

# **ASHMORE SICAV 3**

## **PROSPECTUS**

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## 1 Principal Features and Definitions

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### 1.1 Principal Features

The following summary is qualified in its entirety by reference to the more detailed information included elsewhere in this Prospectus.

<b>Available Share Classes Document</b>	The Classes of Shares available in each Sub-Fund will be set out in the Available Share Classes Document showing the ISINs for all available share classes at <a href="http://www.ashmoregroup.com/our-funds">http://www.ashmoregroup.com/our-funds</a> and from the registered office of the Fund upon request. It will be updated as new Sub-Funds or Classes become available.
<b>Business Day</b>	<p>In respect of Ashmore SICAV 3 Multi Strategy Fund, any day in which banks in Luxembourg and London are open for normal banking business (excluding Saturdays and Sundays) or such other day as the Directors shall determine from time to time.</p> <p>In respect of the R-QFII Sub-Funds, any day on which banks in all of Luxembourg, London, Singapore, Hong Kong and Beijing are open for normal banking business (excluding Saturdays and Sundays) or such other day as the Directors shall determine from time to time, provided that where as a result of a number eight (8) typhoon signal, black rainstorm warning or other similar event, the period during which banks in Singapore, Hong Kong or Beijing are open on any day is reduced, such day shall not be a Business Day unless the Directors determine otherwise.</p>
<b>Classes</b>	Pursuant to the Articles of Incorporation, the Board of Directors may decide to issue, within each Sub-Fund, separate Classes of Shares the assets of which will be commonly invested but where a specific sales or redemption charge structure, fee structure, minimum subscription amount or dividend policy may be applied or which are denominated in a particular currency or are available only to certain types of investor. The details of each Class are described in section 10.2 below, as supplemented by the Sub-Funds Appendix for each Sub-Fund.
<b>Conversion of Shares</b>	Subject to compliance with any conditions specified herein (including any minimum subscription or holding amount of the Class into which conversion is to be effected), Shareholders have the right to convert all or part of their Shares of any Class of a Sub-Fund into Shares of another existing Class denominated in the same currency of that or another Sub-Fund on the basis of the net asset values of both Classes concerned.
<b>Custodian</b>	The assets of the Fund are held under the custody or control of Northern Trust Global Services Limited, London (Royaume-Uni), Luxembourg Branch. The Custodian will also act as the principal paying agent of the Fund.
<b>ERISA</b>	Subject to the provisions of this Prospectus and the relevant applicable U.S. and/or ERISA requirements, Benefit Plan Investors may, at the sole discretion of the Fund, be permitted to subscribe for Shares in a Sub-Fund. Except as otherwise described within a Sub-Fund's

Appendix, the Fund intends to limit investment by Benefit Plan Investors in a Sub-Fund such that, after giving effect to any such subscription, less than 25% of the total value of each Share Class in such Sub-Fund is held by such Benefit Plan Investors (based on assurances received from investors). To the extent applicable with respect to a Sub-Fund, the Fund intends to exercise its power to compulsorily redeem Shares of a Shareholder, in whole or in part, from the relevant Sub-Fund(s) if it becomes necessary to ensure that Benefit Plan Investors hold less than 25% (or any other threshold that the Board deems appropriate) of the total value of each Share Class in such Sub-Fund(s) so that the Sub-Fund does not hold “plan assets”.

<b>Fund</b>	The Fund is an investment company organised under Luxembourg law as a <i>société anonyme</i> qualifying as a <i>société d'investissement à capital variable</i> . The Fund may comprise of several Sub-Funds. Each Sub-Fund may have one or more Classes of Shares. The Fund is governed by Part I of the Law of 2010 and qualifies as a UCITS under the UCITS Directive.
<b>Investment Manager and Principal Sales Agent</b>	Ashmore Investment Management Limited will act as Investment Manager and Principal Sales Agent in relation to all Sub-Funds by delegation of the Management Company.
<b>Listing of Shares</b>	Each Class of Shares of each Sub-Fund may be listed on the Luxembourg Stock Exchange as described more particularly in each Sub-Fund's Appendix.
<b>Management Company</b>	Northern Trust Luxembourg Management Company S.A., registered in Luxembourg as a Management Company under Chapter 15 of the Law of 2010, will act as designated Management Company of the Fund. As such, it will render services to the Fund including, without limitation: (i) investment management services, (ii) administrative agency, corporate and domiciliary agency, registrar and transfer agency services, and (iii) marketing, principal distribution and sales services. The Management Company has delegated the investment management services and the marketing, principal distribution and sales services to Ashmore Investment Management Limited.
<b>R-QFII</b>	RMB qualified foreign institutional investor approved pursuant to the R-QFII Regulations (as amended from time to time).
<b>R-QFII Sub-Funds</b>	The Ashmore SICAV 3 Chinese Multi-Strategy Fund, the Ashmore SICAV 3 Chinese Debt Fund, the Ashmore SICAV 3 Chinese Equity (A-Shares) Fund, and the Ashmore SICAV 3 All Chinese Equity Fund.
<b>Redemption of Shares</b>	Subject to certain terms and conditions specified herein, Shareholders may at any time request redemption of their Shares, at a price equal to the net asset value per Share of the Class concerned, determined on the applicable Valuation Day (as defined below).
<b>Reference Currency</b>	The currency in which all the underlying assets of the relevant Sub-Fund or Class is valued. The details are described in the Sub-Funds Appendix.

<b>Registered Office of the Fund</b>	The registered office of the Fund is at 6, rue Lou Hemmer, L-1748 Senningerberg, Grand-Duché de Luxembourg.
<b>Sales Agents</b>	The Principal Sales Agent may appoint a number of Sales Agents to distribute the Shares in certain countries. A list of the Sales Agents is available from the offices of the Management Company.
<b>Shares</b>	Shares of each Sub-Fund will be offered in registered form only. Shares may also be held through recognised clearing institutions. Fractions of Shares will be issued up to three decimal places. All Shares must be fully paid up.
<b>Sub-Funds</b>	The Fund offers investors, within the same investment vehicle, a choice of investment in one or more Sub-Funds, which are distinguished mainly by their specific investment policies and objective and/or by the currency in which they are denominated. The specifications of each Sub-Fund are described in the Sub-Funds Appendix. The Board of Directors of the Fund may, at any time, decide to create additional Sub-Funds and, in such case, this Prospectus will be updated by completing the Sub-Funds Appendix.
<b>Sub-Manager</b>	Ashmore Equities Investment Management (US) LLC will act as Sub-Manager in relation to certain Sub-Funds by delegation of the Investment Manager, as detailed in the Sub-Funds Appendix and under section 9.3 'Investment Manager and Principal Sales Agent'.
<b>Subscription for Shares</b>	The offering price per Share of each Class will be the net asset value per Share of such Class determined on the applicable Valuation Day (as defined below), plus any applicable sales charge.
<b>Valuation Day</b>	The net asset value per Share of each Class is determined on each Valuation Day. A "Valuation Day" in relation to any Sub-Fund is every day which is a Business Day.

## 1.2 Definitions

"Accumulation Shares"	Shares providing for the net income earned to be retained in the net asset value of the Share and representing such number of Shares in the capital of the Fund as is equal to a Share issued at subscription and increased by the amount of retained net income proportionately equal to that paid on Distribution Shares in respect of each intervening accounting period;
"Application Form"	The application form as required by the Management Company and/or the Sales Agents. Please see section 10.1 of this Prospectus;
"Articles of Incorporation"	the articles of incorporation of the Fund, as may be amended from time to time;
"Ashmore Associate"	any subsidiary of Ashmore Group plc;
"Ashmore Funds"	funds managed or advised by the Investment Manager or the Sub-Manager;

“Auditors”	KPMG Luxembourg, acting in its capacity as auditor of the Fund;
“Available Share Classes Document”	document listing the Share Classes (and corresponding ISINs) that are available in each Sub-Fund. The Available Share Classes Document is available at <a href="http://www.ashmoregroup.com/our-funds">http://www.ashmoregroup.com/our-funds</a> and may be obtained free of charge and upon request, from the registered office of the Fund;
“Benefit Plan Investors”	(i) any employee benefit plan (as defined in section 3(3) of ERISA), that is subject to the provisions of Title I of ERISA, (ii) any plan to which section 4975 of the U.S. Internal Revenue Code of 1986 applies or (iii) any entity whose underlying assets include plan assets by reason of the investment by a plan described in (i) or (ii) in the entity;
“Board”, “Directors” or “Board of Directors”	the members of the board of directors of the Fund, for the time being and any duly constituted committee thereof and any successors to such members as may be appointed from time to time;
“BRL Class”	the class of Institutional Class Shares and Retail Class Shares which are denominated in US\$ but hedged against Reais, as described in the Sub-Funds Appendix;
“Business Day”	<p>in respect of Ashmore SICAV 3 Multi Strategy Fund, any day on which banks are open for normal banking business in Luxembourg and London (excluding Saturdays and Sundays) or such other day as the Directors shall determine from time to time.</p> <p>In respect of the R-QFII Sub-Funds, any day on which banks in all of Luxembourg, London, Singapore, Hong Kong and Beijing are open for normal banking business (excluding Saturdays and Sundays) or such other day as the Directors shall determine from time to time, provided that where as a result of a number eight (8) typhoon signal, black rainstorm warning or other similar event, the period during which banks in Singapore, Hong Kong or Beijing are open on any day is reduced, such day shall not be a Business Day unless the Directors determine otherwise;</p>
“CET”	Central European Time;
“Country Supplement”	document, as may be distributed separately or as part of this Prospectus in certain jurisdictions, that contains important information about the offer of the Sub-Funds in such jurisdictions as required by local laws;
“Class”	a class of Shares in a Sub-Fund;
“CSDCC”	the China Depositary and Clearing Corporation Limited;
“CSRC”	the Chinese Securities Regulatory Commission;
“Custodian”	Northern Trust Global Services Limited, London (Royaume-Uni), Luxembourg Branch acting in its capacity as custodian of the Fund’s assets. Northern Trust Global Services Limited, London (Royaume-Uni), Luxembourg Branch will also act as principal paying agent of the

	Fund;
"Discretionary Investment Management and Sales Agent Agreement"	an agreement dated 25 February 2010, as amended, between the Management Company, the Fund, and the Investment Manager and Principal Sales Agent pursuant to which the latter acts as investment manager and principal sales agent of the Fund;
"Distribution Shares"	Shares providing for the right to dividends in respect of available income;
"Emerging Market"	any country included by the International Monetary Fund in its list of Emerging and Developing Economies, any country which is considered a Low-income, Lower-middle income or Upper-middle income economy by the World Bank, any country which is included in an Emerging Markets Index and any other country which the Investment Manager may determine qualifies or no longer qualifies, as the case may be, as an Emerging Market. Some of the markets organised in such Emerging Markets may not be Regulated Markets or Other Regulated Markets, in which case investment in securities dealt in on such markets will be made in compliance with section 6, "Investment Restrictions", under 6B(1).  The Board of Directors will determine from time to time which markets qualify as Other Regulated Markets;
"Emerging Market Index"	each of J.P. Morgan Corporate Emerging Markets Bond Index Diversified, J.P. Morgan Government Bond Index Emerging Market Global Diversified, J.P. Morgan Emerging Local Markets Index Plus, J.P. Morgan Emerging Markets Bond Index Global Diversified, HSBC Asian US Dollar Bond Index and MSCI Emerging Markets Index;
"ERISA"	the U.S Employee Retirement Income Security Act of 1974, as amended;
"EU"	European Union;
"FATCA"	the provisions of the Hiring Incentives to Restore Employment (HIRE) Act of 18 March 2010 commonly referred to as the Foreign Account Tax Compliance Act (FATCA);
"Fund"	Ashmore SICAV 3;
"Group of Companies"	companies belonging to the same body of undertakings and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts and according to recognised international accounting rules, as amended;
"Institutional Class(es) Shares"	Classes of Shares which are only available for subscription and holding by Institutional Investors;
"Institutional Investors"	institutional investors, as defined by guidelines or recommendations issued by the Luxembourg supervisory authority from time to time;

"Investment Manager"	Ashmore Investment Management Limited, the investment manager of the Fund by delegation of the Management Company;
"Law of 2010"	the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as may be amended from time to time;
"Listing Agent"	Banque et Caisse d'Epargne de l'Etat Luxembourg;
"Management Company"	Northern Trust Luxembourg Management Company S.A. as designated management company of the Fund;
"Management Company Fee"	the management company fee payable to the Management Company;
"Management Company Services Agreement"	the Management Company Services Agreement dated 25 February 2010 entered into by the Management Company and Fund;
"Management Fee"	the management fee payable to the Investment Manager;
"Member State"	a member state of the European Union;
"Money Market Instrument"	instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time, as referred to in the UCITS Directive;
"OECD"	Organisation for Economic Cooperation and Development;
"Other Regulated Market"	market which is regulated, operates regularly and is recognised and open to the public, namely a market (i) that meets the following cumulative criteria: liquidity; multilateral order matching (general matching of bid and ask prices in order to establish a single price); transparency (the circulation of complete information in order to give clients the possibility of tracking trades, thereby ensuring that their orders are executed on current conditions); (ii) on which the securities are dealt in at a certain fixed frequency, (iii) which is recognised by a state or by a public authority which has been delegated by that state or by another entity which is recognised by that state or by that public authority such as a professional association and (iv) on which the securities dealt are accessible to the public;
"Other State"	any State of Europe which is not a Member State, and any State of America, Africa, Asia, Australia and Oceania;
"PBOC"	the People's Bank of China;
"Performance Fee"	the performance fee payable to the Investment Manager as defined under the section 12. "Fees and Expenses";
"Performance Period"	the initial performance period for the relevant Sub-Fund shall commence on the Sub-Fund's launch date and end on 31 <sup>st</sup> March of the following year that such offering occurred. Subsequent performance periods for the relevant Sub-Fund will commence on 1 <sup>st</sup> April of each year and end on 31 <sup>st</sup> March in the following year;

“PRC”	the People's Republic of China;
“PRC Custodian”	HSBC Bank (China) Company Limited;
“Principal Sales Agent”	Ashmore Investment Management Limited, the principal sales agent of the Fund by delegation of the Management Company;
“Reference Currency”	the currency in which all the underlying assets of the relevant Sub-Fund or Class are valued and reported;
“Regulated Market”	a regulated market as defined in the Council Directive 2004/39/EC dated 21 April 2004 on markets in financial instruments (“Directive 2004/39/EC”), namely a multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third-party buying and selling interest in financial instruments – in the system and in accordance with its non-discretionary rules – in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with the provisions of the Directive 2004/39/EC, as may be amended from time to time;
“Retail Class Shares”	Classes of Shares (including the Z Class Shares) which are available for subscription and holding by all investors;
“R-QFII”	a RMB qualified foreign institutional investor approved pursuant to the R-QFII Regulations (as amended from time to time);
“R-QFII Regulations”	includes (but are not limited to) (a) the “Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors” issued by the CSRC, the PBOC and the SAFE and effective from 1 March 2013; (b) the “Implementation Rules for the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors” issued by the CSRC and effective from 1 March 2013; (c) the “Circular on Issues Related to the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors” issued by SAFE and effective from 21 March 2013; (d) the “Notice of the People's Bank of China on the Relevant Matters concerning the Implementation of the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors”, issued by the PBOC and effective from 2 May 2013; and (e) any other applicable regulations promulgated by the relevant authorities;
“R-QFII Sub-Funds”	the Ashmore SICAV 3 Chinese Multi-Strategy Fund, the Ashmore SICAV 3 Chinese Debt Fund, the Ashmore SICAV 3 Chinese Equity (A-Shares) Fund and Ashmore SICAV 3 All Chinese Equity Fund;
“SAFE”	the State Administration of Foreign Exchange of the PRC;
“Sales Agent”	a sales agent, including the Principal Sales Agent (as defined), appointed to distribute one or more Share Classes;

"Shares"	shares in the Fund or a Sub-Fund offered in registered form;
"Shareholder"	a person recorded as a holder of Shares in the Fund's register of shareholders;
"SICAV"	<i>a société d'investissement à capital variable</i> ;
"Sub-Fund"	a separate sub-fund established and maintained in respect of one or more Classes of Shares to which the assets and liabilities and income and expenditure attributable or allocated to each such Class or Classes of Shares will be applied or charged;
"Sub-Manager"	Ashmore Equities Investment Management (US) LLC, the Sub-Manager in relation to certain Sub-Funds, by delegation of the Investment Manager;
"Transferable Securities"	securities such as: <ul style="list-style-type: none"> <li>- shares and other securities equivalent to shares;</li> <li>- bonds and other debt instruments;</li> <li>- any other negotiable securities which carry the right to acquire any such transferable securities by subscription or to exchanges, with the exclusion of techniques and instruments;</li> <li>- loan participations.</li> </ul>
"UCI"	an undertaking for collective investment within the meaning of Article 1(2)(a) and (b) of the UCITS Directive, being an open-ended undertaking with the sole object of collective investment of capital raised from the public, in accordance with the principle of risk-spreading, in transferable securities and other liquid financial assets;
"UCITS"	an undertaking for collective investment in transferable securities under Article 1(2) of the UCITS Directive;
"UCITS Directive"	Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as may be amended from time to time;
"UK"	the United Kingdom;
"United States" or "U.S" or "US"	the United States of America, its territories or possessions or any area subject to its jurisdiction including the Commonwealth of Puerto Rico;
"US Person"	subject to such applicable laws and to such changes as may be notified by the Fund to applicants for, or transferees of, Shares, a citizen or resident of the United States, a corporation, partnership or other entity created or organised in or under the laws of the United States or any person falling within the definition of the term "United States Person" under Regulation S promulgated under the 1933 Act, Rule 4.7 under the CEA, or under the US Internal Revenue Code, as the case may be;
"Valuation Day"	the day on which the net asset value per Share of each Class of Shares is determined being a Business Day;

“1933 Act”

the United States Securities Act of 1933, as amended.

In this Prospectus all references to “Euro” and “€” are to the unit of the European single currency, all references to “US Dollars” and “US\$” are to the currency of the United States, all references to “GBP” and “£” are to the currency of Great Britain, all references to “DKK” and “Danish Krone” are references to the currency of Denmark, all references to “NOK” and “Norwegian Krone” are references to the currency of Norway, all references to “SEK” and “Swedish Krona” are to the currency of Sweden, all references to “CHF” and “Swiss Franc” are to the currency of Switzerland and all references to “Reais”, “Real” and “BRL” are to the currency of Brazil, all references to “JPY”, “¥” and “Japanese Yen” are references to the currency of Japan, all references to “AUD” are to the currency of Australia, all references to “MXN” are to the currency of Mexico, all references to “CAD” are to the currency of Canada, all references to “SGD” are to the currency of Singapore and all references to “RMB” are to the currency of the PRC (where all references to “RMB(CNY)” are to the RMB traded in the PRC and all references to “RMB(CNH)” are to the RMB traded outside the PRC).

## 2 Sub-Funds Appendix

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The information contained in this section should be read in conjunction with the full text of this Prospectus.

The Fund currently has five Sub-Funds, details of which are set out below:

**Blended Funds:** Ashmore SICAV 3 Multi Strategy Fund  
Ashmore SICAV 3 Chinese Multi-Strategy Fund

**Local Currency Funds:** Ashmore SICAV 3 Chinese Debt Fund

**Equity Funds:** Ashmore SICAV 3 Chinese Equity (A-Shares) Fund  
Ashmore SICAV 3 All Chinese Equity Fund

## **BLENDED**

### **2.1 Ashmore SICAV 3 Multi Strategy Fund**

#### **Reference Currency of the Sub-Fund**

The reference currency of the Sub-Fund is the US Dollars (US\$) and it is anticipated that many of the Sub-Fund's assets will be denominated in US Dollars. However, the currency of investments may not be the reference currency.

#### **Investment Objective and Policies**

The objective of the Sub-Fund is to be exposed to Emerging Markets by investing mainly in units of UCITS and/or other UCIs whether situated in a Member State or in an Other State, which shall principally be managed or advised by the Investment Manager or an affiliate thereof. The Sub-Fund may also invest in Transferable Securities within the meaning of Article 41(1) of the Law of 2010 and may also invest in financial derivative instruments, as described further below.

The Sub-Fund may, on ancillary basis, invest in Money Market Instruments within the meaning of Article 41(1) of the Law of 2010 including in money market UCITS or UCIs denominated in US\$ or other currencies.

The Sub-Fund may, within the limits set forth under section 6 "Investment Restrictions" also acquire Transferable Securities and Money Market Instruments falling outside the scope of Article 41(1) of the Law of 2010.

The Sub-Fund may also, within the limits set forth under sections 6 "Investment Restrictions" and 7 "Special Investment Techniques and Instruments", invest in financial derivative instruments and engage in certain techniques for the purpose of hedging and efficient portfolio management, including currency forwards transactions, currency futures transactions, currency options transactions and bond options transactions, enter into forward purchase settlement transactions, securities lending and borrowing and repurchase agreement transactions, total return swaps and credit default swaps and borrow cash up to 10% of its net assets on a secured or unsecured basis provided that such borrowings are made only on a temporary basis. Some of these financial derivative instruments are more fully described under section 7 "Special Investment Techniques and Instruments".

The Sub-Fund typically uses total return swaps in order to gain exposure to Emerging Markets Transferable Securities if the use of total return swaps is more efficient or otherwise advantageous to the Sub-Fund. Any total return swaps entered into by the Sub-Fund must be referenced to Emerging Markets Transferable Securities.

The Sub-Fund typically uses credit default swaps in order to sell protection, which is the synthetic equivalent of buying a bond or other form of debt, or to buy protection, which is the equivalent of synthetically shorting or hedging a bond or other credit exposure. Any credit default swaps entered into by the Sub-Fund must be referenced to Emerging Markets Transferable Securities.

The Sub-Fund will only enter into credit default swaps where the Investment Manager believes at the time of the transaction that it is in the Sub-Fund's interest and where the credit default swap counterparty is a credit institution of the type set forth under section 6 "Investment Restrictions" which has experience in such transactions.

In case of credit default swaps, the investment restrictions shall apply to the credit default swap counterparty and to the underlying reference entity.

## Additional Investment Restrictions

In addition to the limits set forth under section 6 “Investment Restrictions”, the Sub-Fund will observe the following investment restrictions and shall not invest:

- in UCITS and/or other UCIs levying a management fee exceeding 3%.

## Management

The Investment Manager has retained Ashmore Equities Investment Management (US) LLC to act as Sub-Manager of a portion of the net assets of the Sub-Fund.

## Typical Investor's Profile

The typical investors of the Sub-Fund would be retail investors who consider an investment fund as a convenient way of participating in capital market developments and who are looking for a more diversified investment profile to include exposure to Emerging Market Transferable Securities and other Emerging Markets investments. It may also be suitable for more experienced investors wishing to attain a defined investment objective in Emerging Market Transferable Securities. The investor must have experience with volatile products and must be able to accept significant losses, thus the Sub-Fund is suitable for investors who can afford to set aside capital. The Sub-Fund is designed for the investment objective of long- term capital growth.

## Characteristic of the Classes of Shares Available in the Sub-Fund\*

Share Class	Available Currency	Distribution policy	Listing	Fee Structure
Institutional	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD	Accumulation or Annual Distribution	Luxembourg Stock Exchange	Management Fee** 1.50% Sales charge# 5%
Institutional II	JPY, JPY (unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** 0.40% Sales charge# 5%
Institutional III	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD	Accumulation or Annual Distribution	N/A	Management Fee N/A Sales charge# 5%
Retail	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, JPY, CAD, MXN, BRL, SGD	Accumulation or Annual Distribution	N/A	Management Fee** 1.95% Sales charge# 5%
Z	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** 1.50% Sales charge# 5%
Z 2	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** 1.20% Sales charge# 5%

\* please refer to sections 10 (The Shares and Share Dealing), 11 (Dividend Policy) and 12 (Fees and Expenses) for further information which are the same for all Sub-Funds.

\*\*calculated on the basis of the average daily net asset value from the prior day, adjusted for subscriptions and redemptions, of such Class. The Management Fee is payable monthly in arrears to the Investment Manager out of the assets of the Sub-Fund.

# this charge is a maximum figure which is payable on the basis of the net asset value per Share – may be waived in whole or in part at the discretion of the Principal Sales Agent or the relevant Sales Agent.

Shareholders are exposed to the risk that the net asset value of a Class in one currency can move unfavourably vis-à-vis another Class in another currency.

Shares denominated in each of Euro, GBP, NOK, SEK, DKK, CHF, JPY (with the exception of JPY unhedged), CAD, MXP, SGD and AUD will typically be hedged by the Investment Manager with respect to respective currency movements in relation to the relevant currency against US Dollars. Shares of the BRL Class will be denominated in US\$ but hedged with respect to currency movements in relation to US Dollars against the Real in order to provide Shareholders invested in the BRL Class with returns reflecting the value of the Real against the US Dollar. The

Investment Manager may, at its absolute discretion, engage, for the exclusive account and cost of each of the Share Classes in the relevant currency, in currency forward, currency futures, currency option transactions and currency swaps, within the investment restrictions set out in this Prospectus, in order to preserve the current value of the portion in the relevant currency, in whole or in part, of the assets attributable to the relevant Share Class that is invested in securities or assets denominated in currencies other than the relevant currency. However this will not typically produce identical net asset value movements for Classes of Shares denominated in the relevant currency against US Dollars.

## **Risk Factors**

The Sub-Fund is subject to the risk of investing in Emerging Markets. The price of the Shares and their income may fall as well as rise. Changes in exchange rates may also cause the value of Shares in the investor's base currency to go up or down. There can be no assurance that the Sub-Fund will achieve its objectives.

**Investors should refer to the information and statements in “Risk Factors” below which describe certain risk factors peculiar to investing in Emerging Markets. These require consideration of matters not usually associated with investing in securities of issuers or financial derivative instruments linked to securities of issuers in the developed capital markets of North America, Japan or Western Europe. The economic and political conditions differ from those in developed markets, and may offer less social, political and economic stability. The absence in many cases, until relatively recently, of any move towards capital market structures or to a free market economy means investing in these countries imposes different market risks than investing in developed markets.**

## **2.2 ASHMORE SICAV 3 CHINESE MULTI-STRATEGY FUND**

### **Reference Currency of the Sub-Fund**

The reference currency of the Sub-Fund is the US Dollars (US\$). However, the currency of investments may not be the reference currency and are expected to be in RMB(CNY).

### **Investment Objective and Policies**

The objective of the Sub-Fund is to invest mainly in Transferable Securities within the meaning of Article 41(1) of the Law of 2010.

More particularly, the Sub-Fund will mainly seek to access the returns available from a balanced strategy consisting in investing primarily, through Ashmore's R-QFII Quota, in: (i) RMB(CNY) transferable debt securities issued by Sovereigns, Quasi-Sovereigns and public and private sector Corporates traded on the China inter-bank bonds market and/or the China exchange traded bond market on the Shanghai or Shenzhen stock exchanges; and (ii) China A-Shares (hereinafter, the “Core Investments”).

The Sub-Fund may, on an ancillary basis, hold cash and invest in (i) Money Market Instruments within the meaning of Article 41(1) of the Law of 2010, including in money market UCITS or UCIs, (ii) permitted exchange-traded funds, and (iii) cash equivalents, denominated in US\$ or other currencies.

The Sub-Fund may, within the limits set forth under section 6 “Investment Restrictions” also acquire Transferable Securities and Money Market Instruments falling outside the scope of Article 41(1) of the Law of 2010.

In times of extreme volatility of the above markets or during severe adverse market conditions, the Sub-Fund may temporarily, within the limits set forth under section 6 "Investment Restrictions", invest a substantial portion of its assets (i) in cash or cash equivalents, or in short-term Money Market Instruments, and (ii) in equity and equity-related securities, exchange-traded funds as well as transferable debt securities, not falling within the definition of Core Investments, in order to preserve the value of the assets in the portfolio of the Sub-Fund.

In circumstances where it is not possible to acquire Core Investments due to restrictions put by Chinese authorities on the Ashmore's R-QFII Quota, the Sub-Fund may, within the limits set forth under section 6 "Investment Restrictions", invest in securities, units of investment companies and other financial instruments providing exposure to the performance of the Core Investments, such as participation notes, equity-linked notes, exchange-traded funds, swaps or similar Core Investments access products.

The Sub-Fund may also, within the limits set forth under sections 6 "Investment Restrictions" and 7 "Special Investment Techniques and Instruments", invest in financial derivative instruments and engage in certain techniques for the purpose of hedging and efficient portfolio management, including currency forwards transactions (including deliverable and non-deliverable forwards), currency futures transactions, currency options transactions and bond options transactions, enter into forward purchase settlement transactions, securities lending and borrowing and repurchase agreement transactions, total return swaps and credit default swaps and borrow cash up to 10% of its net assets on a secured or unsecured basis provided that such borrowings are made only on a temporary basis. Some of these financial derivative instruments are more fully described under section 7 "Special Investment Techniques and Instruments". Derivative transactions are however not permitted where such derivatives are onshore in China (other than index futures for purposes of hedging).

The Sub-Fund typically uses total return swaps in order to gain exposure to Core Investments if the use of total return swaps is more efficient or otherwise advantageous to the Sub-Fund. Any total return swaps entered into by the Sub-Fund must be referenced to the Core Investments. In addition any such transaction must not be onshore in China.

The Sub-Fund typically uses credit default swaps in order to sell protection, which is the synthetic equivalent of buying a bond or other form of debt, or to buy protection, which is the equivalent of synthetically shorting or hedging a bond or other credit exposure. Any credit default swaps entered into by the Sub-Fund must be referenced to the Core Investments.

The Sub-Fund will only enter into credit default swaps where the Investment Manager believes at the time of the transaction that it is in the Sub-Fund's interest and where the credit default swap counterparty is a credit institution of the type set forth under section 6 "Investment Restrictions" which has experience in such transactions. In addition any such transaction must not be onshore in China.

In case of credit default swaps, the investment restrictions shall apply to the credit default swap counterparty and to the underlying reference entity.

### **Additional Investment Restrictions**

In addition to the limits set forth under section 6 "Investment Restrictions", the Sub-Fund will observe the following investment restrictions:

1. Investments made in units or shares of UCITS and / or UCIs may not in aggregate exceed 10% of the net assets of the Sub-Fund.

## R-QFII Regime

The investment and trading in Chinese domestic securities markets requires the Investment Manager to be granted a Renminbi Qualified Foreign Institutional Investor (“R-QFII”) licence, subject to certain investment quota as approved under and subject to applicable Chinese regulatory requirements. Ashmore Investment Management Limited, the Investment Manager, has obtained a R-QFII license and has been granted a R-QFII investment quota (i.e. the Ashmore’s R-QFII Quota, as defined below) through which the Investment Manager may invest on behalf of the Sub-Fund directly in China domestic securities in accordance with the above investment objective and policies. There can however be no assurance that additional R-QFII quota can be obtained to fully satisfy subscription requests in the Sub-Fund. This may result in a need to reject and/or (pending receipt of additional R-QFII quota) defer all or part of any new subscription requests, subject to the terms of this Prospectus.

The Sub-Fund qualifies as an open-ended R-QFII fund under the R-QFII Regulations.

## Management

The Investment Manager has retained Ashmore Equities Investment Management (US) LLC to act as Sub-Manager of a portion of the net assets of the Sub-Fund.

## Definitions

The following definitions relate to those capitalised terms which are contained specifically in this Sub-Fund’s Appendix:

- **“A-Shares”** means shares issued by PRC companies, denominated in RMB(CNY) and traded on the Shanghai or Shenzhen stock exchanges\*;
- **“China Securities Markets”** includes the China inter-bank bonds market and/or the China exchange traded bond market on the Shanghai or Shenzhen stock exchanges and China A-Shares listed on the Shanghai and/or Shenzhen stock exchanges and such other financial instruments approved for the purposes of the R-QFII scheme by the CSRC from time to time which may or may not be listed on the Shanghai or Shenzhen Stock Exchanges\*;
- **“Corporate”** means an entity that is not a Sovereign or Quasi-Sovereign but is either domiciled in, or derives at least 50% of its revenues in or from the PRC\*;
- **“PRC”** or **“China”** means The People’s Republic of China excluding, for the purpose of this Sub-Fund, the Hong Kong and Macao Special Administrative Regions and Taiwan\*;
- **“Quasi-Sovereign”** means an entity (including a local or regional governmental body) 100% guaranteed by a Sovereign or more than 50% directly or indirectly owned or controlled by a Sovereign. For the avoidance of doubt, a province is classified as a Quasi-Sovereign\*;
- **“Ashmore’s R-QFII Quota”** means the investment quota allocated to Ashmore Investment Management Limited, the Investment Manager, by the SAFE and the PBOC, corresponding to the total US\$ equivalent of RMB denominated China Securities Markets financial instruments which the Investment Manager is allowed to purchase for the account of the Sub-Fund\*;

- **“Sovereign”** means the PRC\*.

\* Shareholders requiring additional information can contact the Investment Manager

### Typical Investor's Profile

The typical investors of the Sub-Fund would be Institutional Investors who consider an investment fund as a convenient way of participating in capital market developments and who are looking for a more diversified investment profile to include Chinese transferable debt securities and or Chinese transferable equities. It may also be suitable for more experienced investors wishing to attain defined investment objective in Chinese transferable debt securities and/or Chinese equities. The investors should have experience with volatile products and must be able to accept significant losses, thus the Sub-Fund is suitable for investors who can afford to set aside capital. The Sub-Fund is designed for the investment objective of long- term capital growth and Institutional Investors are the prime target investors. Nevertheless, the Sub-Fund may allow retail investors to invest into the Retail Share Classes.

