in certain underlying investments may trade less frequently and in smaller quantities than others. If this is the case, sufficient cash may not be available to pay out redemptions and you may not be able to get your money back when you want it.

A4. Currency Risk

Investments of a Fund may be denominated in various currencies and performance of a Fund may be strongly influenced by movements in exchange rates as currency positions held by a Fund may not correspond with securities positions held. As a result, the Investment Manager may utilise financial derivative instruments to seek to hedge against fluctuations in the relative values of the portfolio positions. Such investments require consideration of certain risks which include, among other things, trade balances and imbalances and related economic policies, unfavourable currency exchange rate fluctuations, impositions of exchange control regulation by governments, withholding taxes, limitations on the removal of Funds or other assets, policies of governments with respect to possible nationalisation of their industries, political difficulties, including expropriation of assets, confiscatory taxation and economic or political instability.

The Company may use currency hedging techniques to remove a Fund's currency exposure against its Base Currency but this may not be possible or practicable in all cases.

A5. Specialist Investment Risk

Many of our Funds are specialist in nature and invest in specific sectors, industries, markets or regions. Investment in these specialised areas may result in greater risk than investment in a broader range of sectors, industries markets or regions. Please see the Fund Specific Risks for these risks.

A6. Inflation Risk

Inflation can adversely affect the value of your Investment.

A7. Credit Risk

Investment in debt or other securities, including financial derivative instruments, may be subject to the credit risk of their issuers. In times of financial instability there may be increased uncertainty around the creditworthiness of issuers of these securities. Market conditions may mean that there are increased instances of default amongst issuers. If the issuer of any of the debt securities in which the assets of a Fund are invested defaults or suffers insolvency or other financial difficulties, the value of such Fund will be adversely affected.

A8. Taxation Risk

Potential investors' attention is drawn to the taxation risks associated with an investment in the Company. Please see the section headed "Taxation" below.

A9. Risk of Change of Laws, Regulations, Political and Economic Conditions

Changes in the applicable laws, regulations, political and economic conditions may affect substantially and adversely the business and prospects of a Fund. In addition, possible changes to the laws and regulations governing permissible activities of the Fund and the Investment Manager and any of their respective affiliates or delegates could restrict or prevent a Fund or the Investment Manager from continuing to pursue the Fund's investment objectives or to operate the Fund in the manner currently contemplated.

A10. Risk of Suspension

The calculation of the Net Asset Value of a Fund may be temporarily suspended in accordance with the procedures set out in the section of the Prospectus headed "Suspension of Calculation of Net Asset

Value". In such an event, the Fund may be unable to dispose of its investments. The delay in the disposal of a Fund's investments may adversely affect both the value of the investments being disposed of, and the value and liquidity of the Fund.

A11. Derivatives Risk

The term "derivative" traditionally applies to certain contracts that "derive" their value from changes in the value of the underlying securities, currencies, commodities or index. Investors refer to certain types of securities that incorporate performance characteristics of these contracts as derivatives. When used for hedging purposes there may be an imperfect correlation between the financial derivative instruments and the investments or market sectors being hedged. Derivatives are sophisticated instruments that typically involve a small investment of cash relative to the magnitude of risks assumed. These include swap agreements, options, futures, and convertible securities. The Funds seek to use derivative contracts and securities to reduce a Fund's volatility and increase its overall performance. While the price reaction of certain derivatives to market changes may differ from traditional investments such as stocks and bonds, derivatives do not necessarily present greater market risks than traditional investments. Derivatives are subject to credit risks related to the counterpart's ability to perform, and any deterioration in the counterpart's creditworthiness could adversely affect the instrument.

The Funds are also subject to the risk of the failure of any of the exchanges on which derivatives are traded or of their clearing houses.

Derivatives traded over-the-counter may not be standardised and thus may involve negotiations on each contract on an individual basis. This may result in over-the-counter contracts being less liquid than exchange traded derivatives. Over-the-counter markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange based" markets, and there is no clearing corporation which guarantees the payment of required amounts. This exposes the Funds to risk that a counterparty will not settle a transaction in accordance with its terms and conditions

because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the relevant Fund to suffer a loss.

Also, there are legal risks involved in using derivatives which may result in loss due to the unexpected application of a law or regulation or because contracts are not legally enforceable or documented correctly.

A12. Umbrella structure of the Company and Cross-Liability Risk

Each Fund will be responsible for paying its own fees and expenses regardless of the level of its profitability. The Company is an umbrella fund with segregated liability between Funds and under Irish law the Company generally will not be liable as a whole to third parties and there generally will not be the potential for cross liability between the Funds. Notwithstanding the foregoing, there can be no assurance that, should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Funds would necessarily be upheld.

A13. Cyber Security Risk

Like other business enterprises, the use of the internet and other electronic media and technology exposes the Company, the Company's service providers, and their respective operations, to potential risks from cyber-security attacks or incidents (collectively, "cyber-events"). Cyber-events may include, for example, unauthorised access to systems, networks or devices (such as, for example, through "hacking" activity), infection from computer viruses or other malicious software code, and attacks which shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. In addition to intentional cyber-events, unintentional cyber-events can occur, such as, for example, the inadvertent release of confidential information. Any cyber-event could adversely impact the Company and the Shareholders, and cause a Fund to incur financial loss and expense, as well as face exposure to regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures. A cyber-event may cause the Company, a Fund, or the Company's service providers to lose

proprietary information, suffer data corruption, lose operational capacity (such as, for example, the loss of the ability to process transactions, calculate the Net Asset Value of a Fund or allow Shareholders to transact business) and/or fail to comply with applicable privacy and other laws. Among other potentially harmful effects, cyber events also may result in theft, unauthorised monitoring and failures in the physical infrastructure or operating systems that support the Company and the Company's service providers. In addition, cyber-events affecting issuers in which a Fund invests could cause the Fund's investments to lose value.

The following risks are Fund specific risks and are applicable to certain Funds only.

B. Emerging Markets Risks

Applicable to the First State Asian Bond Fund, the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State Asian Property Securities Fund, the First State Asian Quality Bond Fund, the First State Australian Growth Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Emerging Markets Bond Fund, the First State Global Credit Income Fund, the First State Global Mining Fund, the First State Global Property Securities Fund, the First State Global Resources Fund, the First State Greater China Growth Fund, the First State Indian Subcontinent Fund, the First State Singapore and Malaysia Growth Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the Stewart Investors Worldwide Equity Fund and the Stewart Investors Worldwide Leaders Fund.

Certain Funds may invest more than 20 per cent of their Net Asset Value in the securities of issuers located in Emerging Markets and these are listed in Appendix 1.

Where a Fund invests in securities of issuers located in countries with emerging securities markets, risks additional to the normal risks inherent in investing in conventional securities may be encountered. The investments may be considered to be speculative in nature as they involve a greater than normal degree of risk and their

market values may be expected to be of above average volatility.

These risks include:-

- *Currency depreciation.* A Fund's assets may be invested in securities which are denominated in currencies other than those of developed countries and any income received by the Fund from those investments will be received in those currencies. Historically, many developing countries' currencies have experienced significant depreciation against the currencies of developed countries. The currencies of some developing countries may continue to fall in value against currencies of developed countries. As the Company computes the Net Asset Value of its Funds and makes distributions in U.S. dollars, there is a currency exchange risk which may affect the value of the Shares.
- *Country risk.* The value of a Fund's assets may be affected by uncertainties within each individual emerging market country in which it invests such as changes in government policies, nationalisation of industry, taxation, the underdeveloped and often untested legal system, currency repatriation restrictions and other developments in the law, practice or regulations of the countries in which the Fund may invest and, in particular, by changes in legislation relating to the level of foreign ownership in companies in some emerging countries.
- *Social, Political and Economic Factors.* The economies of many of the emerging countries where the Funds may invest may be subject to a substantially greater degree of social, political and economic instability than certain developed countries. Such instability may result from, among other things, the following; authoritarian governments, popular unrest associated with demands for improved political, economic and social conditions, internal insurgencies and terrorist activities, hostile relations with neighbouring countries and drugs trafficking. This instability might impair the financial conditions of issuers or disrupt the financial markets in which the Funds invest.
- *Taxation risk.* The tax law and practices of certain Emerging Markets may not be fully developed or sufficiently certain. Any future changes in these law and practices or their interpretation may adversely affect the Net Asset Value of a Fund.
- *Stock market practices.* Many Emerging Markets are undergoing a period of rapid growth and are less regulated than many of the world's leading stock markets. In addition market practices in relation to settlement of securities transactions and custody of assets in Emerging Markets can provide increased risk to a Fund and may involve delays in obtaining accurate information on the value of securities (which may affect the calculation of the Net Asset Value as a result) and the risk that the investments may not be accurately registered. These stock markets, in general, are less liquid than those of the world's leading stock markets. Purchases and sales of investments may take longer than would otherwise be expected on developed stock markets and transactions may need to be conducted at unfavourable prices. Some Emerging Markets require that moneys for settlement be received by a local broker significantly in advance of settlement and that assets are not transferred until some time after settlement. This exposes a Fund to additional counterparty risk arising from the activities of the broker during these periods. Liquidity may also be less and volatility of prices higher than in leading markets because of a high degree of concentration of market capitalisation and trading volumes in a small number of companies. In some Emerging Markets evidence of legal title to securities is maintained in "book-entry" form and the role of the local

registrar is critical to the registration and custody process. Such registrars may not be subject to effective governmental or regulatory supervision and it may be difficult to successfully claim against them.

- *Information quality.* Accounting, auditing and financial reporting standards, practices and disclosure requirements applicable to some companies in Emerging Markets in which a Fund may invest may differ from those applicable in developed countries because less information is available to investors and such information may be out of date or carry a lower level of assurance.
- *Custody.* Local custody services remain underdeveloped in many emerging market countries and there is a transaction and custody risk involved in dealing in such markets. In certain circumstances a Fund may not be able to recover some of its assets. Such circumstances may include the liquidation, bankruptcy or insolvency of a sub-custodian, retroactive application of legislation and fraud or improper registration of title. The costs borne by the Fund in investing and holding investments in such markets will be generally higher than in organised securities markets.
- *Registration.* 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 the registrar and open an account (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 on 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 Fund 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 Fund’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 Fund. 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 Fund 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 Fund as the registered holder of shares previously purchased by the Fund due to the destruction of the company’s register.

- *Investment in Russia.* A Fund may invest in the securities of Russian issuers. Investment in these securities presents many of the same risks as investing in securities of issuers in other emerging market economies, as described in the

immediately preceding section. However, the social, political, legal and operational risks of investing in Russian issuers, and of having assets custodied within Russia may be particularly pronounced. Certain Russian issuers may also not meet internationally accepted standards of corporate governance. A risk of particular note with respect to investment in Russian securities is the way in which ownership of shares of private companies is recorded. The ownership of, and settlement of transactions in, many Russian securities has been moved to a central securities depository, the National Settlement Depository ("NSD"). The Depository or its local agent in Russia is a participant on the NSD. The NSD in turn is reflected as the nominee holder of the securities on the register of the relevant issuer. Therefore, while this is intended to provide a centralised and regulated system for recording of the ownership of, and settlement of transactions in, Russian securities, it does not eliminate all of the risks associated with the registrar system outlined above.

As a result of Russia's action in Crimea, as at the date of this Prospectus, the US, the EU and other countries have imposed sanctions on Russia. The scope and level of the sanctions may increase and there is a risk that this may adversely affect the Russian economy and result in a decline in the value and liquidity of Russian securities, a devaluation of the Russian currency and/or a downgrade in Russia's credit rating. These sanctions could also lead to Russia taking counter measures more broadly against Western and other countries. Depending on the form of action which may be taken by Russia and other countries, it could become more difficult for the Fund(s) with exposure to Russia to continue investing in Russia and/or to liquidate Russian investments and expatriate funds out of Russia. Measures taken by the Russian government could include freezing or seizure of Russian

assets of European residents which would reduce the value and liquidity of any Russian assets held by the Fund(s).

In addition to the above risks, investors' attention is drawn to the fact that while the objective of all the Funds is medium to long-term capital growth, those Funds that invest in fast-growing economies or limited or specialist sectors may be expected to experience above-average volatility and the Net Asset Value of those Funds will be affected accordingly. Investors should regard investment in such Funds as long-term in nature, although the possibility of a change in an investor's personal circumstances is recognised by permitting redemptions on each Dealing Day. Investment in the securities of smaller companies can involve greater risk than is customarily associated with investment in large, more established companies. In particular, smaller companies often have limited product lines, markets or financial resources and may be dependent for their management on a limited number of key individuals. **Although the Directors consider that a truly diversified global portfolio should include a certain level of exposure to Emerging Markets, it is recommended that an investment in any of the Funds which invest primarily in Emerging Markets should not constitute a substantial proportion of an investor's portfolio.**

C. Indian Subcontinent Risk

Applicable to the First State Indian Subcontinent Fund.

Investing to a large extent in companies incorporated in or listed on regulated markets in India and the other countries of the Indian subcontinent carry specific risks.

India's political, social and economic stability is due to its developing status. Certain developments, beyond the control of a Fund could adversely affect the Fund's investments.

Being a rural economy, severe monsoons or drought conditions could impact India's agricultural production and decrease momentum in some sectors of the Indian

economy, which could adversely affect a Fund's investments.

The Indian stock exchanges may be more volatile than the stock markets of more developed countries.

D. China Market Risk

Applicable to the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State Asian Property Securities Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the Stewart Investors Worldwide Equity Fund and the Stewart Investors Worldwide Leaders Fund.

The value of a Fund's assets may be affected by uncertainties such as political developments, changes in government policies, taxation, currency repatriation restrictions and restrictions on foreign investment in China. Accounting, auditing and reporting standards in China may not provide the same degree of investor protection or information to investors as would generally apply in more established securities markets. Furthermore, the legislative framework in China for the purchase and sale of investments and in relation to beneficial interests in those investments is relatively new and untested.

Both the Shanghai and Shenzhen securities markets are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions and difficulty in interpreting and applying the relevant regulations.

Under the prevailing tax policy in China, there are certain tax incentives available to foreign investment. There can be no assurance, however, that these tax incentives will not be abolished in the future.

Many of the People's Republic of China ("PRC") economic reforms are unprecedented or experimental and are subject to adjustment and modification, and such adjustment and modification may not

always have a positive effect on investment in listed securities such as China A Shares.

The choice of China A Share issues currently available to the Investment Manager may be limited as compared with the choice available in other markets. There may also be a lower level of liquidity in the China A Share markets, which are relatively smaller in terms of both combined total market value and the number of China A Shares which are available for investment as compared with other markets. This could potentially lead to severe price volatility.

The national regulatory and legal frameworks for capital markets and joint stock companies in the PRC are still developing when compared with those of developed countries. Currently, joint stock companies with listed China A Shares are undergoing split-share structure reform to convert state owned shares or legal person shares into transferable shares with the intention to increase liquidity of China A Shares. However, the effects of such reform on the A-Shares market remain to be seen.

Also, the PRC government's control of currency conversion and future movements in exchange rates may adversely affect the operations and financial results of the companies invested in by a Fund.

In light of the above mentioned factors, the price of China A Shares may fall significantly in certain circumstances.

The tax laws, regulations and practice in the PRC are constantly changing, and they may be changed with retrospective effect.

A Fund may invest directly in China A Shares via FSIM UK's QFII quota and by also investing through Stock Connect. A Fund may also invest indirectly in China A Shares by investing in open-ended collective investment schemes that have obtained access to China A Shares through a QFII, Renminbi Qualified Foreign Institutional Investor ("RQFII"), Stock Connect, or in equity linked or participation notes.

Under current rules in China, a single foreign investor's shareholding in a listed company is limited to 10 per cent of the company's total issued shares. In addition, all foreign

investors' shareholdings in the China A Shares of a listed company (whether through Stock Connect, QFII or RQFII) are not permitted in aggregate to exceed 30 per cent of its total issued shares. If the aggregate foreign investors' shareholdings of China A Shares of a single issuer exceeds the 30 per cent threshold, the foreign investors concerned will be requested to sell the shares on a last-in-first-out basis within five trading days. The Company and its brokers are unlikely to have visibility on whether the Company's investments will be subject to the force-sell requirements. Where the Company is subject to a forced sale of its China A Shares, the usual investment parameters under which investment decisions are made for the relevant Fund may not be adhered to.

The Investment Manager currently does not intend to make any provision for PRC taxes in relation to the Fund's investments in any securities that are linked to the China markets. If such PRC taxes are imposed on the Fund, the net asset value of the Fund may be adversely impacted and investors may as a result suffer loss.

E. Real Estate Funds Risks

Applicable to the First State Asian Property Securities Fund and the First State Global Property Securities Fund.

The ability to trade REITS in the secondary market can be more limited than other stocks. The liquidity of REITS on the major stock exchanges is on average less than the typical stock quoted on a particular index on an exchange. This may also be the case in jurisdictions other than the U.S.

The prices of equity REITs are affected by changes in the value of underlying property owned by the REITs and changes in capital markets and interest rates. The prices of mortgage REITs are affected by the quality of any credit they extend, the creditworthiness of the mortgages they hold, as well as by the value of the property that secures the mortgages.

While the Fund will not invest in real property directly, the Fund may be subject to risks similar to those associated with the direct ownership of real property (in addition to securities market risks) because of its policy of concentrating its investments in the real

estate industry. These risks include declines in the value of real property, risks related to general and local economic conditions, dependency on management skill, heavy cash flow dependency, adverse changes in the operations of any property or the financial condition of any tenant, possible lack of availability of mortgage funds, overbuilding, extended vacancies of properties, increased competition, increases in property taxes and operating expenses, changes in zoning laws, losses due to costs resulting from the clean-up of environmental problems, liability to third parties for damages resulting from environmental problems, casualty or condemnation losses, limitations on rents, changes in neighbourhood values and in appeal of properties to tenants and changes in interest rates.

In addition to these risks, equity REITs may be affected by changes in the value of the underlying property owned by the trusts, while mortgage REITs may be affected by the quality of any credit they extend. Further, equity REITs and mortgage REITs are dependent upon management skills and generally may not be diversified. Equity REITs and mortgage REITs are also subject to heavy cash flow dependency, defaults by borrowers and self-liquidation. There is also the risk that borrowers under mortgages held by REITs or lessees of a property that REITs may own may be unable to meet their obligations to the REITs. In the event of a default by a borrower or lessee, the REITs may experience delays in enforcing its rights as a mortgage or lessor and may incur substantial costs associated with protecting its investments.

F. Industry or Sector Risk

Applicable to the First State Asian Property Securities Fund, First State Global Agribusiness Fund, the First State Global Listed Infrastructure Fund, the First State Global Mining Fund, the First State Global Property Securities Fund and the First State Global Resources Fund.

Where a Fund invests primarily in fast growing economies or limited or specialist sectors, it may be subject to greater risk and above average market volatility than an investment in a broader range of securities covering different economic sectors. Technology and technology-related

industries may be subject to greater government regulation than many other industries. Accordingly, changes in governmental policies and the need for regulatory approvals may have an adverse effect on these industries. Additionally, companies in those industries will be subject to the inherent risks of developing technologies, competitive pressures and other factors particularly affecting the technology sector and are dependent upon consumer and business acceptance as new technologies evolve.

Where a Fund invests in specialist sectors such as the agricultural sector, it may also be subject to greater risk from changing supply and demand relationships, adverse weather, natural disasters, livestock diseases, governmental policies and trade regimes, as well as international economic and political developments. As a result, the value of such Fund may be subject to adverse and sudden changes.

G. Single Country Risk

Applicable to the First State Australian Growth Fund, First State China Focus Fund, the First State China Growth Fund, the, the First State Hong Kong Growth Fund, the First State Japan Equity Fund, the First State Long Term Bond Fund and the First State Singapore and Malaysia Growth Fund.

Where a Fund invests primarily either in a single country or a small number of countries, it may be subject to greater risk and above average market volatility than an investment in a broader range of securities covering multiple countries.

H. Single Sector Risk

Applicable to the First State Asian Property Securities Fund, the First State Global Agribusiness Fund, the First State Global Listed Infrastructure Fund, the First State Global Mining Fund, the First State Global Property Securities Fund and the First State Global Resources Fund.

Investing in a single sector offers the potential of higher returns but may involve a higher degree of risk than a more diversified portfolio.

I. Smaller Companies Risk

Applicable to the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asian Property Securities Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Global Agribusiness Fund, the First State Global Listed Infrastructure Fund, the First State Global Mining Fund, the First State Global Property Securities Fund, the First State Global Resources Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the First State Indian Subcontinent Fund, the First State Japan Equity Fund, the First State Singapore and Malaysia Growth Fund and the Stewart Investors Worldwide Equity Fund.

Investing in smaller companies may be less liquid than the securities of larger companies. Securities in smaller companies may provide the potential for higher returns, but also involve additional risks.

The securities of smaller companies may be more volatile than the securities of larger companies.

J. Listed Infrastructure

Applicable to the First State Global Listed Infrastructure Fund.

Investments in new infrastructure projects during the construction phase carry certain risks. For example, there may be a residual risk that projects will not be completed within budget, within the agreed timeframe or to the agreed specifications; that the operations of infrastructure projects might be exposed to unplanned interruptions caused by natural disasters or terrorist attacks; or that operational and/or supply disruption, could adversely impact the cash flows available from infrastructure assets.

National and local environmental laws and regulations may also affect the operations of infrastructure projects. Standards set and regulations imposed regarding certain aspects of health and environmental quality, impose penalties and other liabilities for the violation of such standards, and may establish obligations to rehabilitate facilities and locations where operations are, or were conducted, which may have an impact on the

financial performance of infrastructure projects.

K. Investment in Agriculture and Related Opportunities

Applicable to the First State Global Agribusiness Fund.

Investing in the agricultural and related sectors on a global basis is subject to additional risks associated with the agricultural business. A Fund's investments will be exposed to global and local environmental, economic, legislative and regulatory factors affecting agricultural industries and property values which may adversely affect the value of these investments. A Fund may be indirectly exposed to a concentration of investments in a small number of territories or geographical regions.

L. Reliability of Credit Ratings

Applicable to the First State Asian Bond Fund, the First State Asian Quality Bond Fund, the First State Emerging Markets Bond Fund, the First State Global Bond Fund, the First State Global Credit Income Fund, the First State High Quality Bond Fund and the First State Long Term Bond Fund.

The ratings of fixed-income securities by institutions such as Moody's and Standard & Poor's are a generally accepted barometer of credit risk. They are, however, subject to certain limitations from an investor's standpoint. The rating of an issuer is heavily weighted by past developments and does not necessarily reflect probable future conditions. There is frequently a lag between the time the rating is assigned and the time it is updated. In addition, there may be varying degrees of difference in the credit risk of securities within each rating category. In the event of a downgrade in the credit ratings of a security or an issuer issuing a security, the value of a Fund investing in such security may be adversely affected.

M. Interest Rate Risk

Applicable to the First State Asian Bond Fund, the First State Asian Quality Bond Fund, the First State Emerging Markets Bond Fund, the First State Global Bond Fund, the First State Global Credit Income Fund, the First State High Quality Bond Fund and the First State Long Term Bond Fund.

Where a Fund invests primarily in fixed income securities, the value of the Fund's investments fluctuates in response to movements in interest rates. If rates go up, the value of debt securities fall; if rates go down, the value of debt securities rise. Bonds with longer maturities tend to be more sensitive to interest rate movements than those with shorter maturities. Periods of high interest rates and recession may adversely affect the issuer's ability to pay interest and principal, and to obtain additional business.

N. High Yield Risk

Applicable to the First State Asian Bond Fund, the First State Emerging Markets Bond Fund, the First State Global Bond Fund, the First State Global Credit Income Fund and the First State High Quality Bond Fund.

To the extent that the Fund invests in lower-rated debt securities, these securities, while usually offering higher yields, generally have more risk and volatility than high-rated securities, because of reduced credit worthiness, liquidity and greater chance of default.

O. Investment in Equity Linked Notes

Applicable to the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Greater China Growth Fund and the Stewart Investors Global Emerging Markets Leaders Fund..

Equity linked notes are subject to the terms and conditions imposed by their issuers. These terms may lead to delays in implementing the Investment Manager's investment strategy due to the restrictions they may place on the issuer acquiring or disposing of the securities underlying the equity linked notes, or on the implementation of redemptions and payment of redemption proceeds to a Fund. Investment in equity linked notes can be illiquid as there is no active market in equity linked notes. In order to meet realisation requests, a Fund relies upon the counterparty issuing the equity linked notes to quote a price to unwind any part of the equity linked notes. This price will reflect the market liquidity conditions and the size of the transaction.

Investment through equity linked notes may lead to a dilution of performance of the Fund when compared to a Fund investing directly in similar assets due to fees embedded in the notes. In addition, when a Fund intends to invest in a particular security through equity linked notes, there is no guarantee that subsequent application monies for Shares in a Fund can be immediately invested in a particular security through equity linked notes. This may impact the performance of the Fund.

As a Fund will invest in equity linked notes, performance of the Fund may be adversely affected if the issuer of the equity linked notes defaults due to a credit or liquidity problem.

An investment in an equity linked note entitles the holder to certain cash payments calculated by reference to the shares to which the equity linked note is linked. It is not an investment directly in the shares themselves. An investment in the equity linked note does not entitle the holder to the beneficial interest in the shares nor to make any claim against the institution issuing the shares.

A Fund may invest in the China A Share market through the equity linked notes issued by institutions which have obtained the QFII status in China. Certain restrictions imposed by the Chinese government on QFIIs may have an adverse effect on the Fund's liquidity and performance. QFIIs are subject to restrictions on the maximum stake which can be held in any one listed company. Transaction sizes for QFIIs are large and there are lock-up restrictions on repatriation of capital invested by a QFII in China. These restrictions will impact on the terms of any equity linked notes acquired by the Fund. In order to reduce such impact, the Fund will generally invest in equity linked notes that are realisable on each Dealing Day under normal market conditions, subject to the credit risk of the counterparty.

Valuation of the equity linked notes will be the probable realisation value which shall be performed in accordance with the terms of the Articles of Association and therefore may be obtained from the issuer (in accordance with the terms of the equity linked notes), or independent third parties. Investors should

note that different issuers of equity linked notes may have different terms for the equity linked notes and may have varying valuation principles. Generally, valuation will be based on, among other factors, the closing price of the relevant China A Shares underlying the equity linked notes. If the equity linked notes are not denominated in RMB, the value of the equity linked notes may also be subject to the foreign exchange conversion between RMB and the currency in which the equity linked notes are denominated. Valuation of the equity linked notes may also involve the imposition of any bid and offer spread or any other charges by the issuer. Valuation uncertainties such as foreign exchange conversion risk, bid and offer spread and other charges could have an adverse effect on the net asset value of a Fund.

