

*This Announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the exchange traded funds described below.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission take no responsibility for the contents of this Announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Announcement.*

**IMPORTANT: Investors are strongly advised to consider the contents of this Announcement. This Announcement is important and requires your immediate attention. It concerns a fundamental change to the authorisation and the listing status of the Lyxor ETFs in Hong Kong. In particular, investors should note that subject to the SFC's and the SEHK's respective approvals of the Deauthorisation and the Delisting of the Lyxor ETFs in Hong Kong:**

- ❖ **The expected Last Trading Day of the Lyxor ETFs on the SEHK will be 7 March 2012, after which Units will no longer be traded on the SEHK. The Deauthorisation and Delisting Day is expected to take place on 13 March 2012.**
- ❖ **After the Deauthorisation of the Lyxor ETFs in Hong Kong, the Lyxor ETFs will no longer be subject to the regulation of the SFC.**
- ❖ **From 8 December 2011 up to and including the Last Trading Day, investors may continue to buy or sell Units on the SEHK in accordance with the usual trading arrangements currently in place. Alternatively, investors may, through their financial intermediaries, sell Units to SG Securities (HK) Limited at net asset value (subject to applicable fees and charges as referred to below).**
- ❖ **Each investor who wishes to retain or dispose of its delisted Units after the Last Trading Day will have to liaise with its financial intermediary to arrange for the Units to be transferred from CCASS to iFAST Financial (HK) Limited ("iFAST"), subject to compliance with the normal client acceptance rules and procedures of iFAST.**
- ❖ **Investors who intend to retain Units in the Lyxor ETFs after the Last Trading Day are urged to open an account (either in its own name, or via its financial intermediary) with iFAST (via Fundsupermart.com) as soon as possible.**

Otherwise, this will have an adverse impact on investor's ability to sell the Units to SG Securities (HK) Limited including a delay in executing any buy-back order on any specific Dealing Deadline after the Last Trading Day, and a delay in receipt of the sales proceeds and in the worst case, inability to sell the Units.

- ❖ **After the Last Trading Day and for a period of eighteen (18) months thereafter ending on 7 September 2013, investors will only be able to sell Units on a weekly basis on specified days to SG Securities (HK) Limited at net asset value (subject to applicable fees and charges as referred to below). There is no assurance or commitment that after 7 September 2013 investors will be able to sell the Units to SG Securities (HK) Limited nor as to the terms on which the Units may be repurchased.**

Financial intermediaries are urged to:

- Forward a copy of this Announcement to their clients holding Units in the Lyxor ETFs, and inform them of the contents of this Announcement as soon as possible.
- Facilitate clients to dispose or transfer Units of the Lyxor ETFs before or after the Last Trading Day as soon as possible.
- Open an account with iFAST (via Fundsupermart.com) as soon as practicable in respect of their nominee and client account holdings of the Units if they have clients who wish to retain their Units after the Last Trading Day.
- Assist clients who are the ultimate beneficial holders of Units in the Lyxor ETFs as soon as practicable should they wish to directly open an individual account with iFAST (via Fundsupermart.com) for the disposal of their Units after the Last Trading Day.
- Inform clients as soon as possible if any earlier dealing deadline, additional fees or charges, and/or other terms and conditions will be applicable in respect of the provision of their services in connection with the above.

If investors are in any doubt about the contents of this Announcement, they should contact their independent financial intermediaries, professional advisers or SG Securities (HK) Limited. Investors may also contact iFAST (via Fundsupermart.com) directly in relation to any questions on the account opening process.

## **ANNOUNCEMENT AND NOTICE OF THE PROPOSED VOLUNTARY DEAUTHORISATION AND DELISTING IN HONG KONG**

Hong Kong, 7 December 2011

**LYXOR ETF FTSE RAFI US 1000\* (Stock code: 2803)**

**LYXOR ETF FTSE RAFI EUROPE\* (Stock code: 2806)**

**LYXOR ETF COMMODITIES THOMSON REUTERS/JEFFERIES CRB TR\* (Stock code: 2809)**

**LYXOR ETF MSCI INDIA\* (Stock code: 2810)**

**LYXOR ETF MSCI WORLD\* (Stock code: 2812)**

**LYXOR ETF MSCI KOREA\* (Stock code: 2813)**

**LYXOR ETF JAPAN (TOPIX®)\* (Stock code: 2814)**

**LYXOR ETF MSCI AC ASIA-PACIFIC ex JAPAN\* (Stock code: 2815)**

**LYXOR ETF MSCI EMERGING MARKETS\* (Stock code: 2820)**

**LYXOR ETF NASDAQ-100\* (Stock code: 2826)**

**LYXOR ETF RUSSIA (DJ RUSINDEX TITANS 10)\* (Stock code: 2831)**

**LYXOR ETF MSCI TAIWAN\* (Stock code: 2837)**

(\*This is a Synthetic ETF)

***Proposed Voluntary Deauthorisation and Delisting of all Lyxor ETFs***

Lyxor International Asset Management (the “**Manager**”), the manager of the above-mentioned exchange traded funds (collectively, the “**Lyxor ETFs**”) listed on The Stock Exchange of Hong Kong Limited (the “**SEHK**”), hereby announces that having taken into account the interests of the unitholders of the Lyxor ETFs as a whole and after considering many factors including the current levels of assets under management and trading volume of the Lyxor ETFs in Hong Kong, it has decided to voluntarily seek the deauthorisation by the Securities and Futures Commission (the “**SFC**”) pursuant to Section 106 of the Securities and Futures Ordinance (the “**SFO**”) of the Lyxor ETFs (the “**Deauthorisation**”) and the delisting of the Lyxor ETFs from the SEHK (the “**Delisting**”). Three months’ notice is hereby given to holders of Units of the Lyxor ETFs in Hong Kong pursuant to Chapter 11.4 of the SFC Code on Unit Trusts and Mutual Funds (the “**Code**”).

Subject to the SFC’s and the SEHK’s respective approvals of the Deauthorisation and the Delisting, it is anticipated that the last trading day of each Lyxor ETF (the “**Last Trading Day**”) will be 7 March 2012, and the Deauthorisation and the Delisting are expected to take effect on 13 March 2012. The Manager will issue further announcements to investors confirming the Last Trading Day, as well as the dates for the Deauthorisation and Delisting following the relevant approvals by the SEHK and the SFC. Whilst the Manager will, in addition, contact relevant financial intermediary participants of the SEHK closer to these dates, all financial intermediaries are urged to forward a copy of this Announcement to their clients holding Units, and inform them of the contents of this Announcement as soon as possible.

Following the proposed Delisting and Deauthorisation, the Lyxor ETFs will continue to operate as UCITS funds and will continue to be listed in, amongst other jurisdictions, France. There can be no switching of Units of a Lyxor ETF into units of the Lyxor ETF listed on other stock exchanges in other jurisdictions unless the aggregate value of Units of a Lyxor ETF to be switched exceeds EUR100,000 or its equivalent, and further provided that (i) the investor (by itself or through financial intermediaries) has a securities accounts in the relevant jurisdiction and (ii) the procedures for switching of Units are complied with. Investors who wish to switch their Units should contact SG Securities (HK) Limited (“**SGSHK**”). For the avoidance of doubt the Manager retains the discretion to lower or waive the EUR100,000 threshold in the case of institutional investors only.

The Manager will continue to manage the Lyxor ETFs in accordance with applicable laws and regulations as well as the Lyxor ETFs’ respective constitutive documentation. However, following the Deauthorisation, the Lyxor ETFs will not be offered to the public in Hong Kong (and the Hong Kong website of the Manager for the Lyxor ETFs will not be available) by the Manager or by SGSHK. Following the Deauthorisation, financial intermediaries and investors are advised not to circulate any marketing and other product information relating to the Lyxor ETFs to the public in Hong Kong as this may be in breach of the SFO. Any such marketing and other product information relating to the Lyxor ETFs will be for the personal use only by the financial intermediaries and investors to whom it was issued prior to Deauthorisation.

## SOCIETE GENERALE GROUP

As at 30 November 2011, the assets under management (“AUM”) of each of the Lyxor ETFs in Hong Kong and globally are as follows:

	HK AUM (USD mil)	Global AUM (USD mil)	Listing Date
LYXOR ETF FTSE RAFI US 1000	2.4	72.8	03/06/2008
LYXOR ETF FTSE RAFI EUROPE	2.4	20.5	03/06/2008
LYXOR ETF COMMODITIES THOMSON REUTERS/JEFFERIES CRB TR	28.1	1,357.6	26/04/2007
LYXOR ETF MSCI INDIA	18.1	1,205.4	26/04/2007
LYXOR ETF MSCI WORLD	3.8	934.5	18/04/2007
LYXOR ETF MSCI KOREA	13.2	177.0	26/04/2007
LYXOR ETF JAPAN (TOPIX®)	6.8	515.0	03/06/2008
LYXOR ETF MSCI AC ASIA-PACIFIC ex JAPAN	44.6	573.2	18/04/2007
LYXOR ETF MSCI EMERGING MARKETS	3.3	1,188.5	03/06/2008
LYXOR ETF NASDAQ-100	4.0	285.4	26/04/2007
LYXOR ETF RUSSIA (DJ RUSINDEX TITANS 10)	12.7	1,075.5	21/05/2007
LYXOR ETF MSCI TAIWAN	15.0	80.7	03/06/2008
<b>TOTAL</b>	<b>154.4</b>	<b>7,486.1</b>	

(\*This is a Synthetic ETF)

The latest total expense ratio for each of the Lyxor ETFs is as follows:

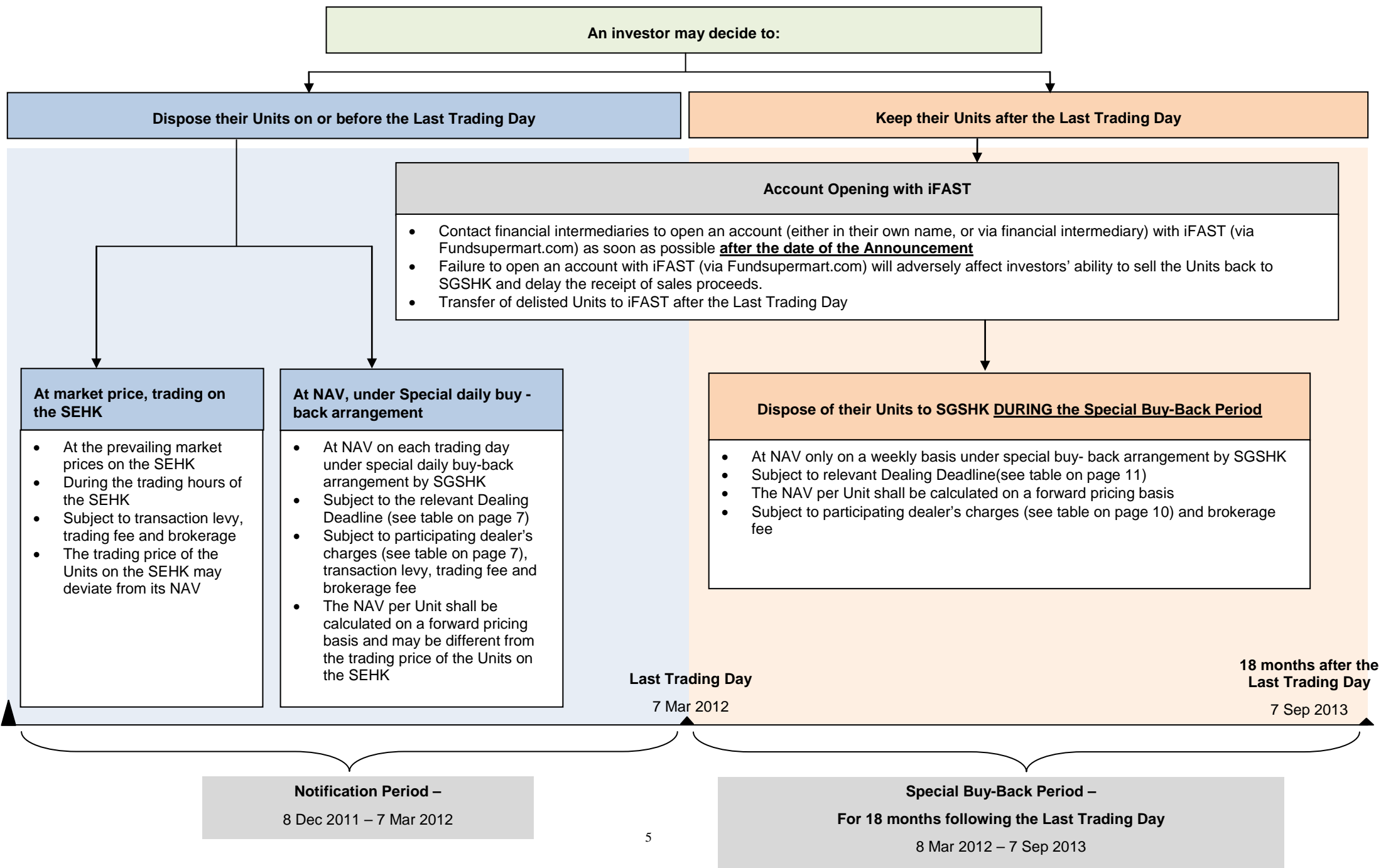
Fund Name	Total Expense Ratio**
Lyxor ETF FTSE RAFI US 1000*	0.60%
Lyxor ETF FTSE RAFI Europe *	0.60%
Lyxor ETF Commodities Thomson Reuters/ Jeffries CRB TR*	0.35% (plus 0.30% additional tracking cost ^)
Lyxor ETF MSCI India *	0.85%
Lyxor ETF MSCI World *	0.45%
Lyxor ETF MSCI Korea *	0.65%
Lyxor ETF Japan (TOPIX®) *	0.50%
Lyxor ETF MSCI AC Asia Pacific ex-Japan *	0.65%
Lyxor ETF MSCI Emerging Markets *	0.65%
Lyxor ETF NASDAQ-100 *	0.30%
Lyxor ETF Russia (DJ RusIndex Titans 10) *	0.65%
Lyxor ETF MSCI Taiwan *	0.65%

(\*This is a Synthetic ETF)

\*\* For the avoidance of doubt, the Total Expense Ratio does not represent the estimated tracking error and excludes any indirect costs borne by the relevant Lyxor ETF and reflected in the value of the unfunded swap (if applicable).

