

# UNITED ESG ADVANCED ETF SERIES

## ◦ UOB APAC GREEN REIT ETF

### P r o s p e c t u s

An application was made to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 27 August 2021 for permission to list and deal in and for quotation of the units of the UOB APAC GREEN REIT ETF (the “**Sub-Fund**”), a sub-fund of the UNITED ESG ADVANCED ETF SERIES (the “**Fund**”) which units may be issued from time to time. Such permission has been granted by the SGX-ST and the units have been admitted to the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Prospectus or reports referred to in this Prospectus. Admission to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Fund, the Sub-Fund or its units or of the Managers. Acceptance of applications for the Units of the Sub-Fund is conditional upon the issue of the Units of the Sub-Fund and permission being granted to list them on the SGX-ST. If such permission is not granted, the subscription amounts received will be returned to you (without any interest).

## **DIRECTORY**

### **Managers**

UOB Asset Management Ltd  
(Company Registration Number: 198600120Z)

*Registered office:*

80 Raffles Place  
UOB Plaza  
Singapore 048624

*Operating office:*

80 Raffles Place  
3<sup>rd</sup> Storey  
UOB Plaza 2  
Singapore 048624

### **Directors of the Managers**

Lee Wai Fai  
Thio Boon Kiat  
Eric Tham Kah Jin  
Peh Kian Heng

### **Trustee**

State Street Trust (SG) Limited  
(Company Registration Number: 201315491W)  
168 Robinson Road, #33-01, Capital Tower, Singapore 068912

### **Custodian / Administrator / Registrar**

State Street Bank and Trust Company, acting through its Singapore Branch  
168 Robinson Road, #33-01, Capital Tower, Singapore 068912

### **Auditors**

PricewaterhouseCoopers LLP  
7 Straits View, Marina One, East Tower, Level 12, Singapore 018936

### **Solicitors to the Managers**

Chan & Goh LLP  
8 Eu Tong Sen Street  
#24-93 The Central  
Singapore 059818

### **Solicitors to the Trustee**

Shook Lin & Bok LLP  
1 Robinson Road, #18-00, AIA Tower, Singapore 048542

## DEFINITIONS

Unless the context otherwise requires, terms defined in the Deed have the same meaning when used in this Prospectus and the following expressions have the following meanings, subject to the definitions in the Deed.

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| Accounting Date           | 30 June in each year (commencing with 30 June 2022) or (in the case of the final Accounting Period) the date on which the moneys required for the distribution in respect of that period shall have been transferred to the Distribution Account, provided that the Managers may, with the prior consent of the Trustee, change the Accounting Date to any other date upon giving not less than 30 days' notice to the Holders.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Accounting Period         | The period ending on and including an Accounting Date and commencing (in the case of the first Accounting Period) from the date of the Deed or (in the case of subsequent Accounting Periods) from the end of the preceding Accounting Period.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Accumulation Class or Acc | Denotes a Class for which distributions are not declared and paid to the Holders. Hence, all income and interest attributable to an Accumulation Class will not be distributed but will be accumulated and reflected in the price of the Units of the Class.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Application               | A Creation Application and/or a Redemption Application, as the context may require.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Application Unit          | Such number of Units as specified in paragraph 10.2.3(i) of this Prospectus for the Sub-Fund or such number of Units as may from time to time be determined by the Managers, approved by the Trustee and notified to Participating Dealers and Designated Market Makers.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Approved Valuer           | A person for the time being approved by the Trustee as qualified to value any particular Investment constituting part of the Deposited Property and appointed by the Managers for such purpose.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Associate                 | <p>As defined in the SGX-ST Listing Manual and is currently set out as, in the case of a company:</p> <ul style="list-style-type: none"><li>(i) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means: -<ul style="list-style-type: none"><li>(a) his immediate family;</li><li>(b) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and</li><li>(c) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;</li></ul></li><li>(ii) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.</li></ul> |
| ATM                       | Automated teller machines.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Authority                 | Monetary Authority of Singapore.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

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| Business Day         | (In relation to the Sub-Fund) any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore and on which the SGX-ST is open for trading or any other day as the Managers and the Trustee may agree in writing.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| CDP                  | The Central Depository (Pte) Limited (Company Registration No.: 198003912M).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Class                | Any class of Units in a Sub-Fund, as may be established and designated as a class distinct from another class in such Sub-Fund by the Managers such as “SGD Class” or such other designation as may be determined by the Managers from time to time, and Units in any such class may be accordingly designated as “SGD Class Units” or by any other relevant designation, but each class of Units shall not constitute a separate unit trust from the Sub-Fund within which it is established nor from other classes within the Sub-Fund.                                                                                                                                                                                                                                                                                                                                  |
| CMP Regulations      | Means: <ul style="list-style-type: none"> <li>(a) MAS Notice SFA 04-N12: Notice on the Sale of Investment Products issued by the Authority; and</li> <li>(b) Securities and Futures (Capital Markets Products) Regulations 2018.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Code                 | The Code on Collective Investment Schemes issued by the Authority pursuant to the SFA and as the same may be modified, amended, re-enacted or reconstituted from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Connected Persons    | As defined in the SGX-ST Listing Manual and is currently set out as, in relation to a company, means a director, chief executive officer or substantial shareholder or controlling shareholder of the company or any of its subsidiaries or an associate of any of them.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Creation Application | An application by a Participating Dealer or a Designated Market Maker for the creation and issue of Units in an Application Unit size (or whole number multiples thereof) subject to a minimum of 100,000 Units, or such other minimum number of Units as the Managers may determine from time to time with the approval of the Trustee, in accordance with the procedures for creation of Units set out in the Operating Guidelines and the terms of the Deed.                                                                                                                                                                                                                                                                                                                                                                                                            |
| Custodian            | State Street Bank and Trust Company, Singapore Branch, or its successors or such other person being appointed as a custodian of the Sub-Fund or any of its assets.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Dealing Day          | In connection with the issuance and realisation of Units of the Sub-Fund or Class, every Business Day or such other day or days at such intervals as the Managers may from time to time determine with the approval of the Trustee Provided That reasonable notice of any such determination shall be given by the Managers to all the Holders at such time and in such manner as the Trustee may approve. If on any day which would otherwise be a Dealing Day in relation to the Units of the Sub-Fund, the Recognised Exchange on which Investments or other property comprised in, and having in aggregate values amounting to at least 50 per cent of the Deposited Property of the Sub-Fund (as at the relevant Valuation Point) are quoted, listed or dealt in is not open for normal trading, the Managers may determine that that day shall not be a Dealing Day. |
| Dealing Deadline     | In respect of Creation Applications and Redemption Applications, currently 12.00 p.m. Singapore time on a Dealing Day (or such other time on or prior to such Dealing Day as we may from time to time determine with the approval of the Trustee).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

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| Deed                         | See paragraph 1.3 of this Prospectus.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Deposited Property           | All the assets (cash and other property) for the time being held or deemed to be held upon the trust of the Deed (or if the context so requires, the part thereof attributable to the Sub-Fund or Class), excluding any amount for the time being standing to the credit of the Distribution Account (or as the case may be, the Distribution Account of the Sub-Fund or Class).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Designated Market Maker      | Any market maker for the Sub-Fund registered by the SGX-ST as a designated market maker for the Sub-Fund who has entered into a Participation Agreement in relation to the Sub-Fund in form and substance acceptable to the Managers and the Trustee.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Distribution Account         | The distribution account established for the Fund (or as the case may be, the Sub-Fund) as provided in the Deed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Distribution Class or Dist   | Denotes a Class for which distributions are declared and paid to the Holders in accordance with the applicable distribution policies.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Duties and Charges           | In relation to any particular transaction or dealing for the Sub-Fund, 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 of the Sub-Fund or the increase or decrease of the Deposited Property of the Sub-Fund or the creation, issue, transfer, cancellation or redemption of Units of the Sub-Fund or the sale or purchase or acquisition or disposal of Authorised Investments or otherwise which may have become or may be payable in respect of, and whether prior to, upon or after the occasion of, such transaction or dealing and including, in relation to an issue of Units or redemption of Units of the Sub-Fund, a charge (if any) of such amount or at such rate as is determined by the Managers to be made for the purpose of compensating or reimbursing the Sub-Fund for the difference between (a) the prices used when valuing the Authorised Investments 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 Authorised Investments if they were acquired by the Sub-Fund with the amount of cash received by the Sub-Fund upon such issue of Units and (in the case of a redemption of Units) the prices which would be used when selling the same Authorised Investments if they were sold by the Sub-Fund in order to realise the amount of cash required to be paid out of the Sub-Fund upon such redemption of Units, but does not include commissions payable to agents on sales and repurchases of Units of the Sub-Fund. |
| Excluded Investment Products | Are defined: <ul style="list-style-type: none"> <li>(a) as such under MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products issued by the Authority; and</li> <li>(b) as “prescribed capital markets products” under the Securities and Futures (Capital Markets Products) Regulations 2018.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| ETF                          | Exchange traded fund.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| FATCA                        | The U.S. Foreign Account Tax Compliance Act, as amended from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| FDIs or derivatives          | Financial derivative instruments.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Fund                         | United ESG Advanced ETF Series.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

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| GST                      | Goods and services tax.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Holder                   | The registered holder for the time being of a Unit including persons so registered as joint holders, except that where the registered holder is the CDP, the term “ <b>Holder</b> ” shall, in relation to Units registered in the name of the CDP, mean, where the context requires, the depositor whose Securities Account with the CDP is credited with Units and provided that for the purposes of convening a meeting of Holders, such Holder shall mean a depositor having credited into his Securities Account as shown in the records of the CDP as at a time not earlier than 48 hours prior to the time of a meeting of Holders supplied by the CDP to the Managers. |
| Hedged Class or (Hedged) | Denotes a Class to which a currency hedging strategy is applied.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| IGA                      | Intergovernmental agreement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Index Provider           | SGX Index Edge.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Investment               | Any share, stock, bond, note, participatory note, debenture, debenture stock, loan, loan stock, certificates of deposit, commercial paper, promissory note, treasury bill, fixed or floating rate instrument, unit or sub-unit in any unit trust scheme, participation in a mutual fund, warrant, option, or other stock purchase right, futures, or any other security (as defined in the SFA) (all of the foregoing denominated in any currency) or any money market instrument or any other derivative which may be selected by the Managers for the purpose of investment of the Deposited Property or which may for the time being form part thereof.                    |
| IRAS                     | Inland Revenue Authority of Singapore.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Issue Price              | The price at which Units may be issued, determined in accordance with the Deed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Listing Rules            | The listing rules for the time being applicable to the listing of the Sub-Fund as an investment fund on the SGX-ST.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Managers or UOBAM        | UOB Asset Management Ltd or any other person for the time being duly appointed as managers of the Fund. References to “we”, “us” or “our” shall be construed accordingly to mean UOB Asset Management Ltd or any other person for the time being duly appointed as managers of the Fund.                                                                                                                                                                                                                                                                                                                                                                                      |
| Managers’ website        | The website at ‘ <a href="http://uobam.com.sg">uobam.com.sg</a> ’ or at such other website address that may be designated by the Managers.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| NAV                      | The net asset value of the Deposited Property (if the context requires, in relation to the Sub-Fund or Class) or the proportion thereof represented by one Unit (as the case may be) calculated in accordance with that set out in the definition of “ <b>Value</b> ” below.                                                                                                                                                                                                                                                                                                                                                                                                  |
| Operating Guidelines     | The guidelines for the creation and redemption of Units set out in Schedules 1 and 2 to the relevant Participation Agreement as may be amended from time to time in accordance with the provisions of the relevant Participation Agreement. Unless otherwise specified, references to the Operating Guidelines shall be to the Operating Guidelines for the Sub-Fund applicable at the time of the relevant Application.                                                                                                                                                                                                                                                      |

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| OTC Market              | Any over-the-counter market or over-the-telephone market in any country in any part of the world and in relation to any particular Authorised Investment shall be deemed to include any responsible firm, corporation or association in any country in any part of the world dealing in the Authorised Investment which the Managers may from time to time elect.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Participating Dealer    | Any dealer who has entered into a Participation Agreement in relation to the Sub-Fund in form and substance acceptable to the Managers and the Trustee.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Participation Agreement | An agreement entered into between the Trustee, the Managers and a Participating Dealer or a Designated Market Maker (as the case may be) setting out, (amongst other things), the arrangements in respect of the issue, redemption and cancellation of Units.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Recognised Exchange     | The SGX-ST or any stock exchange, futures exchange and organised securities exchange on which securities are regularly invested in any country in any part of the world and in relation to any particular Authorised Investment shall be deemed to include any responsible firm, corporation or association in any country in any part of the world dealing in the Authorised Investment which the Managers may from time to time elect or any OTC Market.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Redemption Application  | An application by a Participating Dealer or a Designated Market Maker for the redemption of Units in an Application Unit size (or whole number multiples thereof) subject to a minimum of 100,000 Units, or such other minimum number of Units as the Managers may determine from time to time with the approval of the Trustee, in accordance with the procedures for redemption of Units set out in the Operating Guidelines and the terms of the Deed.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Redemption Value        | The price at which each Unit is redeemed, calculated in accordance with the Deed, as set out in paragraph 11.1.3(ii) of this Prospectus.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Register                | The register of Holders in relation to the Sub-Fund referred to in paragraph 4.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| REIT                    | Real estate investment trust or corporation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Securities Account      | A securities account maintained by a depositor with CDP.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Settlement Day          | (In relation to cash and/or in-kind settlement of a Creation Application) the Business Day which is two (2) Business Days after the relevant Dealing Day and (in relation to cash and/or in-kind settlement of a Redemption Application) the Business Day which is three (3) Business Days after the relevant Dealing Day (or such later Business Day(s) 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 Managers and the Trustee may from time to time agree and notify to the Participating Dealers and the Designated Market Makers, either generally or for a particular case provided that, in relation to a Redemption Application, such day shall be no later than such date as may be prescribed under the Code for payment of redemption proceeds to investors of the type of schemes similar to the Sub-Fund (or no later than such other date as may be allowed by the Authority). |
| SFA                     | The Securities and Futures Act, Chapter 289 of Singapore, as the same may be modified, amended, restated, supplemented, revised, replaced, re-enacted or reconstituted from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| SGD Class Units         | Units denominated in SGD which have been established within the Sub-Fund.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| SGX-ST                  | Singapore Exchange Securities Trading Limited.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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| Singapore dollar or S\$ or Dollar or SGD | The lawful currency of Singapore.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| SRS                                      | Supplementary Retirement Scheme.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Stockbroker                              | A member of the SGX-ST or any other Recognised Exchange.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Sub-Fund                                 | UOB APAC Green REIT ETF.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Transaction Fee                          | The fee charged to each Participating Dealer for the benefit of the Trustee on each Dealing Day on each Application made by the relevant Participating Dealer the maximum level of which shall be determined by the Managers and the Trustee from time to time and set out in this Prospectus.                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Trustee                                  | State Street Trust (SG) Limited or any other person for the time being duly appointed as trustee of the Fund.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| U.S.                                     | United States of America.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Unauthorised US Person                   | (i) A US person within the meaning of Rule 902 of the United States Securities Act of 1933, as amended, (ii) a US resident within the meaning of the United States Investment Company Act of 1940, as amended, (iii) any person that would not qualify as a Non-United States person within the meaning of United States Commodity Futures Trading Commission Rule 4.7(a)(1)(iv), (iv) a U.S. Person as defined in the Regulation S promulgated under the Securities Act of 1933 of the United States of America, as amended (the “ <b>U.S. Securities Act</b> ”), in reliance on Regulation S promulgated under the U.S. Securities Act, or (v) United States persons as defined in Section 7701(a)(3) of the U.S. Internal Revenue Code, as amended. |
| United States dollar or USD or US\$      | The lawful currency of United States of America.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Units                                    | Units of the Sub-Fund or Class, as the context may require.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Valuation Point                          | The close of business of the last market relevant to the Sub-Fund on the relevant Dealing Day on which the NAV of the Deposited Property is to be determined or such other time as the Managers may with the prior approval of the Trustee determine and the Managers shall inform the Holders of such change if required by the Trustee.                                                                                                                                                                                                                                                                                                                                                                                                              |
| Value                                    | In relation to an Authorised Investment, the value of such Authorised Investment as determined in accordance with the Deed (as reproduced in paragraph 21.5).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

## IMPORTANT INFORMATION

The collective investment scheme offered in this Prospectus is constituted in Singapore and is an authorised scheme under the SFA. A copy of this Prospectus has been lodged with and registered by the Authority. The Authority assumes no responsibility for the contents of this Prospectus. Registration of this Prospectus with the Authority does not imply that the SFA or any other legal or regulatory requirements have been complied with. The Authority has not, in any way, considered the investment merits of the Sub-Fund.

We have taken all reasonable care to ensure that the information in this Prospectus is, to the best of our knowledge and belief, accurate and does not omit anything which would make any statement in this Prospectus misleading. Where information in this Prospectus has been extracted from published or otherwise publicly available sources or obtained from a named source, our and our Directors' sole responsibility have been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Prospectus in its proper form and context.

You should refer to the Deed in conjunction with this Prospectus. Copies of the Deed are available for inspection at our operating office during usual business hours (subject to such reasonable restrictions as we may impose). If you are in any doubt about the contents of this Prospectus or the Deed, you should seek independent professional advice.

**An application was made to the SGX-ST on 27 August 2021 for permission to deal in and for quotation of the Units which may be issued from time to time. Such permission has been granted by the SGX-ST and the Units have been admitted to the Official List of the SGX-ST. Admission to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Fund, the Sub-Fund, the Units or of the Managers and the SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Prospectus.** Units deposited with CDP will be traded on the SGX-ST at market prices throughout the trading day. Market prices for Units may, however, be different from their NAV (as calculated in accordance with the Deed). Any listing and quotation of Units on the SGX-ST does not guarantee a liquid market for the Units.

You should note that the Sub-Fund is not like a conventional unit trust offered to the retail public in Singapore in that the issue and redemption of Units with us may only be made by Designated Market Makers or through Participating Dealers. Participating Dealers must apply to us for the creation and redemption of Units in an Application Unit size or whole number multiples thereof, subject to a minimum. If you submit a subscription or redemption application for less than the current minimum (whether directly or through your stockbroker) to a Participating Dealer, your application will be rejected by that Participating Dealer. The current Application Unit size is 100,000 Units and the current minimum is 100,000 Units per Creation or Redemption Application or such other minimum number of Units as we may determine from time to time with the approval of the Trustee. Accordingly, if you do not intend to subscribe for at least 100,000 Units or if you do not hold at least 100,000 Units, you will only be able to buy or sell your Units on the SGX-ST. This would differ from conventional unit trusts where units can be purchased and realised by investors directly from the managers and in comparatively smaller amounts than the current minimum of 100,000 Units.

You should seek professional advice to ascertain (a) the possible tax consequences, (b) the applicable legal requirements and (c) any foreign exchange restrictions or exchange control requirements which you may encounter under the laws of the country of your citizenship, residence or domicile, which may be relevant to your subscription, holding or disposal of Units. We make no representation as to the tax status of the Sub-Fund. You should keep yourself informed of, and observe, all such laws and regulations of any relevant jurisdiction that may be applicable to you.

Before investing, you should consider the usual risks of investing and participating in collective investment schemes and the risks of investing in the Sub-Fund which are summarised in this Prospectus. Your investments can be volatile and there is no assurance that the Sub-Fund will be able to attain its objectives. The price of Units as well as income from them may go up as well as down to reflect changes in the value of the Sub-Fund. You should only invest if you can sustain losses on your investment. You should satisfy yourself that investing in the Sub-Fund is suitable based on your personal circumstances.

The Sub-Fund is not in any way sponsored, endorsed, sold or promoted by Singapore Exchange Limited and/or its affiliates (collectively, "SGX") and SGX makes no warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the iEdge-UOB APAC Yield Focus Green REIT Index and/or the figure at which the iEdge-UOB APAC Yield Focus Green REIT Index stand at any particular time on any particular day or otherwise. The iEdge-UOB APAC Yield Focus Green REIT Index is administered, calculated and published by SGX. SGX shall not be liable (whether in negligence or otherwise) to any person for any error in the Sub-Fund and the iEdge-UOB APAC Yield Focus Green REIT Index and shall not be under any obligation to advise any person of any error therein.

“SGX” is a trade mark of SGX and is used by iEdge-UOB APAC Yield Focus Green REIT Index under license. All intellectual property rights in the iEdge-UOB APAC Yield Focus Green REIT Index vest in SGX.

The use of UOB’s name, logo or trademark on this document in relation to the Sub-Fund is not representative of the views of UOB. UOB is not the offeror or manager of the Sub-Fund and does not perform any investment nor advisory role to UOBAM as a consequence of the use of the word “UOB” in the Sub-Fund’s name.

UOB is not responsible for the performance of the Sub-Fund nor is UOB involved in the manner with which UOBAM manages the Sub-Fund.

No recommendation or advice is given by UOB of any kind and this document was prepared without regard to the specific objectives, financial situation or needs of any particular person who may receive it.

UOB assumes no direct or consequential liability for any errors in or reliance upon this document.

This Prospectus does not constitute an offer of or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation and may only be used in connection with the offering of Units as contemplated herein.

Units are offered on the basis of the information contained in this Prospectus and the documents referred to in this Prospectus. No person is authorised to give any information or make any representations concerning the Sub-Fund other than as contained in this Prospectus. Any investment made on the basis of information or representations not contained in or inconsistent with the information or representations in this Prospectus will be solely at your risk. This Prospectus may be updated from time to time to reflect material changes and you should check if you have the latest updated Prospectus or if any supplement is available.

Units are Excluded Investment Products.

We may apply for the Units to be marketed in other jurisdictions.

#### **Prohibition against U.S. investors**

Units are being offered and sold outside the United States to persons that are not:

- (i) U.S. Persons (as defined in Regulation S promulgated under the Securities Act of 1933 of the U.S., as amended (the “**U.S. Securities Act**”)) in reliance on Regulation S promulgated under the U.S. Securities Act; or
- (ii) “United States persons” (as defined in Section 7701(a)(30) of the U.S. Internal Revenue Code, as amended, and referred to herein as “**U.S. Taxpayers**”). Currently, the term “**U.S. Taxpayer**” includes: a U.S. citizen or resident alien of the “United States” (as defined for U.S. federal income tax purposes); any entity treated as a partnership or corporation for U.S. tax purposes that is created or organised in, or under the laws of, the United States or any state thereof (including the District of Columbia); any other partnership that may be treated as a U.S. Taxpayer under future U.S. Treasury Department regulations; any estate, the income of which is subject to U.S. income taxation regardless of source; and any trust over whose administration a court within the United States has primary supervision and all substantial decisions of which are under the control of one or more U.S. fiduciaries. Persons who have lost their U.S. citizenship and who live outside the United States may nonetheless, in some circumstances, be treated as U.S. Taxpayers. Persons who are aliens as to the United States but who have spent 183 days or more in the United States in any of the last two years should check with their tax advisors as to whether they may be considered residents of the United States.

Units are not and may not be offered, made available, sold to or for the account of any U.S. Persons or U.S. Taxpayers. You may be required to declare that you are not a U.S. Taxpayer and that you are neither acquiring Units on behalf of U.S. Taxpayers nor acquiring Units with the intent to sell or transfer them to U.S. Taxpayers.

#### **Foreign Account Tax Compliance Act and the Common Reporting Standard (“CRS”)**

##### *FATCA*

FATCA was enacted in 2010 by the U.S. Congress as part of the U.S. Hiring Incentives to Restore Employment (HIRE) Act to target non-compliance with tax laws by U.S. Taxpayers using overseas accounts. Under FATCA, financial institutions outside of the U.S. are required to regularly submit information on financial accounts held by U.S. Taxpayers to the U.S. tax authorities. Failure to comply with FATCA may, amongst other things, subject the Sub-Fund to U.S. withholding tax on certain types of payments made to the Sub-Fund. Accordingly, it is intended that the Sub-Fund complies with FATCA.

For the purpose of complying with FATCA, we, the Trustee, and/or other service providers of the Sub-Fund may be required to report and disclose information on certain investors in the Sub-Fund to the U.S. tax authorities and/or such Singapore authority as may be required under Singapore laws and regulations to be implemented as part of any IGA entered into between the U.S. and Singapore<sup>1</sup> in connection with FATCA and/or withhold certain payments to such investors.

#### *CRS*

CRS, endorsed by the Organisation for Economic Co-operation and Development and the Global Forum for Transparency and Exchange of Information for Tax Purposes, is an internationally agreed standard for the automatic exchange of information on financial accounts between jurisdictions with the objective of detecting and deterring tax evasion through the use of offshore bank accounts.

In Singapore, the Income Tax (International Tax Compliance Agreements) (Common Reporting Standard) Regulations 2016 require financial institutions such as us to conduct due diligence (including the collection, review and retention of financial account information) and report financial account information relating to specified persons from jurisdictions with which Singapore has a “competent authority agreement” (“CAA”) to the IRAS. Such information may subsequently be exchanged with Singapore’s CAA partners. Singapore may enter into further IGAs, or the relevant authorities may enact further legislation or impose further requirements, which will form part of the CRS.

You are required to:

- (a) provide such information, documents and assistance in connection with the above as we and/or the Trustee may require from time to time; and
- (b) notify us or any of our authorised agents or distributors in writing immediately if you are or become a U.S. Taxpayer, or are holding Units for the account of or benefit of a U.S. Taxpayer.

You are also deemed to have consented to us, the Trustee and/or other service providers of the Sub-Fund carrying out our/their obligations in reporting and disclosing information on you and your investments to the relevant authorities as described above.

We may compulsorily realise all or any of your Units in any of the circumstances set out under paragraph 15 of this Prospectus.

You may direct your enquiries in relation to the Fund or the Sub-Fund to us or our authorised agents or distributors.

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<sup>1</sup> Pursuant to the IGA entered into between Singapore and the U.S. on 9 December 2014, Singapore-based financial institutions (such as us) will report information on financial accounts held by U.S. Taxpayers to the Inland Revenue Authority of Singapore (“IRAS”), which will in turn provide the information to the U.S. tax authorities.

## IMPORTANT INFORMATION

The table below sets out key features of the Sub-Fund. You should refer to the main body of this Prospectus for full details on the Sub-Fund.

| Key Features of the Sub-Fund                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>Who are you investing with?</b></p> <p>Us, as the managers of the Sub-Fund.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <p><b>What are you investing in?</b></p> <p>Units in the Sub-Fund. The Sub-Fund aims to provide investment results that, before fees, costs and expenses (including any taxes and withholding taxes), closely correspond to the performance of the iEdge-UOB APAC Yield Focus Green REIT Index.</p> <p>The iEdge-UOB APAC Yield Focus Green REIT Index is an index consisting of 50 constituent Real Estate Investment Trusts (REITs) which tracks the performance of REITs that are listed across the Asia-Pacific region with a specific focus on yield selection and a weighting method that is tilted toward the environmental attributes of real estate assets.</p> <p>We currently adopt a full replication strategy in respect of the Sub-Fund whereby all, or substantially all, of the Sub-Fund's assets are invested in the constituent securities of the Index ("<b>Index Securities</b>") in substantially the same weightings as reflected in the Index. The Index is compiled and calculated by SGX Index Edge and is designed to screen and select yield focusing REITs with the consideration of sustainability performance and environmental factors within the Asia Pacific region.</p> <p><i>The Units of the Sub-Fund are Excluded Investment Products and notwithstanding anything contained in this Prospectus, the Sub-Fund will not invest in any product or engage in any transaction which may cause the Units of the Sub-Fund not to be regarded as Excluded Investment Products.</i></p> |
| <p><b>Are we, the Trustee and relevant counterparties in Singapore and governed by Singapore law? Is the Sub-Fund constituted in Singapore and governed by Singapore law?</b></p> <p>The Sub-Fund is established under a Singapore-domiciled umbrella fund and is authorised under section 286 of the SFA.</p> <p>We and the Trustee (State Street Trust (SG) Limited) are incorporated in Singapore. We hold a capital markets services licence under the SFA while the Trustee is an approved trustee under the SFA. We and the Trustee are both entities governed by Singapore law.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p><b>Is your investment in the Sub-Fund secured by assets in Singapore?</b></p> <p>No.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <p><b>What are the key risks of an investment in the Sub-Fund?</b></p> <p><b>Risk of investing in REITs</b> – Investments in REITs and other issuers that invest, deal or otherwise engage in transactions in or hold real estate or interests therein are subject to risks similar to investing directly in real estate. For example, real estate values may fluctuate as a result of general and local economic conditions, overbuilding and increased competition, increases in property taxes and operating expenses, changes in zoning laws, casualty or condemnation losses, regulatory limitations on rents, changes in neighbourhood values, changes in how appealing properties are to tenants, increases in interest rates and unexpected interruptions such as natural disasters, terrorist attacks or other unforeseeable events.</p> <p><b>Market risk</b> – The price of securities comprised in the portfolio of the Sub-Fund and the Units, and the income from them, may be influenced by political and economic conditions, changes in interest rates, the earnings of the REITs whose securities are comprised in the portfolio, and the market's perception of the securities.</p> <p><b>Concentration risk</b> – Exposure of the Sub-Fund is concentrated in REITs listed in several Asia Pacific markets, particularly Japan, Australia and Singapore, amongst other jurisdictions.</p>                                                                                                        |

**Foreign exchange risks** – The Sub-Fund is denominated in SGD and Units are traded on the SGX-ST in SGD and USD. The REITs invested into may be denominated in various currencies. The NAV of the Units will therefore fluctuate with changes in the market value of the Sub-Fund’s investments and changes in the exchange rate between the (i) SGD and the underlying currencies of the REITs; and (ii) SGD and USD. You may lose money if the underlying currencies of the REITs and/or USD were to depreciate against the SGD even if the market value of the relevant securities actually goes up.

**Tracking error risk** – Tracking errors occur when funds are unable to track exactly the performance of their underlying indices.

**Trading risks** – The market prices of Units on the SGX-ST may trade above or below the NAV of Units and there is a risk that you may not be able to buy or sell Units on the SGX-ST at a price close to the NAV of the Units.

