

**IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice. Schroder Investment Management (Hong Kong) Limited being the manager of the Fund and the Sub-Funds accepts full responsibility for the accuracy of the information contained in this letter and confirms, having made all reasonable enquiries, that to the best of our knowledge and belief there are no other facts the omission of which would make any statement misleading.**

Unless otherwise stated herein, capitalised terms in this letter shall have the same meaning(s) as defined in the explanatory memorandum ("**Explanatory Memorandum**") of each Sub-Fund.

26 April 2023

Dear Unitholder,

**Schroder Umbrella Fund II ("Fund")**

- **Schroder Asian Asset Income Fund**
- **Schroder China Asset Income Fund**
- **Schroder China Equity Alpha Fund**
- **Schroder China Fixed Income Fund**
- **Schroder Global Multi-Asset Thematic Fund** (each a "**Sub-Fund**", collectively, "**Sub-Funds**")

We are writing to inform you of certain changes relating to the Fund and the Sub-Funds, which are summarised below.

**A. Changes in Investment Policy of Schroder China Asset Income Fund**

In this section A, "Sub-Fund" shall mean the Schroder China Asset Income Fund.

1. Change in Investment Policy (1) – Investment in China and China-related companies

The Sub-Fund seeks to achieve its investment objectives by investing primarily in equity and fixed income securities of "China and China related companies", which refer to companies which are headquartered and/or listed in or have a substantial business exposure to mainland China. With effect from 29 May 2023 (the "**Effective Date**"), the investment policy of the Sub-Fund will be amended such that reference to "China and China related companies" will be broadened to include companies which are headquartered and/or listed in or have a substantial business exposure to Hong Kong and Macau. The relevant amendments to the investment policy are set out below (amendments are shown as underlined):

“China and China related companies refer to companies which are headquartered and/or listed in or have a substantial business exposure to mainland China, Hong Kong and Macau.”

The change in the investment policy as set out above is intended to broaden the investment universe of the Sub-Fund to provide additional flexibility to the Manager in selecting investments for the Sub-Fund.

## 2. Change in Investment Policy (2) – Investment in China A-Shares

It is currently disclosed in the Explanatory Memorandum that the Sub-Fund may invest no more than 10% of its net asset value indirectly in China A-Shares through financial instruments such as China market access products. With effect from the Effective Date, such limit of investment through financial instruments such as China market access products will be removed and the Sub-Fund’s direct and indirect investment exposure to China A-Shares and China B-Shares will continue to be subject to an overall limit of less than 50% of its net asset value. The amendments to the investment policy are set out below (amendments are shown as marked and underlined):

“The Sub-Fund’s direct and indirect exposure to China A-Shares and China B-Shares will be less than 50% of its net asset value. ~~However, the Sub-Fund may invest no more than 10% of its net asset value indirectly in China A-Shares through financial instruments such as China market access products.~~ The Sub-Fund may invest less than 50% of its net asset value directly in China A-Shares directly through the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect (collectively the “Stock Connect”) or indirectly through, including but not limited to, China market access products, investment funds and ETFs ~~(as further described in the section under the heading “Stock Connect” below).~~”

For the avoidance of doubt, the Sub-Fund’s direct and indirect exposure to China A-Shares and China B-Shares will remain unchanged at less than 50% of its net asset value.

### Implication of Change

With effect from the Effective Date, the Sub-Fund will be managed in accordance with the revised investment policy as set out above.

Save as described in this Section A and subject to as disclosed in Section B below, all other key features of the Sub-Fund, the operation of the Sub-Fund and/or manner in which the Sub-Fund is being managed, will remain unchanged. It is expected that the changes to the investment policy of the Sub-Fund will have no material impact on its risk profile. There is also no change in the fee level and fee structure of the Sub-Fund. As such, the changes as described in this Section A will not result in any material prejudice to or other effects on the rights or interests of unitholders of the Sub-Fund.

The fees and costs incurred in connection with the changes described in this Section A, including amendments to the Explanatory Memorandum and Product Key Facts Statement of the Sub-Fund, are estimated to be HK\$120,000 and will be borne by the Sub-Fund.

Unitholders are not required to take any action in respect of the changes in this Section A. Unitholders of the Sub-Fund may nevertheless elect to redeem or switch out from the Sub-Fund to other unit trusts or mutual funds offered by the Manager and generally available to investors for switching in, before the Effective Date free of any redemption charge and initial charge in

accordance with the procedures provided in the Explanatory Memorandum of the relevant Sub-Fund.

## **B. Other changes to the Fund and the Sub-Funds**

### 1. Dilution adjustment

The Manager may apply “dilution adjustment” as part of its daily valuation policy in order to counter dilution and to protect unitholders’ interest. This means that in certain circumstances the Manager (if in its opinion in good faith it is in the interest of unitholders to do so) will make adjustments in the calculations of the net asset value per Unit, to counter the impact of dealing and other costs on occasions when these are deemed to be significant. Currently, the amount of the dilution adjustment can vary over time but will not exceed 2% of the net asset value per Unit of the relevant Sub-Fund on the relevant Valuation Day and no notice is required to be given to unitholders for such dilution adjustment.