^The Total Expense Ratio for the Lyxor ETF Commodities Thomson Reuters/Jeffries CRB TR\* (\*This is a Synthetic ETF) excludes an additional tracking cost of up to 0.30% per annum.

The chart below illustrates the potential courses of action that may be taken by an investor:



***Potential courses of action(s) to be taken by investors on or before the Last Trading Day***

1. *Trading on the SEHK on any trading day up to and including the Last Trading Day (i.e. from 8 December 2011 up to and including 7 March 2012)*

On any trading day up to and including the Last Trading Day, a holder of a Unit may continue to buy or sell its units in the relevant Lyxor ETF (the “Units”) on the SEHK in the accordance the usual trading arrangements currently in place, during the trading hours of the SEHK and based on the prevailing market prices. SGSHK, the market maker of the Lyxor ETFs, will stand ready to purchase any Units at fair price under normal market conditions in accordance with the Trading Rules of the SEHK. Investors should note that, like any trading of stocks on SEHK, brokers or other financial intermediaries may levy brokerage fees on any sale of the Units on the SEHK on investors and that, in addition, a transaction levy (at 0.003% of the price of the Units) and a trading fee (at 0.005% of the price of Units) is payable by the buyer and the seller of the Units. No charge to stamp duty will arise in Hong Kong. The trading price of Units may deviate from the net asset value per Unit, and the returns investors obtain from a sale of the Units on the SEHK may be different from the returns from the sale of such Units back to SGSHK at net asset value up to the Last Trading Day under the special daily buy-back arrangement as described in the next section.

2. *Special daily buy-back arrangement following the date of this Announcement up to and including the Last Trading Day (i.e from 8 December 2011 up to and including 7 March 2012) (the “Notification Period”)*

An investor may, via a financial intermediary, choose to sell its Units at the net asset value of the relevant Lyxor ETF on any trading day during the Notification Period. SGSHK, the participating dealer of the Lyxor ETFs, will stand ready to purchase any Units from a financial intermediary (which is also an exchange participant) at the net asset value per Unit of the relevant Lyxor ETF (subject to customary Participating dealer’s charges (defined below), taxes and duties, and any other fees and charges which may be levied by the financial intermediaries). Investors should therefore contact their financial intermediaries to have their Units bought at the net asset value during the Notification Period. The net asset value shall be calculated on a forward pricing basis (i.e. the NAV price is unknown at the time of placing the buy-back order) and may be different from the trading price of the Units on the SEHK. Investors may refer to the last closing net asset value per Unit for each of the Lyxor ETFs at [www.lyxoretf.com.hk](http://www.lyxoretf.com.hk). As SGSHK will only accept buy-back orders from exchange participants during the Notification Period, custodian and nominee account holders who wish to sell Units held on behalf of their clients should contact an exchange participant to arrange for the sale of the Units under this arrangement.

Investors should note that SGSHK will levy a customary transaction charge as listed below, representing hedging and other costs associated with execution of the underlying of the relevant Lyxor ETFs (the “Participating dealer’s charge”). Further, the sales proceeds will be converted from US dollars into Hong Kong dollars at prevailing market exchange rate. Investors should also note that brokers or other financial intermediaries may levy brokerage fees on the selling investors which may be deducted from the sales

## SOCIETE GENERALE GROUP

proceeds and that, in addition, a transaction levy (at 0.003% of the price of the Units) and a trading fee (at 0.005% of the price of Units) are payable by the buyer and the seller of the Units. No charge to stamp duty will arise in Hong Kong.

The table below sets out the Participating dealer's charges for each Lyxor ETF:

	<b>Participating dealer's charges</b>
Lyxor ETF FTSE RAFI US 1000*	0.02%
Lyxor ETF FTSE RAFI Europe *	0.025%
Lyxor ETF Commodities Thomson Reuters/ Jefferies CRB TR*	0.025%
Lyxor ETF MSCI India *	0.135%
Lyxor ETF MSCI World *	0.03%
Lyxor ETF MSCI Korea *	0.30%
Lyxor ETF Japan (TOPIX®) *	0.00%
Lyxor ETF MSCI AC Asia Pacific ex-Japan *	0.14%
Lyxor ETF MSCI Emerging Markets *	0.25%
Lyxor ETF NASDAQ-100 *	0.02%
Lyxor ETF Russia (DJ RusIndex Titans 10) *	0.02%
Lyxor ETF MSCI Taiwan *	0.30%

(\*This is a Synthetic ETF)

For every buy-back order for Units of the relevant Lyxor ETF, the relevant applicant will be sent a confirmation detailing the number of Units and the net asset value per Unit for the relevant Lyxor ETF after the net asset value for the relevant Lyxor ETF is published.

The table below sets out further information as to the dealing deadline, reference valuation day, reference valuation point, the timing of the publication of the net asset value and settlement cycle for each Lyxor ETF during the Notification Period in the event an investor sell its Units to SGSHK under the special daily buy-back arrangement. Buy-back orders submitted after the relevant dealing deadline will be deemed to be submitted on the next following dealing day. Investors, custodians and nominee account holders should note that the dealing deadline set by their financial intermediaries may differ from those listed below. Investors should accordingly check with their financial intermediaries for the relevant dealing deadline of their financial intermediaries.

<b>Fund Name</b>	<b>Stock Code</b>	<b>Dealing Deadline</b>	<b>Reference Valuation Day (NAV Date)</b>	<b>Reference Valuation Point (Close on which the NAV is based)</b>	<b>NAV to be published by Manager (HK time)</b>	<b>Settlement</b>
Lyxor ETF FTSE RAFI US 1000*	2803	4:00pm HK time on (T)	T	T	T+2	T+4
Lyxor ETF FTSE RAFI Europe *	2806	4:00pm HK time on (T)	T	T	T+2	T+4
Lyxor ETF Commodities Thomson Reuters/ Jefferies CRB TR*	2809	4:00pm HK time on (T)	T	T	T+2	T+4
Lyxor ETF MSCI India *	2810	4:00pm HK time on (T)	T+1	T+1	T+3	T+5

Lyxor ETF MSCI World *	2812	4:00pm HK time on (T)	T+1	T+1	T+3	T+5
Lyxor ETF MSCI Korea *	2813	4:00pm HK time on (T)	T+1	T+1	T+3	T+5
Lyxor ETF Japan (TOPIX®) *	2814	4:00pm HK time on (T)	T+1	T+1	T+3	T+5
Lyxor ETF MSCI AC Asia Pacific ex-Japan *	2815	4:00pm HK time on (T)	T+1	T+1	T+3	T+5
Lyxor ETF MSCI Emerging Markets *	2820	4:00pm HK time on (T)	T+1	T+1	T+3	T+5
Lyxor ETF NASDAQ-100 *	2826	4:00pm HK time on (T)	T	T	T+2	T+4
Lyxor ETF Russia (DJ RusIndex Titans 10) *	2831	4:00pm HK time on (T)	T	T	T+2	T+4
Lyxor ETF MSCI Taiwan *	2837	4:00pm HK time on (T)	T+1	T+1	T+3	T+5

(\*This is a Synthetic ETF)

It should be noted that if an investor does nothing before the Last Trading Day, the investor will need to liaise with its financial intermediary to arrange for the Units to be transferred from CCASS to iFAST (defined below) **before** he/she can sell the Units at net asset value (subject to applicable Participating dealer's charges, and any other fees and charges which may be levied by the financial intermediaries) to SGSHK. **As the account opening process with iFAST will take some time and subject to its normal client acceptance rules and procedures, investors who intend to sell the Units in the Lyxor ETFs after the Last Trading Day are urged to contact their financial intermediaries to open an account (either in their own name, or via their respective financial intermediary) with iFAST as soon as possible after the date of this Announcement. Financial intermediaries holding Units on behalf of their clients are urged to open an account with iFAST as soon as possible if they have clients who wish to retain or dispose of their Units after the Last Trading Day; and to provide assistance to clients who are ultimate beneficial holder of Units in the Lyxor ETFs should they wish to directly open an individual account with iFAST. Please refer to the details of transfer of delisted Units to iFAST in the next section.**

**There is no assurance that an investor or its financial intermediary may duly satisfy the client acceptance rules and procedures and transfer procedures of iFAST. Investors who remain as investors of Units after the Last Trading Day take all risks associated therewith, including the possible inability to dispose of the Units after the Last Trading Day.**

### ***Potential courses of action(s) to be taken by investors after the Last Trading Day***

Investors who neither sell their Units at the prevailing market price on the SEHK nor sell their Units to SGSHK at net asset value on or before the Last Trading Day will remain as investors in each relevant Lyxor ETF, which will be deauthorised and delisted in Hong Kong. Consequently, any such investor will no longer be able to sell its Units on the SEHK after the Last Trading Day.



## SOCIETE GENERALE GROUP

After the Delisting and Deauthorisation, the Units will no longer be recognized as eligible securities by the Hong Kong Securities Clearing Company Limited (“HKSCC”) as operator of CCASS. **The Units can no longer be settled through CCASS after the Delisting and Deauthorisation.** As such, the sale of the delisted Units back to SGSHK shall be conducted through a service agent to be appointed by the Manager and SGSHK. The service agent will be iFAST Financial (HK) Limited (“iFAST”). Please refer to the section headed “Service Agent” for further details on iFAST

***Transfer of the delisted Units to iFAST***

The delisted Units will, upon instructions of CCASS Participants (acting on behalf of the relevant ultimate beneficial investor), be transferred from CCASS to iFAST after the Last Trading Day. The transfer of Units from CCASS to iFAST shall be subject to the relevant financial intermediary (acting on behalf of ultimate beneficial investors) or the ultimate beneficial investor of the Units (in its own name) having opened an account with iFAST and compliance with client acceptance rules and procedures of iFAST.

**Important Notes:**

**As the account opening process with iFAST will take some time and subject to its normal client acceptance rules and procedures, investors who intend to sell the Units in the Lyxor ETFs after the Last Trading Day are urged to contact their financial intermediaries to open an account (either in their own name, or via their respective financial intermediary) with iFAST as soon as possible after the date of this Announcement. Financial intermediaries holding Units on behalf of their clients are urged to open an account with iFAST as soon as possible if they have clients who wish to retain or dispose of their Units after the Last Trading Day; and to provide assistance to clients who are ultimate beneficial holder of Units in the Lyxor ETFs should they wish to directly open an individual account with iFAST.**

**Otherwise, failure to open an account (whether directly or via a financial intermediary) with iFAST on or before the Last Trading Day will have an adverse impact on investor’s ability to sell the Units to SGSHK including a delay in executing any buy-back order on any specific Dealing Deadline after the Last Trading Day, and a delay in receipt of the sales proceeds and in the worst case, inability to sell the Units.**

Investors who wish to obtain more information about the transfer process should contact their respective financial intermediaries.

Investors should take note that if no action is taken to transfer Units out of the CCASS after the Last Trading Day, or if for any reason the Units are not transferred to iFAST after the Last Trading Day, the Units will continue to remain with CCASS. Such investor may, through its financial intermediary, sell the delisted Units back to SGSHK. However, the payment of sales proceeds is subject to the relevant account opening procedures of SGSHK; and this may adversely impact investors’ ability to sell the Units to SGSHK, including delay in executing any buy-back order on any specific Dealing Deadline after the Last Trading Day, delay in receipt of the sales proceeds, and in the worst case, inability to sell the Units. There is no assurance that an investor or its financial intermediary may duly satisfy the account opening requirements of SGSHK. Investors

## SOCIETE GENERALE GROUP

who remain as investors of Units which remain in CCASS after the Last Trading Day take all risks associated therewith, including the possible inability to dispose of the Units after the Last Trading Day.

***Special weekly buy-back arrangements for eighteen (18) months following the Last Trading Day (i.e. from 8 March 2012 until 7 September 2013) (the “Special Buy-Back Period”)***

Interests of investors in relation to the Units will remain unchanged notwithstanding the Delisting and Deauthorisation. However, if an investor wishes to dispose of its delisted Units after the Last Trading Day, the investor will need to liaise with its financial intermediary (or with iFAST) to have SGSHK purchase such Units custodied at iFAST at the net asset value (subject to the Participating dealer’s charges, and any other fees and charges which may be levied by the financial intermediaries). The net asset value shall be calculated on a forward pricing basis (i.e. the NAV price is unknown at the time of placing the buy-back order).

Investors should note that SGSHK will levy a customary Participating dealer’s charge as listed below. Further, the sales proceeds will be converted from US dollars into Hong Kong dollars at the prevailing market exchange rate. Brokers or other financial intermediaries may also levy brokerage fees on the investors which may be deducted from the sales proceeds.

	<b>Participating Dealer’s charges</b>
Lyxor ETF FTSE RAFI US 1000*	0.02%
Lyxor ETF FTSE RAFI Europe *	0.025%
Lyxor ETF Commodities Thomson Reuters/ Jefferies CRB TR*	0.025%
Lyxor ETF MSCI India *	0.135%
Lyxor ETF MSCI World *	0.03%
Lyxor ETF MSCI Korea *	0.30%
Lyxor ETF Japan (TOPIX®) *	0.00%
Lyxor ETF MSCI AC Asia Pacific ex-Japan *	0.14%
Lyxor ETF MSCI Emerging Markets *	0.25%
Lyxor ETF NASDAQ-100 *	0.02%
Lyxor ETF Russia (DJ RusIndex Titans 10) *	0.02%
Lyxor ETF MSCI Taiwan *	0.30%

(\*This is a Synthetic ETF)

SGSHK will purchase Units during the Special Buy-Back Period **on a weekly basis**. The Dealing Deadline for the weekly purchase facility will be on each Tuesday that is a Valuation Day (or the Hong Kong Business Day immediately following such Tuesday in the case such Tuesday is not a Valuation Day) of the relevant Lyxor ETF. Further details concerning the process by which investors may instruct their financial intermediaries to sell their Units will be available from the financial intermediary.