As the assets and liabilities of a Fund may be denominated in currencies different from the Base Currency of the Fund, the Fund may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between the Base Currency and other currencies.

P. Investments in collective investment schemes

Applicable to the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State Asian Property Securities Fund, the First State Australian Growth Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Global Agribusiness Fund, the First State Global Listed Infrastructure Fund, the First State Global Property Securities Fund, the First State Global Resources Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the First State Indian Subcontinent Fund, the First State Japan Equity Fund, the First State Singapore and Malaysia Growth Fund, the First State Global Mining Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the Stewart Investors Worldwide Equity Fund and the Stewart Investors Worldwide Leaders Fund.

A collective investment scheme in which an Equity Fund may invest may have less frequent dealing days than the Equity Fund

and this could impair the Equity Fund's ability to distribute redemption proceeds to a Shareholder who wishes the Company to redeem its Shares because of the Equity Fund's inability to realise its investments. In circumstances where the underlying scheme has less frequent dealing days than the Equity Fund and where requests for the redemption of Shares exceed 10 per cent of the Equity Fund's Net Asset Value on a Dealing Day, it may be necessary for the Company to impose a restriction on the redemption of its Shares in excess of that specified amount because the Equity Fund is unable to realise its investments in the underlying scheme or other investments to meet the redemption requests on that Dealing Day. This may mean that a Shareholder's redemption request is not met on that Dealing Day but will then be dealt with on the next and/or subsequent Dealing Days. This limitation will apply pro rata so that all Shareholders wishing to redeem Shares will realise the same proportion. In addition, the underlying scheme may itself impose a restriction on the redemption of its shares in circumstances where the redemption requests it receives exceed a certain threshold or percentage of its shares in issue on a particular dealing day. The imposition of such a restriction by the underlying scheme will also affect the Equity Fund's ability to realise its investment in that scheme in a timely manner.

Q. Charges against capital

Applicable to the First State Asian Equity Plus Fund, the First State Asian Property Securities Fund, the First State Emerging Markets Bond Fund, the First State Global Credit Income Fund, the First State Global Listed Infrastructure Fund and the First State Global Property Securities Fund.

Fees and expenses are charged against the capital of certain Funds. Deducting expenses from capital reduces the potential for capital growth and on any redemption Shareholders may not receive back the full amount invested.

R. Below Investment Grade and Unrated Debt Securities Risk

Applicable to the First State Asian Bond Fund, the First State Asian Quality Bond Fund, the First State Emerging Markets Bond Fund, the First State Global Bond Fund, the

First State Global Credit Income Fund, the First State High Quality Bond Fund and the First State Long Term Bond Fund.

Certain Funds may invest in securities which are below investment grade (as described in more detail in the investment policies of the relevant Funds) or which are unrated. These securities are speculative and involve a greater risk of default and price changes than investment grade debt securities due to changes in the issuer's creditworthiness. Low rated debt securities generally offer a higher current yield than higher grade issues. However, the market prices of these securities fluctuate more than investment grade debt securities and may decline significantly in periods of general economic difficulty. The market for lower rated debt securities may not be liquid at all times. In a relatively illiquid market a Fund may not be able to acquire or dispose of such securities quickly and as such a Fund may experience adverse price movements upon liquidation of its investments. Settlement of transactions may be subject to delay and administrative uncertainties.

S. Currency Hedged Share Class Risk

Applicable to the First State Global Credit Income Fund.

A Fund may issue Classes where the class currency is different to the Base Currency of the Fund. Accordingly the value of a Shareholder's investment may be affected favourably or unfavourably by fluctuations in the rates of the different currencies. The Company may create Currency Hedged Share Classes to hedge the resulting currency exposure back into the currency of the relevant Class. In addition, the Company may hedge currency exposure due to investing in assets denominated in a currency other than the Fund's Base Currency.

Whilst these hedging strategies aim to reduce the losses to a Shareholder's investment if the currency of that Currency Hedged Share Class or the currencies of the underlying assets which are denominated in currencies other than the Fund's Base Currency fall against that of the Base Currency of the relevant Fund the use of hedging strategies may substantially limit

Shareholders of Shares in the relevant Class from benefiting if the currency of that Currency Hedged Share Class rises against that of the Base Currency of the relevant Fund and/or the currency in which the assets of the relevant Fund are denominated. The gains and losses on and the costs of such hedging transactions will accrue solely to the relevant Currency Hedged Share Class.

The Currency Hedged Share classes in the First State Global Credit Income Fund intends to reduce exposure to exchange rate fluctuations between the Base Currency of the Fund and the currency of denomination of the Currency Hedged Share Class.

Investors should be aware that any currency hedging process may not give a precise hedge. Furthermore, there is no guarantee that the hedging will be totally successful and no hedging strategy can eliminate currency risk entirely. Investors in the Currency Hedged Share Classes may have exposure to currencies other than the currency of their Share Class and may also be exposed to the risks associated with the instruments used in the hedging process.

Due to factors outside the control of the Company, currency exposure may be over or under hedged but over hedged positions will not be permitted to exceed 105 per cent of the net assets of the relevant Currency Hedged Share Class. Hedged positions will be kept under review to ensure that over hedged positions will not be permitted to exceed 105 per cent. Such review will incorporate a procedure to ensure that positions materially in excess of 100 per cent will not be carried forward from month to month.

In the case of a subscription or redemption request for Shares in a Currency Hedged Share Class, the hedging strategies may not be accurately adjusted and reflected in the Net Asset Value of the relevant Currency Hedged Share Class until the Business Day following the day on which the subscription or redemption request was accepted.

T. Global Resources Risk

Applicable to the First State Global Mining Fund and the First State Global Resources Fund.

Where a Fund invests primarily in the global resources sector (such as the natural resources and energy sectors), it may be vulnerable to price fluctuations and other factors that particularly affect the relevant sectors.

U. Property Securities Risk

Applicable to the First State Asian Property Securities Fund and the First State Global Property Securities Fund.

Where a Fund invests primarily in the shares of companies that are involved in property (like REITS) rather than property itself, the Fund is subject to the risks associated with direct ownership of the property (in addition to securities markets risks). Accordingly the value of these investments may fluctuate more than actual property.

V. Concentrated Risk

Applicable to the First State Global Listed Infrastructure Fund.

Where a Fund invests in a relatively small number of companies, it may be subject to greater risk of the Fund suffering proportionately higher loss should the shares in a particular company decline in value or otherwise be adversely affected than a Fund that invests in a large number of companies.

W. Sovereign Debt Risk

Applicable to the First State Asian Bond Fund, the First State Asian Quality Bond Fund, the First State Emerging Markets Bond Fund, the First State Global Bond Fund, the First State High Quality Bond Fund and the First State Long Term Bond Fund.

Certain Funds may invest substantially in debt securities issued or guaranteed by governmental entities or their agencies. Government debtors may default on their debt and holders of government debt, including the Funds, may be requested to participate in the rescheduling of such debt and to extend further loans to government debtors.

If the government debtor defaults, the Funds may have limited legal recourse against the issuer and/or guarantor. There is no assurance that the sovereign debts for which the relevant government debtor has defaulted may be collected in whole or in part.

X. Risks of Investing in China A Shares via QFII

Applicable to the First State Asian Equity Plus Fund, the First State China Growth Fund and the First State Greater China Growth Fund.

FSIM UK has been granted a licence from the CSRC to act as a QFII and has been granted an investment quota (the “QFII quota”) by the SAFE.

By way of a facility arrangement between FSIM UK and the Company, FSIM UK has agreed to make available a portion of its QFII quota as an investment facility to the Company (“Facility Arrangement”) so as to enable various Funds of the Company to invest directly in China A Shares and other eligible securities under the QFII regime, including stocks which are traded and transferred on a stock exchange in the PRC, securities investment funds and other financial instruments permitted by the CSRC or the People’s Bank of China. Such investments will be managed on behalf of the relevant Funds by the Investment Manager and / or Sub-Investment Manager (as applicable) rather than FSIM UK.

The relevant Funds do not have exclusive use of FSIM UK’s QFII quota, as the remaining portion will be used by FSIM UK to invest directly in China A Shares on behalf of other collective investment schemes for which it acts as investment manager or sub-investment manager (each, for the purposes of this risk factor, an “Other Scheme”).

The relevant Funds can therefore gain exposure to China A Shares either by investing directly in China A Shares via FSIM UK’s QFII quota and/or indirectly by investing in an Other Scheme which invests in China A Shares via FSIM UK’s QFII quota.

For the avoidance of doubt, direct investment in China A Shares through the QFII quota of FSIM UK is limited to 10 per cent of the net asset value of each relevant Fund.

General China A Shares Risks

Exposure to China A Shares involves the taking of certain risks which are inherent in such an investment, including the following:

Uncertainty on the applicable regulations:

Investments in China A Shares are subject to certain rules and regulations which are promulgated by the Government of the PRC. These rules and regulations may be applied inconsistently or not at all and are subject to change at any time. There is no assurance that any future changes in the rules and regulations or their interpretation or their enforcement will not have a material adverse effect on the relevant Fund’s investments in the PRC.

Risks relating to suspension of the PRC stock markets: Securities exchanges in the PRC typically have the right to suspend or limit trading in any security traded on the relevant exchange. In particular, trading band limits are imposed by the stock exchanges on China A Shares, whereby trading in any China A Shares on the relevant stock exchange may be suspended if the trading price of the security fluctuates beyond the trading band limit. Such a suspension would make any dealing with the existing positions impossible and would potentially expose the relevant Fund to losses. Further, when the suspension is subsequently lifted, it may not be possible for the Fund to liquidate positions at a favourable price, which could also entail losses for the Fund.

Risks Specific to Direct Investments in China A Shares via QFII

Risks associated with QFII rules and regulations: The QFII rules and regulations under which the relevant Fund will invest in the PRC via FSIM UK’s QFII quota are relatively new and give the CSRC, the People’s Bank of China and the SAFE wide discretion on their interpretation. There are no precedents on how such discretion might be exercised for issues that have not been clearly provided in the QFII regulations, therefore leaving a considerable amount of uncertainty. Such QFII regulations are undergoing continual change: they may therefore be subject to further revisions in the future, and there is no assurance that such revisions would not prejudice QFIIs, or result in the substantial or entire removal of QFII quotas (including the quota utilised for the Funds). The CSRC, the People’s Bank of China and/or SAFE may have power in the future to impose new restrictions or conditions on or terminate FSIM UK’s QFII status which may adversely affect the

relevant Funds and its shareholders. It is not possible to predict how such changes would affect the relevant Funds.

The prevailing rules and regulations governing QFII licence holders impose restrictions on the types of investments, minimum investment holding periods and restrictions on remittance as well as on the repatriation of principal and profits in relation to investments made by or through QFII, which may restrict or affect a Fund's investments. Under current QFII regulations, any investments made by a relevant Fund through the QFII quota may not be repatriated within three months of the remittance by the Fund and thereafter the net difference between subscription and redemption amounts may only be effected on a weekly basis up to a maximum cumulative limit of 20 per cent of the total value of the onshore investments made by the relevant Fund via the QFII quota as at the end of the previous year and so the liquidity of the investment is determined by reference to historical amounts invested by the relevant Fund in these investments. Also, as more than one of the Funds may utilise the QFII quota, the repatriation of funds by a relevant Fund may be restricted by the level of investments and subscriptions and redemptions made via the QFII quota by the other relevant Funds.

The ability of the relevant Funds to invest in China A Shares and any other permissible PRC securities may be restricted accordingly.

QFIIs are required to remit the entire investment principal for their quota in the PRC within six months of the quota being issued by SAFE. The amount actually remitted shall in no case be less than US\$20 million. If FSIM UK (as a QFII) fails to remit at least US\$20 million under its QFII quota into the PRC within six months, its QFII quota shall be cancelled. Such requirements may change from time to time.

Liquidity Risks: The PRC laws and practice may affect FSIM UK's ability to liquidate investments and to remit the proceeds thereof out of the PRC. The repatriation of monies to the relevant Fund out of the PRC is subject to certain restrictions (such as lock-up periods and restrictions on the amounts to

be repatriated) and, in some cases, to obtaining approval from SAFE. The QFII regulations and/or the approach adopted in relation to the repatriation limit may change from time to time. A repatriation of principal and/or profits over and above the limit will require approval from SAFE which may delay payment of redemption proceeds relating to the relevant Fund's investment in the China A Shares; there is no assurance that such approval will be granted.

These restrictions on the repatriation of principal and profits imposed by the QFII regulations may have an adverse impact on the liquidity of the relevant Funds' portfolio. The Company will nevertheless ensure that the overall liquidity of the relevant Funds' portfolios is maintained.

Dependence on FSIM UK's QFII quota and QFII licence: To gain direct exposure to the China A Shares, the relevant Funds are dependent on gaining access to FSIM UK's QFII quota through the Facility Arrangement and on obtaining advice in relation to its investments in the PRC markets.

Should FSIM UK for any reason be subject to a reduction or a revocation of its QFII quota, the relevant Funds may partly or totally lose access to FSIM UK's QFII quota and may no longer be able to invest directly in China A Shares to meet all proposed investments to be made by the relevant Funds. Also, these circumstances may require the relevant Funds to dispose of its holdings in China A Shares which may have a material adverse effect on the Funds. If the Facility Arrangement is terminated, the relevant Funds will lose access to FSIM UK's QFII quota and may no longer be able to invest directly into China A Shares via the QFII scheme. FSIM UK's QFII licence may also be revoked or terminated or otherwise invalidated at any time by reason of a change in applicable law, regulations, practice or other circumstances, an act or omission of FSIM UK or for any other reasons. In such event, all assets held by Citibank (China) Co., Ltd, (the "QFII depository") for the account of the relevant Funds will be liquidated and repatriated in accordance with applicable laws and regulations; this may lead to significant losses to the relevant Funds and there may be delays in the payment of the amount invested in China A Shares.

As set out above, the relevant Funds do not have exclusive use of FSIM UK's QFII quota. Investors should be aware that the QFII regulations generally apply to FSIM UK (and its QFII quota) as a whole and not solely in relation to the investments made by the relevant Funds: such Funds may therefore be adversely affected for reasons linked to the use of the QFII quota for Other Schemes (for example, the Funds could be exposed to particular disclosure requirements or suffer from regulatory action linked to a breach of the QFII regulations) (including revocation of the QFII quota).

There is no assurance that sufficient QFII quota will be allocated to such Funds via the Facility Arrangement to meet their planned investment in China A Shares via the QFII scheme.

Currency risk: The Renminbi is not, as of the date of this Prospectus, a freely convertible currency, and is subject to the foreign exchange control policies of the PRC government.

Direct investments by the relevant Funds in China A Shares will be made through FSIM UK's QFII quota in Renminbi, and the relevant Funds will therefore be exposed to any fluctuation in the exchange rate between the Base Currency of each relevant Fund and the Renminbi in respect of such investment. The relevant Funds may also be adversely affected by controls of currency conversions by the PRC government.

For the purposes of investment through the QFII scheme, Renminbi are exchangeable into US Dollars at prevailing market rates. The relevant Fund will be subject to bid/offer spread on currency conversion and transaction costs. Such foreign exchange risk and costs of conversion may result in losses to the relevant Fund. There can be no assurance that the Renminbi will not be subject to devaluation or revaluation or that shortages in the availability of foreign currency will not develop.

Custody risks: China A Shares traded on the Shanghai and Shenzhen Stock Exchanges are dealt and held in dematerialized form through the China Securities Depository and Clearing Corporation Limited ("CSDCC"). Securities purchased on behalf of a relevant

Fund using FSIM UK's QFII quota are required to be recorded by CSDCC as credited to a securities trading account maintained in the joint names of FSIM UK and the relevant Fund. As a matter of PRC law, FSIM UK as QFII should have no ownership interest in the securities and the relevant Fund should be ultimately and exclusively entitled to ownership of the securities. However, given that FSIM UK belongs to a group of companies, there is a risk that creditors of the group may incorrectly assume that the relevant Fund's assets belong to the group or to FSIM UK and such creditors may seek to gain control of such Fund's assets to meet the liabilities of the FSIM UK or its group.

The evidence of title of exchange-traded securities in the PRC consists only of electronic book-entries in the depository and/or registry associated with the exchange. These arrangements of the depositories and registries are new and not fully tested in regard to their efficiency, accuracy and security.

In the event that there is an over-purchase of PRC securities by the relevant Fund, the CSDCC may require collateral from the Fund's securities trading account. It is possible that the QFII depository may also be required by law to select and provide CSDCC with PRC securities from the securities account as collateral for the over-purchase of a party other than the relevant Fund and investors should note that the relevant Fund's assets may be so provided to the CSDCC.

Investors should note that cash deposited in the cash account of a relevant Fund with the QFII depository will not be segregated but will be a debt owed from the QFII depository to the QFII on behalf of the relevant Fund as a depositor. Such cash will be co-mingled with cash belonging to other clients of the QFII depository. In the event of bankruptcy or liquidation of the QFII depository, the relevant Fund will not have any proprietary rights to the cash deposited in such cash account, and such Fund will become an unsecured creditor, ranking *pari passu* with all other unsecured creditors of the QFII depository. The relevant Fund may face difficulty and/or encounter delays in recovering such debt, or may not be able to recover it in full or at all, in which case such Fund will suffer losses.

PRC Brokers and Best Execution: The relevant Funds may have difficulty in consistently obtaining best execution for all transactions in China A Shares or other permissible securities as a consequence of restrictions/limitations under applicable QFII regulations or operational constraints such as the restriction/limitation as to the number of brokers that FSIM UK as QFII may appoint. Each relevant Fund will use one or more PRC brokers appointed by FSIM UK to execute transactions in the PRC markets for the account of such Fund. If a PRC broker offers the standards of execution which FSIM UK reasonably believes to be amongst best practice in the PRC marketplace, FSIM UK may determine that it should consistently execute transactions with that PRC broker (including where it is an affiliate) notwithstanding that such transactions may not be executed at the best price and such PRC brokers shall have no liability to account to the relevant Fund in respect of the difference between the price at which the relevant transactions have been executed and any other price that may have been available in the market at that relevant time. There can be no guarantee that the execution of transactions will be at the best price available or that best execution of all transactions can be achieved.

Disclosure of Interests and Short Swing Profit Rule: Under the PRC disclosure of interests requirements, the Company or the relevant Funds may be deemed to be acting in concert with other investors (for example, funds managed within FSIM UK's group) and may be subject to the risk that the Company or the relevant Funds' holdings may have to be reported in aggregate with the holdings of such other funds should the aggregate holding trigger the reporting threshold under the PRC law, currently being 5 per cent of the total shares in issue of the relevant PRC listed company. This may expose the relevant Funds' holdings to the public which may have an adverse impact on the Funds.

In addition, subject to the interpretation of PRC courts and PRC regulators, the operation of the PRC short swing profit rule may be applicable to the relevant Fund's investments with the result that where the holdings of the relevant Fund (possibly in aggregate with the holdings of other investors deemed as concert parties of the Fund)

exceed 5 per cent of the total shares in issue of a PRC listed company, the relevant Fund may not reduce its holdings in such company for a period of six months following its last purchase of shares of such company.

Investment Restrictions: There are limits on the total number of China A Shares held by all foreign investors in one PRC listed company and so the capacity of a relevant Fund to make investments in China A Shares will be affected by the activities of all other foreign investors investing through QFIIs.

In particular, each relevant Fund, by obtaining exposure to the PRC securities markets via the QFII quota, is subject to the following restrictions:

- (a) the shareholding of a single foreign investor (such as the relevant Fund), who invests via one or more QFIIs in a single listed company, cannot exceed 10% of the total issued shares of the single listed company;
- (b) the aggregate shareholding of China A Shares by all foreign investors, who invest via one or more QFIIs in a single listed company, cannot exceed 30% of the total issued shares in such company.

PRC Taxation Risk: In November 2014, the Chinese authorities released a statement confirming that foreign investors will not be subject to taxation in the PRC on capital gains derived from the trading of shares and other equity interest investments through the QFII licence on or after 17 November 2014. This is on the basis that the QFII licence holder is without an establishment or place in the PRC or having an establishment or place in the PRC but the income so derived in the PRC is not effectively connected with such establishment or place. This is a temporary exemption with no indication of an expiry date therefore there can be no certainty that the China A Shares will not attract a liability to tax in the future. This tax may be levied on any capital gain that such shares have or on any other aspect of such shares. There can be no certainty of the level of tax which will apply or the period which it will be levied in respect of. FSIM UK as QFII may retain an amount from the performance of such shares to be able to satisfy any such liability in the event that it

arises, however any level of provision (or no provision) may be inadequate to meet the PRC tax liabilities that may arise.

Risks Specific to Indirect Investment in China A Shares via an Other Scheme

The above restrictions imposed on QFII licence holders by the PRC government may have an adverse effect on an Other Scheme's liquidity and performance. Accordingly, the Company, the relevant Fund or the Other Scheme itself may not be able to sell or decrease exposure to China A Shares in which the Other Scheme has invested even in the event that it wishes to do so.

Conflicts of Interest

In the event that FSIM UK is granted an additional QFII quota in the future, it may be faced with conflicting interests in terms of allocating its additional QFII quota between the relevant Funds of the Company, Other Scheme and any of its other clients.

However, in accordance with its conflicts of interest policy, FSIM UK will endeavour to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients in the event that any such conflict arises.

Y. Risks specific to Investment in eligible China A Shares via Stock Connect

Applicable to the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the Stewart Investors Worldwide Equity Fund and the Stewart Investors Worldwide Leaders Fund.

Stock Connect is a securities trading and clearing linked program developed by the Hong Kong Exchanges and Clearing Limited ("HKEx"), the Shanghai Stock Exchange ("SSE") and the China Securities Depository and Clearing Corporation Limited ("ChinaClear") with an aim to achieve mutual

stock market access between the PRC and Hong Kong ("Stock Connect"). Stock Connect comprises a Northbound Trading Link and a Southbound Trading Link. Under the Northbound Trading Link, Hong Kong and overseas investors (including the relevant Funds), through their Hong Kong brokers, sub-custodians and a securities trading service company established by the Stock Exchange of Hong Kong ("SEHK"), may be able to trade eligible China A Shares listed on the SSE by routing orders to SSE. Under the Southbound Trading Link, investors in the PRC will be able to trade certain stocks listed on the SEHK.

Stock Connect commenced trading on 17 November 2014 under a joint announcement issued by the Securities and Futures Commission of Hong Kong and the China Securities Regulatory Commission ("CSRC") on 10 November 2014.

Under Stock Connect, the relevant Funds, through their Hong Kong brokers may trade certain eligible shares listed on the SSE ("SSE securities"). These include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed A shares that are not included as constituent stocks of the relevant indices but which have corresponding H Shares listed on SEHK, except the following:

- SSE-listed shares which are not traded in RMB; and
- SSE-listed shares which are included in the "risk alert board".

It is expected that the list of eligible securities will be subject to review and may change.

The trading is subject to rules and regulations issued from time to time. Trading under Stock Connect will initially be subject to a maximum cross-boundary investment quota ("Aggregate Quota"), together with a daily quota ("Daily Quota") which limits the maximum net buy value of cross-boundary trades under Stock Connect each day. Northbound trading and Southbound trading are subject to a separate set of Aggregate and Daily Quota. The Northbound Aggregate Quota caps the absolute amount of fund inflow into the PRC and is currently set at RMB300 billion. The Northbound Daily Quota

is set at RMB13 billion.

The Hong Kong Securities Clearing Company Limited (“HKSCC”), a wholly-owned subsidiary of (“HKEX”), and ChinaClear will be responsible for the clearing, settlement and the provision of nominee and other related services of the trades executed by their respective market participants and investors. The SSE securities traded through Stock Connect are issued in uncertificated form, and investors will not hold any physical certificates in relation to these securities.

Although HKSCC does not claim proprietary interests in the SSE securities held in its omnibus stock account in ChinaClear, ChinaClear as the share registrar for SSE listed companies will still treat HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE securities.

A failure or delay by HKSCC in the performance of its obligations may result in a failure of settlement, or the loss, of SSE securities and/or monies in connection with them and the relevant Funds may suffer losses as a result.

In addition to paying trading fees, levies and stamp duties in connection with trading in SSE securities, the relevant Funds may be subject to new fees arising from trading of SSE securities via Stock Connect which are yet to be determined and announced by the relevant authorities.

Specific Risks Applicable to investing via Stock Connect

In addition to the risk factors “B. Emerging Markets Risks” and “D. China Market Risk” the following additional risks apply:

- *Quota Limitations* Stock Connect is subject to quota limitations, as detailed above. In particular, once the remaining balance of the Northbound Daily Quota drops to zero or is exceeded during the opening call session, new buy orders will be rejected (although investors will be permitted to sell their cross-boundary securities regardless of the quota balance). Therefore, quota limitations

may restrict the relevant Fund’s ability to invest in SSE securities through Stock Connect on a timely basis, and the relevant Fund may not be able to effectively pursue its investment strategy.

- *Taxation Risk* The PRC tax authorities announced on 14 November 2014 that gains derived by foreign investors from China A Shares traded through Stock Connect, would be temporarily exempted from PRC taxation effective from 17 November 2014. This temporary exemption applies to China A Shares generally, however the temporary exemption does not apply to China onshore bonds. The duration of the period of temporary exemption has not been stated and is subject to termination by the PRC tax authorities with or without notice and worst case, retrospectively. In addition, the PRC tax authorities may implement other tax rules with retrospective effect which may adversely affect the relevant Funds. If the temporary exemption is withdrawn a foreign investor would be subject to PRC taxation in respect of gains on China A Shares and the resultant tax liability would be payable by the relevant Funds, and thus borne by its investors. However, this liability may be mitigated under the terms of an applicable tax treaty, and if so, any such benefits will be passed to investors.
- *Legal / Beneficial Ownership* The SSE securities in respect of the relevant Funds will be held by the sub-custodian in accounts in the Hong Kong Central Clearing and Settlement System maintained by the HKSCC as central securities depositary in Hong Kong. HKSCC in turn holds the SSE securities, as the nominee holder, through an omnibus securities account in its name registered with ChinaClear. The precise nature and rights of the relevant Funds as the beneficial owner of the SSE securities through HKSCC as nominee is not well defined under PRC law. While the

Company on behalf of the relevant Fund may attempt to exercise its legal rights and interests relating to the SSE securities in the PRC through the HKSCC nominee, the Company will have no direct right of action against the issuer of the SSE securities, the SSE, or ChinaClear. Although the HKEx has recently addressed public concerns regarding the issue of beneficial ownership by clarifying the role of HKSCC as the nominee holder of the SSE Securities under Stock Connect, there is still a lack of a clear definition of, and distinction between, "legal ownership" and "beneficial ownership" under PRC law and there have been few cases involving a nominee account structure in the PRC courts. Therefore, the exact nature and methods of enforcement of the rights and interests of the Company under PRC law is uncertain. However, the CSRC has issued informal guidance in May 2015 clarifying that, as long as an overseas investor can provide evidential proof of direct interest as a beneficial owner, the investor may take legal action directly in the PRC courts.

