
IMPORTANT:

*This First Addendum is supplemental to and forms part of the Prospectus of the GFI ETF Series and Appendix 1 of the Prospectus, both dated 22 July 2015 (the “**Prospectus**”). Unless otherwise defined herein, words and expressions defined in the Prospectus shall have the same meaning when used in this First Addendum.*

If you are in doubt about the contents of the Prospectus and this First Addendum, you should consult your financial planner, bank manager, solicitor or accountant or other financial adviser.

GFI ETF Series

(a Hong Kong umbrella unit trust authorized under Section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong)

GFI MSCI China A International ETF

(a sub-fund of the GFI ETF Series, a Hong Kong umbrella unit trust authorized under Section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong)

STOCK CODES: 83156 (RMB counter) and 03156 (HKD counter)

First Addendum to the Prospectus

The Prospectus is amended to reflect the following updates:-

1. On P.3 of the Prospectus, under the Chapter of “PARTIES”, “YU Liping” and “LIN Yongsen” are deleted from the list of “Directors of the Manager” while “QIU Wei” is added to the list.
2. On P.13 of the Prospectus, the first paragraph of Section 2.1.1 “Directors of the Manager” is deleted in its entirety and replaced by the following: -
“The directors of the Manager are Mr. LIN Chuanhui, Ms. ZHANG Jinghan, Mr. YI Yangfang, Mr. DING Tom Liang and Mr. QIU Wei.”
3. On P.14 of the Prospectus, under Section 2.1.1 “Directors of the Manager”, the names and biographies of Dr. YU Liping and Mr. LIN Yongsen are deleted in their entirety.
4. On P.15 of the Prospectus, under Section 2.1.1 “Directors of the Manager”, the following is inserted after the biography of Mr. DING Tom Liang, CA as the last paragraph of this section:
“Mr. QIU Wei

Mr. Qiu is currently the General Manager of Global Investment Department at GF Fund

Management. Before joining GF Fund Management in 2008, he worked as Assistant Vice President at JP Morgan Chase in New York. He was awarded Master and PhD degrees in Statistics by Yale University in 2004 and 2007 respectively.”

The Manager accepts full responsibility for the accuracy of the information contained in this First Addendum as at the date of publication, and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement misleading.

The Prospectus may only be distributed if accompanied by this First Addendum.

GF International Investment Management Limited
June 2016

Important - If you are in doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant and other financial adviser for independent financial advice.

C19(a)

C19(b)

GFI ETF Series

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*(a Hong Kong umbrella unit trust authorized under
Section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong)*

8.6(m)

PROSPECTUS

MANAGER

GF International Investment Management Limited

22 July 2015

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The Stock Exchange of Hong Kong Limited ("**SEHK**"), Hong Kong Exchanges and Clearing Limited ("**HKEx**"), Hong Kong Securities Clearing Company Limited ("**HKSCC**") and the Hong Kong Securities and Futures Commission ("**Commission**") take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus. GFI ETF Series ("**Trust**") and its sub-funds set out in Part 2 of this Prospectus (collectively referred to as the "**Sub-Funds**") have been authorised by the Commission pursuant to section 104 of the Securities and Futures Ordinance. Each of the Sub-Funds is a fund falling within Chapter 8.6 and Appendix I of the Code on Unit Trusts and Mutual Funds ("**Code**"). Authorisation by the Commission is not a recommendation or endorsement of the Trust or any of the Sub-Funds nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the Trust or the Sub-Funds are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors.

OP 1.10

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PARTIES

Manager, RQFII Holder*

GF International Investment Management Limited
Unit 3503-3505, Two International Finance Centre
8 Finance Street
Central
Hong Kong

C3(a)

Trustee and Registrar

HSBC Institutional Trust Services (Asia) Limited
1 Queen's Road Central
Hong Kong

C3(b)

C3(g)

Adviser^

GF Fund Management Co. Limited
31st – 33rd Floor, South Tower,
Poly International Plaza,
No. 1 East Pazhou Road, Haizhu District,
Guangzhou, China 510308

Custodian*

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

PRC Custodian*

HSBC Bank (China) Company Limited
33th Floor, HSBC Building,
Shanghai ifc, 8 Century Avenue,
Pudong, Shanghai, China 200120

Service Agent or Conversion Agent

HK Conversion Agency Services Limited
1st Floor, One & Two Exchange Square
8 Connaught Place
Central
Hong Kong

Listing Agent

GF Capital (Hong Kong) Limited
29-30/F Li Po Chun Chambers,
189 Des Voeux Road Central,
Hong Kong

* In respect of the GFI MSCI China A International ETF

^ In respect of the GFI MSCI China A International ETF

Legal Adviser to the Manager

Deacons
5th Floor, Alexandra House
18 Chater Road
Central
Hong Kong

Auditors

PricewaterhouseCoopers
22/F, Prince's Building
Central
Hong Kong

C3(f)

Directors of the Manager

LIN Chuanhui
ZHANG Jinghan
YU Liping
YI Yangfang
LIN Yongsen
DING Tom Liang

PRELIMINARY

This Prospectus has been prepared in connection with the offer in Hong Kong of Units in the Trust and its Sub-Funds. The Trust is an umbrella unit trust established under Hong Kong law by a trust deed dated 23 June 2015, between GF International Investment Management Limited (the “**Manager**”) and HSBC Institutional Trust Services (Asia) Limited (the “**Trustee**”), as amended and supplemented from time to time.

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The Manager accepts full responsibility for the accuracy of the information contained in this Prospectus and confirm, having made all reasonable enquiries, that to the best of its knowledge and belief, there are no other facts the omission of which would make any statement misleading. The Manager also confirms that this Prospectus includes particulars given in compliance with the Rules Governing the Listing of Securities on the SEHK and the Code and the “Overarching Principles” of the Commission Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products for the purposes of giving information with regard to the Units of the Trust and the Sub-Funds. The Prospectus contains the information necessary for investors to be able to make an informed judgment of the investment and meets the disclosure requirements under the Code. Before making any investment decisions, investors should consider their own specific circumstances, including without limitation, their own risk tolerance level, financial circumstances, investment objectives. If in doubt, investors should consult their financial adviser, consult their tax advisers and take legal advice as appropriate as to whether any governmental or other consents are required, or other formalities need to be observed, to enable them to acquire Units and as to whether any taxation effects, foreign exchange restrictions or exchange control requirements are applicable and to determine whether any investment in any of the Sub-Funds, is appropriate.

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Applications may be made to list Units in a Sub-Fund constituted under the Trust on the SEHK. Subject to compliance with the admission requirements of HKSCC and the granting of listing of, and permission to deal in, the Units in such Sub-Fund on the SEHK, the Units in such Sub-Fund will be accepted as eligible securities by HKSCC for deposit, clearing and settlement in CCASS with effect from the date of commencement of dealings in the Units in such Sub-Fund on the SEHK or such other date as may be determined by HKSCC. For further details on listing or application for listing of a Sub-Fund on the SEHK and admission of Units of such Sub-Fund as eligible securities by HKSCC, please refer to Part 2 of this Prospectus. Settlement of transactions between participants of SEHK is required to take place in CCASS on the second CCASS Settlement Day (as defined in the “**Definitions**” section) after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No action has been taken to permit an offering of Units or the distribution of this Prospectus in any jurisdiction other than Hong Kong where action would be required for such purposes. Accordingly, this Prospectus may not be used for the purpose of an offer or solicitation in any jurisdiction or in any circumstances in which such offer or solicitation is not authorized. Distribution of this Prospectus shall not be permitted unless it is accompanied by a copy of the latest Product Key Facts Statement of each of the Sub-Funds, the latest annual report and accounts of the Trust (if any) and, if later, its most recent interim report.

The Trust is not registered as an investment company with the United States Securities and Exchange Commission. Units have not been, and will not be, registered under the United States Securities Act of 1933 or any other United States Federal or State law and accordingly Units are not offered to, and may not be transferred to or acquired by, US persons (including without limitation US citizens and residents as well as business entities organized under United States’ law).

The Manager shall have the power to impose such restrictions as the Manager may think necessary for the purpose of ensuring that no Units in any Sub-Fund are acquired or held by an Unqualified Person (as defined in the “**Definitions**” section).

Potential applicants for Units in any of the Sub-Funds should inform themselves as to (a) the possible tax consequences, (b) the legal requirements and (c) any foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their incorporation, citizenship, residence or domicile and which might be relevant to the subscription, holding or disposal of Units in such Sub-Fund.

Investors should note that any amendment or addendum to this Prospectus will only be posted on the Manager's website (<http://www.gffunds.com.hk>)¹.

Investment involves risk and investors should note that losses may be sustained on their investment. There is no assurance that the investment objective of any of the Sub-Funds of the Trust will be achieved. In particular, investors should consider the general risk factors set out in section "**4. General Risk Factors**" of Part 1 of this Prospectus and any specific risk factors relating to a Sub-Fund as set out in Part 2 of this Prospectus, before investing in any of the Sub-Funds.

¹ The contents of this website and any other websites referred to in this Prospectus have not been reviewed by the Commission.

DEFINITIONS

In this Prospectus, unless the context requires otherwise, the following expressions have the meanings set out below.

“**Application**” means, in respect of a Sub-Fund, a Creation Application or a Redemption Application.

“**Application Basket Value**” means the aggregate value of the Index Securities and/or Non-Index Securities comprising a Basket as fixed by the Manager on the relevant Valuation Day for the purpose of the creation and redemption of Units in an Application Unit size.

“**Application Cancellation Fee**” means the fee payable by a Participating Dealer in respect of cancellation of an Application as set out in the Trust Deed, the rate of which is set out in Part 2 of this Prospectus.

“**Application Unit**” means, in respect of a Sub-Fund, such number of Units of a class or whole multiples thereof as specified in Part 2 of this Prospectus or such other multiple of Units of a class from time to time determined by the Manager, in consultation with the Trustee, and notified to Participating Dealers, either generally or for a particular class or classes of Units.

“**Auditors**” means the auditor or auditors of the Sub-Funds and the Trust from time to time appointed by the Manager with the prior approval of the Trustee pursuant to the provisions of the Trust Deed.

“**Base Currency**” means the currency of account of a Sub-Fund as specified in Part 2 of this Prospectus.

“**Base Security**” means a security which is linked to or otherwise tracks the performance of (i) one or more constituent securities of the relevant Underlying Index and/or (ii) such other security or securities as may be designated by the Manager.

“**Basket**” means, for the purpose of the creation and redemption of Units in an Application Unit size, a portfolio of Index Securities and/or Non-Index Securities, which seeks to benchmark the Underlying Index by replication strategy provided that such portfolio shall comprise only whole numbers of Index Securities and/or Non-Index Securities and no fraction or, if the Manager determines, shall comprise only round lots and not odd lots.

“**Business Day**” means, unless the Manager and the Trustee otherwise agree, a day on which (a) (i) the SEHK is open for normal trading; and (ii) the relevant securities market on which the relevant Index Securities and/or Non-Index Securities are traded is open for normal trading; or (iii) if there are more than one such securities markets, the securities market designated by the Manager is open for normal trading, and (b) the Underlying Index is compiled and published, or such other day or days as the Manager and the Trustee may agree from time to time provided that if on any such day, the period during which the relevant securities market is open for normal trading is reduced as a result of a Number 8 Typhoon Signal, Black Rainstorm warning or other similar event, such day shall not be a Business Day unless the Manager and the Trustee otherwise agree.

“**Cancellation Compensation**” means an amount payable by a Participating Dealer in respect of cancellation of an Application pursuant to the Trust Deed.

“**Cash Component**” means the aggregate Net Asset Value of the Units comprising the Application Unit(s) less the relevant Application Basket Value.

“**CCASS**” means the Central Clearing and Settlement System established and operated by HKSCC or any successor system operated by HKSCC or its successors.

“**CCASS Operational Procedures**” means the CCASS Operational Procedures as amended from time to time.

“CCASS Settlement Day” means the term “Settlement Day” as defined in the General Rules of CCASS.

“China”, “mainland China” or the “PRC” means the People’s Republic of China excluding Hong Kong, Macau and Taiwan for purpose of this document.

“China A-Shares” means shares issued by companies listed on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, traded in Renminbi and available for investment by domestic (Chinese) investors, RQFII Holders and QFII.

“China B-Shares” means shares issued by companies listed on the Shanghai Stock Exchange or the Shenzhen Stock Exchange, traded in foreign currencies and available for investment by domestic (Chinese) investors and foreign investors.

“Code” means the Overarching Principles Section and Section II - Code on Unit Trusts and Mutual Funds of the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products or any handbook, guideline and code issued by the Commission, as may be amended from time to time.

“Commission” means the Securities and Futures Commission of Hong Kong or its successors.

“Connected Person” in relation to a company, means:

- (a) any person or company beneficially owning, directly or indirectly, twenty per cent (20%) or more of the ordinary share capital of that company or able to exercise, directly or indirectly, twenty per cent (20%) or more of the total votes in that company;
- (b) any person or company controlled by a person who or which meets one or both of the descriptions given in (a) above;
- (c) any member of the group of which that company forms part; or
- (d) any director or other officer of that company or of any of its Connected Persons as defined in (a), (b) or (c) above.

“Conversion Agent” means HK Conversion Agency Services Limited or such other person as may from time to time be appointed to act as conversion agent in relation to a Sub-Fund.

“Conversion Agency Agreement” means each agreement entered amongst the Trustee, the Manager, the Registrar, the Participating Dealer, the Conversion Agent and HKSCC by which the Conversion Agent agrees with the Manager and the Trustee to provide its services.

“Creation Application” means an application by a Participating Dealer for the creation of Units of a Sub-Fund in Application Unit size (or whole multiples thereof) in accordance with the relevant procedures set out in the Trust Deed, and the relevant Participation Agreement.

“CSRC” means China Securities Regulatory Commission.

“Custodian” means such person or person(s) who for the time being appointed to act as custodian of a Sub-Fund, as specified in Part 2 of this Prospectus.

“Dealing Day” means, in respect of a Sub-Fund, each Business Day during the continuance of such Sub-Fund or such other day or days as the Manager may from time to time, in consultation with the Trustee, determine either generally or in respect of a particular class or classes of Units.

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“Dealing Deadline” in relation to any Dealing Day, shall be such time or times as the Manager may from time to time in consultation with the Trustee determine generally or in relation to a particular class or classes of Units or any particular jurisdiction in which Units may from time to time be sold or any particular place for submission of Application(s) by a Participating Dealer, as set out in Part 2 of this Prospectus.

“Deposited Property” means, in respect of each Sub-Fund, all the assets (including cash) received or receivable by the Trustee for the time being held or deemed to be held upon the trusts of the Trust Deed for the account of the relevant Sub-Fund excluding (i) the Income Property and (ii) any amount for the time being standing to the credit of the Distribution Account (as defined in the Trust Deed).

“Dual Counter” means the facility by which the Units of a Sub-Fund traded in RMB and traded in HKD are each assigned separate stock codes on the SEHK and are accepted for deposit, clearing and settlement in CCASS in more than one eligible currency (RMB or HKD) as described in Part 2 of this Prospectus.

“Duties and Charges” means, in relation to any particular transaction or dealing, all stamp and other duties, taxes, government charges, brokerage, bank charges, transfer fees, registration fees, transaction levies, all fees, duties and charges as set out in the Operating Guidelines and other duties and charges whether in connection with the constitution of the Deposited Property or the increase or decrease of the Deposited Property or the creation, issue, transfer, cancellation or redemption of Units or the acquisition or disposal of Securities or otherwise which may have become or may be payable in respect of, and whether prior to, upon or after the occasion of, such transaction or dealing and including but not limited to, in relation to an issue of Units or redemption of Units, a charge (if any) of such amount or at such rate as is determined by the Manager or the Trustee to be made for the purpose of compensating or reimbursing the Trust for the difference between (a) the prices used when valuing the Securities of the Trust for the purpose of such issue or redemption of Units and (b) (in the case of an issue of Units) the prices which would be used when acquiring the same Securities if they were acquired by the Trust with the amount of cash received by the Trust upon such issue of Units and (in the case of a redemption of Units) the prices which would be used when selling the same Securities if they were sold by the Trust in order to realise the amount of cash required to be paid out of the Trust upon such redemption of Units.

“Extension Fee” means any fee payable by a Participating Dealer to the Trustee for its account and benefit on each occasion the Manager grants the request of such Participating Dealer for extended settlement in respect of an Application, as set out in the Operating Guidelines and Part 2 of this Prospectus.

“HKSCC” means the Hong Kong Securities Clearing Company Limited or its successors.

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“Hong Kong dollar” or **“HK\$”** or **“HKD”** means the lawful currency for the time being and from time to time of Hong Kong.

“H-Shares” means shares issued by companies incorporated in the PRC and listed on the SEHK and traded in Hong Kong dollars.

“Income Property” means, in respect of each Sub-Fund, (a) all interest, dividends and other sums deemed by the Manager (after consulting the Auditors either on a general or case by case basis), to be in the nature of income (including taxation repayments, if any) received or receivable by the Trustee in respect of the Deposited Property of the relevant Sub-Fund (whether in cash or, without limitation, by warrant, cheque, money, credit or otherwise or the proceeds of sale of any Income Property received in a form other than cash); (b) all Cash Component payments received or receivable by the Trustee for the account of the relevant Sub-Fund; and (c) all Cancellation Compensation received or receivable by the Trustee for the account of the relevant Sub-Fund; (d) all interest and other sums received or receivable by the Trustee in respect of (a), (b) or (c) of this definition, but excluding (i) the Deposited Property of the relevant Sub-Fund; (ii) any amount for the time being standing to the credit of the Distribution Account (as defined in the Trust Deed) for the account of the relevant Sub-Fund or previously distributed to Unitholders; (iii) gains for the account of the relevant Sub-Fund arising from the realisation of Securities; and (iv) any sums applied towards payment of the fees, costs and expenses payable by the Trust from the Income Property of the relevant Sub-Fund.

“Index Provider” means, in respect of each Sub-Fund, the person responsible for compiling the Underlying Index against which the relevant Sub-Fund benchmarks its investments and who holds the right to licence the use of such Underlying Index to the relevant Sub-Fund.

“Index Securities” means (i) the constituent Securities of the relevant Underlying Index; (ii) such other Securities the Index Provider has publicly announced shall form part of the Underlying Index in the future but are currently not constituent Securities of the relevant Underlying Index.

“Initial Issue Date” means, in respect of a Sub-Fund, the date of the first issue of Units relating to the Sub-Fund as set out in Part 2 of this Prospectus.

“Initial Offer Period” means, in respect of a class of Units, such period as may be determined by the Manager for the purpose of making an initial offer of Units of such class as set out in Part 2 of this Prospectus.

“Insolvency Event” occurs in relation to a person where (i) an order has been made or an effective resolution passed for the liquidation or bankruptcy of the person; (ii) a receiver or similar officer has been appointed in respect of the person or of any of the person’s assets or the person becomes subject to an administration order, (iii) the person enters into an arrangement with one or more of its creditors or is deemed to be unable to pay its debts, (iv) the person ceases or threatens to cease to carry on its business or substantially the whole of its business or makes or threatens to make any material alteration to the nature of its business, or (v) the Manager in good faith believes that any of the above is likely to occur.

“Issue Price” means, in respect of each Sub-Fund, the issue price per Unit of a particular class during the Initial Offer Period as determined by the Manager in respect of such class of Units and thereafter the issue price per Unit calculated pursuant to the Trust Deed at which Units are from time to time issued or to be issued, each as set out in Part 2 of this Prospectus.

“Listing Agent” means, in respect of a Sub-Fund, such entity appointed by the Manager as the listing agent for such Sub-Fund.

“Listing Date” means the date on which Units are listed on the SEHK.

“Manager” means GF International Investment Management Limited or any other person (or persons) who for the time being is duly appointed as manager (or managers) of the Trust and accepted by the Commission as qualified to act as such for the purposes of the Code.

“Net Asset Value” or **“NAV”** means the net asset value of a Sub-Fund or, as the context may require, of a Unit calculated pursuant to the Trust Deed.

“Non-Index Securities” means any securities, other than Index Securities, as may be designated by the Manager and any Base Securities linked to or otherwise used to track the performance of one or more such securities;

“Operating Guidelines” means, in respect of a Sub-Fund, the operating guidelines governing the Participating Dealers, including without limitation, the procedures for creation and redemption of Units of such Sub-Fund, as amended from time to time by the Manager with the approval of the Trustee, and where applicable, with the approval of HKSCC and the Conversion Agent, and in accordance with the terms of the relevant Participation Agreement.

“Participating Dealer” means, in respect of each Sub-Fund, a broker or dealer (licensed for Type 1 regulated activity under the Securities and Futures Ordinance) which has entered into a Participation Agreement.

“Participation Agreement” means an agreement entered into between the Trustee, the Manager and where applicable, HKSCC and the Conversion Agent, and a Participating Dealer, setting out, amongst other things, the arrangements in respect of Applications by such Participating Dealer, as may be amended from time to time. References to the Participation Agreement shall, where appropriate, mean the Participation Agreement, read together with the Operating Guidelines.

“Primary Market Investor” means an investor who makes a request to a Participating Dealer or to a stockbroker who has opened an account with a Participating Dealer to effect an Application on his behalf.

“QFII” means a qualified foreign institutional investor approved pursuant to the relevant PRC laws and regulations, as may be promulgated and/or amended from time to time.

“Redemption Application” means, in respect of a Sub-Fund, an application by a Participating Dealer for the redemption of Units in Application Unit size (or whole multiples thereof) in accordance with the relevant procedures set out in the Trust Deed and the relevant Participation Agreement.

“Redemption Price” means, in respect of a Unit of each Sub-Fund, the redemption price per Unit of a particular class calculated in accordance with the Trust Deed at which Units are from time to time redeemed, as set out in Part 2 of this Prospectus.

“Register” means, in respect of each Sub-Fund, the register of Unitholders of that Sub-Fund to be kept pursuant to the Trust Deed.

“Registrar” means, such person as may from time to time be appointed by the Trustee and acceptable to the Manager, to maintain the Register and in default of such appointment shall mean the Trustee.

“RMB” or “Renminbi” means renminbi, the currency of the PRC.

“RQFII” or “RQFII Holder” means a Renminbi qualified foreign institutional investor approved pursuant to the relevant PRC laws and regulations, as may be promulgated and/or amended from time to time.

“SAFE” means the State Administration of Foreign Exchange of the PRC.

“Securities” has the meaning given to such term in Section 1 of Part I of Schedule 1 of the Securities and Futures Ordinance.

“SEHK” means The Stock Exchange of Hong Kong Limited or its successors.

“Secondary Market Investor” means an investor who purchases and sells Units in the secondary market on the SEHK.

“Securities and Futures Ordinance” means the Securities and Futures Ordinance (Cap. 571) of Hong Kong.

“Service Agent” means HK Conversion Agency Services Limited or such other person as may from time to time be appointed to act as service agent in relation to a Sub-Fund.

“Service Agreement” means the service agreement entered into among the Manager, the Trustee, the Service Agent, HKSCC, the Registrar and the relevant Participating Dealer by which the Service Agent agrees with the Manager and the Trustee to provide its services.

“Settlement Day” means the Business Day which is two Business Days after the relevant Dealing Day (or such other Business Day after the relevant Dealing Day as permitted pursuant to the Operating Guidelines) or such other number of Business Days after the relevant Dealing Day as the Manager, in consultation with the Trustee, may from time to time determine and notify to the Participating Dealers, either generally or for a particular class or classes of Units.

“Sub-Fund” means a separate trust fund with a segregated pool of assets and liabilities established under the Trust, specific details of which are set out in Part 2 of this Prospectus.

“Transaction Fee” means the fee which may at the discretion of the Trustee be charged for the account and benefit of the Trustee to each Participating Dealer under the Trust Deed, the maximum

level of which shall be determined by the Trustee with the consent of the Manager from time to time and set out in Part 2 of this Prospectus.

“Trust” means the unit trust constituted by the Trust Deed and to be called GFI ETF Series or such other name as the Trustee and the Manager may from time to time determine.

“Trust Deed” means the trust deed dated 23 June 2015 between the Manager and the Trustee, as amended, modified or supplemented from time to time.

“Trustee” means HSBC Institutional Trust Services (Asia) Limited or such other person (or persons) who for the time being is duly appointed to be trustee (or trustees) of the Trust.

“Underlying Index” means the index against which the relevant Sub-Fund is benchmarked.

“Unit” means such number of undivided shares or such fraction of an undivided share of a Sub-Fund to which a Unit relates as is represented by a Unit of the relevant class and, except where used in relation to a particular class of Unit, a reference to Units means and includes Units of all classes.

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“Unitholder” means the person for the time being entered on the Register as the holder of a Unit or Units including, where the context so admits, persons jointly so registered.

“US” means the United States of America.

“US dollar” or **“US\$”** means the lawful currency for the time being and from time to time of the United States of America.

“Unqualified Person” means:

- (a) a person who by virtue of any law or requirement of any country or governmental authority is not qualified to hold a Unit or who would be in breach of any such law or regulation in acquiring or holding a Unit or if, in the opinion of the Manager, the holding of a Unit by such person might result in the Trust incurring any liability to taxation or suffering a pecuniary disadvantage which the Trust might not otherwise have incurred or suffered, or might result in the Trust, the Manager or the Trustee or any of their Connected Persons being exposed to any liability, penalty or regulatory action; or
- (b) any person if the holding of a Unit by such person might, due to any circumstances whether directly affecting such person and whether relating to such person alone or to any other person in conjunction therewith (whether such persons are connected or not), in the opinion of the Manager, result in the Trust incurring any liability to taxation or suffering a pecuniary disadvantage which the Trust might not otherwise have incurred or suffered, or in the Trust, the Manager or the Trustee or any of their Connected Persons being exposed to any liability, penalty or regulatory action.

“Valuation Day” means each Business Day on which the Net Asset Value of a Sub-Fund and/or the Net Asset Value of a Unit falls to be calculated and in relation to each Dealing Day of any class or classes of Units means either such Dealing Day or such Business Day as the Manager may from time to time determine in its absolute discretion (in consultation with the Trustee). At least one calendar month's prior notice shall be given to the Unitholders of the relevant class or classes of Units before any change in the Manager's determination on the Valuation Day shall become effective.

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“Valuation Point” means, in respect of a Sub-Fund, the official closing of trading on: (i) the securities market on which the Index Securities and/or Non-Index Securities are listed; or (ii) the commodities market on which any commodities held by a Sub-Fund (if any) are traded, on each Valuation Day, and in case there are more than one such securities or commodities markets, the official close of trading on the last relevant securities or commodities market to close, or such other time or times as determined by the Manager, in consultation with the Trustee, from time to time provided that there shall always be a Valuation Point on each Valuation Day other than where there is a suspension of determination of the Net Asset Value of the relevant Sub-Fund pursuant to the provisions of the Trust Deed.

PART 1

GENERAL INFORMATION RELATING TO THE TRUST

PART 1 - GENERAL INFORMATION RELATING TO THE TRUST

Part 1 of this Prospectus contains general information about the Trust and its Sub-Funds, while Part 2 of this Prospectus sets out additional details specific to a Sub-Fund (such as additional terms, conditions and restrictions applicable to the relevant Sub-Fund). Investors should read both Parts of the Prospectus before investing in any of the Sub-Fund. In case of any inconsistency between Part 1 and Part 2, the information in Part 2 shall prevail.

1. THE TRUST

The Trust is an umbrella unit trust constituted by way of a trust deed dated 23 June 2015, between GF International Investment Management Limited as Manager and HSBC Institutional Trust Services (Asia) Limited as Trustee (as amended and supplemented from time to time). The terms of the Trust Deed are governed by the laws of Hong Kong.

Specific details of a Sub-Fund of the Trust are set out in Part 2 of this Prospectus. Each of the Sub-Funds is a fund falling within Chapter 8.6 and Appendix I of the Code.

The Manager may create further Sub-Funds in the future. Where indicated in the relevant Appendix in Part 2 of this Prospectus, Units in a Sub-Fund may be available for trading on the SEHK using a Dual Counter.

Multiple classes of Units may be issued in respect of each Sub-Fund and the Manager may create additional classes of Units for any Sub-Fund in its sole discretion in the future. All assets and liabilities attributable to each Sub-Fund shall be segregated from the assets and liabilities of any other Sub-Funds, and shall not be used for the purpose of, or borne by the assets of, any other Sub-Fund (as the case may be).

2. KEY OPERATORS AND SERVICE PROVIDERS

2.1 Manager

The Manager of the Trust and its Sub-Funds is GF International Investment Management Limited.

The Manager, which has a paid-up capital of HKD 300 million as of 31 December 2014, is a wholly owned subsidiary of GF Fund Management Co., Ltd. ("**GF Fund Management**"). Established in 2003, GF Fund Management has a registered capital of RMB120 million as of 31 December 2013, and is one of the largest independent management institutions in the PRC. As of 30 June 2014, the asset under management of GF Fund Management was over RMB150 billion. In terms of the asset of public funds under management in the PRC, GF Fund Management was ranked seventh in the domestic market. GF Fund Management's total assets under management has ranked in the top ten in the PRC since 2006.

The Manager is licensed to carry on Types 1 (Dealing in Securities), 4 (Advising on Securities) and 9 (Asset Management) regulated activities under Part V of the Securities and Futures Ordinance.

The Manager undertakes the management of the assets of the Trust. The Manager may appoint investment adviser(s) to provide investment advice to the Manager in relation to any Sub-Fund. Details of investment advisers appointed in relation to a Sub-Fund (if any) and their remuneration will be stated in Part 2 of this Prospectus.

2.1.1 Directors of the Manager

The directors of the Manager are Mr. LIN Chuanhui, Ms. ZHANG Jinghan, Dr. YU Liping, Mr. YI Yangfang, Mr. LIN Yongsen and Mr. DING Tom Liang.

Mr. LIN Chuanhui

Mr. Lin is the Chairman of the Board of the Manager and is also the General Manager of GF Fund Management. He held various senior positions in GF Securities Co. Ltd. (“**GF Securities**”), the single largest shareholder of GF Fund Management, including General Manager of Investment Banking in Beijing Region, Deputy General Manager of Investment Banking and Deputy General Manager of Investment Banking in Shanghai Region, and the Executive Vice General Manager of Investment Banking. Mr. Lin graduated from Jilin University, China in 1985 with a Bachelor degree majoring in Economics.

Ms. ZHANG Jinghan

Ms. Zhang is currently the Vice Chairperson of the Board of the Manager. She served in the CSRC for more than 16 years before joining the Manager in January 2015. She held various senior positions in the CSRC, including Director of the Private Equity Supervision Division, Vice Director and Director of the Fund Supervision Division. Ms. Zhang was awarded a Master degree in Management by the Accounting Faculty of Renmin University of China in 2001 and later graduated from Sciences Po in France with a Master’s degree in Public Administration.

Dr. YU Liping

Dr. Yu is currently the Chairwoman of the Supervisory Committee of GF Fund Management. She acted as the General Manager of the Sales Department in Chengdu Region and Deputy General Manager of Investment Funds of GF Securities. Before joining GF Securities, Dr. Yu was the Deputy General Manager and Chairwoman of the Board of Harvest Fund Management Co. Ltd. She was awarded a PhD degree in Economics by Renmin University of China in 1989.

Mr. YI Yangfang

Mr. Yi is currently the Executive Director cum Portfolio Manager of the Manager and the Deputy General Manager cum Chief Investment Officer of GF Fund Management. He is also the fund manager of GF JuFeng Stock Fund. He was a committee member of the Securities Offering Supervision Committee of the CSRC. Mr. Yi also acted as an Assistant Manager in the Proprietary Trading Department of GF Securities. He was awarded a Master degree in Economics by Shanghai University of Finance and Economics, China in 1997.

Mr. LIN Yongsen, CFA

Mr. Lin has over 20 years of experience in the financial industry in Mainland China and Hong Kong. He joined E Fund Management Company Limited (“**E Fund**”) in 2005 after working at GF Securities as deputy head of International Business Department and Proprietary Investment Department from 1993 to 2005. Nathan led E Fund’s expansion to Hong Kong in 2008 and grew E Fund Management (Hong Kong) Company Limited’s assets under management to US\$2 billion within four years. He joined the Manager in March 2013 as General Manager. Nathan graduated from Jinan University with a Master’s degree in economics and is a Chartered Financial Analyst charter-holder. He was a visiting scholar at the University of Southern California (March - August 1999).

Mr. DING Tom Liang, CA

Mr. Ding has over 10 years of experience in the field of portfolio management and investment research covering different markets, sectors and instruments over the globe. He started his career in New Zealand. He subsequently developed his career in China and in Hong Kong, and worked in Yinhua Fund Management Co. Ltd. and BOCOM International Asset Management Limited respectively. Mr. Ding joined the Manager in September 2011 and is currently the Chief Investment Officer of the Manager.

Mr. Ding graduated from University of Science and Technology in Beijing, China in 1995 with a Bachelor degree majoring in Scientific English Language. Subsequently in 2001 he was awarded by University of Sydney, Australia a Master of Commerce degree majoring in Finance and Accounting. Mr. Ding is a Chartered Accountant of New Zealand Institute of

Chartered Accountants.

2.2 Listing Agent

The details of the Listing Agent appointed in respect of a Sub-Fund are set out in Part 2 of this Prospectus.

2.3 Trustee and Registrar

The Trustee of the Trust and the Sub-Funds is HSBC Institutional Trust Services (Asia) Limited.

The Trustee is a registered trust company under the Trustee Ordinance, Chapter 29 of the Laws of Hong Kong and approved by the Mandatory Provident Fund Schemes Authority as trustee of registered MPF schemes under the Mandatory Provident Fund Schemes Ordinance. HSBC Institutional Trust Services (Asia) Limited is an indirect wholly-owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales.

The Trustee will also act as the Registrar of the Trust and each Sub-Fund.

Under the Trust Deed, the Trustee is responsible for the safekeeping of the assets of the Trust, subject to the provisions of the Trust Deed.

The Trustee may from time to time appoint such person or persons as it thinks fit (including, without limitation, any of its Connected Persons) to hold as custodian, co-custodian, nominee or agent, all or any of the investments, assets or other property comprised in any of the Sub-Funds and may empower any such custodian, co-custodian, nominee or agent to appoint, with the prior consent in writing of the Trustee, sub-custodians (each such custodian, nominee, agent, co-custodian and sub-custodian a “**Correspondent**”) provided that no such Correspondent shall be appointed in respect of a market or markets which the Trustee has determined by notice to the Manager to be emerging markets (which shall not include Hong Kong or the PRC). The Trustee is required to (a) exercise reasonable care and diligence in the selection, appointment and on-going monitoring of such Correspondents and (b) be satisfied that such Correspondents retained remain suitably qualified and competent to provide the relevant custodial services to the Sub-Fund(s). The Trustee shall be responsible for the acts and omissions of any Correspondent which is a Connected Person of the Trustee as if the same were the acts or omissions of the Trustee but provided that the Trustee has discharged its obligations set out in (a) and (b) of this paragraph, the Trustee shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of any Correspondent which is not a Connected Person of the Trustee. For the purpose of the foregoing, “**Correspondent**” shall include the Custodian and the PRC Custodian. The PRC Custodian is HSBC Bank (China) Company Limited. As of the date of this Prospectus, the PRC Custodian is a Connected Person of the Trustee.

The Trustee shall not be liable for: (A) any act, omission, insolvency, liquidation or bankruptcy of Euro-clear Clearing System Limited or Clearstream Banking S.A. or any other recognised or central depositories or clearing system which may from time to time be approved by the Trustee and the Manager; or (B) the custody or control of any investments, assets or other property which is under the custody or held by or on behalf of a lender in respect of any borrowing made by the Trustee for the purposes of the Trust or any Sub-Fund.

Subject as provided in the Trust Deed, the Trustee is entitled to be indemnified from the assets of the Trust and/or the relevant Sub-Fund from and against any and all actions, proceedings, liabilities, costs, claims, damages, expenses, including all reasonable legal, professional and other similar expenses which may be incurred by or asserted against the Trustee in performing its obligations or duties in connection with the Trust and/or the relevant Sub-Fund. Notwithstanding the aforesaid, the Trustee can neither be exempted from any liability to holders imposed under Hong Kong law or breaches of trust through fraud or negligence nor may it be indemnified against such liability by holders or at holders' expense. Subject to the applicable law and the provisions of the Trust Deed, the Trustee shall not, in the

absence of breach of trust through fraud or negligence on the part of the Trustee, be liable for any losses, costs or damage to the Trust, any Sub-Fund or any Unitholder.

The Trustee in no way acts as guarantor or offeror of the Units or any underlying investment. The Trustee has no responsibility or authority to make investment decisions, or render investment advice with respect to the Trust or any Sub-Fund, which is the sole responsibility of the Manager.

The Trustee will not participate in transactions or activities, or make any payments denominated in US dollars, which, if carried out by a US person, would be subject to sanctions by The Office of Foreign Assets Control of the US Department of the Treasury. The OFAC administers and enforces economic sanction programs primarily against countries and groups of individuals, such as terrorists and narcotics traffickers by using the blocking of assets and trade restrictions to accomplish foreign policy and national security goals. In enforcing economic sanctions, OFAC acts to prevent "prohibited transactions," which are described by OFAC as trade or financial transactions and other dealings in which US persons may not engage unless authorised by OFAC or expressly exempted by statute. OFAC has the authority to grant exemptions to prohibitions on such transactions, either by issuing a general license for certain categories of transactions, or by specific licenses issued on a case-by-case basis. HSBC Group has adopted a policy of compliance with the sanctions issued by OFAC. As part of its policy, the Trustee may request for additional information if deemed necessary.

The appointment of the Trustee may be terminated in the circumstances set out in the Trust Deed.

The Trustee will be entitled to the fees described in the section headed "**12. Fees and Charges**" under the heading "**12.2 Trustee's and Registrar's Fee**" below and to be reimbursed for all costs and expenses in accordance with the provisions of the Trust Deed.

The Manager has the sole responsibility for making investment decisions in relation to the Trust and/or each Sub-Fund and the Trustee (including its delegates) are not responsible for and have no liability for any investment decision made by the Manager. Except as expressly stated in this Prospectus, the Trust Deed and/or required by the Code, neither the Trustee nor any of its employees, service providers or agents are or will be directly or indirectly involved in the business affairs, organisation, sponsorship or investment management of the Trust or any Sub-Fund. Also, none of the Trustee, its employees, service providers or agents is responsible for the preparation or issue of this Prospectus, and does not accept responsibility for any information contained in this Prospectus, other than the descriptions under this section "**2.3 Trustee and Registrar**".

2.4 Custodian

The details of the Custodian of a Sub-Fund, if appointed, are set out in Part 2 of this Prospectus.

2.5 Service Agent or Conversion Agent

HK Conversion Agency Services Limited acts as Service Agent or Conversion Agent, as appropriate in respect of a Sub-Fund, the details of which are set out in Part 2 of this Prospectus. Under the terms of the Service Agreement or Conversion Agency Agreement (as the case may be), the Service Agent or the Conversion Agent (as the case may be) performs, through HKSCC, certain of its services in connection with the creation and redemption of Units in a Sub-Fund by Participating Dealers.

2.6 Auditors

The auditors of the Trust and the Sub-Funds are Pricewaterhouse Coopers.

2.7 Participating Dealers

The role of the Participating Dealers is to apply to create and redeem Units in a Sub-Fund from time to time in accordance with the terms of the relevant Participation Agreement.

The Manager has the right to appoint the Participating Dealers for a Sub-Fund. The criteria for the eligibility and selection of Participating Dealers by the Manager is as follows: (i) the Participating Dealer must be licensed for at least Type 1 regulated activity pursuant to the Securities and Futures Ordinance with a business presence in Hong Kong; (ii) the Participating Dealer must have entered into a Participating Agreement with the Manager and the Trustee; (iii) the Participating Dealer must be acceptable to the Manager; and (iv) the Participating Dealer must be a participant in CCASS.

The list of Participating Dealers in respect of each Sub-Fund is available on <http://www.gffunds.com.hk>¹. The Participating Dealers are not responsible for the preparation of this Prospectus and shall not be held liable to any person for any information disclosed in this Prospectus.

2.8 Market Makers

A market maker is a broker or a dealer permitted by the SEHK to act as such by making a market for the Units in the secondary market on the SEHK. A market maker's obligations include quoting bid prices to potential sellers and offer prices to potential buyers when there is a wide spread between the prevailing bid prices and offer prices for Units on the SEHK. Market makers accordingly facilitate the efficient trading of Units by providing liquidity in the secondary market when it is required in accordance with the market making requirements of the SEHK.

