

**IMPORTANT:** Investments involve risks, including the loss of principal. Investors are advised to consider their own investment objectives and circumstances in determining the suitability of an investment in each fund described in this Prospectus (called an "Index Fund"). An investment in an Index Fund may not be suitable for everyone. If you are in any doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser for independent financial advice.



**iShares**<sup>®</sup>  
by **BLACKROCK**<sup>®</sup>

**iShares Core MSCI Asia ex Japan ETF (HKD Counter Stock Code: 03010)**  
**(RMB Counter Stock Code: 83010) (USD Counter Stock Code: 09010)**  
**iShares MSCI Emerging Asia ETF (Stock Code: 2802)**

### **iShares Asia Trust**

A Hong Kong unit trust authorised under Section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong

#### **Listing Agent and Manager**

**BlackRock Asset Management North Asia Limited**

貝萊德資產管理北亞有限公司

The Stock Exchange of Hong Kong Limited, Hong Kong Exchanges and Clearing Limited, Hong Kong Securities Clearing Company Limited and the Hong Kong Securities and Futures 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. The iShares Asia Trust, iShares MSCI Emerging Asia ETF and iShares Core MSCI Asia ex Japan ETF have been authorised as collective investment schemes by the Hong Kong Securities and Futures Commission. Authorisation by the Securities and Futures Commission 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.

29 April 2020

## IMPORTANT INFORMATION

This Prospectus relates to the offer in Hong Kong of Units in the Index Funds, being sub-funds of the iShares Asia Trust (the “Trust”), an umbrella unit trust established under Hong Kong law by a trust deed dated 16 November 2001 between Barclays Global Investors North Asia Limited (now known as BlackRock Asset Management North Asia Limited) (the “Manager”) and HSBC Institutional Trust Services (Asia) Limited (the “Trustee”) as amended from time to time.

The Manager accepts full responsibility for the accuracy of the information contained in this Prospectus and for the accuracy and fairness of the opinions expressed (at the date of its publication), and confirm that this Prospectus includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “SEHK”) and the Code on Unit Trusts and Mutual Funds (the “Code”) and the Overarching Principles of the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Investment Products for the purposes of giving information with regard to the Units of the Index Funds and that having made all reasonable enquiries, the Manager confirms that, to the best of its knowledge and belief that the information contained in this Prospectus is true, accurate and complete in all material respects and not misleading; there are no other matters the omission of which would make any statement in this Prospectus misleading, whether of fact or opinion; any inferences that might reasonably be drawn from any statement in the Prospectus are true and are not misleading; and all opinions and intents expressed in this Prospectus have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable. The Trustee is not responsible for the preparation of this Prospectus and shall not be held liable to any person for any information disclosed in this Prospectus, except for the information regarding the Trustee itself under “Trustee and Registrar”.

The Index Funds are funds falling within Chapter 8.6 of the Code. The Trust and the Index Funds are authorised by the Securities and Futures Commission (the “SFC”) in Hong Kong pursuant to section 104 of the Securities and Futures Ordinance. The SFC takes no responsibility for the financial soundness of the Index Funds or for the correctness of any statements made or opinions expressed in this Prospectus. Authorisation by the SFC is not a recommendation or endorsement of the Trust or the Index Funds nor does it guarantee the commercial merits of any of the Index Funds or its performance. It does not mean the Index Funds are suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

Applicants for Units shall undertake to the Manager and the Trustee that, to the best of their knowledge, the monies used to invest in Units in the Index Funds are not sourced from mainland China.

Applicants for Units should consult their financial adviser, 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 as to whether any taxation effects, foreign exchange restrictions or exchange control requirements are applicable and to determine whether any investment in an Index Fund is appropriate for them.

Dealings in the Units in the Index Funds (in the case of the iShares Core MSCI Asia ex Japan ETF, the HKD traded Units) on the SEHK commenced on 23 April 2009. Units in the Index Funds (in the case of the iShares Core MSCI Asia ex Japan ETF, the HKD traded Units) have been accepted as eligible securities by the Hong Kong Securities Clearing Company Limited (“HKSCC”) for deposit, clearing and settlement in the Central Clearing and Settlement System (“CCASS”) with effect from 23 April 2009.

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.

Further applications may be made to list units in additional Index Funds constituted under the Trust in future on the SEHK.

No action has been taken to permit an offering of Units of the Index Funds or the distribution of this Prospectus in any jurisdiction other than Hong Kong and, accordingly, the Prospectus does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Furthermore, distribution of this Prospectus shall not be permitted unless it is accompanied by a copy of the latest annual financial report of the Index Funds (where existing) and, if later, its most recent interim financial report, which form a part of this Prospectus.

In particular:

- (a) Units in each Index Fund have not been registered under the United States Securities Act of 1933 (as amended) and except in a transaction which does not violate such Act, may not be directly or indirectly offered or sold in the United States of America or any of its territories or for the benefit of a US Person (as defined in Regulation S of such Act);
- (b) The Index Funds have not been and will not be registered under the United States Investment Company Act of 1940, as amended. Accordingly, Units may not, except pursuant to an exemption from, or in a transaction not subject to, the regulatory requirements of the US Investment Company Act of 1940 be acquired by a person who is deemed to be a US Person under the 1940 Act and regulations;
- (c) Units may not, except pursuant to a relevant exemption, be acquired or owned by, or acquired with the assets of an ERISA Plan. An ERISA Plan is defined as (i) any retirement plan subject to Title I of the United States Employee Retirement Income Securities Act of 1974, as amended; or, (ii) any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986, as amended.

Where the Manager becomes aware that the Units are directly or indirectly beneficially owned by any person in breach of the above restrictions, the Manager may give notice to such person requiring him to transfer such Units to a person who would not thereby be in contravention of such restrictions or to request in writing the redemption of such Units in accordance with the trust deed.

Investors should note that any amendment, addendum or replacement to this Prospectus will only be posted on the Manager's website ([www.blackrock.com/hk](http://www.blackrock.com/hk)). Investors should refer to "Information Available on the Internet" for more details.

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In respect of the iShares Core MSCI Asia ex Japan ETF only:

- The following requirements and restrictions (together, the "FPI Restrictions") apply as at the date of this Prospectus (investors should note that the FPI Restrictions may change from time to time):
  - The iShares Core MSCI Asia ex Japan ETF is registered as a Category I Foreign Portfolio Investor ("FPI") under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 (as amended or supplemented from time to time) ("FPI Regulations").

The iShares Core MSCI Asia ex Japan ETF, as a registered Category I FPI, is also subject to certain requirements imposed by the Reserve Bank of India in conjunction with the Securities and Exchange Board of India ("SEBI") in relation to Know Your

Customer (KYC), anti-money laundering and combat of terrorist financing obligations. In order to comply with such requirements, any investor who is an ultimate beneficial owner holding over 15% of the Units (by number or value) of the iShares Core MSCI Asia ex Japan ETF is required to provide their consent to the fund's FPI registration and to have his/her client information disclosed to the relevant depository participant and SEBI by brokers, custodians, nominees, CCASS, any other intermediary and by the iShares Core MSCI Asia ex Japan ETF and its service providers. Any ultimate beneficial owner who holds more than 15% of the Units (by number or value) of the iShares Core MSCI Asia ex Japan ETF, by investing in and continuing to invest in the fund, hereby consents to the fund's FPI registration and consents to have his/her client information disclosed to the relevant designated depository participant and SEBI.

Units in the iShares Core MSCI Asia ex Japan ETF have not been and will not be registered under the laws of India and are not intended to benefit from any laws in India promulgated for the protection of investors. Units in the iShares Core MSCI Asia ex Japan ETF are not being offered to, and may not be, directly or indirectly, sold to, subscribed or acquired or dealt in by, transferred to or held by or for the benefit of (i) any "Person Resident in India", as such term is defined in (Indian) Foreign Exchange Management Act, 1999 ("FEMA"), (ii) any person who is a "Non-Resident Indian" or a "Overseas Citizen of India" as such terms are defined in (Indian) Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued under the FEMA, unless (A) the contribution by any such person, singly is below 25% of the total contribution in the corpus of iShares Core MSCI Asia ex Japan ETF; and (B) the aggregate contribution by all such persons is below 50% of the total contribution in the corpus of iShares Core MSCI Asia ex Japan ETF, (iii) any person for re-offering or re-sale, directly or indirectly, in India or to a resident of India or any entity incorporated or registered in India, and/or (iv) any person who has the intention of purchasing Units in the iShares Core MSCI Asia ex Japan ETF to circumvent or otherwise avoid any requirements applicable under the FPI Regulations and/or any other subsidiary regulations or circulars issued pursuant thereto (each a "Restricted Entity"). The Manager does not knowingly permit the sale of Units in the iShares Core MSCI Asia ex Japan ETF or any beneficial interests therein to Restricted Entities. A prospective investor in the iShares Core MSCI Asia ex Japan ETF may be required at the time of acquiring Units (or subsequently) to represent that such investor is not a Restricted Entity and is not acquiring Units for or on behalf of a Restricted Entity. Unitholders in the iShares Core MSCI Asia ex Japan ETF are required to notify the Manager immediately in the event that they become Restricted Entities or hold Units for the benefit of Restricted Entities.

- Units in the iShares Core MSCI Asia ex Japan ETF are not being offered to, and may not be, directly or indirectly, sold or delivered, subscribed or acquired or dealt in by, transferred to or held by or for the benefit of any investor who resides or is based out of any jurisdiction identified by the Financial Action Task Force (from time to time) as "High risk and non-cooperative jurisdictions".
- The Trustee and the Manager may be required, in accordance with the requirements or requests of SEBI or any other Indian governmental or regulatory authority, to provide information relating to the Unitholders and/or beneficial owners of Units in the iShares Core MSCI Asia ex Japan ETF.
- By investing and continuing to invest in the iShares Core MSCI Asia ex Japan ETF (whether directly or indirectly), investors are deemed (i) to acknowledge and agree to, and represent that their holdings of Units are not in contravention of, the FPI Restrictions, and (ii) to consent to any disclosure to the relevant designated depository participant and SEBI, as required by the relevant FPI Restrictions. Unitholders are also required to notify the Manager immediately in the event that they become aware that their holdings become in

contravention of the FPI Restrictions. Unitholders may be required to provide information for the purpose of determining whether or not the FPI Restrictions have been complied with. If any Unitholder or beneficial owner fails to disclose the requested information and, due to such non-disclosure or inadequate disclosure, the Manager believes that the iShares Core MSCI Asia ex Japan ETF may be in breach of the FPI Restrictions, the Manager reserves the right to compulsorily redeem Units in the iShares Core MSCI Asia ex Japan ETF held by or for the benefit of such person.

## DIRECTORY

### **MANAGER**

BLACKROCK ASSET MANAGEMENT NORTH ASIA  
LIMITED  
16/F CHAMPION TOWER  
3 GARDEN ROAD  
CENTRAL  
HONG KONG

### **TRUSTEE AND REGISTRAR**

HSBC INSTITUTIONAL TRUST SERVICES (ASIA)  
LIMITED  
1 QUEEN'S ROAD CENTRAL  
HONG KONG

### **CUSTODIAN**

HSBC INSTITUTIONAL TRUST SERVICES (ASIA)  
LIMITED  
1 QUEEN'S ROAD CENTRAL  
HONG KONG

### **AUDITORS**

PRICEWATERHOUSECOOPERS  
22ND FLOOR  
PRINCE'S BUILDING  
CENTRAL  
HONG KONG

### **DIRECTORS OF THE MANAGER**

BELINDA BOA  
GERALDINE BUCKINGHAM  
SUSAN WAI-LAN CHAN  
ANDREW JOHN HAMBLETON  
ANDREW LANDMAN  
GRAHAM DOUGLAS TURL

### **SERVICE AGENT**

HK CONVERSION AGENCY SERVICES LIMITED  
8/F, TWO EXCHANGE SQUARE  
8 CONNAUGHT PLACE  
CENTRAL  
HONG KONG

### **LEGAL ADVISER TO THE MANAGER**

SIMMONS & SIMMONS  
30TH FLOOR, ONE TAIKOO PLACE  
979 KING'S ROAD  
HONG KONG

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# INTRODUCTION

The information contained in this Prospectus has been prepared to assist potential investors in making an informed decision in relation to investing in the Index Funds. It contains important facts about the Trust as a whole and each of the Index Funds offered in accordance with this Prospectus.

## The Trust and the Index Funds

The Trust is an umbrella unit trust created by a trust deed (the “Trust Deed”) dated 16 November 2001, as amended, made under Hong Kong law between Barclays Global Investors North Asia Limited (now known as BlackRock Asset Management North Asia Limited) (the “Manager”) and HSBC Institutional Trust Services (Asia) Limited (the “Trustee”). The Trust may issue different classes of units and the Trustee shall establish a separate pool of assets within the Trust (each such separate pool of assets an “Index Fund”) for each class of units. The assets of an Index Fund will be invested and administered separately from the other assets of the Trust. The Manager reserves the right to establish other Index Funds and to issue further classes of Units in the future.

This Prospectus relates to the following Index Funds, each of which is an exchange traded fund (or “ETF”) authorised by the SFC:

1. iShares Core MSCI Asia ex Japan ETF; and
2. iShares MSCI Emerging Asia ETF .

ETFs are funds that are designed to track an index. The Units of each Index Fund are listed on the SEHK and trade like any other equity security listed on the SEHK. Only Participating Dealers may create or redeem Units directly from an Index Fund at Net Asset Value who are under no obligation to accept instructions to create or redeem Units on behalf of retail investors. All other investors may only purchase and sell Units in each Index Fund on the SEHK.

PRICES FOR AN INDEX FUND ON THE SEHK ARE BASED ON SECONDARY MARKET TRADING FACTORS AND MAY DEVIATE SIGNIFICANTLY FROM THE NET ASSET VALUE OF THE INDEX FUND.

## Investment Objective

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

An index is a group of Securities which an Index Provider selects as representative of a market, market segment or specific industry sector. The Index Provider is independent of the Manager and determines the relative weightings of the Securities in the index and publishes information regarding the market value of the index.

The investment objective particular to each Index Fund is set out in the “Descriptions of the Index Funds” section of this Prospectus. There can be no assurance that an Index Fund will achieve its investment objective.

The Underlying Index of an Index Fund may be changed by prior approval of the SFC and notice to Unitholders.

## Investment Strategy

The Manager uses a passive or indexing approach to try to achieve each Index Fund’s investment objective. The investment objective of each Index Fund is to provide investment results that, before

fees and expenses, closely correspond to the performance of the Underlying Index relevant to the Index Fund.

The Manager does not try to beat or perform better than the Underlying Index.

Each Index Fund aims to invest at least 90% of its assets in achieving the investment objective. Depending on the Index Fund's investment strategy discussed below, an Index Fund may invest, either directly or indirectly, in Securities included in the Underlying Index, or in Securities that are not included in its Underlying Index, but which the Manager believes will help the Index Fund achieve its investment objective. The Index Funds may also invest in other investments including funds, ETFs, futures contracts, options on futures contracts, options and swaps related to its Underlying Index, local currency and forward currency exchange contracts, and cash and cash equivalents which the Manager believes will help the Index Fund achieve its investment objective. The investment strategy of an Index Fund is subject to the investment and borrowing restrictions set out in Schedule 1.

In managing an Index Fund, the Manager may use either a representative sampling investment strategy or a replication investment strategy as described below. The particular strategy employed for each Index Fund is set out in the section of this Prospectus headed "Descriptions of the Index Funds".

Potential investors should note that the Manager may swap between the two strategies, without prior notice to Unitholders, in its absolute discretion as often as it believes appropriate in order to achieve the investment objective of the relevant Index Fund.

### **Representative Sampling Investment Strategy**

"Representative sampling" is an indexing strategy that involves investing, directly or indirectly, in a representative sample of the Securities included in the relevant Underlying Index that collectively has an investment profile that reflects the profile of the relevant Underlying Index. An Index Fund adopting a representative sampling investment strategy, may or may not hold all of the Securities that are included in the relevant Underlying Index, and may hold Securities which are not included in the Underlying Index, provided that the sample closely reflects the overall characteristics of the Underlying Index.

### **Replication Investment Strategy**

"Replication" is an indexing strategy that involves investing in substantially all of the Securities in the Underlying Index, either

directly or indirectly, in substantially the same proportions as those Securities have in the Underlying Index.

### **Correlation**

An index is a theoretical financial calculation based on the performance of particular components that make up the index, whereas an Index Fund is an actual investment portfolio. The performance of an Index Fund and its Underlying Index may be different due to transaction costs, asset valuations, corporate actions (such as mergers and spin-offs), timing variances and differences between an Index Fund's portfolio and the Underlying Index. These differences may result for example from legal restrictions affecting the ability of the Index Fund to purchase or dispose of Securities or the employment of a representative sampling investment strategy.

The use of a representative sampling investment strategy can be expected to result in greater tracking error than a replication investment strategy. The consequences of "tracking error" are described in more detail in "Risk Factors".

## **Leverage**

The net derivative exposure of iShares Core MSCI Asia ex Japan ETF and iShares MSCI Emerging Asia ETF may be up to 50% of the respective Net Asset Value.

## **Investment and Borrowing Restrictions**

Each Index Fund must comply with the investment and borrowing restrictions applicable to the relevant Index Fund and summarised in Schedule 1 of this Prospectus (which includes a summary of the investment restrictions set out in the Trust Deed).

## **Index Licence Agreement**

The Manager has been granted a licence by MSCI to use the MSCI Indexes as the basis for determining the composition of the Index Funds and to sponsor, issue, establish, organise, structure, operate, manage, offer, sell, market, promote, write, list, exchange and distribute the Index Funds pursuant to a licence agreement. The term of the licence agreement commenced on 12 September 2008 and will automatically extend for successive renewal terms of three years at a time, unless either party terminates the licence agreement by written notice to the other party not later than ninety days prior to the end of the term.

Investors' attention is drawn to "Risks Associated with the Underlying Index" on page 38.

## **Cross-trades**

Cross-trades between the Index Funds and other funds managed by the Manager or its affiliates may be undertaken where the Manager considers that, as part of its portfolio management, such cross-trades would be in the best interests of the Unitholders to achieve the investment objective and policy of the relevant Index Fund. By conducting cross-trades, the Manager may achieve trading efficiencies and savings for the benefit of the Unitholders.

In conducting transactions, the Manager will ensure that the trades are executed on arm's length terms at current market value and the reason for such trades shall be documented prior to execution, in accordance with the SFC's Fund Manager Code of Conduct.

## DESCRIPTIONS OF THE INDEX FUNDS

### iShares Core MSCI Asia ex Japan ETF

#### Key Information

The following table is a summary of key information in respect of the iShares Core MSCI Asia ex Japan ETF, and should be read in conjunction with the full text of the Prospectus.

<b>Underlying Index</b>	<p>Index: MSCI All Country Asia ex Japan Index</p> <p>Launch Date: 1 January 2001</p> <p>Number of constituents: 1187 (as at 31 March 2020)</p> <p>Total Market Capitalisation (Free Float): US\$4,334.72 billion (as at 31 March 2020)</p> <p>Base Currency: US Dollars</p>
<b>Listing Date (SEHK)</b>	<p>23 April 2009<sup>#</sup></p> <p><i>#For HKD-traded Units. Trading for USD and RMB-traded Units commenced on 14 October 2016.</i></p>
<b>Exchange Listing</b>	SEHK – Main Board
<b>Initial public offering</b>	Not applicable
<b>Stock Code</b>	<p>03010 – HKD counter</p> <p>09010 – USD counter</p> <p>83010 – RMB counter</p>
<b>Stock Short Names</b>	<p>ISHARES AXJ – HKD counter</p> <p>ISHARES AXJ-U – USD counter</p> <p>ISHARES AXJ-R – RMB counter</p>
<b>ISIN Numbers</b>	<p>HK0000051877 – HKD counter</p> <p>HK0000310042 – USD counter</p> <p>HK0000310034 – RMB counter</p>
<b>Trading Board Lot Size</b>	100 Units (for each counter)
<b>Base Currency</b>	US Dollars (USD)
<b>Trading Currencies</b>	<p>Hong Kong dollars (HKD) – HKD counter</p> <p>US dollars (USD) – USD counter</p>

	Renminbi (RMB) – RMB counter
<b>Dividend Policy</b>	Annually, at the Manager's discretion (usually in November/December each year) (if any). Distributions may be made out of capital or effectively out of capital as well as income at the Manager's discretion. All Units will receive distributions in the Base Currency (USD) only*
<b>Application Unit size (only Participating Dealers)</b>	Minimum 80,000 Units (or multiples thereof) (for each counter)
<b>Creation/Redemption Deadline</b>	11:30 am
<b>Management Fee</b>	0.28% p.a. of Net Asset Value calculated daily
<b>Investment strategy</b>	Representative sampling investment strategy (Refer to the Introduction above and the "Investment Strategy" section below)
<b>Financial year end</b>	31 December
<b>Website</b>	<a href="http://www.blackrock.com/hk">www.blackrock.com/hk</a>

\*Unitholders of the iShares Core MSCI Asia ex Japan ETF should note that all Units will receive distributions in the Base Currency (USD) only. As such, the Unitholder may have to bear the fees and charges associated with the conversion of such distributions from USD to HKD, RMB or any other currency. Unitholders are advised to check with their brokers for arrangements concerning distributions and consider the risk factor "Other Currencies Distributions Risk".

## Investment Objective

The investment objective of the iShares Core MSCI Asia ex Japan ETF is to provide investment results that, before fees and expenses, closely correspond to the performance of the MSCI All Country Asia ex Japan Index. There can be no assurance that the iShares Core MSCI Asia ex Japan ETF will achieve its investment objective.

## Investment Strategy

To achieve its investment objective the investment strategy of the iShares Core MSCI Asia ex Japan ETF is to use a representative sampling investment strategy to approximate to the performance of the MSCI All Country Asia ex Japan Index.

The iShares Core MSCI Asia ex Japan ETF invests primarily in Securities<sup>1</sup> included in the Underlying Index, or in Securities that are not included in its Underlying Index, but which the Manager believes will help the iShares Core MSCI Asia ex Japan ETF achieve its investment objective. The iShares Core MSCI Asia ex Japan ETF may also invest in other investments including funds, futures contracts, options on futures contracts, options and swaps related to its Underlying Index, local currency and forward currency exchange contracts, and cash and cash equivalents which the Manager believes will help the iShares Core MSCI Asia ex Japan ETF achieve its investment objective. The investment strategy of the iShares Core MSCI Asia ex Japan ETF is subject to the investment and borrowing restrictions set out in Schedule 1.

The iShares Core MSCI Asia ex Japan ETF obtains exposure to the India constituents in the Underlying Index ("**Indian Constituents**") by (i) investing directly in India-listed securities as a Foreign Portfolio Investor ("FPI") registered with the Securities and Exchange Board of India; and/or (ii) other ETFs tracking indices which are highly correlated with the India portion of the Underlying

<sup>1</sup> Including (i) Depositary Receipts and (ii) effective from 1 June 2018, A Shares (by investing via the Stock Connect).

Index (“**Underlying Indian ETFs**”)<sup>2</sup>. There is no guarantee as to the performance of Underlying Indian ETFs, or correlation of their respective future performance to that of the Indian Constituents. The Manager seeks to invest the iShares Core MSCI Asia ex Japan ETF in India-listed securities and Underlying Indian ETFs in such combined weighting (as a percentage of the Net Asset Value of the iShares Core MSCI Asia ex Japan ETF) corresponding to the weighting of the Indian Constituents (as a percentage of the market capitalisation of the Underlying Index) at the relevant time.

In addition to the above, the Manager may also invest in ETFs for cash management and contingency purposes and if it considers that investing in them is in the best interests of the unitholders taking into account various factors including but not limited to returns to investors, fees, and market conditions. The iShares Core MSCI Asia ex Japan ETF may invest up to 10% of its Net Asset Value in one or more underlying ETFs which are non-eligible schemes or not authorised by the SFC and up to 30% of its Net Asset Value in each underlying ETF which are eligible schemes or authorised by the SFC, including those which are managed by the Manager or its Connected Persons or other third parties. The Manager intends to treat such underlying ETFs as collective investment schemes for the purposes of and subject to the requirements in Chapters 7.11, 7.11A and 7.11B of the Code.

Where the iShares Core MSCI Asia ex Japan ETF invests in ETF(s) managed by the Manager or any of its affiliates, the Manager shall ensure that neither the iShares Core MSCI Asia ex Japan ETF nor its Unitholders will suffer any increase in the overall total of initial charges, management fee, or any other costs and charges payable to the Manager and/ or its affiliates as a result of the investment in such ETF(s).

The iShares Core MSCI Asia ex Japan ETF may invest in FDIs for reducing tracking error, hedging purposes or to achieve its investment objective subject to the limit that its net derivative exposure does not exceed 50% of its NAV. The iShares Core MSCI Asia ex Japan ETF currently does not intend to engage in any securities financing transactions or other similar over the counter transactions. One month’s prior notice will be given to unitholders in the event the Manager intends to engage in such transactions.

As the iShares Core MSCI Asia ex Japan ETF employs a representative sampling investment strategy, it may overweight holdings of Securities relative to the respective weightings of the constituents in the Underlying Index, provided that the maximum extra weighting in any Security relative to the respective constituent in the Underlying Index will not exceed 3%. The Manager shall report to the SFC on a timely basis if there is any non-compliance with this limit during such period by the iShares Core MSCI Asia ex Japan ETF. The annual and semi-annual reports of the iShares Core MSCI Asia ex Japan ETF shall also disclose whether or not such limit has been complied with during such period.

### **Underlying Index**

The MSCI All Country Asia ex Japan Index is an equity index calculated and published by MSCI. The Manager (or its Connected Persons) is independent of the Index Provider. Please see Schedule 2 for the index disclaimer. The Bloomberg ticker of the MSCI All Country Asia ex Japan Index is NDU ECAXJ.

The MSCI All Country Asia ex Japan Index is a free float-adjusted market capitalisation-weighted index. The index captures large and mid cap representation across two of three developed markets countries (excluding Japan) and nine emerging markets countries in Asia. To ensure the highest level of tradability, a stringent set of investability screens are applied during the index construction

<sup>2</sup> Where Underlying Indian ETFs are used to obtain exposure to Indian Constituents, the Manager currently intends to only invest in any one or combination of: (a) the iShares MSCI India Index ETF (listed in Singapore); (b) the iShares MSCI India ETF (listed in the United States); (c) iShares India 50 ETF (listed in the United States); and (d) iShares Core S&P BSE Sensex India ETF (listed in Hong Kong). The iShares MSCI India Index ETF, iShares MSCI India ETF and iShares India 50 ETF are not authorised by the SFC and not available to Hong Kong residents.



process. The index, which is a total-return index, is calculated net of tax. MSCI uses the withholding tax rates applicable to foreign non-resident institutional investors that do not benefit from double taxation treaties.