- *Clearing and Settlement Risk* HKSCC and ChinaClear have established clearing links and each has become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on the one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house. As the national central counterparty of the PRC's securities market, ChinaClear operates a comprehensive network of clearing, settlement and stock holding infrastructure. ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of ChinaClear

default are considered to be remote. In the remote event of a ChinaClear default, HKSCC's liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear, but it is not obliged to do so. HKSCC will in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation process, if available. In the event of a ChinaClear default, the relevant Fund may suffer delay in the recovery process or may not fully recover its losses from ChinaClear.

- *Suspension Risk* Both SEHK and SSE reserve the right to suspend trading of SSE securities purchased on Stock Connect if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension of Northbound trading is triggered. Where a suspension in the Northbound trading through Stock Connect is effected, the relevant Fund's ability to access the PRC market through Stock Connect will be adversely affected.
- *Differences in Trading Day* Stock Connect will only operate on days when both the Shanghai and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. Therefore, it is possible that there are occasions when it is a normal trading day for the SSE market but the relevant Funds cannot carry out any SSE securities trading via Stock Connect. The relevant Funds may be subject to a risk of price fluctuations in SSE securities during the time when Stock Connect is not trading as a result.
- *Restrictions on Selling Imposed by Front-end Monitoring* PRC regulations require that before an investor sells any share, there should be sufficient shares in the account

otherwise the SSE will reject the sell order concerned. SEHK will carry out pre-trade checking on SSE securities sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling. If a Fund intends to sell certain SSE securities it holds, it must ensure the availability of those securities is confirmed by its broker(s) before the market opens on the day of selling ("trading day"). If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the relevant Fund may not be able to dispose of its holdings of SSE securities in a timely manner.

- *Operational Risk* Stock Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are permitted to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the SSE, the HKEx and/or the relevant clearing house.

The securities regimes and legal systems of the two markets differ significantly and market participants may need to address issues arising from the differences on an on-going basis. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems fail to function properly, trading in both markets through the program could be disrupted. A relevant Fund's ability to access the PRC market (and hence to pursue its investment strategy) may be adversely affected.

- *Regulatory Risk* Stock Connect is a novel concept. The current regulations are untested and there is no certainty as to how they will be applied. Using Stock Connect as a means of investment will result in

trades being subject to additional restrictions to those usually traded directly on exchange, which may result in investments being subject to greater or more frequent rises and falls in value and the investments may be harder to liquidate. In addition, the current regulations are subject to change and there can be no assurance that Stock Connect will not be abolished. New regulations may be issued from time to time by the regulators / stock exchanges in the PRC and Hong Kong in connection with operations, legal enforcement and cross-border trades under Stock Connect. The relevant Funds may be adversely affected as a result of such changes.

- *Recalling of Eligible Stocks* When a stock is recalled from the scope of eligible stocks for trading via Stock Connect, the stock can only be sold but is restricted from being bought. This may affect the investment portfolio or strategies of the relevant Funds, for example, if the Investment Manager or Sub-Investment Manager wishes to purchase a stock which is recalled from the scope of eligible stocks.
- *No Protection by Investor Compensation Fund* Investment in SSE securities via Stock Connect is conducted through brokers, and is subject to the risks of default by such brokers in their obligations. Investments of the relevant Funds through Northbound trading under Stock Connect are not covered by the Hong Kong Investor Compensation Fund, which has been established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default matters in respect of SSE securities via Stock Connect do not involve products listed or traded in SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund.

Therefore the Company is exposed to the risks of default of the broker(s) it engages in its trading in SSE securities through Stock Connect. Investment in SSE securities via Stock Connect will also not be covered by the China Securities Investor Protection Fund.

- *UCITS Developments* The new rules governing the holding of UCITS assets by depositaries impose strict liability for the return to the Company of any assets that may be lost while held in custody. The current way in which SSE securities are held when using Stock Connect may mean that in the future certain depositaries may not continue to offer services to support such investment activities or may significantly increase their fees for doing so

TAXATION

The following is a general summary of the main Irish tax considerations applicable to the Company and certain investors in the Company who are the beneficial owners of Shares in the Company. It does not purport to deal with all of the tax consequences applicable to the Company or to all categories of investors, some of whom may be subject to special rules. For instance, it does not address the tax position of Shareholders whose acquisition of Shares in the Company would be regarded as a shareholding in a Personal Portfolio Investment Undertaking (PPIU). Accordingly, its applicability will depend on the particular circumstances of each Shareholder. It does not constitute tax advice and Shareholders and potential investors are advised to consult their professional advisors concerning possible taxation or other consequences of purchasing, holding, selling, converting or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile, and in the light of their particular circumstances.

The following statements on taxation are based on advice received by the Directors regarding the law and practice in force in Ireland at the date of this document. Legislative, administrative or judicial changes may modify the tax consequences described below and as is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made will endure indefinitely.

Taxation of the Company

The Directors have been advised that, under current Irish law and practice, the Company qualifies as an investment undertaking for the purposes of Section 739B of the Taxes Consolidation Act, 1997, as amended (“TCA”) so long as the Company is resident in Ireland. Accordingly, it is generally not chargeable to Irish tax on its income and gains. *Chargeable Event*

However, Irish tax can arise on the happening of a “chargeable event” in the

Company. A chargeable event includes any payments of distributions to Shareholders, any encashment, repurchase, redemption, cancellation or transfer of Shares and any deemed disposal of Shares as described below for Irish tax purposes arising as a result of holding Shares in the Company for a period of eight years or more. Where a chargeable event occurs, the Company is required to account for the Irish tax thereon.

No Irish tax will arise in respect of a chargeable event where:

- (a) the Shareholder is neither resident nor ordinarily resident in Ireland (“**Non-Irish Resident**”) and it (or an intermediary acting on its behalf) has made the necessary declaration to that effect and the Company is not in possession of any information which would reasonably suggest that the information contained in the declaration is not, or is no longer, materially correct; or
- (b) the Shareholder is Non-Irish Resident and has confirmed that to the Company and the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn; or
- (c) the Shareholder is an Exempt Irish Resident as defined below.

A reference to “intermediary” means an intermediary within the meaning of Section 739B(1) of the TCA, being 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 units in an investment undertaking on behalf of other persons.

In the absence of a signed and completed declaration or written notice of approval from the Revenue Commissioners, as applicable, being in the possession of the Administrator at the relevant time there is a presumption

that the Shareholder is resident or ordinarily resident in Ireland (“**Irish Resident**”) or is not an Exempt Irish Resident and a charge to tax arises.

A chargeable event does not include:

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 Revenue Commissioners of Ireland; or

a transfer of Shares between spouses / civil partners and any transfer of Shares between spouses / civil partners or former spouses / civil partners on the occasion of judicial separation, decree of dissolution and/or divorce, as appropriate; or

an exchange by a Shareholder, effected by way of arm’s length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company; or

an exchange of Shares arising on a qualifying amalgamation or reconstruction (within the meaning of Section 739H of the TCA) of the Company with another investment undertaking.

If the Company becomes liable to account for tax on a chargeable event, the Company shall be entitled to deduct from the payment arising on that chargeable event an amount equal to the appropriate tax and/or, where applicable, to repurchase and cancel such number of Shares held by the Shareholder as is 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.

Deemed Disposals

The Company may elect not to account for Irish tax in respect of deemed disposals in certain circumstances. Where the total value of Shares in a Fund held by Shareholders who are Irish Resident and, who are not

Exempt Irish Residents as defined below, is 10 per cent or more of the Net Asset Value of the Fund, the Company will be liable to account for the tax arising on a deemed disposal in respect of Shares in that Fund as set out below. However, where the total value of Shares in the Fund held by such Shareholders is less than 10 per cent of the Net Asset Value of the Fund, the Company may, and it is expected that the Company will, elect not to account for tax on the deemed disposal. In this instance, the Company will notify relevant Shareholders that it has made such an election and those Shareholders will be obliged to account for the tax arising under the self-assessment system themselves. Further details of this are set out below under the heading “Taxation of Irish Resident Shareholders”.

Irish Courts Service

Where Shares are held by the Irish Courts Service the Company is not required to account for Irish tax on a chargeable event in respect of those Shares. Rather, where money under the control or subject to the order of any Court is applied to acquire Shares in the Company, the Courts Service assumes, in respect of the Shares acquired, the responsibilities of the Company to, *inter alia*, account for tax in respect of chargeable events and file returns.

Exempt Irish Resident Shareholders

The Company will not be required to deduct tax in respect of the following categories of Irish Resident Shareholders, provided the Company has in its possession the necessary declarations from those persons (or an intermediary acting on their behalf) and the Company is not in possession of any information which would reasonably suggest that the information contained in the declarations is not, or is no longer, materially correct. A Shareholder who comes within any of the categories listed below and who (directly or through an intermediary) has provided the necessary declaration to the Company is referred to herein as an “**Exempt Irish Resident**”:

- (a) a pension scheme which is an exempt approved scheme within the meaning of Section 774 of the TCA, or a retirement annuity contract or a

- trust scheme to which Section 784 or Section 785 of the TCA, applies;
- (b) a company carrying on life business within the meaning of Section 706 of the TCA;
 - (c) an investment undertaking within the meaning of Section 739B(1) of the TCA or an investment limited partnership within the meaning of Section 739J of the TCA;
 - (d) a special investment scheme within the meaning of Section 737 of the TCA;
 - (e) a charity being a person referred to in Section 739D(6)(f)(i) of the TCA;
 - (f) a qualifying management company within the meaning of Section 739B(1) of the TCA;
 - (g) a unit trust to which Section 731(5)(a) of the TCA applies;
 - (h) a person who is entitled to exemption from income tax and capital gains tax under Section 784A(2) of the TCA where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund;
 - (i) a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 787I of the TCA, and the Shares are assets of a PRSA;
 - (j) a credit union within the meaning of Section 2 of the Credit Union Act, 1997;
 - (k) the National Pensions Reserve Fund Commission; National Treasury Management Agency or a Fund investment vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister for Finance of Ireland is the sole beneficial owner or Ireland acting through the National Treasury Management Agency;
 - (l) a company within the charge to corporation tax in accordance with Section 110(2) of the TCA (securitisation companies);
 - (m) in certain circumstances, a company within the charge to corporation tax in respect of payments made to it by the Company; or
 - (n) any other person who is resident or ordinarily resident in Ireland 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 the tax exemptions associated with the Company.

There is no provision for any refund of tax to Shareholders who are Exempt Irish Residents where tax has been deducted in the absence of the necessary declaration. A refund of tax may only be made to corporate Shareholders who are within the charge to Irish corporation tax.

Taxation of Non-Irish Resident Shareholders

Non-Irish Resident Shareholders who (directly or through an intermediary) have made the necessary declaration of non-residence in Ireland, where required, are not liable to Irish tax on the income or gains arising to them from their investment in the Company and no tax will be deducted on distributions from the Company or payments by the Company in respect of an encashment, repurchase, redemption, cancellation or other disposal of their investment. Such Shareholders are generally not liable to Irish tax in respect of income or gains made from holding or disposing of Shares except where the Shares are attributable to an Irish branch or agency of such Shareholder.

Unless the Company is in possession of written notice of approval from the Revenue Commissioners to the effect that the requirement to provide the necessary declaration of non-residence has been complied with in respect of the Shareholder and the approval has not been withdrawn, in

the event that a non-resident Shareholder (or an intermediary acting on its behalf) fails to make the necessary declaration of non-residence, tax will be deducted as described above on the happening of a chargeable event and notwithstanding that the Shareholder is not resident or ordinarily resident in Ireland any such tax deducted will generally not be refundable.

Where a Non-Irish Resident company holds Shares in the Company which are attributable to an Irish branch or agency, it will be liable to Irish corporation tax in respect of income and capital distributions it receives from the Company under the self-assessment system.

Taxation of Irish Resident Shareholders

Deduction of Tax

Tax will be deducted and remitted to the Revenue Commissioners by the Company from any distributions made by the Company (other than on a disposal) to an Irish Resident Shareholder who is not an Exempt Irish Resident at the rate of 41 per cent.

Tax will also be deducted by the Company and remitted to the Revenue Commissioners from any gain arising on an encashment, repurchase, redemption, cancellation or other disposal of Shares by such a Shareholder, at the rate of 41 per cent. Any gain will be computed as the difference between the value of the Shareholder's investment in the Company at the date of the chargeable event and the original cost of the investment as calculated under special rules.

Where the Shareholder is an Irish resident company and the Company is in possession of a relevant declaration from the Shareholder that it is a company and which includes the company's tax reference number, tax will be deducted by the Company from any distributions made by the Company to the Shareholder and from any gains arising on an encashment, repurchase, redemption, cancellation or other disposal of shares by the Shareholder at the rate of 25 per cent.

Deemed Disposals

Tax will also be deducted by the Company and remitted to the Revenue Commissioners

in respect of any deemed disposal where the total value of Shares in a Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is 10 per cent or more of the Net Asset Value of the Fund. A deemed disposal will occur on each and every eighth anniversary of the acquisition of Shares in the Fund by such Shareholders. The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary or, as described below where the Company so elects, the value of the Shares on the later of the 30 June or 31 December prior to the date of the deemed disposal and the relevant cost of those Shares. The excess arising will be taxable at the rate of 41 per cent (or in the case of Irish resident corporate shareholders where a relevant declaration has been made, at the rate of 25 per cent). Tax paid on a deemed disposal should be creditable against the tax liability on an actual disposal of those Shares.

Where the Company is obliged to account for tax on deemed disposals it is expected that the Company will elect to calculate any gain arising for Irish Resident Shareholders who are not Exempt Irish Residents by reference to the Net Asset Value of the relevant Fund on the later of the 30 June or 31 December prior to the date of the deemed disposal, in lieu of the value of the Shares on the relevant eighth year anniversary.

The Company may elect not to account for tax arising on a deemed disposal where the total value of Shares in the relevant Fund held by Irish Resident Shareholders who are not Exempt Irish Residents is less than 10 per cent of the Net Asset Value of the Fund. In this case, such Shareholders will be obliged to account for the tax arising on the deemed disposal under the self-assessment system themselves. The deemed gain will be calculated as the difference between the value of the Shares held by the Shareholder on the relevant eighth year anniversary and the relevant cost of those Shares. The excess arising will be regarded as an amount taxable under Case IV of Schedule D and will be subject to tax where the Shareholder is a company, at the rate of 25 per cent, and where the Shareholder is not a company, at the rate of 41 per cent. Tax paid on a deemed disposal should be creditable against the tax

payable on an actual disposal of those Shares.

Residual Irish Tax Liability

Corporate Shareholders resident in Ireland which receive payments from which tax has been deducted will be treated as having received an annual payment chargeable to tax under Case IV of Schedule D from which tax at the rate of 25 per cent (or 41 per cent if no declaration has been made) has been deducted. Subject to the comments below concerning tax on a currency gain, in general, such Shareholders will not be subject to further Irish tax on payments received in respect of their holding from which tax has been deducted. A corporate Shareholder resident in Ireland which holds the Shares in connection with a trade will be taxable on any income or gains received from the Company as part of that trade with a set-off against corporation tax payable for any tax deducted from those payments by the Company. In practice, where tax at a rate higher than 25 per cent. has been deducted from payments to a corporate Shareholder resident in Ireland, a credit of the excess tax deducted over the higher corporation tax rate of 25 per cent. should be available.

Subject to the comments below concerning tax on a currency gain, in general, non-corporate Irish Resident Shareholders will not be subject to further Irish tax on income arising on the Shares or gains made on disposal of the Shares, where the appropriate tax has been deducted by the Company from distributions paid to them.

Where a currency gain is made by a Shareholder on the disposal of Shares, the Shareholder will be liable to capital gains tax in respect of that gain in the year/s of assessment in which the Shares are disposed of.

Any Irish Resident Shareholder who is not an Exempt Irish Resident and who receives a distribution from which tax has not been deducted or who receives a gain on an encashment, repurchase, redemption, cancellation or other disposal from which tax has not been deducted, (for example, because the Shares are held in a recognised clearing system) the Shareholder will also be liable to account for income tax or corporation

tax as the case may be on the payment or on the amount of the gain under the self-assessment system and in particular, Part 41A of the TCA.

Pursuant to Section 891C of the TCA and the Return of Values (Investment Undertakings) Regulations 2013, the Company is obliged to report certain details in relation to Shares held by investors to the Revenue Commissioners on an annual basis. The details to be reported include the name, address and date of birth if on record of, and the value of the Shares held by, a Shareholder. In respect of Shares acquired on or after 1 January 2014, the details to be reported also include the tax reference number of the Shareholder (being an Irish tax reference number or VAT registration number, or in the case of an individual, the individual's PPS number) or, in the absence of a tax reference number, a marker indicating that this was not provided. No details are to be reported in respect of Shareholders who are:

- exempt Irish Residents (as defined above);
- shareholders who are neither Irish Resident nor ordinarily resident in Ireland (provided the relevant declaration has been made); or
- shareholders whose Shares are held in a recognised clearing system.

Overseas Dividends

Dividends (if any) and interest which the Company receives with respect to investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in the countries in which the issuers of the investments are located. It is not known whether the Company will be able to benefit from reduced rates of withholding tax under the provisions of the double tax treaties which Ireland has entered into with various countries.

However, in the event that the Company receives any repayment of withholding tax suffered, the Net Asset Value of the relevant Fund will not be restated and the benefit of any repayment will be allocated to the then existing Shareholders rateably at the time of such repayment.

Overseas Gains

Gains which the Company makes on investments may be subject to taxes, including withholding taxes, in the countries in which the issuers of the investments are located and may affect the overall level of returns to the Shareholders.

Stamp Duty

On the basis that the Company qualifies as an investment undertaking within the meaning of Section 739B of the TCA, generally, no stamp duty will be payable in Ireland on the issue, transfer, repurchase or redemption of Shares in the Company. However, where any subscription for or redemption of Shares is satisfied by an in-kind or in specie transfer of Irish securities or other Irish property, Irish stamp duty might arise on the transfer of such securities or properties.

No Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities of a company not registered in Ireland, 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 of the TCA or a qualifying company within the meaning of Section 110 of the TCA) which is registered in Ireland.

Residence

In general, investors in the Company will be either individuals, corporate entities or trusts. Under Irish rules, both individuals and trusts may be resident or ordinarily resident. The concept of ordinary residence does not apply to corporate entities.

Individual Investors

Test of Residence

An individual will be regarded as resident in Ireland for a particular tax year if the individual is present in Ireland: (1) for a period of at least 183 days in any one tax year; or (2) for a period of at least 280 days in any two consecutive tax years, provided that the

individual is resident in Ireland for at least 31 days in each tax year. In determining days present in Ireland, an individual is deemed to be present if he / she is present in the country at any time during the day.

If an individual is not resident in Ireland in a particular tax year the individual may, in certain circumstances, elect to be treated as resident.

Test of Ordinary Residence

If an individual has been resident for the three previous tax years then the individual will be deemed "ordinarily resident" from the start of the fourth year. An individual will remain ordinarily resident in Ireland until the individual has been non-resident for three consecutive tax years.

Trust Investors

A trust will generally be regarded as resident in Ireland where all of the trustees are resident in Ireland. Trustees are advised to seek specific tax advice if they are in doubt as to whether the trust is resident in Ireland.

Corporate Investors

A company will be resident in Ireland if its central management and control is in Ireland or (in certain circumstances) if it is incorporated in Ireland. For Ireland to be treated as the location of a company's central management and control this typically means Ireland is the location where all fundamental policy decisions of the company are made.

All companies incorporated in Ireland are resident in Ireland for tax purposes except where:

- (i) in the case of a company incorporated before 1 January 2015, the company or a related company carries on a trade in Ireland, and either (a) the company is ultimately controlled by persons resident in a "relevant territory", being an EU member state (other than Ireland) or a country with which Ireland has a double taxation agreement in force by virtue of Section 826(1) of the TCA or that is signed and which will come into force once all the ratification

- procedures set out in Section 826(1) of the TCA have been completed, or
- (b) the principal class of the shares in the company or a related company is substantially and regularly traded on a recognised stock exchange in a relevant territory; or
- (ii) the company is regarded as resident in a country other than Ireland and not resident in Ireland under a double taxation agreement between Ireland and that other country.

A company incorporated in Ireland and coming within either (i) or (ii) above will not be regarded as resident in Ireland unless its central management and control is in Ireland, provided, however, a company coming within (i) above which has its central management and control outside of Ireland will still be regarded as resident in Ireland if: (a) it would by virtue of the law of a relevant territory be tax resident in that relevant territory if it were incorporated in that relevant territory but would not otherwise be tax resident in that relevant territory; (b) is managed and controlled in that relevant territory; and (c) would not otherwise by virtue of the law of any territory be regarded as resident in that territory for tax purposes.

The exception from the incorporation rule of tax residence at (i) above in respect of a company incorporated before 1 January 2015 will however cease to apply or be available after 31 December 2020, or, if earlier, from the date, after 31 December 2014, of a change in ownership (direct or indirect) of the company where there is a major change in the nature or conduct of the business of the company within the period beginning on the later of 1 January 2015 or the date which occurs one year before the date of the change in ownership of the company, and ending 5 years after the date of the change in ownership. For these purposes a major change in the nature or conduct of the business of the company includes the commencement by the company of a new trade or a major change arising from the acquisition by the company of property or of an interest in or right over property.

Disposal of Shares and Irish Capital Acquisitions Tax

(a) Persons Domiciled or Ordinarily Resident in Ireland

The disposal of Shares by means of a gift or inheritance made by a donor domiciled or ordinarily resident in Ireland or received by a beneficiary domiciled or ordinarily resident in Ireland may give rise to a charge to Irish Capital Acquisitions Tax for the beneficiary of such a gift or inheritance with respect to those Shares.

(b) Persons Not Domiciled or Ordinarily Resident in Ireland

On the basis that the Company qualifies as an investment undertaking within the meaning of Section 739B of the TCA, the disposal of Shares will not be within the charge to Irish Capital Acquisitions Tax provided that;

- the Shares are comprised in the gift or inheritance at the date of the gift or inheritance and at the valuation date;
- the donor is not domiciled or ordinarily resident in Ireland at the date of the disposition; and
- the beneficiary is not domiciled or ordinarily resident in Ireland at the date of the gift or inheritance.

EU Savings Tax Directive

Ireland has implemented the EC Council Directive 2003/48/EC on the taxation of savings income (the “**Savings Directive**”) into national law. Accordingly, where the Administrator, or such other entity as could be considered to be a paying agent for these purposes, makes a payment of interest (which may include an income or capital distribution/dividend payment) on behalf of the Company or a Fund to an individual or to certain residual entities, resident in another Member State (or certain associated and

dependent territories of a Member State), it will be obliged to provide details of the payment and certain details relating to the Shareholders (including the Shareholder's name and address) to the Revenue Commissioners. The Revenue Commissioners in turn are obliged to provide such information to the competent authorities of the state or territory of residence of the individual or residual entity concerned.

The Council of the EU has also adopted Directive 2014/107/EU (the “**Amending Cooperation Directive**”) amending Council Directive 2011/16/EU on administrative cooperation in the field of taxation so as to introduce an extended automatic exchange of information regime in accordance with the Global Standard released by the OECD Council in July 2014. The Amending Cooperation Directive requires EU Member States to adopt national legislation necessary to comply with it by 31 December 2015, which legislation must apply from 1 January 2016 (1 January 2017 in the case of Austria). The Amending Cooperation Directive is generally broader in scope than the Savings Directive, although it does not impose withholding taxes, and provides that to the extent there is overlap of scope, the Amending Cooperation Directive prevails. The Council of the EU, on 10 November 2015, adopted a directive which repeals the Savings Directive from 1 January 2016 (1 January 2017 in the case of Austria) (in each case subject to transitional arrangements). Information reporting and exchange will however still be required under Council Directive 2011/16/EU (as amended).

Ireland has implemented the Amending Cooperation Directive in Ireland and repealed the Savings Directive as respects payments of interest made to or secured for a person on or after 1 January 2016.

The Administrator, or such other entity considered to be a paying agent for these purposes shall be entitled to require Shareholders to provide any information regarding tax status, identity or residency in order to satisfy the disclosure requirements in the Savings Directive and the Amending Cooperation Directive and Shareholders will be deemed by their subscription for Shares in a Fund to have authorised the automatic disclosure of such information by the Administrator, or other relevant person to the

relevant tax authorities.

Investors who are in any doubt as to their position or would like to know more should consult their professional advisers.

The Foreign Account Tax Compliance Act and similar measures

The Company, Depositary and/or Administrator will require Shareholders to provide any information regarding tax status, identity or residency in order to satisfy the disclosure requirements and Shareholders will be required to authorise the automatic disclosure of such information by the Company, Depositary and/or Administrator or other relevant person to the relevant tax authorities and to notify the Company, Depositary and/or Administrator of any update to such information previously provided by them to the Company, Depositary and/or Administrator in this regard.

The Company will report personal and payment information of relevant Shareholders to the local tax authorities in accordance with local laws and regulations.

The Company will report personal and payment information of relevant Shareholders to other jurisdiction's tax authorities, such as the IRS, as required by local laws or regulations, or pursuant to contractual obligations with such foreign tax authorities.

In particular, under the US Hiring Incentives to Restore Employment Act and US Treasury Regulations made thereunder (“FATCA”), a foreign financial institution (“FFI”), such as the Company, will generally be subject to U.S. federal withholding taxes at the rate of 30 per cent on payments of certain amounts (“withholdable payments”) made to such entities after 30 June 2014, unless the FFI complies, or is deemed compliant, with various reporting and withholding requirements. Withholdable payments generally include U.S. source income (including interest and dividends) and gross proceeds from the sale or disposal of assets that can produce U.S. source interest or dividends paid to a FFI.

Generally, a FFI is deemed compliant if it is tax resident in a Country which has signed an intergovernmental agreement ('IGA') with the US. On 21 December 2012, the Irish and U.S. Governments entered into an intergovernmental agreement for the implementation of FATCA ("Irish IGA"). The Irish IGA is intended to reduce the burden of Irish financial institutions ("Irish FFIs") of complying with FATCA by simplifying the compliance process and minimising the risk of withholding tax.