To enhance the flexibility for dilution adjustment, during circumstances which the Manager may deem as extraordinary market circumstances or significant unexpected changes in general market conditions (including but not limited to high market volatility, illiquidity in the markets, disruption of markets or slowdown of the economy caused by terrorist attack or war (or other hostilities), a serious pandemic, or a natural disaster (such as a hurricane or a super typhoon)), the Manager may, in consultation with the Trustee, temporarily increase the dilution adjustment beyond 2% of the net asset value per Unit of the Sub-Fund. Any such increase shall be posted online at the website: [www.schroders.com.hk](http://www.schroders.com.hk)<sup>1</sup> or notified to the unitholders in such manner as the Manager and Trustee may agree. This change will take effect from 26 April 2023 and the trust deed of the Fund (“**Trust Deed**”) has been amended to give effect to this change.

### 2. Subscription and redemption procedures

Please note that instructions for subscription and redemption of Units in the Sub-Funds can also be submitted by post or by facsimile to the Service Provider of the Sub-Funds, The Hongkong and Shanghai Banking Corporation Limited. The Manager will continue to receive applications for subscription and redemption of Units in the Sub-Funds by post, but applications by facsimile should be made to the Service Provider only.

### 3. Other miscellaneous updates to the Trust Deed

The Trust Deed has also been amended to more clearly set out the Manager’s authority to enter into derivative transactions on behalf of the Sub-Funds.

## Implication of Change

Save as described in this Section B and subject to as disclosed in Section A above, all other key features of the Sub-Funds, including fee level, fee structure and risk profile, remain unchanged, and there is no change in the operation of the Sub-Funds and/or manner in which the Sub-Funds are being managed. The changes described above will not result in any material prejudice or other effects on the rights or interests of unitholders of the Sub-Funds.

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<sup>1</sup> This website has not been reviewed by the SFC.

Unitholders are not required to take any action in respect of the changes in this Section B.

**C. Availability of documents**

To reflect the changes described above, the offering documents of the Fund and the Sub-Funds will be amended on or after the Effective Date.

Copies of the latest Explanatory Memorandum and Product Key Facts Statement of each Sub-Fund will be available at our website ([www.schroders.com.hk](http://www.schroders.com.hk)<sup>2</sup>) or upon request from our office (Level 33, Two Pacific Place, 88 Queensway, Hong Kong) free of charge.

Copies of the Trust Deed, as amended, may be obtained from the Manager at a cost of HK\$300 each and may be inspected during normal working hours at the offices of the Manager and the Trustee free of charge.

If you would like more information, please contact your usual professional advisor or Schroders Investor Hotline on (+852) 2869 6968.

**Schroder Investment Management (Hong Kong) Limited**

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<sup>2</sup> This website has not been reviewed by the SFC.

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**重要提示：此乃重要函件，務須閣下即時垂注。閣下如對本函件之內容有任何疑問，應尋求獨立專業意見。本基金及子基金的經理人施羅德投資管理（香港）有限公司就本函件所載資料之準確性承擔全部責任，並在作出一切合理查詢後確認，盡其所知所信，本函件並無遺漏足以令本函件的任何陳述具誤導成分的其他事實。**

除非本文另有指明，否則本函件中所用的特定詞彙與各子基金的解釋說明書（「解釋說明書」）所界定者具相同涵義。

親愛的單位持有人：

## 施羅德傘型基金 II（「本基金」）

- 施羅德亞洲高息股債基金
- 施羅德中國股債收息基金
- 施羅德中國進取股票基金
- 施羅德中國定息基金
- 施羅德環球主題股債基金（各稱及統稱「子基金」）

我們茲致函通知閣下有關於本基金及子基金的若干更改，有關更改在下文概述。

### **A. 更改施羅德中國股債收息基金的投資政策**

於本 A 節，子基金應指施羅德中國股債收息基金。

#### **1. 更改投資政策(1)–投資於中國和中國相關公司**

子基金主要透過投資於「中國及中國相關公司」的股票和定息證券以尋求達致投資目標，當中「中國及中國相關公司」指其總部設於中國內地及／或於中國內地上市或在中國內地設有重要業務的公

司。由 2023 年 5 月 29 日（「生效日」）起，子基金的投資政策將作出修訂，以將「中國及中國相關公司」之提述擴大至包含其總部設於香港和澳門及／或於香港和澳門上市或在香港和澳門設有重要業務的公司。投資政策的相關修訂載列如下（修訂內容以下劃線標示）：

「中國和中國相關公司指其總部設於中國內地、香港和澳門及／或於中國內地、香港和澳門上市或在中國內地、香港和澳門設有重要業務的公司。」

上述投資政策的更改旨在擴大子基金的投資範圍，致使經理人可以更靈活地為子基金選擇投資。

## 2. 更改投資政策(2)– 投資於中國 A 股

根據解釋說明書目前的披露，子基金可將最多 10% 的資產淨值通過金融工具（如中國市場連接產品）間接投資於中國 A 股。由生效日起，有關通過金融工具（如中國市場連接產品）的投資限制將予移除，子基金於中國 A 股和中國 B 股의 直接和間接投資將繼續受限於少於其資產淨值的 50% 的整體限制。投資政策的修訂載列如下（修訂內容以刪除線及下劃線標示）：