**Liquidity risks** – In order to redeem your Units in the primary market, you must approach a Participating Dealer (whether directly or through your stockbroker) to assist you with your application to us. The current minimum amount for redemptions with us is 100,000 Units. If you do not hold at least 100,000 Units, you may only be able to realise the value of your Units by selling your Units on the SGX-ST. You should note that the listing of Units on the SGX-ST does not guarantee a liquid market for the Units and you may not be able to find a buyer on the SGX-ST when you wish to sell your Units. While we intend to appoint at least one Designated Market Maker to assist in creating liquidity for investors, liquidity is not guaranteed and the trading of Units on the SGX-ST may be suspended in various situations.

**Risk of Green REIT Investing** - Risk of Green REIT Investing - There is currently no standard market consensus of what “Green” means in the context of REITs and there may be other definitions of “Green” REITs. The Sub-Fund relies on the Index Provider for the identification of securities for inclusion in the Index that reflect the environmental theme of “green REIT”, as set forth in the Index’s methodology. The Index Provider uses assessment done by an independent research firm, GRESB. GRESB is recognised by the industry to be a leading ESG provider for assessment of real estate assets. GRESB Environmental data is used to determine the “Greenness” of REITs. The Sub-Fund’s performance may suffer if the securities included in the Index do not benefit from the development of such theme. Further, there is a risk that information used by the Index Provider and GRESB to evaluate the environmental factors may not be readily available, complete or accurate, which could negatively impact the Index Provider’s ability to apply its scoring when compiling the Index, and which may negatively impact the Fund’s performance. There is no guarantee that the Index will reflect complete exposure to the green REIT investment theme. Additionally, thematic investing involves the risk that the green REIT theme is out of favor, or that the securities chosen to represent that theme underperform the market as a whole.

**ESG Regulatory Risk** - The regulatory framework with respect to sustainable investments is constantly developing and evolving. The lack of common or harmonised definitions and labels regarding ESG and sustainability criteria or clear guidelines on the required level of disclosure may result in different approaches by asset managers when integrating ESG and sustainability criteria into investment decisions and updating the marketing documentation of an investment vehicle. Therefore, a degree of subjectivity is required and this will mean that a Sub-Fund may invest in a security that another asset manager or an investor would not and the level of disclosure in the Manager’s marketing documentation may be more or less detailed than the disclosure inserted in the marketing documentation of other investment vehicles. Hence, it may be difficult to compare investment vehicles, with ostensibly similar objectives as these investment vehicles will employ different security selection and exclusion criteria. Consequently, the performance profile of otherwise similar investment vehicles may deviate more substantially than might otherwise be expected. This also means that the approach which has been subjectively selected may potentially differ from positions adopted at a later stage by regulatory authorities, which might entail a reputational risk or be considered as involuntary greenwashing.

**Indicative Timetable\***

| <b>Event</b>                                                                                                                                                                                                   | <b>Indicative Timeline</b>                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Initial Offer Period commences                                                                                                                                                                                 | 1 November 2021 at 9:00 a.m. (Singapore time)                                                                                                                                                                                                                                                                                                                                     |
| Initial Offer Period closes (unless extended by us)                                                                                                                                                            | 18 November 2021 at 12:00 p.m. (Singapore time)                                                                                                                                                                                                                                                                                                                                   |
| Listing commences and Units may then be created and redeemed by any Participating Dealer as well as traded by any retail investor (i.e. commencement of trading of the Units on a “ready” basis on the SGX-ST) | Expected to be 9:00 a.m. on 23 November 2021, subject to the SGX-ST being satisfied that all conditions necessary for the commencement of trading in the Units on a “ready” basis have been fulfilled (unless the Initial Offer Period is extended in which case dealings on the SGX-ST will commence on the fifth Business Day following the close of the Initial Offer Period). |
| Settlement date for all trades done on a “ready” basis on 23 November 2021                                                                                                                                     | 25 November 2021**                                                                                                                                                                                                                                                                                                                                                                |

In the event of any extension of the Initial Offer Period, the Managers will make an announcement on SGXNET.

\*This timetable is indicative only and is subject to change. All dates and times referred to above are Singapore dates and times.

\*\*Investors should consult the SGX-ST announcement on the “ready” listing date on the SGX-ST website <https://www.sgx.com> or check with their brokers for the date on which trading on a “ready” basis will commence.

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## UNITED ESG ADVANCED ETF SERIES

### 1. Basic Information

#### 1.1 UNITED ESG ADVANCED ETF SERIES

The Fund is an open-ended umbrella fund constituted in Singapore on 27 October 2021. As at the date of this Prospectus, the Sub-Fund is the only sub-fund established under the Fund and the Fund is presently offering SGD Class Units in the Sub-Fund. The Sub-Fund was listed on the SGX-ST on 23 November 2021 as an exchange-traded fund and trades in Singapore dollars (primary currency) and United States dollars (secondary currency). The SGX counter name of the Units traded in SGD is “UOB AP GRN REIT S\$” and the SGX stock code of the Units traded in SGD is GRN. The SGX counter name of the Units traded in USD is “UOB AP GRN REIT US\$” and the SGX stock code of the Units traded in USD is GRE.

#### 1.2 Date of Prospectus and Expiry Date of Prospectus

The Authority registered this Prospectus on 27 October 2021. This Prospectus is valid up to 26 October 2022 and will expire on 27 October 2022.

#### 1.3 Trust Deed

**1.3.1** The Fund was constituted by way of a deed of trust dated 27 October 2021 (the “Deed”).

**1.3.2** The terms and conditions of the Deed are binding on each Holder and persons claiming through such Holder as if each of them had been a party to the Deed.

**1.3.3** You may inspect copies of the Deed free of charge at our operating office during usual business hours (subject to such reasonable restrictions as we may impose) and may request for a copy at a charge of S\$25 per copy (or such other amount as we and the Trustee may from time to time agree in writing), such charge being payable to us.

#### 1.4 Accounts and reports

You may obtain a copy of the latest annual and semi-annual accounts, the auditors’ report on the annual accounts and the annual and semi-annual reports of the Fund (once available), at our operating office during normal business hours (subject to such reasonable restrictions as we may impose).

### 2. Management

#### 2.1 The Managers

The Managers are UOB Asset Management Ltd (“UOBAM”).

UOBAM is a wholly-owned subsidiary of United Overseas Bank Limited (“UOB”). Established on 17 January 1986 in Singapore, UOBAM has been managing collective investment schemes and discretionary funds in Singapore for over 30 years. UOBAM is licensed and regulated by the Authority. UOBAM has an extensive presence in Asia with regional business and investment offices in Malaysia, Thailand, Brunei, Indonesia, Taiwan, Japan and Vietnam. UOBAM has a joint venture with Ping An Fund Management Company Limited. In addition, it also has strategic alliances with Wellington Management and UTI International (Singapore) Private Limited. As at 31 May 2021, the paid-up share capital of UOBAM is S\$63,000,000.

Through its network of offices, UOBAM offers global investment management expertise to institutions, corporations and individuals, through customised portfolio management services and unit trusts. As at 30 September 2021, UOBAM manages 60 unit trusts in Singapore. UOBAM is one of the largest unit trust managers in Singapore in terms of assets under management.

UOBAM’s investments team conducts independent and rigorous fundamental research within a proven investment process and framework. In equities, UOBAM’s team has acquired specialist skills in investment in global markets and major global sectors. It combines a disciplined research effort that aims to identify and invest in high performing businesses at the right price, with a systematic model portfolio construction process, to diversify sources of alpha to achieve more consistent performance over time. In fixed income, UOBAM’s coverage spans a wide spectrum comprising G10 government bonds, developed market corporate bonds, Asia sovereigns and corporates, emerging market bonds and Singapore fixed income. In addition to independent research to uncover relative value opportunities, UOBAM adopts diversified investment strategies including responsible investment practices combined with active risk management to generate sustainable total return for its portfolios.

Since 1996, UOBAM has won a total of 211 awards in Singapore. These awards recognise UOBAM's investment performance across different markets and sectors.

As at 30 September 2021, UOBAM and its subsidiaries in the region have a staff strength of over 400 including about 39 investment professionals in Singapore.

We maintain professional indemnity insurance coverage which complies with the requirements under applicable laws, regulations and guidelines, or as directed by the Authority. See the Deed for details on our role and responsibilities as the managers of the Fund.

We may delegate certain or all of our duties. Currently, we have delegated certain administration and valuation functions and certain transfer agency functions in respect of the Fund, to the administrator, whose details are set out in paragraph 4 below.

**Our past performance is not necessarily indicative of our future performance.**

**You should refer to Appendix 1 of this Prospectus for a list of other collective investment schemes that we currently manage.**

## **2.2 Directors of the Managers**

### **Lee Wai Fai, Director and Chairman**

Mr Lee (c/o 80 Raffles Place, UOB Plaza, Singapore 048624) joined UOB in 1989 and is presently Group Chief Financial Officer with UOB. Mr Lee has previously held senior positions in the UOB group, including being head of international branches and regional banking subsidiaries, Deputy Chief Executive Officer of UOB Radanasin Bank Public Company Limited, Head of Finance as well as Head of Policy and Planning of UOB.

Mr Lee holds a Bachelor of Accountancy (Honours) degree from the National University of Singapore and a Master of Business Administration degree in Banking and Finance from the Nanyang Business School, Nanyang Technological University, and has more than 25 years of experience in the banking sector.

### **Thio Boon Kiat, Director and Chief Executive Officer**

Mr Thio (c/o 80 Raffles Place, UOB Plaza, Singapore 048624) is a Chartered Financial Analyst charter holder and graduated with a Bachelor of Business Administration (First Class Honours) degree from the National University of Singapore. In 2004, he attended the Investment Management Program at Harvard Business School. In 2006, he also attended the Mastering Alternative Investments programme at Insead University.

Mr Thio has over 20 years of investment management experience. He joined UOBAM in 1994 from the Government of Singapore Investment Corporation (GIC), as a portfolio manager managing Singapore, and subsequently Asia Pacific and Global Equity portfolios. Over the years, he also headed the International Equities and Global Technology teams. In 2004, Mr Thio was appointed as Chief Investment Officer of UOBAM, a position he held until 2011 when he was promoted to his current appointment of Chief Executive Officer.

Mr Thio was recognised as "CEO of the Year in Asia" for two consecutive years by Asia Asset Management in its "Best of the Best Regional Awards 2015" and "Best of the Best Regional Awards 2014" for his outstanding contributions to UOBAM. He was also conferred the "IBF Fellow" title by the Institute of Banking and Finance in 2015.

### **Eric Tham Kah Jin, Director**

Mr Tham (c/o 80 Raffles Place, UOB Plaza, Singapore 048624) joined UOB in 2004 and heads Group Commercial Banking which oversees the medium enterprise business. He is responsible for driving UOB group's expansion in the medium enterprise business in Singapore as well as Malaysia, Thailand, Indonesia, China, Hong Kong, Myanmar, Taiwan and Vietnam.

Mr Tham holds a Master of Business Administration degree in Accounting from Nanyang Technological University. He was conferred the title "Distinguished Financial Industry Certified Practitioner" by The Institute of Banking & Finance of Singapore in 2010 and recognised as a Fellow Chartered Accountant of Singapore by the Institute of Singapore Chartered Accountants (ISCA) in 2015. Mr Tham has more than 30 years of experience in the financial sector.

### **Peh Kian Heng, Director**

Mr Peh Kian Heng (c/o 80 Raffles Place, UOB Plaza, Singapore 048624) joined the UOB group in 2008 and is presently the Head of the Corporate Investment Unit. Prior to joining UOB, he was an investment strategist at OCBC and spent the most part of his career with the Monetary Authority of Singapore, where his last appointment was Head of Financial Sector Surveillance. He graduated with MA (Distinction) from the University of Warwick and BSocSci (2nd Upper Honours) from the National University of Singapore.

**A list of the directorships of the Directors of the Managers is set out in Appendix 1A of this Prospectus.**

## **2.3 Portfolio Managers**

### **Chong Jiun Yeh, Chief Investment Officer, UOB Asset Management**

As Chief Investment Officer of UOB Asset Management, Mr Chong leads the investment team in developing the firm's long-term investment strategy and in managing asset allocation with the objective to maximise the value of investments in assets for our investors. He has oversight for the teams managing Equities, Fixed Income, Multi-Asset, including spearheading the firm's strategic thrusts in sustainable investing and investment technology.

Prior to joining UOBAM in 2008, Mr Chong was the Managing Director (Fund Management) and Co-Head of Portfolio Management for ST Asset Management (STAM), a wholly owned subsidiary of Temasek Holdings. Before that, he was Head of Fixed Income and Currencies at OUB Asset Management. He has vast experience in managing equities, fixed income, REITs and structured investment portfolios, including emerging market local currencies debts, G7 FX overlays as well as Asia-Pacific equities.

Mr Chong graduated with a Bachelor of Science (Estate Management) (Second Upper Honours) degree from the National University of Singapore.

### **Victor Wong, Senior Director, Head of Sustainability Office, UOB Asset Management**

Mr Wong is Head of UOBAM's Sustainability Office, overseeing the company's Sustainability initiatives since January 2020. These include managing Sustainable Investing portfolios and mandates as well as implementing Sustainability initiatives across the entire UOBAM Group.

Mr Wong joined UOBAM in 2000 and before establishing the Sustainability Office, Mr Wong was a senior member of the Asia ex-Japan Equities team where he was the portfolio manager of several UOBAM unit trusts including United ASEAN Fund, United Singapore Growth Fund, United Asia Consumer Fund and Asia ex-Japan mandates for both institutional and retail investors since 2015. In addition, he was previously co-managing the United Asia Pacific REITs Fund and is currently the portfolio manager for the United Sustainable Asia Top 50 Fund. Prior to joining UOBAM, Mr Wong was a financial news presenter and broadcast journalist with the Media Corporation of Singapore.

Mr Wong graduated with a Bachelor of Science (Merit) degree from the National University of Singapore.

## **3. The Trustee and Custodian**

The Trustee is State Street Trust (SG) Limited, a trust company approved by the Authority under Section 289(1) of the SFA to act as a trustee for collective investment schemes authorised under section 286 of the SFA and constituted as unit trusts. The Trustee is regulated in Singapore by the Authority. The Trustee does not have any material conflict of interest with its position as trustee of the Fund. See the Deed for details on the Trustee's role and responsibilities.

The Trustee has appointed State Street Bank and Trust Company ("SSBT"), a trust company organised under the laws of the Commonwealth of Massachusetts and, in respect of such appointment, acting through its Singapore Branch, as the global master custodian of the Fund. SSBT was incorporated on 13 April 1891 in the Commonwealth of Massachusetts. As at 31 December 2020, SSBT had an issued and paid up share capital of US\$29,930,920. SSBT will remain as custodian of the Fund until its appointment is terminated in accordance with the terms of its appointment. SSBT was founded in 1792 and is a wholly owned subsidiary of State Street Corporation. It is licensed and regulated by the Federal Reserve Bank of Boston. State Street Bank and Trust Company, Singapore Branch, holds a wholesale bank licence issued by the Authority and is regulated by the Authority.

SSBT provides custodian services in over 100 markets by utilising its local market custody operations and through its network of sub-custodian banks. SSBT will appoint sub-custodians in those markets where the Sub-Fund invests where SSBT does not itself act as the local custodian. SSBT has processes for the initial selection, and ongoing monitoring of its sub-custodians, each of which is chosen based upon a range of factors including securities processing and local market expertise, and must satisfy specific operating requirements in terms of structure, communications, asset servicing and reporting capabilities. All sub-custodians appointed by SSBT must be licensed and regulated under applicable law to provide custodian and related asset administration services, and carry out relevant related or ancillary financial activities, in the relevant market jurisdiction. SSBT will typically seek to select local branches or affiliates of major global financial institutions that provide sub-custodian services in multiple markets, although unique market service requirements may result in the selection of an entity as sub-custodian that is more local in scope.

Other custodians may be appointed from time to time in respect of the Sub-Fund or any of its assets.

Please refer to paragraph 21.1 for further details of the custodial arrangement in respect of the Deposited Property of the Sub-Fund.

#### **4. The Registrar and Administrator**

State Street Bank and Trust Company, acting through its Singapore Branch, has been appointed by the Trustee as the registrar of the Fund and will be responsible for keeping the Register. Any Holder may inspect the Register at 168 Robinson Road, #33-01, Capital Tower, Singapore 068912 during usual business hours (subject to such reasonable restrictions as the registrar may impose).

The Register is conclusive evidence of the number of Units held by each Holder. If there is any discrepancy between the entries in the Register and the details appearing on any statement of holdings, the entries in the Register will prevail unless the Holder proves, to the Trustee's and our satisfaction that the Register is incorrect.

**For so long as the Units are listed, quoted and traded on the SGX-ST, we shall appoint CDP as the unit depository for the Sub-Fund. All Units issued and available for trading will be represented by entries in the Register in the name of, and deposited with, CDP as the registered Holder of such Units.**

The administrator of the Fund is State Street Bank and Trust Company, acting through its Singapore Branch, which has been appointed by us to provide (i) certain administration and valuation services (including accounting and net asset value calculation) pursuant to the terms of an Administrative Services Agreement, and (ii) certain transfer agency services pursuant to the terms of a Transfer Agency and Services Agreement, each entered into between the administrator of the Fund and us. State Street Bank and Trust Company, acting through its Singapore branch will remain as the administrator of the Fund until its appointment is terminated in accordance with the terms of its appointment.

#### **5. Other Parties**

##### **5.1 Auditors**

The auditors of the Fund are PricewaterhouseCoopers LLP.

##### **5.2 Market Maker**

A market maker is an entity registered by the SGX-ST as a Designated Market Maker to act as such by making a market for the Units in the secondary market on the SGX-ST. A Designated Market Maker's obligations include quoting bid prices to potential sellers and offer prices to potential buyers when there is a wide spread between the prevailing bid prices and offer prices for Units on the SGX-ST. Designated Market Makers accordingly aim to facilitate the efficient trading of Units by providing liquidity in the secondary market when it is required in accordance with the market making requirements of the SGX-ST. Subject to applicable regulatory requirements, for so long as the Sub-Fund is listed on the SGX-ST, we will ensure that at least one Designated Market Maker is appointed at all times for the Sub-Fund to facilitate efficient trading in the secondary market and provide for an adequately liquid market.

As at the date of this Prospectus, the Designated Market Maker for the Sub-Fund is Phillip Securities Pte Ltd. Any change to the Designated Market Maker will be announced on the SGXNET and on our website. In addition, an announcement will be released via the SGXNET as soon as practicable if the Designated Market Maker is unable to fulfill its duties of providing an adequately liquid market for the Sub-Fund.

### 5.3 Participating Dealers

The role of a Participating Dealer is to facilitate the issue, realisation and cancellation of Units in the Sub-Fund from time to time. We intend that other than Designated Market Makers, the Participating Dealers will be the only persons allowed to subscribe for and realise Units directly with us. Therefore, any subscription or realisation of Units by Holders must be made through a Participating Dealer (whether directly or through stockbrokers), unless we allow otherwise.

You may obtain a list of current Participating Dealers from our website at [uobam.com.sg](http://uobam.com.sg).

### 5.4 Index Provider

The Index Provider is SGX Index Edge. The Index Provider is not related to the Managers.

iEdge-UOB APAC Yield Focus Green REIT Index (the “**Index**”)

The iEdge-UOB APAC Yield Focus Green REIT Index tracks the performance of Real Estate Investment Trusts (REITs) that are listed across the Asia-Pacific and Oceanic region, with a specific focus on yield selection and a weighting method that is tilted toward the environmental attributes of real estate assets.

#### *Index Construction*

The selection process involves selecting 50 higher yielding REITs from a liquid and investable opportunity-set that meet minimum disclosure requirements on Environmental Social and Governance (“**ESG**”) factors. Once selected, the weighting is based on a tilting methodology, where the weight of the REIT is either rewarded or penalized at each index review date according to its environmental performance as assessed by the independent research firm, GRESB. The Index is reviewed semi-annually in March and September.

The Index has a basket size of 50 stocks. The indices are constructed to be tradable indices with efficient liquidity and replicability.

You should refer to Appendix 2 for a list of all of the constituent stocks in the iEdge-UOB APAC Yield Focus Green REIT Index as at 30 September 2021. You should refer to Appendix 3 for more information on the iEdge-UOB APAC Yield Focus Green REIT Index, including details on obtaining published figures for the value of the iEdge-UOB APAC Yield Focus Green REIT Index.

#### *Calculation Times*

On any Business Day, the Index is calculated on an end-of-day basis.

## 6. Structure of the Sub-Fund

- 6.1 The Sub-Fund offered in this Prospectus is a Singapore-dollar denominated open-ended unit trust established under the umbrella structure of the Fund which is constituted in Singapore.

The Managers have the discretion to establish different classes of Units (each a “**Class**” and collectively the “**Classes**”) from time to time. The Class(es) currently established within the Sub-Fund are as follows:

- SGD Class Units (denominated in SGD)

The Classes in the Sub-Fund may differ, amongst other things, in terms of the currency of denomination, fee structure, dividend payouts, whether they are each a Distribution Class or an Accumulation Class, hedging policy, creation and redemption settlement cycles, minimum threshold amounts for subscription, holding and realisation, eligibility requirements, the availability of participation in a RSP, etc.

All Classes will constitute the Sub-Fund and are not separate funds. Any expense, income and/or gain which is attributable to a particular Class shall be deducted from or added to (as the case may be) the value of the Sub-Fund which is attributable to that Class.

A separate net asset value per Unit will be calculated for each Class. The net asset value per Unit of each Class will be calculated on each Dealing Day in the currency of the relevant Class. It is calculated based on forward pricing and is determined based on the Value as at the Valuation Point on the relevant Dealing Day on which applications for Units are received, of the proportion of the Deposited Property of the Class represented by 1 Unit and truncated to 4 decimal places (or such other number of decimal places or method of determination or rounding as the Managers may from time to time determine with the approval of the Trustee).

Each Unit represents an undivided share in the Deposited Property or the portion of Deposited Property attributable to the relevant Class. The rights, interests and obligations of Holders are contained in the Trust Deed.

## **6.2 The base currency of the Sub-Fund is SGD and the Sub-Fund will issue SGD Class Units denominated in SGD.**

## **6.3 Dual Currency Trading on SGX-ST**

The SGD Class Units trade in different currency denominations on the SGX-ST, i.e. Singapore dollar (SGD) and United States dollar (USD). Investors of the SGD Class Units can buy and/or sell Units in SGD and/or USD, regardless of the currency in which it was first bought and/or sold.

### SGD Class Units

| <b>Currency denomination available for trading</b> | <b>Trading Currency</b> | <b>Trading/Counter Name</b> | <b>Stock Code</b> |
|----------------------------------------------------|-------------------------|-----------------------------|-------------------|
| Primary Currency (SGD)                             | S\$                     | UOB AP GRN REIT S\$         | GRN               |
| Secondary Currency (USD)                           | USD                     | UOB AP GRN REIT US\$        | GRE               |

Unit holdings of the same Class will be consolidated in investors' CDP accounts so that the total number of Units of such Class can be viewed at a glance, for example, 1,000 SGD-denominated Units and 2,000 USD-denominated Units will be reflected as 3,000 Units in an investor's CDP account.

In most cases, the traded prices in the two currency counters should theoretically be equivalent or close to each other, taking into consideration the prevailing foreign exchange rate. However, in certain cases, due to market supply and demand factors in the respective counters and the market activity of the market makers, the price relationship and difference between the two counters might not necessarily be the foreign exchange rate between both counters.

Investors should refer to the SGX website at [www.sgx.com](http://www.sgx.com) for more information on dual currency trading.

## **7. Investment Considerations**

### **7.1 Investment Objective**

The investment objective of the Sub-Fund is to provide investment results that, before fees, costs and expenses (including any taxes and withholding taxes), closely correspond to the performance of the iEdge-UOB APAC Yield Focus Green REIT Index.

You should note that there is no guarantee that the Sub-Fund's investment objective will be achieved.

### **7.2 Investment Focus and Approach**

We currently adopt a full replication strategy in respect of the Sub-Fund whereby all, or substantially all, of the Sub-Fund's assets are invested in the constituent securities of the Index ("**Index Securities**") in substantially the same weightings as reflected in the Index. The Index is compiled and calculated by SGX Index Edge and is designed to screen and select yield focusing REITs with the consideration of sustainability performance and environmental factors within the Asia Pacific region.

The selection process involves selecting yield focusing REITs from all the REITs listed in the Asia Pacific region by having a screen based on liquidity, market capitalization and dividend yield. For further information on such liquidity, market capitalization and dividend yield screening, please refer to Appendix 3 of this Prospectus. The Index is designed such that REITs have to meet minimum transparency and disclosure requirements and the

GRESB Public Disclosure Score is the first step in determining Index eligibility. Therefore, selected REITs must meet the minimum disclosure requirements by GRESB on Environmental Social and Governance (“ESG”) factors. REITs which do not have any GRESB Public Disclosure Score or have a very low (i.e. Level E) GRESB Public Disclosure Score will be removed from the REITs universe. This exclusion screen serves to promote the importance of having sustainability disclosures to be considered for inclusion in the Index.

Once selected, the weighting allocation is based on the GRESB Environmental Performance and Development Components (“**Environmental Score**”) in addition to the Overall GRESB Score as assessed by the independent research firm, GRESB, where the weight of the REIT can either increase, reduce or remain unchanged at each index review date. The green building certification, water consumption, energy consumption and greenhouse gas emissions are some of the key components of the Environmental Score, where the weight of a REIT will be increased with a better Environmental Score, or vice versa. This process enhances the green features of the portfolio as it rewards REITs with a higher weight based on their environmental attributes. The Overall GRESB Score is an overall measure of ESG performance – represented as a percentage (100 percent maximum). The GRESB Score goes beyond a qualitative assessment and gives a quantitative insight into ESG performance in absolute terms, over time and against peers. The Scores are developed from a robust quantitative assessment of a REIT’s actual sustainability performance and covers key elements of what it means to be a ‘Green’ REIT. GRESB website for information related to the GRESB Real Estate Assessment: <https://gresb.com/nl-en/products/real-estate-assessments/>.

For the purpose of diversification of the Index, a maximum weight of 7% will be applied on the selected REITs and the single country exposure will also be capped at 40% to achieve a better risk diversification.

At any time, the Sub-Fund’s investments will consist of as many Index Securities as is practicable. We will review the investment portfolio of the Sub-Fund regularly. The description of the index methodology is available at <https://www.sgx.com/indices>. SGX Index Edge reviews and publishes the composition of the Index semi-annually in March and September and the latest information relating to the Index is available at <https://www.sgx.com/indices>.

Further to the rebalancing of the Index, we will adjust or rebalance the investment portfolio to reflect changes in the composition of, or to the weightings of securities in, the Index or to be more in line with the performance and characteristics of the Index on a semi-annual basis in March and September. This is done with a view to minimising the Sub-Fund’s tracking error (i.e. the difference between the performance of the Sub-Fund’s investment portfolio and that of the Index). Such adjustment or rebalancing may be in the form of investments in non-Index Securities.

In addition, given that securities may be and are added to or removed from the Index from time to time, we may sell the Index Securities or purchase securities that are not yet represented in the Index in anticipation of their removal from or addition to the Index.

Various circumstances may make it impossible or impractical for the Sub-Fund to purchase each Index Security in the same weighting of such security as reflected in the Index and the Sub-Fund may not own certain Index Securities at any particular time.

In those circumstances, we may employ a combination of one or more investment techniques in seeking to closely track the Index as may be permitted under the Code or as may be permitted by the Authority. This may encompass the investment in non-Index Securities or the use of derivatives such as stock futures contracts. In those circumstances, if an optimisation and/or sampling approach is used where certain investments of the Sub-Fund are non-Index Securities, we may only use such approaches if the resultant fund characteristics closely match or correspond to the characteristics of the Index (unless otherwise permitted under the Code or by the Authority).

The Sub-Fund does not currently intend to invest in warrants, commodities, unlisted securities and precious metals. You should note however that the Sub-Fund may use and invest in derivatives, such as options, futures and forwards, for the purposes of hedging existing positions and/or efficient portfolio management. You should refer to paragraphs 7.7 and 9.2.4 of this Prospectus for further information.

*The Units of the Sub-Fund are Excluded Investment Products and notwithstanding anything contained in this Prospectus, the Sub-Fund will not invest in any product or engage in any transaction which may cause the Units of the Sub-Fund not to be regarded as Excluded Investment Products.*

The investment objective and policy of the Sub-Fund will be adhered to for at least three (3) years following the issue of the first prospectus of the Sub-Fund, unless otherwise agreed by the Holders by an extraordinary resolution in general meeting or unless such prohibition on changes to the investment objective and policy of the Sub-Fund is waived by the SGX-ST.

## About GRESB

GRESB was founded in 2009 through a collaboration between the world's largest pension funds, institutional investors and academics from Maastricht University. GRESB has more than 120 institutional investors, with over US\$28 trillion AUM, who use GRESB data to monitor their investments, engage with their managers, and make decisions that lead to a more sustainable real assets industry. GRESB assesses and benchmarks the ESG performance of real assets, and provides standardized and validated sustainability data to the capital markets. GRESB also conducts comprehensive and robust assessments for real estate and infrastructure companies, funds and assets. GRESB ESG data and benchmarks cover US\$5.3 trillion in real estate and infrastructure value, including more than 96,000 geo-coded assets. GRESB also covers both private and public markets, where all relevant data is reported to them at both portfolio and asset level. GRESB's comprehensive coverage provides an unrivaled set of data and insights into the real assets market. GRESB's assessments are guided by what investors and the industry consider to be material issues in the ESG performance of real asset investments and are aligned with international reporting frameworks such as Global Reporting Initiatives, Principles for Responsible Investment and Sustainability Accounting Standards Board. GRESB is recognised by the industry to be a leading ESG provider for assessment of real estate assets.

### **7.3 Distribution Policy**

#### SGD Class Units

The current distribution policy is to make quarterly distributions of up to 4% per annum (or such other frequency or percentage as we may from time to time determine) of the initial issue price of the SGD Class Units or of the NAV per unit of the SGD Class Units as at such date as we may from time to time determine. Distributions will commence only after a period of three months following the inception of the SGD Class Units (or at such other time as we may determine at our discretion).

Distributions may be made out of income, capital gains and/or capital. The declaration or payment of distributions (whether out of capital or otherwise) may have the effect of lowering the NAV of the relevant Sub-Fund or Class. Moreover, distributions out of capital may amount to a reduction of part of your original investment and may result in reduced future returns.

If we determine at our discretion, to make any income distributions, distributions will only be paid to the extent that they are covered by income received from underlying investments and which are received by the Sub-Fund and are available for distribution pursuant to the Deed.