Under the Irish IGA, information about Specified United States Persons will be provided on an annual basis by each Irish FFI (unless the Irish FFI is exempted from the FATCA requirements) directly to the Irish Revenue Commissioners, who will then provide such information to the U.S. Internal Revenue Service (the "IRS") without the need for the Irish FFI to enter into a FFI agreement with the IRS. As the Company is tax resident in Ireland, the Company (or each Fund) is a registered deemed compliant FFI, and is therefore not subject to the 30% withholding tax and generally not required to withhold on investors, if it identifies and reports U.S. taxpayer information directly to the Irish Government. However, the Company would still be subject to certain registration and reporting responsibilities.

Shareholders will be required to furnish appropriate documentation certifying as to their U.S. or non-U.S. tax status, together with such additional tax information as the Company or its agents may from time to time request. Failure to provide requested information may subject a Shareholder to liability for any resulting U.S. withholding taxes, U.S. tax information reporting and / or mandatory redemption, transfer or other termination of the Shareholder's Shares in accordance with the terms of the Articles of Association or as permitted by any applicable laws and regulation, provided that the Company is acting in good faith and on reasonable grounds in relation to the relevant action(s) undertaken.

It should also be noted that a number of jurisdictions have entered into or are committed to entering into IGAs for the automatic cross-border exchange of tax information on a bilateral or multilateral basis, similar to the Irish IGA and the IGAs entered

into by Ireland, including under a regime known as the OECD Common Reporting Standard ("CRS"). Ireland became a signatory to the OECD Multilateral Convention in respect of the CRS with various jurisdictions on 29 October 2014 and may sign further similar agreements in future. Ireland has committed, along with around 50 other countries, to the early implementation of the CRS, with the first reporting year being 2016 and the reporting obligations commencing in 2017. Ireland has passed legislation to give effect to the CRS, which will require Irish "Financial Institutions", including the Company and/or the Funds, to identify specified persons in the jurisdictions that are implementing the CRS, and to report related information to the Irish Revenue Commissioners (for automatic exchange with the relevant tax authorities in such jurisdictions) in order to avoid the imposition of financial penalties or other sanctions. Under these measures, the Company may be required to report information relating to Shareholders and related persons, including their identity and residence, and the income, sale or redemption proceeds received by Shareholders in respect of the Shares.

While the Company intends to satisfy its obligations under FATCA, the CRS and the associated implementing legislation in Ireland to avoid the imposition of any withholding tax under FATCA and/or financial penalties and other sanctions, the ability of the Company to satisfy such obligations will depend on receiving relevant information and/or documentation about each Shareholder and the direct and indirect beneficial owners of the Shares (if any). There can be no assurance that the Company will be able to satisfy such obligations in relation to the Funds.

The Company reserves the right to require any additional documentation or information from Shareholders and applicants for the purposes of complying with its obligations under FATCA, the CRS and any similar automatic exchange of tax information regimes. By signing the application form to subscribe for Shares in the Company, each affected Shareholder is agreeing to provide such information upon request from the Company or its delegate. If a Shareholder, or any related party, causes the Company and/or Funds to suffer a withholding tax

under FATCA or other financial penalty, cost, expense or liability, or the Company or a Fund is required to withhold tax under FATCA from such Shareholder, whether as a result of the non-provision of such documentation or information or otherwise, this may result in mandatory redemption or transfer of Shares or such other appropriate action permitted to be taken by the Company. Shareholders refusing to provide the requisite information or documentation to the Company may also be reported to Irish Revenue Commissioners and that information exchanged with other overseas tax authorities.

Each prospective investor should consult its own tax advisers on the requirements applicable to it under the FATCA and the CRS regimes.

Shareholders and applicants are also recommended to check with their distributors and depositaries as to their intention to comply with FATCA.

MANAGEMENT AND ADMINISTRATION

Directors of the Company

The Directors control the affairs of the Company and are responsible for the overall investment policy of the Company. The Directors may delegate certain duties to the Investment Manager, the Depositary and the Administrator. The Company shall be managed and its affairs supervised by the Directors. The Directors of the Company are described below:-

Peter Blessing (Permanent Chairman) is a director of and consultant to, a number of Irish financial services and fund companies.

Mr Blessing was previously Managing Director of Credit Lyonnais Financial Services Limited, Dublin from its establishment in 1991 until 1995. Prior to this, he worked with Allied Irish Banks p.l.c. as a founding director of its Irish International Financial Services Centre subsidiary from 1988 to 1991 and as a senior executive in its Corporate Finance division from 1982 to 1988.

Mr Blessing is a qualified chartered accountant and holds a degree in Engineering from University College Dublin and an MBA degree from Trinity College Dublin.

Mr Blessing is Irish resident.

Chris Turpin is currently the Regional Managing Director of FSI EMEA, responsible for clients, business development and operations in the region. Mr Turpin sits on the board of directors of each of First State Investments' ("FSI") main operating entities in EMEA, Singapore and Hong Kong and of many of FSI's collective investment schemes.

Prior to joining FSI in September 2003, Mr Turpin was a Director of Product Management at Northern Trust Asset Management, having commenced his career at Price Waterhouse in London, specialising in the investment management industry.

Mr Turpin holds an MA (Hons) from the University of Edinburgh and is an Associate of the UK Society of Investment

Professionals, a Regular Member of the Chartered Financial Analyst Institute and a Chartered Alternative Investment Analyst.

Mr Turpin is UK resident.

Adrian Hilderly is currently EMEA Head of Risk and Compliance for FSI EMEA, responsible for overseeing the regulatory, operational risk and investment compliance activities within the region. Mr Hilderly sits on the board of directors of certain of FSI's operating entities and collective investment schemes in EMEA.

Prior to joining FSI in June 2012, Adrian was co-head of Compliance Advisory at Blackrock and has worked throughout the investment management industry.

Mr Hilderly is a Fellow of the Chartered Insurance Institute.

Mr Hilderly is UK resident.

Kate Dowling is currently the Head of Finance of FSI Asia, responsible for the finance function (including statutory reporting, management reporting, local tax matters and financial control) in the region. Ms Dowling sits on the board of directors of Chartered Accountants Australia and New Zealand (Hong Kong) Limited.

Prior to joining FSI in April 2014, Ms Dowling worked for FSI's parent, the Commonwealth Bank of Australia, in a range of roles in Australia and the US, most recently as Executive Manager, Finance for Colonial First State Global Asset Management. Prior to that, she worked with PricewaterhouseCoopers in Australia and the UK, in the financial assurance division.

Ms Dowling holds a Bachelor of Commerce and Bachelor of Arts (Asian Studies) from the Australian National University and is a Fellow of Chartered Accountants Australia and New Zealand.

Ms Dowling is Hong Kong resident.

Bronwyn Wright currently acts as an independent director to a number of Irish collective investment schemes.

Ms Wright was previously a Managing

Director and Head of Securities and Fund Services at Citi Ireland, responsible for the management and strategic direction of the securities and fund services business, which included funds, custody, security finance and global agency and trust. Due to her role in managing, leading and growing Citi's European fiduciary business, Ms. Wright has extensive knowledge of regulatory requirements and best market practice in the UK, Luxembourg, Jersey and Ireland. Following extensive due diligence exercises she also understands the Nordics, Germany and Asia.

Ms Wright holds a degree in Economics and Politics and a Master's degree in Economics from University College Dublin and is a past chairperson of the Irish Funds Industry Association committee for Trustee Services. She was on an Executive Committee for the DIT School of Accounting and Finance postgraduate doctorate programme.

Ms Wright is Irish resident.

Kevin Molony currently acts as an independent director to several international investment managers.

Mr Molony was previously the Managing Director of Walkers Corporate Services (Dublin) Limited until that business was acquired in June 2012. From 1999 to 2009, he was a Director at Citi, where his specific area of expertise was broking US and Latin American equities. He was involved in establishing and building Citi's institutional broking business in Ireland. Prior to joining Citi, Mr Molony was an institutional broker with Deutsche Bank.

Mr Molony began his career as a UK equity fund manager with Phillips & Drew Fund Managers, later joining AIB Investment Managers as a Senior Portfolio Manager specialising in US equity funds.

Mr Molony received a BA in Economics from University College Dublin and a Professional Diploma in Corporate Governance from Smurfit Business School, Dublin.

Mr Molony is Irish resident.

For the purposes of this Prospectus, the address of all the Directors is the registered office of the Company.

The company secretary is Bradwell Limited.

Remuneration policy of the Company

The Company has adopted a remuneration policy (the "Remuneration Policy") which seeks to be consistent with, and promote, sound and effective risk management and is designed to discourage risk-taking by the Company which is inconsistent with the risk profiles of the Funds. The Remuneration Policy applies to those categories of staff of the Company whose professional activities have a material impact on the risk profile of the Company or the Funds ("Identified Staff"). As at the date of this Prospectus, the Identified Staff comprise the Directors. While certain Directors are paid a fixed annual fee for their services to the Company, Directors that are employees of the Investment Manager or an affiliate are not paid any fees for their services as Director. Due to the internal organisation of the Company and the nature, scope and complexity of its activities, a remuneration committee has not been established by the Company. Any fee arrangements with Directors of the Company shall be subject to the approval of the Board of Directors. Please see the section entitled "Fees and Expenses" for details of the fees and expenses payable to the Directors. Further information on the current remuneration policy of the Company, including a description of how remuneration and benefits are calculated and the identity of persons responsible for awarding the remuneration and benefits is available at www.firststateinvestments.com. A paper copy of this information is available free of charge upon request from the Investment Manager.

Investment Manager

The Investment Manager is part of the international operation of Colonial First State Global Asset Management ("CFS GAM"), the asset management business of the Commonwealth Bank of Australia. The CFS GAM group has funds under management of

US\$142.1 billion (A\$195.2 billion)² as at 31 December 2015 and is one of the largest fund managers in Australia with offices in Sydney, Melbourne, Auckland, London, Edinburgh, Paris, Frankfurt, New York, Louisville, Dubai, Hong Kong, Singapore, Jakarta and Tokyo. The Commonwealth Bank of Australia is an international financial services company listed on the Australian Securities Exchange and is the second largest bank in Australia.

The Investment Manager is a company incorporated on 22 December 1987 under the laws of Hong Kong and is licensed by the Hong Kong Securities and Futures Commission to undertake regulated activities types 1 (dealing in securities), 4 (advising on securities) and 9 (asset management).

The Investment Manager is the Promoter.

The Company has delegated the powers of determining investment policy and investment management of each Fund to the Investment Manager pursuant to the Investment Management Agreement. The Company has granted to the Investment Manager the exclusive right to make a market in the Shares though the Investment Manager is not obliged to do so. The Investment Management Agreement may be terminated by either party upon six months' written notice. The Investment Management Agreement may also be terminated by the Company upon notice in writing to the Investment Manager in the event that (i) the Investment manager shall at any time become insolvent or go into liquidation either voluntarily or under an order of a court of competent jurisdiction or make a general assignment for the benefit of its creditors or otherwise acknowledge its insolvency; or (ii) the Investment Manager fails to observe or perform its obligations under the Investment Management Agreement and such failure continues to be unremedied for thirty days after receipt of notice from the Company requiring such breach to be remedied; or (iii) the Directors are of the opinion and so state in writing that, for good and sufficient reason, a change in Investment Manager is desirable in the interests of the Shareholders.

The Company has agreed to indemnify the Investment Manager from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature other than those resulting from its wilful misfeasance, negligence, bad faith or reckless disregard of duties or obligations under the Investment Management Agreement on the part of the Investment Manager, its directors, officers or agents.

The Investment Manager may appoint one or more Sub-Investment Managers to manage the assets of a Fund pursuant to a Sub-Investment Management Agreement. In this regard, the Investment Manager shall only appoint Sub-Investment Managers from the list set out below, each of which has been approved to act as such by the Central Bank:

- a) First State Investment Management (UK) Limited;
- b) First State Investments (Singapore);
- c) Colonial First State Investments Limited;
- d) Colonial First State Asset Management (Australia) Limited (save as outlined in the following paragraph).

The Investment Manager shall not be permitted to appoint Colonial First State Asset Management (Australia) Limited to manage the assets of any of the Funds which are registered with the Hong Kong Securities and Futures Commission.

Further information concerning the Sub-Investment Managers and Sub-Sub-Investment Manager(s) appointed and any changes thereto will be provided by the Company, upon request. Details of all of these appointments by the Investment Manager shall be disclosed in the periodic reports of the Company. The Investment Manager remains responsible for the acts and omissions of the Sub-Investment Managers and any other delegate as if such acts or omissions were its own.

² Exchange rate of A\$1: US\$0.72755 total assets and funds under management are based on 31 December 2015 figure.

In addition, it should be noted that the name of each of the Funds include the brand name, First State or Stewart Investors, of the particular team of portfolio managers within the Investment Manager or the relevant Sub-Investment Manager who manage the Fund. Shareholders may on request obtain information about the identity and performance of the particular portfolio management team in respect of a Fund.

In addition, for certain Funds that are managed by Colonial First State Asset Management (Australia) Limited, the discretionary investment management will from time to time be the subject of a further delegation to Money, Inc. Further information on this will be provided by the Company upon request and shall be disclosed in the periodic reports.

Depository

The Depository was incorporated in Ireland on 29 November 1991 and is regulated by the Central Bank. The Depository is an indirect wholly-owned subsidiary of HSBC Holdings plc, a public limited company incorporated in England and Wales.

The Depository provides services to the Company as set out in the Depository Agreement and, in doing so, shall comply with the Regulations.

The Depository's duties include the following:-

- (i) safekeeping the Company's assets in accordance with the Regulations, which includes (i) holding in custody all financial instruments that may be held in custody; and (ii) verifying the ownership of other assets and maintaining records accordingly;
- (ii) ensuring that the Company's cash flows are properly monitored in accordance with the Regulations and that all payments made by or on behalf of applicants in respect of the subscriptions for Shares have been received;
- (iii) carrying out its oversight functions and ensuring that

issues, redemptions and cancellations and the valuation of the Shares are calculated in accordance with the Regulations;

- (iv) carrying out the instructions of the Company unless they conflict with the Regulations;
- (v) ensuring that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits; and
- (vi) ensuring that the Company's income is applied in accordance with the Regulations.

The Depository may delegate certain of its safekeeping functions to one or more delegates in accordance with, and subject to the Regulations and on the terms set out in the Depository Agreement. The performance of the safekeeping function of the Depository in respect of certain of the Company's assets has been delegated to the delegates listed in Appendix 8. An up to date list of any such delegate(s) is available from the Company on request. The use of particular sub-delegates will depend on the markets in which the Company invests. The Depository will have certain tax information-gathering, reporting and withholding obligations relating to payments arising in respect of assets held by the Depository or a delegate on its behalf.

The Depository must exercise due skill, care and diligence in the discharge of its duties, including in the selection, continued appointment and ongoing monitoring of delegates and sub-delegates.

Subject to the paragraph below, and pursuant to the Depository Agreement, the Depository will be liable to the Company and its Shareholders for the loss of a financial instrument of the Company which is entrusted to the Depository for safekeeping. The Depository shall also be liable for all other losses suffered by the Company as a result of its negligent or intentional failure to properly fulfil its obligations under the Regulations.

The liability of the Depositary will not be affected by the fact that it has delegated safekeeping to a third party.

The Depositary shall not be liable for the loss of a financial instrument held in custody by the Depositary where the loss of the financial instrument arises as a result of an external event beyond the reasonable control of the Depositary, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. The Depositary shall not be liable for any indirect, special or consequential loss.

The Company shall indemnify the Depositary, its delegates and their respective officers, agents and employees (**"Indemnified Persons"**) on an after-tax basis in respect of certain liabilities (referred to in the Depositary Agreement). The appointment of the Depositary under the Depositary Agreement may be terminated without cause by not less than ninety days written notice provided that the Depositary Agreement does not terminate until a replacement depositary has been appointed.

From time to time actual or potential conflicts of interest may arise between the Depositary and its delegates, for example, and without prejudice to the generality of the foregoing, where an appointed delegate is an affiliated group company and is providing a product or service to the Company and has a financial or business interest in such product or service, or receives remuneration for other related products or services it provides to the Company. The Depositary maintains a conflict of interest policy to address this.

Potential conflicts of interest may arise from time to time from the provision by the Depositary and/or its affiliates of other services to the Company and/or other parties. For example, the Depositary and/or its affiliates may act as the depositary, trustee and/or administrator of other funds. It is therefore possible that the Depositary (or any of its affiliates) may in the course of its business have conflicts or potential conflicts of interest with those of the Company and/or other funds for which the Depositary (or any of its affiliates) act. Potential conflicts of interest may also arise between the Depositary and its delegates, for example where an appointed delegate is an affiliated

group company which receives remuneration for another custodial service it provides to the Company. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will have regard to the applicable laws.

Where a conflict or potential conflict of interest arises, the Depositary will have regard to its obligations to the Company and will treat the Company and the other funds for which it acts fairly and such that, so far as is practicable, any transactions are effected on terms which are not materially less favourable to the Company than if the conflict or potential conflict had not existed.

Up to date information regarding the name and duties of the Depositary, any conflicts of interest that may arise and delegations of the Depositary's safekeeping functions will be made available to Shareholders on request.

The Depositary in no way acts as guarantor or offeror of the Company's Shares or any underlying investment. The Depositary is a service provider to the Company and has no responsibility or authority to make investment decisions, or render investment advice, with respect to assets of the Company. Save as required by the Regulations, the Depositary is not responsible for, and accepts no responsibility or liability for, any losses suffered by the Company or any investors in the Company, as a result of any failure by the Company or the Investment Manager to adhere to the Company's investment objectives, policy, investment restrictions, borrowing restrictions or operating guidelines.

The Depositary is a service provider to the Company and is not responsible for the preparation of this Prospectus or for the activities of the Company and therefore accepts no responsibility for any information contained, or incorporated by reference, in this Prospectus.

Administrator and Registrar

HSBC Securities Services (Ireland) Limited (the "Administrator") was appointed as administrator of the Company pursuant to the Administration Agreement. The Administrator is a limited liability company incorporated under the laws of Ireland on the 29 November 1991 and is authorised by the Central Bank. It is an indirect wholly-owned subsidiary of HSBC Holdings plc, a public

limited company incorporated in England and Wales. The Administrator provides administration services to collective investment funds such as the Company.

The Administration Agreement shall continue in force until terminated by either the Company or the Administrator on ninety days' notice in writing to the other party at any time or may be terminated immediately in the event of: (i) the other party going into liquidation or the appointment of an examiner or receiver to that party or on the happening of a like event whether at the direction of an appropriate regulatory agency or court of competent jurisdiction or otherwise; or (ii) the other party failing to remedy a material breach of the Administration Agreement within thirty days of being requested to do so; or (iii) the Administrator's tax certificate under Section 446 of the Finance Act, 1980 of Ireland being revoked or notice of intention to revoke the certificate is received from the Minister for Finance of Ireland; or (iv) the authorisation by the Central Bank of the Company being revoked; or (v) either party being no longer permitted to perform its obligations under the Administration Agreement pursuant to applicable law.

The Administration Agreement provides that in the absence of negligence, wilful default, bad faith or fraud on the part of the Administrator, the Administrator will not be liable to the Company for any loss incurred by the Company in connection with the performance by the Administrator of its obligations and duties under the Administration Agreement, and the Company agrees to indemnify the Administrator against

any loss suffered by the Administrator in the performance of its obligations under the Administration Agreement save where such loss arises as a result of negligence, wilful misconduct, bad faith or fraud on the part of the Administrator.

In calculating the Net Asset Value, the Administrator shall not be liable for any loss suffered by the Company by reason of any error in the calculation of the Net Asset Value resulting from any inaccuracy in the information provided by any pricing service. The Administrator shall use reasonable endeavours to verify any pricing information supplied by the Investment Manager or any connected person thereof (including a connected person who is a broker, market maker or other intermediary). However, in certain circumstances it may not be possible or practicable for the Administrator to verify such information and, in such circumstances, the Administrator shall not be liable for any loss suffered by the Company by reason of any error in the calculation of the Net Asset Value resulting from any inaccuracy in the information provided by the Investment Manager or its delegates. In circumstances where the Administrator is directed by the Investment Manager or its delegates to use particular pricing procedures, brokers, market makers or other intermediaries, the Administrator shall not be liable for any loss suffered by the Company by reason of any error in the calculation of the Net Asset Value resulting from any inaccuracy in the information provided by such pricing services, brokers, market makers or other intermediaries not appointed or selected by the Administrator.

MEMORANDUM AND ARTICLES OF ASSOCIATION

Memorandum and Articles of Association

The Memorandum and Articles of Association of the Company contain provisions to the following effect:

- (a) **Objects.** Clause 2 of the Memorandum of Association provides that the Company's sole object is the collective investment in transferable securities and/or other liquid financial assets referred to in Regulation 68 of the Regulations of capital raised from the public operating on the principle of risk-spreading in accordance with the Regulations.
- (b) **Variation of rights.** The rights attached to any Class may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued Shares of that Class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the Shares of that Class. Any holder of Shares of the Class in question present in person or by proxy may demand a poll.
- (c) **Voting Rights.** The Articles provide that on a show of hands at a general meeting of the Company every holder of Shares present in person or by proxy shall have one vote; on a poll at a general meeting every holder of Shares who is present in person or by proxy shall have one vote in respect of each whole Share held by him.

The Articles further provide that on a poll of all of the holders of Shares of more than one Class for the time being the voting rights of holders shall be adjusted in a manner determined by the Directors so as to reflect the latest calculated Repurchase Price per Share of each of the Classes in question.

- (d) **Change in Share Capital.** The Company may from time to time by ordinary resolution increase its capital, consolidate and divide its

Shares or any of them into Shares of larger amount than its existing Shares and subdivide its Shares or any of them into Shares of smaller amount or cancel any Shares not taken or agreed to be taken by any person. The Company may by special resolution from time to time reduce its share capital in any way permitted by law.

- (e) **Directors' Interests.** Provided the nature of his interest is or has been declared at the first opportunity at a meeting of the Directors or by general written notice of his interest to the Directors, a Director may enter into any contract with the Company and shall not be liable to the Company for any profit realised by any such contract or arrangement. As a general rule a Director shall not vote or be counted in the quorum present on any resolution in respect of his appointment (or the arrangement of the terms of appointment) to hold any office or place or profit with the Company or in respect of any contract or arrangement in which he is materially interested.
- (f) **Borrowing Powers.** Subject to the Regulations, the directors may exercise all the powers of the Company to borrow money (including the power to borrow for the purpose of repurchasing Shares) and hypothecate, mortgage, charge or pledge its undertaking, property and assets or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as collateral security for any debt liability or obligation of the Company.
- (g) **Retirement of Directors.** There is no provision for the retirement of Directors on their attaining a certain age.
- (h) **Transfer of Shares.** Save as provided above under "Form of Shares and Share Certificates" and "Transfer of Shares" the Shares are freely transferable and entitled to participate equally in the profits and

dividends of the Fund to which they relate and in its assets upon liquidation. The Shares, which are of no par value and which must be fully paid on issue, carry no preferential or pre-emptive rights.

- (i) **Dividends.** The Directors may if they think fit declare such dividends, including interim dividends on the Shares or on any Class of Shares, as appear to the Directors to be justified for the relevant Fund. The Directors may satisfy any dividend due to holders of the Shares in whole or in part by distributing to them in specie any of the assets of the Company and in particular any investments to which the Company is entitled. Any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the Fund.

- (j) **Segregated Liability.** The Company is an umbrella fund with segregated liability between Funds and each Fund may comprise one or more Classes of Shares in the Company. The Directors may, from time to time, upon the prior approval of the Central Bank, establish further Funds by the issue of one or more separate Classes of Shares on such terms as the Directors may resolve. The Directors may from time to time, in accordance with the requirements of the Central Bank, establish one or more separate Classes of Shares within each Fund on such terms as the Directors may resolve.

The assets and liabilities of each Fund will be allocated in the following manner:

- (i) the proceeds from the issue of Shares representing a Fund shall be applied in the books of the Company to the Fund and the assets and liabilities and income and expenditure attributable thereto shall be applied to such Fund subject to the provisions of the

Memorandum and Articles of Association;

- (ii) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Fund as the assets from which it was derived and in each valuation of an asset, the increase or diminution in value shall be applied to the relevant Fund;
- (iii) where the Company incurs a liability which relates to any asset of a particular Fund or to any action taken in connection with an asset of a particular Fund, such a liability shall be allocated to the relevant Fund, as the case may be; and
- (iv) where an asset or a liability of the Company cannot be considered as being attributable to a particular Fund, such asset or liability, subject to the approval of the Depositary, shall be allocated to all the Funds pro rata to the Net Asset Value of each Fund.

Any liability incurred on behalf of or attributable to any Fund shall be discharged solely out of the assets of that Fund, and neither the Company nor any Director, receiver, examiner, liquidator, provisional liquidator or other person shall apply, nor be obliged to apply, the assets of any such Fund in satisfaction or any liability incurred on behalf of, or attributable to, any other Fund.

There shall be implied in every contract, agreement, arrangement or transaction entered into by the Company the following terms, that:

- (i) the party or parties with the Company shall not seek, whether in any proceedings or by other means

whatsoever or wheresoever, to have recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund;

- (ii) if any party contracting with the Company shall succeed by any means whatsoever or wheresoever in having recourse to any assets of any Fund in the discharge of all or any part of a liability which was not incurred on behalf of that Fund, that party shall be liable to the Company to pay a sum equal to the value of the benefit thereby obtained by it; and
- (iii) if any party contracting with the Company shall succeed in seizing or attaching by any means, or otherwise levying execution against, the assets of a Fund in respect of a liability which was not incurred on behalf of that Fund, that party shall hold those assets or the direct or indirect proceeds of the sale of such assets on trust for the Company and shall keep those assets or proceeds separate and identifiable as such trust property.

All sums recoverable by the Company shall be credited against any concurrent liability pursuant to the implied terms set out in (i) to (iii) above.

Any asset or sum recovered by the Company shall, after the deduction or payment of any costs of recovery, be applied so as to compensate the Fund.

In the event that assets attributable to a Fund are taken in execution of a liability not attributable to that Fund, and in so far as such assets or compensation in respect thereof cannot otherwise be restored to the Fund affected, the Directors, with the consent of the Depositary, shall certify or cause to be certified, the value of the assets lost to the

Fund affected and transfer or pay from the assets of the Fund or Funds to which the liability was attributable, in priority to all other claims against such Fund or Funds, assets, or sums sufficient to restore the Fund affected, the value of the assets or sums lost to it.

A Fund is not a legal person separate from the Company but the Company may sue and be sued in respect of a particular Fund and may exercise the same rights of set-off, if any, as between its Funds as apply at law in respect of companies and the property of a Fund is subject to orders of the court as it would have been if it were a separate legal person.

Separate records shall be maintained in respect of each Fund.