### Characteristic of the Classes of Shares Available in the Sub-Fund\*

Share Class	Available Currency	Distribution policy	Listing	Management Fee	
Institutional	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	Luxembourg Stock Exchange	Management Fee** Sales charge#	1.50% 5%
Institutional II	JPY, JPY (unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	0.40% 5%
Institutional III	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee Sales charge#	N/A 5%
Retail	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, JPY, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.95% 5%
Z	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.50% 5%
Z 2	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.20% 5%

\* please refer to sections 10 (The Shares and Share Dealing), 11 (Dividend Policy) and 12 (Fees and Expenses) for further information which are the same for all Sub-Funds.

\*\*calculated on the basis of the average daily net asset value from the prior day, adjusted for subscriptions and redemptions, of such Class. The Management Fee is payable monthly in arrears to the Investment Manager out of the assets of the Sub-Fund.

# this charge is a maximum figure which is payable on the basis of the net asset value per Share – may be waived in whole or in part at the discretion of the Principal Sales Agent or the relevant Sales Agent.

Shareholders are exposed to the risk that the net asset value of a Class in one currency can move unfavourably vis-à-vis another Class in another currency.

Shares denominated in each of Euro, GBP, NOK, SEK, DKK, CHF, JPY (with the exception of JPY unhedged), CAD, MXN, SGD and AUD will typically be hedged by the Investment Manager with respect to respective currency movements in relation to the relevant currency against US Dollars. Shares of the BRL Class will be denominated in US\$ but hedged with respect to currency movements in relation to US Dollars against the Real in order to provide Shareholders invested in the BRL Class with returns reflecting the value of the Real against the US Dollar. The Investment Manager may, at its absolute discretion, engage, for the exclusive account and cost of each of the Share Classes in the relevant currency, in currency forward, currency futures, currency option transactions and currency swaps, within the investment restrictions set out in this Prospectus, in order to preserve the current value of the portion in the relevant currency, in whole

or in part, of the assets attributable to the relevant Share Class that is invested in securities or assets denominated in currencies other than the relevant currency. However this will not typically produce identical net asset value movements for Classes of Shares denominated in the relevant currency against US Dollars.

### **Risk Factors**

The Sub-Fund is subject to the risk of investing mainly in China as further described in the subsection headed “Investment in China” of section 13. “Risk Factors” below. The price of the Shares and their income may fall as well as rise. Changes in exchange rates may also cause the value of Shares in the investor's base currency to go up or down. There can be no assurance that the Sub-Fund will achieve its objectives.

**Investors should also refer to the information and statements in “Risk Factors” below which describe certain risk factors peculiar to investing in Emerging Markets, including China. These require consideration of matters not usually associated with investing in securities of issuers or financial derivative instruments linked to securities of issuers in the developed capital markets of North America, Japan or Western Europe. The economic and political conditions differ from those in developed markets, and may offer less social, political and economic stability. The absence in many cases, until relatively recently, of any move towards capital market structures or to a free market economy means investing in these countries imposes different market risks than investing in developed markets.**

## **LOCAL CURRENCY**

### **2.3 ASHMORE SICAV 3 CHINESE DEBT FUND**

#### **Reference Currency of the Sub-Fund**

The reference currency of the Sub-Fund is the US Dollars (US\$). However, the currency of investments may not be the reference currency and are expected to be in RMB(CNY).

#### **Investment Objective and Policies**

The objective of the Sub-Fund is to invest mainly in Transferable Securities within the meaning of Article 41(1) of the Law of 2010.

More particularly, the Sub-Fund will mainly seek to access the returns available from a strategy consisting in investing primarily, through Ashmore's R-QFII Quota, in RMB(CNY) transferable debt securities issued by Sovereigns, Quasi-Sovereigns and public and private sector Corporates traded on the China inter-bank bonds market and/or the China exchange traded bond market on the Shanghai or Shenzhen stock exchanges (hereinafter, the "Core Investments").

The Sub-Fund may, on an ancillary basis, hold cash and invest in (i) Money Market Instruments within the meaning of Article 41(1) of the Law of 2010, including in money market UCITS or UCIs, (ii) permitted exchange-traded funds, and (iii) cash equivalents, denominated in US\$ or other currencies.

The Sub-Fund may, within the limits set forth under section 6 "Investment Restrictions" also acquire Transferable Securities and Money Market Instruments falling outside the scope of Article 41(1) of the Law of 2010.

In times of extreme volatility of the above markets or during severe adverse market conditions, the Sub-Fund may temporarily, within the limits set forth under section 6 "Investment Restrictions", invest a substantial portion of its assets (i) in cash or cash equivalents, or in short-term Money Market Instruments, and (ii) in equity and equity-related securities, exchange-traded funds as well as transferable debt securities, not falling within the definition of Core Investments, in order to preserve the value of the assets in the portfolio of the Sub-Fund.

In circumstances where it is not possible to acquire Core Investments due to restrictions put by Chinese authorities on the Ashmore's R-QFII Quota, the Sub-Fund may, within the limits set forth under section 6 "Investment Restrictions", invest in securities, units of investment companies and other financial instruments providing exposure to the performance of the Core Investments, such as participation notes, equity-linked notes, exchange-traded funds, swaps or similar Core Investments access products.

The Sub-Fund may also, within the limits set forth under sections 6 "Investment Restrictions" and 7 "Special Investment Techniques and Instruments", invest in financial derivative instruments and engage in certain techniques for the purpose of hedging and efficient portfolio management, including currency forwards transactions (including deliverable and non-deliverable forwards), currency futures transactions, currency options transactions and bond options transactions, enter into forward purchase settlement transactions, securities lending and borrowing and repurchase agreement transactions, total return swaps and credit default swaps and borrow cash up to 10% of its net assets on a secured or unsecured basis provided that such borrowings are made only on a temporary basis. Some of these financial derivative instruments are more fully described under section 7 "Special Investment Techniques and Instruments". Derivative transactions are

however not permitted where such derivatives are onshore in China (other than index futures for purposes of hedging).

The Sub-Fund typically uses total return swaps in order to gain exposure to Core Investments if the use of total return swaps is more efficient or otherwise advantageous to the Sub-Fund. Any total return swaps entered into by the Sub-Fund must be referenced to the Core Investments. In addition any such transaction must not be onshore in China.

The Sub-Fund typically uses credit default swaps in order to sell protection, which is the synthetic equivalent of buying a bond or other form of debt, or to buy protection, which is the equivalent of synthetically shorting or hedging a bond or other credit exposure. Any credit default swaps entered into by the Sub-Fund must be referenced to the Core Investments.

The Sub-Fund will only enter into credit default swaps where the Investment Manager believes at the time of the transaction that it is in the Sub-Fund's interest and where the credit default swap counterparty is a credit institution of the type set forth under section 6 "Investment Restrictions" which has experience in such transactions. In addition any such transaction must not be onshore in China.

In case of credit default swaps, the investment restrictions shall apply to the credit default swap counterparty and to the underlying reference entity.

#### **Additional Investment Restrictions**

In addition to the limits set forth under section 6 "Investment Restrictions", the Sub-Fund will observe the following investment restrictions:

1. Investments made in units or shares of UCITS and / or UCIs may not in aggregate exceed 10% of the net assets of the Sub-Fund.

#### **R-QFII Regime**

The investment and trading in Chinese domestic securities markets requires the Investment Manager to be granted a Renminbi Qualified Foreign Institutional Investor ("R-QFII") licence, subject to certain investment quota as approved under and subject to applicable Chinese regulatory requirements. Ashmore Investment Management Limited, the Investment Manager, has obtained a R-QFII license and has been granted a R-QFII investment quota (i.e. the Ashmore's R-QFII Quota, as defined below) through which the Investment Manager may invest on behalf of the Sub-Fund directly in China domestic securities in accordance with the above investment objective and policies. There can however be no assurance that additional R-QFII quota can be obtained to fully satisfy subscription requests in the Sub-Fund. This may result in a need to reject and/or (pending receipt of additional R-QFII quota) defer all or part of any new subscription requests, subject to the terms of this Prospectus.

The Sub-Fund qualifies as an open-ended R-QFII fund under the R-QFII Regulations.

#### **Definitions**

The following definitions relate to those capitalised terms which are contained specifically in this Sub-Fund's Appendix:

- **"China Securities Markets"** includes the China inter-bank bonds market and/or the China exchange traded bond market on the Shanghai or Shenzhen stock exchanges and such other financial instruments approved for the purposes of the R-QFII scheme by the

CSRC from time to time which may or may not be listed on the Shanghai or Shenzhen Stock Exchanges\*;

- **“Corporate”** means an entity that is not a Sovereign or Quasi-Sovereign but is either domiciled in, or derives at least 50% of its revenues in or from the PRC\*;
- **“PRC”** or **“China”** means The People’s Republic of China excluding, for the purpose of this Sub-Fund, the Hong Kong and Macao Special Administrative Regions and Taiwan\*;
- **“Quasi-Sovereign”** means an entity (including a local or regional governmental body) 100% guaranteed by a Sovereign or more than 50% directly or indirectly owned or controlled by a Sovereign. For the avoidance of doubt, a province is classified as a Quasi-Sovereign\*;
- **“Ashmore’s R-QFII Quota”** means the investment quota allocated to Ashmore Investment Management Limited, the Investment Manager, by the SAFE and the PBOC, corresponding to the total US\$ equivalent of RMB denominated China Securities Markets financial instruments which the Investment Manager is allowed to purchase for the account of the Sub-Fund\*;
- **“Sovereign”** means the PRC\*.

\* Shareholders requiring additional information can contact the Investment Manager

## Typical Investor's Profile

The typical investors of the Sub-Fund would be Institutional Investors who consider an investment fund as a convenient way of participating in capital market developments and who are looking for a more diversified investment profile to include Chinese transferable debt securities. It may also be suitable for more experienced investors wishing to attain defined investment objective in Chinese transferable debt securities. The investors should have experience with volatile products and must be able to accept significant losses, thus the Sub-Fund is suitable for investors who can afford to set aside capital. The Sub-Fund is designed for the investment objective of long- term capital growth and Institutional Investors are the prime target investors. Nevertheless, the Sub-Fund may allow retail investors to invest into the Retail Share Classes.

## Characteristic of the Classes of Shares Available in the Sub-Fund\*

Share Class	Available Currency	Distribution policy	Listing	Management Fee	
Institutional	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	Luxembourg Stock Exchange	Management Fee** Sales charge#	1.15% 5%
Institutional II	JPY, JPY (unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	0.40% 5%
Institutional III	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee Sales charge#	N/A 5%
Retail	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, JPY, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.75% 5%
Z	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.15% 5%

Share Class	Available Currency	Distribution policy	Listing	Management Fee	
Z 2	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee**	0.95%
				Sales charge#	5%

\* please refer to sections 10 (The Shares and Share Dealing), 11 (Dividend Policy) and 12 (Fees and Expenses) for further information which are the same for all Sub-Funds.

\*\*calculated on the basis of the average daily net asset value from the prior day, adjusted for subscriptions and redemptions, of such Class. The Management Fee is payable monthly in arrears to the Investment Manager out of the assets of the Sub-Fund.

# this charge is a maximum figure which is payable on the basis of the net asset value per Share – may be waived in whole or in part at the discretion of the Principal Sales Agent or the relevant Sales Agent.

Shareholders are exposed to the risk that the net asset value of a Class in one currency can move unfavourably vis-à-vis another Class in another currency.

Shares denominated in each of Euro, GBP, NOK, SEK, DKK, CHF, JPY (with the exception of JPY unhedged), CAD, MXN, SGD and AUD will typically be hedged by the Investment Manager with respect to respective currency movements in relation to the relevant currency against US Dollars. Shares of the BRL Class will be denominated in US\$ but hedged with respect to currency movements in relation to US Dollars against the Real in order to provide Shareholders invested in the BRL Class with returns reflecting the value of the Real against the US Dollar. The Investment Manager may, at its absolute discretion, engage, for the exclusive account and cost of each of the Share Classes in the relevant currency, in currency forward, currency futures, currency option transactions and currency swaps, within the investment restrictions set out in this Prospectus, in order to preserve the current value of the portion in the relevant currency, in whole or in part, of the assets attributable to the relevant Share Class that is invested in securities or assets denominated in currencies other than the relevant currency. However this will not typically produce identical net asset value movements for Classes of Shares denominated in the relevant currency against US Dollars.

## Risk Factors

The Sub-Fund is subject to the risk of investing mainly in China as further described in the sub-section headed “Investment in China” of section 13. “Risk Factors” below. The price of the Shares and their income may fall as well as rise. Changes in exchange rates may also cause the value of Shares in the investor's base currency to go up or down. There can be no assurance that the Sub-Fund will achieve its objectives.

**Investors should also refer to the information and statements in “Risk Factors” below which describe certain risk factors peculiar to investing in Emerging Markets, including China. These require consideration of matters not usually associated with investing in securities of issuers or financial derivative instruments linked to securities of issuers in the developed capital markets of North America, Japan or Western Europe. The economic and political conditions differ from those in developed markets, and may offer less social, political and economic stability. The absence in many cases, until relatively recently, of any move towards capital market structures or to a free market economy means investing in these countries imposes different market risks than investing in developed markets.**

## **EQUITY**

### **2.4 ASHMORE SICAV 3 CHINESE EQUITY (A-SHARES) FUND**

#### **Reference Currency of the Sub-Fund**

The reference currency of the Sub-Fund is the US Dollars (US\$). However, the currency of investments may not be the reference currency and are expected to be in RMB(CNY).

#### **Investment Objective and Policies**

The objective of the Sub-Fund is to invest mainly in Transferable Securities within the meaning of Article 41(1) of the Law of 2010.

More particularly, the Sub-Fund will mainly seek to access the returns available from a strategy consisting in investing primarily, through Ashmore's R-QFII Quota, in China A-Shares (hereinafter, the "Core Investments").

The Sub-Fund may, on an ancillary basis, hold cash and invest in (i) Money Market Instruments within the meaning of Article 41(1) of the Law of 2010, including in money market UCITS or UCIs, (ii) permitted exchange-traded funds, and (iii) cash equivalents, denominated in US\$ or other currencies.

The Sub-Fund may, within the limits set forth under section 6 "Investment Restrictions" also acquire Transferable Securities and Money Market Instruments falling outside the scope of Article 41(1) of the Law of 2010.

In times of extreme volatility of the above markets or during severe adverse market conditions, the Sub-Fund may temporarily, within the limits set forth under section 6 "Investment Restrictions", invest a substantial portion of its assets (i) in cash or cash equivalents, or in short-term Money Market Instruments, and (ii) in equity and equity-related securities, exchange-traded funds as well as transferable debt securities, not falling within the definition of Core Investments, in order to preserve the value of the assets in the portfolio of the Sub-Fund.

In circumstances where it is not possible to acquire Core Investments due to restrictions put by Chinese authorities on the Ashmore's R-QFII Quota, the Sub-Fund may, within the limits set forth under section 6 "Investment Restrictions", invest in securities, units of investment companies and other financial instruments providing exposure to the performance of the Core Investments, such as participation notes, equity-linked notes, exchange-traded funds, swaps or similar Core Investments access products.

The Sub-Fund may also, within the limits set forth under sections 6 "Investment Restrictions" and 7 "Special Investment Techniques and Instruments", invest in financial derivative instruments and engage in certain techniques for the purpose of hedging and efficient portfolio management, including currency forwards transactions (including deliverable and non-deliverable forwards), currency futures transactions, currency options transactions and bond options transactions, enter into forward purchase settlement transactions, securities lending and borrowing and repurchase agreement transactions, total return swaps and borrow cash up to 10% of its net assets on a secured or unsecured basis provided that such borrowings are made only on a temporary basis. Some of these financial derivative instruments are more fully described under section 7 "Special Investment Techniques and Instruments". Derivative transactions are however not permitted where such derivatives are onshore in China (other than index futures for purposes of hedging).

The Sub-Fund typically uses total return swaps in order to gain exposure to Core Investments if the use of total return swaps is more efficient or otherwise advantageous to the Sub-Fund. Any total return swaps entered into by the Sub-Fund must be referenced to the Core Investments. In addition any such transaction must not be onshore in China.

### **Additional Investment Restrictions**

In addition to the limits set forth under section 6 “Investment Restrictions”, the Sub-Fund will observe the following investment restrictions:

1. Investments made in units or shares of UCITS and / or UCIs may not in aggregate exceed 10% of the net assets of the Sub-Fund.

### **R-QFII Regime**

The investment and trading in Chinese domestic securities markets require the Investment Manager to be granted a Renminbi Qualified Foreign Institutional Investor (“R-QFII”) licence, subject to certain investment quota as approved under and subject to applicable Chinese regulatory requirements. Ashmore Investment Management Limited, the Investment Manager, has obtained a R-QFII license and has been granted a R-QFII investment quota (i.e. the Ashmore’s R-QFII Quota, as defined below) through which the Investment Manager may invest on behalf of the Sub-Fund directly in China domestic securities in accordance with the above investment objective and policies. There can however be no assurance that additional R-QFII quota can be obtained to fully satisfy subscription requests in the Sub-Fund. This may result in a need to reject and/or (pending receipt of additional R-QFII quota) defer all or part of any new subscription requests, subject to the terms of this Prospectus.

The Sub-Fund qualifies as an open-ended R-QFII fund under the R-QFII Regulations.

### **Management**

The Investment Manager has retained Ashmore Equities Investment Management (US) LLC to act as Sub-Manager of the Sub-Fund.

### **Definitions**

The following definitions relate to those capitalised terms which are contained specifically in this Sub-Fund’s Appendix:

- **“A-Shares”** means shares issued by PRC companies, denominated in RMB(CNY) and traded on the Shanghai or Shenzhen stock exchanges\*;
- **“PRC”** or **“China”** means The People’s Republic of China excluding, for the purpose of this Sub-Fund, the Hong Kong and Macao Special Administrative Regions and Taiwan\*;
- **“Ashmore’s R-QFII Quota”** means the investment quota allocated to Ashmore Investment Management Limited, the Investment Manager, by the SAFE, corresponding to the total US\$ equivalent of China A-Shares which the Investment Manager is allowed to purchase for the account of the Sub-Fund\*;

*\* Shareholders requiring additional information can contact the Investment Manager*

## Typical Investor's Profile

The typical investors of the Sub-Fund would be Institutional Investors who consider an investment fund as a convenient way of participating in capital market developments and who are looking for a more diversified investment profile to include Chinese transferable equities. It may also be suitable for more experienced investors wishing to attain defined investment objective in Chinese equities. The investors should have experience with volatile products and must be able to accept significant losses, thus the Sub-Fund is suitable for investors who can afford to set aside capital. The Sub-Fund is designed for the investment objective of long-term capital growth and Institutional Investors are the prime target investors. Nevertheless, the Sub-Fund may allow retail investors to invest into the Retail Share Classes.

## Investment by ERISA Benefit Plan Investors

Benefit Plan Investors are permitted to subscribe for Shares in the Sub-Fund without limitation. To the extent that 25% or more of the total value of any Share Class in the Sub-Fund is held by such Benefit Plan Investors, the Sub-Fund may be deemed to hold "plan assets" (as defined and discussed in further detail in sub-section "ERISA and Other Employee Benefit Plan Considerations" of section 3.2 "This Prospectus").

## Characteristic of the Classes of Shares Available in the Sub-Fund\*

Share Class	Available Currency	Distribution policy	Listing	Management Fee	
Institutional	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	Luxembourg Stock Exchange	Management Fee** Sales charge#	1.50% 5%
Institutional II	JPY, JPY (unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	0.40% 5%
Institutional III	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee Sales charge#	N/A 5%
Retail	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, JPY, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.95% 5%
Z	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.50% 5%
Z 2	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.20% 5%

\* please refer to sections 10 (The Shares and Share Dealing), 11 (Dividend Policy) and 12 (Fees and Expenses) for further information which are the same for all Sub-Funds.

\*\*calculated on the basis of the average daily net asset value from the prior day, adjusted for subscriptions and redemptions, of such Class. The Management Fee is payable monthly in arrears to the Investment Manager out of the assets of the Sub-Fund.

# this charge is a maximum figure which is payable on the basis of the net asset value per Share – may be waived in whole or in part at the discretion of the Principal Sales Agent or the relevant Sales Agent.

Shareholders are exposed to the risk that the net asset value of a Class in one currency can move unfavourably vis-à-vis another Class in another currency.

Shares denominated in each of Euro, GBP, NOK, SEK, DKK, CHF, JPY (with the exception of JPY unhedged), CAD, MXN, SGD and AUD will typically be hedged by the Sub-Manager with respect to respective currency movements in relation to the relevant currency against US Dollars. Shares of the BRL Class will be denominated in US\$ but hedged with respect to currency movements in relation to US Dollars against the Real in order to provide Shareholders invested in the BRL Class with returns reflecting the value of the Real against the US Dollar. The Sub-Manager may, at its absolute discretion, engage, for the exclusive account and cost of each of

the Share Classes in the relevant currency, in currency forward, currency futures, currency option transactions and currency swaps, within the investment restrictions set out in this Prospectus, in order to preserve the current value of the portion in the relevant currency, in whole or in part, of the assets attributable to the relevant Share Class that is invested in securities or assets denominated in currencies other than the relevant currency. However this will not typically produce identical net asset value movements for Classes of Shares denominated in the relevant currency against US Dollars.

## **Risk Factors**

The Sub-Fund is subject to the risk of investing mainly in China as further described in the sub-section headed “Investment in China” of section 13. “Risk Factors” below. The price of the Shares and their income may fall as well as rise. Changes in exchange rates may also cause the value of Shares in the investor's base currency to go up or down. There can be no assurance that the Sub-Fund will achieve its objectives.

**Investors should also refer to the information and statements in “Risk Factors” below which describe certain risk factors peculiar to investing in Emerging Markets, including China. These require consideration of matters not usually associated with investing in securities of issuers or financial derivative instruments linked to securities of issuers in the developed capital markets of North America, Japan or Western Europe. The economic and political conditions differ from those in developed markets, and may offer less social, political and economic stability. The absence in many cases, until relatively recently, of any move towards capital market structures or to a free market economy means investing in these countries imposes different market risks than investing in developed markets.**

## **2.5 ASHMORE SICAV 3 ALL CHINESE EQUITY FUND**

### **Reference Currency of the Sub-Fund**

The reference currency of the Sub-Fund is the US Dollars (US\$). However, the currency of investments may not be the reference currency and are expected to be in RMB(CNY) or other foreign currencies.

### **Investment Objective and Policies**

The objective of the Sub-Fund is to invest mainly in Transferable Securities within the meaning of Article 41(1) of the Law of 2010.

More particularly, the Sub-Fund will mainly seek to access the returns available from a strategy consisting in investing primarily in China A-Shares, B-Shares, H-Shares, P-Chips, China ADRs, and other securities of PRC companies listed on the Shanghai and/or Shenzhen stock exchanges and the Sub-Fund may also gain indirect exposure to Chinese equity securities, including without limitation, through participation notes, equity linked noted, certificates, units of investment companies and/or other financial instruments providing exposure to the performance of Chinese equity securities, such as exchange-traded funds or similar access products (hereinafter, the “Core Investments”).

Direct investments in China A-Shares and other RMB-denominated permissible securities that trade on the Shanghai and/or Shenzhen stock exchanges will be made through Ashmore's R-QFII Quota.

The Sub-Fund may, on an ancillary basis, hold cash and invest in (i) Money Market Instruments within the meaning of Article 41(1) of the Law of 2010, including in money market UCITS or UCIs, (ii) permitted exchange-traded funds, and (iii) cash equivalents, denominated in US\$ or other currencies.

The Sub-Fund may, within the limits set forth under section 6 "Investment Restrictions" also acquire Transferable Securities and Money Market Instruments falling outside the scope of Article 41(1) of the Law of 2010.

In times of extreme volatility of the above markets or during severe adverse market conditions, the Sub-Fund may temporarily, within the limits set forth under section 6 "Investment Restrictions", invest a substantial portion of its assets (i) in cash or cash equivalents, or in short-term Money Market Instruments, and (ii) in equity and equity-related securities as well as transferable debt securities, not falling within the definition of Core Investments, in order to preserve the value of the assets in the portfolio of the Sub-Fund.

The Sub-Fund may also, within the limits set forth under sections 6 "Investment Restrictions" and 7 "Special Investment Techniques and Instruments", invest in financial derivative instruments and engage in certain techniques for the purpose of hedging and efficient portfolio management, including currency forwards transactions (including deliverable and non-deliverable forwards), currency futures transactions, currency options transactions and bond options transactions, enter into forward purchase settlement transactions, securities lending and borrowing and repurchase agreement transactions, total return swaps and borrow cash up to 10% of its net assets on a secured or unsecured basis provided that such borrowings are made only on a temporary basis. Some of these financial derivative instruments are more fully described under section 7 "Special Investment Techniques and Instruments". Derivative transactions are however not permitted where such derivatives are onshore in China (other than index futures for purposes of hedging).

The Sub-Fund typically uses total return swaps in order to gain exposure to Core Investments if the use of total return swaps is more efficient or otherwise advantageous to the Sub-Fund. Any total return swaps entered into by the Sub-Fund must be referenced to the Core Investments. In addition any such transaction must not be onshore in China.

### **Additional Investment Restrictions**

In addition to the limits set forth under section 6 "Investment Restrictions", the Sub-Fund will observe the following investment restrictions:

1. Investments made in units or shares of UCITS and / or UCIs may not in aggregate exceed 10% of the net assets of the Sub-Fund.

### **R-QFII Regime**

The investment and trading in Chinese domestic securities markets require the Investment Manager to be granted a Renminbi Qualified Foreign Institutional Investor ("R-QFII") licence, subject to certain investment quota as approved under and subject to applicable Chinese regulatory requirements. Ashmore Investment Management Limited, the Investment Manager, has obtained a R-QFII license and has been granted a R-QFII investment quota (i.e. the Ashmore's R-QFII Quota, as defined below) through which the Investment Manager may invest on behalf of the Sub-Fund directly in China domestic securities in accordance with the above investment objective and policies. There can however be no assurance that additional R-QFII quota can be obtained.

The Sub-Fund qualifies as an open-ended R-QFII fund under the R-QFII Regulations.

## Management

The Investment Manager has retained Ashmore Equities Investment Management (US) LLC to act as Sub-Manager of the Sub-Fund.

## Definitions

The following definitions relate to those capitalised terms which are contained specifically in this Sub-Fund's Appendix:

- **"A-Shares"** means shares issued by PRC companies, denominated in RMB(CNY) and traded on the Shanghai or Shenzhen stock exchanges\*;
- **"B-Shares"** means shares issued by PRC companies, denominated in other currencies besides RMB(CNY) and traded on the Shanghai or Shenzhen stock exchanges\*;
- **"H-Shares"** means shares issued by PRC companies, denominated in RMB(CNY) or other currencies and traded on the Hong Kong stock exchanges\*;
- **"P-Chips"** means shares issued by PRC companies which incorporated in the Cayman Islands, Bermuda and the British Virgin Islands, denominated in RMB(CNY) or other currencies and traded on the Hong Kong stock exchanges\*;
- **"China ADRs"** means American Depositary Receipts representing shares issued by PRC companies and traded on the US stock exchanges\*;
- **"PRC"** or **"China"** means The People's Republic of China excluding, for the purpose of this Sub-Fund, the Hong Kong and Macao Special Administrative Regions and Taiwan\*;
- **"Ashmore's R-QFII Quota"** means the investment quota allocated to Ashmore Investment Management Limited, the Investment Manager, by the SAFE, corresponding to the total US\$ equivalent of China A-Shares which the Investment Manager is allowed to purchase for the account of the Sub-Fund\*;

*\* Shareholders requiring additional information can contact the Investment Manager*

## Typical Investor's Profile

The typical investors of the Sub-Fund would be Institutional Investors who consider an investment fund as a convenient way of participating in capital market developments and who are looking for a more diversified investment profile to include Chinese transferable equities. It may also be suitable for more experienced investors wishing to attain defined investment objective in Chinese equities. The investors should have experience with volatile products and must be able to accept significant losses, thus the Sub-Fund is suitable for investors who can afford to set aside capital. The Sub-Fund is designed for the investment objective of long-term capital growth and Institutional Investors are the prime target investors. Nevertheless, the Sub-Fund may allow retail investors to invest into the Retail Share Classes.

## Investment by ERISA Benefit Plan Investors

Benefit Plan Investors are permitted to subscribe for Shares in the Sub-Fund without limitation. To the extent that 25% or more of the total value of any Share Class in the Sub-Fund is held by such Benefit Plan Investors, the Sub-Fund may be deemed to hold "plan assets" (as defined and

discussed in further detail in sub-section “ERISA and Other Employee Benefit Plan Considerations” of section 3.2 “This Prospectus”).

### Characteristic of the Classes of Shares Available in the Sub-Fund\*

Share Class	Available Currency	Distribution policy	Listing	Management Fee	
Institutional	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	Luxembourg Stock Exchange	Management Fee** Sales charge#	1.50% 5%
Institutional II	JPY, JPY (unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	0.40% 5%
Institutional III	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee Sales charge#	N/A 5%
Institutional IV	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge# Performance Fee##	1.00% 5% 20.00%
Retail	USD, EUR, GBP, DKK, NOK, SEK, CHF, AUD, JPY, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.95% 5%
Z	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.50% 5%
Z 2	USD, EUR, GBP, CHF	Accumulation or Annual Distribution	N/A	Management Fee** Sales charge#	1.20% 5%

\* please refer to sections 10 (The Shares and Share Dealing), 11 (Dividend Policy) and 12 (Fees and Expenses) for further information which are the same for all Sub-Funds.

\*\*calculated on the basis of the average daily net asset value from the prior day, adjusted for subscriptions and redemptions, of such Class. The Management Fee is payable monthly in arrears to the Investment Manager out of the assets of the Sub-Fund.

# this charge is a maximum figure which is payable on the basis of the net asset value per Share – may be waived in whole or in part at the discretion of the Principal Sales Agent or the relevant Sales Agent.

## please refer to section 12 (Fees and Expenses) for further information.

Shareholders are exposed to the risk that the net asset value of a Class in one currency can move unfavourably vis-à-vis another Class in another currency.

Shares denominated in each of Euro, GBP, NOK, SEK, DKK, CHF, JPY (with the exception of JPY unhedged), CAD, MXN, SGD and AUD will typically be hedged by the Sub-Manager with respect to respective currency movements in relation to the relevant currency against US Dollars. Shares of the BRL Class will be denominated in US\$ but hedged with respect to currency movements in relation to US Dollars against the Real in order to provide Shareholders invested in the BRL Class with returns reflecting the value of the Real against the US Dollar. The Sub-Manager may, at its absolute discretion, engage, for the exclusive account and cost of each of the Share Classes in the relevant currency, in currency forward, currency futures, currency option transactions and currency swaps, within the investment restrictions set out in this Prospectus, in order to preserve the current value of the portion in the relevant currency, in whole or in part, of the assets attributable to the relevant Share Class that is invested in securities or assets denominated in currencies other than the relevant currency. However this will not typically produce identical net asset value movements for Classes of Shares denominated in the relevant currency against US Dollars.

### Performance Fee

If the Institutional IV Shares achieves a return over a Performance Period in excess of the MSCI China Index Net (USD) (the “**Benchmark**”), the Investment Manager shall also be entitled to a Performance Fee equivalent to 20% of such excess as described in more detail at “Fees and

Expenses" below. The Institutional, Institutional II, Institutional III, Retail, Z and Z 2 Shares will not charge a Performance Fee.

### **Risk Factors**

The Sub-Fund is subject to the risk of investing mainly in China as further described in the subsection headed "Investment in China" of section 13. "Risk Factors" below. The price of the Shares and their income may fall as well as rise. Changes in exchange rates may also cause the value of Shares in the investor's base currency to go up or down. There can be no assurance that the Sub-Fund will achieve its objectives.

**Investors should also refer to the information and statements in "Risk Factors" below which describe certain risk factors peculiar to investing in Emerging Markets, including China. These require consideration of matters not usually associated with investing in securities of issuers or financial derivative instruments linked to securities of issuers in the developed capital markets of North America, Japan or Western Europe. The economic and political conditions differ from those in developed markets, and may offer less social, political and economic stability. The absence in many cases, until relatively recently, of any move towards capital market structures or to a free market economy means investing in these countries imposes different market risks than investing in developed markets.**

### **3 Important Information**

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#### **3.1 Ashmore SICAV 3**

The Fund is governed by Part I of the Law of 2010 and qualifies as a UCITS under Article 1(2) of the UCITS Directive, and may therefore be offered for sale pursuant to the UCITS Directive regime in European Economic Area Member States (subject to registration in countries other than Luxembourg). In addition, applications to register the Fund may be made in other countries.

The registered office and business address of the Fund is at 6, rue Lou Hemmer, L-1748 Senningerberg, Grand-Duché de Luxembourg.

The Directors have designated Northern Trust Luxembourg Management Company S.A. to act as the Management Company of the Fund.

Both the Fund and the Management Company are regulated by the Commission de Surveillance du Secteur Financier ("CSSF").

The registration of the Fund pursuant to Luxembourg law constitutes neither approval nor disapproval by the Luxembourg supervisory authority as to the adequacy or accuracy of this Prospectus or as to the assets held in the various Sub-Funds of the Fund. Any representations to the contrary are unauthorised and unlawful.

Shares of the Fund may on issue be listed on the Luxembourg Stock Exchange as described more particularly in each Sub-Fund's Appendix.

