

Matthews Asia Funds | Prospectus

February 2012



Société d'investissement à capital variable
Luxembourg



Matthews Asia®

Special Notice to Investors

Finland

This offering is targeted in Finland to a limited number of predetermined professional investors as set forth in the Finnish Securities Markets Act. These materials may not be used for and shall not be deemed a public offering of the shares. The Finnish Financial Supervision Authority has not approved each Fund's prospectus. Accordingly, the shares may not be offered or sold in Finland except as permitted by Finnish law. These materials are strictly for private use by its holder and may not be forwarded to third parties.

Greece

The information contained in this Prospectus does not constitute nor shall it be understood as any form of communication, solicitation or offer to any persons resident in Greece for the subscription of securities or units in undertakings for collective investments. The investment units of the Matthews Asia Funds have not been formally registered for distribution in Greece and there is no intention to apply for such registration under the provisions of Article 35 of Greek Law 3283/2004 on mutual funds, as in force. Any persons accessing the information contained in this Prospectus are themselves responsible for ascertaining the legal requirements which would affect the subscription or redemption of investment units. Notwithstanding the above, prospective investors are herewith warned that **MUTUAL FUNDS DO NOT HAVE A GUARANTEED RETURNS AND PAST PERFORMANCES DO NOT GUARANTEE FUTURE RETURNS.**

Hungary

THESE OFFERING MATERIALS HAVE NOT BEEN AND WILL NOT BE FILED WITH OR APPROVED BY THE HUNGARIAN FINANCIAL SUPERVISORY AUTHORITY OR ANY OTHER REGULATORY AUTHORITY IN HUNGARY AND THE SHARES HAVE NOT BEEN AND ARE NOT INTENDED TO BE LISTED ON A HUNGARIAN STOCK EXCHANGE OR A HUNGARIAN AUTHORIZED MARKET PLACE. FURTHERMORE, THE SHARES HAVE NOT BEEN AND WILL NOT BE OFFERED TO THE PUBLIC IN HUNGARY AND ARE ONLY BEING OFFERED ON A PRIVATE PLACEMENT BASIS. CONSEQUENTLY, THESE MATERIALS MAY NOT BE MADE AVAILABLE NOR MAY THE SHARES OTHERWISE BE MARKETED OR OFFERED FOR SALE DIRECTLY OR INDIRECTLY IN HUNGARY.

Singapore

The offer or invitation which is the subject of this Prospectus does not relate to a collective investment scheme which is authorised under Section 286 of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA") or recognised under Section 287 of the SFA. The Fund is not authorised or recognised by the Monetary Authority of Singapore (the "MAS") and Shares are not allowed to be offered to the retail public in Singapore. This Prospectus is not a prospectus as defined in the SFA. Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. You should consider carefully whether the investment is suitable for you.

As this Prospectus has not been registered as a prospectus with the MAS, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public or any member of the public in Singapore other than (i) to an accredited investor or other relevant person, and in accordance with the conditions, specified in Section 305 of the SFA, (ii) to an institutional investor specified in Section 304 of the SFA, or (iii) in accordance with the conditions of any other applicable provisions of the SFA, as the same may be amended from time to time. Shares subscribed or purchased pursuant to Sections 304 or 305 of the SFA may only be transferred in accordance with provisions of Sections 304A and 305A of the SFA respectively.

Singapore *Continued*

Where the Shares are acquired under Section 305 of the SFA by a relevant person which is a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor, the securities (as defined in Section 239(1) of the SFA) of that corporation shall not be transferable for 6 months after that corporation has acquired the Shares under Section 305 except:

- (1) to an institutional investor or to a relevant person as defined in Section 305(5) or arising from an offer under Section 275(1A) of the SFA;
- (2) where no consideration is given for the transfer; or
- (3) where the transfer is by operation of law.

Where the Shares are acquired under Section 305 of the SFA by a relevant person which is a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an individual who is an accredited investor, the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that trust has acquired the Shares under Section 305 except:

- (1) to an institutional investor or to a relevant person as defined in Section 305(5) of the SFA or arising from an offer that is made on terms that such rights or interest are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) (or such other amount as may be prescribed under the SFA) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets;
- (2) where no consideration is given for the transfer; or
- (3) where the transfer is by operation of law.

MATTHEWS ASIA FUNDS

**Société d'Investissement à Capital Variable
Luxembourg**

**PROSPECTUS
February 2012**

MATTHEWS ASIA FUNDS is registered under part I of the Luxembourg law of 17 December 2010 on collective investment undertakings (the "2010 Law"). The Fund qualifies as an Undertaking for Collective Investment in Transferable Securities ("UCITS") under the European Council Directive 2009/65/EC of 13 July 2009, as amended.

The Shares have not been registered under the United States Securities Act of 1933 nor the Investment Company Act of 1940 and may not be offered directly or indirectly in the United States of America (including its territories and possessions) to nationals or residents thereof or to persons normally resident therein, or to any partnership or persons connected thereto unless pursuant to any applicable statute, rule or interpretation available under United States law.

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying application form in any such jurisdiction may treat this Prospectus or such application form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such application form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such application form could lawfully be used without compliance with any registration or other legal requirements. Accordingly, this Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

It is the responsibility of any persons in possession of this Prospectus and any person wishing to apply for Shares pursuant to this Prospectus to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to the legal requirements of so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

The Shares are offered only on the basis of the information contained in this Prospectus and, as appropriate, the most recent report and accounts of the Fund. Any further information or representations given or made by any dealer, broker or other person should be disregarded and, accordingly, should not be relied upon. No person has been authorised to give any information or to make any representation in connection with the offering of Shares in the Fund other than those contained in this Prospectus and in any subsequent annual report for the Fund and, if given or made, such information or representations must not be relied on as having been authorised by the Fund, the Directors, the Investment Manager, the Administrative Agent or the Custodian. Certain statements in this Prospectus are based on the law and practice currently in force in the Grand Duchy of Luxembourg at the date hereof and are subject to change. Neither the delivery of this Prospectus nor the issue of Shares shall under any circumstances, create any implication or constitute any representation that the affairs of the Fund have not changed since the date hereof.

All references herein to times and hours are to Luxembourg local time.

Data Protection

Pursuant to the Luxembourg Data Protection law of 2002 (as amended from time to time) any information that is furnished in connection with an investment in the Fund may be held on computer and processed by the Investment Manager, Global Distributor, Administrator, Custodian, Distributors (each as defined hereafter) or their delegates as Data Processor, as appropriate. Information may be processed for the purposes of carrying out the services of the Investment Manager, Global Distributor, Distributors or Administrative Agent and to comply with legal obligations, including legal obligations under applicable company law and anti-money laundering legislation. The information may be used in connection with investments in other investment fund(s) managed or administered by the Investment Manager and its affiliates ("Matthews"). Information shall be disclosed to third parties where necessary for legitimate

business interests only. This may include disclosure to third parties such as, but not limited to entities, whether situated in the United States or not, for the purpose of surveillance of market timing activities, auditors and regulators or agents of the Investment Manager, Global Distributor, Administrative Agent, Custodian or Distributors who process the data for, among other things, anti-money laundering purposes or for compliance with foreign regulatory requirements.

Investors consent to the processing of their information and the disclosure of their information by the parties above in the parties' legitimate interest to Matthews including companies situated in countries outside of the European Economic Area, which may not have the same data protection laws as in Luxembourg. The transfer of data to the aforementioned entities may transit via and/or be processed in countries which may not have data protection requirements deemed equivalent to those prevailing in the European Economic Area. Investors may request access to, rectification of or deletion of any data provided to any of the parties above or stored by any of the parties above in accordance with applicable data protection legislation.

Reasonable measures have been taken to ensure confidentiality of the personal data transmitted within Matthews. However, due to the fact that the information is transferred electronically and made available outside of Luxembourg, the same level of confidentiality and the same level of protection in relation to data protection regulation as currently in force in Luxembourg may not be guaranteed while the information is kept abroad.

Matthews will accept no liability with respect to any unauthorised third party receiving knowledge of or having access to such personal data, except in the case of negligence by Matthews.

Investors have a right of access and of rectification of the personal data in cases where such data is incorrect or incomplete.

Personal data shall not be held for longer than necessary with regard to the purpose of the data processing.

The distribution of this Prospectus in certain countries may require that this Prospectus be translated into the languages specified by the regulatory authorities of those countries. Should any inconsistency arise between the translated and the English version of this Prospectus, the English version will always prevail.

Matthews and/or the Administrative Agent may use telephone recording procedures to record any conversation. Investors are deemed to consent to the tape-recording of conversations with Matthews and/or the Administrative Agent and to the use of such tape recordings by the Fund and/or Matthews and/or the Administrative Agent in legal proceedings or otherwise at their discretion.

The Fund draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Fund, notably the right to participate in general shareholders' meetings if the investor is registered himself and in his own name in the shareholders' register of the Fund. In cases where an investor invests in the Fund through an intermediary investing into the Fund in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Fund. Investors are advised to take advice on their rights.

SUMMARY

The following summary is qualified in its entirety by the more detailed information appearing in the body of this Prospectus. Information in this introduction is selective and should be read in conjunction with the full text of this Prospectus.

The Fund's Structure

Matthews Asia Funds is a self-managed investment company with variable share capital ("SICAV") organised under the laws of Luxembourg in accordance with article 27 of the 2010 Law. It is registered under part I of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as amended, and qualifies as an Undertaking for Collective Investment in Transferable Securities ("UCITS") under the amended European Council Directive 2009/65/EC of 13 July 2009.

The Fund has an "umbrella" structure comprising a number of separate Sub-Funds, each having a different portfolio of investments with specific investment objectives.

The Fund's Investment Objective

The objective of the Fund is to achieve long-term capital appreciation through diversification of investments. Each Sub-Fund will have a specific investment objective as detailed in the relevant Appendix.

The Sub-Fund's Investment Policy

The investment policy of each Sub-Fund is detailed in the relevant Appendix.

Classes of Shares

The Fund offers the following Classes of Shares in the Base Currency of the Sub-Funds as well as in other currencies described in the relevant Appendix. Shares may further be made available as accumulation or distribution Shares. Not all Classes of Shares are offered in all Sub-Funds.

- Class A Shares, available to all investors;
- Class I Shares, available only for institutional investors;
- Class C Shares, available only for institutional investors having a benevolent or philanthropic purpose.

Subscription and Redemption of Shares

Shares may be subscribed for and redeemed on each Valuation Day as described in the relevant Appendix.

Investment Manager

Matthews International Capital Management, LLC, formed under the laws of Delaware and regulated by the U.S. Securities and Exchange Commission, acts as Investment Manager.

Administrative Agent and Custodian

J.P. Morgan Bank Luxembourg S.A. acts as Administrative Agent and Custodian of the Fund.

Management Fees

The Investment Manager is entitled to a Management Fee as more fully described for each Sub-Fund in the relevant Appendix.

Other Fees

The Fund bears other operating expenses (including fees of the Administrative Agent and Custodian) which are more fully described in this Prospectus.

MATTHEWS ASIA FUNDS

Société d'Investissement à Capital Variable

Registered office: 6, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg
R.C.S. Luxembourg B 151275

Board of Directors

Chairman

William J. Hackett, Chief Executive Officer, Matthews International Capital Management, LLC, Four Embarcadero Center, Suite 550, San Francisco, CA 94111, United States of America.

Directors

Richard Goddard, Independent Director, The Director's Office S.A., 19, rue de Bitbourg, L-1273 Luxembourg; Grand Duchy of Luxembourg

John P. McGowan, Senior Vice President, Matthews International Capital Management, LLC, Four Embarcadero Center, Suite 550, San Francisco, CA 94111, United States of America; and

Timothy B. Parker, General Counsel, Matthews International Capital Management, LLC, Four Embarcadero Center, Suite 550, San Francisco, CA 94111, United States of America.

Delegates of the Board of Directors

Richard Goddard, Independent Director, The Director's Office S.A., 19, rue de Bitbourg, L-1273 Luxembourg; and

Timothy B. Parker, General Counsel, Matthews International Capital Management, LLC, Four Embarcadero Center, Suite 550, San Francisco, CA 94111, United States of America.

Investment Manager and Global Distributor

Matthews International Capital Management, LLC
Four Embarcadero Center, Suite 550
San Francisco, CA 94111
United States of America

Investment Advisor

Matthews Global Investors S.à r.l.
19, rue de Bitbourg
L-1273 Luxembourg
Grand Duchy of Luxembourg

Custodian, Administrative Agent and Listing Agent

J.P. Morgan Bank Luxembourg S.A.
European Bank & Business Centre
6C, route de Trèves
L-2633 Senningerberg
Grand Duchy of Luxembourg

Auditors

Deloitte S.A.
560, rue de Neudorf
L-2220 Luxembourg
Grand Duchy of Luxembourg

Legal Advisors

Elvinger, Hoss & Prussen
2, Place Winston Churchill
L-1340 Luxembourg
Grand Duchy of Luxembourg

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DEFINITIONS

In this Prospectus, in addition to words and phrases specifically defined elsewhere in this Prospectus, the following words and phrases have the meaning set forth below:

<i>2010 Law</i>	The Luxembourg Law of 17 December 2010 regarding undertakings for collective investment, as may be amended.
<i>Accounting Period</i>	Each period ending on 31 March with the first accounting period ending on 31 March 2011.
<i>Administrative Agent</i>	J.P. Morgan Bank Luxembourg S.A. or such other company as may for the time being be appointed as administrator to the Fund.
<i>Articles of Incorporation</i>	The Articles of Incorporation of the Fund.
<i>Base Currency</i>	The currency in which the accounts of the Fund and/or the Sub-Funds will be prepared.
<i>Board of Directors</i>	The board of directors of the Fund.
<i>Business Day</i>	A day on which banks in Luxembourg are open for business (excluding 24 December) unless otherwise defined in an Appendix.
<i>Class(es)</i>	Separate classes of shares within each Sub-Fund whose assets will be commonly invested but where a specific hedging policy, fee structure, minimum investment amount, taxation, distribution policy or other feature may be applied.
<i>Custodian</i>	J.P. Morgan Bank Luxembourg S.A. or such other company as may for the time being be appointed as custodian to the Fund.
<i>Directors</i>	The members of the Board of Directors of the Fund for the time being and any successors to such members as they may be appointed from time to time.
<i>Distributor</i>	Any entity appointed for the distribution of the Fund's Shares from time to time.
<i>Eligible Market</i>	A Regulated Market in an Eligible State.
<i>Eligible State</i>	Any Member State of the EU or any other state in Eastern and Western Europe, Asia, Africa, Australia, North and South America and Oceania.
<i>EU</i>	The European Union.
<i>EUR</i>	The single currency of participating member states of the European Monetary Union introduced on 1 st January 1999.

<i>Fund</i>	Matthews Asia Funds, an investment company organised under Luxembourg law as a <i>société anonyme</i> qualifying as a <i>société d'investissement à capital variable</i> ("SICAV").
<i>Institutional Investor</i>	An investor as defined in article 174 of the 2010 Law.
<i>Investment Advisor</i>	Matthews Global Investors S.à r.l. and/or such company or companies as may for the time being be appointed as investment advisor to the Fund. If such companies are appointed, this Prospectus will be updated accordingly.
<i>Investment Manager</i>	Matthews International Capital Management LLC, and/or such company or companies as may for the time being be appointed as investment manager to the Fund. If such companies are appointed, this Prospectus will be updated accordingly.
<i>Net Asset Value or NAV</i>	The total net asset value of a Sub-Fund or a Class calculated as described in this Prospectus.
<i>Net Asset Value per Share</i>	The net asset value per Share calculated as described in this Prospectus.
<i>Prospectus</i>	Refers to the present document.
<i>Regulated Market</i>	A market within the meaning of Directive 2004/39CE on investment services in the transferable securities field and any other market which is regulated, operates regularly, is recognised and open to the public.
<i>Restricted Person</i>	Person as defined in section "Restrictions on issue and transfer of Shares".
<i>Shareholder</i>	A holder of Shares.
<i>Shares</i>	Fully paid shares issued in relation to a Sub-Fund and Class.
<i>Simplified Prospectus</i>	The simplified prospectus published from time to time for each Sub-Fund in accordance with the requirements of the 2010 Law. Upon the introduction of the Key Investor Information Documents ("KIID"), all references to the Simplified Prospectus are to be read as being references to the KIID.
<i>Sub-Fund(s)</i>	One or several compartments created within the Fund in accordance with article 181 of the 2010 Law which are distinguished mainly by their specific investment policy described in the Appendix to this Prospectus.
<i>Total Expense Ratio</i>	The ratio of a Sub-Fund's total expenses to its total assets. A Sub-Fund's total expenses includes the Management and Administrative Fees, administration charges, custodian charges, distribution charges, professional charges of the auditors and legal advisers, registration charges and duties. A Sub-Fund's total expenses do not include fees paid directly by an investor, such as subscription and redemption fees nor any commissions or other costs on

	portfolio transactions.
<i>UCI</i>	Undertakings for Collective Investment.
<i>UCITS</i>	Undertakings for Collective Investment in Transferable Securities.
<i>UCITS Directive</i>	Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities.
<i>U.S. or United States</i>	The United States of America, its territories and possessions (including the States and the District of Columbia).
<i>USD</i>	United States Dollars, the lawful currency of the United States.
<i>Valuation Day</i>	Each day on which the Net Asset Value per Share is calculated as specified in the relevant Appendix to this Prospectus for each Sub-Fund.
<i>Valuation Point</i>	A time determined by the Board of Directors for each Valuation Day for the valuation of the assets.

INVESTMENT POLICIES AND RESTRICTIONS

1. The Fund

Matthews Asia Funds qualifies as a UCITS under the UCITS Directive. The Fund has adopted an "umbrella" structure that may comprise different Sub-Funds.

In accordance with the requirements of the UCITS Directive and the correspondent provisions of the 2010 Law, all Sub-Funds invest in accordance with the principle of risk spreading in transferable securities and other permitted assets, which may comprise units of UCITS and UCIs, deposits with credit institutions, financial derivative instruments and money market instruments.

2. Specific Investment Policy for each Sub-Fund

The specific investment policy of each Sub-Fund is described in the relevant Appendix to this Prospectus.

The historical performance of the Sub-Funds will be published in the Simplified Prospectus for each Sub-Fund. Past performance is not necessarily indicative of future results.

3. Risk Considerations

Investment in the Fund carries a high degree of risk including, but not limited to, the risks referred to below. No assurance can be given that Shareholders will realise a profit on their investment. Moreover, Shareholders may lose some or all of their investment. The risks referred to below do not purport to be exhaustive. Potential investors should review this Prospectus carefully, in its entirety, and consult with their professional advisers before making an application for Shares.

Political, Social and Economic Risks

The value of the Fund's assets may be adversely affected by political, economic, social and religious instability; inadequate investor protection; changes in laws or regulations of countries within the Asia Pacific region (including countries in which the Fund invests, as well as the broader region); international relations with other nations; natural disasters; corruption and military activity. The Fund may have difficulty in obtaining or enforcing judgments against companies of Asia Pacific countries or their management. Furthermore, the economies of many Asia Pacific countries differ from the economies of more developed countries in many respects, such as rate of growth, inflation, capital reinvestment, resource self-sufficiency, financial system stability, the national balance of payments position and sensitivity to changes in global trade. The governments of certain countries have placed restrictions on the operational freedom of private enterprise, and have or may nationalise privately owned assets including companies held by the Fund. From time to time, a relatively small number of companies and industries may represent a large portion of the total stock market in a particular country or region, and these companies and industries may be especially sensitive to adverse social, political, economic or regulatory developments. Asia Pacific countries also have different accounting standards, corporate disclosure, governance and regulatory requirements than do more developed countries. As a result, there may be less publicly available information about companies in Asia Pacific countries. There is generally less governmental regulation of stock exchanges, brokers and issuers than in more developed countries, which may result in less transparency with respect to a company's operations. The economies of many Asia Pacific countries are dependent on exports and global trade and some have limited natural resources (such as oil), resulting in dependence

on foreign sources for certain raw materials, and vulnerability to global fluctuations in price or supply. Changes in the economies or markets of the main trading partners of Asia Pacific countries, including developed countries, could negatively impact the growth prospects of Asia Pacific countries and markets.

A decline in the markets of other countries could result in a significant decline in Asia Pacific markets. Because each Sub-Fund concentrates its investments in a single region of the world (or in a single country within that region), a Sub-Fund's performance may be more volatile than that of funds that invest globally. If securities of Asia Pacific countries (or the securities of companies from individual countries in the region) fall out of favour, it may cause the Fund to underperform funds that do not concentrate in a single region or country.

Currency Risks

When the Fund buys or sells securities in an Asia Pacific market, the transaction is usually undertaken in the local currency rather than in USD. To execute such transactions, the Fund must purchase or sell a specified amount of the local currency, which exposes the Fund to the risk that the value of the foreign currency will increase or decrease. Similarly, when the Fund receives income from Asia Pacific securities, the Fund receives local currency rather than USD. As a result, the value of that Fund's portfolio holdings as well as the income derived from these holdings may be impacted. Additionally, Asia Pacific countries may utilise formal or informal currency-exchange controls (or "capital controls"). Currency controls may artificially affect the value of the Fund's holdings and may negatively impact the Fund's ability to calculate its NAV. Such controls may also restrict or prohibit the Fund's ability to repatriate both investment capital and income; this, in turn, may undermine the value of the Fund's holdings and potentially place the Fund's assets at risk of total loss. In extreme circumstances, such as the imposition of capital controls that substantially limit repatriation, the Fund may suspend Shareholders' redemption privileges for an indefinite period.