WINDING UP

Duration of the Company

The Company continues indefinitely unless wound up in accordance with the Memorandum and Articles of Association. The Directors may terminate any Fund by notice in writing to the Depositary if:

- (a) on any date the Net Asset Value of a Fund shall be less than such amount as may be determined by the Directors (currently US\$10,000,000); or
- (b) the relevant Fund ceases to be authorised or otherwise officially approved; or
- (c) any law should be passed which renders it illegal or in the opinion of the Directors impracticable or inadvisable to continue the relevant Fund.

The Directors may terminate all of the Funds if the total Net Asset Value of the Funds is less than US\$25,000,000. The Directors will give notice of termination of a Fund to the Shareholders of such Fund and by such notice shall fix the date at which such termination is to take effect, which date shall be for such period after the service of such notice as the Directors shall at their absolute discretion determine.

Where a redemption of Shares would result in the number of Shareholders falling below three or such other minimum number stipulated by statute or where a redemption of Shares would result in the issued share capital of the Company falling below such minimum amount as the Company may be obliged to maintain pursuant to applicable law, the Company may defer the redemption of the minimum number of Shares sufficient to ensure compliance with applicable law. The redemption of such Shares will be deferred until the Company is wound up or until the Company procures the issue of sufficient Shares to ensure that the redemption can be effected. The Company shall be entitled to select the Shares for deferred redemption in such manner as it may deem to be fair and reasonable and as may be approved by the Depositary.

Winding up

On the winding up of the Company the Company's liquidator shall realise the assets of each Fund and (after satisfaction of creditors' claims) shall pay to the Shareholders a sum as near as possible equal to the Net Asset Value of the Shares held by them. The assets available for distribution among the Shareholders shall be applied in the following priority:

- (i) firstly, in payment to the Shareholders of each Class of each Fund of a sum in the Base Currency in which that Class is denominated or in any other currency selected by the liquidator as nearly as possible equal (at a rate of exchange reasonably determined by the liquidator) to the Net Asset Value of the Shares of such Class held by such holders respectively as at the date of commencement of the winding up provided that there are sufficient assets available in the relevant Fund to enable such payment to be made. In the event that, as regards any Class of Shares, there are insufficient assets available in the relevant Fund to enable such payment to be made, recourse shall be had to the assets of the Company not comprised within any of the Funds;
- (ii) secondly, in the payment to the holders of the Subscriber Shares of sums up to the amount paid thereon (plus any interest accrued) out of the assets of the Company not comprised within any Funds remaining after any recourse thereto under paragraph (i) above. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Funds;
- (iii) thirdly, in the payment to the Shareholders of any balance then remaining in the relevant Fund, such payment being made in proportion to the number of Shares held; and

- (iv) fourthly, in the payment to the Shareholders of any balance then remaining and not comprised within any of the Funds, such payment being made in proportion to the value of each Fund and within each Fund to the value of each Class and in proportion to the Net Asset Value per Share.

On winding up, the liquidator may at his discretion with the approval of the Shareholders divide among the Shareholders of the Company in specie the whole or any part of the assets of the Company.

APPENDIX 1 - INVESTMENT OBJECTIVES, POLICIES AND RISKS OF THE FUNDS

Goal of the First State Funds

The Company is designed to provide investors with a specialist investment programme by offering investors various Funds each with different investment objectives and policies. Each Fund employs its own strategy and has its own risk/reward profile. As you could lose money by investing in the Funds, be sure to read all risk disclosures carefully before investing. For more details, please refer to the section headed “Risk factors” above.

The investment objectives and any material change of the investment policies of each Fund may be altered with the approval of its Shareholders by way of an ordinary resolution passed at a general meeting or by way of a written resolution of all of the Shareholders of the Fund. In the event of a change of investment objective and/or change of investment policies reasonable notification will be provided to enable Shareholders to request the repurchase of their Shares prior to implementation of the change.

EQUITY FUNDS

The investment objective of the First State Asian Property Securities Fund, the First State Global Listed Infrastructure Fund and the First State Global Property Securities Fund is to achieve a total investment return consistent with income and long term capital growth. The investment objective of each of the other Equity Funds is to achieve long term capital appreciation. Each of the Equity Funds invests primarily in equity and equity related securities (including warrants, convertible bonds, depository receipts such as ADR and GDR, equity linked or participation notes etc.) that are listed, traded or dealt on Regulated Markets, provided that each Fund may not invest more than 15 per cent of its net assets in aggregate in warrants or equity linked or participation notes. Each of the Equity Funds may invest up to 10 per cent of its net assets in transferable securities that are not listed, traded or dealt in on Regulated Markets.

Each of the Equity Funds may invest up to 5 per cent of its net assets in open-ended collective investment schemes. These collective investment schemes will be established as UCITS under the UCITS Directive in any EU member state or non-UCITS which satisfy the requirements of Regulation 68(e) of the Regulations. **As the Equity Funds may invest in warrants, it is recommended that an investment in these Funds should not constitute a substantial proportion of an investor’s portfolio and may not be appropriate for all investors.**

The Equity Funds may invest cash balances in short-term securities listed, traded or dealt in on a Regulated Market. The short-term securities in which the Equity Funds may invest will include securities such as commercial paper, certificates of deposit, and bankers’ acceptances all rated above investment grade or in the opinion of the Investment Manager to be of comparable quality. For defensive purposes during periods of perceived uncertainty and volatility, each Equity Fund may also hold all or part of its assets in debt securities, asset-backed and mortgage-backed securities which must be rated at least investment grade or in the opinion of the Investment Manager to be of comparable quality and which are listed, traded or dealt in on a Regulated Market.

Each of the Equity Funds which indicate an investment objective or policy in a particular sector, geographic region or market will normally invest at least 70 per cent of its non-cash assets in such securities to reflect the particular objective though it may invest in securities outside such sectors or markets when the Investment Manager considers appropriate.

The following Equity Funds may invest more than 20 per cent of their Net Asset Value in the securities of issuers located in Emerging Markets.

First State Asian Equity Plus Fund
First State Asian Growth Fund
First State Asia Opportunities Fund

First State Asia Pacific All Cap Fund
First State Asia Pacific Select Fund
First State Asian Property Securities Fund
First State Australian Growth Fund
First State China Focus Fund
First State China Growth Fund
First State Global Mining Fund
First State Global Property Securities Fund
First State Global Resources Fund
First State Greater China Growth Fund
First State Indian Subcontinent Fund
First State Singapore and Malaysia Growth Fund
Stewart Investors Global Emerging Markets Leaders Fund
Stewart Investors Worldwide Equity Fund
Stewart Investors Worldwide Leaders Fund

Investors should note that those Equity Funds that may invest more than 20 per cent of their net assets in Emerging Markets should not constitute a substantial proportion of an investor's portfolio and may not be appropriate for all investors.

In determining whether an investment reflects a particular objective or policy in a geographic region or market, the Investment Manager will consider not only the principal trading market for the stock or place of incorporation of the issuer but also the location of its principal activities and business interests, source of revenue and location of its substantial assets.

Each of the Equity Funds may employ a portion of its assets in futures contracts, options, non-deliverable options, forward currency transactions, non-deliverable forwards, swaps, interest rate swaps, zero-coupon swaps, currency swaps, contracts for difference and credit default swaps for the purposes of efficient portfolio management and to hedge against exchange rate risk under the conditions and limitations as laid down by the Central Bank. Certain instruments in which the Equity Funds may invest, such as equity linked or participation notes, may contain an embedded derivative component. The Equity Funds will use financial derivative instruments and will be leveraged, however, to the extent that the Equity Funds are leveraged, the limits described in Appendix 4 under the heading "Cover Requirements" will apply. Leverage will be measured using the commitment approach and such leverage cannot exceed 100 per cent of the Net Asset Value of the Fund. The Equity Funds current exposure to leverage will vary between low exposure, medium exposure and high exposure, with low exposure being less than 25 per cent of the Fund's Net Asset Value, medium exposure being between 25 to 60 per cent of the Fund's Net Asset Value and high exposure being more than 60 per cent of the Fund's Net Asset Value. As an indication based on the use of leverage up to 31 December 2015 all of the Equity Funds fall in the low exposure category.

Financial derivative instruments, in general, involve special risks and costs and may result in losses to a Fund. A fuller description of the risks associated with financial derivative instruments is set out in the section entitled "Risk Factors".

A Fund may invest in the Shares of another Fund provided that that Fund does not hold shares in other funds. Where such an investment is made, the Fund which is making the investment may not charge subscription, conversion or redemption fees on account of its investment in the Shares of the other Fund. In addition, the investing Fund may not charge the annual management fee charged by the Investment Manager in respect of that portion of its assets invested in the other Fund.

The REITs in which a Fund may invest must be subject to corporate governance mechanisms which apply to companies or which are equivalent to those that apply to companies, must be managed by an entity which is subject to national regulation for the purpose of investor protection and whose shares or units must be transferable securities listed, traded or dealt in on a Regulated

Market. Issuers that will qualify for investment principally engage in the ownership, management, financing, purchase and sale of land and residential, commercial or industrial real estate.

Investing in China

Chinese Stock Exchanges:

The Chinese Stock Exchanges (which currently comprise the two stock exchanges in the PRC, the Shanghai Stock Exchange and Shenzhen Stock Exchange) are supervised by the CSRC and are highly automated with trading and settlement executed electronically. The Chinese Stock Exchanges are less liquid and developed, and more volatile than the major securities markets in the United States, United Kingdom and in other western countries. The Chinese Stock Exchanges divide listed shares into two classes: China A Shares and China B Shares for different currency denominations. Companies whose shares are traded on the Chinese Stock Exchanges that are incorporated in the PRC may issue both China A Shares and China B Shares. China A Shares and China B Shares may both be listed on either of the Chinese Stock Exchanges. Both classes of shares represent an ownership interest comparable to a share of common stock and all shares are entitled to substantially the same rights and benefits associated with ownership.

China A Shares:

China A Shares are traded on the Chinese Stock Exchanges in onshore Renminbi. Foreign investors had historically been unable to participate in the China A Share market. However, following China's introduction of the QFII program in 2002, a legal framework has been provided for foreign investors through licensed QFIIs to invest in China A Shares on the Chinese Stock Exchanges and certain other securities previously not eligible for investment by foreign investors. This is administered through quotas granted by the SAFE to those QFIIs which have been approved by the CSRC.

The current QFII regulations impose strict restrictions (such as investment guidelines and a minimum holding period) on investments in China A Shares. As of the date of this Prospectus, only the First State Asian Equity Plus Fund, the First State China Growth Fund and the First State Greater China Growth Fund may invest directly in the China A Share market through the QFII quota of FSIM UK under the Facility Arrangement. Direct investment in China A Shares through the QFII quota is limited to 10 per cent of the net assets of the relevant Fund.

Certain Equity Funds may also invest directly in eligible China A Shares via Stock Connect. Where an Equity Fund invests in eligible China A Shares via Stock Connect the total maximum exposure to China A Shares is 25 per cent of the net assets of such Equity Fund. The Equity Funds that may invest directly in eligible China A Shares via Stock Connect are the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State China Focus Fund, the First State China Growth Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the Stewart Investors Worldwide Equity Fund and the Stewart Investors Worldwide Leaders Fund.

Some of the Equity Funds may also invest in the China A Shares indirectly through equity linked or participation notes issued by institutions that have obtained the QFII status or through investing in open-ended collective investment schemes that invest in China A Shares. The Chinese government may relax the QFII regulations over time and Equity Funds (other than the three Equity Funds referred to above as being eligible to invest through the QFII quota) could invest in the China A Share market directly if and when opportunities arise. Investments in equity linked or participation notes may be less liquid than direct investments and investments in collective investment schemes are subject to redemption restrictions. However, in no event will investments by an Equity Fund in warrants, equity linked or participation notes in aggregate exceed 15 per cent of the net assets of that Fund. Also, an Equity Fund may invest up to 10 per cent of its net assets in unlisted securities.

The Equity Funds that may invest in equity linked or participation notes in relation to China A Shares are the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First

State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the Stewart Investors Worldwide Equity Fund and the Stewart Investors Worldwide Leaders Fund. These Funds will only invest in equity linked or participation notes if the notes are listed on any Regulated Market worldwide.

The Equity Funds that may invest in collective investment schemes in relation to China A Shares are the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Greater China Growth Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the Stewart Investors Worldwide Equity Fund and the Stewart Investors Worldwide Leaders Fund.

An Equity Fund's investment in listed equity linked or participation notes is subject to a limit of 15 per cent of the net assets of the Fund. On the other hand, an Equity Fund's investment in non-UCITS collective investment schemes may constitute an investment in other collective investment schemes pursuant to Regulation 68 of the Regulations (subject to a limit of 5 per cent of the net assets of the Fund). Where an Equity Fund invests in China A Shares through listed equity linked or participation notes and/or non-UCITS collective investment schemes the total maximum exposure to China A Shares could be 25 per cent of the net assets of the Equity Fund.

China B Shares:

China B Shares are traded on the Chinese Stock Exchanges in Hong Kong Dollars and US Dollars, respectively. China B Shares were originally intended to be available only to foreign individual and institutional investors. However, China B Shares are also available to domestic individual investors who trade through legal foreign currency accounts.

All of the Equity Funds (except First State Australian Growth Fund, the First State Indian Subcontinent Fund and the First State Singapore and Malaysia Growth Fund) may invest directly in China B Shares through the Chinese Stock Exchanges.

Where an Equity Fund invests in China B Shares, the total maximum exposure to China B Shares is 25 per cent of the net assets of such Equity Fund.

Please note that the investment limits set out above are maximum amounts and the actual or intended exposure to China A Shares and China B Shares could vary among individual Equity Funds.

Notwithstanding the levels of maximum exposure to China A Shares and China B Shares as set out above, it is expected that any of the Equity Fund's which have such an exposure will have a maximum exposure to China A Shares and China B Shares in aggregate which will not exceed 25 per cent of the Fund's net assets.

Profile of a Typical Investor

The following funds are suitable for investors seeking capital growth over the long term and who are prepared to accept a moderate level of volatility:

- | | |
|---------------------------------------|---|
| - First State Asian Equity Plus Fund | - First State Global Mining Fund |
| - First State Asian Growth Fund | - First State Global Resources Fund |
| - First State Asia Opportunities Fund | - First State Greater China Growth Fund |

- First State Asia Pacific All Cap Fund
- First State Asia Pacific Select Fund
- First State China Focus Fund
- First State Australian Growth Fund
- First State China Growth Fund
- First State Global Agribusiness Fund
- Stewart Investors Global Emerging Markets Leaders Fund
- First State Hong Kong Growth Fund
- First State Indian Subcontinent Fund
- First State Japan Equity Fund
- First State Singapore and Malaysia Growth Fund
- Stewart Investors Worldwide Equity Fund
- Stewart Investors Worldwide Leaders Fund

The following Funds are suitable for investors seeking income and capital growth over the long term and who are prepared to accept a moderate level of volatility:

- First State Asian Property Securities Fund
- First State Global Property Securities Fund
- First State Global Listed Infrastructure Fund

First State Asian Equity Plus Fund

Investment Policy:

The Fund invests primarily in securities in the Asia Pacific region (excluding Japan). Such companies will be selected on the basis of their high dividend yields and their potential for long term capital appreciation.

The Investment Manager will select investments which it believes offer the potential for sustainable above average dividend yields in addition to price appreciation.

First State Asian Growth Fund

Investment Policy:

The Fund invests primarily in securities in the Asian region, excluding Japan.

First State Asia Opportunities Fund

Investment Policy:

The Fund shall invest primarily in equity and equity-related securities in the Asia region (excluding Australia, New Zealand and Japan).

First State Asia Pacific All Cap Fund

Investment Policy:

The Fund will invest primarily in the equity securities of companies established or having significant operations in the Asia Pacific region (excluding Japan, including Australasia) and which are listed, traded or dealt in on Regulated Markets worldwide.

First State Asia Pacific Select Fund

Investment Policy:

The Fund invests primarily in a diversified portfolio of securities of larger capitalisation companies established or having significant operations in the Asia Pacific region (excluding Japan, including Australasia) and are listed, traded or dealt in on Regulated Markets worldwide.

Larger capitalisation companies are currently defined as companies with a minimum investible market cap (free float) of US\$3 billion at the time of investment. The Investment Manager may review this definition as considered appropriate.

First State Asian Property Securities Fund

Investment Policy:

The Fund primarily invests in a broad selection of Asian securities issued by real estate investment trusts or companies that own, develop or manage real property and which are listed, traded or dealt in on Regulated Markets in the Asian Region.

First State Australian Growth Fund

Investment Policy:

The Fund invests primarily in a portfolio of securities of companies listed, traded or dealt in on regulated Australian exchanges. The Fund may also invest in the securities of companies which are incorporated in or have a majority of their economic activity based in Australia but are listed, traded or dealt in on other Regulated Markets worldwide.

The Fund may invest in any industry.

First State China Focus Fund

Investment Policy:

The Fund invests primarily in a concentrated portfolio of equities of large and mid-capitalisation companies established or having significant operations in Mainland China and which are listed, traded or dealt in on Regulated Markets worldwide.

First State China Growth Fund

Investment Policy:

The Fund invests primarily in securities issued by companies with either assets in, or revenues derived from the People's Republic of China that are listed, traded or dealt in on Regulated Markets in China, Hong Kong, Taiwan, the U.S. or in a member state of the OECD.

First State Global Agribusiness Fund

Investment Policy:

The Fund invests primarily in a diversified portfolio of equity and equity related instruments of issuers in the Agribusiness sector, which are listed, traded or dealt in on Regulated Markets worldwide.

The sector includes but is not limited to companies involved in the production, processing, transporting, trading and marketing of soft commodities, as well as those that supply products and services (including seeds, fertilisers, crop nutrients, agricultural equipment and water) to the agricultural/forestry industry.

Soft commodities include, amongst other things, coarse grains, soya beans, sugar, coffee, cocoa, palm oil, livestock, forestry, pulp and water. The Fund will not invest in physical commodities or derivatives relating to commodities.

First State Global Listed Infrastructure Fund

Investment Policy:

The Fund invests primarily in a diversified portfolio of listed Infrastructure and Infrastructure-related securities of issuers listed, traded or dealt in on Regulated Markets worldwide. The Infrastructure sector includes, but is not limited to, utilities (e.g. water and electricity), highways and railways, airports services, marine ports and services, and oil and gas storage and transportation.

First State Global Mining Fund

Investment Policy:

The Fund will invest primarily in the equity securities and equity related securities of companies principally engaged in the discovery, development, extraction, processing or distribution of natural mineral resources.

Natural mineral resources include: coal, uranium, precious minerals, base metals, ferrous metals, other bulk minerals, agricultural minerals and industrial minerals. Equity securities may also be held in companies which themselves invest in companies primarily engaged in resource activities, and may include companies which have ownership of leases, rights and royalty interests as well as equity securities of issuers that primarily provide services to the resource industry such as contract drilling, mining, geological, geophysical and the supply of parts and equipment all of which are listed, traded or dealt on Regulated Markets worldwide.

First State Global Property Securities Fund

Investment Policy:

The Fund primarily invests in a broad selection of securities issued by real estate investment trusts or companies that own, develop or manage real property from around the world (including initially the EEA, Russia, Switzerland, United States, and the Asian Region) and which are listed, traded or dealt in on Regulated Markets worldwide.

First State Global Resources Fund

Investment Policy:

The Fund primarily invests in the equities of issuers engaged in the discovery, development, extraction, processing or distribution of natural resources (including without limitation minerals, water, metals and timber) and energy sectors (including without limitation oil, coal, gas, nuclear energy and renewable energy), or issuers of securities that provide services to the natural resources and energy sectors and which are listed, traded or dealt in on Regulated Markets worldwide.

First State Greater China Growth Fund

Investment Policy:

The Fund invests primarily in securities issued by companies with either assets in, or revenues derived from, the People's Republic of China, Hong Kong, and Taiwan and which are listed, traded or dealt in on Regulated Markets in the People's Republic of China, Hong Kong, Taiwan, the U.S., Singapore, Korea, Thailand and Malaysia or in a member state of the OECD.

The Fund may also invest in government and corporate debt securities such as, but not limited to, convertible and non-convertible debt securities, fixed and floating rate bonds, zero coupon and discount bonds or certificates of deposit each rated investment grade or, if unrated, of comparable quality as determined by the Investment Manager.

First State Hong Kong Growth Fund

Investment Policy:

The Fund invests primarily in securities listed on the Stock Exchange of Hong Kong Limited or securities issued by such companies which in the Investment Manager's opinion have significant assets, business, production activities, trading or other business interests in Hong Kong and traded on Regulated Markets.

First State Indian Subcontinent Fund

Investment Policy:

The Fund will comprise a diversified portfolio of companies of the Indian subcontinent. Countries of the Indian subcontinent include India, Pakistan, Sri Lanka and Bangladesh. The Fund concentrates on securities that are listed, traded or dealt in on Regulated Markets in the Indian subcontinent and offshore instruments issued by companies established or operating or have significant interests in the Indian subcontinent and listed on other Regulated Markets.

First State Japan Equity Fund

Investment Policy:

The Fund will invest primarily in a portfolio of equity securities which are established or have significant operations in Japan and which are listed, traded or dealt in on Regulated Markets worldwide. The Fund may invest in any industry. The Fund is not managed to a benchmark.

First State Singapore and Malaysia Growth Fund

Investment Policy:

The Fund invests primarily in securities issued by companies that are listed, traded or dealt in on Regulated Markets in Singapore or Malaysia or companies that are listed, traded or dealt in on another Regulated Market but that are incorporated in, have substantial assets in, or derive significant revenues from operations in Singapore or Malaysia.

The Fund may from time to time also invest in companies that are listed, traded or dealt in on Regulated Markets in the Asia-Pacific region other than Singapore and Malaysia which, in the opinion of the Investment Manager, offer potential for diversification and capital growth, subject to a maximum of 20 per cent of the Fund's net assets in aggregate being invested in such countries. In its investment decisions the Investment Manager does not emphasise any particular company size but instead considers investments which in its opinion offer the potential for capital appreciation.

Stewart Investors Global Emerging Markets Leaders Fund

Investment Policy:

The Fund invests primarily in large and mid-capitalisation securities in emerging economies, including those of companies listed on developed market exchanges whose activities predominantly take place in emerging market countries. Such securities will primarily be listed, traded or dealt in on Regulated Markets in EEA, Brazil, Colombia, China, Egypt, Hong Kong, India, Indonesia, Israel, Korea, Malaysia, Mexico, Peru, Philippines, Singapore, South Africa, Sri Lanka, Taiwan, Thailand, Turkey and United States of America.

Large and mid-capitalisation equities are currently defined as companies with a minimum market capitalisation of US\$1 billion and a minimum free float of US\$500 million at the time of investment. The Investment Manager may review this definition as considered appropriate.

Stewart Investors Worldwide Equity Fund

Investment Policy:

The Fund will seek to invest in a diverse portfolio of equity securities which are listed, traded or dealt in on any of the Regulated Markets worldwide.

The Fund is not managed to a benchmark and may have exposure to developed or Emerging Markets whilst maintaining its geographical diversity.

The Fund may invest in any industry.

Stewart Investors Worldwide Leaders Fund

Investment Policy:

The Fund invests primarily in a diverse portfolio of equity securities of larger capitalisation companies which are listed, traded or dealt in on any of the Regulated Markets worldwide. Larger capitalisation companies are currently defined as companies with a minimum investible market cap (free float) of US\$3 billion at the time of investment. The Investment Manager may review this definition as considered appropriate.

In relation to the term Leaders, this indicates the Fund will not invest in securities of small capitalisation companies. Small capitalisation companies are currently defined as companies with a minimum investible market cap (free float) of less than US\$1 billion at the time of investment.

Particular consideration is given to investment in companies that are positioned to benefit from, and contribute to, the sustainable development of the countries in which they operate.

The Fund is not managed to a benchmark and may have exposure to developed or Emerging Markets whilst maintaining its geographical diversity.

The Fund may invest in any industry.

BOND FUNDS

Each of the Bond Funds has a different investment objective, details of which are set out below.

Each of the Bond Funds will invest in convertible, exchangeable and non-exchangeable and non-convertible debt securities, fixed and floating rate bonds, zero coupon and discount bonds, transferable notes, mortgaged-backed and asset-backed securities, commercial paper, certificates of deposits of variable or fixed interest rates listed, traded or dealt in Regulated Markets. The Bond Funds may invest up to 10 per cent of net assets in transferable securities that are not listed, traded or dealt in on Regulated Markets and may invest up to 5 per cent in open ended collective investment schemes. These collective investment schemes will be established as UCITS under the UCITS Directive in any EU member state.

Each of the Bond Funds which indicate an investment objective or policy in a particular sector, geographic region objective will normally invest at least 70 per cent of its non-cash assets in such securities to reflect the particular objective though it may invest in securities outside such sectors or markets when the Investment Manager considers it appropriate.

The following Bond Funds may invest more than 20 per cent of their Net Asset Value in the securities of issuers located in Emerging Markets.

First State Asian Bond Fund
First State Asian Quality Bond Fund
First State Emerging Markets Bond Fund

Investors should note that those Bond Funds which may invest more than 20 per cent of their net assets in Emerging Markets should not constitute a substantial proportion of an investor's portfolio and may not be appropriate for all investors.

The following Bond Fund may invest more than 30 per cent of its Net Asset Value in below investment grade debt securities.

First State Emerging Markets Bond Fund

Investors should note that those Bond Funds which may invest more than 30 per cent of their net assets in below investment grade debt securities should not constitute a substantial proportion of an investor's portfolio and may not be appropriate for all investors.

In determining whether an investment reflects a particular objective or policy in a geographic region or market, the Investment Manager will consider not only the principal trading market for the stock or place of incorporation of the issuer but also the location of its principal activities and business interests, source of revenue and location of its substantial assets.

A Fund may invest in the Shares of another Fund provided that that Fund does not hold shares in other funds. Where such an investment is made the Fund which is making the investment may not charge subscription, conversion or redemption fees on account of its investment in the Shares of the other Fund. In addition, the investing Fund may not charge the annual management fee charged by the Investment Manager in respect of that portion of its assets invested in the other Fund.