The MSCI All Country Asia ex Japan Index is denominated in US Dollars.

The MSCI All Country Asia ex Japan Index is a regional composite index constructed based on the MSCI Global Investable Market Index Methodology. 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. Indices are built at a country market level before they are aggregated into the regional composite, to construct a country index, every listed security in the market is identified. Securities are free float adjusted, classified in accordance with the Global Industry Classification Standard (GICS®), and screened by size, liquidity and minimum free float.

As at the date of this Prospectus, each country index is divided into large and mid cap segments and provide exhaustive coverage of these size segments by targeting a coverage range around 85% of free float-adjusted market capitalisation in each market. As at the date of this Prospectus, MSCI categorizes large, mid and small cap, ranked by the free float-adjusted market cap of the securities:

Large-cap: top 70% (+/-5%) in the Investable Equity Universe of the market

Mid-cap: from 70 to 85% (+/-5%) in the Investable Equity Universe of the market

Small-cap: from 85 to 99% (+1%/-0.5%) in the Investable Equity Universe of the market

The index is reviewed quarterly – in February, May, August and November – with the objective of reflecting change in the underlying equity markets in a timely manner. During the May and November semi-annual index reviews, the index is rebalanced and the large and mid-capitalisation cut-off points are recalculated.

Effective 1 June 2018, the index methodology will include A Shares.

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, last closing index level and other important news can be found at: [www.msci.com](http://www.msci.com).

The constituents of the Underlying Index together with their respective weightings can be accessed on [www.msci.com](http://www.msci.com) (this website has not been reviewed by the SFC).

### **Dividend Policy**

Income net of withholding tax earned by the Index Fund will, at the discretion of the Manager, be distributed by way of annual cash distribution usually in November/December (if any) and details of the distribution declaration dates, distribution amounts and ex-dividend payment dates will be published on the iShares website ([www.blackrock.com/hk](http://www.blackrock.com/hk)). There can be no assurance that a distribution will be paid. Distributions may be made out of capital or effectively out of capital as well as income at the Manager's discretion. The Manager may amend the policy with respect to distribution out of capital or effectively out of capital subject to the SFC's prior approval and by giving not less than one month's prior notice to investors.

Information relating to the composition of any dividends paid (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months will be available from the Manager on request. Investors should also refer to "Information Available on the Internet" for more details.



Unitholders are encouraged to refer to the information available on the iShares website on a regular basis. All Units in the iShares Core MSCI Asia ex Japan ETF will receive distributions in the Base Currency (USD) regardless of whether such Units are traded in Units of a different currency counter.

### Specific Risks

In addition to the general risks identified in the section of this Prospectus called "Risk Factors", this Index Fund is subject to the following additional specific risks:

- **Sector Risks.** The Underlying Index covers sectors including the consumer staples sector and the healthcare sector. Companies in the healthcare sector are subject to stringent government regulations on licensing, innovation, production, sales and promotion, which regulations could affect company profitability. Performance of these companies may be affected by many factors including demographics, technological advancements, global reach of diseases, cost controls and intellectual property protection. Investments in these companies may therefore be volatile and subject to global or regional trends. Companies in the consumer staples sector are subject to government regulation affecting the permissibility of using various food additives and production methods. The success of food, beverage, household and personal products companies may be strongly affected by marketing campaigns, performance of the overall domestic and international economy, interest rates, competition and consumer confidence and spending. There are many factors affecting the level of consumer spending, including but not limited to interest rates, currency exchange rates, economic growth rate, inflation, deflation, political uncertainty, taxation, stock market performance, unemployment level and general consumer confidence;
- **Past Performance Risk.** As a result of the change in Underlying Index on 27 July 2015, past performance of the iShares Core MSCI Asia ex Japan ETF prior to such date was achieved under circumstances which no longer apply. Investors should exercise caution when considering the past performance of the iShares Core MSCI Asia ex Japan ETF prior to 27 July 2015;
- **Representative Sampling Risk.** The iShares Core MSCI Asia ex Japan ETF will adopt a representative sampling investment strategy. As such, there is no guarantee or assurance of exact or identical replication at any time of the performance of the Underlying Index. This may materially impact the price and volatility of the Units;
- **Emerging Markets Risk.** The iShares Core MSCI Asia ex Japan ETF invests in nine emerging markets countries in Asia. Many Asian stock markets are not as developed or efficient and may be more volatile than developed markets. There is generally less government supervision and regulation of Asian exchanges, brokers and listed companies. This may materially impact the price and volatility of the underlying Securities and therefore, the value of the Units. Please refer to specific risks relating to emerging markets under "Risk Factors";

Trading volumes in Asian markets are usually lower than in developed markets, resulting in reduced liquidity and potentially rapid and erratic price fluctuations in certain circumstances;

- **Mid-capitalisation Companies Risk.** The iShares Core MSCI Asia ex Japan ETF invests in large to mid-capitalisation companies. The stocks of mid-capitalisation 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 capitalisation companies. This may impact the net asset value of the iShares Core MSCI Asia ex Japan ETF to a larger extent than those of funds that only invest in stocks of larger capitalisation companies. Mid-capitalisation companies generally have less diverse product lines than large-capitalisation companies and thus are more susceptible to adverse developments concerning their products;

- *ETF Investments Risk.* The iShares Core MSCI Asia ex Japan ETF can invest in the Underlying Indian ETFs in order to track the performance of Indian Constituents and in other ETF(s) for cash management and contingency purposes. Where the iShares Core MSCI Asia ex Japan ETF invests in any ETF managed by the Manager or its affiliates, neither the iShares Core MSCI Asia ex Japan ETF nor its Unitholders will suffer any increase in the overall total of initial charges, management fee, or any other costs and charges payable to the Manager and/or its affiliate as a result of the investment in such ETF. Nevertheless, where the iShares Core MSCI Asia ex Japan ETF invests in ETFs which are not managed by the Manager or its affiliates, the fees and costs charged in respect of such ETFs will be borne by the iShares Core MSCI Asia ex Japan ETF;

Although the Manager will only invest in ETFs if it considers that doing so is in the best interest of the iShares Core MSCI Asia ex Japan ETF and its Unitholders, there is no guarantee that these ETFs will achieve their respective investment objectives and any tracking error of these ETFs will also contribute to the tracking error of the iShares Core MSCI Asia ex Japan ETF. Further, although the Manager will only invest in ETFs that track indices that have a high correlation with the Underlying Index (or a certain sector or portion of the Underlying Index), the difference of the underlying constituents between the indices tracked by the relevant ETFs and the Underlying Index may also contribute to tracking error;

The ETF(s) in which the iShares Core MSCI Asia ex Japan ETF may invest may be managed by the Manager or its affiliate, i.e. a BlackRock entity. Whilst the Manager and each of its affiliates are separate legal entities and operationally independent from each other, and each of them is regulated with respect to its respective activities in their respective jurisdictions, and in the provision of services in respect of the iShares Core MSCI Asia ex Japan ETF and the relevant underlying ETFs, in the event of a financial catastrophe or the insolvency of any member of the BlackRock group, there may be adverse implications for the business of the group as a whole or other members of the group which could affect the provision of services to the iShares Core MSCI Asia ex Japan ETF or the underlying ETFs as appropriate. In such event the operation of the iShares Core MSCI Asia ex Japan ETF may be disrupted and its tracking of the Underlying Index may be adversely affected. In addition, whilst all transactions will be at arm's length it should be noted that conflicts of interest may arise from time to time amongst any of them. The Manager will have regard to its obligations to the iShares Core MSCI Asia ex Japan ETF and Unitholders and will endeavour to ensure such conflicts are resolved fairly;

- *Stock Connect Risks.* The iShares Core MSCI Asia ex Japan ETF may invest in A Shares via Stock Connect from 1 June 2018. Please refer to Schedule 3 for the risks related to Stock Connect.
- *Asian Stock Exchanges Risk.* Commissions for trades on Asian stock exchanges and custody expenses are generally higher than those applicable to developed markets. Settlement practices for transactions in Asian markets may involve delays beyond periods customary in more developed markets, possibly requiring the Index Fund to borrow funds or securities to satisfy its obligations arising out of other transactions; and
- *Foreign Security and Exchange Risk.* Asian stock exchanges may require prior governmental approvals, impose limits on the amount or types of securities that may be held by foreigners or impose limits on the types of companies in which foreigners may invest. These restrictions may at times limit or preclude the Index Fund's investment in certain countries, may increase its costs and expenses and impact its ability to accurately match the Underlying Index. This may materially impact the price and volatility of the underlying Securities.
- *Depositary Receipt Risk.* The iShares Core MSCI Asia ex Japan ETF may also invest in Depositary Receipts and these may not be necessarily denominated in the same currency

as their underlying securities that trade in the primary market and may be less liquid. Depository Receipts may be sponsored or unsponsored with unsponsored receipts generally reflecting less rights or no obligations to holders with respect to disclosure of material information, distribution of shareholder communications from the underlying issuer or the pass through of voting rights with respect to the underlying securities, however practices among market participants may vary for either type.

- India FPI Licensing Risk.* In order to invest physically in Indian-listed securities, the iShares Core MSCI Asia ex Japan ETF is required to be registered as an FPI under the FPI Regulations. In order to be registered as a FPI, the iShares Core MSCI Asia ex Japan ETF is required to demonstrate, on an ongoing basis, that it satisfies the FPI Restrictions. Investors should refer to the section in this Prospectus headed “Important Information” for full details of the FPI Restrictions (which include the restrictions set out above in this risk factor). To the extent that an investor’s holding in Units is in contravention of the FPI Restrictions or an investor fails to disclose the required information, the iShares Core MSCI Asia ex Japan ETF may lose its FPI licence and may no longer be able to invest physically in Indian securities. In addition, If any Unitholder or beneficial owner fails to disclose information requested by the Trustee or the Manager and, due to such non-disclosure or inadequate disclosure, the Manager believes the Asia ex Japan ETF may be in breach of the FPI Restrictions, the Manager reserves the right to compulsorily redeem Units in the iShares Core MSCI Asia ex Japan ETF held by or for the benefit of such person.
- India Tax Risk.* Capital gains realised by the iShares Core MSCI Asia ex Japan ETF from the sale of its direct investments in India-listed securities are subject to capital gains tax. The Manager retains the discretion to make any tax provisions, which would directly impact the Net Asset Value, in respect of potential liability for capital gains tax of the iShares Core MSCI Asia ex Japan ETF. Even if tax provisions are made, such provisions may be more than or less than the actual tax liabilities of the iShares Core MSCI Asia ex Japan ETF. It is possible that any tax provisions made by the Manager may be insufficient and investors may be advantaged or disadvantaged depending on when the investors purchased/subscribed and/or sold/redeemed the Units of the iShares Core MSCI Asia ex Japan ETF. Please refer to the section “Taxes – India” for further information about India taxation.
- Multi-Counter Risks.* The Multi-Counter arrangement for exchange traded funds listed on the SEHK is relatively new. The novelty may bring additional risks for investment in such ETF for example where for some reason there is a settlement failure on an inter-counter transfer if the Units of one counter are delivered to CCASS at the last batch settlement run on a trading day, leaving not enough time to transfer the Units to the other counter for settlement on the same day.

In addition, where there is a suspension of the inter-counter transfer of Units between different counters for any reasons, for example, operational or systems interruption, Unitholders will only be able to trade their Units in the currency of the relevant counter. Accordingly it should be noted that inter-counter transfers may not always be available. There is a risk that the market price on the SEHK of Units traded in one counter may deviate significantly from the market price on the SEHK of Units traded in another counter due to different factors such as market liquidity, supply or demand in each counter and exchange rate fluctuations. The trading price of Units in each counter 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 or buying Units traded in one counter, an investor may receive less or pay more than the equivalent amount in the currency of another counter if the trade of the relevant Units took place on another counter. There can be no assurance that the price of Units in each counter will be equivalent. Investors without RMB or USD accounts may not be able to buy or sell RMB or USD traded Units.

It is possible that some brokers 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 different counters at the same time. In such a case another broker or CCASS participant may need to be used. Accordingly investors may only be able to trade their Units in one currency, investors are recommended to check the readiness of their brokers in respect of the Multi-Counter trading and inter-counter transfer and should fully understand the services which the relevant broker is able to provide (as well as any associated fees).

- *Other Currencies Distributions Risk.* Investors should note that all Units of the iShares Core MSCI Asia ex Japan ETF will receive dividend distributions only in USD. Upon the termination of the iShares Core MSCI Asia ex Japan ETF, the termination proceeds may be distributed and paid in a currency other than its Base Currency. In the event that the relevant Unitholder has no USD account and upon the termination of the iShares Core MSCI Asia ex Japan ETF, the Unitholder may have to bear the fees and charges associated with the conversion of any distributions from USD to any other currency. The Unitholder may also have to bear bank or financial institution fees and charges associated with the handling of the distribution payment. Unitholders are advised to check with their brokers regarding arrangements for distributions.
- *Exchange Rates Movement between the Base Currency and Other Currencies Risk.* The iShares Core MSCI Asia ex Japan ETF's Base Currency is in USD but has units traded in HKD and RMB (in addition to USD). Accordingly secondary market investors may be subject to additional costs or losses associated with foreign currency fluctuations between the Base Currency and the HKD or RMB trading currency when trading units in the secondary market.

Investors whose assets and liabilities are predominantly in currencies other than USD should take into account the potential risk of loss arising from fluctuations in value between USD and the currency of the Units traded. There is no guarantee that USD will appreciate in value against any other currency, or that the strength of USD may not weaken. Accordingly, it is possible that an investor may enjoy a gain in terms of USD but suffer a loss when converting funds from USD back into any other currency.

- *Reliance on Market Maker Risks.* The Manager will use its best endeavours to put in place arrangements so that at least one market maker will maintain a market for the Units traded in each counter and that at least one market maker to each counter gives not less than 3 months prior to termination of the market making arrangement. It is possible that there is only one SEHK market maker to each counter (which can be the same market maker) or the Manager may not be able to engage a substitute market maker within the termination notice period of a market maker, and therefore it may not be practical for the iShares Core MSCI Asia ex Japan ETF to remove the only market maker to a counter even if the market maker fails to discharge its duties as the sole market maker. There is also no guarantee that any market making activity will be effective.

RMB traded Units of the iShares Core MSCI Asia ex Japan ETF 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.

- *RMB Trading and Settlement of Units Risk.* RMB is currently not freely convertible and is subject to exchange controls and restrictions. Investors in the secondary market who buy and sell units traded in RMB are exposed to foreign exchange currency risks arising from the fluctuations between the base currency (i.e. USD) and RMB. The trading and settlement of RMB denominated Securities are recent developments in Hong Kong and there is no assurance that there will not be 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. Investors should note that not all brokers may be ready

and able to carry out trading and settlement of RMB traded Units and thus they may not be able to deal in the RMB traded Units through some brokers. Investors should check with their brokers in advance if they intend to engage Multi-Counter trading or in inter-counter transfers and should fully understand the services which the relevant broker is able to provide (as well as any associated fees). Some exchange participants may not provide inter-counter transfer or Multi-Counter trading services.

**Further Information**

Further information in relation to the iShares Core MSCI Asia ex Japan ETF (including details of its Net Asset Value) is available at the iShares website ([www.blackrock.com/hk](http://www.blackrock.com/hk)). Investors should refer to “Information Available on the Internet” for more details. Unitholders are encouraged to refer to the information available on the iShares website on a regular basis.

## iShares MSCI Emerging Asia ETF

### Key Information

The following table is a summary of key information in respect of the iShares MSCI Emerging Asia ETF , and should be read in conjunction with the full text of the Prospectus.

Underlying Index	<p>Index: MSCI EM Asia Index</p> <p>Launch Date: 31 December 1987</p> <p>Number of constituents: 1119 (as at 31 March 2020)</p> <p>Total Market Capitalisation (Free Float): US\$29,230.48 billion (as at 31 March 2020)</p> <p>Base Currency: Hong Kong Dollars</p>
Listing Date (SEHK)	23 April 2009
Exchange Listing	SEHK – Main Board
Initial public offering	Not applicable
Stock Code	2802
Trading Board Lot Size	200 Units
Base Currency and Trading Currency	Hong Kong Dollars (HK\$)
Dividend Policy	Annually, at the Manager's discretion (usually in November/December each year) (if any). Distributions may be made out of capital or effectively out of capital as well as income at the Manager's discretion.
Application Units size (only Participating Dealers)	Minimum 200,000 Units (or multiples thereof)
Creation/Redemption Deadline	11:30 am
Management Fee	0.59% p.a. of Net Asset Value calculated daily
Investment strategy	Representative sampling investment strategy (Refer to the Introduction above and the "Investment Strategy" section below)
Financial year end	31 December
Website	<a href="http://www.blackrock.com/hk">www.blackrock.com/hk</a>



## Investment Objective

The investment objective of the iShares MSCI Emerging Asia ETF is to provide investment results that, before fees and expenses, closely correspond to the performance of the MSCI EM Asia index. There can be no assurance that the iShares MSCI Emerging Asia ETF will achieve its investment objective.

## Investment Strategy

To achieve its investment objective the investment strategy of the iShares MSCI Emerging Asia ETF is to use a representative sampling investment strategy to approximate to the performance of the MSCI EM Asia index.

The iShares MSCI Emerging Asia ETF will invest primarily in Securities\* included in the Underlying Index, or in Securities that are not included in its Underlying Index, but which the Manager believes will help the iShares MSCI Emerging Asia ETF achieve its investment objective. The iShares MSCI Emerging Asia ETF may also invest in other investments including funds, futures contracts, options on futures contracts, options and swaps related to its Underlying Index, local currency and forward currency exchange contracts, and cash and cash equivalents which the Manager believes will help the iShares MSCI Emerging Asia ETF achieve its investment objective. The investment strategy of the iShares MSCI Emerging Asia ETF is subject to the investment and borrowing restrictions set out in Schedule 1.

*\* Including (i) Depositary Receipts and (ii) effective from 1 June 2018, A Shares (by investing via the Stock Connect).*

The iShares MSCI Emerging Asia ETF may invest in FDIs for reducing tracking error, hedging purposes or to achieve its investment objective, subject to the limit that its net derivative exposure does not exceed 50% of its NAV.

The iShares MSCI Emerging Asia ETF currently does not intend to engage in any securities financing transactions or other similar over the counter transactions. One month's prior notice will be given to unitholders in the event the Manager intends to engage in such transactions.

India securities comprised in the Underlying Index may only be acquired by foreign investors who are registered as Foreign Portfolio Investors ("FPI") with the Securities and Exchange Board of India ("SEBI"). The iShares MSCI Emerging Asia ETF is not a registered FPI and will instead invest in the (i) other ETFs (which may comprise of SFC-authorized ETFs and non-SFC-authorized ETFs) tracking indices which are highly correlated with the India portion of the Underlying Index ("Underlying Indian ETFs") and/or (ii) FDIs, such as futures and index futures to gain exposure to the Indian market segment of the Underlying Index (collectively, the "Indian Investment"). There is no guarantee as to the performance of Underlying Indian ETFs, or correlation of their respective future performance to that of the Indian Constituents. The Manager seeks to invest the iShares MSCI Emerging Asia ETF in Indian Investment in such combined weighting (as a percentage of the Net Asset Value of the iShares MSCI Emerging Asia ETF ) corresponding to the weighting of the Indian Constituents (as a percentage of the market capitalisation of the Underlying Index) at the relevant time.

In addition to the above, the Manager may also invest in ETFs for cash management and contingency purposes and if it considers that investing in them is in the best interests of the unitholders taking into account various factors including but not limited to returns to investors, fees, and market conditions. The iShares MSCI Emerging Asia ETF may invest up to 10% of its Net Asset Value in one or more underlying ETFs which are non-eligible schemes or not authorised by the SFC and up to 30% of its Net Asset Value in each underlying ETF which are eligible schemes or authorised by the SFC, including those which are managed by the Manager or its Connected Persons or other third parties. The Manager intends to treat such underlying ETFs as collective investment schemes for the purposes of and subject to the requirements in Chapters 7.11, 7.11A and 7.11B of the Code.

Where the iShares MSCI Emerging Asia ETF invests in ETF(s) managed by the Manager or any of its affiliates, the Manager shall ensure that neither the iShares MSCI Emerging Asia ETF nor its Unitholders will suffer any increase in the overall total of initial charges, management fee, or any other costs and charges payable to the Manager and/ or its affiliates as a result of the investment in such ETF(s).

As the iShares MSCI Emerging Asia ETF employs a representative sampling investment strategy, it may overweight holdings of Securities relative to the respective weightings of the constituents in the Underlying Index, provided that the maximum extra weighting in any Security relative to the respective constituent in the Underlying Index will not exceed 3%. The Manager shall report to the SFC on a timely basis if there is any non-compliance with this limit during such period by the iShares MSCI Emerging Asia ETF. The annual and semi-annual reports of the iShares MSCI Emerging Asia ETF shall also disclose whether or not such limit has been complied with during such period.

### **Underlying Index**

The MSCI EM Asia index is an equity index calculated and published by MSCI. The Manager (or its Connected Persons) is independent of the Index Provider. Please see Schedule 2 for the Index disclaimer.

The MSCI EM Asia Index is a free floated-adjusted market capitalisation-weighted index designed to measure the equity market performance of the emerging market countries of Asia. The index is designed to capture the large and mid cap markets (approximately 85% of the total capitalisation) in the Emerging Asian region. The index, which is a total-return index, is calculated net of tax. MSCI uses the withholding tax rates applicable to foreign non-resident institutional investors that do not benefit from double taxation treaties.

MSCI will review the eligibility of the countries included in the Emerging Markets Index based on market event. A consultation period with the investment community usually occurs prior to any potential changes in membership.

The MSCI EM Asia Index is a regional composite index constructed based on the MSCI Global Investable Market Index Methodology. This means indices are built at a country market level before they are aggregated into the regional composite. To construct a country index, every listed security in the market is identified. Securities are free float adjusted, classified in accordance with the Global Industry Classification Standard (GICS®), and screened by size, liquidity and minimum free float.

Each country index is divided into large and mid cap segments and provide exhaustive coverage of these size segments by targeting a coverage range around 85% of free float-adjusted market capitalisation in each market. The Large Cap Index targets a coverage range around 70% of free float-adjusted market capitalisation in each market while the Mid Cap Index includes all companies in the MSCI standard indices that are not included in the Large Cap Indices. 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 index is reviewed quarterly – in February, May, August and November – with the objective of reflecting change in the underlying equity markets in a timely manner. During the May and November semi-annual index reviews, the index is rebalanced and the large and mid-capitalisation cut-off points are recalculated.

Effective 1 June 2018, the index methodology includes A Shares.

The details of the MSCI Global Investable Market Index Methodology, last closing index level and other important news can be found at: [www.msci.com](http://www.msci.com).

The constituents of the Underlying Index together with their respective weightings can be accessed on [www.msci.com/constituents](http://www.msci.com/constituents) (this website has not been reviewed by the SFC).



## Dividend Policy

Income net of withholding tax earned by the Index Fund will, at the discretion of the Manager, be distributed by way of annual cash distribution usually in November/December (if any) and details of the distribution declaration dates, distribution amounts and ex-dividend payment dates will be published on the iShares website ([www.blackrock.com/hk](http://www.blackrock.com/hk)). There can be no assurance that a distribution will be paid. Distributions may be made out of capital or effectively out of capital as well as income at the Manager's discretion. The Manager may amend the policy with respect to distribution out of capital or effectively out of capital subject to the SFC's prior approval and by giving not less than one month's prior notice to investors.

Information relating to the composition of any dividends paid (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months will be available from the Manager on request. Investors should also refer to "Information Available on the Internet" for more details. Unitholders are encouraged to refer to the information available on the iShares website on a regular basis.

## Specific Risks

In addition to the general risks identified in the section of this Prospectus called "Risk Factors", this Index Fund is subject to

the following additional specific risks:

- The iShares MSCI Emerging Asia ETF will adopt a representative sampling investment strategy. As such, there is no guarantee or assurance of exact or identical replication at any time of the performance of the Underlying Index. This may materially impact the price and volatility of the Units;
- The iShares MSCI Emerging Asia ETF may also invest in Depositary Receipts and these may not be necessarily denominated in the same currency as their underlying securities that trade in the primary market and may be less liquid. Depositary Receipts may be sponsored or unsponsored with unsponsored receipts generally reflecting less rights or no obligations to holders with respect to disclosure of material information, distribution of shareholder communications from the underlying issuer or the pass through of voting rights with respect to the underlying securities, however practices among market participants may vary for either type.
- Generally, investments in emerging markets are subject to a greater risk of loss than investments in a developed market. Please refer to specific risks relating to emerging markets under "Risk Factors".
- The iShares MSCI Emerging Asia ETF may invest in A Shares via Stock Connect from 1 June 2018. Please refer to Schedule 3 for the risks related to Stock Connect.

## Further Information

Further information in relation to the iShares MSCI Emerging Asia ETF (including details of its Net Asset Value) is available at the iShares website ([www.blackrock.com/hk](http://www.blackrock.com/hk)). Investors should refer to "Information Available on the Internet" for more details. Unitholders are encouraged to refer to the information available on the iShares website on a regular basis.

## **CREATIONS AND REDEMPTIONS (PRIMARY MARKET)**

### **Investment in an Index Fund**

There are two types of investors in an Index Fund, with two corresponding methods of investment in Units and realisation of an investment in Units. The first type of investor is a Participating Dealer, being a licensed dealer that has entered into a Participation Agreement in respect of the Index Fund. Only a Participating Dealer can create and redeem Units directly with the Index Fund. A Participating Dealer may create and redeem Units on their own account or for the account of their clients.

The second type of investor is an investor, other than a Participating Dealer, who buys and sells the Units on the SEHK.

This section relates to the first type of investor: Participating Dealers, and should be read in conjunction with the Operating Guidelines and the Trust Deed. The section titled “Exchange Listing and Trading (Secondary Market)” relates to the second type of investor.