Subject to applicable regulatory requirements, the Manager intends to ensure that there is at least one market maker for each Sub-Fund to facilitate efficient trading. Where a Dual Counter has been adopted it is a requirement that the Manager ensures that there is at all times at least one market maker for Units traded in the RMB counter and at least one market maker for Units traded in the HKD counter although these market makers may be the same entity. If the SEHK withdraws its permit to the existing market maker(s), the Manager will endeavour to ensure that there is at least one other market maker per counter to facilitate the efficient trading of Units. The Manager will ensure that at least one market maker per counter is required to give not less than 90 days' prior notice to terminate market making under the relevant market making agreement.

The list of market markers in respect of each Sub-Fund is available on <http://www.gffunds.com.hk>¹ and from time to time will be displayed on www.hkex.com.hk. Further details relating to market making arrangement (including market making arrangement where Dual Counter is adopted) are described in Part 2 of this Prospectus.

3. INVESTMENT CONSIDERATIONS

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The investment objective of each Sub-Fund is to provide investment results that, before fees and expenses, closely correspond to the performance of the Underlying Index to that Sub-Fund.

An Underlying Index comprises a group of Index Securities which an Index Provider selects as being representative of a market, market segment, specific industry sector or other appropriate benchmark. The Index Provider determines the relative weightings of the Index Securities in the relevant Underlying Index and publishes information regarding the market value of such Underlying Index.

The investment objective and strategy specific to each Sub-Fund, as well as other important details, are set out in Part 2 of this Prospectus.

4. **GENERAL RISK FACTORS**

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Investments involve risks. Each Sub-Fund is subject to market fluctuations and to the risks inherent in all investments. The price of Units of each Sub-Fund and the income from them may go down as well as up and an investor may not get back part or all of the amount they invest.

The performance of each Sub-Fund will be subject to a number of risks, including those risk factors set out below. Some or all of the risk factors may adversely affect a Sub-Fund's Net Asset Value, yield, total return and/or its ability to achieve its investment objective. There is no assurance that a Sub-Fund will achieve its investment objective. The following general risk factors apply to each Sub-Fund unless stated otherwise.

Before investing in any of the Sub-Funds, investors should carefully consider the general risk factors set out in this section and any specific risk factors relating to a Sub-Fund as set out in Part 2 of this Prospectus.

4.1 **Risk Factors relating to China**

China market risk. A Sub-Fund may invest in China. Investing in the China market is subject to the risks of investing in emerging markets generally and the risks specific to the China market which involves a greater risk of loss than investment in more developed countries due to higher economic, political, social and regulatory uncertainty and risks linked to volatility and market liquidity.

Since 1978, the PRC government has implemented economic reform measures which emphasise decentralisation and the utilisation of market forces in the development of the Chinese economy, moving from the previous planned economy system. However, many of the economic measures are experimental or unprecedented and may be subject to adjustment and modification. Any significant change in PRC's political, social or economic policies may have a negative impact on investments in the China market.

Chinese accounting standards and practices may deviate significantly from international accounting standards. The settlement and clearing systems of the Chinese securities markets may not be well tested and may be subject to increased risks of error or inefficiency.

Investments in equity interests of Chinese companies may be made through China A-Shares, B-Shares and H-Shares. The PRC securities market has in the past experienced substantial price volatility, and there is no assurance that such volatility will not occur in future.

Investment in RMB denominated bonds may be made in or outside the PRC. As the number of these securities and their combined total market value are relatively small compared to more developed markets, investments in these securities may be subject to increased price volatility and lower liquidity.

Investors should also be aware that changes in the PRC taxation legislation could affect the amount of income which may be derived, and the amount of capital returned, from the investments of the relevant Sub-Fund. Laws governing taxation will continue to change and may contain conflicts and ambiguities.

Foreign exchange control risk. The Renminbi is not currently a freely convertible currency and is subject to exchange control imposed by the Chinese government. Such control of currency conversion and movements in the Renminbi exchange rates may adversely affect the operations and financial results of companies in the PRC. Insofar as a Sub-Fund's assets are invested in the PRC, it will be subject to the risk of the PRC government's imposition of restrictions on the repatriation of funds or other assets out of the country, limiting the ability of the relevant Sub-Fund to satisfy payments to investors.

Renminbi exchange risk. Starting from 2005, the exchange rate of the Renminbi is no longer pegged to the US dollar. The Renminbi has now moved to a managed floating exchange rate

based on market supply and demand with reference to a basket of foreign currencies. The daily trading price of the Renminbi against other major currencies in the inter-bank foreign exchange market would be allowed to float within a narrow band around the central parity published by the People's Bank of China. As the exchange rates are based primarily on market forces, the exchange rates for Renminbi against other currencies, including US dollars and Hong Kong dollars, are susceptible to movements based on external factors. It should be noted that the Renminbi is currently not a freely convertible currency as it is subject to foreign exchange control policies of the Chinese government. The possibility that the appreciation of Renminbi will be accelerated cannot be excluded. On the other hand, there can be no assurance that the Renminbi will not be subject to devaluation. In particular, there is no guarantee that the value of Renminbi against the investors' base currencies (for example HKD) will not depreciate. Any devaluation of the Renminbi could adversely affect the value of investors' investments in the relevant Sub-Fund. Investors whose base currency is not the Renminbi may be adversely affected if the Renminbi depreciates against the base currency of holding of the investors in that such investors' investments may be worth less when they exchange Renminbi back to their base currency.

Further, the PRC government's imposition of restrictions on the repatriation of Renminbi out of China may limit the depth of the Renminbi market in Hong Kong and reduce the liquidity of the relevant Sub-Fund. Any delay in repatriation of Renminbi may result in delay in payment of redemption proceeds to the redeeming Unitholders. The Chinese government's policies on exchange control and repatriation restrictions are subject to change, and the Sub-Fund's or the investors' position may be adversely affected.

PRC tax considerations. By investing in securities issued by tax residents in the PRC (including without limitation China A-Shares and bonds) ("**PRC Securities**"), a Sub-Fund may be subject to withholding and other taxes imposed in the PRC.

(a) Corporate Income Tax ("CIT"):

If the Trust or the relevant Sub-Fund is considered as a tax resident enterprise of the PRC, it will be subject to PRC CIT at 25% on its worldwide taxable income. If the Trust or the relevant Sub-Fund is considered as a non-tax resident enterprise with an establishment or place of business ("**PE**") in the PRC, the profits attributable to that PE would be subject to CIT at 25%.

The Manager intends to manage and operate the Trust and the relevant Sub-Fund in such a manner that the Trust and the relevant Sub-Fund should not be treated as tax resident enterprises of the PRC or non-tax resident enterprises with a PE in the PRC for CIT purposes, although this cannot be guaranteed.

(i) Interests

Interests derived from government bonds issued by the in-charge Finance Bureau of the State Council and/or local governments approved by the State Council shall be exempt from PRC income tax under the CIT law.

Unless a specific exemption / reduction is applicable under current PRC CIT law and regulations or relevant tax treaties, for recipients that are non-tax residents without a PE in the PRC under the CIT law, a withholding income tax ("**WIT**") is levied on the payment of interests on debt instruments issued by PRC tax residents, including bonds issued by enterprises established within mainland China. The general WIT rate applicable is 10%.

Under the Arrangement between the Mainland China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (the "**Arrangement**"), if a Hong Kong tax resident derives interest income from the PRC, the WIT rate can be reduced to 7% provided that the Hong Kong tax resident is the beneficial owner of the interest income under the Arrangement, subject to the approval of the PRC tax

authorities. However, there are still uncertainties as to how the PRC tax authorities will assess the beneficial ownership issue for investment fund cases, it is uncertain whether the relevant Sub-Fund can obtain approval from the tax authorities for this preferential rate. If the relevant approval is not obtained, the general rate of 10% will be applicable to the relevant Sub-Fund.

(ii) Dividends

Dividends derived from holding PRC Securities by a non-tax resident recipient from PRC tax residents are subject to the PRC WIT and the general WIT rate applicable is 10%.

(iii) Capital gains

The Ministry of Finance, the State Administration of Taxation and the CSRC have jointly released Caishu [2014] No.79 ("**Circular 79**") which specifies that capital gains realised from the trading of PRC equity investments (including China A-Shares) by QFIs and RQFIs which do not have an establishment or place of business in the PRC or which have an establishment or place of business in the PRC but the income so derived in China is not effectively connected with such establishment will be temporarily exempted from PRC CIT from 17 November 2014 onwards.

The Ministry of Finance, the State Administration of Taxation and the CSRC have also jointly released Caishui [2014] No.81 ("**Circular 81**") which stipulates that PRC CIT will be temporarily exempted on capital gains realised by foreign investors (including the Sub-Funds) on the trading of China A-Shares through the Shanghai-Hong Kong Stock Connect with effect from 17 November 2014.

Pursuant to Circular 79 and Circular 81, the Manager will not make any WIT provision on the gross unrealised and realised capital gains derived from the trading of China A-Shares.

Please note that the tax exemptions granted under the above circulars for trading of China A-Shares through RQFII and the Shanghai-Hong Kong Stock Connect are temporary in nature.

(b) Business Tax ("BT**") and other surtaxes:**

The revised PRC Provisional Regulations of BT ("**BT Law**") which came into effect on 1 January 2009, stipulates that gains derived by taxpayers from the trading of marketable securities would be subject to BT at 5%.

Caishui [2005] 155 states that gains derived by QFIs from the trading of marketable securities (including China A-Shares and other PRC listed securities) are exempt from BT. The BT Law which came into effect on 1 January 2009 has not changed this exemption treatment at the time of this Prospectus. However, it is not clear whether a similar exemption would be extended to RQFIs.

Circular 81 stipulates that BT will be temporarily exempted on capital gains derived by foreign investors (including the Sub-Funds) on the trading of China A-Shares through the Shanghai-Hong Kong Stock Connect.

For marketable securities other than those trading under QFIs and the Shanghai-Hong Kong Stock Connect, the BT Law shall apply to levy BT at 5% on the difference between the selling and buying prices of those marketable securities. However, capital gains derived from trading of offshore PRC marketable securities (e.g. H-Shares) are not subject to BT.

The BT Law does not specifically exempt BT on interest earned by non-financial

institution. Hence, interest on both government and corporate bonds in theory should be subject to 5% BT. However, in practice, the PRC tax authorities have not actively enforced the collection of BT on such interest income.

Dividend income or profit distributions on equity investment derived from China are not included in the taxable scope of BT.

In addition, urban maintenance and construction tax (currently at the rate ranging from 1% to 7%), educational surcharge (currently at the rate of 3%) and local educational surcharge (currently at the rate of 2%) are imposed based on the BT liabilities.

For China A-Shares traded via the Shanghai-Hong Kong Stock Connect, Circular 81 states that gains derived by foreign investors trading through such platform are temporarily exempted from BT.

(c) Stamp duty:

Stamp duty under the PRC laws generally applies to the execution and receipt of all taxable documents listed in the PRC's Provisional Rules on Stamp Duty. Stamp duty is levied on the execution or receipt in China of certain documents, including contracts for the sale of China A- and B-Shares traded on the PRC stock exchanges. In the case of contracts for sale of China A- and B-Shares, such stamp duty is currently imposed on the seller but not on the purchaser, at the rate of 0.1%.

(d) General:

Various tax reform policies have been implemented by the PRC government in recent years, and existing tax laws and regulations may be revised or amended in the future. There is a possibility that the current tax laws, regulations and practice in the PRC will be changed with retrospective effect in the future and any such change may have an adverse effect on the asset value of the relevant Sub-Fund. Moreover, there is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished and the existing tax laws and regulations will not be revised or amended in the future. Any changes in tax policies may reduce the after-tax profits of the companies in the PRC which the relevant Sub-Fund invests in, thereby reducing the income from, and/or value of the Units.

(e) Tax Provision:

In order to meet the potential tax liability on capital gains arising from disposal of PRC Securities, the Manager reserves the right to provide for withholding income tax on such gains and withhold the tax for the account of the relevant Sub-Fund. The Manager will at the inception of the relevant Sub-Fund decide whether the investment objectives and policies of the relevant Sub-Fund would necessitate the making of tax provisions in respect of the relevant Sub-Fund for the above tax obligations after taking and considering independent tax advice obtained. Even if provisions are made, the amount of such provisions may not be sufficient to meet the actual tax liabilities. Where any provision is made, the level of the provisioning will be set out in Part 2 of this Prospectus and amount of actual provision will be disclosed in the accounts of the relevant Sub-Fund. With the uncertainties under the applicable PRC tax laws and the possibility of such laws being changed and taxes being applied retrospectively, any provision for taxation made by the Manager may be excessive or inadequate to meet actual PRC tax liabilities on gains derived from investments held by the relevant Sub-Fund. Upon any future resolution of the abovementioned uncertainty or further changes to tax law or policies, the Manager will, as soon as practicable, make relevant adjustments to the amount of tax provision as it considers necessary. Investors should note that if provision for taxation is made, such provision may be excessive or inadequate to meet actual PRC tax liabilities on investments made by the relevant Sub-Fund. As a result, investors may be advantaged or disadvantaged depending on the final rules of the relevant PRC tax authorities. If no provision for potential

withholding tax is made and in the event that the PRC tax authorities enforce the imposition of such withholding tax in respect of the relevant Sub-Fund's investment, the Net Asset Value of the relevant Sub-Fund may be affected. As a result, redemption proceeds or distributions may be paid to the relevant Unitholders without taking full account of tax that may be suffered by the relevant Sub-Fund, which tax will subsequently be borne by the relevant Sub-Fund and affect the Net Asset Value of the relevant Sub-Fund and the remaining Units in the relevant Sub-Fund. In this case, the then existing and new Unitholders will be disadvantaged from the shortfall.

On the other hand, if the provision is in excess of the final PRC tax liabilities attributable to the relevant Sub-Fund, the excess will be distributed to the Sub-Fund and reflected in the value of Units in the Sub-Fund. Notwithstanding the foregoing, please note that no Unitholders who have realised their Units in the Sub-Fund before the distribution of any excess provision to the relevant Sub-Fund shall be entitled to claim in whatsoever form any part of the withholding amounts distributed to that Sub-Fund, which amount would be reflected in the value of Units in the Sub-Fund. Therefore, Unitholders who have redeemed their Units will be disadvantaged as they would have borne the loss from the overprovision for PRC tax.

Unitholders should seek their own tax advice on their tax position with regard to their investment in a Sub-Fund.

It is possible that the current tax laws, regulations and practice in the PRC will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher taxation on PRC investments than currently contemplated.

Government Intervention and Restriction. There may be substantial government intervention in the economy, including restrictions on investment in companies or industries deemed sensitive to relevant national interests.

Governments and regulators may also intervene in the financial markets, such as by the imposition of trading restrictions, a ban on "naked" short selling or the suspension of short selling for certain stocks. Further, intervention or restrictions by governments and regulators may affect the trading of China A-Shares or units of the relevant Sub-Fund. This may affect the operation and market making activities of a Sub-Fund, and may have an unpredictable impact on a Sub-Fund. This may also lead to an increased tracking error for the relevant Sub-Fund. Furthermore, such market interventions may have a negative impact on the market sentiment which may in turn affect the performance of the Index and as a result the performance of a Sub-Fund. In worst case scenario, the investment objective of the relevant Sub-Fund cannot be achieved.

Economic, political and social risks. The economy of China has been in a state of transition from a planned economy to a more market oriented economy. In many respects it differs from the economies of developed countries, including the level of government intervention, its state of development, its growth rate, control of foreign exchange, and allocation of resources.

Political changes, social instability and adverse diplomatic developments in the PRC could result in the imposition of additional government restrictions, including expropriation or confiscatory taxation, foreign exchange control or nationalisation of property held by issuers of the underlying securities in which the relevant Sub-Fund invests. These factors could adversely affect the performance of the relevant Sub-Fund.

PRC law and regulations risk. The PRC's legal system is based on written statutes and, therefore, prior court decisions do not have binding legal effect, although they are often followed by judges as guidance. The PRC government has been developing a comprehensive system of commercial laws, and considerable progress has been made in promulgating laws and regulations dealing with economic matters such as corporate organization and governance, foreign investment, commerce, taxation and trade. However, enforcement of such laws and regulations may be uncertain and sporadic, and implementation and interpretation of such laws and regulations may be inconsistent. The PRC's judiciary is

relatively inexperienced in enforcing the existing laws and regulations, leading to a higher than usual degree of uncertainty as to the outcome of any litigation. Even where adequate laws exist in the PRC, it may be difficult to obtain swift and equitable enforcement of such laws, or to obtain enforcement of a judgment by a court of another jurisdiction. The introduction of new Chinese laws and regulations and the interpretation of existing ones may be subject to policy changes reflecting domestic political or social changes. The regulatory and legal framework for capital markets and joint stock companies in the PRC may not be as well developed as those of developed countries. PRC laws and regulations affecting securities markets are relatively new and evolving. As the PRC's legal system develops, there can be no assurance that changes in such legislation or interpretation thereof will not have an adverse effect upon the business and prospects of the relevant Sub-Fund's portfolio investments in China.

4.2 Investment risks

General risks involved in investing in a Sub-Fund. An investment in Units of a Sub-Fund involves risks similar to those of investing in a broad-based portfolio of securities traded on exchanges in the relevant overseas securities market, including market fluctuations caused by factors such as economic and political developments, changes in interest rates and perceived trends in security prices. The principal risk factors, which could decrease the value of an Investor's investment, are listed and described below:

- Less liquid and less efficient securities markets;
- Greater price volatility especially for Sub-Funds investing in equity securities;
- Exchange rate fluctuations and exchange controls;
- Less publicly available information about issuers;
- The imposition of restrictions on the expatriation of funds or other assets of a Sub-Fund;
- Higher transaction and custody costs and delays and risks of loss attendant in settlement procedures;
- Difficulties in enforcing contractual obligations;
- Lesser levels of regulation of the securities markets;
- Different accounting, disclosure and reporting requirements;
- More substantial government involvement in the economy;
- Higher rates of inflation; and
- Disruption of normal market trading and valuation of securities due to extreme market conditions, natural catastrophes, greater social, economic, and political uncertainty and the risk of nationalization or expropriation of assets and war or terrorism.

Investment risk. The Sub-Funds are not principal guaranteed and the purchase of its Units is not the same as investing directly in the Index Securities comprised in the Underlying Index.

Securities risk. The investments of a Sub-Fund are subject to risks inherent in all Securities (including settlement and counterparty risks). The value of holdings may fall as well as rise. The global markets are currently experiencing very high levels of volatility and instability, resulting in higher levels of risk than is customary (including settlement and counterparty risks).

Equity risk. Investing in equity Securities may offer a higher rate of return than those investing in short term and longer term debt securities. However, the risks associated with investments in equity Securities may also be higher, because the investment performance of equity Securities depends upon factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with any equity portfolio is the risk that the value of the investments it holds might suddenly and substantially decrease in value.

Risk of indemnity. Under the Trust Deed, the Trustee and the Manager (and their respective directors, officers and employees) shall be entitled, except to the extent of any breach of trust through fraud or negligence on its (or their) part, to be indemnified and held harmless out of the assets of the relevant Sub-Fund in respect of any (in addition to any right of indemnity given by law) action, costs, claims, damages, expenses or liabilities to which it (or they) may be put or which it (or they) may incur by virtue of the proper performance of their respective

duties. Any reliance by the Trustee or the Manager on the right of indemnity would reduce the assets of a Sub-Fund and the value of the Units.

Market risk. Market risk includes such factors as changes in economic environment, consumption pattern, lack of publicly available information of investments and their issuers and investors' expectations, etc. which may have significant impact on the value of the investments. Usually, emerging markets tend to be more volatile than developed markets and may experience substantial price volatility. Market movements may therefore result in substantial fluctuations in the Net Asset Value per Unit of the relevant Sub-Fund. The price of Units and the income from them may go down as well as up.

There can be no assurance that an investor will achieve profits or avoid losses, significant or otherwise. The capital return and income of a Sub-Fund is based on the capital appreciation and income on the Securities it holds, less expenses incurred. The Sub-Fund's return may fluctuate in response to changes in such capital appreciation or income.

Asset class risk. Although the Manager is responsible for the continuous supervision of the investment portfolio of each Sub-Fund, the returns from the types of Securities in which a Sub-Fund invests may underperform returns from other securities markets or from investment in other assets. Different types of Securities tend to go through cycles of out-performance and underperformance when compared with other general securities markets.

Tracking error risk. A Sub-Fund's returns may deviate from the Underlying Index due to a number of factors. For example, the fees and expenses of a Sub-Fund, liquidity of the market, imperfect correlation of returns between a Sub-Fund's assets and the Securities constituting its Underlying Index the rounding of share prices, foreign exchange costs, changes to the Underlying Indices and regulatory policies may affect the Manager's ability to achieve close correlation with the Underlying Index of each Sub-Fund and to rebalance the Sub-Fund's holdings of Index Securities and/or Non-Index Securities in response to changes in the constituents of the Underlying Index. Further, a Sub-Fund may receive income (such as interests and dividends) from its assets while the Underlying Index does not have such sources of income. There is no guarantee or assurance of exact or identical replication at any time of the performance of the relevant Underlying Index.

8.6(j)(vii)

Although the Manager regularly monitors the tracking error of each Sub-Fund, there can be no assurance that any Sub-Fund will achieve any particular level of tracking error relative to the performance of its Underlying Index.

8.6(j)(vi)

Concentration risk. If the Underlying Index of a Sub-Fund is concentrated in a particular security or group of securities of a particular industry or group of industries, that Sub-Fund may be adversely affected by or depend heavily on the performance of those securities and be subject to price volatility. In addition, the Manager may invest a significant percentage or all of the assets of a Sub-Fund in a single security, group of securities, industry or group of industries, and the performance of the Sub-Fund could be closely tied to that security, group of securities, industry or group of industries and could be more volatile than the performance of other more diversified funds, and be more susceptible to any single economic, market, political or regulatory occurrence.

8.6(j)(iv)

Single country risk. The investments of a Sub-Fund which invest in a single country, are not as diversified as regional funds or global funds. This means that such Sub-Funds tend to be more volatile than other mutual funds and its portfolio value can be exposed to country specific risks.

Foreign security risk. A Sub-Fund may invest entirely within or may relate to the equity markets of a single country or region. These markets may be subject to special risks associated with foreign investment including market fluctuations caused by factors affected by political and economic development. Investing in the Securities of non-Hong Kong companies involves special risks and considerations not typically associated with investing in Hong Kong companies. These include differences in accounting, disclosure, auditing and financial reporting standards, the possibility of expropriation or confiscatory taxation, adverse changes in investment or exchange control regulations, the imposition of restrictions on the expatriation

of funds or other assets of a Sub-Fund, political instability which could affect local investments in foreign countries, and potential restrictions on the flow of international capital. Non-Hong Kong companies may be subject to less governmental regulation than Hong Kong companies. Moreover, individual foreign economies may differ favourably or unfavourably from the Hong Kong economy in such respects as growth of gross domestic product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payment positions.

Management risk. A Sub-Fund may be subject to management risk. This is the risk that the Manager's strategy, the implementation of which is subject to a number of constraints, may not produce the intended results. Although it is the Manager's intention to use full replication strategy to track the relevant Underlying Index for some of the Sub-Funds, there is no guarantee that this can be achieved, as the implementation of a full replication strategy may be subject to constraints which are beyond the control of the Manager. In addition, in the interest of a Sub-Fund, the Manager has absolute discretion to exercise shareholders' rights with respect to Index Securities and/or Non-Index Securities comprising the relevant Sub-Fund. There can be no guarantee that the exercise of such discretion will result in the investment objective of the relevant Sub-Fund being achieved. Investors should also note that in certain cases, none of the Manager, the relevant Sub-Fund or the Unitholders has any voting rights with respect to Index Securities and/or Non-Index Securities comprising the relevant Sub-Fund.

Passive investments. The Sub-Funds are not actively managed. Each Sub-Fund invests in the Index Securities and/or Non-Index Securities included in or reflecting its Underlying Index regardless of their investment merit. The Manager does not attempt to select securities individually or to take defensive positions in declining markets. Accordingly, the lack of discretion to adapt to market changes due to the inherent investment nature of each Sub-Fund means that falls in the related Underlying Index are expected to result in a corresponding fall in the value of the relevant Sub-Fund.

8.6(j)(v)

Restricted markets risk. A Sub-Fund may invest in securities in jurisdictions (including China) which impose limitations or restrictions on foreign ownership or holdings. In such circumstances, the relevant Sub-Fund may be required to make investments in the relevant markets directly or indirectly. In either case, legal and regulatory restrictions or limitations may have adverse effect on the liquidity and performance of such investments due to factors such as limitations on fund repatriation, dealing restrictions, adverse tax treatments, higher commission costs, regulatory reporting requirements and reliance on services of local custodians and service providers. This may lead to an increased tracking error for the relevant Sub-Fund.

Possible business failure risk. In the current economic environment, global markets are experiencing very high level of volatility and an increased risk of corporate failures. The insolvency or other corporate failures of any one or more of the constituents of the Underlying Index may have an adverse effect on the Underlying Index and therefore the relevant Sub-Fund's performance. Investors may lose money by investing in a Sub-Fund.

Counterparty risk. The Manager for the account of a Sub-Fund, may enter into transactions with financial institutions, such as brokerage firms, broker-dealers and banks, may enter into transactions in relation to such Sub-Fund's investments. The Sub-Fund may be exposed to the risk that such financial institutions, being a counterparty may not settle a transaction in accordance with market practice due to a credit or liquidity problem of the counterparty, or due to the insolvency, fraud or regulatory sanction of the counterparty, thus causing the Sub-Fund to suffer a loss.

In addition, a Sub-Fund may be exposed to the counterparty risk of a custodian, bank or financial institution ("custodian or depository") with which it deposits its securities or cash. These custodian or depository may be unable to perform their obligations due to credit-related and other events like insolvency of or default of them. In these circumstances the relevant Sub-Fund may be required to unwind certain transactions and may encounter delays of some years and difficulties with respect to court procedures in seeking recovery of the relevant Sub-Fund's assets.

Borrowing risks. The Trustee, on the instruction of the Manager, may borrow for the account of a Sub-Fund (up to 25% of the Net Asset Value of the relevant Sub-Fund) for various reasons, such as facilitating redemptions or to acquire investments for the account of the relevant Sub-Fund. Borrowing involves an increased degree of financial risk and may increase the exposure of the relevant Sub-Fund to factors such as rising interest rates, downturns in the economy or deterioration in the conditions of the assets underlying its investments. There can be no assurance that the relevant Sub-Fund will be able to borrow on favourable terms, or that the relevant Sub-Fund's indebtedness will be accessible or be able to be refinanced by the relevant Sub-Fund at any time.

Accounting standards and disclosure. The Manager intends to adopt Hong Kong Financial Reporting Standards (“**HKFRS**”) in drawing up the annual accounts of the Trust and the Sub-Funds. However, investors should note that the calculation of the Net Asset Value for determining fees and for subscription and redemption purposes will not necessarily be in compliance with generally accepted accounting principles, that is, HKFRS. Under HKFRS, investments should be valued at fair value, and bid and ask pricing is considered to be representative of fair value for long and short listed investments respectively. However, under the valuation basis described in the section “**10.1 Determination of the Net Asset Value**” below, listed investments may be valued by reference to the last traded price instead of bid and ask pricing as required under HKFRS. Accordingly, investors should note that the Net Asset Value as described in this Prospectus may not necessarily be the same as the Net Asset Value to be reported in the annual financial reports as the Manager may make necessary adjustments in the annual financial reports to comply with HKFRS. Any such adjustments will be disclosed in the annual financial reports, including a reconciliation note to reconcile values as shown in the annual accounts prepared in accordance with HKFRS to those derived by applying the relevant Trust's valuation rules.

Risk of early termination. Under the terms of the Trust Deed and as summarised under the section headed “**14.5 Termination of the Trust or a Sub-Fund**” of this Prospectus, the Manager or the Trustee may terminate the Trust or a Sub-Fund under certain circumstances.

In the event of the early termination of a Sub-Fund, the relevant Sub-Fund would have to distribute to the Unitholders their pro rata interest in the assets of the Sub-Fund in accordance with the Trust Deed. It is possible that at the time of such sale or distribution, certain investments held by that Sub-Fund may be worth less than the initial cost of such investments, resulting in a substantial loss to the Unitholders. Moreover, any organisational expenses with regard to the relevant Sub-Fund that had not yet become fully amortised would be debited against the relevant Sub-Fund's net assets at that time. Any amount distributed to the Unitholders of the relevant Sub-Fund may be more or less than the capital invested by such Unitholders.

Emerging market risk. Some overseas markets in which a Sub-Fund may invest are considered emerging market countries. The economies of many emerging markets are still in the early stages of modern development and subject to abrupt and unexpected change. In many cases, governments retain a high degree of direct control over the economy and may take actions that have a sudden and widespread effect. Also, many less developed market and emerging market economies have a high degree of dependence on a small group of markets or even a single market that can render such economies more susceptible to the adverse impact of internal and external shocks.

Emerging market regions are also subject to special risks including, but not limited to: generally less liquid and less efficient securities markets; generally greater price volatility; exchange rate fluctuations and exchange control; higher volatility of the value of debt (particularly as impacted by interest rates); imposition of restrictions on the expatriation of funds or other assets; less publicly available information about issuers; the imposition of taxes; higher transaction and custody costs; settlement delays and risk of loss; difficulties in enforcing contracts; less liquidity and smaller market capitalisations; less well regulated markets resulting in more volatile stock prices; different accounting and disclosure standards; governmental interference; higher inflation; social, economic and political uncertainties; custodial and/or settlement systems may not be fully developed which may expose a Sub-

Fund to sub-custodial risk in circumstances whereby the Trustee will have no liability as provided under the provisions of the Trust Deed; the risk of expropriation of assets and the risk of war.

Risk of war or terrorist attacks. There can be no assurance that there will not be any terrorist attacks which could have direct or indirect effect on the markets in which investments of a Sub-Fund may be located and the corresponding political and/or economic effects arising therefrom if any, may in turn adversely affect the operation and profitability of the Sub-Fund.

Cross class liability risk. The Trust Deed allows the Trustee and the Manager to issue Units in separate classes. The Trust Deed provides for the manner in which liabilities are to be attributed across the various classes within a Sub-Fund under the Trust (liabilities are to be attributed to the specific class of a Sub-Fund in respect of which the liability was incurred). A person to whom such a liability is owed has no direct recourse against the assets of the relevant class (in the absence of the Trustee granting that person a security interest). However, the Trustee will have a right of reimbursement and indemnity out of the assets of the Trust which may result in unitholders of one class of Units of a Sub-Fund being compelled to bear the liabilities incurred in respect of another class of the Sub-Fund which Units such unitholders do not themselves own if there are insufficient assets attributable to that other class to satisfy the amount due to the Trustee. Accordingly, there is a risk that liabilities of one class of a Sub-Fund may not be limited to that particular class and may be required to be paid out of one or more other classes of that Sub-Fund.

Cross Sub-Fund liability risk. The assets and liabilities of each Sub-Fund under the Trust will be tracked, for bookkeeping purposes, separately from the assets and liabilities of any other Sub-Funds, and the Trust Deed provides that the assets of each Sub-Fund should be segregated from each other. There is no guarantee that the courts of any jurisdiction will respect the limitations on liability and that the assets of any particular Sub-Fund will not be used to satisfy the liabilities of any other Sub-Fund.

Dividends may not be paid. Whether a Sub-Fund will pay distributions on Units is subject to the Manager's distribution policy and also depends on dividends declared and paid in respect of the Index Securities and/or Non-Index Securities. Instead of distributing dividends to Unitholders, the Manager may in its discretion use dividends received from the Index Securities and/or Non-Index Securities to pay a Sub-Fund's expenses. Dividend payment rates in respect of such Index Securities and/or Non-Index Securities will depend on factors beyond the control of the Manager or Trustee including, general economic conditions, and the financial position and dividend policies of the relevant underlying entities. There can be no assurance that such entities will declare or pay dividends or distributions.

No Right to Control a Sub-Fund's Operation. Investors of a Sub-Fund will have no right to control the daily operations, including investment and redemption decisions, of such Sub-Fund.

4.3 Market Trading Risks

Trading risk. While the creation/redemption feature of the Trust is designed to make it more likely that Units will trade close to their Net Asset Value, disruptions to creations and redemptions (for example, as a result of imposition of capital controls by a foreign government) may result in a Sub-Fund trading at a significant premium / discount to its Net Asset Value. Also, there can be no assurance that an active trading market will exist or maintain for Units of a Sub-Fund on any securities exchange on which Units may trade.

The Net Asset Value of Units of a Sub-Fund will also fluctuate with changes in the market value of a Sub-Fund's holdings of Index Securities and/or Non-Index Securities and changes in the exchange rate between the Base Currency and the subject foreign currency. The market prices of Units will fluctuate in accordance with changes in Net Asset Value and supply and demand on any exchange on which Units are listed. The Manager cannot predict whether Units will trade below, at or above their Net Asset Value. Price differences may be due, in large part, to the fact that supply and demand forces in the secondary trading market for Units will be closely related, but not identical, to the same forces influencing the prices of the Index

Securities and/or Non-Index Securities trading individually or in the aggregate at any point in time. Given, however, that Units must be created and redeemed in Application Unit aggregations (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their Net Asset Value), the Manager believes that ordinarily large discounts or premiums to the Net Asset Value of Units should not be sustained. In the event that the Manager suspends creations and/or redemptions of Units of a Sub-Fund, the Manager expects larger discounts or premiums between the secondary market price of Units and the Net Asset Value.

There is no certain basis for predicting the sizes in which the Units in the Sub-Fund may trade. There can be no assurance that the Units in the Sub-Fund will experience trading or pricing patterns similar to those of other exchange traded funds which are issued by investment companies in other jurisdictions or are traded on the SEHK.

No trading market in the Units. There may be no liquid trading market for the Units of a Sub-Fund notwithstanding the listing of such Units on the SEHK and the appointment of one or more market makers. Further, there can be no assurance that Units will experience trading or pricing patterns similar to those of exchange traded funds which are issued by investment companies in other jurisdictions or those traded on the SEHK which are based upon indices other than the Underlying Index.

Reliance on market maker(s). Although it is the Manager's intention that there will always be at least one market maker in respect of the Units, Investors should note that liquidity in the market for the Units may be adversely affected if there is no market maker for a Sub-Fund. It is possible that where there is only one SEHK market maker to each Sub-Fund and therefore it may not be practical for a Sub-Fund to remove the only market maker to the Sub-Fund even if the market maker fails to discharge its duties as the sole market maker.

Reliance on the Manager. Unitholders must rely upon the Manager in formulating the investment strategies and the performance of a Sub-Fund is largely dependent on the services and skills of its officers and employees. In the case of loss of service of the Manager or any of its key personnel, as well as any significant interruption of the Manager's business operations or in the extreme case of the insolvency of the Manager, the Trustee may not find successor managers quickly and the new appointment may not be on equivalent terms or of similar quality. Therefore, the occurrence of those events could cause a deterioration in the Sub-Fund's performance and investors may lose money in those circumstances.

Reliance on Participating Dealer(s). The issuance and redemption of Units may only be effected through Participating Dealer(s). A Participating Dealer may charge a fee for providing this service. Participating Dealer(s) will not be able to issue or redeem Units during any period when, amongst other things, dealings on the SEHK are restricted or suspended, settlement or clearing of securities through the CCASS is disrupted or the Underlying Index(ices) is/are not compiled or published. In addition, Participating Dealer(s) will not be able to issue or redeem Units if some other event occurs which impedes the calculation of the Net Asset Value of a Sub-Fund or disposal of a Sub-Fund's portfolio securities cannot be effected. Since the number of Participating Dealers at any given time will be limited, and there may even be one Participating Dealer at any given time, there is a risk that investors may not always be able to create or redeem Units freely.

Absence of active market / liquidity risk. The Units of a Sub-Fund may not initially be widely held upon their listing on the SEHK. Accordingly, any investor buying Units in small numbers may not necessarily be able to find other buyers should that investor wish to sell. To address this risk, one or more market makers have been appointed.

There can be no assurance that an active trading market for Units of a Sub-Fund will develop or be maintained. In addition, if the Index Securities and/or Non-Index Securities which comprise the Sub-Fund themselves have limited trading markets, or if the spreads are wide, this may adversely affect the price of the Units and the ability of an investor to dispose of its Units at the desired price. If investors need to sell Units at a time when no active market for

them exists, the price they receive for such Units — assuming they are able to sell them — would likely be lower than the price received if an active market did exist.

In addition, the price at which Index Securities and/or Non-Index Securities may be purchased or sold by a Sub-Fund upon any rebalancing activities or otherwise and the value of the Units may be adversely affected if trading markets for the Sub-Fund's portfolio securities are limited, inefficient or absent or if bid-offer spreads are wide.

Restrictions on creation and redemption of Units. Investors should note that a Sub-Fund is not like a typical retail investment fund offered to the public in Hong Kong (for which units can generally be purchased and redeemed directly from the manager). Units of a Sub-Fund may only be created and redeemed in Application Unit sizes directly by a Participating Dealer (either on its own account or on behalf of an investor through a stockbroker which has opened an account with the Participating Dealer). Other investors may only make a request (and if such investor is a retail investor, through a stockbroker which has opened an account with a Participating Dealer) to create or redeem Units in Application Unit sizes through a Participating Dealer which reserves the right to refuse to accept a request from an investor to create or redeem Units under certain circumstances. Alternatively, investors may realize the value of their Units by selling their Units through an intermediary such as a stockbroker on the SEHK, although there is a risk that dealings on the SEHK may be suspended. Please refer the sections “**7.3.5 Rejection of Creation Applications**” and “**7.4.4 Rejection of Redemption Applications**” for details in relation to the circumstances under which creation and redemption applications can be rejected.

Units may trade at prices other than NAV. The Net Asset Value of a Sub-Fund represents the fair price for buying or selling Units. As with any listed fund, the market price of Units may sometimes trade above or below this NAV. There is a risk, therefore, that Unitholders may not be able to buy or sell at a price close to this NAV. The deviation from NAV is dependent on a number of factors, but will be accentuated when there is a large imbalance between market supply and demand for Index Securities and/or Non-Index Securities. The “bid/ask” spread (being the difference between the prices being bid by potential purchasers and the prices being asked by potential sellers) is another source of deviation from NAV. The bid/ask spread can widen during periods of market volatility or market uncertainty, thereby increasing the deviation from NAV. Please also note that the fact that an investor purchases the Units from the secondary market with premium does not mean that such investor is guaranteed of the return of the premium an investor pays. In the event that an investor is unable to get back the premium he pays, and he will suffer loss when selling the Units.

Costs of trading Units risk. Trading of Units on the SEHK may involve various types of costs that apply to all securities transactions. When trading Units through a broker investors will incur a brokerage commission or other charges imposed by the broker. In addition, investors on the secondary market will also incur the cost of the trading spread, being the difference between what investors are willing to pay for the Units (bid price) and the price at which they are willing to sell Units (ask price). Frequent trading may detract significantly from investment results and an investment in Units may not be advisable particularly for investors who anticipate regularly making small investments.

Difficulties in valuation of investments. Securities acquired on behalf of a Sub-Fund may subsequently become illiquid due to events relating to the issuer of the securities, market and economic conditions and regulatory sanctions. In cases where no clear indication of the value of a Sub-Fund's portfolio securities is available (for example, when the secondary markets on which a security is traded have become illiquid) the Manager may apply valuation methods to ascertain the fair value of such securities, pursuant to the Trust Deed.

Securities volatility risk. Prices of securities may be volatile. Price movements of securities are difficult to predict and are influenced by, among other things, changing supply and demand relationships, governmental trade, fiscal, monetary and exchange control policies, national and international political and economic events, and the inherent volatility of the market place. A Sub-Fund's value will be affected by such price movements and could be volatile, especially in the short-term.

Effect of redemptions. If significant redemptions of Units are requested by the Participating Dealers, it may not be possible to liquidate the Sub-Fund's investments at the time such redemptions are requested or the Manager may be able to do so only at prices which the Manager believes does not reflect the true value of such investments, resulting in an adverse effect on the return to investors. Where significant redemptions of Units are requested by the Participating Dealers, the right of Participating Dealers to require redemptions in excess of 10% of the total number of Units in the Sub-Fund then in issue (or such higher percentage as the Manager may determine) may be deferred, or the period for the payment of redemption proceeds may be extended.