#### **3.2 This Prospectus**

No broker, dealer or other person has been authorised by the Fund or by any of its agents to issue any advertisement or to give any information or to make any representations in connection with the offering or sale of Shares other than those contained in this Prospectus (and any other document issued or approved by the Fund) and, if issued, given or made, such advertisement, information or representations must not be relied upon as having been authorised by the Fund or any of its agents. Statements made in this Prospectus are based on the law and practice in force at the date hereof and are subject to changes therein. Neither the delivery of this Prospectus nor the issue of Shares shall, under any circumstances, imply that there has been no change in the circumstances affecting any of the matters contained in this Prospectus since the date of the document.

This Prospectus does not constitute, and may not be used for the purposes of, an offer 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. The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted and accordingly persons into whose possession such documents come are required to inform themselves about and to observe such restrictions.

Prospective investors should review this Prospectus carefully and in its entirety and consult with their legal, tax and financial advisors in relation to (i) the legal and regulatory requirements within their own countries for the subscribing, purchasing, holding, converting, redeeming or disposing of Shares; (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the subscribing, purchasing, holding, converting, redeeming or disposing of Shares; (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, converting, redeeming or disposing of Shares; and (iv) any other consequences of such activities.

Before consent to distribute this Prospectus is granted pursuant to the UCITS Directive regime, certain jurisdictions require that it be translated into an appropriate language. Unless contrary to local law in the jurisdiction concerned, in the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English version shall prevail.

Unless stated to the contrary, all references herein to time are to Central European Time.

Investors should note the following jurisdictional statements, which to the best of the Directors' knowledge and belief, were correct as at the date upon which this Prospectus was issued. Prospective investors wishing to clarify such statements should consult their investment advisor.

#### *Canada*

No securities commission or other similar authority in Canada has reviewed or in any way passed upon this Prospectus or the merits of the securities described herein and offered hereby, and any representation to the contrary is an offence. Persons who acquire securities pursuant to the Prospectus will not have the benefit of the review of the Prospectus by any securities commission or similar authority in Canada. The Shares have not been nor will they be qualified for sale to the public under applicable Canadian securities laws and, accordingly, any offer and sale of the Shares in Canada will be made on a basis which is exempt from the prospectus and, where applicable, dealer requirements of such securities laws.

#### *United States*

None of the Shares have been or will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), the securities laws of any other state or the securities laws of any other jurisdiction and, accordingly, except as provided herein none of the Shares may be offered or sold, directly or indirectly, in the United States of America, its territories or possessions or any area subject to its jurisdiction including the Commonwealth of Puerto Rico (the "United States") or to any US Person (as that term is defined in Regulation S under the 1933 Act). It is contemplated that the Fund may, at the discretion of the Management Company, accept applications for subscription of Shares from a limited number of "accredited investors" (as specified in Regulation D of the 1933 Act) in the United States provided that the Fund receives satisfactory evidence that the sale of Shares to such an investor is exempt from registration under the securities laws of the United States including, but not limited to, the said 1933 Act and, in all events, that there will be no adverse tax consequences to the Fund or its investors as a result of such a sale.

Any person permitted to invest, at the discretion of the Management Company, must complete an Application Form which contains such representations, warranties and declarations as requested by the Management Company.

In addition, the Fund has not been and will not be registered under the United States Investment Company Act of 1940, as amended. The Management Company will not knowingly permit US Persons who do not qualify as "qualified purchasers", within the meaning of the 1940 Act, to acquire Shares.

#### ERISA and Other Employee Benefit Plan Considerations

Fiduciaries and managers of employee benefit plans subject to the ERISA, including U.S. private pension plans, certain insurance company accounts, and entities that are deemed to hold "plan assets" with respect to such plans, should have in mind certain considerations under ERISA,

including those described below. The U.S. Internal Revenue Code of 1986 (the “Code”) also has certain provisions that apply to such plans as well as to individual retirement accounts (“IRAs”) and so-called “Keogh Plans”.

Certain similar state and other local statutory rules may apply to plans that are not subject to ERISA, such as government plans, church plans, and plans maintained outside of the United States; fiduciaries of these plans should be familiar with the rules governing those plans.

#### Fiduciary Duties

Section 404(a)(1) of ERISA sets forth a general standard of behavior and restrictions for fiduciaries of employee benefit plans. It requires that a fiduciary discharge its duties with respect to a plan (i) solely in the interest of the participants and beneficiaries, (ii) for the exclusive purpose of providing benefits to participants and their beneficiaries and defraying reasonable expenses of administering the plan, (iii) in accordance with a prudent-man rule (that is “with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims”), (iv) by diversifying the investments of the plan so as to minimize the risk of large losses, unless under the circumstances it is clearly prudent not to do so, and (v) in accordance with the documents governing the plan insofar as they are consistent with ERISA.

In determining whether a particular investment is appropriate for a plan subject to ERISA, the U.S. Department of Labor provides in regulations that the plan fiduciaries must give appropriate consideration to, among other things, the role that the investment plays in the plan’s portfolio, taking into consideration whether the investment is designed reasonably to further the plan’s purposes, an examination of the risk and return factors, the portfolio’s composition with regard to diversification, the liquidity and current return of the total portfolio relative to the anticipated cash flow needs of the plan, and the projected return of the total portfolio relative to the plan’s funding objectives.

Before investing the assets of a plan, IRA, or similar benefit arrangement in a Sub-Fund (whether or not such plan, IRA or arrangement is subject to ERISA), subject to the provisions of this Prospectus, a fiduciary should determine whether such an investment is consistent with its fiduciary responsibilities, including the foregoing rules to the extent applicable, taking into account among other things the compensation arrangements and the limitations and risks pertinent to an investment in such Sub-Fund as set forth in this Prospectus. For example, a fiduciary should consider whether an investment in such Sub-Fund may be too illiquid or too speculative for a particular plan, and whether the assets of the plan would be sufficiently diversified if such an investment is made.

#### Plan Assets

Under regulations issued by the U.S. Department of Labor, as modified by Section 3(42) of the ERISA (the “Plan Asset Regulations”), if a plan invests in an equity interest of an entity that is neither a publicly-offered security nor a security issued by an investment company registered under the United States Investment Company Act of 1940, as amended, the plan’s assets will generally include both the equity interest in the entity and an undivided interest in each of the underlying assets of the entity (and therefore the entity will be considered to hold plan assets), unless it is established that the entity is an “operating company” or that equity participation in the entity by Benefit Plan Investors is not “significant”. Under the Plan Asset Regulations, equity participation in an entity by Benefit Plan Investors is “significant” on any date if, immediately after the most recent acquisition or disposition (including a transfer) of any equity interest in the entity, 25% or more of the total value of any class of equity interests of the entity is held by Benefit Plan Investors. The Plan Asset Regulations provide additional special rules that affect this calculation,

including disregarding investments made by certain affiliates of an entity and a “look through” rule for certain pooled entities that invest in an entity.

In addition, the Plan Asset Regulations provide that where a plan jointly owns property with others, or where the value of a plan's equity interest in an entity relates solely to identified property of the entity, the property will be treated as the sole property of a separate entity. As investment in a Sub-Fund relates only to the portfolio of the Sub-Fund, and the assets of a Sub-Fund are available to satisfy only the liabilities of such Sub-Fund, the Investment Manager believes that each Sub-Fund should be treated as a separate entity for purposes of the significant participation test and will apply the test on that basis.

An investment in the Shares of the Fund or a Sub-Fund will not be “publicly-offered security” within the meaning of the Plan Asset Regulations or a security issued by an investment company registered under the United States Investment Company Act of 1940, as amended. It is not expected that the Fund or any Sub-Fund will be an operating company. Except as otherwise described within a Sub-Fund's Appendix, the Fund intends to limit participation by Benefit Plan Investors in each Sub-Fund so that participation by such Benefit Plan Investors in a Sub-Fund, subject to the provisions of this Prospectus, is not “significant”, as determined in reliance upon the information and representations provided by investors in the Application Form.

If the securities held by a Sub-Fund were deemed to include plan assets of Benefit Plan Investors, various provisions of ERISA and the Code would apply. Among other things, the Sub-Fund and an investing plan could become involved in a “prohibited transaction” under Section 406 of ERISA and/or Section 4975 of the Code, which prohibits certain transactions in which a plan and a fiduciary or other party in interest or disqualified person participate. Such a problem could exist if, for example, a fiduciary or other service provider of an investing plan sold securities to the Sub-Fund. There can be no assurance that, in such event, the Sub-Fund would be able to comply with these requirements. If the Sub-Fund were considered to hold plan assets, fiduciaries of plan investors subject to ERISA or the Code who are considering an investment in the Sub-Fund would also have to consider, for example, in addition to foregoing rules, whether the governing plan instruments authorized the delegation of fiduciary authority to the persons managing the Sub-Fund, and whether an investment in the Sub-Fund complies with the indicia of ownership rules under ERISA.

*Trustees, investment managers and other fiduciaries of employee benefits plans (whether or not subject to ERISA) are advised to consult their counsel with respect to questions arising under ERISA and the related provisions of the Code or other similar laws that may apply to an employee benefit plan not subject to ERISA.*

#### *Japan*

No information, disclosures or other filings concerning the Shares have been submitted to the Financial Services Agency of Japan and/or the Kanto Local Finance Bureau, and the Shares are not offered, nor available for placement or subscription, in Japan whether to the public or on a private placement basis, without prejudice to the right of any resident of Japan to actively seek to subscribe to the Shares in a jurisdiction outside of Japan, pursuant to an offer validly made in such jurisdiction (and not in Japan) in accordance with relevant laws.

Each holder of the Shares shall not, directly or indirectly, offer or sell any Shares into Japan except pursuant to an exemption from the registration requirements under the Financial Instruments and Exchange Law of Japan (as amended) and otherwise in compliance with any other applicable laws, regulations and ministerial guidelines of Japan.

## *Republic of India*

Any person permitted to invest, at the discretion of the Management Company, must complete an Application Form which contains such representations, warranties and declarations as requested by the Management Company.

## *General*

**Investment in the Fund should be regarded as a long-term investment. The value of Shares may fall as well as rise. There can be no guarantee that the investment objective of the Fund will be achieved and investors may not receive the amount originally invested. Investors should recognise that investing in Emerging Market Transferable Securities and financial derivative instruments involves certain risks and special considerations not typically associated with more developed countries and freely convertible currencies. For a description of these, investors are referred to the section headed “Risk Factors”.**

Distribution of this Prospectus is not authorised in any jurisdiction unless it is accompanied by the Fund's most recent annual report and any subsequent semi-annual report. Certain important information on specific countries is set out in the relevant Country Supplement distributed together with this Prospectus, as required by the relevant local laws.

Prospective investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investing or any other matters and are recommended to consult their own professional advisers concerning the consequences of their acquiring, holding or disposing of Shares.

### **3.3 Key Investor Information Document**

A Key Investor Information Document (“KIID”) shall be available for all Sub-Funds and replace the simplified prospectuses of the Fund. In addition to summarising important information in the Prospectus, the KIID shall contain information on the historical performance for each of the Sub-Funds. The KIID is a pre-contractual document, which shall provide information on the risk profile of the relevant Sub-Fund, including appropriate guidance and warnings in relation to the risks associated with investment in the Sub-Funds and includes a synthetic risk and reward indicator in the form of a numerical scale, which ranks risk associated with investment on a scale of one to seven. The KIIDs shall be available on <http://www.ashmoregroup.com/our-funds/sicav-funds-kiids/> and can also be obtained free of charge from the Fund.

**DIRECTORS OF THE FUND**

**Chairman:**

Steve Hicks, Ashmore Group plc nominated director

**Members:**

Claude Kremer, partner with the law firm Arendt & Medernach SA

Steve David, Senior Vice President - Country Head of Northern Trust Luxembourg and Managing Director of Northern Trust Luxembourg Management Company S.A.

John Gregory, Ashmore Group plc's Head of Technology and Middle Office Operations

Dennis Robertson, independent director

**MANAGEMENT COMPANY**

Northern Trust Luxembourg Management Company S.A.  
6, rue Lou Hemmer,  
L-1748 Senningerberg  
Grand-Duché de Luxembourg

**INVESTMENT MANAGER AND  
PRINCIPAL SALES AGENT**

Ashmore Investment Management Limited  
61 Aldwych  
London WC2B 4AE  
England

**SUB-MANAGER**

Ashmore Equities Investment Management (US) LLC  
1001 19<sup>th</sup> Street North, 17<sup>th</sup> Floor  
Arlington, Virginia 22209  
U.S.A.

**CUSTODIAN AND PAYING AGENT**

Northern Trust Global Services Limited,  
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6, rue Lou Hemmer,  
L-1748 Senningerberg  
Grand-Duché de Luxembourg

**AUDITORS**

KPMG Luxembourg  
39, avenue J.F. Kennedy  
L-1855 Luxembourg

**LISTING AGENT**

Banque et Caisse d'Epargne de l'Etat  
Luxembourg  
1 place de Metz  
L-2954 Luxembourg

**LEGAL ADVISORS**

Arendt & Medernach SA  
14 rue Erasme  
L-2082 Luxembourg

**5.1 General Investment Objective of the Fund**

The general investment objective of the Fund is to achieve over the medium term a high level of total return consisting of income and/or capital appreciation. The Sub-Funds will seek to achieve their objective, in accordance with the specific investment objective and policies established for each Sub-Fund by the Board of Directors, by investing primarily in Emerging Market debt securities, equities or other Transferable Securities within the meaning of article 41(1) of the Law of 2010.

**5.2 Specific Investment Objective and Policies of each Sub-Fund**

The Board of Directors has determined the investment objective and policies of each of the Sub-Funds as described in the Sub-Funds Appendix. There can be no assurance that the investment objective for any Sub-Fund will be attained. Pursuit of the investment objective and policies of any Sub-Fund must be in compliance with the limits and restrictions set forth under 6. "Investment Restrictions" below.

**5.3 Additional Investment Policies for all Sub-Funds**

Each Sub-Fund may invest in financial derivatives instruments, as well as use special techniques and instruments for the purpose of efficient portfolio management and to hedge against market risks, within the limits laid down under sections 6 "Investment Restrictions" and 7. "Special Investment Techniques and Instruments".

Techniques and instruments shall be used only in accordance with the Sub-Funds' investment objective and policies.

Use of the aforesaid techniques and instruments involves certain risks and there can be no assurance that the objective sought to be obtained from such use will be achieved.

The Board of Directors shall, based upon the principle of risk spreading, have power to determine the corporate and investment policy for the investments for each Sub-Fund, the Reference Currency of a Sub-Fund and the course of conduct of the management and business affairs of the Fund.

Except to the extent that more restrictive rules are provided for in connection with a specific Sub-Fund as described in the relevant Sub-Fund's Appendix, the investment policy shall comply with the rules and restrictions laid down hereafter.

Each Sub-Fund, as well as any one sub-fund of UCITS referred to below, shall be considered as a separate UCITS for the purpose of sections A to G below.

**A. Investments in the Sub-Funds shall comprise only one or more of the following:**

- (1) Transferable Securities and Money Market Instruments listed or dealt in on a Regulated Market;
- (2) Transferable Securities and Money Market Instruments dealt in on an Other Regulated Market in a Member State;
- (3) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in an Other State or dealt in on an Other Regulated Market in an Other State;
- (4) recently issued Transferable Securities and Money Market Instruments, provided that:
  - the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market, a stock exchange in an Other State or on an Other Regulated Market as described under (1)-(3) above;
  - such admission is secured within one year of issue;
- (5) units of UCITS and/or other UCIs within the meaning of the first and second indent of Article 1 (2) of the UCITS Directive, whether situated in a Member State or in an Other State, provided that:
  - such other UCIs are authorised under laws which provide that they are subject to supervision considered by the Luxembourg supervisory authority to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured (currently all Member States, all EFTA member states (this includes Iceland, Liechtenstein, Norway and Switzerland), Isle of Man, Jersey, Guernsey, the United States of America, Canada, Hong Kong, Singapore and Japan);
  - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive;
  - the business of the other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
  - no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;

(6) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in an Other State, provided that it is subject to prudential rules considered by the Luxembourg supervisory authority as equivalent to those laid down in Community law;

(7) financial derivative instruments, i.e. in particular options, futures, including equivalent cash-settled instruments, dealt in on a Regulated Market or on an Other Regulated Market referred to in (1), (2) and (3) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- (i) - the underlying consists of instruments covered by this Section A, financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Fund may invest according to its investment objectives;
- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority, and
- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative;

(ii) Under no circumstances shall these operations cause the Sub-Fund to diverge from its investment objectives;

(8) Money Market Instruments other than those dealt in on a Regulated Market or on an Other Regulated Market, to the extent that the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, an Other State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong; or
- issued by an undertaking any securities of which are dealt in on Regulated Markets or on Other Regulated Markets referred to in (1), (2) or (3) above; or
- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg supervisory authority to be at least as stringent as those laid down by Community law; or
- issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (10,000,000 euro) and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a Group of Companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

**B. Each Sub-Fund may however:**

- (1) Invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to above under A (1) through (4) and (8).
- (2) Hold ancillary liquid assets; such restriction may exceptionally and temporarily be exceeded if the Board of Directors considers this to be in the best interest of the shareholders.
- (3) Borrow up to 10% of its net assets, provided that such borrowings are made only on a temporary basis. Collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed to constitute "borrowings" for the purpose of this restriction.
- (4) Acquire foreign currency by means of a back-to-back loan.

**C. In addition, the Fund shall comply in respect of the net assets of each Sub-Fund with the following investment restrictions per issuer:**

**(a) Risk Diversification rules**

For the purpose of calculating the restrictions described in (1) to (5) and (8) hereunder, companies which are included in the same Group of Companies are regarded as a single issuer.

To the extent an issuer is a legal entity with multiple sub-funds where the assets of a sub-fund are exclusively reserved to the investors in such sub-fund and to those creditors whose claim has arisen in connection with the creation, operation and liquidation of that sub-fund, each sub-fund is to be considered as a separate issuer for the purpose of the application of the risk spreading rules described under items (1) to (5), (7) to (9) and (12) to (14) hereunder.

• ***Transferable Securities and Money Market Instruments***

- (1) No Sub-Fund may purchase additional Transferable Securities and Money Market Instruments of any single issuer if:
  - (i) upon such purchase more than 10% of its net assets would consist of Transferable Securities and Money Market Instruments of one single issuer; or
  - (ii) the total value of all Transferable Securities and Money Market Instruments of issuers in which it invests more than 5% of its net assets would exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.
- (2) A Sub-Fund may invest on a cumulative basis up to 20% of its net assets in Transferable Securities and Money Market Instruments issued by the same Group of Companies.
- (3) The limit of 10% set forth above under (1)(i) is increased to 35% in respect of Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any Other State or by a public international body of which one or more Member State(s) are member(s).
- (4) The limit of 10% set forth above under (1)(i) is increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, "qualifying debt securities" are securities the proceeds of which are invested in accordance with

applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-Fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Sub-Fund.

(5) The securities specified above under (3) and (4) are not to be included for purposes of computing the ceiling of 40% set forth above under (1)(ii).

**(6) Notwithstanding the ceilings set forth above, each Sub-Fund, if and when permitted by the Articles of Incorporation, is authorised to invest in accordance with the principle of risk spreading up to 100% of its net assets in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, or by a non-Member State accepted by the CSSF (being at the date of this Prospectus OECD member states, Singapore or any member state of the G20) or by a public international body of which one or more Member State(s) are member(s), provided that (i) such securities are part of at least six different issues and (ii) the securities from any such issue do not account for more than 30% of the net assets of such Sub-Fund.**

(7) Without prejudice to the limits set forth hereunder under (b), the limits set forth in (1) are raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when the aim of the Sub-Fund's investment policy is to replicate the composition of a certain stock or bond index which is recognised by the Luxembourg supervisory authority, on the following basis:

- the composition of the index is sufficiently diversified,
- the index represents an adequate benchmark for the market to which it refers,
- it is published in an appropriate manner.

The limit of 20% is raised to 35% where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

- **Bank Deposits**

(8) A Sub-Fund may not invest more than 20% of its net assets in deposits made with the same body.

- **Derivative Instruments**

(9) The risk exposure to a counterparty in an OTC derivative transaction may not exceed 10% of the Sub-Fund's net assets when the counterparty is a credit institution referred to in A (6) above or 5% of its net assets in other cases.

(10) Investment in financial derivative instruments shall only be made provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set forth in (1) to (5), (8), (9), (13) and (14). When the Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits set forth in (1) to (5), (8), (9), (13) and (14).

(11) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of (A) (7) (ii) and (D) (1) above as well as with the risk exposure and information requirements laid down in the Prospectus.

- **Units of Open-Ended Funds**

(12) Unless otherwise provided for with respect to a particular Sub-Fund, a Sub-Fund may invest up to 100% of its net assets in the units of other UCITS and up to 30% of its net assets in other UCIs provided that no Sub-Fund invest more than 20% of its net assets in the units of a single UCITS or other UCI.

Where a Sub-Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the Management Company or the Investment Manager or by any other company with which the Management Company or the Investment Manager is linked by common management or control, or by a substantial direct or indirect holding, the Management Company or the Investment Manager or other company may not charge subscription or redemption fees on account of a Sub-Fund's investment in the units of such other UCITS and/or UCIs.

A Sub-Fund that invests a substantial proportion of its assets in other UCITS and/or other UCIs shall disclose in the Sub-Fund Appendix the maximum level of the management fee that may be charged both to the Sub-Fund itself and to the other UCITS and/or other UCIs in which it intends to invest. In its annual report, the Fund shall indicate the maximum proportion of management fee charged both to the Sub-Fund itself and to the UCITS and/or other UCIs in which it invests.

- **Combined limits**

(13) Notwithstanding the individual limits laid down in (1), (8) and (9) above, a Sub-Fund may not combine:

- investments in Transferable Securities or Money Market Instruments issued by,
- deposits made with, and/or
- exposures arising from OTC derivative transactions undertaken with

a single body in excess of 20% of its net assets.

(14) The limits set out in (1), (3), (4), (8), (9) and (13) above may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with (1), (3), (4), (8), (9) and (13) above may not exceed a total of 35% of the net assets of the Sub-Fund.

**(b) Limitations on Control**

(15) No Sub-Fund may acquire such amount of shares carrying voting rights which would enable the Fund to exercise a significant influence over the management of the issuer.

(16) No Sub-Fund nor the Fund as a whole may acquire (i) more than 10% of the outstanding non-voting shares of any one issuer; (ii) more than 10% of the outstanding debt securities of any one issuer; (iii) more than 10% of the Money Market Instruments of any one issuer; or (iv) more than 25% of the outstanding shares or units of any one UCI.

The limits set forth in (ii) to (iv) may be disregarded at the time of acquisition if at that time the gross amount of bonds or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

The ceilings set forth above under (15) and (16) do not apply in respect of:

- Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by its local authorities;
- Transferable Securities and Money Market Instruments issued or guaranteed by any Other State;
- Transferable Securities and Money Market Instruments issued by a public international body of which one or more Member State(s) are member(s); and
- shares in the capital of a company which is incorporated under or organised pursuant to the laws of an Other State provided that (i) such company invests its assets principally in securities issued by issuers of that State, (ii) pursuant to the laws of that State a participation by the relevant Sub-Fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that State, and (iii) such company observes in its investments policy the restrictions set forth under C, items (1) to (5), (8), (9) and (12) to (16).
- shares in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of shares at the request of shareholders.

**D. In addition, the Fund shall comply in respect of its net assets with the following investment restrictions per instrument:**

(1) Each Sub-Fund shall ensure that its global exposure relating to derivative instruments and, to the extent required by applicable laws and regulations, other efficient portfolio management techniques, does not exceed the total net value of its portfolio, as further described under section 6(I) of the Prospectus.

(2) Investments made in units of UCIs may not in aggregate exceed 30% of the net assets of a Sub-Fund.

**E. Finally, the Fund shall comply in respect of the assets of each Sub-Fund with the following investment restrictions:**

(1) No Sub-Fund may acquire commodities or precious metals or certificates representative thereof.

(2) No Sub-Fund may invest in real estate provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.

(3) No Sub-Fund may use its assets to underwrite any securities.

(4) No Sub-Fund may issue warrants or other rights to subscribe for Shares in such Sub-Fund.

(5) A Sub-Fund may not grant loans or guarantees in favour of a third party, provided that such restriction shall not prevent each Sub-Fund from investing in non fully paid-up Transferable Securities, Money Market Instruments or other financial instruments, as mentioned under A, items (5), (7) and (8).

(6) The Fund may not enter into uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments as listed under A, items (5), (7) and (8).

**F. Notwithstanding anything to the contrary herein contained:**

(1) While ensuring observance of the principle of risk-spreading, each Sub-Fund may derogate from paragraph C. (a) Risk Diversification rules for a period of six months following the date of its authorisation.

(2) The ceilings set forth above may be disregarded by each Sub-Fund when exercising subscription rights attaching to securities in such Sub-Fund's portfolio.

(3) If such ceilings are exceeded for reasons beyond the control of a Sub-Fund or as a result of the exercise of subscription rights, such Sub-Fund must adopt as its priority objective in its sale transactions the remedying of such situation, taking due account of the interests of its shareholders.

The Board of Directors has the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where Shares of the Fund are offered or sold.

**G. Investment by a Sub-Fund within one or more other Sub-Funds**

A Sub-Fund may subscribe for (the "Investing Sub-Fund"), acquire and/or hold Shares issued by one or several other Sub-Fund(s) (the "Target Sub-Fund(s)") under the following conditions:

- the Target Sub-Fund does not, in turn, invest in the Shares of the Investing Sub-Fund;
- no more than 10% of the assets of the Target Sub-Fund may be invested in aggregate in shares of other Sub-Funds of the Fund;
- the voting right linked to the Share class of the Target Sub-Fund acquired by the Investing Sub-Fund are suspended during the period of investment by the Investing Sub-Fund in the Shares of the Target Sub-Fund;
- in any event, for as long as such Shares in a Target Sub-Fund are held by the Investing Sub-Fund, their value will not be taken into consideration for the calculation of the net asset value of the Investing Sub-Fund for the purpose of verifying the minimum threshold of the net assets imposed by the Law of 2010; and
- there will be no duplication of management/subscription or repurchase fees between those at the level of the Investing Sub-Fund and the Target Sub-Fund and which will be dealt with in accordance with the policy set out in section 12.2 'Fees to be paid to the Investment Manager and Principal Sales Agent' of the Prospectus.

**H. Master-Feeder Structure**

Each Sub-Fund may act as a feeder fund (the "Feeder") of a UCITS or of a compartment of such UCITS (the "Master"), which shall neither itself be a feeder fund nor hold units/shares of a feeder fund. In such a case the Feeder shall invest at least 85% of its assets in shares/units of the Master.

The Feeder may not invest more than 15% in aggregate of its assets in one or more of the following:

- (a) ancillary liquid assets in accordance with Article 41 (2), second paragraph of the Law of 2010;
- (b) financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 41 (1) g) and Article 42 (2) and (3) of the Law of 2010; or
- (c) movable and immovable property which is essential for the direct pursuit of the Fund's business.

## **I. Global Exposure**

The Fund uses a risk management process which enables it to monitor and measure the exposure of each of the Sub-Funds to market, liquidity and counterparty risks, including operational risks, which are material for the Sub-Fund.

The Fund will calculate the global exposure of each Sub-Fund by using either the commitment approach or the Value-at-Risk (VaR) methodology depending on the assessment of the risk profile of the relevant Sub-Fund resulting from its policy (including but not limited to its potential use of financial derivative instruments and features thereof) in accordance with the relevant European and/or Luxembourg applicable laws and/or regulations. In the interest of the Shareholders, the Fund has determined that it will, as a default, use the commitment approach to monitor and measure the global exposure of each Sub-Fund unless otherwise provided for with respect to a particular Sub-Fund. This approach measures the global exposure related to positions on financial derivative instruments and, to the extent required by applicable laws and regulations, other efficient portfolio management techniques which, unless otherwise provided for with respect to a particular Sub-Fund, may not exceed the total net value of the portfolio of the relevant Sub-Fund.

The global exposure, when it is calculated via the commitment approach, takes into account the current market value of the equivalent position in the underlying assets, after deduction of potential hedging and netting effects to the extent permitted by the applicable laws and regulations. This shall also apply to the following paragraphs.

Each Sub-Fund may invest, according to its investment policy and within the limit laid down in section 6 "Investment Restrictions" in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in section 6 "Investment Restrictions".

When a Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in this section 6 "Investment Restrictions".

When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this section.

**7.1 General**

To the extent permitted by the CSSF Circular 13/559 implementing the guidelines of the European Securities and Markets Authority ("ESMA") on ETFs and other UCITS issues (the "Circular 13/559"), each Sub-Fund may employ techniques and instruments relating to Transferable Securities and Money Market Instruments for efficient portfolio management and hedging purposes.

When these operations concern the use of financial derivative instruments, the conditions and limits shall conform to the provisions laid down in section 6 "Investment Restrictions".

In addition to investing in financial derivative instruments, the Fund may enter into OTC derivatives transactions for two purposes:

- (i) for hedging; and
- (ii) efficient portfolio management.

The Fund does not currently anticipate entering into any exchange-traded derivatives.

Under no circumstances shall these operations cause a Sub-Fund to diverge from its investment objectives as laid down under section 5 "Investment Objectives and Policies" and in the Sub-Funds Appendix or add substantial supplementary risks.

For further details on the risks linked to such transactions, please refer to the section "Risk Factors" of the Prospectus.

**(i) Derivative transactions the Fund may enter into may include the following:****Foreign Exchange Transactions:**

(a) Spot Foreign Exchange (Spot FX): A transaction providing for the purchase of one currency against the sale of another currency with a settlement on a "spot" basis, i.e. typically two business days forward.

(b) Forward Foreign Exchange (FX forward): A transaction providing for the purchase of one currency against the sale of another currency with settlement on a specified date in the future at a specified price.

(c) Foreign Exchange Option (FX Option): A transaction in which one party grants to the other (in consideration for a premium payment) the right to purchase or sell a specified amount of a given currency at a specified strike price at or until a specified date in the future.

**Interest Rate Swap Transactions:** A transaction in which one party pays to the other periodic amounts of a given currency based on a specified rate, and the other party pays periodic amounts of the same currency based on a specified floating rate. All calculations are based on a notional amount of the given currency.

**Bond Options:** A transaction in which one party grants to the other party (in consideration for a premium payment) the right to purchase or sell a bond of an issuer at a specified strike price. The bond option can be settled by physical delivery of the bonds in exchange for the strike price or may be cash settled based on the difference between the market price of the bonds on the exercise date and the strike price.

**Currency Swaps:** A transaction in which one party pays periodic amounts in one currency based on a specified fixed rate (or a floating rate that is reset periodically) and the other party pays periodic amounts in another currency based on a floating rate that is reset periodically.

All calculations are determined on predetermined notional amounts of the two currencies; often such swaps may also involve initial and or final exchanges of amounts corresponding to the notional amounts.

**Swap Options (“Swaption”):** A transaction in which one party grants to the other (in consideration for a premium payment) the right to enter into a swap with certain specified terms. In some cases the swaption may be settled with a cash payment equal to the market value of the underlying swap at the time of the exercise.

**Non-Deliverable Foreign Exchange Forwards:** A FX Forward, sometimes involving currency that is not freely convertible, where the underlying “reference currency” is not exchanged at such future date (the “Termination Date”), but only a net amount (the “Net Amount”) (typically in US Dollars) shall be payable from one party to the other. The Net Amount will be determined based on the difference between the amount resulting from the application of the predetermined rate of exchange on the underlying reference currency, and the amount resulting from the application of the current market rate of exchange at the Termination Date.

**Non-Deliverable Foreign Exchange Options:** A transaction in which a party grants to the other (in consideration for a premium payment) the right to purchase or sell a specified amount of a given currency at a specified strike price at or until a specified future date. The exercise of this option transaction will result in the payment of Net Amount determined as above, and no exchange of the notional amount will take place.

**Total Return Swaps (“TRS”):** The Fund will only enter into TRS on a fully funded basis. A TRS is a transaction in which one party (“the First Party”) makes an initial payment to another party (“the Second Party”) equal to the value of a loan, debt security or other financial instrument (the “Reference Obligation”) issued, guaranteed or otherwise entered into by a third party (the “Reference Entity”) and held by or due to the Second Party. The Second Party shall pay to the First Party any interest, dividend and fee payments, as applicable, that it receives in respect of the Reference Obligation from the Reference Entity and the market value of the Reference Obligation at the maturity of the transaction (this will typically, absent default or another referenced event, be the notional amount of the Reference Obligation if the TRS is linked to the maturity of the Reference Obligation).

A TRS may provide for acceleration of its termination date upon the occurrence of one or more referenced events with respect to a Reference Entity or a Reference Obligation. This acceleration will result in termination payment being made by the Second Party to the First Party calculated by reference to the value of the Reference Obligation.

**Credit Default Swaps (“CDS”):** A CDS is a bilateral financial contract under which the protection buyer pays a fee, usually expressed in basis points per annum on the notional amount of the relevant contract, in return for a payment by the protection seller contingent on the occurrence of a credit event, such as a bankruptcy, default, or restructuring, with respect to a reference entity. The credit events and applicable settlement mechanism used to determine the contingent payment are negotiated between the counterparties at the time of trading. Once the credit event has been declared, the protection buyer has the right to settle the contract. Settlement is usually physical, with the protection buyer having the right to deliver debt (typically bonds) of the reference entity up to the notional amount of the contract. In return, the protection buyer receives the par value of those obligations. Selling protection is the synthetic equivalent of buying a bond or other form of debt. Buying protection is the equivalent of synthetically shorting or hedging a bond or other credit exposure.