### **Creation by Participating Dealers**

Only Participating Dealers may apply for Units directly from an Index Fund. Units in an Index Fund are continuously offered to Participating Dealers who may apply for them on any Dealing Day on their own account or for the account of their clients, in the minimum Application Unit size in accordance with Operating Guidelines. The Manager expects that Participating Dealers will generally accept and submit creation requests received from third parties, subject to normal market conditions and their client acceptance procedures. Participating Dealers may impose fees and charges in handling any creation request which would increase the cost of investment. Investors are advised to check with the Participating Dealers as to relevant fees and charges. You should note although the Manager has a duty to closely monitor the operations of the Trust, neither the Manager nor the Trustee is empowered to compel any Participating Dealer to disclose its fees agreed with specific clients or other proprietary or confidential information to the Manager, or to accept any such application requests received from third parties. In addition, neither the Trustee nor the Manager can ensure effective arbitrage by the Participating Dealer.

The Application Unit size for each Index Fund is set out in the “Descriptions of the Index Funds”. Applications submitted in respect of Units other than in Application Unit size or whole multiples thereof will not be accepted. The minimum holding of an Index Fund is one Application Unit.

The Manager shall instruct the Trustee to effect, for the account of the Trust, the creation of Units in Application Unit size in exchange for either a transfer of Securities, or cash or a combination of both (at the discretion of the Participating Dealer) in accordance with the Operating Guidelines and the Trust Deed. For the iShares MSCI Emerging Asia ETF, cash Creation Applications must be made in Hong Kong dollars. For the iShares Core MSCI Asia ex Japan ETF, cash Creation Applications must be made in US dollars (notwithstanding a Multi-Counter being adopted for the iShares Core MSCI Asia ex Japan ETF). Whilst it is open to a Participating Dealer to choose the method of creation, in addition to its rights to reject, cancel or suspend a Creation Application under the Trust Deed, the Manager reserves the right to reject or cancel a Creation Application if it is unable to invest the cash proceeds of a cash creation or if proposed Securities are not acceptable to the Manager.

Units will be issued at the Issue Price prevailing on the relevant Dealing Day, provided that the Manager may add to such Issue Price such sum (if any) as represents an appropriate provision for Duties and Charges.

The Manager shall have the right to reject or suspend a Creation Application if (i) in the opinion of the Manager, acceptance of any Security in connection with the Creation Application would have certain adverse tax consequences for the relevant Index Fund; (ii) the Manager reasonably believes that the acceptance of any Security would be unlawful; (iii) the acceptance of any Security would otherwise, in the opinion of the Manager, have an adverse effect on the Index Fund; (iv) circumstances outside control of the Manager make it for all practicable purposes impossible to process the Creation Application; (v) the Manager has suspended the rights of Participating Dealers to redeem Units; or (vi) an insolvency event occurs in respect of the Participating Dealer.

Once the Units are created, the Manager shall effect, for the account of the Trust, the issue of Units to a Participating Dealer in accordance with the Operating Guidelines. For the iShares Core MSCI Asia ex Japan ETF, although a cash Creation Applications must be made in USD, Units which are created may be deposited in CCASS as HKD traded Units, RMB traded Units or USD traded Units initially.

Units in the iShares Core MSCI Asia ex Japan ETF are denominated in USD (unless otherwise determined by the Manager). Units in the iShares MSCI Emerging Asia ETF are denominated in Hong Kong dollars (unless otherwise determined by the Manager). No fractions of a Unit shall be created or issued by the Trustee.

The creation and issue of Units pursuant to a Creation Application shall be effected on the Dealing Day on which the Creation Application is received (or deemed received) and accepted in accordance with the Operating Guidelines but, for valuation purposes only, Units shall be deemed created and issued after the Valuation Point on the Dealing Day on which the relevant Creation Application was received or deemed received and the register will be updated on Settlement Day or the Dealing Day immediately following Settlement Day if the settlement period is extended. (An extension fee may be payable in relation to such an extension. See the section on "Fees and Expenses" for further details).

If a Creation Application is received on a day which is not a Dealing Day or is received after the Dealing Deadline (see "Descriptions of the Index Funds") on a Dealing Day, that Creation Application shall be treated as having been received at the opening of business on the next following Dealing Day, which shall be the relevant Dealing Day for the purposes of that Creation Application.

No Units shall be issued to any Participating Dealer unless the application is in a form and substance satisfactory to, and accompanied by such documents as may be required by, the Trustee and the Manager in accordance with the Operating Guidelines.

The Manager may charge a Transaction Fee in respect of Creation Applications and may on any day vary the rate of the Transaction Fee it charges (but not as between different Participating Dealers in respect of the same Index Fund). The Manager may, at its discretion, waive the charging of Transaction Fee and any Duties and Charges in respect of certain Creation Applications on any dividend ex-date, where such Creation Applications directly facilitate the partial or full payment of the pending dividend distribution to Unitholders at that time in accordance with the distribution policy. Such waiver will be offered in respect of Creation Applications on a "first come, first served" basis. The Transaction Fee (if any) shall be paid by or on behalf of the Participating Dealer applying for such Units for the benefit of the Trustee and/or the Service Agent. See the section on "Fees and Expenses" for further details.

Any commission, remuneration or other sum 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 from the assets of the Index Fund.

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 provisions, in regard to the issue of Units, are being infringed.

## Evidence of Unitholding

Units will be deposited, cleared and settled by the CCASS. Units are held in registered entry form only, which means that no Unit certificates are issued. HKSCC Nominees Limited is the registered owner (i.e. the sole holder of record) of all outstanding Units deposited with the CCASS and is holding such Units for the participants in accordance with the General Rules of CCASS. Furthermore, the Trustee and the Manager acknowledge that pursuant to the General Rules of CCASS neither HKSCC Nominees Limited nor HKSCC has any proprietary interest in the Units. Investors owning Units in CCASS are beneficial owners as shown on the records of the participating brokers or the relevant Participating Dealer(s) (as the case may be).

## Restrictions on Unitholders

The Manager has power to impose such restrictions as it may think necessary for the purpose of ensuring that no Units are acquired or held which would result in such holding being:–

- a breach of the law or requirements of any country or governmental authority or any stock exchange on which the Units are listed in circumstances which, in the Manager's opinion, might result in the Trust or the relevant Index Fund being adversely affected which the Trust or the relevant Index Fund might not otherwise have suffered; or
- in the circumstances which, in the Manager's opinion, may result in the Trust or the relevant Index Fund incurring any withholding or any tax liability or suffering any other pecuniary disadvantage which the Trust or the relevant Index Fund might not otherwise have incurred or suffered.

Upon notice that any Units are so held, the Manager may require such Unitholders to redeem or transfer such Units in accordance with the provisions of the Trust Deed. A person who becomes aware that he is holding or owning Units in breach of any of the above restrictions is required either to redeem his Units in accordance with the Trust Deed or to transfer his Units to a person whose holding would be permissible under this Prospectus and the Trust Deed in a manner that would result in such Unitholder no longer being in breach of the restrictions above.

## Cancellation of Units

The Trustee shall cancel Units created and issued in respect of a Creation Application if it has not received good title to all Securities and or cash (including Duties and Charges) relating to the Creation Application by the Settlement Day, provided that the Manager may at its discretion, with the approval of the Trustee, (a) extend the settlement period (either for the Creation Application as a whole or for a particular Security) such extension to be on such terms and conditions (including as to the payment of collateral and an Extension Fee to the Manager or the Trustee or their Connected Persons or otherwise) as the Manager may determine or (b) partially settle the Creation Application to the extent to which Securities and or cash has been vested in the Trustee, on such terms and conditions the Manager may determine including terms as to any extension of the settlement period for the outstanding Securities or cash.

Upon the cancellation of any Units as provided for above or if a Participating Dealer otherwise withdraws a Creation Application other than in certain circumstances contemplated in the Trust Deed, any Securities or cash received by or on behalf of the Trustee in connection with a Creation Application shall be redelivered to the Participating Dealer (without interest) and the relevant Units shall be deemed for all purposes never to have been created and the applicant therefore shall have no right or claim against the Manager or the Trustee in respect of such cancellation provided that:

- the Manager may charge the Participating Dealer for the account of the Trustee and/or the Registrar an Application Cancellation Fee; see the section on "Fees and Expenses" for further details;

- the Manager may at its discretion require the Participating Dealer to pay to the Trustee for the account of the relevant Index Fund in respect of each Unit so cancelled Cancellation Compensation, being the amount (if any) by which the Issue Price of each such Unit exceeds the Redemption Value 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, plus any charges, expenses and losses incurred by the relevant Index Fund as a result of such cancellation;
- the Trustee and/or the Service Agent shall be entitled to the Transaction Fee payable in respect of a Redemption Application; see the section on “Fees and Expenses” for further details; and
- no previous valuations of the Trust Fund shall be re-opened or invalidated as a result of the cancellation of such Units.

### **Redemption of Units**

Redemption Applications may only be made by a Participating Dealer in respect of an Application Unit size or whole multiple thereof. Participating Dealer may redeem Units on any Dealing Day in accordance with the Operating Guidelines, by submitting a Redemption Application to the Trustee. The Manager may charge a Transaction Fee in respect of Redemption Applications. The Transaction Fee shall be paid by or on behalf of the Participating Dealer submitting the Redemption Application(s) (and may be set off and deducted against any amount due to the Participating Dealer in respect of such Redemption Application(s)) for the benefit of the Trustee and/or the Service Agent. See the section on “Fees and Expenses” for further details.

Investors cannot acquire or redeem Units directly from an Index Fund. Only Participating Dealers may submit redemption applications to the Manager. The Manager expects that Participating Dealers will generally accept and submit redemption requests received from third parties, subject to normal market conditions and their client acceptance procedures. Participating Dealers may impose fees and charges in handling any redemption request which would increase the cost of investment and/or reduce the redemption proceeds. Investors are advised to check with the Participating Dealers as to relevant fees and charges. You should note although the Manager has a duty to closely monitor the operations of the Trust, neither the Manager nor the Trustee is empowered to compel any Participating Dealer to disclose its fees agreed with specific clients or other proprietary or confidential information to the Manager, or to accept any such application requests received from third parties. In addition, neither the Trustee nor the Manager can ensure effective arbitrage by the Participating Dealer.

If a Redemption Application is received on a day which is not a Dealing Day or is received after the Dealing Deadline (see the “Descriptions of the Index Funds”) on a Dealing Day, the Redemption Application shall be treated as having been received at the opening of business on the next following Dealing Day. For the purpose of valuation, the relevant Valuation Point shall be the Valuation Point for the Dealing Day on which the Redemption Application is treated as having been received.

The Manager shall, on receipt of an effective Redemption Application for a particular Index Fund from a Participating Dealer, effect the redemption of the relevant Units and shall require the Trustee to transfer to the Participating Dealer Securities or cash or combination of Securities and cash in accordance with the Operating Guidelines. Investors should note that any payments in cash will be made in the Base Currency of the relevant Index Fund only.

To be effective, a Redemption Application must:

- be given by a Participating Dealer in accordance with the Operating Guidelines;



- specify the number and class of Units which is the subject of the Redemption Application; and
- include the certifications required in the Operating Guidelines in respect of redemptions of Units, together with such certifications and opinions of counsel as the Trustee and the Manager may consider necessary to ensure compliance with applicable Securities and other laws in relation to the redemption of Units which are the subject of the Redemption Application.

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

The Redemption Value of Units tendered for redemption and cancellation shall be the Net Asset Value per Unit of the relevant Index Fund rounded to the nearest 4 decimal places.

The Manager may deduct from the redemption proceeds such sum (if any) as the Manager may consider represents an appropriate provision for Duties and Charges and/or the Transaction Fee.

Any accepted Redemption Application will be effected by the transfer or payment of the Securities or cash (for the iShares MSCI Emerging Asia ETF, in HKD; for the iShares Core MSCI Asia ex Japan ETF, in USD) or a combination of both if applicable (at the discretion of the Participating Dealer), in accordance with the Operating Guidelines and the Trust Deed, on the Settlement Day provided that a Redemption Application duly signed by a Participating Dealer (to the satisfaction of the Manager and, where any amount is to be paid by telegraphic transfer to a bank account in Hong Kong or New York State, verified in such manner as may be required by, and to the satisfaction of, the Trustee) has been received and provided further that the Manager shall have received (unless otherwise provided in the Operating Guidelines) the full amount of any amount payable by the Participating Dealer including any Duties and Charges and the Transaction Fee have been either deducted or otherwise paid in full. The Manager will not be liable to the Participating Dealer for any losses, costs or expenses on part of the Participating Dealer as a result of delays or disruptions to a Redemption Application caused by, in the reasonable opinion of the Manager, any circumstance being the subject of any of the risk factors disclosed in the Prospectus.

For the iShares Core MSCI Asia ex Japan ETF, HKD traded Units, RMB traded Units or USD traded Units may be redeemed by way of a Redemption Application (through a Participating Dealer), although cash proceeds for a cash Redemption Application will only be paid in USD. The redemption process is the same for all counters.

The Manager, with the approval of the Trustee, may at its discretion extend the settlement period such extension to be on such terms and conditions (including as to the payment of an Extension Fee to the Manager or the Trustee or their Connected Persons or otherwise) as the Manager may determine but, in any event, not later than one month from the receipt of an effective Redemption Application unless the Market(s) in which a substantial portion of investments of an Index Fund is made is subject to legal or regulatory requirements (such as foreign currency controls) thus rendering the payment of redemption proceeds within the aforesaid time period not practicable. In such case, subject to all applicable legal or regulatory requirements, payments may be delayed but the extended time frame for the payment of the redemption proceeds shall reflect the additional time needed in light of the specific circumstances in the relevant Market(s).

The Trustee or the Manager may withhold the whole or any part of any redemption payment to any Unitholder and set it off against any unpaid amounts due from that Unitholder to the Trustee or the Manager, and may also deduct from any redemption proceeds (or any other payment to be made in respect of any Unit) any other amounts that the Trustee or the Manager must or may make by law for any fiscal charges, government charges, stamp and other duties for the relevant Index Fund or other taxes, charges or other assessments of any kind or where, the Index Fund's income or gains are subject to any withholding in consequence of the relevant Unitholder or beneficiary of an interest in the relevant Units being redeemed. Any withholding or set off of redemption payment

and any deduction of redemption proceeds above must be conducted by the Trustee or the Manager in good faith with reasonable grounds and in compliance with any applicable law and regulation.

### **Directed Cash Dealing**

Where a Participating Dealer subscribes or redeems in cash, the Manager may at its sole discretion (but shall not be obliged to) transact for Securities with a broker nominated by the Participating Dealer. Should the nominated broker default on, or change the terms for, any part of the transaction, the Participating Dealer shall bear all associated risks and costs. In such circumstances the Manager has the right to transact with another broker and amend the terms of the Creation or Redemption Application to take into account the default and the changes to the terms. Any directed arrangement is subject to the Index Fund being treated fairly.

### **Suspension of Creations and Redemptions**

Units may not be created during any period when the right of Unitholders to redeem is suspended by the Manager.

The Manager may, at its discretion, at any time after consultation with the Trustee (and where practicable, after consultation with Participating Dealers), having regard to the best interests of the Unitholders, suspend the right of Unitholders to redeem Units of an Index Fund and/or delay the payment of any moneys and transfer of any Securities in respect of any Redemption Application during:

- any period when a market on which a Security (being 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; or
- any period when dealings on a market on which a Security (being a component of the relevant Underlying Index) has its primary listing is restricted or suspended; or
- any period when, in the opinion of the Manager, settlement or clearing of Securities in the official clearing and settlement depository (if any) of such market is disrupted; or
- the existence of any state of affairs as a result of which delivery or purchase of Securities or disposal of investments for the time being comprised in the relevant Index Fund cannot, in the opinion of the Manager, be effected normally or without prejudicing the interests of Unitholders of the relevant Index Fund; or
- any period when the Underlying Index for the relevant Index Fund is not compiled or published; or
- any breakdown in the means normally employed in determining the Net Asset Value of the Index Fund or when for any other reason the Value of any Securities or other property for the time being comprised in the Index Fund cannot in the opinion of the Manager, reasonably, promptly and fairly be ascertained.

The Manager will, after consultation with the Trustee, having regard to the best interests of the Unitholders, suspend the right to subscribe for or redeem Units or delay the payment of any monies or the transfer of any Securities when dealings in the Units on the SEHK are restricted or suspended. The Manager will not be liable for any losses, costs or expenses incurred by Unitholders as a result of a suspension of Creation Application or Redemption Application and/or a delay of payment of any monies or the transfer of Securities in circumstances set out above.

A suspension shall remain in force until the earlier of (a) declaration by the Manager that the suspension is at an end; or (b) the Business Day following the first Business Day on which (i) the condition giving rise to the suspension shall have ceased to exist and (ii) no other condition under which suspension is authorised exists.

The Manager shall consider any Redemption Application or any Creation Application received during the period of suspension (that has not been otherwise withdrawn) as having been received immediately following the termination of the suspension. The period for settlement of any redemption will be extended by a period equal to the length of the period of suspension.

A Unitholder may, at any time after a suspension has been declared and before termination of such suspension, withdraw any Creation or Redemption Application by notice in writing to the Manager and the Trustee shall cause the return of any Securities and/or cash received by it in respect of the Application (without interest).

### **Transfer of Units**

A Unitholder may transfer Units using the standard transfer form issued by SEHK or by an instrument in writing in common form signed by (or, in the case of a body corporate, signed on behalf of or sealed by) the transferor and the transferee. The transferor will be deemed to remain the Unitholders of the Units transferred until the name of the transferee is entered in the register of Unitholders in respect of the Units being transferred. Each instrument of transfer must relate to a single Index Fund only. No Units may be transferred if, as a result, either the transferor or the transferee would hold Units having a value less than the minimum holding in the relevant Index Fund. HKSCC Nominees Limited will be the sole Unitholder, holding such Units for the persons admitted by HKSCC as a participant of CCASS and to whose account any Units are for the time being allocated in accordance with the General Rules of CCASS.

### **(iShares Core MSCI Asia ex Japan ETF only)**

If any investors wish to buy or sell 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 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 Units traded in RMB using their CCASS Investor Participant account should make sure that they have set up an RMB designated bank account with CCASS. Investors intending to purchase Units in the RMB counter 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 stock broker first before any dealing in Units can be effected. Investors should ensure they have sufficient RMB to settle 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 transfers to third party accounts. For non-bank financial institutions (e.g. brokers), however, such restriction may 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 SEHK trading fee and SFC 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 website of the HKEx by 12:00 p.m. (Hong Kong time) or earlier 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. Please also refer to the section entitled "RMB Currency Risks" for further details.



## EXCHANGE LISTING AND TRADING (SECONDARY MARKET)

Dealings in the Units of the Index Funds (HKD counter) on the SEHK commenced on 23 April 2009. Trading of the USD and RMB-traded Units of the iShares Core MSCI Asia ex Japan ETF commenced on 14 October 2016. Units of the Index Funds are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as at the date of this Prospectus. Application may be made in the future for a listing of Units on one or more other stock exchanges.

Units trade on the SEHK in board lots of 200 Units (for the iShares MSCI Emerging Asia ETF ) and 100 Units (for the iShares Core MSCI Asia ex Japan ETF) or in such other board lots as may be specified in respect of a particular Index Fund in the “Descriptions of the Index Funds”.

The purpose of the listing of the Units on the SEHK is to enable investors to buy and sell Units on the secondary market, normally via a broker/dealer in smaller quantities than would be possible if they were to subscribe and/or redeem Units in the primary market. The trading prices of Units in different counters of the iShares Core MSCI Asia ex Japan ETF may also be different as each counter is a distinct and separate market.

The market price of a Unit listed or traded on the SEHK may not reflect the Net Asset Value per Unit of the Index Fund. Any transactions in the Units of an Index Fund on the SEHK will be subject to the customary brokerage commissions and/or transfer taxes associated with the trading and settlement through the SEHK. There can be no guarantee that the Units will remain listed on the SEHK.

It is the Manager’s expectation that at least one Market Maker will maintain a market for the Units of each Index Fund. For an Index Fund with a Multi-Counter arrangement, the Manager will use its best endeavours to put in place arrangements that at least one market maker will maintain a market for the Units traded in each counter and that at least one market maker to each counter gives not less than 3 months notice prior to termination of the market making arrangement. Broadly, the obligations of a Market Maker will include quoting bid and offer prices on the SEHK with the intention of providing liquidity. Given the nature of the Market Maker’s role, the Manager will make available to the Market Maker, the portfolio composition information made available to Participating Dealers.

Units may be purchased from and sold through the Market Maker. However, there is no guarantee or assurance as to the price at which a market will be made. In maintaining a market for Units, the market makers may make or lose money based on the differences between the prices at which they buy and sell Units, which is to a certain extent dependent on the difference between the purchase and sale prices of the underlying Securities comprised within the relevant Underlying Index. Market makers may retain any profits made by them for their own benefit and they are not liable to account to any of the Index Funds in respect of their profits. For the list of Market Makers for ETFs, please refer to [www.hkex.com.hk](http://www.hkex.com.hk).

Investors wishing to purchase or sell Units on the secondary market should contact their broker.

Investors cannot acquire or redeem Units directly from an Index Fund. Only Participating Dealers may submit creation or redemption applications to the Manager. The Manager expects that Participating Dealers will generally accept and submit creation or redemption requests received from third parties, subject to normal market conditions and their client acceptance procedures. Participating Dealers may impose fees and charges in handling any creation/redemption request which would increase the cost of investment and/or reduce the redemption proceeds. Investors are advised to check with the Participating Dealers as to relevant fees and charges. You should note although the Manager has a duty to closely monitor the operations of the Trust, neither the Manager nor the Trustee is empowered to compel any Participating Dealer to disclose its fees agreed with specific clients or other proprietary or confidential information to the Manager, or to accept any such

application requests received from third parties. In addition, neither the Trustee nor the Manager can ensure effective arbitrage by the Participating Dealer.

Units of the Index Funds have been accepted as eligible securities by HKSCC for deposit, clearing and settlement in the CCASS.

Settlement of transactions between participants of the SEHK is required to take place in CCASS on the second business 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.

If trading of the Units of an Index 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 Renminbi Equity Trading Support Facility (the "TSF") was launched on 24 October 2011 by 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. With effect from 6 August 2012, the coverage of TSF was extended and the iShares Core MSCI Asia ex Japan ETF is eligible for the TSF. As such the TSF is currently available to investors who wish to invest in the iShares Core MSCI Asia ex Japan ETF by purchasing Units trading in RMB on the SEHK. Investors should consult their financial advisers if they have any questions concerning the TSF. More information with regard to the TSF is available on HKEx's website <http://www.hkex.com> (by typing "Renminbi Equity Trading Support Facility" in search).

#### **Multi-Counter (iShares Core MSCI Asia ex Japan ETF only)**

The Manager has arranged for the Units of the iShares Core MSCI Asia ex Japan ETF to be available for trading on the secondary market on the SEHK under a Multi Counter arrangement. Units are denominated in USD. The creation of new Units and redemption of Units in the primary market are settled in USD. The iShares Core MSCI Asia ex Japan ETF offers 3 trading counters on the SEHK (i.e. HKD counter, RMB counter and USD counter) to investors for secondary trading purposes. Units traded in HKD counter will be settled in HKD, Units traded in RMB counter will be settled in RMB and Units traded in USD counter will be settled in USD. Apart from settlement in different currencies, the trading prices of Units in the counters may be different as the different counters are distinct and separate markets.

Units traded on each counters are of the same class and all Unitholders of both counters are treated equally. The counters will have different stock codes, different stock short names and different ISIN numbers as follows:

	HKD counter	RMB counter	USD counter
SEHK stock code	03010	83010	09010
Short name	ISHARES AXJ	ISHARES AXJ-R	ISHARES AXJ-U
ISIN numbers	HK0000051877	HK0000310034	HK0000310042

Normally, investors can buy and sell Units traded in the same counter or alternatively buy in one counter and sell in another counter provided their brokers provide HKD, RMB and USD trading services at the same time and offer inter-counter transfer services to support Multi-Counter trading.

Inter-counter buy and sell is permissible even if the trades take place within the same trading day. However, investors should note that the trading price of Units traded in each may be different and may not always maintain a close relationship depending on factors such as market demand and supply and liquidity in each counter.

Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Multi-Counter, including inter-counter transfers. Investors' attention is also drawn to the risk factor above entitled "Multi-Counter Risks".

## DETERMINATION OF NET ASSET VALUE

The Net Asset Value of each Index Fund will be determined as at each Valuation Point applicable to the relevant Index Fund by valuing the assets of the relevant Index Fund and deducting the liabilities of the relevant Index Fund, in accordance with the terms of the Trust Deed.

Set out below is a summary of how various Securities held by the Index Funds are valued:

- (a) securities that are quoted, listed, traded or dealt in on any Market shall unless the Manager (in consultation with the Trustee) determines that some other method is more appropriate, be valued by reference to the price appearing to the Manager to be the official closing price, or if the Net Asset Value is unavailable, the last traded price on the Market as the Manager may consider in the circumstances to provide fair criterion, provided that (i) if a Security is quoted or listed on more than one Market, the Manager shall adopt the price quoted on the Market which in its opinion provides the principal market for such Security; (ii) if prices on that Market are not available at the relevant time, the value of the Securities 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) interest accrued on any interest-bearing Securities shall be taken into account, unless such interest is included in the quoted or listed price; and (iv) the Manager and the Trustee shall be entitled to use and rely on electronic price feeds from such source or sources as they may from time to time determine, notwithstanding that the prices so used are not the official closing prices or last traded prices as the case may be;
- (b) the value of each interest in any unlisted mutual fund corporation or unit trust shall be the latest available Net Asset Value per share or unit in such mutual fund corporation or unit trust or if not available or appropriate, the average of the latest available bid and offer prices for the share or unit, unless the Manager considers the latest available bid price is more appropriate;
- (c) futures contracts will be valued based on the formulae set out in the Trust Deed;
- (d) except as provided for in paragraph (b), the value of any investment which is not listed, quoted or ordinarily dealt in on a Market shall be the initial value thereof equal to the amount expended on behalf of the relevant Index Fund in the acquisition of such investment (including, in each case the amount of stamp duties, commissions and other acquisition expenses) provided that the Manager may in consultation with the Trustee and shall at the request of the Trustee cause a revaluation to be made by a professional person approved by the Trustee as qualified to value such investments (which may, if the Trustee agrees, be the Manager);
- (e) cash, deposits and similar investments shall be valued at their face value (together with accrued interest) unless, in the opinion of the Manager (following consultation with the Trustee), any adjustment should be made to reflect the value thereof; and
- (f) notwithstanding the foregoing, the Manager may adjust the value of any investment or permit some other method of valuation to be used if, having regard to relevant circumstances, the Manager (following consultation with the Trustee) considers that such adjustment is required to fairly reflect the value of the investment.