The Bond Funds may employ a portion of their assets in futures contracts, options, non-deliverable options, forward currency transactions, non-deliverable forwards, swaps, interest rate swaps, zero-coupon swaps, currency swaps, contracts for difference and credit default swaps for the purposes of efficient portfolio management and to hedge against exchange rate risk under the conditions and limitations as laid down by the Central Bank. Only one Fund, First State Global Credit Income Fund, is permitted to invest in financial derivative instruments for investment purposes, such investment will be subject to the limits from time to time laid down by the Central Bank. The Bond Funds will use financial derivative instruments and will be leveraged, however, to the extent that the Bond Funds are leveraged, the limits described in Appendix 4 under the heading "Cover Requirements" will apply. Leverage will be measured using either the commitment approach or value-at-risk ("VaR") method. If the commitment approach is used such leverage cannot exceed 100 per cent of the Net Asset Value of the Fund. If absolute VaR is used, the absolute VaR calculates a Fund's VaR as a percentage of the Fund's Net Asset Value and is subject to an absolute VaR limit of 20% of its Net Asset Value. VaR is a statistical methodology that predicts, using historical data, the likely maximum daily loss that the Fund could lose. The VaR is calculated to a 99 per cent confidence level using a one month holding period, meaning there is a 1 per cent statistical chance that the daily VaR limit may be exceeded. All the Bond Funds currently use the commitment approach apart from the First State Global Credit Income Fund which uses absolute VaR. The Bond Funds current exposure to leverage will vary between low exposure, medium exposure and high exposure, with low exposure being less than 25 per cent of the Fund's Net Asset Value, medium exposure being between 25 and 60 per cent of the Fund's Net Asset Value and high exposure being more than 60 per cent of the Fund's Net Asset Value. As an indication based on the use of leverage up to 31 December 2015 the Bond Funds can be categorised as follows:

Low exposure

First State Emerging Markets Bond Fund

Medium exposure

First State Asian Bond Fund
First State Asian Quality Bond Fund
First State Global Bond Fund
First State High Quality Bond Fund
First State Long Term Bond Fund

The First State Global Credit Income Fund falls in to high exposure.

Financial derivative instruments, in general, involve special risks and costs and may result in losses to a Fund. A fuller description of the risks associated with financial derivative instruments is set out in the section entitled “Risk Factors”.

If any Fund intends to make use of financial derivative instruments for any purpose other than efficient portfolio management or to hedge against market or currency risks, this will be specified in the Investment Objectives and Investment Policies of the Fund.

As with any fund that invests primarily in bonds, the value of a Bond Fund’s investments fluctuates in response to movements in interest rates in countries where the Bond Fund invests. Lower rated debt securities in which certain Bond Funds may invest offer higher yields than investment grade securities but generally have more risk and volatility, particularly in deteriorating economic periods, because of their reduced creditworthiness and greater chance of default. Investors’ attention is drawn to the risks of investing in securities rated below investment grade as set out in the section headed “Risk Factors” above. Where a Fund’s investment policy refers to ratings from a rating agency and where a security has multiple ratings, as long as at least one of the ratings satisfies the minimum requirement, the rule is deemed to be satisfied.

Profile of a Typical Investor

The following funds are suitable for investors seeking income and capital growth over the long term and who are prepared to accept a moderate level of volatility:

- | | |
|--|---|
| - First State Asian Bond Fund | - First State Global Credit Income Fund |
| - First State Asian Quality Bond Fund | - First State High Quality Bond Fund |
| - First State Emerging Markets Bond Fund | - First State Long Term Bond Fund |
| - First State Global Bond Fund | |

First State Asian Bond Fund

Investment Objective:

To achieve long-term returns through investment in a diversified portfolio of fixed income and similar transferable instruments issued primarily by government and corporate entities in Asia.

Investment Policy:

The Fund invests primarily in debt securities of issuers organised, headquartered or having their primary business operations in Asia. The Fund may also invest in treasury bonds of the United States Government.

The Fund may invest in investment grade debt securities (rated as Baa3 or above by Moody’s Investor Services, Inc. or BBB- or above by Standard & Poor’s Corporation or other recognised rating agencies) and below investment grade debt and convertible securities, or, if unrated, of comparable quality as determined by the Investment Manager.

First State Asian Quality Bond Fund

Investment Objective:

To achieve long term returns through investment in a diversified portfolio of investment grade fixed income and similar transferable instruments issued primarily by government and corporate entities in Asia.

Investment Policy:

The Fund invests primarily in debt securities of issuers organised, headquartered or having their primary business operations in Asia. The Fund will invest in investment grade debt and convertible securities (rated as Baa3 or above by Moody's Investor Services Inc or BBB- or above by Standard & Poor's Corporation or other recognised rating agencies) or if unrated, of comparable quality as determined by the Investment Manager.

First State Global Bond Fund

Investment Objective:

To provide a total return greater than the Citigroup World Government Bond Index ("WGBI").

Investment Policy:

The Fund invests primarily in debt securities of issuers from countries organised, headquartered or having their primary business operations in the WGBI Index, although in the event of unusual market conditions, investments in countries not included in the WGBI Index may be included and may constitute up to 50 per cent of the net assets of the Fund.

No more than 10 per cent of the Fund's net assets will be invested in any country outside of the United States, the European Union, Switzerland, Australia, Canada, New Zealand, Japan or Norway and no more than 30 per cent in aggregate will be invested outside these countries. The Fund will hold securities of issuers from at least three countries.

The Fund will normally invest at least 70 per cent of its net assets in investment grade debt securities (rated as Baa3 or above by Moody's Investor Services, Inc or BBB- or above by Standard & Poor's Corporation, or other recognised rating agencies), or, if unrated, of comparable quality as determined by the Investment Manager. The Fund is not constrained as to the maximum maturity of its portfolio securities.

First State High Quality Bond Fund

Investment Objective:

To provide a total return greater than the Barclays Capital U.S. Government/Credit Bond Index

Investment Policy:

The Fund will invest primarily in debt securities of issuers organised, headquartered or having their primary business operations in the countries included in the Barclays Capital U.S. Government/Credit Bond Index. No more than 10 per cent of the Fund's net assets will be invested in any one country outside the United States, the European Union, Switzerland, Australia, Canada, New Zealand, Japan or Norway and no more than 30 per cent in aggregate will be invested outside these countries. The Investment Manager intends to ensure at least 70 per cent of the Fund's net assets will be exposed to United States Dollars.

The Fund will normally invest 80 per cent of its net assets in high quality investment grade debt securities (rated as A3 or above by Moody's Investor Services, Inc or A- or above by Standard & Poor's Corporation or other recognised rating agencies) or, if unrated, of comparable quality as

determined by the Investment Manager. The average portfolio duration of the Fund ranges from two to eight years.

First State Long Term Bond Fund

Investment Objective:

To provide a total return greater than the Citigroup US Government Bond Index.

Investment Policy:

The Fund will invest at least 95 per cent of its net assets in the United States or in United States Dollar denominated debt securities (including up to 10% of its net assets in U.S. Dollar cash deposits).

The Fund will invest in investment grade corporate and government debt securities (rated A3 or above by Moody's Investor Services, Inc or A- or above by Standard and Poor's Corporation, or other recognised ratings agencies) or, if unrated, of comparable quality as determined by the Investment Manager.

The Fund will hold securities from at least 6 different issues. The maximum investment in any non-government issuer rated Aa2 or above by Moody's Investor Services Inc, or AA or above by Standard and Poor's Corporation will be 10 per cent of the net assets of the Fund. The maximum investment in any issuer rated below Aa2, but A3 or above by Moody's Investor Services Inc or below AA but A- or above by Standard and Poor's Corporation will be 5 per cent of the Fund's net assets. The Fund will not hold more than 10 per cent of the total issue of any non-governmental security.

First State Emerging Markets Bond Fund

Investment Objective:

The Fund aims to achieve a total investment return from income and capital appreciation.

Investment Policy:

The Fund primarily invests in debt securities issued or guaranteed by governments, financial institutions or companies in Emerging Market Countries. The Fund will invest at least 80 per cent of its net assets in debt securities issued or guaranteed by governments of Emerging Market Countries or their agencies, and by companies established or having significant operations in Emerging Market Countries.

The Fund may also invest up to 20 per cent of its net assets in debt securities of companies which are not established in Emerging Market Countries but which may conduct a portion of their business operations in Emerging Market Countries.

The majority of the Fund will be invested in debt securities denominated in US dollars.

The Fund may invest in investment grade debt securities (rated as Baa3 or above by Moody's Investor Services, Inc. or BBB- or above by Standard & Poor's Corporation or other recognised rating agencies), below investment grade and unrated debt securities. The Fund may hold more than 30 per cent of its net assets in debt securities rated below investment grade.

First State Global Credit Income Fund

Investment Objective:

The Fund aims to achieve a total investment return from income and capital appreciation.

Investment Policy:

The Fund will invest predominantly in a diversified portfolio of global corporate debt securities which are listed, traded or dealt in on Regulated Markets worldwide.

The Fund's strategy is to earn an income and capital returns from its investments, controlling risk through careful security selection and monitoring, combined with broad diversification. The increased credit risk of corporate debt compared to government debt means that these investments have the potential to deliver higher returns over the medium term compared to cash. The Fund may invest in investment grade (rated as Baa3 or above by Moody's Investors Services, Inc, or BBB- or above by Standard & Poor's corporation or other recognised rating agencies) and/or below investment grade debt securities, or, if unrated, of comparable quality as determined by the Investment Manager.

The Fund will invest in financial derivative instruments to manage interest rate sensitivity, credit risk and hedge currency risk subject to the conditions and the limits laid down from time to time by the Central Bank. In addition to using these instruments for efficient portfolio management purposes, the Fund may invest in derivative instruments for investment purposes. These instruments are futures contracts, options, non-deliverable options, forward currency transactions, non-deliverable forwards, swaps, interest rate swaps, zero-coupon swaps, currency swaps, contracts for difference and credit default swaps.

Investment Techniques and Instruments

The Investment Manager may, where the Investment Manager deems it appropriate in order to pursue the investment return objective of a Fund, employ investment techniques and instruments, within the limits set forth in Appendix 4 ("Investment Techniques and Instruments") for efficient portfolio management purposes, such as to reduce risk, reduce cost or to generate additional capital or income for a Fund, and/or to engage in currency hedging transactions. Only First State Global Credit Income Fund will avail of the opportunity to invest in financial derivative instruments for investment purposes. This means that the Fund may use financial derivative instruments for return enhancement purposes. No other existing Fund will be permitted to invest in financial derivative instruments without prior shareholder approval (other than in respect of equity linked or participation notes which may contain an embedded derivative component).

Call options may be purchased to hedge an anticipated increase in the price of the underlying asset and to protect against rising market. Put options can be purchased to hedge an anticipated decrease in the price of the underlying asset and to protect against market decreases. A covered option writing strategy may be utilised to enhance the returns of the portfolio and to reduce risk on long stock through premiums received. The Company may undertake the trading of futures in its Funds as a means of managing market risk of both cash inflows and outflows, as well as to hedge against anticipated increases or decreases in the prices of underlying assets. The Company would purchase futures in order to protect against rising prices and sell futures contracts to protect against declining prices. The Company may use currency forwards (including non-deliverable forwards) as an effective tool for managing currency risk. Forward contracts will be used for hedging and currency management of both local and foreign currencies. Contracts for difference may be used for hedging a position in the underlying asset by taking an opposite position in the contract for difference market. Credit default swaps may be used to allow the transfer of potential default risk of an underlying asset, usually a bond, to a counterparty, and may be used to hedge the credit risk profile of underlying assets.

The Company shall supply to a Shareholder on request supplementary information in relation to the quantitative risk management limits applied by it, the risk management methods used by it and any recent developments in the risks and yields characteristics for the main categories of investment. A list of the Regulated Markets on which such derivative instruments may be quoted

or traded is set out in **Appendix 5**. A description of the current conditions and limits laid down by the Central Bank in relation to financial derivative instruments is set out in **Appendix 4**.

The Company's risk management policy which enables it to measure, monitor and manage risks associated with the use of financial derivative instruments is available, upon request, from the registered office of the Company or the Investment Manager.

The Company may also engage in stock lending transactions and enter into repurchase agreements for efficient portfolio management purposes in accordance with the current conditions and limits laid down by the Central Bank which are also set out in **Appendix 4**.

Sub-underwriting Transactions

The Investment Manager may engage in sub-underwriting transactions on behalf of a Fund. The Investment Manager may only engage in sub-underwriting in relation to securities which the relevant Fund may invest in directly in accordance with the investment objective and policies of the Fund and the restrictions set out under "Investment Restrictions" above and in circumstances where the issues offering price or price range is considered at the time by the Investment Manager to be more attractive than the current or future market price. A Fund shall maintain at all times sufficient liquid assets or readily marketable securities to cover any of its obligations under any sub-underwriting arrangements.

In a sub-underwriting transaction an investment bank will underwrite an issue of securities and will in turn sub-underwrite the issue with various investors such as the Fund in return for a fee. Any fees received by the Investment Manager for sub-underwriting on behalf of a Fund will be paid into the assets of the relevant Fund.

APPENDIX 2 – CHARACTERISTICS OF CLASSES OF SHARES BY FUND

General Characteristics:

Share Class	Minimum Initial Investment*	Minimum Subsequent Investment	Minimum Holding	Sales Charge
All Class I and Class IV denominated in US Dollars	US\$ 1,500	US\$ 1,000	US\$ 1,500	Up to 5.0%
All Class I denominated in Sterling*	GBP£ 1,000	GBP£ 600	GBP£ 1,000	Up to 5.0%
All Class I denominated in Hong Kong Dollars	HK\$ 12,000	HK\$ 8,000	HK\$ 12,000	Up to 5.0%
All Class I denominated in Australian Dollars	AUS\$ 1,500	AUS\$ 1,000	AUS\$ 1,500	Up to 5.0%
Class I denominated in Euro**	Euro€ 1,500	Euro€ 1,000	Euro€ 1,500	Up to 5.0%
All Class III denominated in US Dollars	US\$ 500,000	N/A	US\$ 500,000	Up to 7.0%
All Class III denominated in Sterling*	GBP£ 350,000	N/A	GBP£ 350,000	Up to 7.0%
All Class III denominated in Australian Dollars	AUS\$ 500,000	N/A	AUS\$ 500,000	Up to 7.0%
All Class III denominated in Euro**	Euro€ 500,000	N/A	Euro€ 500,000	Up to 7.0%
All Class III denominated in Japanese Yen	JPY 50,000,000	N/A	JPY 50,000,000	Up to 7.0%
Class III (G) ****	N/A	N/A	US\$ 500,000	Up to 7.0%
All Class V (Distributing) denominated in US Dollars***	US\$ 500,000	N/A	US\$ 500,000	Up to 7.0%
Class VI denominated in US Dollars	US\$ 500,000	N/A	US\$ 500,000	Up to 7.0%
Class VI denominated in Sterling	GBP£ 350,000	N/A	GBP£ 350,000	Up to 7.0%
Class VI denominated in Euro **	Euro€ 500,000	N/A	Euro€ 500,000	Up to 7.0%
Class E denominated in US Dollars *****	US\$ 10,000,000	N/A	US\$ 10,000,000	Up to 7.0%
Class E denominated in Euro *****	Euro€ 10,000,000	N/A	Euro€ 10,000,000	Up to 7.0%

Class E denominated in Sterling *****	GBP£ 10,000,000	N/A	GBP£ 10,000,000	Up to 7.0%

* All Class I and Class III Sterling denominated Shares for the First State Global Credit Income Fund will be Hedged.

** All Class I, Class III and Class VI Euro denominated Shares for the First State Global Credit Income Fund will be Hedged.

*** The Directors reserve the right at any time to close Class V (Distributing) to further subscriptions.

**** Class III (G) in the Stewart Investors Worldwide Leaders Fund is closed to new investors.

***** The Directors reserve the right at any time to close Class E to further subscriptions.

Other Fund Details:

Name of Funds	Class of Shares	Hedged Currency Class	Initial Offer Price	Distributing Policy	Distribution Frequency	Investment Management fee per annum
First State Asia Opportunities Fund	I	No		Accumulation	N/A	1.75%
	III	No		Accumulation	N/A	1%
	VI (Euro)	No	EUR10	Accumulation	N/A	1%
First State Asia Pacific All Cap Fund	III	No	US \$10	Accumulation	N/A	1.25%
	VI (Euro)	No	EUR10	Accumulation	N/A	1.25%
First State Asia Pacific Select Fund	I	No	US \$10	Accumulation	N/A	1.5%
	I (Distributing)	No	US \$10	Distributing	Semi-Annually	1.5%
	III	No		Accumulation	N/A	0.85%
	VI (Euro)	No	EUR10	Accumulation	N/A	0.85%
First State Asian Equity Plus Fund	I	No		Accumulation	N/A	1.5%
	I (Distributing)	No		Distributing	Semi-Annually	1.5%
	I (Hong Kong Dollar)	No	HK\$ 100	Accumulation	N/A	1.5%
	Class I (Sterling)	No	GBP £10	Accumulation	N/A	1.5%
	Class I (Sterling - Distributing)	No	GBP £10	Distributing	Semi-Annually	1.5%
	III (Sterling)	No	GBP £10	Accumulation	N/A	1%
	III (Sterling Distributing)	No	GBP £10	Distributing	Semi-Annually	1%
	III	No	US \$10	Accumulation	N/A	1%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	1%
	VI (Euro)	No	EUR10	Accumulation	N/A	1%
First State Asian Growth Fund	I	No		Accumulation	N/A	1.5%
	I (Distributing)	No		Distributing	Semi-Annually	1.5%
	II	No		Accumulation	N/A	1.5%
	III	No		Accumulation	N/A	0.85%
	IV	No		Accumulation	N/A	2.00%
	VI	No	US \$10	Accumulation	N/A	0.85%
	VI (Euro)	No	EUR10	Accumulation	N/A	0.85%
	VI (Distributing)	No	US \$10	Distributing	Semi-Annually	0.85%
First State Asian Property Securities Fund	I	No		Accumulation	N/A	1.5%

Name of Funds	Class of Shares	Hedged Currency Class	Initial Offer Price	Distributing Policy	Distribution Frequency	Investment Management fee per annum
	I (Distributing)	No		Distributing	Semi-Annually	1.5%
	III	No		Accumulation	N/A	0.85%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	0.85%
	VI	No	US \$10	Accumulation	N/A	0.75%
	VI (Distributing)	No	US \$10	Distributing	Semi-Annually	0.75%
	VI (Euro)	No	EUR10	Accumulation	N/A	0.75%
First State Australian Growth Fund	I	No		Accumulation	N/A	1.5%
	I (Distributing)	No		Distributing	Semi-Annually	1.5%
	I (Australian Dollar)	No	AUS\$ 10	Accumulation	N/A	1.5%
	III	No	US \$10	Accumulation	N/A	0.85%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	0.85%
First State China Focus Fund	I	No		Accumulation	N/A	1.75%
	I (Distributing)	No	US \$10	Distributing	Semi-Annually	1.75%
	III	No	US \$10	Accumulation	N/A	1.0%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	1%
	IV	No		Accumulation	N/A	2.00%
	VI (Euro)	No	EUR10	Accumulation	N/A	1%
First State China Growth Fund	I	No		Accumulation	N/A	2%
	I (Distributing)	No		Distributing	Semi-Annually	2%
	II	No		Accumulation	N/A	1.5%
	VI (Euro)	No	EUR10	Accumulation	N/A	2%
First State Global Agribusiness Fund	I	No		Accumulation	N/A	1.5%
	I (Hong Kong Dollar)	No	HK \$100	Accumulation	N/A	1.5%
	III	No		Accumulation	N/A	0.85%
	VI	No	US \$10	Accumulation	N/A	0.75%
	VI (Euro)	No	EUR10	Accumulation	N/A	0.75%
First State Global Listed Infrastructure Fund	I	No	US \$10	Accumulation	N/A	1.5%
	I (Distributing)	No		Distributing	Semi-Annually	1.5%
	I (Hong Kong Dollar)	No	HK \$100	Accumulation	N/A	1.5%
	I	No	EUR10	Accumulation	N/A	1.5%

Name of Funds	Class of Shares	Hedged Currency Class	Initial Offer Price	Distributing Policy	Distribution Frequency	Investment Management fee per annum
	(Euro)					
	III	No	US \$10	Accumulation	N/A	0.85%
	VI	No	US \$10	Accumulation	N/A	0.75%
	VI (Distributing)	No	US \$10	Distributing	Semi-Annually	0.75%
	VI (Sterling Distributing)	No	GBP £10	Distributing	Semi-Annually	0.75%
	VI (Euro)	No	EUR10	Accumulation	N/A	0.75%
First State Global Mining Fund*	I	No	US \$10	Accumulation	N/A	1.5%
	I (Sterling)	No	GBP £10	Accumulation	N/A	1.5%
	I (Euro)	No	EUR10	Accumulation	N/A	1.5%
	III	No	US\$ 10	Accumulation	N/A	0.75%
	VI	No	US\$ 10	Accumulation	N/A	0.75%
	VI (Sterling)	No	GBP10	Accumulation	N/A	0.75%
	VI (Euro)	No	EUR10	Accumulation	N/A	0.75%
	E	No	US \$10	Accumulation	N/A	0.4%
	E (Sterling)	No	GBP £10	Accumulation	N/A	0.4%
	E (Euro)	No	EUR10	Accumulation	N/A	0.4%
First State Global Property Securities Fund	I	No		Accumulation	N/A	1.5%
	I (Distributing)	No		Distributing	Semi-Annually	1.5%
	III	No		Accumulation	N/A	0.85%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	0.85%
	VI	No	US \$10	Accumulation	N/A	0.75%
	VI (Distributing)	No	US \$10	Distributing	Semi-Annually	0.75%
	VI (Euro)	No	EUR10	Accumulation	N/A	0.75%
First State Global Resources Fund	I	No		Accumulation	N/A	1.5%
	I (Hong Kong Dollar)	No	HK\$ 100	Accumulation	N/A	1.5%
	III	No		Accumulation	N/A	0.85%
	IV	No		Accumulation	N/A	1.75%
	VI	No	US \$10	Accumulation	N/A	0.75%
	VI (Distributing)	No	US \$10	Distributing	Semi-Annually	0.75%
	VI (Euro)	No	EUR10	Accumulation	N/A	0.75%
First State Greater China Growth Fund	I	No		Accumulation	N/A	1.5%
	I (Distributing)	No		Distributing	Semi-Annually	1.5%

Name of Funds	Class of Shares	Hedged Currency Class	Initial Offer Price	Distributing Policy	Distribution Frequency	Investment Management fee per annum
	III	No	US \$10	Accumulation	N/A	1%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	1%
	IV	No		Accumulation	N/A	2.00%
	VI (Euro)	No	EUR10	Accumulation	N/A	1%
First State Hong Kong Growth Fund	I	No		Accumulation	N/A	1.5%
	III	No		Accumulation	N/A	1.00%
	IV	No		Accumulation	N/A	2.00%
	VI (Euro)	No	EUR10	Accumulation	N/A	1%
First State Indian Subcontinent Fund	I	No		Accumulation	N/A	1.75%
	I (Distributing)	No		Distributing	Semi-Annually	1.75%
	II	No		Accumulation	N/A	1.5%
	III	No		Accumulation	N/A	1%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	1%
	VI (Euro)	No	EUR10	Accumulation	N/A	1%
First State Japan Equity Fund	I	No	US \$10	Accumulation	N/A	1.75%
	III	No	US \$10	Accumulation	N/A	1.0%
	III (Yen)	No	JPY 1,000	Accumulation	N/A	1.0%
	VI (Euro)	No	EUR10	Accumulation	N/A	1%
First State Singapore and Malaysia Growth Fund	I	No		Accumulation	N/A	1.5%
	III	No	US \$10	Accumulation	N/A	1%
First State Asian Bond Fund	I (Distributing)	No		Distributing	Quarterly	1%
	I (Monthly Distributing)	No	US \$10	Distributing	Monthly	1%
	I (Hong Kong Dollar Monthly Distributing)	No	HK \$100	Distributing	Monthly	1%
	I (Hong Kong Dollar)	No	HK \$100	Accumulation	N/A	1%
	I (Sterling Accumulation)	No	GBP £10	Accumulation	N/A	1%
	I (Sterling Distributing)	No	GBP £10	Distributing	Quarterly	1%
	III	No		Accumulation	N/A	0.3%
	VI (Distributing)	No	US \$10	Distributing	Semi-Annually	0.3%
First State Asian Quality Bond Fund	I	No		Accumulation	N/A	1%
	I (Sterling)	No	GBP £10	Accumulation	N/A	1%

Name of Funds	Class of Shares	Hedged Currency Class	Initial Offer Price	Distributing Policy	Distribution Frequency	Investment Management fee per annum
	I (Sterling Distributing)	No	GBP £10	Distributing	Semi-Annually	1%
	I (Monthly Distributing)	No	US \$10	Distributing	Monthly	1%
	I (Hong Kong Dollar)	No	HK \$100	Accumulation	N/A	1%
	I (Hong Kong Dollar Monthly Distributing)	No	HK \$100	Distributing	Monthly	1%
	III	No		Accumulation	N/A	0.3%
	VI (Distributing)	No	US \$10	Distributing	Semi-Annually	0.3%
First State Global Bond Fund	I	No		Accumulation	N/A	1%
	I (Hong Kong Dollar)	No	HK \$100	Accumulation	N/A	1%
	III	No		Accumulation	N/A	0.3%
First State High Quality Bond Fund	I (Distributing)	No		Distributing	Semi-Annually	1%
	I (Sterling)	No	GBP £10	Accumulation	N/A	1%
	I (Sterling Distributing)	No	GBP £10	Distributing	Semi-Annually	1%
	I (Hong Kong Dollar)	No	HK \$100	Accumulation	N/A	1%
	III	No		Accumulation	N/A	0.3%
First State Long Term Bond Fund	I	No		Accumulation	N/A	1%
	III	No		Accumulation	N/A	0.3%
First State Emerging Markets Bond Fund	I	No		Accumulation	N/A	1.25%
	I (Distributing)	No		Distributing	Semi-Annually	1.25%
	I (Monthly Distributing)	No	US \$10	Distributing	Monthly	1.25%
	I (Hong Kong Dollar)	No	HK \$100	Accumulation	N/A	1.25%
	I (Hong Kong Dollar Monthly Distributing)	No	HK \$100	Distributing	Monthly	1.25%
	III	No	US \$10	Accumulation	N/A	0.60%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	0.60%
	VI (Distributing)	No	US \$10	Distributing	Semi-Annually	0.6%
First State Global Credit Income Fund	I	No	US \$10	Accumulation	N/A	1%
	I (Distributing)	No	US \$10	Distributing	Quarterly	1%
	I (Monthly Distributing)	No	US \$10	Distributing	Monthly	1%
	I (Euro hedged)	Yes	EUR10	Accumulation	N/A	1%
	I (Euro hedged Distributing)	Yes	EUR10	Distributing	Quarterly	1%

Name of Funds	Class of Shares	Hedged Currency Class	Initial Offer Price	Distributing Policy	Distribution Frequency	Investment Management fee per annum
	I (Sterling hedged)	Yes	GBP £10	Accumulation	N/A	1%
	I (Sterling hedged Distributing)	Yes	GBP £10	Distributing	Quarterly	1%
	III	No	US \$10	Accumulation	N/A	0.5%
	III (Distributing)	No	US \$10	Distributing	Quarterly	0.5%
	III (Monthly Distributing)	No	US \$10	Distributing	Monthly	0.5%
	III (Euro hedged)	Yes	EUR10	Accumulation	N/A	0.5%
	III (Euro hedged Distributing)	Yes	EUR10	Distributing	Quarterly	0.5%
	III (Sterling hedged)	Yes	GBP £10	Accumulation	N/A	0.5%
	III (Sterling hedged Distributing)	Yes	GBP £10	Distributing	Quarterly	0.5%
	V (Distributing).	No	US \$10	Distributing	Quarterly	0%
Stewart Investors Global Emerging Markets Leaders Fund	I	No		Accumulation	N/A	1.5%
	III	No		Accumulation	N/A	0.85%
	IV	No		Accumulation	N/A	1.75%
Stewart Investors Worldwide Equity Fund	I	No		Accumulation	N/A	1.75%
	I (Distributing)	No		Distributing	Semi-Annually	1.75%
	III	No	US \$10	Accumulation	N/A	1.0%
	III (Distributing)	No	US \$10	Distributing	Semi-Annually	1%
Stewart Investors Worldwide Leaders Fund	I	No		Accumulation	N/A	1.5%
	I (Euro)	No	EUR10	Accumulation	N/A	1.5%
	I (Sterling)	No	GBP £10	Accumulation	N/A	1.5%
	III	No	US \$10	Accumulation	N/A	0.75%
	III (G)	No		Accumulation	N/A	0.3%

* Shares in the First State Global Mining Fund and Shares in any Class of Shares which has not yet been issued will be offered at the initial offer price per Share (exclusive of the sales charge) during the Initial Offer Period which is from 6 September 2016 until 5 March 2017.