## SOCIETE GENERALE GROUP

For every buy-back order for Units of the relevant Lyxor ETF, the relevant applicant will be sent a confirmation detailing the number of Units and the net asset value per Unit for the relevant Lyxor ETF after the net asset value for the relevant Lyxor ETF is published.

The table below sets out further information as to the dealing deadline, reference valuation day, reference valuation point, the timing of the publication of the net asset value and settlement cycle for each Lyxor ETF during the Special Buy-Back Period in the event an investor sell its Units to SGSHK under the special weekly buy-back arrangement. Buy-back orders submitted after the relevant dealing deadline will be deemed to be submitted on the next following dealing day. Investors should note that the dealing deadline set by their financial intermediaries may differ from those listed below. Investors should accordingly check with their financial intermediaries for the relevant dealing deadline of their financial intermediaries.

Fund Name	Stock Code	Dealing Deadline	Reference Valuation Day (NAV Date)	Reference Valuation Point (Close on which the NAV is based)	NAV to be published by Manager (HK time)	Settlement
Lyxor ETF FTSE RAFI US 1000*	2803	4:00pm HK time on Tuesday (T)	T	T	T+2	T+7
Lyxor ETF FTSE RAFI Europe *	2806	4:00pm HK time on Tuesday (T)	T	T	T+2	T+7
Lyxor ETF Commodities Thomson Reuters/Jefferies CRB TR*	2809	4:00pm HK time on Tuesday (T)	T	T	T+2	T+7
Lyxor ETF MSCI India *	2810	4:00pm HK time on Tuesday (T)	T+1	T+1	T+3	T+8
Lyxor ETF MSCI World *	2812	4:00pm HK time on Tuesday (T)	T+1	T+1	T+3	T+8
Lyxor ETF MSCI Korea *	2813	4:00pm HK time on Tuesday (T)	T+1	T+1	T+3	T+8
Lyxor ETF Japan (TOPIX®) *	2814	4:00pm HK time on Tuesday (T)	T+1	T+1	T+3	T+8
Lyxor ETF MSCI AC Asia Pacific ex-Japan *	2815	4:00pm HK time on Tuesday (T)	T+1	T+1	T+3	T+8
Lyxor ETF MSCI Emerging Markets *	2820	4:00pm HK time on Tuesday (T)	T+1	T+1	T+3	T+8
Lyxor ETF NASDAQ-100 *	2826	4:00pm HK time on Tuesday (T)	T	T	T+2	T+7
Lyxor ETF Russia (DJ RusIndex Titans 10) *	2831	4:00pm HK time on Tuesday (T)	T	T	T+2	T+7
Lyxor ETF MSCI Taiwan *	2837	4:00pm HK time on Tuesday (T)	T+1	T+1	T+3	T+8

(\*This is a Synthetic ETF)

After the Special Buy-Back Period (i.e. from 8 September 2013 onwards), investors can contact SGSHK to ascertain the options that may then be available to them. However, there is no assurance or commitment that, after 7 September 2013, investors will be able to sell the Units to SGSHK nor as to the terms on which the Units may be repurchased.

***Consequences of the Deauthorisation and the Delisting***

Investors who by choice or by default remain as investors after the Last Trading Day should take note that once Deauthorisation and Delisting of the Lyxor ETFs has occurred, the Lyxor ETFs will no longer be tradeable in the secondary market on the SEHK and will not be authorised by the SFC. This means that the Lyxor ETFs will no longer be Hong Kong exchange traded funds, will no longer be tradable at a market price during trading sessions on the SEHK and will no longer be subject to Hong Kong regulation by the SFC under the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structural Products (the “**Handbook**”) including the Code. Although the Lyxor ETFs will continue to be regulated and to be listed in France and will maintain UCITS status, the cessation of Hong Kong regulation in respect of the Lyxor ETFs means that, amongst others, any future changes to the investment strategy or structure of the Lyxor ETFs will not be subject to any prior approval of the SFC or requirement under the Handbook and the Code.

Notwithstanding the above, the Manager does not foresee that there will be any adverse tax consequence for the Lyxor ETFs and the investors as holder of the Units nor that there will be any change in the fees and costs borne by the Lyxor ETFs as a result of the Deauthorisation and Delisting.

Investors who by choice or by default remain as investors after the Last Trading Day are reminded they will bear all risks associated with the reduced liquidity for the Units, including but not limited to:

- the ability only to sell Units on a weekly basis to SGSHK at net asset value (subject to Participating dealer’s charge and other charges that may be levied by their financial intermediaries) during the Special Buy-back Period;
- the risk relating to the transfer of Units from CCASS to iFAST, the settlement risk of iFAST and the risk in connection with the subsequent custody of the Units;
- the risk that the investor or its financial intermediary is unable to satisfy the client acceptance rules and requirements, or the transfer procedures of iFAST, in which case the Units may not be transferred from CCASS to iFAST. Investors’ ability to sell the Units back to SGSHK on any specific Dealing Deadline after the Last Trading Day will be adversely affected and there may be delay in receipt of the sales proceeds;
- (in the event of a sale of Units which remain in CCASS after the Last Trading Day) the risk that the investor or its financial intermediary is unable to comply with the relevant account opening procedures of SGSHK, in which case there will be delay in the receipt of the sales proceeds, or the investor will even be unable to effect a sale of the Units to SGSHK;
- the potential risk that it may be more costly for investors to dispose of their Units after the Special Buy-Back Period depending on the level the Participating dealer’s charges that may be levied by SGSHK; and

## SOCIETE GENERALE GROUP

- the risk that there may be limited or no liquidity after the Special Buy-Back Period. Investors should note that after the expiry of the Special Buy-Back Period, the opportunities to dispose of such unlisted Units will only be effected at the discretion of SGSHK. Investors who continue to hold Units after the Last Trading Day are therefore urged to consider liaising with their respective financial intermediaries to have their Units purchased within the Special Buy-Back Period if they remain as investor after the Last Trading Day.

**Service Agent**

The service agent to be appointed to facilitate the buy-back of Units by SGSHK will be iFAST Financial (HK) Limited. iFAST Financial (HK) Limited is licensed to conduct Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance. iFAST Financial (HK) Limited is the operator of Fundsupermart.com, an online mutual funds platform. The assets of clients on the Fundsupermart.com platform, including the Units, will be held by iFAST Nominees (HK) Limited, a wholly owned associated entity of iFAST Financial (HK) Limited and will be held in a segregated account. iFAST Nominees (HK) Limited has been appointed as nominee for holding assets (which include the Units) pursuant to S.5(1)(b)(ii) of the Securities and Future (Client Securities) Rules.

The Manager will be liable to holders of Units for the acts and omissions of iFAST Financial (HK) Limited in relation to its duties as service agent.

**Costs**

As indicated above, brokers or other financial intermediaries may levy brokerage fees on the investors. Depending on the action taken by the investor, participating dealer's fees, transaction levy and trading fees may also be payable by the investor. Costs associated with the Deauthorisation and Delisting processes at the level of the Lyxor ETFs will be borne by the Manager. Costs associated with the transfer of Units from CCASS to iFAST on or after the Last Trading Day will also be borne by the Manager.

**Other considerations**

In consequence of this Announcement and the impending Deauthorisation and Delisting, investor should note the following possible implications:

- Trading of Units in the secondary market may become less liquid.
- Although until the Last Trading Day (included) SGSHK will stand ready to purchase any Unit at fair price under normal market conditions in accordance with the Trading Rules of the SEHK, Units may trade at a discount to their respective net asset values in some extreme market situations.

**Contacts**

If you have any queries, please direct these to your financial intermediaries or contact us at Level 38, Three Pacific Place, 1 Queen's Road East, Hong Kong (hotline telephone number: (852) 2166 4620; email: [info@lyxoretf.com.hk](mailto:info@lyxoretf.com.hk); website : [www.lyxoretf.com.hk](http://www.lyxoretf.com.hk)).

EXCHANGE TRADED FUNDS BY

**LYXOR**

**SOCIETE GENERALE GROUP**

If you have any questions in relation to the account opening process with iFAST (via Fundsupermart.com), you may contact your financial intermediaries or contact us at the details set out above. You may also directly contact iFAST (via Fundsupermart.com) at Suite 4601, Two Exchange Square, 8 Connaught Place, Central, Hong Kong (tel: (852) 3766 4321; email: clienthelp.hk@fundsUPERmart.com)

The Manager and SGSHK accept responsibility for the accuracy of the information contained in this announcement.

The Manager and SGSHK are wholly-owned subsidiaries of Société Générale.

Issued by

**LYXOR INTERNATIONAL ASSET MANAGEMENT**

**SG SECURITIES (HK) LIMITED**

**7 December 2011**

**IMPORTANT:** If you are in any doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The Stock Exchange of Hong Kong Limited, Hong Kong Securities Clearing Company Limited and the Hong Kong Securities and Futures Commission take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus. Each of the Lyxor ETFs has been authorised by the Securities and Futures Commission in Hong Kong (the “SFC”) under section 104 of the Securities and Futures Ordinance, Cap.571 Laws of Hong Kong. The SFC’s authorisation is not a recommendation or endorsement of any Lyxor ETF nor does it guarantee the commercial merits of any Lyxor ETF or its performance. It does not mean any Lyxor ETF is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.



## **LYXOR ETFs**

*(Collective investment schemes established in France and authorised under section 104 of the Securities and Futures Ordinance (Cap. 571) of Hong Kong)*

## **PROSPECTUS**

***LYXOR ETF FTSE RAFI US 1000\* (Stock code:2803)***

***LYXOR ETF FTSE RAFI EUROPE\* (Stock code:2806)***

***LYXOR ETF Russia (DJ RUSINDEX TITANS 10)\* (Stock code:2831)***

***LYXOR ETF MSCI Korea\* (Stock code:2813)***

***LYXOR ETF NASDAQ-100\* (Stock code:2826)***

**(\*This is a Synthetic ETF)**

---

**LISTING AGENT**

***SOCIÉTÉ GÉNÉRALE, HONG KONG BRANCH***

6 June 2011

## PRELIMINARY

Investors should note that an investment in any of the Lyxor ETFs is not the same as an investment in the constituent securities or (as the case may be) constituent futures of the relevant Underlying Index of such Lyxor ETF. The Lyxor ETFs adopt a “synthetic replication” investment strategy, which is different from traditional strategies adopted to track indices, such as replication strategy or representative sampling strategy commonly used by ETFs currently listed on The Stock Exchange of Hong Kong Limited. Investors’ attention is drawn to the description of synthetic replication in the Sub-Section of this Prospectus entitled “Synthetic Replication” on page 5 and the particular risk factors in the Section of this Prospectus entitled “Risks” on page 13.

This Prospectus has been prepared in connection with the offer in Hong Kong of those US Dollar classes of units to be listed and traded on The Stock Exchange of Hong Kong Limited (the “Units”) in the Lyxor ETFs managed by the Manager, Lyxor International Asset Management.

The Manager accepts full responsibility for the accuracy of the information contained in this Prospectus and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement misleading. The Manager further confirms that this Prospectus includes particulars given in compliance with The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Code on Unit Trusts and Mutual Funds and the Overarching Principles Section of the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products for the purposes of giving information with regard to the Units of the Lyxor ETFs.

The Lyxor ETFs have been authorised by the Securities and Futures Commission in Hong Kong (the “SFC”) pursuant to section 104 of the Securities and Futures Ordinance, Cap.571 Laws of Hong Kong. **The SFC's authorisation is not a recommendation or endorsement of any Lyxor ETF nor does it guarantee the commercial merits of any Lyxor ETF or its performance. It does not mean any Lyxor ETF is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.**

Applicants for Units should consult their financial advisers and take legal advice, as appropriate, as to whether any governmental or other consents are required, or other formalities need to be observed, to enable them to acquire Units and as to whether any taxation effects, foreign exchange restrictions or exchange control requirements are applicable.