On a distribution, the Trustee, in accordance with our instructions, will allocate the amounts available for distribution between Holders and will pay such amounts to Holders. Amounts to be distributed in respect of each Unit shall be rounded down to the nearest S\$0.01 per Unit. Subject to the Deed, the Trustee shall cause distributions payable to a Holder which remains unclaimed by the Holder for more than six (6) years to be paid into court after deducting all fees, costs and expenses incurred in relation to such payment from the sum thereof provided that if the said sum is insufficient to meet all such fees, costs and expenses, the Trustee shall be entitled to have recourse to the Deposited Property.

### **7.4 Product Suitability**

The Sub-Fund is suitable for investors who:

- seek investment results that, before fees, costs and expenses (including any taxes and withholding taxes), closely correspond to the performance of the Index;
- seek exposure to yield focusing REITs with the consideration of sustainability performance and environmental factors within the Asia Pacific region; and
- are comfortable with the volatility and risk of a fund which seeks to track the Index using a full replication strategy.

**You should consult your financial adviser if in doubt whether the Sub-Fund is suitable for you.**

## 7.5 Investments

The authorised investments of the Sub-Fund (“**Authorised Investments**”) are any of the following Investments:

- (i) any Quoted Investment;
- (ii) any Unquoted Investment; and
- (iii) any other Investment not covered by paragraphs (i) and (ii) of this definition but approved by the Trustee in writing (such approval not to be unreasonably withheld),

and in the case of a Sub-Fund which Units are Excluded Investment Products, only to the extent allowed under the CMP Regulations for the purposes of classifying Units of the Sub-Fund as an Excluded Investment Product.

**Please refer to the Deed for the full meaning of the terms Quoted Investment, Unquoted Investment and Investment.**

The Sub-Fund may use or invest in FDIs. Further information is set out in paragraph 7.7 of this Prospectus.

## 7.6 Investment and borrowing restrictions

The investment and borrowing guidelines issued by the Authority under Appendices 1 and 5 of the Code, which guidelines may be amended from time to time, shall apply to the Sub-Fund save to the extent waived or exempted by the Authority from time to time. In addition, notwithstanding anything contained in this Prospectus, the Sub-Fund will not invest in any product or engage in any transaction which may cause the Units of the Sub-Fund not to be regarded as Excluded Investment Products.

We currently do not intend to engage in any borrowings, although the Sub-Fund’s borrowing powers may, if so required and subject to the Deed and the Code, be exercised to meet redemptions.

We currently do not intend to carry out securities lending or repurchase transactions in respect of the Sub-Fund, but may in future do so in accordance with the applicable provisions of the Code. In addition, notwithstanding anything contained in this Prospectus, we will not engage in any securities lending transaction or securities repurchase transaction in relation to the Sub-Fund, except where (i) the securities lending transaction or securities repurchase transaction (as the case may be) is carried out for the sole purpose of efficient portfolio management; and (ii) the total value of securities subject to all the securities lending transactions and securities repurchase transactions entered into by us does not exceed 50% of the net asset value of the Sub-Fund at any time, or as may be allowed under the CMP Regulations for the purpose of classifying Units of the Sub-Fund as Excluded Investment Products.

## 7.7 Risk management procedures

- (a) To the extent allowed under the CMP Regulations for the purpose of classifying Units of the Sub-Fund as Excluded Investment Products, the Sub-Fund may use or invest in FDIs for the purposes of hedging and efficient portfolio management.
- (b) We will ensure that the global exposure of the Sub-Fund to FDIs or embedded FDIs will not exceed 100% of the NAV of the Sub-Fund at all times. Such exposure will be calculated using the commitment approach as described in, and in accordance with the provisions of, the Code.
- (c) Below is a description of risk management and compliance procedures and controls adopted by us:-
  - (i) We will implement various procedures and controls to manage the risk of the assets of the Sub-Fund. Our decision to invest in any particular security or instrument on behalf of the Sub-Fund will be based on our judgment of the benefit of such transactions to the Sub-Fund and will be consistent with the Sub-Fund’s investment objective in terms of risk and return.
  - (ii) *Execution of Trades.* Prior to each trade, we will ensure that the intended trade will comply with the stated investment objective, focus, approach and restrictions of the Sub-Fund, and that best execution and fair allocation of trades are done. Our Governance and Compliance department will conduct periodic checks to ensure compliance with the investment objective, focus, approach and restrictions (if any) of the Sub-Fund. If there is any non-compliance, our Governance and Compliance department is empowered to instruct the relevant officers to rectify the same. Any non-compliance will be reported to higher management and monitored for rectification.

(iii) *Liquidity.* If there are any unexpectedly large redemptions of Units, it is possible that the assets of the Sub-Fund may be forced to be liquidated at below their fair and expected value, especially in illiquid public exchanges or over-the-counter markets. Also, under certain market conditions such as during volatile markets, crisis situations or trading disruptions, it may be difficult or impossible to liquidate or rebalance positions. While we will ensure that a sufficient portion of the Sub-Fund will be in liquid assets such as cash and cash-equivalents to meet expected redemptions (net of new subscriptions), we may in certain situations employ liquidity management tools such as limiting or suspending realisations in accordance with paragraph 13 of this Prospectus. If such tools are employed, you may not be able to realise your Units during any suspension period or the realisation of your Units or payment of the realisation proceeds for your Units may be delayed.

(iv) *Counterparty Exposure.* The Sub-Fund may have credit exposure to counterparties by virtue of positions in financial instruments (including FDIs) held by the Sub-Fund. To the extent that a counterparty defaults on its obligations and the Sub-Fund is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its assets, its income stream and incur extra costs associated with the exercise of its financial rights.

Subject to the provisions of the Code, we will restrict our dealings with other counterparties to entities that have a minimum long-term issuer credit rating of above BB+ by Standard and Poor's, an individual rating of above C or viability ratings of above BBB by Fitch Inc., a baseline credit assessment of above A3 by Moody's Investors Service, or an equivalent rating from any other reputable rating agency. If any approved counterparty fails this criterion subsequently, we will take steps to unwind the Sub-Fund's position with that counterparty as soon as practicable.

(v) *Volatility.* To the extent that the Sub-Fund has exposure to FDIs that allow a larger amount of exposure to a security for no or a smaller initial payment than the case when the investment is made directly into the underlying security, the value of the Sub-Fund's assets will have a higher degree of volatility. The Sub-Fund may use or invest in FDIs for hedging and efficient portfolio management as stated in paragraph (a) above. At the same time, we will ensure that the total exposure of the Sub-Fund to derivative positions will not exceed the NAV of the Sub-Fund, as stated in paragraph (b) above.

(vi) *Valuation.* The Sub-Fund may have exposure to over-the-counter FDIs that are difficult to value accurately, particularly if there are complex positions involved. We will ensure that independent means of verifying the fair value of such instruments are available, and will conduct such verification at an appropriate frequency.

- (d) We will ensure that the risk management and compliance procedures and controls adopted are adequate and have been or will be implemented and that we have the necessary expertise to control and manage the risks relating to the use of FDIs. We may modify the risk management and compliance procedures and controls as we deem fit and in the interests of the Sub-Fund, but subject always to the requirements under the Code.
- (e) The Sub-Fund may net its over-the-counter derivative positions with a counterparty through bilateral contracts for novation or other bilateral agreements with the counterparty, provided that such netting arrangements satisfy the relevant conditions described in the Code.

## 8. Fees, Charges and Expenses

### 8.1 Fees and Charges Payable by Investors / Participating Dealers / Designated Market Makers

#### Fees and Charges Payable by You

The fees and charges payable by you if you deal or trade in the SGD Class Units on the SGX-ST or if you subscribe or redeem Units through the Participating Dealers (either directly or through stockbrokers) are summarised as follows:

| <i><b>If you deal or trade in the Units on the SGX-ST</b></i> |                                                                                                            |
|---------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| Subscription/Redemption fee                                   | Nil                                                                                                        |
| Clearing fee                                                  | SGX-ST clearing fee of 0.0325% of the traded value, subject to GST <sup>2</sup>                            |
| Trading fee                                                   | SGX-ST trading fee of 0.0075% of the traded value, subject to GST                                          |
| Brokerage fees and charges                                    | Market rates - you will have to pay the applicable brokerage fees and charges of the relevant stockbroker. |

| <i><b>If you subscribe / redeem through Participating Dealers (either directly or through stockbrokers)</b></i> |                                                                                                                                                                                           |
|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Participating Dealer fee                                                                                        | Up to S\$600*                                                                                                                                                                             |
| Fees and charges (including brokerage fees and charges)                                                         | <i>Market rates - you will have to pay the applicable fees and charges (including any applicable brokerage fees and charges) of the relevant Participating Dealer and/or stockbroker.</i> |

\*Payable by you if you submit a subscription or redemption application directly to a Participating Dealer. If you submit a subscription or redemption application through your stockbroker (who will in turn submit the subscription or redemption application to a Participating Dealer), the Participating Dealer will charge the stockbroker a Participating Dealer fee which will likely be ultimately passed to you. You should therefore contact the relevant stockbroker for the applicable terms and conditions for assisting you with your applications to us through a Participating Dealer.

#### Fees and Charges Payable by Participating Dealers / Designated Market Makers

The fees and charges payable by Participating Dealers and Designated Market Makers to subscribe for or redeem Units are summarised as follows:

| <i><b>Creation of Units:</b></i>                                        |                                                                                |
|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Transaction Fee <sup>3</sup> (applicable for each Creation Application) | Up to S\$600 per Application (in cash)*<br>S\$2,000 per Application (in-kind)* |
| Application Cancellation Fee <sup>4</sup> (only if applicable)          | S\$2,000 per Application                                                       |
| Extension Fee <sup>5</sup>                                              | S\$2,000 per Application                                                       |
| Partial Delivery Request Fee <sup>6</sup> (only if applicable)          | S\$2,000 per Application                                                       |

<sup>2</sup> Singapore's current prevailing GST rate is 7.0%

<sup>3</sup> A Transaction Fee (which excludes any applicable Duties and Charges and out-of-pocket expenses) is payable by the Participating Dealer to the Trustee for its own benefit.

<sup>4</sup> An Application Cancellation Fee is payable by the Participating Dealer to the Trustee for its own benefit pursuant to paragraph 10.3.2(iii)(a) and paragraph 11.1.3(iv) below.

<sup>5</sup> An Extension Fee is payable by the Participating Dealer to the Trustee for its own benefit, pursuant to paragraph 10.3.2(i) and paragraph 11.1.3(iv) below. Such fee is payable by the Participating Dealer on each occasion that we grant the Participating Dealer's request for extending the settlement period.

<sup>6</sup> A Partial Delivery Request Fee is payable by the Participating Dealer to the Trustee for its own benefit, pursuant to paragraph 10.3.2(i) below. Such fee is payable by the Participating Dealer on each occasion that we grant the Participating Dealer's request for partial delivery of the Index Securities or Authorised Investments and/or partial payment of the cash amounts in respect of a Creation Application for the benefit of the Trustee.

| <b>Redemption of Units:</b>                                               |                                                                                |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Transaction Fee <sup>3</sup> (applicable for each Redemption Application) | Up to S\$600 per Application (in cash)*<br>S\$2,000 per Application (in-kind)* |
| Application Cancellation Fee <sup>4</sup> (only if applicable)            | S\$2,000 per Application                                                       |
| Extension Fee <sup>5</sup>                                                | S\$2,000 per Application                                                       |

\* We may also charge Participating Dealers and the Designated Market Makers a sum which we consider represents the appropriate provision for the Duties and Charges payable in respect of the Creation Application or Redemption Application (as the case may be). Currently, in-kind subscriptions or redemptions are not permitted. In-kind subscriptions or redemptions may be permitted at our discretion in the future and investors are advised to check with us or the Participating Dealers with regards to the same.

***If you wish to subscribe for or redeem your Units in the primary market, you should approach a Participating Dealer (either directly or through a stockbroker) to assist you with your applications to us.***

***Please note that the fees mentioned above which are payable by Participating Dealers in the creation of Units and redemption of Units may ultimately be charged to you.***

***You should also note that Participating Dealers and/or stockbrokers may charge you brokerage fees and other charges in addition to the fees mentioned above for assisting you with your applications. Depending on the specific nature of services provided, Participating Dealers and/or stockbrokers may also charge you other fees and charges that are not disclosed in this Prospectus.***

***You should therefore consult the relevant Participating Dealer for the applicable terms and conditions for assisting you with your applications to us or the relevant stockbroker for the applicable terms and conditions for assisting you with your applications to us through a Participating Dealer, as the case may be, including whether you will be charged any additional fees and charges.***

***The Participating Dealers are under no obligation to accept any instructions to create or redeem Units on behalf of any investors.***

## 8.2 Fees and Charges Payable by the Sub-Fund

The fees and charges payable by the Sub-Fund are summarised as follows:

|                                                                                                            |                                                                                                                                                                                                                                                                        |
|------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Managers' fee <sup>Note 1</sup>                                                                            | Currently 0.45% p.a. of the NAV of the Sub-Fund<br>Maximum 2.0% p.a. of the NAV of the Sub-Fund<br>The Managers' fee is retained by the Managers as the Managers do not pay any trailer fees with respect to the Sub-Fund                                              |
| Trustee fee <sup>Note 2</sup>                                                                              | Currently not more than 0.05% p.a. of the NAV of the Sub-Fund, subject to a minimum fee of S\$5,000 p.a. (or such other fee as may be agreed between the Managers and Trustee)<br>Maximum 0.25% p.a. of the NAV of the Sub-Fund<br>One-time inception fee of S\$10,000 |
| Valuation and accounting fee                                                                               | Currently not more than 0.125% p.a. of the NAV of the Sub-Fund<br>Maximum 0.20% p.a. of the NAV of the Sub-Fund                                                                                                                                                        |
| Registrar fee                                                                                              | Currently not more than 0.125% p.a. of the NAV of the Sub-Fund, subject to a minimum fee of S\$15,000 and a maximum fee of S\$25,000                                                                                                                                   |
| Audit fee, custodian fee, transaction costs <sup>Note 3</sup> and other fees and charges <sup>Note 4</sup> | Subject to agreement with the relevant parties. Each of the fees or charges may amount to or exceed 0.1% p.a. of the NAV of the Sub-Fund, depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund                                         |

### *General Expenses*

The costs of establishing the Sub-Fund (which shall not exceed S\$200,000) may be paid out of the Deposited Property and may be amortised over a period of sixty (60) months from the date of the first issue of Units.

Any promotional expenses incurred by any marketing agents and any fees imposed by such marketing agents on their customers investing in the Sub-Fund will not be paid (either in whole or in part) out of the assets of the Sub-Fund.

All the expenses incurred in connection with the convening of meetings of Holders and all other transactional costs and operating costs (relating to the administration of the Sub-Fund) and other out-of-pocket expenses shall be paid out of the assets of the Sub-Fund in accordance with the Deed.

#### Notes:

##### *1. Managers' fee*

We are entitled to receive a management fee, currently at the rate of 0.45% p.a. of the NAV of the Sub-Fund.

Under the terms of the Deed, we may, on giving not less than one month's notice to the Trustee and the Holders, increase the rate of the management fee payable up to or towards the maximum rate of 2.0% p.a. of the NAV of the Sub-Fund. The Managers will also make an announcement on SGXNet of such increase in management fee.

The management fee is accrued daily and calculated as at each Dealing Day and payable quarterly in arrears.

##### *2. Trustee fee*

The Trustee is entitled to receive a Trustee fee of not more than 0.05% p.a. of the NAV of the Sub-Fund, subject to a minimum fee of S\$5,000 p.a. (or such other fee as may be agreed between the Managers and Trustee).

The Trustee fee is accrued daily and calculated as at each Dealing Day and payable quarterly in arrears.

##### *3. Transaction costs*

Transaction costs (which do not include the transaction fees mentioned below) include all expenses relating to the purchase and sale of financial instruments.

##### *4. Other fees and charges*

The Custodian receives safekeeping fees based on the dollar value of the Sub-Fund's assets held in the relevant markets.

Other fees and charges may include transaction fees payable to the Custodian (the amount of which will depend on the number of transactions carried out and the place at which such transactions are effected), printing and stationery costs, legal and professional fees, goods and services tax and other out-of-pocket expenses.

## **9. Risk Factors**

### **9.1 General risks**

You should consider and satisfy yourself as to the risks of investing in the Sub-Fund. An investment in the Sub-Fund is meant to produce returns over the long-term. You should not expect to obtain short-term gains from such investment. You should note that the price of Units, and the income accruing from the Units, may fall or rise and you may not get back your original investment. Past performance is not indicative of future performance. The NAV of the Sub-Fund will change with changes in the market value of the investments it holds. There can be no assurance that the Sub-Fund will achieve its investment objective or that you will achieve profits or avoid losses, significant or otherwise. The capital return and income of the Sub-Fund is based on the capital appreciation and income on its investments, less expenses incurred. The Sub-Fund's return may fluctuate in response to changes in such capital appreciation or income. Furthermore, the Sub-Fund may experience volatility and decline in a manner that broadly corresponds with the underlying Index.

## **9.2 Specific risks**

### **9.2.1 Market risk**

The price of securities comprised in the portfolio of the Sub-Fund and the Units, and the income from them, may be influenced by political and economic conditions, changes in interest rates, the earnings of the REITs whose securities are comprised in the portfolio, and the market's perception of the securities.

### **9.2.2 Liquidity risk**

The extent of market liquidity is dependent on the size and state of the markets and therefore affects the Sub-Fund's ability to acquire or dispose of assets at the price and time it so desires.

### **9.2.3 Concentration risk**

The Index Securities will be comprised of REITs listed in several Asia Pacific markets, particularly Japan, Australia and Singapore, amongst other jurisdictions, which may cause the Sub-Fund to be less diversified as compared to a fund that invests in REITs globally. To the extent that a property sector or a geographical region in which the Index Securities are concentrated in falls out of favour, the Sub-Fund's performance may be negatively affected.

### **9.2.4 Derivatives risk**

As the Sub-Fund may (subject to the Code and paragraph 7.7) use or invest in FDIs, it will be exposed to risks associated with such investments. These FDIs include but are not limited to options, futures contracts, swaps and warrants. Where such instruments are financial derivatives on commodities, such transactions shall be settled in cash at all times.

An investment in a FDI may require the deposit of initial margin and additional deposit of margin on short notice if the market moves against the investment position. If the required margin is not provided in time, the investment may be liquidated at a loss. Therefore, it is essential that such investments in FDIs are monitored closely. We have controls for investments in FDIs and have in place systems to monitor the derivative positions of the Sub-Fund. Please see paragraph 7.7 for more information on our risk management procedures on the use of FDIs.

### **9.2.5 Passive Investment**

The Sub-Fund is not actively managed. Accordingly, a decline in world market segments that affect the Index may affect the Sub-Fund. Since the Sub-Fund invests all or substantially all of its assets in Index Securities in substantially the same weightings as reflected in the Index, adverse changes in the financial condition or share performance of any REIT included in the Index may not result in the sale of the shares of such REIT, and such adverse changes will likely adversely affect the Sub-Fund's value and the trading price of the Units. We do not attempt to select REITs individually or to take defensive positions in declining markets. Therefore, we will have limited discretion to remove the REITs from the investment portfolio of the Sub-Fund and we may lack discretion to adapt to market changes. A fall in the Index may result in a corresponding fall in the NAV of the Sub-Fund.

### **9.2.6 Tracking Error Risk**

There is no assurance that the Sub-Fund will be able to fully track the performance of the Index. "Tracking error" is the difference between the performance of a fund's portfolio and that of its underlying index. The NAV of the Sub-Fund may not correlate exactly with the Index and changes in the NAV of the Sub-Fund are unlikely to replicate exactly changes in the Index.

Factors such as the fees, costs and expenses of the Sub-Fund, imperfect correlation between the Sub-Fund's assets and the securities constituting the Index, rounding of share prices, changes to the Index, regulatory policies, investment and regulatory constraints, foreign currency valuation, unexpected financing costs in the event of severe market movements, inability to rebalance in response to changes in the Index and the existence of a cash position held by the Sub-Fund may affect our ability to achieve close correlation with the performance of the Index. The Sub-Fund's returns may therefore deviate from the Index resulting in a tracking error.

However, such tracking errors are not expected to be significant. As far as possible, we will seek to minimise tracking errors by minimising the cash holdings of the Sub-Fund and by adjusting or rebalancing

the investment portfolio of the Sub-Fund, when necessary, to reflect changes in the composition of, or to the weightings of securities in, the Index or to be more in line with the performance and characteristics of the Index as described in paragraph 7.2.

#### **9.2.7 Operating cost**

There is no assurance that the performance of the Sub-Fund will achieve its investment objective. The level of fees and expenses payable by the Sub-Fund will fluctuate in relation to its NAV. Although the amounts of certain ordinary expenses of the Sub-Fund can be estimated, the growth rate of the Sub-Fund, and hence its NAV, cannot be anticipated.

You should also note that we and the Trustee have the discretion to increase the Managers' fee and Trustee fee up to the maximum level as provided in paragraph 8.2 above.

Accordingly, no assurance can be given as to the performance of the Sub-Fund or the actual level of its expenses.

#### **9.2.8 Trading Risk**

The Sub-Fund is structured as an index fund and the NAV of the Units of the Sub-Fund will fluctuate with changes in the market value of the Sub-Fund's investments and changes in the exchange rate between the SGD and the relevant currency in which the REITs invested into may be denominated.

The market prices of Units will fluctuate in accordance with changes in the NAV of the Units and supply and demand on any exchange on which the Units are listed. Although the NAV of the Units represents the fair price for buying or selling Units, as with any listed fund, the secondary market price of Units may sometimes trade above or below this NAV. We cannot predict whether Units will trade below, at or above their NAV. Therefore, there is a risk that you may not be able to buy or sell at a price close to this NAV. The deviation from the NAV is dependent on a number of factors, but will be accentuated when there is a large imbalance between market supply and demand for Units on the SGX-ST.

Given, however, that Units must be created and redeemed in Application Unit aggregations (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their NAV), we believe that ordinarily large discounts or premiums to the NAV of Units should not be sustained. In the event that we suspend creations and/or redemptions of Units of the Sub-Fund, we expect larger discounts or premiums.

#### **9.2.9 Trading in Units on the SGX-ST may be suspended**

You will not be able to purchase or sell Units on the SGX-ST during any period when trading in the Units is suspended by the SGX-ST. The SGX-ST may suspend the trading of Units whenever the SGX-ST determines that it is appropriate or necessary or expedient in the interest of maintaining a fair, orderly and transparent market to protect investors. The creation and redemption of Units will also be suspended if the trading of Units on the SGX-ST is suspended. The SGX-ST imposes certain requirements for the continued listing of securities, including the Units, on the SGX-ST. There is no assurance that the Sub-Fund will continue to meet the requirements necessary to maintain the listing of Units on the SGX-ST or that the SGX-ST will not change the listing requirements. The Sub-Fund may be terminated if the Units are delisted from the SGX-ST. Dealings of Units on the SGX-ST may not necessarily be suspended if we temporarily suspend the creation and redemption of Units in accordance with the terms of the Deed. If we temporarily suspend the creation and redemption of Units, the trading price of the Units may be adversely affected and may differ from the NAV of the Sub-Fund or Class.

#### **9.2.10 Absence of prior active market**

Although the Units have been listed for trading on the SGX-ST, there can be no assurance that an active trading market will be developed or be maintained. There is no certain basis for predicting the actual price levels at, or sizes in, which Units may trade. Further, there can be no assurance that the Units will experience trading or pricing patterns similar to those of market-traded shares which are issued by investment companies in other jurisdictions or which are based upon indices other than the Index.

#### **9.2.11 Dealing risk**

If you hold Units in small numbers and you wish to sell your Units, you may not necessarily be able to find other buyers on the SGX-ST if the Units are not widely held at that point. In order to address such dealing risk, we have appointed a Designated Market Maker to improve liquidity in trading of the Units.

The listing of Units on the SGX-ST does not guarantee a liquid market for the Units and there can be no assurance that a liquid secondary market on the SGX-ST will exist for the Units. We intend to assist in the creation of liquidity for investors by appointing at least one Designated Market Maker to maintain a market for the Units on the SGX-ST (please refer to paragraph 5.2 above). However, there is no guarantee or assurance as to the price at which a market will be made. The Designated Market Makers may realise profits or sustain losses in the amount of any differences between the prices at which they buy Units and the prices at which they sell Units. Any profit made by the Designated Market Makers may be retained by them for their absolute benefit and they are not liable to account to the Sub-Fund in respect of such profits.

#### **9.2.12 Creation and Redemption by Designated Market Makers or through Participating Dealers only**

You should note that the Sub-Fund is not like a typical unit trust offered to the public in Singapore. You may not subscribe for, or redeem, Units directly with us.

Units may only be created and redeemed by Market Makers or through Participating Dealers. Participating Dealers are under no obligation to agree to do so on behalf of any investor. Accordingly, each Participating Dealer may, in its absolute discretion, refuse to accept your creation or redemption order (whether directly or through your stockbroker) and can charge such fees as it may determine. In addition, the Participating Dealers will not be able to create or redeem Units during any period when, amongst other things, dealings on the SGX-ST are restricted or suspended, settlement or clearing of securities through the CDP is disrupted or the Index is not compiled or published. The Participating Dealers will also not be able to create or redeem Units if some other event occurs which impedes the calculation of the NAV of the Sub-Fund or disposal of the Sub-Fund's portfolio securities cannot be effected.

If you trade in smaller lots, you may generally only realise the value of your Units by selling your Units on the SGX-ST.

These features are not usually present in a typical unit trust offered to the public in Singapore, where you will generally be able to purchase and redeem units directly with the manager of the unit trust.

#### **9.2.13 Political Risk and Foreign Security Risk**

The investments in the Sub-Fund may be adversely affected by a wide variety of factors, including without limitation, political instability, exchange controls, changes in taxation, foreign investment policies, restrictions on repatriation of investments and other restrictions and controls which may be imposed by the relevant authorities in the relevant jurisdictions.

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

- less liquid and less efficient securities markets;
- greater price volatility;
- exchange rate fluctuations and exchange controls;
- less publicly available information about issuers;
- the imposition of restrictions on the expatriation of funds or other assets of the Sub-Fund;
- higher transaction and custody costs and delays and risks of loss attendant in settlement procedures;
- difficulties in enforcing contractual obligations;
- lesser levels of regulation of the securities markets;
- different accounting, disclosure and reporting requirements;
- more substantial government involvement in the economy;
- higher rates of inflation; and
- greater social, economic, and political uncertainty and the risk of nationalisation or expropriation of assets and risk of war or terrorism.

#### **9.2.14 Foreign Exchange Risk**

As the investments of the Sub-Fund may be denominated in currencies other than SGD, fluctuations of the exchange rates of such currencies against the base currency of the Sub-Fund (i.e. SGD) may have an impact on the income and investments of the Sub-Fund and affect the value of Units. The Sub-Fund may therefore be exposed to foreign exchange/currency risks.

The Managers reserve the discretion to hedge, whether fully, partially or not at all, the foreign currency exposure of the Sub-Fund depending on the prevailing foreign exchange rates, and if no hedging or partial hedging is made, the value of the Sub-Fund may be affected. If the foreign currency exposure of the Sub-Fund is hedged, an active hedging strategy is usually adopted. As at the date of registration of this Prospectus, the Managers do not intend to hedge the foreign currency exposure of the Sub-Fund.

#### **9.2.15 Dual currency trading risk**

The Sub-Fund is traded in two different currency denominations on the SGX-ST (i.e. SGD and USD). The price of the Units on the secondary currency counter (i.e. USD) is based on the price of the Units on the primary currency counter (i.e. SGD) and the prevailing foreign exchange rate. Therefore, the performance of the Units on the secondary currency counter may not be the same as that of the primary currency counter due to, amongst other factors, fluctuations in the foreign exchange rate between the SGD and the USD.

#### **9.2.16 Minimum creation and redemption size via the Participating Dealer**

Only Participating Dealers and Designated Market Makers may apply directly to us for the creation or redemption of Units, which must be made in an Application Unit size (currently 100,000 Units) or whole number multiples thereof subject to a minimum of 100,000 Units per Creation or Redemption Application or such other minimum number of Units as we may determine from time to time with the approval of the Trustee. If you wish to subscribe for or redeem Units in the primary market, you must approach a Participating Dealer (whether directly or through a stockbroker) to assist you with your applications to us.

As any subscription or redemption applications for less than the current minimum of 100,000 Units from investors (whether directly or through their stockbrokers) to a Participating Dealer will be rejected by that Participating Dealer, if you do not hold at least 100,000 Units, you may only be able to realise the value of your Units by selling your Units on the SGX-ST. If you do not intend to subscribe for at least 100,000 Units, you may only be able to buy Units on the SGX-ST.

#### **9.2.17 Minimum Fund Size**

The Sub-Fund is structured as an index fund with a low total expense ratio (including the Managers' fees and the Trustee fees) compared to typical retail unit trusts. As with any fund, in order to remain viable, the size of the Sub-Fund must be sufficient to cover at least its fixed operating costs. Given the relatively low fees charged to and payable by the Sub-Fund, the minimum size of the Sub-Fund needs to be significantly larger than other typical unit trusts. As provided under paragraph 21.8(a), we may terminate the Sub-Fund, on any date, after three (3) years from the date of the Principal Deed, if on such date the aggregate NAV of the Deposited Property of the Sub-Fund or Class shall be less than S\$20 million or if the aggregate NAV of the Deposited Property of the Fund shall be less than S\$20 million (as the case may be).

#### **9.2.18 Distributions are contingent on dividends paid on Index Securities**

The Sub-Fund's ability to pay distributions on the Units is dependent on the dividends declared and paid by the REITs whose securities are held by the Sub-Fund and the level of fees and expenses payable by the Sub-Fund. Dividend payment rates of these REITs are based on numerous factors, including their current financial condition, general economic conditions and their dividend policies. There is no assurance that such REITs will declare dividends or make other distributions. In addition, changes to the composition of the Index (for example, the substitution of one constituent security in the Index with another paying higher or lower dividends) will affect the level of dividends received by the Sub-Fund as a percentage of its value. To the extent possible, the Sub-Fund will pay its fees and expenses out of the dividends it receives. To the extent dividends received by the Sub-Fund are insufficient to meet its fees and expenses, the excess will be met by disposing of part of the Sub-Fund's portfolio of Index Securities and/or by short-term borrowing. Any such disposition of Index Securities or borrowing may cause the Sub-Fund's value to fall, and may adversely affect the trading price of the Units. You may therefore not receive any distributions. You will not receive any dividends or other distributions directly from the REITs in which the Sub-Fund invests.