In addition, the Manager may also in certain circumstances suspend the determination of the Net Asset Value of the Sub-Fund for the whole or any part of any period. Please see section "10.2 Suspension Of Determination Of Net Asset Value" for further details.

Secondary market trading risk. Units may trade on the SEHK when the Sub-Fund does not accept orders to subscribe or redeem Units. On such days, Units may trade in the secondary market with more significant premiums or discounts than might be experienced on days when the Sub-Fund accepts subscription and redemption orders.

4.4 Regulatory risks

Legal and regulatory risk. A Sub-Fund must comply with regulatory constraints or changes in the laws affecting it or its investment restrictions which might require a change in a Sub-Fund's investment policy and objective. Furthermore, such change in the laws may have an impact on the market sentiment which may in turn affect the underlying securities of a Sub-Fund and as a result the performance of a Sub-Fund. It is impossible to predict whether such an impact caused by any change of law will be positive or negative for a Sub-Fund. In the worst case scenario, a Unitholder may lose a material part of its investment in a Sub-Fund.

Risk of withdrawal of authorization by the Commission. Each Sub-Fund seeks to provide investment results that closely correspond with the performance of the relevant Underlying Index. One or more Sub-Funds have been authorized as a collective investment scheme under the Code by the Commission pursuant to section 104 of the Securities and Futures Ordinance. However, the Commission reserves the right to withdraw the authorization of a Sub-Fund, for example, if the Commission considers the relevant Underlying Index is no longer acceptable to the Commission. The Commission's authorisation is not a recommendation or endorsement of a Sub-Fund nor does it guarantee the commercial merits of a Sub-Fund or its performance. This does not mean the Sub-Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

8.6(j)(xiv)

Risk relating to de-listing. The SEHK imposes certain requirements for the continued listing of Securities, including the Units, on the SEHK. Investors cannot be assured that the Sub-Funds will continue to meet the requirements necessary to maintain the listing of Units on the SEHK or that the SEHK will not change the listing requirements. If the Units are delisted from the SEHK, the Manager may, in consultation with the Trustee, seek the Commission's prior approval to operate the Sub-Fund as an unlisted Sub-Fund (subject to any necessary amendments to the rules of the Sub-Fund) or terminate the Sub-Fund and will notify investors accordingly.

Risk of suspension of trading on the SEHK. If trading of the Units of a Sub-Fund on the SEHK is suspended or trading generally on the SEHK is suspended, then there will be no secondary market dealing for those Units. The SEHK may suspend the trading of Units whenever the SEHK determines that it is appropriate in the interests of a fair and orderly market to protect investors. The subscription and redemption of Units may also be suspended if the trading of Units is suspended.

Taxation. Investing in the Sub-Fund may have tax implications for a Unitholder depending on the particular circumstances of each Unitholder. Prospective investors are strongly urged to

consult their own tax advisers and counsel with respect to the possible tax consequences to them of an investment in the Units. Such tax consequences may differ in respect of different investors.

4.5 Risks associated with Foreign Account Tax Compliance Act

Sections 1471 – 1474 (referred to as “**FATCA**”) of the US Internal Revenue Code of 1986, as amended (“**IRS Code**”) will impose new rules with respect to certain payments to non-United States persons, such as the Trust and the Sub-Funds, including interest and dividends from securities of US issuers and gross proceeds from the sale of such securities. All such payments may be subject to withholding at a 30% rate, unless the recipient of the payment satisfies certain requirements intended to enable the US Internal Revenue Service (“**IRS**”) to identify United States persons (within the meaning of the IRS Code) with interests in such payments. To avoid such withholding on payments made to it, a foreign financial institution (an “**FFI**”), such as the Trust and the Sub-Funds (and, generally, other investment funds organised outside the US), generally will be required to register with the US IRS directly to obtain a global intermediary identification number (“**GIIN**”) and enter into an agreement (an “**FFI Agreement**”) under which it will agree to identify its direct or indirect account holders who are United States persons and report certain information concerning such United States account holders to the US IRS.

In general, an FFI which does not enter into an FFI Agreement or is not otherwise exempt will face a 30% withholding tax on all “withholdable payments” derived from US sources, including dividends, interest and certain derivative payments made on or after 1 July 2014. In addition, starting from 1 January 2017, gross proceeds such as sales proceeds and returns of principal derived from stocks and debt obligations generating US source dividends or interest will be treated as “withholdable payments.” It is expected that certain non-U.S. source payments attributable to amounts that would be subject to FATCA withholding (referred to as “**passthru payments**”) will also be subject to FATCA withholding, though the definition of “passthru payment” in U.S. Treasury Regulations is currently pending.

Hong Kong entered into an intergovernmental agreement with the US on 13 November 2014 (“**IGA**”) for the implementation of FATCA, adopting “Model 2” IGA arrangements. Under this “Model 2” IGA arrangements, FFIs in Hong Kong (such as the Trust and the Sub-Funds) would be required to enter into the FFI Agreement with the US IRS, register with the US IRS and comply with the terms of FFI Agreement. Otherwise they will be subject to a 30% withholding tax on relevant US-sourced payments made to them.

As an IGA has been signed between Hong Kong and the US, FFIs in Hong Kong (such as the Trust and the Sub-Funds) complying with the FFI Agreement (i) will generally not be subject to the above described 30% withholding tax; and (ii) will not be required to withhold tax on payments to recalcitrant accounts (i.e. accounts of which the holders do not consent to FATCA reporting and disclosure to the US IRS) or close those recalcitrant accounts (provided that information regarding such recalcitrant account holders is reported to the US IRS), but may be required to withhold tax on payments made to non-compliant FFIs.

The Manager, the Trust and each Sub-Fund will endeavour to satisfy the requirements imposed under FATCA to avoid any withholding tax. In the event that the Manager, the Trust or any Sub-Fund is not able to comply with the requirements imposed by FATCA and the Trust or such Sub-Fund does suffer US withholding tax on its investments as a result of non-compliance, the Net Asset Value of the Trust or that Sub-Fund may be adversely affected and the Trust or such Sub-Fund may suffer significant loss as a result.

In the event a Unitholder does not provide the requested information and/or documentation, whether or not that actually leads to compliance failures by the Trust or the relevant Sub-Fund, or a risk of the Trust or the relevant Sub-Fund being subject to withholding tax under FATCA, the Manager on behalf of the Trust and each of such relevant Sub-Fund reserves the right to take any action and/or pursue all remedies at its disposal including, without limitation, to the extent permitted by applicable laws and regulations, (i) reporting the relevant information of such Unitholder to the US IRS; and/or (ii) withholding, deducting from such Unitholder’s

account, or otherwise collecting any such tax liability from such Unitholder. The Manager in taking any such action or pursuing any such remedy shall act in good faith and on reasonable grounds and in compliance with all applicable laws and regulations. As at the date of this Prospectus, all Units in the Sub-Funds are registered in the name of HKSCC Nominees Limited. It is the Manager's understanding that Hong Kong Securities Clearing Company Limited has completed registration with the IRS as a "Reporting Financial Institution under a Model 2 IGA".

The Sub-Funds have been registered with the IRS as at the date of this Prospectus. The Manager, after seeking competent tax advice, considered that it is a reasonable position to assert that the Trust does not need to register as an FFI under the current FATCA guidance.

This risk factor headed "**4.5 Risks associated with Foreign Account Tax Compliance Act**" has been reviewed by professional U.S. tax advisor.

Each Unitholder and prospective investor should consult with his own tax advisor as to the potential impact of FATCA in its own tax situation.

4.6 Risks associated with the Underlying Index

The Underlying Index is subject to fluctuations. The performance of the Units should, before fees and expenses, correspond closely with the performance of the Underlying Index. If the Underlying Index experiences volatility or declines, the price of the Units will vary or decline accordingly.

Licence to use the Underlying Index may be terminated. The Manager has been granted a licence by each of the Index Providers to use the relevant Underlying Index in order to create a Sub-Fund based on the relevant Underlying Index and to use certain trade marks and any copyright in the relevant Underlying Index. A Sub-Fund may not be able to fulfil its objective and may be terminated if the licence agreement between the Manager and the relevant Index Provider is terminated. The initial term of the licence agreement of a Sub-Fund and the manner in which such licence agreement may be renewed are set out in Part 2 of this Prospectus. Generally, a licence agreement may be terminated by the Manager and the relevant Index Provider by mutual agreement, and there is no guarantee that the licence agreement will be perpetually renewed. Further details on the grounds on which the licence agreement of a Sub-Fund may be terminated are set out in Part 2 of this Prospectus. A Sub-Fund may also be terminated if the relevant Underlying Index ceases to be compiled or published and there is no replacement Underlying Index using the same or substantially similar formula for the method of calculation as used in calculating the relevant Underlying Index.

8.6(j)(xii)

Compilation of Underlying Index. Each Sub-Fund is not sponsored, endorsed, sold or promoted by the relevant Index Provider. Each Index Provider makes no representation or warranty, express or implied, to investors in the relevant Sub-Fund or other persons regarding the advisability of investing in Index Securities or futures generally or in the relevant Sub-Fund particularly. Each Index Provider has no obligation to take the needs of the Manager or investors in the relevant Sub-Fund into consideration in determining, composing or calculating the relevant Underlying Index. There is no assurance that the Index Provider will compile the relevant Underlying Index accurately, or that the relevant Underlying Index will be determined, composed or calculated accurately, and consequently there can be no guarantees that its actions will not prejudice the interests of the relevant Sub-Fund, the Manager or investors.

8.6(j)(xiii)

Composition of the Underlying Index may change. The composition of the Index Securities constituting the relevant Underlying Index will change as the Index Securities may be delisted, or as new Securities or futures are included in the relevant Underlying Index. When this happens, the weightings or composition of the Index Securities owned by a Sub-Fund would be changed as considered appropriate by the Manager in order to achieve the investment objective. Thus, an investment in Units will generally reflect the relevant Underlying Index as its constituents change and not necessarily the way it is comprised at the time of an investment in Units. However, there can be no guarantee that a particular Sub-Fund will, at

any given time accurately reflect the composition of the relevant Underlying Index. Please refer to “**Tracking Error Risk**” under section “**4.2 Investment Risks**” above.

Risk of change in methodology of the Underlying Index. The construction methodology of the relevant Underlying Index may change when the Index Provider deems it necessary to adapt to significant changes in the market condition. When this happens, the weightings or composition of the Index Securities owned by a Sub-Fund would be changed as considered appropriate by the Manager in order to continue to achieve the investment objective under the revised Underlying Index. Thus, an investment in Units will generally reflect the relevant Underlying Index as its constituents change and not necessarily the way it is comprised at the time of an investment in Units.

Investors should refer to Part 2 of this Prospectus for details of any additional risks specific to a Sub-Fund.

5. INVESTMENT AND BORROWING RESTRICTIONS

Investors should refer to Schedule 1 for a list of investment and borrowing restrictions applicable to the Sub-Funds of the Trust. C2

Investors should refer to Part 2 of this Prospectus for details of any additional investment restrictions specific to a Sub-Fund.

6. INVESTING IN A SUB-FUND

There are currently two methods to invest in the Sub-Funds: C9

6.1 In the Primary Market

- Primary Market Investors may make a request to a Participating Dealer or a stockbroker (who has opened an account with a Participating Dealer) to effect a Creation Application or a Redemption Application on their behalf.
- Because of the size of the capital investment (i.e. Application Unit size) required either to create or redeem Units through the Participating Dealer in the primary market, this method of investment is more suitable for institutional investors and market professionals.
- Participating Dealers may submit a Creation Application or a Redemption Application to create or redeem Units directly in the relevant Sub-Fund.

Please refer to section “**7. Creation and Redemption of Application Units (Primary Market)**” below for the operational procedures in respect of Creation Applications. Creation and redemption of Units by Participating Dealers will be conducted in accordance with the Trust Deed, the Operating Guidelines and the relevant Participation Agreement.

6.2 In the Secondary Market (SEHK)

- Secondary Market Investors may purchase and sell Units in the secondary market on the SEHK. This method of investment is more suitable for retail investors due to the smaller size of capital investment.
- The Units of a Sub-Fund may trade on the SEHK at a premium or discount to the Net Asset Value of the Units of such Sub-Fund.

Please refer to section “**9. Trading of Units on the SEHK (Secondary Market)**” below for further information in respect of buying and selling Units on the SEHK.

7. CREATION AND REDEMPTION OF APPLICATION UNITS (PRIMARY MARKET)

7.1 **General**

This section provides general information regarding the creation and redemption of Units of the Sub-Funds of the Trust. Specific details relating to a Sub-Fund are set out in Part 2 of this Prospectus.

Where a Sub-Fund has a Dual Counter, although a Participating Dealer may subject to arrangement with the Manager elect to CCASS to have Units which it creates deposited in either RMB counter or HKD counter, all cash creation and redemption for all Units must be in the Base Currency of such Sub-Fund only.

7.2 **Applications by Primary Market Investors**

Primary Market Investors are investors who make a request to a Participating Dealer or a stockbroker (who has opened an account with a Participating Dealer) to effect an Application on their behalf.

Each initial Participating Dealer has indicated to the Manager that it will, subject to (i) normal market conditions, (ii) mutual agreement between the relevant Participating Dealer and the Primary Market Investor as to its fees for handling such request(s), and (iii) completion of anti-money laundering and/or client acceptance procedures and requirements, generally accept and submit creation requests or redemption requests received from a Primary Market Investor who is its client, subject to exceptional circumstances set out below. Investors should note that, although the Manager has a duty to monitor the operations of the Trust closely, neither the Trustee nor the Manager is empowered to compel the Participating Dealer to accept a creation request or redemption request from a Primary Market Investor. Primary Market Investors who are retail investors may only submit a creation request or redemption request through a stockbroker who has opened an account with a Participating Dealer.

In addition, a Participating Dealer reserves the right to reject, acting in good faith, any creation request or redemption request received from Primary Market Investor who is its client under exceptional circumstances, including without limitation the following circumstances:

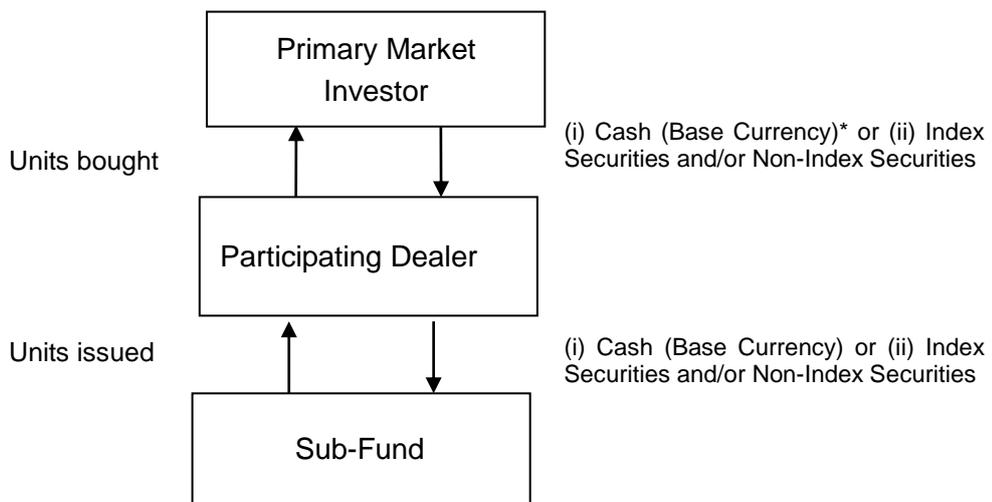
- (a) any period during which (i) the creation or issue of Units of a Sub-Fund, (ii) the redemption of Units of a Sub-Fund, and/or (iii) the determination of Net Asset Value of a Sub-Fund is suspended pursuant to the provisions in the Trust Deed;
- (b) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to any of the Index Securities in the relevant Underlying Index;
- (c) where acceptance of the creation request or redemption request would render the Participating Dealer in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Participating Dealer and/or any of its Connected Persons which are for purpose of ensuring compliance with laws or regulations; or
- (d) circumstances outside the control of the Participating Dealer make it for all practicable purposes impossible to process the creation request or redemption request.

Investors should note that the Participating Dealers and the stockbrokers through whom an Application is made for creation or redemption of Units may impose an earlier dealing deadline, require other supporting documents for the Application and adopt other dealing procedures different from those set out for the Sub-Funds in this Prospectus. For example, the dealing deadline set by the Participating Dealers or the stockbrokers may be earlier than that set out for a Sub-Fund in this Prospectus. Investors should therefore check the applicable dealing procedures with the relevant Participating Dealer or stockbroker (as the case may be).

Participating Dealers and stockbrokers may also impose fees and charges in handling any creation or redemption requests of Primary Market Investors which would increase the cost of

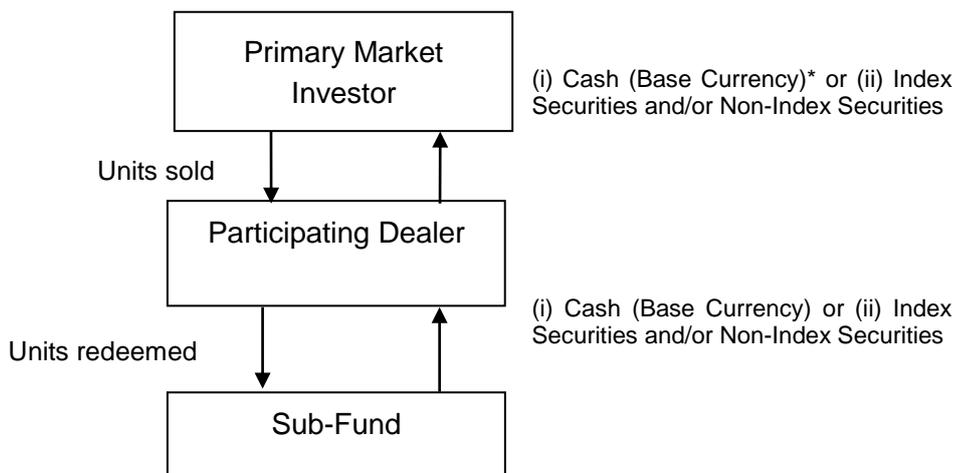
investment and/or reduce the redemption proceeds. Such fees and charges will normally be payable in the Base Currency of the relevant Sub-Fund or such other currency as may be determined by the Participating Dealers and stockbrokers. Participating Dealers and stockbrokers may also impose additional terms and restrictions on the holdings of Primary Market Investors and/or may accept or reject the creation or redemption requests of Primary Market Investors based on their internal policies. Please note that although the Manager has a duty to monitor the operations of the Trust closely, neither the Trustee nor the Manager is empowered to compel any Participating Dealer or stockbroker to disclose its fees agreed with specific clients or other proprietary or confidential information to the Manager or the Trustee, or to accept any application requests received from third parties. Primary Market Investors are advised to check with the Participating Dealers or stockbrokers as to the relevant fees, costs and other applicable terms.

The following illustrates the process of the creation and issue of Units in the case of Primary Market Investors.



**Primary Market Investor may agree with the Participating Dealers settlement in another currency.*

The following illustrates the process of redemption of Units in the case of Primary Market Investors.



**Primary Market Investor may agree with the Participating Dealers settlement in another currency.*

Primary Market Investors should consult with the relevant Participating Dealer on the method(s) for creation or redemption of Units adopted by the relevant Participating Dealer.

7.3 **Creation Applications by Participating Dealers**

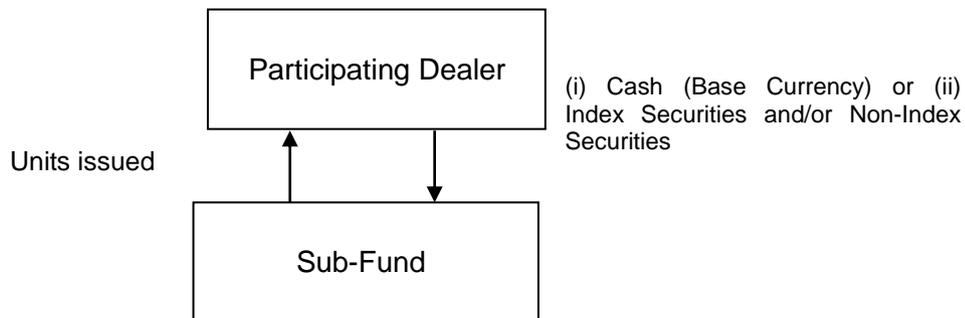
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Unless otherwise determined by the Manager, in consultation with the Trustee, a Creation Application shall only be made by a Participating Dealer in respect of a Dealing Day in accordance with the terms of the Trust Deed and the relevant Participation Agreement either during the Initial Offer Period or on a Dealing Day in respect of Units constituting an Application Unit size or whole multiples thereof. The Application Unit size for a Sub-Fund is set out in Part 2 of this Prospectus.

Additional details on the Initial Offer Period, the Dealing Deadline and other relevant information in respect of Creation Applications for Units in a Sub-Fund are set out in Part 2 of this Prospectus. Any Creation Application received after the Dealing Deadline will be considered as received on the next Dealing Day provided that the Manager may in the event of system failure which is beyond the reasonable control of the Manager or natural disaster and with the approval of the Trustee after taking into account the interest of other Unitholders of the relevant Sub-Fund, exercise its discretion to accept an application in respect of a Dealing Day which is received after the Dealing Deadline if it is received prior to the Valuation Point relating to that Dealing Day. Notwithstanding the aforesaid, where in the Trustee's reasonable opinion, the Trustee's operational requirements cannot support accepting any such application, the Manager shall not exercise its discretion to accept any application.

There are currently two methods for creation of Units in respect of a Creation Application made by a Participating Dealer: (i) cash Creation Application ("**In-Cash Application**") only; or (ii) in-kind Creation Application by delivering Index Securities and/or Non-Index Securities ("**In-Kind Application**") only. The method(s) for creation of Units adopted by the current Sub-Funds are set out in the Appendix of the relevant Sub-Fund.

The following illustrates the process of the creation and issue of Units in the case of Participating Dealers.



7.3.1 **Procedures for Creation of Units**

General

A Creation Application once given cannot be revoked or withdrawn without the consent of the Manager.

To be effective, a Creation Application must comply with the requirements in respect of creation of Units set out in the Trust Deed, the Operating Guidelines and the relevant Participation Agreement and be accompanied by such certifications and legal opinions as the Trustee and/or the Manager may in their absolute discretion require.

Methods of creation of Units

Pursuant to a valid Creation Application being accepted by the Manager, the Manager and/or any person duly appointed by the Manager for such purpose shall have the exclusive right to instruct the Trustee to create for the account of the Trust, Units in a class in Application Unit size or whole multiples thereof in exchange for the delivery by the relevant Participating Dealer, to or for the account of the Trustee, of:

- (a) where In-Cash Application only is adopted, a cash payment equivalent to the relevant Application Basket Value (which shall be accounted for as Deposited Property), which the Manager shall use to purchase the Index Securities and/or Non-Index Securities constituting the Basket(s), and the Manager shall be entitled in its absolute discretion to charge (for the account of the relevant Sub-Fund) to each Participating Dealer an additional sum which represents the appropriate provision for Duties and Charges (which may include, but is not limited to, a provision for stamp duties and other transaction charges or taxes applicable to the purchase (or estimated to be applicable to the future purchase) of the relevant Index Securities and/or Non-Index Securities; or
- (b) where In-Kind Application only is adopted, Index Securities and/or Non-Index Securities constituting the Basket(s) for the Units of the relevant Sub-Fund to be issued and a cash amount equivalent to any Duties and Charges payable.

plus,

- (c) if the Cash Component is a positive value, a cash payment equivalent to the amount of the relevant Cash Component; if the Cash Component is a negative value, the Trustee shall be required to make a cash payment equivalent to the amount of the Cash Component (expressed as a positive figure) to the relevant Participating Dealer. If the relevant Sub-Fund has insufficient cash required to pay any Cash Component payable by the relevant Sub-Fund, the Manager may instruct the Trustee to sell the Deposited Property of the relevant Sub-Fund, or to borrow moneys to provide the cash required.

Payment Terms in respect of In-Cash Application only

Where In-Cash Application is adopted, the Manager currently only accepts cash payments in the Base Currency of the relevant Sub-Fund (even for a Sub-Fund which adopts Dual Counter). Notwithstanding the Dual Counter, any cash payable by Participating Dealers in an In-Cash Application must be in the Base Currency of the relevant Sub-Fund regardless of whether the Units are deposited into CCASS as RMB traded Units or as HKD traded Units. The process of creation of Units deposited under the RMB counter and the HKD counter is the same.

In relation to an In-Cash Application, the Manager reserves the right to require the Participating Dealer to pay an additional sum representing the Duties and Charges for the purpose of compensating or reimbursing the Trust for the difference between:

- (a) the prices used when valuing the relevant Index Securities and/or Non-Index Securities of the Trust in respect of the relevant Sub-Fund for the purpose of such issue of Units; and
- (b) the prices which would be used when acquiring the same Index Securities and/or Non-Index Securities if they were acquired by the Trust in respect of the relevant Sub-Fund with the amount of cash received by the Trust in respect of the relevant Sub-Fund upon such issue of Units.

The Participating Dealer may pass on to the relevant investor such additional sum.

Base Currency and Issuance of Units

Units are denominated in the Base Currency of the relevant Sub-Fund (unless

otherwise determined by the Manager) and no fractions of a Unit shall be created or issued by the Trustee. Once Units are created, the Manager shall instruct the Trustee to issue, for the account of the relevant Sub-Fund, the Units to the relevant Participating Dealer. The Base Currency of each Sub-Fund is specified in Part 2 of this Prospectus.

7.3.2 Issue Price

The Issue Price of Units of a Sub-Fund is set out in Part 2 of this Prospectus. For the avoidance of doubt, the Issue Price does not take into account Duties and Charges or fees payable by the Participating Dealers.

Any commission, remuneration or other sums payable by the Manager to any agent or other person in respect of the issue or sale of any Unit shall not be added to the Issue Price of such Unit and shall not be paid by the Trust.

7.3.3 Creation and Issue of Units

Where a Creation Application is received or deemed to be received and accepted before the Dealing Deadline on a Dealing Day, the creation and issue of Units pursuant to that Creation Application shall be effected on that Dealing Day, but:

- (a) for valuation purposes only, Units shall be deemed to be created and issued after the Valuation Point on the relevant Valuation Day relating to that Dealing Day; and
- (b) the Register shall be updated after the Valuation Point for the Valuation Day relating to the Dealing Day on which the Creation Application is deemed to be accepted provided that the Trustee shall be entitled to refuse to enter (or allow to be entered) Units in the Register if at any time the Trustee is of the opinion that the issue of Units does not comply with the provisions of the Trust Deed.

7.3.4 Fees relating to Creation Applications

In respect of each Creation Application, the Manager shall be entitled to charge certain fees and charges and the Trustee shall be entitled to charge a Transaction Fee, details of which are set out in Part 2 of this Prospectus, which shall be paid by or on behalf of the relevant Participating Dealer and may be set off and deducted against any Cash Component due to the relevant Participating Dealer in respect of such Creation Application.

Where In-Kind Application only is adopted, a corporate action fee is also payable to the Conversion Agent in respect of any corporate actions of the Index Securities and/or Non-Index Securities for In-Kind Application.

7.3.5 Rejection of Creation Applications

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The Manager, acting reasonably and in good faith, has the absolute right to reject a Creation Application, including but not limited to when:

- (a) any period during which (i) the creation or issue of Units of the relevant Sub-Fund, (ii) the redemption of Units of the relevant Sub-Fund, and/or (iii) determination of the Net Asset Value of the relevant Sub-Fund has been suspended pursuant to the provisions in the Trust Deed;
- (b) in the reasonable opinion of the Manager, acceptance of the Creation Application will have an adverse effect or adverse tax consequences on the Trust or the relevant Sub-Fund or is unlawful or will have an adverse effect on the interests of the Unitholders;

-
- (c) there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to any of the Index Securities in the relevant Underlying Index;
 - (d) acceptance of the Creation Application would render the Manager in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Manager and/or any of its Connected Persons which are for purpose of ensuring compliance with laws or regulations;
 - (e) processing of the Creation Application is not possible due to exceptional circumstances outside the control of the Manager (such as market disruptions or circumstances under which acceptance of the Creation Application will have a material adverse impact on the relevant Sub-Fund);
 - (f) the Creation Application is not submitted in the form and manner set out in the provisions of the Trust Deed;
 - (g) an Insolvency Event occurs in respect of the relevant Participating Dealer; or
 - (h) there are insufficient Index Securities and/or Non-Index Securities available to the Manager and/or the Trust to constitute the Basket(s) in respect of a Creation Application,

provided that the Manager will take into account the interest of the Unitholders of the Trust and/or the relevant Sub-Fund to ensure that the interests of the Unitholders will not be materially adversely affected. In addition to the foregoing, the Manager may also reject Creation Applications in such other circumstances as set out in Part 2 of this Prospectus.

In the event of such rejection, the Manager shall notify the relevant Participating Dealer and the Trustee of its decision to reject such Creation Application in accordance with the Operating Guidelines.

The Manager's right to reject a Creation Application is separate and in addition to a Participating Dealer's right to reject, acting in good faith, any creation request received from a client of the Participating Dealer under exceptional circumstances. Notwithstanding a Participating Dealer has accepted creation requests from its clients and in that connection submitted an effective Creation Application, the Manager may exercise its rights to reject such Creation Application in the circumstances described herein.

7.3.6 Cancellation of Creation Applications

The Trustee may, on the instruction of the Manager, cancel any Creation Application and any Units deemed created and issued in respect of such Creation Application under the following circumstances:

- (a) where an In-Cash Application only is adopted, any cash payment for exchange of Units, the Cash Component (if applicable) and/or any Duties and Charges and other fees and charges payable in respect of a Creation Application must be received in cleared funds by such times and in such manner as prescribed in the relevant Participation Agreements and if the cleared funds have not been received by or on behalf of the Trustee as aforementioned the Trustee may, on the instruction of the Manager, cancel the Creation Application, and any Units deemed created and issued in respect of such Creation Application. In addition to the preceding circumstances, the Trustee may also, on the instruction of the Manager, cancel any Creation Application and any Units deemed created and issued in respect of such Creation Application if it determines by such time specified in the Operating

Guidelines that it is unable to invest the cash proceeds of any Creation Application.

- (b) where an In-Kind Application only is adopted -
 - (i) if the title to any of the Index Securities and/or Non-Index Securities constituting the Basket deposited for exchange of Units has not been fully vested upon trust in the Trustee or to the Trustee's satisfaction, or evidence of title and instruments of transfer satisfactory to the Trustee have not been produced to or to the order of the Trustee by such times and in such manner as prescribed in the relevant Participation Agreements (or such later time and/or date determined by the Manager); or
 - (iii) the full amount of any Duties and Charges payable in respect of the Creation Application have not been received in cleared funds by or on behalf of the Trustee by such times and in such manner as prescribed in the relevant Participation Agreements (or such later time and/or date determined by the Manager).

Upon the cancellation of any Creation Application and any Units deemed created pursuant to a Creation Application as provided for above or if a Participating Dealer, with the approval of the Manager, withdraws a Creation Application other than in the circumstances contemplated in the Trust Deed, such Units shall be deemed for all purposes never to have been created and the relevant Participating Dealer shall have no right or claim against the Manager or the Trustee in respect of such cancellation provided that:

- (a) any Index Securities and/or Non-Index Securities constituting the Basket(s) deposited for exchange fully vested in the Trustee and/or any cash received by or on behalf of the Trustee in respect of such cancelled Units shall be redelivered to the Participating Dealer without interest;
- (b) the Manager shall be entitled to charge the Participating Dealer for the account and benefit of the Trustee an Application Cancellation Fee and any other fees and charges as set out in the Operating Guidelines;
- (c) the Manager may at its absolute discretion require the Participating Dealer to pay to the Trustee for the account of the relevant Sub-Fund in respect of each cancelled Unit Cancellation Compensation, being the amount (if any) by which the Issue Price of each such Unit exceeds the Redemption Price which would have applied in relation to each such Unit if a Participating Dealer had, on the date on which such Units are cancelled, made a Redemption Application;
- (d) the Trustee shall be entitled to charge the Participating Dealer the Transaction Fee payable in respect of the Creation Application for the account and benefit of the Trustee;
- (e) the Manager shall be entitled to require the Participating Dealer to pay to the Trustee for the account of the relevant Sub-Fund the Duties and Charges (if any) incurred by the Trust in consequence of such cancelled Creation Application which shall be retained for the benefit of the relevant Sub-Fund; and
- (f) no previous valuations of the assets in respect of a Sub-Fund shall be reopened or invalidated as a result of the cancellation of such Units.

7.4 Redemption Applications by Participating Dealers

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Unless otherwise determined by the Manager, in consultation with the Trustee, a Redemption Application shall only be made by a Participating Dealer in respect of a Dealing Day in

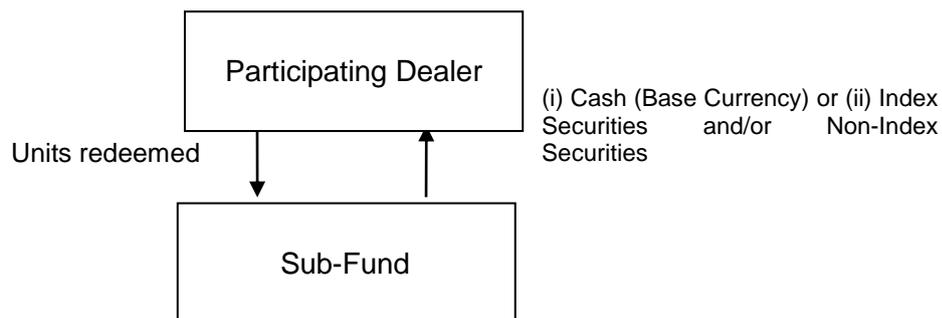
accordance with the terms of the Trust Deed and the relevant Participation Agreement on a Dealing Day in respect of Units constituting an Application Unit size or whole multiples thereof.

Additional details on the Dealing Deadline and other relevant information in respect of Redemption Applications for Units in a Sub-Fund are set out in Part 2 of this Prospectus.

Any Redemption Application received after the Dealing Deadline will be considered as received on the next Dealing Day provided that the Manager may in the event of system failure which is beyond the reasonable control of the Manager or natural disaster and with the approval of the Trustee after taking into account the interest of other Unitholders of the relevant Sub-Fund, exercise its discretion to accept an application in respect of a Dealing Day which is received after the Dealing Deadline if it is received prior to the Valuation Point relating to that Dealing Day. Notwithstanding the aforesaid, where in the Trustee's reasonable opinion, the Trustee's operational requirements cannot support accepting any such application, the Manager shall not exercise its discretion to accept any application.

Where the Manager accepts a Redemption Application in respect of a Sub-Fund from a Participating Dealer, the Manager may effect the redemption of the relevant Units by instructing the Trustee to transfer to the Participating Dealer, (i) cash ("**In-Cash Redemption**") only; or (ii) Index Securities and/or Non-Index Securities ("**In-Kind Redemption**") only, each in accordance with the Trust Deed and the relevant Participation Agreements and Operating Guidelines. The redemption method(s) adopted by the current Sub-Funds are as set out in the Appendix of the relevant Sub-Fund.

The following illustrates the process of redemption of Units in the case of Participating Dealers.



7.4.1 Procedures for Redemption of Units

General

A Redemption Application once given cannot be revoked or withdrawn without the consent of the Manager.

To be effective, a Redemption Application must comply with the requirements in respect of redemption of Units set out in the Trust Deed, the Operating Guidelines and the relevant Participation Agreement and be accompanied by such certifications and legal opinions as the Trustee and/or the Manager may require.

Methods of payment of redemption proceeds

Pursuant to a valid Redemption Application accepted by the Manager, the Manager shall instruct the Trustee to cancel the relevant Units on the Settlement Day in accordance with the Trust Deed and the relevant Participation Agreements and Operating Guidelines and to transfer to the Participating Dealer:

- (a) where In-Cash Redemption only is adopted, the redemption proceeds in cash provided that the Manager shall be entitled in its absolute discretion to charge

(for the account of the Sub-Fund) to each Participating Dealer an additional sum which represents the appropriate provision for Duties and Charges (which may include, but is not limited to, a provision for stamp duties and other transaction charges or taxes applicable to the sale (or estimated to be applicable to the future sale) of the relevant Index Securities and/or Non-Index Securities),

- (b) where In-Kind Redemption only is adopted, the relevant Index Securities and/or Non-Index Securities constituting the Basket(s) (as the Manager considers appropriate) in respect of such Units;

plus,

- (c) where the Cash Component is a positive value, a cash payment equivalent to the amount of the Cash Component. If the relevant Sub-Fund has insufficient cash to pay any Cash Component payable by the Sub-Fund, the Manager may instruct the Trustee to sell the Deposited Property of the relevant Sub-Fund, or to borrow moneys, to provide the cash required. If the Cash Component is a negative value, the Participating Dealer shall be required to make a cash payment equivalent to the amount of the Cash Component (expressed as a positive figure) to or to the order of the Trustee.

Payment Terms in respect of In-Cash Redemption only

Where In-Cash Redemption only is adopted, the Manager currently only allows redemption proceeds to be paid out in cash in the Base Currency of the relevant Sub-Fund (even for a Sub-Fund which adopts Dual Counter). Notwithstanding the Dual Counter, any cash proceeds received by Participating Dealers in an In-Cash Redemption shall be paid only in the Base Currency of the relevant Sub-Fund. Both RMB traded Units and HKD traded Units may be redeemed by way of a Redemption Application (through a Participating Dealer). Where a Participating Dealer wishes to redeem HKD traded Units the redemption process is the same as for RMB traded Units.

In relation to an In-Cash Redemption, the Manager reserves the right to require the Participating Dealer to pay an additional sum representing Duties and Charges for the purpose of compensating or reimbursing the Trust for the difference between:

- (a) the prices used when valuing the relevant Index Securities and/or Non-Index Securities of the Trust in respect of the relevant Sub-Fund for the purpose of such redemption of Units; and
- (b) the prices which would be used when selling the same Index Securities and/or Non-Index Securities if they were sold by the Trust in respect of the relevant Sub-Fund in order to realise the amount of cash required to be paid out of the Trust in respect of the relevant Sub-Fund upon such redemption of Units.

The Participating Dealer may pass on to the relevant investor such additional sum.

Payment Terms in respect of In-Kind Redemption only

Where a Sub-Fund adopts In-Kind Redemption only, the Manager has the right to instruct the Trustee to deliver cash equivalent of any Index Security or non-Index Security (as the case may be) in connection with the Redemption Application to the Participating Dealer if (a) such Index Security or non-Index Security (as the case may be) is likely to be unavailable for delivery or available in insufficient quantity for delivery in connection with the Redemption Application; or (b) the Participating Dealer is restricted by regulation or otherwise from investing or engaging in a transaction in that Index Security or non-Index Security (as the case may be).

7.4.2 Redemption Price

The Redemption Price of Units of a Sub-Fund is set out in Part 2 of this Prospectus. For the avoidance of doubt, the Redemption Price does not take into account Duties and Charges or fees payable by the Participating Dealers.

7.4.3 Payment of Redemption Proceeds

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The maximum interval between (i) the receipt of a properly documented Redemption Application and (ii) payment of redemption proceeds (in cash in the Base Currency of the relevant Sub-Fund only and/or in-kind, as applicable) to the relevant Participating Dealer may not exceed one (1) calendar month unless the market(s) in which a substantial portion of investments of the relevant Sub-Fund is made is subject to legal or regulatory requirements (such as foreign currency controls) thus rendering the payment of the redemption proceeds within the aforesaid time period not practicable. In such case, and subject to the Commission's prior approval, payments may be delayed but the extended time frame for the payment of redemption proceeds shall reflect the additional time needed in light of the specific circumstances in the relevant market(s).

Subject to the above, payment of redemption proceeds in cash will normally be made within 3 Business Days of the relevant Dealing Day.