Application has been made to The Stock Exchange of Hong Kong Limited (the “SEHK”) for listing of, and permission to deal in, the Units in the Lyxor ETFs on the SEHK. Subject to compliance with the admission requirements of Hong Kong Securities Clearing Company Limited (“HKSCC”) and the granting of listing of, and permission to deal in, the Units on the SEHK, the Units will be accepted as eligible securities by HKSCC for deposit, clearing and settlement in the Central Clearing and Settlement System (“CCASS”) with effect from the date of commencement of dealings in the Units on the SEHK or such other date as may be determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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



## DIRECTORY

*Manager*

**Lyxor International Asset Management**

Société Générale Tower  
17, Cours Valmy 92800  
Puteaux  
France

*Directors of the Manager*

**Alain Dubois**  
**Laurent Seyer**

*Custodian and Registrar*

**Société Générale**

Registered address : 29, bd Haussmann  
75009 Paris  
France

Mailing address : 50 Boulevard Haussmann  
F-75431 Paris Cedex 09  
France

*Listing Agent and Transfer Agent*

**Société Générale, Hong Kong Branch**

Level 38, Three Pacific Place  
1 Queen's Road East  
Hong Kong

*Auditors*

**PricewaterhouseCoopers**

32 Rue Guersant  
75017 Paris  
France

*Hong Kong Representative and Market Maker*

**SG Securities (HK) Limited**

Level 38, Three Pacific Place  
1 Queen's Road East  
Hong Kong

*Service Agent*

**HK Conversion Agency Services Limited**

2/F, Infinitus Plaza  
199 Des Voeux Road Central  
Hong Kong

*Administrative Agent*

**Société Générale Securities Services Net Asset Value**

Immeuble Colline Sud  
10 Passage de l'Arche  
92034 Paris  
La Defense Cedex  
France

## CONTENTS

<b>PART 1 – GENERAL INFORMATION RELATING TO ALL LYXOR ETFS .....</b>	<b>1</b>
Overview.....	1
Manager .....	1
Directors of the Manager .....	2
Other Parties.....	2
Listing Agent, Transfer Agent and Custodian.....	2
Hong Kong Representative.....	3
Participating Dealer .....	3
Service Agent .....	4
Auditors .....	4
Administrative Agent.....	4
Market Maker .....	4
Term .....	5
Investment Objectives.....	5
Investment Strategy .....	5
Synthetic Replication .....	5
Criteria for selection of Investments.....	6
Advantages of synthetic replication .....	7
Index Swap Agreements.....	7
Investment Restrictions.....	9
Borrowing Policy .....	11
Waivers granted by the SFC .....	12
Fees and Charges .....	13
Risks.....	13
General .....	13
Specific.....	14
Business Contingency Plan .....	21
Subscription in cash or purchase of Units.....	24
Subscriptions in-kind .....	25
Acceptance of subscriptions .....	28
Confirmation note .....	28
Minimum Lyxor ETF Size.....	28
Redemption of Units .....	29
Cash Redemption and Sale of Units.....	29
Redemption in-kind.....	30
Acceptance of redemption requests.....	32
Obtaining Prices of Units.....	32
Suspension of Dealings and Valuation.....	33
Soft Dollar Commissions/Arrangements.....	34
Conflicts of interest .....	34
Reports .....	34
Fiscal Year End .....	34
Yearly and Semi-Annual Reports.....	34

Questions and Complaints .....	35
Other Material Information .....	35
Trading on the SEHK.....	35
CCASS.....	35
Trading Prices of Units and Market Makers .....	35
Additional Listings.....	36
Distributions.....	36
Taxation - Hong Kong.....	37
Change of Underlying Index .....	37
Extension of term of the Lyxor ETF .....	38
Termination of the Lyxor ETF .....	38
Costs and expenses in establishing the Lyxor ETF.....	39
Valuation of the Lyxor ETF .....	39
Use of Financial Derivative Instruments.....	41
Information on the Internet.....	41
By Laws.....	42
Documents Available for Inspection.....	42
Definitions.....	42
<b>PART 2 – SPECIFIC INFORMATION RELATING TO EACH LYXOR ETF.....</b>	<b>47</b>
LYXOR ETF FTSE RAFI US 1000* (*This is a Synthetic ETF).....	48
Key Information .....	48
Exchange Listing and Trading .....	49
Investment Objective .....	50
Typical Investor Profile .....	50
Fees and Charges.....	51
The Underlying Index .....	52
Constituent securities of the Underlying Index.....	53
Description of the Underlying Index methodology .....	55
Real Time Information .....	55
Index Provider Disclaimer.....	55
LYXOR ETF FTSE RAFI EUROPE* (*This is a Synthetic ETF).....	56
Key Information .....	56
Exchange Listing and Trading .....	57
Investment Objective .....	58
Typical Investor Profile .....	58
Fees and Charges.....	59
The Underlying Index .....	60
Constituent securities of the Underlying Index.....	61
Description of the Underlying Index methodology .....	63
Real Time Information .....	63
Index Provider Disclaimer.....	63

Lyxor ETF Russia (DJ RUSINDEX TITANS 10)* (*This is a Synthetic ETF).....	64
Key Information .....	64
Exchange Listing and Trading .....	65
Investment Objective .....	66
Typical Investor Profile .....	67
Fees and Charges .....	67
The Underlying Index .....	69
Constituent securities of the Underlying Index .....	70
Description of the Underlying Index methodology .....	70
Real Time Information .....	71
Index Provider Disclaimer .....	71
Lyxor ETF MSCI Korea* (*This is a Synthetic ETF).....	72
Key Information .....	72
Exchange Listing and Trading .....	73
Investment Objective .....	74
Typical Investor Profile .....	74
Fees and Charges .....	75
The Underlying Index .....	77
Constituent securities of the Underlying Index .....	77
Description of the Underlying Index methodology .....	78
Real Time Information .....	78
Index Provider Disclaimer .....	79
Lyxor ETF NASDAQ-100* (*This is a Synthetic ETF).....	80
Key Information .....	80
Exchange Listing and Trading .....	81
Investment Objective .....	82
Typical Investor Profile .....	82
Fees and Charges .....	83
The Underlying Index .....	85
Constituent securities of the Underlying Index .....	85
Description of the Underlying Index methodology .....	86
Real Time Information .....	86
Index Provider Disclaimer .....	86

***This Prospectus provides the information you need to make an informed decision about investing in any of the Lyxor ETFs. Part 1 of this Prospectus includes general information concerning the common features of each of the Lyxor ETFs, whereas Part 2 includes specific information relevant to each Lyxor ETF.***

## **PART 1 – GENERAL INFORMATION RELATING TO ALL LYXOR ETFS**

### **Overview**

This Prospectus relates to the Lyxor ETFs, each of which is an ETF managed by the Manager and authorised by the SFC. Although each Lyxor ETF may issue separate classes of units, this Prospectus only relates to the US Dollar classes of units which are listed and traded on the SEHK. References in this Prospectus to “Units” are therefore only to those units denominated in US Dollars which are listed and traded on the SEHK, but not to the other class of units denominated in Euro (or, if relevant, any other currency(ies)), nor to the same US Dollar classes of units which are listed on exchange(s) other than the SEHK. Investors should note that although the base currency of each Lyxor ETF is Euro and the Units are denominated in US Dollars, the Units are quoted and traded on the SEHK in HK Dollars. The Units are admitted to trading on the SEHK only and not on the Euronext or any other exchange.

Each of the Lyxor ETFs is constituted as a *fonds commun de placement* (“FCP”) under French law and is approved by the AMF. FCPs are a form of contractual mutual fund. Investors should note that because the Lyxor ETFs are FCPs, the Units do not include voting rights as decisions are taken by the Manager. In other words, Holders have no voting rights and there is no provision in the By Laws for meetings of Holders. Please refer to the Section of this Prospectus entitled “Waivers granted by the SFC” on page 12 for further details.

### **Manager**

The manager of the Lyxor ETFs is Lyxor International Asset Management, a wholly-owned subsidiary of Société Générale.

The Manager is a French management company registered (since 12 June 1998) and regulated by the AMF in France. The Manager has been managing funds for over 12 years. Investors in funds managed by the Manager are located in *inter alia*, France, Hong Kong, Singapore, Germany, Italy, Austria, Spain, Switzerland and the Scandinavian countries. As of 31 March 2011, the Manager had together with its parent company Lyxor Asset Management over EUR 93 billion of assets under management.

The Manager will remain as the manager of the Lyxor ETFs for so long as the Manager continues to be duly licensed to carry out its activities under the applicable law. The AMF may, nonetheless, at any time require a change of manager in respect of any Lyxor ETF if it deems appropriate.

Investors should note that the By Laws do not provide for the circumstances under which the Manager can be removed and the By Laws do not confer power on the Holders to remove the Manager by Holders’ meeting. However (i) any removal of the Manager (if the new manager does not belong to the same group of companies of the Manager) will require the AMF’s prior approval; and (ii) Holders are allowed to redeem their Units with redemption fee (if any) waived within 3 months of the notice of removal of the Manager being given. Any change in the manager which belongs to the same group of companies of the Manager would still require the AMF’s approval. In this situation, the AMF would just exempt the relevant Lyxor ETF(s) from (a) informing each Holder individually of the change and (b) the requirement regarding waiver of the redemption fees. The directors of the Manager will also immediately inform the SFC upon any removal of the Manager. A new manager will be appointed as soon as possible following any such removal, subject to the approval of the AMF and the SFC.

In the event the Manager ceases to be licensed by the AMF, or if the Manager is merged with another entity, the AMF will approve the change of the Lyxor ETFs' manager to ensure that Holders' interests are not prejudiced.

The Manager, its directors and their associates are not entitled to receive any part of any brokerage charged to the Lyxor ETFs or any part of any fees, allowances, benefits received on purchases charged to the Lyxor ETFs, other than as disclosed in this Prospectus.

### Directors of the Manager

The directors of the Manager are:

- **Alain DUBOIS – Chairman of the Managing board**

Alain Dubois joined Lyxor International Asset Management in 2000 as member of the Managing Board and Head of Business Development before being appointed as Chairman of the Managing Board in October 2003. He was previously a director of Structured Finance at Lazard Frères et Cie between 1992 and 1996 and then Senior Structurer at Commerzbank from 1997 to 2000. Alain is a graduate from École Polytechnique, ENSAE and Ecole Nationale d'Administration (ENA) and holds a Master in Business Law from University of Paris.

As of 31 December 2010, Alain Dubois is also a director of Lyxor Asset Management and certain other funds established as corporate entities.

- **Laurent SEYER – Chief Executive Officer**

Laurent Seyer is a graduate of the Institut d'Etudes Politiques in Paris. He joined Société Générale in 1988 as an inspector. Laurent then joined the M&A team, first as coordinator for several of Société Générale's acquisition projects and then as Corporate Finance Director for Financial Institution clients, in London. In 1999, he was asked to join the equity derivatives department at Société Générale Corporate & Investment Banking in order to develop the structured products (for life insurance) business, setting up Inora Life Limited, a Dublin-incorporated pan-European insurance company focusing on unit-linked policies. In 2003, he assumed responsibility for the equity derivatives sales and marketing team for Switzerland, in charge of marketing hedge fund, investment fund and equity and index-linked structured products to institutional clients.

As of 31 December 2010, Laurent Seyer is also a director of Lyxor Asset Management, Lyxor Asset Management Japan Co., Ltd. and certain other funds established as corporate entities.

## **Other Parties**

### Listing Agent, Transfer Agent and Custodian

Société Générale, Hong Kong Branch has been appointed by the Manager as the listing agent and the Transfer Agent for the Lyxor ETFs in Hong Kong in accordance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Société Générale also acts as the Lyxor ETFs' custodian. As at 31 December 2010, Société Générale has a share capital of 746,421,631 corresponding to a fully paid up capital of EUR 933,027,039.

The Transfer Agent will perform unit creation and redemption confirmation and daily reconciliation for each Lyxor ETF pursuant to the relevant Service Agreement.

Following the listing of the Units on the SEHK, all Units will be accepted as eligible securities by HKSCC for deposit, clearing and settlement in CCASS with effect from the date of commencement of dealings in the Units on the SEHK or such other date as may be determined by HKSCC, and will thereafter be registered in the name of HKSCC Nominees Limited by the Transfer Agent. Any beneficial interest in the Units of the Lyxor ETFs will be shown on the relevant account with a Participating Dealer or by or through any participant in CCASS.

Société Générale's appointment as the custodian of the Lyxor ETFs will continue until such time when the Manager (subject to approval of the AMF and the SFC) removes the Custodian as the custodian of the Lyxor ETFs. The Custodian may not retire except upon the appointment of a new custodian and subject to the prior approval of the AMF (if the new custodian does not belong to the same group of companies of the Custodian) and the SFC. The retirement of the Custodian will take effect at the same time as the new custodian takes up office.

Prior notice shall be given to Holders and, if the new custodian does not belong to the same group of companies of the Custodian, Holders shall be given opportunities to redeem their Units in the Lyxor ETFs with the redemption fee (if any) waived within 3 months of the notice of removal of the Custodian being given. Any change in the custodian which belongs to the same group of companies of the Custodian would still require the AMF's approval. In this situation, the AMF would just exempt the relevant Lyxor ETF(s) from (a) informing each Holder individually of the change and (b) the requirement regarding waiver of the redemption fees.

Although there is currently no deposit of cash made by any Lyxor ETF, cash forming part of the assets of any Lyxor ETF may from time to time be deposited with the Custodian, which is a Connected Person of the Manager. If any such deposit of cash occurs in respect of any Lyxor ETF, interest must be received by the Custodian, which will receive and hold such interest for and on behalf of, and may eventually, if the Manager so decides as described to in the Sub-section of this Prospectus entitled "Distributions" under the Section of this Prospectus entitled "Other Material Information" on page 35, pay such interest to, Holders of the relevant Lyxor ETF, on the deposit at a rate not lower than the prevailing commercial rate for a deposit of that size and term.

#### Hong Kong Representative

SG Securities (HK) Limited has been appointed by the Manager as the Hong Kong Representative for the Lyxor ETFs in Hong Kong in accordance with the Code.

#### Participating Dealer

The role of the Participating Dealer is to create and redeem Units in the Lyxor ETFs from time to time. In its absolute discretion, the Participating Dealer may also create Units on behalf of its clients from time to time.

SG Securities (HK) Limited is the Lyxor ETFs' first Participating Dealer. Other Participating Dealer(s) may be appointed.

The criteria for the eligibility and selection of any such additional Participating Dealer(s) by the Manager is as follows: (i) the Participating Dealer must be licensed for at least Type 1 regulated activity pursuant to the SFO with a business presence in Hong Kong; (ii) the Participating Dealer must be a CCASS participant; and (iii) the Participating Dealer must be acceptable to the Custodian.

In the event that additional Participating Dealer(s) is/are appointed, the Manager will notify Holders on its website and this Prospectus will be revised as appropriate.

The Participating Dealer will process creation/redemption requests from third party investors save for exceptional circumstances such as, in respect of any Lyxor ETF:

- suspension of dealing or determination of the NAV of the relevant Lyxor ETF;
- where, in the opinion of the Manager, acceptance of the application will have an adverse effect on the relevant Lyxor ETF, including its ability to track the relevant Benchmark Index;
- the suspension of trading of any of the shares or the futures constituting the relevant Underlying Index;
- the relevant Lyxor ETF is not able to acquire further Investments due to trading restrictions/limits in the market; or
- where the NAV of the relevant Lyxor ETF falls below €300,000, as required by the AMF.

#### Service Agent

HK Conversion Agency Services Limited is the Service Agent of the Lyxor ETFs under the terms of the Service Agreements for the Lyxor ETFs each entered into among the Manager, the Custodian, the Registrar, the Transfer Agent, HKSCC, the Service Agent and the Participating Dealer. The Service Agent will perform, in respect of each Lyxor ETF, certain services in connection with the creation and redemption of Units by Participating Dealer(s).