**Warrants:** Warrants confer on the purchaser the right to subscribe a fixed number of ordinary shares in the relevant company at a pre-determined price for a fixed period.

The cost of this right will be substantially less than the cost of the share itself. Consequently the price movements in the share will be multiplied in the price movements of the warrant.

This multiplier is the leverage or gearing factor; the higher the leverage the more attractive the warrant. One may make comparisons or relative worth among warrants considering the premium paid for such rights and the amount of leverage imbedded in the warrants. The levels of the premium and gearing can increase or decrease with investor sentiment. Warrants are therefore more volatile and speculative than ordinary shares. Purchasers should be warned that prices of warrants are extremely volatile and that furthermore, it may not always be possible to dispose of them.

**Convertible Bonds:** Convertible bonds confer on the investor the option to convert bonds into a given number/ratio of shares in the underlying company at a given price. Investors should be warned that such types of bonds may be more sensitive to market risks, default risks and interest rate risks.

## **7.2 Securities lending and borrowing**

The Fund, for each Sub-Fund, may enter into securities lending and borrowing transactions provided that it complies with the following rules:

- (i) It may only lend or borrow securities through a standardized system organized by a recognised clearing institution or through a first class financial institution approved by the Investment Manager and that specialises in this type of transaction.
- (ii) As part of lending transactions, it must in principle receive a guarantee, the value of which at the conclusion of the contract must be at least equal to the total valuation of the securities lent.

This guarantee must at all times comply with the criteria in sub-section 7.4 'Management of collateral' below, to reduce the counterparty risk exposure associated therewith.

Such a guarantee shall not be required if the securities lending is made through recognised clearing institutions or through any other organisation assuring to the lender a reimbursement of the value of the securities lent by way of a guarantee or otherwise.

- (iii) It will ensure that the volume of the securities lending and borrowing transactions is kept at an appropriate level and that it is able at any time to recall any securities lent or terminate any securities lending agreement into which it has entered in a manner that enables it, at all times, to meet its redemption obligations.
- (iv) The securities borrowed by the Fund may not be disposed of during the time they are held by the Fund, unless they are covered by sufficient financial instruments which enable it to reinstate the borrowed securities at the close of the transaction.
- (v) It may only borrow securities under the following circumstances in connection with the settlement of a sale transaction: (a) during a period when the securities have been sent out for re-registration; (b) when the securities have been loaned and not returned in time; (c) to avoid a failed settlement when the Custodian fails to make delivery; and (d) as a technique to meet obligation to deliver the securities being the object of a repurchase agreement when the counterparty to such agreement exercises the right to repurchase these securities, to the extent such securities have been previously sold by the Fund.

All revenues arising from securities lending and borrowing transactions net of direct and indirect operational costs and fees shall be returned to the relevant Sub-Fund. These costs and fees shall not include hidden revenue. The net revenues of the Sub-Funds arising from securities lending transactions together with the direct and indirect operational costs and the

identity of the entities to which such costs are paid shall be disclosed in the Fund's annual report.

At the date of this Prospectus, the Fund does not engage in any securities lending and borrowing transactions. The Fund however reserves the right to resort, for each Sub-Fund, to such techniques within the above limits and conditions, as further described in the Sub-Funds Appendix.

### **7.3 Repurchase Agreement transactions**

The Fund, for each Sub-Fund, may enter into repurchase agreement transactions which consist of the purchase and sale of securities with a clause reserving the seller the right or the obligation to repurchase from the acquirer the securities sold at a price and term specified by the two parties in their contractual arrangement.

The Fund, for each Sub-Fund, can act either as purchaser or seller in repurchase agreement transactions or a series of continuing repurchase transactions. Its involvement in such transactions is, however, subject to the following rules:

- (i) It may not buy or sell securities using a repurchase agreement transaction unless the counterparty in such transactions is a first class financial institution subject to prudential supervision rules considered by the CSSF as equivalent to those provided by Community law and approved by the Investment Manager and that specialises in this type of transaction.
- (ii) During the life of a repurchase agreement contract, it cannot sell the securities which are the object of the contract, either before the right to repurchase these securities has been exercised by the counterparty, or the repurchase term has expired, except to the extent it has borrowed similar securities in compliance with the provisions set forth above in respect of securities borrowing transactions.
- (iii) Where the Sub-Fund is exposed to redemptions of its own Shares, it must take care to ensure that the level of its exposure to repurchase agreement transactions is such that it is able, at all times, to meet its redemption obligations.
- (iv) When entering into a reverse repurchase agreement, it must ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement must be used for the calculation of the net asset value of the Sub-Fund.
- (v) Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days shall be considered as arrangements on terms that allow the assets to be recalled at any time by the Fund.

The Fund, for each Sub-Fund, intends to enter into repurchase agreement transactions on a regular basis as further described in and permitted by the Sub-Funds Appendix.

### **7.4 Management of collateral**

#### **7.4.1. General**

In the context of OTC financial derivatives transactions and efficient portfolio management techniques, a Sub-Fund may receive collateral with a view to reduce its counterparty risk. This section sets out the collateral policy applied by the Fund in such case. The Fund however reserves the right to amend or remove the list of eligible collateral, change its haircut

policies or revise its list of authorized counterparties if it considers it to be in the best interest of Shareholders.

All assets received by the Sub-Funds in the context of efficient portfolio management techniques (securities lending, repurchase or reverse repurchase agreements) shall be considered as collateral for the purposes of this section.

The risk exposure to a single counterparty of a Sub-Fund arising from OTC financial derivative transactions and efficient portfolio management techniques will be combined when calculating the counterparty risk limits foreseen under sub-section C.(9) of section 6 “Investment Restrictions” of the Prospectus.

The counterparties to any OTC financial derivative transactions, such as total return swaps or other financial derivative instruments with similar characteristics, entered into by the Fund, for each Sub-Fund, are selected from a list of authorised counterparties established with the Investment Manager. The counterparties will be first class institutions which are either credit institutions or investment firm, which are subject to prudential supervision. The annual report of the Fund will contain details of (i) the identity of such counterparties, (ii) the underlying exposure obtained through financial derivative transactions, and (iii) the type and amount of collateral received by the Sub-Funds to reduce counterparty exposure.

#### **7.4.2. Eligible Collateral**

Collateral received by a Sub-Fund may be used to reduce its counterparty risk exposure if it complies with the criteria set out in applicable laws, regulations and circulars issued by the CSSF from time to time notably in terms of liquidity, valuation, issuer credit quality, correlation, risks linked to the management of collateral and enforceability.

All collateral obtained under an OTC financial derivative transaction and efficient portfolio management techniques shall comply with the following criteria at all times:

- i. any collateral received other than cash collateral shall be highly liquid and traded on a Regulated Market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation;
- ii. any collateral received shall comply with the provisions of sub-section C.(b) of section 6 “Investment Restrictions” above;
- iii. the collateral shall be valued on a daily basis pursuant to the provisions of section 16.5 “Determination of the Net Asset Value of Shares” below;
- iv. collateral which exhibits high price volatility shall not be accepted unless suitably conservative haircuts are in place;
- v. in terms of issuer credit quality the collateral received shall be of high quality;
- vi. the collateral shall be issued by an entity that is independent from the counterparty in an OTC financial derivative transaction or an efficient portfolio management technique and is expected not to display a high correlation with the performance of such counterparty;
- vii. the collateral (including any re-invested cash collateral) must be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Sub-Fund receives from a counterparty to efficient portfolio management and OTC financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When a Sub-Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation, a Sub-Fund may be permitted to hold as collateral securities issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong for up to 100% of its net asset value, provided that it holds securities from at least six different issues, securities from any single issue not accounting for more than 30% of the this Sub-Fund's net asset value. To the extent a

- Sub-Fund intends to make use of such derogation, it will list the Member States, local authorities, or public international bodies issuing or guaranteeing securities which it is able to accept as collateral beyond the 20% limit in the Sub-Fund Appendix;
- viii. where there is a title transfer, the collateral received shall be held by the Custodian. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral;
  - ix. non-cash-collateral shall not be sold, re-invested or pledged;
  - x. the collateral received must be capable of being fully enforced at any time.

Subject to the abovementioned conditions, collateral received by the Sub-Funds may consist of:

- (a) Cash and cash equivalents, including short-term bank certificates and Money Market Instruments;
- (b) Bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope;
- (c) Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
- (d) Shares or units issued by UCITS investing mainly in bonds/shares mentioned in (e) and (f) below;
- (e) Bonds issued or guaranteed by first class issuers offering adequate liquidity;
- (f) Shares admitted to or dealt in on a regulated market of a Member State of the EU or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

#### **7.4.3. Level of collateral**

The Fund will determine the required level of collateral for OTC financial derivatives transactions and efficient portfolio management techniques by reference to the applicable counterparty risk limits set out in the Prospectus and taking into account the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

#### **7.4.4. Haircut policy**

Collateral will be valued, on a daily basis, using available market prices and taking into account appropriate discounts for each asset class taking into account the nature of the collateral received, such as the issuer's credit standing, the maturity, currency, price volatility of the assets and, where applicable, the outcome of liquidity stress tests under normal and exceptional liquidity conditions.

The following minimum haircuts are applied:

<b>Collateral Instrument Type</b>	<b>Haircut</b>
Cash	0%
Government Bonds	1%*
Non-Government Bonds	5%
Others	To be determined on a case by case basis

\*These may vary depending on the maturity period of the security.

#### **7.4.5. Reinvestment of cash collateral**

As the case may be, cash collateral received by each Sub-Fund in relation to any of these transactions may be reinvested in a manner consistent with the investment objectives and limits thereof, and in compliance with the requirements of the CSSF 13/559, as described below:

- placed on deposit with entities prescribed in Article 50(f) of the UCITS Directive;
- invested in high-quality government bonds;
- used for reverse repurchase transactions under which the cash is callable at any time;
- invested in short-term money market funds as defined in the CESR's Guidelines 10-049 of 19 May 2010 on a Common Definition of European Money Market Funds.

Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral.

The Management Company, upon advice of the Board of Directors may decide to invest and manage all or any part of the portfolio of assets established for two or more Sub-Funds, that are to be committed to the same investment objectives, policies and restrictions, within the Fund and/or other Luxembourg collective investment schemes the assets of which are also deposited with the Custodian (for the purposes hereof "Participating Sub-Funds") on a pooled basis. Any such asset pool shall be formed by transferring to it cash or other assets (subject to such assets being appropriate in respect to the investment policies of the pool concerned) from each of the Participating Sub-Funds. Thereafter, the Management Company, upon advice of the Board of Directors may decide from time to time to make further transfers to each asset pool. Assets may also be transferred back to a Participating Sub-Fund up to the amount of the participation of the Sub-Fund concerned.

Each participating Sub-Fund shall be entitled to assets in such pool as determined by reference to the allocations and withdrawals of assets by the relevant Sub-Fund and to those made on behalf of the other Participating Sub-Funds. The entitlement of each participating Sub-Fund applies to each and every line of investment of such pool. The segregation of assets transferred by each Participating Sub-Fund in a pool will at any time be possible and such assets allocated to the relevant Participating Sub-Funds. Where a cash contribution or a withdrawal is made it will be reduced by an amount which the Management Company, upon advice of the Board of Directors may decide to consider appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned or, respectively, increased by an addition reflecting costs which may be incurred in realising securities or other assets of the asset pool.

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

**9.1 Directors of the Fund**

The Directors of the Fund are responsible for the overall administration, control and management of the Fund, including the determination of the investment objective and policies of each Sub-Fund. In particular, the Directors of the Fund are responsible for the monitoring and the overall supervision and control of the Management Company. To this effect, the Board may give board recommendations to the Management Company in relation to, without limitation, the structure, promotion, administration, investment management and distribution of the Fund and the contents of any documentation relating to the Fund (including but not limited to, the Prospectus and any marketing material).

The Directors of the Fund are:

**Chairman:**

*Steve Hicks* is the Ashmore Group plc ("Ashmore") nominated director on a number of Ashmore fund boards. From June 2010 until January 2014, he was the Ashmore Head of Compliance. Prior thereto he was Director, Group Compliance at the London listed private equity company, 3i Group plc. During his career, Steve, who is a qualified UK lawyer, has held a number of legal and compliance roles over a period of more than 25 years.

**Members:**

*Claude Kremer* is partner with the law firm of Arendt & Medernach SA. He holds a Masters degree in Law and History from the University of Grenoble (France) and a Masters degree in Accounting and Finance from the London School of Economics and Political Science. He was admitted to the Luxembourg Bar in 1982. He was the chairman of the Association of Luxembourg Investment Funds ("ALFI") in the period of 2007-2011 and served as the president of European Fund and Asset Management Association ("EFAMA") in the period of 2011-2013.

*Steve David* is a Senior Vice President at Northern Trust, Country Head of Northern Trust Luxembourg and Managing Director of Northern Trust Luxembourg Management Company S.A., having joined the organisation in 2004. In this role, Steve is responsible for leading and managing the continued expansion of its specialist fund servicing and custody operations. Steve has over 20 years experience in the investment funds industry and has held various positions including compliance, risk, fiduciary and quality assurance within Ikano Advisory Management S.A., Chase Manhattan Bank Luxembourg S.A. and PriceWaterhouseCoopers.

*John Gregory* is Ashmore Group plc ("Ashmore")'s Head of Technology and Middle Office Operations, having joined Ashmore in 2010. He is responsible for Ashmore Global Operating Model. A key aspect of his role is the management and continued evaluation of the services and relationships between Ashmore and its outsourced providers such as fund administrators, technology vendors and custodians. He was previously employed at Fidelity International for 13 years in various roles, including 4 years in Japan as Chief Operating Officer for the domestic on-shore asset management business, 3 years in Hong Kong as Chief Operating Officer for the Front Office for the Asia Pacific region and latterly, 4 years as Chief Operating Officer for the Front Office at Fidelity International headquarters in London.

*Dennis Robertson* retired from KPMG in September 2013 after 35 years with the firm, throughout the Middle East and London and including latterly 24 years in Luxembourg. He has acted as an audit partner on many high profile client mandates in the investment management industry, primarily in the traditional long only UCITS space. Apart from being an audit partner, he has held several other senior management positions within the firm in Luxembourg, including Head of the Audit practice, Chairman of the Supervisory Board and 10

years as the firm's Risk Management and Ethics and Independence Partner. He has also represented the firm on the Global Investment Management Council. He is a graduate in Accountancy and Finance from Heriot Watt University in Edinburgh and is a member of the Institute of Chartered Accountants of Scotland since 1977 and is also a member of the Institute of Réviseurs d'Entreprises in Luxembourg. He now acts as an independent director in the investment management industry in Luxembourg.

## **9.2 Management Company**

### **Appointment of the Management Company**

The Directors have designated Northern Trust Luxembourg Management Company S.A. to be the Management Company of the Fund under the term of the Management Company Services Agreement dated 25 February 2010, as may be amended from time to time.

Under the terms of this agreement the Management Company shall act as the Fund's management company in the best interest of the Shareholders and according to the provisions set forth by Applicable Law, the Prospectus, the Articles of Incorporation and shall, in particular, be in charge of the day-to-day management of the Fund under the overall supervision, control and ultimate liability of the Board of Directors of the Fund. As such, the Management Company will perform and render without limitation: (i) investment management services, (ii) administrative agency, corporate and domiciliary agency, registrar and transfer agency services, and (iii) marketing, principal distribution and sales services.

### **Central administration and domiciliary services**

The Management Company has undertaken to provide the Fund with certain administration services, including general administration and co-ordination services (e.g. initiation, management and follow-up, co-ordination and management of all relationships between the Management Company and third parties and control and evaluation of services provided by third parties) as well as the bookkeeping and maintenance of all accounts of the Fund, the periodic determination of the net asset value per Share, the preparation and filing of the Fund's financial reports and the liaison with the auditor.

In addition, the Management Company will, under the terms of the Management Company Services Agreement, act as corporate and domiciliary agent for the Fund.

### **Registrar and transfer agent services**

The Management Company has undertaken to provide the Fund registrar and transfer agent services. As such, the Management Company will be responsible for handling the processing of subscriptions for shares, dealing with requests for redemption and conversion and accepting transfers of funds, for the safekeeping of the register of Shareholders of the Fund and the safekeeping of all non-issued share certificates of the Fund.

### **Delegated functions**

Subject to the conditions set forth by the Law of 2010 and the Management Company Services Agreement, the Management Company is authorised, in order to conduct its business efficiently, to delegate, under its responsibility and control, and with the consent of the Fund and the Luxembourg supervisory authority (the *Commission de surveillance du secteur financier*), part or all of its functions and duties to any third party. The Management Company's liability shall not be affected by the fact that it has delegated its functions and duties to third parties.

The Management Company has delegated the investment management services and the marketing, principal distribution and sales services to Ashmore Investment Management Limited.

### **9.3 Investment Manager and Principal Sales Agent**

#### **Investment Management Services**

In order to implement the investment policies of each Sub-Fund, the Management Company has delegated, under its permanent supervision and responsibility, the management of the assets of each Sub-Fund to Ashmore Investment Management Limited, a wholly owned indirect 100% subsidiary of Ashmore Group plc, under the terms of the Discretionary Investment Management and Sales Agent Agreement.

Pursuant to the Discretionary Investment Management and Sales Agent Agreement, the Investment Manager has discretion, on a day-to-day basis and subject to the control and responsibility of the Management Company, to purchase and sell securities and otherwise to manage each Sub-Fund's portfolio.

The Investment Manager, in the execution of its duties and the exercise of its powers, shall comply with each Sub-Fund's investment policies and restrictions.

With the consent of the Board of Directors and the Management Company, the Investment Manager has appointed Ashmore Equities Investment Management (US) LLC to act as Sub-Manager in relation to the portfolio of certain Sub-Funds. Under the terms of a Sub-Manager agreement dated 29 November 2011 and a Sub-Manager agreement dated 1 September 2014, the Sub-Manager will provide investment management services with respect to the relevant Sub-Funds (as further detailed in the Sub-Funds Appendix). Ashmore EMM Holding Corp., a company formed under the laws of the State of Delaware in the United States of America and an indirect 100% subsidiary of Ashmore Group PLC acquired a 69.2% interest in Ashmore Equities Investment Management (US) LLC on 31 May 2011.

#### **Principal sales agent services**

Under the same agreement, Ashmore Investment Management Limited has been empowered with full power to, *inter alia*, promote, market and distribute the Shares of the Fund in accordance with applicable laws and the Prospectus.

According to the Discretionary Investment Management and Sales Agent Agreement, Ashmore Investment Management Limited may enter into such agreements with Sales Agents of its choice for the marketing, promotion, offer, and sale of Shares, it being understood that it shall only enter into such agreements with the Sales Agents that satisfy such criteria as shall be agreed between the Board, the Management Company and Ashmore Investment Management Limited, in writing from time to time.

The Investment Manager and Principal Sales Agent is a company incorporated in the UK and authorised and regulated by The Financial Conduct Authority. Its primary activity involves the provision of specialist emerging market investment management and advisory services to various investment vehicles and accounts. Ashmore Investment Management Limited has approximately US\$77,400,000,000 of assets under management as at 30 June 2013.

### **9.4 Custodian**

Northern Trust Global Services Limited, London, (Royaume-Uni) Luxembourg Branch (NTGS Luxembourg) was appointed as the Fund's Custodian under custodian and paying agent agreements dated 25 February 2010 for an unlimited period of time. NTGS Luxembourg will also act as principal paying agent to the Fund pursuant to the terms of the custodian and paying agent agreements.

NTGS Luxembourg is a credit institution originating from the UK, whose offices are located at 6, rue Lou Hemmer, L-1748 Senningerberg, Grand-Duché de Luxembourg. NTGS

Luxembourg's direct parent company is Northern Trust Global Services Limited (NTGS), which is a UK subsidiary of the Northern Trust Company, as US global custodian bank founded in 1889, headquartered in Chicago, Illinois and whose assets under custody amount to approximately 4.56 trillion USD. NTGS Luxembourg is registered with the CSSF as a branch of credit institutions originating from a Member State of the European Union and assimilated, authorised in Luxembourg according to article 30 of the Luxembourg law of 5 April 1993 on the financial sector as amended from time to time.

All the cash, securities and any other liquid assets belonging to the Fund will be entrusted to the Custodian's safekeeping or control. Where the Fund has invested in an intermediate vehicle formed for the purposes of enabling the Fund to participate in an investment in a manner in which the Investment Manager deems to be more efficient or required for legal, tax or regulatory reasons or would otherwise be to the advantage of the Shareholders, the Custodian shall not have any obligation to take into its custody or control the investments in which such an intermediate vehicle has invested. In accordance with the provisions of the Custodian and Paying Agent Agreements, the Custodian may, under its responsibility and provided certain requirements as set out in the Custodian and Paying Agent Agreements are met, entrust part of the Fund's assets to sub-custodians. All transactions relating generally to the disposal of the Fund's assets are carried out by the Custodian on the instructions of the Fund and/or the Management Company.

The Custodian must ensure that:

- a) the sale, issuance, redemption, conversion and cancellation of shares effected by the Fund or on its behalf take place in accordance with the law or the Articles of Incorporation;
- b) in operations involving the assets of the Fund, the consideration is delivered to it within the customary period;
- c) the income of the Fund is allocated in accordance with the Articles of Incorporation.

By giving 6 months notice in writing, the Fund may terminate the appointment of the Custodian and the latter may terminate its own functions under the same conditions.

The Fund offers investors a choice of investments in one or more Sub-Funds as detailed in Section 2 “Sub-Funds Appendix”. Within each Sub-Fund, Shares may be offered in different Classes as described in Section 10.2 below and the Sub-Fund Appendix.

Subject to the restrictions described below, Shares of each Class of each Sub-Fund are freely transferable and are each entitled to participate equally in the profits and liquidation proceeds attributable to that Class. The rules governing such allocation are set forth below. The Shares, which are of no par value and which must be fully paid upon issue, carry no preferential or pre-emptive rights, and each one is entitled to one vote at all general meetings of shareholders and at all meetings of the Sub-Fund in which Shares are held.

The Board of Directors will have ultimate responsibility for advising the Management Company in relation to any decision to accept or reject any application for the subscription of or other dealing in Shares.

The Management Company may restrict or prevent the ownership of Shares by any person, firm or corporation, if the ownership is such that it may be against the interests of the Fund or of the majority of its Shareholders or of any Sub-Fund or Class therein. Where it appears to the Management Company that a person who is precluded from holding Shares, either alone or in conjunction with any other person, is a beneficial owner of Shares, the Management Company may proceed to compulsory redemption of all Shares so owned.

The Shares are available in registered form only and will be issued without certificates.

Further information in relation to the subscription, conversion, transfer and redemption of Shares is set out below.

### **Market Timing and Late Trading**

Subscription and conversion of Shares should be made for investment purposes only. The Fund does not permit market-timing or other excessive trading practices. Excessive, short-term (market-timing) trading practices may disrupt portfolio management strategies and harm the Fund’s or a Sub-Fund’s performance. To minimise harm to the Fund and the Shareholders, the Management Company has the right to reject any subscription or conversion order, or levy in addition to any subscription or conversion fees which may be charged, a fee of up to 2% of the value of the order for the benefit of the Fund from any investor who is engaging in excessive trading or has a history of excessive trading or if an investor’s trading, in the opinion of the Management Company, has been or may be disruptive to the Fund or any of the Sub-Funds. In making this judgment, the Management Company may consider trading conducted in multiple accounts under common ownership or control. The Management Company also has the power to redeem all Shares held by a Shareholder who is or has been engaged in excessive trading. The Fund and the Management Company will not be held liable for any loss resulting from rejected orders or mandatory redemptions.

When subscribing, redeeming or converting, an investor is unaware of the net asset value per Share.

## **10.1 Subscription for Shares**

### **a) Standard instruction document**

When making their initial subscription, investors must open an account with the Management Company and/or one of the Sales Agents (which will in turn forward details of all such applications to the Management Company) by completing and submitting all supporting

documentation in relation to know-your client materials, money laundering prevention checks and a fully completed Application Form.

Investors are required to complete all relevant sections of the Application Form, including all applicable declarations and indemnities to the investor.

Pursuant to Luxembourg law, and the circulars of the Luxembourg supervisory authority, professional obligations have been outlined to prevent the use of UCIs for money laundering and terrorism financing purposes.

As a result, the Management Company has to ensure that the identity of subscribers who are individuals (demonstrated by a certified copy of their passport or identification card) or of subscribers who are not individuals (demonstrated by a certified copy of their articles of incorporation or equivalent documentation) or the status of financial intermediaries (demonstrated by a recent original extract of the trade register and, where applicable or if requested, a certified copy of the business authorization delivered by the competent local authorities) are disclosed to the Fund. Such information shall be collected for compliance reasons only and shall not be disclosed to unauthorized persons.

Failure to provide the Management Company with the original Application Form fully completed and supporting documentation required may result in an application being refused or delayed pending receipt of all documentation as requested, at the discretion of the Management Company, or may delay settlement of redemption proceeds and dividends.

The Management Company reserves the right at any time during the course of its relationship with an investor or Shareholder, to suspend the execution of applications for subscription, conversion or redemption, in whole or in part and to request the investor or Shareholder to submit additional information and documentation, from time to time, for the purpose of adherence to anti-money laundering law and regulations.

Application through the Sales Agents may be subject to additional requirements or procedures as may be required or under applicable local laws. For more information, please contact the relevant Sales Agent. Relevant information may also be set out in Section 17 'Information for Investors in Certain Countries' of the Prospectus or in the Country Supplement.

## **b) Applications for subscription of Shares**

Subscriptions for Shares in each Sub-Fund can be made to the Management Company or one of the Sales Agents on any day that is a Valuation Day for the relevant Sub-Fund. Investors whose applications are accepted will be allotted Shares issued on the basis of the net asset value per Share of the relevant Class determined on a given Valuation Day, provided that the application (together with all supporting documentation in relation to know-your client materials, money laundering prevention checks and a fully completed Application Form) is received by the Management Company or one of the Sales Agents not later than 13:00 CET (the "cut-off time"), one Business Day prior to the relevant Valuation Day. Applications received after that cut off time will be processed on the next following Valuation Day.

Instructions to subscribe, once given, are irrevocable, except in the case of a suspension or deferral of dealing. The withdrawal of any subscription order will in such case be effective only if written notification is received by the Management Company or the relevant Sales Agent before the end of such suspension or deferral period. Investors will be informed of any such suspension or deferral as appropriate. The Management Company reserves the right to reject any application for subscription in whole or in part. If an application is rejected, any subscription money received will be refunded at the cost and risk of the applicant without interest.

Once the initial application for Shares has been accepted, applications for Shares should be made by telephone, fax / telecopy or in writing to the Management Company or to one of the Sales Agents or by such other means, as the Fund, with the consent of the Management Company, may prescribe from time to time where such means are in accordance with the requirements of the CSSF. Subject to approval of the Management Company, the term “in writing” in relation to application for Shares shall include orders submitted by post, by way of SWIFT or other electronic means (including orders submitted in a Portable Document Format (PDF) as an attachment to an email sent to the address indicated in the Application Form) in accordance with the investors’ instructions on the Application Form. Each application will be subject to appropriate security clearance procedures to protect the interests of investors. Furthermore, telephone applications will be recorded.

Institutional Investors may subscribe either by indicating the amount they are subscribing for or the number of Shares they wish to acquire, save in respect of the R-QFII Sub-Funds in which Institutional Investors may subscribe only by indicating the amount they are subscribing for. Retail Investors may only subscribe by indicating the amount they are subscribing for.

Offers for interests in the JPY Class Shares will be upon application only and take place only at the office of the Management Company at the address given under section 4 titled “Directory” of the Prospectus. There is no intention to make a public offering of any of the JPY classes in any jurisdiction.

The Board of Directors may fix an initial offering period and/or a minimum subscription amount in respect of each newly created Sub-Fund, which, if applicable, will be outlined in the Sub-Funds Appendix.

The Board of Directors may fix minimum subscription amounts for each Class, which, if applicable, are detailed below under “The Shares – Class Description, Eligibility for Shares, Minimum Subscription and Holding Amounts”. The Investment Manager, acting as the delegate – and under the responsibility of the Management Company, may, from time to time, waive any applicable minimum subscription amounts or minimum additional subscription amounts.

A sales charge of up to 5% of the net asset value per Share is payable, or may be waived in whole or in part at the discretion of the Principal Sales Agent or the relevant Sales Agent. The sales charge (if any) will be paid to, and retained by, the Principal Sales Agent or the relevant Sales Agent.

Payment for Shares must be received by the Custodian net of all bank charges in the reference currency of the relevant Class of Shares (US\$ for Shares denominated in US\$, EUR for Shares denominated in Euro, GBP for Shares denominated in GBP, NOK for Shares denominated in NOK, DKK for Shares denominated in DKK, SEK for Shares denominated in SEK, CHF for Shares denominated in CHF, JPY for Shares denominated in JPY, AUD for Shares denominated in AUD, CAD for Shares denominated in CAD, MXN for Shares denominated in MXN, USD for Shares of the BRL Class, SGD for Shares denominated in SGD, RMB(CNH) for Shares denominated in RMB(CNH)), not later than three Business Days (but in respect of the R-QFII Sub-Funds, two Business Days) after the Valuation Day upon which the net asset value for the allotment of such Shares is determined. The Management Company reserves the right to claim interest for late payment. A subscription for Retail Shares (including Z Shares) shall not be processed by the Management Company until such time as it has received evidence of payment for such Shares.

The Management Company may from time to time accept subscriptions for Shares against contribution in kind of securities or other assets which could be acquired by the relevant Sub-Fund pursuant to its investment policies and restrictions. Any such contribution in kind will be valued in the Auditors’ report drawn up in accordance with the requirements of Luxembourg law, such report to be at the cost of the relevant investor. When an investor makes an application including a contribution in kind, he/she is required to send in all supporting

documentation requested by the Management Company, including the Auditors' report and fully completed application for Shares, to the Management Company not later than 13:00 CET ten Business Days prior to the relevant Valuation Date.

The Management Company reserves the right to accept or refuse any application in whole or in part and for any reason. The Fund may also limit the distribution of Shares of a given Class or Sub-Fund to specific countries. The issue of Shares of a given Class shall be suspended whenever the determination of the net asset value per Share of such Class is suspended by the Fund (see "General Information – Temporary Suspension of Issues, Redemptions and Conversions").

Without the Management Company's prior written approval, no Shareholder shall be permitted to acquire the Shares for the purposes of repackaging the Shares or developing or entering into any structured products that are referenced, linked or secured over the Shares, including but not limited to credit linked notes, total return swaps, indexed notes, indexed swaps, principal protected products or any other synthetic products.

Subject to the provisions of this Prospectus and the relevant applicable U.S. and/or ERISA requirements, the Fund may, at its sole discretion, permit the admission of Benefit Plan Investors in a Sub-Fund. Except as otherwise described within a Sub-Fund's Appendix, the Fund intends to limit investment by Benefit Plan Investors in a Sub-Fund such that, after giving effect to any such admission, less than 25% of the total value of each Share Class in such Sub-Fund is held by Benefit Plan Investors (based on assurances received from investors). To the extent applicable with respect to a Sub-Fund, in its sole discretion the Fund may limit Benefit Plan Investors permitted to invest in a Sub-Fund to an aggregate amount below or substantially below the 25% threshold, or any other threshold that the Board deems appropriate, decline any subscription requests from Benefit Plan Investors, or redeem at any time a Shareholder who is a Benefit Plan Investor.

Normally, confirmation of completed subscriptions will be sent to investors by facsimile and / or also by post to the facsimile number and postal address indicated in his/her application within two Business Days following the relevant Valuation Day, at the risk of the investor.

The Principal Sales Agent may enter into agreements with certain appointed Sales Agents or appoint financial institutions or professionals within the financial sector as nominees from FATF (Financial Action Task Force on Money Laundering) countries, the names of which may be obtained at the registered office of the Fund for investors subscribing for Shares through their facilities (distribution and nominee agreements). In such capacity the Sales Agent may effect subscriptions, conversions and redemptions of Shares in nominee name on behalf of individual investors and request the registration of such operations on the register of shareholders of the Fund in such nominee name. The nominee/Sales Agent maintains its own records and provides the investor with individualized information as to its holdings of Shares in the Fund. Except where local law or custom prohibits the practice, investors may invest directly in the Fund and not avail themselves of a nominee service. Unless otherwise provided by local law, any investor holding Shares in a nominee account has the right to claim, at any time, direct title to such Shares.