The Trustee will perform any currency conversion at rates it determines appropriate.

The above summary is, by its nature, limited and does not provide a complete description of how the various assets of an Index Fund are valued. Investors are encouraged to review the specific provisions of the Trust Deed in relation to valuation of assets.

## **Suspension of Net Asset Value**

The Manager may, after consultation with the Trustee, declare a suspension of the determination of the Net Asset Value of any Index Fund for the whole or any part of any period during which:

- (a) there exists any state of affairs prohibiting the normal disposal of the relevant Index Fund's investments; or
- (b) there is a breakdown in any of the means normally employed in determining the Net Asset Value of the relevant Index Fund or the Net Asset Value per Unit of the relevant Index Fund, or when for any other reason the value of any Security or other asset in the relevant Index Fund cannot, in the opinion of the Manager, reasonably, promptly and fairly be ascertained; or
- (c) circumstances exist as a result of which, in the opinion of the Manager, it is not reasonably practicable to realise any Securities held or contracted for the account of that Index Fund or it is not possible to do so without seriously prejudicing the interest of Unitholders of that Index Fund; or
- (d) the remittance or repatriation of funds which will or may be involved in the realisation of, or in the payment for, the Securities of that Index Fund or the subscription or realisation of Units of the relevant Index Fund is delayed or cannot, in the opinion of the Manager, be carried out promptly or at normal rates of exchange; or
- (e) the right to redeem Units of the relevant class is suspended.

Any suspension shall take effect upon the declaration thereof and thereafter there shall be no determination of the Net Asset Value of the relevant Index Fund and the Manager shall be under no obligation to rebalance the Index Fund until the suspension is terminated on the earlier of (a) the Manager declaring the suspension at an end and (b) the first Dealing Day on which (i) the condition giving rise to the suspension shall have ceased to exist and (ii) no other condition under which suspension is authorised exists.

The Manager shall notify the SFC and publish a notice of suspension following the suspension, and at least once a month during the suspension, on its website at [www.blackrock.com/hk](http://www.blackrock.com/hk) or in such publications as it decides.

No Units will be issued or redeemed during any period of suspension of the Net Asset Value.

## **Issue Price and Redemption Value**

The Issue Price of Units of an Index Fund, created and issued pursuant to a Creation Application, will be the Net Asset Value of the relevant Index Fund divided by the total number of Units of the Index Fund in issue rounded to the nearest 4 decimal places.

The Redemption Value of a Unit on a Dealing Day shall be the Net Asset Value of the relevant Index Fund divided by the total number of Units in issue for that Index Fund rounded to the nearest 4 decimal places.

The Issue Price and the Redemption Value for the Units (or the last Net Asset Value of the Units) will be available on the Manager's website at [www.blackrock.com/hk](http://www.blackrock.com/hk) or published in such publications as the Manager may decide from time to time.

Neither the Issue Price nor Redemption Value takes into account Duties and Charges or fees payable by the Participating Dealer.

## FEES AND EXPENSES

There are 3 levels of fees and expenses applicable to investing in an Index Fund as set out in the following table, current as at the date of the Prospectus.

<b>Fees and expenses payable by Participating Dealers on creation and redemption of Units (primary market)</b>	<b>Amount</b>
Transaction Fee	For Hong Kong dollars cash Creation and Redemption Applications and in-specie Creation and Redemption Applications (for iShares MSCI Emerging Asia ETF only): HK\$16,000 <sup>1</sup> per Application  For US dollars cash Creation and Redemption Applications (for iShares Core MSCI Asia ex Japan ETF only): US\$2,000 and HK\$1,000 <sup>2</sup> per Application
Application Cancellation Fee (for all Creation and Redemption Applications) HK\$10,000 <sup>3</sup> per Application (for the iShares MSCI Emerging Asia ETF )	HK\$10,000 <sup>3</sup> per Application (for the iShares MSCI Emerging Asia ETF )  US\$1,300 <sup>3</sup> per Application (for iShares Core MSCI Asia ex Japan ETF)
Extension Fee (for all Creation and Redemption Applications)	HK\$10,000 <sup>4</sup> per Application (for the iShares MSCI Emerging Asia ETF )  US\$1,300 <sup>4</sup> per Application (for iShares Core MSCI Asia ex Japan ETF)
Partial Delivery Request Fee (for all Creation and Redemption Applications)	HK\$10,000 <sup>5</sup> per Application (for the iShares MSCI Emerging Asia ETF )  US\$1,300 <sup>5</sup> per Application (for iShares Core MSCI Asia ex Japan ETF)
Stamp duty	Nil
Transaction levy and trading fee	Nil

<sup>1</sup> HK\$15,000 is payable to the Registrar and HK\$1,000 is payable to the Service Agent (for iShares MSCI Emerging Asia ETF only)

<sup>2</sup> For US dollars cash Creation and Redemption Applications (for iShares Core MSCI Asia ex Japan ETF only) US\$2,000 is payable to the Registrar and HK\$1,000 is payable to the Service Agent.

<sup>3</sup> An Application Cancellation fee is payable to the Trustee and/or Registrar by the Participating Dealer in respect of either a withdrawn or failed Creation Application or Redemption Application. Cancellation compensation may also be payable pursuant to the terms of the operating Guidelines.

<sup>4</sup> An extension fee is payable by the Participating Dealer to the Trustee on each occasion the Manager grants the Participating Dealer's request for extended settlement in respect of a Creation or Redemption Application.

<sup>5</sup> A partial delivery request fee is payable by the Participating Dealer for the benefit of the Trustee or Registrar on each occasion the Manager grants the Participating Dealer's request for partial settlement.

<b>Fees and expenses payable by investors on SEHK (secondary market)</b>	<b>Amount</b>
Brokerage	Market rates
Transaction levy	0.0027% <sup>6</sup>
Trading fee	0.005% <sup>7</sup>
Stamp Duty	Nil <sup>8</sup>
Inter-counter transfer fee (for iShares Core MSCI Asia ex Japan ETF only)	HK\$5 per instruction

No money should be paid to any intermediary in Hong Kong which is not licensed or registered to carry on Type 1 regulated activity under Part V of the SFO.

<b>Fees and expenses payable by Index Funds (see further disclosure below)</b>	<b>Amount</b>
Management Fee <sup>9</sup>	% of Net Asset Value as set out in “Descriptions of the Index Funds”

### **Fees and Expenses Payable by the Index Funds**

Each Index Fund employs a single management fee structure, with each Index Fund paying all of its fees, costs and expenses (and its due proportion of any costs and expenses of the Trust allocated to it) as a single flat fee (the “Management Fee”). Fees and expenses taken into account in determining an Index Fund’s Management Fee include, but are not limited to, the Manager’s fee, Trustee’s fee (which includes fees for registrar and custody and administration transaction handling fees), fees of the custodian, fees and expenses of the auditor, fees of service agents, ordinary legal and out-of-pocket expenses incurred by the Trustee or Manager, and the costs and expenses of licensing indices used in connection with an Index Fund. The Manager reserves the right in its discretion to share part of the Management Fee (that the Manager is entitled to receive as its own fee) with any distributor or sub-distributor of an Index Fund. A distributor may re-allocate an amount of any distribution fee to the sub-distributors. The Management Fee does not include brokerage and transaction costs (including but not limited to fees, charges, commissions or spreads relating to the acquisition or disposal of portfolio assets), stamp duty, taxes and extraordinary items such as litigation expenses. The Management Fee is accrued daily, paid monthly in arrears.

If an Index Fund invests in another ETF managed by the Manager, the Manager shall ensure that neither the Index Fund nor its Unitholders suffer an increase in the overall total of initial charges, management fees and other costs and charges payable to the Manager or any Connected Person by investing in the other ETF.

The Index Funds will not be charged for any promotional expenses including those incurred by any marketing agents and any fees imposed by such marketing agents on their customers investing in the Index Funds will not be paid (either in whole or in part) out of the Index Funds.

<sup>6</sup> Transaction levy of 0.0027% of the price of the Units payable by the buyer and the seller.

<sup>7</sup> Trading fee of 0.005% of the price of the Units, payable by the buyer and the seller.

<sup>8</sup> With effect from 13 February 2015, no stamp duty is payable on the transfer (purchase or sale) of units of all exchange traded funds traded on the SEHK.

<sup>9</sup> Accrued daily and payable monthly in arrears.



**Establishment Costs**

The cost of establishing the Trust and each Index Fund including the preparation of this Prospectus, the costs of seeking and obtaining the listing and all initial legal and printing costs has been borne by the Manager. If subsequent Index Funds are launched and incur establishment costs which are specific to them, such expenses may either be allocated to the relevant Index Fund for whose account they were incurred or be paid by the Manager.

**Increase in fees**

The fees payable to the Manager and the Trustee (which are included in the calculation of the Management Fee) may be increased on 3 months' notice to Unitholders, subject to (i) a maximum of 2% per annum of the Net Asset Value in case of the fees payable to the Manager and (ii) a maximum of 1% per annum of the Net Asset Value in case of the fees payable to the Trustee.



## RISK FACTORS

An investment in the Trust carries various risks referred to below. Each of these risks may affect the Net Asset Value, yield, total return and trading price of the Units. There can be no assurance that the investment objective of an Index Fund will be achieved. Prospective investors should carefully evaluate the merits and risks of an investment in a particular Index Fund in the context of their overall financial circumstances, knowledge and experience as an investor. The summary risk factors set forth below are intended merely to highlight certain risks of the Index Funds. Each Index Fund has particular risks that are specifically identified in the section of this Prospectus titled "Descriptions of the Index Funds".

### Investment Risk

**Emerging Market Risk.** Some overseas markets in which Index Funds 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 foreign 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 an Index Fund to sub-custodial risk in circumstances whereby the Trustee will have no liability; the risk of expropriation of assets and the risk of war.

**Economic Risk.** Economic instability in an emerging market may arise when such country is heavily dependent upon commodity prices and international trades. Economies in emerging market countries have been and may continue to be adversely affected by the economics of their trading partners, foreign exchange controls, managed adjustments in relative currency values, trade barriers and other protectionist measures imposed or negotiated by the countries with which they trade. Some emerging market countries have experienced currency devaluations and some have experienced economic recessions causing a negative effect on their economies and securities markets.

**Political and Social Risk.** Some governments in emerging market countries are authoritarian or have been installed or removed as a result of military coup and some have periodically used force to suppress civil dissent. Disparities of wealth, the pace and success of democratisation and capital market development and ethnic, religious and racial disaffection, among other factors, have also led to social unrest, violence and/or labour unrest in some emerging market countries. Unanticipated political or social developments may result in sudden and significant investment losses. All of these factors can have a material impact on the Underlying Index and create a risk of higher price volatility which, in turn, can increase any tracking error.

**Market Risk.** Past performance is not indicative of future performance. The Net Asset Value of an Index Fund will change with changes in the market value of the Securities it holds. The price of Units and the income from them may go down as well as up. There can be no assurance that an Index Fund will achieve its investment objective or that an investor will achieve profits or avoid

losses, significant or otherwise. The capital return and income of each Index Fund is based on the capital appreciation and income on the Securities it holds, less expenses incurred. Each Index Fund's return may fluctuate in response to changes in such capital appreciation or income. Furthermore, each Index Fund may experience volatility and decline in a manner that broadly corresponds with its Underlying Index. Investors in an Index Fund are exposed to the same risks that investors who invest directly in the underlying Securities would face. These risks include, for example, interest rate risks (risks of falling portfolio values in a rising interest rate market); income risks (risks of falling incomes from a portfolio in a falling interest rate market); and credit risk (risk of a default by the underlying issuer of a Security that forms part of the Underlying Index).

**Potential Market Volatility Risk.** Investors should note that the Shanghai Stock Exchange and the Shenzhen Stock Exchange on which the A Shares are traded are undergoing development. Market volatility may result in significant fluctuations of the price of securities traded on such markets, which would therefore impact upon the any fund which has exposure to A Shares.

**Accounting and Reporting Standards Risk.** PRC companies (including those that have issued A Shares) are required to follow PRC accounting standards and practices which follow international accounting standards to a certain extent. However the accounting, auditing and financial reporting standards and practices applicable to PRC companies may be less rigorous, and there may be significant differences between financial statements prepared in accordance with the PRC accounting standards and practices and those prepared in accordance with international accounting standards.

**Asset Class Risk.** Although the Manager is responsible for the continuous supervision of the investment portfolio of each Index Fund, the returns from the types of Securities in which an Index Fund invests may underperform or outperform returns from other Securities markets or from investment in other assets. Different types of securities tend to go through cycles of outperformance and underperformance when compared with other general Securities markets.

**Foreign Security Risk.** Index Funds may invest in the equity markets of a single country or multiple countries within a geographical region depending on the Underlying Index composition. These markets are subject to special risks associated with foreign investment including market fluctuations caused by factors affected by political and economic developments. Investing in the Securities of non-Hong Kong entities involves special risks and considerations not typically associated with investing in Hong Kong entities. These include differences in accounting, auditing and financial reporting standards, the possibility of nationalisation of assets, expropriation or confiscatory taxation, or regulation, the imposition of withholding taxes on payments or distributions referable to underlying Securities, adverse changes in investment, tax or exchange control regulations, economic growth and indicators (such as GDP, inflation rate, self sufficiency and balance of payments position of the relevant economy), government regulation, political instability that could affect local investments in foreign countries, and potential restrictions on the flow of international capital. Each of these factors may have a large impact on the performance of the Index Funds.

**Derivatives Risk.** Each Index Fund may invest in stock index future contracts and other FDIs. Investing in a FDI is not the same as investing directly in an underlying asset which is part of the relevant Underlying Index.

A FDI is a form of contract. Under the terms of a derivative contract the relevant Index Fund and its counterparty (i.e. the person(s) with whom the Index Fund has made the agreement) agree to make certain payments to the other party under particular circumstances or on the occurrence of particular events specified in the contract. The value of the FDI depends on, or is derived from, or determined by reference to, the value of an underlying asset such as a Security or an index. FDIs may be more sensitive to factors which affects the value of investments. Accordingly FDIs have a high degree of price variability and are subject to occasional rapid and substantial price changes. As a result, a relatively small price movement in a FDI may result in immediate and substantial loss (or gain) to the Index Fund. An Index Fund's losses may be greater if it invests in FDIs than if it invests only in conventional Securities.

In addition, many FDIs are not traded on exchanges. This means that it may be difficult for the Index Funds to sell its investments in FDIs in order to raise cash and/or to realise a gain or loss. The sale and purchase of FDIs, which are not traded on an exchange, are privately negotiated and are generally not subject to regulation by government authorities and it may be difficult to find a willing buyer/seller because there is no regulatory requirement for a Market Maker to ensure that there is continuous market for such FDIs.

**Derivatives Counterparty Risk.** As explained in the section on Derivatives Risk, a FDI is a form of contract. Payments to be made under a FDIs contract are not made through or guaranteed by a central clearing agency. Accordingly each Index Fund which invests in FDIs is exposed to the risk of its counterparty being unwilling or unable to perform its payment (and other) obligations under the contract. If the counterparty to the FDI is involved in any insolvency event, the value of that FDI may drop substantially or be worth nothing. This is because investing in a FDI is not the same as investing directly in an underlying asset which is part of the Underlying Index.

**Passive Investments Risks.** The Index Funds are passively managed. The aim of each Index Fund is to track the performance of the relevant Underlying Index. The Index Funds do not try to beat or perform better than the relevant Underlying Index. Each Index Funds invests (either directly or indirectly) in the Securities included in or representative of its Underlying Index regardless of their investment merit, except to the extent of any representative sampling investment strategy. The Manager does not attempt to select stocks individually or to take defensive positions in declining markets. Investors should note that the lack of discretion on the part of the Manager to adapt to market changes due to the inherent investment nature of Index Funds will mean that falls in the relevant Underlying Index are expected to result in corresponding falls in the value of the Index Funds.

**Management Risk.** Because there can be no guarantee that an Index Fund will fully replicate its Underlying Index and may hold non-index stocks, it is 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. In addition, the Manager has absolute discretion to exercise Unitholders' rights with respect to Securities comprising the Index Fund. There can be no guarantee that the exercise of such discretion will result in the investment objective of the Index Fund being achieved. Investors should also note that none of the Unitholders has any voting rights with respect to Securities held by the Index Funds.

**Tracking Error Risk.** The NAV of an Index Fund may not have exactly the same Net Asset Value of its Underlying Index. Factors such as the fees and expenses of an Index Fund, the investments of an Index Fund not matching exactly the Securities which make up the its Underlying Index (e.g. where it uses representative sampling), an inability to rebalance an Index Fund's holdings of Securities in response to changes in the constituents of the Underlying Index, rounding of Security prices, changes to the Underlying Indices and regulatory policies may affect the Manager's ability to achieve close correlation with the relevant Underlying Index. This may cause each Index Fund's returns to deviate from its Underlying Index. This may cause each Index Fund's returns to deviate from its Underlying Index. There can be no assurance of exact or identical replication at any time of the performance of the Underlying Index.

**Concentration Risk.** To the extent that an Underlying Index is concentrated in the Security in a particular market, industry, group of industries, sectors, asset class or geographical region, the relevant Index Fund may be adversely affected by the performance of those Securities. It may be subject to price volatility and may be more susceptible to adverse economic, market, political or regulatory event affecting that market, industry, group of industries, sector, asset class or geographical region.

**Foreign Exchange Risk.** Many of the assets and Securities of the Index Funds are not denominated in Hong Kong dollars or US dollars. A substantial portion of the revenue and income of the Index Funds is received in currencies other than Hong Kong dollars or US dollars. Accordingly, any fluctuation in the relevant exchange rates will affect the value of Securities as well

as the NAV of the relevant Index Fund. Because each Index Fund's NAV is determined on the basis of its base currency (i.e. HKD/ USD), but Securities will be denominated in other currencies, investors may lose money depending on fluctuations between the local currency and the base currency, and vice versa. Significant changes, including changes in liquidity, may occur in foreign exchange markets within very short periods of time, often within minutes. An Index Fund may experience losses if the values of its currency forwards and futures positions were poorly correlated with its other investments or if it could not close out its positions because of an illiquid market. Some of the risks associated with foreign exchange transactions include but are not limited to:

- exchange rate risk;
- maturity gaps;
- interest rate risk;
- counterparty risk; and
- potential interference from government intervention through regulation of local exchange markets, foreign investment or particular transactions in foreign currency and devaluation of foreign currency.

**Operational Risk.** Trading errors are an intrinsic factor in any complex investment process, and will occur, notwithstanding the execution of due care and special procedures designed to prevent such errors. Such trade errors may have adverse consequences (for example, due to an inability to correct effectively such an error when detected).

**Distributions May Not Be Paid Risk.** Whether an Index 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 Securities of the relevant Underlying Index. Dividend payment rates in respect of such 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.

**Dividends Payable Out of Capital or Effectively Out of Capital Risk.** The Manager may at its discretion pay dividends out of the capital of the Index Funds. The Manager may also, at its discretion, pay dividend out of gross income while all or part of the fees and expenses of the relevant Index Fund are charged to/paid out of the capital of such Index Fund, resulting in an increase in distributable income for the payment of dividends by the relevant Index Fund and therefore, the Index Fund may effectively pay dividend out of capital. Payment 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 or effectively out of an Index Fund's capital may result in an immediate reduction of the Net Asset Value per unit.

**All Investments Risk Loss of Capital.** There is no guarantee that a particular Index Fund's investments will be successful. In addition, trading errors are an intrinsic factor in any complex investment process, and will occur, notwithstanding the execution of due care and special procedures designed to prevent such errors. Such trade errors may have adverse consequences of a magnitude that they would not have in the case of securities trading (for example, due to an inability to efficiently correct such an error when detected).

**No Trading Market in the Units.** Although the Units are listed on the SEHK and one or more market makers have been appointed, 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 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.

**Counterparty to the Executing Broker Risk.** Institutions, such as brokerage firms, banks, and broker-dealers, may enter into transactions with the Trustee in relation to the sale and purchase of assets or Securities. Bankruptcy, fraud, regulatory sanction or a refusal to complete a transaction at one of these institutions could significantly impair the operational capabilities or the capital position of the Trust or a particular Index Fund. The Manager intends to attempt to limit the Index Funds' investment transactions to well-capitalised and established banks and brokerage firms in an effort to mitigate such risks. There can be no guarantee that transactions between such counterparties will always be completed in the manner contemplated by, and favourable to, the Index Funds. Furthermore, the Manager is permitted to borrow for the account of the relevant Index Fund in order to carry out its functions under the Trust Deed. Borrowings may be secured by the Securities or other assets of the Index Funds that are pledged to counterparties as collateral.

**Counterparty to the Custodian Risk.** An Index Fund will be exposed to the credit risk of any custodian or any depository used by the custodian where cash is held by the custodian or other depositories. Where the custodial and/or settlement systems in a market an Index Fund invests in are not fully developed, the assets of the Index Fund may be exposed to custodial risk. In the event of the liquidation, bankruptcy or custodian or other depositories, the Index Fund may take a longer time to recover its assets. In extreme circumstances such as the retroactive application of legislation and fraud or improper registration of title, the Index Fund may even be unable to recover all of its assets. The costs borne by the Index Fund in investing and holding investments in such market will be generally higher than in organised securities markets. Further, in the event of the insolvency of the custodian or other depositories, the Index Fund will be treated as a general creditor of the custodian or other depositories in relation to cash holdings of the Index Fund. The Index Fund's Securities are however maintained by the custodian or other depositories in segregated accounts and should be protected in the event of insolvency of the custodian or other depositories.

**Indemnity Risk.** Under the Trust Deed, the Trustee and the Manager have the right to be indemnified for any liability or expense incurred by them in performing their respective duties except as a result of their own negligence, default or breach of duty or trust. Any reliance by the Trustee or the Manager on the right of indemnity would reduce the assets of the affected Index Fund or the Trust and the value of the Units.

**Operating Cost Risk.** There is no assurance that the performance of the Index Funds will achieve their investment objective. The level of fees and expenses payable by the Index Funds will fluctuate in relation to the Net Asset Value. Although the amounts of certain ordinary expenses of the Index Funds can be estimated, the growth rate of the relevant Index Funds, and hence its Net Asset Value, cannot be anticipated. Accordingly, no assurance can be given as to the performance of the Index Funds or the actual level of its expenses.

**Epidemic and Pandemic Risks.** The impact of epidemics, pandemics or outbreaks of contagious diseases (such as the avian flu, swine flu, African swine fever, Severe Acute Respiratory Syndrome (SARS), Middle East Respiratory Syndrome (MERS), Ebola virus disease and COVID-19) could affect the economies of many nations, individual companies and the market in general in ways that cannot necessarily be foreseen at the present time. The impact could include wide spread and severe interruption of economic activities, national holidays being extended and personnel being placed in quarantine and/or leave of absence, the closure of transport links for affected regions, and the implementation and enforcement of quarantine and lockdowns of affected regions. An effective vaccine may not be discovered in time to protect against such epidemic or pandemic, or to mitigate the impact of the contagious disease.

Such health crisis may exacerbate other pre-existing political, social and economic risks in certain countries. It is possible that the impact of any such outbreak of a disease will affect certain countries or regions in a more severe manner, relative to other parts of the world. In addition, the impact of



infectious diseases in emerging developing or emerging market countries may be greater due to less established health care systems.

## **Market Trading Risks Associated with an Index Fund**

**Dependence upon Trading Market for Index Shares.** The existence of a liquid trading market for the Index Fund's investments will depend on whether there is supply of, and demand for, such investments. There can be no assurance that there will be active trading in any of the Index Fund's investments (including for example where there is a suspension of trading of an Index Fund's investments due to trading band limits or circuit breaker mechanisms operating in the relevant trading market of such investments). The price at which an Index Fund's investments may be purchased or sold by the Index Fund upon any rebalancing activities or otherwise and the net asset value of the Index Fund may be adversely affected if trading markets for the Index Fund's investments are limited or absent.

**Absence of Active Market and Liquidity Risks.** Although Units of each Index Fund are listed for trading on the SEHK, there can be no assurance that an active trading market for such Units will develop or be maintained. In addition, if the underlying Securities which comprise an Index 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 a Unitholder needs to sell its Units at a time when no active market for them exists, the price it receives for its Units – assuming it is able to sell them – is likely to be lower than the price received if an active market did exist.

**Liquidity Risk.** 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.

**Reliance on Market Makers Risk.** Investors should note that liquidity in the market for the Units may be adversely affected if there is no Market Maker for an Index Fund. It is the Manager's intention that there will always be at least one Market Maker for the Units and the Manager will use its best endeavours to put in place arrangements so that at least one Market Maker for the Units gives not less than 3 months notice prior to the termination of the market making arrangement.

**Reliance on Participating Dealers Risk.** The creation and redemption of Units may only be effected through Participating Dealers. A Participating Dealer may charge a fee for providing this service. Participating Dealers will not be able to create 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 is not compiled or published. In addition, Participating Dealers will not be able to issue or redeem Units if some other event occurs that impedes the calculation of the NAV of an Index Fund or disposal of an Index Fund's Securities cannot be effected. Where a Participating Dealer appoints an agent (who is a CCASS participant) to perform certain CCASS-related functions, if the appointment is terminated and the Participating Dealer fails to appoint an alternative agent, or if the agent ceases to be a CCASS participant, the creation or redemption of Units by such Participating Dealer may also be affected. Since the number of Participating Dealers at any given time will be limited, and there may even be only one Participating Dealer at any given time, there is a risk that investors may not always be able to create or redeem Units freely.