#### Auditors

The auditors of the Lyxor ETFs are PricewaterhouseCoopers, France.

#### Administrative Agent

Société Générale Securities Services Net Asset Value ("SGSSNAV") (formerly known as EURO NET ASSET VALUE) has been appointed as administrative agent to assist in the accounting management, including the calculation of the NAV, of the Lyxor ETFs. SGSSNAV is an institution established in France on 1 October 2002. As at 31 December 2009, SGSSNAV has a share capital of €40,000. SGSSNAV provides specialized back-office services for investment funds and institutional portfolios. SGSSNAV is able to provide back-office services outside France. SGSSNAV is a wholly owned subsidiary of the Société Générale group. SGSSNAV will remain as administrative agent of the Lyxor ETFs until such time when the Manager removes SGSSNAV as administrative agent of the Lyxor ETFs.

#### Market Maker

A Market Maker is a broker or a dealer permitted by the SEHK to act as such by making a market for the Units in the secondary market on the SEHK. A Market Maker's obligations include quoting bid prices to potential sellers and offer prices to potential buyers when there is a wide spread between the prevailing bid prices and offer prices for Units on the SEHK. Market Makers accordingly facilitate the efficient trading of Units by providing liquidity in the secondary market when it is required in accordance with the market making requirements of the SEHK. Subject to applicable regulatory requirements, the Manager intends to ensure that there is at least one Market Maker for each Lyxor ETF to facilitate efficient trading. Currently, SG Securities (HK) Limited acts as the Market Maker to the Lyxor ETFs.

The list of Market Maker(s) in respect of each Lyxor ETF from time to time will be displayed on [www.hkex.com.hk](http://www.hkex.com.hk).



## Term

Each Lyxor ETF is an open-ended collective investment scheme with a term of 99 years.

## Investment Objectives

Each Lyxor ETF's investment objective is to provide investment results that closely correspond to the performance of the relevant Benchmark Index, while insofar as possible minimizing the tracking error between the relevant Lyxor ETF's performance and that of the relevant Benchmark Index, in the manner more particularly described in the Section entitled "Investment Objective" of the relevant Section of Part 2 of this Prospectus.

Save and except as provided otherwise in the relevant Section(s) of Part 2 of this Prospectus, each Lyxor ETF generally aims to achieve a tracking error, calculated over a period of 52 weeks, of less than 1%. Save and except as provided otherwise in the relevant Section(s) of Part 2 of this Prospectus, should the tracking error be higher than 1%, however, the relevant Lyxor ETF still aims to achieve a rate of tracking error that is less than 5% of the volatility of relevant Benchmark Index, in the manner more particularly described in the Section entitled "Investment Objective" of the relevant Section of Part 2 of this Prospectus.

There can be no assurance that each Lyxor ETF will achieve its investment objective.

## Investment Strategy

### Synthetic Replication

In order to provide the greatest possible correlation between a Lyxor ETF's performance with the performance of the relevant Benchmark Index, each Lyxor ETF will adopt a "synthetic replication" investment strategy, pursuant to which a Lyxor ETF may purchase Investments comprising:

- a basket of international shares from all economic sectors and listed on one or more exchange(s). The shares held by a Lyxor ETF may or may not comprise the Index Securities that make up the relevant Underlying Index, and will generally comprise Non-Index Securities, but will not, in any event and notwithstanding the foregoing, comprise any Hong Kong Stock; and
- subject to a limit of 10% of the relevant Lyxor ETF's NAV (as further described in the Section of this Prospectus entitled "Investment restrictions"), financial derivative instruments negotiated over-the-counter. In particular, each Lyxor ETF has entered into an index swap agreement selected by the Manager at the launch of the relevant Lyxor ETF with Société Générale, a licensed bank incorporated under the laws of France, as counterparty. The index swap agreement essentially exchanges the performance of the relevant Benchmark Index with that of the Investments (other than the index swap agreement held by the relevant Lyxor ETF) such that, in respect of each Lyxor ETF:
  - The counterparty will be required to provide the relevant Lyxor ETF with (a) the performance of the relevant Underlying Index (adjusted by i) the hedging and other costs and/or incidental gain, each attributable to the synthetic position(s) of the share(s) in the composition of the relevant Underlying Index and in the Investments held by the relevant Lyxor ETF (other than the relevant index swap agreement held by the relevant Lyxor ETF) and ii) tax provisions arising from the hedging activities of the counterparty); and (b) periodic distributions, if any, which correspond to the potential dividends as may be distributed by the constituent securities of the relevant Underlying Index and calculated net of any applicable tax; and

- The relevant Lyxor ETF will be required to provide its counterparty with the performance of the Investments held by the relevant Lyxor ETF (other than the relevant index swap agreement held by the relevant Lyxor ETF).

The Manager will take the necessary steps to ensure that the mark-to-market value of the index swap agreement does not exceed 10% of the relevant Lyxor ETF's NAV. In particular the Manager will seek to reset the mark-to-market value of the index swap agreement by amending its terms daily whenever such mark-to-market value increases reasonably close to 10% of the relevant Lyxor ETF's NAV.

The Manager will publish, *inter alia*, the identity(ies) of the counterparty(ies) of each Lyxor ETF, as well as the counterparty risk borne by the relevant Lyxor ETF in respect of each such counterparty, on the Manager's website at [www.lyxoretf.com.hk](http://www.lyxoretf.com.hk), in both the English and the Chinese languages. In addition to the inclusion of any update(s) on the new/additional swap counterparty(ies) on the Manager's website as aforesaid, the Manager will also notify investors of any such changes by way of an announcement as soon as possible upon the relevant change having taken place.

In respect of each counterparty of each Lyxor ETF, the selection criteria shall be, at a minimum, as follows: (1) it must have a paid-up capital of the equivalent of at least HK\$150 million; (2) it must be a reputable and regulated financial institution, on an on-going basis, subject to prudential and regulatory supervisions; and (3) it must have a long-term debt credit rating above investment grade.

Investors should note that, unlike traditional ETFs (which either invest in substantially all the shares or futures constituting an underlying index of the ETF in substantially the same weightings (i.e. proportions) as these stocks or futures have in the underlying index, or hold a representative sample of the securities or futures constituting its underlying index), the Lyxor ETFs will generally hold Non-Index Securities. To the extent Index Securities are held by any Lyxor ETF, these are unlikely to be of the same weightings as in the relevant Underlying Index. Accordingly, when pursuing a synthetic replication strategy, the Investments held by a Lyxor ETF (other than the relevant index swap agreement) may not have any correlation to the relevant Index Securities or the relevant Index Futures (as the case may be). In order to achieve its investment objective, each Lyxor ETF therefore relies on the relevant index swap agreement to replicate the performance of the relevant Benchmark Index. Accordingly, Holders will still receive a return which corresponds to the performance of the relevant Benchmark Index, regardless of the composition of the Investments held by the relevant Lyxor ETF.

#### Criteria for selection of Investments

The shares selected to be held as assets of a Lyxor ETF are chosen to optimise costs.

The shares are agreed by the Manager with the swap counterparty prior to the launch of the relevant Lyxor ETF. The shares are mainly listed shares of blue chip companies, but will not be Hong Kong Stocks. The primary criteria used by the Manager to select shares is high liquidity and absence of extra cost including, but not limited to, stamp duties, clearing costs and costs of foreign exchange hedging. The high liquidity of the selected shares will have the effect and benefit of minimising the repurchase costs of the selected shares for the swap counterparty in connection with the borrowing of such selected shares.

The composition of the basket of shares selected to be held as assets of a Lyxor ETF may be changed by the Manager. Any change in the composition of the basket of shares selected to be held as assets of a Lyxor ETF is then reflected in the relevant index swap agreement by mutual agreement between the Manager and the swap counterparty.

No person may be allowed to enter on behalf of any Lyxor ETF into underwriting or sub-underwriting contracts.

None of the Lyxor ETFs will engage in any repurchase agreement, stock lending transaction or other similar over-the-counter transaction.

#### Advantages of synthetic replication

The Manager believes that synthetic replication offers advantages over traditional ETF investment strategies, such as full replication or representative sampling. The main advantages of synthetic replication may be summarised as follows:

- transaction costs are minimised since changes in the composition of the Investments held by the Lyxor ETFs do not occur often; and
- the risk of mis-replication is transferred from the Lyxor ETFs to the swap counterparty.

Nonetheless, investment in the Lyxor ETFs also encompasses risks. Investors' attention is drawn to the particular risk factors in the Sub-Section of this Prospectus entitled "Specific" under the Section of this Prospectus entitled "Risks" on page 13.

#### Index Swap Agreements

Each of the index swap agreements will exchange the performance of the relevant Underlying Index, adjusted by adjustments as described in the Sub-Section of this Prospectus entitled "Synthetic Replication" under the Section of this Prospectus entitled "Investment Strategy" on page 5, with that of the Investments (other than the index swap agreement held by the relevant Lyxor ETF).

The composition of the basket of international shares which will be held as assets by a Lyxor ETF is agreed by the Manager with the swap counterparty prior to the launch of the relevant Lyxor ETF. The criteria of selection of such shares are summarised in the Sub-Section of this Prospectus entitled "Criteria for selection of Investments" under the Section of this Prospectus entitled "Investment Strategy".

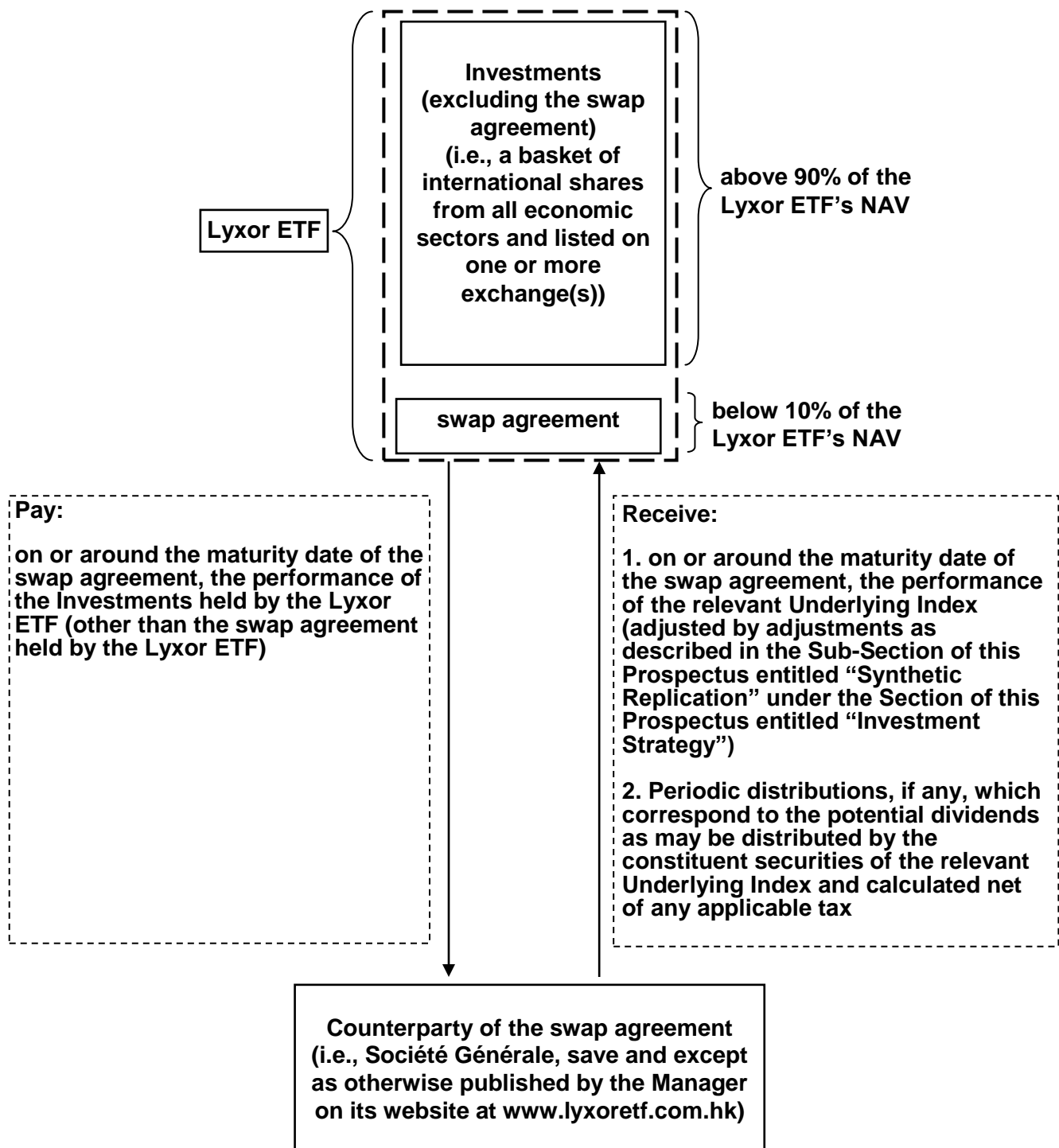
As the composition of the basket of shares selected to be held as assets of a Lyxor ETF may be changed by the Manager, each of the index swap agreements also sets out the circumstances under which a Lyxor ETF's portfolio can be changed. Any change in the composition of the basket of shares selected to be held as assets of a Lyxor ETF is then reflected in the relevant index swap agreement by mutual agreement between the Manager and the swap counterparty. The duration of the index swap agreements will generally be shorter than the life of each ETF (which each has an initial duration of 99 years). Where the index swap agreement for an ETF expires, a new index swap agreement will be entered between the Manager and the then or another swap counterparty.

Each Lyxor ETF may invest up to 10% of its NAV in an index swap agreement negotiated over-the-counter. In connection therewith, the Manager will take the necessary measures to ensure that the mark-to-market value of the relevant index swap agreement does not exceed 10% of the relevant Lyxor ETF's NAV, subject to the fact that no Passive Non-compliance of such limit has occurred. The relevant index swap agreement will be reviewed and reset daily should there be any Passive Non-compliance of such limit.