Where a Class of Shares is denominated in another currency than the Base Currency of the Sub-Fund, each Investor will make an investment in that currency, which will be converted into the Base Currency and invested. Such subscriptions may be hedged by the Fund to seek to minimise foreign currency risk although no guarantee can be given that the foreign currency risk is eliminated or that a hedge will be successful. The cost of the hedging will be borne by the Class of Shares not denominated in the Base Currency.

Risks Associated with Emerging Markets

Many Asia Pacific countries are considered emerging markets. Investing in emerging markets involves the political, social, economic and currency risks described above, as well as different and greater risks than investing in more developed markets because, among other things, emerging markets are often less stable politically and economically, and their markets are smaller and less developed. Their stock exchanges and brokerage industries do not have the level of government oversight as do those in more developed countries. Securities markets of such countries are substantially smaller, less liquid and more volatile than securities markets in more developed countries. Local regulation frequently imposes limits (collars) on intra-day changes in trading prices for securities, which may artificially constrain trading volume and distort market pricing mechanisms. Many markets also require the suspension of trading in securities at times or for reasons that are unusual in developed markets (e.g., trading may be suspended prior to Shareholder meetings or in connection with the distribution of dividends, stock splits or other corporate actions). Trading suspensions may make a determination of the Fund's NAV more difficult and may result in the security being treated as being illiquid during the suspension. The absence of negotiated brokerage commissions in certain countries may result in higher brokerage and other fees. The procedures and rules governing foreign transactions and custody also may

involve delays in payment, delivery or recovery of money or investments. In addition, standards related to corporate governance may be weaker, and transactions with or among management may be less transparent. As a result, the rights of the Fund and other independent Shareholders may be adversely impacted in corporate actions. Brokerage commissions, custodian services fees, withholding taxes and other costs relating to investment in emerging markets are generally higher than in developed markets.

Furthermore the following risks should be considered:

Legal Environment

- The interpretation and application of decrees and legislative acts often can be uncertain or inconsistent, particularly in respect of matters relating to taxation.
- Legislation could be imposed retrospectively or may be issued in the form of internal regulations that the public may not be made aware of.
- Judicial independence and political neutrality cannot be guaranteed.
- State bodies and judges may not adhere to the requirements of the law and the relevant contract.
- There is no certainty that investors will be compensated in full or in part for any damage incurred or loss suffered as a result of legislation imposed or decisions of state bodies or judges.
- Some markets (such as China) are only beginning to develop the concept of legal/formal ownership and of beneficial ownership and consequently the courts in such markets may consider that any nominee or local custodian as registered holder of securities would have full ownership thereof and that a beneficial owner may have no rights whatsoever in respect thereof.

Market and Settlement Risks

- The securities markets of some countries lack the liquidity, efficiency, and regulatory and supervisory controls of more developed markets.
- Lack of liquidity may adversely affect the value or ease of disposal of assets.
- The share register may not be properly maintained and the ownership interests may not be, or remain, fully protected.
- Registration of securities may be subject to delay and during the period of delay it may be difficult to prove beneficial ownership of the securities or assert the rights of a beneficial owner.

Taxation

- Investors should note in particular that the proceeds from the sale of securities in some markets or the receipt of any dividends or other income may be, or may become subject to taxes, levies, duties or other fees or charges imposed by the authorities in that market, including taxation levied by withholding at source. Tax law and practice in certain countries into which a Fund invests or may invest in the future is not clearly established. It is possible therefore that the current interpretation of the law or understanding of practice might change, or that the law might be changed with retrospective effect. It is therefore possible that the Fund could become subject to additional taxation in such countries that is not anticipated either at the date of the Prospectus or when investments are made, valued or disposed of.

These factors make the prices of securities of emerging market companies, especially smaller companies, in which the Fund may invest, generally more volatile than the prices of securities of companies in developed markets, and increase the risk of loss to the Fund.

Risks Associated with Smaller Companies

Smaller companies may offer substantial opportunities for capital growth; they also involve substantial risks, and investments in smaller companies may be considered speculative. Such companies often have limited product lines, markets or financial resources. Smaller companies may be more dependent on one or few key persons and may lack depth of management. Larger portions of their stock may be held by a small number of investors (including founders and management) than is typical of larger companies. As a result, the rights of minority owners may be restricted or not fully respected in corporate governance or corporate actions. In addition, credit may be more difficult to obtain (and on less advantageous terms) than for larger companies. As a result, the influence of creditors (and the impact of financial or operating restrictions associated with debt financing) may be greater than in larger or more established companies. Both of these factors may dilute the holdings, or otherwise adversely impact the rights of the Fund and smaller shareholders in corporate governance or corporate actions.

Small companies also may be unable to generate funds necessary for growth or development, or be developing or marketing new products or services for which markets are not yet established and may never become established. The Fund may have more difficulty obtaining information about smaller companies, making it more difficult to evaluate the impact of market, economic, regulatory and other factors on them. Informational difficulties may also make valuing or disposing of their securities more difficult than it would for larger companies. Securities of smaller companies may trade less frequently and in lesser volume than more widely held securities and the securities of such companies generally are subject to more abrupt or erratic price movements than more widely held or larger, more established companies or the market indices in general. Among the reasons for the greater price volatility are the less certain growth prospects of smaller companies, the lower degree of liquidity in the markets for such securities, and the greater sensitivity of smaller companies to changing economic conditions. For these and other reasons, the value of securities of smaller companies may react differently to political, market and economic developments than the markets as a whole or than other types of stocks.

Trading Markets and Depositary Receipts

Securities of companies from the Asia Pacific region typically are listed on their respective stock exchanges, but may also be traded on other markets within or outside of the Asia Pacific region. Certain countries have established different share classes (or "tranches") for local and foreign investors. Typically, foreign tranches are limited in volume, in part, to restrict foreign investment. Non-domestic investors, such as the Fund, as holders of securities purchased in a foreign tranche are entitled to voting rights and to participate in corporate actions. However, when a foreign tranche is filled (that is, all shares allocated to that tranche have been sold and the secondary market is not active), the Fund may invest in the domestic tranche. As the holder of securities purchased in a domestic tranche, the Fund may not be entitled to voting rights or to participate in corporate actions. Alternatively, the Fund may pay a premium to acquire securities from the foreign tranche. Asia Pacific securities may also trade in the form of depositary receipts, including American, European and Global Depositary Receipts. Although depositary receipts have risks similar to the securities that they represent, they may also involve higher expenses, and may lack fungibility, which may result in their trading at a discount (or premium) to the underlying security. In addition, depositary receipts may not pass through voting and other shareholder rights, and may be less liquid than the underlying securities listed on an exchange.

Volatility

The smaller size and lower levels of liquidity in the markets of developing countries, as well as other factors may result in changes in the prices of Asia Pacific securities that are more dramatic, or volatile, than those of companies in more developed regions. This volatility can cause the NAV to go up or down dramatically. Volatility in the price of an investment can be disadvantageous because you may have planned or may need to sell your investment at a time when its value has decreased.

Credit Ratings

In this Prospectus, references are made to credit ratings of debt securities, which measure an issuer's expected ability to pay principal and interest over time (but not other risks, including market risks). Credit ratings are determined by rating organisations, such as Moody's Investors Service, Inc. ("Moody's"), Standard & Poor's Corporation ("S&P") and Fitch Inc. ("Fitch"), based on their view of past and potential developments related to an issuer (or security). Such potential developments may not reflect actual developments or a rating organisation's evaluation may be incomplete or inaccurate.

Convertible Securities

Convertible securities may, under specific circumstances, be converted into the common or preferred stock of the issuing company, and may be denominated in USD, EUR or a local currency. The value of convertible securities varies with a number of factors including the value and volatility of the underlying stock, the level and volatility of interest rates, the passage of time, dividend policy and other variables.

Convertible bonds and debentures carry different kinds of risks than those of common and preferred stocks. These risks include repayment risk and interest rate risk. Repayment risk is the risk that a borrower does not repay the amount of money that was borrowed (or "principal") when the bond was issued. This failure to repay the amount borrowed is called a "default," and could result in the Fund losing its investment. Interest rate risk is the risk that market rates of interest may increase over the rate paid by a bond held by the Fund. When interest rates increase, the market value of a bond paying a lower rate generally will decrease. If the Fund were to sell such a bond, the Fund might receive less than it originally paid for it. In addition, many Asia Pacific convertible securities are not rated by rating agencies like Moody's, S&P or Fitch, or, if they are rated, they may be rated below investment grade. These securities are commonly referred to as "junk bonds" and may have a greater risk of default. Investing in a convertible security denominated in a currency different from that of the security into which it is convertible may expose the Fund to currency risk as well as risks associated with the level and volatility of the foreign exchange rate between the security's currency and the underlying stock's currency.

High-Yield Securities

Securities rated lower than Baa by Moody's, or equivalently rated by S&P or Fitch, and unrated securities of similar credit quality are referred to as "high-yield securities" or "junk bonds." Investing in these securities involves special risks in addition to the risks associated with investments in higher-rated fixed income securities. While offering a greater potential opportunity for capital appreciation and higher yields, high-yield securities typically entail greater potential price volatility, entail greater levels of credit and repayment risks, and may be less liquid than higher-rated securities. High-yield securities are considered predominantly speculative with respect to the issuer's continuing ability to meet principal and interest payments. They may also be more susceptible to real or perceived adverse economic and competitive industry conditions than higher-rated securities. An economic downturn or period of rising interest rates could adversely affect the market for these securities and reduce the Fund's ability

to sell these securities (liquidity risk). Issuers of securities in default may fail to resume principal and interest payments, in which case the Fund may lose its entire investment. Investments in junk bonds may be subject to greater levels of credit and liquidity risk.

Dividend-Paying Equities

There can be no guarantee that companies that have historically paid dividends will continue to pay them or pay them at the current rates in the future. A reduction or discontinuation of dividend payments may have a negative impact on the value of a Fund's holdings in these companies. In addition, dividend-paying equity securities, in particular those whose market price is closely related to their yield, may exhibit greater sensitivity to interest rate changes. During periods of rising interest rates, such securities may decline. The Fund's investment in such securities may also limit its potential for appreciation during a broad market advance.

Initial Public Offerings (IPOs)

IPOs of securities issued by unseasoned companies with little or no operating history are risky and their prices are highly volatile, but they can result in very large gains in their initial trading. Attractive IPOs are often oversubscribed and may not be available to the Fund, or only in very limited quantities. There can be no assurance that the Fund will have favourable IPO investment opportunities in the future, or that the Fund's investments in IPOs will have a positive impact on the Fund's performance.

Preferred Stocks

Preferred stock represents an equity or ownership interest in a company. Preferred stock normally pays dividends at a specified rate and has precedence over common stock in the event the issuer is liquidated or declares bankruptcy. However, in the event a company is liquidated or declares bankruptcy, the claims of owners of bonds take precedence over the claims of those who own preferred and common stock. Preferred stock, unlike common stock, often has a stated dividend rate payable from the corporation's earnings. Preferred stock dividends may be cumulative or non-cumulative, participating, or auction rate. If interest rates rise, the fixed dividend on preferred stocks may be less attractive, causing the price of such stocks to decline. Preferred stock may have mandatory sinking fund provisions, as well as provisions allowing the stock to be called or redeemed, which can limit the benefit of a decline in interest rates. Preferred stock is subject to many of the risks to which common stock and debt securities are subject.

Risks Associated with Securities Lending and Repurchase Transactions

In relation to repurchase transactions, investors must notably be aware that (A) in the event of the failure of the counterparty with which cash of a Sub-Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) locking cash in transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulty in realising collateral may restrict the ability of the Sub-Fund to meet redemption requests, security purchases or, more generally, reinvestment; and that (C) repurchase transactions will, as the case may be, further expose a Sub-Fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of this prospectus.

In relation to securities lending transactions, investors must notably be aware that (A) if the borrower of securities lent by a Sub-Fund fail to return these there is a risk that the collateral received may realise less than the value of the securities lent out, whether due to inaccurate

pricing, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) in case of reinvestment of cash collateral such reinvestment may (i) create leverage with corresponding risks and risk of losses and volatility, (ii) introduce market exposures inconsistent with the objectives of the Sub-Fund, or (iii) yield a sum less than the amount of collateral to be returned; and that (C) delays in the return of securities on loans may restrict the ability of a Sub-Fund to meet delivery obligations under security sales.

Regional and Country Risks

In addition to the risks discussed above, there are specific risks associated with investing in the Asia Pacific region, including the risk of severe economic, political or military disruption. The Asia Pacific region comprises countries in all stages of economic development. Some Asia Pacific economies may experience overextension of credit, currency devaluations and restrictions, rising unemployment, high inflation, underdeveloped financial services sectors, heavy reliance on international trade and prolonged economic recessions.

Global economies and financial markets are becoming increasingly interconnected. This increases the possibility that conditions in one country or region might adversely impact the issuers of securities in a different country or region. The economies of many Asia Pacific countries are dependent on the economies of the United States, Europe and other Asian countries, and, as seen in the recent developments in global credit and equity markets, events in any of these economies could negatively impact the economies of Asia Pacific countries.

Currency fluctuations, devaluations and trading restrictions in any one country can have a significant effect on the entire Asia Pacific region. Increased political and social instability in any Asia Pacific country could cause further economic and market uncertainty in the region, or result in significant downturns and volatility in the economies of Asia Pacific countries. As an example, in the late 1990s, the economies in the Asian region suffered significant downturns and increased volatility in their financial markets.

The development of Asia Pacific economies, and particularly those of China, Japan and South Korea, may also be affected by political, military, economic and other factors related to North Korea. Since 1953, the United States has maintained a military force in South Korea to help deter the ongoing military threat from North Korean forces. The situation remains a source of tension and is currently volatile, particularly as North Korea appears to continue to develop nuclear capabilities, and tactical and strategic missile systems. Negotiations to ease tensions and resolve the political division of the Korean peninsula have been carried on from time to time producing sporadic and inconsistent results. Recently, there have also been efforts to increase economic, cultural and humanitarian contacts among North Korea, South Korea, Japan and other nations. There can be no assurance that such negotiations or efforts will continue or will ease tensions in the region.

Military action or the risk of military action or strains on the economy of North Korea could have a materially adverse effect on all countries in the region, particularly China, Japan and South Korea. Consequently, any military action or other instability could adversely impact the ability of the Fund to achieve its investment objective. Lack of available information regarding North Korea is also a significant risk factor.

Some companies in the region may have less established shareholder governance and disclosure standards than in developed markets. Some companies are controlled by family and financial institutional investors whose investment decisions may be hard to predict based on standard developed market-based equity analysis. Consequently, investments may be vulnerable to unfavourable decisions by the management or shareholders.

Corporate protectionism (e.g., adoption of poison pills and restrictions on shareholders seeking to influence management) appears to be increasing, which could adversely impact the value of affected companies.

Japan

The Japanese economy and financial markets produced disappointing returns over the past two decades. Despite significant monetary and fiscal action by the government of Japan as well as the Bank of Japan (BoJ), the Japanese stock market, as measured by the Tokyo Stock Price Index, has been volatile, and the footing of the Japanese economy remains uncertain. The Japanese yen has also shown volatility over this period. Such currency volatility could affect returns in the future. The Japanese yen may also be affected by currency volatility elsewhere in Asia, especially Southeast Asia. Depreciation of the yen, and any other currencies in which the Fund's securities are denominated, will decrease the value of the Fund's holdings. Japan's economy could be negatively impacted by many factors, including rising interest rates, tax increases and budget deficits.

Poor performance of the global economy has negatively affected equity returns in Japan, and may continue to do so. Japan's economy and stock market have in the recent past had a strong correlation with the U.S. economic cycle and U.S. stock markets, and thus Japan's economy may continue to be affected by current economic problems in the U.S. Japan also has a growing economic relationship with China and other Southeast Asian countries, and thus Japan's economy may also be affected by economic, political or social instability in those countries (whether resulting from local or global events).

In the longer term, Japan will have to address the effects of an aging population, such as a shrinking workforce and higher welfare costs. To date, Japan has had restrictive immigration policies that, combined with other demographic concerns, appear to be having a negative impact on the economy. Japan's growth prospects appear to be dependent on its export capabilities. Japan's neighbours, in particular China, have become increasingly important export markets. Despite a deepening in the economic relationship between Japan and China, the countries' political relationship has at times been strained in recent years. Should political tension increase, it could adversely affect the economy, especially the export sector, and destabilise the region as a whole. Japan also remains heavily dependent on oil imports, and higher commodity prices could therefore have a negative impact on the economy.

Japan is largely dependent on foreign economies for raw materials. International trade is important to Japan's economy, as exports provide the means to pay for many of the raw materials it must import. Because of the concentration of Japanese exports in highly visible products such as automobiles, machine tools and semiconductors, and the large trade surplus ensuing from there, Japan has entered a difficult phase in its relations with its trading partners, particularly with respect to the United States, with whom its trade imbalance is the greatest. The export-sector of the Japanese economy is heavily dependent on exports to the United States and other countries whose currencies are tied to or that utilise the USD for foreign exchange. Changes in the dollar/yen exchange rate could adversely affect the profitability and value of export-oriented Japanese companies.

China

The Chinese government exercises significant control over China's economy through the allocation of resources, by controlling payment of foreign currency-denominated obligations, by setting monetary policy and by providing preferential treatment to particular industries or companies. For over three decades, the Chinese government has been reforming economic and market practices and providing a larger sphere for private ownership of property. While currently

contributing to growth and prosperity, these reforms could be altered or discontinued at any time. Military conflicts, either in response to internal social unrest or conflicts with other countries, could disrupt economic development. China's long-running conflict over Taiwan remains unresolved, while territorial border disputes persist with several neighbouring countries. While economic relations with Japan have deepened, the political relationship between the two countries has become more strained in recent years, which could weaken economic ties. Development of the Chinese economy is also vulnerable to developments on the Korean peninsula. Should political tension increase or military actions be precipitated, it could adversely affect the economy and destabilise the region as a whole. There is also a greater risk involved in currency fluctuations, currency convertibility, interest rate fluctuations and higher rates of inflation. The Chinese government also sometimes takes actions intended to increase or decrease the values of Chinese stocks. The emergence of a domestic consumer class is still at an early stage, making China's economic health largely dependent on exports. China's growing trade surplus with the United States has increased the risk of trade disputes, which could potentially have adverse effects on China's management of its currency, as well as on some export-dependent sectors. Social cohesion in China is being tested by growing income inequality and larger scale environmental degradation. Social instability could threaten China's political system and economic growth, which could decrease the value of the Fund's investments.

China Political and Economic Risks

China has implemented a series of economic reform programs emphasising the utilisation of market forces in the development of the Chinese economy and a high level of management autonomy since 1978. Although China's economy has experienced significant growth in the past twenty years, growth has been uneven both geographically and among various sectors of the economy. However, there can be no assurance that the Chinese government will continue to pursue such economic policies or, if it does, that those policies will continue to be successful. The Chinese government may from time to time adopt corrective measures to control inflation and restrain the rate of economic growth, which may also have an adverse impact on the capital growth and performance of the Fund. Further, political changes, social instability and adverse diplomatic developments in China could result in the imposition of additional government restrictions including the expropriation of assets, confiscatory taxes or nationalisation of some or all of the investments held by the underlying securities in which the Fund may invest. The above factors could negatively affect the value of the investments held by the Fund and consequently the NAV of a Sub-Fund or a Class.

China Accounting and Reporting Risks

Chinese companies are required to follow Chinese accounting standards and practices, which only follow international accounting standards to a certain extent. However, the accounting, auditing and financial reporting standards and practices applicable to Chinese companies may be less rigorous, and there may be significant differences between financial statements prepared in accordance with Chinese accounting standards and practice and those prepared in accordance with international accounting standards. As the disclosure and regulatory standards in China are less stringent than in more developed markets, there might be substantially less publicly available information about issuers in China on which the Investment Manager can base investment decisions.

China Legal and Regulatory System Risks

The Chinese legal system is a complex legal system comprising written statutes, regulations, circulars, administrative directives, internal guidelines and their interpretation by the Supreme People's Court. Since 1979, the Chinese government has been developing a comprehensive

system of commercial laws, and considerable progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, corporate organisation and governance, commerce taxation and trade. However, experience in the implementation, interpretation and enforcement of the laws and regulations and of commercial contracts, undertakings and commitments entered into is limited.

Nationalisation and Expropriation Risks

The Chinese government renounced various debt obligations and nationalised private assets without providing any form of compensation after the formation of the Chinese socialist state in 1949. The Chinese government has recently adopted a more welcoming attitude towards foreign investment in China. However, there is no guarantee that the Chinese government will not take similar actions in the future.