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

## 10.2 Class Description, Eligibility for Shares, Minimum Subscription and Holding Amounts

### Class Description

	<b>Institutional Class</b>	<b>Institutional II Class</b>	<b>Institutional III Class</b>	<b>Institutional IV Class</b>
<b>Available Currencies</b>	USD, GBP, EUR, NOK, SEK, DKK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	JPY, JPY (unhedged)	USD, GBP, EUR, NOK, SEK, DKK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	USD, GBP, EUR, NOK, SEK, DKK, CHF, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)
<b>Available to</b>	Institutional Investors	Institutional Investors	Institutional Investors who: (i) are an Ashmore Associate; or (ii) at the time the relevant subscription order is received, are clients of the Investment Manager and Principal Sales Agent with an agreement covering the charging structure relevant to the investors' investments in such Shares.	Institutional Investors
<b>Initial Price per Share</b>	US\$100 - EUR100 GBP100 - NOK100 SEK 100 - DKK100 CHF100 - AUD100 CAD100 - MXN1,000 BRL-US\$100 SGD100 - RMB(CNH)600	¥10,000	US\$100 - EUR100 GBP100 - NOK100 SEK 100 - DKK100 CHF100 - AUD100 CAD100 - MXN1,000 BRL-US\$100 SGD100 - RMB(CNH)600	US\$100 - EUR100 GBP100 - NOK100 SEK 100 - DKK100 CHF100 - AUD100 CAD100 - MXN1,000 BRL-US\$100 SGD100 - RMB(CNH)600
<b>Dealing Days#</b>	Daily	Daily	Daily	Daily
<b>Dealing deadline for subscriptions (initial and subsequent)</b>	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day
<b>Minimum Initial Subscription / Holding Amount*</b>	US\$1,000,000 EUR1,000,000 GBP600,000 NOK6,000,000 SEK 6,000,000 DKK6,000,000 CHF1,000,000 AUD1,000,000 CAD1,000,000 MXN12,000,000 BRL-US\$1,000,000 SGD1,000,000 RMB(CNH)7,000,000	¥4,000,000,000	US\$1,000,000 EUR1,000,000 GBP600,000 NOK6,000,000 SEK 6,000,000 DKK6,000,000 CHF1,000,000 AUD1,000,000 CAD1,000,000 MXN12,000,000 BRL-US\$1,000,000 SGD1,000,000 RMB(CNH)7,000,000	US\$1,000,000 EUR1,000,000 GBP600,000 NOK6,000,000 SEK 6,000,000 DKK6,000,000 CHF1,000,000 AUD1,000,000 CAD1,000,000 MXN12,000,000 BRL-US\$1,000,000 SGD1,000,000 RMB(CNH)7,000,000
<b>Minimum amounts for additional subscriptions*</b>	US\$5,000 - EUR5,000 GBP3,000 - NOK30,000 SEK30,000 - DKK30,000 CHF5,000 - AUD5,000 CAD5,000 - MXN60,000 BRL-US\$5,000 SGD5,000 RMB(CNH)30,000	¥20,000,000	US\$5,000 - EUR5,000 GBP3,000 - NOK30,000 SEK30,000 - DKK30,000 CHF5,000 - AUD5,000 CAD5,000 - MXN60,000 BRL-US\$5,000 - SGD5,000 RMB(CNH)30,000	US\$5,000 - EUR5,000 GBP3,000 - NOK30,000 SEK30,000 - DKK30,000 CHF5,000 - AUD5,000 CAD5,000 - MXN60,000 BRL-US\$5,000 - SGD5,000 RMB(CNH)30,000
<b>Minimum redemption amount</b>	N/A	N/A	N/A	N/A
<b>Sales Charge</b>	Max 5%	Max 5%	Max 5%	Max 5%
<b>Redemption Charge</b>	None	None	None	None
<b>Performance fee##</b>	None	None	None	Yes
<b>Dealing deadline for redemptions</b>	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day
<b>Distribution Policy###</b>	Accumulation or distribution	Accumulation or Distribution	Accumulation or distribution	Accumulation or distribution

\* The costs of the conversion of subscription proceeds received into the reference currency of the relevant Sub-Fund are borne by the relevant Share Classes provided always that all Shareholders of the relevant Classes are treated equally.

# Please refer to the definition of "Business Day" in section 1.1. of the Prospectus.

## Please refer to Sub-Fund Appendix and section 12 for more information.

### Please refer to Sub-Fund Appendix and section 11 for more information.

## Class Description (continued)

	<b>Retail Class</b>	<b>Z Class</b>	<b>Z 2 Class</b>
<b>Available Currencies</b>	USD, GBP, EUR, NOK, SEK, DKK, CHF, JPY, AUD, CAD, MXN, BRL, SGD, RMB(CNH)(unhedged)	USD, EUR, GBP, CHF	USD, EUR, GBP, CHF
<b>Available to</b>	All investors	Certain distributors of the Investment Manager which purchase the Shares on behalf of their clients (with whom the distributors have entered into a fee based advisory and/or discretionary client agreement) and where, if applicable, the distribution agreement requires that such distributor (or its nominee) be or will be the registered holder of such Shares and/or where there is a regulatory requirement to invest in share classes without incentives and any other investor at the discretion of the Investment Manager, acting as the delegate and under the responsibility of the Management Company	Certain distributors of the Investment Manager which purchase the Shares on behalf of their clients (with whom the distributors have entered into a fee based advisory and/or discretionary client agreement) and where, if applicable, the distribution agreement requires that such distributor (or its nominee) be or will be the registered holder of such Shares and/or where there is a regulatory requirement to invest in share classes without incentives and any other investor at the discretion of the Investment Manager, acting as the delegate and under the responsibility of the Management Company
<b>Initial Price per Share</b>	US\$100 - EUR100 - GBP100 NOK100 - SEK 100 - DKK100 CHF100 - ¥10,000 - AUD100 CAD100 - MXN1,000 BRL-US\$100 - SGD100 RMB(CNH)600	US\$100 - EUR100 GBP100 - CHF100	US\$100 - EUR100 - GBP100 CHF100
<b>Dealing Days#</b>	Daily	Daily	Daily
<b>Dealing deadline for subscriptions (initial and subsequent)</b>	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day
<b>Minimum Initial Subscription / Holding Amount*</b>	US\$5,000 - EUR5,000 - GBP3,000 NOK30,000 - SEK 30,000 DKK30,000 - CHF5,000 - ¥ 400,000 AUD5,000 - CAD5000 - MXN60,000 BRL-US\$5,000 - SGD5,000 RMB(CNH)30,000	US\$1,000,000 EUR1,000,000 GBP600,000 CHF1,000,000	US\$200,000,000 EUR200,000,000 GBP120,000,000 CHF200,000,000
<b>Minimum amounts for additional subscriptions*</b>	US\$500 - EUR500 - GBP300 NOK3,000 - SEK 3,000 - DKK3,000 - CHF500 - ¥ 40,000 - AUD500 CAD500 - MXN6000 - BRL-US\$500 SGD500 - RMB(CNH)3,000	US\$500 EUR500 GBP300 CHF500	US\$500 EUR500 GBP300 CHF500
<b>Minimum redemption amount</b>	N/A	N/A	N/A
<b>Sales Charge</b>	Max 5%	Max 5%	Max 5%
<b>Redemption Charge</b>	None	None	None
<b>Dealing deadline for initial redemptions</b>	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day	13:00 CET one Business Day prior to the relevant Valuation Day
<b>Distribution Policy##</b>	Accumulation or distribution	Accumulation or distribution	Accumulation or Distribution

\* The costs of the conversion of subscription proceeds received into the reference currency of the relevant Sub-Fund are borne by the relevant Share Classes provided always that all Shareholders of the relevant Classes are treated equally.

# Please refer to the definition of "Business Day" in section 1.1. of the Prospectus.

## Please refer to Sub-Fund Appendix and section 11 for more information.

The Management Company may in its absolute discretion decide not to launch a Share Class and reject any subscriptions until subscriptions amounting to US\$ 5,000,000 in aggregate (or currency equivalent) have been received in such Share Class.

The Management Company may, at any time, decide to compulsorily redeem all Shares from a Shareholder whose holding is as a result of an application for partial redemption of his/her Shares less than the minimum subscription amount specified in the table above or who

consequently fails to satisfy any other applicable eligibility requirements set out above or stated in the Sub-Funds Appendix. In such case, the Shareholder concerned will receive one month prior notice so as to be able to increase his/her holding above such amount or otherwise satisfy the eligibility requirements.

#### *Eligibility for Institutional Classes of Shares*

The sale of Institutional Class Shares, Institutional II Class Shares, Institutional III Class Shares and Institutional IV Class Shares is restricted to Institutional Investors and the Fund will not issue or give effect to any conversion or transfer of Shares of such Classes to any investor who may not be considered an Institutional Investor. The Management Company may, at its discretion, delay the acceptance of any subscription for Shares of a Class restricted to Institutional Investors until such date as it has received sufficient evidence on the qualification of the investor as an Institutional Investor. If it appears at any time that a holder of Shares of a Class restricted to Institutional Investors is not an Institutional Investor, the Management Company will either redeem the relevant Shares in accordance with the provisions under 10.5. "Redemption of Shares" below, or convert such Shares into Shares of a Class which is not restricted to Institutional Investors (provided there exists such a Class with similar characteristics) and notify the relevant Shareholder of such conversion.

#### *Classes Available*

Classes of Shares available in each Sub-Fund will be set out in the Sub-Funds Appendix and in the Available Share Classes Document. These will be updated as new Sub-Funds or Classes become available.

### **10.3 Listing of Shares**

The Institutional Class Shares, Institutional II Class Shares, Institutional III Class Shares, Institutional IV Class Shares, Retail Class Shares, Z Class Shares and Z 2 Class Shares of the Sub-Funds may be listed on the Luxembourg Stock Exchange as described more particularly in each Sub-Fund's Appendix. If the Directors decide to create additional Sub-Funds or Classes they may, if they think appropriate, apply for the Shares in those Sub-Funds to be listed on the Luxembourg Stock Exchange. For so long as the Shares of any Sub-Fund are listed on the Luxembourg Stock Exchange, the Fund shall comply with the requirements of the Luxembourg Stock Exchange relating to those Shares. The listing agent is Banque et Caisse d'Epargne de l'Etat Luxembourg.

The eligibility requirements applicable to all holders of Shares in each Sub-Fund as contained in the Prospectus are collectively referred to as the "Eligibility Requirements".

Although the Shares are required to be negotiable and transferable on the Luxembourg Stock Exchange upon their admission to trading thereon (and trades registered thereon are not able to be cancelled by the Fund), the Eligibility Requirements will nevertheless apply to any party to whose Shares are transferred on the Luxembourg Stock Exchange.

The holding at any time of any Shares by a party which does not satisfy the Eligibility Requirements may result in the compulsory redemption of such Shares by the Fund.

Secondary trading on the Luxembourg Stock Exchange will at all times be permitted and registered trades on the market are not able to be cancelled.

For the avoidance of doubt notwithstanding anything to the contrary in this Prospectus, but without prejudice to the Fund's right to compulsorily redeem shares where applicable, nothing in this Prospectus may be construed as allowing infringement of the Luxembourg Stock Exchange regulations applicable to the transferability of Shares.

## 10.4 Conversion of Shares

Unless otherwise provided for in the Sub-Funds Appendix, and subject to any suspension of the determination of the net asset values concerned, Shareholders have the right to convert all or part of their Shares of any Class of a Sub-Fund into Shares of another existing Class denominated in the same currency of that or another Sub-Fund by applying for conversion in the same manner as for the issue and redemption of Shares. However, the right to convert Shares is subject to compliance with any conditions (including any minimum subscription amounts) applicable to the Class into which conversion is to be effected. Therefore, if, as a result of a conversion, the value of a Shareholder's holding in the new Class would be less than the minimum subscription amount specified above, under "Minimum Subscription and Holding Amounts", the Investment Manager may decide not to accept the request for conversion of the Shares. In addition, if, as a result of a conversion, the value of a Shareholder's holding in the original Class would become less than the relevant minimum subscription amount, the Shareholder may be deemed (if the Investment Manager so decides) to have requested the conversion of all of his Shares.

The number of Shares issued upon conversion will be based upon the respective net asset values of the two Classes concerned on the common Valuation Day on which the conversion request is accepted by the Management Company. Conversion requests must be received in good order prior to 13:00 CET one Business Day prior to the common Valuation Day. Conversion requests received after that cut off time will be processed on the next following common Valuation Day.

If there is no common Valuation Day for any two Classes, the conversion will be made on the basis of the net asset value calculated on the next following Valuation Day of each of the two Classes concerned (provided that the request for such conversion has been received prior to 13:00 CET on the last Business Day prior to the earlier of the respective Valuation Days).

Applications for the conversion of Shares should be made by fax / telecopy, by telephone or in writing to the Management Company or, where indicated under "Information for Investors in Certain Countries" below, to one of the Sales Agents. Subject to approval of the Management Company, the term "in writing" in relation to application for the conversion of Shares shall include orders submitted by post, by way of SWIFT or other electronic means (including orders submitted in a Portable Document Format (PDF) as an attachment to an email sent to the address indicated in the Application Form) in accordance with the investors' instructions on the Application Form. Each application will be subject to appropriate security clearance procedures to protect the interests of investors. Furthermore, telephone applications will be recorded.

Shareholders should note that while receipt of verification documents are pending, all transactions may be rejected or delayed.

The number of Shares issued upon conversion will be based upon the respective net asset value of the Shares of the relevant Sub-Funds on the Valuation Day on which the conversion is accepted and will be calculated as follows:

$$A = \frac{B \times C}{D}$$

- A is the number of Shares to be allocated in the new Sub-Fund/Class
- B is the number of Shares to be converted in the original Sub-Fund/Class
- C is the net asset value on the applicable Valuation Day of the Shares to be converted in the original Sub-Fund/Class
- D is the net asset value on the applicable Valuation Day of the Shares to be allocated in the new Sub-Fund/Class

After the conversion, the Management Company will inform the Shareholders as to the number of new Shares obtained as a result of the conversion as well as their net asset value.

A conversion charge of up to 1% of the net asset value of the Shares to be converted may be applied at the discretion of the Principal Sales Agent provided however that equal treatment of the Shareholders is being observed by applying the same percentage to all conversion orders received for the same Valuation Day. The conversion charge (if any) will be applied for the benefit of the Classes or Sub-Funds between which the conversion is effected as appropriate to cover the costs of any transactions arising from the conversion and shall be deducted from the redemption proceeds from the Class of Shares being redeemed prior to such proceeds being reinvested.

Additionally, if requests for conversions (including redemptions) of more than 10% of the total number of Shares in issue of any Sub-Fund are received on any Valuation Day, the Management Company may decide that conversions shall be postponed on a pro rata basis until the next Valuation Day following that on which the relevant conversion requests were received, so that the 10% limit is not exceeded. Conversion requests which have not been dealt with because of such postponement must be given priority as if the request had been made for the next following Valuation Day until completion of full settlement of the original requests. The limitation will be applied pro rata to all Shareholders who have requested conversions to be effected at such Valuation Day so that the proportion converted is the same for all Shareholders.

Conversions of Shares of a given Sub-Fund shall be suspended whenever the determination of the net asset value per Share of such Sub-Fund is suspended by the Fund (see “General Information – Temporary Suspension of Issues, Redemptions and Conversions”).

## **10.5 Redemption of Shares**

Any Shareholder may apply by fax / telecopy, by telephone or in writing, or per the Shareholders’ instructions on the Application Form, for redemption of his/her Shares in part or in whole on any Business Day. Subject to approval of the Management Company, the term “in writing” in relation to redemption orders shall include orders submitted by post, by way of SWIFT or other electronic means (including orders submitted in a Portable Document Format (PDF) as an attachment to an email sent to the address indicated in the Application Form) in accordance with the investors’ instructions on the Application Form. Each application will be subject to appropriate security clearance procedures to protect the interests of investors. Furthermore, telephone applications will be recorded.

Shareholders whose applications for redemption are accepted will have their Shares redeemed on the basis of the net asset value per Share of the relevant Class determined on a given Valuation Day, provided that the application is received by the Management Company or the relevant Sales Agent not later than 13:00 CET, one Business Day prior to the relevant Valuation Day (unless otherwise provided for in the terms of each Sub-Fund in Section 2 “Sub-Funds Appendix”). Applications received after that cut off time will be processed on the next following Valuation Day.

Shareholders should note that while pending receipt of verification documents required under the anti-money laundering law and regulations, all transactions may be rejected or delayed. The Management Company reserves the right to reject any application for redemption not received in good order.

Redemption payments will be made in the reference currency of the relevant Class and the Custodian will issue payment instructions therefore to its correspondent bank for payment no later than three Business Days after calculation of the net asset value used to determine such payment (unless otherwise provided for in the terms of each Sub-Fund in Section 2 “Sub-Funds Appendix”). The Fund reserves the right to extend the period of payment of redemption proceeds to such period, not exceeding thirty Business Days, as shall be necessary to

repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of a Sub-Fund are invested or in exceptional circumstances where the liquidity of a Sub-Fund is not sufficient to meet the redemption requests.

If, as a result of a redemption, the value of a Shareholder's holding would become less than the relevant minimum subscription amount, that Shareholder may be deemed (if the Investment Manager so decides) to have requested redemption of all of his Shares.

Shareholders are required to notify the Management Company or the relevant Sales Agent immediately in the event that they become US Persons or hold Shares for the account or benefit of US Persons or otherwise hold Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Fund or the Shareholders or otherwise be detrimental to the interests of the Fund. If the Management Company become aware that a Shareholder (a) is a US Person or is holding Shares for the account or benefit of a US Person, (b) is holding Shares in breach of any law or regulation or otherwise, in either case in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Fund or the Shareholders or otherwise be detrimental to the interests of the Fund, or for ERISA matters described under sub-section "ERISA and Other Employee Benefit Plan Considerations" of section 3.2 "This Prospectus", the Management Company may, unless otherwise agreed, compulsorily redeem the Shares in accordance with the provisions of the Articles of Incorporation. Except as otherwise described within a Sub-Fund's Appendix, the Fund intends to exercise its power to compulsorily redeem a Shareholder (in whole or in part) from the relevant Sub-Fund if it becomes necessary to ensure that Benefit Plan Investors hold less than 25% (or such other threshold that the Board deems appropriate) of the total value of each Share Class in the relevant Sub-Fund.

Additionally, if requests for redemption (including conversion) of more than 10% of the total number of Shares in issue of any Sub-Fund are received in respect of a Valuation Day, subject to the restrictions specified above, the Management Company may decide that such redemption requests shall be postponed on a pro rata basis until the next Valuation Day following that in respect of which the relevant redemption requests were received, so that the 10% limit is not exceeded. Redemption requests which have not been dealt with because of such postponement will be given priority as if the requests had been made for the next following Valuation Day until completion of full settlement of the original requests. The limitation will be applied pro rata to all Shareholders who have requested redemptions to be effected at such Valuation Day so that the proportion converted is the same for all shareholders.

Redemption of Shares of a given Sub-Fund shall be suspended whenever the determination of the net asset value per Share of such Sub-Fund is suspended by the Fund (see section 16.6. "Temporary Suspension of Issues, Redemptions and Conversions").

A Shareholder may not withdraw his request for redemption of Shares of any one Class except in the event of a suspension of the determination of the net asset value of the Class and, in such event, a withdrawal will be effective only if written notification is received by the Management Company or the relevant Sales Agent before the termination of the period of suspension. If the redemption request is not withdrawn, the Management Company shall proceed to redeem on the first applicable Valuation Day following the end of the suspension of the determination of the net asset value of the Shares of the relevant Sub-Fund.

From time to time it may be necessary for the Fund to borrow on a temporary basis to fund redemptions or subscriptions where subscription monies are anticipated. For restrictions applicable to the Fund's ability to borrow, see section 6. "Investment Restrictions".

The Fund shall have the right, if the Board of Directors so determines, to satisfy payment of the redemption price to any Shareholder who agrees, in specie by allocating to the holder

investments from the portfolio of assets set up in connection with such Class or Classes of Shares equal in value as of the Valuation Day, on which the redemption price is calculated, to the value of the Shares to be redeemed. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares of the relevant Class or Classes of Shares and the valuation used shall be confirmed by a special report of the Auditors of the Fund. The costs of any such transfers shall be borne by the transferee.

## **10.6 Transfer of Shares**

The transfer of registered Shares may normally be effected by delivery to the relevant Sales Agent or the Management Company of an instrument of transfer in appropriate form. On receipt of the transfer request, the Management Company or the relevant Sales Agent may, after reviewing the endorsement(s), require that the signature(s) be guaranteed by an approved bank, stockbroker or public notary.

No transfer may be made which would result in either the transferor or the transferee remaining or being registered (as the case may be) as the holder of Shares valued at less than the minimum holding amount applicable to the relevant Sub-Fund. The Investment Manager, acting as the delegate — and under the responsibility — of the Management Company, may waive the minimum holding amount applicable to the relevant Sub-Fund.

Shareholders are advised to contact the Management Company or the relevant Sales Agent prior to requesting a transfer to ensure that they have all the correct documentation for the transaction.

The Board of Directors may issue Distribution Shares (inc) and Accumulation Shares (acc) within each Sub-Fund, as described in the Sub-Funds Appendix and in the Available Share Classes Document. The difference between Accumulation Shares and Distribution Shares lies in the different distribution policies.

### **11.1 Distribution Shares**

The Fund intends to distribute all dividends, interest and other available income of the Sub-Funds, net of all fees and other expenses.

Income equalisation arrangements may be applied in the case of Shares in some or all the Sub-Funds. Where they are applied these arrangements are intended to ensure that the income per Share which is distributed or deemed distributed in respect of a distribution period is not affected by changes in the number of Shares in issue during that period.

The frequency of distributions for the relevant Sub-Funds of Distribution Shares is annually, on publication of the annual accounts of the Fund, or monthly, as described in the Sub-Fund Appendix. The Board of Directors may, however, in respect of any of the Sub-Funds or Share Classes within such Sub-Funds, declare interim dividends within the limitation set forth by Luxembourg law. The frequency of such distributions is at the discretion of the Board of Directors.

**Annual distributions** will be made no later than the last Valuation Day in September in each year ("the Payment Date") to Shareholders registered on the register of Shareholders of the respective Sub-Fund on the Valuation Day immediately prior to the date upon which such distribution is made.

**Monthly distributions** will be calculated as the last Business Day of each month. Payments will be made by the 10<sup>th</sup> Business Day of the month following the distribution date (the "Payment Date") and if such day is not a Business Day, payments will be made on the next Business Day.

Unless a Shareholder otherwise requests in writing, distributions will be applied on the Payment Date in acquiring additional Shares of the relevant Class (free of any sales charge) on his behalf. Dividends may only be paid if, after the deduction of such dividend, the Fund's capital is greater than the minimum capital required by Luxembourg law.

It is intended that the Sub-Funds will apply in respect of each of their accounting periods to be certified as distributing or reporting sub-funds for the purposes of United Kingdom taxation.

### **11.2 Accumulation Shares**

Shareholders holding Accumulation Shares will not receive any distributions. Instead, the income due to them will be rolled up to enhance the value of their Accumulation Shares.

Income equalisation arrangements may be applied in the case of Shares in some or all the Sub-Funds. Where they are applied these arrangements are intended to ensure that the income per Share which has accrued in respect of a distribution period is not affected by changes in the number of Shares in issue during that period.

**12.1. Fees to be paid to the Management Company**

**Management Company Fee:** In consideration for its management company and fund administration services, the Management Company is entitled to receive out of the assets of each Sub-Fund a monthly fee not exceeding 0.04% calculated on the basis of the average net asset value of the Sub-Fund determined at the end of each month. As of 1 October, 2014, the Management Company Fee cap will change to 0.05% calculated and payable as described in the preceding sentence.

**12.2. Fees to be paid to the Investment Manager and Principal Sales Agent****Management Fee**

The Investment Manager is entitled to receive out of the assets of each Sub-Fund a Management Fee at an annual rate expressed as a percentage of the net asset value of any Class of Shares of a Sub-Fund and as determined in the Sub-Funds Appendix, payable monthly in arrears based on the average daily net asset value from the prior day, adjusted for subscriptions and redemptions, of the relevant Class of Shares.

If a Sub-Fund invests in the units, shares or debt instruments of any other Ashmore Funds or any other investment funds managed directly or indirectly by an Ashmore Associate, the Investment Manager shall apply the following policy in respect of the Management Fee and Performance Fee due to it in respect of the relevant Sub-Fund and any subscription or other initial or disposal charges that the Ashmore Associates may be entitled to in respect of such Shares:

- The Investment Manager shall procure that the relevant Ashmore Associate will not charge any subscription, initial or disposal charges that it is entitled to charge for its own account in relation to the acquisition or disposal of each such investment.
- The Investment Manager shall not charge any Management Fee in respect of that proportion of the net asset value of the relevant Sub-Fund that corresponds to the aggregate value of the Sub-Fund's investment, if any, in the Ashmore Funds provided that (i) if the Management Fee the Investment Manager is entitled to in respect of the relevant Sub-Fund is greater than the management or advisory fee an Ashmore Associate is entitled to in respect of any Ashmore Fund in which the relevant Sub-Fund invests, then in respect of each such investment the Investment Manager shall charge the difference between the Management Fee that it would otherwise be entitled to in respect of the net asset value of the relevant Sub-Fund that corresponds to the respective investment in the relevant Ashmore Fund and the respective management or advisory fee due to the Ashmore Associate in respect of the relevant Ashmore Fund; and (ii) if the Management Fee the Investment Manager is entitled to in respect of the relevant Sub-Fund is lower than the management or advisory fee an Ashmore Associate is entitled to in respect of any Ashmore Fund in which the relevant Sub-Fund invests, then in respect of each such investment the Ashmore Associate shall be entitled to the full management or advisory fee due to it in respect of the relevant Ashmore Fund (including in relation to the Sub-Fund's Investment). The Management Company will, however, calculate the Performance Fee, if any, due in respect of the relevant Sub-Fund in full, notwithstanding that any Ashmore Associate may be entitled to an incentive or performance fee in respect of an Ashmore Fund in which the Sub-Fund invests.

If a Sub-Fund (the “**Investing Sub-Fund**”) invests in the shares of other Sub-Funds (the “**Target Sub-Fund**”) in accordance with the terms of the Prospectus, the Investment Manager shall apply the following policy in respect of the Management Fee and Performance Fee due to it in respect of the Investing Sub-Fund and any subscription or other initial or disposal charges that Investment Manager may be entitled to in respect of such Shares:

- The Investment Manager will not charge any subscription, initial or disposal charges (including any redemption or conversion charges) that it is entitled to charge for its own account in relation to the acquisition or disposal of each such investment.
- The Investment Manager shall not charge any Management Fee in respect of that proportion of the net asset value of the Investing Sub-Fund that corresponds to the aggregate value of the Investing Sub-Fund’s investment, if any, in another Sub-Fund provided that (i) if the Management Fee the Investment Manager is entitled to in respect of the Investing Sub-Fund is greater than the management or advisory fee the Investment Manager is entitled to in respect of the Target Sub-Fund, then in respect of each such investment the Investment Manager shall charge the difference between the Management Fee that it would otherwise be entitled to in respect of the net asset value of the Investing Sub-Fund that corresponds to the respective investment in the relevant Target Sub-Fund and the respective management or advisory fee due to the Investment Manager in respect of the Target Sub-Fund; and (ii) if the Management Fee the Investment Manager is entitled to in respect of the Investing Sub-Fund is lower than the Management Fee the Investment Manager is entitled to in respect of the Target Sub-Fund, then in respect of each such investment the Investment Manager shall be entitled to the full management or advisory fee due to it in respect of the Target Sub-Fund. The Management Company will, however, calculate the Performance Fee, if any, due in respect of the Investing Sub-Fund in full, notwithstanding that the Investment Manager may be entitled to an incentive or performance fee in respect of the Target Sub-Fund.

This section represents the Investment Manager’s policy regarding fees at the date of this Prospectus which may be amended, from time to time.

Notwithstanding the above, the provisions relating to charging of management fees shall not apply to investments made by a Sub-Fund in other Ashmore Funds or in other investment funds managed by an Ashmore Associate (except for another Sub-Fund) for purposes other than the implementation of the core investment objective and policies of the relevant Sub-Fund. Such Ashmore Funds or other investment funds managed by an Ashmore Associate may include, without limitation, money market funds or other similar funds in which the Sub-Fund might make shorter term or temporary investments for the purposes of efficient cash management, and in respect of which an Ashmore Associate receives a reasonable arm’s length fee.

### **Performance Fee**

The Investment Manager may also be entitled to a Performance Fee in respect of certain Classes of Shares as specified in the relevant Sub-Fund Appendix, payable out of the assets of the relevant Classes of Shares, which is based on the performance of such Class and is payable annually in arrears if such Class achieves a return over a Performance Period in excess of the relevant benchmark per annum as determined in the Sub-Funds Appendix. The Performance Fee payable to the Investment Manager in respect of such Classes of Shares will be the percentage amount of such excess as determined in the Sub-Funds Appendix.

The Performance Fee in respect of each relevant Class shall be calculated, and shall accrue (if applicable), on a daily basis during each Performance Period, with such accrual being reversed to reflect a reduction in performance in any such period. The initial Performance Period for a Sub-Fund shall commence on the Sub-Fund’s launch date and end on 31<sup>st</sup> March

of the following year in which such offering occurred. Subsequent Performance Periods for each Sub-Fund will commence on 1<sup>st</sup> April of each year and end on 31<sup>st</sup> March of the following year. In order to determine whether a Performance Fee is payable to the Investment Manager in respect of each relevant Class of Shares in a Sub-Fund, performance (if applicable) at the end of the initial Performance Period of such Sub-Fund shall be measured against the initial price of such Class and at the end of all subsequent Performance Periods of such Sub-Fund shall be measured against the net asset value of such Class on the last Valuation Day in the immediately preceding Performance Period.

**If any Shares of a Sub-Fund are redeemed during a Performance Period, then a proportion of the Performance Fee accrual (if applicable) at the time of the redemption and relating to the respective Class of Shares, based upon the proportion of the number of Shares being redeemed to the total number of Shares in issue in the respective Class at the time of such redemption, shall be crystallised and set aside for payment to the Investment Manager on a quarterly basis.**

### **Sub-Manager**

The Sub-Manager is entitled to a management fee payable by the Investment Manager out of its own assets.

### **12.3 Soft Commission Arrangement**

The Investment Manager's internal compliance policy is to not accept goods or services under any soft commission agreement or any other soft commission arrangements.

### **12.4 Custodian's Fees**

In consideration for its services, the Custodian is entitled to a quarterly fee paid out of the assets of each Sub-Fund, not exceeding 0.01% calculated on the basis of the average daily net asset value of the Sub-Fund determined at the end of each month. Notwithstanding such fees, the Custodian will receive customary banking fees for transactions.

### **12.5 Director's Fees**

Each Director of the Fund is entitled to receive a fee of \$5,000 per annum plus reimbursement of reasonable travel and other costs incurred in connection therewith. Such fees may be amended from time to time by a resolution of the general meeting of Shareholders and will be disclosed in the annual report of the Fund.

### **12.6 Master-Feeder Structures**

When a Sub-Fund qualifying as a feeder fund (the "Feeder") of a UCITS or of a compartment of such UCITS (the "Master") invests in the shares/units of a Master, the Master may not charge subscription or redemption fees on account of the Sub-Fund's investment in the shares/units of the Master.

Should a Sub-Fund qualify as Feeder, a description of all remuneration and reimbursement of costs payable by the Feeder by virtue of its investments in shares/units of the Master, as well as the aggregate charges of both the Feeder and the Master, shall be disclosed in the Sub-Fund's Appendix. In its annual report, the Fund shall include a statement on the aggregate charges of both the Feeder and the Master.

Should a Sub-Fund qualify as a master fund of another UCITS (the "Feeder"), the Feeder fund will not be charged any subscription fees, redemption fees or contingent deferred sales charges, conversion fees, from the Master.

## **12.7 Other Fees and Expenses**

Unless otherwise provided for with respect to a particular Sub-Fund, the Fund pays out of the assets of the relevant Sub-Fund all expenses payable by the Fund which shall include but not be limited to formation expenses, fees and expenses payable to its Management Company, Investment Manager, Placement Agent and any Sales Agent, fees and expenses payable to its Auditors and accountant, Custodian and its correspondents, the listing agent, any permanent representatives in places of registration, as well as any other agent employed by the Fund, the remuneration of the Directors and officers of the Fund and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Fund in any market or with any governmental or regulatory agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the costs of preparing, printing and distributing Prospectuses, explanatory memoranda, periodical reports or registration statements, other promotional expenses and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. All fees which are charged to the Fund are accrued on each Valuation Day.

## **12.8 Formation and Launch Expenses of the Fund**

The costs and expenses incurred in connection with the formation of the Fund and the initial issue of Shares by the Fund, including those incurred in the preparation and publication of the Prospectus, all legal and printing costs, certain launch expenses (including advertising costs) and preliminary expenses have been estimated not to exceed approximately US\$40,000. They are being written off over a period not exceeding five years from the formation of the Fund on a straight line basis.

## **12.9 Formation and Launch Expenses of Additional Sub-Funds**

Charges relating to the creation of a new Sub-Fund shall be written off during its first accounting period. The newly created Sub-Fund shall not bear a pro rata share of the costs and expenses incurred in connection with the formation of the Fund and the initial issue of Shares, which have not already been written off at the time of the creation of the new Sub-Fund.

**13.1 General Risk Consideration**

An investment in the Fund involves certain risks. The investments within each Sub-Fund are subject to the risk that the net asset value per Share of each Sub-Fund will fluctuate in response to changes in economic conditions, interest rates, and the market's perception of the securities held by the Sub-Funds; accordingly, no assurance can be given that the investment objectives will be achieved.

The Shares are single priced and may suffer a reduction in value as a result of the transaction costs incurred in the purchase and sale of their underlying investments and the spread between the buying and selling prices of such investments caused by subscriptions, redemptions and/or conversions in and out of the Fund. This is known as "dilution". In order to counter this and to protect Shareholders' interests, the Management Company may apply "swing pricing" as part of its valuation policy. This will mean that in certain circumstances (as further described in section 16.5.b. 'Net asset value adjustment ("Swing Pricing")' of the Prospectus) the Management Company will make adjustments in the calculation of the net asset values per Share, to counter the impact of dealing and other costs on occasions when these are deemed to be significant.