Save and except as otherwise published by the Manager on its website at [www.lyxoretf.com.hk](http://www.lyxoretf.com.hk) and notified to investors by way of announcement, in the manner mentioned below from time to time, the counterparty to each of the index swap agreements is Société Générale. As at 31 May 2011, Société Générale was recognised by Moody's, which awarded a rating of Aa2, Standard & Poor's, which awarded Société Générale an A+, and FITCH-AMR's, which awarded Société Générale an A+ rating. As of 31 December 2010, Société Générale's fully paid-up capital amounted to EUR 933,027,039. Société Générale is a credit institution authorised to act as

a bank. As such, it can carry out all banking transactions. It can also carry out all investment related services or allied services, as listed by articles L.321-1 and L.321-2 of the French Monetary and Financial Code, except for operating a multilateral trading facility. In its capacity as an investment services provider, Société Générale is subject to the regulations applicable to the same. It must notably comply with a number of prudential rules and is subject to the controls carried out by the French Banking Commission (Commission Bancaire).

Each Lyxor ETF's investment strategy as described above is illustrated in the diagram below:-



The index swap agreements are valued at mark-to-market price on each Valuation Day given by the counterparty of the index swap agreements. The Manager carries out the independent verification and valuation of such mark-to-market prices.

The Manager will publish, *inter alia*, the identity(ies) of the counterparty(ies) of each Lyxor ETF, as well as the counterparty risk borne by the relevant Lyxor ETF in respect of each such counterparty, on the Manager's website at [www.lyxoretf.com.hk](http://www.lyxoretf.com.hk), in both the English and the Chinese languages. In addition to the inclusion of any update(s) on the new/additional swap counterparty(ies) on the Manager's website as aforesaid, the Manager will also notify investors of any such changes by way of an announcement as soon as possible upon the relevant change having taken place.

In respect of each counterparty of each Lyxor ETF, the selection criteria shall be, at a minimum, as follows: (1) it must have a paid-up capital of the equivalent of at least HK\$150 million; (2) it must be a reputable and regulated financial institution; and (3) it must have a long-term debt credit rating above investment grade.

## Investment Restrictions

Each Lyxor ETF is required to comply with the investment rules under the European directive n° 85/611/EEC dated 20 December 1985 (as amended). Save and except as provided otherwise in the relevant Section(s) of Part 2 of this Prospectus, the Lyxor ETFs have the benefit of the exceptions accorded to index-based UCITS under the applicable laws in that an index-based UCITS is entitled to use up to 20% of its NAV to acquire shares of a single issuing entity, and this 20% limit can be increased to 35% for one of such single issuing entities which the index-based UCITS invests in. Each Lyxor ETF, nonetheless, currently intends only to invest in accordance with the standard investment restrictions of 10% in a single issuing entity. None of the Lyxor ETFs currently intends to invest in options, warrants, commodities, futures contracts, unlisted securities and precious metals.

Each Lyxor ETF may invest up to 10% of its NAV in an index swap agreement negotiated over-the-counter. In connection therewith, the Manager will take the necessary measures to ensure that the mark-to-market value of the relevant index swap agreement does not exceed 10% of the relevant Lyxor ETF's NAV.

The Manager is also entitled to use other instruments such as forward financial instruments, apart from and in addition to index swap agreements, within the limits of the applicable laws and regulations, in order to meet the investment objective of the Lyxor ETFs.

Up to a maximum of 20% of the deposited property of a Lyxor ETF may be placed as deposits with lending institutions in order to optimize its cash management, and the Manager may exercise the power of a Lyxor ETF to borrow in order to optimize the management of its available funds provided that aggregate borrowings should not exceed 10% of the NAV of the relevant Lyxor ETF. However, the Manager currently does not intend to engage in any borrowings, although the relevant Lyxor ETF's borrowing powers may (if so require) be exercised to meet redemptions or for payment of distributions.

Notwithstanding the foregoing, it is the intention of the Manager to operate the Lyxor ETFs in accordance with the investment principles of Chapter 7 of the Code. Accordingly, for so long as any Lyxor ETF is authorised by the SFC, the Manager will ensure that the relevant Lyxor ETF complies with the following investment restrictions:

- a Lyxor ETF may not hold more than 10% of any one class of security issued by any single issuer, unless otherwise agreed by the SFC;

- no more than 10% of the latest available NAV of a Lyxor ETF may be invested in securities issued by any single issuer;
- no more than 15% of the latest available NAV of a Lyxor ETF may be invested in securities which are not quoted, listed or dealt in on a market;
- no more than 30% of the latest available NAV of a Lyxor ETF may be invested in government and other public securities of the same issue (save that any Lyxor ETF may invest all of its assets in government and other public securities in at least six different issues);
- no Lyxor ETF may hold options and warrants valued at more than 15% of its latest available NAV, except that this 15% limit will not apply to options and warrants acquired for hedging purposes;
- no more than 20% of the latest available NAV of a Lyxor ETF may be invested in (i) commodities including physical commodities, forward and futures contracts in respect of commodities, options on commodities, options on futures contracts in respect of commodities, and other commodity-based investments and excluding, for this purpose, securities of companies engaged in the production, processing or trading of commodities and (ii) futures contracts (but without prejudice to the Manager's right to take positions in futures contracts in order to protect the assets of the Lyxor ETF against adverse and unusual currency or market fluctuations);
- no more than 10% of the latest available NAV of a Lyxor ETF may be invested in units of shares in other collective investment schemes;
- the writing of call options on portfolio investments may not exceed 25% of a Lyxor ETF's total NAV in terms of exercise price.

In addition, each Lyxor ETF is subject to the following additional restrictions. The Manager shall not for the account of a Lyxor ETF:-

- invest in any type of real estate (including buildings) or interests in real estate (including options or rights, but excluding shares in real estate companies and interests in real estate investment trusts (REITs) that are listed on a stock exchange);
- make short sales unless (i) the Lyxor ETF's liability to deliver securities does not exceed 10% of its latest available NAV; and (ii) the security which is to be sold short is actively traded on a market where short selling activity is permitted;
- grant or create in favour of any person any option and for the avoidance of doubt, write uncovered options;
- effect or enter into any underwriting or sub-underwriting contracts in relation to the subscription or purchase of securities (other than the initial issue of Units);
- invest in any investment or other property which involves the assumption of any liability which is unlimited;
- lend, assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person without the prior written consent of the Custodian;

- invest in any security of any class in any company or body if any director or officer of the Manager individually owns more than 0.5% of the total nominal amount of all the issued securities of that class, or, collectively the directors and officers of the Manager own more than 5% of those securities; and
- invest in security where a call is to be made for any sum unpaid on that security unless that call could be met in full out of cash or near cash by the Lyxor ETF's portfolio, the amount of which has not already been taken into account for the purposes of the eighth bullet point of the fifth paragraph of this Section.

In addition, no Lyxor ETF will hold any Hong Kong Stock.

## **Borrowing Policy**

Borrowing against the assets of any Lyxor ETF is allowed up to a maximum of 10% of its latest available NAV except that back-to-back loans will not be taken into account when determining whether or not such limit has been breached by any Lyxor ETF. The Custodian/the Manager may borrow for the account of any Lyxor ETF any currency for the following purposes:-

- facilitating the creation or redemption of Units or defraying operating expenses;
- enabling the Manager to acquire securities for the account of any Lyxor ETF;
- for any other proper purpose as may be agreed by the Manager and the Custodian.

The assets of a Lyxor ETF may be charged or pledged to secure such borrowing for the account of that Lyxor ETF.

The Manager may, subject to the Code, from time to time formulate such other investment and borrowing limitations and prohibitions as it may, in its sole discretion, think fit, to apply to a Lyxor ETF. Such limitations and prohibitions may be set out in the Section relating to the relevant Lyxor ETF in Part 2 of this Prospectus.

If any of the above investment or borrowing limitations and prohibitions (for which a waiver has not been obtained) are breached (as a result of price fluctuations or otherwise), the Manager will make it a priority objective to take all steps necessary to remedy the situation within a reasonable time, taking into account the interests of Holders.

Up to a maximum of 20% of the deposited property of a Lyxor ETF may be placed as deposits with lending institutions in order to optimize its cash management, and the Manager may exercise the power of a Lyxor ETF to borrow in order to optimize the management of its available funds provided that aggregate borrowings should not exceed 10% of the NAV of the relevant Lyxor ETF. However, the Manager currently does not intend to engage in any borrowings, although the relevant Lyxor ETF's borrowing powers may (if so require) be exercised to meet redemptions or for payment of distributions.

## **Notification to changes in investment objective, policy and/or restrictions**

The Manager will give Holders prior written notification and update this Prospectus if it intends to change the relevant investment objective, policy and/or restrictions applicable to the relevant Lyxor ETF. Any change of investment objective of the relevant Lyxor ETF would need the AMF's approval where:-

- (a) it involves a change in the management methodology; or

- (b) it involves a change in the risk / return profile; or
- (c) it involves a change in the guarantee given to the relevant Lyxor ETF, if any, and, in such case, only a change favourable to the Holders will be acceptable to the AMF, in which case no waiver of redemption fees will apply.

In any case of a change in the investment objective or the Underlying Index of the relevant Lyxor ETF, it is necessary to obtain the prior approval of the SFC thereto, and to inform the Holders of such change, and the AMF may require that a waiver of the redemption fees be allowed to the Holders. Any change of the Underlying Index of the relevant Lyxor ETF will require the AMF's approval if such change would result in a new risk factor or a change in the management methodology, the necessity of such approval *vis-a-vis* such change will be determined by the AMF at its absolute discretion.

### **Waivers granted by the SFC**

Due to the special nature of FCPs, the following waivers from the Code have been granted by the SFC with respect to each Lyxor ETF:

- The constitutive documents of a collective investment scheme authorised by the SFC under the Code (a "CIS") should provide for general meetings of holders. Furthermore, the constitutive documents of a CIS may only be altered by the manager and the custodian without consulting holders under limited circumstances. Each of the Lyxor ETFs is in the form of a FCP established in France. Given the legal nature of a FCP under French law, no Holders' meeting of any Lyxor ETF will be convened and there is no provision in the By Laws for meetings of Holders. Therefore the Manager has applied for, and has been granted, on behalf of each Lyxor ETF, a waiver from Rule 6.7 (which requires any change to a CIS documentation be approved by a special or extraordinary resolution of holders unless such change falls within any of the exceptions set out in Rule 6.7), Rule 6.15 (which requires holders' meetings be held and be conducted in accordance with the provisions set out in Rule 6.15) and Appendix D11 of the Code (which requires the constitutive document of a CIS to provide for the manner in which meetings are conducted in accordance with Rule 6.15). Investors' attention is drawn to "Risks relating to the governing laws and regulations in respect of the Lyxor ETFs" in the Section in this Prospectus entitled "Risks".
- Rule 5.11 of the Code requires that the manager of a CIS must be subject to removal by notice in writing from the directors of a fund if (a) the manager goes into liquidation, becomes bankrupt or has a receiver appointed over its assets; or (b) for good and sufficient reason, the trustee or the directors of a fund state in writing that a change in manager is desirable in the interests of the holders. Appendix D6(b) of the Code requires this requirement be included in the constitutive document of a CIS. As explained above, each of the Lyxor ETFs is a contractual entity, which does not have any legal personality. FCPs do not enter into management agreements and therefore no management agreement exists. Each Lyxor ETF's By Laws are silent on the retirement or removal of the Manager because a FCP cannot be "self managed". In other words, the By Laws of the Lyxor ETFs cannot provide for the circumstances under which the Manager can be removed, and therefore the Manager has applied for, and has been granted, on behalf of each Lyxor ETF, a waiver from Rule 5.11 and Appendix D6(b). Investors should refer to the Section of this Prospectus entitled "Manager" for the AMF regime regarding removal of the manager.



## Fees and Charges

Please refer to the relevant Section of Part 2 of this Prospectus with regard to the fees and charges payable by an investor or payable by a particular Lyxor ETF.

The following fees and charges will be borne by the relevant Lyxor ETF, if any item(s) of such fees and charges is/are, at any time, payable:-

- (a) all stamp and other duties, taxes, governmental charges, brokerages, commissions, exchange costs and commissions, bank charges, transfer fees and expenses, registration fees and expenses in respect of transactions undertaken by the Manager for and on behalf of the relevant Lyxor ETF; and
- (b) the expenses of or incidental to the preparation of amendments to the By Laws of the relevant Lyxor ETF.

Apart from the above fees and charges, each Lyxor ETF will bear (i) an additional tracking cost, if any, and (ii) indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of this Prospectus entitled "Synthetic Replication" under the Section of this Prospectus entitled "Investment Strategy" on page 5.

No advertising or promotional expenses will be charged to any Lyxor ETF.

No increase in fee may be imposed on, and no additional fees may be charged to, Holders without the AMF's approval, if such increase in fee or charging of additional fees has an impact on existing Holders. A one month's notice must be given to all Holders of the relevant Lyxor ETF of any such increase in fee or charging of additional fees, and the AMF would generally require that Holders shall be given opportunities to redeem their Units with redemption fee (if any) waived within 3 months of the notice of any such increase in fee or charging of additional fees being given.

## Risks

### General

The **general risks** of investing in a Lyxor ETF are as follows:

- while the Manager believes that each Lyxor ETF offers income revenue and potential for capital appreciation, no assurance can be given that these objectives will be achieved. Prospective investors should read this Prospectus and discuss all risks with their financial and legal advisers before making an investment decision;
- prospective investors should be aware that the capital invested is not guaranteed and the price of Units can go down as well as up. As a result, the investor's capital is at risk and the amount originally invested may not be wholly or partially recovered. In particular, the relevant Underlying Index may be subject to a negative performance over the investment period. Investments in a Lyxor ETF are not suitable for short term speculation;
- prospective investors should be aware that the prices of Units may go down as well as up in response to changes in interest rates, foreign exchange, economic and political conditions and the financial condition of issuers of Index Securities and Index Futures; and
- dealings in the Units and the calculation of the NAV thereof may be suspended or deferred in certain circumstances. Please refer to the Section of this Prospectus entitled "Suspension of Dealings and Valuation" for further details in this regard.