APPENDIX 3 - INVESTMENT RESTRICTIONS APPLICABLE TO THE FUNDS UNDER THE REGULATION

1	Permitted Investments
1.1	Investments of a UCITS are confined to: 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, is 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 other than those dealt on a regulated market.
1.4	Units of UCITS.
1.5	Units of AIFs
1.6	Deposits with credit institutions
1.7	Financial derivative instruments
2	Investment Restrictions
2.1	A UCITS may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in paragraph 1.
2.2	<p>Recently Issued Transferable Securities</p> <p>Subject to paragraph (2) a responsible person shall not invest any more than 10% of assets of a UCITS in securities of the type to which Regulation 68(1)(d) of the UCITS Regulations 2011 apply. Paragraph (1) does not apply to an investment by a responsible person in US Securities known as “Rule 144 A securities” provided that;</p> <p>(a) the relevant securities have been issued with an undertaking to register the securities with the SEC within 1 year of issue; and</p> <p>(b) the securities are not illiquid securities i.e. they may be realised by the UCITS within 7 days at the price, or approximately at the price, which they are valued by the UCITS.</p>
2.3	A UCITS 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	The limit of 10% (in 2.3) 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 UCITS 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 UCITS.
2.5	The limit of 10% (in 2.3) 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 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3.
2.7	Deposits with any single credit institution other than a credit institution specified in Regulation 7 of the Central Bank UCITS Regulations held as ancillary liquidity shall not exceed: (a) 10% of the NAV of the UCITS; or (b) where the deposit is made with the Depositary 20% of the net assets of the UCITS.
2.8	<p>The risk exposure of a UCITS to a counterparty to an OTC derivative may not exceed 5% of net assets.</p> <p>This limit is raised to 10% in the case of a credit institution authorised in the EEA; a credit institution 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</p>
2.9	<p>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:</p> <ul style="list-style-type: none"> - investments in transferable securities or money market instruments; - deposits, and/or - counterparty risk exposures arising from OTC derivatives transactions.
2.10	The limits referred to in 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 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. 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	<p>A UCITS may invest up to 100% of net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members.</p> <p>The individual issuers must be listed in the prospectus and may be drawn from the following list: OECD Governments (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, Export-Import Bank.</p> <p>The UCITS must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.</p>
3	Investment in Collective Investment Schemes (“CIS”)

3.1	A UCITS may not invest more than 20% of net assets in any one CIS.
3.2	Investment in AIFs 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 open-ended CIS.
3.4	When a UCITS invests in the units of other CIS that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the UCITS investment in the units of such other CIS.
3.5	Where by virtue of investment in the units of another investment fund, a responsible person, an investment manager or an investment advisor receives a commission on behalf of the UCITS (including a rebated commission), the responsible person shall ensure that the relevant commission is paid into the property of the UCITS.
4	Index Tracking UCITS
4.1	A UCITS may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of the UCITS is to replicate an index which satisfies the criteria set out in the Central Bank UCITS Regulations and is recognised by the Central Bank
4.2	The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.
5	General Provisions
5.1	An investment company, ICAV or management company acting in connection with all of the CIS it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
5.2	<p>A UCITS may acquire no more than:</p> <ul style="list-style-type: none"> (i) 10% of the non-voting shares 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. <p>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.</p>
5.3	<p>5.1 and 5.2 shall not be applicable to:</p> <ul style="list-style-type: none"> (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) shares held by a UCITS 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

	<p>UCITS 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 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed.</p> <p>(v) Shares held by an investment company or investment companies or ICAV or ICAVs 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.</p>
5.4	UCITS 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.
5.5	The Central Bank may allow recently authorised UCITS to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six months following the date of their authorisation, provided they observe the principle of risk spreading.
5.6	If the limits laid down herein are exceeded for reasons beyond the control of a UCITS, or as a result of the exercise of subscription rights, the UCITS must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unitholders.
5.7	<p>Neither an investment company, ICAV nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of:</p> <ul style="list-style-type: none"> - transferable securities; - money market instruments*; - units of investment funds; or - financial derivative instruments.
5.8	A UCITS may hold ancillary liquid assets.
6	Financial Derivative Instruments ('FDIs')
6.1	The UCITS global exposure relating to FDI must not exceed its total net asset value.
6.2	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 Central Bank UCITS Regulations/Guidance. (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 Central Bank UCITS Regulations.)
6.3	<p>UCITS may invest in FDIs dealt in over-the-counter (OTC) provided that</p> <ul style="list-style-type: none"> - The counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
6.4	Investment in FDIs are subject to the conditions and limits laid down by the Central Bank

* Any short selling of money market instruments by UCITS is prohibited

APPENDIX 4 - INVESTMENT TECHNIQUES AND INSTRUMENTS

Permitted Financial Derivative Instruments (“FDI”)

A Fund may use derivative instruments traded on an organised exchange and on over-the-counter markets, whether such instruments are used for investment purposes or for the purposes of the efficient portfolio management of the Fund. A Fund’s ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations and these strategies may be used only in accordance with the investment objectives of the Fund.

Financial Derivative Instruments

Permitted financial derivative instruments (“FDI”)

1. The Company shall only invest assets of a Fund in an FDI if:
 - 1.1 the relevant reference items or indices consist of one or more of the following: instruments referred to in Regulation 68(1)(a) – (f) and (h) of the UCITS Regulations, including financial instruments having one or several characteristics of those assets, financial indices, interest rates, foreign exchange rates or currencies;
 - 1.2 the FDI does not expose the Fund to risks which the Fund could not otherwise assume;
 - 1.3 the FDI does not cause the Fund to diverge from its investment objectives;
 - 1.4 the FDI is dealt in on a Regulated Market or alternatively the conditions in paragraph 6 are satisfied.
2. The reference in 1.1 above to financial indices shall be understood as a reference to indices which fulfil the following criteria:
 - 2.1 they are sufficiently diversified, in that the following criteria are fulfilled:
 - (a) the index is composed in such a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;
 - (b) where the index is composed of assets referred to in Regulation 68(1) of the UCITS Regulations, its composition is at least diversified in accordance with Regulation 71 of the UCITS Regulations;
 - (c) where the index is composed of assets other than those referred to in Regulation 68(1) of the UCITS Regulations, it is diversified in a way which is equivalent to that provided for in Regulation 71(1) of the UCITS Regulations;
 - 2.2 they represent an adequate benchmark for the market to which they refer, in that the following criteria are fulfilled:
 - (a) the index measures the performance of a representative group of underlyings in a relevant and appropriate way;
 - (b) the index is revised or rebalanced periodically to ensure that it continues to reflect the markets to which it refers following criteria which are publicly

available;

- (c) the underlyings are sufficiently liquid, which allows users to replicate the index, if necessary;

2.3 they are published in an appropriate manner, in that the following criteria are fulfilled:

- (a) their publication process relies on sound procedures to collect prices and to calculate and to subsequently publish the index value, including pricing procedures for components where a market price is not available;
- (b) material information on matters such as index calculation, rebalancing methodologies, index changes or any operational difficulties in providing timely or accurate information is provided on a wide and timely basis.

Where the composition of assets which are used as underlyings by FDI does not fulfil the criteria set out in 2.1, 2.2 or 2.3 above, those FDI shall, where they comply with the criteria set out in Regulation 68(1)(g) of the UCITS Regulations, be regarded as FDI on a combination of the assets referred to in Regulation 68(1)(g)(i) of the UCITS Regulations, excluding financial indices.

3. A transferable security or money market instrument embedding an FDI shall be understood as a reference to financial instruments which fulfil the criteria for transferable securities or money market instruments set out in the UCITS Regulations and which contain a component which fulfils the following criteria:

- 3.1 by virtue of that component some or all of the cash flows that otherwise would be required by the transferable security or money market instrument which functions as host contract can be modified according to a specified interest rate, financial instrument price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, and therefore vary in a way similar to a stand-alone FDI;
- 3.2 its economic characteristics and risks are not closely related to the economic characteristics and risks of the host contract;
- 3.3 it has a significant impact on the risk profile and pricing of the transferable security or money market instrument.

4. A transferable security or a money market instrument shall not be regarded as embedding a FDI where it contains a component which is contractually transferable independently of the transferable security or the money market instrument. Such a component shall be deemed to be a separate financial instrument.

5. Where the Company enters, on behalf of a Fund, into a total return swap or invests in other FDI with similar characteristics, the assets held by the Fund must comply with Regulations 70, 71, 72, 73 and 74 of the UCITS Regulations.

OTC FDI

6. The Company shall only invest assets of a Fund in an OTC FDI if the FDI counterparty is within at least one of the following categories:

- 6.1 a credit institution that is within any of the categories set out in Regulation 7 of the Central Bank Regulations;

- 6.2 an investment firm authorised in accordance with MiFID; or
 - 6.3 a group company of an entity issued with a bank holding company licence from the Federal Reserve of the United States of America where that group company is subject to bank holding company consolidated supervision by that Federal Reserve.
7. Where a counterparty within paragraphs 6.2 or 6.3:
- 7.1 was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Company in the credit assessment process; and
 - 7.2 where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in paragraph 7.1 this shall result in a new credit assessment being conducted of the counterparty by the Company without delay.
8. Where an OTC FDI referred to in paragraph 6 is subject to a novation, the counterparty after the novation must be:
- 8.1 an entity that is within any of the categories set out in paragraph 6; or
 - 8.2 a central counterparty that is:
 - (a) authorised or recognised under EMIR; or
 - (b) pending recognition by ESMA under Article 25 of EMIR, an entity classified:
 - (A) by the SEC as a clearing agency; or
 - (B) by the Commodity Futures Trading Commission as a derivatives clearing organisation.
- 9.
- 9.1 Risk exposure to the counterparty shall not exceed the limits set out in Regulation 70(1)(c) of the UCITS Regulations, assessed in accordance with paragraph 9.2.
 - 9.2 In assessing risk exposure to the counterparty to an OTC FDI for the purpose of Regulation 70(1)(c) of the UCITS Regulations:
 - (a) the Company shall calculate the exposure to the counterparty using the positive mark-to-market value of the OTC FDI with that counterparty;
 - (b) the Company may net FDI positions with the same counterparty, provided that the Fund is able to legally enforce netting arrangements with the counterparty. For this purpose netting is permissible only in respect of OTC FDI with the same counterparty and not in relation to any other exposures the Fund has with the same counterparty;
 - (c) the Company may take account of collateral received by the FDI in order to reduce the exposure to the counterparty, provided that the collateral meets with the requirements specified in paragraphs (3), (4), (5), (6), (7), (8), (9) and (10) of Regulation 24 of the Central Bank Regulations.
10. OTC FDI must be subject to reliable and verifiable valuation on a daily basis and sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.

Issuer concentration limits

11. For the purpose of Regulation 70 of the UCITS Regulations and the calculation of issuer concentration limits of a Fund, the Company shall:
 - 11.1 include any net exposure to a counterparty generated through a securities lending or repurchase agreement, where net exposure means the amount receivable by the Fund less any collateral provided by the Fund;
 - 11.2 include exposures created through the reinvestment of collateral; and
 - 11.3 establish whether the exposure of the Fund is to an OTC counterparty, a broker, a central counterparty or a clearing house.
12. The position exposure of the Fund, if any, to the underlying assets of an FDI, including an FDI that is embedded in transferable securities, money market instruments or investment funds, when combined with positions resulting from direct investments:
 - 12.1 shall be calculated in accordance with paragraph 13; and
 - 12.2 shall not exceed the investment limits set out in Regulations 70 and 73 of the UCITS Regulations.
13. For the purposes of paragraph 12:
 - 13.1 when calculating issuer-concentration risk, the FDI (including embedded FDI) must be looked through in determining the resultant position exposure and this position exposure shall be taken into account in the issuer concentration calculations;
 - 13.2 the Company shall calculate the position exposure of the Fund using the commitment approach or the maximum potential loss as a result of default by the issuer approach, whichever is greater; and
 - 13.3 the Company shall calculate the position exposure, regardless of whether the Fund uses VaR for global exposure purposes.
14. Paragraph 12 does not apply in the case of an index-based FDI provided the underlying index meets the criteria set out in Regulation 71(1) of the UCITS Regulations.
15. Collateral received must at all times meet with the requirements set out in paragraphs 30 to 38 below.
16. Collateral passed to an OTC FDI counterparty by or on behalf of a Fund must be taken into account in calculating exposure of the Fund to counterparty risk as referred to in Regulation 70(1)(c) of the UCITS Regulations. Collateral passed may be taken into account on a net basis only if the Fund is able to legally enforce netting arrangements with this counterparty.
17. The risk exposures to a counterparty arising from OTC FDI transactions and efficient portfolio management techniques must be combined when calculating the OTC counterparty limit as referred to in Regulation 70(1)(c) of the UCITS Regulations.

Cover requirements

18. Where the initial margin posted to and variation margin receivable from a broker relating to an exchange-traded FDI or an OTC FDI is not protected by client money rules or other similar arrangements to protect the Fund in the event of the insolvency of the broker, the Company shall calculate exposure of the Fund within the OTC counterparty limit as referred

to in Regulation 70(1)(c) of the UCITS Regulations.

19. The Company shall ensure that, at all times:
 - 19.1 the Fund is capable of meeting all its payment and delivery obligations incurred by transactions involving FDI;
 - 19.2 the risk management process of the Company includes the monitoring of FDI transactions to ensure that every such transaction is covered adequately;
 - 19.3 a transaction in FDI which gives rise to, or could potentially give rise to, a future commitment on behalf of a Fund is covered in accordance with the conditions specified in paragraph 20.
20. The conditions to which paragraph 19.3 refers are:
 - 20.1 in the case of an FDI that is, automatically or at the discretion of the Fund, cash-settled, the Fund must, at all times, hold liquid assets that are sufficient to cover the exposure;
 - 20.2 in the case of an FDI that requires physical delivery of the underlying asset, either:
 - (a) the asset must at all times be held by a Fund; or
 - (b) where either or both of the conditions in paragraphs 21.1 and 21.2 applies, the Fund must cover the exposure with sufficient liquid assets.
21. The conditions to which paragraph 20.2(b) refers are:
 - 21.1 the underlying asset consists, or the underlying assets consist, of highly liquid fixed income securities;
 - 21.2
 - (a) the exposure can be covered without the need to hold the underlying assets;
 - (b) the specific FDI is addressed in the risk management process; and
 - (c) details of the exposure are provided in the prospectus.

In this regard, please note that in the case of the instruments referred to in the section entitled “Investment Techniques and Instruments”, the Company considers that from time to time the exposure may be covered with sufficient liquid assets.

Risk management process and reporting

22. A Fund must provide the Central Bank with details of its proposed risk management process vis-à-vis its FDI activity pursuant to Chapter 3 of the Central Bank Regulations. The initial filing is required to include information in relation to:
 - 22.1 permitted types of FDI, including embedded FDI in transferable securities and money market instruments;
 - 22.2 details of the underlying risks;
 - 22.3 relevant quantitative limits and how these will be monitored and enforced; and
 - 22.4 methods for estimating risks.

23.
 - 23.1 The Company shall in writing notify the Central Bank of material amendments to the initial filing of the risk management process of a Fund, in advance of the amendment being made.
 - 23.2 The Central Bank may object to the making of any proposed amendment that is notified to it under paragraph 23.1.
 - 23.3
 - (a) No proposed amendment to which the Bank has objected under paragraph 23.2 shall be made to the risk management process of a Fund.
 - (b) Where the Central Bank has objected under paragraph 23.2 to the making of a proposed amendment to the risk management process of a Fund.

The relevant Fund shall not engage in any activity that is associated with or which would derive from the proposed amendment to which the objection has been made.

24. The Company must submit a report to the Central Bank on the Funds' positions on an annual basis. The report, which must include information which reflects a true and fair view of the types of FDI used by the Funds, the underlying risks, the quantitative limits and the methods used to estimate those risks, must be submitted with the annual report of the Company. The Company must, at the request of the Central Bank, provide this report at any time.

Calculation of global exposure

25. The Company shall ensure that in the case of each Fund, at all times:
 - 25.1 the Fund complies with the limits on global exposure;
 - 25.2 the Fund establishes and implements appropriate internal risk management measures and limits, irrespective of whether the Fund uses a commitment approach or the VaR approach or any other methodology to calculate global exposure. For the purpose of subparagraph (1), paragraph 12 of Schedule 9 of the UCITS Regulations, a UCITS shall only select a methodology where ESMA has published guidelines on the selected methodology; and
 - 25.3 it calculates the global exposure in accordance with Schedule 2 to the Central Bank Regulations.

Efficient Portfolio Management

Portfolio Management Techniques

26. The Company shall only use efficient portfolio management techniques and instruments for the purposes of Regulation 69(2) of the UCITS Regulations where same are in the best interests of the relevant Fund.
27. The Company shall ensure that all the revenues arising from efficient portfolio management techniques and instruments, net of direct and indirect operational costs, are returned to the relevant Fund.
28. Techniques and instruments which relate to transferable securities or money market instruments and which are used for the purpose of efficient portfolio management shall be understood as a reference to techniques and instruments which fulfil the following criteria:
 - 28.1 they are economically appropriate in that they are realised in a cost-effective way;

- 28.2 they are entered into for one or more of the following specific aims:
- (a) reduction of risk;
 - (b) reduction of cost;
 - (c) generation of additional capital or income for the Fund with a level of risk which is consistent with the risk profile of the Fund and the risk diversification rules set out in Regulations 70 and 71 of the UCITS Regulations; and
- 28.3 their risks are adequately captured by the risk management process of the Fund.
29. Repurchase/reverse repurchase agreements and securities lending (i.e., efficient portfolio management techniques) may only be effected in accordance with normal market practice.

Collateral

30. The Company shall ensure, in engaging in efficient portfolio management techniques and instruments, that:
- 30.1 every asset that is received by a Fund as a result of engaging in efficient portfolio management techniques and instruments is treated as collateral;
 - 30.2 such techniques comply with the criteria set down in paragraph 24(2) of the Central Bank Regulations;
 - 30.3 at all times, collateral that is received by a Fund meets the criteria specified in paragraph 31.
31. The conditions for the receipt of collateral by a Fund, to which paragraph 30 refers, are:
- 31.1 **Liquidity:** Collateral received, other than cash, should be highly liquid and traded on a Regulated Market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to its pre-sale valuation. Collateral received should also comply with the provisions of Regulation 74 of the UCITS Regulations.
 - 31.2 **Valuation:** Collateral that is received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.
 - 31.3 **Issuer credit quality:** Collateral received should be of high quality. The Company shall ensure that:
 - (a) where the issuer was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Company in the credit assessment process; and
 - (b) where an issuer is downgraded below the two highest short-term credit ratings by the credit rating agency referred to in sub-paragraph (a) this shall result in a new credit assessment being conducted of the issuer by the Company without delay.
 - 31.4 **Correlation:** Collateral received should be issued by an entity that is independent from the counterparty. There should be a reasonable ground for the Company to expect that it would not display a high correlation with the performance of the

counterparty.

31.5 Diversification (asset concentration):

- (a) Subject to sub-paragraph (b) below, collateral received should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of the Net Asset Value of the Fund. When a Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.
- (b) It is intended that a Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. The Fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Fund's Net Asset Value. The Member States, local authorities, third countries, or public international bodies or issuing or guaranteeing securities which a Fund is able to accept as collateral for more than 20% of its Net Asset Value shall be drawn from the following list:

OECD Governments (provided the relevant issues are investment grade), European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, IMF, Euratom, The Asian Development Bank, ECB, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, EU, 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 and Tennessee Valley Authority.

- 31.6 Immediately available:** Collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.
- 32. The Company shall ensure that the Fund's risk management process identifies, manages and mitigates risks linked to the management of collateral, including operational risks and legal risks.
 - 33. Where a Fund receives collateral on a title transfer basis, the Company shall ensure that the collateral is to be held by the Depositary. Where a Fund receives collateral on any basis other than a title transfer basis, that collateral may be held by a third party depositary, provided that that depositary is subject to prudential supervision and is unrelated and unconnected to the provider of the collateral.
 - 34. The Company shall not sell, pledge or re-invest the non-cash collateral received by a Fund.
 - 35. Where the Company invests cash collateral received by a Fund, such investments shall only be made in one or more of the following:
 - 35.1 a deposit with a credit institution referred to in Regulation 7 of the Central Bank Regulations;
 - 35.2 a high-quality government bond;

- 35.3 a reverse repurchase agreement provided the transaction is with a credit institution referred to in Regulation 7 of the Central Bank Regulations and the Fund is able to recall at any time the full amount of cash on an accrued basis; or
- 35.4 short-term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (Ref: CESR/10-049).
- 36. Where the Company invests cash collateral received by a Fund: (a) that investment shall comply with the diversification requirements applicable to non-cash collateral; and (b) invested cash collateral shall not be placed on deposit with the counterparty or with any entity that is related or connected to the counterparty.
- 37. The Company shall ensure that, where a Fund receives collateral for at least 30% of its assets, there is in place an appropriate stress testing policy and stress tests are carried out regularly under normal and exceptional liquidity conditions to enable the Company to assess the liquidity risk attached to the collateral. The stress testing policy should at least prescribe the following components:
 - 37.1 the design of stress test scenario analysis including calibration, certification and sensitivity analysis;
 - 37.2 the empirical approach to impact assessment, including back-testing of liquidity risk estimates;
 - 37.3 the reporting frequency and the threshold(s) for limits and losses; and
 - 37.4 the mitigation actions to reduce loss including haircut policy and gap risk protection.
- 38. The Company shall establish and ensure adherence to a haircut policy for a Fund, adapted for each class of assets received as collateral. When devising the haircut policy, the Company shall take into account the characteristics of the assets, such as the credit standing or the price volatility, as well as the outcome of the stress tests performed in accordance with Regulation 21 of the Central Bank Regulations. The Company shall document the haircut policy and the Company shall justify and document each decision to apply a specific haircut or to refrain from applying any haircut, to any specific class of assets.
- 39. Where a counterparty to a repurchase or a securities lending agreement which has been entered into by the Company on behalf of a Fund:
 - 39.1 was subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the Company in the credit assessment process; and
 - 39.2 where a counterparty is downgraded to A-2 or below (or comparable rating) by the credit rating agency referred to in sub-paragraph (a) this shall result in a new credit assessment being conducted of the counterparty by the Company without delay.
- 40. The Company shall ensure that it is at all times able to recall any security that has been lent out or to terminate any securities lending agreement to which it is party.

Repurchase and reverse repurchase agreements

- 41. Where the Company enters into a reverse repurchase agreement on behalf of a Fund it shall ensure that the Fund is at all times able to recall the full amount of cash or to terminate the relevant agreement on either an accrued basis or a mark-to-market basis.

42. In circumstances in which cash is, by virtue of the obligation under paragraph 41 recallable at any time on a mark-to-market basis, the Company shall use the mark-to-market value of the reverse repurchase agreement for the calculation of the Net Asset Value of the Fund.
43. Where the Company enters into a repurchase agreement on behalf of a Fund it shall ensure that the Fund is at all times able to recall any securities that are subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered. Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.
44. Repurchase/reverse repurchase agreements or securities lending do not constitute borrowing or lending for the purposes of Regulation 103 and Regulation 111 of the UCITS Regulations, respectively.