Securities Markets and Market Liquidity Risks

The stock exchanges and markets in China have experienced significant fluctuations in the prices of securities, there can be no assurance that such volatility will not continue in the future. China's securities markets are undergoing a period of growth and change, which may lead to difficulties in the settlement and recording of transactions (which may result in such markets being less efficient and less liquid from time to time) and in interpreting and applying the relevant regulations. The Chinese regulatory authorities have only recently been given the power and duty to prohibit fraudulent and unfair trade practices relating to securities markets, including insider trading and market abuse, and to regulate substantial acquisitions of shares and takeovers of companies.

China QFII risks

Under the prevailing regulations in China, foreign investors can invest in the QFII Eligible Securities through institutions that have obtained QFII status in China. The current QFII regulations impose strict restrictions (such as investment guidelines) on QFII Eligible Securities investment.

The Fund itself is not a QFII, but may invest directly in QFII Eligible Securities via the QFII status of an entity having QFII status (the "QFII"). The QFII status could be revoked, in particular because of material violations of rules and regulations by the QFII. If the QFII loses its QFII status, the Fund may not be able to invest directly in QFII Eligible Securities and may be required to dispose of its holdings which would likely have a material adverse effect on the Fund.

If the Investment Manager is the QFII, the Investment Manager will ensure all transactions and dealings will be dealt with having regard to the constitutive documents of the Fund as well as the relevant laws and regulations applicable to the Investment Manager as QFII. If any conflicts of interest arise, the Investment Manager will seek to ensure that the Fund is managed in the best interests of Shareholders and the Shareholders are treated fairly. The same applies if the QFII is an affiliate of the Investment Manager.

The QFII's QFII investment quota is granted to it as a whole and not simply to investments made by the Fund. There can be no assurance that the QFII will be able to allocate a sufficient portion of its QFII investment quota to meet all applications for subscription to the Fund, or that redemption requests can be processed in a timely manner due to adverse changes in relevant laws or regulations, including changes in QFII repatriation restrictions. Such restrictions may result in suspension of dealings of the Fund.

In extreme circumstances, the Fund may incur significant loss due to limited investment capabilities, or may not be able to fully implement or pursue its investment objective or strategy,

due to QFII investment restrictions, illiquidity of the Chinese domestic securities market, and/or delay or disruption in execution of trades or in settlement of trades.

QFII Eligible Securities acquired by the Fund through the QFII facility will be maintained by the QFII's local custodian in China ("PRC Custodian"), in electronic form via a securities account in such name as may be permitted or required in accordance with PRC law with the China Securities Depository and Clearing Corporation Limited. The QFII will also select brokers ("PRC Brokers") to execute transactions for the Fund in the Chinese markets. The Fund may incur losses due to the acts or omissions or insolvency of the PRC Brokers or the PRC Custodian in the execution or settlement of any transaction or in the transfer of any funds or securities. Subject to the applicable laws and regulations in China, the QFII will make arrangements to ensure that the PRC Brokers and the PRC Custodian have appropriate procedure to properly segregate the Fund's assets from the assets of the relevant PRC Brokers and the PRC Custodian.

Because restrictions continue to exist and capital cannot therefore flow freely into the China A-Share market, it is possible that in the event of a market disruption, the liquidity of the China A-Share market and trading prices of China A-Shares could be more severely affected than the liquidity and trading prices of markets where securities are freely tradable and capital therefore flows more freely. In addition, the repatriation of the sale price of A-Shares may be subject to restrictions that can change at the behest of Chinese authorities.

Investors should also note that direct investments in QFII Eligible Securities through QFIIs are subject to compliance with the investment restrictions imposed under QFII regulations in China, as amended from time to time.

Hong Kong

Since Hong Kong reverted to Chinese sovereignty in 1997, it has been governed by the Basic Law, a "quasi-constitution". The Basic Law guarantees a high degree of autonomy in certain matters until 2047, while defence and foreign affairs are the responsibility of the central government in Beijing. If China were to exert its authority so as to alter the economic, political or legal structures or the existing social policy of Hong Kong, investor and business confidence in Hong Kong could be negatively affected, which in turn could negatively affect markets and business performance and have an adverse effect on the Fund's investments. There is uncertainty as to whether China will continue to respect the relative independence of Hong Kong and refrain from exerting a tighter grip on Hong Kong's political, economic and social concerns. The economy of Hong Kong may be significantly affected by increasing competition from the emerging economies of Asia, including that of China itself. In addition, the Hong Kong dollar trades within a fixed trading band rate to (or is "pegged" to) the USD. This fixed exchange rate has contributed to the growth and stability of the Hong Kong economy. However, some market participants have questioned the continued viability of the currency peg. It is uncertain what affect any discontinuance of the currency peg and the establishment of an alternative exchange rate system would have on capital markets generally and the Hong Kong economy.

Taiwan

The political reunification of China and Taiwan, over which China continues to claim sovereignty, is a highly complex issue and is unlikely to be settled in the near future. The continuing hostility between China and Taiwan may have an adverse impact on the values of investments in both China and Taiwan, or make investments in China and Taiwan impractical or impossible. Any escalation of hostility between China and Taiwan would likely distort Taiwan's capital accounts, as well as have a significant adverse impact on the value of investments in both countries and the region.

Taiwan's growth has to a significant degree been export-driven. While the percentage of Taiwan's exports purchased by the United States has been declining recently, the United States has remained a key export market. Accordingly, Taiwan is affected by changes in the economies of the United States and other main trading partners, by protectionist impulses in those countries and by the development of export sectors in lower-wage economies. In the event that growth in the export sector declines in the future, the burden of future growth will increasingly be placed on domestic demand.

Taiwan has limited natural resources, resulting in dependence on foreign sources for certain raw materials and vulnerability to global fluctuations of price and supply. This dependence is especially pronounced in the energy sector. In recent years, over half of Taiwan's crude oil has been supplied by Kuwait and Saudi Arabia. A significant increase in energy prices could have an adverse impact on Taiwan's economy.

South Korea

Investing in South Korean securities has special risks, including political, economic and social instability, and the potential for increasing militarisation in North Korea (as discussed above under Japan). The market capitalisation and trading volume of issuers in South Korean securities markets are concentrated in a small number of issuers, which results in potentially fewer investment opportunities for the Fund. South Korea's financial sector has shown certain signs of systemic weakness and illiquidity, which, if exacerbated, could prove to be a material risk for any investments in South Korea.

There are also a number of risks to the Fund associated with the South Korean government. The South Korean government has historically exercised and continues to exercise substantial influence over many aspects of the private sector. The South Korean government from time to time has informally influenced the prices of certain products, encouraged companies to invest or to concentrate in particular industries and induced mergers between companies in industries experiencing excess capacity. The South Korean government has sought to minimise excessive price volatility on the South Korean Stock Exchange through various steps, including the imposition of limitations on daily price movements of securities, although principal risks of investing in the Fund there is no assurance that this would prevent the value of an investment from declining over time.

South Korea is dependent on foreign sources for its energy needs. A significant increase in energy prices could have an adverse impact on South Korea's economy.

Sri Lanka

Civil war and terrorism have disrupted the economic, social and political stability of Sri Lanka for decades. In 2009, the Sri Lankan government announced that it had achieved victory over the Liberation Tigers of Tamil Eelam (LTTE), an armed insurgency group that had been active for many years. Nonetheless, remnants of LTTE remain and there is potential for continued instability resulting from ongoing ethnic conflict. Sri Lanka faces severe income inequality, high inflation and a sizeable public debt load. Additionally, Sri Lanka's economy is dependent on a strong global economy for foreign investment and a market for its exports, which have suffered during the global economic decline. Sri Lanka relies heavily on foreign assistance in the form of grants and loans from a number of countries and international organisations such as the World Bank and the Asian Development Bank. Changes in international political sentiment may have significant adverse effects on the Sri Lankan economy. Sri Lanka also faces a number of threats related to weather and climate, and certain coastal regions of the country were devastated by the 2004 Asian tsunami.

Thailand

In recent years Thailand has experienced increased political and military unrest in its predominantly Muslim southern provinces. While the unrest and associated acts of violence have been contained in the south, they could spread to other parts of the country, negatively impacting tourism and the broader economy. Thailand's political institutions remain unseasoned, increasing the risk of political instability. In September 2006, Thailand's elected government was overthrown in a military coup and replaced by new leadership backed by a military junta. The impact of the coup and military rule on investments in Thai securities was initially negative and subsequently has been uneven. Following the coup, the new government imposed investment controls that appear to have been designed to control volatility in the Thai baht and to support certain export-oriented Thai industries. These controls have been revised and updated since their initial imposition, and more recently have largely been suspended (although there is no guarantee that such controls will not be re-imposed). However, partially in response to these controls, an offshore market for the exchange of Thai baht developed. The depth and transparency of this market have been uncertain. With the general suspension of investment controls, it is unclear whether this offshore market will continue. Accordingly, this market's impact on the Fund is uncertain. Political instability continues in Thailand. The military junta gave way to a democratically elected government but that government was subsequently ousted by a political movement that used public protest and civil unrest to remove the government. This lack of stability may lead to a deterioration of economic conditions in the country. This risk could be exacerbated upon the death of the aged, reigning king, who has generally been a force for stability in the country.

India

In India, the government has exercised and continues to exercise significant influence over many aspects of the economy. Government actions, bureaucratic obstacles and inconsistent economic reform within the Indian government have had a significant effect on the economy and could adversely affect market conditions, deter economic growth and the profitability of private enterprises. Global factors and foreign actions may inhibit the flow of foreign capital on which India is dependent to sustain its growth. Large portions of many Indian companies remain in the hands of their founders (including members of their families). Corporate governance standards of family-controlled companies may be weaker and less transparent, which increases the potential for loss and unequal treatment of investors. India experiences many of the risks associated with developing economies, including relatively low levels of liquidity, which may result in extreme volatility in the prices of Indian securities.

Religious, cultural and military disputes persist in India, and between India and Pakistan (as well as sectarian groups within each country). The longstanding dispute with Pakistan over the bordering Indian state of Jammu and Kashmir remains unresolved. In recent years, terrorists believed to be based in Pakistan struck Mumbai (India's financial capital), further damaging relations between the two countries. If the Indian government is unable to control the violence and disruption associated with these tensions (including both domestic and external sources of terrorism), the result may be military conflict, which could destabilise the economy of India. Both India and Pakistan have tested nuclear arms, and the threat of deployment of such weapons could hinder development of the Indian economy, and escalating tensions could impact the broader region, including China.

The regulations and controls governing the activities of investors, brokers and other agents on the Indian markets are less stringent than those applied in most OECD markets.

The Investment Manager has been granted Foreign Institutional Investor ("FII") status by the Securities Exchange Board of India ("SEBI"). The Fund is therefore eligible to invest in Indian

securities through the Investment Manager's FII status according to the Securities and Exchange Board of India Foreign Institutional Investors Regulation, 1995. Investment in India may be subject to the withdrawal or non-renewal of the Investment Manager's FII Licence. Investments made through such FII status are also therefore subject to any statutory or regulatory limits imposed by SEBI from time to time. Investors should note the risks due to any such regulatory changes.

Australia

The Australian economy is dependent, in particular, on the price and demand for agricultural products and natural resources. The United States and China are Australia's largest trade and investment partners, which may make the Australian markets sensitive to economic and financial events in those two countries. Australian markets may also be susceptible to sustained increases in oil prices as well as weakness in commodity and labour markets.

Indonesia

Indonesia's political institutions and democracy have a relatively short history, increasing the risk of political instability. Indonesia has in the past faced political and militant unrest within several of its regions, and further unrest could present a risk to the local economy and stock markets. The country has also experienced acts of terrorism, predominantly targeted at foreigners, which has had a negative impact on tourism. Corruption and the perceived lack of a rule of law in dealings with international companies in the past may have discouraged much needed foreign direct investment. Should this issue remain, it could negatively impact the long-term growth of the economy. In addition, many economic development problems remain, including high unemployment, a fragile banking sector, endemic corruption, inadequate infrastructure, a poor investment climate and unequal resource distribution among regions.

Philippines

Philippines' consistently large budget deficit has produced a high debt level and has forced the country to spend a large portion of its national government budget on debt service. Large, unprofitable public enterprises, especially in the energy sector, contribute to the government's debt because of slow progress on privatisation. Some credit rating agencies have expressed concerns about Philippines' ability to sustain its debt.

Malaysia

Malaysia has previously imposed currency controls and a 10% "exit levy" on profits repatriated by foreign entities such as the Fund and has limited foreign ownership of Malaysian companies (which may artificially support the market price of such companies). The Malaysian capital controls have been changed in significant ways since they were first adopted without prior warning on September 1, 1998. Malaysia has also abolished the exit levy. However, there can be no assurance that the Malaysian capital controls will not be changed adversely in the future or that the exit levy will not be re-established, possibly to the detriment of the Fund and their Shareholders. In addition, Malaysia is currently exhibiting political instability which could have an adverse impact on the country's economy.

Singapore

As a small open economy, Singapore is particularly vulnerable to external economic influences, such as the Asian economic crisis of the late 1990s. Although Singapore has been a leading manufacturer of electronics goods, the extent to which other countries can successfully compete with Singapore in this and related industries, and adverse Asian economic influences generally, may negatively affect Singapore's economy.

Pakistan

Changes in the value of investments in Pakistan and in companies with significant economic ties to that country largely depend on continued economic growth and reform in Pakistan, which remains uncertain and subject to a variety of risks. Adverse developments can result in substantial declines in the value of investments. Pakistan has and continues to face high levels of political instability and social unrest at both the regional and national levels. Such instability has and may erupt again into wide-scale disorder. The Pakistan government recently imposed a state of emergency following riots and the deaths of opposition leaders. Social and political instability may also result in increased levels of terrorism, prolonged economic disruption and may discourage foreign investment.

Ongoing disputes with India over the Kashmir border region may result in armed conflict between the two nations, both of which possess nuclear capabilities. Even in the absence of armed conflict, the lingering threat of war with India may depress economic growth and investment in Pakistan. Additionally, Pakistan's geographic location and its shared borders with Afghanistan and Iran increase the risk that it will be involved in, or otherwise affected by, international conflict. Pakistan's recent economic growth is in part attributable to high levels of foreign aid, loans and debt forgiveness. Such international support, however, may be significantly reduced or terminated in response to changes in the political leadership of Pakistan.

Pakistan faces a wide range of other economic problems and risks. Pakistan had undertaken a privatisation initiative, but recently halted that effort. There is substantial uncertainty over whether privatisation will continue and whether existing efforts will be reversed. Pakistan is subject to substantial natural resource constraints, which both hamper development and make Pakistan's economy vulnerable to price fluctuations in these resources. Pakistan maintains large budgetary and current account deficits. The resulting high levels of national debt may not be sustainable. Pakistan also maintains a trade deficit, which could be worsened if relations with the United States, the largest market for Pakistani exports, deteriorate. The rights of investors and other property owners in Pakistan are subject to protection by a developing judicial system that is widely perceived as lacking transparency. Inflation threatens long-term economic growth and may deter foreign investment in the country. Leaders of the recently installed civil government have previously adopted policies that increased legal and economic uncertainty and inhibited foreign investment.

Vietnam

In 1992, Vietnam initiated the process of privatisation of state-owned enterprises, and expanded that process in 1996. The Vietnamese government has exercised and continues to exercise significant influence over many aspects of the economy. Accordingly, government and bureaucratic actions have a significant effect on the economy and could adversely affect market conditions, deter economic growth and the profitability of private enterprises. Some Vietnamese industries, including commercial banking, remain dominated by state-owned enterprises. To date, economic, political and legal reform has proceeded at a slow pace, and foreign direct investment remains at a developmental stage. Currently, employees and management boards hold a majority of the equity of most privatised enterprises. In addition, the government of Vietnam continues to hold, on average, more than one-third of the equity in such firms. Only a small percentage of the shares of privatised companies are held by investors. In addition, Vietnam continues to impose limitations on foreign ownership of Vietnamese companies. Vietnamese authorities have in the past imposed arbitrary repatriation taxes on foreign owners, and the government may levy withholding and other taxes on dividends, interest and gains. There can be no guarantee that Vietnam's privatisation process, or its efforts to reform its economic, political or legal systems will continue.

The development of Vietnam's economy is dependent on export markets and is vulnerable to events in these markets. There is also a greater risk involved in currency fluctuations, currency convertibility and interest rate fluctuations. Inflation threatens long-term economic growth and may deter foreign investment in the country. In addition, foreign currency reserves in Vietnam may not be sufficient to support conversion into the U.S. dollar (or other currencies), which may result in a fund being unable to repatriate proceeds from the sales of Vietnamese holdings and negatively impact the valuation of a Sub-Fund's holdings. Business and overseas investment patterns may exacerbate currency conversion and repatriation at certain times of the year. The Funds may attempt to repatriate from the Vietnamese Dong using a third currency (e.g. Hong Kong Dollar or Euro), which could expose the Funds to risks associated with that currency and additional costs. Perhaps to a greater extent than markets in other emerging market countries, Vietnamese markets have relatively low levels of liquidity, which may result in extreme volatility in the prices of Vietnamese securities. Market volatility may also be heightened by the actions of a small number of investors.

Foreign investors in Vietnam are currently required to purchase and sell securities of Vietnamese companies through a single, pre-selected broker-dealer. This procedure decreases transparency in the market, may result in higher execution costs and limits the Fund's ability to utilise competition amongst broker-dealers to enhance the quality of execution. Use of a single broker also increases the risk to a Fund if the broker cannot fulfil its obligations (known as counterparty risk). That risk is enhanced further because of the requirement to pay for securities purchased before receiving them. This procedure may also decrease the confidentiality of the Fund's transactions, exposing the Fund to a greater potential for front running and similar practices.

4. Investment and Borrowing Restrictions

The Articles of Incorporation provide that the Board of Directors shall, based upon the principle of spreading of risks, determine the corporate and investment policy of the Fund and the investment and borrowing restrictions applicable, from time to time, to the investments of the Fund.

In order for the Fund to qualify as a UCITS under the 2010 Law and the UCITS Directive, the Board of Directors has decided that the following restrictions shall apply to the investments of the Fund and, as the case may be and unless otherwise specified for a Sub-Fund in the relevant Appendix, to the investments of each of the Sub-Funds:

- I (1) The Fund, for each Sub-Fund, may invest in:
 - (a) Transferable securities and money market instruments admitted to or dealt in on an Eligible Market;
 - (b) Recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on an Eligible Market and such admission is secured within one year of the issue;
 - (c) Units of UCITS and/or other UCI, whether situated in an EU Member State or not, provided that:
 - Such other UCIs have been authorised under the laws of any Member State of the EU or under the laws of Canada, Hong Kong, Japan, Norway, Switzerland or the United States,
 - The level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and

money market instruments are equivalent to the requirements of the Directive,

- The business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
 - No more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;
- (d) Deposits with credit institutions that are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State of the European Union or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
- (e) Financial derivative instruments, including equivalent cash-settled instruments, dealt in on an Eligible Market and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
- The underlying consists of instruments covered by this section I(1), financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Funds may invest according to their investment objective;
 - The counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;
 - The OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative;

and/or

- (f) Money market instruments other than those dealt in on an Eligible Market, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
- Issued or guaranteed by a central, regional or local authority or by a central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong, or
 - Issued by an undertaking any securities of which are dealt in on Eligible Markets, or
 - Issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules

considered by the Luxembourg supervisory authority to be at least as stringent as those laid down by EU law.

- Issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million EUR (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

- (2) In addition, the Fund may invest a maximum of 10% of the net assets of any Sub-Fund in transferable securities and money market instruments other than those referred to under (1) above.

II The Fund may hold ancillary liquid assets.

- III (a) (i) The Fund will invest no more than 10% of the net assets of any Sub-Fund in transferable securities and money market instruments issued by the same issuing body.
- (ii) The Fund may not invest more than 20% of the net assets of any Sub-Fund in deposits made with the same body.
- (iii) The risk exposure of a Sub-Fund to a counterparty in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in I(1)(d) above or 5% of its net assets in other cases.
- (b) Moreover, where the Fund holds on behalf of a Sub-Fund, investments in transferable securities and money market instruments of issuing bodies which individually exceed 5% of the net assets of such Sub-Fund, the total of all such investments must not account for more than 40% of the total net assets of such Sub-Fund.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in sub-paragraph (a) the Fund may not combine for each Sub-Fund:

- Investments in transferable securities or money market instruments issued by a single body,
- Deposits made with a single body, and/or
- Exposures arising from OTC derivative transactions undertaken with a single body,
- In excess of 20% of its net assets.

- (c) The limit of 10% laid down in sub-paragraph (a)(i) above is increased to a maximum of 35% in respect of transferable securities or money market instruments which are issued or guaranteed by an EU Member State, its public local authorities, or by another Eligible State, or by public

international bodies of which one or more EU Member States are members.

- (d) The limit of 10% laid down in sub-paragraph (a)(i) is increased to 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State of the EU and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

If a Sub-Fund invests more than 5% of its net assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the net assets of the Sub-Fund.

- (e) The transferable securities and money market instruments referred to in sub-paragraphs (c) and (d) shall not be included in the calculation of the limit of 40% in sub-paragraph (b).