## Specific

The **specific risks** of investing in a Lyxor ETF are as follows:

*Market risk:* Each Lyxor ETF's NAV and trading prices will react to securities or futures markets movements. Investors may lose money over short periods due to fluctuations in the relevant Lyxor ETF's NAV and trading price in response to market movements, and over longer periods during market downturns. Each of the Lyxor ETFs is entirely exposed to the relevant Benchmark Index and, therefore, each of the Lyxor ETFs is exposed to 100% of market risks linked to movements in the relevant Benchmark Index. Holders of each of the Lyxor ETFs are thus exposed to any declines in the relevant Benchmark Index. Furthermore, the NAV of each of the Lyxor ETFs is subject to significant volatility due to the market conditions and changes in the level of the relevant Underlying Index.

*Equity Risk (when relevant):* The prices of equities may go down as well as up, and reflect company and macro risk factors. Equities are more volatile than fixed income markets where revenues are generally more predictable over a certain period of time under the same macro risk conditions.

*Capital at risk:* The initial capital invested in a Lyxor ETF is not guaranteed. As a consequence, investor's capital is at risk and the amount originally invested may not be wholly or partially recovered, notably if the relevant Benchmark Index is subject to a negative performance over the investment period.

*Counterparty risk and settlement risk:* Counterparty risk is the risk that the party trading with a Lyxor ETF will be unable to meet its obligation to make payments or to settle a trade by the counterparty. Each Lyxor ETF will be exposed to counterparty risk resulting from the use of over-the-counter index swap agreement contracted with a counterparty in that the counterparty may be unable to honour its commitments albeit such risk is limited by the counterparty to 10% of a Lyxor ETF's NAV at all times, subject to the fact that no Passive Non-compliance of such limit has occurred. The relevant index swap agreement will be reviewed and reset daily should there be any Passive Non-compliance of such limit. However, the ability of a Lyxor ETF to track the relevant Benchmark Index effectively depends on the index swap agreement. A Lyxor ETF also bears the risk that the settlement fails for whatever reason.

*Foreign exchange risk:* Foreign exchange trading risks include, but are not limited to, exchange rate risk, interest rate risk and potential interference by foreign governments through regulation of local exchange markets, foreign investment, or particular transactions in foreign currency. A Lyxor ETF will have exposure to fluctuations in currency exchange rates, e.g. between US Dollar and the currency upon which the relevant Underlying Index (and the Index Securities or the Index Futures (as the case may be) of the relevant Underlying Index) is denominated (if not denominated in US Dollar) as the performance of the relevant Underlying Index (and the Index Securities or the Index Futures (as the case may be) of the relevant Underlying Index) is denominated in a currency which is different from the denomination of the Units, which is US Dollars. Accordingly such fluctuations may affect the value of Units which are redeemed. As each Lyxor ETF primarily intends to provide investment results that track that of the relevant Benchmark Index, each Lyxor ETF does not have a hedging policy and does not intend to enter into any foreign exchange contract in this respect.

*Tracking error risk:* Changes in the NAV of a Lyxor ETF are unlikely to replicate exactly changes in the relevant Benchmark Index. Factors such as fees and expenses, or some other market parameters of a Lyxor ETF (including indirect costs or gains linked to synthetic replication such as adjustments as described in the Sub-Section of this Prospectus entitled "Synthetic Replication" under the Section of this Prospectus entitled "Investment Strategy" on page 5), liquidity of the market, imperfect correlation of returns between a Lyxor ETF's securities and the securities or futures (as the case may be) in the relevant Underlying Index, changes to the relevant Underlying Index and regulatory policies may affect the Manager's ability to achieve close

correlation with the relevant Benchmark Index. There is no guarantee or assurance of exact or identical replication at any time of the performance of the relevant Benchmark Index. Imperfect correlation between the returns of portfolio securities and the relevant Underlying Index may occur where an index swap agreement is terminated early to the extent that the Lyxor ETF invests in securities that are Non-Index Securities or invests in those Index Securities with different weightings from that of the relevant Underlying Index. Should the counterparty of the index swap agreement of a Lyxor ETF default, the NAV of the relevant Lyxor ETF will not correspond to the relevant Benchmark Index, as a Lyxor ETF's Investments may not consist of the Index Securities or the Index Futures (as the case may be) of the relevant Underlying Index. In such circumstances, a Lyxor ETF's returns may therefore deviate from those of the relevant Benchmark Index.

*Risk linked to the Underlying Index:* Each Lyxor ETF is exposed to the fluctuation of performance of the Index Securities or Index Futures (as the case may be) comprised within the relevant Underlying Index through the relevant index swap agreement. In the event an index swap agreement is terminated, the relevant Lyxor ETF may not be able to fully track the performance of the relevant Benchmark Index due to circumstances such as temporary unavailability of certain Index Securities or Index Futures or occurrence of exceptional circumstances that result in distortions in the weightings of the Underlying Index. Any re-weighting of the relevant Underlying Index can also result in miscellaneous transaction or friction costs.

*Risk of absence of active market:* There can be no assurance that an active trading market in respect of the Units will be developed or be maintained. There is no certain basis for predicting the actual price levels at, or sizes in, which Units may trade. Further, there can be no assurance that investors in the Units of a Lyxor ETF will experience trading or pricing patterns similar to those of market-traded shares which are issued by investment companies in other jurisdictions or which are based upon indices other than the relevant Underlying Index.

*Risk related to the listing of the Lyxor ETF on the SEHK:* Investors will not be able to purchase or sell Units on the SEHK during any period that the SEHK suspends trading in the Units. The SEHK may suspend the trading of Units whenever the SEHK determines that it is appropriate in the interests of a fair and orderly market to protect investors. The subscription and redemption of In-Kind Units may also be suspended in the event that the trading of Units on the SEHK is suspended. Liquidity of Units on the SEHK may also be limited as a result of (i) an abnormal event linked to the market making of the Units of the relevant Lyxor ETF; (ii) the index calculation being suspended or stopped; (iii) the underlying market(s) represented by the relevant Underlying Index being suspended; (iv) a breach by a designated Market Maker of the SEHK requirements and guidelines; and/or (v) a failure in the systems of the SEHK.

*Units may be delisted from the SEHK:* The SEHK imposes certain requirements for the continued listing of securities, including the Units, on the SEHK. Investors cannot be assured that the Lyxor ETFs will continue to meet the requirements necessary to maintain the listing of Units on the SEHK or that the SEHK will not change the listing requirements. If the Units of a Lyxor ETF are delisted from the SEHK, Holders of such Units will have the option to redeem such Units as may then be held by them by reference to the then NAV of the relevant Lyxor ETF. Where the Lyxor ETF remains authorised by the SFC, such procedures required by the Code will be observed by the Manager.

*Units may trade at prices other than NAV:* The NAV of a Lyxor ETF represents the fair price for buying or selling the Units. As with any listed fund, the market price of the Units may sometimes trade above or below this NAV. The price of any Units traded on the SEHK will depend, amongst other things, on market supply and demand, movements in the value of the relevant Underlying Index, prevailing financial market, corporate, economic and political conditions. There is a risk, therefore, that Holders may not be able to buy or sell at a price close to this NAV. The deviation from the NAV is dependent on a number of factors, but will be accentuated when there is a large imbalance between market supply and demand for the Index Securities or the Index Futures (as the case may be). A Lyxor ETF may be traded on the SEHK even when the Lyxor ETF

does not accept orders to create or redeem units on the primary market. On such days, the Units may be traded on the SEHK with more significant premiums or discounts than might be experienced on other days when the Lyxor ETF accepts creation and/or redemption orders on the primary market. The "bid/ask" spread (being the difference between the prices being bid by potential purchasers and the prices being asked by potential sellers) is another source of deviation from the NAV. The bid/ask spread can be wider during periods of market volatility or market uncertainty, thereby increasing the deviation from the NAV. The market prices of the Index Securities and/or the Index Futures and/or any other hedging instrument(s) may not be available during part or all of the SEHK's trading sessions due to time zone differences, which may result in the prices quoted to be adjusted to take into account of any accrued market risk that arises from such unavailability of the Index Securities and/or the Index Futures and/or any other hedging instrument(s) and, as a result, the trading prices of the Lyxor ETF may deviate from its NAV.

*Lack of discretion of the Manager to adapt to market changes:* Unlike many conventional funds but like most traditional ETFs, the Lyxor ETFs are not "actively managed". Accordingly, the Manager will not adjust the composition of a Lyxor ETF's portfolio except in order to seek to closely correspond to the duration and total return of the relevant Benchmark Index. The Lyxor ETFs do not try to "beat" the market it tracks and do not seek temporary defensive positions when markets decline or is judged to be overvalued. Accordingly, a fall in the relevant Benchmark Index may result in a corresponding fall in the NAV of the relevant Lyxor ETF.

*Suspension of subscriptions and redemptions:* Dealings of Units on the SEHK may not necessarily be suspended in the event that the issuance and redemption of Units is temporarily suspended by the Manager. If the issuance and redemption of Units is temporarily suspended, the trading price of the Units may be adversely affected and differ from the market value of the Lyxor ETF's underlying assets.

*Risk of index swap agreements and the impact to the Lyxor ETFs under the circumstances when the specified counterparty thereof defaults:* The risk of loss with respect to the relevant index swap agreement generally is limited to the net amount of payments a Lyxor ETF is contractually obligated to make. Index swap agreements are also subject to the risk that the swap counterparty will default on its obligations. If such a default were to occur, the Lyxor ETFs will have contractual remedies pursuant to the agreements related to the transaction. However, such remedies may be subject to bankruptcy and insolvency laws which could affect a Lyxor ETF's rights as an unsecured creditor. For example, a Lyxor ETF may not receive the net amount of payments that it contractually is entitled to receive. If Société Générale defaults as the current counterparty of the relevant index swap agreement for a Lyxor ETF, the relevant Lyxor ETF shall still hold the basket of shares as its assets, which shall represent at least 90% of the relevant Lyxor ETF's NAV, subject to the fact that no Passive Non-compliance of such limit has occurred. Hence, the counterparty risk resulting from contracting the relevant index swap agreement with Société Générale as the current counterparty of the relevant index swap agreement for a Lyxor ETF is closely monitored to ensure that such counterparty risk is limited to 10% (in terms of mark-to-market value of the relevant index swap agreement) of its NAV on a single counterparty at all times, subject to the fact that no Passive Non-compliance of such limit has occurred, which means that the direct losses resulting from any event of default incurred in relation to the default of Société Générale as the current counterparty of the relevant index swap agreement under the relevant index swap agreement shall be limited to 10% of the relevant Lyxor ETF's NAV, subject to the fact that no Passive Non-compliance of such limit has occurred. This policy is in line with UCITS III Guidelines for diversification of counterparty risk. As used in this paragraph, "Passive Non-compliance" means the non-compliance of any given limit without any default or negligence on the part of the Manager. In most cases, a Passive Non-compliance occurs due to the impact of market movements. For example, when the relevant Benchmark Index performs significantly more than the Investments held by the relevant Lyxor ETF (other than the relevant index swap agreement held by the relevant Lyxor ETF), the counterparty risk under the relevant index swap agreement increases and could be greater than 10%. Following such movement, the remedial action may include simultaneously (i) a purchase of a certain number of stocks, and/or (ii) an adjustment of the swap nominal value so that the counterparty risk shall be maintained within the prescribed limit under the Code. Investors may note that any

reference in this Prospectus to the compliance with the relevant limit prescribed by the Code is subject always to the fact that no Passive Non-compliance of any relevant limit(s) prescribed by the Code has occurred at the material time. **However, the risk of default of the counterparty of the relevant index swap agreement for a Lyxor ETF may result in loss much greater than 10% of the relevant Lyxor ETF's NAV, depending on the fluctuations of the market value of the portfolio of the Investments held by the relevant Lyxor ETF (other than the relevant index swap agreement held by the relevant Lyxor ETF) from time to time which could be significantly less than 90% of the relevant Lyxor ETF's NAV, and may result in significant losses to investors and the termination of the relevant Lyxor ETF.** The basket of shares may not comprise any constituents of the Underlying Index. Accordingly, in the event of any default of Société Générale, there is a risk that the value of the basket of shares may diverge substantially from the performance of the Benchmark Index and the Lyxor ETF may suffer significant losses.

*Risk of use of financial derivative instruments for investment purpose:* Each Lyxor ETF uses an index swap agreement, which is a financial derivative instrument traded over-the-counter, in order to replicate the performance of the relevant Benchmark Index. The implementation of the investment objective of each Lyxor ETF relies, to a large extent, upon the relevant index swap agreement, which is likely to result in counterparty and market risks. As such, investors investing in the Lyxor ETFs shall bear the risks that the relevant Lyxor ETF may suffer losses and/or be unable to fulfil its investment objective, if the current counterparty thereunder, Société Générale, defaults or is unable to honour its obligations thereunder for whatever reason. Index swap agreements traded over-the-counter may imply a range of other risks including hedging disruption, index disruption, taxation risk, regulatory risk, operational risk, and liquidity risk. These risks can materially affect an index swap agreement and could lead to an adjustment or even the early termination of the index swap agreement. As each Lyxor ETF uses an index swap agreement in order to replicate the performance of the relevant Benchmark Index, these risks could lead to losses and/or the relevant Lyxor ETF being unable to fulfil its investment objective.

*Risk that the whole return of the relevant Lyxor ETF is solely relying on the ability of the single counterparty of the relevant index swap agreement to perform its obligations under such index swap agreement:* As each Lyxor ETF shall rely on the relevant index swap agreement to replicate the performance of the relevant Benchmark Index, if the current counterparty of such index swap agreement, Société Générale, defaults and is unable to honour its obligations thereunder, the relevant Lyxor ETF shall not be able to provide the performance of the relevant Benchmark Index. Should such default occurs, the Manager shall follow the Business Contingency Plan as described in the Section of this Prospectus entitled "Business Contingency Plan".