**13.2 Specific Risk Factors**

**Described below are certain risk factors peculiar to investing in Emerging Markets. These require consideration of matters not usually associated with investing in securities of issuers or financial derivative instruments linked to securities of issuers in the developed capital markets of North America, Japan or Western Europe. The economic and political conditions differ from those in developed markets, and may offer less social, political and economic stability. The absence in many cases, until relatively recently, of any move towards capital markets structures or to a free market economy means investing in these countries is more risky than investing in developed markets. These risks are likely to exist to a greater or lesser degree in most of the markets in which the Fund may invest.**

**Political and Economic Risks**

The value of Shares and the income generated by the Fund may be affected by uncertainties in Emerging Markets such as political or diplomatic developments, social and religious instability, changes in government policies, taxation and interest rates, currency repatriation and other political and economic developments in law or regulations and, in particular, the risks of expropriation, nationalisation and confiscation of assets and changes in legislation relating to the level of foreign ownership.

**Regulatory Risk**

The issuers or assets in which the Fund may invest may be or become subject to unduly burdensome and restrictive regulation affecting commercial freedom and this in turn may have an adverse impact on the value of the Fund and therefore the value of the Shares. Over-regulation may therefore be a form of indirect nationalisation.

**Nature of Investments and Market Risks**

The investments which may be made by the Fund carry risks not usually associated with investing in securities or financial derivative instruments in more developed markets. The Fund is likely to experience greater price volatility and lower liquidity than if invested in more developed markets. With nascent capital markets in many of the Emerging Markets in which the Fund may invest, there are often difficulties in meeting investor demand for the

available debt and/or equity securities. This can lead to primary issues and auctions of debt and/or equity securities being over subscribed.

The Investment Manager may seek to invest in US Dollar or other freely convertible currency denominated debt and/or equity securities or financial derivative instruments so that the Fund is exposed to the relevant Emerging Market albeit through a freely convertible currency and not the Emerging Market local currency. Alternatively, the Investment Manager may elect to invest in Emerging Market denominated debt and/or equity securities or Emerging Market local currency financial derivative instruments.

Debt and/or equity obligations acquired by the Fund may have no credit rating or a low rating. Such securities may involve greater risks of loss of income and principal than rated or higher-rated securities and are more speculative in nature. Although they may offer higher yields than do higher-rated securities, they generally involve greater price volatility and greater risk of default in payment of principal and income.

The use of products such as credit-linked notes and swaps can overcome problems and mitigate certain risks associated with direct investment in the underlying obligations. Such products expose the Fund to counterparty and other risks (as summarised below).

No assurance can be given that investments acquired by the Fund will continue to earn yields comparable to those earned historically, nor can any assurance be given that issuers whose obligations the Fund acquires will make payments on such obligations as they become due.

### **Lack of Market Economy**

Businesses in the Emerging Markets where the Fund will invest either directly or indirectly may only have a recent history of operating within a market-oriented economy or under the pressures imposed by developing countries. In general, relative to companies operating in developed economies, companies in these Emerging Markets are characterised by a lack of (i) experienced management, (ii) modern technology and (iii) a sufficient capital base with which to develop and expand their operations. It is unclear what will be the effect on companies, if any, of attempts to move towards more market-oriented economies.

### **Counterparty Risk, Underlying Investment**

The products, including credit linked notes and swaps referenced to underlying securities, instruments, baskets or indexes, in which the Fund may hold, are subject to both counterparty risk and the risks inherent in the underlying investment.

The counterparty risk lies with each party with whom the Fund contracts for the purpose of making investments (the “counterparty”) and, where relevant, the entity in the Emerging Market with whom the counterparty has made arrangements to ensure an on-shore presence in the Emerging Market.

The underlying investment risk lies with the sovereign or corporate entity against which payments made under the product are referenced. The Fund may not be entitled to assert any rights directly against the entity in the Emerging Market whom it does not have a contractual relationship and will be reliant upon the counterparty’s ability to assert its rights in the relevant Emerging Market.

### **Liquidity of Investments**

Investments which the Fund may make may be less liquid than investments made in more developed markets.

However the Fund will always maintain an adequate level of liquidity which will enable it to comfortably meet its redemption requirements.

## **Settlement Risk**

Because of the underdeveloped state of the legal, banking and telecommunications systems that may exist in certain Emerging Markets, concerns may arise in relation to settlement, clearing and registration of transactions in securities. Neither the Investment Manager nor the Custodian or any of their agents can make any representation or warranty about, or any guarantee of, the operation, performance, settlement, clearing and/or registration of investments or the credit risks associated with dealing in any investments which the Fund may make.

## **Custody Risk**

Custody services in many Emerging Markets remain undeveloped and, although the Custodian and the Investment Manager will endeavour to put into place control mechanisms, including the selection of agents to register investments on behalf of the Fund and regular audits of entries on relevant registers to ensure that the Fund's interests continue to be recorded, there is a transaction and custody risk of dealing in Emerging Market investments.

Although the Custodian will, so far as is possible, satisfy itself that each agent selected to provide for the safe custody of investments is fit and proper and that arrangements are in place to safeguard the interests of Shareholders, the Custodian and the Investment Manager will not be liable for the acts or omissions of any agent, nor for any losses suffered by the Fund as a result of the fraud, negligence, wilful default or the bankruptcy or insolvency of any agent. The Fund may therefore have a potential exposure on the default of any agent and, as a result, many of the protections which would normally be provided to an investment fund by a trustee, custodian or agent will not be available to the Fund.

In certain circumstances, as a result of market practice, law or regulation in many Emerging Markets, the Custodian will discharge its regulatory obligations by effecting supervision over assets in which a Sub Fund has invested directly and the title to which has been registered in the name of a Sub Fund so as to seek to prevent the sale, transfer, exchange, assignment or delivery of any such asset to a third party without the Custodian's prior consent. In spite of such controls, the registration of assets in the name of the Fund in respect of a Sub-Fund may mean that such assets may not be as well protected from a concerted fraud against the Fund than if such assets had been registered in the name of the Custodian or its sub-custodian or the asset had been held in an account in a central securities depository over which the Custodian or its sub-custodian had control.

**It must be appreciated that the Fund will be investing either directly or indirectly in Emerging Markets where the current law and market practice carries fewer safeguards than in more developed markets and that the Custodian and the Investment Manager can accept no liability for losses resulting from the Custodian and the Investment Manager acting in accordance with such practice.**

## **Possible Business Failures**

The insolvency or other business failure of any one or more of the Fund's investments could have an adverse effect on the performance and ability to achieve its objectives. Many of the target investment countries have enacted or are in the process of enacting laws on the insolvency of enterprises, but there is as yet no significant level of experience in how these laws will be implemented and applied in practice. The lack of generally available financing alternatives for companies in many of the target investment countries increases the risk of business failure.

## **Accounting Practice**

Accounting standards in the Emerging Markets where the Fund may invest may not correspond to International Accounting Standards in all material respects. In addition, auditing requirements and standards differ from those generally accepted in the international capital markets and consequently information which would be available to investors in developed capital markets is not always obtainable in respect of companies in such countries.

## **Quality of Information**

Investors in the Emerging Markets where the Fund may invest generally have access to less reliable or less detailed information, including both general economic data and information concerning the operations, financial results, capitalisation and financial obligations, earnings and securities of specific enterprises. The quality and reliability of information available to the Fund may, therefore, be less than in respect of investments in developed countries. Obligations on companies to publish information are also more limited, thus further restricting opportunities for the Investment Manager to carry out due diligence. At present the Investment Manager will be obliged to make investment decisions and the Management Company investment valuations on the basis of financial information that will be less complete and reliable than that customarily available in more developed countries. Also, the quality and reliability of official data published by the government and government agencies are generally not equivalent to that of more developed countries.

## **Legal Risks**

The rate of legislative change in certain of the Emerging Markets where the Fund may invest may be rapid and the content of proposed legislation when eventually adopted into law can often be difficult or impossible to predict. Such proposed legislation may have an adverse effect on foreign investment. It is similarly difficult to anticipate the impact of legislative reforms on securities in which the Fund will invest. Although there is often significant political support for legislative change to bolster and facilitate the movement to a more developed market economy, it is not certain that legislation when enacted will advance this objective either consistently or in a coherent manner. In some cases, the magnitude of the changes taking place has resulted in a lack of confidence in the courts to give clear and consistent judgements. Legislation can be published by a variety of governmental bodies and remaining up to date and in complete compliance with legal rules and standards can often be difficult.

## **Taxation**

Tax law and practice in the Emerging Markets in which the Fund may invest is not as clearly established as that of more developed nations. It is possible therefore that the current interpretation of the law or understanding of practice may change or, indeed, that the law may be changed with retrospective effect. Accordingly, it is possible that the Fund could become subject to taxation in the Emerging Markets in which the Fund may invest that is not anticipated either at the date of this document or when investments are made, valued or disposed of. In addition, in certain Emerging Markets where the Fund may invest, the domestic tax burden is high and the discretion of local authorities to create new forms of taxation has resulted in a proliferation of taxes, in some cases imposed or interpreted retrospectively.

## **Exchange and Currency Risk**

Some of the currencies in which the securities held by the Fund are denominated or which the financial derivative instruments are linked to, may not be freely convertible. The Emerging Market local currencies may therefore be convertible into other currencies only inside the relevant Emerging Market where the limited availability of such other currencies may tend to inflate their values relative to the Emerging Market local currency in question.

Such internal exchange markets can therefore be said to be neither liquid nor competitive. In addition, many of the currencies of Emerging Markets in which the Fund may invest have experienced steady devaluation relative to freely convertible currencies, such as the US Dollar.

The value of an investment in the Fund, whose Shares are denominated in US Dollars, Euro, GBP, DKK, NOK, SEK, CHF, JPY, MXN, CAD, SGD, RMB(CNH) or AUD and whose distributions will be paid in US Dollars, Euros, GBP, DKK, NOK, SEK, CHF, JPY, MXN, CAD, SGD, RMB(CNH) or AUD will be affected by fluctuations in the value of the underlying currency of denomination of the Fund's investments against the US Dollar, Euro, GBP, DKK, NOK, SEK, CHF, JPY, MXN, CAD, SGD, RMB(CNH) or AUD, as the case may be, or by changes in exchange control regulations, tax laws, withholding taxes and economic or monetary policies. In addition Shares of the BRL Class will be affected by fluctuations between US Dollars and Reais. The Emerging Market local currencies in which the Fund may be invested, from time to time, may experience substantially greater volatility against the US Dollar, Euro, GBP, DKK, NOK, SEK, CHF, JPY, MXN, CAD, SGD, RMB(CNH) or AUD, as the case may be, than the major convertible currencies of developed countries. Adverse fluctuations in currency exchange rates can result in a decrease in the net return and in a loss of capital. Accordingly, investors must recognise that the value of Shares can fall as well as rise for this reason as can the ability to generate sufficient income to pay a distribution, if any, in US Dollars, Euro, GBP, DKK, NOK, SEK, CHF, JPY, MXN, CAD, SGD, RMB(CNH) or AUD, as the case may be.

In respect of Shares denominated in RMB(CNH), the risks outlined in this sub-section should also be read in conjunction with sub-section "Investment in China - PRC Specific Risks - Government control of currency conversion and future movements in exchange rates" below.

The Investment Manager may attempt to mitigate the risks associated with currency fluctuations by entering into hedging transactions, including forward, futures, swaps and options contracts to purchase or sell the currency of denomination of any investment held by the Fund and any other currencies held by the Fund or on securities, to the extent such contracts are available on acceptable terms. Investors should realise that such contracts may not be available in all of the currencies in which the Investment Manager may invest from time to time and may in the event of major market disruptions or for other reasons be unenforceable.

### **Emerging Market Regulatory Risk**

The issuers of the instruments in which the Fund may invest or the instruments themselves may be or become subject to unduly burdensome and restrictive regulation affecting commercial freedom and this in turn may have an adverse impact on the net asset value of the Fund and therefore the value of the Shares. Over-regulation may therefore be a form of indirect nationalisation.

### **The Banking System**

In addition to being ill-developed, the local banking systems in many of the Emerging Markets in which the Fund may invest are subject to risks such as the insolvency of a bank due to concentrated debtor risk or imprudent lending, the effect of inefficiency and fraud in bank transfers and other systemic risks. In addition, banks in Emerging Markets may not have developed the infrastructure to channel domestic savings to companies in need of finance who thereby can experience difficulty in obtaining working capital.

### **Embargoes and Sanctions**

Trade embargoes, sanctions and other restrictions ("restrictions") may, from time to time, be imposed by international bodies (for example, but not limited to, the United Nations) or sovereign states (for example, but not limited to, the United States) or their agencies on

investments held or to be held by the Fund. Such restrictions may result in an investment or cash flows relating to an investment being frozen or otherwise suspended or restricted ("suspensions"). The Custodian and the Investment Manager will not be liable for any losses suffered by the Fund as a result of the imposition of such restrictions or as a result of suspensions being imposed on any investment or any cash flows associated with any investment.

### **Investment Objective Not Guaranteed**

There is no guarantee of specific or minimum performance, and there is no assurance that the Fund will meet its investment objective.

### **Dependence on the Investment Manager**

The success of the Fund depends upon the ability of the Investment Manager to develop and implement investment strategies that achieve the Fund's investment objectives as well as, where applicable, the utilisation and maintaining of its R-QFII investment quota. Subjective decisions made by the Investment Manager may cause the Fund to incur losses or to miss profit opportunities on which it would otherwise have capitalized.

### **Aggregation of orders**

To the extent permitted by the Prospectus and applicable law and regulation, the Investment Manager and the Sub-Manager may aggregate purchase or sale orders on behalf of a Sub-Fund with an order for one or more other funds managed or advised by the Investment Manager or the Sub-Manager (an "Ashmore Fund") or an order for its own account or the account of an affiliate of the Investment Manager, the Sub-Manager or an Ashmore Fund. Those other Ashmore Funds have investment strategies, objectives and restrictions which may be similar or different to the relevant Sub-Fund, and may be structured differently to the relevant Sub-Fund, especially as regards redemption and subscription (or analogous) terms and may have a finite term. The Fund acknowledges that aggregation may for instance impact the holding period for an investment, the size of its exposure to such investment (for example by increasing or decreasing its participation in the investment through acquiring or disposing of some or all of the investment from or to one or more other Ashmore Funds in accordance with applicable law and regulation and the Investment Manager's and/ or the Sub-Manager's policies and procedures in respect therewith), and the price at which the investment may be acquired or disposed of. When aggregating orders for the purchase or sale of investments for the Fund with other Ashmore Funds, the Investment Manager and/ or the Sub-Manager take into account the strategies, objectives and restrictions to which each such Ashmore Fund is subject and their interests, which depending on the circumstances may be advantageous or less advantageous to the Fund.

### **Foreign Corrupt Practices Act**

Where the Ashmore Funds, including the Fund, have, as a result of collective investments in a same entity, a controlling equity investment which would allow such invested funds (the "Invested Ashmore Funds") to exert collectively a positive control and/or a significant influence over such entity (an "Investee Company"), then the Investment Manager (on behalf of the Fund and the other Ashmore Funds as shareholders of the Investee Company) intends to request the Investee Company to adopt and implement policies, to the extent they do not have them already, to minimise and prohibit the direct or indirect, offer, payment, promise of payment or authorization of payment of anything of value, including but not limited to cash, checks, wire transfers, tangible and intangible gifts, favours, services, to: (i) an executive, official, employee or agent of a governmental department, agency or instrumentality, (ii) a director, officer, employee or agent of a wholly or partially government-owned or -controlled company or business, (iii) a political party or official thereof, or candidate for political office, or (iv) an executive, official, employee or agent of a public international organisation (a

"Government Official"), with the specific purpose of exerting an influence, whether positive or negative, over such Government Official to obtain an improper advantage or in order to obtain, retain, or direct business. Notwithstanding the aforementioned policies, the Investment Manager and the Invested Ashmore Funds are solely reliant on the executive management of the Investee Company ("IC Management") to implement and monitor such policies and report to the Investment Manager and the Invested Ashmore Funds in the Fund's capacity as a shareholder of the Investee Company, on such policies, and accordingly there is no guarantee that such policies will be implemented, and even if implemented whether they will be effective and/or adhered to by the IC Management, and any failure in the IC Management to implement, adhere to, and monitor such policies will compromise the effectiveness of such policies.

## **Commodities Exchange Act**

Because each of the below Sub-Funds may invest in derivative instruments that may be deemed to be "commodity interests," each such Sub-Fund may be subject to regulation as a commodity pool under the U.S. Commodity Exchange Act, as amended, and the rules of the U.S. Commodity Futures Trading Commission (the "CFTC"). The Investment Manager and the relevant Sub-Manager are exempt from registration with the CFTC as a commodity pool operator with respect to the below Sub-Funds under CFTC Rule 4.13(a)(3) because of the limited trading by such Sub-Funds in commodity interests. As such, unlike registered commodity pool operators, neither the Investment Manager nor the relevant Sub-Manager (if relevant) are required to deliver to investors in the below Sub-Funds, a Disclosure Document, as that term is used in the CFTC's rules, or certified annual reports.

- Ashmore SICAV 3 Multi Strategy Fund;
- Ashmore SICAV 3 Chinese Multi-Strategy Fund;
- Ashmore SICAV 3 Chinese Debt Fund;
- Ashmore SICAV 3 Chinese Equity (A-Shares) Fund;
- Ashmore SICAV 3 All Chinese Equity Fund.

## **Use of Financial Derivatives and Techniques and Instruments**

Each Sub-Fund may engage, within the limits laid down under sections 'Investment Restrictions' and 'Special Investment Techniques and Instruments' of this Prospectus, in various portfolio strategies which may involve the use of techniques and instruments relating to Transferable Securities and Money Market Instruments for efficient portfolio management (*i.e.* to reduce the risk, costs, and to generate additional capital or income with a reasonable level of risk) and hedging purposes. These techniques may *inter alia* include the use of futures and option contracts, credit-linked securities, swaps contracts, forward foreign exchange transactions in currency and other investment techniques, which, should a Sub-Fund resort thereto as part of its investment strategy will be described in the relevant Sub-Fund's Appendix.

While the prudent use of these techniques may be beneficial, these may also involve special investment risks and transactions costs to which the Sub-Funds would not be subject in the absence of the use of these strategies.

Risks also include counterparty risk and default risk of the counterparty, and the inability to liquidate a position because the trading market becomes illiquid. Liquidity risk exists when a particular instruments is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid, it may not be possible to initiate a transaction or liquidate a position at an advantageous price. Where a Sub-Fund enters into transactions in OTC markets, it is exposed to a potential risk arising from the credit of its counterparties and their ability to comply with its obligations and undertakings under the contracts.

Performance and value of derivatives instruments are directly linked to the performance or value of underlying assets, and will fluctuate depending on the market of such underlying

assets. The successful use of these techniques will depend on the ability of the Sub-Fund's investment manager(s) to judge market conditions correctly, predict market movements, and employ a strategy that correlates adequately to the Sub-Fund's investments.

The ability to use these strategies may be limited by market conditions and regulatory limits and there can be no assurance that the objective sought to be attained from the use of these strategies will be achieved.

When engaging in such transactions, the Sub-Funds may be adversely impacted by conflicts of interest arising from the relationship of the counterparties to such transactions with the Fund, the Management Company, the relevant Investment Manager or another member of the same group of companies.

In the event that a Sub-Fund reinvests cash collateral in one or more of the permitted types of investment that are described under section 7.4. 'Management of Collateral', there is a risk that the Sub-Fund may incur a loss in reinvesting the cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made with cash collateral received. A decline in the value of such investment of the cash collateral would reduce the amount of collateral available to be returned by the Sub-Fund to the counterparty at the conclusion of the transaction. The Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.

### **Warrant Risks**

The Fund may invest in warrants of various emerging market funds which often have a high degree of gearing so small movements in the price of an underlying instrument often results in a disproportionately large movement in the price of the warrant. The value of a warrant could drop to zero even though the underlying retains a value.

### **Credit Default Swap's Risk**

The use of credit default swaps can be subject to higher risk than direct investment in the underlying securities. The market for credit default swaps may from time to time be less liquid than the underlying securities markets. In relation to credit default swaps where the Fund sells protection the Fund is subject to the risk of a credit event occurring in relation to the reference entity. Furthermore, in relation to credit default swaps where the Fund buys protection, the Fund is subject to the risk of the credit default swap counterparty defaulting. To mitigate the counterparty risk resulting from credit default swap transactions, the Fund will only enter into credit default swaps with credit institutions of the type set forth under section 6 "Investment Restrictions" which have experience in such transactions.

### **Investment in China**

Certain Sub-Funds (the "**R-QFII Sub-Funds**") may invest in Chinese domestic securities market, *i.e.* China A-Shares, debt instruments traded on the PRC's inter-bank bond market and other permitted domestic securities in accordance with the investment objective and strategies set out in the relevant Sub-Fund's Appendix. Other than risks involved in investments on an international basis and in emerging markets, as well as other risks of investments generally as described above which are applicable to investments in China, investors should note the additional specific risks below.

### **PRC Specific Risks**

*PRC Political, Economic and Social Risks:* Any political changes, social instability and adverse diplomatic developments which may take place in or in relation to the PRC could result in the imposition of additional governmental restrictions including expropriation of

assets, confiscatory taxes or nationalisation of some or all of the R-QFII Sub-Funds assets. Investors should also note that any change in the policies of the government and relevant authorities of the PRC may adversely impact the securities markets in the PRC as well as the performance of the R-QFII Sub-Funds.

*PRC Economic Risks:* The economy in the PRC has experienced significant and rapid growth in the past 20 years. However, such growth may or may not continue, and may not apply evenly across different geographic locations and sectors of the PRC economy. Economic growth has also been accompanied by periods of high inflation. The PRC government has implemented various measures from time to time to control inflation and restrain the rate of economic growth of the PRC economy. Furthermore, the PRC government has carried out economic reforms to achieve decentralisation and utilisation of market forces to develop the economy of the PRC. These reforms have resulted in significant economic growth and social progress. There can, however, be no assurance that the PRC government will continue to pursue such economic policies or, if it does, that those policies will continue to be successful. Any such adjustment and modification of those economic policies may have an adverse impact on the markets of the PRC and therefore on the performance of the R-QFII Sub-Funds.

*Legal System of the PRC:* The legal system of the PRC is based on written laws and regulations. However, because many of these laws and regulations, especially those that affect the securities market, are relatively new and evolving, the enforceability of such laws and regulations is uncertain. Such regulations also empower the relevant Chinese authorities to exercise discretion in their respective interpretation of the regulations, which may result in increased uncertainties in their application. In addition, as the PRC legal system develops, there can be no assurance that changes in such laws and regulations, their interpretation or their enforcement will not have a material adverse effect on the business operations of PRC companies which may issue RMB securities to be invested by the R-QFII Sub-Funds.

*Government control of currency conversion and future movements in exchange rates:* Currently, the RMB is traded in two markets, i.e. one in the PRC, and one outside the PRC (primarily in Hong Kong). While the RMB traded outside the PRC, the CNH, is subject to different regulatory requirements and is more freely tradable, the RMB traded in the PRC, the CNY, is not a freely convertible currency and is subject to foreign exchange control policies of and repatriation restrictions imposed by the central government of the PRC. Investors should note that such restrictions may limit the depth of the RMB market available outside of Mainland China. If such policies or restrictions change in the future, the position of the R-QFII Sub-Funds or its Shareholders may be adversely affected. Generally speaking, the conversion of CNY into another currency for capital account transactions is subject to SAFE approvals. Such conversion rate is based on a managed floating exchange rate system which allows the value of CNY to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. As of March 2014, the PBOC decided to increase the flexibility of the CNY exchange rate by expanding the daily trading band against the US dollar from  $\pm 1\%$  to  $\pm 2\%$ . There can be no assurance that the CNY will not depreciate and that its exchange rate will not fluctuate widely against the US Dollar or any other foreign currency in the future. While both CNY and CNH represent RMB, they do not necessarily have the same exchange rate and their movement may not be in the same direction. Any divergence between CNH and CNY may adversely impact investors who intend to gain exposure to CNY through investments in a R-QFII Sub-Fund.

*Development of the PRC bond market:* Investors should note that the securities markets in the PRC generally and the PRC bond markets in particular are both at a developing stage and the market capitalisation and trading volume may be lower than those in more developed financial markets. Market volatility and potential lack of liquidity due to low trading volumes in the PRC's debt markets may result in prices of securities traded on such markets fluctuating significantly, and may result in substantial volatility in the net asset value of the R-QFII Sub-Funds. The national regulatory and legal framework for capital markets and debt instruments in the PRC are still developing when compared with those of developed countries. Currently,

PRC entities are undergoing reform with the intention of increasing liquidity of debt instruments. However, the effects of any development or reform on the PRC's debt markets remain to be seen.

*Accounting and Reporting Standards:* PRC companies which may issue RMB securities to be invested by the R-QFII Sub-Funds are required to follow PRC accounting standards and practices which follow international accounting standards to a certain extent. However, the accounting, auditing and financial reporting standards and practices applicable to PRC companies may be less rigorous, and there may be significant differences between financial statements prepared in accordance with the PRC accounting standards and practice and those prepared in accordance with international accounting standards. For example, there are differences in the valuation methods of properties and assets and in the requirements for disclosure of information to investors.

### ***R-QFII System Risks***

*R-QFII Regulations:* Under current Chinese laws and regulations, investments in the Chinese domestic securities market (Chinese A-Shares, debt instruments traded on the PRC's interbank bond market and other domestic securities as permitted) can only be made by or through holders of a Qualified Foreign Institutional Investor ("QFII") licence or a Renminbi Qualified Foreign Institutional Investor ("R-QFII") licence, within certain investment quota as approved under and subject to applicable Chinese regulatory requirements. The R-QFII regime is governed by rules and regulations as promulgated by the mainland Chinese authorities, *i.e.* the CSRC, the SAFE and the PBOC. Such rules and regulations may be amended from time to time and include, but are not limited to (hereinafter the "R-QFII Regulations") (a) the "Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors" issued by the CSRC, the PBOC and the SAFE and effective from 1 March 2013; (b) the "Implementation Rules for the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors" issued by the CSRC and effective from 1 March 2013; (c) the "Circular on Issues Related to the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors" issued by SAFE and effective from 21 March 2013; (d) the "Notice of the People's Bank of China on the Relevant Matters concerning the Implementation of the Pilot Scheme for Domestic Securities Investment through Renminbi Qualified Foreign Institutional Investors", issued by the PBOC and effective from 2 May 2013; and (e) any other applicable regulations promulgated by the relevant authorities. The R-QFII Regulations are relatively new. The application and interpretation of such investment regulations are therefore relatively untested and there is no certainty as to how they will be applied as the PRC authorities and regulators have been given wide discretion in such investment regulations and there is no precedent or certainty as to how such discretion may be exercised now or in the future.

*Ashmore's R-QFII Quota:* The Investment Manager has obtained a R-QFII license and has been granted a R-QFII investment quota (the "**Ashmore's R-QFII Quota**") through which the Investment Manager may invest on behalf of R-QFII Sub-Funds directly in China domestic securities. To the extent the Investment Manager has, on behalf of the R-QFII Sub-Funds, utilised its entire R-QFII Quota, the Investment Manager may, subject to any applicable regulations, apply for an increase of its R-QFII quota. There can however be no assurance that additional R-QFII quota can be obtained to fully satisfy subscription requests in a R-QFII Sub-Fund, which may result in a need to close such R-QFII Sub-Fund to further subscriptions, to reject and/or (pending receipt of additional R-QFII Quota) to defer all or part of any new subscription requests, subject to the provisions of this Prospectus. On the other hand, the size of the quota may generally be reduced or cancelled by the relevant Chinese authorities if the R-QFII is unable to use its R-QFII quota effectively within one (1) year since the quota is granted. Also, regulatory sanctions may be imposed on R-QFIIs if the latter (or the R-QFII local custodian – please see "PRC Custodian Risks" below) breach any provision of the R-QFII Regulations, which could potentially result in the revocation of the R-QFII quota or other regulatory sanctions that may impact on the portion of the Ashmore's R-QFII Quota made available for investment by the R-QFII Sub-Funds. Should the Investment Manager

lose its R-QFII status or its investment quota is revoked or reduced, a R-QFII Sub-Fund may no longer be able to invest directly in China or may be required to dispose of its investments in the Chinese domestic securities markets held through the Ashmore's R-QFII Quota, which could have an adverse effect on its performance or result in a significant loss.

*Investment Restrictions and Repatriation Risks:* a R-QFII Sub-Fund may be impacted by the rules and restrictions under the R-QFII Regulations (including investment restrictions, limitations on foreign ownership or holdings), which may have an adverse impact on its performance and/or its liquidity. The SAFE regulates and monitors the repatriation of funds out of the PRC by R-QFIIs pursuant to the R-QFII Regulations. Repatriations by R-QFIIs in respect of an open-ended RQFII fund (as defined under R-QFII Regulations), such as the R-QFII Sub-Funds, conducted in RMB are currently conducted daily and are not subject to repatriation restrictions or prior approval. There is no assurance, however, that PRC rules and regulations will not change or that repatriation restrictions will not be imposed in the future. Any restrictions on repatriation of the invested capital and net profits may impact on the R-QFII Sub-Funds' ability to meet redemption requests from the Shareholders. In extreme circumstances, the R-QFII Sub-Funds may incur significant loss due to limited investment capabilities, or may not be able fully to implement or pursue its investment objectives or strategies, due to R-QFII investment restrictions, illiquidity of the PRC's securities markets, and delay or disruption in execution of trades or in settlement of trades.

*PRC Custodian Risks:* The Investment Manager (in its capacity as a R-QFII) and the Custodian have appointed the PRC Custodian as custodian (the "**R-QFII Local Custodian**") to maintain the R-QFII Sub-Funds' assets in custody in the PRC, pursuant to relevant laws and regulations. Onshore PRC securities are registered in the name of "the full name of the Investment Manager – the name of the R-QFII Sub-Fund" in accordance with the relevant rules and regulations, and maintained by the R-QFII Local Custodian in electronic form via a securities account with the China Securities Depository and Clearing Corporation Limited ("**CSDCC**") and cash shall be maintained in a cash account with the R-QFII Local Custodian. The Custodian will make arrangements to ensure that the R-QFII Local Custodian has appropriate procedures to properly safe-keep the R-QFII Sub-Funds' assets including maintaining records that clearly show that such R-QFII Sub-Funds' assets are recorded in the name of such R-QFII Sub-Fund and segregated from the other assets of the R-QFII Local Custodian. Investors should however note that cash deposited in the cash account of the R-QFII Sub-Funds with the R-QFII Local Custodian will not be segregated but will be a debt owing from the R-QFII Local Custodian to the R-QFII Sub-Funds as a depositor. Such cash will be co-mingled with cash belonging to other clients of the R-QFII Local Custodian. In the event of bankruptcy or liquidation of the R-QFII Local Custodian, the R-QFII Sub-Funds will not have any proprietary rights to the cash deposited in such cash account, and the R-QFII Sub-Funds will become an unsecured creditor, ranking *pari passu* with all other unsecured creditors, of the R-QFII Local Custodian. The R-QFII Sub-Funds may face difficulty and/or encounter delays in recovering such debt, or may not be able to recover it in full or at all, in which case the R-QFII Sub-Funds will suffer losses. Also, the R-QFII Sub-Funds may incur losses due to the acts or omissions of the R-QFII Local Custodian in the execution or settlement of any transaction or in the transfer of any funds or securities.

*PRC Brokerage Risk:* The execution and settlement of transactions or the transfer of any funds or securities may be conducted by brokers ("**PRC Brokers**") appointed by the Investment Manager. There is a risk that the R-QFII Sub-Funds may suffer losses, whether direct or consequential, from the default or bankruptcy of the PRC Broker or disqualification of the same from acting as a broker. This may adversely affect the R-QFII Sub-Funds in the execution or settlement of any transaction or in the transfer of any funds or securities. Reasonably competitive commission rates and prices of securities will generally be sought to execute the relevant transactions in PRC markets. It is possible that, in circumstances where only a single PRC Broker is appointed where it is considered appropriate to do so by the Investment Manager, the R-QFII Sub-Funds may not necessarily pay the lowest commission or spread available, but the transaction execution will be consistent with best execution standards and in the best interest of the Shareholders. Notwithstanding the foregoing, the

Investment Manager will seek to obtain the best net results for the R-QFII Sub-Funds, taking into account such factors as prevailing market conditions, price (including the applicable brokerage commission or dealer spread), size of order, difficulties of execution and operational facilities of the PRC Broker involved and the PRC Broker's ability to position efficiently the relevant block of securities.

### ***Chinese A-Shares Risks***

*Volatility:* The existence of a liquid trading market for Chinese A-Shares may depend on whether there is supply of, and demand for, such Chinese A-Shares. The price at which securities may be purchased or sold by the R-QFII Sub-Funds and the net asset value of the R-QFII Sub-Funds may be adversely affected if trading markets for Chinese A-Shares are limited or absent. The China A-Share market may be more volatile and unstable (for example, due to the risk of suspension of a particular stock or government intervention). Market volatility and settlement difficulties in the China A-Share markets may also result in significant fluctuations in the prices of the securities traded on such markets and thereby may affect the value of the R-QFII Sub-Funds. Subscriptions and redemptions of Shares in the R-QFII Sub-Funds may also be disrupted accordingly.