The limits set out in sub-paragraphs (a), (b), (c) and (d) may not be aggregated and, accordingly, investments in transferable securities or money market instruments issued by the same issuing body, in deposits or in derivative instruments effected with the same issuing body may not, in any event, exceed a total of 35% of any Sub-Fund's net assets;

Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph III(a) to (e).

The Fund may cumulatively invest up to 20% of the net assets of a Sub-Fund in transferable securities and money market instruments within the same group.

- (f) **Notwithstanding the above provisions, the Fund is authorised to invest up to 100% of the net assets of any Sub-Fund, in accordance with the principle of risk spreading, in transferable securities and money market instruments issued or guaranteed by a Member State of the EU, by its local authorities or agencies, or by another Member State of the OECD, by Singapore, Brazil, Russia, India or South Africa or by public international bodies of which one or more Member States of the EU are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the net assets of such Sub-Fund.**

IV

- (a) Without prejudice to the limits laid down in paragraph V, the limits provided in paragraph III(a) to (e) are raised to a maximum of 20% for investments in shares and/or bonds issued by the same issuing body if the aim of the investment policy of a Sub-Fund is to replicate the composition of a certain stock or bond index which is sufficiently diversified, represents an adequate benchmark for the market to which it refers, is published in an appropriate manner and disclosed in the relevant Sub-Fund's investment policy.
- (b) The limit laid down in sub-paragraph (a) is raised to 35% where this proves

to be justified by exceptional market conditions, in particular on Regulated Markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

- V
- (a) The Fund may not acquire shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body.
 - (b) The Fund may acquire no more than:
 - 10% of the non-voting shares of the same issuer;
 - 10% of the debt securities of the same issuer;
 - 10% of the money market instruments of the same issuer.

These limits under second and third indents may be disregarded at the time of acquisition, if at that time the gross amount of debt securities or of the money market instruments cannot be calculated.

The provisions of paragraph V shall not be applicable to transferable securities and money market instruments issued or guaranteed by a Member State of the EU or its local authorities or by any other Eligible State, or issued by public international bodies of which one or more Member States of the EU are members.

These provisions are also waived as regards shares held by the Fund in the capital of a company incorporated in a non-Member State of the EU which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that State provided that the investment policy of the company from the non-Member State of the EU complies with the limits laid down in paragraph III(a) to (e), V(a) and (b) and VI.

- VI
- (a) The Fund may acquire units of the UCITS and/or other UCIs referred to in paragraph I(1)(c), provided that no more than 10% of a Sub-Fund's net assets be invested in aggregate in the units of such UCITS or other UCIs, unless otherwise provided for in the relevant Appendix.

For the purpose of the application of this investment limit, each compartment of a UCI with multiple compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.

- (b) The underlying investments held by the UCITS or other UCIs in which the Fund invests do not have to be considered for the purpose of the investment and borrowing restrictions set forth under III(a) to (e) above.
- (c) When the Fund invests in the units of UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the 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 or redemption fees on account of the Fund's investment in the units of such other UCITS and/or UCIs.

In respect of a Sub-Fund's investments in UCITS and other UCIs linked to the Fund as described in the preceding paragraph, the total management fee

(excluding any performance fee, if any) charged to such Sub-Fund and each of the UCITS or other UCIs concerned shall not exceed 5% of the relevant net assets under management. The Fund will indicate in its annual report the total management fees charged both to the relevant Sub-Fund and to the UCITS and other UCIs in which such Sub-Fund has invested during the relevant period.

- (d) The Fund may acquire no more than 25% of the units of the same UCITS or other UCI. This limit may be disregarded at the time of acquisition if at that time the net amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple compartments, this restriction is applicable by reference to all units issued by the UCITS or other UCI concerned, all compartments combined.

VII

- (a) The Fund may not borrow for the account of any Sub-Fund amounts in excess of 10% of the net assets of that Sub-Fund, any such borrowings to be from banks and to be effected only on a temporary basis, provided that the Fund may acquire foreign currencies by means of back to back loans;

- (b) The Fund may not grant loans to or act as guarantor on behalf of third parties.

This restriction shall not prevent the Fund from acquiring transferable securities, money market instruments or other financial instruments referred to in I(1)(c), (e) and (f) which are not fully paid.

- (c) The Fund may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments.
- (d) The Fund may not acquire movable or immovable property.
- (e) The Fund may not acquire either precious metals or certificates representing them.

VIII

- (a) The Fund needs not comply with the limits laid down in this chapter when exercising subscription rights attaching to transferable securities or money market instruments which form part of its assets. While ensuring observance of the principle of risk spreading, recently created Sub-Funds may derogate from paragraphs III(a) to (e), IV and VI(a) and (b) for a period of six months following the date of their creation.

- (b) If the limits referred to in sub-paragraph (a) are exceeded for reasons beyond the control of the Fund or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interest of its Shareholders.

- (c) To the extent that an issuer is a legal entity with multiple compartments where the assets of the compartment are exclusively reserved to the investors in such compartment and to those creditors whose claim has arisen in connection with the creation, operation or liquidation of that compartment, each compartment is to be considered as a separate issuer for the purpose of the application of the risk spreading rules set out in paragraphs III(a) to (e), IV and VI.

- (d) The Fund will comply with such further restrictions as may be required by the regulatory authorities in any country in which the Shares are marketed. Such additional restrictions will be disclosed in this Prospectus

- (e) The Fund may derogate from paragraphs III, IV and VI(a) to (c) for a period of six months following the date of its authorisation. The same applies to subsequent newly authorised Sub-Funds.

IX FINANCIAL DERIVATIVE INSTRUMENTS

As specified in section I(1)(e) above, the Fund may in respect of each Sub-Fund invest in financial derivative instruments.

The Fund shall ensure that the global exposure of each Sub-Fund relating to financial derivative instruments does not exceed the total net assets of that Sub-Fund.

The global exposure relating to financial derivative instruments is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following sub-paragraphs.

Each Sub-Fund may invest, as a part of its investment policy and within the limits laid down in section I(1)(e) and section III(e), in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in sections III. When a Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined with the limits laid down in section III. When a transferable security or money market instrument embeds a financial derivative instrument, the latter must be taken into account when complying with the requirements of these instrument restrictions. The Sub-Funds may use financial derivative instruments for investment purposes and for hedging purposes, within the limits of the 2010 Law. Under no circumstances shall the use of these instruments and techniques cause a Sub-Fund to diverge from its investment policy or objective. The risks against which the Sub-Funds could be hedged may be, for instance, market risk, foreign exchange risk, interest rates risk, credit risk, volatility or inflation risks.

Use of Techniques and Instruments relating to transferable securities and money market instruments

To the maximum extent allowed by, and within the limits set forth in, the 2010 Law as well as any present or future related Luxembourg laws or implementing regulations, circulars and CSSF's positions, in particular the provisions of (i) article 11 of the Grand-Ducal regulation of 8 February 2008 relating to certain definitions of the 2002 Law and of (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments (as these pieces of regulations may be amended or replaced from time to time), each Sub-Fund may for the purpose of generating additional capital or income or for reducing costs or risks engage in securities lending transactions and enter, either as purchaser or seller, into optional as well as non optional repurchase transactions.

Possible reinvestment of cash collateral

As the case may be, cash collateral received by each Sub-Fund in relation to any of these transactions may be reinvested in a manner consistent with the investment objectives of such Sub-Fund in (i) shares or units issued by money market undertakings for collective investment calculating a daily net asset value and being assigned a rating of AAA or its equivalent, (ii) short-term bank deposits, (iii) money market instruments as defined in the above referred Grand-Ducal regulation, (iv) short-term bonds issued or guaranteed by an EU member state, Switzerland, Canada, Japan or the United States or by their local

authorities or by supranational institutions and undertakings with EU, regional or world-wide scope, (v) bonds issued or guaranteed by first class issuers offering an adequate liquidity, and (vi) reverse repurchase agreement transactions according to the provisions described under section I.C.a) of the above referred CSSF Circular.

Each Sub-Fund is also authorised to reinvest cash collateral received in any other type of assets which would be or become authorised from time to time by the 2010 Law. Such reinvestment will be taken into account for the calculation of each concerned Sub-Fund's global exposure, in particular if it creates a leverage effect.

X Additional Investment Restrictions

- (a) Taiwanese law currently restricts direct investment of more than 10% of a fund's asset in securities of companies domiciled in the People's Republic of China. If and when and for so long as a Sub-Fund is registered for distribution in Taiwan, and for so long as Taiwanese law includes this limitation, a Sub-Fund will not directly invest more than 10% of its net assets in securities of companies domiciled in the People's Republic of China.
- (b) Direct investments by any Sub-Fund in A Shares of Chinese companies shall not exceed 30% of its net assets.

RISK-MANAGEMENT PROCESS

The Investment Manager, to whom the Board of Directors of the Fund has delegated under its responsibility such functions, employs a risk-management process that enables the monitoring and measurement at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund. If applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments will be employed.

Upon request of an investor, the Fund will provide supplementary information relating to the quantitative limits that apply in the risk management of each Sub-Fund, to the methods chosen to this end and to the recent evolution of the risks and yields of the main categories of instruments.

Unless otherwise specified for a Sub-Fund, the Fund will apply a commitment approach to measuring global risk.

ISSUE, REDEMPTION AND CONVERSION OF SHARES

1. Market-Timing and Late Trading

The Fund does not accept Late Trading. The repeated purchase and sale of Shares designed to take advantage of pricing inefficiencies in the Fund—also known as "Market Timing"—may disrupt portfolio investment strategies and increase the Fund's expenses and adversely affect the interests of the Fund's long-term Shareholders. To deter such practice, the Board of Directors reserves the right, in case of reasonable doubt and whenever an investment is suspected to be related to Market Timing, which the Board of Directors shall be free to appreciate, to suspend, revoke or cancel any

subscription or conversion order placed by investors who have been identified as doing frequent in and out trades within the Fund.

The Board of Directors, as safeguard of the fair treatment of all investors, takes appropriate measures to ensure that (i) the exposure of the Fund to Market Timing activities is adequately assessed on an ongoing basis, and (ii) sufficient procedures and controls are implemented to minimise the risks of Market Timing in the Fund.

2. Anti-Money Laundering

Pursuant to international rules and Luxembourg laws and regulations comprising, but not limited to, the law of November 12, 2004 on the fight against money laundering and financing of terrorism, as amended, and circulars of the supervising authority, obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering and financing of terrorism purposes. As a result of such provisions, the registrar agent of a Luxembourg undertaking for collective investment must in principle ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The registrar agent may require subscribers to provide any document it deems necessary to effect such identification.

In case of delay or failure by an applicant to provide the documents required, the application for subscription (or, if applicable, for redemption) will not be accepted. Neither the undertakings for collective investment nor the registrar agent have any liability for delays or failure to process deals as a result of the applicant providing no or only incomplete documentation.

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

The absence of documents required for identification purposes may lead to the suspension of a request for subscription and/or redemption.

3. Issue of Shares

Instructions to subscribe, once given, are irrevocable, except in the case of a suspension of the determination of the NAV. The Fund in its absolute discretion reserves the right to reject any application in whole or in part. If an application is rejected, any subscription money received will be refunded at the cost and risk of the investor without interest. Prospective investors should inform themselves as to the relevant legal, tax and exchange control regulations in force in the countries of their respective citizenship, residence or domicile.

Shares of a Sub-Fund are originally available for issue during an initial offer period at an initial offer price specified in the relevant Appendix.

Each Sub-Fund and/or Class of Shares of such Sub-Fund may, as more fully described for each Sub-Fund in the relevant Appendix, have varying initial, subsequent and minimal investment or holding requirements. The Board of Directors may, at its entire discretion, (i) waive any of the aforementioned requirements and (ii) compulsorily redeem any shareholdings with a value below the relevant holding requirements or such other amounts as the Board of Directors may decide.

After the initial offer period, subscriptions for Shares in each Class of each Sub-Fund can be made on any day that is defined as being a Valuation Day in the relevant Appendix for each Sub-Fund. In order to be dealt with on a specific Valuation Day, applications must be received prior to the time specified for each Sub-Fund in the relevant Appendix and (if accepted) will be dealt with at the issue price based on the Net Asset Value per Share of the relevant Class determined

on that Valuation Day. Applications received after such time, will be dealt with (if accepted) at the issue price based on the Net Asset Value per Share of the relevant Class determined on the next Valuation Day.

A sales charge of up to 5% of the subscription proceeds (representing up to 5.26% of the NAV of the Shares being subscribed) may be levied for the benefit of distributors and other financial intermediaries.

The Shares in each Class shall be issued on the basis of the Net Asset Value per Share of the Class concerned determined on the applicable Valuation Day.

Application for Shares, giving details of the amount to be invested, should be on the completed Application Form and sent by post or facsimile (with the original to follow immediately by post) to the Administrative Agent, so as to be received before such time as set out in the relevant Appendix for each Sub-Fund.

Share certificates will not be issued but written confirmation of ownership will be sent to the registered address of the Shareholder as soon as practicable after the acceptance of the application for a particular Valuation Day.

Shares are issued in registered form only and up to 2 decimal places. A Share may be registered in a single name or in up to four joint names.

The Board of Directors has the authority to effect the issue of Shares and has absolute discretion to accept or reject in whole or in part any application for Shares without assigning any reason therefore in particular but not limited to if the beneficial owner is a Restricted Person. The Board of Directors has power to impose such restrictions as they think necessary to ensure that no Shares are acquired by any person which might result in the legal and beneficial ownership of Shares by persons who expose the Fund to adverse tax or regulatory consequences.

The Board of Directors may accept, with full discretion, but subject to an independent auditor's report, (the cost of which is to be borne by the contributing Shareholder unless the Board of Directors determines, in the best interest of Shareholders, that the such cost is to be borne by the Fund), that assets falling within the investment restrictions and relevant investment policy be contributed in kind to the Fund.

The Global Distributor may have agreements with certain Distributors pursuant to which they agree to act as or appoint nominees for investors subscribing for Shares through their facilities. In such capacity, the Distributor may effect subscriptions, switches and redemptions of Shares in nominee name on behalf of individual investors and request the registration of such operations on the register of Shareholders of the Fund in nominee name. The Distributor or nominee maintains its own records and generally provides the investor with individualised information as to its holdings of Shares. Except where local law or custom proscribes the practice, investors may invest directly in the Fund and not avail themselves of a nominee service. Unless otherwise provided by local law, any investor holding Shares in a nominee account with a Distributor has the right to claim, at any time, direct title to such Shares.

Issue of Shares of a given Sub-Fund shall be suspended whenever the determination of the Net Asset Value per Share of such Sub-Fund is suspended (Section 7. under "General Information").

Restrictions on issue and transfer of Shares

Shares are transferable and may be transferred to any person or any entity unless otherwise provided herein. The Board of Directors may, at its sole discretion, refuse to effect a transfer in any circumstances where such transfer would be detrimental to the Fund or its Shareholders. Any expenses incurred in the transfers shall be borne by the Shareholders concerned.

Furthermore, certain Classes of are restricted to Institutional Investors.

U.S. Investors

None of the Shares have been or will be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or registered or qualified under applicable state statutes and (except in a transaction which is exempt from registration under the 1933 Act and such applicable state statutes) none of the Shares may be offered or sold, directly or indirectly, in the U.S., or to any U.S. Person (as defined herein) regardless of location. The Fund, may at its discretion, sell Shares to U.S. Persons on a limited basis and subject to the condition that such purchasers make certain representations to the Fund which are intended to satisfy the requirements imposed by U.S. law on the Fund, which limit the number of its Shareholders who are U.S. Persons, and which ensure that the Fund is not engaged in a public offering of its Shares in the U.S.

In addition, the Fund has not been and will not be registered under the United States Investment Company Act of 1940, as amended (the "1940 Act") and investors will not be entitled to the benefit of the 1940 Act. Based on interpretations of the 1940 Act by the staff of the United States Securities and Exchange Commission relating to foreign investment entities, if an investment company has more than 100 beneficial owners of its Shares who are U.S. Persons, the Fund may become subject to the 1940 Act.

The Fund will not knowingly offer or sell Shares to any investor to whom such offer or sale would be unlawful, or might result in the Fund incurring any liability to taxation or suffering any other pecuniary disadvantages which the Fund might not otherwise incur or suffer or would result in the Fund being required to register under the 1933 Act or 1940 Act.

However, it is contemplated that the Fund may decide to accept applications for Shares in the Fund from a limited number of accredited investors (as defined in the 1933 Act) in the U.S. provided that the Fund receives evidence satisfactory to it that the sale of Shares to such an investor is exempt from registration under the securities laws of the U.S. including, but not limited to, the 1933 Act and that, in all events there will be no adverse tax consequences to the Fund or to Shareholders as a result of such a sale.

The foregoing information is based on the law and practice currently in force in the U.S. and is based on the Board of Directors understanding of such law and practice. The information is not exhaustive and, if potential investors are in any doubt as to their position in regard to the foregoing, they should consult their professional adviser. Investors should note that such law and practice as well as their interpretation can change and that such changes may alter the benefits of investment in the Fund.

Taiwanese Investors

Taiwanese Investors may not hold more than 90% of the capital of any one Sub-Fund. The Board of Directors may, at its entire discretion, refuse subscriptions from Taiwanese investors if, as a result of the acceptance of such subscription, the aforementioned 90% limit would be exceeded.

4. Conversion of Shares

Subject to any suspension of the determination of the NAV concerned, and subject to compliance with any eligibility conditions of the Class into which the conversion is to be effected, Shareholders have the right to convert all or part of their Shares of one Class in any Sub-Fund into Shares of another Class of the same Sub-Fund or of another existing Sub-Fund by applying for conversion in the same manner as for the redemption of Shares.

The number of Shares issued upon conversion will be based upon the respective NAV of the Shares of the two Sub-Funds or Classes concerned on the common Valuation Day for which the conversion request is accepted. Unless otherwise provided for a specific Sub-Fund in the relevant

Appendix, a dealing charge of up to 1% of the NAV of the Shares to be converted may be imposed for the benefit of the Sub-Fund out of which such conversion is requested. The level of the relevant dealing charge shall be identical for Shareholders converting on the same Valuation Day. If the NAVs concerned are expressed in different currencies, the conversion will be calculated by using the exchange rate applicable on the relevant Valuation Day on which the conversion is to be effected.

Any expenses incurred in the transfers shall be borne by the Shareholders concerned.

In addition, if, as a result of a conversion, the value of a Shareholder's remaining holding in the original Sub-Fund would become less than the relevant minimum holding for each Sub-Fund or Class of Shares, the relevant Shareholder will be deemed to have requested the conversion of all of his Shares.

5. Redemption of Shares

Subject to any suspension of the determination of the Net Asset Value per Share, Shareholders may request at any time that Shares be redeemed on any Valuation Day. The Shares shall be redeemed at the Net Asset Value per Share of the relevant Class on the applicable Valuation Day.

Requests for redemptions should be made on the Redemption Request Form, which must be sent by facsimile (with the original to follow immediately by post) to the Administrative Agent so as to be received prior to such time as set out in the relevant Appendix for each Sub-Fund.

Requests received after such time will be held over until the next Valuation Day. The redemption request must be accompanied by such evidence of ownership as the Administrative Agent may request.

Redemption requests are irrevocable. Shareholders may only withdraw redemption requests when the redemption of Shares is suspended during any period when the determination of the NAV is suspended for the reasons outlined under "Temporary Suspension of Dealings" below. Such request must be in writing and is only effective if received before the termination of the period of suspension.

Investors should note that the Fund may refuse to accept a redemption request if it is not accompanied by such additional information as they may reasonably require. This power may, without limitation to the foregoing, be exercised where proper information has not been provided for money laundering verification purposes.

The Board of Directors may from time to time permit redemptions in kind. Any such redemption in kind will be valued in accordance with the requirements of Luxembourg law. In case of a redemption in kind, Shareholders having accepted a redemption in kind will have to bear costs incurred by the redemption in kind (mainly costs resulting from drawing-up of the independent auditor's report) unless the Fund considers that the redemption in kind is in its own interest or made to protect its own interests.

In the event that a partial redemption of a Shareholder's holding of Shares would leave a balance of Shares held by such Shareholder of less than any minimum holding as defined in the relevant Appendix, the Board of Directors may redeem the whole of that Shareholder's holding of Shares. Any request that would reduce a holding below the minimum holding referred to above may be treated as a request to redeem the entire holding.

Payment of Redemption Proceeds

Payment to Shareholders will be made in the currency of the Shares being redeemed. Unless otherwise agreed with the Administrative Agent, subject to receipt of a duly completed Redemption Form, the payment of the redemption monies shall be made in the form of a wire

transfer to the Shareholder's account specified in the Shareholder's Redemption Form and at the risk of the Shareholder. Full payment shall be made generally within 5 Business Days of the relevant Valuation Day.

In the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company shall be invested then payment will be made as soon as reasonably practicable thereafter (not exceeding, however, thirty Business Days) at the Net Asset Value per Share calculated on the relevant Dealing Day.