7.4.4 Rejection of Redemption Applications

The Manager, acting reasonably and in good faith, has the absolute right to reject a Redemption Application in exceptional circumstances or to impose different minimum redemption size requirements, including but not limited to when:

- (a) any period during which (i) the creation or issue of Units of the relevant Sub-Fund, (ii) the redemption of Units of the relevant Sub-Fund, and/or (iii) the determination of Net Asset Value of the relevant Sub-Fund has been suspended pursuant to the provisions of the Trust Deed;
- (b) in the reasonable opinion of the Manager, acceptance of the Redemption Application will have an adverse effect on the Trust or the relevant Sub-Fund;
- (c) there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to any of the Securities in the relevant Underlying Index;
- (d) acceptance of the Redemption Application would render the Manager in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Manager and/or any of its Connected Persons;
- (e) processing of the Redemption Application is not possible due to circumstances outside the control of the Manager (such as market disruptions or circumstances under which acceptance of the Redemption Application will have a material adverse impact on the relevant Sub-Fund); or
- (f) the Redemption Application is not submitted in the form and manner set out in the provisions of the Trust Deed,

provided that the Manager will take into account the interest of the Unitholders of the Trust and/or the relevant Sub-Fund to ensure that the interests of the Unitholders will not be materially adversely affected. In addition to the foregoing, the Manager may also reject Redemption Applications in such other circumstances as set out in Part 2 of this Prospectus.

In the event of such rejection, the Manager shall notify the relevant Participating Dealer and the Trustee of its decision to reject such Redemption Application in accordance with the Operating Guidelines.

The Manager's right to reject a Redemption Application is separate and in addition to a Participating Dealer's right to reject, acting in good faith, any redemption request received from a client of the Participating Dealer under exceptional circumstances. Notwithstanding a Participating Dealer has accepted redemption requests from its clients and in that connection submitted an effective Redemption Application, the Manager may exercise its rights to reject such Redemption Application in the circumstances described herein.

7.4.5 Deferral of Redemption Applications

In addition, the Manager is entitled to limit the number of Units of any Sub-Fund redeemed on any Dealing Day to 10% of the total number of Units of the relevant Sub-Fund in issue (rounded down to the extent required to ensure that Units may only be redeemed in multiples of Application Units). In this event, the limitation will apply pro rata so that all Participating Dealers of the relevant Sub-Fund who have validly requested to redeem Units of the same Sub-Fund on that Dealing Day will redeem the same proportion of such Units of that Sub-Fund. Any Units not redeemed (but which would otherwise have been redeemed) will be carried forward for redemption, subject to the same limitation, and will have priority on the next succeeding Dealing Day and all following Dealing Days (in relation to which the Manager has the same power) until the original request has been satisfied in full.

7.4.6 Fees relating to Redemption of Units

In respect of each Redemption Application, the Manager shall be entitled to charge certain fees and charges and the Trustee shall be entitled to charge a Transaction Fee, details of which are set out in Part 2 of this Prospectus, which shall be paid by or on behalf of the relevant Participating Dealer and may be set off and deducted against any Cash Component or cash redemption proceeds due to the relevant Participating Dealer in respect of such Redemption Application.

Where In-Kind Redemption only is adopted, a corporate action fee is also payable to the Conversion Agent in respect of any corporate actions of the Index Securities and/or Non-Index Securities for In-Kind Redemption.

The Manager shall also be entitled to deduct from and set off against any cash redemption proceeds or Cash Component payable to a Participating Dealer on the redemption of Units a sum (if any) which represents the appropriate provision for Duties and Charges, the Transaction Fee (for the account and benefit of the Trustee) and any other fees, charges and payments payable by the Participating Dealer.

7.4.7 Cancellation of Units pursuant to Redemption Application

Upon redemption of Units pursuant to a valid Redemption Application,

- (a) the funds of the relevant Sub-Fund shall be deemed to be reduced by the cancellation of such Units and, for valuation purposes, such Units shall be deemed to have been redeemed and cancelled after the Valuation Point for the Valuation Day relating to the Dealing Day on which the Redemption Application is or is deemed to be received; and
- (b) the name of the Unitholder of such Units shall be removed from the Register after the Valuation Point for the Valuation Day relating to the Dealing Day on which the Redemption Application is deemed to be accepted.

7.4.8 Cancellation of Redemption Applications

In respect of a Redemption Application, unless the requisite documents in respect of the relevant Units have been delivered to the Manager by such times and in such manner as prescribed in the relevant Participation Agreements and/or Operating Guidelines, the Redemption Application shall be deemed never to have been made except that the Transaction Fee (for the account and benefit of the Trustee) in respect of such Redemption Application shall remain due and payable, and in such circumstances:

- (a) the Manager shall also be entitled to charge the relevant Participating Dealer an Application Cancellation Fee which is payable to the Trustee for its own account and such fees and charges as set out in the Operating Guidelines;
- (b) the Manager may at its absolute discretion require the relevant Participating Dealer to pay to the Trustee, for the account of the relevant Sub-Fund, Cancellation Compensation in respect of each Unit, being the amount (if any) by which the Redemption Price of each Unit is less than the Issue Price which would have applied in relation to each Unit if a Participating Dealer had, on the final day permitted for delivery of the requisite documents in respect of the Units which are the subject of the Redemption Application, made a Creation Application; and
- (c) no previous valuations of the relevant Sub-Fund shall be re-opened or invalidated as a result of an unsuccessful Redemption Application,

provided that the Manager, in consultation with the Trustee, may at its discretion extend the settlement period on such terms and conditions as the Manager may determine (including as to, but not limited to, the payment of an Extension Fee).

7.5 Suspension of Creations and Redemptions

C11

The Manager may, at its discretion, after giving notice to the Trustee suspend the creation or issue of Units of a Sub-Fund, suspend the redemption of Units of a Sub-Fund and/or delay the payment of any monies in respect of any Redemption Application in the following circumstances:

- (a) during any period when trading on the SEHK is restricted or suspended;
- (b) during any period when a market on which an Index Security (that is a component of the relevant Underlying Index) has its primary listing, or the official clearing and settlement depository (if any) of such market, is closed;
- (c) during any period when dealing on a market on which an Index Security (that is a component of the relevant Underlying Index) has its primary listing is restricted or suspended;
- (d) during any period when, in the opinion of the Manager, settlement or clearing of Index Securities in the official clearing and settlement depository (if any) of such market is disrupted;
- (e) during any period when the determination of the Net Asset Value of the relevant Sub-Fund is suspended or if any circumstance specified in section “**10.2 Suspension of Determination of Net Asset Value**” below arises.

Upon declaration of the suspension by the Manager, the suspension shall take effect. During the suspension,

- (a) no Application shall be made by any of the Participating Dealers and in the event any Application is received in respect of any Dealing Day falling within such period of

suspension (that has not been otherwise withdrawn), such Application shall be deemed as having been received immediately following the termination of the suspension;

- (b) no Units shall be created and issued or redeemed for the account of the relevant Sub-Fund.

The Manager shall notify the Commission if dealing in Units is suspended and publish a notice of suspension immediately following such suspension and, at least once a month during the period of suspension, on its website at <http://www.gffunds.com.hk>¹ or in such publications as the Manager decides.

A Participating Dealer may at any time after a suspension has been declared and before termination of such suspension withdraw an Application submitted prior to such suspension by notice in writing to the Manager and the Manager shall promptly notify the Trustee accordingly. If the Manager has not received any such notification of withdrawal of such Application before termination of such suspension, the Trustee shall, subject to and in accordance with the provisions of the Trust Deed, create and issue Units or redeem Units in respect of such Application and such Application shall be deemed to be received immediately following the termination of such suspension.

The suspension shall terminate (i) when the Manager, after giving notice to the Trustee, declares the suspension at an end, or (ii) in any event on the day following the first Business Day on which the condition giving rise to the suspension ceases to exist; and no other condition under which suspension is authorised under the Trust Deed exists.

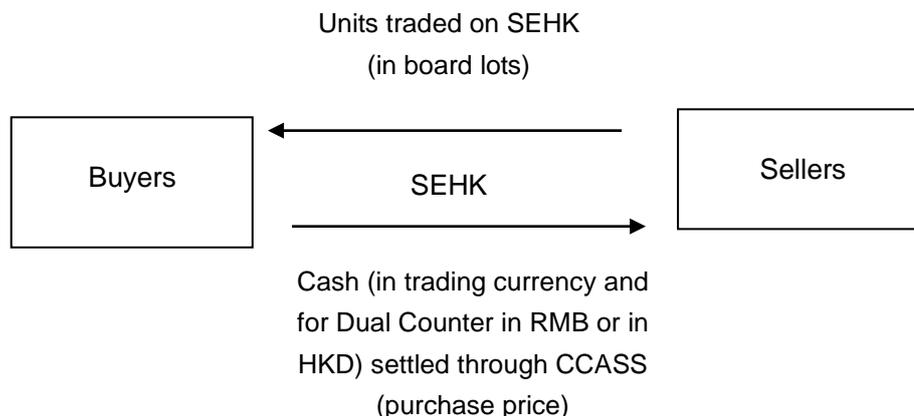
8. CERTIFICATES

C6

No certificates will be issued in respect of the Units of the Trust. All Units of the Trust will be registered in the name of the HKSCC Nominees Limited by the Registrar on the Register of Unitholders of the relevant Sub-Fund, which is the evidence of ownership of Units. Beneficial interest of retail investors in the Units of the Trust will be established through an account with a participant in CCASS.

9. TRADING OF UNITS ON THE SEHK (SECONDARY MARKET)

A Secondary Market Investor can buy or sell the Units of a Sub-Fund through his stockbroker on the SEHK on or after the Listing Date of that Sub-Fund. The diagram below illustrates the trading of Units on the SEHK:



No money should be paid to any intermediary in Hong Kong which is not licensed for Type 1 regulated activity under Part V of the Securities and Futures Ordinance.

C12

Secondary Market Investors may place an order with a broker to sell their Units on the SEHK at any time during the trading day. To sell Units – or to buy new ones – such investor will need

to use an intermediary such as a stockbroker or any of the share dealing services offered by banks or other financial advisers.

The trading price of Units of a Sub-Fund on the SEHK may differ from the Net Asset Value per Unit of that Sub-Fund and there can be no assurance that a liquid secondary market will exist for the Units.

Brokerage and other fees may be payable when selling (and purchasing) Units. Please refer to Part 2 of this Prospectus for details of the applicable brokerage and other fees.

There can be no guarantee that once the Units of a Sub-Fund are listed on the SEHK they will remain listed.

10. VALUATION AND SUSPENSION

C7

10.1 Determination of the Net Asset Value

The Net Asset Value of the relevant Sub-Fund shall be determined in the Base Currency of the relevant Sub-Fund at the Valuation Point on the relevant Valuation Day in respect of each Dealing Day for Units of the relevant class (or at such other time as the Manager, in consultation with the Trustee, may determine) by valuing the assets of the relevant Sub-Fund and deducting the liabilities attributable to the Sub-Fund in accordance with the terms of the Trust Deed.

A summary of the applicable key provisions of the Trust Deed relating to the determination of the value of investments in the Trust is set out as follows:

- (a) the value of any investment quoted, listed or normally dealt in on a securities market (other than an interest in a collective investment scheme) shall be calculated by reference to the price appearing to the Manager to be the last traded price or the official closing price on the securities market on which the investment is quoted, listed or normally dealt in for such amount of such investment as the Manager may consider in the circumstances to provide a fair criterion, PROVIDED THAT:
 - (i) if an investment is quoted, listed or normally dealt in on more than one securities market, the Manager shall adopt the last traded price or the official closing price on the securities market which, in their opinion, provides the principal market for such investment;
 - (ii) in the case of any investment which is quoted, listed or normally dealt in on a securities market but in respect of which, for any reason, prices on that securities market may not be available at any relevant time, the value thereof shall be certified by such firm or institution making a market in such investment as may be appointed for such purpose by the Manager, or, if the Trustee so requires, by the Manager after consultation with the Trustee;
 - (iii) there shall be taken into account interest accrued on interest-bearing investments up to (and including) the date as at which the valuation is made, unless such interest is included in the quoted or listed price;

and for the purpose of the foregoing provisions the Manager and the Trustee shall be entitled to use and to rely upon electronic transmitted information from such source or sources as they may from time to time think fit with regard to the pricing of the investments on any securities market and the prices derived therefrom shall be taken as the prices for the purposes of this paragraph (a);

- (b) the value of any investment which is not quoted, listed or normally dealt in on a securities market (other than an interest in a collective investment scheme)

shall be the initial value thereof ascertained as hereinafter provided or the value thereof as assessed on the latest revaluation thereof made in accordance with the provisions hereinafter provided. For this purpose:

- (i) the initial value of an unquoted investment shall be the amount expended out of the relevant Sub-Fund in the acquisition thereof (including in each case the amount of the stamp duties, commissions and other expenses incurred in the acquisition thereof and the vesting thereof in the Trustee for the purposes of the Trust Deed);
- (ii) the Manager shall at such times or at such intervals as the Trustee may request, cause a revaluation to be made of any unquoted investment by a professional person approved by the Trustee as qualified to value such unquoted investment;

Notwithstanding the above but subject to paragraph (b)(ii) above, the Manager may determine to value on a straight line basis investments in debt instruments acquired as a discount to their face value.

- (c) cash, deposits and similar investments shall be valued at their face value (together with accrued interest) unless, in the opinion of the Manager in consultation with the Trustee, any adjustment should be made to reflect the value thereof;
- (d) the value of each unit, share or other interest in any collective investment scheme shall be the last available net asset value per unit, share or other interest in such collective investment scheme or, shall be determined from time to time in such manner as the Manager shall determine;
- (e) notwithstanding the foregoing, the Manager may, after consultation with the Trustee, adjust the value of any investment or permit some other method of valuation to be used if, having regard to currency, applicable rate of interest, maturity, marketability and other considerations the Manager deems relevant, the Manager considers that such adjustment or use of such other method is required to reflect the fair value thereof. The Manager or the Trustee may also carry out regular independent valuation of the investments as it deems appropriate; and
- (f) the value of any investment (whether of a Security or cash) otherwise than in the Base Currency shall be converted into the Base Currency at the rate (whether official or otherwise) which the Manager shall deem appropriate in the circumstances having regard to any premium or discount which may be relevant and to costs of exchange.

The Trustee and the Manager may:

- (a) rely without verification on price data and/or other information provided through electronic price feeds, mechanised and/or electronic systems of price/valuation dissemination for the purposes of valuing any assets of the Sub-Fund and the prices provided by any such system shall be deemed to be the last traded prices;
- (b) accept as sufficient and conclusive evidence of the value of any asset of a Sub-Fund or the cost price or sale price thereof, any market quotation or certification by a calculation agent, administrator, broker, any professional person, firm or association qualified (in the opinion of the Manager to provide such a quotation provided that nothing hereunder shall impose an obligation on the Manager to obtain such a quotation or certification. If and to the extent that the Manager is responsible for or otherwise involved in the pricing of any of a Sub-Fund's assets, the Trustee may accept, use and rely on such prices without verification;

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- (c) rely upon, and will not be responsible for the accuracy of, financial data furnished to it by third parties including the relevant calculation agent, automatic pricing services, brokers, market makers or intermediaries, (in the case where the Trustee is relying on this provision) the Manager or (in the case where the Manager is relying on this provision) the Trustee, and any administrator or valuations agent of other collective investments into which a Sub-Fund may invest; and
 - (d) rely upon the established practice and rulings of any market and any committees and officials thereof on which any dealing in any assets of a Sub-Fund or other property is from time to time effected in determining what shall constitute a good delivery and any similar matters and such practice and rulings shall be conclusive and binding upon all persons;

and the Trustee and the Manager shall not be liable for any loss suffered by a Sub-Fund, any Unitholders or any other person in connection therewith except the Trustee and the Manager shall be respectively liable for losses which are due to breach of trust through fraud or negligence on their part.

10.2 Suspension Of Determination Of Net Asset Value

C11

The Manager may, after giving notice to the Trustee, declare a suspension of the determination of the Net Asset Value of a Sub-Fund for the whole or any part of any period during which:

- (a) there is a closure of or restriction or disruption or suspension of trading on any commodities market or securities market on which a substantial part of the investments of the Sub-Fund is normally traded or a breakdown in any of the means normally employed by the Manager or the Trustee (as the case may be) in ascertaining the prices of investments or determining the Net Asset Value of the Sub-Fund or the Net Asset Value per Unit of the relevant class; or
- (b) for any other reason, the prices of a substantial part of the investments held or contracted for by the Manager for the account of the Sub-Fund cannot, in the reasonable opinion of the Manager, reasonably, promptly or fairly be ascertained; or
- (c) circumstances exist as a result of which, in the reasonable opinion of the Manager, it is not reasonably practicable to realize any investments held or contracted for the account of the Sub-Fund or it is not possible to do so without seriously prejudicing the interests of Unitholders of the relevant class; or
- (d) the remittance or repatriation of funds which will or may be involved in the realisation of, or in the payment for, any investments of that Sub-Fund or the subscription or redemption of Units of the relevant class is prohibited, restricted, delayed or cannot, in the reasonable opinion of the Manager, be carried out promptly at normal exchange rates; or
- (e) the relevant Underlying Index is not compiled or published; or
- (f) a breakdown occurs in any of the systems and/or means of communication normally employed in ascertaining the Net Asset Value of the relevant Sub-Fund or the Net Asset Value per Unit, Issue Price or Redemption Price of the relevant class, or when for any other reason the Net Asset Value of the relevant class cannot be ascertained in a prompt or accurate manner; or
- (g) the existence of any state of affairs as a result of which delivery of Index Securities and/or Non-Index Securities comprised in a Basket or disposal of investments for the time being comprised in the Sub-Fund's assets cannot, in

the opinion of the Manager, be effected normally or without prejudicing the interests of Unitholders; or

- (h) the dealing of Units is suspended pursuant to any order or direction issued by the Commission; or
- (i) in the reasonable opinion of the Manager, such suspension is required by law or applicable legal process; or
- (j) the business operations of the Manager, the Trustee the Registrar and/or their respective delegates in relation to the operation of the Trust are substantially interrupted or closed as a result of arising from pestilence, acts of war, terrorism, insurrection, revolution civil unrest, riots, strikes or acts of God.

Upon declaration of the suspension by the Manager, the suspension shall take effect. During the suspension,

- (a) there shall be no determination of the Net Asset Value of the relevant Sub-Fund or the Issue Price or the Redemption Price of Units in the relevant class;
- (b) no Application shall be made by any of the Participating Dealers and in the event any Application is received in respect of any Dealing Day falling within such period of suspension (that has not been otherwise withdrawn), such Application shall be deemed as having been received immediately following the termination of the suspension;
- (c) the Manager shall be under no obligation to rebalance the Deposited Property of the Sub-Fund; and
- (d) no Units shall be created and issued or redeemed for the account of the Sub-Fund.

The suspension shall terminate (i) when the Manager, after giving notice to the Trustee, declares the suspension at an end, or (ii) in any event on the day following the first Business Day on which the condition giving rise to the suspension ceases to exist; and no other condition under which suspension is authorised under the Trust Deed exists.

The Manager shall notify the Commission if dealing in Units is suspended and publish a notice of suspension immediately following such suspension and, at least once a month during the period of suspension, on its website at <http://www.gffunds.com.hk>¹ or in such publications as the Manager decides.

A Participating Dealer may at any time after a suspension has been declared and before termination of such suspension withdraw an Application submitted prior to such suspension by notice in writing to the Manager and the Manager shall promptly notify the Trustee accordingly. If the Manager has not received any such notification of withdrawal of such Application before termination of such suspension, the Trustee shall, subject to and in accordance with the provisions of the Trust Deed, create and issue Units or redeem Units in respect of such Application and such Application shall be deemed to be received immediately following the termination of such suspension.

10.3 Suspension of Dealing in Units On The SEHK (Secondary Market)

C11

Dealing in Units on the SEHK, or trading on the SEHK generally, may at any time be suspended by the SEHK subject to any conditions imposed by the SEHK if the SEHK considers it necessary for the protection of investors or for the maintenance of an orderly market or in such other circumstances as the SEHK may consider appropriate.

11. **DISTRIBUTION POLICY**

Please refer to Part 2 of this Prospectus for further details of the distribution policy in respect of each Sub-Fund.

C13

On a distribution from the Sub-Fund, the Trustee, in accordance with the instructions of the Manager, will allocate the amounts available for distribution between Unitholders and will pay such amounts to Unitholders.

12. **FEES AND CHARGES**

The fees and charges currently applicable to the Trust and each Sub-Fund (are set out below and in Part 2 of this Prospectus.

12.1 **Management Fees and Servicing Fee**

C14(b)

Under the terms of the Trust Deed, the Manager may, on giving not less than one month's written notice to the relevant Unitholders, increase each of the rate of the management fee or servicing fee payable in respect of a Sub-Fund up to or towards its maximum rate of 2% per annum of the Net Asset Value of the Sub-Fund accrued daily and calculated as at each Dealing Day and payable monthly or such higher percentage as may be approved by the relevant Unitholders in accordance with the terms of the Trust Deed.

C14(c)

Please refer to Part 2 of this Prospectus for further details on the management fee or servicing fee payable in respect of each Sub-Fund.

12.2 **Trustee's and Registrar's Fee**

Under the terms of the Trust Deed, the Trustee may, on giving not less than one month's written notice to the relevant Unitholders, increase the rate of the Trustee's fee payable in respect of a Sub-Fund up to or towards the maximum rate of 1% per annum of the Net Asset Value of the Sub-Fund accrued daily and calculated as at each Dealing Day and payable monthly or such higher percentage as may be approved by the relevant Unitholders in accordance with the terms of the Trust Deed.

C14(c)

The Trustee is also entitled to a fee in its capacity as the Registrar.

Please refer to Part 2 of this Prospectus for further details on the Trustee's and Registrar's fee payable in respect of each Sub-Fund.

The Trustee shall pay the fees of any custodian or sub-custodian to which it has appointed. The Trustee's fee is inclusive of fees payable to the Custodian (and its delegates).

In addition, the Trustee will be reimbursed for all of its out-of-pocket expenses incurred in connection with performing its services as Trustee and Registrar.

12.3 **Service Agent's or Conversion Agent's Fee**

C14(b)

The Service Agent or the Conversion Agent (as applicable) will charge such fees and expenses as set out in Part 2 of this Prospectus.

12.4 **Other Charges and Expenses**

C14(b)

Each Sub-Fund will bear the costs set out in the Trust Deed, which are directly attributable to it. Where such costs are not directly attributable to a Sub-Fund, the Manager, in consultation with the Trustee, shall determine how such costs are to be allocated. Such costs may include but are not limited to the cost of (a) all stamp and other duties, taxes, governmental charges, brokerages, commissions, exchange costs

and commissions, bank charges, transfer fees and expenses, registration fees and expenses, transaction fees of the Trustee as may be agreed by the Manager in relation to transactions involving the whole or any part of the relevant Sub-Fund, custodian or sub-custodian and proxy fees and expenses, collection fees and expenses, insurance and security costs, and any other costs, charges or expenses payable in respect of the acquisition, holding and realisation of any investment or other property or any cash, deposit or loan (including the claiming or collection of income or other rights in respect thereof and including any fees or expenses charged or incurred by the Trustee or the Manager or any of their Connected Person in the event of the Trustee or the Manager or such Connected Person rendering services or effecting transactions giving rise to such fees or expenses), (b) the fees and expenses of the Auditors, the Registrar and Service Agent (or the Conversion Agent, as the case may be and if applicable), (c) fees charged by the Trustee in connection with valuing the assets of the Trust or any part thereof, calculating the issue and redemption prices of Units, (d) expenses in connection with the management and trusteeship of the Trust, (e) all legal and professional fees and charges incurred by the Manager and/or the Trustee in connection with the Trust and/or any Sub-Fund, (f) out-of-pocket expenses incurred by the Trustee and/or the Manager wholly and exclusively in the performance of its duties (including, where appropriate, obtaining collateral, credit support or implementing other measures or arrangements in mitigating the counterparty risk or other exposure of the relevant Sub-Fund), (g) the costs and expenses incurred by the Manager and/or the Trustee in establishing the Trust and/or the relevant Sub-Fund and costs and expenses in connection with the initial issue of Units of each class (which expenses may be amortised by being written off against the Sub-Funds in proportion to their respective Net Asset Values in equal amounts (or such other proportions or method as the Manager and the Trustee may determine from time to time) over the first five financial years or such other period as the Manager after consultation with the Auditors shall determine), (h) the fees and expense of the Trustee which are agreed by the Manager in connection with time and resources incurred by the Trustee reviewing and producing documentation in connection with the operation of the relevant Sub-Fund (including filing of annual returns and other documents with any regulatory authority having jurisdiction over the Trust), (i) the expenses of or incidental to the preparation of deeds supplemental to the Trust Deed, (j) the expenses of holding meetings of Unitholders and of giving notices to Unitholders, (k) the costs and expenses of obtaining and maintaining a listing for the Units on any stock exchange or exchanges selected by the Manager and/or in obtaining and maintaining any approval or authorisation of the Trust or a Sub-Fund or in complying with any undertaking given, or agreement entered into in connection with, or any rules governing such listing approval or authorisation, (l) costs and expenses charged by the Trustee in terminating the Trust or the relevant Sub-Fund and for providing any additional services as agreed by the Manager, (m) unless the Manager determines, bank charges incurred in making payments to Unitholders pursuant to the Trust Deed, (n) the fees of any guarantor agreed by the Manager (including the fee of the Trustee or any Connected Person of the Trustee acting as guarantor in relation to any Sub-Fund), (o) any licence fees and expenses payable to the owner of an index for the use of such index, (p) the fees and expenses of establishing, maintaining and operating any company wholly owned by the Trustee on behalf of any one or more Sub-Funds, (q) without prejudice to the generality of the foregoing, all costs incurred in publishing the Net Asset Value, the issue and redemption prices of Units, all costs of preparing, printing and distributing all statements, accounts and reports pursuant to the provisions of the Trust Deed (including the Auditors' fees), the expenses of preparing and printing any Prospectus, and any other expenses, deemed by the Manager after consulting the Trustee, to have been incurred in compliance with or in connection with any change in or introduction of any law or regulation or directive (whether or not having the force of law) of any governmental or other regulatory authority or with the provisions of any code relating to unit trusts, (r) all other reasonable costs, charges and expenses which in the opinion of the Trustee and/or the Manager are properly incurred in the administration of the Trust pursuant to the performance of their respective duties, (s) all fees and expenses incurred in connection with the retirement or removal of the Manager, the Trustee, the Auditors or any entity providing services to

the Trust, or the appointment of a new manager, a new trustee, new auditors or other new service providers providing services to the Trust, and (t) all such charges, costs, expenses and disbursements as under the general law the Trustee is entitled to charge to the Trust.

12.5 Establishment Costs

C14(b)

The costs and expenses incurred by the Manager and the Trustee in establishing the Trust and the initial sub-fund of the Trust, GFI MSCI China A International ETF, are estimated to be RMB\$2 million; such costs shall be borne by the GFI MSCI China A International ETF (unless otherwise determined by the Manager) and amortised over the first 5 financial years of the Trust (unless the Manager decides a shorter period is appropriate).

The costs of establishment of each subsequent Sub-Fund will be borne by the relevant Sub-Fund and amortised over such period as the Manager may determine and specified in Part 2 of this Prospectus.

13. TAXATION

C16

13.1 Hong Kong

13.1.1 A Sub-Fund

Profits tax

A Sub-Fund will be exempted from Hong Kong profits tax in respect of its authorised activities in Hong Kong upon its authorisation as a collective investment schemes under section 104 of the Securities and Futures Ordinance.

Stamp duty

Pursuant to a remission order issued by the Secretary for the Treasury on 20 October 1999, any Hong Kong stamp duty (i.e. fixed and ad valorem) on the transfer of a Basket to a Sub-Fund which adopts In-Kind Application only, by a Participating Dealer as a consideration for an allotment of Units of such Sub-Fund will be remitted or refunded (i.e. in the primary market). Similarly, Hong Kong stamp duty on the transfer of a Basket by a Sub-Fund which adopts In-Kind Redemption only to a Participating Dealer upon redemption of Units will also be remitted or refunded (i.e. in the primary market).

13.1.2 Unitholders

Profits arising on the disposal / redemption of any Units will only be subject to profits tax for Unitholders carrying on a trade or business in Hong Kong where the profits, arise from such trade or business in Hong Kong and are of revenue nature.

Distributions received by Unitholders from their investments in the Units would generally not be chargeable to tax in Hong Kong (whether by way of withholding or otherwise).

Stamp Duty

Stamp duty of each Sub-Fund is waived with effect from 13 February 2015 pursuant to the Stamp Duty (Amendment) Ordinance 2015.

13.2 The PRC

A Sub-Fund that invests in the PRC may be subject to withholding and other taxes imposed in the PRC. For further details relating to PRC taxes and the associated

risks, please refer to the risk factor headed “**PRC tax considerations**” under section “**4.1 Risk Factors relating to China**” in Part 1 of this Prospectus.

13.3 Other jurisdiction(s)

Please refer to Part 2 of this Prospectus on taxation requirements in other jurisdiction(s) that may be applicable to a Sub-Fund.

13.4 General

Investors should consult their professional financial advisers on the consequences to them of acquiring, holding, realizing, transferring or selling Units under the relevant laws of the jurisdictions to which they are subject, including the tax consequences, stamping and denoting requirements and any exchange control requirements. These consequences, including the availability of, and the value of, tax relief to investors will vary with the law and practice of the investors' country of citizenship, residence, domicile or incorporation and their personal circumstances.

14. OTHER IMPORTANT INFORMATION

14.1 Reports and Accounts

The Trust's financial year end is 31 December in each year.

Unitholders will be notified of where they can obtain the printed and electronic copies of the latest audited accounts or the semi-annual unaudited interim reports once they are available (both published in English only). Such notices will be sent to Unitholders as soon as practicable and in any event within four months of the end of each financial year (starting the first financial year) in the case of audited accounts and within two months after 30 June in each year in the case of semi-annual unaudited interim reports. Once issued, such reports will be available in electronic copies from the website <http://www.gffunds.com.hk>¹.

Hard copies of such reports will be available upon request of Unitholders free of charge at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) at the office of the Manager.

14.2 Removal and Retirement of the Manager

The Manager shall be subject to removal by not less than one (1) month's notice in writing given by the Trustee in any of the following events:-

- (a) if the Manager goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the Trustee) or if a receiver is appointed over any of its assets;
- (b) if for good and sufficient reason the Trustee acting in good faith is of the reasonable opinion and so states in writing to the Manager that a change of Manager is desirable in the interests of the Unitholders;
- (c) if the Unitholders of not less than 50% in value of the Units for the time being outstanding (for which purpose Units held or deemed to be held by the Manager shall not be regarded as being outstanding) deliver to the Trustee in writing a request that the Manager should retire; or
- (d) if the Commission withdraws its approval of the Manager as manager of the Trust.

The Manager shall have power to retire in favour of some other qualified manager in accordance with the provisions of the Trust Deed. In particular, the Manager shall give

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all Unitholders in the relevant Sub-Fund written notice of at least 60 days (or 30 days in the event of liquidation of the Trustee, or a material breach by the Trustee of its obligations under the Trust Deed), (or such other period as permitted by the Commission) in accordance with the provisions of the Trust Deed.

14.3 Removal and Retirement of the Trustee

The Trustee shall be subject to removal by not less than one (1) month's notice in writing given by the Manager (or such shorter period of notice as the parties may agree). Notwithstanding the foregoing, the Manager may by notice remove the Trustee in any of the following events:

- (a) if the Trustee goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the Manager) or if a receiver is appointed over any of its assets or if a judicial manager is appointed in respect of the Trustee (or any such analogous process occurs or any analogous person is appointed in respect of the Trustee);
- (b) if the Trustee ceases to carry on business;
- (c) if the Unitholders of not less than 50% in value of the Units for the time being outstanding (for which purpose Units held or deemed to be held by the Trustee shall not be regarded as being outstanding) shall deliver in writing a request that the Trustee should retire;
- (d) if the Commission withdraws its approval of the Trustee as trustee of the Trust;
or
- (e) following a material breach of the Trustee's obligations under the Trust Deed which, if the breach is capable of remedy, the Trustee fails to remedy within 60 days of being specifically required in writing so to do by the Manager, and for good and sufficient reason the Manager acting in good faith is of the reasonable opinion and so states in writing to the Trustee that a change of Trustee is desirable and in the best interests of Unitholders as a whole.

Notwithstanding such notice, the Trustee shall not be removed or cease to act as such unless and until the Manager shall, subject to the prior approval of the Commission if the Sub-Fund is authorised pursuant to section 104 of the Securities and Futures Ordinance, have appointed a qualified corporation under any applicable law to be the trustee in place of the removed Trustee.

The Trustee shall be entitled to retire voluntarily. Subject to the prior written approval of the Commission, the Trustee may retire from office by giving not less than 60 days' written notice (or 30 days' written notice in the event of liquidation of the Manager, or a material breach by the Manager of its obligations under the Trust Deed), or such shorter period of notice as the Commission may approve, to the Manager. In the event of the Trustee desiring to retire the Manager shall find within 60 days (or, as the case may be, 30 days) from the date the Trustee notifies the Manager of such desire a new trustee who is a qualified corporation under any applicable law to act as trustee and the Manager shall appoint such new trustee to be the Trustee in the place of the retiring Trustee in accordance with the provisions of the Trust Deed and subject to the prior approval of the Commission if the Sub-Fund is authorised pursuant to section 104 of the Securities and Futures Ordinance. For the avoidance of doubt, the Trustee shall only retire upon the appointment of a new Trustee and subject to the prior approval of the Commission.

14.4 Potential Conflicts of Interest, Transactions with Connected Persons, Cash Rebates and Soft Commissions

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The Manager and the Trustee or their Connected Persons may, from time to time, act as manager, investment adviser, trustee or as custodian or in such other capacity in connection with or be otherwise involved in or with any other collective investment schemes separate and distinct from the Trust and the Sub-Funds, including those that have similar investment objectives to those of the Sub-Funds, or contract with or enter into financial, banking or other transaction with one another or with any investor of the Sub-Funds, or any company or body any of whose shares or securities form part of any Sub-Fund or may be interested in any such contract or transaction.

In addition:

- (a) The Manager or any of its Connected Person may purchase and sell investments for the account of a Sub-Fund as agent for such Sub-Fund.
- (b) The Trustee, the Manager and any of their Connected Persons may contract or enter into any financial, banking or other transaction with one another or with any Unitholder.
- (c) The Trustee or the Manager or any of their Connected Person may become the owner of Units and hold, dispose or otherwise deal with them with the same rights which it would have had if it had not been the Trustee or the Manager or the Connected Person.
- (d) The Trustee, the Manager and any of their Connected Persons may buy, hold and deal in Index Securities and/or Non-Index Securities for their own account or for the account of their other customers (including Participating Dealers acting for themselves or for their clients) notwithstanding that Index Securities and/or Non-Index Securities may be held as part of the Sub-Fund.
- (e) Any arrangements for the borrowing or deposit of any monies for the account of the Sub-Fund may be made with any of the Trustee, the Manager, any investment adviser or any Connected Person of any of them being a banker or other financial institution provided that such person shall charge or pay (as the case may be) interest or fees at a rate or amount no higher (in the case of a borrowing) or lower (in the case of a deposit) than the prevailing rates or amounts for transactions of a similar size and duration, in the same currency and with institutions of similar standing.

Each of the Manager, the Trustee and their respective Connected Persons shall be entitled to retain for its own use and benefit all fees and other monies payable in respect of any of the arrangements described above and shall not be deemed to be affected with notice of or to be under any duty to disclose to the Trust, any Sub-Fund, any Unitholder or any other relevant party any fact or thing which comes to the notice of itself in the course of its rendering services to others or in the course of its business in any other capacity or in any manner whatsoever, otherwise than in the course of carrying out its duties under the Trust Deed. Each of the Manager, the Trustee and their respective Connected Persons shall not be liable to account to the Trust or any Sub-Fund or any investor of the Trust or the Sub-Fund for any profit or benefit made or derived thereby or in connection therewith (including in situations set out above). It is, therefore, possible that any of the Manager, the Trustee or their Connected Persons may, in the course of business, have potential conflicts of interest with the Sub-Funds.

Each of the Manager and the Trustee or their Connected Persons will, at all times, have regard in such event to its obligations to the Sub-Funds and the investors and will endeavour to ensure that such conflicts are resolved fairly.

The Manager, the Trustee or their Connected Persons shall act in a reasonable and prudent manner when handling any potential conflict of interest situation and take into account the interest of Unitholders and clients.

The services of the Manager and the Trustee provided to the Sub-Funds are not deemed to be exclusive and the Manager and the Trustee shall be free to render similar services to others so long as their services hereunder are not impaired thereby and to retain for their own use and benefit all fees and other moneys payable thereby and the Manager and the Trustee shall not be deemed to be affected with notice of or to be under any duty to disclose to the Trust or the Sub-Funds any fact or thing which comes to the notice of the Manager or the Trustee in the course of the Manager or the Trustee rendering similar services to others or in the course of their business in any other capacity or in any manner whatsoever otherwise than in the course of carrying out their duties under the Trust Deed.

All transactions carried out by or on behalf of the Sub-Funds will be at arm's length in compliance with applicable laws and regulations. Any transactions between the Sub-Funds and the Manager or any of its Connected Persons as principal may only be made with the prior written consent of the Trustee. All such transactions shall be disclosed in the Sub-Fund's annual report.

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The brokerage and other agency transactions for the account of the Sub-Funds may be executed through brokers or dealers connected to the Manager or Connected Persons of the Manager. However, for so long as a Sub-Fund is authorized by the Commission, the Manager shall ensure that it complies with the following requirements when transacting with brokers or dealers connected to the Manager or Connected Persons of the Manager, save to the extent permitted under the Code or any waiver obtained from the Commission:

- (a) such transactions are on arm's length terms;
- (b) the Manager has used due care in the selection of brokers or dealers and ensure that they are suitably qualified in the circumstances;
- (c) the transaction execution is consistent with the best execution standards;
- (d) the fee or commission paid to any such broker or dealer in respect of a transaction shall not be greater than that which is payable at the prevailing market rate for a transaction of that size and nature;
- (e) the Manager shall monitor such transactions to ensure compliance with its obligations; and
- (f) the nature of such transactions and the total commissions and other quantifiable benefits received by such broker or dealer will be disclosed in the relevant Sub-Fund's annual report.

Neither the Manager nor any of its Connected Persons may retain cash or other rebates from a broker or dealer in consideration of directing transactions to them.

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The Manager and any of its Connected Persons may effect transactions by or through the agency of another person with whom the Manager or any of its Connected Persons have an arrangement under which that party will from time to time provide to or procure for the Manager or any of its Connected Persons, goods, services or other benefits, such as research and advisory services, economic and political analysis, portfolio analysis (including valuation and performance measurement), market analysis, data and quotation services, computer hardware and software incidental to the above goods and services, clearing and custodian services and investment-related publication.

The Manager shall procure that no such contractual arrangements are entered into unless:

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- (a) the nature of which is such that their provision are of demonstrable benefit to the Sub-Funds;
 - (b) the transaction execution is consistent with best execution standards; and
 - (c) brokerage rates are not in excess of customary institutional full-service brokerage rates.

No direct payment may be made to the Manager or any of its Connected Persons who undertake to place business with that party.

For the avoidance of doubt, such goods and services do not include travel accommodation, entertainment, general administrative goods or services, general office equipment or premises, membership fees, employee salaries or direct money payments. Details of soft commission arrangements will be disclosed in the relevant Sub-Funds' annual report.

14.5 Termination of the Trust or a Sub-Fund

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A Sub-Fund shall terminate upon the termination of the Trust. The Trust shall continue until it is terminated in one of the following ways set out below provided that the Trust will automatically terminate on the date falling 80 years after the date of the Trust Deed.

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A summary of the circumstances under which the Trust may be terminated by the Trustee by notice in writing is set out as follows:

- (a) if the Manager shall go into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the Trustee), become bankrupt or if a receiver is appointed over any of their assets and not discharged within ninety (90) days;
- (b) if in the reasonable opinion of the Trustee acting in good faith, the Manager shall be incapable of performing or shall in fact fail to perform its duties satisfactorily or shall do any other thing which in the opinion of the Trustee is calculated to bring the Trust into disrepute or to be harmful to the interests of the Unitholders;
- (c) if the Trust shall cease to be authorized pursuant to the Securities and Futures Ordinance or if any law shall be passed which renders it illegal or in the opinion of the Trustee impracticable or inadvisable to continue the Trust;
- (d) if the Manager shall have ceased to be the Manager for whatever reason and, within a period of sixty (60) days or thirty (30) days (in the event of liquidation of the Trustee, or a material breach by the Trustee of its obligations under the Trust Deed) thereafter, no other qualified corporation shall have been appointed by the Trustee as a successor Manager;
- (e) if the Trustee shall have notified the Manager of its desire to retire as Trustee and the Manager shall fail to find a qualified corporation to act as a trustee in place of the Trustee within sixty (60) days or thirty (30) days (in the event of liquidation of the Manager, or a material breach by the Manager of its obligations under the Trust Deed) (as the case may be) therefrom.