APPENDIX 5 - REGULATED MARKETS

With the exception of permitted investments in unlisted securities or in units of open-ended collective investment schemes, investment will be restricted to those stock exchanges and markets listed in the Prospectus. The Regulated Markets shall comprise any of the following:-

- (a) any stock exchange located in any of the following countries:- a member state of the EU, Australia, Canada, Japan, Hong Kong, New Zealand, Norway, Switzerland, United States of America; or
- (b) the Korea Exchange, the Stock Exchange of Singapore Dealing and Automated Quotation System (SESDAQ) and the Singapore Exchange (SGX); or
- (c) any stock exchange included in the following list:

Argentina	the stock exchanges in Buenos Aires, Cordoba, Mendoza, Rosario and La Plata;
Bahrain	the stock exchange in Manama;
Bangladesh	the stock exchange in Dhaka;
Botswana	the stock exchange in Serowe;
Brazil	the stock exchanges in Sao Paulo, Brasilia, Bahia-Sergipe - Alagoas, Extremo Sul Porto Alegre, Parana Curitiba, Regional Fortaleza, Santos, Pernambuco e Bahia Recife and Rio de Janeiro;
Chile	the stock exchange in Santiago;
China	the stock exchanges in Shanghai and Shenzhen;
Colombia	the stock exchanges in Bogota, Medellin and Cali;
Croatia	the stock exchange in Zagreb;
Egypt	the stock exchanges in Cairo and Alexandria;
Ghana	the stock exchange in Accra;
India	the stock exchanges in Mumbai, Madras, Delhi, Ahmedabad, Bangalore, Cochin, Gauhati, Magadh, Pune, Hyderabad, Ludhiana, Uttar Pradesh and Calcutta;
Indonesia	the stock exchanges in Jakarta and Surabaya;
Israel	the stock exchange in Tel Aviv;
Jordan	the stock exchange in Amman;
Kenya	the stock exchange in Nairobi;
Lebanon	the stock exchange in Lebanon;
Mauritius	Securities Exchange of Mauritius Ltd.;
Malaysia	the stock exchange in Kuala Lumpur;

Mexico	the stock exchange in Mexico City;
Morocco	the stock exchange in Casablanca;
Nigeria	the stock exchanges in Lagos, Kaduna and Port Harcourt;
Oman	the Muscat Securities Market in Oman;
Pakistan	the stock exchange in Karachi;
Peru	the stock exchange in Lima;
Philippines	the stock exchanges in Manila and Makati;
Qatar	the stock exchange in Doha;
Russia	the Moscow Exchange MICEX-RTS;
South Africa	the stock exchange in Johannesburg;
Sri Lanka	the stock exchange in Colombo;
Taiwan	the stock exchange in Taipei, Gre Tai Securities Market;
Thailand	the stock exchange in Bangkok;
Turkey	the stock exchange in Istanbul;
United Arab Emirates	the stock exchange in the United Arab Emirates;
Vietnam	the stock exchange in Hanoi;
Zambia	the Zambian stock exchange; (together, the “Emerging Markets”)

- (d) any of the following:
- (i) the market organised by the International Capital Market Association;
 - (ii) a market comprising dealers which are regulated by the Federal Reserve Bank of New York and the United States Securities and Exchange Commission;
 - (iii) a market comprising dealers which are regulated by the United States National Association of Securities Dealers and the United States Securities and Exchange Commission;
 - (iv) NASDAQ; and
 - (v) the Over-the-Counter market in Japan regulated by the Securities Dealers Association of Japan.
- (e) In relation to any financial derivative instruments these will be traded on the following exchanges:-
- (i) the market organised by the International Capital Market Association; the over-the-counter market in the U.S. conducted by primary and secondary dealers regulated by the Securities and Exchange Commission and by the National Association of

Securities Dealers, Inc. and by banking institutions regulated by the U.S. Comptroller of the Currency, the Federal Reserve System or Federal Deposit Insurance Corporation; the market conducted by banks and other institutions regulated by the Financial Services Authority and subject to the Inter-Professional Conduct provisions of the FSA's Market Conduct Sourcebook and market in non-investment products which is subject to the guidance contained in the Non-Investment Products Code drawn up by the participants in the London market, including the Financial Services Authority and the Bank of England; the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan; AIM - the Alternative Investment Market in the UK, regulated by the London Stock Exchange; the French Market for Titres de Creance Negotiable (over-the-counter market in negotiable debt instruments); the over-the-counter market in Canadian Government Bonds regulated by the Investment Dealers Association of Canada; and

- (ii) American Stock Exchange,
- Australian Securities Exchange,
- Bolsa Mexicana de Valores,
- Chicago Board of Trade,
- Chicago Board Options Exchange,
- Chicago Mercantile Exchange,
- Copenhagen Stock Exchange (including FUTOP),
- Eurex Deutschland,
- Euronext Amsterdam,
- OMX Exchange Helsinki,
- Hong Kong Stock Exchange,
- Kansas City Board of Trade,
- Financial Futures and Options Exchange,
- Euronext Paris,
- MEFF Rent Fiji,
- MEFF Renta Variable,
- Montreal Stock Exchange,
- New York Futures Exchange,
- New York Mercantile Exchange,
- New York Stock Exchange,
- New Zealand Futures and Options Exchange,

OMLX The London Securities and Derivatives Exchange Ltd.,
OM Stockholm AB,
Osaka Securities Exchange,
Pacific Stock Exchange,
Philadelphia Board of Trade,
Philadelphia Stock Exchange,
Singapore Stock Exchange,
South Africa Futures Exchange (SAFEX),
Sydney Futures Exchange,
The National Association of Securities Dealers Automated Quotations System (NASDAQ);
Tokyo Stock Exchange;
TSX Group Exchange.

The markets and exchanges described above are set out herein in accordance with the requirements of the Central Bank which does not issue a list of approved exchanges and markets.

APPENDIX 6 - DEFINITIONS

“Accumulation Shares”	means Shares of a Class of a Fund designated as an Accumulation Class in Appendix 2.
“Asia”, “Asian”, “Asian Region” or “Asia Pacific”	means Australia, Bangladesh, China, Hong Kong, India, Indonesia, Japan, Malaysia, New Zealand, Pakistan, Philippines, Singapore, South Korea, Sri Lanka, Taiwan, Thailand and Vietnam;
“Administration Agreement”	means the agreement dated 30 June, 1999 between the Company and the Administrator as amended by a supplemental agreement dated 31 May 2007;
“Administrator”	means HSBC Securities Services (Ireland) Limited;
“ADR”	means American Depositary Receipts;
“Agribusiness”	<p>means companies involved in the production, processing, transporting, trading and marketing of soft commodities, as well as those that supply products and services (including seeds, fertilisers, crop nutrients, agricultural equipment and water) to the agricultural/forestry industry.</p> <p>Soft commodities include, amongst other things, coarse grains, soya beans, sugar, coffee, cocoa, palm oil, livestock, forestry, pulp and water.</p>
“Articles of Association”	means the Articles of Association of the Company;
“Anti-Dilution Adjustment”	<p>means a percentage charge determined by the Investment Manager that is charged:-</p> <p>on a Dealing Day where there are net subscriptions into a Fund and which will be included in the Net Asset Value per Share which is the subscription price. This charge reflects the costs incurred by a Fund in purchasing additional portfolio securities upon the subscription for Shares in a Fund; or</p> <p>on a Dealing Day where there are net redemptions from a Fund and which will be included in the Net Asset Value per Share which is the redemption price. This charge reflects the costs incurred by a Fund in disposing of portfolio securities to meet the redemption requests.</p> <p>The charge shall not exceed in any event 2 per cent of the subscription or redemption monies, as the case may be, and in both cases the charge shall be paid into or retained by the Fund, as the case may be, in order to discharge the typical costs of dealing in the underlying investments of the Fund, such as dealing spreads, dealing charges, fees and taxes;</p> <p>In certain jurisdictions an Anti-Dilution Adjustment is referred to as a swing pricing adjustment;</p>
“AUS\$” or “Australian Dollar”	means the lawful currency of Australia;

“Barclays Capital U.S. Government/Credit Bond Index”	means Barclays Capital U.S. Government/Credit Bond Index, which is composed of bonds with at least one year maturity that are investment grade (rated Baa3 or higher by Moody's or BBB- or higher by S&P, if unrated by Moody's);
“Base Currency”	means the base currency of the Company and each Fund which is US Dollars;
“Bond Funds”	means First State Asian Bond Fund, First State Asian Quality Bond Fund, First State Global Bond Fund, First State High Quality Bond Fund, First State Long Term Bond Fund, First State Emerging Markets Bond Fund and First State Global Credit Income Fund and such other funds established by the Company from time to time for the purpose of investing primarily in fixed income securities;
“Business Day”	means a day (excluding Saturday and Sunday) on which banks in Dublin are open for business or such other day or days as the Directors may, with the approval of the Depositary, determine;
“Central Bank”	means the Central Bank of Ireland, or any successor regulatory authority thereto;
“Chinese Stock Exchanges”	means the Shanghai Stock Exchange and the Shenzhen Stock Exchange;
“China A Shares”	means shares issued by companies listed on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, traded in onshore Renminbi and available for investment by domestic (Chinese) investors and holders of qualified foreign institutional investors (QFII) status;
“China B Shares”	means shares issued by companies incorporated in the PRC and listed on either of the Chinese stock exchanges, traded in foreign currencies and available for investment by domestic (Chinese) investors and foreign investors;
“Citigroup US Government Bond Index”	means the Citigroup US Government Bond Index which is comprised of marketable US treasury notes and bonds with a final maturity date longer than 5 years;
“Citigroup World Government Bond Index (“WGBI”)	means Citigroup's market capitalization weighted index consisting of the government bond markets of the following countries: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Italy, Japan, Netherlands, Spain, Sweden, Switzerland United Kingdom, United States;
“Class”	means any class of Shares in the Company;
“Class Expenses”	means the expenses of registering a Class in any jurisdiction or with any stock exchange, regulated market or settlements system and such other expenses arising from such registration and such further expenses howsoever arising as may be disclosed in the Prospectus;
“Company”	means First State Global Umbrella Fund plc, an umbrella investment company with variable capital and with segregated

	liability between sub-funds, incorporated in Ireland pursuant to the Companies Act 2014 and authorised by the Central Bank pursuant to the Regulations;
“CSRC”	means the China Securities Regulatory Commission of the PRC, the government agency responsible for matters relating to securities regulation;
“Currency Hedged Share Classes”	means a Class in respect of which the Company effects a hedge either from the Base Currency of the Fund into the currency of denomination of the Currency Hedged Share Class concerned and/or from the currency of denomination of certain (but not necessarily all) assets of the relevant Fund into the currency of the Currency Hedged Share Class concerned;
“Dealing Day”	means any Business Day or Business Days as the Directors may from time to time determine, provided that there shall be one such Dealing Day per fortnight and provided further that unless otherwise determined and notified to the Central Bank and notified to Shareholders in advance, as and from the date of this Prospectus, every Business Day following the Initial Offer Period for each Fund shall be a Dealing Day;
“Depositary”	means HSBC Institutional Trust Services (Ireland) Limited;
“Depositary Agreement”	means the agreement dated 12 August 2016 between the Company and the Depositary;
“Directive”	means the Council Directive of 13 July, 2009 (2009/65/EC) on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as amended by Directive 2014/91/EU;
“Directors”	means the directors of the Company for the time being and any duly constituted committee thereof;
“Distributor”	means First State Investments (UK) Limited and First State Investments (Singapore);
“Distribution Agreement”	means an agreement between the Company, the Investment Manager and a Distributor;
“Distributing Shares”	means Shares of a Class of a Fund designated as a Distributing Class in Appendix 2;
“EEA”	Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Latvia, Lichtenstein, Lithuania, Luxemburg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Slovakia, Slovenia, Sweden, Spain, United Kingdom;
“Emerging Markets”	means any country which is not classified as a developed market by MSCI or FTSE, or which are categorised by the World Bank as middle or low-income, or which are not members of the Organisation for Economic Co-operation and Development;

“Emerging Market Countries”	means the countries in which the Emerging Markets are established;
“Equity Funds”	means the First State Asian Equity Plus Fund, the First State Asian Growth Fund, the First State Asia Opportunities Fund, the First State Asia Pacific All Cap Fund, the First State Asia Pacific Select Fund, the First State Asian Property Securities Fund, the First State Australian Growth Fund, the First State China Focus Fund, the First State China Growth Fund, the First State Global Agribusiness Fund, the First State Global Listed Infrastructure Fund, the First State Global Mining Fund, the First State Global Property Securities Fund, the First State Global Resources Fund, the First State Greater China Growth Fund, the First State Hong Kong Growth Fund, the First State Indian Subcontinent Fund, the First State Japan Equity Fund, the First State Singapore and Malaysia Growth Fund, the Stewart Investors Global Emerging Markets Leaders Fund, the Stewart Investors Worldwide Equity Fund, the Stewart Investors Worldwide Leaders Fund and such other Funds established by the Company from time to time for the purpose of primarily investing in equities securities;
“ERISA Plan”	means (i) any employee benefit plan within the meaning of section 3(3) of the United States Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and subject to Title I of ERISA; or (ii) any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986;
“EU”	means the European Union;
“Euro”, “EUR”, or “€”	means euro, the unit of the European single currency;
“Fund”	means any fund or funds from time to time established by the Company that is or are described in this Prospectus;
“GBP£” or “Sterling”	means the lawful currency of the United Kingdom;
“GDRs”	means Global Depositary Receipts;
“HK\$” or “Hong Kong Dollar”	means the lawful currency of Hong Kong;
“Infrastructure”	means infrastructure and infrastructure-related securities, such as companies involved in the development of Infrastructure. The Infrastructure sector includes, but is not limited to, utilities (e.g. water and electricity), highways and railways, airports services, marine ports and services, and oil and gas storage and transportation;
“Initial Offer Period”	means in respect of any Class of Shares in any Fund that has not previously been issued such date on which initial subscriptions for Shares will be accepted as may be determined by the Company and notified in advance to the Central Bank and to investors;
“Investment Manager”	means First State Investments (Hong Kong) Limited;

“Investment Management Agreement”	means the investment management agreement dated 2 June 1999 as amended by a supplemental agreement dated 31 May 2007 between the Company and the Investment Manager;
“Investor Money Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Investor Money Regulation 2015 for fund service providers, as amended;
“Irish Resident”	means, any person resident or ordinarily resident in Ireland;
“JP Morgan Emerging Markets Bond Index Global Diversified”	means JP Morgan Emerging Markets Bond Index Global Diversified which tracks total returns for U.S. dollar-denominated debt instruments issued by emerging market sovereign and quasi-sovereign entities: Brady bonds, loans and Eurobonds;
“Mainland China” or “China” or “PRC”	means the People’s Republic of China, excluding Hong Kong, Macau and Taiwan;
“Net Asset Value”	means the Net Asset Value of a Fund, calculated as described herein;
“Net Asset Value per Share or NAV per Share”	means the Net Asset Value divided by the number of Shares of a Class in issue;
“non-U.S. Persons”	means any persons that are not U.S. Persons;
“QFII”	means a qualified foreign institutional investor;
“Regulations”	means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations, 2015, as amended, and any rules, regulations and guidance from time to time issued by the Central Bank pursuant thereto;
“Regulated Market”	means any stock exchange or regulated market in the European Union or a stock exchange or regulated market which is provided for in the Articles of Association details of which are set out in Appendix 5 ;
“REITs”	means Real Estate Investment Trusts;
“Relevant Institution”	means an EU credit institution, a bank authorised in a member state of the European Economic Area (“EEA”) (Norway, Iceland, Liechtenstein) or a bank authorised by a signatory other than an EU member state or a member state of the EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States of America);
“Renminbi” or “RMB”	means the lawful currency of China;
“Reporting Fund”	means a Fund or Share Class which has been granted reporting fund status by HM Revenue & Customs;
“SAFE”	means the PRC State Administration of Foreign Exchange, the government agency responsible for matters relating to foreign exchange administration;

“Share” or “Shares”	means a share or shares in the capital of the Company;
“Shareholder”	means a holder of Shares in the Company;
“Sub-Investment Manager”	means the person or persons from time to time appointed by the Investment Manager to manage the assets of a Fund;
“Sub-Investment Management Agreement”	means an agreement made between the Investment Manager and a Sub-Investment Manager as amended from time to time;
“Subscriber Shares”	means the initial share capital of 30,000 shares of no par value;
“UCITS”	means an undertaking for collective investment in transferable securities established pursuant to the Regulations;
“UCITS Directive”	means Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 as may be amended or replaced from time to time;
“U.S.”	means the United States of America (including the States and the District of Columbia), its territories, possessions and all other areas subject to its jurisdiction;
“U.S. Dollars” or “US\$”	means the lawful currency of the U.S.; and
“U.S. Person”	means, the same as in Regulation S of the Securities Act of 1933 as amended from time to time unless otherwise determined by the Directors, and includes (i) a citizen or resident of the U.S.; (ii) a corporation, partnership, or other entity organised in or under the laws of the U.S. or any state; (iii) an estate or trust the executor, administrator or trustee of which is a U.S. person as defined above, the income or beneficiaries of which are subject to U.S. federal income tax; and (iv) certain accounts held by a dealer or other fiduciary where the person exercising discretion over the account is a U.S. Person. U.S. Person shall not include corporations, partnerships or other entities which are organised or incorporated under the laws of any non U.S. jurisdiction that are controlled, directly or indirectly, by a U.S. Person as described above, unless such corporation, partnership or other entity was formed by such U.S. Person principally for the purpose of investing in securities not registered under the Securities Act.

APPENDIX 7 – FUND RISK TABLE

Fund Risk Table	Risks																								
Fund Name	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	X	Y
First State Asia Opportunities Fund	•	•		•					•						•	•									•
First State Asia Pacific All Cap Fund	•	•		•					•						•	•									•
First State Asia Pacific Select Fund	•	•		•											•	•									•
First State Asian Equity Plus	•	•		•					•						•	•	•							•	•
First State Asian Growth Fund	•	•		•					•						•	•									•
First State Asian Property Securities Fund	•	•		•	•	•		•	•							•	•				•				
First State Australian Growth Fund	•	•					•									•									
First State China Focus Fund	•	•		•			•		•						•	•									•
First State China Growth Fund	•	•		•			•		•						•	•								•	•
First State Global Agribusiness Fund						•		•	•		•					•									
First State Global Listed Infrastructure Fund	•					•		•	•	•						•	•					•			
First State Global Mining Fund	•	•				•		•	•							•				•					
First State Global Property Securities Fund	•	•			•	•		•	•							•	•				•				
First State Global Resources Fund	•	•				•		•	•							•				•					
First State Greater China Growth Fund	•	•		•					•						•	•								•	•
First State Hong Kong Growth Fund	•			•			•		•							•									•
First State Indian Subcontinent Fund	•	•	•						•							•									
First State Japan Equity Fund	•						•		•							•									
First State Singapore and Malaysia Growth Fund	•	•					•		•							•									
First State Asian Bond Fund	•	•										•	•	•				•					•		
First State Asian Quality Bond Fund	•	•										•	•					•					•		
First State Emerging Markets Bond Fund	•	•										•	•	•			•	•					•		
First State Global Bond Fund	•											•	•	•				•					•		
First State Global Credit Income Fund	•	•										•	•	•			•	•	•						
First State High Quality Bond Fund	•											•	•	•				•					•		
First State Long Term Bond Fund	•						•					•	•					•					•		
Stewart Investors Global Emerging Markets Leaders Fund	•	•		•											•	•									•

Fund Risk Table	Risks																								
Fund Name	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	X	Y
Stewart Investors Worldwide Equity Fund	•	•		•					•							•									•
Stewart Investors Worldwide Leaders Fund	•	•		•												•									

Key

A	General Risks		Fund Specific Risks		Fund Specific Risks
A1	Investment Risk	B	Emerging Market Risk	N	High Yield Risk
A2	Market Risk	C	Indian Subcontinent Risk	O	Investment in Equity Linked Notes
A3	Liquidity Risk	D	China Market Risk	P	Investment in collective investment schemes
A4	Currency Risk	E	Real Estate Funds Risk	Q	Charges against Capital
A5	Specialist Investment Risk	F	Industry or Sector Risk	R	Below Investment Grade and Unrated Debt Securities Risk
A6	Inflation Risk	G	Single Country Risk	S	Currency Hedged Share Class Risk
A7	Credit Risk	H	Single Sector Risk	T	Global Resources Risk
A8	Taxation Risk	I	Smaller Companies Risk	U	Property Securities Risk
A9	Risk of change of Laws, Regulations, Political and Economic Conditions	J	Listed Infrastructure Risk	V	Concentrated Risk
A10	Risk of Suspension	K	Investment in Agriculture and Related Opportunities	W	Sovereign Debt Risk
A11	Derivatives Risk	L	Reliability of Credit Ratings	X	Risks of investing in China A Shares via QFII
A12	Umbrella Structure of the Company and Cross-Liability Risk	M	Interest Rate Risk	Y	Risks specific to investment in eligible China A Shares via Stock Connect

APPENDIX 8 – DELEGATES

Function	Appointed Service Provider
Sub-custodian – Argentina	HSBC Bank Argentina SA
Sub-custodian - Australia	HSBC Bank Australia Ltd
Sub-custodian - Austria	UniCredit Bank Austria AG
Sub-custodian - Austria	Erste Group Bank Ag
Sub-custodian - Bahrain	HSBC Bank Middle East Ltd (Bahrain)
Sub-custodian - Bangladesh	The Hongkong and Shanghai Banking Corporation Ltd (Bangladesh)
Sub-custodian - Belgium	BNP Paribas Securities Services (Belgium)
Sub-custodian - Belgium	Euroclear Bank S.A./N.V.
Sub-custodian - Bermuda	HSBC Bank Bermuda Ltd
Sub-custodian - Bosnia-Herzegovina	Unicredit Bank DD (Bosnia)
Sub-custodian - Botswana	Standard Chartered (Botswana)
Sub-custodian - Brazil	HSBC Corretora de Titulos e Valores Mobiliarios SA
Sub-custodian - Bulgaria	UniCredit Bulbank AD
Sub-custodian - Canada	Royal Bank of Canada
Sub-custodian - Chile	Banco Santander Chile
Sub-custodian - China	HSBC Bank (China) Ltd
Sub-custodian - Colombia	CorpBanca Investment Trust Colombia SA
Sub-custodian – Costa Rica	Banco Nacional De Costa Rica
Sub-custodian - Croatia	Privredna Banka Zagreb
Sub-custodian - Cyprus	HSBC Bank Plc, Athens
Sub-custodian - Czech Republic	Ceskoslovensak Obchodni Banka

Function	Appointed Service Provider
Sub-custodian - Czech Republic	Unicredit Bank Czech Republic, A.S.
Sub-custodian - Denmark	Skandinaviska Enskilda Banken AB (publ), Copenhagen Branch
Sub-custodian - Egypt	HSBC Bank Egypt SAE
Sub-custodian - Estonia	AS SEB Pank
Sub-custodian - Finland	Skandinaviska Enskilda Banken AB (publ.), Helsinki Branch
Sub-custodian - France	CACEIS Bank
Sub-custodian - France	BNP Paribas Securities Services (France)
Sub-custodian - Germany	HSBC Trinkaus & Burkhardt
Sub-custodian - Ghana	Standard Chartered Bank Ghana Ltd
Sub-custodian - Greece	HSBC Bank Plc
Sub-custodian - Hong Kong	The Hongkong and Shanghai Banking Corporation Ltd (HK)
Sub-custodian - Hungary	Unicredit Bank Hungary Zrt
Sub-custodian - India	The Hongkong and Shanghai Banking Corporation Ltd (India)
Sub-custodian - Indonesia	The Hongkong and Shanghai Banking Corporation Ltd (Indonesia)
Sub-custodian - Ireland	HSBC Bank Plc
Sub-custodian - Israel	Bank Leumi Le-Israel BM
Sub-custodian - Italy	BNP Paribas Securities Services (Italy)
Sub-custodian - Japan	The Hongkong and Shanghai Banking Corporation Ltd (Japan)
Sub-custodian - Jordan	Bank of Jordan
Sub-custodian - Kazakhstan	JSC Citibank Kazakhstan
Sub-custodian - Kenya	Standard Chartered Bank Kenya Ltd
Sub-custodian - Kuwait	HSBC Bank Middle East Ltd (Kuwait)
Sub-custodian - Latvia	AS SEB Banka

Function	Appointed Service Provider
Sub-custodian - Lebanon	HSBC Bank Middle East Ltd (Lebanon)
Sub-custodian - Lithuania	SEB Bankas
Sub-custodian - Luxembourg	Clearstream Banking SA
Sub-custodian - Malaysia	HSBC Bank Malaysia Berhad
Sub-custodian - Mauritius	The Hongkong and Shanghai Banking Corporation Ltd (Mauritius)
Sub-custodian - Mexico	HSBC Mexico, SA
Sub-custodian - Morocco	Citibank Maghreb
Sub-custodian - Netherlands	BNP Paribas Securities Services (Netherlands)
Sub-custodian - New Zealand	The Hongkong and Shanghai Banking Corporation Ltd (New Zealand)
Sub-custodian - Nigeria	Stanbic IBTC Bank plc
Sub-custodian - Norway	Skandinaviska Enskilda Banken AB (publ) Oslo Branch
Sub-custodian - Oman	HSBC Bank Oman S.A.O.G.
Sub-custodian - Pakistan	Citibank NA (Pakistan)
Sub-custodian - Palestine	HSBC Bank Middle East Ltd (Palestine)
Sub-custodian - Peru	Citibank del Peru
Sub-custodian - Philippines	The Hongkong and Shanghai Banking Corporation Ltd (Philippines)
Sub-custodian - Poland	Bank Polska Kasa Opieki SA
Sub-custodian - Portugal	BNP Paribas Securities Services (Portugal)
Sub-custodian - Qatar	HSBC Bank Middle East Ltd (Qatar)
Sub-custodian - Romania	Citibank Europe plc, Romania branch
Sub-custodian - Russia	AO Citibank
Sub-custodian - Saudi Arabia	HSBC Saudi Arabia Ltd
Sub-custodian - Serbia	Unicredit Bank Serbia JSC

Function	Appointed Service Provider
Sub-custodian - Singapore	The Hongkong and Shanghai Banking Corporation Ltd (Singapore)
Sub-custodian - Slovakia	Ceskoslovenska Obchodna Banka A.S.
Sub-custodian - Slovenia	Unicredit Banka Slovenija DD
Sub-custodian - South Africa	Standard Bank of South Africa Ltd
Sub-custodian - South Korea	The Hongkong and Shanghai Banking Corporation Ltd (South Korea)
Sub-custodian - Spain	BNP Paribas Securities Services (Spain)
Sub-custodian - Sri Lanka	The Hongkong and Shanghai Banking Corporation Ltd (Sri Lanka)
Sub-custodian - Sweden	Skandinaviska Enskilda Banken AB (publ.)
Sub-custodian - Switzerland	Credit Suisse AG
Sub-custodian - Switzerland	UBS AG
Sub-custodian - Taiwan	HSBC Bank (Taiwan) Ltd
Sub-custodian - Tanzania	Standard Chartered Bank (Mauritius) Ltd, Tanzania
Sub-custodian - Thailand	The Hongkong and Shanghai Banking Corporation Ltd (Thailand)
Sub-custodian - Turkey	HSBC Bank AS
Sub-custodian - Uganda	Standard Chartered (Uganda)
Sub-custodian - United Arab Emirates	HSBC Bank Middle East Ltd (UAE)
Sub-Custodian – United Kingdom	Deutsche Bank AG (London Branch)
Sub-Custodian – United Kingdom	JPMorgan Chase Bank NA (London)
Sub-Custodian – United Kingdom	HSBC Bank Plc (UK)
Sub-Custodian – United Kingdom	State Street Bank & Trust Co (UK)
Sub-Custodian – United Kingdom	UBS AG, London branch
Sub-custodian - United States	HSBC Bank (USA) NA
Sub-custodian - United States	Brown Brothers Harriman & Co

Function	Appointed Service Provider
Sub-custodian - United States	Citibank, N.A. (USA)
Sub-custodian - United States	The Bank of New York Mellon Corporation
Sub-custodian - United States	JPMorgan Chase Bank NA
Sub-custodian - Uruguay	Banco Itau Uruguay SA
Sub-custodian - Vietnam	HSBC (Vietnam) Ltd
Sub-custodian - Zambia	Standard Chartered Bank (Zambia) Plc
Proxy voting	Broadridge Investor Communication Solutions Inc
Nominee companies	The Depositary uses various nominee companies