Deferred Redemptions

In the event that redemption requests are received for redemption of Shares representing in aggregate more than 10 per cent (10%) of the total value of Shares of a Sub-Fund then in issue, the Fund is entitled to reduce the requests rateably and pro rata amongst all Shareholders seeking to redeem Shares on the relevant Valuation Day and carry out only sufficient redemptions which, in aggregate, amount to 10% of the value of Shares of the Sub-Fund then in issue. Shares of the Sub-Fund which are not redeemed but which would otherwise have been redeemed will be redeemed on the next Valuation Day (subject to further deferral if the deferred requests themselves exceed 10% of the Shares of the Fund then in issue) in priority to any other Shares of the Sub-Fund for which redemption requests have been received. Shares of the Fund will be redeemed at the Net Asset Value per Share of the relevant Class prevailing on the Valuation Day on which they are redeemed.

In addition, the Fund reserves the right to extend the period of payment of redemption proceeds to such period, not exceeding 30 days, as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or other extraordinary circumstances in the markets in which a substantial part of the assets of a Sub-Fund are invested or in exceptional circumstances where the liquidity of a Sub-Fund is not sufficient to meet the redemption requests.

Mandatory Redemption of Shares

As more fully described in its Articles of Incorporation, the Fund may compulsorily redeem at any time Shares held by Shareholders who are excluded from purchasing or holding Shares.

Shareholders are required to notify the Fund and the Administrative Agent immediately in the event that they become Restricted Persons whereupon they may be required to dispose of their Shares by offering those Shares for sale to the Fund at a sale price equal to the Net Asset Value of those Shares of the relevant Class on the next Valuation Day succeeding the offer date. The Fund reserves the right to redeem any Shares which are or become owned, directly or indirectly, for any reason, by a Restricted Person (other than as permitted in accordance with this Prospectus) or if the holding of the Shares by any person is unlawful or may result in the Fund or its Shareholders suffering a legal, pecuniary, taxation, fiscal, regulatory or other material administrative disadvantage.

6. Transferability of Shares

Shareholders will be entitled to transfer Shares by an instrument in writing executed by or on behalf of the transferor in such form as may be approved by the Fund.

The Fund and the Administrative Agent may refuse any transfer that may result in the Fund or its Shareholders incurring any liability to taxation or suffering any other pecuniary, legal or material administrative disadvantage to the Fund or its Shareholders, as a whole, that the Fund might not otherwise have incurred or suffered.

No transfer shall be deemed to be effective until the name of the transferee has been entered in the Shareholders' register. Shareholders wishing to transfer and investors wishing to acquire Shares in such manner are encouraged to inform themselves at the Administrative Agent or the Fund of the conditions required to be fulfilled in order for such transfer to be entered into the Shareholders' register.

DISTRIBUTION POLICY

The Articles of Association of the Fund empower, but do not require, the Board of Directors to declare dividends in respect of the Shares. The distribution policy for each Class of Shares of a Sub-Fund is set forth in the relevant Appendix.

The Fund may offer both accumulation ("Acc") and distribution Shares ("Dist"). Unless otherwise provided for in the relevant Appendix, in relation to Shares referenced as "Acc" Shares, no distributions will be made and all interests and other income earned by the Sub-Fund will be reflected in the Net Asset Value of such Shares. In relation to Shares referenced as "Dist" Shares, it is the intention of the Board of Directors to periodically distribute substantially all the net income earned on investment.

MANAGEMENT AND ADMINISTRATION

1. The Board of Directors

The Directors of the Fund are responsible for managing the business affairs of the Fund in accordance with the Articles of Association.

The Directors are listed below with their principal occupations. None of the Directors has a service contract with the Fund, nor is such proposed.

The Chairman of the Board of Directors is:

William J. Hackett, Chief Executive Officer of the Investment Manager.

The Directors of the Fund are:

Richard Goddard, Independent Director, The Director's Office S.A.;
John P. McGowan, Senior Vice President of the Investment Manager; and
Timothy B. Parker, General Counsel of the Investment Manager.

The Articles of Incorporation provide that, so long as the nature of their interest is or has been declared at the earliest opportunity, a Director or prospective Director may enter into any contract or arrangement with the Fund or entity bound contractually or otherwise to the Fund and such contract or arrangement shall not be liable to be avoided and the Director concerned shall not be liable to account to the Fund for any profit realised by any such contract or arrangement by reason of their holding of that office or the fiduciary relationship so established and may hold any other office or place of profit with the Fund (except that of Auditor) in conjunction with the office of Director on such terms as to tenure of office and otherwise as the Directors may determine.

At the date of this Prospectus, no Director or any connected person has any interest, beneficial or non-beneficial, in the share capital of the Fund or any material interest in the Fund or in any agreement or arrangement with the Fund.

No Director has any direct or indirect interest in any contract or arrangement which was either unusual in its nature or significant to the business of the Fund.

2. Delegates of the Board of Directors

The Delegates of the Board of Directors are:

Richard Goddard; and
Timothy B. Parker.

In compliance with the provisions of CSSF Circular 03/108, the Directors of the Fund have granted a mandate in order to conduct the daily business of the Fund to the Delegates of the Board (hereafter referred to as the "Conducting Officers").

The Conducting Officers shall have the duty to ensure that the different service providers to which the Fund has delegated certain functions (comprising the Investment Manager, the Administrative Agent, Global Distributor and any Distributors) perform their function in compliance with the 2010 Law, the Articles of Incorporation, the Prospectus and the provisions of the contracts that have been entered into between the Fund and each of them. The Conducting Officers shall also ensure compliance of the Fund with the investment restrictions and oversee the implementation of the Sub-Funds' investment policies.

The Conducting Officers shall also report to the Directors on a regular basis and inform each Director without delay of any non-compliance of the Fund with the investment restrictions.

The Fund has adopted various policies and procedures as foreseen by applicable rules and regulations in Luxembourg. Shareholders may, insofar as foreseen by applicable rules and regulations, obtain more information in relation to these policies and procedures, free of charge, from the Fund upon request.

3. The Investment Manager

The Board of Directors has, pursuant to an Investment Management Agreement as of 25 February 2010, appointed Matthews International Capital Management, LLC as the Investment Manager of the Fund with discretionary investment authority to invest the assets of the Fund in furtherance of the investment objectives and in accordance with the investment policies of the Fund as described in this Prospectus.

The Investment Manager will be paid fees for its services as more fully described under "Fees and Expenses" below.

The Investment Manager invests in the Asia Pacific region based on its assessment of the future development and growth prospects of companies located in the region. The Investment Manager researches the fundamental characteristics of individual companies to help to understand the foundation of a company's long-term growth, and to assess whether it is generally consistent with the Investment Manager's expectations for the region's economic evolution. The Investment Manager evaluates potential portfolio holdings on the basis of their individual merits, and invests in those companies that it believes are positioned to help a Sub-Fund achieve its investment objectives.

Such fundamental investing and "bottom-up" approach is based on identifying, analyzing and understanding basic information about a company or security. These factors may include matters such as balance sheet information; number of employees; size and stability of cash flow; management's depth, adaptability and integrity; product lines; marketing strategies; corporate governance; and strength of balance sheet. The Investment Manager utilizes such a "bottom-up" approach in its management of all the Sub-Funds.

The Investment Manager has long-term investment goals, and aims to develop an understanding of a company's long-term business prospects. The Investment Manager's fundamental process aims to identify potential portfolio investments that can be held over an indefinite time horizon. The Investment Manager regularly tests its beliefs and adjusts portfolio holdings in light of prevailing market conditions and other factors, including, among other things, economic, political or market events (e.g., changes in credit conditions or military action), changes in relative valuation (of a company's growth prospects relative to other issuers), liquidity requirements and corporate governance.

The Investment Manager uses an active approach to investment management (rather than relying on passive or index strategies) because it believes that the current composition of the stock markets and indices may not be the best guide to the most successful industries and companies of the future.

The Investment Manager believes that investors benefit in the long term when the Sub-Funds are fully invested.

4. The Investment Advisor

The Board of Directors has, pursuant to an Investment Advisory Agreement as of 25 February 2010, appointed Matthews Global Investors S.à r.l. as the Investment Advisor of the Fund to be responsible for providing advisory services to the Fund.

The Investment Advisor was incorporated as a *société à responsabilité limitée* under the laws of the Grand-Duchy of Luxembourg pursuant to a notarial deed dated 5 February 2010, having its registered office at 19, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg *Registre de Commerce et des Sociétés* under the number B 151 260.

The Investment Advisor will be paid fees for its services as more fully described under "Fees and Expenses" below.

5. The Administrative Agent and Custodian

The Board of Directors has appointed J.P. Morgan Bank Luxembourg S.A. as Administrative Agent and Custodian of the Fund. J.P. Morgan Bank Luxembourg S.A. was incorporated in Luxembourg as a "*société anonyme*" on 16 May 1973 and has its registered office at European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg. It has engaged in banking activities since its incorporation.

J.P. Morgan Bank Luxembourg S.A. acting as Custodian shall be entrusted with all of the Fund's assets, comprising securities, money market instruments, cash and other assets. As Custodian, J.P. Morgan Bank Luxembourg S.A. will segregate the assets and liabilities of each of the sub-funds. J.P. Morgan Bank Luxembourg S.A. may entrust the physical custody of securities and other assets, mainly securities traded abroad, listed on a foreign stock market or accepted by clearing institutions for their transactions, to such institutions or to one or more of its banking correspondents.

J.P. Morgan Bank Luxembourg S.A. must:

- a) Ensure that the issue, redemption, conversion and cancellation of Shares effected by or on behalf of the Fund are carried out in accordance with the law and the Articles;
- b) Ensure that in transactions involving the assets of the Fund, the consideration is remitted to it within the usual time limits; and
- c) Ensure that the income of the Fund is applied in accordance with its Articles.

The Fund has appointed J.P. Morgan Bank Luxembourg S.A. as Administrative Agent of the Fund. As such, J.P. Morgan Bank Luxembourg S.A. is responsible for the determination of the Net Asset Value of the Shares in each Sub-Fund and Class and for the maintenance of accounting records and to provide share issue, redemption, transfer, valuation and certain other administrative services, pursuant to the Administration Agreement between the Administrative Agent and the Fund, as of 5 February 2010.

J.P. Morgan Bank Luxembourg S.A. also acts as domiciliary agent to the Fund.

The duties and liabilities of the Administrative Agent and Custodian are more fully defined in the agreements referred to under "Material Contracts" of this Prospectus.

The Administrative Agent and Custodian will be paid fees for its services as more fully described under "Fees and Expenses" below.

FEES AND EXPENSES

Investment Manager

The Investment Manager is entitled to a fee, payable by the Investment Advisor out of the Management Fee as agreed from time to time with the Investment Advisor.

Investment Advisor

The Investment Advisor is entitled to a Management Fee, payable out of the assets of the relevant Sub-Fund, as provided in the relevant Appendix. The Investment Advisor will remunerate the Investment Manager out of this fee.

In addition, the Investment Advisor receives an Administration Fee, payable out of the assets of the relevant Sub-Fund, as provided in the relevant Appendix.

Custodian and Administrative Agent

The Custodian and the Administrative Agent receive from the Fund aggregate fees that amount to a maximum of 2% per annum of the total net assets of each Sub-Fund. Transaction costs will be charged separately. The fees effectively charged to each Sub-Fund will be disclosed in the semi-annual and annual reports of the Fund. The Custodian and Administrative Agent fees are payable monthly in arrears.

Other Costs

The Fund bears its operational costs including but not limited to the cost of buying and selling portfolio securities, governmental fees, taxes, fees and out-of-pocket expenses of its Directors, legal and auditing fees, infrastructure fees, publishing and printing expenses, the cost of preparing the explanatory memoranda, financial reports and other documents for the Shareholders, postage, telephone and telex. The Fund also pays advertising expenses and the costs of the preparation of this Prospectus and any other registration fees. All expenses are taken into account in the determination of the Net Asset Value of the Shares of each Sub-Fund.

All fees, costs and expenses to be borne by the Fund will be charged initially against the investment income of the Fund.

The costs of establishing the Fund amounted to approximately USD 75,000. Where further Sub-Funds are created in the future, these Sub-Funds will bear, in principle, their own formation expenses. The establishment costs may, at the discretion of the Board of Directors, be amortised on a straight line basis over five years from the date on which the Fund/Sub-Funds commenced business. The Board of Directors may, in their absolute discretion, shorten the period over which such costs are amortised.

TAXATION

The following information is based on the law and practice currently in force in Luxembourg. The information is not exhaustive and, if potential investors are in any doubt as to their taxation position, they should consult their professional adviser. Investors should note that tax law and interpretation can change and that, in particular, the levels and bases of, and reliefs from, taxation may change and that changes may alter the benefits of investment in the Fund.

The Fund

The Fund is not subject to any Luxembourg tax on profits or income. However, as at the date of publication of this Prospectus, the Fund is liable in Luxembourg to a *taxe d'abonnement* of 0.05% per annum of its NAV, such tax being payable quarterly on the basis of the value of the net assets of the Fund at the end of the relevant calendar quarter. Such tax rate is reduced to a rate of 0.01% in respect of the net assets attributable to such Classes of Shares that are reserved for Institutional Investors or to such Sub-Funds that invest exclusively in money market instruments within the meaning of, and as provided for in, article 174 of the 2010 Law. No such tax will be payable in respect of the portion of the assets of the Sub-Fund invested in other Luxembourg collective investment undertakings subject to such tax. No stamp duty or other tax is payable in Luxembourg on the issue of Shares.

No Luxembourg tax is payable on the realised or unrealised capital appreciation of the assets of the Fund. Income received from the Fund on its investments may be subject to non-recoverable withholding and other taxes in the countries of origin. Neither the Investment Manager nor the Administrative Agent will obtain receipts for such taxes either for individual or for all Shareholders. However, the Fund may benefit from certain double-tax treaties and be able in these cases to recover the withholding taxes in the country of origin.

Taxation of Shareholders in Luxembourg

Under current Luxembourg legislation, Shareholders may be subject to capital gains, income, inheritance or other taxes dependent on their individual circumstances. Shareholders should consult their own professional adviser if they are in any doubt as to their own taxation position.

Shareholders

According to legislation and current practice in Luxembourg, Shareholders, other than those domiciled, residing or permanently established in Luxembourg, are not liable to pay any Luxembourg tax on income, capital gains, withholding, estate, inheritance or other taxes in Luxembourg. However, it is incumbent upon any purchasers of Shares in the Fund to inform themselves about the relevant legislation and tax regulations applicable to the acquisition, holding and sale of Shares with regard to their residence qualifications and nationality.

EU Tax Considerations for Individuals Resident in the EU or in certain Third Countries or Dependent or Associated Territories

The Council of the EU has adopted on 3 June 2003 Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments (the "Directive"). Under the Directive, Member States of the EU will be required to provide the tax authorities of another EU Member State with information on payments of interest or other similar income paid by a paying agent (as defined by the Directive) within its jurisdiction to an individual resident in that other EU Member State. Austria and Luxembourg have opted instead for a tax withholding system for a transitional period in relation to such payments. Switzerland, Monaco, Liechtenstein, Andorra and San Marino and the Channel Islands, the Isle of Man and the dependent or associated territories in the Caribbean, have also introduced measures equivalent to information reporting or, during the above transitional period, withholding tax.

The Directive has been implemented in Luxembourg by a law dated 21 June 2005 (the "Law").

Dividends distributed by a Sub-Fund of the Fund will be subject to the Directive and the Law if more than 15% of such Sub-Fund's assets are invested in debt claims (as defined in the Law) and proceeds realised by Shareholders on the redemption or sale of Shares in a Sub-Fund will be subject to the Directive and the Law if more than 25% of such Sub-Fund's assets are invested in debt claims (such Funds, hereafter "Affected Funds").

The applicable withholding tax is at a rate of 35% since 1 July 2011.

Consequently, if in relation to an Affected Fund a Luxembourg paying agent makes a payment of dividends or redemption proceeds directly to a Shareholder who is an individual resident or deemed resident for tax purposes in another EU Member State or certain of the above mentioned dependent or associated territories, such payment will, subject to the next paragraph below, be subject to withholding tax at the rate of 35%.

No withholding tax will be withheld by the Luxembourg paying agent if the relevant individual either (i) has expressly authorised the paying agent to report information to the tax authorities in accordance with the provisions of the Law or (ii) has provided the paying agent with a certificate drawn up in the format required by the Law by the competent authorities of his State of residence for tax purposes.

The Fund and the Administrative Agent reserves the right to reject any application for Shares if the information provided by any prospective investor does not meet the standards required by the Law as a result of the Directive.

The foregoing is only a summary of the implications of the Directive and the Law, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and Investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the Directive and the Law.

UK Tax Consideration

Shareholders are advised that the UK Government has introduced a new tax regime for UK resident investors in "offshore funds" (i.e., funds not resident for tax purposes in the UK) to replace the former distributor status rules. The new regime came into effect on 1 December 2009. The Board of Directors intends to obtain certification as a "reporting fund," although this cannot be guaranteed.

Key proposed features of the new regime include the following:

1. A change from the requirement to physically distribute 85 per cent of a Sub-Fund's income within six months of the year end to a requirement to report 100 per cent of a Sub-Fund's income, again within six months of the year end. Investors will be subject to

income tax or corporation tax as appropriate on their share of the reported income as a deemed dividend distribution, whether or not such reported income is in fact distributed. The reporting fund status of a Sub-Fund will ensure that gains made by UK resident investors on disposing of their distribution Shares are taxed as chargeable gains as was previously the case for such investors disposing of Shares in distributing funds.

2. The accounts of reporting funds will generally be prepared in accordance with International Accounting Standards, but HM Revenue & Customs also allows accounts to be prepared in accordance with Luxembourg GAAP, under which the Fund's accounts are prepared.
3. Upfront certification for reporting fund status as opposed to annual, retrospective certification of distributor status.

Without certification as a reporting fund under the new regime, any gain arising to UK resident investors on sale, redemption, or other disposal of Shares, will be taxed at the time of such sale, redemption, or disposal as income and not as chargeable gain.

China Tax Consideration

The Fund may be subject to withholding income tax and other taxes imposed in China. Under current Chinese legislation and its implementation rules, incomes derived from China by non-resident enterprises that have no establishment or place in China are subject to withholding tax. Under current legislation in China, foreign investors may invest in Chinese 'A' Shares and certain other investment products in China, in general, only through institutions that have obtained QFII status. Since only the QFII's interests in 'A' Shares and certain other investment products are recognised under current Chinese legislations, any tax liability would, if it arises, be payable by the QFII.

QFIIs are subject to a withholding tax of 10% on cash dividends, distributions and interest from Chinese entities. Special tax treatment and tax refunds, resulting in an effective tax rate of less than 10% on dividends, distributions and interest, may sometimes be available under tax treaties, upon application to the competent tax authority.

Moreover, the Chinese tax authorities have recently clarified that income tax and withholding taxes on capital gains are payable by QFIIs on gains realised from dealing in Chinese equities and fixed income securities. The Funds make a provision in respect of such tax liabilities. As a result, the income from, and the performance of, the Fund is reduced. However, Shareholders should note that the actual applicable tax rates imposed by the Chinese tax authorities may be different and may change from time to time. There is a possibility of the rules being changed and taxes being applied retrospectively. As such, any provision for taxation made by the Investment Manager may be excessive or inadequate to meet final Chinese tax liabilities. Consequently, Shareholders may be advantaged or disadvantaged depending upon the final tax liabilities, the level of provision and when they subscribed and/or redeemed their Shares in or from the Fund.

If the actual applicable tax rate levied by the Chinese tax authorities is higher than that provided for by the Investment Manager so that there is a shortfall in the tax provision amount, investors should note that the NAV of the Fund may suffer more than the tax provision amount as the Fund will ultimately have to bear the additional tax liabilities. In this case, the then existing and new Shareholders will be disadvantaged. On the other hand, if the actual applicable tax rate levied by the Chinese tax authorities is lower than that provided for by the Investment Manager so that there is an excess in the tax provision amount, Shareholders who have redeemed the Shares before the Chinese tax authorities' ruling, decision or guidance in this respect will be disadvantaged as they would have borne the loss from the Investment Manager's over-provision. In this case, the then existing and new Shareholders may benefit if the difference between the tax

provision and the actual taxation liability under that lower tax rate can be returned to the account of the Fund as assets thereof.

In general, passive income to foreign investors (with no permanent establishment in China) from their Chinese investments is subject to the 10% withholding tax. Non-PRC tax resident Shareholders will not be subject to Chinese tax on distributions received from the Fund, or on gains derived from the disposal of Shares in the same. PRC tax resident Shareholders should seek their own tax advice on their tax position with regard to their investment in the Fund.

It is possible that the current tax laws, regulations and practice in China will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher taxation on Chinese investments than is currently contemplated. The Fund could become subject to additional taxation that is not anticipated as at the date hereof or when the relevant investments are made, valued or disposed of. Any of those changes may reduce the income from, and/or the value of, the relevant investments in the Fund.

General

Shareholders should ascertain from their professional advisers the consequences to them of acquiring, holding, redeeming, transferring, selling or converting Shares under the relevant laws of the jurisdictions to which they are subject, including the tax consequences and any exchange control requirement.