### **9.2.19 Risk of investing in REITs**

Some REITs may have limited diversification and may be subject to risks inherent in financing a limited number of properties.

Investments in REITs and other issuers that invest, deal or otherwise engage in transactions in or hold real estate or interests therein are subject to risks similar to investing directly in real estate. For example, real estate values may fluctuate as a result of general and local economic conditions, overbuilding and increased competition, increases in property taxes and operating expenses, changes in zoning laws, casualty or condemnation losses, regulatory limitations on rents, changes in neighbourhood values, changes in how appealing properties are to tenants, increases in interest rates and unexpected interruptions such as natural disasters, terrorist attacks or other unforeseeable events.

### **9.2.20 Risk of Green REIT investing**

There is currently no standard market consensus of what “Green” means in the context of REITs and there may be other definitions of “Green” REITs. The Sub-Fund relies on the Index Provider for the identification of securities for inclusion in the Index that reflect the environmental theme of “green REIT”, as set forth in the Index’s methodology. The Index Provider uses assessment done by an independent research firm, GRESB. GRESB is recognised by the industry to be a leading ESG provider for assessment of real estate assets. GRESB Environmental data is used to determine the “Greenness” of REITs. The Sub-Fund’s performance may suffer if the securities included in the Index do not benefit from the development of such theme. Further, there is a risk that information used by the Index Provider and GRESB to evaluate the environmental factors may not be readily available, complete or accurate, which could negatively impact the Index Provider’s ability to apply its scoring when compiling the Index, and which may negatively impact the Fund’s performance. There is no guarantee that the Index will reflect complete exposure to the green REIT investment theme. Additionally, thematic investing involves the risk that the green REIT theme is out of favor, or that the securities chosen to represent that theme underperform the market as a whole.

### **9.2.21 ESG Regulatory Risk**

The regulatory framework with respect to sustainable investments is constantly developing and evolving. The lack of common or harmonised definitions and labels regarding ESG and sustainability criteria or clear guidelines on the required level of disclosure may result in different approaches by asset managers when integrating ESG and sustainability criteria into investment decisions and updating the marketing documentation of an investment vehicle. Therefore, a degree of subjectivity is required and this will mean that a Sub-Fund may invest in a security that another asset manager or an investor would not and the level of disclosure in the Manager’s marketing documentation may be more or less detailed than the disclosure inserted in the marketing documentation of other investment vehicles. Hence, it may be difficult to compare investment vehicles, with ostensibly similar objectives as these investment vehicles will employ different security selection and exclusion criteria. Consequently, the performance profile of otherwise similar investment vehicles may deviate more substantially than might otherwise be expected. This also means that the approach which has been subjectively selected may potentially differ from positions adopted at a later stage by regulatory authorities, which might entail a reputational risk or be considered as involuntary greenwashing.

### **9.2.22 Borrowing by REITs**

REITs may also be subject to financial covenants and/or borrowing/gearing ratios and their ability to comply with such ratios could be adversely affected if the REITs are unable to obtain funds from investors or loans or re-finance existing debt. In the event that the REITs are unable to comply with the gearing ratios, the REITs may become more susceptible to interest rate movements and re-financing risks. If the REITs continue to remain as part of the Index despite non-compliance with the gearing ratios, this may cause an investment in the Sub-Fund to be subject to a higher level of risk as the objective of the Sub-Fund is to closely track the performance of the Index.

### **9.2.23 Tax risk**

We may apply for IRAS' approval for tax transparency treatment of distributions received by the Sub-Fund from REITs listed on the SGX-ST. However, there is no guarantee that we will be able to obtain IRAS' approval or that the Sub-Fund will be able to satisfy all conditions which IRAS may impose at all times. If the tax transparency treatment ceases to apply for any reason, including, for example, changes to IRAS' tax rules, the Sub-Fund will be subject to tax in respect of distributions received by the Sub-Fund from REITs listed on the SGX-ST which are made out of specified income derived by such REITs and this will adversely affect the Sub-Fund's NAV. For the avoidance of doubt, we have not applied to the IRAS for tax transparency treatment to apply to the Sub-Fund as at the date of this Prospectus.

### **9.2.24 Emerging Markets risk**

Investment in assets issued by entities of emerging markets and/or which are denominated in a currency of an emerging market involves additional risks and special considerations not typically associated with investing in assets of other more established economies or securities markets. Such risks may include (i) increased risk of nationalisation or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty, including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater volatility, less liquidity and smaller capitalisation of securities markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on repatriation of invested capital and on the ability to exchange local currencies; (viii) increased likelihood of governmental decisions to cease support of economic reform programmes or to impose centrally planned economies; (ix) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (x) less extensive regulation of the securities markets; (xi) longer settlement periods for securities transactions and less reliable clearance and custody arrangements; (xii) less protection through registration of assets and (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and protection of shareholders.

#### **Risk Factors Relating to the Index**

### **9.2.25 Errors, inaccuracies or incompleteness in the Index**

There may be inaccuracies, errors, omissions or mistakes in the compilation or calculation of the Index, which may result in significant deviations between the NAV of the Units and the Index. The accuracy and completeness of the calculation of the Index may be affected by, without limitation, the availability and accuracy of prices for the Index Securities, market factors and errors in the compilation of the Index. No warranty, representation or guarantee is given as to the accuracy or completeness of the Index and its computation or any information related thereto. The process and the basis of computing and compiling the Index and any of its related formulae, constituent companies and factors may at any time be changed or altered by the Index Provider without notice. We and the Trustee are not responsible or involved in the compilation or calculation of the Index, and thus cannot be held responsible or liable for any inaccuracies, errors, omissions or mistakes in such compilation or calculation.

### **9.2.26 The Index is subject to fluctuations**

The performance of the Units, before expenses, should correspond closely with the performance of the Index. The Index may experience periods of volatility in the future. If the Index experiences volatility or declines, the price of the Units will vary or decline accordingly.

### **9.2.27 Composition of and weightings in the Index may change**

The securities which comprise the Index are changed by the 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 Index may also change if one of the constituent companies were to delist its securities or if a new eligible company were to list its securities and be added to the Index.

### **9.2.28 Licence to use the Index may be terminated or the Index may no longer be available for benchmarking**

We have been granted a licence by SGX Index Edge to use the Index in connection with the operation, marketing and promotion of the Sub-Fund. The Sub-Fund may be terminated if the index licence agreement is terminated or the Index is no longer available for benchmarking and we are unable to identify or agree

with the Index Provider or any other index provider terms for the use of a suitable replacement index that uses, in our opinion, the same or substantially similar formula for the method of calculation as the Index. If we are able to obtain the use of a suitable replacement index for the Sub-Fund, such replacement index will be notified to Holders. Accordingly, you should note that the ability of the Sub-Fund to track the Index depends on the continuation in force of the index licence agreement in respect of the Index or a suitable replacement. Except as disclosed above, we are currently not aware of any material licensing condition in relation to the use of the Index which may prevent the Sub-Fund from achieving its objective.

#### **9.2.29 Lack of discretion of the Managers to adapt to market changes**

The Index Securities held by the Sub-Fund will passively reflect the distribution of REITs whose securities comprise the Index. Therefore, adverse changes in the financial condition or performance of any REIT included in the Index will not result in the sale of the securities of such REIT, and will be likely to affect adversely the Sub-Fund's Value and the trading price of the Units. The Managers will have limited discretion to remove the securities of such REIT from the Sub-Fund. A fall in the Index may result in a corresponding fall in the Sub-Fund's NAV.

#### **9.2.30 Changes in the Index**

The Index is subject to regular review and revisions. Announcements that are made with respect to potential deletions from and additions to the Index can affect the price of affected REITs as well as other REITs and the Index as a whole. The Fund will, typically, hold securities issued by REITs that may be deleted from the Index and will, typically, begin to acquire securities issued by REITs that may be added to the Index. The relative performance of these two groups of securities can have an adverse impact on the Fund.

**No assurance can be given as to the effect that any combination of risk factors may have on the value of the Units. You should not consider the above to be an exhaustive list of the risks which you should consider before investing in the Sub-Fund. You should be aware that an investment in the Sub-Fund may be exposed to other risks of an exceptional nature from time to time.**

### **10. Subscription of Units**

We reserve our right to reject or refuse any subscription application without assigning any reason, including if we are of the view that we are not able to or it becomes impossible or impracticable to acquire or buy the Authorised Investments required by the Sub-Fund in order to achieve its investment objective.

#### **10.1 Initial Offer Period and Initial Offer Price**

During the initial offer period of the Fund which is from 1 November 2021 to 18 November 2021 (or such other dates and for such other period as the Managers may determine upon prior written notice to the Trustee) (the “**Initial Offer Period**”), you may (i) approach the placement agents appointed by the Managers for more information on how to apply for Units through the Participating Dealers appointed by the Managers or (ii) apply for a minimum of 100,000 Units (or such other minimum number of Units as we may determine from time to time with the approval of the Trustee) using cash through the Participating Dealers or (iii) acquire Units through the ATM or internet banking (if applicable). Currently, in-kind subscriptions are not permitted. In-kind subscriptions may be permitted at our discretion in the future and investors are advised to check with us or the Participating Dealers with regards to the same. You may approach us for more information on how to apply for Units through the ATM or internet banking (if applicable) or through the Participating Dealers appointed by us.

The offer and issue of Units during the Initial Offer Period is subject to and conditional upon valid subscription applications accepted by the Managers for a minimum value of S\$20 million by the close of the Initial Offer Period.

The Managers will inform the Participating Dealers and the Trustee if the above condition is not fulfilled. The subscription amount (including any brokerage fees and charges) paid by the Participating Dealer will be returned to the Participating Dealer (without interest) and investors will be refunded by the Participating Dealer and should consult the Participating Dealer on the procedure for such refund.

During the Initial Offer Period, the amount that you will have to pay for the number of Units applied for is calculated by multiplying the number of Units applied for by the Initial Offer Price of the Units. The Initial Offer Price of the SGD Class Units is S\$1.0000 per Unit (or such other amount as may be determined by the Managers from time to time with the prior approval of the Trustee).

During the Initial Offer Period, your subscription application through Participating Dealers must be received by the relevant Participating Dealer by 3.00 p.m. (Singapore time) on the last Dealing Day of the Initial Offer Period (or by such other time(s) as may be determined by the relevant Participating Dealer), in order for the Participating Dealers to be able to submit all valid subscription applications for Units to the Managers by 5.00 p.m. on the last Dealing Day of the Initial Offer Period (or such other time(s) as may be determined by the Managers).

## 10.2 Subscription procedure

### 10.2.1 Buying Units through the SGX-ST

|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| How to buy Units through the SGX-ST:  | <ul style="list-style-type: none"> <li>You can place an order to buy Units on SGX-ST during normal trading hours at market prices throughout the trading day for SGX-ST.</li> <li>You must have a direct account with CDP or a sub-account with any CDP depository agent which may be a member company of the SGX-ST, bank, merchant bank or trust company.</li> <li>If you do not already have such an account, you must open one before you can trade on SGX-ST.</li> </ul> |
| Board lot size:                       | <ul style="list-style-type: none"> <li>Units are quoted and traded on the SGX-ST in board lots of 10 Units.</li> </ul>                                                                                                                                                                                                                                                                                                                                                        |
| How to pay for Units:                 | <ul style="list-style-type: none"> <li>Using cash.</li> <li><u>SRS monies (for Classes denominated in SGD only):</u> You should check with your SRS operator bank if you can invest in the relevant Class of Units using SRS monies. You must indicate that you are using SRS monies on the application form, which also contains your instructions to your SRS operator bank to withdraw the purchase monies from your SRS account.</li> </ul>                               |
| Other salient terms / points to note: | <ul style="list-style-type: none"> <li>Your purchase on SGX-ST will be transacted on a willing-buyer-willing-seller basis and will be subject to such applicable market fees or charges and conditions, including but not limited to the brokerage fees and bid-ask condition.</li> <li>You should note that market prices for Units listed and traded on the SGX-ST may be different from their NAV per Unit.</li> </ul>                                                     |

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <ul style="list-style-type: none"> <li>• Units will be deposited, cleared and settled by the CDP, and held in book-entry form. CDP is the registered owner (i.e. the sole Holder on record) of all outstanding Units deposited with the CDP and is therefore recognised as the legal owner of such Units. If you buy Units through the SGX-ST, you will be a beneficial owner as shown on the records of CDP.</li> <li>• You should refer to paragraph 14 below for details on the exchange clearance and settlement of Units on SGX-ST.</li> </ul> |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### 10.2.2 Buying Units through Participating Dealers

Only Participating Dealers, and in certain cases, Designated Market Makers, may apply directly to us for Units.

We offer Units in the Sub-Fund or Class to Participating Dealers who may apply for Units on any Dealing Day for their own account or for the account of their clients in accordance with the Operating Guidelines.

Participating Dealers must apply for Units in an Application Unit size or whole number multiples thereof subject to a minimum of 100,000 Units per Creation Application, or such other minimum number of Units we may determine from time to time with the approval of the Trustee (please refer to paragraph 10.2.3(i) for further details). You may be able to buy Units through Participating Dealers only if you intend to buy the minimum number of Units or more (in whole number multiples of the Application Unit size).

|                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| How to buy Units through Participating Dealers: | <ul style="list-style-type: none"> <li>• You must approach a Participating Dealer (either directly or through a stockbroker) for the Participating Dealer to submit your application to us.</li> <li>• If the Participating Dealer accepts your application, it will then apply to us for the creation of Units on your behalf.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| How to pay for Units:                           | <ul style="list-style-type: none"> <li>• You should consult the relevant Participating Dealer or stockbroker on how you should make payment.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Other salient terms / points to note:           | <ul style="list-style-type: none"> <li>• You should consult the relevant Participating Dealer or stockbroker for the applicable terms and conditions for assisting you with your application for Units, including any applicable brokerage fees and other charges. You should also refer to paragraph 8.1 for information on the fees and other charges you may have to pay for submitting an application for Units through a Participating Dealer.</li> <li>• The Participating Dealers are under no obligation to accept any instructions from you to create Units on your behalf.</li> <li>• If your subscription application is for less than the current minimum number of Units (100,000 Units), your subscription application will be rejected by Participating Dealers.</li> <li>• Participating Dealers also have the right to reject your subscription application (whether in whole or in part) if they are unable to apply to us for the creation of Units in an Application Unit size (or whole number multiples thereof) or for at least the current minimum number of Units.</li> </ul> |

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <ul style="list-style-type: none"> <li>Units will be deposited, cleared and settled by the CDP, and held in book-entry form. CDP is the registered owner (i.e. the sole Holder on record) of all outstanding Units deposited with the CDP and is therefore recognised as the legal owner of such Units. All Units created through subscription of Units through the Participating Dealers will be entered on the records of CDP in the name of the relevant Participating Dealer or its nominee. If you buy Units through Participating Dealers, you will be a beneficial owner as shown on the records of the relevant Participating Dealer.</li> </ul> |
|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### 10.2.3 Creation of Units by Participating Dealers

The following information applies to Participating Dealers when they submit Creation Applications to us. A Creation Application once given cannot be revoked or withdrawn without our consent (except during any period commencing after any suspension of issuance of Units as set out in paragraph 13.1 and before termination of such suspension, in accordance with the Deed).

#### (i) Application Unit Size

We offer and issue Units in the Sub-Fund or Class at their NAV only in aggregations of an Application Unit.

We will not accept any Creation Applications submitted by a Participating Dealer in respect of Units less than the minimum amount or not in an Application Unit size (or whole number multiples thereof).

| Application Unit size   | Minimum amount (per Creation Application) |
|-------------------------|-------------------------------------------|
| Currently 100,000 Units | 100,000 Units*                            |

\*or such other minimum number of Units as we may determine from time to time with the approval of the Trustee.

#### (ii) Issue of Units

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Dealing Period: | <p>From 9 a.m. (Singapore time) to the Dealing Deadline of 12 p.m. (Singapore time) on any Dealing Day.</p> <p>For Creation Applications received on a day which is not a Dealing Day or is received after the Dealing Deadline 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.</p> <p>Units to be created in respect of a Creation Application received (or deemed received) and accepted in accordance with the Operating Guidelines on a Dealing Day shall be issued at that Dealing Day's Issue Price but, for valuation purposes only, such Units shall be deemed created and issued after the Valuation Point in relation to the Dealing Day on which the relevant Creation Application was received or deemed received and the Register will be updated one Business Day after the Settlement Day (or on such other day as we may from time to time agree with the Trustee).</p> |
| Pricing basis:  | Units are issued on a forward pricing basis.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

|                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Issue price:                                         | <p>After the Initial Offer Period, the Issue Price per Unit of the Sub-Fund or Class is:</p> <ul style="list-style-type: none"> <li>the NAV per Unit of the Sub-Fund or Class as at the Valuation Point in relation to the Dealing Day on which such issue occurs; and</li> <li>truncated to four (4) decimal places (or such other number of decimal places or method of determination or rounding as may be determined by us from time to time with the approval of the Trustee).</li> </ul>                                                                                                                                                                                                                                   |
| Deduction of Transaction Fee and Duties and Charges: | <p>We may charge Participating Dealers:</p> <ul style="list-style-type: none"> <li>a Transaction Fee; and</li> <li>such sum (if any) as we may consider represents the appropriate provision for the Duties and Charges that may be charged in respect of the Creation Application.</li> </ul> <p>We may set off and deduct any Transaction Fee and Duties and Charges payable by a Participating Dealer against any cash amount due to the Participating Dealer in respect of such Creation Application.</p> <p>We will not add to the Issue Price or pay out from the Deposited Property any commission, remuneration or other sum payable by us to any agent or other person in respect of the issue or sale of any Unit.</p> |
| Confirmation of purchase:                            | <p>For every successful application for Units by a Participating Dealer, the Participating Dealer will be sent a confirmation, detailing the number of Units allotted within five (5) Business Days after the receipt of the Creation Application by the Registrar. No certificates will be issued in respect of Units.</p>                                                                                                                                                                                                                                                                                                                                                                                                      |

(iii) **Procedures for Creation of Application Unit Size**

Upon application by a Participating Dealer, we may instruct the Trustee to effect, for the account of the Sub-Fund or Class, the creation of Units in the Sub-Fund or Class in Application Unit sizes in exchange for Authorised Investments acceptable to us or cash or a combination of both in accordance with the Operating Guidelines and the Deed, subject to any terms and conditions as we may impose. Currently, in-kind subscriptions are not permitted. In-kind subscriptions may be permitted at our discretion in the future and investors are advised to check with us or the Participating Dealers with regards to the same.

Where the aggregate value of the Authorised Investments delivered by a Participating Dealer exceeds the NAV of an Application Unit as determined in accordance with the Operating Guidelines, the Sub-Fund will pay the Participating Dealer a cash amount equal to the difference.

If the Sub-Fund has insufficient cash required to pay such cash amount to the Participating Dealer, we may effect sales of the Deposited Property of the Sub-Fund, or may borrow moneys to provide the cash required (to the extent permitted under the Code).

Once the Units are created, we shall effect, for the account of the Sub-Fund or Class, the issue of Units to the relevant Participating Dealer in accordance with the Operating Guidelines and the Deed.

SGD Class Units are denominated in Singapore dollars and no fractions of a Unit shall be created or issued by the Trustee.

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 of the Deed, with regards to the issue of Units, are being infringed.

### 10.3 Numerical example of how Units are allotted

#### Subscription through Participating Dealers

The following is an example of the total amount you will have to pay based on an investment amount of 100,000 Units in the SGD Class Units of the Sub-Fund if you submit a subscription application to a Participating Dealer (whether directly or through a stockbroker), during the Initial Offer Period:

|                                                                            |   |                                                      |   |            |   |                                          |   |                                                                                                                                                   |
|----------------------------------------------------------------------------|---|------------------------------------------------------|---|------------|---|------------------------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 100,000<br>Units<br><br>Number<br>of Units<br>proposed to<br>be subscribed | X | S\$1.0000<br><br>Initial Offer<br>Price <sup>^</sup> | = | S\$100,000 | + | Participating<br>Dealer fee of<br>S\$600 | = | S\$100,600 + <i>applicable<br/>fees and charges (including<br/>brokerage fees and charges),<br/>if any</i><br><br>Total amount payable by<br>you* |
|----------------------------------------------------------------------------|---|------------------------------------------------------|---|------------|---|------------------------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------|

<sup>^</sup> Based on an Initial Offer Price of S\$1.0000 per Unit for SGD Class Units. You should note that the Initial Offer Price may be changed to such other amount as may be determined by the Managers from time to time with the approval of the Trustee. If the subscription monies received from you during the Initial Offer Period are insufficient to buy at least 100,000 Units (or such other minimum number of Units as we may determine from time to time with the approval of the Trustee) in the SGD Class Units and to pay all fees and charges in connection with the subscription, the application will be rejected and the Managers will refund all the subscription monies (less all fees in connection with the subscription) paid by you (without interest) by no later than three (3) Business Days after the close of the Initial Offer Period.

The following is an example of the total amount you will have to pay based on an investment amount of 100,000 Units in the Sub-Fund if you submit a subscription application to a Participating Dealer (whether directly or through a stockbroker) after the Initial Offer Period:

|                                                                               |   |                                                       |   |            |   |                                          |   |                                                                                                                                                    |
|-------------------------------------------------------------------------------|---|-------------------------------------------------------|---|------------|---|------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------|
| 100,000<br>Units<br><br>Number<br>of Units<br>proposed<br>to be<br>subscribed | X | S\$2.8000<br><br>Notional<br>Issue Price <sup>^</sup> | = | S\$280,000 | + | Participating<br>Dealer fee of<br>S\$600 | = | S\$ 280,600 + <i>applicable<br/>fees and charges<br/>(including brokerage fees<br/>and charges), if any</i><br><br>Total amount payable by<br>you* |
|-------------------------------------------------------------------------------|---|-------------------------------------------------------|---|------------|---|------------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------|

<sup>^</sup> Based on an Issue Price of S\$2.8000 per Unit for SGD Class Units. This example is for illustrative purposes only and is not an indication of future or likely performance of the Sub-Fund. The value of Units of the Sub-Fund and the resultant income may fluctuate.

\*You should also note that there may be additional fees and charges (including brokerage fees and charges) that you may have to pay to the Participating Dealers and/or stockbrokers (as may be determined by the relevant Participating Dealer and/or stockbroker). Such additional fees and charges have not been included in the above example. You should note that Participating Dealers will have to pay a Transaction Fee to the Trustee and may have to pay Duties and Charges in respect of each Creation Application. Such Transaction Fee and Duties and Charges (if any) may ultimately be passed on to and borne by you. If you wish to subscribe for Units through the Participating Dealers (whether directly or through a stockbroker), you should therefore consult the relevant Participating Dealer or stockbroker for the actual amount of all fees and charges that would be payable to them for assisting you with your subscription application.

The number of Units to be issued will be truncated to two decimal places.

## **10.4 Rejection and Cancellation of Creation Applications for Units in the Sub-Fund**

The following information applies to Participating Dealers when they submit Creation Applications to us.

### **10.4.1 Rejection of Creation Applications for Units in the Sub-Fund**

We have the absolute discretion to reject in whole or in part any Creation Application or to issue fewer Units than the number of Units applied for without assigning any reason including (but not limited to) if:

- (i) the acceptance of any Authorised Investments relating to the Creation Application or of the Creation Application would otherwise, in our opinion, have an adverse effect or consequence (including tax consequences) on the Sub-Fund;
- (ii) we reasonably believe that the acceptance of any Authorised Investments included in the Creation Application would be unlawful or result in the non-compliance or breach of any terms or conditions of such Creation Application, or any provisions of the Deed, or any law or regulation made pursuant thereto, or any decree, order or judgment of any court, or any guideline, request or announcement (whether legally binding or not) made by any authority or any requirements of the Authority or the SGX-ST or otherwise for such reason as we may deem necessary to protect the interests of the Holders of the Sub-Fund;
- (iii) circumstances beyond our control make it, for all practicable purposes, impossible to process such Creation Application, including, but not limited to the situation where there are insufficient Authorised Investments available to the Sub-Fund to process a cash Creation Application on the relevant Dealing Day or if we are unable to invest the cash proceeds of a cash Creation Application; or
- (iv) we have suspended the issuance of Units pursuant to Clause 11(J) or Clause 11(D)(ii) of the Deed.

In addition, we may also reject a Creation Application made by a Participating Dealer if:

- (i) the Creation Application is not in a form and substance satisfactory to, and accompanied by such documents as may be required by, us and the Trustee in accordance with the Operating Guidelines or is not made in an Application Unit size (or whole number multiples thereof) or for a minimum of 100,000 Units or such other minimum number of Units as we may determine from time to time with the approval of the Trustee and/or is not made in accordance with the terms of the relevant Participation Agreement;
- (ii) we and the Trustee have not received copies of the certifications required under the relevant Participation Agreement or (where applicable) we and the Trustee have not received such other certifications as each of us may consider necessary to ensure compliance with applicable securities and other laws in relation to the creation and issue of Units which are the subject of the Creation Application; or
- (iii) the relevant Participating Dealer has not satisfied all terms and conditions as may be imposed by us.

### **10.4.2 Cancellation of Creation Application for Units in the Sub-Fund**

#### **(i) Cancellation of Creation Application for Units due to settlement failure**

The Trustee shall cancel a Creation Application for Units in the Sub-Fund if it has not received good title to any of the Authorised Investments relating to the Creation Application deposited for exchange or any such Authorised Investments have not been vested upon the trusts of the Deed in the Trustee or to the Trustee's satisfaction or evidence of title and instruments of transfer satisfactory to the Trustee have not been produced to and to the order of the Trustee and/or cash amounts relating to the Creation Application, the Transaction Fee and/or the Duties and Charges have not been received by or for the account of the Sub-Fund in cleared funds by such time on the Settlement Day as prescribed in the Operating Guidelines provided that we may at our discretion, with the approval of the Trustee, (a) extend the settlement period (either for the Creation Application as a whole or for the affected Authorised Investments only) such extension to be on such terms and conditions as we may determine; or (b) partially settle the Creation Application to the extent to which the Authorised Investments have been vested in and/or cash in cleared funds have been received by the Trustee, on such terms and conditions as we may determine. We may charge the Participating Dealer for the account of the Trustee (c) a Partial Delivery Request Fee on each occasion that we grant

the Participating Dealer's request for partial delivery of the Authorised Investments and/or partial payment of the cash amounts in respect of a Creation Application for the benefit of the Trustee and (d) an Extension Fee on each occasion that we grant the Participating Dealer's request for extending the settlement period.

(ii) **Cancellation of Creation Application for Units due to inability to invest**

In addition to the preceding circumstances, we may also instruct the Trustee to cancel any Creation Application for Units if we determine by such time as we specify in the Operating Guidelines that we are unable to invest the cash proceeds of the relevant Creation Application. This may occur if insufficient Authorised Investments are available to the Sub-Fund to process the cash Creation Application on the relevant Dealing Day.

(iii) **Fees and Charges relating to Cancellation of Creation Application for Units / Withdrawal of Creation Applications for Units**

Upon the cancellation of any Creation Application for Units as provided for above in paragraphs 10.3.2(i) or 10.3.2(ii) or if a Participating Dealer otherwise withdraws any Creation Application with our consent (save during any period commencing after any suspension of issuance as set out in paragraph 13.1 and before termination of such suspension, in accordance with the Deed), any Authorised Investments or cash received by or on behalf of the Trustee in connection with the relevant Creation Application shall be redelivered to the Participating Dealer (without interest) and the relevant Units to which the cancelled or withdrawn Creation Application relates shall be deemed for all purposes never to have been created and the applicant therefor shall have no right or claim against us or the Trustee in respect of such cancellation or withdrawal provided that:

- (a) we may, at our discretion, charge the Participating Dealer an Application Cancellation Fee (as set out in paragraph 8.1) for the account of the Trustee;
- (b) the Trustee shall be entitled to the Transaction Fee paid or payable by the Participating Dealer in respect of the Creation Application; and
- (c) no previous valuations of the Sub-Fund shall be re-opened or invalidated as a result of the cancellation or withdrawal of such Creation Application for Units.

## 11. Redemption of Units

### 11.1 How to redeem Units

During the Initial Offer Period, no redemption of Units will be permitted. Units may only be redeemed after the listing of Units on the SGX-ST.

#### 11.1.1 Selling Units on the SGX-ST

|                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| How to sell Units on the SGX-ST:      | <ul style="list-style-type: none"> <li>You can place an order to sell your Units on SGX-ST during normal trading hours at market prices throughout the trading day for SGX-ST.</li> </ul>                                                                                                                                                                                                                                                                                                                                                      |
| Board lot size:                       | <ul style="list-style-type: none"> <li>Units are quoted and traded on the SGX-ST in board lots of 10 Units.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Other salient terms / points to note: | <ul style="list-style-type: none"> <li>Your sale on SGX-ST will be transacted on a willing-buyer-willing-seller basis and will be subject to such applicable market fees or charges and conditions, including but not limited to the brokerage fees and bid-ask condition.</li> <li>You should note that market prices for Units listed and traded on the SGX-ST may be different from their NAV per Unit.</li> <li>You should refer to paragraph 14 below for details on the exchange clearance and settlement of Units on SGX-ST.</li> </ul> |

### 11.1.2 Redemption of Units through Participating Dealers

Only Participating Dealers, and in certain cases, Designated Market Makers, may apply directly to us to redeem Units.

|                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| How to redeem Units through Participating Dealers: | <ul style="list-style-type: none"><li>• You must approach a Participating Dealer (either directly or through a stockbroker) for the Participating Dealer to submit your application to us.</li><li>• If the Participating Dealer accepts your application, it will then apply to us for the redemption of Units on your behalf.</li></ul>                                                                                                                                                                                                                                                                                                                                |
| Other salient terms / points to note:              | <ul style="list-style-type: none"><li>• You should consult the relevant Participating Dealer or stockbroker for the applicable terms and conditions for assisting you with your application for Units, including any applicable brokerage fees and other charges as well as when you will receive the redemption proceeds. You should also refer to paragraph 8.1 for information on the fees and other charges you may have to pay for submitting an application for Units through a Participating Dealer.</li></ul>                                                                                                                                                    |
|                                                    | <ul style="list-style-type: none"><li>• The Participating Dealers are under no obligation to accept any instructions from you to redeem Units on your behalf.</li><li>• If your Redemption Application is for less than the current minimum number of Units (100,000 Units), your Redemption Application will be rejected by Participating Dealers.</li><li>• Participating Dealers also have the right to reject your Redemption Application (whether in whole or in part) if they are unable to apply to us for the redemption of Units in an Application Unit size (or whole number multiples thereof) or for at least the current minimum number of Units.</li></ul> |

### 11.1.3 Redemption of Units by Participating Dealers

The following information applies to Participating Dealers when they submit Redemption Applications to us. A Redemption Application once given cannot be revoked or withdrawn without our consent (save during any period commencing after any suspension of redemptions as set out in paragraph 13.1 and before termination of such suspension, in accordance with the Deed).