The circumstances under which the Trust and/or a Sub-Fund and/or any classes of Units relating to a Sub-Fund (as the case may be) may be terminated by the Manager in its absolute discretion by notice in writing include:

- (a) if on any date, in relation to the Trust, the aggregate Net Asset Value of all Units shall be less than RMB100 million (or its equivalent in other currencies) or in

relation to a Sub-Fund, the aggregate Net Asset Value of the Units of the relevant classes outstanding hereunder shall be less than RMB50 million (or its equivalent in other currencies) or such other amount as may be specified in the Appendix of the relevant Sub-Fund;

- (b) if any law shall be passed which renders it illegal or in the opinion of the Manager impracticable or inadvisable to continue the Trust and/or the relevant Sub-Fund;
- (c) if the Trust and/or the relevant Sub-Fund shall cease to be authorized or otherwise officially approved pursuant to the Securities and Futures Ordinance or listed on the SEHK or other recognized securities markets;
- (d) if the Underlying Index of the relevant Sub-Fund is no longer available for benchmarking, unless the Manager determines (in consultation with the Trustee) that it is possible, feasible, practicable and in the best interests of the Unitholders to substitute another index for the Underlying Index; or
- (e) if the Trust and/or the relevant Sub-Fund ceases to have any Participating Dealer.

In cases of termination of the Trust or a Sub-Fund under the above circumstances, no less than one month's notice will be given to Unitholders.

14.6 Trust Deed

The Trust was established under Hong Kong law by a trust deed dated 23 June 2015 (as may be amended, modified or supplemented from time to time). All holders of Units are entitled to the benefit of, are bound by and are deemed to have notice of the provisions of the Trust Deed.

14.7 Indemnification and Limitation of Liability

The Trust Deed contains provisions for the indemnification of the Trustee and the Manager and their relief from liability in certain circumstances.

The Trustee and the Manager benefit from various indemnities in the Trust Deed. Except as provided under the Trust Deed, the Trustee and the Manager shall be entitled to be indemnified out of, and have recourse to, the relevant Sub-Fund or the Trust generally, in respect of any liabilities, costs, claims or demands arising directly or indirectly from the proper performance of their duties with respect to the Trust. Nothing in any of the provisions of the Trust Deed shall in any case exempt the Trustee and the Manager from or indemnify them against any liability to the Unitholders imposed under the laws of Hong Kong or for breach of trust through fraud or negligence for which they may be liable in relation to their duties and neither the Trustee nor the Manager may be indemnified against such liability by Unitholders or at Unitholders' expense.

Unitholders and intending applicants are advised to consult the terms of the Trust Deed for further details.

14.8 Modification of Trust Deed

Subject to the prior approval of the Commission if any Sub-Fund is authorised pursuant to section 104 of the Securities and Futures Ordinance, the Trustee and the Manager may agree to modify the Trust Deed by supplemental deed provided that in the opinion of the Trustee and the Manager such modification (i) is not materially prejudicial to the interests of Unitholders, does not operate to release to any material extent the Trustee, the Manager or any other person from any responsibility to the Unitholders and will not result in any increase in the amount of costs and charges payable out of the assets of the

Trust or (ii) is necessary in order to comply with any fiscal, statutory or official requirement (whether or not having the force of law) or (iii) is made to correct a manifest error.

In all other cases modifications require the sanction of an extraordinary resolution of the Unitholders affected and prior approval of the Commission.

14.9 Meetings of Unitholders

The Trust Deed contains detailed provisions for meetings of Unitholders. Meetings may be convened by the Trustee, the Manager or the holders of at least 10% in value of the Units in issue, on not less than 21 days' notice. Notice of meetings will be posted to Unitholders and posted on HKEx's website at www.hkex.com.hk. Unitholders may appoint proxies, who need not themselves be Unitholders. The quorum for a meeting to pass an ordinary resolution will be Unitholders present in person or by proxy registered as holding not less than 10 % of the Units for the time being in issue. The quorum for a meeting to pass an extraordinary resolution will be Unitholders present in person or by proxy registered as holding not less than 25% of the Units for the time being in issue or, for an adjourned meeting, Unitholders present in person or by proxy whatever their number or the number of Units held by them. A meeting to pass an extraordinary resolution may be used to modify the terms of the Trust Deed, including increasing the maximum fees payable to the service providers, removing the Manager or terminating the Sub-Fund at any time. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting should be adjourned for not less than 15 days. In the case of an adjourned meeting of which separate notice will be given, such Unitholders as are present in person or by proxy will form a quorum.

An ordinary resolution is a resolution proposed as such and passed by a majority of 50% of the total number of votes cast. An extraordinary resolution is a resolution proposed as such and passed by a majority of 75% of the total number of votes cast.

The Trust Deed contains provisions for the holding of separate meetings of holders of Units in different Sub-Funds and different classes where only the interests of holders in a particular Sub-Fund or class are affected.

14.10 Voting Rights

The Trust Deed provides that at any meeting of Unitholders, every Unitholder who is present as aforesaid or by proxy shall have one vote for every Unit of which he is the holder.

Where a Unitholder is a recognised clearing house (within the meaning of the Securities and Futures Ordinance) (or is its nominee(s)), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any meetings of Unitholders or any meetings of any class of Unitholders provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of Units in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarized authorisation and/or further evidence for substantiating the facts that it is duly authorised (save that the Trustee shall be entitled to request for evidence from such person to prove his/her identity) and will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house or its nominee(s) could exercise if it were an individual Unitholder of the Trust. For the avoidance of doubt, a Unitholder who is a recognised clearing house (or its nominee(s)) shall exercise its voting rights in compliance with the applicable CCASS rules and/or operational procedures.

14.11 Documents Available for Inspection

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Copies of the Trust Deed, Service Agreement or the Conversion Agency Agreement (as applicable), Participation Agreements, other material contracts, if any (as specified in Part 2 of this Prospectus) and the latest annual and semi-annual reports (if any) are available for inspection free of charge at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) at the offices of the Manager. Please refer to section “**14.17 Complaints and Enquiries**” below for the address of the Manager.

Copies of the Trust Deed, Service Agreement or the Conversion Agency Agreement (as applicable), Participation Agreements and other material contracts, if any (as specified in Part 2 of this Prospectus) can be purchased from the Manager on payment of a reasonable fee. Copies of the latest annual and semi-annual reports (if any) are available upon request free of charge.

14.12 Part XV of the Securities and Futures Ordinance

Part XV of the Securities and Futures Ordinance sets out the Hong Kong disclosure of interests’ regime applicable to Hong Kong listed companies. The regime does not apply to unit trusts that are listed on the SEHK. Consequently, Unitholders are not obliged to disclose their interest in a Sub-Fund.

14.13 Anti-Money Laundering Regulations

As part of the Trustee’s, the Manager’s, the Participating Dealers’ and their respective delegates’ or agents’ responsibility for the prevention of money laundering and to comply with all applicable laws, regulations or any group policy to which the Manager, the Trustee, a Sub-Fund, the Trust, the relevant Participating Dealer or their respective delegate or agent is subject, they may require a detailed verification of an investor’s identity and the source of the payment of application monies. Depending on the circumstances of each application, a detailed verification might not be required where:

- (a) the applicant makes the payment from an account held in the applicant’s name at a recognized financial institution; or
- (b) the application is made through a recognized intermediary.

These exceptions will only apply if the financial institution or intermediary referred to above is within a country recognized as having sufficient anti-money laundering regulations.

Each of the Trustee, the Manager, the relevant Participating Dealer and their respective delegates or agents reserves the right to request such information as is necessary to verify the identity of an applicant and the source of the payment. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Trustee and/or the Manager and/or the relevant Participating Dealer and/or their respective delegates or agents may refuse to accept the application and the application moneys relating thereto. Neither the Manager, the Trustee, the relevant Participating Dealer nor their respective delegates or agents will be liable to any investor or applicant for any loss caused as a result of any delay or refusal to process applications and claims for payment of interest due to such delay or refusal will not be accepted.

Each of the Trustee, the Manager, the relevant Participating Dealer and their respective delegates or agents also reserves to refuse to make any redemption payment to a Unitholder or investor if the Trustee or the Manager or the relevant Participating Dealer or any of their respective delegates or agents suspect or are advised that the payment of redemption proceeds to such Unitholder or investor might result in a breach of applicable anti-money laundering or other laws or regulations by any person in any relevant jurisdiction or any group policy, or if such refusal is considered necessary or appropriate to ensure the compliance by the Trust or the

relevant Sub-Fund(s) or the Trustee or the Manager or the relevant Participating Dealer or their respective delegates or agents with any such laws or regulations in any applicable jurisdiction or any group policy.

None of the Trustee, the Manager, the relevant Participating Dealer or their respective delegates or agents shall be liable to the relevant Unitholder or investor for any loss suffered by such party as a result of the rejection or delay of any subscription application or payment of redemption proceeds.

14.14 Publication of Information Relating to the Sub-Funds

The Manager will publish important news and information in respect of the Sub-Funds (including in respect of the Underlying Index), both in English and in Chinese languages, on its website <http://www.gffunds.com.hk>¹ and on HKEx's website at www.hkex.com.hk including:

- this Prospectus (as amended and supplemented from time to time);
- the latest Product Key Facts Statements of the Sub-Funds;
- the latest annual and semi-annual financial reports of the Sub-Funds in English;
- any public announcements made by a Sub-Fund, including information in relation to the relevant Sub-Fund and the Underlying Index, notices of the suspension of the calculation of Net Asset Value, changes in fees and charges and the suspension and resumption of trading of Units and notices relating to material changes to a Sub-Fund that may have an impact on its investors, including notices for material alterations or additions to this Prospectus or the Sub-Fund's Product Key Facts Statement or constitutive documents;
- the near real-time estimated Net Asset Value per Unit of a Sub-Fund during normal trading hours on the SEHK;
- the last closing Net Asset Value and Net Asset Value per Unit of a Sub-Fund;
- the composition of the relevant Sub-Fund (updated on a daily basis); and
- the latest list of Participating Dealers and market makers.

Please refer to Part 2 of this Prospectus for further details on the publication of the near real time estimated Net Asset Value per Unit and the last closing Net Asset Value and Net Asset Value per Unit of a Sub-Fund.

Although every effort is made to ensure information provided are accurate at the time of publication the Manager shall not accept any responsibility for any error or delay in calculation or in the publication or non-publication of prices which are beyond its control.

The Manager's website provides a hyperlink to HKEx's website www.hkex.com.hk, where information on the bid/ask price, queuing display, the previous day's closing Net Asset Value will be available.

Real-time updates about the relevant Underlying Index can be obtained through other financial data vendors. It is the investors' own responsibility to obtain additional and latest updated information about the Underlying Index (including without limitation, a description of the way in which the Underlying Index is calculated, any change in the composition of the Underlying Index, any change in the method for compiling and calculating the Underlying Index) via the website disclosed in the relevant Appendix for each Sub-Fund under Part 2 of the Prospectus.

Please refer to the section "**14.15 Website Information**" below for the warning and the disclaimer regarding information contained in such website.

14.15 Website Information

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The offer of the Units is made solely on the basis of information contained in this Prospectus. All references in this Prospectus to other websites and sources where further information may be obtained are merely intended to assist investors to access further information relating to the subject matter indicated and such information does not form part of this Prospectus. None of the Manager or the Trustee accepts any responsibility for ensuring that the information contained in such other websites and sources, if available, is accurate, complete and/or up-to-date, and no liability is accepted by the Manager and the Trustee in relation to any person's use of or reliance on the information contained in these other websites and sources save, in respect of the Manager, the website, <http://www.gffunds.com.hk>¹. Investors should exercise an appropriate degree of caution when assessing the value of such information.

14.16 Notices

All notices and communications to the Manager and Trustee should be made in writing and sent to their respective addresses set out in the section headed "Parties" above.

14.17 Complaints and Enquiries

Any investor enquiries or complaints should be submitted in writing to the Manager's office (Unit 3503-3505, Two International Finance Centre, 8 Finance Street, Central, Hong Kong) or calling the Manager at telephone number at +852 3695 2808 and the Manager will respond in writing within 14 Business Days.

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14.18 Certification for Compliance with FATCA or Other Applicable Laws

Each Unitholder (i) will be required to, upon demand by the Manager, provide any form, certification or other information reasonably requested by and acceptable to the Manager that is necessary for the Trust or a Sub-Fund (A) to prevent withholding (including, without limitation, any withholding taxes required under FATCA) or qualify for a reduced rate of withholding or backup withholding in any jurisdiction from or through which the Trust or the relevant Sub-Fund receives payments and/or (B) to satisfy reporting or other obligations under IRS Code and the United States Treasury Regulations promulgated under the IRS Code, or to satisfy any obligations relating to any applicable law, regulation or any agreement with any tax or fiscal authority in any jurisdiction (ii) will update or replace such form, certification or other information in accordance with its terms or subsequent amendments, and (iii) will otherwise comply with any reporting obligations imposed by the United States, Hong Kong or any other jurisdiction, including reporting obligations that may be imposed by future legislation.

14.19 Power to Disclose Information to Tax Authorities

Subject to applicable laws and regulations in Hong Kong, the Trust, the relevant Sub-Fund, the Trustee or the Manager or any of their authorised person(s) (as permissible under applicable law or regulation) may be required to report or disclose to any government agency, regulatory authority or tax or fiscal authority in any jurisdictions (including but not limited to the US IRS), certain information in relation to a Unitholder, including but not limited to the Unitholder's name, address, tax identification number (if any), social security number (if any) and certain information relating to the Unitholder's holdings, to enable the Trust or the relevant Sub-Fund to comply with any applicable law or regulation or any agreement with a tax authority (including, but not limited to, any applicable law, regulation or agreement under FATCA).

SCHEDULE 1 - INVESTMENT AND BORROWING RESTRICTIONS

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Investment Restrictions

The Trust Deed sets out restrictions and prohibitions on the acquisition of certain investments by the Manager. Each of the Sub-Fund(s) is subject to the following principal investment restrictions:-

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| (a) not more than 10% of the Net Asset Value of a Sub-Fund may consist of Securities (other than Government and other public securities) issued by any one company or body, unless it is limited to any Securities constituting the Underlying Index (" constituent securities ") that each accounts for more than 10% of the weighting of the Underlying Index, the Sub-Fund's holding of any such constituent securities may not exceed their respective weightings in the Underlying Index, except where the weightings are exceeded as a result of changes in the composition of the Underlying Index and the excess is only transitional and temporary in nature; or | 7.1
8.6(h) |
| (b) a Sub-Fund (when aggregated with the holdings of all the other Sub-Funds) may not hold more than 10% of any ordinary shares issued by any single issuer; | 7.2
7.22 |
| (c) not more than 15% of the Net Asset Value of a Sub-Fund may consist of Securities not listed, quoted or dealt in on a stock exchange, over-the-counter market or other organised securities market that is open to the international public and on which such securities are regularly traded; | 7.3 |
| (d) not more than 15% of the Net Asset Value of a Sub-Fund (in terms of total amount of the premium paid) may consist of warrants and options, other than warrants and options held for hedging purposes; | 7.6 |
| (e) (i) not more than 10% of the Net Asset Value of a Sub-Fund may consist of shares or units in other collective investment schemes (" managed funds ") which are non-recognised jurisdiction schemes (as permitted under the Code) and not authorised by the Commission; (ii) not more than 30% of the Net Asset Value of a Sub-Fund may consist of shares or units in a managed fund which is either a recognised jurisdiction scheme* (as permitted under the Code) or an Commission-authorized scheme unless the managed fund is authorised by the Commission and the relevant disclosure requirements in the Code are complied with, provided that no investment may be made in a managed fund, the investment objective of which is to invest primarily in any investments prohibited by the Commission for the purposes of investment by managed funds authorised by the Commission, and where such managed fund's investment objective is to invest primarily in investments restricted by chapter 7 of the Code, such holdings may not be in contravention of the relevant limitations; | 7.11
7.11A
7.11B |
| <p><i>* Recognised jurisdiction schemes refers to UCITS III schemes domiciled in Luxembourg, Ireland or the United Kingdom, and such other categories of recognized jurisdiction schemes as determined by the Commission from time to time.</i></p> | |
| (f) where a Sub-Fund invests in any managed funds managed by the Manager or its connected persons, all initial charges on the managed funds must be waived (or refunded, if paid); | 7.11C |
| (g) the Manager may not obtain a rebate on any fees or charges levied by a managed fund or the managed fund's management company; | 7.11D |
| (h) not more than 20% of the Net Asset Value of a Sub-Fund may consist of physical commodities (including gold, silver, platinum or other bullion) and commodity based investments (other than shares in companies engaged in producing, processing or trading in commodities); | 7.10 |
| (i) the net aggregate value of futures contract prices, whether payable to or by a Sub-Fund (other than futures contracts entered into for hedging purposes), together with the aggregate value of investments falling within paragraph (h) above held by that Sub-Fund, may not exceed 20% of the Net Asset Value of that Sub-Fund; | 7.9
7.10 |

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- (j) subject to (a) above, the value of a Sub-Fund's holding in Government and other public securities of the same issue may exceed 30% of the Net Asset Value of the Sub-Fund and the Manager may invest all of the assets of a Sub-Fund in Government and other public securities in any number of different issues; 7.4
8.6(i)
- (k) if and for so long as a Sub-Fund is authorised pursuant to section 104 of the Securities and Futures Ordinance any investment made for the account of that Sub-Fund in any collective investment scheme shall comply with the applicable restrictions under the Code.

For the purpose of this section, "Government and other public securities" means any investment issued by, or the payment of principal and interest on, which is guaranteed by the government of any member state of the Organisation for Economic Co-operation and Development ("OECD") or any fixed interest investment issued in any OECD country by a public or local authority or nationalised industry of any OECD country or anywhere in the world by any other body which is, in the opinion of the Trustee, of similar standing. "Government and other public securities" will be regarded as being of a different issue if, even though they are issued by the same person, they are issued on different terms whether as to repayment dates, interest rates, the identity of the guarantor, or otherwise.

The Manager shall not on behalf of any Sub-Fund(s):-

- (i) invest in a security of any class in any company or body if any director or officer of the Manager individually own more than 0.5% of the total nominal amount of all the issued Securities of that class or the directors and officers of the Manager collectively own more than 5% of those Securities; 7.19
- (ii) invest in any type of real estate (including buildings) or interests in real estate (including options or rights, but excluding shares in real estate companies or interests in real estate investment trusts ("REITs")); 7.14
- (iii) make short sales if as a result such Sub-Fund would be required to deliver Securities would exceed 10% of the Net Asset Value of such Sub-Fund or if the security which is to be sold short is not actively traded on a market where short selling activity is permitted; 7.15
7.16
- (iv) write uncovered options; 7.7
- (v) write a call option if the aggregate of the exercise prices of such call option and of all other call options written for the account of such Sub-Fund would exceed 25% of the Net Asset Value of that Sub-Fund; 7.8
- (vi) make a loan out of the assets of that Sub-Fund without the prior written consent of the Trustee except to the extent that the acquisition of an investment or the making of a deposit (within applicable investment restrictions) might constitute a loan; 7.17
- (vii) assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person without the prior written consent of the Trustee; 7.17
- (viii) enter into any obligation on behalf of a Sub-Fund or acquire any asset for the account of that Sub-Fund which involves the assumption of any liability which is unlimited; or 7.18
- (ix) apply any part of a Sub-Fund in the acquisition of any investments which are for the time being nil paid or partly paid in respect of which a call is due to be made for any sum unpaid on such investments unless such call could be met in full out of cash or near cash forming part of such Sub-Fund which has not been appropriated and set aside for any other purposes (including (v) above) and shall not be entitled without the consent of the Trustee to apply any part of the relevant Sub-Fund in the acquisition of any other investment which is in the opinion of the Trustee likely to involve the Trustee in any liability (contingent or otherwise). 7.20

Borrowing Restrictions

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Subject to the limits set out in Part 2 of this Prospectus, the Manager may engage in borrowing in order to acquire investments, to redeem Units or to pay expenses relating to a Sub-Fund. The maximum borrowing of a Sub-Fund may not exceed 25% of its latest available Net Asset Value. For this purpose, back-to-back loans do not count as borrowing. The assets of the Sub-Fund may be charged, pledged or otherwise encumbered in any manner as security for any such borrowings.

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If the investment and borrowing restrictions set out above are breached, the Manager shall as a priority objective take all steps necessary within a reasonable period of time to remedy the situation, having due regard to the interests of Unitholders. The Manager is not immediately required to sell applicable investments if any of the investment restrictions are exceeded as a result of changes in the value of the relevant Sub-Fund's investments, reconstructions or amalgamations, payments out of the assets of the relevant Sub-Fund or redemption of Units but for so long as such limits are exceeded, the Manager shall not acquire any further investments which would result in such limit being further breached.

7.23

Securities lending and repurchase transactions

The Manager does not currently intend to enter into securities lending transactions and repurchase transactions and other similar over-the-counter transactions on behalf of the Trust or any Sub-Fund. Should this intention change in the future, the Commission's prior approval will be sought and at least one month's prior notice will be given to Unitholders and this Prospectus will be updated accordingly.

PART 2
INFORMATION SPECIFIC TO SUB-FUNDS

APPENDIX 1

GFI MSCI China A International ETF

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(a sub-fund of the GFI ETF Series, a Hong Kong umbrella unit trust authorized under Section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong)

STOCK CODES: 83156 (RMB counter) and 03156 (HKD counter)

MANAGER

GF International Investment Management Limited

LISTING AGENT

GF Capital (Hong Kong) Limited

22 July 2015

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GFI MSCI China A International ETF

Stock Codes: 83156 (RMB counter) and 03156 (HKD counter)

1. KEY INFORMATION

1.1 General

This appendix sets out information specific to the GFI MSCI China A International ETF. For general information about the Trust and its Sub-Funds, please refer to Part 1 of this Prospectus. Investors should read both Parts of the Prospectus before investing in GFI MSCI China A International ETF. In particular, investors should consider the general risk factors set out in section “**4. General Risk Factors**” of Part 1 of this Prospectus and any specific risk factors set out in section “**11. Risk Factors relating to the GFI MSCI China A International ETF**” of this Appendix, before investing in the GFI MSCI China A International ETF.

Application has been made to the SEHK for the listing of, and permission to deal in, the Units of the GFI MSCI China A International ETF. Subject to the approval granting of listing of, and permission to deal in the Units on the SEHK and compliance with the relevant admission requirements of the HKSCC, Units in the GFI MSCI China A International ETF will be accepted as eligible securities by HKSCC for deposit, clearing and settlement in the CCASS with effect from the date of commencement of dealings in Units on the SEHK or such other date as may be determined by HKSCC. Settlement of transactions between participants of the SEHK is required to take place in CCASS on the second CCASS Settlement Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

1.2 Summary of Information

The following table sets out certain key information in respect of the GFI MSCI China A International ETF, and should be read in conjunction with the full text of this Prospectus.

Investment Type	Exchange Traded Fund (“ ETF ”) authorized as a collective investment scheme by the Commission under Chapter 8.6 and Appendix I of the Code
Underlying Index	MSCI China A International Index Inception Date: 26 June 2014 Number of constituents as of 6 July 2015: 369 Base Currency of Index: RMB (CNY)
Type of Underlying Index:	A price return index which means that it does not include the reinvestment of dividends from the constituents, such dividends being net of any withholding tax. The Underlying Index is denominated and quoted in RMB.
Index Provider	MSCI Inc.
Investment Strategy	The Manager will primarily use full replication strategy. The Manager may also invest not more than 5% of the NAV of the GFI MSCI

	China A International ETF in Non-Index Securities which have investment profile that aims to reflect the profile of the Underlying Index. Please refer to section “ 3. Investment Objective and Strategy ” of this Appendix for further details.
Initial Issue Date	28 July 2015
Listing Date	29 July 2015
Dealing on SEHK Commencement Date	RMB counter: 29 July 2015 HKD counter: 29 July 2015
Exchange Listing	SEHK - Main Board
Stock Codes	RMB counter: 83156 HKD counter: 03156
Stock Short Name	RMB counter: GFI MSCI A I - R HKD counter: GFI MSCI A I
Trading Board Lot Size	RMB counter: 200 Units HKD counter: 200 Units
Base Currency	Renminbi (CNH)
Trading Currency	RMB counter: RMB (CNH) HKD counter: Hong Kong dollars (HKD)
Dividend Policy	<p>The Manager intends to distribute income to Unitholders annually (in July) having regard to the GFI MSCI China A International ETF’s net income after fees and costs.</p> <p>The Manager may, at its discretion, pay dividend out of capital. The Manager may also, at its discretion, pay dividend out of gross income while all or part of the fees and expenses of the GFI MSCI China A International ETF are charged to/paid out of the capital of the GFI MSCI China A International ETF, resulting in an increase in distributable income for the payment of dividends by the GFI MSCI China A International ETF and therefore, the GFI MSCI China A International ETF may effectively pay dividend out of capital. Payments of dividends out of capital or effectively out of capital amounts to a return or withdrawal of part of an investor’s original investment or from capital gains attributable to that original investment. Any distributions involving payment of dividends out of the GFI MSCI China A International ETF’s capital or effectively out of capital may result in an immediate reduction in the Net Asset Value per Unit of the GFI MSCI China A International ETF.</p>

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		<p>Please refer to section “5. Distribution Policy” in this Appendix for further information on the distribution policy of the GFI MSCI China A International ETF and the risk factor headed “Risk relating to distributions paid out of capital” under sub-section “11.8 Other risks” in this Appendix for the risk associated with distributions paid out of capital.</p> <p>Distributions on all Units (whether traded in HKD or RMB counter) will be in RMB only.*</p>
Application Unit size for Creation/Redemption (only by or through Participating Dealers)		Minimum 500,000 Units (or multiples thereof)
Method of Creation/ Redemption		Cash (RMB) only
Parties	Manager / RQFII Holder	GF International Investment Management Limited
	Trustee and Registrar	HSBC Institutional Trust Services (Asia) Limited
	Adviser	GF Fund Management Co. Limited
	Listing Agent	GF Capital (Hong Kong) Limited
	Custodian	The Hongkong and Shanghai Banking Corporation Limited
	PRC Custodian	HSBC Bank (China) Company Limited
	Participating Dealer	<p>China International Capital Corporation Hong Kong Securities Limited China Merchants Securities (HK) Co., Ltd GF Securities (Hong Kong) Brokerage Limited SG Securities (HK) Limited</p> <p><i>*please refer to the Manager’s website set out below for the latest list</i></p>
Market Makers	<p><u>RMB counter:</u> Commerzbank AG</p> <p><u>HKD counter:</u> Commerzbank AG</p>	

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* Both HKD traded Units and RMB traded Units will receive distributions in RMB only. In the event that the relevant Unitholder has no RMB account, the Unitholder may have to bear the fees and charges associated with the conversion of such dividend from RMB into HKD or any other currency. Unitholders are advised to check with their brokers/intermediaries on the arrangements concerning distributions. Please refer to the section headed “**5. Distribution Policy**” and section headed “**RMB distributions risk**” under “**11.4 Dual Counter Trading risks**” in this Appendix for further details.

		SG Securities (HK) Limited <i>*please refer to the Manager's website set out below for the latest list</i>
	Service Agent	HK Conversion Agency Services Limited
Financial Year		Ending 31 December each year
Management Fee		Up to 2% per annum of the Net Asset Value accrued daily and calculated as at each Dealing Day, with the current rate being 0.60% per annum of the Net Asset Value accrued daily and calculated as at each Dealing Day. One month's prior notice will be provided to investors if the management fee is increased up to the maximum rate.
Website		http://www.gffunds.com.hk ¹

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C14(c)

1.3 Listing Agent of GFI MSCI China A International ETF

GF Capital (Hong Kong) Limited has been appointed by the Manager as the Listing Agent for the GFI MSCI China A International ETF. The Listing Agent is licensed by the Commission to carry on Type 6 (advising on corporate finance) regulated activity in Hong Kong under the Securities and Futures Ordinance.

1.4 Custodian and PRC Custodian for GFI MSCI China A International ETF

The GFI MSCI China A International ETF invests directly in China A-Shares using RQFII quotas of the Manager. The Hongkong and Shanghai Banking Corporation Limited has been appointed by the Trustee and the Manager as custodian ("**Custodian**") to act through its delegate, the PRC Custodian and will be responsible for the safe custody of the GFI MSCI China A International ETF's assets acquired through the RQFII quota of the Manager within the PRC under the RQFII scheme in accordance with the RQFII Custody Agreement (as defined below).

According to the RQFII Custody Agreement, the Custodian is entitled to appoint its subsidiary or associates within the HSBC group of companies as delegate for the performance of its services under the RQFII Custody Agreement. As of the date of this Prospectus, the Custodian has appointed HSBC Bank (China) Company Limited ("**PRC Custodian**") as the PRC Custodian. Such appointment is made with the prior consent in writing of the Trustee. The PRC Custodian is incorporated in China and is a wholly-owned subsidiary of the Custodian. The PRC Custodian possesses the applicable qualification to provide custody services to RQFIIs.

According to the terms of the RQFII Custody Agreement, the Custodian shall remain responsible for any omission or wilful default of the PRC Custodian, as if no such appointment had been made.

The "**RQFII Custody Agreement**" is the custody agreement entered into between the Custodian, the PRC Custodian, the Manager and the Trustee, as amended from time to time.

Please refer to the section "**2.3 Trustee and Registrar**" in Part 1 of the Prospectus in regard to the extent of the Trustee's responsibility for the acts or omissions of the PRC Custodian.

Neither the Custodian nor its delegate is responsible for the preparation of this Prospectus and they accept no responsibility or liability for the information contained here other than the description under this section “**1.4 The Custodian and PRC Custodian for GFI MSCI China A International ETF**”.

1.5 Parent Company - Adviser

Given the cross-border nature of the GFI MSCI China A International ETF, the Manager may substantially tap into the relevant infrastructure and expertise of its PRC parent company, GF Fund Management Co. Limited (“**GF Fund Management**”) to support its operation of the GFI MSCI China A International ETF in Hong Kong.

GF Fund Management will act as adviser to the Manager and provide advice and background operational support to support the operation of the GFI MSCI China A International ETF.

GF Fund Management will not exercise investment discretion in respect of the investments of the GFI MSCI China A International ETF and the Manager retains discretionary powers in the management of the GFI MSCI China A International ETF.

For the purpose of valuing the assets of the GFI MSCI China A International ETF, GF Fund Management will generate NAV reports via an internal system, and such reports will then be provided to the Manager for reconciliation.

The Manager will review and closely monitor the services performed by GF Fund Management so to ensure that they are carried out properly.

The Manager may perform any or all of the above functions on its own as and when it has determined that it would be appropriate for it to do so.

1.6 Market Maker

It is a requirement that the Manager ensures that there is at all times at least one market maker for Units of the GFI MSCI China A International ETF traded in the RMB counter and at least one market maker for Units of the GFI MSCI China A International ETF traded in the HKD counter although these market makers may be the same entity. If the SEHK withdraws its permit to the existing market maker(s), the Manager will ensure that there is at least one other market maker per counter to facilitate the efficient trading of Units of the GFI MSCI China A International ETF. The Manager will ensure that at least one market maker per counter is required to give not less than 90 days’ prior notice to terminate market making under the relevant market making agreement.

The list of market markers in respect of the GFI MSCI China A International ETF is available on <http://www.gffunds.com.hk>¹ and from time to time will be displayed on www.hkex.com.hk.

2. DEALING

2.1 Exchange Listing and Trading

Application has been made to the SEHK for listing of and permission to deal in Units in the GFI MSCI China A International ETF, in both RMB and HKD.

Currently, Units are expected to be listed and dealt only on the SEHK and no application for listing or permission to deal on any other stock exchanges is being sought as at the date of this Prospectus. Application may be made in the future for a listing of Units on other stock exchanges subject to the applicable RQFII Regulations (as defined in section “**7. Renminbi Qualified Foreign Institutional Investor (RQFII)**” in this Appendix.

If trading of the Units of the GFI MSCI China A International ETF on the SEHK is suspended or trading generally on the SEHK is suspended, then there will be no secondary market dealing for those Units.

2.2 The Initial Offer Period

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Units in the GFI MSCI China A International ETF will initially be offered only to the Participating Dealer(s) from 9:00 a.m. (Hong Kong time) on 23 July 2015 to 11:00 a.m. (Hong Kong time) on 24 July 2015, or such other period determined by the Manager (the “**Initial Offer Period**”). The purpose of the Initial Offer Period is to enable the Participating Dealer(s) to apply for Units on their own account or on behalf of third party Primary Market Investors in accordance with the terms of the Trust Deed and the Operating Guidelines.

2.3 Extension of the Initial Offer Period

If the Initial Offer Period is extended beyond 24 July 2015, dealings in the Units on the SEHK will commence on the third Business Day following the close of the Initial Offer Period.

2.4 Buying and Selling of Units of GFI MSCI China A International ETF on SEHK

Dealings on the SEHK in Units of the GFI MSCI China A International ETF issued after the Initial Offer Period are expected to begin on the trading day after the Initial Issue Date.

A Secondary Market Investor can buy and sell the Units of the GFI MSCI China A International ETF on the SEHK through his stockbroker at any time the SEHK is open. Units of the GFI MSCI China A International ETF may be bought and sold in the Trading Board Lot Size (or the multiples thereof). The Trading Board Lot Size is currently 200 Units for the RMB counter and 200 Units for the HKD counter.

However, please note that transactions in the secondary market on the SEHK will occur at market prices which may vary throughout the day and may differ from the Net Asset Value per Unit of the GFI MSCI China A International ETF due to market demand and supply, liquidity and scale of trading spread for the Units in the secondary market. As a result, the market price of the Units of the GFI MSCI China A International ETF in the secondary market may be higher or lower than the Net Asset Value per Unit of the GFI MSCI China A International ETF.

Please refer to section “**9. Trading of Units on the SEHK (Secondary Market)**” in Part 1 of this Prospectus for further information on buying and selling of Units on the SEHK.

2.5 Dual Counter Trading

2.5.1 Introduction of Dual Counter Trading (Secondary Market)

The Manager has arranged for the Units of the GFI MSCI China A International ETF to be available for trading on the secondary market on the SEHK under a Dual Counter arrangement. Units are denominated in RMB. The GFI MSCI China A International ETF will offer two trading counters on the SEHK i.e. RMB counter and HKD counter to investors for secondary trading purposes.

Units of the GFI MSCI China A International ETF traded under the two counters can be distinguished by their stock codes, their stock short names and a unique and separate ISIN as follows:-

Counter	Stock Code	Stock Short	Trading	ISIN
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		Name	Currency	Number (ISIN; assigned to each counter)
RMB counter	83156	GFI MSCI A I - R	RMB	HK0000255007
HKD counter	03156	GFI MSCI A I	HKD	HK0000255015

Units of the GFI MSCI China A International ETF traded in the RMB counter will be settled in RMB and Units traded in the HKD counter will be settled in HKD. Apart from settlement in different currencies, the trading prices of Units of the GFI MSCI China A International ETF in the two counters may be different as the RMB counter and HKD counter are two distinct and separate markets.

Please note that despite the Dual Counter arrangement, creations and redemptions of new Units for the GFI MSCI China A International ETF in the primary market will continue to be made in RMB only.

Investors can buy and sell Units of the GFI MSCI China A International ETF traded in the same counter. Alternatively, they can buy in one counter and sell in the other counter provided their brokers/intermediaries or CCASS participants provide both HKD and RMB trading services at the same time and offer inter-counter transfer services to support Dual Counter trading. However, investors should note that the trading price of Units of the GFI MSCI China A International ETF traded in the RMB counter and the HKD counter may be different and there is a risk that due to different factors such as market liquidity, market demand and supply in the respective counters and the exchange rate between RMB and HKD (in both onshore and offshore markets), the market price on the SEHK of Units traded in HKD may deviate significantly from the market price on the SEHK of Units traded in RMB.

Inter-counter buy and sell is permissible even if the trades take place within the same trading day. Investors should also note that some brokers / intermediaries may not provide inter-counter day trade services due to various reasons including operations, system limitations, associated settlement risks and other business considerations. Even if a broker / intermediary is able to provide such service, it may impose an earlier cut-off time, other procedures and/or fees.

More information with regard to the Dual Counter is available in the frequently asked questions in respect of the Dual Counter published on the HKEx's website www.hkex.com.hk/eng/prod/secprod/etf/dc.htm.

Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Dual Counter, including inter-counter transfers. Investors' attention is also drawn to the risk factors under the section headed "**11.4 Dual Counter Trading risks**" in this Appendix.

2.5.2 Transferability

Units of the GFI MSCI China A International ETF traded in both counters are inter-transferable. Units traded in the RMB counter can be transferred to the HKD counter by way of an inter-counter transfer and vice versa on a one to one basis.

Inter-counter transfer of Units of the GFI MSCI China A International ETF will be effected and processed within CCASS only.

For Units of the GFI MSCI China A International ETF which are bought using the Renminbi Equity Trading Support Facility (the "**TSF**"), TSF CCASS Participants should, on behalf of their clients, arrange a TSF stock release before proceeding with the inter-counter transfer. Investors are advised to consult their brokers /

intermediaries about their service schedule to effect a TSF Unit release.

2.5.3 Unitholders' rights

Units of both the RMB and HKD counters belong to the same class in GFI MSCI China A International ETF and Unitholders of Units traded on both counters are entitled to identical rights and are therefore treated equally.

2.5.4 Fees and Other Transaction Costs

The fees and costs payable by a Secondary Market Investor for buying and selling Units of the GFI MSCI China A International ETF on the SEHK are the same for both the RMB and HKD counters.

HKSCC will charge each CCASS participant a fee of HKD5 per instruction for effecting an inter-counter transfer of the GFI MSCI China A International ETF from one counter to another counter.

2.6 Creation Applications and Redemption Applications by Participating Dealers

The general terms and procedures relating to Creation Applications and Redemption Applications by the Participating Dealers are set out in section "**7. Creation and Redemption of Application Units (Primary Market)**" of Part 1 of this Prospectus, which should be read in conjunction with the following specific terms and procedures which relate to the GFI MSCI China A International ETF only.

The Manager currently only allows In-Cash Applications and In-Cash Redemptions for Units of the GFI MSCI China A International ETF. Notwithstanding the Dual Counter, any cash payable by Participating Dealers in an In-Cash Application must be in RMB. Units which are created must be deposited in CCASS in the RMB counter initially.

Settlement in cash for subscribing Units is due at the time specified in the Operating Guidelines on the relevant Dealing Day in accordance with the Operating Guidelines.

The Application Unit size for GFI MSCI China A International ETF is 500,000 Units. Creation Applications submitted in respect of Units other than in Application Unit size will not be accepted. The minimum subscription for the GFI MSCI China A International ETF is one Application Unit.

Both the RMB traded Units and the HKD traded Units can be redeemed by way of a Redemption Application (through a Participating Dealer). The process of redemption of Units deposited under the RMB counter and the HKD counter is the same. Notwithstanding the Dual Counter, any cash proceeds received by Participating Dealers in an In-Cash Redemption shall be paid only in RMB.

2.6.1 Dealing Period

The dealing period on each Dealing Day for a Creation Application or Redemption Application in respect of the GFI MSCI China A International ETF commences at 9:00 a.m. (Hong Kong time) and ends at the Dealing Deadline at 11:00 a.m. (Hong Kong time), as may be revised by the Manager from time to time. Any Creation Application or Redemption Application received after the Dealing Deadline will be considered as received on the next Dealing Day provided that the Manager may in the event of system failure which is beyond the reasonable control of the Manager or natural disaster and with the approval of the Trustee after taking into account the interest of other Unitholders of the GFI MSCI China A International ETF, exercise its discretion to accept an application in respect of a Dealing Day which is received after the Dealing Deadline if it is received prior to the Valuation Point relating to that Dealing Day. Notwithstanding the aforesaid, where in the Trustee's reasonable opinion, the

Trustee's operational requirements cannot support accepting any such application, the Manager shall not exercise its discretion to accept any application.

The cleared funds in respect of Creation Applications must be received by 12:00 noon on the relevant Dealing Day or such other time as may be agreed by the Trustee, the Manager and the relevant Participating Dealer.

2.6.2 Issue Price and Redemption Price

In respect of each Creation Application during the Initial Offer Period, the Issue Price of a Unit of any class which is the subject of the Creation Application in relation to the GFI MSCI China A International ETF shall be equal to two-hundredth (1/200th) of the closing level of the Underlying Index on the trading day immediately preceding the Initial Offer Period or such other price as may be determined by the Manager in consultation with the Trustee. After the Initial Issue Date, the Issue Price of a Unit of any class in the GFI MSCI China A International ETF shall be the Net Asset Value per Unit of the relevant class calculated as at the Valuation Point in respect of the relevant Valuation Day rounded to the nearest fourth (4th) decimal place (with 0.00005 being rounded up).