*Trading limitations:* Securities exchanges in the PRC typically have the right to suspend or limit trading in any security traded on the relevant exchange. In particular, trading band limits are imposed by the stock exchanges in the PRC on Chinese A-Shares, where trading in any Chinese A-Share on the relevant stock exchange may be suspended if the trading price of the security has increased or decreased to the extent beyond the trading band limit. A suspension will render it impossible for the Investment Manager to liquidate positions and can thereby expose the R-QFII Sub-Funds to significant losses. Further, when the suspension is subsequently lifted, it may not be possible for the Investment Manager to liquidate positions at a favourable price.

*Fall in value:* Chinese A-Shares may fall in value. Investors may suffer losses as a result. The R-QFII Sub-Funds is not principal guaranteed and the purchase of its Shares is not the same as investing directly in Chinese A-Shares.

### ***RMB Fixed income securities risk***

*Credit Risk:* The R-QFII Sub-Funds are subject to the risk that the issuers of the fixed income securities are unable or unwilling to make timely principal and/or interest payment, or to honour their obligations. An issuer's ability to service debt may be adversely affected by an economic recession and adverse political and social changes in general as well as business, financial and other situations particular to such issuer. If the issuer(s) of the fixed income securities in which the R-QFII Sub-Funds invest defaults, the performance of the R-QFII Sub-Funds will be adversely affected. The financial market of the PRC is at an early stage of development, and most of the fixed income securities that the R-QFII Sub-Funds invest in are and may be unrated. In general, debt instruments that have a lower credit rating or that are unrated will be more susceptible to the credit risk of the issuers. In the event of a default or credit rating downgrading of the issuers of the fixed income securities, the net asset value of the R-QFII Sub-Funds will be adversely affected and investors may suffer a substantial loss as a result. The R-QFII Sub-Funds may also encounter difficulties or delays in enforcing its rights against the issuers of fixed income securities as such issuers may be incorporated outside the jurisdiction in which the R-QFII Sub-Funds have been authorized or registered and subject to foreign laws. Fixed income securities are offered on an unsecured basis without collateral, and will rank equally with other unsecured debts of the relevant issuer. As a result, if the issuer becomes bankrupt, proceeds from the liquidation of the issuer's assets will be paid to holders of fixed income securities only after all secured claims have been satisfied in full. The R-QFII Sub-Funds are therefore fully exposed to the credit/insolvency risk of its counterparties as an unsecured creditor. The R-QFII Sub-Funds may invest in fixed income securities which may or may not be of investment grading. Such securities are typically unsecured debt obligations which are not supported by any collateral. The R-QFII Sub-Funds

will be fully exposed to the credit and/or insolvency risk of its counterparties as an unsecured creditor. RMB denominated deposits in which the R-QFII Sub-Funds may invest are unsecured contractual obligations of the credit institutions where such deposits are held. The R-QFII Sub-Funds would be an unsecured creditor and be exposed to the credit/insolvency risk of such credit institutions.

*Credit Rating Risk:* Ratings assigned by a rating agency are not absolute standards of credit quality and do not evaluate market risks. Rating agencies may fail to make timely changes in credit ratings and an issuer's current financial condition may be better or worse than a rating indicates. As the credit ratings of the debt instruments of the R-QFII Sub-Funds are largely assigned by the credit agencies in the PRC, the methodologies adopted by the local rating agencies might not be consistent with the other international rating agencies. As a result, such rating system may not provide an equivalent standard for comparison with securities rated by international credit rating agencies. To the extent the R-QFII Sub-Funds invest in higher yield debt instruments, the R-QFII Sub-Funds' success in achieving their respective investment objective may depend more heavily on the Investment Manager's creditworthiness analysis than if the R-QFII Sub-Funds invested exclusively in higher-quality and better rated securities.

*Downgrade Risk:* Downgrade risk is the risk that the credit rating of an issuer or a debt instrument may subsequently be downgraded or even fall below investment grade due to changes in the financial strength of an issuer or changes in the credit rating of a debt instrument. Downgraded securities, and securities issued by issuers whose ratings may be downgraded, may be subject to higher risks, as they could be subject to higher volatility, liquidity and credit risk. In the event of downgrading in the credit ratings of a debt instrument or an issuer relating to a debt, the R-QFII Sub-Funds investment value in such security may be adversely affected. The Investment Manager may or may not be able to dispose of the debt instruments that are being downgraded. The R-QFII Sub-Funds may continue to hold such investment, and higher risks may result. Shareholders may suffer substantial loss of their investments in the R-QFII Sub-Funds.

*Interest Rate Risk:* Fixed income securities (such as bonds) are more susceptible to fluctuation in interest rates and may fall in value if interest rates change. Generally, the prices of debt securities rise when interest rates fall, whilst their prices fall when interest rates rise. Longer-term debt securities are usually more sensitive to interest rate changes. If the debt securities held by a R-QFII Sub-Funds fall in value, the R-QFII Sub-Funds value will also be adversely affected. On the other hand, shorter-term debt securities are less sensitive to interest rate changes than longer-term debt securities. However, this also means that shorter-term debt securities usually offer lower yields. The R-QFII Sub-Funds is not principal guaranteed and the purchase of its shares is not the same as investing directly in RMB debt income instruments or placing RMB funds on deposit with a bank. Changes in macro-economic policies of PRC, such as the monetary and fiscal policy, will have an influence over capital markets which may cause changes to market interest rates, affecting the pricing of the bonds and thus the return of the R-QFII Sub-Funds.

*Liquidity Risk:* The price at which the RMB fixed income securities are traded may be higher or lower than the initial subscription price due to many factors including the prevailing interest rates. Further, the bid and offer spread of the price of RMB fixed income securities may be high, and the R-QFII Sub-Funds may therefore incur significant trading costs and may even suffer losses when selling such investments. While such RMB fixed income securities are traded on markets where trading is conducted on a regular basis, certain extraordinary events or disruption events may lead to a disruption or suspension of trading on such markets. There is also no guarantee that market-making arrangements will be in place to make a market and quote a price for all RMB fixed income securities. In the absence of an active secondary market, the R-QFII Sub-Funds may need to hold the RMB fixed income securities until their maturity date. If sizeable redemption requests are received, the R-QFII Sub-Funds may need to liquidate its investments at a substantial discount in order to satisfy such requests and the R-QFII Sub-Funds may suffer losses in trading such instruments.

**Valuation Risk:** Valuation of the investments made by the R-QFII Sub-Funds may involve uncertainties and judgmental determinations, and independent pricing information may not at all times be available. If such valuations should prove to be incorrect, the net asset value of the R-QFII Sub-Funds may be adversely affected. The risk of mispricing or improper valuation and possibility that the debt instruments do not always perfectly track the value of securities they are designed to track can result in increased payments to counterparties or a loss in the value of the R-QFII Sub-Funds. In the event of changing market conditions or other significant events, positive or negative impact could be larger.

### **PRC Tax Risk**

**General:** By investing in securities issued by tax residents in the PRC (including without limitation China A-Shares and bonds), a R-QFII Sub-Fund may be subject to withholding and other taxes in the PRC, unless exempt or reduced under current PRC tax laws and regulations or relevant tax treaties (the “Arrangement”). Such taxes may reduce the income from, and/or adversely affect the performance of, such R-QFII Sub-Fund.

Shareholders may, depending on their own circumstances, be subject to PRC tax or taxes in other jurisdictions. It cannot be guaranteed that taxes paid at the level of the R-QFII Sub-Funds will be attributable to any Shareholders for personal tax purposes.

The current tax laws, regulations and practice in China may change in the future with retrospective effect.

**Corporate Income Tax (“CIT”):** The R-QFII Sub-Funds will be managed in such a manner that the Fund and the R-QFII Sub-Funds should not be treated as tax resident enterprises of the PRC or non-tax resident enterprises with a permanent establishment (“PE”) in the PRC for CIT law purposes, although this cannot be guaranteed.

a) **Withholding Tax (“WHT”):** Unless a specific exemption / reduction is applicable, a R-QFII Sub-Fund’s income from interests, dividends and other profit distributions sourced from the PRC is generally subject to PRC WHT. The general WHT rate applicable is 10%. Such WHT may reduce the income from, and/or adversely affect the performance of, such R-QFII Sub-Fund.

Nonetheless, the CIT law has exempted income tax on interest derived from government bonds.

b) **Capital Gains Tax:** There is a risk that the relevant PRC tax authority may impose a capital gain tax on unrealised and realised gains from dealings in PRC securities and bonds and this will have an impact on the net asset value of the R-QFII Sub-Funds, as further described below.

The Investment Manager has sought professional tax advice on the PRC capital gains tax status of the R-QFII Sub-Funds. Pursuant to this advice, for Luxembourg residents that have no PE in the PRC:

- capital gains derived from (i) RMB denominated corporate, government and non-government bonds as well as (ii) China A-Shares issued by PRC resident companies which are not “land rich companies” may, pursuant to the Arrangement, be exempted from the PRC WHT, subject to the approval of the PRC tax authorities. The Fund has obtained a Luxembourg Tax Resident Certificate (“LTRC”) from the fiscal authorities in Luxembourg certifying that the Fund (including its Sub-Funds) is resident in the Grand-Duchy of Luxembourg within the meaning of the double tax treaty between Luxembourg and China. In accordance with the professional tax advice received by the Investment Manager, no provision will be made for PRC WHT on the unrealised and realised capital

gains derived from such investments. Nonetheless, the risk that the PRC tax authority would respect the tax resident status of the RQFII license holder and/or the Fund (including the R-QFII Sub-Funds) for the purposes of applying the above applicable tax relief cannot be removed. It is also uncertain how the PRC tax authority will apply their guidance when determining if a Chinese share represents an equity interest in a “land rich company”. For these purposes, a company is land rich when over 50% of the share value consists directly or indirectly of immovable property situated in the PRC. In determining whether a Chinese company derives its value largely from immovable property, liabilities of the Chinese company are to be disregarded (the “gross asset approach”). Furthermore, the determination of whether the 50% threshold is met should be made using the values of the Chinese company’s assets as recorded in the financial statements prepared in accordance with PRC GAAP. However, the value attributed to land and land use rights should not be lower than the fair market value of comparable adjacent or similar land and land use rights. The methodology adopted by the Investment Manager in identifying whether or not PRC resident companies are “land rich companies” has been agreed and accepted by independent tax advisor. However, in light of the uncertainty on the WHT treatment on such capital gains and in order to meet this potential tax liability for capital gains, the Investment Manager reserves the right to provide for WHT on such gains or income and withhold the tax for the account of a R-QFII Sub-Fund;

- the Investment Manager will make a 10% provision for WHT in relation to unrealised and realised capital gains derived by a R-QFII Sub-Fund from the trading of China A-Shares issued by PRC resident companies which are “land rich companies”.

It should however be noted that there are uncertainties in relation to the Investment Manager’s determination of WHT provisions, including:

- the Arrangement may be changed in the future and a R-QFII Sub-Fund may ultimately be required to pay WHT on capital gains;
- even if the Investment Manager, in accordance with the independent professional tax advice, believes that the R-QFII Sub-Funds should be eligible for the above WHT exemptions, the PRC tax authorities may ultimately hold a different view. The Investment Manager is, as at the date of this Prospectus, not aware of any successful cases for tax treaty capital gain exemption approval for R-QFIIs;
- due to the limitation to the availability of the public information in the PRC (e.g. in respect of the market value of land and land use rights), the information to be adopted by the PRC tax authorities in assessing “land rich companies” may be different from the information used by the Investment Manager in assessing the same which may result in different conclusion by the Investment Manager for some China A-Share companies to those of the PRC tax authorities.

For the above reasons, any WHT provision on capital gains made by the Investment Manager for the account of a R-QFII Sub-Fund may be less than such R-QFII Sub-Fund’s actual tax liabilities. It should also be noted that there is a possibility of the PRC tax rules being changed and taxes being applied retrospectively.

In view of the above uncertainties, investors should note that the level of provision made by the Investment Manager for the account of a R-QFII Sub-Fund may be inadequate to meet actual PRC tax liabilities on investments made by such R-QFII Sub-Fund. Consequently, investors may be disadvantaged depending upon the final tax liabilities, the level of provision and when they subscribed and/or redeemed their Shares.

If the actual tax levied in the PRC is higher than that provided for by the Investment Manager for the account of a R-QFII Sub-Fund so that there is a shortfall in the tax provision amount, investors should note that the net asset value of such R-QFII Sub-Fund may be lowered, as such R-QFII Sub-Fund will ultimately have to bear the full amount of tax liabilities. In this case, the additional tax liabilities will only impact Shares in issue at the relevant time, and the then existing Shareholders and subsequent Shareholders will be disadvantaged as such Shareholders will bear, through the R-QFII Sub-Fund, a disproportionately higher amount of tax liabilities as compared to that borne at the time of investment in such R-QFII Sub-Fund. On the other hand, the actual tax liabilities may be lower than the tax provision made, in which case those Shareholders who have already redeemed their Shares before the actual tax liabilities are determined will not be entitled or have any right to claim any part of such overprovision.

The Investment Manager, acting in the best interest of Shareholders, will review and assess the WHT provisioning approach on an on-going basis. Upon the availability of a definitive tax assessment or the issue of announcements or regulations by the competent authorities promulgating definitive tax assessment rules or further changes to tax law or policies, the Investment Manager, will as soon as practicable, make relevant adjustments to the amount of tax provision as it considers necessary. The exact amount of provision for WHT will be disclosed in the annual and semi-annual reports of the Fund.

*Business Tax:* Under the Arrangement, PRC business tax is not currently applied to dividends or interest. Furthermore, gains realised by a RQFII on any PRC investments should be exempt from business tax.

*Legal and Regulatory Uncertainties:* The interpretation and applicability of existing PRC tax laws may not be as consistent and transparent as those of more developed nations, and may vary from region to region. There is a possibility that the current tax laws, regulations, and practice in the PRC may be changed with retrospective effect in the future. Moreover, there is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished and the existing tax laws and regulations will not be revised or amended in the future. Any of these changes may reduce the income from, and/or value of, the Shares in the R-QFII Sub-Funds. There can be no guarantee that new tax laws, regulations, and practice in the PRC that may be promulgated in the future will not adversely impact the tax exposure of the R-QFII Sub-Funds and/or its Shareholders.

### **Suitability Standards**

**Because of the risks involved, investment in the Fund is only suitable for sophisticated investors who are able to bear the loss of a substantial portion or even all of the money they invest in the Fund, who understand the high degree of risk involved, believe that the investment is suitable based upon their investment objectives and financial needs. Investors are therefore advised to seek independent professional advice on the implications of investing in the Fund.**

**14.1 Management Company**

The Management Company may from time to time act as management company to other funds. It is therefore possible that the Management Company may, in the course of its business, have potential conflicts of interest with the Fund. The Management Company has, however, adopted controls and internal procedures to limit any such conflicts. Should such conflicts arise, the Management Company will have regard to its obligations under the Investment Management Company Services Agreement and will endeavour to ensure that it is resolved fairly.

**14.2 Investment Manager and Sub-Manager**

The Investment Manager or the Sub-Manager may from time to time act as investment manager or investment adviser to other funds or investment products and may from time to time invest the Fund's assets in such funds or products. It is therefore possible that the Investment Manager or the Sub-Manager may, in the course of their business, have potential conflicts of interest with the Fund. The Investment Manager or the Sub-Manager may, for example, make investments for other clients or on its own behalf without making the same available to the Fund. The Investment Manager and the Sub-Manager will, however, have regard in such event to their obligations under the Discretionary Investment Management and Sales Agent Agreement or the Sub-Manager agreements, as applicable, and, in particular, to their obligations to act in the best interest of the Shareholders and in accordance with the principle of equal treatment of Shareholders whilst also having regard to their obligations to other clients when undertaking any investment where potential conflicts of interest may arise. In the event that a conflict of interest does arise, the Investment Manager and the Sub-Manager will endeavour to ensure that it is resolved fairly.

**14.3 Custodian**

Under the Articles of Incorporation of the Fund, cash forming part of the Fund may be placed by the Custodian in any current, deposit or loan account with itself or with any parent company of the Custodian so long as that bank pays interest thereon at a rate no lower than is, in accordance with normal banking practice, the commercial rate for deposits of the size of deposit in question negotiated at arm's length.

**14.4 General**

The Management Company, the Investment Manager, the Custodian or any delegate of the Investment Manager or any subsidiary company of any of them may:

- become the owner of Shares and hold, dispose of or otherwise deal with those Shares as if that person were not the Management Company, the Investment Manager, the Custodian, or any delegate of the Investment Manager or any parent company of them, as the case may be;
- deal in property of any description on that person's individual account notwithstanding the fact that property of that description is included in the assets of the Fund;
- enter into any financial, banking or other transaction with one another or with any Shareholder or any company or body any of whose investments form part of the Fund or have an interest in any such transaction;

without that party having to account to any other such party, to the Shareholders or any of them for any profits or benefits made by or derived from or in connection with any such transaction.

**15.1 General**

The following summary is based on the law and practice currently applicable in the Grand Duchy of Luxembourg and is subject to changes therein. Investors should inform themselves of and when appropriate, consult their professional advisors on the possible tax consequences of subscription for, buying, holding, exchanging, redeeming or otherwise disposing of Shares under the laws of their country of citizenship, residence or domicile.

It is expected that Shareholders in the Fund will be resident for tax purposes in many different countries. Accordingly, no attempt is made in this Prospectus to summarize the taxation consequences for each investor subscribing, exchanging, holding or redeeming or otherwise acquiring or disposing of Shares of the Fund. Such consequences will differ in accordance with the law and practice currently in force in a Shareholder's country of citizenship, residence, domicile or incorporation and with his personal circumstances.

Certain jurisdictions may have reporting regimes that may require the Fund to provide certain financial and/or other information relating to Shareholders, including, but not limited to, information relating to the identity of Shareholders and income and gains derived from their holdings of Shares in the Fund and/or derived from underlying assets in the Fund. Please see "Foreign Account Tax Compliance" below.

**15.2 Taxation of the Fund in Luxembourg**

Under current law and practice, the Fund is not liable to any Luxembourg income tax, nor are dividends paid by the Fund liable to any Luxembourg withholding tax subject to section 15.4 below. However, the Fund is liable in Luxembourg to a subscription tax ("*taxe d'abonnement*") of 0.05% per annum of its net assets, such tax being payable quarterly and calculated on the basis of the total net asset value of the Sub-Funds at the end of the relevant quarter. This tax is not applicable for the portion of the assets of the Fund invested in other Luxembourg collective investment undertakings. Other exemptions are available under conditions.

The reduced tax rate of 0.01% per annum of the net assets will be applicable to Classes which are only sold to and held by Institutional Investors. The reduced tax rate may be applicable under conditions in other cases.

No stamp duty or other tax at a proportional rate is payable in Luxembourg on the issue of Shares in the Fund.

No other tax is payable in Luxembourg on realised or unrealised capital appreciation of the assets of the Fund. Although the Fund's realised capital gains, whether short term or long term, are not expected to become taxable in another country, the Shareholders must be aware and recognize that such a possibility is not totally excluded. The regular income of the Fund from some of its securities as well as interest earned on cash deposits in certain countries may be liable to withholding taxes at varying rates, which may not be recovered.

Any amendments to the Articles of Incorporation are as a rule subject to a fixed registration duty of EUR 75.

**15.3 Foreign Withholding Taxes**

Many of the countries in which the Fund may invest from time to time do not have fiscal systems, tax laws and practices which are as established and clearly defined as in the developed nations. Many such countries impose withholding taxes on interest and dividends remitted out of their country to tax non-residents. Given the wide diversification of the likely investments, both by country and by transferable security or other instruments, it is not

possible to provide any detailed advice or indication on the likely withholding tax position of the Fund. However, the Investment Manager will endeavour to ensure that, through the use of intermediary investment vehicles, beneficial tax treaties and careful investment selection, the withholding tax burden on the Fund is mitigated as far as reasonably practicable.

#### **15.4 Taxation of the Shareholders in Luxembourg**

Under current Luxembourg tax legislation, Shareholders not resident in Luxembourg and who has neither a permanent establishment nor a permanent representative in Luxembourg to which or whom the shares are attributable should not be subject to any income, withholding (except if the EU Savings Directive<sup>14</sup> applies please see “The EU Savings Directive” below), estate, inheritance or other taxes in Luxembourg.

Capital gains realised by and dividends paid to a Shareholder in Luxembourg may be taxable in Luxembourg.

Investors should be aware that income or dividends received or profits realised may lead to an additional taxation in their country of citizenship, residence, domicile and/or incorporation.

#### **15.5 The EU Savings Directive**

The EU Council of Economic and Finance Ministers adopted the EU Savings Directive (“the Directive”) on 3 June 2003 and the Directive has been applied by Member States since 1 July 2005. In accordance with the Directive, each Member State must provide to the tax authorities of other Member States details of payments of interest or other similar income (including distributions and redemption payments referable to a UCITS investing in interest bearing instruments) paid by a person within its jurisdiction to, or collected by such a person for, an individual resident in that other Member State (and such other jurisdictions as have agreed to abide by the terms of the EU Savings Directive). However, Luxembourg may instead apply a withholding system (in respect of distributions and redemption payments referable to a UCITS investing in interest bearing instruments) for a transitional period in relation to such payments.

Since the date when the Directive applied, Luxembourg paying agents (within the meaning of the Directive) are required to withhold tax on interest and other similar income paid by them to (or under certain circumstances, to the benefit of) individuals or residual entities within the meaning of Article 4.2. (i.e. an entity (i) without legal personality, except for a Swedish *handelsbolag* or *kommanditbolag* or a Finnish *avoin yhtiö*, *kommandiittiyhtiö* / *öppet bolag*, or *kommanditbolag* and, (ii) whose profits are not taxed under the general arrangements for the business taxation and (iii) that is not, or has not opted to be considered as a UCITS – a “Residual Entity”) residents or establishments in another Member State, unless the beneficiary of any such interest payments elect for either and exchange of information or presents to the Luxembourg paying agent with a certificate drawn up in their name by the competent authority of their Member State of residence for tax purposes. The same regime applies to payments to individuals or Residual Entities resident or established in any of the Associated Territories. The withholding tax rate is currently 35%.

Broadly, “interest” as defined by the Directive incorporates (i) dividends distributed by a UCITS where the investment in debt claims within the meaning of the Directive of such UCITS exceeds 15% of its assets and (ii) income realised upon the sale, refund, redemption of shares or units held in a UCITS, if it invests directly or indirectly more than 25% of its assets in debt claims within the meaning of the Directive.

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<sup>14</sup> Council Directive 2003/48/EC of 3<sup>rd</sup> June 2003 on taxation of savings income in the form of interest payments, OJ, No. L157, 26.06.03, p38, as amended by Council Directive 2004/66/EC of 26 April 2004, OJ No. L168, 1.5.2004, p35, and Council Decision 2004/587/EC of 19 July 2004, OJ No. L257, 4.8.2004, p7

On 10 April 2013, the Luxembourg government has announced publicly its intention to renounce the withholding tax system as from 1 January 2015 and to only apply the exchange of information procedure as of that date.

## **15.6 Value Added Tax**

In Luxembourg the Fund is regarded as a taxable person for value added tax ("VAT") purposes without any input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Fund could potentially trigger VAT and could necessitate the VAT registration of the Fund in Luxembourg as to self-assess the VAT regarded as due in Luxembourg on taxable services purchased from abroad.

No VAT liability should arise in Luxembourg in respect of any payments by the Fund to its Shareholders, to the extent that such payments are linked to their subscription in Fund's Shares.

## **15.7 Income Equalisation Arrangements**

Income equalisation arrangements may be applied in the case of Shares in some or all the Sub-Funds. Where they are applied these measures are planned to ensure that the income per Share which is distributed or deemed distributed in respect of a distribution period is not impacted by changes in the number of Shares in issue during that period, and the amount of the first distribution received by a Shareholder in an impacted Sub-Fund following the purchase of Shares in that Sub-Fund will represent partly participation in income received by the Sub-Fund and partly a return of capital (the 'equalisation amount').

Whilst the tax treatment of equalisation amounts may, differ in certain jurisdictions, many jurisdictions do not consider an equalisation amount to constitute a taxable income receipt in the hands of Shareholders, but instead take the position that equalisation amounts should be applied to reduce the base acquisition cost of the Shares for the purpose of computing capital gains.

Shareholders who wish to obtain information concerning whether equalisation is currently being operated and the equalisation amount, if any, received or to be received by them as a part of their distribution, may do so by contacting the Management Company's transfer agency department on +352 276222279.

Please consult your tax adviser to assess the impact, if any, of equalisation amounts in light of your own circumstances.

## **15.8 Foreign Account Tax Compliance ("FATCA")**

**PURSUANT TO U.S. TREASURY DEPARTMENT CIRCULAR 230, THE FUND IS INFORMING PROSPECTIVE INVESTORS THAT (A) THE SUMMARY SET FORTH BELOW IS NOT INTENDED AND WAS NOT WRITTEN TO BE USED, AND CANNOT BE USED, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING PENALTIES UNDER THE U.S. FEDERAL TAX LAWS THAT MAY BE IMPOSED ON THE TAXPAYER, (B) THE SUMMARY SET FORTH BELOW WAS WRITTEN IN CONNECTION WITH THE PROMOTION OR MARKETING BY THE FUND AND THE DISTRIBUTION OF THE SHARES, AND (C) EACH TAXPAYER SHOULD SEEK ADVICE BASED ON ITS PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.**

For the purposes of this sub-section,

**Controlling Persons** shall mean the natural persons who exercise control over an Entity. In the case of a trust, such term means the settlor, the trustees, the protector (if any), the beneficiaries or class of beneficiaries, and any other natural person exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. The term "Controlling Persons" shall

be interpreted in a manner consistent with the Financial Action Task Force Recommendations.

**Entity** shall mean a legal person or a legal arrangement such as a trust.

**Financial Institution** shall mean a custodial institution, a depository institution, an investment entity or a specified insurance company, as defined by the IGA.

**Luxembourg Financial Institution** shall mean (i) any Financial Institution resident in Luxembourg, but excluding any branch of such Financial Institution that is located outside Luxembourg and (ii) any branch of a Financial Institution not resident in Luxembourg, if such branch is located in Luxembourg.

**Non-US Entity** shall mean an Entity that is not a US Person.

**Specified US Person** shall mean a US Person, other than: (i) a corporation the stock of which is regularly traded on one or more established securities market; (ii) any corporation that is a member of the same expanded affiliated group, as defined in section 1471(e)(2) of the US Internal Revenue Code, as a corporation described in clause (i); (iii) the United States or any wholly owned agency or instrumentality thereof ; (iv) any States of the United States, any US Territory, any political subdivision of any of the foregoing, or any wholly owned agency or instrumentality of any one or more of the foregoing; (v) any organization exempt from taxation under section 501(a) of the US Internal Revenue Code or an individual retirement plan as defined in section 7701(a)(37) of the US Internal Revenue Code; (vi) any bank as defined in section 581 of the US Internal Revenue Code; (vii) any real estate investment trust as defined in section 856 of the US Internal Revenue Code; (viii) any regulated investment company as defined in section 851 of the US Internal Revenue Code or any entity registered with the US Securities and Exchange Commission under the Investment Company Act of 1940 (15 U.S.C. 80a-64); (ix) any common trust fund as defined in section 584(a) of the US Internal Revenue Code; (x) any trust that is exempt from tax under section 664(c) of the US Internal Revenue Code or that is described in section 4947(a)(1) of the US Internal Revenue Code; (xi) a dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any State; (xii) a broker as defined in section 6045(c) of the US Internal Revenue Code; or (xiii) any tax-exempt trust under a plan that is described in section 403(b) or section 457(g) of the US Internal Revenue Code.

The United States HIRE Act was adopted in March 2010. It includes provisions generally known as FATCA.

The intention of these is that details of Specified US Persons (as defined below) holding assets outside the US will be reported by financial institutions (as defined below) to the United States Internal Revenue Service as a safeguard against US tax evasion. As a result of the HIRE Act, and to discourage non-US Financial Institutions from staying outside this regime, all US securities held by a Financial Institution that does not enter and comply with the regime will in principle be subject to a US tax withholding of 30 per cent on gross sales proceeds as well as income.

On 28 March 2014, Luxembourg signed an intergovernmental agreement (the “IGA”) with the United States, in order to facilitate compliance by Luxembourg Financial Institutions (as defined below), such as the Fund, with FATCA and avoid the above-described US withholding tax. Under the IGA, Luxembourg Financial Institutions will provide the Luxembourg tax authorities with information on the identity, the investments of and the income received by their investors that are Specified US Persons or, in case of a Non-US Entity (as defined below) being a Shareholder, on the status of any Controlling Person (as defined below) as a Specified US Person. The Luxembourg tax authorities will then automatically pass the information on to the United States Internal Revenue Service. Such

reporting is, however, not required in case the Luxembourg Financial Institution can rely on a specific exemption or a deemed-compliant category contained in the IGA.

The Fund therefore requires all Shareholders to provide mandatory documentary evidence on their status as a Specified US Person or, in case of a Non-US Entity being a Shareholder, on the status of any Controlling Person as a Specified US Person. Under the IGA, the Fund will be required to, *inter alia*, disclose the name, address and taxpayer identification number of these Specified US persons that own, directly or indirectly, Shares in the Fund, as well as information on the balance or value of the direct or indirect Shares owned in the Fund by such Specified US Persons, as well as on any amounts directly or indirectly paid by the Fund to such Specified US Persons.

The Fund's ability to satisfy its obligations under the IGA will depend on each Shareholder in the Fund providing the Fund with any information, including information concerning the direct or indirect owners of such Shareholder, that the Fund determines is necessary to satisfy such obligations. Each Shareholder agrees to provide such information upon request by the Fund.

A Shareholder that fails to comply with such documentation requests may be charged with any taxes or penalties imposed on the Fund attributable to such Shareholder's non-compliance under the IGA and FATCA, and the Fund may, in its sole discretion, redeem such Shares.

While the Fund will make all reasonable efforts to seek documentation from Shareholders to comply with these rules and to allocate any taxes or penalties imposed or required to be deducted under the IGA and/or FATCA to Shareholders whose non-compliance caused the imposition or deduction of the tax or penalty, it cannot be excluded that other complying Shareholders in the Fund may be affected by the presence of such non-complying Shareholders.

All prospective investors and Shareholders are advised to consult with their own tax advisors regarding the possible implications of FATCA on their investment in the Fund.

## **15.9 OECD Common Reporting Standard**

On 13 February 2014, the Organisation for Economic Co-operation and Development ("OECD"), at the request of the G8 and the G20, released a model Competent Authority Agreement and Common Reporting Standard ("CRS") for the automatic exchange of financial account information. The publication of these documents is a significant step in governments' efforts to improve cross border tax compliance via multilateral information sharing. The OECD has modelled the CRS on FATCA which should mean that a proportion of the preparation work from the Fund's perspective has already been completed.

**Persons interested in purchasing Shares should inform themselves as to any tax consequences particular to their circumstances arising in their country of citizenship or the jurisdiction in which they are resident or domiciled for tax purposes in connection with the acquisition, ownership, redemption or disposal by them of any Shares and, notwithstanding the tax summaries set out above, neither the Directors, the Fund, the Management Company, the Investment Manager nor the Custodian is providing any potential investor with tax advice and neither will be responsible for any taxes suffered by a Shareholder as a result of their investment in the Fund.**

**16.1 Organisation**

The Fund is an investment company organised as a *société anonyme* under the laws of the Grand-Duchy of Luxembourg and qualifies as a SICAV. The Fund was incorporated in Luxembourg on 25 February 2010 for an unlimited period. Its original Articles of Incorporation were published in the *Mémorial C, Recueil des Sociétés et Associations* dated 23 March 2010. The Articles of Incorporation have been last amended on 19 February 2015 and are in the process of being published in the *Mémorial C, Recueil des Sociétés et Associations*. The Fund is registered with the *Registre de Commerce et des Sociétés*, Luxembourg, under number B 151742.

The minimum capital of the Fund is, as required by Luxembourg law, the equivalent in U.S. Dollars of € 1,250,000. The capital of the Fund is represented by fully paid-up Shares of no par value.

The Articles of Incorporation and a notice ("*notice légale*") in respect of the issue and sale of the Shares by the Fund are on file with the *Greffe du Tribunal d'Arrondissement* in Luxembourg. Any interested person may inspect these documents.

**16.2 Meetings**

The annual general meeting of Shareholders (the "Annual Meeting") will be held, unless otherwise stated in the notice convening the Annual Meeting, at the registered office of the Fund on the third Wednesday of the month of July of each year at 14.00 CET or, if any such day is not a Business Day, on the next following Business Day. Notices of all general meetings will be sent to the holders of registered Shares by post at least eight calendar days prior to the meeting at their addresses shown on the register of Shareholders. Such notices will include the agenda and will specify the time and place of the meeting and the conditions of admission.

Each whole Share confers the right to one vote.

**16.3 Reports and Accounts**

Audited annual reports shall be published within four months following the end of the accounting year and unaudited semi-annual reports shall be published within two months following the period to which they refer. Upon request of a registered Shareholder, the annual reports shall be sent to such registered Shareholder at the address shown on the register of Shareholders. The Fund's accounting year ends on 31 March of each year. The Fund shall also publish semi-annual unaudited reports on its activities as of 30 September each year, both the annual and semi-annual reports shall be made available at the registered offices of the Fund and the Custodian during ordinary office hours.

The reference currency of the Fund is US\$. The aforesaid reports will comprise consolidated accounts of the Fund expressed in US\$ as well as individual information on each Sub-Fund expressed in the reference currency of each Sub-Fund.