「子基金於中國 A 股和中國 B 股의 直接和間接投資將少於其資產淨值的 50%。然而，子基金可將最多 10% 的資產淨值通過金融工具（如中國市場連接產品）間接投資於中國 A 股。子基金可直接通過滬港股票市場交易互聯互通機制和深港股票市場交易互聯互通機制（合稱為「互聯互通機制」）（詳情載於下文「互聯互通機制」一節）或間接通過（包括但不限於）中國市場連接產品、投資基金和 ETFs 將少於 50% 的資產淨值直接投資於中國 A 股。」

為免生疑問，子基金於中國 A 股和中國 B 股의 直接和間接投資將維持少於其資產淨值的 50%。

### 更改的影響

由生效日起，子基金將根據上述經修訂的投資政策進行管理。

除本 A 節所述者外及除下文 B 節所披露者另有規定外，子基金的所有其他主要特點及子基金的營運及／或管理方式將維持不變。預期子基金的投資政策的更改不會對其風險概況造成重大影響。子基金的費用水平及收費結構亦無變更。因此，本 A 節所述的更改不會對子基金的單位持有人的權利或權益造成任何重大損害或其他影響。

因本 A 節所述的更改（包括解釋說明書及子基金的產品資料概要的修訂）而產生的費用和成本估計為 120,000 港元，並將由子基金承擔。

單位持有人毋須就本 A 節的更改採取任何行動。儘管如此，子基金的單位持有人可選擇根據有關子基金的解釋說明書規定的程序將子基金贖回或轉換至經理人提供並於生效日前普遍供投資者作轉換的其他單位信託或互惠基金，而毋須支付任何贖回費及首次認購費。

## **B. 本基金及子基金的其他更改**

### **1. 攤薄調整**

經理人可能應用「攤薄調整」作為其每日估值政策之一部份，以應付攤薄及保障單位持有人利益。這意指在某些情況下，經理人（如其本著真誠認為此舉乃符合單位持有人的利益）將調整計算每單位資產淨值，以應付交易及其他費用帶來被視為重大的影響。目前，攤薄調整的數目可不時變動，但不會超過相關子基金於相關估值日的每單位資產淨值的2%，且毋須就該攤薄調整向單位持有人發出通知。

為提升攤薄調整的靈活性，在經理人可能視為特殊市況或在一般市況下發生的重大意外變化（包括但不限於因恐襲或戰爭（或其他敵對行動）、嚴重流行病或自然災害（如颶風或超強颱風）造成的市場大幅波動、市場流動性不足、市場干擾或經濟放緩）的情況下，經理人可在諮詢受託人後，暫時將攤薄調整提高至子基金的每單位資產淨值的2%以上。任何有關調整提高應在網站（[www.schroders.com.hk](http://www.schroders.com.hk)<sup>1</sup>）公布或以經理人及受託人可能同意的方式通知單位持有人。此更改將於2023年4月26日生效，本基金的信託契約（「信託契約」）已作出修訂以落實此項更改。

### **2. 認購及贖回程序**

請注意，亦可透過郵寄或傳真至子基金的服務提供機構香港上海滙豐銀行有限公司提交認購及贖回子基金單位的指示。經理人將繼續接收以郵寄方式提交的認購及贖回子基金單位的申請，惟以傳真方式提交的申請只可向服務提供機構提交。

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<sup>1</sup>此網站未經證監會審閱。

### 3. 信託契約的其他雜項更新

信託契約亦已作出修訂，以更清晰地載列經理人代表子基金訂立衍生工具交易之權力。

#### 更改的影響

除本 B 節所述者外及除上文 A 節所披露者另有規定外，子基金的所有其他主要特點（包括費用水平、收費結構及風險概況）維持不變，且子基金的營運及／或管理方式並無變更。上文所述的更改不會對子基金的單位持有人的權利或權益造成任何重大損害或其他影響。

單位持有人毋須就本 B 節的更改採取任何行動。

#### C. 可供索取文件

為反映上述更改，本基金及子基金的發售文件將於生效日或之後作出修訂。

最新的解釋說明書及各子基金的产品資料概要之副本將可在我們的網站 ([www.schroders.com.hk](http://www.schroders.com.hk)) 查閱或向本公司的辦事處（香港金鐘道 88 號太古廣場二座 33 字樓）免費索取。信託契約（經修訂）之副本可以每份 300 港元向經理人購買，及於正常辦公時間在經理人或受託人辦事處免費查閱。

閣下如需要更多資料，請聯絡閣下常用的專業顧問或致電施羅德投資熱線電話：(+852) 2869 6968 查詢。

**施羅德投資管理（香港）有限公司**

2023 年 4 月 26 日

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<sup>2</sup>此網站未經證監會審閱。