#### (i) Application Unit Size and Minimum Holding Amount

We will not accept any Redemption Applications submitted by a Participating Dealer in respect of Units less than the minimum amount or not in an Application Unit size (or whole number multiples thereof).

| Application Unit size   | Minimum amount (per Redemption Application) |
|-------------------------|---------------------------------------------|
| Currently 100,000 Units | 100,000 Units*                              |

\*or such other minimum number of Units as we may determine from time to time with the approval of the Trustee.

There is currently no applicable minimum holding amount.

(ii) **Redemption of Units**

|                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Dealing Period:                                      | <p>From 9 a.m. (Singapore time) to the Dealing Deadline of 12 p.m. (Singapore time) on any Dealing Day.</p> <p>If a Redemption Application is received on a day which is not a Dealing Day or is received after the Dealing Deadline on a Dealing Day, that Redemption 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 Redemption Application.</p> <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Pricing basis:                                       | The Redemption Value is based on a forward pricing basis.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Redemption Value:                                    | <p>The Redemption Value per Unit of the Sub-Fund is:</p> <ul style="list-style-type: none"> <li>the NAV per Unit of the Sub-Fund as at the Valuation Point in relation to the Dealing Day on which such redemption occurs; and</li> <li>truncated to four (4) decimal places (or such other number of decimal places or method of determination or rounding as we may determine from time to time with the approval of the Trustee).</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Deduction of Transaction Fee and Duties and Charges: | <p>We may charge Participating Dealers:</p> <ul style="list-style-type: none"> <li>a Transaction Fee; and</li> <li>such sum (if any) as we may consider represents the appropriate provision for the Duties and Charges that may be charged in respect of the Redemption Application.</li> </ul> <p>We may set off and deduct any Transaction Fee and Duties and Charges payable by a Participating Dealer against any cash amount due to the Participating Dealer in respect of such Redemption Application.</p> <p>To the extent that the cash amount is insufficient to pay such Duties and Charges and the Transaction Fee payable on such redemption, the Participating Dealer shall promptly pay the shortfall to or to the order of the Trustee. The Trustee shall not be obliged to deliver (and shall have a general lien over) any Authorised Investments to be transferred and/or pay out of the Deposited Property the cash amount payable on such redemption in respect of the relevant Redemption Application until such shortfall payable by the Participating Dealer is paid in full in cleared funds to or to the order of the Trustee.</p> |

(iii) **Procedures for Redemption of Application Unit Size**

We will accept a Redemption Application only if it:

- is made on a Dealing Day;
- is in respect of Units constituting an Application Unit size (or whole number multiples thereof) and not less than the minimum amount; and
- is made by or through a Participating Dealer in accordance with the terms of the relevant Participation Agreement.

We shall, on receipt of an effective Redemption Application for the Sub-Fund from a Participating Dealer and payment of the applicable Transaction Fee and Duties and Charges (if any), effect the redemption of the relevant Units and shall require the Trustee to transfer to the Participating Dealer Authorised Investments or cash or a combination of both, as may be applicable, in accordance with the Operating Guidelines and the Deed. Currently, in-kind redemptions are not permitted. In-kind redemptions may be permitted at our discretion in the future and investors are advised to check with us or the Participating Dealers with regards to the same.

If the Sub-Fund has insufficient cash required to pay such cash amount to the Participating Dealer, we may effect sales of the Deposited Property of the Sub-Fund, or may borrow moneys to provide the cash required (to the extent permitted under the Code).

To be effective, a Redemption Application must:

- (a) be given by a Participating Dealer in accordance with the terms of the relevant Participation Agreement;
- (b) specify the number of Units (in an Application Unit size or whole number multiples thereof), subject to the relevant minimum; and
- (c) (where applicable) include the certifications required in the Operating Guidelines in respect of redemptions of Units which are the subject of the Redemption Application, together with such other certifications as we and/or the Trustee may consider necessary to ensure compliance with applicable securities and other laws in relation to the redemption of Units.

Subject to the relevant provisions of the Deed, any accepted Redemption Application will be effected by the transfer of Authorised Investments and/or payment of cash provided that we receive in accordance with the Operating Guidelines a Redemption Application duly signed by a Participating Dealer (to our satisfaction and, where any amount is to be paid by telegraphic transfer to the designated bank account, verified in such manner as may be required by, and to the satisfaction of, the Trustee) and provided further that the Trustee receives the full amount of any cash amount and any Duties and Charges and the Transaction Fee payable by the Participating Dealer (unless otherwise provided in the Operating Guidelines) or these have been deducted or otherwise paid in full.

Provided that on the relevant Settlement Day in relation to an effective Redemption Application:

- (a) the Units, which are the subject of the Redemption Application, shall be redeemed and cancelled;
- (b) the Deposited Property of the Sub-Fund shall be reduced by the cancellation of those Units but, for valuation purposes only, such Units shall be deemed to have been redeemed and cancelled after the Valuation Point in relation to the Dealing Day on which the Redemption Application was received or deemed received; and
- (c) the name of the Holder of such Units shall be removed from the Register in respect of those Units one (1) Business Day after the relevant Settlement Day or such other day as we may from time to time agree with the Trustee,

the Trustee shall transfer the Authorised Investments and/or pay the cash amount relevant to the Redemption Application out of the Deposited Property of the Sub-Fund to the Participating Dealer in accordance with the Operating Guidelines and the Deed.

No Authorised Investments shall be transferred or cash paid in respect of any Redemption Application unless Units, which are the subject of the Redemption Application, have been delivered to us for

redemption by such time on the Settlement Day as we and the Trustee shall for the time being prescribe for Redemption Applications generally.

(iv) **Failure of Delivery / Withdrawal of Redemption Applications**

If Units, which are the subject of a Redemption Application, are not delivered to us for redemption in accordance with the foregoing or if a Participating Dealer otherwise withdraws any Redemption Application with our consent (except during any period commencing after any suspension of redemptions as set out in paragraph 13.1 and before termination of such suspension, in accordance with the Deed):

- (a) the Redemption Application shall be deemed never to have been made except that the Transaction Fee in respect of such Redemption Application shall remain due and payable and once paid, shall be retained by the Trustee;
- (b) we may at our discretion charge the Participating Dealer for the account of the Trustee an Application Cancellation Fee; and
- (c) no previous valuations of the Sub-Fund shall be re-opened or invalidated as a result of the cancellation or withdrawal of such Redemption Application.

We may, with the approval of the Trustee, at our discretion extend the settlement period for the Participating Dealer to deliver the relevant Units to the Trustee for redemption, where such extension is to be on such terms and conditions as we may determine but, in any event, not later than one (1) month from the receipt of an effective Redemption Application. We may charge the Participating Dealer for the account of the Trustee an Extension Fee on each occasion that we grant the Participating Dealer's request for extending the settlement period.

#### 11.1.4 Numerical example of how Units will be redeemed

##### Redemption through Participating Dealers

The following is an example of the redemption proceeds you will receive based on a redemption amount of 100,000 Units in the Sub-Fund if you submit a redemption application to a Participating Dealer (whether directly or through a stockbroker).

|                                                  |   |                                              |   |            |   |                                          |   |                                                                                                               |
|--------------------------------------------------|---|----------------------------------------------|---|------------|---|------------------------------------------|---|---------------------------------------------------------------------------------------------------------------|
| 100,000<br>Units                                 | X | S\$3.0000                                    | = | S\$300,000 | - | Participating<br>Dealer fee of<br>S\$600 | = | S\$299,400 -<br><i>applicable fees and<br/>charges (including<br/>brokerage fees and<br/>charges), if any</i> |
| Number<br>of Units<br>proposed to<br>be redeemed |   | Notional<br>Redemption<br>Value <sup>^</sup> |   |            |   |                                          |   | Total redemption<br>amount payable to<br>you*                                                                 |

<sup>^</sup> Based on a Redemption Value of S\$3.0000 per Unit. This example is for illustrative purposes only and is not an indication of future or likely performance of the Sub-Fund. The value of Units of the Sub-Fund and the resultant income may fluctuate.

\*You should note that there may be additional fees and charges (including brokerage fees and charges) that you may have to pay to the Participating Dealer and/or stockbrokers (as may be determined by the relevant Participating Dealer and/or stockbroker). Such additional fees and charges have not been included in the above example. You should also note that Participating Dealers will have to pay a Transaction Fee to the Trustee and may have to pay Duties and Charges in respect of each Redemption Application. Such Transaction Fee and Duties and Charges (if any) may ultimately be passed on to and borne by you. If you wish to redeem Units through a Participating Dealer (whether directly or through a stockbroker), you should therefore consult the relevant Participating Dealer or stockbroker, for the actual amount of all fees and charges that would be payable to them for assisting you with your Redemption Application.

- 11.2** Where any Creation Applications or Redemption Applications are submitted by a Designated Market Maker, paragraphs 10 and 11 of this Prospectus shall apply *with the necessary modifications* to such Applications as if they were submitted by a Participating Dealer as participating dealer on behalf of itself as applicant for, or as Holder of, the Units.

- 11.3** We may compulsorily realise a Holder's holding of Units in certain circumstances. Please see paragraph 15 for further details.

## **12. Obtaining Prices of Units**

After the close of the Initial Offer Period and the listing of Units on the SGX-ST, you may obtain the indicative NAV per Unit in SGD and USD from:

- our authorised agents and distributors; or
- by our hotline at telephone number 1800 22 22 228 from 8 a.m. to 8 p.m. daily (Singapore time).

The NAV per Unit will normally be displayed on our website at [uobam.com.sg](http://uobam.com.sg) or any other website designated by us by 8.30 a.m. (Singapore time) on the next Business Day. We will also display the current indicative NAV per Unit on such website as far as it is practicable and on a best effort basis.

You should note that the current indicative NAV per Unit or of the Sub-Fund set out in the abovementioned website is merely indicative in nature and may be different from the actual NAV of the Units or the Sub-Fund.

The trading prices of the Units may be obtained from the website of the SGX-ST at <https://www.sgx.com>.

## **13. Suspension of Issue, Realisation and Valuation of Units**

- 13.1** Subject to the provisions of the Code, we may, with the prior written approval of the Trustee, suspend the determination of the NAV of any Sub-Fund or Class and the issue and/or realisation of the Units in relation to any Sub-Fund or Class during amongst other things the following periods:

- (i) any period when the Recognised Exchange or the OTC Market on which any Authorised Investments forming part of the Deposited Property for the time being are listed or dealt in is closed (otherwise than for ordinary holidays) or during which dealings in such Authorised Investments are restricted or suspended or, in relation to a Sub-Fund that seeks to track the performance of an underlying index, any period when the Recognised Exchange or the OTC Market on which any securities comprised in the underlying index to be tracked by the Sub-Fund (currently, the Index) or any securities comprised in such underlying index or any securities comprised in a composite portfolio constructed to replicate such underlying index, is closed (otherwise than for ordinary holidays) or during which dealings in such securities are restricted or suspended;
- (ii) any period when there exists, in our opinion, any state of affairs which constitutes an emergency as a result of which disposal of the Authorised Investments would not be reasonably practicable or might seriously prejudice the interests of Holders of the relevant Sub-Fund or Class or of the Fund, as the case may be, as a whole;
- (iii) any period when there is any breakdown in the usual means of communication in determining the value of any Authorised Investments (including any period when the fair value of a material portion of the Authorised Investments cannot be determined) or when for any reason whatsoever the Value of any Authorised Investment cannot, in our opinion, be promptly and accurately ascertained;
- (iv) any period when in our opinion any remittance of money which will be or may be involved in the realisation of the Authorised Investments or payment for Authorised Investments cannot be reasonably carried out at the normal rates of exchange;
- (v) any 48 hour period (or such longer period as we and the Trustee may agree) prior to the date of any meeting of Holders of the Sub-Fund or the relevant Class (or any adjourned meeting thereof);
- (vi) any period when dealing of Units is suspended pursuant to any order or direction of the Authority;
- (vii) any period when the Trustee's or our business operations with respect to the operation of the Fund or of the Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, civil unrest or acts of God;

- (viii) any period when in our opinion, the acquisition or purchase or disposal or sale of any of the Authorised Investments is not possible, not advisable or becomes impracticable or restricted due to any reason (including, without limitation to the foregoing, as a result of a default by the issuer of an Authorised Investment);
- (ix) any period when the underlying index to be tracked by the Sub-Fund (currently, the Index) is not compiled or published or where the licence or right to use the underlying index has been terminated for any reason;
- (x) upon listing of the Units on the SGX-ST and for so long as the Units are listed on the SGX-ST:
  - (a) any period when the SGX-ST is closed (otherwise than for ordinary holidays);
  - (b) any period when dealings of the Units on the SGX-ST are restricted or suspended; or
  - (c) any period when settlement or clearing of securities in CDP is disrupted; or
- (xi) circumstances as may be required under the provisions of the Code.

**13.2** Such suspension shall take effect upon us providing a written declaration to the Trustee and, subject to the provisions of the Code, shall terminate on the day following the first Business Day on which the condition giving rise to the suspension shall have ceased to exist and no other conditions under which suspension is authorised under the circumstances set out in paragraph 13.1 above shall exist upon us providing a written declaration of the same.

Subject to the provisions of the Code, any payment for any Units realised before the commencement of any such suspension which has not been paid before the commencement thereof may, if the Managers and Trustee so agree, be deferred until immediately after the end of such suspension.

**13.3** During any suspension by reason of any of the circumstances set out in paragraphs 13.1(i) to (xi) (as applicable) above, the calculation of the NAV of the Sub-Fund and each Unit (including the Issue Price and Redemption Value) may also be suspended. Immediately following the suspension, we will publish the fact that the dealings and/or valuation of Units are suspended, and at least once a month during the period of such suspension in such newspaper or newspapers in Singapore and will make an announcement on SGXNET and on our website (if applicable), and elsewhere as we may, in consultation with the Trustee, from time to time think fit.

**13.4** Pursuant to the Deed, in the event we shall at any time, in consultation with the Trustee, determine that it would be detrimental to existing Holders for us to issue or realise and/or continue to issue or realise Units at a price based on the Value of the Deposited Property as described in the Deed, we may adjust the Issue Price or Redemption Value in accordance with the provisions of the Deed and may temporarily suspend the issuance and/or realisation of Units solely for such purpose and during any period of consultation or adjustment of the Issue Price and Redemption Value. Such suspension shall take effect upon our providing a written declaration to the Trustee and, subject to the provisions of the Code, shall end on the day following the first Business Day on which the condition giving rise to the suspension shall have ceased to exist and no other conditions under which suspension is authorised under Clause 11(D) and Clause 13(D) of the Deed (as the case may be) shall exist upon us providing a written declaration of the same.

**13.5** In addition, pursuant to the Deed, if, immediately after any relevant day, the number of Units in relation to the Sub-Fund in issue or deemed to be in issue, having regard to redemptions and issues falling to be made by reference to that relevant day, would be less than such proportion (not exceeding 90 per cent.), as we may determine from time to time, of the number of Units in issue or deemed to be in issue on that relevant day, we may, with a view to protecting the interests of all Holders of the Sub-Fund:

- (1) elect that the Redemption Value in relation to all (but not some only) of the Units falling to be redeemed by reference to that relevant day shall be the price per Unit of the Sub-Fund which, in our opinion, reflects a fairer value for the Deposited Property of the Sub-Fund having taken into account the necessity of selling a material proportion of the Investments at that time constituting part of the Deposited Property of such Sub-Fund; and
- (2) by giving notice to the Holders affected thereby within two (2) Business Days after the relevant day,

we may, subject to the provisions of the Code, suspend the redemption of those Units for such reasonable period as may be necessary to effect an orderly redemption of Investments.

- 13.6** We may also, with a view to protecting the interests of all Holders of the Sub-Fund or Class and with the approval of the Trustee, limit the total number of Units which Holders of the Sub-Fund or Class may redeem and which we are entitled to have cancelled pursuant to the Deed on any Dealing Day to ten (10) per cent. of the total number of Units relating to the Sub-Fund or Class then in issue (disregarding any Units which have been agreed to be issued). We will apply such limitation proportionally to all Holders in relation to the Sub-Fund or Class who have validly requested redemptions on such Dealing Day and us, so that the proportion redeemed of each holding so requested to be redeemed or cancelled pursuant to the Deed is the same for all the Holders of the Sub-Fund or Class and us. Any Units which are not redeemed or cancelled (as the case may be) as a result shall be redeemed or cancelled on the next succeeding Dealing Day Provided That if on such next succeeding Dealing Day, the total number of Units to be cancelled or redeemed (as the case may be), including those carried forward from any earlier Dealing Day, exceeds such limit, we may further carry forward the requests for redemption or cancellation (as the case may be) until such time as the total number of Units to be redeemed or cancelled (as the case may be) on a Dealing Day falls within such limit (with any Units which have been carried over as aforesaid be, on any such succeeding Dealing Day, redeemed or cancelled in priority to any new Units due to be redeemed or cancelled on that Dealing Day). If Redemption Applications are carried forward as aforesaid, we will, within seven (7) days, give notice to the affected Holders that such Units have not been redeemed or cancelled and that (subject as aforesaid) they shall be redeemed or cancelled on the next succeeding Dealing Day.

## **14. Exchange Clearance and Settlement**

For the purpose of trading on the SGX-ST, a board lot for the Units will comprise 10 Units.

Units will be cleared and settled under the electronic book-entry clearance and settlement system of CDP. All dealings in and transactions of the Units through the SGX-ST will be effected in accordance with the terms and conditions for the operation of Securities Accounts, as amended from time to time.

CDP, a wholly-owned subsidiary of Singapore Exchange Limited, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. CDP holds securities for its accountholders and facilitates the clearance and settlement of securities transactions between accountholders through electronic book-entry changes in the Securities Accounts maintained by such accountholders with CDP.

It is expected that the Units will be credited into or debited from the Securities Accounts of the relevant investors for the Units within two (2) Business Days after the transaction date on which the Units have been purchased or sold through the SGX-ST.

### **14.1 Clearance and Settlement under the Depository System**

The Units will be registered in the name of CDP or its nominee and held by CDP for and on behalf of persons who maintain, either directly or through depository agents, Securities Accounts with CDP. Persons named as direct Securities Account holders and depository agents in the depository register maintained by CDP will be treated as Holders in respect of the number of Units credited to their respective Securities Accounts. You should note that as long as the Units are listed on the SGX-ST, Units may not be withdrawn from the depository register kept by CDP.

Transactions in the Units under the book-entry settlement system will be reflected by the seller's Securities Account being debited with the number of Units sold and the buyer's Securities Account being credited with the number of Units acquired and no transfer stamp duty is currently payable for the transfer of Units that are settled on a book-entry basis.

Units credited to a Securities Account may be traded on the SGX-ST on the basis of a price between a willing buyer and a willing seller. Units credited into a Securities Account may be transferred to any other Securities Account with CDP, subject to the relevant transferor investor having attained the age of 21 years unless otherwise permitted by law and the terms and conditions for the operation of Securities Accounts and a transfer fee payable to CDP (you should refer to the CDP's website at <https://investors.sgx.com/dashboard> for the latest applicable transfer fee). All persons trading in the Units through the SGX-ST should ensure that the relevant Units have been credited into their Securities Account, prior to trading in such Units, since no assurance can be given that the Units can be credited into the Securities Account in time for settlement following a dealing. If the Units have not been credited into the Securities Account by the due date for the settlement of the trade, the buy-in procedures of the CDP will be implemented.

Dealings in the Units will be carried out in Singapore dollars and United States dollars, depending on the trading currency of the Units purchased on the SGX-ST and will be effected for settlement in CDP on a scripless basis. Settlement of trades on a normal “ready” basis on the SGX-ST generally takes place on the second Business Day following the transaction date. CDP holds securities on behalf of investors in Securities Accounts. An investor may open a direct account with CDP or a sub-account with any CDP depository agent. A CDP depository agent may be a member company of the SGX-ST, bank, merchant bank or trust company.

## **14.2 Clearing Fees**

A clearing fee for the trading of Units on the SGX-ST is payable at a rate of 0.0325 per cent of the contract value. The clearing fee, instrument of transfer, deposit fee and unit withdrawal fee may be subject to Singapore’s prevailing GST (currently 7.0 per cent).

## **15. Restrictions on Holders and Compulsory Realisations**

### **15.1** Every person purchasing Units will be deemed to have represented, agreed and acknowledged that it is not an Unauthorised US Person (as defined in the Glossary of Terms).

We have power to impose such restrictions as we 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 our opinion, might result in the Fund and/or the Sub-Fund being adversely affected which the Fund and/or the Sub-Fund might not otherwise have suffered; or
- in the circumstances which, in our opinion, may result in the Fund and/or the Sub-Fund incurring any tax liability or suffering any other pecuniary disadvantage which the Fund might not otherwise have incurred or suffered; or
- held by an Unauthorised US Person (as defined in the Glossary of Terms).

Upon notice that any Units are so held, we may require such Holders to redeem or transfer such Units in accordance with the provisions of the 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 Deed or to transfer his Units to a person whose holding would be permissible under this Prospectus and the Deed.

### **15.2** Without prejudice to paragraph 15.1, we have the right (in consultation with the Trustee) to compulsorily realise any holdings of Units in the Sub-Fund held by:

- (i) any Holder:
  - (a) whose subscription for or holding of Units, in our opinion, is or may be in breach of any applicable law or regulation in any jurisdiction; or
  - (b) where such realisation is, in our opinion, necessary or desirable for our compliance or the compliance of the Sub-Fund with any applicable law or regulation in any jurisdiction (including any regulatory exemption conditions); or
- (ii) any Holder whose holdings, in our opinion:
  - (a) may cause the Sub-Fund to lose its authorised or registered status with any regulatory authority in any jurisdiction; or
  - (b) may cause the offer of the Units of the Sub-Fund, the Sub-Fund, this Prospectus, the Deed, us or the Trustee to become subject to any authorisation, recognition, approval or registration requirements under any law or regulation in any other jurisdiction; or
- (iii) any Holder whose holdings, in our opinion:
  - (a) may cause a detrimental effect on the tax status of the Sub-Fund in any jurisdiction or on the tax status of the Holders of the Sub-Fund; or

- (b) may result in the Sub-Fund or other Holders of the Sub-Fund suffering any other legal or pecuniary or administrative disadvantage which the Sub-Fund or Holders might not otherwise have incurred or suffered; or
- (iv) any Holder who fails any anti-money laundering, anti-terrorist financing or know-your-client checks, or where information and/or documentary evidence requested by us and/or the Trustee for the purposes of any anti-money laundering, anti-terrorist financing or know-your-client checks cannot be obtained from the Holder (or the Holder has failed to provide the same) in a timely manner; or
- (v) any Holder, where information (including but not limited to information regarding tax status, identity or residency), self-certifications or documents as may be requested by us and/or the Trustee pursuant to laws, regulations, guidelines, directives or contractual obligations with other jurisdictions' authorities (including, without limitation, the FATCA and/or any Singapore laws, regulations, guidelines and directives implemented as part of any IGA entered into between the U.S. and Singapore in connection with FATCA) cannot be obtained from the Holder, or the Holder has failed to provide the same, in a timely manner; or
- (vi) any Holder who does not consent, or withdraws his consent, for us or the Trustee to collect, use and/or disclose information or data relating to the Holder, where (in the opinion of the Managers or the Trustee) such information or data is necessary or desirable for us, the Trustee, their respective related corporations and/or other service providers to perform our or their respective services and/or duties to or in respect of the Sub-Fund and/or the Holder.

Any compulsory realisation under this paragraph 15.2 may be carried out by us on any Dealing Day, with prior notice to the relevant Holder, and shall be carried out in accordance with, and at the realisation price determined under, the applicable provisions on realisations in the Deed.

- 15.3** If we and/or the Trustee are required to account to any duly empowered fiscal authority of Singapore or elsewhere for any income or other taxes, charges or assessments whatsoever on the value of any Units held by a Holder, we (in consultation with the Trustee) shall be entitled, at any time with prior notice to that Holder, to realise such number of Units held by that Holder as may be necessary to discharge the liability arising. We and/or the Trustee (as the case may be) shall be entitled to apply the proceeds of such realisation in payment, reimbursement and/or set-off against the liability.
- 15.4** We, the Trustee and their respective delegates, agents or associates shall not be liable for any loss (whether direct or consequential and including, without limitation, loss of profit or interest) or damage suffered by any Holder or any party arising out of or caused in whole or in part by any actions which are taken by us, Trustee and/or any of our or their respective delegates, agents or associates under this paragraph 15.

## **16. Transfer of Units**

Units held by Holders may be transferred 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 subject to the transferor having attained the age of 21 years unless otherwise permitted by law. The transferor will be deemed to remain the Holder of the Units transferred until the name of the transferee is entered in the relevant Register in respect of such Units.

For so long as the Units are listed on the SGX-ST, transfers of Units between depositors (i.e. direct account holders with CDP and depository agents whose names are entered in CDP's register in respect of Units held by them) shall be effected electronically through CDP making an appropriate entry in CDP's electronic register of the Units that have been transferred in accordance with CDP trading requirements, and the above sub-paragraph will not apply to such transfers.

The transfer of Units is subject to such fees or charges as may from time to time be imposed by CDP and / or the appointed agents or distributors or the Trustee which will be borne by the investor.

## **17. Performance of the Sub-Fund**

### **17.1 Past performance of the Sub-Fund and its benchmark**

As the Sub-Fund has yet to be launched as at the date of this Prospectus, a track record of 1 year is not available.

The benchmark against which the performance of the Sub-Fund will be measured is the iEdge-UOB APAC Yield Focus Green REIT Index.

**You should note that the past performance of the Sub-Fund or its benchmark is not necessarily indicative of the future or likely performance of the Sub-Fund.**

### **17.2 Expense ratio**

As the Sub-Fund has yet to be launched as at the date of this Prospectus, the Sub-Fund's expense ratio is not available.

### **17.3 Turnover ratio**

As the Sub-Fund has yet to be launched as at the date of this Prospectus, the Sub-Fund's turnover ratio is not available.

## **18. Soft Dollar Commissions/Arrangements and Brokerage Transactions**

### **18.1 Soft Dollar Commissions/Arrangements**

Subject to the provisions of the Code, we may from time to time receive or enter into soft-dollar commissions/arrangements in the management of the Sub-Fund. We will comply with applicable regulatory and industry standards on soft dollars.

The soft-dollar commissions/arrangements may include specific advice as to the advisability of dealing in, the value of any investment, research and advisory services, economic and political analyses, portfolio analyses including valuation and performance measurement, market analyses, data and quotation services and computer hardware and software or any other information facilities to the extent that they are used to support the investment decision making process, the giving of advice, or the conduct of research and the analysis, and custodian services in relation to the investments managed for the Sub-Fund.

Soft-dollar commissions/arrangements shall not include travel, accommodation, entertainment, general administrative goods and services, general office equipment or premises, membership fees, employees' salaries or direct money payment.

We will not accept or enter into soft-dollar commissions/arrangements in respect of the Sub-Fund unless (a) such soft-dollar commissions/arrangements can reasonably be expected to assist us in our management of the Sub-Fund, (b) best execution is carried out for the transactions and (c) no unnecessary trades are entered into in order to qualify for such soft-dollar commissions / arrangements.

We do not, and are not entitled to, retain cash or commission rebates for our own account in respect of rebates earned when transacting in securities for account of the Sub-Fund.

### **18.2 Brokerage Transactions**

Our policy regarding purchases and sales of Authorised Investments is that primary consideration will be given to obtaining the most favourable prices and efficient execution of transactions. Consistent with this policy, when transactions are effected on a stock exchange, our policy is to pay commissions which are considered fair and reasonable without necessarily determining that the lowest possible commissions are paid in all circumstances.

We believe that a requirement always to seek the lowest possible commission cost may impede effective portfolio management and preclude us and the Sub-Fund from obtaining a high quality of brokerage and research services. In seeking to determine the reasonableness of brokerage commissions paid in any transaction, we rely upon our experience and knowledge regarding commissions generally charged by various brokers and on our judgment in evaluating the brokerage and research services received from the broker effecting the transaction. Such determinations are necessarily subjective and imprecise and, as in most cases, an exact dollar value for those services is not ascertainable.

As far as we are aware, none of our directors nor any of our Associates are or will become entitled to receive any part of any brokerage charged to the Sub-Fund or any part of any fees, allowances or benefits received on purchases charged to the Sub-Fund.

## 19. Conflicts of Interest

### 19.1 Managers' conflicts of interest disclosures

We are of the view that there is no conflict of interest in our management of other funds and the Sub-Fund because of the following structures in place:

- (a) Investment decisions for each fund are made impartially. There are no preferred customers or funds and all accounts are treated equally.
- (b) All investment ideas are shared equally among fund managers.
- (c) We subscribe to the Code of Ethics and the Standards of Professional Conduct as prescribed by the Chartered Financial Analyst Institute (“**CFA Institute**”) in the United States of America. The CFA Institute is the primary professional organisation for security analysts, investment managers and others who are involved in the investment decision-making process. All charter holders of the CFA Institute and candidates who are in pursuit of the charter, including those from Singapore, are expected to comply with CFA Institute standards. The Code of Ethics and the Standards of Professional Conduct are in place to ensure high ethical and professional standards of investment professionals as well as fair treatment of the investing public.
- (d) Despite the possible overlap in the scope of investments, none of the funds are identical to one another and investment decisions are made according to the individual risk-return characteristic of the relevant fund.
- (e) Most importantly, our usual fair and unbiased practice is to allocate investments proportionately between various funds which place the same orders simultaneously. However, if there are any potential conflicts of interests due to competing orders for the same securities, we will adopt an average pricing policy whereby orders that are partially fulfilled on a particular day will be allotted proportionately among the funds based on their respective initial order size and such quantity allotted will be at the average price of such investments on that particular day.