**16.4 Allocation of assets and liabilities among the Sub-Funds**

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

(a) the proceeds from the issue of each Share of each Sub-Fund are to be applied in the books of the Fund to the portfolio of assets established for that Sub-Fund and the assets and

liabilities and income and expenditure attributable thereto are applied to such portfolio subject to the following provisions;

(b) where any asset is derived from another asset, such derivative asset is applied in the books of the Fund to the same portfolio as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value is applied to the relevant portfolio;

(c) where the Fund incurs a liability which relates to any asset of a particular portfolio or to any action taken in connection with an asset of a particular portfolio, such liability is allocated to the relevant portfolio;

(d) in the case where any asset or liability of the Fund cannot be considered as being attributable to a particular portfolio, such asset or liability is allocated to all the portfolios in equal parts or, if the amounts so justify, pro rata to the net asset values of the relevant Sub-Funds;

(e) upon the payment of dividends to the holders of Shares in any Sub-Fund, the net asset value of such Sub-Fund shall be reduced by the amount of such dividends.

The Fund has been set up as an umbrella fund, which means that the Fund may be composed of several Sub-Funds, with each Sub-Fund constituting a separate portfolio of assets and liabilities, on the basis of the information contained in the Prospectus and in the documents referred to herein.

Sub-Funds have different features. Accordingly, by investing in one or more of such Sub-Funds, investors may choose which Sub-Fund best suits their specific risk and return expectations as well as their diversification needs.

Pursuant to the Law of 2010, an umbrella fund constitutes a single legal entity. However, between Shareholders, each Sub-Fund is treated as a separate entity and operates independently, each portfolio of assets being invested for the exclusive benefit of the relevant Sub-Fund. A purchase of Shares relating to one particular Sub-Fund does not give the holder of such Shares any rights with respect to any other Sub-Fund.

The net proceeds from subscriptions for Shares in each Sub-Fund are invested in the specific portfolio of assets constituting that Sub-Fund.

With regard to third parties, each Sub-Fund will be exclusively responsible for all liabilities attributable to it.

## **16.5 Determination of the Net Asset Value of Shares**

### **a) Valuation policy**

The net asset value of the Shares of each Class is determined in its Reference Currency for each Valuation Day on the basis of the last available prices at the end of the relevant Valuation Day, calculated in accordance with this section 16.5 by dividing the net assets attributable to each Class by the number of Shares of such Class then outstanding. For the avoidance of doubt, the unit of a Reference Currency is the smallest unit of that currency (e.g. if the Reference Currency is US Dollars, the unit is the cent). Fractions of units, calculated to three decimal places, may be allocated as required.

The net assets of each Class are made up of the value of all the assets attributable to such Class less the total liabilities attributable to such Class calculated at such time as the Board of Directors shall have set for such purpose.

The value of the assets attributable to a Sub-Fund shall be determined as follows:

(a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof;

(b) the value of any financial assets listed or dealt in on a Regulated Market, a stock exchange in an Other State or on any Other Regulated Market is based on the last available price on the relevant market which is normally the main market for such assets;

(c) in the event that any assets are not listed or dealt in on any Regulated Market, any stock exchange in an Other State or on any Other Regulated Market, or if, with respect to assets listed or dealt in on any such markets, the closing price as determined pursuant to sub-paragraph (b) does not truly reflect the fair market value of the relevant assets, the value of such assets will be based on the reasonable foreseeable sales price determined prudently and in good faith;

(d) the amortised cost method of valuation for short-term transferable debt securities in certain Sub-Funds of the Fund may be used. This method involves valuing a security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium regardless of the impact of fluctuating interest rates on the market value of the security or other instrument. While this method provides certainty in valuation, it may result in periods during which the value as determined by amortised cost, is higher or lower than the price the Sub-Fund would receive if it sold the securities. For certain short term transferable debt securities, the yield to a Shareholder may differ somewhat from that which could be obtained from a similar sub-fund which marks its portfolio securities to market each day;

(e) the value of futures, forward and options contracts not traded on Regulated Markets, stock exchanges in Other States or on Other Regulated Markets shall mean their net value determined, on a basis consistently applied for each different variety of contracts. The value of futures, forward and options contracts traded on Regulated Markets, stock exchanges in Other States or on Other Regulated Markets shall be based upon the last available settlement or closing prices, as applicable, of these contracts on Regulated Markets, stock exchanges in Other States or Other Regulated Markets on which the particular futures, forward or options contracts are traded by the Fund; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the liquidating value of such contract shall be determined on a fair and reasonable basis;

(f) interest rate swaps will be valued at their market value established by reference to the applicable interest rate curve. Index and financial instruments related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument relating swap agreement shall be based upon the market value of such swap transaction established in good faith. Total return swaps and credit default swaps will be valued on a consistent basis;

(g) units or shares of UCITS and/or UCIs will be valued at their last determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall be determined on a fair and equitable basis. Units or shares of closed ended UCIs will be valued at their last available stock market value;

(h) all other securities and other assets will be valued at fair market value as determined in good faith. In preparing any valuation, the Management Company may rely on information provided by any person whom it considers to be suitably qualified to do so and who is approved by the Board of Directors (an "Approved Person") and who has been approved for such purposes by the Custodian. For the purposes hereof, an Approved Person may include the Investment Manager or an affiliate thereof, if appropriate. If the Management Company shall notify an Approved Person (in the case of (ii) or (iii)) or if an Approved Person

shall notify the Management Company (in the case of (i)):

- (i) that any investment comprised in a Sub-Fund is unsaleable;
- (ii) that no market price by reference to which the value of an investment would otherwise fall to be calculated was quoted on any Regulated Market, any stock exchange in an Other State or on any Other Regulated Market or, due to the nature of such investment, otherwise not available through any Regulated Market, any stock exchange in an Other State or on any Other Regulated Market in respect of such investment; or
- (iii) that a market price on any Regulated Market, any stock exchange in an Other State or on any Other Regulated Market for any other reason is not available in respect of any investment,

the value of such investment shall, in the absence of manifest error, generally be determined at such price or using such methodology as is notified to the Management Company by an Approved Person, provided that if the Management Company is aware of another price or methodology in respect of the relevant investment being available to it through its normal pricing processes then the Management Company shall consider whether to challenge and/or seek to validate the price or methodology provided by the Approved Person against such other price or methodology.

In considering whether fair value pricing is required and in determining fair values, significant events that occur after the close of a relevant market and before the end of the Valuation Day will be taken into account. The fair value of investments may also take into account prices for relevant assets traded on exchanges which may permit trading on days which are not Valuation Days and which may result in the values of a Sub-Fund's portfolio investments being affected. The determination of the fair value of investments may be based on information provided by pricing services and other third-party vendors, which may recommend fair value prices or adjustments with reference to other securities, indices or assets.

If a Sub-Fund is primarily invested in markets which are closed for business at the time the Sub-Fund is valued, and the Directors believe that a significant event has occurred between the close of the markets in which a Sub-Fund invests and the point of valuation, and that such event will materially affect the value of that Fund's portfolio, they may cause the Management Company to adjust the Net Asset Value per Share so as to reflect what is believed to be the fair value of the portfolio as at the point of valuation.

The level of adjustment will be based upon the movement in a chosen surrogate up until the point of valuation, provided that such movement exceeds the threshold as determined by the Directors of the Fund. The surrogate will usually be in the form of a futures index but might also be a basket of securities, which the Directors believe is strongly correlated to, and representative of, the performance of the Sub-Fund. Where an adjustment is made as per the foregoing, it will be applied consistently to all Share Classes in the same Sub-Fund.

As at the date of issue of this Prospectus, the measure described above, known as fair value pricing is not being applied to any of the bond Sub-Funds but only to the equity Sub-Funds. The Directors, however, reserve the right to implement fair value pricing whenever they deem it appropriate.

For the purposes hereof, the Management Company shall use its reasonable care and skill when applying any information or methodology supplied by an Approved Person or such pricing services or other third-party vendors as referred to above, to avoid any manifest errors.

The value of all assets and liabilities not expressed in the Reference Currency of a Sub-Fund will (apart from forward currency contracts which will be valued in accordance with paragraph (e) above) be converted into the Reference Currency of such Sub-Fund at the rate of

exchange prevailing in a recognised market at the time of determination of the net asset value. If such quotation is not available, the rate of exchange will be determined in good faith.

The Management Company, upon recommendation of the Board of Directors shall be responsible for reviewing and approving the valuation procedures and policies of the Fund.

The Management Company or the Board of Directors, at its sole discretion, may permit some other method of valuation to be used if it considers that such valuation better reflects the fair value of any asset of the Fund.

The net asset value per Share of each Class and the issue and redemption prices thereof are available at the registered office of the Fund.

The net asset value per Share for each Class is determined by the Management Company and made available at the registered office of the Management Company one Business Day after the relevant Valuation Day.

#### **b) Net asset value adjustment (“Swing Pricing”)**

If on any Valuation Day the aggregate transactions in Shares of a Sub-Fund result in a net increase or decrease of Shares which exceeds a threshold of 5% of such Sub-Fund’s net asset value (or a threshold as determined by the Board of Directors and as applicable to all transactions) for that Sub-Fund, as further described in the Fund’s swing pricing policy, copy of which may be obtained at the registered office of the Fund, the Management Company shall apply an alternative net asset value calculation method (to include such reasonable factors as it sees fit) to the net asset value per Share. This method of valuation is intended to pass the estimated costs of underlying investment activity of the Fund to the active Shareholders or potential Shareholders by adjusting the net asset value of the relevant Share and thus to protect the Fund’s “non-trading” Shareholders from costs associated with ongoing subscription and redemption activity.

This alternative net asset value calculation method may take account of trading spreads on the Fund’s investments, the value of any duties and charges incurred as a result of trading and may include an allowance for market impact.

Where the Management Company, based on the prevailing market conditions and the level of subscriptions or redemptions requested by Shareholders or potential Shareholders in relation to the size of the relevant Sub-Fund, has determined for a particular Sub-Fund to apply an alternative net asset value calculation method, the Sub-Fund may be valued either on a bid or offer basis (which would include the factors referenced in the preceding paragraphs). Such adjustment may vary from Sub-Fund to Sub-Fund and, based on normal dealing and other costs for the particular assets in which a Sub-Fund is invested, will not exceed 2% of the original net asset value per Share. However, whilst the price adjustment is normally not expected to exceed 2%, the Board of Directors may decide to increase this adjustment limit in exceptional circumstances to protect Shareholders’ interests.

The swing pricing mechanism may apply across all Sub-Funds with the exception of those Sub-Funds that are fully invested in other Ashmore Funds.

### **16.6 Temporary Suspension of Issues, Redemptions and Conversions**

The Management Company may suspend the calculation of the net asset value per Share of one or more Classes of Shares or of one or more Sub-Fund(s):

- (a) during any period when any Regulated Market, stock exchange in an Other State or any Other Regulated Market on which any material part of the investments comprised in the Fund for the time being are listed or dealt in is

closed (otherwise than for ordinary holidays) or during which dealings are restricted or suspended;

- (b) during the existence of any state of affairs which, in the opinion of the Directors, constitutes an emergency as a result of which disposal of investments comprised in the Fund would not be reasonably practicable or might seriously prejudice the interests of the Shareholders as a whole;
- (c) during any period when there is a breakdown in the means of communication normally employed in determining the price of any of the investments comprised in the Fund or the current price on any investment exchange or when for any reason the prices of any investments cannot be promptly and accurately ascertained;
- (d) during any period when currency conversions which will or may be involved in the realisation of the investments comprised in the Fund or in the payment for investments cannot, in the opinion of the Directors, be carried out at normal rates of exchange;
- (e) following the suspension of the calculation of the net asset value per share/unit of the shares/units issued within the master fund in which the Sub-Fund invests in its quality as feeder fund.

The Board of Directors may suspend the issue, redemption as well as the conversion of the Shares of one or more Sub-Fund(s) following the suspension of the issue, redemption, and/or the conversion of the shares/units issued within the master fund in which a Sub-Fund invests in its quality as feeder fund, within the same period of time as the master fund.

The fees of the Management Company, the Investment Manager and the Custodian will continue to accrue during the period of suspension and will be calculated by reference to the last valuation prior to the suspension coming into effect.

The issue, redemption and conversion of Shares in one or more Classes will be suspended for any period during which the determination of the net asset value per Share of the Class or the Sub-Fund(s) concerned is suspended by virtue of the powers described above. Any redemption/conversion request made or in abeyance during such a suspension period may be withdrawn by written notice to be received by the Management Company or the relevant Sales Agent before the end of such suspension period. Should such withdrawal not be effected, the Shares in question shall be redeemed/converted on the first Valuation Day following the termination of the suspension period. Investors who have requested the issue, redemption or conversion of Shares shall be informed of such suspension when such request is made. In the event where such suspension period exceeds a certain period determined by the Management Company, all Shareholders of the Class concerned shall be informed.

## **16.7 Liquidation**

### **a) Liquidation of the Fund**

The Fund is incorporated for an unlimited period and liquidation shall normally be decided upon by an extraordinary general meeting of Shareholders. This meeting will be convened in compliance with Luxembourg law.

Should the Fund be liquidated, such liquidation shall be carried out in accordance with the provisions of the Law of 2010 which specifies the steps to be taken to enable Shareholders to participate in the liquidation distributions. Assets which may not be distributed to their beneficiaries upon the implementation of the liquidation will be deposited with the Custodian for a maximum of nine (9) months. At the end of that period, these amounts will be deposited with the *Caisse de Consignations* on behalf of the persons entitled thereto. Amounts not

claimed within the prescribed period are liable to be forfeited in accordance with the provisions of Luxembourg law. The net liquidation proceeds of each Sub-Fund shall be distributed to the Shareholders of each Class of the relevant Sub-Fund in proportion to their respective holdings of such Class.

## **b) Liquidation of Sub-Funds**

In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, US Dollars 20,000,000 being the amount determined by the Board of Directors to be a minimum level to enable such Sub-Fund, or such Class of Shares, to be operated in an economically efficient manner or as a result of a substantial modification in the political, economic or monetary situation of the Fund or as a matter of economic rationalization, the Board of Directors may decide to redeem all the Shares of the relevant Class or Classes at the net asset value per Share (taking into account the actual realisation prices of investments and realisation expenses) calculated on the Valuation Day on which such redemption shall take effect. The Management Company shall serve a notice in writing to the Shareholders of the relevant Class or Classes of Shares prior to the effective date for the compulsory redemption, which will indicate the reasons for, and the procedure of, the redemption operations. Shareholders of the Sub-Fund concerned may continue to request the redemption or conversion of their Shares free of charge (but taking into account the actual realisation prices of investments and realisation expenses) prior to the effective date for the compulsory redemption unless it is otherwise decided by the Board of Directors to be against the interests of, or such redemption or conversion would affect the equal treatment of, Shareholders.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, a general meeting of Shareholders of any one or all Classes of Shares in issue may, upon the proposal from the Board of Directors, redeem all the Shares of the relevant Class or Classes resulting in a refund to the Shareholders of the net asset value of their Shares (taking into account the actual realisation prices of investments and realisation expenses) calculated on the Valuation Day on which such redemption shall take effect. There shall be a 75% quorum requirement for such a general meeting of Shareholders which shall decide by resolution taken by a two-thirds majority of those present or represented.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Custodian for a maximum of nine (9) months. At the end of that period, these amounts will be deposited with the *Caisse de Consignations* on behalf of the persons entitled thereto. Amounts not claimed from escrow within the statute of limitations will be forfeited in accordance with the provisions of Luxembourg law.

## **16.8 Mergers**

### **a) Mergers decided by the Board of Directors**

The Board of Directors may from time to time elect to proceed with a merger (within the meaning of the Law of 2010) of the Fund or of one of the Sub-Funds, either as a receiving or an absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the Law of 2010, including the following provisions regarding notice and approval:

#### *1) Merger of the Fund*

The Board of Directors may decide to proceed with a merger of the Fund, only on a receiving UCITS basis, with:

- another Luxembourg or foreign UCITS (the “New UCITS”); or
- a sub-fund thereof,

and, as appropriate, to redesignate the shares of the relevant sub-fund thereof as applicable.

In case the Fund is the receiving UCITS (within the meaning of the Law of 2010), solely the Board of Directors will decide on the merger and effective date thereof.

## *2) Merger of the Sub-Funds*

The Board of Directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with another existing Sub-Fund within the Fund and, as appropriate, to redesignate the Shares of the Sub-Fund concerned as Shares of either the receiving or absorbed Sub-Fund. .

The Board of Directors may decide to proceed with a merger of any Sub-Fund, as receiving Sub-Fund, with:

- another sub-fund within a New UCITS (as defined above) (the “New Sub-Fund”); or
- a New UCITS,

and, as appropriate, to redesignate the Shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

## **b) Rights of the Shareholders and costs to be borne by them**

In all the merger cases above, the Shareholders will in any case be entitled to request, (without any charge other than those retained by the Fund or the Sub-Fund to meet disinvestment costs), the repurchase or redemption of their Shares, or, where possible, to convert them into units or shares of another UCITS pursuing a similar investment policy and managed by the Management Company or by any other company with which the Management Company is linked by common management or control, or by substantial direct or indirect holding, in accordance with the provisions of the Law of 2010.

Any cost associated with the preparation and the completion of the merger shall neither be charged to the Fund nor to its Shareholders.

## **16.9 Details of the Regulatory Authorities**

Contact details of the regulators of the Fund, the Management Company and the Investment Manager referred to in this Prospectus are as follows:

For the Fund and the Management Company:

### *Commission de Surveillance du Secteur Financier*

Address : Commission de Surveillance du Secteur Financier  
110, route d’Arlon, L-2991, Luxembourg  
Telephone No.: (352) 26 25 1 - 1  
Facsimile No. : (352) 26 25 1 - 601  
Website : <http://www.cssf.lu>

For the Investment Manager:

### *United Kingdom Financial Conduct Authority*

Address : Financial Conduct Authority  
25 The North Colonnade  
Canary Wharf  
London E14 5HS  
United Kingdom  
Telephone No.: +44 20 7066 1000  
Facsimile No. : +44 20 7066 1099  
Website : <http://www.fca.org.uk/>

## **16.10 Material Contracts**

The following material contracts have been entered into:

(a) A Management Company Services Agreement dated 25 February 2010 entered into between the Fund and the designated Management Company. This Agreement is entered into for an unlimited period and is terminable by either party upon not less than six months' prior written notice or earlier in certain specified events.

(b) A Discretionary Investment Management and Sales Agent Agreement dated 25 February 2010, as amended, between the Fund, the Management Company and the Investment Manager. This Agreement is entered into for an unlimited period and is terminable by either party upon six months' prior written notice or earlier in the event, *inter alia*, of the insolvency of the Investment Manager.

(c) A Custodian and Paying Agent Agreement dated 25 February 2010 between the Fund and Northern Trust Global Services Limited, London (Royaume Uni), Luxembourg Branch pursuant to which the latter was appointed custodian of the assets of the Fund and principal paying agent of the Fund. The Agreement is entered into for an unlimited period and may be terminated by either party upon six months written notice or earlier in certain specified events.

(d) Sub-Manager agreements dated 29 November 2011 and 1 September 2014 entered into between the Investment Manager and Ashmore Equities Investment Management (US) LLC. These agreements are entered into for an unlimited period and is terminable by either party upon not less than sixty (60)'s prior written notice or earlier in certain specified events.

## **16.11 Documents**

Copies of the contracts mentioned above are available for inspection, and copies of the Articles of Incorporation of the Fund, the current Prospectus, the KIIDs of the Fund, the Country Supplement, the latest periodical reports (which form an integral part of this Prospectus), the Available Share Classes Document and the client complaints handling policy of the Fund, as well as the Fund's policies for the exercise of the voting rights, may be obtained free of charge during normal office hours at the registered office of the Fund or from the Fund's local agents, as required by applicable laws. They may also be obtained on [www.ashmoregroup.com](http://www.ashmoregroup.com).

## **16.12 Notices to Shareholders**

Any notice required to be served upon a Shareholder is deemed to have been duly given if sent by post or left at the Shareholder's address as appearing in the Shareholder register.

Service or delivery of a notice or document to any one of several joint Shareholders is deemed effective on the other joint Shareholders. Notices and documents sent by post by the Fund or their agents are sent at the risk of the persons entitled to them.

**17.1 Information for Investors in Germany**

Please refer to the German Country Supplement distributed to the relevant investors together with this Prospectus, as required by the relevant local laws.

**17.2 Information for Investors in the United Kingdom**

Where this Prospectus is issued in the United Kingdom, it has been approved for the purposes of section 21 of the United Kingdom Financial Services and Markets Act 2000 (the “Act”) by Ashmore Investment Management Limited, which is regulated by the Financial Conduct Authority (“FCA”). The Fund is a recognised scheme in the United Kingdom for the purposes of Section 264 of the Act. Accordingly, the Fund may be marketed to the general public in the United Kingdom pursuant to the UCITS Directive regime. The Fund may launch new sub-funds or share classes from time to time. The Fund will promptly seek to register any sub-fund and/or share class it intends to sell in the UK as a recognised scheme with the FCA (for the purposes of Section 264 of the Act). For more information about those sub-funds and/or share classes registered for sale from time to time, please check the FCA register (<http://www.fca.org.uk/register>).

Certain rules made under the Act for the protection of private customers will not apply to investments in the Fund. Compensation under the Financial Services Compensation Scheme will generally not be available and an investor in the Fund will not have the right to cancel his application for Shares under the rules contained in the FCA Conduct of Business Sourcebook.

Shares in the Fund confer rights against the Fund in accordance with the Articles of Incorporation. Voting rights are attached to Shares and the Fund will hold an annual general meeting of Shareholders at which votes attaching to Shares may be exercised. No persons other than Shareholders have the right to vote at Shareholder meetings.

In connection with the Fund’s recognition under section 264 of the Act, the Fund will maintain the facilities required of a recognised scheme by the rules contained in the FCA Collective Investment Schemes Sourcebook at the offices of:

**Ashmore Investment Management Limited**

61, Aldwych,  
London WC2B 4AE,  
England.

Such facilities include, among other things:

- (a) a Shareholder may redeem his Shares and from which payment of the price on redemption may be obtained;
- (b) information can be obtained orally and in writing about the Fund’s most recently published Share prices; and
- (c) any person who has a complaint to make about the operation of the Fund can submit his complaint in writing for transmission to the Fund.

Copies of the contracts mentioned above are available for inspection, and copies of the Articles of Incorporation, the current Prospectus, the KIID and the latest periodical reports and any updates to the scheme may be obtained free of charge during normal office hours at the UK Facilities Agents Address in the UK. Such reports form an integral part of this Prospectus

**UK Facilities Agents**  
**Ashmore Investment Management Limited**  
61, Aldwych,  
London WC2B 4AE,  
England.

### **United Kingdom Taxation Information**

The following is an outline of various aspects of the United Kingdom taxation regime which may apply to United Kingdom resident or ordinarily resident persons acquiring Shares in the Fund, and where such persons are individuals, only to those domiciled in the United Kingdom. It is intended as a general synopsis only, based on current law and practice in force as of the date of this Prospectus. The below summary is not to be considered exhaustive and such law and practice could be subject to amendment. Further, it will apply only to those United Kingdom Shareholders holding Shares as an investment rather than those which hold Shares as part of a financial trade. The outline below does not cover United Kingdom Shareholders which are tax exempt or subject to special taxation regimes.

Shares in the Fund will represent interests in an "offshore fund" for the purposes of the United Kingdom "offshore funds legislation". Under this regime (contained in the Offshore Funds (Tax) Regulations 2009 (as amended)), persons who are resident or ordinarily resident in the UK for tax purposes may be liable to income tax (or corporation tax on income) in respect of any gain arising from the disposal or redemption of Shares in an offshore fund. However, this charge does not apply where the Shares are held within a class of interest which is certified by the HM Revenue & Customs ("HMRC") as a "qualifying fund" throughout the period during which the Shares have been held. Qualifying funds are funds which have "reporting fund status". Gains arising on the disposal or redemption of such shares are instead taxed as capital gains.

In broad terms, a "reporting fund" is an offshore fund that meets certain annual reporting requirements to HMRC and its Shareholders.

Annual duties will include calculating and reporting the income returns of the offshore fund for each reporting period (as defined for UK tax purposes) on a per-Share basis to all relevant Shareholders (as defined for these purposes). UK Shareholders which hold their interests at the end of the reporting period to which the reported income relates, will be subject to income tax or corporation tax on the higher of any cash distribution paid and the full reported amount. Any reported income in excess of distributions will be deemed to arise to UK Shareholders on the date six months after the financial year end.

It is intended that the majority of the Sub-Funds and share classes will be managed so as to qualify as 'reporting funds', however no guarantee that this status will be achieved is provided.

The Shares of the Fund shall be widely available. The Board of Directors confirms that the intended categories of investors are not "restricted" for the purposes of the Offshore Fund (Tax) Regulations 2009. Shares shall be marketed and made available sufficiently widely to reach the intended categories of investors, and in a manner appropriate to attract those categories of investors.

UK investors should be aware that the Offshore Fund Tax Regulations may be subject to further change. The position set out above is correct as of the time of publication of this Prospectus.

When United Kingdom resident individuals receive dividends or reported income from the Fund, there may be a non-refundable tax credit equivalent to 10 per cent of the dividend plus the tax credit, which may be offset against their liability to tax. However, where an offshore fund as defined in the offshore fund legislation, holds more than 60 per cent of its assets in

interest bearing (or similar) form, any distribution or reported income will be treated as interest in the hands of the United Kingdom income tax payer. This means that no tax credit will be available and the relevant tax rates will be those applying to interest.

When any United Kingdom corporate Shareholders within the charge to United Kingdom corporation tax receive dividends from the Fund, the dividend is likely to fall within one of a number of exemptions from United Kingdom corporation tax. In addition, distributions to non-United Kingdom companies carrying on a trade in the United Kingdom through a permanent establishment in the United Kingdom should also fall within the exemption from United Kingdom corporation tax on dividends to the extent that the Shares held by that company are used by, or held for, that permanent establishment. Reported income will be treated in the same way as a dividend distribution for these purposes. Under the corporate debt tax regime in the United Kingdom any corporate Shareholder within the charge to United Kingdom corporation tax will be taxed on the increase in value of its holding on a fair value basis (rather than on disposal) or will obtain tax relief on any equivalent decrease in value, if the Investments held by the offshore fund within which the Shareholder invests, consist of more than 60 per cent (by value) of "qualifying investments". Qualifying investments are broadly those, which yield a return directly or indirectly in the form of interest.

The attention of individuals ordinarily resident in the United Kingdom is drawn to the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007. These provisions are aimed at preventing the avoidance of income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled outside the United Kingdom and may render them liable to income tax in respect of undistributed income of the Fund on an annual basis. The legislation is not directed towards the taxation of capital gains.

The attention of persons resident or ordinarily resident in the United Kingdom for taxation purposes (and who, if individuals, are also domiciled in the United Kingdom for those purposes) is drawn to the fact that the provisions of section 13 of the Taxation of Chargeable Gains Act 1992 could be material to any such person whose proportionate interest in the Fund (whether as a Shareholder or otherwise as a "participator" for United Kingdom taxation purposes) when aggregated with that of persons connected with that person is 10 per cent, or greater, if, at the same time, the Fund is itself controlled in such matter that it would, were it to be resident in the United Kingdom for taxation purposes, be a "close" company for those purposes. Section 13 could, if applied, result in a person with such an interest in the Fund being treated for the purposes of United Kingdom taxation of chargeable gains as if a part of any capital gain accruing to the Fund (such as on a disposal of any of its Investments) had accrued to that person directly, that part being equal to the proportion of the gain that corresponds to that person's proportionate interest in the Fund (determined as mentioned above).

Corporate investors should be aware that the Taxation (International and Other Provisions) Act 2010 contains provisions which subject certain United Kingdom resident companies to tax on profits of companies not so resident in which they have an interest. The provisions, broadly, affect United Kingdom resident companies which are deemed to be interested (directly or indirectly) in at least 25% of the profits of a non-resident company where that non-resident company is controlled by persons who are resident in the United Kingdom and is resident in a low tax jurisdiction. The legislation is not directed towards the taxation of capital gains.

### **17.3 Information for Investors in Austria**

The paying agent ("Austrian Paying Agent") and information agent ("Austrian Information Agent") for the Fund in the Republic of Austria is:

**UniCredit Bank Austria AG**

Schottengasse 6-8  
1010 Wien  
Austria

Requests for subscription, redemption or conversion of Shares may be submitted to the Austrian Paying Agent.

All payments to be made to Shareholders including redemption proceeds and distributions, if any, may be transmitted through the Austrian Paying Agent, if so requested by the Shareholder.

The Prospectus, the Articles of Incorporation as well as the audited annual reports and the unaudited semi-annual reports, and the issue and redemption prices are available and obtainable free of charge from the Austrian Information Agent. Any other information as specified in the section of the Prospectus titled "General Information - Documents" are also available free of charge from, and available for inspection by Shareholders at the address of, the Austrian Information Agent.

In the Republic of Austria, the issue and redemption prices, as well as all other publications and notices to Shareholders, will be published on [www.fundinfo.com](http://www.fundinfo.com) and will be available at the registered office of the Management Company.

### **17.4 Information for Investors in the United States and Canada**

US persons and Canadian persons may be permitted to invest in the Fund at the sole discretion of the Management Company and will need to complete all required documentation specific to such persons to the satisfaction of the Management Company prior to being admitted as a Shareholder.

The placement agent (the "US Placement Agent") for the Fund investors in the United States is:

**Ashmore Investment Management (US) Corporation**

122 East 42nd Street  
50th Floor  
New York  
NY10168  
United States

Requests for subscription, redemption or conversion of Shares may be submitted to the US Placement Agent.

### **17.5 Information for investors in Switzerland**

#### **1. Representative**

The representative in Switzerland is BNP Paribas Securities Services, Paris, succursale de Zurich, located at Selnaustrasse 16, 8002 Zurich, Switzerland.

#### **2. Paying agent**

The paying agent in Switzerland is BNP Paribas Securities Services, Paris, succursale de Zurich, located at Selnaustrasse 16, 8002 Zurich, Switzerland.

### **3. Place where the relevant documents may be obtained**

The Prospectus, the KIID, the Articles of Incorporation as well as the annual and semi-annual reports of the Fund may be obtained free of charge from the representative as well as from the Management Company and Investment Manager.

### **4. Publications**

1. Publications in respect of the foreign collective investment scheme are made in Switzerland on [www.fundinfo.com](http://www.fundinfo.com).
2. The issue and the redemption prices or the net asset value together with a footnote stating "excluding commissions" must be published daily on each Valuation Day on [www.fundinfo.com](http://www.fundinfo.com).

### **5. Payment of retrocessions and rebates**

#### **a) Payment of retrocessions**

The Investment Manager has been appointed to distribute the Shares as the principal sales agent and may pay retrocessions out of the Management Fee as remuneration for distribution activity in respect of the Shares in or from Switzerland to certain third party distributors.

This remuneration may be deemed payment for the following services in particular:

- distributing the Shares in or from Switzerland to non-qualified Swiss investors and qualified Swiss investors; and
- providing on-going services to such Swiss investors.

Retrocessions are not deemed to be rebates even if they are ultimately passed on, in full or in part, to the Swiss investors.

The recipients of the retrocessions must ensure transparent disclosure and inform Swiss investors, unsolicited and free of charge, about the amount of retrocessions they may receive from the Investment Manager for distribution activity.

On request from Swiss investors, the recipients of retrocessions must disclose the amounts of retrocessions they actually receive from the Investment Manager for distributing the Shares to the Swiss investors concerned.

#### **b) Payment of rebates**

As permitted by, and subject to the provisions of, applicable laws and regulations, the Investment Manager may, on an as requested basis, from time to time agree side letter provisions to one or more investors individually relating to a range of matters relevant to such investors, inter alia, a reduction in the Management Fee (by way of a fee rebate to the particular investors), requests for additional representations and warranties from the Investment Manager, requests necessitated by specific legal, tax or regulatory requirements applicable to an investor, and requests for enhanced reporting rights.

The Investment Manager will take into account the best interests of the Fund and the Shareholders before granting any side letter. Any decision by the Investment Manager to agree a fee rebate will be based on the amount of such investor's investment or proposed investment. Additional representations or warranties will be offered to an investor depending on the circumstances of the particular investor.

In the case of distribution activity in or from Switzerland, the Investment Manager may, on an as requested basis, agree to pay rebates directly to Swiss investors provided that:

- they are paid from the Management Fee and do not represent an additional charge on the Fund's assets;
- they are granted on the basis of objective criteria as described above;
- all Swiss investors who meet these objective criteria and demand rebates are also granted these within the same timeframe and to the same extent;
- upon request, the Investment Manager discloses the amount of such rebates free of charge.

The purpose of such rebates is to reduce the fees or costs incurred by the Swiss investor in question.

## **6. Place of performance and jurisdiction**

In respect of the Shares distributed in and from Switzerland, the place of performance and jurisdiction is at the registered office of the representative.

### **17.6 Information for investors in Singapore**

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

This Prospectus has not been registered as a prospectus with the MAS. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 304 of the SFA, (ii) to a relevant person pursuant to Section 305(1), or any person pursuant to Section 305(2), and in accordance with the conditions specified in Section 305 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed or purchased under Section 305 by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Shares pursuant to an offer made under Section 305 of the SFA except:

- (1) to an institutional investor or to a relevant person defined in Section 305(5) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 305A(3)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 305A(5) of the SFA; or
- (5) as specified in Regulation 36 of the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 of Singapore.

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