**Units May Trade at Prices Other than Net Asset Value Risk.** Units of an Index Fund trade on the SEHK at prices above or below the most recent Net Asset Value. The Net Asset Value per Unit of each Index Fund is calculated at the end of each Business Day and fluctuates with changes in the market value of such Index Fund's holdings and changes in the exchange rate between the base currency and, where Securities are denominated in another currency, the subject foreign currency. The trading prices of an Index Fund's Units fluctuate continuously throughout the trading hours based on market supply and demand rather than Net Asset Value. The trading price of an Index Fund's Units may deviate significantly from Net Asset Value particularly during periods of

market volatility. Any of these factors may lead to the Units of an Index Fund trading at a premium or discount to the Net Asset Value in the secondary market. On the basis that Units can be created and redeemed in Application Units at Net Asset Value, the Manager believes that large discounts or premiums to Net Asset Value are not likely to be sustained over the long-term. While the creation/redemption feature is designed to make it likely that a particular Index Fund's Units will normally trade at prices close to the Index Fund's next calculated Net Asset Value, trading prices are not expected to correlate exactly with the relevant Index Fund's Net Asset Value due to reasons relating to timing as well as market supply and demand factors. In addition, disruptions to creations and redemptions or the existence of extreme market volatility may result in trading prices that differ significantly from Net Asset Value. In particular, if an investor purchases Units at a time when the market price is at a premium to Net Asset Value or sells when the market price is at a discount to Net Asset Value, then the investor may sustain losses.

**Investors Buying at a Premium Risk.** The Index Funds may be terminated early under certain circumstances as set out in the section "Termination". Upon an Index Fund being terminated, the Trustee will distribute the net cash proceeds (if any) derived from the realisation of the investments comprised in such Index Fund to the Unitholders in accordance with the Trust Deed. Any such amount distributed may be more or less than the capital invested by the Unitholder. A Unitholder who purchases Units at a time when the market price is at a premium to Net Asset Value may therefore be unable to recover the premium in the event any Index Fund is terminated.

**Differences Between Primary and Secondary Market Trading Hours Risk.** Units of an Index Fund may trade on the SEHK even when the Index Fund does not accept orders to create 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 Index Fund accepts creation and redemption orders. Additionally, as foreign stock exchanges may be open when Units in an Index Fund are not priced, the value of the Securities in an Index Fund's portfolio may change on days when investors will not be able to purchase or sell an Index Fund's Units.

The market prices of underlying Securities listed on a foreign stock exchange may not be available during part of all of the SEHK trading sessions due to time zone differences which may result in the trading price of the Index Fund deviating away from Net Asset Value.

**Cost of Trading Units Risk.** Buying or selling Units involves 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, which is the difference between what investors are willing to pay for the Units (bid price) and the price 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.

**Suspension of Trading Risk.** Investors and potential investors will not be able to buy, nor will investors be able to sell, Units on the SEHK during any period in which trading of the Units is suspended. 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 Manager may, in accordance with The Rules Governing the Listing of Securities on the SEHK, request for the trading of Units to be suspended. Any such suspension would depend on the SEHK's agreement to the suspension. The subscription and redemption of Units may also be suspended if the trading of Units is suspended.

## **Risks Associated with the Underlying Index**

**The Underlying Index is Subject to Fluctuations Risk.** The performance of the Units should, before 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.

**Composition of and Weightings in the Underlying Index May Change Risk.** The companies which comprise the Underlying Index are changed by the Underlying Index Provider from time to time. The price of the Units may rise or fall as a result of such changes. The composition of the Underlying Index may also change if one of the constituent companies were to delist its shares or if a new eligible company were to list its shares and be added to the Underlying Index. If this happens, the weighting or composition of the Securities owned by the underlying Index Fund would be changed as considered appropriate by the Manager to achieve the Investment Objective. 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.

**Licence to Use Underlying Index may be Terminated Risk.** The Manager is granted a licence by each of the Index Providers to use the relevant Underlying Index to create the Index Fund based on the relevant Underlying Index and to use certain trade marks and any copyright in the relevant Underlying Index. An Index Fund may not be able to fulfil its objective and may be terminated if the relevant licence agreement is terminated. An Index 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. The Index Provider and the Manager (and its Connected Persons) are independent of one another.

**Underlying Index Related Risk.** As prescribed by this Prospectus, in order to meet its investment objective, the relevant Index Fund seeks to achieve a return which corresponds generally to the price and yield performance, before fees and expenses, of the Underlying Index as published by the Index Provider. 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. While the Index Provider does provide descriptions of what the relevant Underlying Index is designed to achieve, the Index Provider does not provide any warranty or accept any liability in relation to the quality, accuracy or completeness of data in respect of their indices, and does not guarantee that the relevant Underlying Index will be in line with their described index methodology. The Manager's mandate as described in this Prospectus is to manage the relevant Index Fund consistently with the Underlying Index provided to the Manager. Consequently, the Manager does not provide any warranty or guarantee for Index Provider errors. Errors in respect of the quality, accuracy and completeness of the data may occur from time to time and may not be identified and corrected for a period of time, particularly where the indices are less commonly used. Therefore gains, losses or costs associated with Index Provider errors will be borne by the relevant Index Fund and its Unitholders. For example, during a period where the relevant Underlying Index contains incorrect constituents, an Index Fund tracking such published Underlying Index would have market exposure to such constituents and would be underexposed to the Underlying Index's other constituents. As such, errors may result in a negative or positive performance impact to the relevant Index Fund and its Unitholders. Unitholders should understand that any gains from Index Provider errors will be kept by the relevant Index Fund and its Unitholders and any losses resulting from Index Provider errors will be borne by the relevant Index Fund and its Unitholders.

Apart from scheduled rebalances, the relevant Index Provider may carry out additional ad hoc rebalances to the relevant Underlying Index in order, for example, to correct an error in the selection of index constituents. Where an Underlying Index is rebalanced and the relevant Index Fund in turn rebalances its portfolio to bring it in line with its Underlying Index, any transaction costs and market exposure arising from such portfolio rebalancing will be borne directly by the relevant Index Fund and its Unitholders. Unscheduled rebalances to the Underlying Index may also expose the relevant Index Fund to tracking error risk, which is the risk that its returns may not track exactly those of the Underlying Index. Therefore, errors and additional ad hoc rebalances carried out by the Index Provider to the Underlying Index may increase the costs and market exposure risk of the relevant Index Fund.

The past performance of the Underlying Index is not a guide to future performance. The Manager does not guarantee the accuracy or the completeness of the Underlying Index or any data included therein and the Manager shall have no liability for any errors, omissions or interruptions therein.



The Manager makes no warranty, express or implied, to the Unitholders of the relevant Index Fund or to any other person or entity, as to results to be obtained by the relevant Index Fund from the use of the Underlying Index or any data included therein. Without limiting any of the foregoing, in no event shall the Manager have any liability for any special, punitive, direct, indirect or consequential damages (including lost profits), even if notified of the possibility of such damages.

**Composition of the Underlying Index May Change Risk.** The Securities constituting the relevant Underlying Index will change as the Securities of the Underlying Index are delisted, or as the Securities mature or are redeemed or as new Securities are included in the relevant Underlying Index. When this happens the weightings or composition of the Securities owned by an Index Fund will change as considered appropriate by the Manager 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 Index Fund will, at any given time accurately reflect the composition of the relevant Underlying Index (refer to “Tracking Error Risk”).

## Regulatory Risks

**Withdrawal of SFC Authorisation Risk.** Each Index Fund has been authorised as a collective investment scheme under the Code by the SFC pursuant to section 104 of the Securities and Futures Ordinance. Authorisation by the SFC of an Index Fund is not a recommendation or endorsement of the relevant Index Fund nor does it guarantee the commercial merits of a product or its performance. It does not mean a particular Index Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors. The SFC reserves the right to withdraw the authorisation of any Index Fund or impose such conditions as it considers appropriate. Without limiting the foregoing, the SFC may withdraw authorisation where the SFC no longer considers the Underlying Index acceptable. If the Manager does not wish an Index Fund to continue to be authorised by the SFC, the Manager will give Unitholders at least 3 months’ notice of the intention to seek SFC’s withdrawal of such authorisation. In addition, any authorisation granted by the SFC may be subject to certain waivers which may be withdrawn or varied by the SFC. If as a result of such withdrawal or variation of waivers it becomes illegal, impractical or inadvisable to continue an Index Fund, the relevant Index Fund will be terminated.

**Units May be Delisted from the SEHK Risk.** The SEHK imposes certain requirements for the continued listing of Securities, including the Units, on the SEHK. Investors cannot be assured that the Index 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 of an Index Fund are delisted from the SEHK, Unitholders will have the option to redeem their Units by reference to the Net Asset Value of the relevant Index Fund. Where the Index Fund remains authorised by the SFC, such procedures required by the Code will be observed by the Manager.

**Legal and Regulatory Risk.** Each Index Fund must comply with regulatory constraints or changes in the laws affecting it or its investment restrictions which might require a change in the investment policy and objectives followed by an Index Fund. Furthermore, such change in the laws may have an impact on the market sentiment which may in turn affect the performance of the Underlying Index and as a result the performance of an Index Fund. It is impossible to predict whether such an impact caused by any change of law will be positive or negative for any Index Fund. In the worst case scenario, a Unitholder may lose all its investments in the Index Fund.

**Taxation in Overseas Jurisdictions Risk.** The Index Funds will make investments in a number of different jurisdictions. Interest, dividend and other income realised by an Index Fund from sources in these jurisdictions, and capital gains realised on the sale of assets may be subject to withholding and other taxes (e.g. stamp duty, securities transaction tax, financial transaction tax, etc.) levied by the jurisdiction in which the income is sourced and/or in which the issuer is located and/or in which the permanent establishment is located. It is impossible to predict the rate of foreign tax that the Index Funds may be required to pay since the nature and amounts of assets to be invested in any particular jurisdiction, the tax treatment of the activities of the Index Funds in any particular

jurisdiction, and the ability of the Index Funds to reduce such taxes in any particular jurisdiction are not known. Furthermore such taxes can be substantial and the Index Funds may not be able to recover those taxes, which could adversely impact the Net Asset Value of the Index Funds. It is not practical to provide more specific disclosure of the tax consequences that might result from an investment in an Index Fund.

**Foreign Account Tax Compliance Act (“FATCA”) Risk.** Although the Manager will attempt to satisfy any obligations imposed on it and to avoid the imposition of any FATCA withholding tax, no assurance can be given that the Trust or any Index Fund will be able to achieve this and/or satisfy such FATCA obligations. If any Index Fund becomes subject to a 30% FATCA penalty withholding tax (further described under the sub-section headed “FATCA” in the section headed “Taxes” on page 61) as a result of the FATCA regime, the value of the Units held by Unitholders may suffer material loss. Any withholding will be conducted by the Manager acting in good faith and on reasonable grounds, as permitted by applicable laws and regulations.

**Taxation.** Investing in an Index 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.

**Termination of the Trust or Index Fund.** Under the terms of the Trust Deed and as summarised under the section headed “Statutory and General Information – Termination” of this Prospectus, the Manager or Trustee may terminate the Trust (or in the case of the Manager, an Index Fund in addition to the Trust). All Index Funds will terminate upon the termination of the Trust. Notice of any termination of an Index Fund or the Trust will be given to the Unitholders after the SFC has approved release of the notice. The notice will contain the reasons for the termination, the consequences to Unitholders of terminating the Index Fund or Trust and the alternatives available to them, and any other information required by the Code. Upon the Trust or an Index Fund being terminated, the Trustee will distribute the net cash proceeds (if any) derived from the realisation of the investments comprised in the Trust or the relevant Index Fund to the Unitholders in accordance with the Trust Deed. Any such amount distributed may be less than the capital invested by the Unitholder. In that event, a Unitholder may suffer a loss.

## MANAGEMENT OF THE TRUST

### The Manager

The Manager is BlackRock Asset Management North Asia Limited (the “Manager”). The Manager is part of the BlackRock group of companies, the ultimate holding company of which is BlackRock, Inc., which provides investment management services internationally for institutional, retail and private clients.

The Manager was incorporated in Hong Kong with limited liability on 10 August 1998 and is licensed by the SFC to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance.

Under the Trust Deed, the monies forming part of each Index Fund are invested, at the direction of the Manager, in accordance with the Trust Deed. The Manager is responsible for placing purchase and sale orders and providing continuous supervision of the investment portfolio of each Index Fund. The Manager is also the Listing Agent for each of the Index Funds.

Without limiting the other powers mentioned in this Prospectus, the Manager may purchase and sell investments for the account of any Index Fund and subject to the provisions of the Trust Deed and enter into such contracts including sale and purchase agreements, loans, stock lending arrangements and broker and trading agreements in accordance with the Trust Deed, as it deems appropriate in the performance of its role as Manager.

The Manager has sufficient human and technical resources and capability plus adequate infrastructure systems, operating processes, controls and procedures in place for the management of the Index Funds, including cross border money flow, creation and redemptions, general operations, cash management, procedures for handling corporate/other special events, portfolio composition file generation and checking, reference underlying portfolio value or indicative NAV checking and monitoring and tracking error management.

### The Directors of the Manager

**Belinda Boa**, CFA, Managing Director, is Head of Active Investments for Asia Pacific & CIO of Emerging Markets, Fundamental Active Equity, where she is responsible for delivering investment excellence and investment success in the region both internally and externally. The role will encompass all areas of the Active Investment business including Fundamental Equity, Fixed Income, Scientific Active Equity and Multi-Asset. In addition, Ms Boa will oversee regionally regulated activities of investors. Ms. Boa is a member of the Asia Pacific Executive Committee. Prior to assuming her current role in 2015, Ms. Boa was head of Risk and Quantitative Analysis for APAC where she was responsible for all areas of risk across the region, including investment risk, credit and counterparty risk and corporate and operational risk. Ms. Boa has worked in quantitative finance for over 15 years in London and South Africa. Prior to moving to Asia, she was a senior risk manager, leading the Risk and Quantitative Research team in London, where she was focused on the equity business. She started her career in equity research working for RMB Asset Management. Ms. Boa is a qualified Chartered Financial Analyst and a member of the London Quant Group. Ms Boa earned her degree with honours in Finance and Statistics from the University of the Witwatersrand, South Africa in 1995.

**Geraldine Buckingham**, Senior Managing Director, is BlackRock’s Chair for the Asia Pacific region and a member of the firm’s Global Executive Committee. She is responsible for all business activities in the region, which includes Greater China, Japan, Australia, Singapore, India and Korea. Dr. Buckingham previously served as Global Head of Corporate Strategy at BlackRock and was responsible for helping BlackRock develop and implement long-term goals and respond to the competitive financial services landscape. She was named to Fortune Magazine and Crain’s New

York Business' "40 Under 40" lists for 2017. Prior to joining BlackRock in 2014, Dr. Buckingham was a partner with McKinsey & Company's financial services practice based in New York. She worked primarily with large global asset managers with additional experience in wealth management and private equity, as well as functional expertise in strategy and organization. Dr. Buckingham received the Rhodes scholarship to study at Oxford University, where she earned a Master of Philosophy degree in Comparative Social Policy. She earned her Bachelor of Medicine and Bachelor of Surgery (MBBS) degrees from Monash University.

**Susan Wai-lan Chan**, Managing Director, is the Head of ETF and Index Investment (EII) and Trading and Liquidity Strategies (TLS) Asia Pacific at BlackRock. She also leads BlackRock's Asia Pacific product innovation and strategy efforts to deepen connectivity with counterparties and clients. Ms. Chan is a member of the BlackRock Asia-Pacific Executive Committee, EII Global Management Committee, TLS Global Executive Committee, Global Human Capital Committee and Global Operating Committee. Ms. Chan joined BlackRock in July 2013 as head of Asia Pacific iShares Capital Markets and Products. Prior to joining BlackRock, she was a Managing Director at Deutsche Bank AG, Hong Kong where she was Head of Equity Structuring, Strategic Equity Transactions and DBx Asia Pacific. Before Deutsche Bank, she was Managing Director at Barclays Capital Asia Limited where she held various positions in equity derivatives with the most recent as Head of Equity and Funds Structured, Asia Pacific. She was also a member of the Global EFS Executive Committee, the Asia Pacific Structuring Executive Committee, Founder and Executive Sponsor for the Women's Internal Network, Asia Pacific and a Board Member of Barclays Capital Hong Kong Limited. Ms. Chan is a graduate of Boston University, Boston, MA.

**Andrew Hambleton**, Managing Director, is the Chief Operating Officer (COO) of the APAC region for BlackRock and is a member of the C-20 and APAC Executive Committee. In his role as APAC COO, Andrew is responsible for the effective operation of the region. This includes partnering with functional management to support growth and client service across channels, to manage risk, to promote operational efficiency, and to respond to market and regulatory change. Mr. Hambleton was formerly the COO and Global Head of Platform & Operations for HR. This included management of HR's technology infrastructure and HR operations functions supporting the employee life-cycle, recruitment and administration of core HR Processes, HR risk & compliance, Employee Relations and business management for the HR function. Andrew joined BlackRock in late 2010 as Head of Human Resources, Asia Pacific for BlackRock, based in Hong Kong. Following his work in Asia Pacific, Andrew moved to New York and was the Global Head of Talent where he played a central role in leading the Human Capital Committee and Firm Talent agenda. In this role he led Talent Development, Talent Management Practices, Talent Acquisition, and Inclusion & Diversity. Prior to BlackRock, Andrew worked for The Australia and New Zealand Banking Group for 9 years. During this time he worked in a number of senior executive level HR roles as a business partner, and in rewards and talent in New Zealand, Australia and Asia.

**Andrew Landman**, Managing Director, is Head of Client Business for Asia Pacific Region, responsible for both distribution and management of the Retail and Institutional relationships in Asia. Prior to assuming his current role, Mr Landman was Head of Institutional and BlackRock Alternative Specialists Group for APAC following a period of being Head of Client Businesses in Australia, responsible for both distribution and management of the Retail, iShares and Institutional relationships in Australia. Prior to joining BlackRock, Mr. Landman was Chief Executive Officer of Ascalon Capital Managers, a subsidiary of BT Financial Group. Ascalon takes equity stakes in, and is an active business partner of, some of Asia Pacific's leading boutique asset managers. Under Mr. Landman's leadership, Ascalon successfully built a portfolio of nine single strategy hedge and high conviction funds across Australia and Asia Pacific with USD4.2 billion in assets under management. In addition to the role at Ascalon, Mr Landman was Head of Investment Strategy at BT Financial Group. Prior to Ascalon, Mr. Landman was the Chief Financial Officer of Challenger Funds Management. He started his career at Bankers Trust where he worked extensively across the operations side of funds management. Mr. Landman earned a Bachelor of Commerce degree from the University of Newcastle. He studied leadership at the University of Chicago in 2003.

**Graham Douglas Turl**, Managing Director, is the General Counsel, Asia-Pacific region. He is a member of BlackRock's Asia Pacific Executive Committee. Prior to joining BlackRock in April 2007, Mr. Turl was head of the Hong Kong investment management group at international law firm Linklaters, where he was responsible for advising clients on the corporate, regulatory and tax aspects of structuring, creating, organising and marketing investment funds of all types, onshore and offshore, domestic and international, public and private, retail and institutional. Mr. Turl is qualified to practice law in England and Hong Kong. Mr. Turl serves on a number of finance industry bodies in the Asia Pacific region, including the Investment Funds Association of Hong Kong and the Asset Management Group of the Asia Securities Industry & Financial Markets Association. Mr. Turl earned a BA degree in history from the University of Nottingham and postgraduate legal qualifications from the Guildford College of Law, England.

## **Trustee and Registrar**

The Trustee of the Trust is HSBC Institutional Trust Services (Asia) Limited. The Trustee was incorporated with limited liability in Hong Kong in 1974 and is registered as a trust company under the Trustee Ordinance (Cap.29 of the Laws of Hong Kong) and approved by the Mandatory Provident Fund Schemes Authority as trustee of registered mandatory provident fund schemes under the Mandatory Provident Fund Schemes Ordinance (Cap.485 of the Laws of Hong Kong). The Trustee is an indirectly wholly owned subsidiary of HSBC Holdings plc, a public company incorporated in England and Wales.

Under the Trust Deed, the Trustee is responsible for the safekeeping of the assets of the Trust. The Trustee may, however, appoint any person or persons (including a Connected Person) or have such person(s) appointed, to hold, as agent, nominee, delegate, custodian, joint custodian, co-custodian or sub-custodian, all of any investments, cash, assets or other property comprised in a fund and may empower any such person to appoint, with the prior consent in writing of the Trustee, additional co-custodians and/or sub-custodians (each such agent, nominee, delegate, custodian, joint custodian, co-custodian or sub-custodian, a "Correspondent"). The Trustee is required to exercise reasonable skill, care and diligence in the selection, appointment and ongoing monitoring of such Correspondents and, during the term of their appointment, must satisfy itself that such Correspondents remains suitably qualified and competent on an ongoing basis to provide the relevant services to the Trust or any Index Fund, having regard to the market or markets for which such Correspondents are appointed to act as custodian. The Trustee will remain responsible for the acts or omissions of such Correspondents in the same manner as if such acts or omissions were those of the Trustee, except where such Correspondents are appointed in respect of a market or markets which the Trustee has determined by notice to the Manager to be emerging markets. Notwithstanding the above, the Trustee will remain responsible for the acts or omissions of any Connected Person appointed in respect of an emerging market. In the event any appointment of emerging market custodian is proposed, the Trustee will notify the Manager and the SFC will be notified by the Manager accordingly. Prior approval of the SFC has to be obtained in the event such emerging market custodian proposed to be appointed is not a Connected Person of the Trustee. As at the date of this Prospectus, the emerging market sub-custodians appointed for the assets of the relevant Index Funds are the Trustee's Connected Persons.

The Trustee will also act as the Registrar of the Index Funds. In addition to the amount paid by the Manager out of the Management Fee, the Trustee will be entitled to other fees described in the section headed "Fees and Expenses".

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 the Index Funds, which is the sole responsibility of the Manager.

The Trustee will not participate in transactions and 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 (the "OFAC") 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 authorized by OFAC or expressly exempted by statute. OFAC has the authority to grant exemptions to prohibitions on such transactions, either by issuing a general licence for certain categories of transactions, or by specific licences 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 Manager has sole responsibility for making investment decisions in relation to the Trust and/or each Index Fund and provided that the Trustee has taken reasonable care (to the extent as required by the Trust Deed, and any applicable law and regulation, including the Code) to ensure that the investment and borrowing limitations set out in the Trust Deed and the conditions under which the Trust and each Index Fund were authorised are complied with, the Trustee (including its delegate) is not responsible or has no liability for any investment decision made by the Manager, or for monitoring the investment performance (with respect to investment decisions) of the Manager or any delegate or agent appointed by the Manager. Neither the Trustee nor any of its employees, service providers or agents are or will be involved in the business affairs, organisation, sponsorship or investment management of the Trust or the Index Funds. Neither the Trustee nor its delegate is responsible for the preparation of this Prospectus and therefore they accept no responsibility for any information contained in this Prospectus other than information relating to themselves and the HSBC Group under this section “Trustee and Registrar”.

### **Custodian**

The Hongkong and Shanghai Banking Corporation has been appointed by the Trustee as the global custodian to the Index Funds to provide custodial services to the Index Funds globally.

The Custodian is not responsible for the preparation of this Prospectus and accepts no responsibility for the information contained in this Prospectus other than the description in the paragraph above under this section “Custodian”.

### **Indemnities of the Trustee and Manager**

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 Index Fund or the Trust generally, in respect of any liabilities, costs, claims or demands arising directly or indirectly from the proper performance of the Trust. Nothing in any of the provisions of the Trust Deed shall exempt either the Trustee or the Manager (as the case may be) from or indemnify them against any liability for breach of trust or any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, fraud, default, breach of duty or trust of which they may be guilty in relation to their duties.

The indemnities summarised above will not be available to the Trustee or Manager in respect of any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of duty or trust.

### **Service Agent**

HK Conversion Agency Services Limited acts as Service Agent under the terms of the service agreement entered into among the Manager, the Trustee (also acting in its capacity as the Registrar), the Participating Dealers, (where relevant) the Participating Dealers’ agents, the Service

Agent and HKSCC. The Service Agent performs, through HKSCC, certain of its services in connection with the creation and redemption of Units in the Index Funds by Participating Dealers.

## **Auditor**

The Manager has appointed PricewaterhouseCoopers to act as the auditor of the Trust and each of the Index Funds ("Auditor"). The Auditor is independent of the Manager and the Trustee.

## **Conflicts of Interest**

The Manager and other BlackRock Group companies undertake business for other clients. BlackRock Group companies, their employees and their other clients face conflicts with the interests of the Manager and its clients. BlackRock maintains a Conflicts of Interest Policy. It is not always possible for the risk of detriment to a client's interests to be entirely mitigated such that, on every transaction when acting for clients, a risk of detriment to their interests does not remain.

The types of conflict scenario giving rise to risks which BlackRock considers it cannot with reasonable confidence mitigate are disclosed below. This document, and the disclosable conflict scenarios, may be updated from time to time.

### **Conflicts of interest from relationships within the BlackRock Group and with the PNC Group**

#### *Personal Accounts Dealing*

BlackRock Group employees may be exposed to clients' investment information while also being able to trade through personal accounts. There is a risk that, if an employee could place a trade of sufficient size, this would affect the value of a client's transaction. BlackRock Group has implemented a Personal Trading Policy designed to ensure that employee trading is pre-approved.

#### *Employee Relationships*

BlackRock Group employees may have relationships with the employees of BlackRock's clients or with other individuals whose interests conflict with those of a client. Such an employee's relationship could influence the employee's decision-making at the expense of clients' interests. BlackRock Group has a Conflicts of Interest Policy under which employees must declare all potential conflicts.

#### *Significant Shareholder – PNC*

The PNC Financial Services Group, Inc. ("**PNC**") holds 20.9% ownership stake of the voting common stock of BlackRock, Inc. A stockholder agreement is in place permitting PNC to designate two directors to the BlackRock Inc. Board. There is the potential that BlackRock Group companies could be unduly influenced by PNC to the disadvantage of clients. Both BlackRock Inc. and PNC are managed independently and in isolation of one another and all transactions and revenue between the two are disclosed within BlackRock Inc's proxy statement. Additionally, when voting, PNC must vote its shares in accordance with the recommendation of the BlackRock Inc. Board to prevent undue influence.

### **Conflicts of interest of the Manager**

#### *Provider Aladdin*

BlackRock Group uses Aladdin software as a single technology platform across its investment management business. Custodial and fund administration service providers may use Provider Aladdin, a form of Aladdin software, to access data used by the BlackRock Group. Each service provider remunerates BlackRock Group for the use of Provider Aladdin. A potential conflict arises whereby an agreement by a service provider to use Provider Aladdin incentivises the BlackRock

Group to appoint or renew appointment of such service provider. To mitigate the risk, such contracts are entered on an 'arm's length' basis.