The above statements regarding taxation are based on advice received by the Fund regarding the law and practice in force at the date of this document. Prospective investors should be aware that levels and bases of taxation are subject to change and that the value of any relief from taxation depends upon the individual circumstances of the tax payer.

It is expected that Shareholders in the Fund will be resident for tax purposes in many different countries. Consequently, no attempt is made in the Prospectus to summarise the taxation consequences for each investor. These consequences will vary in accordance with the law and practice currently in force in a Shareholder's country of citizenship, residence, domicile or incorporation and with his personal circumstances.

GENERAL INFORMATION

1. Organisation

The Fund is an investment company organised as a *société anonyme* under the laws of the Grand-Duchy of Luxembourg and qualifies as a *société d'investissement à capital variable* ("SICAV"). The Fund was incorporated in Luxembourg on 5 February 2010 for an unlimited period with an initial share capital of USD 500,000. Its Articles of Incorporation were published in the *Mémorial, Recueil des Sociétés et Associations* on 25 February 2010. The Fund is registered with the Luxembourg *Registre de Commerce et des Sociétés*, under number B-151275.

The Articles of Incorporation have been filed with the Luxembourg *Registre de Commerce et des Sociétés*.

The minimum capital of the Fund required by Luxembourg law is the equivalent in USD of EUR 1,250,000, to be attained within six months of its approval as a UCITS by the CSSF.

2. The Shares

The Shares in each Sub-Fund are freely transferable and are each entitled to participate equally in the profits and liquidation proceeds attributable to each Sub-Fund concerned. The rules governing such allocation are set forth under 5. "Allocation of Assets and Liabilities among the Sub-Funds" hereunder. The Shares, which are of no par value and which must be fully paid upon issue, carry no preferential or pre-emptive rights and each one is entitled to one vote at all meetings of Shareholders. Shares redeemed by the Fund become null and void.

The Fund may restrict or prevent the ownership of its Shares by any person, firm or corporation, if such ownership is such that it may be against the interests of the Fund or of the majority of its Shareholders. Where it appears to the Fund that a person who is precluded from holding Shares, either alone or in conjunction with any other person, is a beneficial owner of Shares, the Fund may proceed to compulsory redemption of all Shares so owned. Under the Articles of Incorporation, the Board of Directors of the Fund may decide to issue, in respect of each Class, distribution Shares and/or capitalisation Shares.

Should the Shareholders, at an annual general meeting, decide any distributions in respect of Distribution Shares (if issued) these will be paid within one month of the date of the annual general meeting. Under Luxembourg law, no distribution may be decided as a result of which the net assets of the Fund would become less than the minimum provided for under Luxembourg law.

The Board of Directors may decide to list Shares of the Fund on the Luxembourg Stock Exchange or any other stock exchange. Further information in regard to such listing is available from the registered office of the Fund.

3. Meetings

The annual general meeting of Shareholders will be held at the registered office of the Fund in Luxembourg on the third Tuesday of the month of June of each year at 2 p.m. or, if any such day is not a Business Day in Luxembourg, on the next following Business Day. Notices of all general meetings will be published to the extent required by Luxembourg law, and in such other newspaper as the Board of Directors shall determine and will be sent to the holders of registered Shares in accordance with Luxembourg Law to their addresses shown on the register of Shareholders. Such notices will include the agenda and will specify the time and place of the meeting and the conditions of admission. They will also refer to the rules of quorum and majorities required by Luxembourg law.

If permitted by and under the conditions set forth in Luxembourg laws and regulations, the Annual General Meeting of Shareholders may be held at a date, time or place other than those set forth in the preceding paragraphs, that date, time or place to be decided by the Board of Directors.

Under the conditions set forth in Luxembourg laws and regulations, the notice of any General Meeting of Shareholders may provide that the quorum and the majority at this General Meeting shall be determined according to the Shares issued and outstanding at midnight the fifth day preceding the General Meeting (the "Record Date"), whereas the right of a Shareholder to attend a General Meeting of Shareholders and to exercise the voting rights attaching to his/her/its Shares shall be determined by reference to the Shares held by this Shareholder as at the Record Date.

Each Share confers the right to one vote. The vote on the payment of a dividend on a particular Class requires a separate majority vote from the meeting of Shareholders of the Class concerned. Any change in the Articles of Incorporation affecting the rights of a Sub-Fund must be approved by a resolution of both the general meeting of the Fund and the Shareholders of the Sub-Fund concerned.

4. Reports and Accounts

Audited annual reports shall be published within four months following the end of the accounting year and unaudited semi-annual reports shall be published within two months following the period to which they refer. The annual reports and the semi-annual reports shall be made available at the registered offices of the Fund during ordinary office hours. The Fund's accounting year ends on 31 March in each year.

The Base Currency of the Fund is the USD. The aforesaid reports will comprise consolidated accounts of the Fund expressed in USD as well as individual information on each Sub-Fund expressed in the Base Currency of each Sub-Fund.

5. Allocation of Assets and Liabilities among the Sub-Funds

For the purpose of allocating the assets and liabilities between the Sub-Funds, the Board of Directors has established a pool of assets for each Sub-Fund in the following manner:

- (a) The proceeds from the issue of each Share of each Sub-Fund are to be applied in the books of the Fund to the pool of assets established for that Sub-Fund and the assets and liabilities and income and expenditure attributable thereto are applied to such pool subject to the provisions set forth hereafter;
- (b) Where any asset is derived from another asset, such derivative asset is applied in the books of the Fund to the same pool as the asset from which it was derived and on each valuation of an asset, the increase or diminution in value is applied to the relevant pool;
- (c) Where the Fund incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability is allocated to the relevant pool;
- (d) In the case where any asset or liability of the Fund cannot be considered as being attributable to a particular pool, such asset or liability is allocated to all the pools in equal parts or, if the amounts so justify, pro rata to the net asset values of the relevant Sub-Funds;
- (e) Upon the payment of dividends to the holders of Shares in any Sub-Fund, the NAV of such Sub-Fund shall be reduced by the amount of such dividends.

If there have been created within each Sub-Fund different classes of Shares, the rules shall *mutatis mutandis* apply for the allocation of assets and liabilities among Classes.

6. Determination of the Net Asset Value of Shares

The NAV of each Sub-Fund and of each Share Class of the Sub-Funds is determined in its reference currency. It shall be determined on each Valuation Day by dividing the net assets attributable to each Sub-Fund by the number of Shares of such Sub-Fund then outstanding. The net assets of each Sub-Fund are made up of the value of the assets attributable to such Sub-Fund less the total liabilities attributable to such Sub-Fund calculated at such time as the Board of Directors shall have set for such purpose. The foregoing applies *mutatis mutandis* to the calculation of the NAV of each Share Class.

The value of the assets of the Fund shall be determined as follows:

- (a) The value of any investment that is quoted, listed or normally dealt in on a stock exchange or market, shall (save in the specific cases set out in paragraphs (c), (h) and (i) below) be based on the last available prices for such investment available to the Directors at the relevant Valuation Point, provided that:

- (i) If an investment is quoted, listed or normally dealt in on more than one stock exchange or market the market used for the purposes of valuation shall be the one that constitutes the main market or the one which the Directors determine provides the fairest criteria in valuing the relevant investment; and
 - (ii) In the case of any investment that is quoted, listed or normally dealt in on a stock exchange or market but in respect of which for any reason, prices on that market may not be available at any relevant time, or, in the opinion of the Directors, may not be representative, the value therefore shall be the probable realisation value thereof estimated with care and in good faith by a competent person, firm or association making a market in such investment and/or any other competent person, in the opinion of the Directors;
- (b) The value of any investment that is not quoted, listed or normally dealt in on a stock exchange or market shall be the probable realisable value estimated with care and in good faith by a competent person, firm or association making a market in such Investment and/or any other competent person, in the opinion of the Directors;
- (c) The value of any investment that is a unit of or participation in a collective investment scheme/mutual fund shall be the latest available net asset value of such unit/participation or if the latest available net asset value is not available, the estimated value based on the advice of the manager or administrator of such collective investment scheme;
- (d) The value of any cash in hand, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof unless in any case the Directors are of the opinion that the same is unlikely to be paid or received in full in which case the value thereof shall be arrived at after making such discount as the Directors may consider appropriate in such case to reflect the true value thereof;
- (e) Deposits shall be valued at their principal amount plus accrued interest from the date on which the same were acquired or made;
- (f) Treasury bills shall be valued at the probable realisation value estimated with care and good faith by a competent person;
- (g) Bonds, notes, debenture stocks, certificates of deposit, bank acceptances, trade bills and similar assets shall be valued at the last available price on the market on which these assets are traded or admitted for trading (being the market which is the sole market or in the opinion of the Directors the principal market on which the assets in question are quoted or dealt in) plus any interest accrued thereon from the date on which same were acquired;
- (h) Forward foreign exchange contracts will be valued by reference to the price at which a new forward contract of the same size and maturity could be undertaken;
- (i) The value of any future contracts and options which are dealt in on a market shall be calculated at the previous day's closing price as determined by the market in question, provided that where it is not the practice of the relevant market to quote a previous day's closing price or if such previous day's closing price is not available for any reason such value shall be the probable realisation value estimated with care and in good faith by a competent person;
- (j) The value of any over the counter contracts shall be the quotation from the counter-party provided that such quotation is provided on at least a weekly basis and is approved or verified on a monthly basis by an independent party;

- (k) Notwithstanding any of the foregoing sub-paragraphs, the Directors may adjust the value of any investment if, having regard to currency, applicable rate of interest, maturity, marketability and/or such other considerations as they may deem relevant, they consider that such adjustment is required to reflect the fair value thereof;
- (l) If in any case a particular value is not ascertainable as above provided or if the Directors shall consider that some other method of valuation better reflects the fair value of the relevant investment then in such case the method of valuation of the relevant investment shall be such as the Directors shall decide;
- (m) Notwithstanding the foregoing, where at any time of any valuation any asset of the Fund has been realised or contracted to be realised there shall be included in the assets of the Fund in place of such asset the net amount receivable by the Fund in respect thereof provided that if such amount is not then known exactly then its value shall be the net amount estimated by the Directors as receivable by the Fund.

In certain cases where the Directors may determine that the market price of an investment does not fairly represent the value of that investment, or in cases where the value of any asset for which liquidation or third party market valuations are not available, the Directors may value such investment as they, in their discretion reasonably determine. In such cases, when calculating the NAV and Net Asset Value per Share, the Administrative Agent may entirely rely upon and use such value determined by the Directors. In addition, the Administrative Agent may rely solely on and use the valuations provided by the Investment Manager or the Managers with whom the Fund has invested its assets or their agents or other intermediaries. In such circumstances, the Administrative Agent shall not, in the absence of fraud, negligence or wilful default on the part of the Administrative Agent, be liable for any loss suffered by the Fund or any Shareholder by reason of any error in the calculation of the NAV and Net Asset Value per Share resulting from any inaccuracy in the information and/or value provided by the Directors, the Investment Manager, the Managers or their agents or other intermediary.

The liabilities of the Fund shall be deemed to include:

- (a) All bills and notes payable and accounts payable;
- (b) All expenses payable and/or accrued;
- (c) All contractual obligations for the payment of money or property; and
- (d) All other liabilities of the Fund of any kind and nature (including without limitation dividends declared but not paid), except liabilities represented by Shares of the Fund.

The Net Asset Value per Share of each Class in a Sub-Fund and the issue and redemption prices thereof are available at the registered office of the Fund.

7. Swing pricing

A Sub-Fund may suffer a reduction in value as a result of the transaction costs incurred in the purchase and sale of its underlying investments and the spread between the buying and selling prices of such investments caused by subscriptions, redemptions and/or switches in and out of the Sub-Fund. This is known as "dilution". In order to counter this and to protect Shareholders' interests, the Board of Directors may apply "swing pricing" as part of its daily valuation policy. This will mean that in certain circumstances the Board of Directors may make adjustments in the calculations of the Net Asset Values per Share, to counter the impact of dealing and other costs on occasions when these are deemed to be significant.

If on any Valuation Day the aggregate transactions in Shares of a Sub-Fund result in a net increase or decrease of Shares which exceeds a threshold set by the Board of Directors from time to time for that Sub-Fund (relating to the cost of market dealing for that Sub-Fund), the Net Asset

Value of the Sub-Fund will be adjusted by an amount (not exceeding 2% of that Net Asset Value) which reflects both the estimated fiscal charges and dealing costs that may be incurred by the Sub-Fund and the estimated bid/offer spread of the assets in which the Sub-Fund invests. The adjustment will be an addition when the net movement results in an increase of all Shares of the Fund and a deduction when it results in a decrease.

8. Temporary Suspension of Issues, Redemptions and Conversions

The determination of the Net Asset Value of Shares of one or several Sub-Funds may be suspended during:

- (a) Any period when any of the principal markets or stock exchanges on which a substantial portion of the investments of the concerned Sub-Fund is quoted or dealt in, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;
- (b) The existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets of the concerned Sub-Fund would be impracticable;
- (c) Any breakdown in the means of communication or computation normally employed in determining the price or value of the assets of the concerned Sub-Fund or the current prices or values on any market or stock exchange;
- (d) Any period when the Fund is unable to repatriate funds for the purpose of making payments on the redemption of Shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot in the opinion of the Board of Directors be effected at normal rates of exchange;
- (e) If a Sub-Fund is being or may be wound-up on or following the date on which notice is given of the meeting of Shareholders at which a resolution to wind up the Sub-Fund is proposed;
- (f) If the Directors have determined that there has been a material change in the valuations of a substantial proportion of the investments of the concerned Sub-Fund in the preparation or use of a valuation or the carrying out of a later or subsequent valuation; or
- (g) During any other circumstance or circumstances where a failure to do so might result in the concerned Sub-Fund or its Shareholders incurring any liability to taxation or suffering other pecuniary disadvantages or other detriment which the concerned Sub-Fund or its Shareholders might so otherwise have suffered; or
- (h) In circumstances foreseen by the 2010 Law, notably in case of merger of the Fund or a Sub-Fund.

The Board of Directors has the power to suspend the issue, redemption and conversion of Shares in one or several Sub-Funds for any period during which the determination of the Net Asset Value per Share of the concerned Sub-Fund(s) is suspended by the Fund by virtue of the powers described above. Any redemption/conversion request made or in abeyance during such a suspension period may be withdrawn by written notice to be received by the Fund before the end of such suspension period. Should such withdrawal not be effected, the Shares in question shall be redeemed/converted on the first Valuation Day following the termination of the suspension period. In the event of such period being extended, notice may be published in newspapers in the countries where the Fund's Shares are publicly sold. Investors who have requested the issue, redemption or conversion of Shares shall be informed of such suspension when such request is made.

9. Merger or Liquidation of Sub-Funds

The Board of Directors of the Fund may decide to liquidate any Sub-Fund if the net assets of such Sub-Fund fall below USD 20,000,000 or if a change in the economical or political situation relating to the Sub-Fund concerned would justify such liquidation. The decision of the liquidation will be notified to the Shareholders concerned prior to the effective date of the liquidation and the notification will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Sub-Fund concerned may continue to request redemption or conversion of their Shares on the basis of the applicable NAV, taking into account the estimated liquidation expenses. Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the Sub-Fund will be deposited with the *Caisse de Consignation* on behalf of their beneficiaries.

Under the same circumstances as described above and in accordance with the provisions on mergers of the 2010 Law, the Board of Directors may decide to merge any Sub-Fund with another existing Sub-Fund within the Fund or with another Luxembourg undertaking for collective investment subject to Part I of the 2010 Law (whether of the investment company or common fund type) and to re-designate the Shares of the Sub-Fund concerned as Shares of another Sub-Fund or Luxembourg undertaking for collective investment (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). Such decision shall be notified to the shareholders concerned (including information in relation to the sub-fund or Luxembourg undertaking for collective investment into which the Sub-Fund will be merged), at least 30 days prior to the last day on which Shareholders may request redemption or conversion of their Shares, free of charge.

Under the same circumstances as above, the decision to merge a Sub-Fund may also be made at a meeting of Shareholders of the particular Sub-Fund concerned deciding with a simple majority of votes cast. In all other circumstances than above, a decision to merge a Sub-Fund will be made at a Meeting of Shareholders of the Sub-Fund concerned deciding with a simple majority of votes cast.

In case of merger of a Sub-Fund where, as a result, the Fund ceases to exist, such merger shall be decided by a Meeting of Shareholders resolving in accordance with the quorum and majority requirements for the amendment of the Articles.

Under the same circumstances as described above, the Board of Directors may also decide upon the reorganisation of any Sub-Fund by means of a division into two or more separate Sub-Funds. Such decision will be published or notified to Shareholders and, in addition, the publication or notification will contain information in relation to the two or more separate Sub-Funds resulting from the reorganisation. Such publication or notification will be made at least one month before the date on which the reorganisation becomes effective in order to enable Shareholders to request redemption or switch, free of charge, of their Shares before the reorganisation becomes effective.

10. Liquidation of the Fund

The Fund is incorporated for an unlimited period and liquidation shall normally be decided upon by an extraordinary general meeting of Shareholders. Such a meeting must be convened and held by the Board of Directors and held within 40 days if the net assets of the Fund become less than two thirds of the minimum capital required by law. The meeting, for which no quorum shall be required, shall decide on the dissolution by a simple majority of Shares represented at the meeting. If the net assets fall below one fourth of the minimum capital, the dissolution may be resolved by Shareholders holding one fourth of the Shares at the meeting.

Should the Fund be liquidated, such liquidation shall be carried out in accordance with the provisions of the 2010 Law which specifies the steps to be taken to enable Shareholders to participate in the liquidation distributions and in this connection provides for deposit in escrow at the *Caisse de Consignation* in Luxembourg of any such amounts which it has not been possible to distribute to the Shareholders at the close of liquidation. Amounts not claimed within the prescribed period are liable to be forfeited in accordance with the provisions of Luxembourg law. The net liquidation proceeds of each Sub-Fund shall be distributed to the Shareholders of the relevant Sub-Fund in proportion to their respective holdings.

11. Pooling

For the purpose of effective management, and subject to the provisions of the Articles of Association and to applicable laws and regulations, the Investment Manager may invest and manage all or any part of the portfolio of assets established for two or more Sub-Funds (for the purposes hereof "Participating Funds") on a pooled basis. Any such asset pool shall be formed by transferring to it cash or other assets (subject to such assets being appropriate with respect to the investment policy of the pool concerned) from each of the Participating Funds. Thereafter, the Investment Manager may from time to time make further transfers to each asset pool. Assets may also be transferred back to a Participating Fund up to the amount of the participation of the Share Class concerned. The share of a Participating Fund in an asset pool shall be measured by reference to notional units of equal value in the asset pool. On formation of an asset pool, the Investment Manager shall, in its discretion, determine the initial value of notional units (which shall be expressed in such currency as the Investment Manager consider appropriate) and shall allocate to each Participating Fund units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Thereafter, the value of the notional unit shall be determined by dividing the net asset value of the asset pool by the number of notional units subsisting.

The entitlements of each Participating Fund to an asset pool apply to each and every line of investments of such asset pool.

When additional cash or assets are contributed to or withdrawn from an asset pool, the allocation of units of the Participating Fund concerned will be increased or reduced, as the case may be, by a number of units determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of a unit. Where a contribution is made in cash, it will be treated for the purpose of this calculation as reduced by an amount which the Investment Manager considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of cash withdrawal, a corresponding addition will be made to reflect costs which may be incurred in realising securities or other assets of the asset pool.

Dividends, interest and other distributions of an income nature received in respect of the assets in an asset pool will be immediately credited to the Participating Funds in proportion to their respective participation in the asset pool at the time of receipt. Upon the dissolution of the Fund, the assets in an asset pool will be allocated to the Participating Funds in proportion to their respective participation in the asset pool.

12. Material Contracts

The following material contracts have been entered into:

- (a) An Agreement between the Fund and J.P. Morgan Bank Luxembourg S.A. pursuant to which the latter was appointed Custodian. The Agreement is entered into for an unlimited period and may be terminated by either party upon 90 days written notice.

- (b) An Agreement between the Fund and J.P. Morgan Bank Luxembourg S.A. pursuant to which the latter was appointed Administrative Agent. The Agreement is entered into for an unlimited period and may be terminated by either party upon 90 days written notice.
- (c) An Agreement between the Fund and the Matthews International Capital Management, LLC pursuant to which the latter was appointed Investment Manager. The Agreement is entered into for an unlimited period and may be terminated by either party upon 90 days written notice.
- (d) An Agreement between the Fund and the Matthews International Capital Management, LLC pursuant to which the latter was appointed Global Distributor. The Agreement is entered into for an unlimited period and may be terminated by either party upon 90 days written notice.
- (e) An Agreement between the Fund and the Matthews Global Investors S.à r.l pursuant to which the latter was appointed Investment Advisor. The Agreement is entered into for an unlimited period and may be terminated by either party upon 90 days written notice.