The Redemption Price of Units of any class redeemed shall be the Net Asset Value per Unit of the relevant class calculated as at the Valuation Point of the relevant Valuation Day rounded to the nearest fourth (4th) decimal place (with 0.00005 being rounded up).

The benefit of any rounding adjustments will be retained by the GFI MSCI China A International ETF.

The "**Valuation Day**" of the GFI MSCI China A International ETF, coincides with, and shall mean, the Dealing Day of the GFI MSCI China A International ETF or such other days as the Manager may from time to time determine in its absolute discretion (in consultation with the Trustee).

The latest Net Asset Value of the Units will be available on the Manager's website at <http://www.gffunds.com.hk>¹ or published in such other publications as the Manager decides.

2.6.3 Dealing Day

In respect of the GFI MSCI China A International ETF, "**Dealing Day**" means each Business Day.

2.6.4 Rejection of Creation of Applications relating to GFI MSCI China A International ETF

In addition to the circumstances set out in section "**7.3.5 Rejection of Creation Applications**" in Part 1 of this Prospectus, the Manager, acting reasonably and in good faith, has the absolute discretion to reject a Creation Application in relation to the GFI MSCI China A International ETF, in any of the following circumstances:-

- (a) where the acceptance of the Creation Application will have a material adverse impact on the China A-Shares market; or
- (b) where the RQFII quotas obtained by the Manager as RQFII and allocated to the GFI MSCI China A International ETF are not sufficient to meet the Creation Applications for the GFI MSCI China A International ETF and the GFI MSCI China A International ETF is not able to access the China A-Shares market through other channels including via the Shanghai-Hong Kong Stock Connect.

3. INVESTMENT OBJECTIVE AND STRATEGY

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Investment Objective

The investment objective of the GFI MSCI China A International ETF is to provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the Underlying Index, namely, MSCI China A International Index. There is no assurance that the GFI MSCI China A International ETF will achieve its investment objective.

Investment Strategy

In order to achieve the investment objective of the GFI MSCI China A International ETF, the Manager will primarily adopt a full replication strategy by directly investing all, or substantially all, of the assets of GFI MSCI China A International ETF in Index Securities constituting the Underlying Index in substantially the same weightings (i.e. proportions) as these Index Securities have in the Underlying Index, as set out in section “**17. The Underlying Index**” of this Appendix. When an Index Security ceases to be a constituent of the Underlying Index, rebalancing occurs which involves, inter alia, selling the outgoing Index Security and using the proceeds to invest in the incoming Index Security. The Manager will not adopt a representative sampling strategy.

7.24

The GFI MSCI China A International ETF may also invest not more than 5% of its Net Asset Value in Non-Index Securities which have investment profile that aims to reflect the profile of the Underlying Index.

The GFI MSCI China A International ETF may also hold not more than 5% of its Net Asset Value in money market funds and/or cash and cash equivalents subject to applicable law and regulations for cash management purposes.

The GFI MSCI China A International ETF will not invest in derivatives instruments (including structured deposits, products or instruments) for investment or hedging purposes. Prior approval of the Commission will be sought and not less than one month’s prior notice will be given to the Unitholders of GFI MSCI China A International ETF in the event the Manager wishes to invest in derivatives instruments (including structured deposits, products or instruments) for investment or hedging purposes.

Currently it is intended that the GFI MSCI China A International ETF will directly obtain exposure to securities issued within the PRC through the Manager’s RQFII quotas granted by SAFE, as the Manager has obtained RQFII status in the PRC. For further details please refer to section “**7. Renminbi Qualified Foreign Institutional Investor (RQFII)**” in this Appendix.

Subject to applicable laws and regulations, the GFI MSCI China A International ETF may also invest and have direct access to certain eligible China A-Shares via the Shanghai-Hong Kong Stock Connect (as further described in the section headed “**9.4A. Shanghai-Hong Kong Stock Connect**” below). While the Manager may invest in Index Securities constituting the Underlying Index where they are eligible China A-Shares under Shanghai-Hong Kong Stock Connect, it is not intended that exposure to China A-Shares via the Shanghai-Hong Kong Stock Connect will exceed 85% of the GFI MSCI China A International ETF’s Net Asset Value.

Prior approval of the Commission will be sought and not less than one month’s prior notice will be given to the Unitholders in the event the Manager wishes to change the investment strategy of the GFI MSCI China A International ETF unless such changes satisfy the overriding principles and requirements prescribed by the Commission from time to time and be considered as immaterial changes.

4. BORROWING RESTRICTIONS

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The Manager may borrow up to 25% of the latest available Net Asset Value of GFI MSCI China A International ETF to acquire investments, to redeem Units or to pay expenses relating to GFI MSCI China A International ETF.

5. DISTRIBUTION POLICY

Net income earned by the GFI MSCI China A International ETF will not be re-invested. The Manager intends to distribute income to Unitholders annually (in July) having regard to the GFI MSCI China A International ETF's net income after fees and costs.

The Manager will also have the discretion to determine if and to what extent distributions (whether directly or effectively) will be paid out of capital of the GFI MSCI China A International ETF.

The Manager may, at its discretion, pay dividend out of capital. The Manager may also, at its discretion, pay dividend out of gross income while all or part of the fees and expenses of the GFI MSCI China A International ETF are charged to/paid out of the capital of the GFI MSCI China A International ETF, resulting in an increase in distributable income for the payment of dividends by the GFI MSCI China A International ETF and therefore, the GFI MSCI China A International ETF may effectively pay dividend out of capital. **Investors should note that payments of dividends out of capital or effectively out of capital amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. Any distributions involving payment of dividends out of the GFI MSCI China A International ETF's capital or effectively out of capital may result in an immediate reduction in the Net Asset Value per Unit of the GFI MSCI China A International ETF and will reduce any capital appreciation for the Unitholders of the GFI MSCI China A International ETF.**

The composition of the distributions (i.e. the relative amounts paid out of net distributable income and capital) for the last 12 months are available by the Manager on request and also on the Manager's website <http://www.gffunds.com.hk>¹.

The distribution policy may be amended subject to the Commission's prior approval and upon giving not less than one month's prior notice to Unitholders.

Distributions (if declared) will be declared in the Base Currency of the GFI MSCI China A International ETF (i.e. RMB). The Manager will make an announcement prior to any distribution in respect of the relevant distribution amount in RMB only. The details of the distribution declaration dates, distribution amounts and ex-dividend payment dates will be published on the Manager's website <http://www.gffunds.com.hk>¹ and on HKEx's website http://www.hkexnews.hk/listedco/listconews/advancedsearch/search_active_main.aspx. There can be no assurance that a distribution will be paid.

Each Unitholder will receive distributions in RMB (whether holding RMB traded Units or HKD traded Units). In the event that the relevant Unitholder has no RMB account, the Unitholder may have to bear the fees and charges associated with the conversion of such dividend from RMB into HKD or any other currency. Unitholders are advised to check with their brokers/intermediaries on the arrangements concerning distributions.

Distribution payment rates in respect of Units will depend on factors beyond the control of the Manager or Trustee including, general economic conditions, and the financial position and dividend or distribution policies of the relevant underlying entities. There can be no assurance that such entities will declare or pay dividends or distributions.

6. PRC TAX PROVISIONS

For further details relating to PRC taxes and the associated risks, please refer to the risk factor headed "**PRC tax considerations**" under section "**4.1 Risk Factors relating to China**" in Part 1 of this Prospectus.

The Ministry of Finance, the State Administration of Taxation and the CSRC have jointly released Caishu [2014] No.79 which specifies that capital gains realised from the trading of PRC equity investments (including China A-Shares) by QFIs and RQFIs which do not have

an establishment or place of business in the PRC or which have an establishment or place of business in the PRC but the income so derived in China is not effectively connected with such establishment, will be temporarily exempted from PRC CIT from 17 November 2014 onwards.

The Ministry of Finance, the State Administration of Taxation and the CSRC have also jointly released Caishui [2014] No. 81 which stipulates that PRC CIT will be temporarily exempted on capital gains realised by foreign investors (including the GFI MSCI China A International ETF) on the trading of China A-Shares through the Shanghai-Hong Kong Stock Connect with effect from 17 November 2014.

In light of the aforesaid circulars, the Manager will not make any WIT provision on the gross unrealised and realised capital gains derived from trading of China A-Shares after taking and considering independent professional tax advice and in accordance with such advice.

Please refer to the risk factor headed “**PRC tax considerations**” under section “**4.1 Risk Factors relating to China**” in Part 1 of this Prospectus for further information in this regard.

7. RENMINBI QUALIFIED FOREIGN INSTITUTIONAL INVESTOR (RQFII)

Under current regulations in the PRC, generally foreign investors can invest in the domestic securities market through certain qualified foreign institutional investors that have obtained status as a QFII or a RQFII from the CSRC and have been granted quota(s) by the SAFE to remit foreign freely convertible currencies (in the case of a QFII) and RMB (in the case of a RQFII) into the PRC for the purpose of investing in the PRC's domestic securities markets.

The RQFII regime was introduced on 16 December 2011 by the “Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors which are Asset Management Companies or Securities Companies” (基金管理公司、證券公司人民幣合格境外機構投資者境內證券投資試點辦法) issued by the CSRC, the People's Bank of China (“PBOC”) and the SAFE, which was repealed effective on 1 March 2013.

The RQFII regime is currently governed by (a) the “Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors” issued by the CSRC, the PBOC and the SAFE and effective from 1 March 2013 (人民幣合格境外機構投資者境內證券投資試點辦法); (b) the “Implementation Rules for the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors” issued by the CSRC and effective from 1 March 2013 (關於實施《人民幣合格境外機構投資者境內證券投資試點辦法》的規定); (c) the “Circular on Issues Related to the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors” (國家外匯管理局關於人民幣合格境外機構投資者境內證券投資試點有關問題的通知) issued by SAFE and effective from 11 March 2013; (d) the “Notice of the People's Bank of China on the Relevant Matters concerning the Implementation of the Pilot Scheme for Domestic Securities Investment Made through Renminbi Qualified Foreign Institutional Investors”, issued by the PBOC and effective from 2 May 2013 (中國人民銀行關於實施《人民幣合格境外機構投資者境內證券投資試點辦法》有關事項的通知); and (e) any other applicable regulations promulgated by the relevant authorities (collectively, the “**RQFII Regulations**”).

The GFI MSCI China A International ETF will obtain exposure to securities issued within the PRC through the RQFII quotas of the Manager. The Manager has obtained RQFII status in the PRC. The Manager (as RQFII holder) may from time to time make available RQFII quota for the purpose of the GFI MSCI China A International ETF's direct investment into the PRC. Under the SAFE's RQFII quota administration policy, the Manager has the flexibility to allocate its RQFII quota across different open-ended fund products, or, subject to SAFE's approval, to products and/or accounts that are not open-ended funds. The Manager may therefore allocate additional RQFII quota to the GFI MSCI China A International ETF, or allocate RQFII quota

which may otherwise be available to the GFI MSCI China A International ETF to other products and/or accounts. The Manager may also apply to SAFE for additional RQFII quota which may be utilised by the GFI MSCI China A International ETF, other clients of the Manager or other products managed by the Manager. However, there is no assurance that the Manager will make available RQFII quota that is sufficient for the GFI MSCI China A International ETF's investment at all times. The GFI MSCI China A International ETF may not have exclusive use of the Manager's RQFII quota.

The Custodian has been appointed by the Trustee and the Manager to hold (by itself or through its delegate) the assets of the GFI MSCI China A International ETF in the PRC invested using the RQFII quota of the Manager in accordance with the terms of the RQFII Custody Agreement.

Securities including China A-Shares will be maintained by the Custodian's delegate, the PRC Custodian pursuant to PRC regulations through securities account(s) with the China Securities Depository and Clearing Corporation Limited ("**CSDCC**") in the joint names of the Manager (as the RQFII holder) and the GFI MSCI China A International ETF. An RMB cash account(s) shall be established and maintained with the PRC Custodian in the joint names of the Manager (as the RQFII holder) and the GFI MSCI China A International ETF. The PRC Custodian shall, in turn, have a cash clearing account with CSDCC for trade settlement according to applicable regulations.

Repatriations in RMB conducted by the Manager (as RQFII) on behalf of the GFI MSCI China A International ETF are permitted daily and not subject to any repatriation restrictions, lock-up periods or prior approval from the SAFE.

There are specific risks associated with the RQFII regime and investors' attention is drawn to the risk factors headed "**RQFII risk**" and "**PRC brokerage risk**" under section "**11.3 Risk relating to the RQFII regime**" below.

The Manager will assume dual roles as the Manager of the GFI MSCI China A International ETF and the holder of the RQFII quota for the GFI MSCI China A International ETF. The Manager will be responsible for ensuring that all transactions and dealings will be dealt with in compliance with the Trust Deed (where applicable) as well as the relevant laws and regulations applicable to the Manager as a RQFII.

The Manager has obtained an opinion from PRC legal counsel to the effect that, as a matter of PRC laws:

- (a) securities account(s) with the CSDCC and maintained by the PRC Custodian and RMB cash account(s) with the PRC Custodian (respectively, the "**securities account(s)**" and the "**cash account(s)**") have been opened in the joint names of the Manager (as the RQFII holder) and the GFI MSCI China A International ETF and for the sole benefit and use of the GFI MSCI China A International ETF in accordance with all applicable laws and regulations of the PRC and with approval from all competent authorities in the PRC;
- (b) the assets held/credited in the securities account(s) (i) belong solely to the GFI MSCI China A International ETF, and (ii) are segregated and independent from the proprietary assets of the Manager (as the RQFII holder), the Custodian, the PRC Custodian and any qualified broker registered in the PRC ("**PRC Broker**") and from the assets of other clients of the Manager (as the RQFII holder), the Custodian, the PRC Custodian and any PRC Broker(s);
- (c) the assets held/credited in the cash account(s) (i) become an unsecured debt owing from the PRC Custodian to the GFI MSCI China A International ETF, and (ii) are segregated and independent from the proprietary assets of the Manager (as the RQFII holder) and any PRC Broker(s), and from the assets of other clients of the Manager (as the RQFII holder) and any PRC Broker(s);

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- (d) the Trustee, for and on behalf of the GFI MSCI China A International ETF is the only entity which has a valid claim of ownership over the assets in the securities account(s) and the debt in the amount deposited in the cash account(s) of the GFI MSCI China A International ETF;
 - (e) if the Manager or any PRC Broker is liquidated, the assets contained in the securities account(s) and the cash account(s) of the GFI MSCI China A International ETF will not form part of the liquidation assets of the Manager or such PRC Broker(s) in liquidation in the PRC; and
 - (f) if the PRC Custodian is liquidated, (i) the assets contained in the securities account(s) of the GFI MSCI China A International ETF will not form part of the liquidation assets of the PRC Custodian in liquidation in the PRC, and (ii) the assets contained in the cash account(s) of the GFI MSCI China A International ETF will form part of the liquidation assets of the PRC Custodian in liquidation in the PRC and the GFI MSCI China A International ETF will become an unsecured creditor for the amount deposited in the cash account(s).

Further, subject to the Code, where the GFI MSCI China A International ETF invests directly into the PRC securities markets pursuant to the RQFII regime, the Trustee has put in place proper arrangements to ensure that:

- (a) the Trustee takes into its custody or under its control the assets of the GFI MSCI China A International ETF, including onshore PRC assets of the GFI MSCI China A International ETF acquired by the GFI MSCI China A International ETF through the Manager's RQFII quota and such PRC assets will be maintained by the PRC Custodian in electronic form via a securities account(s) with the CSDCC and cash held in cash account(s) with the PRC Custodian ("**Onshore PRC Assets**"), and holds the same in trust for the Unitholders;
- (b) cash and registrable assets of the GFI MSCI China A International ETF, including the Onshore PRC Assets are registered or held to the order of the Trustee; and
- (c) the Custodian and the PRC Custodian will look to the Trustee for instructions and solely act in accordance with such instructions as provided under the RQFII participation agreement between the Custodian, the PRC Custodian, the Manager and the Trustee, as amended from time to time ("**RQFII Participation Agreement**").

8. OVERVIEW OF THE OFFSHORE RMB MARKET

What Led to RMB Internationalisation?

RMB is the lawful currency of the PRC. RMB is not currently a freely convertible currency and it is subject to foreign exchange control policies of and repatriation restrictions imposed by the PRC government. Since July 2005, the PRC government began to implement a controlled floating exchange rate system based on the supply and demand in the market and adjusted with reference to a portfolio of currencies. The exchange rate of RMB is no longer pegged to US dollars, resulting in a more flexible RMB exchange rate system.

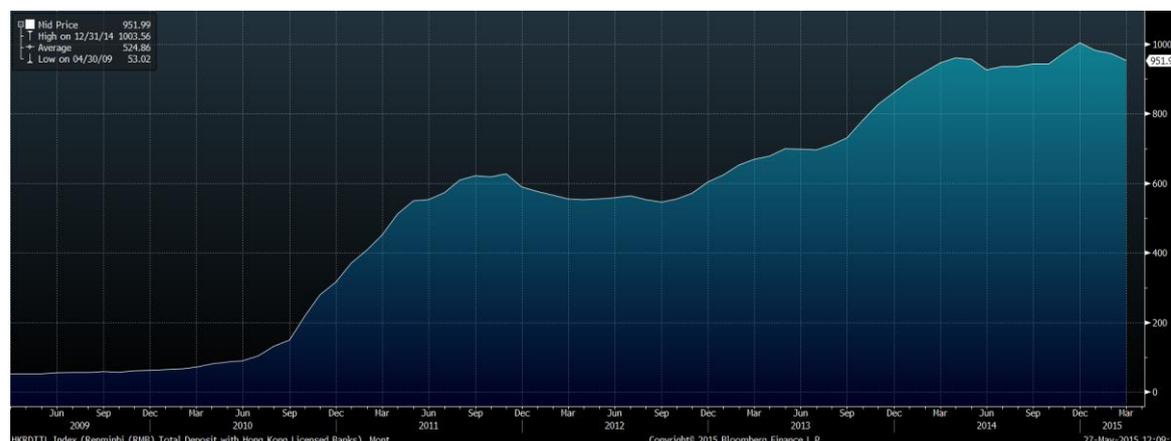
Over the past two decades, the PRC's economy grew rapidly at an average annual rate of 10.5% in real terms. This enables it to overtake Japan to become the second largest economy and trading country in the world. The International Monetary Fund has projected that the PRC will contribute to more than one-third of global growth by 2015. As the PRC's economy becomes increasingly integrated with the rest of the world, it is a natural trend for its currency – the RMB, to become more widely used in the trade and investment activities.

Accelerating the Pace of the RMB Internationalisation

The PRC has been taking gradual steps to increase the use of RMB outside its borders by setting up various pilot programmes in Hong Kong and neighbouring areas in recent years.

For instance, banks in Hong Kong were the first permitted to provide RMB deposits, exchange, remittance and credit card services to personal customers in 2004. Further relaxation occurred in 2007 when the authorities allowed PRC financial institutions to issue RMB bonds in Hong Kong, subject to regulatory approval. As of 31 March 2015, RMB deposits amounted to about RMB 951.99 billion, as compared to just about RMB 63 billion in the end of 2009. Up to the end of 2014, there had been RMB 381 billion outstanding amount of offshore RMB denominated bonds.

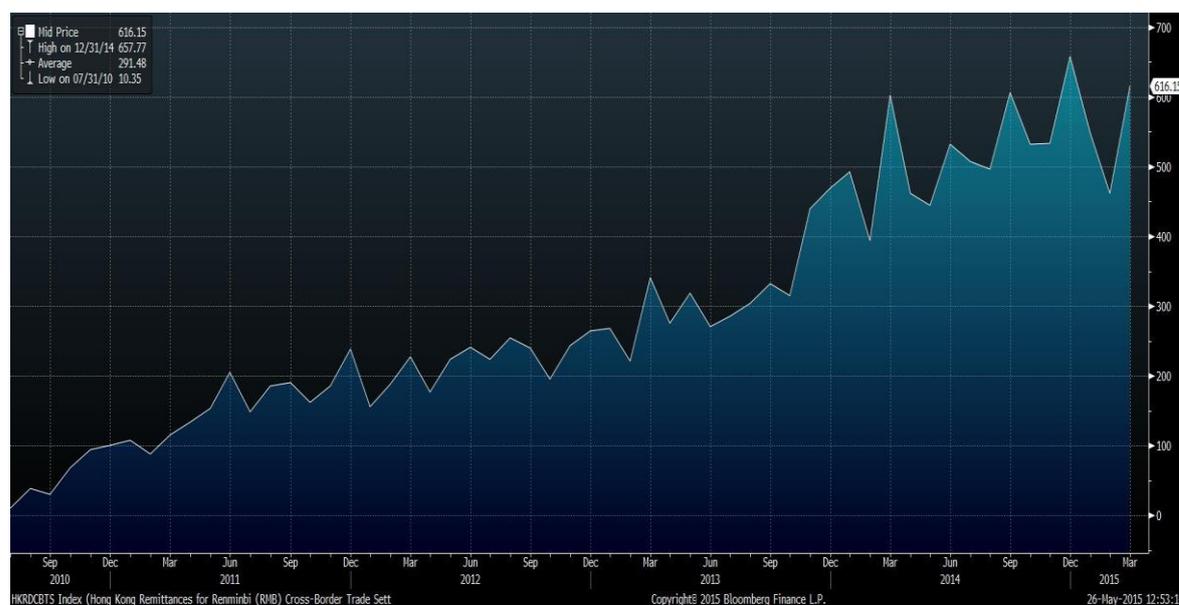
The chart below shows the trend of RMB deposits in Hong Kong.



Data source: Bloomberg as at 31 March 2015

The pace of RMB internationalisation has accelerated since 2009 when the PRC authorities permitted cross-border trade between Hong Kong / Macau and Shanghai/four Guangdong cities, and between ASEAN and Yunnan/Guangxi, to be settled in RMB. In June 2010, the arrangement was expanded to 20 provinces / municipalities in the PRC and to all countries / regions overseas.

The chart below shows the trend of RMB cross-border settlement.



Data source: Bloomberg as at 31 March 2015

Effective from 17 March 2014 onwards, the floating band of RMB against US dollar on the inter-bank spot foreign exchange market is enlarged from 1 percent to 2 percent, i.e., on every trading day on the inter-bank spot market, the trading prices of RMB against US dollar will

fluctuate within a band of ± 2 percent below and above the central parity as released by the China Foreign Exchange Trade System on that day.

Onshore versus Offshore RMB Market

Following a series of policies introduced by the PRC authorities, a RMB market outside the PRC has gradually developed and started to expand rapidly since 2009. RMB traded outside the PRC is often referred as “offshore RMB” with the denotation “CNH”, which distinguishes it from the “onshore RMB” or “CNY”.

Both onshore and offshore RMB are the same currency but are traded in different markets. Since the two RMB markets operate independently where the flow between them is highly restricted, onshore and offshore RMB are traded at different rates and their movement may not be in the same direction. Due to the strong demand for offshore RMB, CNH used to be traded at a premium to onshore RMB, although occasional discount may also be observed. The relative strength of onshore and offshore RMB may change significantly, and such change may occur within a very short period of time.

Notwithstanding that the offshore RMB market showed a meaningful growth during the past 2 years, it is still at an early stage of the development and is relatively sensitive to negative factors or market uncertainties. For instance, the value of offshore RMB had once dropped by 2% against the US dollars in the last week of September 2011 amidst the heavy selloff of the equities market. In general, the offshore RMB market is more volatile than the onshore one due to its relatively thin liquidity.

There have been talks on the potential convergence of the two RMB markets but that is believed to be driven by political decisions rather than just economics. It is widely expected that the onshore and offshore RMB markets would remain two segregated, but highly related, markets for the next few years.

Further Measures

More measures to relax the conduct of offshore RMB business were announced in 2010. On 19 July 2010, interbank transfer of RMB funds was permitted for any purposes and corporate customers of banks in Hong Kong (including those not directly involved in trade with mainland China) may exchange foreign currencies for RMB without limit. One month later, the PRC authorities announced the partial opening up of PRC’s interbank bond market for foreign central banks, RMB clearing banks in Hong Kong and Macau and other foreign banks participating in the RMB offshore settlement programme.

The National Twelfth Five-Year Plan adopted in March 2011 explicitly supports the development of Hong Kong as an offshore RMB business centre. In August 2011, PRC Vice Premier Li Keqiang has announced more new initiatives during his visit, such as allowing investments on the PRC equity market through the RMB Qualified Foreign Institutional Investor scheme and the launch of an exchange-traded fund with Hong Kong stocks as the underlying constituents in the PRC. Also the PRC Government has given approval for the first non-financial PRC firm to issue RMB-denominated bonds in Hong Kong.

RMB Internationalisation is a Long-Term Goal

Given the PRC’s economic size and growing influence, RMB has the potential to become an international currency in the same ranks as US dollars and euro. But the PRC has to first accelerate the development of its financial markets and gradually make RMB fully convertible on the capital account. Although the internationalisation of RMB will bring benefits such as increasing political influence and reduced exchange rate risks, it also entails risks including rising volatility of RMB exchange rate.

The process of RMB internationalisation is a long and gradual one. It took US dollars many decades to replace the British pound to become a dominant reserve currency; it will also take time for RMB to gain importance in coming years, it will not be in a position to challenge the

US dollar's main reserve currency status for some time to come.

9. **CHINA A-SHARE MARKET IN THE PRC**

9.1 *The Stock Exchanges in Mainland China*

Mainland China has two stock exchanges, located in Shanghai and Shenzhen respectively. Shanghai Stock Exchange (“**SSE**”) was established in November 26, 1990 and started trading in December 19 of the same year. Shenzhen Stock Exchange (“**SZSE**”) was established in December 1, 1990. The two exchanges are under the direct management of the CSRC. Their main functions include: to provide premises and facilities for securities trading; to develop the business rules of the exchanges; to accept listing applications and arrange for the listing of securities; to organize and supervise securities trading; to regulate exchange members and listed companies; to manage and disclose market information.

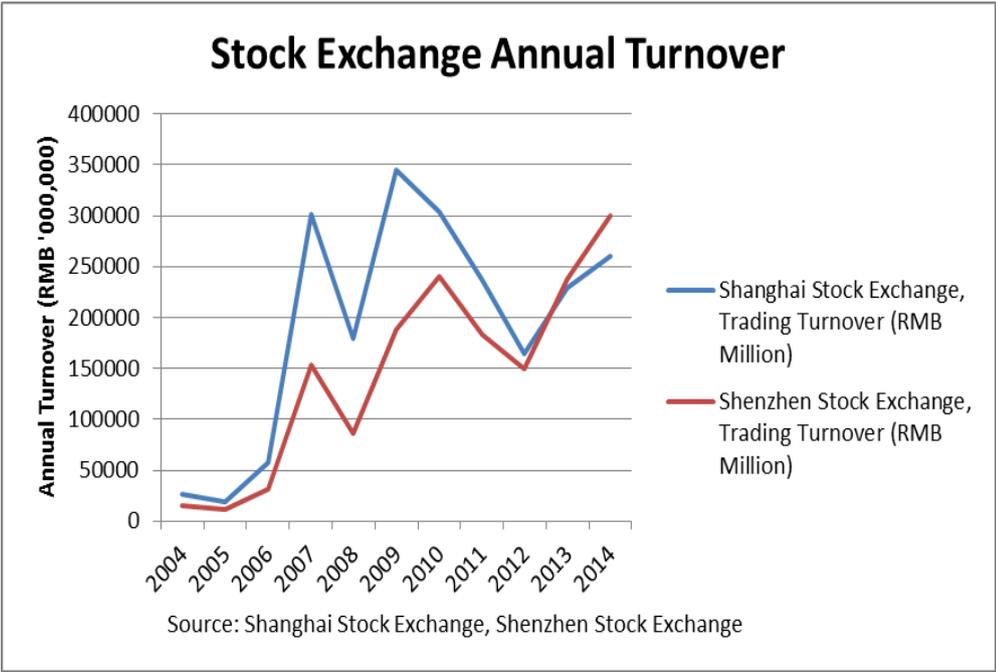
SSE adopts an electronic trading platform. The trading of all exchange-traded securities are required to be submitted to the exchange's matching engine which automatically matches orders based on price priority and time priority. The SSE's new trading system has a peak order processing capacity of 80,000 transactions per second. It has a bilateral transactions capacity of over 120 million which is equivalent to the size of daily turnover of RMB 1.2 trillion by a single market. The system also has parallel scalability.

The SZSE, assuming the mission to build China's multi-level capital market system, has fully supported small and middle size enterprise development, and promoted the implementation of the national strategy of independent innovation. In May 2004, it officially launched the Small and Medium Enterprise (“**SME**”) board; in January 2006, it started a pilot program for shares trading of non-listed companies of the Zhongguancun Science Park; it officially launched Growth Enterprises Market (“**GEM**”) board in October 2009.

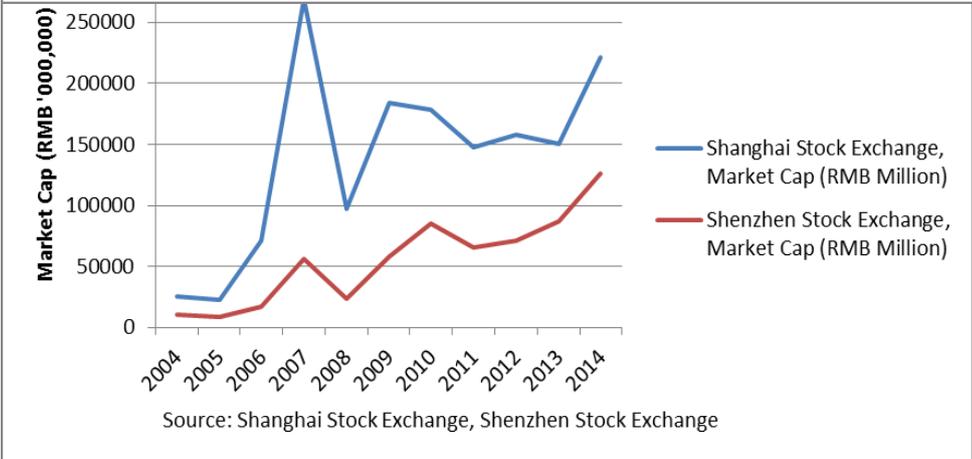
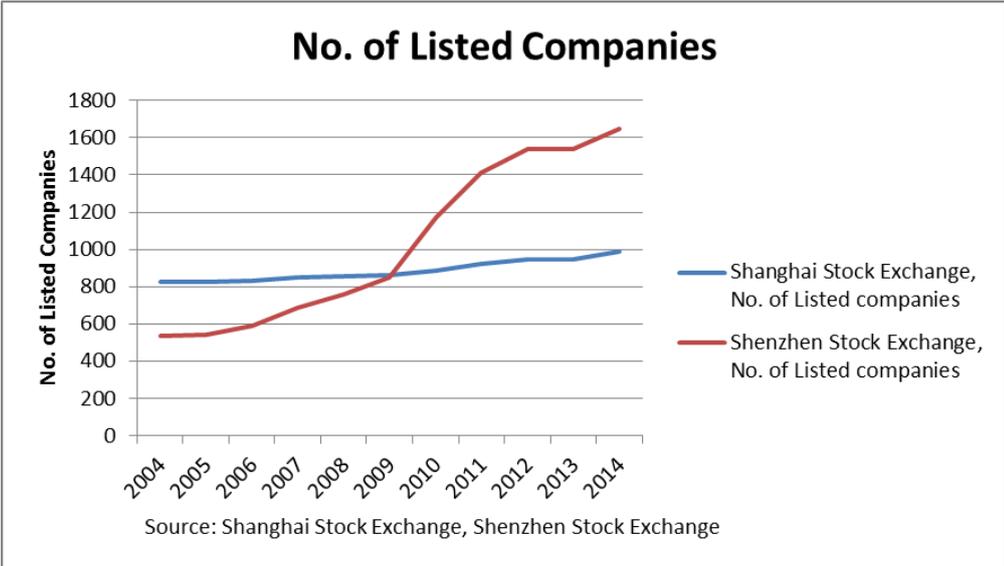
After years of development, the SZSE has basically established a multi-level capital market system architecture consisting the above market boards and systems.

After years of sustained development, the SSE and SZSE have made great achievements in terms of products and quantity listed. Now the listed products include: China A-Shares, China B-Shares, open-ended funds, close-ended funds, exchange traded funds and bonds. As of 26 May 2015, the number of listed companies amounted to 2,734, including 1,047 in Shanghai and 1,687 in Shenzhen. The combined market capitalization of the two exchanges amounted to RMB 65.86 trillion of which RMB 53.3 trillion is free float. Currently, there are derivatives such as warrants and index futures and fixed income products listed on the SSE and SZSE.

The chart below shows the annual trading turnover in the SSE and SZSE.



The chart below shows the number of listed company in the SSE and SZSE.



The regulatory agency of each stock exchange is its Stock Exchange Council. The

Council consists of member directors and non-member directors. The highest decision-making body of an exchange is the General Assembly; however, the Council decides the business agenda of the exchange. The Council reports to the General Assembly, and assumes the following powers:

- To convene the General Assembly, report to the General Assembly, the implementation of the resolutions of the General Assembly;
- To enact, amend the relevant business rules of the Stock Exchange;
- To approve the general work plan submitted by its Chief Executive Officer, budget plan and the draft final accounts;
- To approve the membership admission and approve the sanction of members;
- To decide the stock exchange's internal structure;
- Other powers conferred by the General Assembly.

9.2 **Development of the China A-Share market**

In the 80s of last century, with huge demand of public capital from the national economic development, the State started a pilot reform program adopting the joint-stock system, commencing first in Shanghai, Shenzhen and several other cities. After the Reform and Opening up China's first stock - "Shanghai Feile Audio-Visual" was born in November 1984.

Then in 1990, the SSE and SZSE officially opened, marking the official start of the rapid development of the Chinese stock market. The China A-Share markets in SSE and SZSE commenced on 19 December 1990 and 1 December 1990 respectively. Initially, trading in China A-Shares are restricted to domestic investors only while China B-Shares are available to both domestic (since 2001) and foreign investors. However, after reforms were implemented in December 2002, foreign investors are now allowed (with limitations) to trade in China A-Shares under the QFII program which was launched in 2003 and the RQFII program which was launched in 2011.

After 20 years of development, the China A-Share market has since grown to become influential on the global market. The participants in the China A-Share market include retail investors, institutional investors and listed companies. The total market capitalization of the two exchanges combined as at 26 May 2015 has reached RMB 65.86 trillion, and the floating market capitalization has reached RMB 53.3 trillion. As of 26 May 2015, there were 2,734 China A-Share companies listed on the SSE and SZSE.

9.3 **The major differences between the China A-Share market and the Hong Kong market**

The table below summarises the differences between the China A-Share market and the Hong Kong market:-

		SEHK	SSE	SZSE
(a)	Key Market Index	Hang Seng Index ("HSI")	SSE Composite Index	SZSE Composite Index
(b)	Trading Hours			
	<ul style="list-style-type: none"> • Morning session • Afternoon session 	<ul style="list-style-type: none"> • 9:30 a.m. – 12:00 p.m. • 13:00 – 16:00 	<ul style="list-style-type: none"> • 9:30 a.m. – 11:30 a.m. • 13:00 – 15:00 	<ul style="list-style-type: none"> • 9:30 a.m. – 11:30 a.m. • 13:00 – 15:00
	China A-Share market and Hong Kong market have different schedule of holidays.			
(c)	Pre-opening session /			

	<p>pre-order input /order matching times</p> <ul style="list-style-type: none"> • Pre-opening session • Order matching times • Close matching times 	<ul style="list-style-type: none"> • 9:00 a.m. to 9:15 a.m. • 9:15 a.m. to 9:20 a.m. (pre-order matching period) • 9:20 a.m. to 9:28 a.m. (order matching period) • 9:28 a.m. to 9:30 a.m. (blocking period) • N/A 	<ul style="list-style-type: none"> • 9:15 a.m. to 9:25 a.m. • 9:30 a.m. to 11:30 a.m. and 13:00 to 15:00 • N/A 	<ul style="list-style-type: none"> • 9:15 a.m. to 9:25 a.m. • 9:30 a.m. to 11:30 a.m. and 13:00 to 14:57 • 14:57 to 15:00
(d)	Trading Band Limits	No trading band limit	<p>Daily trading band limits of 10%.</p> <p>Where a listed company is under circumstances deemed abnormal by the SSE and SZSE, the short name of the listed company will be prefixed by "ST" and the daily up and down limit will be reduced to 5%.</p>	
(e)	Trading Rule	The T+1 trading rule do not apply except that some stocks cannot be sold short in Hong Kong market.	The T+1 trading rule applies which means a stock bought on T day (i.e. trading day) can only be sold on T+1 (i.e. one business day after the relevant trading day), and no short-selling is allowed with a few exception (mostly ETFs) permitted by a pilot program.	
(f)	Round Lot	Stocks are generally traded at round lots and odd lots trading have to be facilitated by a broker through a special board.	Stocks can only be bought at the multiples of 100 shares but cannot be bought in odd lots. However, one can sell the shares of any number i.e. even in odd lots.	
(g)	Settlement cycle	The settlement period is 2 business days (i.e. T+2)	The settlement period is one business day (i.e. T+1)	
(h)	Earnings report disclosure requirement	A listed company has to disclose fiscal information twice a year. The annual reports have to be published within four months from the financial year end and the interim reports have to be published within three months of the end of the period it covers.	<p>A listed company on the SSE and SZSE is required to prepare and disclose the annual report within four months as of the end date of each fiscal year, the half-year report within two months as of the end date of the first half of each fiscal year, and the quarterly report within one month as of the end of the first three months and the end of the first nine months of each fiscal year respectively. The time for disclosing the first-quarter report shall not be earlier than the time for disclosing the annual report of the previous year.</p> <p>H-Share listed companies also disclose fiscal information quarterly for consistency with the corresponding A -Share schedules.</p>	
(i)	Suspension	There is no requirement to suspend stocks for	Stocks in the China A-Share market will be suspended for general assembly or important information disclosure.	

		general assembly or important information disclosure.	
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Investors should inform themselves of the risks associated with the differences between the China A-Share market and the Hong Kong market, as set out in the risk factor headed “**Risks relating to the differences between the Hong Kong and China stock markets**” in section “**11.1 China market / China A-Share market risks**” in this Appendix.

9.4 Measures Adopted by the Manager to Address the Differences between the China A-Share Market and the Hong Kong Market

The Manager has adopted the following measures to address the difference between the China A-Share market and the Hong Kong market:

- (a) Trading hours: As regards the difference in trading hours, the shorter trading hours in the China A-Share market is not considered to present a major risk, as it is expected that there is a high level of liquidity for the Index Securities.
- (b) Trading days: There is a difference in trading days between the China A-Share market and the Hong Kong market. It should be noted that Applications are accepted only on a Business Day (normally a day on which both markets are open).

If the Hong Kong market is open while the China A-Share market is closed, Units of the GFI MSCI China A International ETF will be traded in the Hong Kong market and the Manager will continue to publish information including prices in the manner set out in section “**14.14 Publication of Information Relating to the Sub-Funds**” in Part 1 of the Prospectus. If the China A-Share market is open while Hong Kong market is closed, the Manager will trade the Index Security when it is necessary, in order to limit the risk to investors. These trades will be properly settled even when the Hong Kong market is closed for holiday by the Trustee’s arrangements in place.

- (c) Trading band limits: The Manager will be prevented from trading certain Index Securities when they hit the “trading band limit”. If this happens on a particular trading day, the Manager will continue to trade that stock on the subsequent two trading days if necessary. However if the Manager is still unable to trade that Index Security on the second trading day after the original trading day due to the trading band limit, the Manager will settle the Index Security on the latest closing price and the GFI MSCI China A International ETF will make up the trade whenever that Index Security resumes trading again. The Manager believes that the average impact to the GFI MSCI China A International ETF in such situations is immaterial.

9.4A Shanghai-Hong Kong Stock Connect

The Shanghai-Hong Kong Stock Connect is a securities trading and clearing linked program developed by HKEx, SSE and China Securities Depository and Clearing Corporation Limited (“**ChinaClear**”), with an aim to achieve mutual stock market access between mainland China and Hong Kong.