#### *Distribution Relationships*

The Manager may pay third parties for distribution and related services. Such payments could incentivise third parties to promote the Trust and the Index Funds to investors against that client's best interests. BlackRock Group companies comply with all legal and regulatory requirements in the jurisdictions in which such payments are made.

#### *Commissions & Research*

The Manager (as well as any of its Connected Persons) will not receive or enter into any soft dollar commissions or arrangements in respect of the management of the Index Funds. The Manager (as well as any of its Connected Persons) will not retain any cash rebates from any broker or dealer. Notwithstanding this, where permitted by applicable regulation, certain BlackRock Group companies acting as investment manager to certain funds may use commissions generated when trading equities with certain brokers in certain jurisdictions to pay for external research. Such arrangements may benefit one fund over another because research can be used for a broader range of clients than just those whose trading funded it. BlackRock Group has a Use of Commissions Policy designed to ensure compliance with applicable regulation and market practice in each region.

#### *Timing of Competing Orders*

When handling multiple orders for the same security in the same direction raised at or about the same time, the Manager seeks to achieve the best overall result for each order equitably on a consistent basis taking into account the characteristics of the orders, regulatory constraints or prevailing market conditions. Typically, this is achieved through the aggregation of competing orders. Conflicts of interest may appear if a trader does not aggregate competing orders that meet eligibility requirements, or does aggregate orders that do not meet eligibility requirements; it may appear as if one order received preferential execution over another. For a specific trade instruction of the Index Fund, there may be a risk that better execution terms will be achieved for a different client. For example, if the order was not included in an aggregation. BlackRock Group has Order Handling Procedures and an Investment and Trading Allocation Policy which govern sequencing and the aggregation of orders.

#### *Concurrent Long and Short Positions*

The Manager may establish, hold or unwind opposite positions (i.e. long and short) in the same security at the same time for different clients. This may prejudice the interests of the Manager's clients on one side or the other. Additionally, investment management teams across the BlackRock Group may have long only mandates and long-short mandates; they may short a security in some portfolios that are held long in other portfolios. Investment decisions to take short positions in one account may also impact the price, liquidity or valuation of long positions in another client account, or vice versa. BlackRock Group operates a Long Short (side by side) Policy with a view to treating accounts fairly.

#### *MNPI*

BlackRock Group companies receive Material Non-Public Information (MNPI) in relation to listed securities in which BlackRock Group companies invest on behalf of clients. To prevent wrongful trading, BlackRock Group erects information barriers and restricts trading by one or more investment team(s) concerned in the security concerned. Such restrictions may negatively impact the investment performance of client accounts. BlackRock has implemented a Material Non-Public Information Barrier Policy.



### *BlackRock's Investment Constraints or Limitations and its Related Parties*

The Trust may be restricted in its investment activities due to ownership threshold limits and reporting obligations in certain jurisdictions applying in aggregate to the accounts of clients of the BlackRock Group. Such restrictions may adversely impact clients through missed investment opportunities. BlackRock Group manages the conflict by following an Investment and Trading Allocation Policy, designed to allocate limited investment opportunities among affected accounts fairly and equitably over time.

### *Investment in Related Party Products*

While providing investment management services for a client, the Manager may invest in products serviced by BlackRock Group companies on behalf of other clients. BlackRock may also recommend services provided by BlackRock or its affiliates. Such activities could increase BlackRock's revenue. In managing this conflict, BlackRock seeks to follow investment guidelines and has a Code of Business Conduct and Ethics. In addition, where an Index Fund invests in any ETF managed by the Manager or its affiliates, neither such Index Fund nor its Unitholders will suffer any increase in the overall total of initial charges, management fee, or any other costs and charges payable to the Manager and/or its affiliate as a result of the investment in such ETF.

### *Investment Allocation and Order Priority*

When executing a transaction in a security on behalf of a client, it can be aggregated and the aggregated transaction fulfilled with multiple trades. Trades executed with other client orders result in the need to allocate those trades. The ease with which the Manager can allocate trades to a certain client's account can be limited by the sizes and prices of those trades relative to the sizes of the clients' instructed transactions. A process of allocation can result in a client not receiving the whole benefit of the best priced trade. The Manager manages this conflict by following an Investment and Trading Allocation Policy, which is designed to ensure the fair treatment of all clients' accounts over time.

### *Side-by-Side Management: Performance fee*

The Manager manages multiple client accounts with differing fee structures. There is a risk that such differences lead to inconsistent performances levels across client accounts with similar mandates by incentivising employees to favour accounts delivering performance fees over flat or non-fee accounts. BlackRock Group companies manage this risk through a commitment to a Code of Business Conduct and Ethics Policy.

## **General**

The Manager and the Trustee may from time to time act as trustee, administrator, registrar, secretary, manager, custodian, investment manager or investment adviser or perform other functions in relation to, or be otherwise involved in or with, other funds and clients which have similar investment objectives to those of the Trust or any Index Fund.

In addition:—

- the Manager, its delegate or any Connected Persons may enter into investments for the Trust and may, with the consent of the Trustee, deal with the Trust as principal provided that such transactions are executed at arm's length and in the best interests of the Unitholders, are executed on the best available terms, and shall not account for more than 50% by value of commissions paid in respect of the Trust's investment transactions over the course of any one accounting period;

- the Trustee, the Manager or the Registrar or any of their Connected Persons may have banking or other financial relationships with any company or party which is the issuer of Securities, financial instruments or investment products held by the Trust;
- the Trustee, the Manager or the Registrar or any of their Connected Persons may hold and deal in Units or in investments held by the Trust either for their own account or for the account of their customers; and
- the monies of the Trust may be deposited with the Manager, the Trustee or any of their Connected Persons or invested in certificates of deposit or banking instruments issued by any of them.

The Trustee, the Manager or the Registrar or their Connected Persons may, in the course of business, and in providing services to the Trust, have potential conflicts of interest with the Trust or any Index Fund. Each will, at all times, have regard to its obligations to the Trust and to Unitholders and will endeavour to ensure that any such conflicts are resolved fairly.

Conflicts of interest may arise due to the widespread business operations of the Trustee, the Manager, the Registrar and the Service Agent and their respective holding companies, subsidiaries and affiliates. The foregoing parties may effect transactions where those conflicts arise and shall not, subject to the terms of the Trust Deed, be liable to account for any profit, commission or other remuneration arising. However, all transactions carried out by or on behalf of the Trust (or any Index Fund) will be on arm's length terms. No more than 50% in aggregate of an Index Fund's transactions in any one financial period shall be carried out with or through a broker or dealer connected to the Manager or any Connected Person of the Manager.

### **Soft Dollars**

The Manager and any investment delegate (as well as any of their Connected Persons) will not receive or enter into any soft dollar commissions or arrangements in respect of the management of the Index Funds. The Manager and any investment delegate (as well as any of their Connected Persons) will not retain any cash rebates from any broker or dealer.

## STATUTORY AND GENERAL INFORMATION

### Reports and Accounts

The financial year-end of the Trust and each Index Fund is 31 December every year. Audited financial reports are to be prepared according to International Financial Reporting Standards and half-yearly unaudited financial reports are also to be prepared up to the last Dealing Day in June of each year.

The reports provide details of the assets of the Trust and the Manager's statement on transactions during the period under review (including a list of any constituent Securities of an Underlying Index, if any, that each accounts for more than 10% of the weighting of the Underlying Index as at the end of the relevant period and their respective weighting showing any limits adopted by the Index Fund have been complied with). The reports shall also provide a comparison of the Index Fund's performance and the actual Underlying Index performance over the relevant period and such other information as is required under the Code.

Audited financial reports in English and Chinese will be available from the Manager's website at [www.blackrock.com/hk](http://www.blackrock.com/hk) within four months of the end of each financial year-end and unaudited financial reports will be available from the same website within two months of the end of the semi-financial year-end. Hard copies of these financial reports may also be obtained from the Manager free of charge. Unitholders will be notified of the means of getting access to the financial reports as and when the financial reports are issued and available.

Unitholders will be given at least one month's prior notice of any change to the mode of delivery of these financial reports.

### Trust Deed

The Trust was established under Hong Kong law by a trust deed made between the Manager and the Trustee. All Unitholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Trust Deed. The Trust Deed contains provisions for the indemnification of the Trustee and the Manager out of the assets of the Trust and their relief from liability in certain circumstances (summarised above in "Indemnities of the Trustee and Manager"). Unitholders and intending applicants are advised to consult the terms of the Trust Deed.

### Modification of Trust Deed

The Trustee and the Manager may agree to modify the Trust Deed by supplemental deed provided that in the opinion of the Trustee such modification (i) does not materially prejudice to the interests of Unitholders, does not operate to release to any material extent the Trustee or the Manager from any responsibility to the Unitholders and (with the exception of the costs incurred in connection with the relevant supplemental deed) does not increase the costs and charges payable out of the assets of any Index Fund or (ii) is necessary in order to make possible compliance with any fiscal, statutory, regulatory 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, alterations and additions involving any material changes require the sanction of an extraordinary resolution of the Unitholders affected.

Except in respect of amendments sanctioned by extraordinary resolution or necessary for the Trust to comply with relevant legal requirements, the Manager will notify affected Unitholders of amendments as soon as practicable after they are made. No such notice will be given if the Trustee is of the opinion that the amendment is not of material significance or is made to correct a manifest error.

## Provision of Information

Subject to all applicable laws/regulations and to the extent legally permissible, the Manager or the Trustee may, if requested by a regulatory body or department of any government or administration in any jurisdiction, provide such regulatory body or department in any jurisdiction with any information regarding the Trust Fund, the Unitholders and/or beneficial owners of Units, the investments and income of the Trust Fund and/or the provisions of the Trust Deed. Neither the Trustee nor the Manager shall incur any liability to the Unitholders and/or beneficial owners of Units or any of them or to any other person as a result of or in connection with such compliance to the extent the Trustee or the Manager is legally required to do so.

## Voting Rights

Unitholders' meetings may be convened by the Manager, by the Trustee or by Unitholders representing one-tenth or more of the current Units in issue. These meetings may be used to modify the terms of the Trust Deed, including increasing the maximum fees payable to the service providers, removing the Trustee or terminating the Trust at any time. Such amendments to the Trust Deed must be considered by Unitholders of at least 25% of the Units in issue and passed by a 75% majority of the votes cast. Unitholders will be given not less than 21 days' notice of such meeting.

## Termination

The Trust may be terminated by the Trustee if: (i) the Manager goes into liquidation or a receiver is appointed and not discharged within 60 days; (ii) in the opinion of the Trustee, the Manager is incapable of performing its duties satisfactorily; (iii) the Manager has failed to perform its duties satisfactorily or has, in the opinion of the Trustee, done something calculated to bring the Trust into disrepute or that is harmful to the interests of Unitholders; (iv) a law is passed that renders it illegal, or in the opinion of the Trustee, impracticable or inadvisable to continue the Trust; (v) the Trustee is unable to find an acceptable person to replace the Manager within 30 days after the removal of the Manager, or the person nominated shall fail to be approved by Extraordinary Resolution; or (vi) 30 days after the Trustee notifies the Manager of its intention to retire, no new person willing to act as trustee has been identified.

The Manager may terminate the Trust (or in the case of (iii) any Index Fund) if: (i) after 3 years from the date of the Trust Deed, the aggregate Net Asset Value of all the Units in each Index Fund is less than HK\$150 million; (ii) any law is passed or amended or regulatory directive or order is imposed which renders it illegal or in the opinion of the Manager, impracticable or inadvisable to continue the Trust; (iii) any law or regulation is passed or amended or any regulatory directive or order is imposed that affects an Index Fund and which renders such Index Fund illegal or in the good faith opinion of the Manager, makes it impracticable or inadvisable to continue such Index Fund; or (iv) within a reasonable time and using commercially reasonable endeavours, the Manager is unable to find a person acceptable to act as the new trustee after deciding to remove the Trustee in accordance with the Trust Deed.

The Manager may, in its absolute discretion, by notice in writing to the Trustee, terminate any Index Fund if: (i) after 1 year from the date of the creation of such Index Fund, the Net Asset Value of such Index Fund is less than HK\$150 million; (ii) at any time the Net Asset Value of such Index Fund is less than the Hong Kong dollar equivalent of US\$10 million; (iii) its Underlying Index is no longer available for benchmarking or if the Units of the relevant Index Fund are no longer listed on the SEHK or any other Recognised Stock Exchange; (iv) at any time, the Index Fund ceases to have any Participating Dealer; or (v) if, the Manager is unable to implement its investment strategy. In such circumstances, unless the Manager and the Trustee agree that another strategy is: (a) possible, feasible as well as practicable; and (b) in the best interests of the Unitholders, the Units then in issue shall be compulsorily redeemed at the Net Asset Value of the Index Fund. The Manager shall, in such event, notify the SFC in advance in such circumstance and agree with the SFC appropriate methods of notification of Unitholders in the Index Fund prior to such redemption.

and termination. Further, the Unitholders may at any time authorise termination of the Trust or any Index Fund by extraordinary resolution.

Upon the Manager giving notice to the Trustee to terminate the Trust or an Index Fund pursuant to the Trust Deed, where the assets of the relevant Index Fund include Securities that cannot be traded on exchange or otherwise be disposed of, the Manager may, upon consultation with the Trustee, compulsorily redeem at NAV of all the Units then in issue of the relevant Index Fund, following which the relevant Index Fund may be terminated in accordance with the provisions of the Trust Deed.

Unless previously terminated as described above or under another provision in the Trust Deed, the Trust shall in any event terminate at the expiry of 80 years from the date of the Trust Deed.

Notice of any termination of an Index Fund will be given to the Unitholders after the SFC has approved release of the notice. The notice will contain the reasons for the termination, the consequences to Unitholders of terminating the Index Fund and the alternatives available to them, and any other information required by the Code.

Upon the termination of an Index Fund, the termination proceeds may be distributed and paid in a currency other than the Base Currency of the Index Fund. The currency of distribution of termination proceeds will be notified to investors in the termination notice. Unless otherwise specified in the termination notice, any fees and charges associated with the conversion of such termination proceeds from the applicable Base Currency to such other currency shall be borne by Unitholders. Unitholders are advised to check with their brokers for arrangements concerning distributions and consider the risk factor "Other Currencies Distributions Risk".

Any unclaimed proceeds or other monies held by the Trustee under the provisions of the Trust Deed may at the expiration of twelve Months from the date upon which the same became payable be paid into court subject to the right of the Trustee to deduct therefrom any expenses it may incur in making such payment.

Unless previously terminated, the Trust will terminate on 16 November 2081.

### **Inspection of Documents**

Copies of the constitutive documents are available for inspection free of charge at the offices of the Manager and copies thereof may be obtained from the Manager at a cost of HK\$150 per set.

### **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 like the Index Funds. Consequently, Unitholders are not obliged to disclose their interest in an Index Fund. Further, pursuant to section 323(1)(c)(i) of the Securities and Futures Ordinance, Unitholders are not considered to hold an interest in the underlying shares of a Hong Kong listed company held by the Index Fund.

### **Anti-Money Laundering Regulations**

As part of the Manager's and the Trustee's responsibility for the prevention of money laundering and to comply with all applicable laws to which the Manager, the Trustee or the Trust is subject, the Manager, the Registrar or the Trustee may require a detailed verification of an investor's identity and the source of payment of any subscriptions. Depending on the circumstances of each application, a detailed verification might not be required where:

- the investor makes the payment from an account held in the investor's name at a recognised financial institution; or
- the application is made through a recognised intermediary.

These exceptions apply only if the financial institution or intermediary is within a country recognised by the Trustee and the Manager as having sufficient anti-money laundering regulations.

## **Liquidity Risk Management**

At the level of each Index Fund and primary market trading in the relevant Units, liquidity risk is the risk that (i) a particular position cannot be easily unwound or offset due to insufficient market depth or market disruption; or (ii) an Index Fund's financial obligations arising from investment activity (such as margin calls) or investor redemptions will not be able to be met. An inability to sell a particular underlying security or portion of an Index Fund's assets may have a negative impact to the value of the relevant Index Fund and may have negative implications for investors being able to redeem, on the primary market, in a timely fashion. Additionally, investors who remain invested in an Index Fund may also be adversely affected.

The Manager has established a Liquidity Risk Management Policy (the "LRM Policy") which enables it to identify, monitor and manage certain liquidity risks associated with the Index Funds. The LRM Policy, combined with the liquidity management tools available and an oversight committee comprising senior representatives of the Manager, seeks to achieve fair treatment of Unitholders and safeguard the interests of remaining Unitholders against the redemption behaviour of other investors from a liquidity perspective.

## **Tools to Manage Liquidity Risk**

Under the LRM Policy, tools available to each Index Fund to manage liquidity risk include some or all of the following:

- In respect of any Redemption Application, the Manager may deduct from and set off against any amount payable to a Participating Dealer on the Redemption Value such sum (if any) as the Manager may consider represents an appropriate provision for Duties and Charges.
- An Index Fund may borrow up to 10% of its total Net Asset Value.
- The Manager, with the approval of the Trustee, may at its discretion extend the settlement period beyond the Settlement Day, such extension to be on such terms and conditions as the Manager may determine but, in any event, not later than one month from the receipt of an effective Redemption Application unless the Market(s) in which a substantial portion of investments of an Index Fund is made is subject to legal or regulatory requirements (such as foreign currency controls) thus rendering the payment of redemption proceeds within the aforesaid time period not practicable.
- The Manager may, at its discretion, at any time after consultation with the Trustee (and where practicable, after consultation with Participating Dealers) suspend the right of Unitholders to redeem Units of an Index Fund and/or delay the payment of any moneys and transfer of any Securities in respect of any Redemption Application in certain circumstances. Please refer to the section "Suspension of Creations and Redemptions" under "Creations and Redemptions (Primary Market)" for further details.
- The Manager may, after consultation with the Trustee, declare a suspension of the determination of Net Asset Value of an Index Fund in certain circumstances. No Units will be issued or redeemed during any period of suspension of the Net Asset Value. Please



refer to the section “Suspension of Net Asset Value” under “Determination of Net Asset Value” for further details.

- The Manager may, in its absolute discretion, by notice in writing to the Trustee, terminate an Index Fund in certain circumstances, including where after 1 year from the date of creation of such Index Fund, the Net Asset Value of such Index Fund is less than HK\$150 million.
- The Manager may adjust the value of any investment or permit some other method of valuation to be used if, having regard to relevant circumstances, the Manager considers that such adjustment is required to fairly reflect the value of the investment.

Investors should note that there is a risk that the tools available may be ineffective to manage liquidity and redemption risk.

### **Takeovers Code**

Unitholders are advised that any shareholding resulting from redemption of Units will normally be subject to the application of the Takeovers Code. Furthermore, where a Unitholder holds one million Units or more, while one or more of the companies whose shares constitute Index Shares are subject to the governance of the Takeovers Code (such as during an offer period) and the Unitholder is acting in concert with the relevant parties (such as an offeror or offeree company), the Takeovers Code will be applicable. In these circumstances, a Unitholder should consult a solicitor or financial adviser to ensure compliance with the Takeovers Code.

### **Change of Underlying Index**

The Manager reserves the right with the prior approval of the SFC and provided that in its opinion the interests of the Unitholders would not be adversely affected, to replace the Underlying Index with another 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 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 the Index Fund if the Underlying Index changes or for any other reasons including if licence to use the relevant Underlying Index is terminated. Any change to the Underlying Index and or the name of the Index Fund will be notified to investors.

### Information Available on the Internet

The Manager will publish important news and information with respect to the Index Funds, both in the English and in the Chinese languages, on the Manager's website at [www.blackrock.com/hk](http://www.blackrock.com/hk) including:

- This Prospectus and the product key facts statement (as revised from time to time);
- Latest annual audited financial reports and interim half yearly unaudited financial reports;
- For the iShares MSCI Emerging Asia ETF, (i) the last Net Asset Value, (ii) the last Net Asset Value per Unit and (iii) the near real time indicative Net Asset Value per Unit throughout each dealing day (in HKD);
- For the iShares Core MSCI Asia ex Japan ETF, (i) the last Net Asset Value (in USD only), (ii) the last Net Asset Value per Unit (in each of the trading currencies, i.e. HKD, RMB and USD), and (iii) the near real time indicative Net Asset Value per Unit throughout each dealing day (in each of the trading currencies, i.e. HKD, RMB and USD);
- The iShares MSCI Emerging Asia ETF's and the iShares Core MSCI Asia ex Japan ETF's holdings (updated on a daily basis);
- Public notices and announcements made by the iShares MSCI Emerging Asia ETF and the iShares Core MSCI Asia ex Japan ETF;
- Latest list of participating dealers and Market Makers;
- The past performance of the iShares MSCI Emerging Asia ETF and the iShares Core MSCI Asia ex Japan ETF;
- The tracking difference and tracking error of the iShares MSCI Emerging Asia ETF and the iShares Core MSCI Asia ex Japan ETF; and
- Composition of any dividends paid by each Index Fund (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the last 12 months.

For the iShares Core MSCI Asia ex Japan ETF, the near real time indicative Net Asset Value per Unit (in each of the trading currencies i.e. USD, HKD and RMB) and the last Net Asset Value per Unit in HKD and RMB are for reference only. The near real time indicative NAV per Unit in HKD and RMB uses a real time exchange rate between the Base Currency (i.e. USD) and each of the trading currencies (i.e. HKD and RMB). It is calculated using the indicative Net Asset Value per Unit in USD multiplied by the real time exchange rate provided by ICE Data Services for HKD and RMB (CNH) respectively. The last Net Asset Value per Unit in HKD and RMB is calculated using the last Net Asset Value per Unit in the Base Currency (i.e. USD) multiplied by the WM Reuters 4:00p.m (London time)\* rate for HKD and RMB (CNH) respectively for that Dealing Day.

*\*Please note 4:00p.m (London time) (i) during British Summer Time is equivalent to 11:00p.m Hong Kong Time and (ii) otherwise is equivalent to 12:00a.m. Hong Kong Time*

For the iShares MSCI Emerging Asia ETF, the near real time indicative Net Asset Value per Unit is for reference only.

All of the information outlined above can be found on the product webpage of the Index Funds. The product webpage of the Index Funds can be located by using the search function and inserting the stock codes of the iShares Core MSCI Asia ex Japan ETF (i.e. 03010, 83010 or 09010) and the iShares MSCI Emerging Asia ETF (i.e. 2802) at [www.blackrock.com/hk](http://www.blackrock.com/hk). This website has not been reviewed by the SFC. The product webpage also provides a link to the announcements and notices section of the website where public announcements and notices can be found.

## Notices

All notices and communications to the Manager and Trustee should be made in writing and sent to the following addresses:

### Manager

BlackRock Asset Management North Asia Limited  
16/F Champion Tower  
3 Garden Road  
Central Hong Kong

### Trustee

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

## Queries and Complaints

Investors may contact the Manager at its address as set out above, or by phone at its telephone number: (852) 3903 2823 or by email: [iSharesAsiaEnquiry@blackrock.com](mailto:iSharesAsiaEnquiry@blackrock.com) to seek any clarification regarding the Trust or the Index Funds or to file a complaint. If a query or complaint is received by phone, the Manager will respond orally. If a query or complaint is received in writing, the Manager will respond in writing. Under normal circumstances the Manager will respond to any query or complaint as soon as practicable and in any event within 21 days.

## TAXES

The following summary of taxation is of a general nature, for information purposes only, and is not intended to be an exhaustive list of all of the tax considerations that may be relevant to a decision to purchase, own, redeem or otherwise dispose of Units. This summary does not constitute legal or tax advice and does not purport to deal with the tax consequences applicable to all categories of investors. Prospective investors should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding, redeeming or disposing of Units both under the laws and practice of Hong Kong, the PRC and India, and the laws and practice of their respective jurisdictions. The information below is based on the law and practice in force in Hong Kong, the PRC and India at the date of this Prospectus. The relevant laws, rules and practice relating to tax are subject to change and amendment (and such changes may be made on a retrospective basis). As such, there can be no guarantee that the summary provided below will continue to be applicable after the date of this Prospectus.

### Hong Kong

#### The Index Funds

**Profits Tax:** As each Index Fund has been authorised as a collective investment scheme by the SFC pursuant to section 104 of the Securities and Futures Ordinance, profits of each Index Fund arising from the sale or disposal of securities, net investment income received by or accruing to the Index Fund and other profits of the Index Fund are exempt from Hong Kong profits tax.

**Stamp Duty:** Pursuant to a remission order issued by the Secretary for the Treasury on 20 October 1999, any Hong Kong stamp duty on the sale and purchase and transfer of Securities upon allotment and redemption of Units to or by any Index Fund by or to a Participating Dealer will be remitted or refunded upon application under section 52 of the Stamp Duty Ordinance (Cap.117).

No Hong Kong stamp duty is payable by any Index Fund on an issue or redemption of Units.

The sale and purchase of Hong Kong stocks by an Index Fund will be subject to stamp duty in Hong Kong at the current rate of 0.2% of the price of the shares being sold and purchased. An Index Fund will be liable to one half of such Hong Kong stamp duty.

#### The Unitholders

**Profits Tax:** Hong Kong profits tax will not be payable by the Unitholder (other than Unitholders carrying on a trade, profession or business of investing in securities in Hong Kong) on any gains or profits made on the sale, redemption or other disposal of the Units and on any distributions made by any Index Fund. In accordance with the practice of the Inland Revenue Department of Hong Kong (as at the date of this Prospectus) tax should not be payable in Hong Kong in respect of dividends payable to Unitholders.

**Stamp Duty:** Pursuant to the Stamp Duty (Amendment) Ordinance 2015, with effect from 13 February 2015, no stamp duty is payable on the transfer (purchase or sale) of units of all exchange traded funds on the SEHK. No stamp duty is therefore payable on the transfer of Units of iShares Core MSCI Asia ex Japan ETF.

## PRC

### The Index Funds

**Corporate Income Tax:** Under the general taxing provision of the PRC Corporate Income Tax Law (“CIT”), which became effective on 1 January 2008, a PRC non-resident enterprise is subject to 10% withholding tax on passive income (including dividends, interest, capital gains on disposals of PRC equity interests, etc.) derived from the PRC, provided that such non-resident enterprise is not considered to be a tax resident in the PRC by virtue of central management and control or by having a PRC tax establishment. Although it is intended that the Index Funds will be managed and operated such that it would not be considered a tax resident in the PRC or to have a PRC tax establishment, the Index Funds’ investing in PRC securities may give rise to PRC taxes to the Index Funds in the form of withholding on dividends, interest, capital gains, and/or other business, stamp, and indirect taxes, the tax extent of which will depend on a number of factors, including but not limited to the specific investment type, legislative clarifications provided to-date by the PRC tax authorities pertaining to the specific investment, and current tax practice in the PRC.