13. Documents

Copies of the contracts mentioned above are available for inspection, and copies of the Articles of Incorporation of the Fund, the current Prospectus, the Simplified Prospectuses of the Sub-Funds and the latest annual and semi-annual reports may be obtained free of charge during normal office hours at the registered office of the Fund in Luxembourg.

APPENDIX I

Matthews Asia Funds Pacific Tiger Fund

1. Name of the Sub-Fund

Matthews Asia Funds—Pacific Tiger Fund (hereinafter referred to as the "Sub-Fund").

2. Investment Objective and Policy

The Sub-Fund's investment objective is to achieve long-term capital appreciation.

Under normal market conditions, the Sub-Fund seeks to achieve its investment objective by investing, directly or indirectly, at least 80% of its total net assets, in equities of companies located in Asia. On an ancillary basis, the Sub-Fund may invest in other permitted assets on a worldwide basis.

For the purpose of the Sub-Fund, Asia shall be deemed to comprise China, Hong Kong, India, Indonesia, Malaysia, Pakistan, Philippines, Singapore, South Korea, Taiwan, Thailand and Vietnam. A company is considered to be "located" in a country if it (i) is organised under the laws of that country; (ii) derives at least 50% of its revenues or profits from goods produced or sold, investments made, services performed, or has at least 50% of its assets located within that country; (iii) has the primary trading markets for its securities in that country; or (iv) is a governmental entity or an agency, instrumentality or political subdivision of that country.

Under the prevailing regulations in China, foreign investors can only invest in the 'A' share market through institutions that have obtained Qualified Foreign Institutional Investor ("QFII") status in China. The current QFII regulations impose strict restrictions (such as investment guidelines and minimum holding period) on 'A' share investments. Owing to the current QFII regulations, the Sub-Fund may gain exposure to the 'A' share market through equity linked securities and instruments issued by institutions that have obtained QFII status. The Chinese government may relax the QFII regulations over time, and the Sub-Fund may consider investing in the 'A' share market directly when opportunities arise. Under normal market conditions, it is expected that the Sub-Fund will not hold more than 15% of its net assets in Chinese 'A' Shares.¹

3. Sub-Fund's Risk Profile

The investments in equity securities and other assets the Sub-Fund may invest in involve risks linked to stock markets, including volatility risk, and risks associated with investments in different countries as described in section 3 "Risk Considerations" of the main part of this Prospectus. The Sub-Fund's investments are subject to market fluctuations. No assurance can, therefore, be given that the Sub-Fund's investment objective will be achieved. It can not be

¹ As from 10 February 2012, this paragraph shall read as follows: The Sub-Fund is not currently investing (whether directly or indirectly) in China 'A' shares, but it reserves the right to do so in the future, either directly via a Qualified Foreign Institutional Investor ("QFII") licence awarded to a Matthews group entity, or indirectly via investment in access products. In any event where the Sub-Fund invests directly in China 'A' shares, under normal market conditions, it is expected that the Sub-Fund will not hold more than 15% of its net assets in China 'A' shares. The Sub-Fund may invest not more than 10% of its total assets in China B shares.

guaranteed either that the value of a Share in the Sub-Fund will not fall below its value at the time of acquisition.

4. Profile of the Typical Investor

The Sub-Fund is suitable for investors who wish to gain exposure to Asian equity market. It is suitable for experienced investors wishing to attain defined investment objectives and accepting volatility that is inherent to equity markets with an investment horizon of at least 5 years.

5. Base Currency

The Base Currency of the Sub-Fund is the USD.

6. Classes of Shares

- A Class Shares (EUR);
- A Class Shares (USD);
- A Class Shares (GBP);
- I Class Shares (EUR);
- I Class Shares (USD); and
- I Class Shares (GBP).

Class A Shares are available to all investors. Class I Shares are only available to investors qualifying as Institutional Investors within the meaning of the 2010 Law. Class A and Class I Shares are available in the base currency of the Sub-Fund as well as such other currencies as may be determined by the Directors from time to time.

In order to protect Shareholders of classes not denominated in USD from the impact of currency movements, the relevant currencies may be, at the entire discretion of the Board of Directors, be hedged, in full or in part, actively or passively, back to the USD. The Board of Directors shall have no obligation to hedge. The costs and effects of this hedging will be reflected in the NAV and in the performance of these classes.²

These Classes of Shares may be offered as accumulation (Acc) or distribution (Dist) Shares, in the discretion of the Board of Directors.

7. Offer of Shares

The minimum initial investment and holding for Class A Shares is USD 1,000 (or its equivalent in the currency of the relevant Class) and for I Shares USD 1,000,000 (or its equivalent in the currency of the relevant Class). The minimum subsequent investment for Class A Shares is USD 500 (or its equivalent in the currency of the relevant Class) and USD 250,000 (or its equivalent in the currency of the relevant Class) for I Shares.

Shares will be issued at the current NAV of the relevant Class of Shares on every Valuation Day plus any applicable sales charge of up to 5.26% of the applicable Net Asset Value per Share.

² As from 10 February 2012, this paragraph shall read as follows: Although it does not currently intend to do so, the Board of Directors, in its entire discretion, may seek to reduce currency risk from portfolio holdings denominated in local currency by hedging such risk to USD or the currency of a share class. The Board of Directors may also seek, in its entire discretion, to reduce currency risk of non USD denominated share classes by hedging USD to the currency of a relevant share class. Any such hedging may be, in full or in part, and may be active or passive. Moreover, the Board of Directors shall have no obligation to hedge. The costs and effects of any such hedging will be reflected in the NAV and in the performance of these classes.

8. Applicable Valuation Day for Subscriptions, Redemptions and Conversions

The Net Asset Value per Share in the Sub-Fund is calculated on every Business Day (each a "Valuation Day").

9. Issue, Conversion and Redemption of Shares

Requests for the issue and conversion of Shares must be received by 12 noon (Luxembourg time) on a Valuation Day in order to be dealt with on that Valuation Day.

Subscription proceeds must be received in full within 3 Business Days following the relevant Valuation Day.

Requests for the redemption of Shares must be received by 12 noon (Luxembourg time) on the Valuation Day on which the redemption is to be made. Redemption proceeds will generally be paid within 5 Business Days of the relevant Valuation Day.

10. Dividend Policy

In relation to Shares referenced as "Acc" Shares, no distributions will be made and all interests and other income earned by the Sub-Fund will be reflected in the NAV of the Shares. In relation to Shares referenced as "Dist" Shares, it is the intention of the Board of Directors to periodically distribute substantially all the net income earned on investment.

11. Fees

The Investment Advisor receives a Management Fee, as shown below, calculated as an annual percentage of the NAV of the Sub-Fund (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears.

In addition, the Investment Advisor is entitled to an Administration Fee of up to 0.25% per annum of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears. The Investment Advisor shall pay the Administration Fee to the Investment Manager for administrative services provided to the Sub-Fund.

The Total Expense Ratio shall not exceed 2.00% per annum of the NAV of the Sub-Fund calculated on each Valuation Day.

	Class A Shares (USD, Euro, GBP)	Class I Shares (USD, Euro, GBP)
Management Fee	1.25%	0.75%
Administration Fee	Up to 0.25%	Up to 0.25%
Total Expense Ratio	Up to 2.00%	Up to 2.00%

The Investment Manager is entitled to a fee, payable by the Investment Advisor out of the Management Fee as agreed from time to time between the Investment Advisor and the Investment Manager. Custodian, Administrative Agent and other fees will be paid out of the assets of the Fund as described in the Prospectus.

APPENDIX II

Matthews Asia Funds

China Fund

1. Name of the Sub-Fund

Matthews Asia Funds—China Fund (hereinafter referred to as the "Sub-Fund").

2. Investment Objective and Policy

The Sub-Fund's investment objective is to achieve long-term capital appreciation.

Under normal market conditions, the Sub-Fund seeks to achieve its investment objective by investing, directly or indirectly, at least 80% of its total net assets, in equities of companies located in China. China includes the People's Republic of China, its administrative and other districts, such as Hong Kong, as well as Taiwan. On an ancillary basis, the Sub-Fund may invest in other permitted assets on a worldwide basis.

For the purpose of this Sub-Fund, a company is considered to be "located" in a country if it (i) is organised under the laws of that country; (ii) derives at least 50% of its revenues or profits from goods produced or sold, investments made, services performed, or has at least 50% of its assets located within that country; (iii) has the primary trading markets for its securities in that country; or (iv) is a governmental entity or an agency, instrumentality or political subdivision of that country.

Under the prevailing regulations in China, foreign investors can only invest in the 'A' share market through institutions that have obtained Qualified Foreign Institutional Investor ("QFII") status in China. The current QFII regulations impose strict restrictions (such as investment guidelines and minimum holding period) on 'A' share investments. Owing to the current QFII regulations, the Sub-Fund may gain exposure to the 'A' share market through equity linked securities and instruments issued by institutions that have obtained QFII status. The Chinese government may relax the QFII regulations over time, and the Sub-Fund may consider investing in the 'A' share market directly when opportunities arise. Under normal market conditions, it is expected that the Sub-Fund will not hold more than 15% of its net assets in Chinese 'A' Shares.³

3. Sub-Fund's Risk Profile

The investments in equity securities and other assets the Sub-Fund may invest in involve risks linked to stock markets, including volatility risk, as described in section 3 "Risk Considerations" of the main part of this Prospectus. The Sub-Fund's investments are subject to market fluctuations. No assurance can, therefore, be given that the Sub-Fund's investment objective will be achieved. It cannot be guaranteed either that the value of a Share in the Sub-Fund will not fall below its value at the time of acquisition.

³ As from 10 February 2012, this paragraph shall read as follows: The Sub-Fund is not currently investing (whether directly or indirectly) in China 'A' shares, but it reserves the right to do so in the future, either directly via a Qualified Foreign Institutional Investor ("QFII") licence awarded to a Matthews group entity, or indirectly via investment in access products. In any event where the Sub-Fund invests directly in China 'A' shares, under normal market conditions, it is expected that the Sub-Fund will not hold more than 15% of its net assets in China 'A' shares. The Sub-Fund may invest not more than 10% of its total assets in China B shares.

4. Profile of the Typical Investor

The Sub-Fund is suitable for investors who wish to gain exposure to Chinese equity markets. It is suitable for experienced investors wishing to attain defined investment objectives and accepting volatility that is inherent to equity markets with an investment horizon of at least 5 years.

5. Base Currency

The Base Currency of the Sub-Fund is the USD.

6. Classes of Shares

- A Class Shares (EUR);
- A Class Shares (USD);
- A Class Shares (GBP);
- I Class Shares (EUR);
- I Class Shares (USD); and
- I Class Shares (GBP).

Class A Shares are available to all investors. Class I Shares are only available to investors qualifying as Institutional Investors within the meaning of the 2010 Law. Class A and Class I Shares are available in the base currency of the Sub-Fund as well as such other currencies as may be determined by the Directors from time to time.

In order to protect Shareholders of classes not denominated in USD from the impact of currency movements, the relevant currencies may be, at the entire discretion of the Board of Directors, be hedged, in full or in part, actively or passively, back to the USD. The Board of Directors shall have no obligation to hedge. The costs and effects of this hedging will be reflected in the NAV and in the performance of these classes.⁴ These Classes of Shares may be offered as accumulation (Acc) or distribution (Dist) Shares, in the discretion of the Board of Directors.

7. Offer of Shares

The minimum initial investment and holding for Class A Shares is USD 1,000 (or its equivalent in the currency of the relevant Class) and for I Shares USD 1,000,000 (or its equivalent in the currency of the relevant Class). The minimum subsequent investment for Class A Shares is USD 500 (or its equivalent in the currency of the relevant Class) and USD 250,000 (or its equivalent in the currency of the relevant Class) for I Shares.

Shares will be issued at the current NAV of the relevant Class of Shares on every Valuation Day plus any applicable sales charge of up to 5.26% of the applicable Net Asset Value per Share.

8. Applicable Valuation Day for Subscriptions, Redemptions and Conversions

The Net Asset Value per Share in the Sub-Fund is calculated on every Business Day (each a "Valuation Day").

9. Issue, Conversion and Redemption of Shares

Requests for the issue and conversion of Shares must be received by 12 noon (Luxembourg time) on a Valuation Day in order to be dealt with on that Valuation Day.

⁴ As from 10 February 2012, this paragraph shall read as follows: Although it does not currently intend to do so, the Board of Directors, in its entire discretion, may seek to reduce currency risk from portfolio holdings denominated in local currency by hedging such risk to USD or the currency of a share class. The Board of Directors may also seek, in its entire discretion, to reduce currency risk of non USD denominated share classes by hedging USD to the currency of a relevant share class. Any such hedging may be, in full or in part, and may be active or passive. Moreover, the Board of Directors shall have no obligation to hedge. The costs and effects of any such hedging will be reflected in the NAV and in the performance of these classes.

Subscription proceeds must be received in full within 3 Business Days following the relevant Valuation Day at the latest.

Requests for the redemption of Shares must be received by 12 noon (Luxembourg time) on the Valuation Day on which the redemption is to be made. Redemption proceeds will generally be paid within 5 Business Days of the relevant Valuation Day.

10. Dividend Policy

In relation to Shares referenced as "Acc" Shares, no distributions will be made and all interests and other income earned by the Sub-Fund will be reflected in the NAV of the Shares. In relation to Shares referenced as "Dist" Shares, it is the intention of the Board of Directors to periodically distribute substantially all the net income earned on investment.

11. Fees

The Investment Advisor receives a Management Fee, as shown below, calculated as an annual percentage of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears.

In addition, the Investment Advisor is entitled to an Administration Fee of up to 0.25% per annum of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears. The Investment Advisor shall pay the Administration Fee to the Investment Manager for administrative services provided to the Sub-Fund.

The Total Expense Ratio shall not exceed 2.00% per annum of the NAV of the Sub-Fund calculated on each Valuation Day.

	Class A Shares (USD, Euro, GBP)	Class I Shares (USD, Euro, GBP)
Management Fee	1.25%	0.75%
Administration Fee	Up to 0.25%	Up to 0.25%
Total Expense Ratio	Up to 2.00%	Up to 2.00%

The Investment Manager is entitled to a fee, payable by the Investment Advisor out of the Management Fee as agreed from time to time between the Investment Advisor and the Investment Manager. Custodian, Administrative Agent and other fees will be paid out of the assets of the Fund as described in the Prospectus.

APPENDIX III

Matthews Asia Funds Asia Dividend Fund

1. Name of the Sub-Fund

Matthews Asia Funds—Asia Dividend Fund (hereinafter referred to as the "Sub-Fund").

2. Investment Objective and Policy

The Sub-Fund seeks to provide a level of current income that is higher than the yield generally available in Asia Pacific equity markets over the long term.

Under normal market conditions, the Sub-Fund seeks to achieve its investment objective by investing, directly or indirectly, at least 80% of its total net assets, in income-paying publicly traded common stocks, preferred stocks, convertible preferred stocks and other equity-related instruments (including, for example, investment trusts and other financial instruments) of companies located in the Asia Pacific region. On an ancillary basis, the Sub-Fund may invest in other permitted assets on a worldwide basis.

Because of the Sub-Fund's objective of seeking total return with an emphasis on providing current income (i.e., income and capital appreciation), the Sub-Fund will primarily invest in companies that exhibit attractive dividend yields and the propensity (in Matthews' judgment) to pay dividends.

For the purpose of this Sub-Fund, the Asia Pacific Region shall be deemed to comprise Australia, China, Hong Kong, India, Indonesia, Japan, Malaysia, New-Zealand, Pakistan, Philippines, Singapore, South Korea, Taiwan, Thailand and Vietnam. A company is considered to be "located" in a country if it (i) is organised under the laws of that country; (ii) derives at least 50% of its revenues or profits from goods produced or sold, investments made, services performed, or has at least 50% of its assets located within that country; (iii) has the primary trading markets for its securities in that country; or (iv) is a governmental entity or an agency, instrumentality or political subdivision of that country.

Under the prevailing regulations in China, foreign investors can only invest in the 'A' share market through institutions that have obtained Qualified Foreign Institutional Investor ("QFII") status in China. The current QFII regulations impose strict restrictions (such as investment guidelines and minimum holding period) on 'A' share investments. Owing to the current QFII regulations, the Sub-Fund may gain exposure to the 'A' share market through equity linked securities and instruments issued by institutions that have obtained QFII status. The Chinese government may relax the QFII regulations over time, and the Sub-Fund may consider investing in the 'A' share market directly when opportunities arise. Under normal market conditions, it is expected that the Sub-Fund will not hold more than 15% of its net assets in Chinese 'A' Shares.⁵

⁵ As from 10 February 2012, this paragraph shall read as follows: The Sub-Fund is not currently investing (whether directly or indirectly) in China 'A' shares, but it reserves the right to do so in the future, either directly via a Qualified Foreign Institutional Investor ("QFII") licence awarded to a Matthews group entity, or indirectly via investment in access products. In any event where the Sub-Fund invests directly in China 'A' shares, under normal market conditions, it is expected that the Sub-Fund will not hold more than 15% of its net assets in China 'A' shares. The Sub-Fund may invest not more than 10% of its total assets in China B shares.

3. Sub-Fund's Risk Profile

The investments in equity securities and other assets the Sub-Fund may invest in involve risks linked to stock markets, including volatility risk, as described in section 3 "Risk Considerations" of the main part of this Prospectus. The Sub-Fund's investments are subject to market fluctuations. No assurance can, therefore, be given that the Sub-Fund's investment objective will be achieved. It can not be guaranteed either that the value of a Share in the Sub-Fund will not fall below its value at the time of acquisition.

4. Profile of the Typical Investor

The Sub-Fund is suitable for investors who wish to gain exposure to Asia-Pacific equity markets. It is suitable for experienced investors wishing to attain defined investment objectives and accepting volatility that is inherent to equity markets with an investment horizon of at least 5 years.

5. Base Currency

The Base Currency of the Sub-Fund is the USD.

6. Classes of Shares

- A Class Shares (EUR);
- A Class Shares (USD);
- A Class Shares (GBP);
- I Class Shares (EUR);
- I Class Shares (USD);
- I Class Shares (GBP); and
- C Class Shares (USD).

Class A Shares are available to all investors. Class I Shares are only available to investors qualifying as Institutional Investors within the meaning of the 2010 Law. Class C Shares are only available to Institutional Investors having a benevolent or philanthropic purpose (i.e. charitable organisations). Class A, I and Class C Shares are available in the base currency of the Sub-Fund as well as such other currencies as may be determined by the Directors from time to time.

In order to protect Shareholders of classes not denominated in USD from the impact of currency movements, the relevant currencies may be, at the entire discretion of the Board of Directors, be hedged, in full or in part, actively or passively, back to the USD. The Board of Directors shall have no obligation to hedge. The costs and effects of this hedging will be reflected in the NAV and in the performance of these classes.⁶

These Classes of Shares may be offered as accumulation (Acc) or distribution (Dist) Shares, in the discretion of the Board of Directors.

Class C Shares are currently only offered as accumulation Shares.

⁶ As from 10 February 2012, this paragraph shall read as follows: Although it does not currently intend to do so, the Board of Directors, in its entire discretion, may seek to reduce currency risk from portfolio holdings denominated in local currency by hedging such risk to USD or the currency of a share class. The Board of Directors may also seek, in its entire discretion, to reduce currency risk of non USD denominated share classes by hedging USD to the currency of a relevant share class. Any such hedging may be, in full or in part, and may be active or passive. Moreover, the Board of Directors shall have no obligation to hedge. The costs and effects of any such hedging will be reflected in the NAV and in the performance of these classes.

7. Offer of Shares

The minimum initial investment and holding for Class A Shares is USD 1,000 (or its equivalent in the currency of the relevant Class) and for I Shares USD 1,000,000 (or its equivalent in the currency of the relevant Class). For Class C Shares the minimum initial investment is USD 5,000,000 (or its equivalent in the currency of the relevant Class) and the minimum holding is USD 1,000,000 (or its equivalent in the currency of the relevant Class). The minimum subsequent investment for Class A Shares and Class C Shares is USD 500 (or its equivalent in the currency of the relevant Class) and USD 250,000 (or its equivalent in the currency of the relevant Class) for I Shares.

Shares will be issued at the current NAV of the relevant Class of Shares on every Valuation Day plus any applicable sales charge of up to 5.26% of the applicable Net Asset Value per Share.

8. Applicable Valuation Day for Subscriptions, Redemptions and Conversions

The Net Asset Value per Share in the Sub-Fund is calculated on every Business Day (each a "Valuation Day").

9. Issue, Conversion and Redemption of Shares

Requests for the issue and conversion of Shares must be received by 12 noon (Luxembourg time) on a Valuation Day in order to be dealt with on that Valuation Day.

Subscription proceeds must be received in full within 3 Business Days following the relevant Valuation Day at the latest.

Requests for the redemption of Shares must be received by 12 noon (Luxembourg time) on the Valuation Day on which the redemption is to be made. Redemption proceeds will generally be paid within 5 Business Days of the relevant Valuation Day.

10. Dividend Policy

In relation to Shares referenced as "Acc" Shares, no distributions will be made and all interests and other income earned by the Sub-Fund will be reflected in the NAV of the Shares. In relation to Shares referenced as "Dist" Shares, it is the intention of the Board of Directors to periodically (following the end of the Sub-Fund's first fiscal year, typically quarterly) distribute substantially all the net income earned on investment.