We shall conduct all transactions with or for the Sub-Fund on an arm's length basis.

Save as provided in the Deed, our associates may be engaged to provide banking, brokerage, financial or other services to the Fund and Sub-Fund or buy, hold and deal in any investments, enter into contracts or other arrangements with the Trustee or us and make profits or derive benefits from these activities. Such services to the Fund or the Sub-Fund, where provided, and such activities with the Trustee or us, where entered into, will be on an arm's length basis.

We and our related entities, officers or employees may from time to time invest and deal in Units for each of our respective individual accounts or (in our case and in the case of our related entities) for the account of another person (including, without limitation, our and our related entities' other clients).

In such an event, we will have regard to our obligations to the Sub-Fund and, in particular, our obligation to act in the best interests of the Sub-Fund and the Holders so far as practicable, having regard to applicable laws and our obligations to our other clients. If a conflict of interest does arise, we will endeavour to ensure that such conflict is resolved fairly.

Subject to the provisions of the Code, we may from time to time:

- (i) invest monies of the Sub-Fund in the securities of any of our related corporations (as defined in Section 4 of the Companies Act, Chapter 50 of Singapore) (each, a “**related corporation**”);
- (ii) invest monies of the Sub-Fund in other collective investment schemes managed by us or our related corporations; and
- (iii) deposit monies of the Sub-Fund in the ordinary course of business of the Fund with our related corporations which are banks licensed under the Banking Act, Chapter 19 of Singapore, finance companies licensed under the Finance Companies Act, Chapter 108 of Singapore, merchant banks approved as financial

institutions under Section 28 of the Monetary Authority of Singapore Act, Chapter 186 of Singapore or any other deposit-taking institution licensed under an equivalent law in a foreign jurisdiction.

We will endeavour to ensure that such investments and deposits are made on normal commercial terms and are consistent with the investment objective, focus and approach of the Sub-Fund.

**19.2** In addition, we and the Trustee and our respective Associates (collectively the “**Parties**”) are or may be involved in other financial, investment and professional activities which may on occasion cause conflict of interest with the management of the Sub-Fund. These include, inter alia, the management of other funds, purchases and sales of securities, investment and management counselling, brokerage services, trustee and custodial services and serving as directors, officers, advisers or agents of other funds or other companies, including companies in which the Sub-Fund may invest.

**19.3** Each of the Parties will respectively ensure that the performance of their respective duties will not be impaired by any such involvement that they might have. If a conflict of interest does arise, the Parties shall endeavour to ensure that it is resolved fairly and in the interest of Holders.

#### **19.4 Trustee’s conflicts of interest disclosures**

**19.4.1** The Trustee shall conduct all transactions with or for the Sub-Fund on an arm’s length basis.

**19.4.2** The Trustee, the registrar and the Custodian may from time to time act as trustee, administrator, registrar or custodian or otherwise as may be required from time to time in relation to, or be otherwise involved in or with, other funds and clients which have similar investment objectives to those of the Sub-Fund. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interest with the Sub-Fund. Each will, at all times, have regard in such event to its obligations to the Sub-Fund and will endeavour to ensure that such conflicts are resolved fairly and taking into account Holders’ interests.

**19.4.3** The services of the Trustee provided to the Fund and the Sub-Fund are not deemed to be exclusive and the Trustee shall be free to render similar services to others (including those that may compete with (or have a similar objective to) the business of the Fund or the Sub-Fund) so long as its services to the Fund and the Sub-Fund are not impaired thereby and to retain for its own use and benefit all appropriate fees and benefits. Conflicts of interest will likely arise from the fact that State Street is engaged in a wide variety of businesses and will provide services to many clients with the same or different objectives. The Trustee and its related parties shall not be deemed to be affected with notice of or to be under any duty to disclose to the Fund or the Sub-Fund any fact or information which comes to the notice of the Trustee in the course of the Trustee rendering similar services to other parties or in the course of its business in any other capacity, otherwise than in the course of carrying out its duties under the Deed or as required by any applicable laws and regulations for the time being in force.

**19.4.4** Save as provided in the Deed, the associates of the Trustee may be engaged to provide banking, brokerage, financial or other services to the Fund and the Sub-Fund or buy, hold and deal in any investments, enter into contracts or other arrangements with the Trustee or us and make profits or derive benefits from these activities. Such services to the Fund or the Sub-Fund, where provided, and such activities with the Trustee or us, where entered into, will be on an arm’s length basis. In particular,

- (a) State Street Bank and Trust Company, acting through its Singapore Branch, a party related to the Trustee, has been appointed as custodian of the Fund. The Custodian may also appoint related parties as sub-custodians. Cash will be placed with the custodian as banker or may, at our discretion, be invested in certificates of deposit or banking instruments issued by a related party of the Trustee, including the custodian. Money may also be borrowed by the Fund from a State Street entity. In its capacities as custodian and banker, State Street will earn fees/interest for such services and may receive other benefits in connection with such services; and
- (b) where foreign exchange transactions, including but not limited to spot, forward or swap transactions (collectively “**foreign exchange transactions**”), are entered into for or on behalf of the Sub-Fund with an affiliate of the Trustee (a “**State Street counterparty**”), the State Street counterparty will enter into such transaction as principal counterparty and not as agent or fiduciary for the Trustee, us or the Sub-Fund and such State Street counterparty shall be entitled to retain for its own use and benefit any benefit which it may derive from any such foreign exchange transactions or the holding of any cash in connection with such transactions. Foreign exchange transactions may also be entered into for or on behalf of the Sub-Fund with counterparties other than a State Street counterparty.

## 20. Reports

### Financial year-end and distribution of reports and accounts

The financial year-end for the Sub-Fund is 30 June.

The reports and accounts of the Sub-Fund will be sent or made available to Holders by post or by such electronic means as may be permitted under the Code within the following periods or such other period as may be permitted by the Authority:

| Report/account                                                              | Availability                                                                        |
|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| (a) Annual report, annual accounts and the auditors' report on the accounts | Within 3 months from the end of the financial year.                                 |
| (b) Semi-annual report and semi-annual accounts                             | Within 2 months from the end of the period to which the report and accounts relate. |

If such reports and accounts are sent or made available to Holders by electronic means, Holders will be given the option to request for hardcopies of the reports and accounts within one (1) month from the date of the relevant notification and the Trustee will make available or cause to be made available hardcopies of the reports and accounts to any Holder who requests for them within two (2) weeks of such request (or such other period as may be permitted by the Authority). Holders may also at any time choose to receive hardcopies of all future accounts and reports at no cost to them by notifying the relevant authorised agent or distributor in writing.

## 21. Other Material Information

### Provisions of the Deed

Some of the provisions of the Deed are set out below. *You should refer to the Deed for the full terms and conditions of the Fund.*

#### 21.1 Custody of Deposited Property

The Trustee shall be responsible for the safe custody of the Deposited Property. Any Authorised Investments forming part of the Deposited Property shall, whether in bearer or registered form, be paid or transferred to or to the order of the Trustee forthwith on receipt by the Managers and be dealt with as the Trustee may think proper for the purpose of providing for the safe custody thereof. The Trustee may from time to time upon notification in writing to the Managers appoint such person or persons as it thinks fit (including itself or its Associates) as agents, nominees, custodians or sub custodians in respect of any of the Authorised Investments and (where the Trustee is custodian) may appoint or (where the Trustee appoints a custodian) may empower such custodian or joint custodian (as the case may be) to appoint with prior consent in writing of the Trustee, sub-custodians in respect of any of the Authorised Investments, and the fees and expenses of such agents, nominees, custodians and sub custodians shall be paid out of the Deposited Property of the Sub-Fund or otherwise as may be agreed between the Managers and the Trustee. Subject to this paragraph 21.1 and Clause 26(D) of the Deed, the Trustee shall remain liable for any act or omission of any agent, nominee, custodian or sub-custodian with whom bearer Authorised Investments or documents of title to registered Authorised Investments are deposited as if the same were the act or omission of the Trustee. The Trustee may at any time procure that the Trustee; any officer of the Trustee jointly with the Trustee; any agent or nominee appointed by the Trustee; any such agent or nominee and the Trustee; any custodian, joint custodian or sub-custodian (or, in each case its nominee) appointed; any company operating a depository or recognised clearing system (including its nominee) in respect of the Deposited Property of the Sub-Fund; or any broker, financial institution or other person (or in each case, its nominee, its custodian or such custodian's nominee) with whom the same is deposited in order to satisfy any requirement to deposit margin or security, take delivery of and retain and/or be registered as proprietor of any Authorised Investment in registered form held upon the trusts of the Deed. Notwithstanding anything contained in the Deed:-

- (i) the Trustee shall not incur any liability in respect of or be responsible for losses incurred through the insolvency of or any act or omission of any depository or clearing system with which Authorised Investments may be deposited or any broker, financial institution or other person with whom Authorised Investments are deposited in order to satisfy any margin requirement;
- (ii) the Trustee shall not incur any liability in respect of or be responsible for losses incurred through the insolvency of or any act or omission of any nominee, custodian, joint custodian or sub-custodian selected

and appointed by the Trustee except where the Trustee has failed to exercise the degree of care and diligence required of a trustee in the selection, appointment and monitoring of such appointee (having regard to the market in which the relevant appointee is located) or the Trustee is in wilful default; and

- (iii) the Trustee shall not incur any liability in respect of or be responsible for losses incurred through the insolvency of or any act or omission of any nominee, custodian, joint custodian or sub-custodian not selected or appointed by it.

Any Authorised Investment in registered form shall as soon as reasonably practicable after receipt of the necessary documents by the Trustee, be registered in the name of the Trustee and/or its nominee and shall remain so registered until disposed of pursuant to the provisions of the Deed. Subject as aforesaid the Trustee shall retain the documents of title to all Authorised Investments held upon the trusts of the Deed in its possession in safe custody.

## **21.2 Indemnities, Exemptions from Liability and Disclaimers**

**21.2.1** Neither the Trustee nor the Managers shall be under any liability except such liability as may be expressly imposed by the Deed nor shall any of them (save as otherwise provided in the Deed) be liable for any act or omission of the other of them.

**21.2.2** Neither the Trustee nor the Managers shall incur any liability in respect of any action taken or thing suffered by them in reliance upon any notice, resolution, direction, consent, certificate, affidavit, statement, certificate of stock, plan of reorganisation or other document of title or other paper or document believed to be genuine and to have been passed, sealed or signed by the proper parties.

**21.2.3** Neither the Trustee nor the Managers shall incur any liability to the Holders for doing or (as the case may be) failing to do any act or thing which by reason of any provision of any present or future law or regulation made pursuant thereto, or of any decree, order or judgment of any court, or by reason of any request, announcement or similar action (whether of binding legal effect or not) which may be taken or made by any person or body acting with or purporting to exercise the authority of any government or regulatory authority (whether legally or otherwise) either they or any of them shall be directed or requested to do or perform or to forbear from doing or performing. If for any reason it becomes impossible or impracticable to carry out any of the provisions of the Deed neither the Trustee nor the Managers shall be under any liability therefor or thereby.

**21.2.4** Neither the Trustee nor the Managers shall be responsible for any authenticity of any signature or of any seal affixed to an endorsement on any certificate or to any transfer or form of application, request for realisation, endorsement or other document affecting the title to or transmission of Units (including signatures on such documents received by facsimile or electronic transmission) or be in any way liable for any forged or unauthorised signature on or any seal affixed to such endorsement, transfer or other document or for acting upon or giving effect to any such forged or unauthorised signature or seal or for exercising their discretion not to act on such instructions received by facsimile or electronic transmission, provided that the Trustee and the Managers reasonably believed that such signature or seal was authentic. The Trustee and the Managers respectively shall nevertheless be entitled but not bound to require that the signature of any person to any document required to be signed by him under or in connection with the Deed shall be verified or otherwise authenticated to its or their reasonable satisfaction.

**21.2.5** Any indemnity expressly given to the Trustee or the Managers in the Deed is in addition to and without prejudice to any indemnity allowed by law; Provided Nevertheless That nothing in any of the provisions of the Deed shall in any case in which the Trustee and/or the Managers, as the case may be, have failed to show the degree of diligence and care required of them by the provisions of the Deed exempt them 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, default, breach of duty or trust of which they may be guilty in relation to their duties.

**21.2.6** Neither the Trustee nor the Managers shall be responsible for acting upon any resolution purporting to have been passed at any meeting of Holders of any Sub-Fund, Class or the Fund (as the case may be) in respect whereof minutes shall have been made and signed even though it may be subsequently found that there was some defect in the constitution of the meeting or the passing of the resolution or that for any reason the resolution was not binding upon all the Holders of the Sub-Fund, Class or Fund (as the case may be).

**21.2.7** The Trustee and the Managers may accept as sufficient evidence of the Value of any Authorised Investment or the cost price or sale price thereof or of any market quotation a certificate by a stockbroker or any other person, firm or association qualified in the opinion of the Managers and Trustee to provide such a certificate.

- 21.2.8** At all times and for all purposes of the Deed the Trustee and the Managers may rely upon the established practice and rulings of the SGX-ST or any other Recognised Exchange and any committees and officials thereof on which any dealing in any Authorised Investment or other property is from time to time effected in determining what shall constitute a good delivery and any similar matters and such practice and rulings shall be conclusive and binding upon all persons under the Deed.
- 21.2.9** If the Managers or the Trustee is requested by any department of any government or administration to provide such department with any information regarding any one or more of the following, namely, the Fund or Sub-Fund, the Holders or any of them, the Sub-Fund's investments, the income of the Sub-Fund, or the provisions of the Deed, and complies with such request, whether or not enforceable, none of the Trustee or the Managers shall incur any liability to the Holders or any of them or to any other person as a result of such compliance or in connection with such compliance.
- 21.2.10** In the absence of fraud or gross negligence by the Managers or the Trustee, they shall not incur any liability by reason of any error of law or any matter or thing done or suffered or omitted to be done by it in good faith under the provisions of the Deed and in particular, but without prejudice to the generality of the foregoing, neither the Managers nor the Trustee shall, in ascertaining the Value of any Unquoted Investment (where applicable), be under any liability by reason of the fact that a price reasonably believed to be the mean of the bid and offer prices quoted by responsible institutions in the OTC Market at the time of calculation (or at such other time as may be determined by the Managers after consultation with the Trustee) may be found not to be such.
- 21.2.11** Nothing contained in the Deed shall be construed so as to prevent the Managers and the Trustee in conjunction or the Managers or the Trustee separately from acting as managers or trustee of trusts separate and distinct from the Fund and its Sub-Fund and neither of them shall in any way be liable to account to the Fund, the Sub-Fund or any Holder or other person for any profit or benefit made or derived hereby or in connection therewith.
- 21.2.12** In no event shall a Holder have or acquire any rights against the Trustee and Managers or either of them except as expressly conferred upon such Holder by the Deed.
- 21.2.13** The Trustee shall not be bound to make any payment to any Holder except out of the funds held by it for that purpose under the provisions of the Deed.
- 21.2.14** The Trustee shall not incur any liability for any loss which a Holder may suffer by the reason of any depletion in the NAV of the Deposited Property which may result from any securities lending transaction effected under Clause 15(E) of the Deed and shall be indemnified out of and have recourse to the Deposited Property in respect thereof.
- 21.2.15** Neither the Managers nor the Trustee shall incur any liability by reason of any loss which a Holder may suffer by reason of any depletion in the NAV of the Deposited Property which may result from any borrowing arrangements made pursuant to Clause 16(C) of the Deed by reasons of fluctuations in the rates of exchange and (save as otherwise expressly provided in the Deed) the Trustee shall be entitled to be indemnified out of and have recourse to the Deposited Property in respect of any liabilities, costs, claims or demands which it may suffer arising directly or indirectly from the operation of Clause 16 of the Deed and the arrangements referred to therein.
- 21.2.16** Subject as expressly provided in the Deed, the Trustee shall be entitled for the purpose of indemnity against any actions, costs, claims, damages, expenses or demands to which it may be put as trustee to have recourse to the Deposited Property or any part thereof (without prejudice to the obligation of the Managers to reimburse the Trustee on account of the Deposited Property in respect of all such matters relating to the Trustee's remuneration as falling within Clause 23(B) of the Deed).
- 21.2.17** Upon the Fund or the Sub-Fund being terminated, the Trustee shall be entitled to retain out of any monies in its hands as part of the Deposited Property under the provisions of Clause 35 of the Deed to be distributed to Holders full provision for all fees, costs, charges, expenses, claims and demands incurred, made or apprehended by the Trustee in connection with or arising out of the liquidation of the Fund or Sub-Fund (as the case may be) and out of the monies so retained to be indemnified and saved harmless against any such costs, charges, expenses, claims and demands.

**21.2.18** Neither the Trustee nor the Managers shall be liable for any lost profits, economic loss or indirect, special or consequential losses and damages suffered by the Fund, the Sub-Fund or any Holder.

**21.2.19** The Managers and the Trustee are not responsible for compiling the Index or verifying the accuracy of the Index information.

**21.2.20** The Trustee shall not be under any liability on account of anything done or suffered by the Trustee in good faith in accordance with or in pursuance of any request, instruction or advice of the Managers under the Deed.

**21.2.21** Neither the Managers nor the Trustee shall be liable for any loss suffered by the Deposited Property of any Sub-Fund or to any Holder of Units for any loss or damage arising from reasons or crisis beyond their control, or the control of their respective employees including without limitation nationalisation, expropriation, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes, nuclear fusion or acts of God.

### **21.3 Voting by Managers, Trustee and Custodian**

The Managers, Trustee, Custodian and their respective Connected Persons and any director of the Managers are prohibited from voting their beneficially held Units at or be counted in the quorum for a meeting of Holders at which they have a material interest in the business to be conducted.

### **21.4 Voting rights in respect of the Deposited Property**

Subject to Clause 21 of the Deed, the Managers may exercise or refrain from exercising any rights of voting conferred by any of the Deposited Property of the Sub-Fund. The Managers shall be entitled to exercise the said rights in what they may consider to be the best interests of the Holders of the Sub-Fund.

However, notwithstanding the above, in respect of voting rights where the Managers may face a conflict between their own interest and that of the Holders of the Sub-Fund, the Managers shall cause such voting rights to be exercised in consultation with the Trustee.

The phrase “rights of voting” or the word “vote” used in this paragraph 21.4 shall be deemed to include not only a vote at a meeting but any consent to or approval of any arrangement, scheme or resolution or any alteration in or abandonment of any rights attaching to any part of the Deposited Property and the right to requisition or join in a requisition to convene any meeting or to give notice of any resolution or to circulate any statement.

*Please refer to the Deed for other provisions relating to voting.*

### **21.5 Valuation**

The NAV of the Sub-Fund and the NAV per Unit shall be calculated as at the Valuation Point in relation to each Dealing Day save where the valuation of the Units is suspended pursuant to the Deed (the circumstances under which such suspension may take place are set out in paragraph 13 above).

The NAV of the Sub-Fund shall be calculated by valuing the assets of the Sub-Fund in accordance with the Deed and deducting from such amount the liabilities of the Sub-Fund in accordance with the Deed (the relevant provisions of which are reproduced below in this paragraph 21.5).

The NAV per Unit shall be obtained by taking the NAV of the Sub-Fund and dividing the same by the number of Units in issue or deemed to be in issue immediately prior to the relevant Dealing Day and truncating such amount to four (4) decimal places (or such other number of decimal places or method of rounding as may be determined by the Managers from time to time with the approval of the Trustee).

The “**Value**”, except where otherwise expressly stated and subject always to the requirements of the Code, with reference to any Authorised Investment which is:

- (i) a Quoted Investment, shall be calculated, as the case may be, by reference to the official closing price, the last known transacted price or the last transacted price on such Recognised Exchange or OTC Market as at the Valuation Point in respect of the Dealing Day on which the Value is to be determined; where such Quoted Investment is listed, dealt or traded in more than one Recognised Exchange or OTC Market, the Managers (or such person as the Managers shall appoint for the purpose) may in their absolute discretion select any one of such Recognised Exchange or OTC Market for the foregoing purposes and, if there be no such official closing price, last known transacted price or last transacted price, the Value shall be calculated

by reference to the last available prices quoted by responsible firms, corporations or associations on a Recognised Exchange or an OTC Market at the Valuation Point in respect of the Dealing Day on which the Value is to be determined;

- (ii) an Unquoted Investment, shall be calculated by reference to the initial value thereof being the amount expended in the acquisition thereof or the price of the relevant Investment as quoted by a person, firm or institution making a market in that Investment, if any (and if there shall be more than one such Designated Market Maker, then such Designated Market Maker as the Managers may designate), as may be determined by the Managers to represent the fair value of such Authorised Investment and in the valuation of such Authorised Investment the Managers may take into account relevant factors including without limitation significant recent events affecting the issuer such as pending mergers and acquisitions and restrictions as to saleability or transferability;
- (iii) cash, deposits and similar assets shall be valued (by an Approved Valuer) at their face value (together with accrued interest) unless, in the opinion of the Managers, any adjustment should be made to reflect the value thereof;
- (iv) an Investment other than as described above, shall be valued (by an Approved Valuer) in such manner and at such time as the Managers shall determine after consultation with the Trustee,

PROVIDED THAT, if the quotations referred to above are not available, or if the Value of the Authorised Investment determined in the manner described above, in the opinion of the Managers, is not representative, then the Value shall be such value as the Managers may with due care and in good faith consider in the circumstances to be fair value and is approved by the Trustee. The Managers shall notify the Holders of such change if required by the Trustee. For the purposes of this proviso, the “fair value” shall be determined by the Managers in consultation with a Stockbroker or an Approved Valuer and with the approval of the Trustee, in accordance with the Code.

In exercising in good faith the discretion given by the proviso above, the Managers shall not, subject to the provisions of the Code, assume any liability towards the Fund or Sub-Fund, and the Trustee shall not be under any liability in accepting the opinion of the Managers, notwithstanding that the facts may subsequently be shown to have been different from those assumed by the Managers.

In calculating the NAV of the Deposited Property or any proportion thereof:

- (a) every Unit agreed to be issued by the Managers shall be deemed to be in issue and the Deposited Property shall be deemed to include not only cash or other assets in the hands of the Trustee but also the value of any cash, accrued interest on bonds or interest-bearing instruments or other assets to be received in respect of Units agreed to be issued and (in the case of Units issued against the vesting of Authorised Investments) any moneys payable out of the Deposited Property pursuant to Clause 9 of the Deed;
- (b) where Authorised Investments have been agreed to be purchased or otherwise acquired or sold but such purchase, acquisition or sale has not been completed, such Authorised Investments shall be included or excluded and the gross purchase, acquisition or net sale consideration excluded or included as the case may require as if such purchase, acquisition or sale had been duly completed;
- (c) where in consequence of any notice or request in writing given pursuant to Clauses 12 or 13 of the Deed, a reduction of the Sub-Fund by the cancellation of Units is to be effected but such reduction has not been completed, the Units in question shall not be deemed to be in issue and any amount payable in cash and the value of any Authorised Investments to be transferred out of the Deposited Property shall be deducted from the NAV;
- (d) all sums which are payable out of the Deposited Property but not provided for above shall be deducted, including (without limitation):
  - (1) any amount of the management fee, the Trustee fee, the Cost of Establishment of the Sub-Fund and any other expenses accrued but remaining unpaid;
  - (2) the amount of tax, if any, on capital gains (including any provision made for unrealised capital gains) accrued up to the end of the last Accounting Period and remaining unpaid;
  - (3) the amount in respect of tax, if any, on net capital gains realised during a current Accounting Period prior to the valuation being made as in the estimate of the Managers will become payable;

- (4) the aggregate amount for the time being outstanding of any borrowings effected under Clause 16(C) of the Deed together with the amount of any interest and expenses thereon accrued pursuant to sub-Clause 16(C)(iv) of the Deed and remaining unpaid; and
- (5) all such costs, charges, fees and expenses as the Managers may have determined pursuant to the provisions of the Deed;
- (e) there shall be taken into account such sum as in the estimate of the Managers will fall to be paid or reclaimed in respect of taxation related to Income up to the time of calculation of the NAV of the Deposited Property;
- (f) there shall be added the amount of any tax, if any, on capital gains estimated to be recoverable and not received;
- (g) any Value (whether of an Authorised Investment, cash or a liability) otherwise than in Singapore dollars and any nonSingapore dollar borrowing shall be converted into Singapore dollars at the rate (whether official or otherwise) which the Managers shall after consulting with or in accordance with a method approved by the Trustee deem appropriate to the circumstances having regard inter alia to any premium or discount which may be relevant and to the costs of exchange;
- (h) where the current price of an Authorised Investment is quoted “ex” dividend, interest or other payment but such dividend, interest or other payment has not been received the amount of such dividend, interest or other payment shall be taken into account; and
- (i) there shall be taken into account such estimated sum approved by the Trustee as in the opinion of the Managers represents provision for any nationalisation, expropriation, sequestration or other restriction relating to the Deposited Property.

The Managers may, subject to the prior approval of the Trustee, and to the extent permitted by the Authority and applicable laws and regulations, change the method of valuation provided in this paragraph 21.5 and the Trustee shall determine if the Holders shall be informed of such change.

## **21.6 Removal or Retirement of Managers**

The Managers will remain as managers of the Fund for the entire duration of the Fund unless the Managers retire or are removed in accordance with the provisions of the Deed (as reproduced below).

Any costs and expenses incurred in connection with the removal or retirement of the Managers shall be payable out of the Deposited Property.

### **21.6.1 Retirement of Managers**

- (i) Upon giving 6 months’ written notice to the Trustee, the Managers shall have power to retire in favour of a corporation approved by the Trustee upon and subject to such corporation entering into such deed or deeds supplemental to the Deed to replace the Managers.
- (ii) The retiring Managers shall be absolved and released from all further obligations under the Deed after a deed has been entered into to secure the due performance by the new managers of their obligations under the Deed, and after the retiring Managers have paid to the Trustee all sums due by the retiring Managers to the Trustee under the Deed at the date thereby. However, this will not prejudice the rights of the Trustee or of any Holder, former Holder or other person in respect of any act or omission of the Managers prior to their retirement.

### **21.6.2 Removal of Managers**

The Managers shall be subject to removal by written notice given by the Trustee in any of the following events:

- (a) if the Managers go into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the Trustee) or if a receiver is appointed over any of their assets or if a judicial manager is appointed in respect of the Managers;
- (b) if the Managers cease to carry on business;
- (c) if the Managers fail or neglect after reasonable notice from the Trustee to carry out or satisfy any obligations imposed on the Managers by the Deed;
- (d) if for good and sufficient reason the Trustee is of the opinion, and so states in writing, that a change

of the Managers is desirable in the interests of the Holders Provided That if the Managers within one (1) month after such statement express their dissatisfaction in writing with such opinion, the matter shall then forthwith be referred to arbitration in accordance with the provisions of the Arbitration Act, Chapter 10 of Singapore, before three (3) arbitrators, the first of whom shall be appointed by the Managers, the second of whom shall be appointed by the Trustee and third of whom shall be appointed by mutual agreement of the first and second arbitrators so appointed (failing which the third arbitrator shall be jointly appointed by the Managers and the Trustee) and any decision made pursuant thereto shall be binding upon the Managers and the Trustee and the Holders;

- (e) if the Holders by extraordinary resolution passed at a meeting of Holders of the Fund duly convened and held in accordance with the provisions of the Schedule to the Deed decide to remove the Managers;
- (f) if the Managers no longer hold a capital markets services licence for fund management or are no longer exempt from such licensing under the SFA or are otherwise prohibited under applicable laws and regulations to act as managers of the Fund; or
- (g) if the Authority directs the Trustee to remove the Managers.

In any of such events the Trustee shall appoint another corporation as the new managers of the Fund in accordance with the provisions in the Deed or terminate the Fund in accordance with paragraph 21.7 below.

## **21.7 Termination of the Fund or the Sub-Fund or Class**

**21.7.1** Subject to Section 295 of the SFA, the Fund or the Sub-Fund or a Class (as the case may be) may be terminated at any time by the Trustee by notice in writing:

- (a) if the Managers go into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the Trustee) or if a receiver is appointed over any of their assets or any part thereof or if a judicial manager is appointed in respect of the Managers or if any encumbrancer shall take possession of any of their assets or any part thereof or if the Managers shall cease business;
- (b) if on the expiration of six (6) months after notifying the Managers of their removal under paragraph 21.6.2, the Trustee has not found another corporation ready to accept the office of managers and of which the Trustee and any relevant statutory authority shall approve provided always that if the Managers shall be dissatisfied with the circumstances in which the Trustee's power of termination under this paragraph 21.7.1(b) on any occasion is exercised the matter shall be referred to arbitration in accordance with the provisions of the Arbitration Act, Chapter 10 of Singapore, before three (3) arbitrators, the first of whom shall be appointed by the Managers, the second of whom shall be appointed by the Trustee and third of whom shall be appointed by mutual agreement of the first and second arbitrators so appointed (failing which the third arbitrator shall be jointly appointed by the Managers and the Trustee) and any decision made pursuant thereto shall be binding upon the Managers and the Trustee and the Holders of the Fund or the Sub-Fund or a Class (as the case may be);
- (c) if any law shall be passed, any authorisation withdrawn or revoked or the Authority or SGX-ST issues any direction which renders it illegal or in the opinion of the Trustee impracticable or inadvisable to continue the Fund or the Sub-Fund or a Class (as the case may be); or
- (d) if within the period of six (6) months from the date of the Trustee expressing in writing to the Managers the desire to retire, the Managers shall have failed to appoint a new trustee in accordance with the relevant provisions of the Deed.

Subject to paragraph 21.7.1(b), the decision of the Trustee in any of the events specified in this sub-paragraph shall be final and binding upon all the parties concerned but the Trustee shall be under no liability on account of any failure to terminate the Fund or the Sub-Fund or a Class (as the case may be) pursuant to this sub-paragraph or otherwise. Subject to paragraph 21.7.1(b), the Managers shall accept the decision of the Trustee and relieve the Trustee of any liability to it therefor and hold it harmless from any claims whatsoever on their part for damages or for any other relief.