**H shares:** H shares are PRC securities listed on the Hong Kong Stock Exchange. It is intended that with respect to the Index Funds’ direct investment in H shares, dividends to be distributed by the PRC resident enterprise will be subject to withholding tax at 10% according to Circular Guoshuihan [2008] No 897. To-date, there is uncertainty as to whether and how capital gains on H shares will be taxed, and there has been no official clarification from the PRC tax authorities in this regard, nor has the PRC tax authorities actively enforced taxation on capital gains arising from sales of H shares by PRC non-resident enterprises.

**A shares:** The MOF, the CSRC and the SAT released Caishui [2014] No.81 (“Circular 81”) on 14 November 2014 and Caishui [2016] No. 127 (“Circular 127”) on 1 December 2016, which temporarily exempt PRC tax on capital gains derived from trading of A shares via the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect respectively. Based on these circulars, no provision for tax on capital gains derived from trading of A-Shares via the Stock Connects is made by the Manager on behalf of the Index Funds.

**Depository Receipts:** While Depository Receipts are generally tax efficient, some Depository Receipts may however be subject to tax in their respective jurisdiction of incorporation, in addition to tax in their respective jurisdiction of issuance. Where an Index Fund is unlikely to recover such taxes, the net asset value of the relevant Index Fund may be impacted.

**Value Added Tax (“VAT”):** According to Circular 81, investors in the Hong Kong market are temporarily exempt from Business Tax (“BT”) with respect to gains derived from the trading of A-Shares through the Shanghai-Hong Kong Stock Connect. With the expansion of VAT to financial services from 1 May 2016, the above-mentioned BT exemption granted to investors in the Hong Kong market with respect to their gains realized from the trading of A-Shares under Shanghai-Hong Kong Stock Connect has been grandfathered i.e. investors in

the Hong Kong market continue to enjoy exemption on gains under the VAT regime pursuant to Circular 36.

According to Circular 127, investors in the Hong Kong market are temporarily exempt from VAT with respect to gains derived from the trading of A-Shares through the Shenzhen-Hong Kong Stock Connect.

**Stamp Tax:** 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 the PRC of certain documents, including contracts for the sale of PRC shares traded on the PRC stock exchanges. From 19 September 2008 onwards, only the seller, not the buyer of PRC listed shares is taxable for stamp duty at the rate of 0.1% on the sale.

## India

iShares Core MSCI  
Asia ex Japan ETF

**General:** The taxation of income and capital gains in India is subject to the fiscal law of India. The basis of charge of Indian income tax depends upon the residential status of the taxpayer during a tax year, as well as the nature of the income earned. A non-resident for Indian income tax purposes is generally subject to tax in India only on such non-resident's Indian-sourced income (or income deemed to be sourced in India), including income attributable to a permanent establishment ("PE") maintained by that non-resident in India. The Income Tax Act provides that the taxability of the income earned by a non-resident should be governed by the provisions of the Income Tax Act or the applicable double tax avoidance agreement, if any, whichever is more beneficial.

**Taxation of Dividend Distributions:** Currently, the shareholders (whether resident or non-resident) are neither taxable in respect of dividends paid to them by an Indian company on shares nor are their dividends subject to any withholding tax. However, the Indian company paying the dividend is subject to dividend distribution tax ("DDT") of 15% plus applicable surcharge and education cess.

On 1 February 2020, it was announced in the 2020 Union Budget that the DDT will be abolished and dividends received will be taxed in the hands of the shareholder at applicable tax rates. For non-resident shareholders, a withholding tax rate of 20% is to be levied on dividends received, subject to tax treaty relief, if any. This amendment is applicable to dividends declared, distributed or paid after 1 April 2020.

**Gains on sale of Shares of the Indian Companies:** The capital gains tax payable on the transfer or sale of shares or other securities of an Indian company held as capital assets, will vary depending on whether the gain recognised on the sale qualifies as a short-term capital gain or a long-term capital gain.

Gains arising from the sale of shares or other securities listed on a recognised Indian stock exchange which are held for a period of 12 months or less are regarded as short-term capital gains. If the shares or other securities listed on a recognised Indian stock exchange are

held for a period of more than 12 months, the gains arising from the sale thereof are regarded as long-term capital gains.

Capital gains derived by a FPI from the transfer of listed equity shares on a recognised stock exchange in India or units of an equity oriented mutual fund which are chargeable to Securities Transaction Tax (“STT”) will be subject to tax as follows:

- Short-term capital gains will be taxed at the rate of 15%;
- Long-term capital gains on shares and units sold prior to 1 April 2018 will be exempt from tax; and
- On 1 February 2018, the 2018 Union Budget introduced a tax of 10% on long term capital gains (if the gain exceeds INR 100,000) arising from transfer of Indian listed equities and equity oriented mutual funds on or after 1 April 2018. Where such assets are acquired prior to 1 February 2018, the cost of acquisition will be deemed to be the higher of the actual cost of acquisition, or the fair market value on 31 January 2018, subject to certain conditions. Essentially, capital gains up to 31 January 2018 will be grandfathered under the previous exemption.

Securities Transaction Tax: iShares Core MSCI Asia ex Japan ETF at the time of purchase or sale of shares or units of equity oriented mutual funds would be liable to pay STT on the transaction value at prescribed rates.

### **Automatic Exchange of Financial Account Information**

The Inland Revenue (Amendment) (No.3) Ordinance (the “**Ordinance**”) came into force on 30 June 2016. This is the legislative framework for the implementation in Hong Kong of the Standard for Automatic Exchange of Financial Account Information (“**AEOI**”). The AEOI requires financial institutions (“**FIs**”) in Hong Kong to collect certain required information relating to non-Hong Kong tax residents holding financial accounts with the FIs, and report such information to the Hong Kong Inland Revenue Department (“**IRD**”) for the purpose of AEOI exchange. Generally, the information will be reported and automatically exchanged in respect of account holders that are tax residents in an AEOI partner jurisdiction(s) with which Hong Kong has a Competent Authority Agreement (“**CAA**”) in force; however, each Index Fund and/or its agents may further collect information relating to residents of other jurisdictions.

Each Index Fund is required to comply with the requirements of the Ordinance, which means that each Index Fund and/or its agents shall collect and provide to the IRD the required information relating to Unitholders and prospective investors.

The Ordinance as implemented by Hong Kong requires each Index Fund to, amongst other things: (i) register each Index Fund as a “Reporting Financial Institution” with the IRD (when there are reportable accounts); (ii) conduct due diligence on its accounts (i.e. Unitholders) to identify whether any such accounts are considered “Reportable Accounts” under the Ordinance; and (iii) report to the IRD the required information on such Reportable Accounts. The IRD is expected on an annual basis to transmit the required information reported to it to the government authorities of the jurisdictions with which Hong Kong has a CAA in force. Broadly, AEOI contemplates that Hong Kong FIs should report on: (i) individuals or entities that are tax residents in a jurisdiction with which Hong Kong has a CAA in force; and (ii) certain entities controlled by individuals who are tax residents in such jurisdictions. Under the Ordinance, details of Unitholders, including but not limited to their name, place of birth, address, tax residence, tax identification number (if any), account



number, account balance/value, and income or sale or redemption proceeds, may be reported to the IRD and subsequently exchanged with government authorities in the relevant jurisdictions.

By investing in an Index Fund and/or continuing to invest in an Index Fund, Unitholders acknowledge that they may be required to provide additional information to the Index Fund, the Manager and/or such Index Fund's agents in order for such Index Fund to comply with the Ordinance. The Unitholder's information (and information on controlling persons including beneficial owners, beneficiaries, direct or indirect shareholders or other persons associated with such Unitholders that are passive non-financial entities), may be transmitted by the IRD to authorities in other jurisdictions.

Each Unitholder and prospective investor should consult its own professional advisor(s) on the administrative and substantive implications of AEOI on its current or proposed investment in an Index Fund.

## **FATCA**

### **General Information**

The Foreign Account Tax Compliance Act ("FATCA") is a US tax law enacted in March 2010 with the withholding requirements for new accounts which became effective on 1 July 2014. FATCA attempts to minimise tax avoidance by US persons investing in foreign assets both through their own accounts and through their investments in foreign entities. Unless an intergovernmental agreement (an "IGA") is in place, FATCA requires foreign financial institutions ("FFIs") to provide information to the US tax authority, the Internal Revenue Service (the "IRS"), regarding their US account holders including substantial US owners of certain non-financial foreign entities ("NFFEs"). FFIs who fail to commit to meeting certain due diligence, withholding and reporting requirements and certain NFFEs who fail to provide required information on their substantial US owners will be subject to 30% FATCA withholding on most types of income from US investments (as further described below).

Payments of U.S. source fixed, determinable, annual, or periodic income ("FDAP"), such as dividends and interest, are subject to withholding beginning on 1 July 2014 when paid to nonparticipating FFIs ("NPFFIs"), non-compliant NFFEs, recalcitrant account holders at participating FFIs ("PFFIs"), and electing PFFIs. Payments made in the ordinary course of business for nonfinancial services are excluded from withholding.

U.S. tax law has detailed rules for determining the source of income. Different rules apply for each type of income. Interest and dividends, two of the most important types of income for investors, are generally sourced by reference to the residence of the obligor. Specifically, dividends are generally treated as U.S. source income when paid by a U.S. corporation with respect to its stock, and interest is generally treated as U.S. source income when paid by a U.S. borrower of money.

If an IGA is in place between the US and the country where the FFI is domiciled, then the terms of the IGA replace FATCA, meaning that all FFIs in the IGA country will generally be able to apply simpler, less burdensome due diligence and tax information sharing requirements, with generally no FATCA tax withholding. The United States Department of the Treasury and Hong Kong has on 13 November 2014 entered into an intergovernmental agreement based on the



Model 2 format (“Model 2 IGA”). The Model 2 IGA modifies the foregoing requirements but generally requires similar information to be disclosed to the IRS.

FATCA Registration Status

The Trust and/or the Index Funds are classified as “Qualifying Institutions” under the Model 2 IGA. As such they are a non-reporting Hong Kong Financial Institutions and are certified deemed compliant. No registration is required with the IRS.

Impact to the Index Funds and Unitholders

In the event that any of the Index Funds holds US securities and is not FATCA compliant, the relevant Index Fund may become subject to a 30% FATCA withholding as a result of the FATCA regime, and the value of the Units held by Unitholders may suffer material losses.

The Manager does not support US tax evasion or any request to help investors avoid detection under FATCA. The Manager is not able to provide tax advice and cannot determine the impact or compliance obligations of FATCA or an applicable IGA for investors’ business activities. The Manager strongly encourages Unitholders and prospective investors to seek the advice of an experienced tax adviser to determine what actions Unitholders may need to take and on FATCA.

Certification for Compliance with FATCA or other Applicable Laws

Each investor (i) shall be required to, upon demand by the Trustee or the Manager, provide any form, certification or other information reasonably requested by and acceptable to the Trustee or the Manager that is necessary for the relevant Index 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 relevant Index Fund receives payments and/or (b) to satisfy reporting or other obligations under the 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 or when such form, certificate or other information is no longer accurate, and (iii) will otherwise comply with any reporting obligations imposed by the United States, Hong Kong or any other jurisdiction (including any law, rule and requirement relating to AEOI) and reporting obligations that may be imposed by future legislation.

Power to Disclose Information to Authorities

Subject to applicable laws and regulations in Hong Kong, the Manager, the Trustee or any of their authorised person (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 IRS and the IRD), certain information in relation to a Unitholder, including but not limited to the Unitholder’s name, address, jurisdiction of birth, tax residence, tax identification number (if any), social security number (if any) and certain information relating to the Unitholder’s holdings, account balance/value, and income or sale or redemption proceeds, to enable the relevant Index Fund to comply with any applicable law or regulation or any agreement with a tax authority (including, but not limited to, any law, rule, requirement, regulation or agreement relating to AEOI and FATCA).

## DEFINITIONS

In this Prospectus, unless the context requires otherwise, the following expressions have the meanings set out below. Other capitalised terms used, but not defined, have the meaning given to those terms in the Trust Deed.

“A Shares” means shares denominated in RMB, issued by companies and listed on either the Shanghai Stock Exchange or the Shenzhen Stock Exchange in the PRC.

“Application Unit” means, in relation to each Index Fund, such number of Units of a class or whole multiples thereof as specified in this Prospectus for the relevant Index Fund or such other multiple of Units of a class from time to time determined by the Manager, approved by the Trustee and notified to Participating Dealers, either generally or for a particular class or classes of Units.

“BlackRock Group” means the BlackRock group of companies, the ultimate holding company of which is BlackRock, Inc.

“Business Day” means a day (other than a Saturday) on which the SEHK is open for normal trading and on which the relevant Underlying Index is compiled and published, and a day on which banks in Hong Kong are open for general business provided that, where as a result of a Number 8 Typhoon Signal, Black Rainstorm warning or other similar event, the period during which banks in Hong Kong are open on any day is reduced, such day shall not be a Business Day unless the Manager and the Trustee otherwise determine.

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

“CSDCC” means the China Securities Depository and Clearing Co., Ltd.

“Code” means the Code on Unit Trusts and Mutual Funds issued by the SFC (as amended, or replaced, from time to time).

“Connected Person” has the meaning as set out in the Code which at the date of the Prospectus means in relation to a company:

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

“Creation Application” means, in respect of an Index Fund, an application by a Participating Dealer for the creation and issue of Units of an Index Fund in an Application Unit size (or whole multiples thereof) in accordance with the Operating Guidelines and terms of the Trust Deed.

“CSRC” means the China Securities Regulatory Commission of the PRC or its successors.

“Custodian” means The Hongkong and Shanghai Banking Corporation Limited.

“Dealing Day” means each Business Day during the continuance of the Trust, and/or such other day or days as the Manager may from time to time determine with the approval of the Trustee either generally or for a particular class or classes of Units.

“Dealing Deadline” in relation to any particular place and any particular Dealing Day, means the time on each Dealing Day specified in the “Descriptions of the Index Funds” section of this Prospectus.

“Depository Receipt” are securities issued by a financial institution or “depository” and evidence ownership interests in foreign issuers. Depository receipts can include American Depository Receipts (ADRs), European Depository Receipts (EDRs), and Global Depository Receipts (GDRs). For depository receipts that are ADRs, the depository is typically a U.S. financial institution and generally issues such ADRs in registered form for use in the U.S. securities markets. For other forms of depository receipts, the depository may be a non-U.S. or a U.S. entity, and the underlying securities may be issued by a non-U.S. or a U.S. issuer.

“Duties and Charges” in relation to the Index Funds 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 and other duties and charges whether in connection with the constitution of the deposited property (as that term is defined in the Trust Deed) 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, any 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 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.

“entities within the same group” means entities which are included in the same group for the purposes of consolidated financial statements prepared in accordance with internationally recognised accounting standards.

“FDI” means financial derivative instrument.

“Government and other Public Securities” has the meaning as set out in the Code.

“HKEx” means Hong Kong Exchanges and Clearing Limited.

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

“HSBC Group” means HSBC Holdings plc, its subsidiaries and associated companies.

“Index Fund” means one segregated pool of assets and liabilities into which the Trust Fund is divided in accordance with the Trust Deed. The relevant Index Funds relating to this Prospectus are listed in the section headed “Introduction”.

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

“Issue Price” means, in respect of each Index Fund, the price at which Units in that Index Fund may be issued, determined in accordance with the Trust Deed.

“Market” means the following, in any part of the world:–

- (a) in relation to any Security: the SEHK or a Recognised Stock Exchange; and
- (b) in relation to any futures contract: the Hong Kong Futures Exchange or any international futures exchange recognised by the SFC or approved by the Manager and the Trustee.

“Market Maker” means a broker or dealer permitted by the SEHK to act as such by making a market for the Units in the secondary market on the SEHK.

“MOF” means the Ministry of Finance of the PRC.

“MSCI” means MSCI Inc. (formerly known as Morgan Stanley Capital International Inc.)

“MSCI Indexes” means MSCI All Country Asia ex Japan Index and MSCI EM Asia Index.

“Multi-Counter” means the facility by which the Units traded in USD and/or RMB and/or HKD (as the case may be) 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 (USD or RMB or HKD) as described in this Prospectus.

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

“Operating Guidelines” means in relation to an Index Fund, the guidelines for the creation and redemption of Units of the relevant class set out in the schedule to the Participation Agreement as amended from time to time by the Manager with the approval of the Trustee and following consultation, to the extent reasonably practicable, with the Participating Dealers and as notified in writing to the Participating Dealers (for the avoidance of doubt, different Operating Guidelines may be established for different Index Funds). Unless otherwise specified, references to the Operating Guidelines shall be to the Operating Guidelines for the relevant Index Fund applicable at the time of the relevant Application.

“Participating Dealer” means, in respect of an Index Fund, any licensed broker or dealer who is (or who has appointed an agent who is) admitted by HKSCC as either a Direct Clearing Participant or a General Clearing Participant (as defined in the General Rules of CCASS) in CCASS and who has entered into a Participation Agreement, and any reference in this Prospectus to “Participating Dealer” shall, where the context requires, include a reference to any agent so appointed by the Participating Dealer.

“Participation Agreement” means an agreement entered into between the Trustee, the Manager, a Participating Dealer and (where relevant) a Participating Dealer’s agent, setting out, (amongst other things), the arrangements in respect of the issue of Units and the redemption and cancellation of Units.

“PRC” means The People’s Republic of China excluding the Hong Kong Special Administrative Region and the Macau Special Administrative Region.

“QFII” means a qualified foreign institutional investor approved pursuant to the relevant PRC regulations as amended from time to time.

“Recognised Stock Exchange” means an international stock exchange which is recognised by the SFC or which is approved by the Trustee and the Manager.

“Redemption Application” means, in respect of an Index Fund, an application by a Participating Dealer for the redemption of Units of an Index Fund in Application Unit size (or whole multiples thereof) in accordance with the Operating Guidelines and terms of the Trust Deed.

“Redemption Value” means, in respect of a Unit of an Index Fund, the price per Unit at which such Unit is redeemed, calculated in accordance with the Trust Deed.

“reverse repurchase transactions” has the meaning as set out in the Code.

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

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

“sale and repurchase transactions” has the meaning as set out in the Code.

“SAT” means the State Administration of Taxation of the PRC.

“securities financing transactions” has the meaning as set out in the Code.

“securities lending transactions” has the meaning as set out in the Code.

“Security” means any share, stock, debenture, loan stock, bond, security, commercial paper, acceptance, trade bill, treasury bill, instrument or note of, or issued by or under the guarantee of, any body, whether incorporated or unincorporated, or of any government or local government authority or supranational body, whether paying interest or dividends or not and whether fully-paid, partly paid or nil paid and includes (without prejudice to the generality of the foregoing):—

- (a) any right, option or interest (howsoever described) in or in respect of any of the foregoing, including units in any Unit Trust (as defined in the Trust Deed);
- (b) any certificate of interest or participation in, or temporary or interim certificate for, receipt for or warrant to subscribe or purchase, any of the foregoing;
- (c) any instrument commonly known or recognised as a security;
- (d) any receipt or other certificate or document evidencing the deposit of a sum of money, or any rights or interests arising under any such receipt, certificate or document; and
- (e) any bill of exchange and any promissory note.

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

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

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

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

“SSE” means the Shanghai Stock Exchange.

“Stock Connect” means the securities trading and clearing linked programme with an aim to achieve mutual stock market access between mainland China and Hong Kong. Please refer to Schedule 3 for further details.

“substantial financial institution” has the meaning as set out in the Code.

“SZSE” means the Shenzhen Stock Exchange.

“Takeovers Code” means The Code on Takeovers and Mergers issued by the SFC (as amended, or replaced, from time to time).

“Trust” means the umbrella unit trust constituted by the Trust Deed and called iShares Asia Trust or such other name as the Trustee and the Manager may from time to time determine.

“Trust Fund” means all the property held by the Trust, including all Deposited Property and Income Property (as defined in the Trust Deed), except for amounts to be distributed, in each case in accordance with the terms and provisions of the Trust Deed.

“Underlying Index” means, in respect of an Index Fund, the index against which the relevant Index Fund is benchmarked. “Unit” means one undivided share in the Index Fund to which it relates.

“Unitholder” means a person entered on the register of holders as the holder of Units including, where the context so admits, persons jointly registered.

“Valuation Point” means, in respect of an Index Fund, the official close of trading on the Market on which Securities in question are listed on each Dealing Day and, in the case of an Index Fund investing in Securities trading on more than one Market, the official close of trading on the last relevant Market to close or such other time or times as determined by the Manager and the Trustee from time to time provided that there shall always be a Valuation Point on each Dealing Day other than where there is a suspension of the creation and redemption of Units.



## SCHEDULE 1

### Investment Restrictions

If any of the restrictions or limitations set out in this Schedule 1 is breached, the Manager will make it a priority objective to take all necessary steps within a reasonable period to remedy such breach, taking due account of the interests of the Unitholders.

The Trustee will take reasonable care to ensure compliance with the investment and borrowing limitations set out in the constitutive documents and the conditions under which the scheme was authorised.

The investment restrictions applicable to an Index Fund that are included in the Trust Deed are summarised below (as may be modified by any applicable waivers or exemptions granted by the SFC):—

- (a) the aggregate value of an Index Fund's investments in, or exposure to, any single entity (other than Government and other Public Securities) through the following may not exceed 10% of the Net Asset Value of such Index Fund, save as permitted by Chapter 8.6(h) and as varied by Chapter 8.6(h)(a) of the Code:
  - (1) investments in Securities issued by such entity;
  - (2) exposure to such entity through underlying assets of FDIs; and
  - (3) net counterparty exposure to such entity arising from transactions of over-the-counter FDIs;
- (b) subject to (a) above and Chapter 7.28(c) of the Code and unless otherwise approved by the SFC, the aggregate value of an Index Fund's investments in, or exposure to, entities within the same group through the following may not exceed 20% of the Net Asset Value of the Index Fund:
  - (1) investments in Securities issued by such entities;
  - (2) exposure to such entities through underlying assets of FDIs; and
  - (3) net counterparty exposure to such entities arising from transactions of over-the-counter FDIs;
- (c) unless otherwise approved by the SFC, the value of an Index Fund's cash deposits made with the same entity or entities within the same group may not exceed 20% of the Net Asset Value of the Index Fund, unless:
  - (1) the cash is held before the launch of the Index Fund and for a reasonable period thereafter prior to the initial subscription proceeds being fully invested; or
  - (2) the cash is proceeds from liquidation of investments prior to the merger or termination of the Index Fund, whereby the placing of cash deposits with various financial institutions may not be in the best interest of investors; or
  - (3) the cash is proceeds received from subscriptions pending investments and held for the settlement of redemption and other payment obligations, whereby the placing of cash deposits with various financial institutions is unduly burdensome and the cash deposits arrangement would not compromise investors' interests;

for the purposes of this paragraph(c), cash deposits generally refer to those that are repayable on demand or have the right to be withdrawn by the relevant Index Fund and not referable to provision of property or services;

- (d) ordinary shares issued by any single entity (other than Government and other Public Securities) held for the account of an Index Fund, when aggregated with other ordinary shares of the same entity held for the account of all other Index Funds under the Trust collectively may not exceed 10% of the nominal amount of the ordinary shares issued by a single entity;
- (e) not more than 15% of the Net Asset Value of an Index Fund may be invested in Securities and other financial products or instruments that are neither listed, quoted nor dealt in on a stock exchange, over-the-counter market or other organised securities market which is open to the international public and on which such Securities are regularly traded;
- (f) notwithstanding (a), (b), (d) and (e), where direct investment by an Index Fund in a market is not in the best interests of investors, an Index Fund may invest through a wholly-owned subsidiary company established solely for the purpose of making direct investments in such market. In this case, the underlying investments of the subsidiary, together with the direct investments made by the Index Fund, must in aggregate comply with the requirements of Chapter 7 of the Code;
- (g) notwithstanding (a), (b) and (d), not more than 30% of the Net Asset Value of an Index Fund may be invested in Government and other Public Securities of the same issue;
- (h) subject to (g), an Index Fund may fully invest in Government and other Public Securities in at least six different issues. Subject to the approval of the SFC, an Index Fund which has been authorised by the SFC as an index fund may exceed the 30% limit in (g) and may invest all of its assets in Government and other Public Securities in any number of different issues;
- (i) unless otherwise approved by the SFC, an Index Fund may not invest in physical commodities;
- (j) for the avoidance of doubt, exchange traded funds that are:
  - (1) authorised by the SFC under Chapter 8.6 or 8.10 of the Code; or
  - (2) listed and regularly traded on internationally recognised stock exchanges open to the public (nominal listing not accepted) and (i) the principal objective of which is to track, replicate or correspond to a financial index or benchmark, which complies with the applicable requirements under Chapter 8.6 of the Code; or (ii) the investment objective, policy, underlying investments and product features of which are substantially in line with or comparable with those set out under Chapter 8.10 of the Code,

may either be considered and treated as (x) listed Securities for the purposes of and subject to the requirements in paragraphs (a), (b) and (d) above; or (y) collective investment schemes for the purposes of and subject to the requirements in paragraph (k) below. However, the investments in exchange traded funds shall be subject to paragraph (e) above and the relevant investment limits in exchange traded funds by an Index Fund should be consistently applied and clearly disclosed in this Prospectus;

- (k) where an Index Fund invests in shares or units of other collective investment schemes (“underlying schemes”),

- (1) the value of such Index Fund's investment in units or shares in underlying schemes which are non-eligible schemes (as determined by the SFC) and not authorised by the SFC may not in aggregate exceed 10% of the Net Asset Value of an Index Fund; and
- (2) such Index Fund may invest in one or more underlying schemes which are either schemes authorised by the SFC or eligible schemes (as determined by the SFC), but the value of an Index Fund's investment in units or shares in each such underlying scheme may not exceed 30% of the Net Asset Value of the Index Fund, unless the underlying scheme is authorised by the SFC and its name and key investment information are disclosed in this Prospectus,

provided that in respect of (1) and (2) above:

- (i) the objective of each underlying scheme may not be to invest primarily in any investment prohibited by Chapter 7 of the Code, and where that underlying scheme's objective is to invest primarily in investments restricted by Chapter 7 of the Code, such investments may not be in contravention of the relevant limitation prescribed by Chapter 7 of the Code. For the avoidance of doubt, an Index Fund may invest in scheme(s) authorised by the SFC under Chapter 8 of the Code (except for hedge funds under Chapter 8.7 of the Code), eligible scheme(s) (as determined by the SFC) of which the net derivative exposure (as defined in the Code) does not exceed 100% of its total Net Asset Value, and exchange traded funds satisfying the requirements in paragraph (i) above in compliance with paragraph (k)(1) and (k)(2);
- (ii) where the underlying schemes are managed by the Manager, or by other companies within the same group that the Manager belongs to, then paragraphs (a), (b), (d) and (e) above are also applicable to the investments of the underlying scheme;
- (iii) the objective of the underlying schemes may not be to invest primarily in other collective investment scheme(s);
- (3) where an investment is made in any underlying scheme(s) managed by the Manager or any of its Connected Persons, all initial charges and redemption charges on the underlying scheme(s) must be waived; and
- (4) the Manager or any person acting on behalf of the Index Fund or the Manager may not obtain a rebate on any fees or charges levied by an underlying scheme or the manager of an underlying scheme, or any quantifiable monetary benefits in connection with investments in any underlying scheme;
- (l) if the name of an Index Fund indicates a particular objective, investment strategy, geographic region or market, the Index Fund, under normal market circumstances, invest at least 70% of its Net Asset Value in securities and other investments to reflect the particular objective, investment strategy or geographic region or market which the Index Fund represents.