11. Fees

The Investment Advisor receives a Management Fee, as shown below, calculated as an annual percentage of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears.

In addition, the Investment Advisor is entitled to an Administration Fee of up to 0.25% per annum of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears. The Investment Advisor shall pay the Administration Fee to the Investment Manager for administrative services provided to the Sub-Fund.

In relation to Class C Shares, a Management Fee of up to 0.75% per annum and an Administrative Fee of up to 0.25% per annum of the NAV of the Class may be levied. The Investment Advisor shall be entitled to that proportion of the Management Fee and the Administrative Fee so that, after taking into account all expenses attributable to Class C Shares

the total amount of fees (including the Management and Administration Fees and the Custodian and Administrative Agent Fees) will not exceed 0.95% of the Class's NAV.

The Total Expense Ratio shall not exceed 2.00% per annum of the NAV of the Sub-Fund calculated on each Valuation Day.

	Class A Shares (USD, Euro, GBP)	Class I Shares (USD, Euro, GBP)	Class C Shares (USD)
Management Fee	1.25%	0.75%	Up to 0.75%
Administration Fee	Up to 0.25%	Up to 0.25%	Up to 0.25%
Total Expense Ratio	Up to 2.00%	Up to 2.00%	Up to 2.00%

The Investment Manager is entitled to a fee, payable by the Investment Advisor out of the Management Fee as agreed from time to time between the Investment Advisor and the Investment Manager. Custodian, Administrative Agent and other fees will be paid out of the assets of the Fund as described in the Prospectus.

APPENDIX IV

Matthews Asia Funds India Fund

1. Name of the Sub-Fund

Matthews Asia Funds—India Fund (hereinafter referred to as the "Sub-Fund").

2. Investment Objective and Policy

The Sub-Fund's investment objective is to achieve long-term capital appreciation.

Under normal market conditions, the Sub-Fund seeks to achieve its investment objective by investing, directly or indirectly, at least 80% of its total net assets, in publicly traded common stocks, preferred stocks and convertible securities of companies located in India. On an ancillary basis, the Sub-Fund may invest in other permitted assets on a worldwide basis.

For the purpose of this Sub-Fund, a company is considered to be "located" in India if it (i) is organised under the laws of India; (ii) derives at least 50% of its revenues or profits from goods produced or sold, investments made, services performed, or has at least 50% of its assets located within India; (iii) has the primary trading markets for its securities in India or (iv) is a governmental entity or an agency, instrumentality or political subdivision of India.

3. Sub-Fund's Risk Profile

The investments in equity securities and other assets the Sub-Fund may invest in involve risks linked to stock markets, including volatility risk, as described in section 3 "Risk Considerations" of the main part of this Prospectus. The Sub-Fund's investments are subject to market fluctuations. No assurance can, therefore, be given that the Sub-Fund's investment objective will be achieved. It cannot be guaranteed either that the value of a Share in the Sub-Fund will not fall below its value at the time of acquisition.

4. Profile of the Typical Investor

The Sub-Fund is suitable for investors who wish to gain exposure to Indian equity markets. It is suitable for experienced investors wishing to attain defined investment objectives and accepting volatility that is inherent to equity markets with an investment horizon of at least 5 years.

5. Base Currency

The Base Currency of the Sub-Fund is the USD.

6. Classes of Shares

- A Class Shares (EUR);
- A Class Shares (USD);
- A Class Shares (GBP);
- I Class Shares (EUR);
- I Class Shares (USD); and
- I Class Shares (GBP).

Class A Shares are available to all investors. Class I Shares are only available to investors qualifying as Institutional Investors within the meaning of the 2010 Law. Class A and Class I Shares are available in the base currency of the Sub-Fund as well as such other currencies as may be determined by the Directors from time to time.

In order to protect Shareholders of classes not denominated in USD from the impact of currency movements, the relevant currencies may be, at the entire discretion of the Board of Directors, be hedged, in full or in part, actively or passively, back to the USD. The Board of Directors shall have no obligation to hedge. The costs and effects of this hedging will be reflected in the NAV and in the performance of these classes.⁷.

These Classes of Shares may be offered as accumulation (Acc) or distribution (Dist) Shares, in the discretion of the Board of Directors.

7. Offer of Shares

The minimum initial investment and holding for Class A Shares is USD 1,000 (or its equivalent in the currency of the relevant Class) and for I Shares USD 1,000,000 (or its equivalent in the currency of the relevant Class). The minimum subsequent investment for Class A Shares is USD 500 (or its equivalent in the currency of the relevant Class) and USD 250,000 (or its equivalent in the currency of the relevant Class) for I Shares.

Shares will be issued at the current NAV of the relevant Class of Shares on every Valuation Day plus any applicable sales charge of up to 5.26% of the applicable Net Asset Value per Share.

8. Applicable Valuation Day for Subscriptions, Redemptions and Conversions

The Net Asset Value per Share in the Sub-Fund is calculated on every Business Day (each a "Valuation Day").

9. Issue, Conversion and Redemption of Shares

Requests for the issue and conversion of Shares must be received by 12 noon (Luxembourg time) on a Valuation Day in order to be dealt with on that Valuation Day.

Subscription proceeds must be received in full within 3 Business Days following the relevant Valuation Day at the latest.

Requests for the redemption of Shares must be received by 12 noon (Luxembourg time) on the Valuation Day on which the redemption is to be made. Redemption proceeds will generally be paid within 5 Business Days of the relevant Valuation Day.

10. Dividend Policy

In relation to Shares referenced as "Acc" Shares, no distributions will be made and all interests and other income earned by the Sub-Fund will be reflected in the NAV of the Shares. In relation to Shares referenced as "Dist" Shares, it is the intention of the Board of Directors to periodically distribute substantially all the net income earned on investment.

⁷ As from 10 February 2012, this paragraph shall read as follows: Although it does not currently intend to do so, the Board of Directors, in its entire discretion, may seek to reduce currency risk from portfolio holdings denominated in local currency by hedging such risk to USD or the currency of a share class. The Board of Directors may also seek, in its entire discretion, to reduce currency risk of non USD denominated share classes by hedging USD to the currency of a relevant share class. Any such hedging may be, in full or in part, and may be active or passive. Moreover, the Board of Directors shall have no obligation to hedge. The costs and effects of any such hedging will be reflected in the NAV and in the performance of these classes.

11. Fees

The Investment Advisor receives a Management Fee, as shown below, calculated as an annual percentage of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears.

In addition, the Investment Advisor is entitled to an Administration Fee of up to 0.25% per annum of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears. The Investment Advisor shall pay the Administration Fee to the Investment Manager for administrative services provided to the Sub-Fund.

The Total Expense Ratio shall not exceed 2.00% per annum of the NAV of the Sub-Fund calculated on each Valuation Day.

	Class A Shares (USD, Euro, GBP)	Class I Shares (USD, Euro, GBP)
Management Fee	1.25%	0.75%
Administration Fee	Up to 0.25%	Up to 0.25%
Total Expense Ratio	Up to 2.00%	Up to 2.00%

The Investment Manager is entitled to a fee, payable by the Investment Advisor out of the Management Fee as agreed from time to time between the Investment Advisor and the Investment Manager. Custodian, Administrative Agent and other fees will be paid out of the assets of the Fund as described in the Prospectus.

APPENDIX V

Matthews Asia Funds China Small Companies Fund

1. Name of the Sub-Fund

Matthews Asia Funds-China Small Companies Fund (hereinafter referred to as the "Sub-Fund").

2. Investment Objective and Policy

The Sub-Fund's investment objective is to achieve long-term capital appreciation.

Under normal market conditions, the Sub-Fund seeks to achieve its investment objective by investing, directly or indirectly, at least 80% of its total net assets, in equities of small companies located in China. On an ancillary basis, the Sub-Fund may invest in other permitted assets on a worldwide basis.

For the purpose of this Sub-Fund:

a) China includes the People's Republic of China, its administrative and other districts, such as Hong Kong, as well as Taiwan.

b) a company is considered to be "located" in a country if it (i) is organised under the laws of that country; (ii) derives at least 50% of its revenues or profits from goods produced or sold, investments made, services performed, or has at least 50% of its assets located within that country; (iii) has the primary trading markets for its securities in that country; or (iv) is a governmental entity or an agency, instrumentality or political subdivision of that country.

c) a company is considered to be a "small company" based on the size of its revenues, number of employees, net assets, the size and depth of its product line, level of development, and other factors compared to other companies in its industry, sector or region. The Fund will not invest in any company that has a market capitalization (the number of the company's shares outstanding times the market price per share for such shares) higher than the greater of \$3 billion or the market capitalization of the largest company included in the Fund's primary benchmark index, if, at the time of purchase, more than 20% of the Fund's assets are invested in such companies. The primary benchmark index is the MSCI China Small Cap Index. The Fund does not aim to replicate or track the primary benchmark. The Fund may continue to hold a security if its market capitalization increases above these levels after purchase

The Sub-Fund is not currently investing (whether directly or indirectly) in China 'A' shares, but it reserves the right to do so in the future, either directly via a Qualified Foreign Institutional Investor ("QFII") licence awarded to a Matthews group entity, or indirectly via investment in access products. In any event where the Sub-Fund invests directly in China 'A' shares, under normal market conditions, it is expected that the Sub-Fund will not hold more than 15% of its net assets in China 'A' shares. The Sub-Fund may invest not more than 10% of its total assets in China B shares.

3. Sub-Fund's Risk Profile

The investments in equity securities and other assets the Sub-Fund may invest in involve risks linked to stock markets, including volatility risk, as described in section 3 "Risk Considerations" of the main part of this Prospectus. The Sub-Fund's investments are subject to market

fluctuations. No assurance can, therefore, be given that the Sub-Fund's investment objective will be achieved. It cannot be guaranteed either that the value of a Share in the Sub-Fund will not fall below its value at the time of acquisition.

4. Profile of the Typical Investor

The Sub-Fund is suitable for investors who wish to gain exposure to Chinese equity markets. It is suitable for experienced investors wishing to attain defined investment objectives and accepting volatility that is inherent to equity markets with an investment horizon of at least 5 years.

5. Base Currency

The Base Currency of the Sub-Fund is the USD.

6. Classes of Shares

A Class Shares (EUR);
A Class Shares (USD);
A Class Shares (GBP);
I Class Shares (EUR);
I Class Shares (USD); and
I Class Shares (GBP).

Class A Shares are available to all investors and Class I Shares are only available to investors qualifying as Institutional Investors within the meaning of the 2010 Law. Class A and Class I Shares are available in the base currency of the Sub-Fund as well as such other currencies as may be determined by the Directors from time to time.

In order to protect Shareholders of classes not denominated in USD from the impact of currency movements, the relevant currencies may be, at the entire discretion of the Board of Directors, be hedged, in full or in part, actively or passively, back to the USD. The Board of Directors shall have no obligation to hedge. The costs and effects of this hedging will be reflected in the NAV and in the performance of these classes.⁸ These Classes of Shares may be offered as accumulation (Acc) or distribution (Dist) Shares, in the discretion of the Board of Directors.

7. Offer of Shares

The minimum initial investment and holding for Class A Shares is USD 1,000 (or its equivalent in the currency of the relevant Class) and for I Shares USD 1,000,000 (or its equivalent in the currency of the relevant Class). The minimum subsequent investment for Class A Shares is USD 500 (or its equivalent in the currency of the relevant Class) and USD 250,000 (or its equivalent in the currency of the relevant Class) for I Shares.

Shares will be issued at the current NAV of the relevant Class of Shares on every Valuation Day plus any applicable sales charge of up to 5.26% of the applicable Net Asset Value per Share.

8. Applicable Valuation Day for Subscriptions, Redemptions and Conversions

The Net Asset Value per Share in the Sub-Fund is calculated on every Business Day (each a "Valuation Day").

⁸ As from 10 February 2012, this paragraph shall read as follows: Although it does not currently intend to do so, the Board of Directors, in its entire discretion, may seek to reduce currency risk from portfolio holdings denominated in local currency by hedging such risk to USD or the currency of a share class. The Board of Directors may also seek, in its entire discretion, to reduce currency risk of non USD denominated share classes by hedging USD to the currency of a relevant share class. Any such hedging may be, in full or in part, and may be active or passive. Moreover, the Board of Directors shall have no obligation to hedge. The costs and effects of any such hedging will be reflected in the NAV and in the performance of these classes.

9. Issue, Conversion and Redemption of Shares

Requests for the issue and conversion of Shares must be received by 12 noon (Luxembourg time) on a Valuation Day in order to be dealt with on that Valuation Day.

Subscription proceeds must be received in full within 3 Business Days following the relevant Valuation Day at the latest.

Requests for the redemption of Shares must be received by 12 noon (Luxembourg time) on the Valuation Day on which the redemption is to be made. Redemption proceeds will generally be paid within 5 Business Days of the relevant Valuation Day.

10. Dividend Policy

In relation to Shares referenced as "Acc" Shares, no distributions will be made and all interests and other income earned by the Sub-Fund will be reflected in the NAV of the Shares. In relation to Shares referenced as "Dist" Shares, it is the intention of the Board of Directors to periodically distribute substantially all the net income earned on investment.

11. Fees

The Investment Advisor receives a Management Fee—as shown below, calculated as an annual percentage of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears.

In addition, the Investment Advisor is entitled to an Administration Fee of up to 0.25% per annum of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears. The Investment Advisor shall pay the Administration Fee to the Investment Manager for administrative services provided to the Sub-Fund.

The Total Expense Ratio shall not exceed 2.00% per annum of the NAV of the Sub-Fund calculated on each Valuation Day.

	Class A Shares (USD, Euro, GBP)	Class I Shares (USD, Euro, GBP)
Management Fee	1.50%	1.00%
Administration Fee	Up to 0.25%	Up to 0.25%
Total Expense Ratio	Up to 2.25%	Up to 2.00%

The Investment Manager is entitled to a fee, payable by the Investment Advisor out of the Management Fee as agreed from time to time between the Investment Advisor and the Investment Manager. Custodian, Administrative Agent and other fees will be paid out of the assets of the Fund as described in the Prospectus.

APPENDIX VI

Matthews Asia Funds China Dividend Fund⁹

1. Name of the Sub-Fund

Matthews Asia Funds – China Dividend Fund (hereinafter referred to as the "Sub-Fund").

2. Investment Objective and Policy

The Sub-Fund seeks to provide a level of current income that is higher than the yield generally available in Asia Pacific equity markets over the long term.

Under normal market conditions, the Sub-Fund seeks to achieve its investment objective by investing, directly or indirectly, at least 80% of its total net assets, in income-paying publicly traded common stocks, preferred stocks, convertible preferred stocks and other equity-related instruments (including, for example, investment trusts and other financial instruments) of companies located in China and Taiwan. China includes its administrative and other districts, such as Hong Kong. The Sub-Fund may also invest in convertible fixed-income securities. On an ancillary basis, the Sub-Fund may invest in other permitted assets on a worldwide basis.

Because of the Sub-Fund's objective of seeking total return with an emphasis on providing current income (i.e., income and capital appreciation), the Sub-Fund will primarily invest in companies that exhibit attractive dividend yields and the propensity to pay dividends.

A company is considered to be "located" in a country if it (i) is organised under the laws of that country; (ii) derives at least 50% of its revenues or profits from goods produced or sold, investments made, services performed, or has at least 50% of its assets located within that country; (iii) has the primary trading markets for its securities in that country; or (iv) is a governmental entity or an agency, instrumentality or political subdivision of that country.

The Sub-Fund is not currently investing (whether directly or indirectly) in China 'A' shares, but it reserves the right to do so in the future, either directly via a Qualified Foreign Institutional Investor ("QFII") licence awarded to a Matthews group entity, or indirectly via investment in access products. In any event where the Sub-Fund invests directly in China 'A' shares, under normal market conditions, it is expected that the Sub-Fund will not hold more than 15% of its net assets in China 'A' shares. The Sub-Fund may invest not more than 10% of its total assets in China B shares.

3. Sub-Fund's Risk Profile

The investments in equity securities and other assets the Sub-Fund may invest in involve risks linked to stock markets, including volatility risk, as described in section 3 "Risk Considerations" of the main part of this Prospectus. The Sub-Fund's investments are subject to market fluctuations. No assurance can, therefore, be given that the Sub-Fund's investment objective will be achieved. It cannot be guaranteed either that the value of a Share in the Sub-Fund will not fall below its value at the time of acquisition.

⁹ This Fund will be launched at a later date and price to be determined by the Board at its entire discretion.

4. Profile of the Typical Investor

The Sub-Fund is suitable for investors who wish to gain exposure to Chinese equity markets. It is suitable for experienced investors wishing to attain defined investment objectives and accepting volatility that is inherent to equity markets with an investment horizon of at least 5 years.

5. Base Currency

The Base Currency of the Sub-Fund is the USD.

6. Classes of Shares

A Class Shares (EUR);
A Class Shares (USD);
A Class Shares (GBP);
I Class Shares (EUR);
I Class Shares (USD);
I Class Shares (GBP).

Class A Shares are available to all investors. Class I Shares are only available to investors qualifying as Institutional Investors within the meaning of the 2010 Law. Class A and I Shares are available in the base currency of the Sub-Fund as well as such other currencies as may be determined by the Directors from time to time.

In order to protect Shareholders of classes not denominated in USD from the impact of currency movements, the relevant currencies may be, at the entire discretion of the Board of Directors, be hedged, in full or in part, actively or passively, back to the USD. The Board of Directors shall have no obligation to hedge. The costs and effects of this hedging will be reflected in the NAV and in the performance of these classes.¹⁰ These Classes of Shares may be offered as accumulation (Acc) or distribution (Dist) Shares, in the discretion of the Board of Directors.

7. Offer of Shares

The minimum initial investment and holding for Class A Shares is USD 1,000 (or its equivalent in the currency of the relevant Class) and for I Shares USD 1,000,000 (or its equivalent in the currency of the relevant Class). The minimum subsequent investment for Class A Shares is USD 500 (or its equivalent in the currency of the relevant Class) and USD 250,000 (or its equivalent in the currency of the relevant Class) for I Shares.

Shares will be issued at the current NAV of the relevant Class of Shares on every Valuation Day plus any applicable sales charge of up to 5.26% of the applicable Net Asset Value per Share.

8. Applicable Valuation Day for Subscriptions, Redemptions and Conversions

The Net Asset Value per Share in the Sub-Fund is calculated on every Business Day (each a "Valuation Day").

9. Issue, Conversion and Redemption of Shares

Requests for the issue and conversion of Shares must be received by 12 noon (Luxembourg time) on a Valuation Day in order to be dealt with on that Valuation Day.

¹⁰ As from 10 February 2012, this paragraph shall read as follows: Although it does not currently intend to do so, the Board of Directors, in its entire discretion, may seek to reduce currency risk from portfolio holdings denominated in local currency by hedging such risk to USD or the currency of a share class. The Board of Directors may also seek, in its entire discretion, to reduce currency risk of non USD denominated share classes by hedging USD to the currency of a relevant share class. Any such hedging may be, in full or in part, and may be active or passive. Moreover, the Board of Directors shall have no obligation to hedge. The costs and effects of any such hedging will be reflected in the NAV and in the performance of these classes

Subscription proceeds must be received in full within 3 Business Days following the relevant Valuation Day at the latest.

Requests for the redemption of Shares must be received by 12 noon (Luxembourg time) on the Valuation Day on which the redemption is to be made. Redemption proceeds will generally be paid within 5 Business Days of the relevant Valuation Day.

10. Dividend Policy

In relation to Shares referenced as "Acc" Shares, no distributions will be made and all interests and other income earned by the Sub-Fund will be reflected in the NAV of the Shares. In relation to Shares referenced as "Dist" Shares, it is the intention of the Board of Directors to periodically (following the end of the Sub-Fund's first fiscal year, typically quarterly) distribute substantially all the net income earned on investment.

11. Fees

The Investment Advisor receives a Management Fee, as shown below, calculated as an annual percentage of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears.

In addition, the Investment Advisor is entitled to an Administration Fee of up to 0.25% per annum of the NAV of the Sub-Fund calculated (before deduction of accrued Management and Advisory Fees) on each Valuation Day. Such fees and any and all properly incurred expenses are payable out of the assets of the Sub-Fund monthly in arrears. The Investment Advisor shall pay the Administration Fee to the Investment Manager for administrative services provided to the Sub-Fund.

The Total Expense Ratio shall not exceed 2.00% per annum of the NAV of the Sub-Fund calculated on each Valuation Day.

	Class A Shares (USD, Euro, GBP)	Class I Shares (USD, Euro, GBP)
Management Fee	1.25%	0.75%
Administration Fee	Up to 0.25%	Up to 0.25%
Total Expense Ratio	Up to 2.00%	Up to 2.00%

The Investment Manager is entitled to a fee, payable by the Investment Advisor out of the Management Fee as agreed from time to time between the Investment Advisor and the Investment Manager. Custodian, Administrative Agent and other fees will be paid out of the assets of the Fund as described in the Prospectus.