- 21.8** The Fund or the Sub-Fund or a Class (as the case may be) may be terminated at any time by the Managers at any time in their absolute discretion, by notice in writing:
- (a) on any date, after three (3) years from the date of the Principal Deed, if on such date the aggregate NAV of the Deposited Property of the Sub-Fund or Class shall be less than S\$20 million or if the aggregate NAV of the Deposited Property of the Fund shall be less than S\$20 million (as the case may be);
  - (b) if any law shall be passed, any authorisation withdrawn or revoked or if the Authority or SGX-ST issues any direction which renders it illegal or in the opinion of the Managers impracticable or inadvisable to continue the Fund or Sub-Fund or Class;
  - (c) in the case where the Managers decide to retire, either the Trustee shall be unable to find a person acceptable to the Authority to act as the new managers after the expiration of six (6) months from the Managers giving the Trustee notice of their intention to retire pursuant to Clause 32(B) of the Deed, or the person nominated by the Trustee as the new managers shall fail to be approved by an Extraordinary Resolution pursuant to Clause 32(D) of the Deed;
  - (d) (in the case of the Sub-Fund) if the underlying index to be tracked by the Sub-Fund (currently, the Index) is no longer available for benchmarking or the agreement entered into by the Managers and the index provider to use the underlying index is terminated and, in the Managers' opinion, no suitable replacement index is available to the Sub-Fund;
  - (e) (in respect of the Sub-Fund) if the Authority revokes or withdraws the authorisation of the Sub-Fund under the SFA or (in respect of the Fund) if the Authority revokes or withdraws the authorisation of all the sub-funds of the Fund under the SFA;
  - (f) upon listing of the Units in the Sub-Fund on the SGX-ST and for so long as the Units are listed on the SGX-ST:
    - (i) if the Units are no longer listed on the SGX-ST or any other Recognised Exchange; or
    - (ii) if the Managers are unable to find an acceptable person to act as a participating dealer or designated market maker of the Units;
  - (g) if the Authority directs the termination of the Fund or the Sub-Fund; or
  - (h) if the Managers are of the opinion that it is impracticable or inadvisable to continue the Fund or the Sub-Fund or Class (including, without limitation to the foregoing, when in the Managers' opinion, the acquisition or purchase or disposal or sale of or continued investment in any of the Authorised Investments is not possible, not advisable or becomes impracticable or restricted due to any reason (including, without limitation to the foregoing, upon a default by an issuer of an Authorised Investment) or, in the case of the Sub-Fund, in the event the Managers are of the opinion there is no satisfactory method through which the underlying index to be tracked by the Sub-Fund (currently, the Index) may be tracked or if such method is otherwise not available to the Managers or impracticable or not advisable for the Managers to employ for the Sub-Fund).
- 21.9** The party terminating the Fund or the relevant Sub-Fund or Class shall give notice thereof to the Holders fixing the date at which such termination is to take effect which date shall not be less than three (3) months after the service of such notice (or such earlier date as necessary to comply with any applicable law or direction given by the Authority), except that the party may terminate the Fund or the relevant Sub-Fund or Class immediately pursuant to paragraphs 21.7.1(a), 21.7.1(c), 21.8(b), 21.8(e), 21.8(f) and 21.8(g). Any such notice will also be concurrently published on the Managers' website and (for so long as the relevant Sub-Fund or Class is listed on the SGX-ST) posted on the SGXNET. The Managers shall give written notice thereof to the Authority not less than seven (7) days before such termination or as may be required by the Authority. For so long as the Sub-Fund or Class is listed on the SGX-ST, notice of such termination will also be announced on the SGXNET at least seven (7) days before the effective date of termination of the Fund or the relevant Sub-Fund or a Class (as the case may be) or as may be required by SGX-ST.
- 21.10** The Fund or the Sub-Fund or a Class may at any time from the date hereof be terminated by, in the case of the termination of the Fund, an extraordinary resolution of a meeting of the Holders of the Fund, and in the case of the termination of the Sub-Fund or a Class, an extraordinary resolution of a meeting of the Holders of the Sub-Fund or a Class (as the case may be) duly convened and held in accordance with the provisions contained in the Deed and such termination shall take effect from the date on which the said extraordinary resolution is passed or such later date (if any) as the said extraordinary resolution may provide.

**21.11** The Trustee may (with the consent of the Managers) remove the Fund to the jurisdiction of a country other than Singapore, if it appears to the Trustee to be beneficial to the Fund and in the interests of the Holders to do so. The circumstances in which the Trustee may exercise its discretion hereunder are limited to the outbreak of war or grave civil unrest threatening the safe maintenance of the banking system or securities market in Singapore.

**21.12 Modification of Trust Deed**

The Trustee and the Managers shall be entitled by deed supplemental hereto or by an amending and restating deed and with the prior approval of the relevant authorities, if applicable, to modify, alter or add to the provisions of the Deed in such manner and to such extent as they may consider expedient for any purpose; Provided That the Trustee shall certify in writing that in its opinion such modification, alteration or addition (a) does not materially prejudice the interests of the Holders and does not operate to release to any material extent the Trustee or the Managers from any responsibility to the Holders, (b) is necessary in order to comply with applicable fiscal, statutory or official requirements (whether or not having the force of law) or (c) is made to remove obsolete provisions or to correct a manifest error. In all other cases, modification require the sanction of an Extraordinary Resolution of the Holders affected.

**22. Liquidation of the Managers, the Trustee or the Custodian**

Subject to the provisions of the Deed, if the Managers or the Trustee go into liquidation (except for a voluntary liquidation for the purpose of reconstruction or amalgamation), new managers or a new trustee (as the case may be) may be appointed or the Sub-Fund may be terminated. See the Deed for further details on what happens if the Managers or the Trustee go into liquidation.

**Custodial risk**

There are risks involved in dealing with the Custodian who holds the Sub-Fund's investments or settles the Sub-Fund's trades. It is possible that, in the event of the insolvency or bankruptcy of the Custodian, the Sub-Fund would be delayed or prevented from recovering its assets from the Custodian, or its estate, and may have only a general unsecured claim against the Custodian for those assets. In recent insolvencies of financial institutions, the ability of certain customers to recover their assets from the insolvent financial institution's estate has been delayed, limited, or prevented, often unpredictably, and there is no assurance that any assets held by the Sub-Fund with the Custodian will be readily recoverable by the Sub-Fund. In addition, there may be limited recourse against non-U.S. sub-custodians in situations where the Sub-Fund invests in markets where custodial and/or settlement systems and regulations are not fully developed, including emerging markets, and the assets of the Sub-Fund have been entrusted to such non-U.S. sub-custodians.

**23. Taxation**

**23.1 Singapore Taxation**

THE DISCUSSION BELOW IS A SUMMARY OF CERTAIN SINGAPORE INCOME TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF UNITS. THE SUMMARY IS BASED ON THE EXISTING PROVISIONS OF THE RELEVANT TAX LAWS AND THE REGULATIONS THEREUNDER, AND PRACTICES IN EFFECT AS AT THE DATE HEREOF, ALL OF WHICH ARE SUBJECT TO CHANGE AND DIFFERING INTERPRETATIONS, EITHER ON A PROSPECTIVE OR RETROACTIVE BASIS. THE SUMMARY IS NOT INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF ALL THE TAX CONSIDERATIONS RELATING TO AN INVESTMENT IN THE SUB-FUND. YOU SHOULD CONSULT YOUR OWN TAX ADVISERS CONCERNING THE TAX CONSEQUENCES OF YOUR PARTICULAR SITUATION, INCLUDING THE TAX CONSEQUENCES ARISING UNDER THE LAWS OF ANY OTHER TAX JURISDICTION, WHICH MAY BE APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCE.

**Enhanced-Tier Fund Scheme**

The Sub-Fund intends to apply to the Authority under the Enhanced-Tier Fund Tax Incentive Scheme (hereinafter referred to as an “**Enhanced-Tier Fund**”) pursuant to Section 13X of the Income Tax Act, Chapter 134 of Singapore (“**ITA**”). As such, subject to obtaining the Authority's approval and complying with certain conditions,

as an Enhanced-Tier Fund, the Sub-Fund will enjoy tax exemption on Specified Income (as defined in the Income Tax (Exemption of Income of Prescribed Persons Arising from Funds Managed by Fund Manager in Singapore) Regulations 2010 (the “**Regulations**”)) derived by the Enhanced-Tier Fund from Designated Investments (as defined in the Regulations). The list of Designated Investments and Specified Income is updated from time to time by the Authority.

Distributions made by the Enhanced-Tier Fund out of tax-exempt income should also be exempt from Singapore income tax in the hands of Holders.

Upon obtaining the Authority’s approval, we will endeavour to conduct the affairs of the Sub-Fund in such a way that it will satisfy the qualifying conditions for the Enhanced-Tier Fund. Notwithstanding the foregoing, there is no assurance that we will, on an on-going basis, be able to ensure that the Sub-Fund will always meet all the qualifying conditions for the Enhanced-Tier Fund. Upon any such disqualification, the Sub-Fund will be exposed to Singapore tax on its income and gains, wholly or partially as the case may be, at the prevailing corporate tax rate. The Sub-Fund can however, enjoy the tax exemption under the Enhanced-Tier Fund in any subsequent period if it is able to satisfy the specified conditions in that subsequent period.

### **Tax Treatment of a REIT ETF**

Currently, a trustee of a REIT ETF is taxed at the prevailing corporate tax rate on its income. Except for the types of income listed below, all other income will remain to be subject to tax in the hands of the trustee at the prevailing corporate tax rate.

### **Distributions from a REIT listed on SGX-ST (“S-REIT”)**

- a) Specified income of the S-REIT that is granted tax transparency treatment, i.e. qualifying S-REIT distributions;
- b) Income that has been taxed on the trustee of an S-REIT;
- c) Non-taxable income/receipts; and
- (d) Non-income like operating cash flows, unrealised income etc.

### **Distributions made out of specified income of the S-REIT that is granted tax transparency treatment, i.e. qualifying S-REIT distributions**

The trustee of a REIT ETF will be taxed on such distributions if tax transparency treatment has not been granted to the REIT ETF.

### **Distributions made out of income that has been taxed on the trustee of an S-REIT**

The trustee of a REIT ETF will not be taxed on any distribution from an S-REIT that is made out of income that has been subjected to tax on the trustee of the S-REIT.

### **Distributions made out of non-taxable income/receipts**

Non-taxable income/receipts of an S-REIT could be:

- a) Capital gains or
- b) Tax exempt income.

The above non-taxable income/receipts do not form part of the statutory income of the trustee of the S-REIT. Thus, by virtue of section 35(15) of the ITA, distributions by a trustee of an S-REIT out of the above non-taxable income/receipts are not taxable in the hands of the REIT ETF.

### **Distributions made out of non-income**

Distributions made out of non-income (for example, operating cash flows, unrealized revaluation gains on the S-REIT’s properties) by the S-REIT are regarded as “return of capital” in the hands of the REIT ETF.

## Tax Transparency Treatment

We may, but shall not be obliged to, make an application to the IRAS for tax transparency treatment to apply to the Sub-Fund pursuant to the e-Tax Guide on Income Tax Treatment of Real Estate Investment Trust Exchange-Traded Funds issued by IRAS (as may be amended from time to time) (“**Tax Guide**”) in respect of distributions received from S-REITs which are made out of the specified income derived by such S-REITs as set out in Section 43(2A) (a) and (b) of the ITA (“**Qualifying S-REIT Distributions**”).

Subject to meeting the terms and conditions to qualify for such tax transparency treatment (if we make such application to the IRAS), the Trustee of the Sub-Fund will not be subject to tax on Qualifying S-REIT Distributions derived by it on or after 1 July 2018, which are in turn distributed by it to Holders on or before 31 December 2025. Instead, the Qualifying S-REIT Distributions are taxed in the hands of the Holders depending on their profile. You should consult your own tax advisers concerning the tax treatment in your particular situation.

You should also note that as part of the conditions under the Tax Guide to qualify for the tax transparency treatment, we and the Trustee must, amongst others, do the following:-

1. To deduct tax at the final withholding tax rate of 10% from distributions made to qualifying non-resident non-individual Holders during the period from 1 July 2018 to 31 December 2025. A qualifying non-resident non-individual Holder is a non-individual person who is not a resident in Singapore for income tax purposes and: (i) who does not have any permanent establishment in Singapore; or (ii) who carries on any operation in Singapore through a permanent establishment in Singapore, but the funds used to acquire the units in the Sub-Fund are not obtained from that operation in Singapore.
2. To deduct tax at the final withholding tax rate of 10% from distributions made to qualifying non-resident funds during the period from 1 July 2019 to 31 December 2025. A qualifying non-resident fund is a fund that qualifies for tax exemption under section 13CA, 13X or 13Y of the ITA that is not a resident in Singapore and: (i) does not have any permanent establishment in Singapore (other than the fund manager in Singapore); or (ii) carries on any operation in Singapore through a permanent establishment in Singapore (other than the fund manager in Singapore), but the funds used to acquire the Units in the Sub-Fund are not obtained from that operation in Singapore.

For this purpose, a non-resident fund refers to a fund being a non-resident company, a partnership where all partners are non-residents, a trust administered by a non-resident trustee, or a non-resident entity.

3. To deduct tax at the prevailing corporate tax rate from distributions made to Holders other than qualifying non-resident non-individual Holders and qualifying non-resident funds mentioned above and the following types of Holders<sup>7</sup> (collectively referred to as “**Qualifying Holders**”):
  - (i) Individuals (including those who purchased units in the Sub-Fund through agent banks or SRS operators which act as their nominee under the CPF Investment Scheme or the SRS respectively);
  - (ii) Companies incorporated and resident in Singapore;
  - (iii) Singapore branches of companies incorporated outside Singapore;
  - (iv) Bodies of persons incorporated or registered in Singapore, including charities registered under the Charities Act (Cap 37) or established by any written law, town councils, statutory boards, co-operative societies registered under the Co-operatives Societies Act (Cap 62) or trade unions registered under the Trade Unions Act (Cap 333); and
  - (v) International organisations that are exempt from tax on such distributions by reason of an order made under the International Organisations (Immunities and Privileges) Act (Cap 145).

In view of the above, you agree to provide such information and documentation promptly as may be required by us and/or the Trustee for each distribution to verify your identity and/or your beneficiaries so as to ascertain the appropriate amount of tax to be deducted from distributions out of Qualifying S-REIT Distributions.

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<sup>7</sup> Does not include a person acting in the capacity of a trustee.

### Tax Treatment of the Holders

A Holder may receive distributions from the Sub-Fund, being a REIT ETF, which are made out of the following:

- Qualifying S-REIT Distributions;
- income that has been taxed on the Trustee of the Sub-Fund; and
- non-taxable income/receipts of the Sub-Fund.

### Distributions made out of Qualifying S-REIT Distributions

The table below shows the tax treatment of the distributions based on the types of Holders:

|                    | <b>Holders</b>                                                                                                                                                                                                                                                                                                     | <b>Tax treatment</b>                                                                                                       | <b>Withholding Tax Treatment under Section 45 of the ITA</b> |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Qualifying Holders | Individuals who derive any distribution through a partnership in Singapore or from the carrying on of a trade, business or profession.                                                                                                                                                                             | Tax at the individual's tax rates. The individual must declare such distributions received as income in their tax returns. | Section 45 of the ITA does not apply.                        |
|                    | Other individuals.                                                                                                                                                                                                                                                                                                 | Exempted from tax.                                                                                                         |                                                              |
|                    | <ul style="list-style-type: none"><li>• Companies incorporated and resident in Singapore;</li><li>• Singapore branches of companies incorporated outside Singapore;</li><li>• Bodies of persons incorporated or registered in Singapore;</li><li>• International organisations that are exempt from tax.</li></ul> | Tax at their respective tax rates unless otherwise exempt.                                                                 |                                                              |

|                                     |                                          |                                                                                                                                                                                                                                                                                                                                                    |                                |
|-------------------------------------|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| Non-Resident Non-Individual Holders | Qualifying non-resident non-individuals. | Subject to a 10% final* withholding tax in respect of distributions made during the period from 1 July 2018 to 31 December 2025.<br><br>* The Holders cannot claim any expenses against the distributions received.                                                                                                                                | Section 45 of the ITA applies. |
|                                     | Qualifying non-resident funds            | Subject to a 10% final* withholding tax in respect of distributions made during the period from 1 July 2019 to 31 December 2025.<br><br>* The Holders cannot claim any expenses against the distributions received.                                                                                                                                |                                |
|                                     | Others                                   | Subject to withholding tax at the prevailing corporate tax rate**.<br><br>** The tax deducted is not a final tax. The Holder may submit a tax return to claim allowable expenses under the ITA and Section 46(1)(d) of the ITA credit in respect of the tax deducted to obtain a refund of any tax deducted in excess of its actual tax liability. | Section 45 of the ITA applies. |

#### **Distributions made out of income that has been taxed on the Trustee of the Sub-Fund**

Distributions made out of income that has been taxed on the Trustee will not be subject to further tax when distributed to the Holders.

#### **Distributions made out of non-taxable income/receipts**

Non-taxable income/receipts of the Sub-Fund could be:

- capital gains: or
- tax exempt income.

The above non-taxable income/receipts do not form part of the statutory income of the Trustee of the Sub-Fund. Thus, by virtue of Section 35(15) of the ITA, distributions by the Trustee out of the above non-taxable income/receipts are not taxable in the hands of the Holders.

For the avoidance of doubt, we have not applied to the IRAS for tax transparency treatment to apply to the Sub-Fund as at the date of this Prospectus.

#### **Disposal or redemption of Units**

As the tax treatment depends on the particular situation of the investors, investors should consult their own tax advisers with regard to the tax consequences arising from distribution made by the Sub-Fund and gains arising from disposal or redemption of the Units.

Singapore does not impose tax on capital gains. Any gains on disposal or redemption of Units are not liable to Singapore income tax provided Units are held as investment assets. Where Units are held as trading assets of a trade or business carried on in Singapore, any gains on disposal or redemption of Units are liable to Singapore income tax under Section 10(1)(a) of the ITA. Where Units were purchased with the intention or purpose of making a profit by disposal or redemption and not with the intention to be held for long-term investment purposes, any gains on disposal or redemption of Units could be construed as “gains or profits of an income nature” liable to tax under Section 10(1)(g) of the ITA.

Holders who have adopted or are required to adopt Financial Reporting Standard 109 – Financial Instruments (“**FRS 109**”), Financial Reporting Standard 39 – Financial Instruments: Recognition and Measurement (“**FRS 39**”) or their equivalents under the Singapore Financial Reporting Standard International (“**SFRS(I)**”) for financial reporting purposes may, for Singapore income tax purposes, be required to recognise gains or losses (not being gains or losses in the nature of capital) on Units, irrespective of disposal.

Holders and prospective Holders of the Sub-Fund should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of Units arising from the adoption of FRS 39, FRS 109 or their equivalents under the SFRS(I).

## **23.2 Australian Taxation**

THIS SUMMARY DOES NOT CONSTITUTE FINANCIAL PRODUCT ADVICE AS DEFINED IN THE CORPORATIONS ACT (CTH) 2001 AND IS CONFINED TO TAXATION ISSUES AND IS ONLY ONE OF THE MATTERS YOU NEED TO CONSIDER WHEN MAKING A DECISION ABOUT YOUR INVESTMENTS. YOU SHOULD CONSIDER TAKING ADVICE FROM A LICENSED ADVISER, BEFORE MAKING A DECISION ABOUT YOUR INVESTMENTS.

THE FOLLOWING TAX COMMENTS ARE BASED ON THE INCOME TAX ASSESSMENT ACT (CTH) 1936, INCOME TAX ASSESSMENT ACT (CTH) 1997, NEW TAX SYSTEM (GOODS AND SERVICES TAX) ACT (CTH) 1999, APPLICABLE CASE LAW AND PUBLISHED AUSTRALIAN TAXATION OFFICE RULINGS, DETERMINATIONS AND ADMINISTRATIVE PRACTICE IN FORCE AS AT THE DATE HEREOF.

AUSTRALIAN TAX LAWS ARE COMPLEX. THIS SUMMARY IS GENERAL IN NATURE AND IS NOT INTENDED TO BE AN AUTHORITATIVE OR COMPLETE STATEMENT OF ALL POTENTIAL TAX IMPLICATIONS FOR THE SUB-FUND OR RELIED UPON AS TAX ADVICE. DURING THE PERIOD OF OWNERSHIP OF AUSTRALIAN INVESTMENTS, THE TAXATION LAWS OF AUSTRALIA, OR THEIR INTERPRETATION, MAY CHANGE. THE PRECISE IMPLICATIONS OF OWNERSHIP OR DISPOSAL WILL DEPEND UPON THE SUB-FUND’S SPECIFIC CIRCUMSTANCES.

### **Australia taxation of distributions and gains on disposal of units in REITs listed in Australia derived by the Sub-Fund**

#### **I. Taxation of Australian REITs**

Broadly, Australian REITs are structured as stapled securities comprising shares in an Australian company (“**Australian Company**”) and units in an Australian unit trust (“**Australian Trust**”). For Australian income tax purposes, the company and the trust are separate and distinct entities. Each share in the Australian Company (“**Share**”) and each unit in the Australian Trust (“**A-Unit**”) will be considered a separate capital gains tax (“**CGT**”) asset.

Typically, the Australian Trust is established so as to qualify as a Managed Investment Trust (“**MIT**”). Broadly, MITs are widely held unit trusts which satisfy certain regulatory requirements. Such MITs may be entitled to access concessional tax treatment in respect of passive investment activities undertaken within Australia. To the extent that the Australian Trust is not considered to be a MIT, the tax consequences for the Sub-Fund may be different from that discussed in the comments below.

If the Australian Trust is a MIT, it would be expected that the Australian Trust will be managed and operated in a manner that enables the Australian Trust to qualify as a MIT. However, it should be noted that the continuing MIT status of the Australian Trust will be subject to factors outside the influence of the Australian Trust, for example the nature of the ultimate beneficiaries of the Australian Trust which may impact on the Australian Trust’s ability to be “widely held” and not closely held.

Generally, where the unitholders of an Australian REIT are presently entitled to all distributable income of the Australian Trust, or are otherwise attributed all of the taxable income, and the Australian Trust holds land primarily for the purposes of deriving rental income, the Australian trust vehicle which is part of the Australian REIT should not itself be subject to Australian income tax.

## **II. Australian income tax treatment of distributions from Australian REITs**

### **a. Trust distributions**

Distributions from an Australian Trust (which is a MIT) to the Sub-Fund will be subject to withholding tax, however the ultimate withholding tax rate will depend on the nature and character of the underlying income or gain. The respective Australian-Singapore withholding tax rates (assuming the Australian Trust is a MIT) for trust distributions are summarised below:

| <b>Nature and Character of the Underlying Income/<br/>Gain</b>               | <b>Australian Withholding Tax Rate</b> |
|------------------------------------------------------------------------------|----------------------------------------|
| Net rental income                                                            | 15.0%                                  |
| Interest income                                                              | 10.0%                                  |
| Net capital gain on a disposal of real estate owned by the Australian Trust* | 15.0%                                  |
| Tax deferred distributions**                                                 | 0%                                     |

\* On the basis that the Australian Trust continues to qualify as a MIT. This concessional 15% withholding tax rate may also revert back to a 30% withholding tax rate with respect to certain types of non- concessional income and investments in agricultural land or residential housing land.

\*\* Broadly, tax deferred distributions refer to the excess of cash distributions over the taxable income of the Australian Trust. Generally, tax deferred distributions result in a reduction in the capital gains tax cost base of the units in the distributing trust which may result in additional Australian tax being payable upon disposal of the units.

### **b. Company distributions**

Payments from an Australian Company to the Sub-Fund may be subject to withholding tax, however, the ultimate withholding tax rate will depend on the nature and character of the payment.

The respective Australian-Singapore withholding tax rates for company payments are summarised below:

| <b>Nature and Character of the payment</b> | <b>Australian Withholding Tax Rate</b> |
|--------------------------------------------|----------------------------------------|
| Franked dividend                           | 0%                                     |
| Unfranked dividend                         | 15.0%* / 30.0%                         |
| Interest on shareholder loans              | 10.0%                                  |

\* The dividend withholding tax rate may be reduced to this rate under the Australia-Singapore tax treaty and subject to the ability of the Sub-Fund to qualify as a Singapore tax resident for the purposes of the Australia-Singapore tax treaty.

## **III. Australian Capital Gains Tax (“CGT”) implications for unitholders on a disposal of REIT units**

### **a. Australian capital gains tax**

The following observations are made on the assumption that the Sub-Fund holds their investment in Australian REITs solely on “capital” as opposed to “revenue” or “trading” account.

An investor will derive a capital gain on the disposal of their particular Shares/A-Units where the capital proceeds received on disposal exceeds the CGT cost base of the Shares/A-Units. An investor will incur a capital loss on the disposal of their particular Shares/A-Units to the extent that the capital proceeds on disposal are less than the CGT reduced cost base of the Shares/A-Units.

The CGT cost base of the Share/A-Unit is broadly the amount paid to acquire the Share/A-Unit plus any transaction/incidental costs.

A disposal of stapled securities in an Australian REIT by the Sub-Fund should be subject to Australian CGT where broadly:

- the market value of the assets of either the REIT entities (i.e. the Australian Company or the Australian Trust) consists of more than 50.0% direct and indirect interests in Australian real property at the time of the disposal; and
- the Sub-Fund (on an associate inclusive basis) held 10% or more of the A-Units or Shares throughout a 12 month period that began no earlier than 24 months before the time of disposal.

CGT will arise only in respect of the securities held in a particular REIT vehicle which satisfies both of the above conditions.

The disposal of interests by the Sub-Fund may also give rise to an Australian CGT if an interest in the Sub-Fund would satisfy the above two conditions and depending upon the level of interests held by the Sub-Fund in Australian landholding entities.

The rate of withholding tax which would be applied by the Australian trustee would depend on the profile of the Sub-Fund but is broadly 47.0% in respect of the Sub-Fund unless certain reduced rates apply.

#### **b. Australian withholding tax**

A 12.5% non-final withholding tax applies on the disposal of certain ‘taxable Australian property’ assets by foreign residents effective for income years starting on or after 1 July 2017. The payer (i.e. purchaser) in a transaction may have an obligation to withhold 12.5% of the proceeds where the vendor of a ‘taxable Australian property’ asset is not known to hold a less than 10% interest in the Australian Trust. However, certain transactions are excluded from this regime including transactions which are undertaken on an approved stock exchange such as the Singapore Stock Exchange or the Australia Stock Exchange.

It is envisaged that to the extent that the stapled securities are considered to be ‘taxable Australian property’ and the A-Units or Shares are held by the Sub-Fund (i.e. a foreign resident), an obligation to withhold may arise to a new purchaser in certain circumstances.

#### **IV. Australia Goods & Services Tax (“GST”)**

GST is a broad-based tax levied on the supplies of most goods, services and other items sold or consumed in Australia. The standard rate of GST in Australia is 10.0%.

No Australia GST should be payable in respect of dividends and unit trust distributions paid to the Sub-Fund.

Investors should seek their own advice on the impact of the Australia GST in their own particular circumstances.

#### **V. Stamp Duty**

The acquisition of interests in the underlying Australian REITs may give rise to liability to stamp duty in an Australian State or Territory depending upon whether the Australian REIT is a landholder (as defined) in a particular State or Territory and whether the acquisition thresholds are exceeded (these thresholds vary from \$0.5m to \$2.0m) depending upon the State or Territory. Rates of stamp duty vary from 4.5% to 5.75% depending upon the State or Territory. The acquisition of interests in the Sub-Fund may give rise to a liability to stamp duty in an Australian State or Territory where the Sub-Fund holds a sufficient interest in an Australian REIT and that Australian REIT is a landholder for the stamp duty purposes of that Australian State or Territory.

### **23.3 Hong Kong Taxation**

THIS HONG KONG TAX DISCLOSURE IS GENERAL IN NATURE AND DOES NOT PURPORT TO COVER ALL HONG KONG TAX CONSEQUENCES IN RELATION TO THE INVESTMENTS OF THE SUB-FUND. THE SUMMARY IS BASED ON THE EXISTING PROVISIONS OF THE RELEVANT TAX LAW AND THE REGULATIONS THEREUNDER, AND PRACTICES IN EFFECT AS AT THE DATE HEREOF, ALL OF WHICH ARE SUBJECT TO CHANGE AND DIFFERING INTERPRETATIONS, EITHER ON A PROSPECTIVE OR RETROACTIVE BASIS.

THIS SUMMARY IS GENERAL IN NATURE AND IS NOT INTENDED TO BE AN AUTHORITATIVE OR COMPLETE STATEMENT OF ALL POTENTIAL TAX IMPLICATIONS FOR THE SUB-FUND OR RELIED UPON AS TAX ADVICE. DURING THE PERIOD OF OWNERSHIP OF HONG KONG INVESTMENTS, THE TAXATION LAWS OF HONG KONG, OR THEIR INTERPRETATION, MAY CHANGE. THE PRECISE IMPLICATIONS OF OWNERSHIP OR DISPOSAL WILL DEPEND UPON THE SUB-FUND'S SPECIFIC CIRCUMSTANCES.

#### **Hong Kong taxation of distributions and gains on disposal/redemption of units in REITs listed in Hong Kong derived by the Sub-Fund**

##### **Profits tax**

It is understood that, under the Inland Revenue Department's current practice, tax should not be payable in Hong Kong in respect of distributions made by REITs listed in Hong Kong payable to their unitholders, including the Sub-Fund.

Gains/profits arising from the disposal/redemption of an investment in the units of REITs listed in Hong Kong will not be subject to Hong Kong profits tax if such gains are capital gains. An investor carrying on a trade or business of investing in securities in Hong Kong is subject to Hong Kong profits tax in respect of any gains derived from disposal of the units in Hong Kong.

##### **Stamp duty**

The sale and purchase of units in the REITs listed on the Hong Kong Stock Exchange by the Sub-Fund will attract Hong Kong stamp duty at the current rate of 0.13% on the stated consideration or fair market value, whichever is higher. The seller and the purchaser will each be liable for the Hong Kong stamp duty payable upon such transfer (i.e. 0.26% in total). In addition, a fixed duty of HK\$5 is currently payable on an instrument of transfer of such units, if any.