The Manager shall not on behalf of any Index Fund:–

- (i) invest in a security of any class in any company or body if any director or officer of the Manager individually owns 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;
- (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 and interests in real estate investment trusts (REITs)). In the case of investments in such shares and REITs, they shall

comply with the limits set out in paragraphs (a), (b) and (d), (e) and (k)(1) above where applicable. For the avoidance of doubt, where investments are made in listed REITS, paragraphs (a), (b) and (d) apply and where investments are made in unlisted REITS, which are either companies or collective investment schemes, then paragraphs (e) and (k)(1) apply respectively;

- (iii) make short sales if as a result such Index Fund would be required to deliver Securities exceeding 10% of the Net Asset Value of such Index Fund (and for this purpose Securities sold short must be actively traded on a market where short selling activity is permitted). For the avoidance of doubt, each Index Fund is prohibited to carry out any naked or uncovered short sale of Securities and short selling should be carried out in accordance with all applicable laws and regulations.
- (iv) subject to paragraph (e) above, lend or make a loan out of the assets of such Index Fund, except to the extent that the acquisition of bonds or the making of a deposit (within the applicable investment restrictions) might constitute a loan, or assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person, save and except for reverse repurchase transactions in compliance with the Code;
- (v) enter into any obligation in respect of such Index Fund or acquire any asset or engage in any transaction for the account of such Index Fund which involves the assumption of any liability which is unlimited. For the avoidance of doubt, the liability of Unitholders is limited to their investment in the relevant Index Fund; or
- (vi) include in the portfolio of such Index Fund any Security where a call is to be made for any sum unpaid on that Security, unless the call could be met in full out of cash or near cash from such Index Fund's portfolio whereby such amount of cash or near cash has not been segregated to cover a future or contingent commitment arising from transactions in FDIs for the purposes of the section "Cover" below.

Note: The investment restrictions set out above apply to each Index Fund, subject to the following: A collective investment scheme authorised by the SFC under the Code is usually restricted under Chapter 7.1 of the Code from making investments which would result in the value of that collective investment scheme's holdings of the Securities of any single entity exceeding 10% of the collective investment scheme's net asset value. For an Index Fund authorised under Chapter 8.6 of the Code as an index tracking ETF, given the investment objective of the Index Fund and nature of the index, the relevant Index Fund is allowed under Chapter 8.6(h) of the Code to, notwithstanding Chapter 7.1 of the Code, hold investments in constituent Securities of any single entity exceeding 10% of the Index Fund's Net Asset Value if such constituent Securities account for more than 10% of the weighting of the index and the relevant Index Fund's holding of any such constituent Securities does not exceed their respective weightings in the Index, except where the weightings are exceeded as a result of changes in the composition of the Index and the excess is only transitional and temporary in nature.

However, the restrictions in 8.6(h)(i) and (ii) of the Code (as described in the preceding paragraph) do not apply if:

- the Index Fund adopts a representative sampling strategy which does not involve full replication of the constituent securities of the underlying index in the exact weightings of such index;
- the strategy is clearly disclosed in the Prospectus;
- the excess of the weightings of the constituent securities held by the Index Fund over the weightings in the index is caused by the implementation of the representative sampling strategy;

- any excess weightings of the Index Fund's holdings over the weightings in the index must be subject to a maximum limit reasonably determined by the Index Fund after consultation with the SFC. In determining this limit, the Index Fund must consider the characteristics of the underlying constituent securities, their weightings and the investment objectives of the index and any other suitable factors;
- limits laid down by an Index Fund pursuant to the point above must be disclosed in the Prospectus. Please refer to the section "Descriptions of The Index Funds" - "Investment Strategy" for the limit applicable to an Index Fund;
- disclosure must be made in the Index Fund's interim and annual reports as to whether the limits imposed by the Index Fund itself pursuant to the above point have been complied with in full. If there is non-compliance with the said limits during the relevant reporting period, this must be reported to the SFC on a timely basis and an account for such non-compliance should be stated in the report relating to the period in which the non-compliance occurs or otherwise notified to investors.

### **Securities Financing Transactions**

There is no current intention for any Index Fund to engage in any securities lending transactions, sale and repurchase transactions and reverse repurchase transactions ("securities financing transactions") or other similar over-the-counter transactions. Prior approval from the SFC will be sought in the event the Manager intends to engage in such transactions and at least one month's prior notice will be given to Unitholders, and details of such transactions will be disclosed in this Prospectus in accordance with the Code.

### **Financial Derivative Instruments**

Subject always to the provisions of the Trust Deed and the Code, the Manager may on behalf of an Index Fund enter into any transactions in relation to FDIs.

#### *Hedging purposes*

An Index Fund may acquire FDIs for hedging purpose. The FDIs shall meet all of the following criteria to be considered as being acquired for hedging purposes:

- (a) they are not aimed at generating any investment return;
- (b) they are solely intended for the purpose of limiting, offsetting or eliminating the probability of loss of risks arising from the investments being hedged;
- (c) although they may not necessarily reference to the same underlying assets, they should relate to the same asset class with high correlation in terms of risks and return, and involve taking opposite positions, in respect of the investments being hedged; and
- (d) they exhibit price movements with high negative correlation with the investments being hedged under normal market conditions. Hedging arrangement should be adjusted or re-positioned, where necessary and with due consideration on the fees, expenses and costs, to enable an Index Fund to meet its hedging objective in stressed or extreme market conditions.

#### *Investment purpose*

An Index Fund may also acquire FDIs for non-hedging purposes ("investment purposes"), subject to the limit that the Index Fund's net exposure relating to these FDIs ("net derivative exposure")

does not exceed 50% of its total Net Asset Value (unless otherwise approved by the SFC for a Sub-Fund pursuant to Chapter 8.7 and 8.8 of the Code). For the avoidance of doubt:

- (a) for the purpose of calculating net derivative exposure, the positions of FDIs acquired by an Index Fund for investment purposes are converted into the equivalent position in the underlying assets of the FDIs, taking into account the prevailing market value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the position;
- (b) the net derivative exposure should be calculated in accordance with the requirements and guidance issued by the SFC which may be updated from time to time; and
- (c) FDIs acquired for hedging purposes will not be counted towards the 50% limit referred to in this paragraph so long as there is no residual derivative exposure arising from such hedging arrangement.

### **Requirements on FDIs**

The FDIs invested by an Index Fund should be either listed or quoted on a stock exchange, or dealt in over-the-counter market and comply with the following provisions:

- (a) the underlying assets consist solely of shares in companies, debt Securities, money market instruments, units/shares of collective investment schemes, deposits with substantial financial institutions, Government and other Public Securities, highly-liquid physical commodities (including gold, silver, platinum and crude oil), financial indices, interest rates, foreign exchange rates or currencies or other asset classes acceptable to the SFC, in which such Index Fund may invest according to its investment objectives and policies. Where an Index Fund invests in index-based FDIs, the underlying assets of such FDIs are not required to be aggregated for the purposes of the investment restrictions or limitations set out in paragraphs (a), (b), (c) or (g) under “Investment Restrictions” above provided that the index is in compliance with 8.6(e) of the Code;
- (b) the counterparties to over-the-counter FDI transactions or their guarantors are substantial financial institutions, except that the SFC may consider to accept other entity falling outside the definition of “substantial financial institution” on a case-by-case basis;
- (c) subject to paragraphs (a) and (b) under the section entitled “Investment Restrictions” above, an Index Fund’s net counterparty exposure to a single entity arising from transactions of the over-the-counter FDIs may not exceed 10% of the Net Asset Value of such Index Fund. Exposure to a counterparty of over-the-counter FDIs may be lowered by the collateral received (if applicable) and should be calculated with reference to the value of collateral and positive mark to market value of the over-the-counter FDIs with that counterparty, if applicable; and
- (d) the valuation of the FDIs is marked-to-market daily, subject to regular, reliable and verifiable valuation conducted by the Manager or the Trustee or their nominee(s), agent(s) or delegate(s) independent of the issuer of the FDIs through measures established by the Manager such as the establishment of a valuation committee or engagement of third party services. The FDIs can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the initiative of the relevant Index Fund. Further, the calculation agent/fund administrator should be adequately equipped with the necessary resources to conduct independent marked-to-market valuation and to verify the valuation of the FDIs on a regular basis.

Subject to the sub-sections “Investment purposes” and “Requirements on FDIs above”, an Index Fund may invest in FDIs provided that the exposure to the underlying assets of the FDI, together with the other investments of such Index Fund, may not in aggregate exceed the corresponding



investment restrictions or limitations applicable to such underlying assets and investments as set out in the relevant provisions of Chapter 7 of the Code.

### **Cover**

An Index Fund shall at all times be capable of meeting all its payment and delivery obligations incurred under transactions in FDIs (whether for hedging or for investment purposes). The Manager shall, as part of its risk management process, monitor to ensure that the transactions in FDIs are adequately covered on an ongoing basis. For the purposes of this paragraph, assets that are used to cover the Index Fund's payment and delivery obligations incurred under transactions in FDIs should be free from any liens and encumbrances, exclude any cash or near cash for the purpose of meeting a call on any sum unpaid on a Security, and cannot be applied for any other purposes. A transaction in FDIs which gives rise to a future commitment or contingent commitment of an Index Fund should also be covered as follows:

- in the case of FDI transactions which will, or may at the Index Fund's discretion, be cash settled, the Index Fund should at all times hold sufficient assets that can be liquidated within a short timeframe to meet the payment obligation; and
- in the case of FDI transactions which will, or may at the counterparty's discretion, require physical delivery of the underlying assets, the Index Fund should hold the underlying assets in sufficient quantity at all times to meet the delivery obligation. If the Manager considers the underlying assets to be liquid and tradable, the Index Fund may hold other alternative assets in sufficient quantity as cover, provided that such assets may be readily converted into the underlying assets at any time to meet the delivery obligation. In the case of holding alternative assets as cover, the Index Fund should apply safeguard measures such as to apply haircut where appropriate to ensure that such alternative assets held are sufficient to meet its future obligation.

The above policies relating to FDIs apply to financial instruments which embeds a financial derivative as well. For the purposes of this Prospectus, an "Embedded FDI" is a FDI that is embedded in another security, namely the host contract.

### **Collateral**

Each of the Index Funds currently does not intend to receive any collateral. In the event the Manager intends to change this practice, collateral requirements under the Code and the Manager's collateral policy and criteria will be disclosed in this Prospectus in accordance with the Code.

### **Borrowing Policy**

Borrowing against the assets of any Index Fund is allowed up to a maximum of 10% of its total Net Asset Value. Back-to-back loans do not count as borrowing. For the avoidance of doubt, securities lending transactions and sale and repurchase transactions in compliance with the requirements in Chapters 7.32 to 7.35 of the Code are not subject to the limitations in this paragraph.

The Trustee may at the request of the Manager borrow for the account of any Index Fund any currency, and charge or pledge assets of an Index Fund, for the following purposes:-

- facilitating the creation or redemption of Units or defraying operating expenses;
- enabling the Manager to acquire Securities for the account of any Index Fund;
- for any other proper purpose as may be agreed by the Manager and the Trustee.

## SCHEDULE 2

### Index Provider Disclaimer

The iShares Core MSCI Asia ex Japan ETF and the iShares MSCI Emerging Asia ETF are 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 BlackRock. None of the MSCI parties makes any representation or warranty, express or implied, to the issuer or unitholders of the Index Funds or any other person or entity regarding the advisability of investing in Index Funds generally or in the Index Funds 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 Index Funds or the issuer or unitholders of the Index Funds or any other person or entity. None of the MSCI parties has any obligation to take the needs of the issuer or unitholders of the Index Funds 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 Index Funds to be issued or in the determination or calculation of the equation by or the consideration into which the Index Funds are redeemable. Further, none of the MSCI parties has any obligation or liability to the issuer or unitholders of the Index Funds or any other person or entity in connection with the administration, marketing or offering of the Index Funds.

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 Index Funds, unitholders of the Index Funds, 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, owner or holder of this security, account, 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, account, product or fund 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.

## SCHEDULE 3

### What is the Stock Connect?

The Stock Connect is a securities trading and clearing linked programme developed by the Hong Kong Exchanges and Clearing Limited (“HKEx”), the Shanghai Stock Exchange (“SSE”), the Shenzhen Stock Exchange (“SZSE”) and the China Securities Depository and Clearing Corporation Ltd (“CSDCC”), with an aim to achieve mutual stock market access between the PRC and Hong Kong. It comprises the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect. The Manager intends to utilise such channels to invest in A Shares.

Each of the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect comprises a Northbound Trading Link and a Southbound Trading Link. Under the Northbound Trading Link, Hong Kong and overseas investors (including the Index Funds), through their Hong Kong brokers and securities trading service companies (in Shanghai and Qianhai Shenzhen respectively) as established by the SEHK and the HKSCC, are able to trade eligible shares listed on the SSE or the SZSE by routing orders to the SSE or SZSE (as the case may be). Under the Southbound Trading Link, eligible investors, through PRC securities firms and a securities trading service companies as established by the SSE and the SZSE, are able to trade eligible shares listed on the SEHK by routing orders to the SEHK.

### Eligible securities

Initially, Hong Kong and overseas investors are able only to trade certain stocks listed on the SSE market (the “SSE Securities”) and the SZSE market (the “SZSE Securities”). SSE Securities include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed A Shares that are not included as constituent stocks of the relevant indices but which have corresponding H Shares listed on the 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”.

SZSE Securities include all the constituent stocks of the SZSE Component Index and the SZSE Small/Mid Cap Innovation Index which have a market capitalisation of not less than RMB 6 billion, and all the SZSE-listed A shares which have corresponding H shares listed on SEHK, except the following:

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

At the initial stage of Shenzhen-Hong Kong Stock Connect, shares listed on the ChiNext Board of SZSE under Northbound Trading Link will be limited to institutional professional investors. Subject to resolution of related regulatory issues, other investors may subsequently be allowed to trade such shares.

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

### Trading day

Investors (including the Index Funds) are only allowed to trade SSE Securities and SZSE Securities via the Stock Connect 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 the Stock Connect is subject to a daily quota (“Daily Quota”) for each of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, which is separate for Northbound and Southbound trading. The Daily Quota limits the maximum net buy value of cross-boundary trades under the Stock Connect each day. The quotas do not belong to the Index Funds and are utilised on a first-come-first-serve basis. The SEHK monitors the quota and publishes the remaining balance of the Northbound Daily Quota at scheduled times on the HKEx’s website. The Daily Quota may change in future. The Manager will not notify Unitholders in case of a change of quota.

## **Settlement and Custody**

The HKSCC 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. Accordingly investors do not hold SSE Securities or SZSE Securities directly – these are held through their brokers’ or custodians’ accounts with CCASS.

## **Corporate actions and shareholders’ meetings**

Notwithstanding the fact that HKSCC does not claim proprietary interests in the SSE Securities or SZSE Securities held in its omnibus stock account in the CSDCC, the CSDCC as the share registrar for SSE or SZSE listed companies will still treat the HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE Securities or SZSE Securities. The HKSCC monitors the corporate actions affecting SSE Securities or SZSE Securities and keeps participants of CCASS informed of all such corporate actions that require CCASS participants to take steps in order to participate in them.

## **Currency**

Hong Kong and overseas investors (including the Index Funds) trade and settle SSE Securities and SZSE Securities in RMB only.

## **Trading fees and taxes**

In addition to paying trading fees and stamp duties in connection with A Share trading, the Index Funds may be subject to other fees and taxes concerned with income arising from stock transfers which are determined by the relevant authorities. Please refer to the section “Taxes” – “PRC” for information about taxes arising from investment through the Stock Connect.

## **Coverage of Investor Compensation Fund**

The Index Funds’ investments through Northbound trading under the Stock Connect are 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. Since default in Northbound trading via the Stock Connect do not involve products listed or traded in the SEHK or the Hong Kong Futures Exchanges Limited, they will not be covered by the Investor Compensation Fund. Furthermore, since the Index Funds are carrying out Northbound trading through securities brokers in Hong Kong but not PRC brokers, they are not protected by the China Securities Investor Protection Fund(中國投資者保護基金)in the PRC.

Further information about the Stock Connect is available at the website: [http://www.hkex.com.hk/eng/market/sec\\_tradinfra/chinaconnect/chinaconnect.htm](http://www.hkex.com.hk/eng/market/sec_tradinfra/chinaconnect/chinaconnect.htm)

## Stock Connect Related Risks

The Index Funds' investments through the Stock Connect may be subject to the following risks.

- Quota and Order Limitation Risk:** The 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). Furthermore, price limit orders are the only type of orders that can be placed for northbound trading via the Stock Connect. The Index Funds' ability to invest in A Shares through the Stock Connect can be affected by such quota limitations and price limit orders which may increase tracking error of the MSCI China ETF.
- Legal and Beneficial Ownership Risk:** The SSE Securities and the SZSE Securities in respect of the Index Funds will be held by the Custodian/sub-custodian in accounts in CCASS maintained by the HKSCC as central securities depository in Hong Kong. The HKSCC in turn holds the SSE Securities and the SZSE Securities, as the nominee holder, through an omnibus securities account in its name registered with the CSDCC. The precise nature and rights of the Index Funds as the beneficial owner of the SSE Securities and the SZSE Securities through HKSCC as nominee is not well defined under PRC law. There is lack of a clear definition of, and distinction between, legal ownership and beneficial ownership under PRC law and there have been few cases involving a nominee account structure in the PRC courts. The exact nature and methods of enforcement of the rights and interests of the Index Funds under PRC law is also uncertain.

In the unlikely event that HKSCC becomes subject to winding up proceedings in Hong Kong there is a risk that the SSE Securities and the SZSE Securities may not be regarded as held for the beneficial ownership of the Index Funds or as part of the general assets of HKSCC available for general distribution to its creditors.

For completeness, the CSRC has provided information titled "Q&A regarding Certain Provisions on Stock Connect between the Mainland and Hong Kong Stock Markets" dated 27 October 2016 in relation to beneficial ownership – the relevant sections from this Q&A have been extracted and reproduced below:

**Do overseas investors enjoy proprietary rights as shareholders in the securities acquired through the Northbound Trading Links under the Stock Connects held through HKSCC? Are the concepts of "nominee holder" and "beneficial owner" recognized under Mainland laws and regulations?**

*Article 18 of the Administrative Measures for Registration and Settlement of Securities (the "Settlement Measures") states that "securities shall be recorded in the accounts of the securities holders, unless laws, administrative regulations or CSRC rules prescribe that the securities shall be recorded in accounts opened in the name of nominee holders". Hence, the Settlement Measures expressly provides for the concept of nominee shareholding. Article 13 of the Certain Provisions on Stock Connect between the Mainland and Hong Kong Stock Markets states that, among others, "investors are entitled to the rights and interests of the securities acquired through the Northbound Trading Links of the Stock Connect between the Mainland and Hong Kong Stock Markets.... Securities acquired through the Northbound Trading Links shall be registered in the name of HKSCC....". Hence, it has been set out explicitly that in Northbound trading, overseas investors shall hold securities acquired through the Northbound Trading Links in the name of HKSCC and enjoy the proprietary interests as shareholders.*



***How can overseas investors pursue legal actions or file lawsuits in the Mainland in order to exercise their rights over the securities acquired through the Northbound Trading Links under the Stock Connects?***

*Mainland law does not expressly provide for a beneficial owner under the nominee holding structure to bring legal proceedings, nor does it prohibit a beneficial owner from doing so. As we understand, under the Stock Connects, HKSCC, as the nominee holder and registered holder of the securities acquired by overseas investors through the Northbound Trading Links, may exercise shareholder's rights and pursue legal actions on behalf of overseas investors. In addition, Article 119 of the Civil Procedure Law of the People's Republic of China states that "the claimant in a legal action shall be an individual, legal person or any other organization that has a direct interest in the relevant case,...". As long as the overseas investor can provide evidential proof of its beneficial ownership and direct stakeholdership, the investor may take legal actions in its own name in Mainland courts.*

- **Settlement and Corporate Actions Risks:** The HKSCC is responsible for settlement in respect of trades executed for the Index Funds. The HKSCC will also be treated as the shareholder of the SSE Securities and the SZSE Securities which it will monitor and of which it will seek to notify investors such as the Index Funds. The Index Funds will therefore depend on HKSCC for both settlement and notification and implementation of corporate actions.
- **Front-end Monitoring Risk:** PRC regulations require that in order for an investor to sell any A Share on a certain trading day, there must be sufficient A Shares in the investor's account before market opens on that day. If there is insufficient A Share in the investor's account, the sell order will be rejected by the SSE or the SZSE. The SEHK carries out pre-trade checking on SSE Securities and the SZSE Securities sell orders of its participants (i.e. stock brokers) to ensure that this requirement is satisfied. This means that investors must transfer SSE Securities and SZSE Securities to the accounts of its brokers before the market opens on the day of selling (the "trading day"). If an investor fails to meet this deadline, it will not be able to sell SSE Securities or SZSE Securities on the relevant trading day. Because of this requirement, investors may not be able to dispose of holdings of SSE Securities or SZSE Securities in a timely manner. This also raises concerns as to counterparty risks as securities may need to be kept by brokers overnight.

To facilitate investors whose SSE Securities or SZSE Securities are maintained with custodians to sell their SSE Securities or SZSE Securities without having to pre-deliver the SSE Securities or SZSE Securities from their custodians to their executing brokers, the HKEx introduced an enhanced pre-trade checking model in March 2015, under which an investor may request its custodian to open a Special Segregated Account (SPSA) in CCASS to maintain its holdings in SSE Securities and SZSE Securities. Such investors only need to transfer SSE Securities or SZSE Securities from its SPSA to its designated broker's account after execution and not before placing the sell order. This enhanced model is novel and initial market reaction has been varied. If the Index Funds are unable to utilise this model, it would have to deliver SSE Securities or SZSE Securities to brokers before the trading day and the above risks may still apply.

- **Difference in Trading and Settlement Days Risk:** The Stock Connect is only available on days when both the SEHK and the mainland markets (SSE and SZSE) are open for trading, and banking services are available in both Hong Kong and mainland markets on the corresponding settlement days (i.e. the day after trading day for Northbound trades). Therefore, the Index Funds may be unable to invest in A Shares through the Stock Connect on certain trading days notwithstanding the SEHK is open for trading, for example when the settlement day for a proposed trade falls on a public holiday in the PRC. In such circumstances, the Manager may exercise its power under the Trust Deed to suspend Creation and Redemption Applications and/or delay the payment of any moneys and transfer of any Securities in respect of any Redemption Application during the relevant



period. Please refer to the section “Suspension of Creations and Redemptions” for further details.

- **Suspension Risk:** Each of the SEHK, the SSE and the SZSE reserves 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 is effected, the Index Funds’ ability to access the PRC market through the Stock Connect will be adversely affected.
- **Operational Risk:** The Stock Connect provides a new channel for investors from Hong Kong and overseas to access the PRC’s stock market directly. Market participants are able to participate in this programme subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house. Market participants may need to address issues arising from these differences (as well as the fact that the securities regime and legal systems of the PRC and Hong Kong differ significantly) on an on-going basis.

Further, the “connectivity” in the Stock Connect 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. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems fail to function properly, trading in both markets through the programme could be disrupted.

- **Recalling of Eligible Stocks:** If a stock is recalled from the scope of eligible stocks for trading via the Stock Connect, the stock can only be sold and cannot be bought. This may affect the Index Funds’ tracking of the Underlying Index if, for example, a constituent of the Underlying Index is recalled from the scope of eligible stocks.
- **Broker Risk:** The Index Funds may rely on only one broker to invest via Stock Connect. Should, for any reason, the Manager be unable to use the relevant broker, the operation of the Index Funds would be adversely affected and may cause Units to trade at a premium or discount to the Index Funds’ Net Asset Value or be unable to track the Underlying Index. The Index Funds may also incur losses due to the acts or omissions of any of the broker(s) in the execution or settlement of any transaction via Stock Connect.
- **Clearing and Settlement Risk:** The HKSCC and the CSDCC establish clearing links and each has become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on 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. Should the remote event of CSDCC default occur and the CSDCC 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 the CSDCC. HKSCC will in good faith seek recovery of the outstanding stocks and monies from the CSDCC through available legal channels or through the CSDCC’s liquidation. In that event, the Index Funds may suffer delay in the recovery process or may not be able to fully recover its losses from the CSDCC.
- **Regulatory Risk:** The 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 Stock Connect. The

regulations are untested and there is no certainty as to how they will be applied, and are subject to change. There can be no assurance that the Stock Connect will not be abolished.

- **No Protection by Investor Compensation Fund Risk:** Investment through the Stock Connect is conducted through broker(s), and is subject to the risks of default by such brokers in their obligations. The Index Funds' investments through Northbound trading under the Stock Connect is not covered by the Hong Kong's Investor Compensation Fund. Therefore the Index Funds are exposed to the risks of default of the broker(s) in their obligations when it engages in its trading in A Shares through the programme. 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 Index Funds are 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.

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