The SSE and SEHK enable investors to trade eligible shares listed on the other’s market through local securities firms or brokers. The Shanghai-Hong Kong Stock Connect comprises a Northbound Trading Link (for investment in PRC shares) and a Southbound Trading Link (for investment in Hong Kong shares). Under the Northbound Trading Link, investors, through their Hong Kong brokers and a securities trading service company established by SEHK, are able to place orders to trade eligible shares listed on SSE by routing orders to SSE. Under the Southbound Trading Link, eligible investors, through PRC securities firms and a securities trading service

company established by SSE, are able to place orders to trade eligible shares listed on SEHK by routing orders to SEHK.

All Hong Kong and overseas investors (including the GFI MSCI China A International ETF) are allowed to trade SSE Securities (as described below) through Shanghai-Hong Kong Stock Connect (through the Northbound Trading Link), subject to rules and regulations issued from time to time.

The following summary presents some key points about the Northbound Trading Link (which may be utilized by the GFI MSCI China A International ETF to invest in the PRC):

Eligible securities

Among the different types of SSE-listed securities, only China A-Shares are included in the Shanghai-Hong Kong Stock Connect. Other product types such as China B-Shares, Exchange Traded Funds (ETFs), bonds, and other securities are not included.

At the initial stage, Hong Kong and overseas investors are able to trade certain stocks listed on the SSE market (i.e. “**SSE Securities**”). These include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed China A-Shares that are not included as constituent stocks of the relevant indices but which have corresponding H-Shares listed on SEHK, except the following:

- (a) SSE-listed shares which are not traded in RMB; and
- (b) SSE-listed shares which are included in the “risk alert board”.

Trading day

Due to differences in public holidays between Hong Kong and mainland China, there may be differences in the trading days in the two markets. Even if the mainland China markets are open on a certain day, the GFI MSCI China A International ETF may not necessarily be able to invest in China A-Shares through Northbound trading. For example, the Hong Kong market will close on Easter and Christmas every year, but those are trading days in mainland China.

Likewise, during Lunar New Year and the National Day golden week periods, mainland China will usually arrange for seven-day consecutive holidays by reshuffling workdays and weekends. Even on days both markets are open for business, there could be differences because of other reasons such as bad weather conditions. In the initial stage of operation of Shanghai-Hong Kong Stock Connect, investors (including the GFI MSCI China A International ETF) will only be allowed to trade on the other market on days where both markets are open for trading, and banking services are available in both markets on the corresponding settlement days.

Trading quota

Trading under Shanghai-Hong Kong Stock Connect is, initially, subject to a maximum cross-boundary investment quota (“**Aggregate Quota**”), together with a daily quota (“**Daily Quota**”). Northbound trading is subject to a separate set of Aggregate and Daily Quota, which is monitored by SEHK.

The Aggregate Quota caps the absolute amount of fund inflow into the PRC under Northbound trading. The Northbound Aggregate Quota is set at RMB 300 billion.

The Daily Quota limits the maximum net buy value of cross-boundary trades under Shanghai-Hong Kong Stock Connect each day. The Northbound Daily Quota is set at RMB 13 billion.

SEHK will publish the remaining balance of the Northbound Aggregate Quota and Daily Quota at scheduled times on the HKEX's website.

Settlement and Custody

The Hong Kong Securities Clearing Company Limited (“**HKSCC**”), also a wholly-owned subsidiary of HKEx, is responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by Hong Kong market participants and investors.

The China A-Shares traded through Shanghai-Hong Kong Stock Connect are issued in scripless form, so investors will not hold any physical China A-Shares. In the initial stage of the operation of Shanghai-Hong Kong Stock Connect, Hong Kong and overseas investors who have acquired SSE Securities through Northbound trading should maintain the SSE Securities with their brokers' or custodians' stock accounts with CCASS (the Central Clearing and Settlement System operated by HKSCC for the clearing securities listed or traded on SEHK).

Corporate actions and shareholders' meetings

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

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

SSE-listed companies usually announce their annual general meeting / extraordinary general meeting information about one month before the meeting date. A poll is called on all resolutions for all votes. HKSCC will advise CCASS participants of all general meeting details such as meeting date, time, venue and the number of resolutions.

Currency

Hong Kong and overseas investors trade and settle SSE Securities in RMB only. Hence, the GFI MSCI China A International ETF needs to use its RMB funds to trade and settle SSE Securities.

Trading fees

In addition to paying trading fees and stamp duties in connection with China A-Share trading, the GFI MSCI China A International ETF may be subject to new portfolio fees, dividend tax and tax concerned with income arising from stock transfers which are yet to be determined by the relevant authorities.

Coverage of Investor Compensation Fund

The GFI MSCI China A International ETF's investments through Northbound trading under Shanghai-Hong Kong Stock Connect is not covered by Hong Kong's Investor Compensation Fund.

Hong Kong's Investor Compensation Fund is established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Examples of default are insolvency, in bankruptcy or winding up, breach of trust, defalcation, fraud, or misfeasance.

As for Northbound trading, according to the Securities and Futures Ordinance, the Investor Compensation Fund will only cover products traded in Hong Kong's recognised securities market (i.e. SEHK) and recognised futures market (i.e. Hong Kong Futures Exchange Limited or "HKFE"). Since default matters in Northbound trading via Shanghai-Hong Kong Stock Connect do not involve products listed or traded in SEHK or HKFE, so similar to the case of investors trading overseas securities, they are not covered by the Investor Compensation Fund.

On the other hand, according to the Measures for the Administration of Securities Investor Protection Fund 《證券投資者保護基金管理辦法》, the functions of China Securities Investor Protection Fund ("CSIPF", 中國投資者保護基金) include "indemnifying creditors as required by China's relevant policies in case a securities company is subjected to compulsory regulatory measures including dissolution, closure, bankruptcy and administrative takeover by the CSRC and custodian operation" or "other functions approved by the State Council". As far as the GFI MSCI China A International ETF is concerned, since it is carrying out Northbound trading through securities brokers in Hong Kong and these brokers are not PRC brokers, therefore they are not protected by CSIPF in the PRC.

Further information about the Shanghai-Hong Kong Stock Connect is available online at the website:

<http://www.hkex.com.hk/eng/csm/chinaConnect.asp?LangCode=en>

10. RMB PAYMENT AND ACCOUNT PROCEDURES

Investors may unless otherwise agreed by relevant Participating Dealer, apply for Units through Participating Dealers only if they have sufficient RMB to pay the application monies and the related fees. Investors should note that RMB is the only official currency of the PRC. While both onshore RMB ("CNY") and offshore RMB ("CNH") are the same currency, they are traded in different and separated markets. Since the two RMB markets operate independently where the flow between them is highly restricted, CNY and CNH are traded at different rates and their movement may not be in the same direction. Although there is a significant amount of RMB held offshore (i.e. outside the PRC), CNH cannot be freely remitted into the PRC and is subject to certain restrictions, and vice versa. As such whilst CNH and CNY are both the same currency, certain special restrictions do apply to RMB outside the PRC. The liquidity and trading price of the GFI MSCI China A International ETF may be adversely affected by the limited availability of, and restrictions applicable to, RMB outside the PRC.

Application monies from Participating Dealers to the GFI MSCI China A International ETF will be paid in RMB only. Accordingly a Participating Dealer may require an investor (as its client) to pay CNH to it. Payment details will be set out in the relevant Participating Dealer's documentation such as the application form for its clients. As such, an investor may need to have opened a bank account (for settlement) and a securities dealing account if a Participating Dealer is to subscribe for Units on his behalf as such investor will need to have accumulated sufficient CNH to pay at least the aggregate Issue Price and related costs, to the Participating Dealer or if an application to the Participating Dealer is not successful or is successful only in part, the whole or appropriate portion of the monies paid will need to be returned to such investor by the Participating Dealer by crediting such amount into such investor's CNH bank account. Similarly, if investors wish to buy and sell Units in the secondary market on the SEHK, they may need to open a securities dealing account with their broker. Investors will need to check with the relevant Participating Dealer and/or their broker for payment details and account procedures.

If any investors wish to buy or sell RMB traded Units on the secondary market, they should contact their brokers and they are reminded to confirm with their brokers' in respect of Units traded in RMB their brokers' readiness for dealing and/or clearing transactions in RMB securities and to check other relevant information published by the SEHK regarding readiness of its participants for dealing in RMB securities from time to time. CCASS Investor Participants

who wish to settle the payment in relation to their trades in the RMB traded Units using their CCASS Investor Participant account or to receive distributions in RMB should make sure that they have set up an RMB designated bank account with CCASS.

Investors intending to purchase RMB traded Units from the secondary market should consult their stockbrokers as to the RMB funding requirement and settlement method for such purchase. Investors may need to open and maintain securities dealing accounts with the stockbroker first before any dealing in Units traded in either HKD or RMB can be effected.

Investors should ensure they have sufficient CNH to settle the trades of Units traded in RMB. Investors should consult the banks for the account opening procedures as well as terms and conditions of the RMB bank account. Some banks may impose restrictions on their RMB cheque account and fund transfer to third party accounts. For non-bank financial institutions (e.g. brokers), however, such restriction will not be applicable and investors should consult their brokers as to the currency exchange service arrangement if required.

The transaction costs of dealings in the Units on the SEHK include the trading fee payable to HKEx and Commission's transaction levy. All these secondary trading related fees and charges will be collected in Hong Kong dollars and in respect of Units traded in RMB calculated based on an exchange rate as determined by the Hong Kong Monetary Authority on the date of the trade which will be published on the HKEx's website by 11:00 a.m. on each trading day.

Investors should consult their own brokers or custodians as to how and in what currency the trading related fees and charges and brokerage commission should be paid by the investors.

Where payment in RMB is to be made by cheque, investors are advised to consult the bank at which their respective RMB bank accounts are opened in advance whether there are any specific requirements in relation to the issue of RMB cheques. In particular, investors should note that some banks have imposed an internal limit (usually RMB 80,000) on the balance of RMB cheque account of their clients or the amount of cheques that their clients can issue in a day and such limit may affect an investor's arrangement of funding for an application (through a Participating Dealer) for creation of Units.

When an individual investor who is a Hong Kong resident opens an RMB bank account or settle RMB payments, he or she will be subject to the daily maximum remittance amount to the PRC is RMB 80,000 and a remittance service is only available to an RMB deposit account-holder who remits from his or her RMB deposit account to the PRC and provided that the account name of the account in the PRC is identical with that of the RMB bank account with the bank in Hong Kong.

On the other hand, an individual investor who is a non-Hong Kong resident may open an RMB bank account in Hong Kong and may exchange other currencies for RMB without any limit. However, non-Hong Kong residents may not remit RMB to the PRC unless approval is obtained pursuant to PRC rules and regulations.

Please refer to section "**11.2 Renminbi related risks**" of this Appendix on risks associated with Renminbi.

10A RENMINBI EQUITY TRADING SUPPORT FACILITY ("TSF")

The TSF was launched on 24 October 2011 by the HKEx to provide a facility to enable investors who wish to buy RMB-traded shares (RMB shares) in the secondary market with Hong Kong dollars if they do not have sufficient RMB or have difficulty in obtaining RMB from other channels. The coverage of TSF has been extended to equity-related exchange traded funds and real estate investment trusts traded in RMB with effect from 6 August 2012. As such, the TSF is currently available to investors who wish to invest in the GFI MSCI China A International ETF and trading in RMB on the SEHK. For further details on the TSF, please refer to the website of HKEx at http://www.hkex.com.hk/eng/market/sec_tradinfra/tsf/tsf.htm. Investors should consult their advisers if they have any query on the TSF.

11. **RISK FACTORS RELATING TO THE GFI MSCI CHINA A INTERNATIONAL ETF**

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In addition to the general risk factors common to all Sub-Funds set out in section “**4. General Risk Factors**” in Part 1 of this Prospectus, investors should also consider the specific risks associated with investing in the GFI MSCI China A International ETF including those set out below. The following statements are intended to be summaries of some of those risks. They do not offer advice on the suitability of investing in the GFI MSCI China A International ETF. Investors should carefully consider the risk factors described below together with the other relevant information included in this Prospectus before deciding whether to invest in Units of the GFI MSCI China A International ETF. The Commission’s authorisation is not a recommendation or endorsement of a product nor does it guarantee the commercial merits of a product or its performance. It does not mean the product is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

11.1 **China market / China A-Share market risks**

China market / Single country investment. Insofar as the GFI MSCI China A International ETF invests substantially in securities issued in mainland China, it will be subject to risks inherent in the China market and additional concentration risks. Please refer to the risk factors under section “**4.1 Risk Factors relating to China**” and section “**4.2 Investment risks**” under headings “**Restricted markets risk**”, “**Emerging Market Risk**” and “**Single country risk**” in Part 1 of this Prospectus.

Risks relating to dependence upon trading on China A-Share market. The existence of a liquid trading market for China A-Shares may depend on whether there is supply of, and demand for, such China A-Shares. The price at which the Index Securities may be purchased or sold by the GFI MSCI China A International ETF and the Net Asset Value of the GFI MSCI China A International ETF may be adversely affected if trading markets for China A-Shares are limited or absent. Investors should note that the SZSE and the SSE on which China A-Shares are traded are undergoing development and the market capitalisation of, and trading volumes on, those stock exchanges are lower than those in more developed markets. The China A-Share market may be more volatile and unstable (for examples due to the risk of suspension of a particular stock or government intervention) than those in more developed markets. A Participating Dealer may not be able to create and redeem Units if any Index Securities are not available. Market volatility and settlement difficulties in the China A-Share markets may also result in significant fluctuations in the prices of the Index Securities traded on such markets and thereby may affect the value of the GFI MSCI China A International ETF.

Risks relating to suspension of the China A-Share market. Securities exchanges in China typically have the right to suspend or limit trading in any security traded on the relevant exchange; a suspension will render it impossible for the Manager to liquidate positions and can thereby expose the GFI MSCI China A International ETF to losses. Under such circumstances, while creation/redemption of the GFI MSCI China A International ETF’s Units may be suspended, subject to the Manager’s discretion, the trading of the GFI MSCI China A International ETF on the SEHK may or may not be suspended. If some of the China A-Shares comprising the Underlying Index are suspended, it may be difficult for the Manager to determine the Net Asset Value of the GFI MSCI China A International ETF. Where a significant number of the China A-Shares comprising the Underlying Index are suspended, the Manager may determine to suspend the creation and redemption of Units of the GFI MSCI China A International ETF, and/or delay the payment of any monies in respect of any Redemption Application. If the trading of the GFI MSCI China A International ETF on the SEHK continues when the China A-Share market is suspended, the trading price of the GFI MSCI China A International ETF may deviate away from the Net Asset Value.

As a result of the trading band limits imposed by the stock exchanges in China on

China A-Shares, it may not be possible for Participating Dealers to create and/or redeem Units on a Business Day, because Index Securities may not be available if the trading band limit has been exceeded for such Index Securities or it is impossible to liquidate positions. This may lead to higher tracking error and may expose the GFI MSCI China A International ETF to losses. Further, the price of the Units of the GFI MSCI China A International ETF may be traded at a premium or discount to its Net Asset Value. The Manager has put in place measures to tackle the trading band limit as disclosed under section “**9.4 Measures Adopted by the Manager to Address the Differences between the China A-Share Market and the Hong Kong Market**” in this Appendix.

Risks relating to the differences between the Hong Kong and China stock markets. As the SZSE and the SSE may be open when Units in the GFI MSCI China A International ETF are not priced, the value of the Index Securities in the GFI MSCI China A International ETF’s portfolio may change on days when investors will not be able to purchase or sell the GFI MSCI China A International ETF’s Units. Furthermore, the market prices of Index Securities listed on the above stock exchanges may not be available during part of or all of the SEHK trading sessions due to trading hour differences which may result in Units of the GFI MSCI China A International ETF being traded at a premium or discount to its Net Asset Value.

In addition, differences in trading hours between the SSE and SZSE and the SEHK may increase the level of premium/discount of the price of Units of the GFI MSCI China A International ETF to its Net Asset Value because if the SSE and/or SZSE is closed while the SEHK is open, the Underlying Index level may not be available. The prices quoted by the market maker would therefore be adjusted to take into account any accrued market risk that arises from such unavailability of the Underlying Index level and as a result, the level of premium or discount of the Unit price of the GFI MSCI China A International ETF to its Net Asset Value may be higher.

There are no trading band limits in Hong Kong. However, trading band limits are imposed by the stock exchanges in China on China A-Shares, where trading in any China A-Share security on the relevant stock exchange may be suspended if the trading price of the security has increased or decreased to the extent beyond the trading band limit during the day. Any dealing suspension of a China A-Share security will render it impossible for the GFI MSCI China A International ETF to acquire the Index Security or liquidate positions to reflect creation/redemption of the Units. This may result in higher tracking error and may expose the GFI MSCI China A International ETF to losses. Units of the GFI MSCI China A International ETF may also be traded at a significant premium or discount to its Net Asset Value.

Please also note that the Shanghai-Hong Kong Stock Connect only operates on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but the GFI MSCI China A International ETF cannot carry out any China A-Shares trading via Shanghai-Hong Kong Stock Connect. The GFI MSCI China A International ETF may be subject to a risk of price fluctuations in China A-Shares during the time when Shanghai-Hong Kong Stock Connect is not trading as a result.

Risks relating to foreign shareholding restrictions. Hong Kong and overseas investors holding China A-Shares are subject to the following shareholding restrictions:

- Single foreign investors’ shareholding by any Hong Kong or overseas investor in a China A-Share must not exceed 10% of the total issued shares; and
- Aggregate foreign investors’ shareholding by all Hong Kong and overseas investors in a China A-Share must not exceed 30% of the total issue shares.

When Hong Kong and overseas investors carry out strategic investments in listed companies in accordance with the rules, the shareholding of the strategic investments is not capped by the above-mentioned percentages.

Should the shareholding of a single investor in a China A-Share listed company exceed the above restriction, the investor may be required to unwind his position on the excessive shareholding according to a last-in-first-out basis within a specific period. The SSE and the SEHK will issue warnings or restrict the buy orders for the related China A-Shares if the percentage of total shareholding is approaching the upper limit.

As there are limits on the total shares held by all underlying foreign investors in one listed company in the PRC, the capacity of the Sub-Fund to make investments in A-Shares will be affected by the activities of all underlying foreign investors investing through RQFIs or Shanghai-Hong Kong Stock Connect, not just the Manager as RQFI itself or other investors who make investment through the RQFI status of the Manager or other investors who make investment through Shanghai-Hong Kong Stock Connect.

11.2 Renminbi related risks

Renminbi currency risk. RMB is currently not a freely convertible currency as it is subject to foreign exchange control and fiscal policies of and repatriation restrictions imposed by the Chinese government. If such policies change in future, the GFI MSCI China A International ETF's or the investors' position may be adversely affected. Please refer to the risk factor headed "**Renminbi Exchange Risk**" under section "**4.1 Risk Factors relating to China**" in Part 1 of the Prospectus.

Primary market investors must subscribe for Units of the GFI MSCI China A International ETF in RMB. A Creation Application may be adversely affected if a Participating Dealer does not have sufficient RMB for payment of application monies. Also, primary market investors will receive redemption proceeds in RMB. Since the GFI MSCI China A International ETF is denominated in RMB, non-RMB based investors are exposed to fluctuations in the RMB exchange rate against their base currencies and may incur substantial capital loss due to foreign exchange risk. There is no assurance that RMB will not be subject to devaluation, in which case the value of their investments will be adversely affected. If investors wish or intend to convert the redemption proceeds or dividends (in RMB on both HKD traded Units and RMB traded Units) paid by the Sub-Fund or sale proceeds (in RMB on RMB traded units) into a different currency, they are subject to the relevant foreign exchange risk and may suffer losses from such conversion as well as associated fees and charges.

Offshore RMB market risk. The onshore RMB ("**CNY**") is the only official currency of the PRC and is used in all financial transactions between individuals, state and corporations in the PRC ("**Onshore RMB Market**"). Hong Kong is the first jurisdiction to allow accumulation of RMB deposits outside the PRC ("**Offshore RMB Market**"). Since June 2010, the offshore RMB ("**CNH**") is traded officially, regulated jointly by the Hong Kong Monetary Authority and the PBOC. As a result of the controls on cross-border transfers of Renminbi between Hong Kong and China, the Onshore RMB Market and the Offshore RMB Market are, to an extent, segregated, and each market may be subject to different regulatory requirements that are applicable to the Renminbi. The CNY may therefore trade at a different foreign exchange rate compared to the CNH. Due to the strong demand for offshore RMB, CNH used to be traded at a premium to onshore RMB, although occasional discount may also be observed. The GFI MSCI China A International ETF's investments may potentially be exposed to both the CNY and the CNH, and the GFI MSCI China A International ETF may consequently be exposed to greater foreign exchange risks and/or higher costs of investment (for example, when converting other currencies to the Renminbi at the CNH rate of exchange).

However, the current size of RMB-denominated financial assets outside the PRC is limited. At the end of March 2015, the total amount of RMB (CNH) deposits held by institutions authorised to engage in RMB banking business in Hong Kong amounted to approximately RMB 951.99 billion. In addition, participating authorised institutions are required by the Hong Kong Monetary Authority to maintain a total amount of RMB assets (in the form of, inter alia, cash and the institution's settlement account balance with the Renminbi clearing bank, holding of RMB sovereign bonds issued in Hong Kong by the PRC Ministry of Finance and bond investment through the PRC interbank bond market) of no less than 25% of their RMB deposits, which further limits the availability of RMB that participating authorised institutions can utilise for conversion services for their customers. RMB business participating banks do not have direct RMB liquidity support from PBOC. The Renminbi clearing bank only has access to onshore liquidity support from PBOC (subject to annual and quarterly quotas imposed by PBOC) to square open positions of participating banks for limited types of transactions, including open positions resulting from conversion services for corporations relating to cross-border trade settlement. The Renminbi clearing bank is not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services and the participating banks will need to source RMB from the offshore market to square such open positions.

Although it is expected that the Offshore RMB Market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC laws and regulations will not be promulgated, terminated or amended in the future which will have the effect of restricting availability of RMB offshore. The limited availability of RMB outside the PRC may affect the liquidity of the GFI MSCI China A International ETF. To the extent the Manager is required to source RMB in the offshore market, there is no assurance that it will be able to source such RMB on satisfactory terms, if at all.

Offshore RMB ("CNH") remittance risk. RMB is not freely convertible at present. The PRC government continues to regulate conversion between RMB and foreign currencies despite the significant reduction over the years by the PRC government of control over routine foreign exchange transactions under current accounts. Participating banks in Hong Kong have been permitted to engage in the settlement of RMB trade transactions under a pilot scheme introduced in July 2009. This represents a current account activity. The pilot scheme was extended in June 2010 to cover 20 provinces and municipalities in the PRC and to make RMB trade and other current account item settlement available in all countries worldwide. On 25 February 2011, the Ministry of Commerce ("**MOFCOM**") promulgated the Circular on Issues concerning Foreign Investment Management (商務部關於外商投資管理工作有關問題的通知) (the "**MOFCOM Circular**"). The MOFCOM Circular states that if a foreign investor intends to make investments in the PRC (whether by way of establishing a new enterprise, increasing the registered capital of an existing enterprise, acquiring an onshore enterprise or providing loan facilities) with RMB that it has generated from cross-border trade settlement or that is lawfully obtained by it outside the PRC, MOFCOM's prior written consent is required. While the MOFCOM Circular expressly sets out the requirement of obtaining MOFCOM's prior written consent for remittance of RMB back in the PRC by a foreign investor, the foreign investor may also be required to obtain approvals from other PRC regulatory authorities, such as the PBOC and SAFE, for transactions under capital account items. As the PBOC and SAFE have not promulgated any specific PRC regulation on the remittance of RMB into the PRC for settlement of capital account items, foreign investors may only remit offshore RMB into the PRC for capital account purposes such as shareholders' loan or capital contribution upon obtaining specific approvals from the relevant authorities on a case-by-case basis. There is no assurance that the PRC government will continue to gradually liberalise the control over cross-border RMB remittances in the future, that the pilot scheme introduced in July 2009 (as extended in June 2010) will not be discontinued or that new PRC regulations will not be promulgated in the future which have the effect of restricting or eliminating the remittance of RMB into or outside the

PRC. Such an event could have a severe adverse effect on the operations of the GFI MSCI China A International ETF, including limiting the ability of the GFI MSCI China A International ETF to redeem and pay the redemption proceeds in RMB and the ability of Participating Dealers to create or redeem in cash and so to settle in RMB to their underlying clients. In addition, such restrictions could cause Units to trade on the SEHK at a significant discount to the Net Asset Value per Unit.

Currently the Bank of China (Hong Kong) Limited is the only clearing bank for offshore RMB in Hong Kong. A clearing bank is an offshore bank that can obtain RMB funding from the PBOC to square the net RMB positions of other participating banks. In February 2004, Bank of China (Hong Kong) Limited launched its RMB clearing services following its appointment by the PBOC. Remittance of RMB funds into China may be dependent on the operational systems developed by the Bank of China (Hong Kong) Limited for such purposes, and there is no assurance that there will not be delays in remittance.

11.3 Risks relating to the RQFII regime

RQFII risk. The GFI MSCI China A International ETF is not a RQFII but may obtain access to China A-Shares, or other permissible investments directly using RQFII quotas of a RQFII. The GFI MSCI China A International ETF may invest directly in RQFII eligible securities investment via the RQFII status of the Manager.

Investors should note that RQFII status could be suspended or revoked, which may have an adverse effect on the GFI MSCI China A International ETF's performance as the GFI MSCI China A International ETF may be required to dispose of its securities holdings. In addition, certain restrictions imposed by the Chinese government on RQFIIs may have an adverse effect on the GFI MSCI China A International ETF's liquidity and performance.

SAFE regulates and monitors the repatriation of funds out of the PRC by the RQFII pursuant to its "Circular on Issues Related to the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors" (國家外匯管理局關於人民幣合格境外機構投資者境內證券投資試點有關問題的通知) (the "**RQFII Measures**"). Repatriations by RQFIIs in respect of an open-ended RQFII fund (such as the GFI MSCI China A International ETF) conducted in RMB are currently permitted daily and are not subject to repatriation restrictions or prior approval from the SAFE, although authenticity and compliance reviews will be conducted by the PRC Custodian, and monthly reports on remittances and repatriations will be submitted to SAFE by the PRC Custodian. There is no assurance, however, that PRC rules and regulations will not change or that repatriation restrictions will not be imposed in the future. Further, such changes to the PRC rules and regulations may take effect retrospectively. Any restrictions on repatriation of the invested capital and net profits may impact on the GFI MSCI China A International ETF's ability to meet redemption requests from the Unitholders. Furthermore, as the Custodian's or the PRC Custodian's review on authenticity and compliance is conducted on each repatriation, the repatriation may be delayed or even rejected by the Custodian or the PRC Custodian in case of non-compliance with the RQFII Regulations. In such case, it is expected that redemption proceeds will be paid to the redeeming Unitholder as soon as practicable, and within 3 Business Days, and after the completion of the repatriation of funds concerned. It should be noted that the actual time required for the completion of the relevant repatriation will be beyond the Manager's control.

SAFE is vested with the power to impose regulatory sanctions if the RQFII or the PRC Custodian violates any provision of the RQFII Measures. Any violations could result in the revocation of the RQFII's quota or other regulatory sanctions and may adversely impact on the portion of the RQFII's quota made available for investment by the GFI MSCI China A International ETF. Therefore in the event that the RQFII quota of the Manager is revoked or cancelled due to violation of the RQFII Measures in relation to any funds under the management of the Manager, this will have an adverse impact on

all the funds (including the GFI MSCI China A International ETF) under the Manager's management as a whole.

Investors should note that there can be no assurance that a RQFII will continue to maintain its RQFII status or to make available its RQFII quota, or the GFI MSCI China A International ETF will be allocated a sufficient portion of RQFII quotas from a RQFII to meet all applications for subscription to the GFI MSCI China A International ETF, or that redemption requests can be processed in a timely manner due to adverse changes in relevant laws or regulations. The GFI MSCI China A International ETF may not have exclusive use of the entire RQFII quota granted by SAFE to the RQFII (i.e. the Manager), as the RQFII may in its discretion allocate RQFII quota which may otherwise be available to the GFI MSCI China A International ETF across different public open-ended fund products and accounts, or, subject to SAFE approval, to other products and/or accounts that are not open-ended funds. Such restrictions may respectively result in a rejection of applications and a suspension of dealings of the GFI MSCI China A International ETF. In extreme circumstances, the GFI MSCI China A International ETF may incur significant losses due to insufficiency of RQFII quota, limited investment capabilities, or may not be able to fully implement or pursue its investment objective or strategy, due to RQFII investment restrictions, illiquidity of the Chinese domestic securities market, and/or delay or disruption in execution of trades or in settlement of trades.

The current RQFII laws, rules and regulations are subject to change, which may take retrospective effect. In addition, there can be no assurance that the RQFII laws, rules and regulations will not be abolished. The GFI MSCI China A International ETF, which invests in the PRC markets through a RQFII, may be adversely affected as a result of such changes.

Application of RQFII rules. The RQFII Regulations described under section “**7. Renminbi Qualified Foreign Institutional Investor (RQFII)**” in this Appendix is in the early stages of its operation and there may be uncertainties as to its operation and development. The application of the rules may depend on the interpretation given by the relevant Chinese authorities. The Chinese authorities and regulators have been given wide discretion in such investment regulations and there is no precedent or certainty as to how such discretion may be exercised now or in the future.

Any changes to the relevant rules may have an adverse impact on investors' investment in the GFI MSCI China A International ETF. In the worst scenario, the Manager may determine that the GFI MSCI China A International ETF shall be terminated if it is not legal or viable to operate the GFI MSCI China A International ETF because of changes to the application of the relevant rules.

RQFII systems risk. The current RQFII Regulations include rules on investment restrictions applicable to the GFI MSCI China A International ETF.

In the event of any default of the PRC Custodian in the execution or settlement of any transaction or in the transfer of any funds or securities in the PRC, the GFI MSCI China A International ETF may encounter delays in recovering its assets which may in turn impact the Net Asset Value of the GFI MSCI China A International ETF.

Risks relating to liquidity of Index Securities. Due to the potential liquidity constraint of the underlying Index Securities, the Manager may not be able to efficiently process the transactions for the Creation and Redemption Applications without adverse impact on the fund value of the GFI MSCI China A International ETF, therefore the existing investors' interest. Accordingly, the Manager may impose a limit on the total number of Units to be created or redeemed each day.

PRC Custodian risk. The Trustee shall take into its custody or under its control property of the GFI MSCI China A International ETF and hold it on trust for Unitholders. The assets held/credited in the securities account(s) are segregated and independent

from the proprietary assets of the PRC Custodian. However, investors should note that, under PRC law, cash deposited in the cash account(s) of the GFI MSCI China A International ETF with the PRC Custodian (which is/are maintained in the joint names of the Manager (as the RQFII holder) and the GFI MSCI China A International ETF) will not be segregated but will be a debt owing from the PRC Custodian to the GFI MSCI China A International ETF as a depositor. Such cash will be co-mingled with cash that belongs to other clients or creditors of the PRC Custodian. In the event of bankruptcy or liquidation of the PRC Custodian, the GFI MSCI China A International ETF will not have any proprietary rights to the cash deposited in such cash account(s), and the GFI MSCI China A International ETF will become an unsecured creditor, ranking *pari passu* with all other unsecured creditors, of the PRC Custodian. Please refer to the disclosure on the opinion from PRC legal counsel in section “**7. Renminbi Qualified Foreign Institutional Investor (RQFII)**” in this Appendix. Whilst the opinion from PRC legal counsel indicates the legal position based on understanding of current PRC laws, such opinion may not be conclusive; and ultimately the interpretation and operation of the relevant PRC laws and regulations depend on the judicial and/or regulatory authorities of the PRC.

The GFI MSCI China A International ETF may face difficulty and/or encounter delays in recovering such debt, or may not be able to recover it in full or at all, in which case the GFI MSCI China A International ETF will suffer.

PRC brokerage risk. The execution of transactions may be conducted by PRC Broker(s) appointed by the RQFII. As a matter of practice, only up to three PRC Brokers can be appointed in respect of each stock exchange in the PRC. If the Manager is unable to use any of its designated PRC Brokers in the PRC, the operation of the GFI MSCI China A International ETF will be adversely affected and may cause Units of the GFI MSCI China A International ETF to trade at a premium or discount to its NAV or the GFI MSCI China A International ETF may not be able to track the Underlying Index. Further, the operation of the GFI MSCI China A International ETF may be adversely affected in case of any acts or omissions of the PRC Broker, which may result in a higher tracking error or the GFI MSCI China A International ETF being traded at a significant premium or discount to its NAV.

If a single PRC Broker is appointed, the GFI MSCI China A International ETF may not necessarily pay the lowest commission available in the market. The RQFII Holder however, in the selection of PRC Brokers will have regard to factors such as the competitiveness of commission rates, size of the relevant orders and execution standards.

There is a risk that the GFI MSCI China A International ETF may suffer losses from the default, bankruptcy or disqualification of the PRC Brokers. In such event, the GFI MSCI China A International ETF may be adversely affected in the execution of any transaction. As a result, the net asset value of the GFI MSCI China A International ETF may also be adversely affected.

Subject to the applicable laws and regulations, the Manager will make arrangements to satisfy itself that the PRC Brokers have appropriate procedures to properly segregate the GFI MSCI China A International ETF’s securities from those of the relevant PRC Brokers.

Risks relating to premium arising from insufficient RQFII quota. There can be no assurance that additional RQFII quota can be obtained to fully satisfy Creation Application requests, which will lead to such requests of Participating Dealers being rejected by the Manager. This may result in a need for the Manager to close the GFI MSCI China A International ETF to further subscriptions which may lead to a significant premium in the trading price of the GFI MSCI China A International ETF against its Net Asset Value.

11.3A Risks associated with the Shanghai-Hong Kong Stock Connect

The GFI MSCI China A International ETF may invest through the Shanghai-Hong Kong Stock Connect. In addition to the risks associated with the China market / China A-Share market, Renminbi related risk and risk associated with differences in trading day, it is also subject to the following additional risks:

Quota limitations. The Shanghai-Hong Kong Stock Connect is subject to quota limitations. In particular, once the remaining balance of the Northbound Daily Quota drops to zero or the Northbound Daily Quota is exceeded during the opening call session, new buy orders will be rejected (though investors will be allowed to sell their cross-boundary securities regardless of the quota balance). Therefore, quota limitations may restrict the GFI MSCI China A International ETF's ability to invest in China A-Shares through Shanghai-Hong Kong Stock Connect on a timely basis, and the GFI MSCI China A International ETF may not be able to effectively pursue its investment strategies.

Suspension risk. It is contemplated that both SEHK and SSE would reserve the right to suspend Northbound and/or Southbound trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension in the Northbound trading through Shanghai-Hong Kong Stock Connect is effected, the GFI MSCI China A International ETF's ability to access the PRC market will be adversely affected.

Operational risk. The Shanghai-Hong Kong Stock Connect provides a new channel for investors from Hong Kong and overseas to access the China stock market directly.

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

It should be appreciated that the securities regimes and legal systems of the two markets differ significantly and in order for the trial program to operate, market participants may need to address issues arising from the differences on an on-going basis.

Further, the "connectivity" in the Shanghai-Hong Kong Stock Connect program requires routing of orders across the border. This requires the development of new information technology systems on the part of the SEHK and exchange participants (i.e. a new order routing system ("**China Stock Connect System**") to be set up by SEHK to which exchange participants need to connect). There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems failed to function properly, trading in both markets through the program could be disrupted. The GFI MSCI China A International ETF's ability to access the China A-Share market (and hence to pursue its investment strategy) will be adversely affected.

Restrictions on selling imposed by front-end monitoring. PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Shares sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.

If the GFI MSCI China A International ETF desires to sell certain China A-Shares it holds, it must transfer those China A-Shares to the respective accounts of its brokers before the market opens on the day of selling ("**trading day**"). If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this

requirement, the GFI MSCI China A International ETF may not be able to dispose of holdings of China A-Shares in a timely manner.

Recalling of eligible stocks. When a stock is recalled from the scope of eligible stocks for trading via Shanghai-Hong Kong Stock Connect, the stock can only be sold but restricted from being bought. This may affect the investment portfolio or strategies of the GFI MSCI China A International ETF, for example, when the Manager wishes to purchase a stock which is recalled from the scope of eligible stocks.

Clearing and settlement risk. The HKSCC and ChinaClear have established the clearing links and each is a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

As the national central counterparty of the PRC's securities market, ChinaClear operates a comprehensive network of clearing, settlement and stock holding infrastructure. ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of ChinaClear default are considered to be remote.

Should the remote event of ChinaClear default occur and ChinaClear be declared as a defaulter, HKSCC's liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear. HKSCC will in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, the GFI MSCI China A International ETF may suffer delay in the recovery process or may not be able to fully recover its losses from ChinaClear.

Nominee arrangements in holding China A-Shares. HKSCC is the "nominee holder" of the SSE Securities acquired by Hong Kong and overseas investors through Shanghai-Hong Kong Stock Connect.

The CSRC Stock Connect Rules expressly provide that investors enjoy the rights and benefits of the SSE Securities acquired through Shanghai-Hong Kong Stock Connect in accordance with applicable laws.

The CSRC Stock Connect Rules are departmental regulations having legal effect in the PRC. However, the application of such rules is untested, and there is no assurance that PRC courts will recognise such rules, e.g. in liquidation proceedings of PRC companies.

It should be noted that, under the CCASS Rules, HKSCC as nominee holder shall have no obligation to take any legal action or court proceeding to enforce any rights on behalf of the investors in respect of the SSE Securities in the PRC or elsewhere. Therefore, although the GFI MSCI China A International ETF's ownership may be ultimately recognised, the GFI MSCI China A International ETF may suffer difficulties or delays in enforcing its rights in China A-Shares.

Participation in corporate actions and shareholders' meetings. HKSCC will keep CCASS participants informed of corporate actions of SSE Securities. Hong Kong and overseas investors (including the GFI MSCI China A International ETF) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of SSE Securities may be as short as one business day only. Therefore, the GFI MSCI China A International ETF may not be able to participate in some corporate actions in a timely manner.

Hong Kong and overseas investors (including the GFI MSCI China A International ETF) are holding SSE Securities traded via Shanghai-Hong Kong Stock Connect program through their brokers or custodians. Where the appointment of proxy/multiple proxies by a shareholder is prohibited by the articles of association of the SSE Securities, the GFI MSCI China A International ETF may not be able to appoint proxy/multiple proxies to attend or participate in shareholders' meetings in respect of the SSE Securities.

No protection by Investor Compensation Fund. Investment through the Shanghai-Hong Kong Stock Connect program is conducted through broker(s), and is subject to the risks of default by such brokers' in their obligations.

As disclosed under the section headed "**Shanghai-Hong Kong Stock Connect**", the GFI MSCI China A International ETF's investments through Northbound trading under Shanghai-Hong Kong Stock Connect is not covered by the Hong Kong's Investor Compensation Fund. Therefore the GFI MSCI China A International ETF is exposed to the risks of default of the broker(s) it engages in its trading in China A-Shares through the program.

Regulatory risk. The Shanghai-Hong Kong Stock Connect is novel in nature, and will be subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in the PRC and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under the Shanghai-Hong Kong Stock Connect.

It should be noted that the regulations are untested and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change, and may have retrospective effect. There can be no assurance that the Shanghai-Hong Kong Stock Connect will not be abolished. The GFI MSCI China A International ETF, which may invest in the PRC markets through Shanghai-Hong Kong Stock Connect, may be adversely affected as a result of such changes.

Taxation risk. On 14 November 2014, the Ministry of Finance and the State of Administration of Taxation have jointly promulgated Caishui [2014] No.81 ("**Notice No.81**") in relation to the taxation rule on the Stock Connect. Under Notice No.81, with effect from 17 November 2014, corporate income tax, individual income tax and business tax will be temporarily exempted on gains derived by Hong Kong and overseas investors (including the Sub-Fund) on the trading of China A-Shares through the Stock Connect. However, dividends will be subject to 10% withholding tax and the company distributing the dividend has the withholding obligation. If the recipient of the dividend is entitled to a lower treaty rate, it can apply to the in-charge tax bureau of the payor for a refund.