#### **23.4 Japan Taxation**

THIS JAPAN TAX DISCLOSURE IS GENERAL IN NATURE AND DOES NOT PURPORT TO COVER ALL JAPANESE TAX CONSEQUENCES IN RELATION TO THE INVESTMENTS OF THE SUB-FUND. THE SUMMARY IS BASED ON THE EXISTING PROVISIONS OF THE RELEVANT TAX LAW AND THE REGULATIONS THEREUNDER, AND PRACTICES IN EFFECT AS AT THE DATE HEREOF, ALL OF WHICH ARE SUBJECT TO CHANGE AND DIFFERING INTERPRETATIONS, EITHER ON A PROSPECTIVE OR RETROACTIVE BASIS.

THIS SUMMARY IS GENERAL IN NATURE AND IS NOT INTENDED TO BE AN AUTHORITATIVE OR COMPLETE STATEMENT OF ALL POTENTIAL TAX IMPLICATIONS FOR THE SUB-FUND OR RELIED UPON AS TAX ADVICE. DURING THE PERIOD OF OWNERSHIP OF JAPANESE INVESTMENTS, THE TAXATION LAWS OF JAPAN, OR THEIR INTERPRETATION, MAY CHANGE. THE PRECISE IMPLICATIONS OF OWNERSHIP OR DISPOSAL WILL DEPEND UPON THE SUB-FUND'S SPECIFIC CIRCUMSTANCES.

The following description of Japanese taxation (limited to national taxes) applies to dividend distributions paid by a REIT in Japan ("**J-REIT**") as well as to certain aspects of capital gains. You should note that the following description of Japanese taxation is not exhaustive.

##### **Withholding tax on distributions**

Dividend distributions paid by a J-REIT to Japanese individual investors and non-Japanese individual investors with a permanent establishment in Japan ("**Individual Investors**") whose ownership is less than 3% ("**Minor Individual Investors**") are currently subject to 20.315% withholding tax (including a local tax portion of 5%). For Individual Investors whose ownership is 3% or more ("**Major Individual Investors**"), the above withholding tax rate would be 20.42%. Such 20.315% or 20.42% withholding tax on dividend distribution is creditable in full from income tax due upon the filing of an income tax return reporting such dividend income.

Dividend distributions paid by a J-REIT to Japanese corporate investors and non-Japanese corporate investors with a permanent establishment in Japan ("**Corporate Investors**") are currently subject to 15.315% withholding tax. In principle, a portion of such withholding tax is creditable against corporation tax payable or refundable upon the filing of the corporation tax return, if the amount exceeds the tax due.

Dividend distributions paid by a J-REIT to non-resident individual and corporate investors without a permanent establishment in Japan (“**Non-Resident Investors**”) are currently subject to 15.315% withholding tax in the absence of an applicable tax treaty. Notwithstanding the foregoing, the above withholding tax rate would be 20.42% for individual Non-Resident Investors whose ownership is 3% or more.

#### **Tax treatment at the investor level**

##### **Resident Individual investors**

Dividends distributions paid by a J-REIT to Individual Investors are currently subject to 20.315% (including the local tax portion of 5%) or 20.42% withholding tax as described above.

Generally, Individual Investors are required to file an income tax return reporting such dividends as dividend income. In principle, this income is aggregated with the Individual Investor’s other income and is subject to income tax at the graduated rate. However, Minor Individual Investors are able to elect separate assessment taxation in filing such income, in which case capital losses arising from the transfer of units in a listed J-REIT through a qualified Japanese broker can be offset against dividend income paid by the listed J-REIT and the balance is currently taxed at 20.315% (including local tax portion of 5%). Individual Investors can credit in full any withholding taxes against their income tax due.

Notwithstanding the above, Minor Individual Investors may elect not to report the income in which case the withholding tax is a final tax; however, in such cases no credit would be available for withholding taxes paid.

Capital gains derived from the transfer of units in a J-REIT are treated as a separate income and are currently subject to Japanese capital gains tax at 20.315% (including a local tax portion of 5%) upon filing.

##### **Resident Corporate investors**

Dividend distributions paid by a J-REIT to Corporate Investors are currently subject to 15.315% withholding tax as described above. As the dividend exclusion rule does not apply to dividends paid by a J-REIT, the entire portion of such dividends is subject to Japanese corporate tax at an effective tax rate of approximately 30%. In principle, a portion of the 15.315% withholding tax on such dividends is creditable against corporation tax payable or refundable upon the filing of the corporation tax return, if the amount exceeds the tax due.

Capital gains derived from the transfer of units in a J-REIT are included in taxable income and subject to Japanese corporate taxes at an effective tax rate of approximately 30%.

##### **Non-Resident Investors**

In the absence of an applicable tax treaty, dividend distributions paid by a J-REIT to Non-Resident Investors are currently subject to 15.315% or 20.42% withholding tax, as described above.

This withholding tax is a final tax and a tax filing is not required.

Capital gains derived from the transfer of units in a J-REIT are generally not subject to Japanese capital gain tax. Only if a transferor owns more than 5% (in the case of a listed J-REIT), or more than 2% (in the case of a non-listed J-REIT) of the units in the J-REIT that is a Japanese Real Property Holding Corporation as of the end of the fiscal year immediately prior to the year in which the transfer occurs, the gain is subject to Japanese corporate tax at approximately 25% (for a corporate investor) or Japanese individual income tax at the rate of 15.315% (for an individual investor), unless protected by treaty.

## **24. Inspection of Documents**

You may inspect copies of the following documents free of charge at our operating office during normal business hours:

- the Deed;
- the sample Participation Agreement;
- the Depository Services Agreement between the Managers, the Trustee and CDP;
- the most recent annual report and accounts of the Sub-Fund and the most recent semi-annual report and unaudited semi-annual accounts of the Sub-Fund, where available.

## **24.1 Information on the Internet**

We will endeavour to publish information with respect to the Sub-Fund on our website at [uobam.com.sg](http://uobam.com.sg) including:

- this Prospectus (as may be updated, replaced or supplemented from time to time);
- the latest available annual and semi-annual financial reports of the Sub-Fund;
- any public announcements made in relation to the Sub-Fund, including information with regard to notices of the suspension of the calculation of the NAV, changes in fees and the suspension and resumption of trading;
- the NAV per Unit (which will normally be displayed on such website by the next Business Day); and
- monthly fund performance information.

## **25. Queries and Complaints**

If you have any enquiries concerning the Sub-Fund, you may contact us at:

Hotline No. : 1800 22 22 228

Operating hours : 8 a.m. to 8 p.m. daily Singapore time

Fax No. : 6532 3868

Email : [uobam@uobgroup.com](mailto:uobam@uobgroup.com)

## Appendix 1

### List of other collective investment schemes managed by the Managers (as at 23 July 2021)

- GrowthPath Portfolios
  - GrowthPath Today
  - GrowthPath 2030
  - GrowthPath 2040
- United ASEAN Fund
- United Asia Fund
- United Asia Consumer Fund
- United Asia Pacific Infrastructure Fund
- United Sustainable Asia Top-50 Fund
- United Asian Growth Opportunities Fund
- United G Strategic Fund
- United Emerging Markets Portfolios
  - United Emerging Markets Bond Fund
- United Global Healthcare Fund
- United Global Recovery Funds
  - United High Grade Corporate Bond Fund
  - United China-India Dynamic Growth Fund
- United Global Portfolios
  - United Singapore Bond Fund
  - United Global Dividend Balanced Fund
- United Global Resources Fund
- United Greater China Fund
- United Singapore Growth Fund
- United International Growth Fund
- United Japan Growth Fund
- United Asia Pacific Growth Fund
- United Choice Portfolios
  - United Asian Bond Fund
  - United E-Commerce Fund
  - United Global Dividend Equity Fund
  - United Asian High Yield Bond Fund
  - United Asian Local Currency Bond Fund

- United Choice Portfolios II
  - United SGD Fund
- United Real Estate Multi Strategy Fund
  - United Global Real Estate Income Fund
  - United Asia Pacific Real Estate Income Fund
- United Japan Small and Mid Cap Fund
- United Asian Income Fund (*formerly Asia Multi-Asset Monthly Income Scheme*)
  - United Global Durable Equities Fund
  - United Global Diversified Portfolios
  - United Global Quality Growth Fund
  - United Income Focus Trust
  - United Global Stable Select Equity Fund
  - United Enhanced Growth Select
  - United Enhanced Income Select
- United Alternative Portfolios
  - United Asia Pacific Diversified Strategies Fund
- United Liquidity Solutions Portfolios
  - United SGD Money Market Fund
- United SGD Plus Fund
- UOBAM Singapore Funds Prospectus I
  - United Global Dynamic Bond Fund
  - United Global Innovation Fund
  - United Sustainable Credit Income Fund

(sub-funds within United Global Select Portfolios)

  - United Global Financials Fund
  - United Global Technology Fund
  - United Gold & General Fund
  - United Global Telecoms Fund
- United China Onshore Funds
  - United China A-Shares Innovation Fund
  - United China A-Shares Consumption Upgrade Fund

- United Target Maturity Portfolios
  - United Fixed Maturity Bond Fund 1
  - United Fixed Maturity Bond Fund 2
- United Target Portfolios
  - United Reserve 90
- UETF
  - United SSE 50 China ETF

**Appendix 1A**  
**List of directorships of directors of the Managers**

**Lee Wai Fai**

With effect from:

|           |                                                                                 |
|-----------|---------------------------------------------------------------------------------|
| 01 Jun 05 | Director for Chung Khiaw Realty Limited                                         |
| 06 Aug 14 | Director for UOB Property Investments China Pte Ltd                             |
| 24 Jun 15 | Director for Junipa Pte Ltd                                                     |
| 07 Jul 16 | Director for UOB Asset Management (Thailand) Co., Ltd                           |
| 08 Jul 16 | Director for UOB Asset Management Ltd                                           |
| 12 Mar 19 | Supervisor for UOB Property China Co., Ltd                                      |
| 01 Aug 19 | President Commissioner for PT UOB Asset Management Indonesia                    |
| 29 Jan 21 | Chairman for UOB Asset Management (Vietnam) Fund Management Joint Stock Company |

Past directorships of last 5 years

| Date of Cessation | Date of Appointment |                                                     |
|-------------------|---------------------|-----------------------------------------------------|
| 31 Jul 17         | 01 Jan 12           | Alternate Director of Asean Finance Corporation Ltd |
| 11 Aug 17         | 01 Jun 05           | Chairman for United Facilities Private Limited      |
| 30 Nov 17         | 28 Sep 04           | Director of UOB Property Investments Pte Ltd        |
| 07 Mar 18         | 01 Mar 06           | Director of UOB Bullion and Futures Limited         |
| 12 Sep 18         | 01 Jun 05           | Director of UOB Holdings Private Limited            |
| 12 Mar 19         | 13 Nov 14           | Chairman for UOB Property China Co., Ltd            |
| 17 Sep 19         | 01 Jan 12           | Director for Asfinco Singapore Ltd                  |
| 20 Sep 19         | 17 Apr 12           | Commissioner for PT UOB Property                    |

**Thio Boon Kiat**

With effect from:

|           |                                                                                                                                           |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------|
| 31 Dec 04 | Executive Director for UOB Asset Management Ltd (with effect from 1 September 2011, Chief Executive Officer for UOB Asset Management Ltd) |
| 30 Dec 11 | Non-Executive Director for Ping An UOB Fund Management Company Limited                                                                    |
| 03 May 13 | Non-Executive Director for UOB Asset Management (Thailand) Co Ltd                                                                         |
| 01 Jul 16 | Non-Executive Director (Alternate Director) for UOB Asset Management (Malaysia) Berhad                                                    |
| 10 Aug 18 | Chairman / Non-Executive Director for UOB Asset Management (Taiwan) Co., Ltd.                                                             |
| 18 Oct 18 | Chairman for UOB Asset Management (Taiwan) Co., Ltd                                                                                       |

**Eric Tham Kah Jin**

With effect from:

|           |                                                              |
|-----------|--------------------------------------------------------------|
| 01 Jul 13 | Non-Executive Director for Orix Leasing Singapore Ltd        |
| 18 Jan 16 | Non-Executive Director for Innoven Capital Pte Ltd           |
| 18 Jan 16 | Non-Executive Director for Innoven Capital Singapore Pte Ltd |

|           |                                                          |
|-----------|----------------------------------------------------------|
| 18 Jan 16 | Non-Executive Director for Gabelhorn Investments Pte Ltd |
| 30 Mar 16 | Non-Executive Director for Innoven Capital India Pte Ltd |
| 05 Dec 16 | Non-Executive Director for Innoven Capital China Pte Ltd |
| 01 Apr 17 | Non-Executive Director for UOB Asset Management Ltd      |

**Peh Kian Heng**

With effect from:

|           |                                                                      |
|-----------|----------------------------------------------------------------------|
| 11 Jun 13 | Non-Executive Director for UOB Holdings (USA) Inc.                   |
| 5 Dec 14  | Non-Executive Director for UOB Capital Investments Pte Ltd           |
| 5 Dec 14  | Non-Executive Director for UOB International Investments Pte Ltd     |
| 15 Oct 15 | Non-Executive Director for UOB Global Capital (Dublin) Ltd           |
| 15 Oct 15 | Non-Executive Director for UOB Global Strategies Fund Plc            |
| 1 Jul 16  | Non-Executive Director for UOB Venture Management Pte Ltd            |
| 1 Jul 16  | Non-Executive Director for Greater China F&B Investment Holding Ltd  |
| 1 Jul 16  | Non-Executive Director for Greater China F&B (Hong Kong) Private Ltd |
| 28 Dec 17 | Non-Executive Director for UOB Asset Management Ltd                  |

**Appendix 2**  
**Constituent Stocks of the Index**

As at 30 September 2021, the constituent stocks of the Index are:-

|     | <b>Constituent Name</b>                        | <b>Weight (%)</b> | <b>Country</b> |
|-----|------------------------------------------------|-------------------|----------------|
| 1.  | Scentre Group                                  | 7.45%             | Australia      |
| 2.  | Dexus                                          | 7.09%             | Australia      |
| 3.  | Mirvac Group                                   | 6.81%             | Australia      |
| 4.  | Link Real Estate Investment Trust              | 6.70%             | Hong Kong      |
| 5.  | Nippon Building Fund, Inc.                     | 6.50%             | Japan          |
| 6.  | Stockland                                      | 6.08%             | Australia      |
| 7.  | GPT Group                                      | 4.97%             | Australia      |
| 8.  | Japan Real Estate Investment Corp.             | 4.62%             | Japan          |
| 9.  | CapitaLand Integrated Commercial Trust         | 4.26%             | Singapore      |
| 10. | Mapletree Logistics Trust                      | 2.51%             | Singapore      |
| 11. | Japan Metropolitan Fund Investment Corporation | 2.49%             | Japan          |
| 12. | Mapletree Industrial Trust                     | 2.39%             | Singapore      |
| 13. | Nomura Real Estate Master Fund, Inc.           | 2.23%             | Japan          |
| 14. | Daiwa House REIT Investment Corporation        | 2.21%             | Japan          |
| 15. | LaSalle LOGIPORT REIT                          | 1.88%             | Japan          |
| 16. | ORIX JREIT Inc.                                | 1.80%             | Japan          |
| 17. | Mapletree Commercial Trust                     | 1.75%             | Singapore      |
| 18. | Frasers Logistics & Commercial Trust           | 1.68%             | Singapore      |
| 19. | Activia Properties, Inc.                       | 1.62%             | Japan          |
| 20. | Frontier Real Estate Investment Corporation    | 1.40%             | Japan          |
| 21. | AEON REIT Investment Corp.                     | 1.40%             | Japan          |
| 22. | Mori Hills Reit Investment Corporation         | 1.37%             | Japan          |
| 23. | Japan Prime Realty Investment Corporation      | 1.23%             | Japan          |
| 24. | Hulic Reit, Inc.                               | 1.19%             | Japan          |
| 25. | Charter Hall Retail REIT                       | 1.13%             | Australia      |
| 26. | Kenedix Office Investment Corporation          | 1.11%             | Japan          |
| 27. | National Storage                               | 1.11%             | Australia      |
| 28. | Advance Residence Investment Corporation       | 1.10%             | Japan          |
| 29. | United Urban Investment Corporation            | 0.96%             | Japan          |
| 30. | Keppel REIT                                    | 0.94%             | Singapore      |
| 31. | Japan Excellent Inc                            | 0.88%             | Japan          |
| 32. | Mapletree North Asia Commercial Trust          | 0.83%             | Singapore      |
| 33. | Sekisui House Reit. Inc.                       | 0.80%             | Japan          |
| 34. | BWP Trust                                      | 0.79%             | Australia      |
| 35. | Suntec Real Estate Investment Trust            | 0.78%             | Singapore      |
| 36. | Fortune Real Estate Investment Trust           | 0.65%             | Hong Kong      |
| 37. | Ascendas India Trust                           | 0.65%             | Singapore      |

|     | Constituent Name                                    | Weight (%) | Country   |
|-----|-----------------------------------------------------|------------|-----------|
| 38. | Charter Hall Long WALE REIT                         | 0.64%      | Australia |
| 39. | Global One Real Estate Investment Corp              | 0.63%      | Japan     |
| 40. | Shopping Centres Australasia Property Group RE Ltd. | 0.61%      | Australia |
| 41. | Cromwell Property Group                             | 0.56%      | Australia |
| 42. | Kenedix Retail REIT Corp                            | 0.56%      | Japan     |
| 43. | Daiwa Securities Living Investment Corporation      | 0.53%      | Japan     |
| 44. | TOKYU REIT, Inc.                                    | 0.52%      | Japan     |
| 45. | Mori Trust Sogo Reit, Inc.                          | 0.48%      | Japan     |
| 46. | Kenedix Residential Next Investment Corporation     | 0.47%      | Japan     |
| 47. | Daiwa Office Investment Corp                        | 0.47%      | Japan     |
| 48. | NIPPON REIT Investment Corp                         | 0.44%      | Japan     |
| 49. | Fukuoka REIT Corp                                   | 0.40%      | Japan     |
| 50. | Ichigo Office REIT Investment Corporation           | 0.30%      | Japan     |

Source: SGX Index Edge

*\*The information presented in the Appendices 2 and 3 of this Prospectus is subject to change by the Index Provider. You should note that the information relating to the Index in the Appendices 2 and 3 was obtained from publicly available documents which we and the Trustee (and our respective affiliates or advisers in connection with the offering and listing of Units) have not prepared or independently verified. None of us make any representation as to or take any responsibility for the accuracy, timeliness or completeness of the information contained therein. Any liability for errors or omissions in the information received from the Index Provider in any of the aforementioned Appendices which is not attributable to the Managers, or for any action taken in reliance on the information contained therein is hereby expressly disclaimed. No warranty of any kind, implied, express or statutory, including but not limited to the warranties of non-infringement of third party rights, title, merchantability, satisfactory quality or fitness for a particular purpose, is given in conjunction with any of the aforementioned Appendices and any information contained therein.*

## Appendix 3 The Index

Below is a brief summary of the basic information of the Index as of the date of publication of this Prospectus. Such information is subject to revision from time to time by SGX Index Edge and before making investment decisions, you should refer to the website of the SGX-ST at <https://www.sgx.com/indices> for the latest information on the Index, including information on the selection criteria, selection methodology and maintenance of the Index.

### 1. Basic Information

#### Index code

The table below describes the data vendor codes for Bloomberg:

| Index Name                                                         | Bloomberg Ticker |
|--------------------------------------------------------------------|------------------|
| iEdge-UOB APAC Yield Focus Green REIT Index (Price Return) USD     | AGREITUP <INDEX> |
| iEdge-UOB APAC Yield Focus Green REIT Index (Total Return) USD     | AGREITUT <INDEX> |
| iEdge-UOB APAC Yield Focus Green REIT Index (Net Total Return) USD | AGREITUN <INDEX> |
| iEdge-UOB APAC Yield Focus Green REIT Index (Price Return) SGD     | AGREITSP <INDEX> |
| iEdge-UOB APAC Yield Focus Green REIT Index (Total Return) SGD     | AGREITST <INDEX> |
| iEdge-UOB APAC Yield Focus Green REIT Index (Net Total Return) SGD | AGREITSN <INDEX> |

#### Base Date and Base Point

The base date is 22 March 2010 and the base point is 1,000.

#### Number of Constituent Stocks

50

#### Index Dissemination

The Index is widely disseminated through the following channels:

[www.sgx.com/indices](http://www.sgx.com/indices) and Bloomberg

#### Ten Largest Constituent Stocks

As at 30 September 2021, the 10 largest constituent stocks of the Index (out of 50 constituent stocks) and their respective weightings are listed below:

| Constituent Name                       | Weight (%) | Country   |
|----------------------------------------|------------|-----------|
| Scentre Group                          | 7.45%      | Australia |
| Dexus                                  | 7.09%      | Australia |
| Mirvac Group                           | 6.81%      | Australia |
| Link Real Estate Investment Trust      | 6.70%      | Hong Kong |
| Nippon Building Fund, Inc.             | 6.50%      | Japan     |
| Stockland                              | 6.08%      | Australia |
| GPT Group                              | 4.97%      | Australia |
| Japan Real Estate Investment Corp.     | 4.62%      | Japan     |
| CapitaLand Integrated Commercial Trust | 4.26%      | Singapore |
| Mapletree Logistics Trust              | 2.51%      | Singapore |

You should note that the list of constituent stocks of the Index may be updated from time to time and the complete list of constituent stocks of the Index is available at [www.sgx.com/indices](http://www.sgx.com/indices).

## **2. Index Methodology**

### **2.1 Eligibility Criteria**

#### **2.1.1 Universe**

A company is defined as a REIT, if a company's business sector is classified as "Real Estate Investment Trusts (REITs)", as defined by the FactSet Revere Business Industry Classification System ("RBICS").

The universe is drawn from all the REITs that are listed across the Asia Pacific and Oceania Region.

In addition, a company should either be primarily listed, incorporated, or domiciled in the abovementioned APAC and Oceania countries.

### **2.2. Liquidity Criteria**

All eligible REITs will be screened for liquidity semi-annually over a 6-month period, at each Index review date in March and September.

Newly listed REITs are treated as new constituents, with liquidity screened from the date of listing to the review cut-off dates.

Liquidity screening is based on Median Daily Traded Value (MDTV) and Daily Traded Velocity.

#### **2.2.1 Median Daily Traded Value**

All potential new REITs must meet a minimum MDTV of US\$400,000 measured at each Index review date.

All existing REITs in the Index must meet a minimum MDTV of US\$320,000 measured at each Index review date.

#### **2.2.2 Daily Traded Velocity**

Daily traded velocity is defined as the ratio of a company's median daily traded value and the company's free-float market capitalisation.

$$\text{Daily Traded Velocity} = \frac{\text{Median Daily Traded Value (US\$)}}{\text{Median Free-Float Market Capitalisation (US\$)}}$$

All potential new REITs must meet a minimum Daily Traded Velocity of 0.1% measured at each Index review date.

All existing REITs in the Index must meet a minimum Daily Traded Velocity of 0.08% measured at each Index review date.

### **2.3 Free-float Market Capitalisation Screen**

All potential new REITs must meet a minimum median Free-float Market Capitalization of US\$1 Billion measured at each Index review date.

All existing REITs in the Index must meet a minimum median Free-float Market Capitalization of US\$800 Million measured at each Index review date.

All eligible REITs will be screened for minimum Free-float Market Capitalization semi-annually, at each Index review date in March and September.

### **2.4 Free-float Criteria**

iEdge adjusts the market capitalisation of securities to account for only shares deemed publicly available to investors ('free-float'). Free-float is used to determine a company's free-float market capitalisation, which is used to determine a company's daily traded velocity. A company's free-float is reviewed annually in accordance to the SGX Free-Float & Shares Methodology.

All potential new REITs must meet a minimum free-float of 20% measured at each Index review date.

All existing REITs in the Index must meet a minimum free-float of 15% measured at each Index review date.

Any changes to free-float outside of the annual free-float review are performed per the stated rules in the SGX Free-Float & Shares Methodology. If the free float of a security falls below 15%, it will be excluded from the Index at the next Index review date, unless the fall in float is due to corporate action.

## **2.5 Minimum ESG Disclosure Requirements**

All REITs are assigned a Public Disclosure Score Level as evaluated by GRESB on an annual basis.

Based on the Public Disclosure Score Level, a company will not be eligible for Index inclusion if:

- A company has been assigned Level E by GRESB, or;
- A company has no Public Disclosure Score Level.

GRESB data will be reviewed semi-annually in the March and September rebalance. Each rebalance will take into consideration the most recent data points provided by GRESB over the last 3 years.

## **2.6 Dividend Yield Trap Filter**

On each Index review date, all REITs are screened for Dividend Yield Trap by comparing the 1 Year Annualised Total Return and Dividend Yield against the peer group.

A company will be excluded for Index inclusion if:

- A REIT's 1-Year Annualised Total Return is less than 25th percentile (if it is a potential new entrant) or a REIT's 1-Year Annualised Total Return is less than 20th percentile (if it is an existing constituent); or
- A REIT's Dividend Yield is greater than 70th percentile (if it is a potential new entrant) or a REIT's Dividend Yield is greater than 75th percentile (if it is an existing constituent).

## **2.7 Index Review**

The Index is reviewed semi-annually in March and September. The Index reviews will be performed using data from the last Business Day of the preceding month to the Index review month.

The Index review process follows the steps below in sequence:

### **2.7.1 Screening**

1. All REITs are screened for eligibility for the respective Index, per the rules described in the 2.1 Eligibility Criteria section of this Appendix.
2. REITs are screened for liquidity, per the rules described in the 2.2 Liquidity Criteria section of this Appendix.
3. REITs are screened for Free-Float Market Capitalisation, per the rules described in the 2.3 Free-Float Market Capitalisation Criteria section of this Appendix.
4. REITs are screened for Free-Float Criteria, per the rules described in the 2.4 Free-Float Criteria section of this Appendix.
5. REITs are screened for Green Exclusion, per the rules described in the 2.5 Minimum ESG Disclosure Requirements section of this Appendix.
6. REITs are screened for Dividend Yield Trap, per the rules described in the 2.6 Dividend Yield Trap Filter section of this Appendix.
7. REITs which fail the screening processes described above will not be considered for Index inclusion.
8. REITs that were removed from an Index in the last Index review will also not be considered for inclusion in the current Index review.

### 2.7.2 Ranking and Selection

On each Index review date, all eligible REITs are grouped into quartiles based on their Total Market Capitalisation. REITs in each quartile are then ranked based on the 12-month dividend yield (12MDY) in ascending order with 1 being the highest.

In case of equal rank within the same quartile, company with the highest Total Market Capitalisation will be ranked higher.

The top 13-ranked constituents from each of the top 2 quartiles and the top 12-ranked constituents from each of the bottom 2 quartiles are then selected to form an index with 50 constituents.

### 2.7.3 Inclusion

A new entrant will be included in the Index if an existing index constituent becomes ineligible for continued inclusion.

A new entrant can also be included, subject to turnover controls, if one of the following conditions for 12MDY is met:

- An existing constituent in top 2 quartile ranks equal or below 17th position (i.e. rank 17 and below). In this instance, the aforementioned existing constituent will be removed, and the highest ranking new entrant will be included in the Index.
- An existing constituent in bottom 2 quartile ranks equal or below 15th position (i.e. rank 15 and below). In this instance, the aforementioned existing constituent will be removed, and the highest ranking new entrant will be included in the Index.
- A new entrant ranks equal or above the 10th position (i.e. rank 10 and above) irrespective of the quartile. In this instance, the aforementioned new entrant will be included, and the lowest-ranking existing constituent from the quartile in which the new entrant falls will be removed from the Index.

Constituents that are removed during the Index review due to a failure to meet the Index eligibility criteria set out in this index methodology will not be eligible for inclusion in the subsequent Index review period.

### 2.7.4 Weighting

The Index seeks to reward constituents that have a higher relative Average Environment Percentile Score and Overall GRESB Percentile Score compared to its peers as provided by GRESB, while we penalise constituents with bottom quartile Average Environmental Percentile Score.

On each Index review date, an initial weight for each selected constituent is calculated based on its Free-Float Market Capitalisation (FFMC).

For each selected constituent, an average performance score is calculated based on the scores for different Green variables. Variables that are considered in the calculation of the Average Environmental Performance Percentile Score include (i) building certifications at the time of design/construction, (ii) operational building certifications, (iii) energy consumption, (iv) water use, (v) GHG emissions, (vi) green building certificates for new construction & major renovations, (vii) green building certifications, (viii) energy efficiency requirements and (ix) water conservation strategy. Each selected constituent is then grouped into quartiles based on its Average Environmental Performance Percentile Score and the Overall GRESB ESG Percentile Score.

Finally, a factor of 1.5, 1.25, 0.75 or 0.5 is applied to the FFMC of selected constituent as below:

- Overall GRESB Score is higher than Median Overall GRESB Percentile Score and the Average Environment Percentile Score Quartile is 4:  $FFMC * \text{Factor } 1.5$
- Overall GRESB Score is higher than Median Overall GRESB Percentile Score and the Average Environment Percentile Score Quartile is 3:  $FFMC * 1.25$
- Average Environment Percentile Score Quartile is 2:  $FFMC * \text{Factor } 0.75$
- Average Environment Percentile Score Quartile is 1:  $FFMC * \text{Factor } 0.5$
- For all other cases: Initial weight \* Factor 1

GRESB data will be reviewed semi-annually in the March and September rebalance. Each rebalance will take into consideration the latest available data points (up to the previous three years) provided by GRESB.

### **2.7.5 Capping**

A constituent with an Index weight above 7% will have its weight capped at 7% as at each Index review date.

Further, a country with total exposure of greater than 40% by index weight will have its exposure capped at 40%.

As a result of the above, the 'excess index weight' will then be proportionally distributed to the remaining constituents. If, as a result of this distribution, a constituent's weight exceeds 7%, or the country exposure is greater than 40%, the capping process repeats until all constituents have an index weight of 7% or less and exposure of each country is 40% or less.

Between Index review dates, market movement and certain corporate actions may result in some constituents exceeding the 7% cap and some countries exceeding the 40% cap.

### **2.7.6 Staggered Rebalancing**

While the Index methodology incorporates rather stringent liquidity requirements there may be instances during some rebalance events where the inclusion or exclusion of a REIT could have a market impact for stakeholders who are tracking this Index. SGX may consult with stakeholders that are tracking the Index and determine if a staggered 2-day rebalancing may be necessary to limit market impact costs.

With a 2-day rebalancing schedule, this would be conducted over 2 consecutive trading days where the components of the Index will be proportionally included and excluded with 50% of their weight on each day.

Advanced notice of this undertaking and the relevant weightings will be communicated to stakeholders in advance.



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