11.4 Dual Counter Trading risks

Dual counter risk. The SEHK's Dual Counter model is relatively new for exchange traded funds. The Dual Counter arrangement adopted by GFI MSCI China A International ETF may bring additional risks for investment in the GFI MSCI China A International ETF and may make such investment riskier than investment in single counter exchange traded funds. For example where for some reason there is a settlement failure on an inter-counter day trade if the Units of one counter are delivered to CCASS at the last settlement on a trading day, there may not be enough time to transfer the Units to the other counter for settlement on the same day.

Moreover, where there is a suspension of the inter-counter transfer of Units between the HKD counter and the RMB counter for any reasons, for example, operational or systems interruption, Unitholders will only be able to trade their Units in the currency of the relevant Dual Counter. Accordingly it should be noted that inter-counter transfers may not always be available. Investors are recommended to check the

readiness of their brokers / intermediaries in respect of the Dual Counter trading and inter-counter transfer.

Investors without RMB accounts may buy and sell HKD traded Units only. Such investors will not be able to buy or sell RMB traded Units and should note that distributions are made in RMB only. As such investors may suffer a foreign exchange loss and incur foreign exchange associated fees and charges to receive their dividend.

Inter-counter trading risk. Although an investor may buy from one counter and sell the same on the other counter in the same day, it is possible that some brokers/intermediaries and CCASS Participants may not be familiar with and may not be able to (i) buy Units in one counter and to sell Units in the other, (ii) carry out inter-counter transfers of Units, or (iii) trade units in both RMB counter and HKD counter at the same time. In such case (i) to (iii), another broker, intermediary or CCASS Participant may need to be used. This may inhibit or delay dealing in both RMB traded Units and HKD traded Units and may mean investors may only be able to trade their Units in one currency. Investors are recommended to check the readiness of their brokers / intermediaries in respect of the Dual Counter trading and inter-counter transfers.

Investors should therefore consult their brokers/intermediaries on the services that the brokers/intermediaries may provide in this regard along with the associated risks and fees. In particular, some brokers/intermediaries may not have in place systems and controls to facilitate inter-counter trading and/or inter-counter day trades.

Difference in trading prices risk. There is a risk that due to different factors such as market liquidity, market supply and demand in the respective counters and the exchange rate between RMB and HKD (in both onshore and offshore markets), the market price on the SEHK of Units traded in HKD may deviate significantly from the market price on the SEHK of Units traded in RMB. The trading price of HKD traded Units or RMB traded Units is determined by market forces and so will not be the same as the trading price of Units multiplied by the prevailing rate of foreign exchange. Accordingly when selling Units traded in HKD or buying Units traded in HKD, an investor may receive less or pay more than the equivalent amount in RMB if the trade of the relevant Units is in RMB and vice versa. There can be no assurance that the price of Units in each counter will be equivalent.

Currency exchange risk. Investors who bought Units on the HKD counter may be subject to currency exchange risk as the assets of the GFI MSCI China A International ETF are denominated in RMB and the Net Asset Value of the GFI MSCI China A International ETF will be calculated in RMB.

RMB distributions risk. Investors should note that where a Unitholder holds Units traded under the HKD counter, the relevant Unitholder will only receive distributions in RMB and not HKD. In the event the relevant Unitholder has no RMB account, the Unitholder may have to bear the fees and charges associated with the conversion of such dividend from RMB into HKD or any other currency. Unitholders are advised to check with their brokers concerning arrangements for distributions.

11.5 Risks relating to RMB dealing, trading and settlement

Primary market:

Non-RMB or late settlement redemption risk. Currently, RMB cannot be freely remitted into the PRC and such remittance is subject to certain restrictions. In the event that the remittance of RMB from Hong Kong to the PRC is disrupted, this may impact on the ability of the GFI MSCI China A International ETF to acquire the Index Securities. This in turn may result in tracking error and the GFI MSCI China A International ETF may not be able to fully replicate the Underlying Index in such circumstance.

On the other hand, where, in extraordinary circumstances, the remittance or payment of RMB funds on the redemption of Units cannot, in the opinion of the Manager in consultation with the Trustee, be carried out normally due to legal or regulatory circumstances beyond the control of the Trustee and the Manager, redemption proceeds may be delayed or, if necessary in exceptional circumstances, be paid in US dollars or Hong Kong dollars instead of in RMB (at an exchange rate determined by the Manager after consultation with the Trustee). As such, there is a risk that investors receive settlement in RMB on a delayed basis or may not be able to receive redemption proceeds in RMB (i.e. such proceeds may be paid in US dollars or Hong Kong dollars).

Secondary market:

RMB trading and settlement of Units risk. RMB denominated securities are listed and traded on the SEHK relatively recently. Therefore, trading and settlement of RMB traded Units are recent developments in Hong Kong and there is no assurance that there will not be any problem with the systems or that other logistical problems will not arise. The trading and settlement of the RMB traded Units, may not be capable of being implemented as envisaged.

Although end-to-end simulation trading and clearing of listed RMB products testing sessions and payment pilot runs for participants of the SEHK were held by the SEHK in 2011, some stockbrokers may not have participated in such testing sessions and pilot runs and for those who have, not all of them may be able to successfully complete such testing sessions and pilot runs, there is no assurance of their readiness for dealing in RMB denominated securities. Investors should note that not all stockbrokers may be ready and able to carry out trading and settlement of RMB traded Units of the GFI MSCI China A International ETF and thus they may not be able to deal in the Units through some stockbrokers. Investors should check with their brokers / intermediaries in advance if they intend to engage Dual Counter trading or in inter-counter transfers and should fully understand the services which the relevant broker / intermediary is able to provide (as well as any associated fees). Some exchange participants may not provide inter-counter transfer or Dual Counter trading services.

In addition, the liquidity and trading price of the RMB traded Units of the GFI MSCI China A International ETF may be adversely affected by the limited availability of RMB outside the PRC and the restrictions on the conversion between foreign currency and the RMB. This may result in the GFI MSCI China A International ETF trading at a significant premium / discount to its Net Asset Value.

11.6 Risks relating to the nature of product

Risks in light of the cross-border nature of the GFI MSCI China A International ETF. GFI MSCI China A International ETF being an RMB-denominated physical exchange traded fund that directly invests in China A-Share market (which is inherently a market with restricted access) is a relatively new type of product, i.e. exchange traded fund denominated in RMB and invests in the PRC market under the RQFII regime. In light of the cross-border nature of the GFI MSCI China A International ETF, it is more risky than traditional exchange traded funds which invest directly in markets other than the China A-Share market and therefore, is subject to operational and settlement risks. Operational risks may arise from technical failures of communication and trading systems, and any breaches of the relevant operational policies or guidelines by the relevant staff of the Manager. Whilst the Manager has in place internal control systems, operational guidelines and contingency procedures to reduce the chances of such operational risks, there is no guarantee that events beyond the control of the Manager (e.g. trading errors or system errors) will not occur. The occurrence of such events may adversely affect the value of the GFI MSCI China A International ETF.

To the extent that the GFI MSCI China A International ETF transacts in the China A-

Share market, the GFI MSCI China A International ETF may also be exposed to risks associated with settlement procedures. Any significant delays in the settlement of transactions or the registration of a transfer may affect the ability to ascertain the value of the GFI MSCI China A International ETF's portfolio and adversely affect the GFI MSCI China A International ETF.

Reliance on parent company. Even though the GFI MSCI China A International ETF is managed by the Manager, the Manager may substantially tap into its PRC parent company's relevant infrastructure and expertise to support its operation of the GFI MSCI China A International ETF in Hong Kong. While the PRC parent company of the Manager has sufficient experience and expertise in managing and operating physical China A-Share exchange traded funds listed and traded in China, there is no assurance that the GFI MSCI China A International ETF will be operated as envisaged. Any disruption in the assistance from the Manager's parent company may adversely affect the operations of the GFI MSCI China A International ETF.

11.7 Risks relating to the Underlying Index of GFI MSCI China A International ETF

Risks relating to the Underlying Index. The GFI MSCI China A International ETF may be subject to the following risks in relation to the Underlying Index:

- (i) If the Underlying Index is discontinued or the Manager's license from the Index Provider under the relevant licence agreement is terminated, the Manager may, in consultation with the Trustee, seek the Commission's prior approval to replace the Underlying Index with an index that is tradable and has similar objectives to the Underlying Index. Please refer to section "**16. Replacement of Underlying Index**" below on the circumstances in which the Underlying Index may be replaced by the Manager. Such change shall be made in accordance with the provisions of the Trust Deed and with the prior approval of the Commission. For the avoidance of doubt, index-tracking will remain the GFI MSCI China A International ETF's investment objective. 8.6(j)(xii)
8.6(k)

The Manager has been granted a licence by MSCI Inc. ("**MSCI**") to use the Underlying Index as a basis for determining the composition of the GFI MSCI China A International ETF and to use certain trade marks in the Index. The licence granted is for an initial term of 1 year commencing from the date of the agreement (i.e. 1 June 2015), and thereafter automatically renewed for successive one year periods unless terminated pursuant to the agreement. There is no guarantee that the Licence Agreement (as defined in section "**14. Index Licence Agreement**" below) will be perpetually renewed.

In addition, the compilation of the Underlying Index is based on the data license agreement between MSCI and SSE and SZSE respectively. The respective data license agreement is automatically renewed for successive one year periods unless terminated pursuant to such agreement. There is no guarantee that the data licence agreement will be perpetually renewed. If such data license agreement is not renewed, the Underlying Index may be discontinued.

The GFI MSCI China A International ETF may be terminated if the Underlying Index is discontinued and/or the Licence Agreement (as defined in section "**14. Index Licence Agreement**" below) is terminated and the Manager is unable to identify or agree with any Index Provider terms for the use of a suitable replacement index, using, in the opinion of the Manager, the same or substantially similar formula for the method of calculation as used in calculating the Underlying Index and which meets the acceptability criteria under Chapter 8.6(e) of the Code. Any such replacement index will be subject to the prior approval of the Commission under the Code and Unitholders will be duly notified of the same. Accordingly, investors should note that the ability of the GFI MSCI China A International ETF to track the Underlying Index depends on the continuation in force of the index licence agreement in respect of the

Underlying Index or a suitable replacement. The GFI MSCI China A International ETF may also be terminated if the Underlying Index ceases to be compiled or published and there is no replacement index, using, in the opinion of the Manager, the same or substantially similar formula for the method of calculation as used in calculating the Underlying Index.

The Manager and the Index Provider may by mutual agreement terminate or postpone the parties' obligations under the Index licence agreement upon the occurrence of a force majeure event such that the terms of the Index licence agreement can no longer be performed. There is no guarantee or assurance of exact or identical replication at any time of the performance of the relevant Underlying Index.

For further information on the grounds for terminating the License Agreement (as defined in section "14. **Index Licence Agreement**" below) in respect of the Underlying Index, please refer to section "14. **Index Licence Agreement**" in this Appendix 1.

- (ii) There may be changes in the constituent securities of the Underlying Index from time to time. For example, a constituent security may be delisted or a new eligible security may be added to the Underlying Index. In such circumstances, in order to achieve the investment objective of the GFI MSCI China A International ETF, the Manager may rebalance the composition of a Basket. The price of the Units may rise or fall as a result of these changes. Thus, an investment in Units will generally reflect the Underlying Index as its constituents change from time to time, and not necessarily the way it is comprised at the time of an investment in the Units. Please refer to the section "17. **The Underlying Index**" of this Appendix below for more information on how the Underlying Index is compiled. 8.6(j)(x)
- (iii) The process and the basis of computing and compiling the Underlying Index and any of its related formulae, constituent companies and factors may also be changed or altered by the Index Provider at any time without notice. There is also no warranty, representation or guarantee given to the investors as to the accuracy or completeness of the Underlying Index, its computation or any information related thereto. 8.6(j)(xi)
- (iv) The Underlying Index is a newly compiled index which was launched on 26 June 2014. Investors should note that the Underlying Index has limited operation history and limited track record. Therefore, investing in the GFI MSCI China A International ETF may be riskier than investing in other exchange traded funds tracking more established indices with longer operating histories.
- (v) The Underlying Index is designed to capture large and mid-cap representation. The stock of mid-cap companies may have lower liquidity and their prices are typically more volatile and more vulnerable to adverse business or economic developments than those of larger cap companies. This may impact the Net Asset Value of the GFI MSCI China A International ETF to a larger extent than those of funds that only invest in stocks of larger cap companies. Mid-cap companies generally have less diverse product lines than large-cap companies and thus are more susceptible to adverse developments concerning their products.

11.8 Other risks

Operating risk. There is no assurance that the performance of the GFI MSCI China A International ETF will be identical to the performance of the Underlying Index. The level of fees, taxes and expenses payable by the GFI MSCI China A International ETF will fluctuate in relation to the Net Asset Value. Although the amounts of certain ordinary expenses of the GFI MSCI China A International ETF can be estimated, the

growth rate of the GFI MSCI China A International ETF, and hence its Net Asset Value, cannot be anticipated. Accordingly, no assurance can be given as to the performance of the GFI MSCI China A International ETF or the actual level of its expenses. Under the terms of the Trust Deed and as summarised under the section headed “**14.5 Termination of the Trust or a Sub-Fund**” in Part 1 of this Prospectus, the Manager may terminate the GFI MSCI China A International ETF. On the termination of the GFI MSCI China A International ETF, the GFI MSCI China A International ETF will be liquidated and investors will receive distributions of cash although the Manager has the power to decide to make distributions in specie.

Reliance on RMB market makers. Investors should note that Units of the GFI MSCI China A International ETF on the RMB counter are traded and settled in RMB. There may be less interest by potential market makers making a market in Units denominated and traded in RMB. Furthermore, any disruption to the availability of RMB may adversely affect the capability of market makers in providing liquidity for the Units.

No market in the Units risk. Although the Units are to be listed on the SEHK and it is a requirement that the Manager ensures that there is at all times at least one market maker for Units traded in the RMB counter and one market maker for Units traded in the HKD counter, investors should be aware that there may be no liquid trading market for the Units or that such market maker(s) may cease to fulfil that role. Further, there can be no assurance that Units will experience trading or pricing patterns similar to those of other exchange traded fund which are traded on the SEHK and which are based upon indices.

Termination of market maker risk. A market maker may cease to act as a market maker for any counter of the GFI MSCI China A International ETF in accordance with the terms of its agreement including upon giving prior written notice. The termination notice period for at least one market maker for Units of the GFI MSCI China A International ETF for each counter will be ninety (90) days. The liquidity for the RMB traded Units and HKD traded Units of the GFI MSCI China A International ETF may be affected if there is no market maker for the RMB traded Units and the HKD traded Units respectively or if the market making activities are not effective, which may adversely affect the trading price of the GFI MSCI China A International ETF. The Manager intends to ensure that there is at least one market maker for the GFI MSCI China A International ETF for each counter (although these market makers may be the same entity) to facilitate efficient trading of Units of the relevant trading currency (i.e. RMB and HKD). It is possible that there is only one SEHK market maker for each counter of the GFI MSCI China A International ETF or the Manager may not be able to engage a substitute market maker within the termination notice period of a market maker, and there is also no guarantee that any market making activity will be effective.

Liquidity risk. Units will be a new security and following listing on the SEHK, it is unlikely that the Units will initially be widely held. Accordingly, any investor buying Units in small numbers may not necessarily be able to find other buyers should that investor wish to sell. To address this risk, at least one market maker has been appointed. There are also a number of limitations on the conversion of RMB. These factors may affect the amount of RMB available for investors to invest in Units on the SEHK and accordingly adversely affect the market demand for the Units. In turn this may affect the liquidity and trading price of the Units in the secondary market. Therefore, Unitholders may not be able to sell their Units in the secondary market in as timely a manner as some other equity products denominated in Hong Kong dollars listed in Hong Kong, and the trading price may not fully reflect the intrinsic value of the Units.

Tracking error risk. Although the Manager will adopt a full replication strategy to reduce tracking error, the Manager may also use representative sampling in exceptional circumstances, such as where it may not be able to acquire certain Index Securities which are constituents of the Index due to restrictions or limited availability.

As such there can be no assurance of exact or identical replication at any time of the performance of the Index. Factors such as the fees and expenses of the GFI MSCI China A International ETF, imperfect correlation between the GFI MSCI China A International ETF's assets and the Index Securities, inability to rebalance the GFI MSCI China A International ETF's holdings of Index Securities in response to changes in the constituents of the Index, rounding of the Index Securities' prices, and changes to the regulatory policies may affect the Manager's ability to achieve close correlation with the Index. These factors may cause the GFI MSCI China A International ETF's returns to deviate from the Index.

Risk relating to distributions paid out of capital. The Manager may, at its discretion, pay dividend out of capital. The Manager may also, at its discretion, pay dividend out of gross income while all or part of the fees and expenses of the GFI MSCI China A International ETF are charged to/paid out of the capital of the GFI MSCI China A International ETF, resulting in an increase in distributable income for the payment of dividends by the GFI MSCI China A International ETF and therefore, the GFI MSCI China A International ETF may effectively pay dividend out of the capital. **Investors should note that the payment of distributions out of or effectively out of capital represents a return or a withdrawal of part of the amount they originally invested or capital gain attributable to that amount. Any such distributions may result in an immediate reduction in the Net Asset Value per Unit of the GFI MSCI China A International ETF.**

12. **FEES AND CHARGES**

12.1 **Management Fees and Servicing Fees**

C14(b)

The Manager is entitled to receive a management fee, currently at the rate of 0.60% per annum of the Net Asset Value of the GFI MSCI China A International ETF accrued daily and calculated as at each Dealing Day and payable monthly in arrears.

12.2 **Trustee's and Registrar's Fee**

The Trustee is entitled to receive a fee of up to 1% per annum of the Net Asset Value of the GFI MSCI China A International ETF. The current Trustee's fee is calculated as a percentage per annum of the Net Asset Value of the GFI MSCI China A International ETF at a rate of 0.16% per annum for the first RMB 200 million of the Net Asset Value, 0.14% per annum for the next RMB 1,000 million of the Net Asset Value, 0.12% for the next RMB 1,000 million of the Net Asset Value, 0.1% for the next RMB 1,000 million of the Net Asset Value and 0.08% per annum for the remaining balance of the Net Asset Value, accrued daily and calculated as at each Dealing Day and payable monthly in arrears, subject to a monthly minimum of RMB 40,000.

The Trustee's fee is inclusive of fees payable to the Custodian and the PRC Custodian.

The Trustee (acting as the Registrar) is also entitled to a fee of RMB 120 per Participating Dealer per transaction.

The Trustee shall also be entitled to be reimbursed out of the assets of the GFI MSCI China A International ETF all out-of-pocket expenses incurred.

12.3 **Service Agent's Fee**

The Service Agent is entitled to receive a monthly reconciliation fee of HK\$5,000 from the Manager. For any period less than a month, the reconciliation fee is payable by the Manager on a pro-rata basis and accrues on a daily basis.

12.4 **Other Changes and Expenses of GFI MSCI China A International ETF**

Please refer to section “**12.4 Other Charges and Expenses**” in Part 1 of this Prospectus on other charges and expenses payable by the GFI MSCI China A International ETF.

12.5 Establishment costs of GFI MSCI China A International ETF

Please refer to section “**12.5 Establishment Costs**” in Part 1 of this Prospectus on the establishment costs of the GFI MSCI China A International ETF.

12.6 Fees Payable by Participating Dealers, Primary Market Investors and Secondary Market Investors

C14(a)

The fees payable by Participating Dealers, Primary Market Investors and Secondary Market Investors are summarized in the respective tables below:

12.6.1 Participating Dealers

Creation of Units by a Participating Dealer

Application Cancellation Fee	RMB 8,500 per cancellation (See Note 1)
Extension Fee	RMB 8,500 per extension (See Note 1)
Transaction Fee	Up to RMB 15,000 per Application (See Note 2)
Service Agent's Fee	See Note 3
Stamp duty	Nil

Redemption of Units by a Participating Dealer

Application Cancellation Fee	RMB 8,500 per cancellation (See Note 1)
Extension Fee	RMB 8,500 per extension (See Note 1)
Transaction Fee	Up to RMB 15,000 per Application (See Note 2)
Service Agent's Fee	See Note 3
Stamp duty	Nil

Participating Dealers shall also bear all transaction costs, Duties and Charges and other expenses and charges, and the market risks in constituting and liquidating the Basket(s) in relation to an Application.

12.6.2 Primary Market Investors creating or redeeming Units through a Participating Dealer or a stockbroker

Primary Market Investors submitting creation or redemption requests through the Participating Dealer or a stockbroker should note that the Participating Dealer or the stockbroker (as the case may be) may impose fees and charges in handling such requests. Such investors should check the relevant fees and charges with the Participating Dealer or the stockbroker (as the case may be).

12.6.3 Secondary Market Investors Dealing in Units on the SEHK

Brokerage	Market rates (in currency determined by the intermediaries used by the investors)
Transaction levy	0.0027% (see Note 4 and Note 8)

Trading fee	0.005% (see Note 5 and Note 8)
Stamp duty	Nil (see Note 6)
Investor compensation levy	0.002% (currently suspended) (see Note 7)
Inter-counter transfers	HKD5 (see Note 9)

Note:

1. The Application Cancellation Fee of RMB 8,500 and the Extension Fee of RMB 8,500 are payable by the Participating Dealer, and are payable to the Trustee for its own account, on each occasion the Manager grants the request of such Participating Dealer for cancellation or extended settlement in respect of such Application as provided in this Prospectus.
2. A Transaction Fee of up to RMB 15,000 per Application is payable by each Participating Dealer for the account and benefit of the Trustee.
3. A Service Agent's Fee of HK\$1,000 is payable by each Participating Dealer to the Service Agent for each book-entry deposit transaction or book-entry withdrawal transaction.
4. A transaction levy of 0.0027% of the trading price of the Units, payable by the buyer and the seller.
5. A trading fee of 0.005% of the trading price of the Units, payable by the buyer and the seller.
6. Stamp duty is waived with effect from 13 February 2015 pursuant to the Stamp Duty (Amendment) Ordinance 2015.
7. The investor compensation levy of the trading price of the Units, payable by the buyer and the seller, has been suspended pursuant to the exemption notice published by the Commission on 11 November 2005.
8. The transaction levy and trading fee will be paid by intermediaries to HKEx in Hong Kong dollars and calculated based on an exchange rate as determined by the Hong Kong Monetary Authority on the date of the trade which will be published on the HKEx's website by 11:00 a.m. on each trading day.

Investors should consult their own intermediaries as to how and in what currency the trading related fees and charges should be paid by the investors.
9. HKSCC will charge each CCASS participant a fee of HKD5 per instruction for effecting an inter-counter transfer of Units of the GFI MSCI China A International ETF from one counter to another counter. Investors should check with their brokers regarding any additional fees.

13. ADDITIONAL DOCUMENTS AVAILABLE FOR INSPECTION

The material contracts in respect of the GFI MSCI China A International ETF are set out below:

- (a) RQFII Custody Agreement; and
- (b) RQFII Participation Agreement.

The above material contracts are available for inspection free of charge at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) at the

offices of the Manager. Please refer to section “**14.17 Complaints and Enquiries**” in Part 1 of this Prospectus for the address of the Manager.

Please refer to section “**14.11 Documents Available for Inspection**” in Part 1 of this Prospectus for the list of the other documents that are available for inspection.

13A. PUBLICATION OF INFORMATION RELATING TO GFI MSCI CHINA A INTERNATIONAL ETF

The following information relating to GFI MSCI China A International ETF will be published on the Manager’s website <http://www.gffunds.com.hk>¹:-

- the near real-time estimated Net Asset Value per Unit of the GFI MSCI China A International ETF during normal trading hours on the SEHK in RMB and HKD; and
- the last closing Net Asset Value of the GFI MSCI China A International ETF in RMB only and, the last closing Net Asset Value per Unit of the GFI MSCI China A International ETF in RMB and HKD.

The near real-time estimated Net Asset Value per Unit of GFI MSCI China A International ETF in HKD denomination is indicative and for reference purposes only. This is updated during SEHK trading hours. The near real-time estimated Net Asset Value per Unit in HKD uses a real-time HKD:CNH foreign exchange rate – it is calculated using the near real-time estimated Net Asset Value per Unit in RMB multiplied by a real-time HKD:CNH foreign exchange rate provided by Sumscope (HK) Limited (“**Sumscope**”) when the SEHK is opened for trading. The near real-time estimated Net Asset Value per Unit in HKD is updated every 15 seconds throughout the SEHK trading hours. Since the estimated NAV per Unit in RMB will not be updated when the underlying China A-Shares market is closed, any change in the estimated NAV per Unit in HKD during such period is solely due to the change in the foreign exchange rate.

The last closing Net Asset Value per Unit of GFI MSCI China A International ETF in HKD is indicative and for reference purposes only and is calculated using the last closing Net Asset Value per Unit in RMB multiplied by an assumed foreign exchange rate using the Tokyo Composite at 3:00 p.m. Tokyo time (2:00 p.m. Hong Kong time) mid rate quoted by Bloomberg for offshore RMB (CNH) as of the same Dealing Day. The official last closing Net Asset Value per Unit in RMB and the indicative last closing Net Asset Value per unit in HKD will not be updated when the underlying China A-Shares market is closed.

Please refer to the section headed “**14.14 Publication of Information Relating to the Sub-Funds**” in Part 1 of this Prospectus for other information that will be published on the Manager’s website <http://www.gffunds.com.hk>¹.

14. INDEX LICENCE AGREEMENT

The Manager has been granted a non-exclusive, non-transferable licence pursuant to an index licence agreement dated 1 June 2015 (the “**Licence Agreement**”) entered into between the Manager and MSCI, to use the Underlying Index (i.e. MSCI China A International Index) in connection with the issue, operation, marketing, promotion and distribution of the GFI MSCI China A International ETF.

The Licence Agreement has an initial term of 1 year and thereafter additional one year periods until terminated by either party by written notice to the other party given at least 90 days prior to the end of the then-current term. The Licence Agreement may also be terminated in circumstances as summarised below:

- (a) there is a material breach by the Manager or MSCI of any of the terms or conditions of the Licence Agreement;

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- (b) the data licence agreement entered into between the Manager and MSCI has been terminated;
 - (c) the Underlying Index has been discontinued by MSCI;
 - (d) there is legislation or regulation that materially impairs the Manager to manage and sell the GFI MSCI China A International ETF or there is material litigation or regulatory proceeding regarding the GFI MSCI China A International ETF;
 - (e) there is legislation or regulation that materially impairs MSCI's ability to licence the Underlying Index or there is material litigation or regulatory proceeding;
 - (f) either party has made a general assignment for the benefit of creditors or files for bankruptcy;
 - (g) there is a change of control of the Manager; and
 - (h) the Manager is not commercially offering the GFI MSCI China A International ETF for a continuous period of six months or more at any time during the term of the License Agreement.

15. MATERIAL CHANGES TO THE INDEX

The Commission should be consulted on any events that may affect the acceptability of the Underlying Index. Significant events relating to the Underlying Index will be notified to Unitholders as soon as practicable. These may include a change in the methodology / rules for compiling or calculating the Underlying Index, or a change in the objective and characteristics of the Underlying Index.

8.6(f)

16. REPLACEMENT OF UNDERLYING INDEX

The Manager reserves the right, with the prior approval of the Commission and provided that in its opinion the interests of the Unitholders would not be adversely affected, to replace the Underlying Index. The circumstances under which any such replacement might occur include but are not limited to the following events:

- (a) the Underlying Index ceasing to exist;
- (b) the licence to use the Underlying Index being terminated;
- (c) a new index becoming available that supersedes the existing Underlying Index;
- (d) a new index becoming available that is regarded as the market standard for investors in the particular market and/or would be regarded as more beneficial to the Unitholders than the existing Underlying Index;
- (e) investing in the Index Securities comprised within the Underlying Index becomes difficult;
- (f) the Index Provider increasing its licence fees to a level considered too high by the Manager;
- (g) the quality (including accuracy and availability of the data) of the Underlying Index having in the opinion of the Manager, deteriorated;
- (h) a significant modification of the formula or calculation method of the Underlying Index rendering that index unacceptable in the opinion of the Manager; and
- (i) the instruments and techniques used for efficient portfolio management not being available.

The Manager may change the name of GFI MSCI China A International ETF if the Underlying Index changes or for any other reasons including if licence to use the Underlying Index is terminated. Any change to (i) the use by GFI MSCI China A International ETF of the Underlying Index and/or (ii) the name of GFI MSCI China A International ETF will be notified to investors.

17. **THE UNDERLYING INDEX**

The Underlying Index of the GFI MSCI China A International ETF is the MSCI China A International Index.

The MSCI China A International Index is a free float-adjusted market capitalisation-weighted index compiled and published by MSCI. It captures the large and mid-cap representation and includes the China A-Share constituents of the MSCI China All Shares Index. All of the constituents of the Underlying Index are listed on the stock exchanges in China, which include the SSE and SZSE. The MSCI China All Shares Index is constructed by applying the MSCI Global Investable Market Indexes (GIMI) Methodology on the integrated MSCI China equity universe comprising A-Shares, B-Shares, H-Shares, Red-Chips and P-Chips.

8.6(j)(i)

8.6(j)(ii)

The Underlying Index is a price return index which means that it does not include the reinvestment of dividends from the Index Securities that are net of withholding tax. The Underlying Index is denominated and quoted in RMB.

The Underlying Index was launched on 26 June 2014 and had a base level of 1,000 on 25 November 2008. As of 6 July 2015, it had a total market capitalisation of CNY 6,159,713 million and 369 constituents.

The Manager and each of its Connected Persons are independent of the Index Provider.

MSCI Global Investable Market Index (GIMI) Methodology

8.6(j)(viii)

Constructing the MSCI Global Investable Market Indexes involves the following steps:

- Defining the Equity Universe

The Equity Universe is defined by identifying eligible equity securities, and classifying these eligible equity securities into the appropriate country. All listed equity securities, including Real Estate Investment Trusts (REITs) and certain income trusts in Canada are eligible for inclusion in the Equity Universe. Conversely, mutual funds, ETFs, equity derivatives, limited partnerships, and most investment trusts are not eligible for inclusion in the Equity Universe. Preferred shares that exhibit characteristics of equity securities are generally eligible.

Each company and its securities (i.e., share classes) is classified in one and only one country, which allows for a distinctive sorting of each company by its respective country.

- Determining the Market Investable Equity Universe for each market

A Market Investable Equity Universe for a market is derived by applying investability screens to individual companies and securities in the Equity Universe that are classified in that market. Generally, a market is equivalent to a single country. To construct a country index, every listed security in the market is identified. Securities are free float adjusted and screened by size, liquidity, minimum free float, global minimum foreign inclusion factor requirement and minimum length of trading requirement.

- Determining market capitalisation size-segments for each market

Once a Market Investable Equity Universe is defined, each country index is segmented into the following size-based indexes: Investable Market Index (large + mid + small cap), Standard Index (large + mid cap), Large Cap Index and Mid Cap Index segments. To define the size segment indexes for a market, the following free float adjusted market capitalisation market coverage target ranges are applied to the Market Investable Equity Universe:

Large Cap Index: 70% (+/-5%) in the Investable Equity Universe of the market
Standard Index: 85% (+/-5%) in the Investable Equity Universe of the market
Investable Market Index: 99% (+1% or -0.5%) in the Investable Equity Universe of the market

The Mid Cap Index market coverage in each market is derived as the difference between the market coverage of the Standard Index and the Large Cap Index in that market. The Small Cap Index market coverage in each market is derived as the difference between the free float adjusted market coverage of the Investable Market Index and the Standard Index in that market.

- Classifying securities under the Global Industry Classification Standard (GICS®).

All selected securities are assigned to the industry that best describes their business activities. To this end, MSCI has designed, in conjunction with Standard & Poor's, the Global Industry Classification Standard (GICS®). This comprehensive classification scheme provides a universal approach to industries worldwide and forms the basis for achieving MSCI's objective of reflecting broad and fair industry representation in its indexes.

Under the GICS®, each company is assigned uniquely to one sub-industry according to its principal business activity. Therefore, a company can only belong to one industry grouping at each of the four levels of the GICS®, which at the date of this Prospectus, consists of 10 sectors, 24 industry groups, 68 industries, and 154 sub-industries.

The GICS® guidelines used to determine the appropriate industry classification are generally as follows:

- A security is classified in a sub-industry according to the business activities that generate approximately 60% or more of the company's revenues.
 - A company engaged in two or more substantially different business activities, none of which contributes 60% or more of revenues, is classified in the sub-industry that provides the majority of both the company's revenues and earnings.
- Treatment of companies with foreign headroom

According to the MSCI Global Investable Market Index (GIMI) Methodology, for a security that is subject to a Foreign Ownership Limit (FOL) to be included in the Investable Market Index at its entire free-float adjusted market capitalisation, the proportion of shares still available to foreign investors relative to the maximum allowed (referred to as the "foreign room") must be at least 25%.

New securities that are subject to a Foreign Ownership Limit (FOL) are eligible for inclusion in the Market Investable Equity Universe if the foreign room of the securities is at least 15%.

Existing constituent securities for which there is less than 25% foreign room may have their weight adjusted by the application of an adjustment factor to reflect their actual level of foreign room. If the foreign room of an existing constituent decreases below 3.75% and the security does not have a liquid eligible Depository Receipt (DR), then the adjustment factor equals 0. However, if the foreign room of an existing constituent

decreases below 3.75% and the security has a liquid eligible DR, then the adjustment factor equals 0.25.

Foreign room level will be reviewed on a quarterly basis coinciding with the regular MSCI index reviews.

MSCI maintains a consistent index construction and maintenance methodology for all of its international equity indices enabling the aggregation of the country indices into regional and global indices. The details of the MSCI Global Investable Market Index Methodology can be found at: www.msci.com.

Index Methodology

MSCI China All Shares Index

The MSCI China All Shares Index is constructed by applying the MSCI Global Investable Market Indexes (GIMI) Methodology on the integrated MSCI China equity universe comprising A-Shares, B-Shares, H-Shares, Red-Chips, and P-Chips. It targets at covering 85% of the free float market capitalisation of the integrated MSCI China equity universe. China A and B-Shares listed on the SSE or SZSE with a “ST” or “*ST” status are excluded from the integrated MSCI China equity universe. The stock selection is based on security size, investability and the total representation on the market, and there is no restriction as to the economic sector or type of issuers that it represents.

The Emerging Markets investability requirements and Global Minimum Size Reference for the relevant size-segments are applied. MSCI will monitor the Foreign Room of A-Shares and will apply the necessary adjustment factors according to the MSCI Global Investable Market Indexes Methodology.

MSCI China A International Index

The constituents of the MSCI China A International Index are all derived from the China A-Share constituents of the MSCI China All Shares Index, which comprise A-Shares, B-Shares, H-Shares, Red-Chips and P-Chips.

The index constituents are weighted by the security free-float adjusted market capitalisation calculated based on the Foreign Inclusion Factor (FIF) and subject to Foreign Ownership Limits (FOLs). FOLs refers to the proportion of the market that is accessible to non-domestic investors. China A-Shares are currently subject to an FOL of 30%. The free float of a security of the MSCI China A International Index is defined as the proportion of shares outstanding that is deemed to be available for purchase in the public equity markets by international investors. In practice, limitations on the investment opportunities available to international institutional investors include strategic and other non-free float shareholdings, limits on share ownership for foreign investors and other foreign investment restrictions. MSCI free float-adjusts the market capitalisation of each security of the MSCI China A International Index using an adjustment factor referred to as the FIF.

Maintaining the Underlying Index

Quarterly Index Review

The MSCI China All Shares Index is rebalanced simultaneously with the MSCI Global Investable Market Indexes on a quarterly basis, using the same price and data cut-off dates. The results of the rebalancing are announced nine business days before the effective date of each Quarterly Index Review. The constituents of the MSCI China A International Index are derived from the MSCI China All shares Index at each Index Review.

On-going Event Related Changes

Changes resulting from corporate events resulting in deletions (such as delisting and

prolonged suspension) and changes in Number of Shares (NOS) and Foreign Inclusion Factors (FIFs) are implemented as they occur simultaneously with the event.

Constituents of the MSCI China A International Index that are assigned ST/*ST status will be deleted on the last business day of each month with a notice period of at least two full business days. In order to minimise potential reverse turnover, securities deleted due to inclusion on such boards would not be added back to MSCI China A International Index for a period of 12 months from their deletion. During an Index Review, the deletion of a security due to ST or *ST status will be made to coincide with the effective date of the Index Review. If these securities are suspended from trading as of the last business day of the month, they will be deleted at the lowest price (unit or fraction of the currency) at which a security can trade on a given exchange.

Migrations between size-segments, IPOs and other early inclusions (for example, spun-off companies) are only considered at the next Quarterly Index Review.

If a China A-Share security is deleted from the MSCI China All Shares Index due to corporate events, it will be automatically removed from the MSCI China A International Index.

Index Securities of the Underlying Index

As at 6 July 2015, the 10 largest constituent securities of the Underlying Index, as listed below, represented about 16.85 per cent of the Underlying Index.

8.6(j)(iii)

Rank	Constituent Name	Stock Code	Relevant Exchange	Weighting (%)
1.	PING AN INSURANCE GROUP CO. - A	601318	SSE	2.06%
2.	CSR CORPORATION LIMITED - A	601766	SSE	2.01%
3.	CHINA MERCHANTS BANK CO. LTD. - A	600036	SSE	1.89%
4.	BANK OF CHINA - A	601988	SSE	1.68%
5.	BANK OF COMMUNICATIONS - A	601328	SSE	1.66%
6.	INDUSTRIAL BANK CO. - A	601166	SSE	1.57%
7.	SHANGHAI PUDONG DEVELOPMENT BANK CO. LTD. - A	600000	SSE	1.56%
8.	ICBC - A	601398	SSE	1.52%
9.	AGRI BANK OF CHINA LIMITED - A	601288	SSE	1.47%
10.	KWEICHOW MOUTAI CO. - A	600519	SSE	1.41%

Source: MSCI

The list of constituent stocks of the Underlying Index may be updated from time to time.

Index Provider Disclaimer

The GFI MSCI China A International ETF is not sponsored, endorsed, sold or promoted by MSCI Inc. (“**MSCI**”), any of its affiliates, any of its information providers or any other third party involved in, or related to, compiling, computing or creating any MSCI index (collectively, the “**MSCI parties**”). The MSCI indexes are the exclusive property of MSCI. MSCI and the MSCI index names are service mark(s) of MSCI or its affiliates and have been licensed for use for certain purposes by the Manager. None of the MSCI parties makes any representation or warranty, express or implied, to the issuer or owners of the GFI MSCI China A International ETF or any other person or entity regarding the advisability of investing in funds generally or in the GFI MSCI China A International ETF particularly or the ability of any MSCI index to track corresponding stock market performance. MSCI or its affiliates are the licensors of certain trademarks, service marks and trade names and of the MSCI indexes which are determined, composed and calculated by MSCI without regard to the GFI MSCI China A International ETF or the issuer or owners of the GFI MSCI China A International ETF or any other person or entity. None of the MSCI parties has any obligation to take the needs of the issuer or owners of the GFI MSCI China A International ETF or any other person or entity into consideration in determining, composing or calculating the MSCI indexes. None of the MSCI parties is responsible for or has participated in the determination of the timing of, prices at, or quantities of the GFI MSCI China A International ETF to be issued or in the determination or calculation of the equation by or the consideration into which the GFI MSCI China A International ETF is redeemable. Further, none of the MSCI parties has any obligation or liability to the issuer or owners of the GFI MSCI China A International ETF or any other person or entity in connection with the administration, marketing or offering of the GFI MSCI China A International ETF.

Although MSCI shall obtain information for inclusion in or for use in the calculation of the MSCI indexes from sources that MSCI considers reliable, none of the MSCI parties warrants or guarantees the originality, accuracy and/or the completeness of any MSCI index or any data included therein. None of the MSCI parties makes any warranty, express or implied, as to results to be obtained by the issuer of the Fund, owners of the Fund, or any other person or entity, from the use of any MSCI index or any data included therein. None of the MSCI parties shall have any liability for any errors, omissions or interruptions of or in connection with any MSCI index or any data included therein. Further, none of the MSCI parties makes any express or implied warranties of any kind, and the MSCI parties hereby expressly disclaim all warranties of merchantability and fitness for a particular purpose, with respect to each MSCI index and any data included therein. Without limiting any of the foregoing, in no event shall any of the MSCI parties have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages.

No purchaser, seller or holder of this security, product or Fund, or any other person or entity, should use or refer to any MSCI trade name, trademark or service mark to sponsor, endorse, market or promote this security without first contacting MSCI to determine whether MSCI's permission is required. Under no circumstances may any person or entity claim any affiliation with MSCI without the prior written permission of MSCI.