*The possible change of financial information and long term debt ratings of Société Générale as the current counterparty of the relevant index swap agreement after the date of this Prospectus:* As each Lyxor ETF shall rely on the relevant index swap agreement to replicate the performance of the relevant Benchmark Index, whether the relevant Lyxor ETF shall be able to implement its investment objective shall depend upon the ability of the current counterparty of the relevant index swap agreement, Société Générale, to perform and honour its obligations thereunder. Investors should note that the future financial information of Société Générale as the current counterparty of the relevant index swap agreement may be materially adverse to that subsisting as at the date of this Prospectus. As at 31 May 2011, Société Générale was recognised by Moody's, which awarded a rating of Aa2, Standard & Poor's, which awarded Société Générale an A+, and FITCH-AMR's, which awarded Société Générale an A+ rating. However, investors should note that these long term debt ratings of Société Générale do not constitute any assurance or guarantee of the ability of Société Générale as the current counterparty of the relevant index swap agreement to perform and honour its obligations under the index swap agreements for the Lyxor ETFs, and may be worsen over time. Any future adverse change(s) in the financial information and/or long term debt ratings of Société Générale shall have a negative impact on the ability of Société Générale as the current counterparty of the relevant index swap agreement to perform and honour its obligations under the index swap agreements for the Lyxor ETFs. Investor should note the Section of this Prospectus entitled "Business Contingency Plan" for further details.

*Risk linked to the pricing movement of the relevant index swap agreement of any Lyxor ETF:* the market value of the index swap agreement of each Lyxor ETF will vary over time following variations / movements in the level of the relevant Benchmark Index, the market value of the Investments held by the relevant Lyxor ETF (other than the index swap agreement held by the relevant Lyxor ETF), as well as adjustments as described in the Sub-Section of this Prospectus entitled "Synthetic Replication" under the Section of this Prospectus entitled "Investment Strategy" on page 5, as well as the dividends (net of tax, if any) of such Investments. As the NAV per Unit of each Lyxor ETF is calculated using the market value of the relevant index swap agreement, these factors may adversely impact the performance of the relevant Lyxor ETF.

*Concentration of Underlying Index in certain issuers:* The relevant Underlying Index and the Investments of a Lyxor ETF (subject to the investment restrictions set out in the Section of this Prospectus entitled "Investment Restrictions") may be concentrated in securities or futures of a single or several issuers. Changes in the financial condition of an issuer, changes in specific economic or political conditions that affect a particular issuer, and changes in general economic or political conditions can affect the value of an issuer's securities or futures. Such issuer-specific changes may have an impact on the securities held by a Lyxor ETF.

*Asset class risk:* The returns generated from the securities in which a Lyxor ETF invests may not provide returns equivalent to that of other classes of securities or different asset classes. The securities in which a Lyxor ETF invests may be subject to cycles of underperformance relative to that of other classes of securities.

*Licence to use the Underlying Index may be terminated:* The Manager has been granted a licence by each of the Index Provider to use the relevant Underlying Index in order to create a Lyxor ETF based on the relevant Underlying Index and to use certain trademarks and any copyright in the relevant Underlying Index. A Lyxor ETF may not be able to fulfil its objective and may be terminated if the licence agreement between the Manager and the relevant Index Provider is terminated. A Lyxor ETF may also be terminated if the relevant Underlying Index ceases to be compiled or published and there is no replacement Underlying Index using the same or substantially similar formula for the method of calculation as used in calculating the relevant Underlying Index.

*Compilation of Underlying Index:* The Index Securities or the Index Futures (as the case may be) are determined and composed by the Index Providers without regard to the performance of the Lyxor ETFs. Each Lyxor ETF is not sponsored, endorsed, sold or promoted by the relevant Index Provider. Each Index Provider makes no representation or warranty, express or implied, to investors in the relevant Lyxor ETF or other persons regarding the advisability of investing in securities or futures generally or in the relevant Lyxor ETF particularly. Each Index Provider has no obligation to take the needs of the Manager or investors in the relevant Lyxor ETF into consideration in determining, composing or calculating the relevant Underlying Index. There is no assurance that the Index Provider will compile the relevant Underlying Index accurately, or that the relevant Underlying Index will be determined, composed or calculated accurately, and consequently there can be no guarantees that its actions will not prejudice the interests of the relevant Lyxor ETF, the Manager or investors.

*Composition of the Underlying Index may change:* The composition of the Index Securities or the Index Futures (as the case may be) constituting the relevant Underlying Index will change as the Index Securities or the Index Futures may be delisted, or as the Index Securities or the Index Futures mature or are redeemed or as new securities or futures are included in the relevant Underlying Index. When this happens the weightings or composition of the securities or the futures owned by a Lyxor ETF would be changed as considered appropriate by the Manager in order to achieve the investment objective in the event an index swap agreement is terminated early. Thus, an investment in Units will generally reflect the relevant Underlying Index as its constituent securities or (as the case may be) constituent futures change and not necessarily the way it is comprised at the time of an investment in Units.

*Liquidity risk:* The Lyxor ETF's liquidity and/or valuation may be adversely affected when the Lyxor ETF (or its swap counterparty) is rebalancing its investments or exposure, the trading markets for such investments or exposure are limited, closed or absent or if bid-offer spreads are wide. An inability to execute trades in line with the relevant Underlying Index due to low trading volumes may also affect the liquidity of the index swap agreement and then the process of subscription and redemption of Units.

*Minimum subscription and redemption size:* For subscriptions and redemptions in-kind, Units will only be issued and redeemed in In-Kind Unit and Redemption Unit aggregations respectively. Similarly, subscriptions and redemptions in cash may also be subject to a minimum amount of Units subscribed or redeemed. Investors who do not hold Redemption Unit aggregations or minimum amount (if any) may only be able to realise the value of their Units by selling their Units on the SEHK at the prevailing trading price of the Units.

*Reliance on Market Makers:* Investors should note that liquidity in the market for the Units may be adversely affected if there is no Market Maker for a Lyxor ETF. It is the Manager's intention that there will always be at least one Market Maker in respect of the Units. It is possible that there is only one SEHK Market Maker (SG Securities (HK) Limited) to the Lyxor ETFs and therefore it may not be practical for a Lyxor ETF to remove the only market maker to the Lyxor ETFs even if SG Securities (HK) Limited fails to discharge its duties as the sole market maker. However, the Manager believes that the risk that SG Securities (HK) Limited may fail to perform its duty as a market maker to the Lyxor ETF is low given that SG Securities (HK) Limited and the Manager, both subsidiaries of Société Générale, are affiliated companies and given that the reputation risk which both companies may suffer arising from such failure on the part of SG Securities (HK) Limited is significant.

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

*Risks relating to the governing laws and regulations in respect of the Lyxor ETFs:* Each Lyxor ETF is a collective investment scheme constituted as a *fonds commun de placement* in France, registered as UCITS Part III scheme and primarily regulated by the AMF. As such, each Lyxor ETF is subject to the applicable laws and regulations in France and the relevant UCITS Directives, and a set of By Laws established by the Manager and approved by the AMF. Such laws, regulations and rules may differ from the corresponding laws and regulations in Hong Kong. For instance, any change in the Manager and/or the Custodian (if the new manager does not belong to the same group of companies of the Manager and/or if the new custodian does not belong to the same group of companies of the Custodian) under the applicable French laws require(s) only the approval of the AMF and prior notification to the Holders and/or the Custodian, and Holders are allowed to redeem their Units with redemption fee (if any) waived within 3 months of the notice of such change being given. Any change in the manager / custodian which belong(s) to the same group of companies of the Manager / Custodian respectively would still require the AMF's approval. In this situation, the AMF would just exempt the relevant Lyxor ETF(s) from (a) informing each Holder individually of the change and (b) the requirement regarding waiver of the redemption fees. Any change of investment objective of the relevant Lyxor ETF would need the AMF's approval where:-

- (a) it involves a change in the management methodology; or
- (b) it involves a change in the risk / return profile; or

- (c) it involves a change in the guarantee given to the relevant Lyxor ETF, if any, and, in such case, only a change favourable to the Holders will be acceptable to the AMF, in which case no waiver of redemption fees will apply.

In any case of a change in the investment objective of the relevant Lyxor ETF, it is necessary to inform the Holders of such change, and the AMF may require that a waiver of the redemption fees be allowed to the Holders. Any change of the Underlying Index of the relevant Lyxor ETF will require the AMF's approval if such change would result in a new risk factor or a change in the management methodology, the necessity of such approval *vis-a-vis* such change will be determined by the AMF at its absolute discretion. Any change which requires prior information of the Holders would generally require a minimum of 3 days' notice, save and except for any increase of management fees, increase of transaction fee, increase of performance fees and removal of registrar where 1 month's notice would be required. There is currently no specific requirement under the governing laws, regulations or rules of any Lyxor ETF for the approval of the Holders in respect of the aforesaid changes. Accordingly, Holders have to rely on the AMF's judgement and discretion in approving such changes on the basis that the AMF will act in the best interests of Holders in making such judgement and discretion.

*Regulatory risk affecting the underlyings of the Lyxor ETF:* In the event of a change in the regulatory regime in any jurisdiction of the underlyings of the Lyxor ETF, the Swap Counterparty may not be able to carry out its hedging activity effectively which could have a material adverse impact on the index swap agreement thus potentially leading to the NAV of the Lyxor ETF as well as the process of subscriptions, conversions and redemptions of the Units of the Lyxor ETF being adversely affected.

*Regulatory risk affecting the Lyxor ETF:* In the event of a change in the regulatory regime in any jurisdiction where the Lyxor ETF is registered for sale or cross-listed, the process of subscriptions, conversions and redemptions of the Units of the Lyxor ETF may be affected, notably in the case where the subscriptions, conversions and redemptions becomes prohibited in the regulatory regime of a given jurisdiction.

*Right of the SFC to withdraw authorisation of a Lyxor ETF:* Each Lyxor ETF seeks to provide investment results that closely correspond with the performance of the relevant Benchmark Index. Each Lyxor ETF has been authorised as a collective investment scheme under the Code by the SFC pursuant to section 104 of the SFO. Any authorisation by the SFC of a Lyxor ETF does not imply official recommendation of the relevant Lyxor ETF or the relevant Underlying Index. The SFC reserves the right to withdraw the authorisation of any Lyxor ETF if the relevant Underlying Index is no longer considered acceptable to the SFC.

*Risk of early termination of a Lyxor ETF and no redemption in cash or in-kind if the NAV of such Lyxor ETF falls below the minimum Lyxor ETF size:* If the NAV of a Lyxor ETF falls below €300,000, the Manager is required to notify the AMF whereupon such Lyxor ETF will be dissolved within 30 days unless during this 30 day period the NAV of such Lyxor ETF increases to €300,000 or above. Where a Lyxor ETF is dissolved in accordance with the foregoing, the Manager shall provide all relevant persons with such notification as may be required under the applicable laws and regulations. In Hong Kong, Holders of Units will be notified by or through the Hong Kong Representative. In addition, if the NAV of a Lyxor ETF falls below €300,000, no redemption in cash or in-kind for such Lyxor ETF will be permitted. Investor should note the Sub-section of this Prospectus entitled "Termination of the Lyxor ETF" under the Section of this Prospectus entitled "Other Material Information" for further details.

*Risk related to the taxation legislation :* Any change(s) in the taxation legislation in any jurisdiction in which the Lyxor ETF is registered, cross-listed, marketed, invested or exposed to could affect the tax treatment of the Lyxor ETF or its Holders. As a result, in the case of a discrepancy between the estimated and effective tax treatment applied to the Lyxor ETF and/or the swap counterparty for the Lyxor ETF, the NAV of the Lyxor ETF may be affected. The Manager shall not be liable to any investor for any payment required to be made by the Lyxor ETF to a fiscal authority.



*Risk of Underlying Index Disruption:* In the event of an Underlying Index disruption (such as but not limited to a modification, cancellation or suspension of the Underlying Index), the Manager acting in accordance with the applicable laws and regulations may have to suspend the subscription and redemption of Units and/or the calculation of the NAV of the Lyxor ETF may be affected. If the disruption of the Underlying Index persists, the Manager will determine the appropriate measures to be carried out, which could affect the NAV of the Lyxor ETF.

The event of a Underlying Index disruption notably includes the following situations where:

- the Underlying Index is deemed to be inaccurate or does not reflect actual market developments;
- the Underlying Index is permanently cancelled by the Index Provider;
- the Index Provider fails to calculate and announce the level of the Underlying Index; or
- the Index Provider makes a material change in the formula for or method of calculating the Underlying Index (other than a modification prescribed in that formula or method to maintain the calculation of the Underlying Index level in the event of change(s) in the constituent components and weightings of the Underlying Index and other events) which cannot be efficiently replicated with reasonable costs by the Lyxor ETF.

*Operational Risk:* Since different entities under the same corporate group, the Société Générale Group, act as the Manager, the Custodian, the Swap Counterparty, the Market Maker, the Participating Dealer and the Hong Kong Representative, disruption in the operations of any of these entities may adversely affect the liquidity of the Lyxor ETF. Further, the insolvency of any group member may lead to suspension of dealing and trading, or eventually, termination of the Lyxor ETF.

*Risk of Corporate Action:* In the event of an unforeseen implementation of a corporate action policy which affects an underlying asset or a constituent component of the Underlying Index after an official announcement has been made and priced into the Lyxor ETF or into the index swap agreement entered into by the Lyxor ETF, this could lead to a discrepancy between the realised corporate action and the Underlying Index treatment could arise. Such discrepancy could potentially affect the NAV of the Lyxor ETF and lead to tracking error risk.

## **Business Contingency Plan**

The Manager has put in place business contingency plans whenever there is a credit event (as described below) of the swap counterparty of the relevant index swap agreement, or the Custodian, of a Lyxor ETF, or whenever the Manager shall assess that the risk of the occurrence of such event is materially high. This Section aims to provide an overview of such contingency plans.  **Holders should note that this Section is subject to changes by the Manager from time to time as the circumstances may justify. In any case, the Manager will ensure that the interests of the Unitholders will not be adversely affected. The Manager will issue an announcement through any of the following, namely, the website of the SEHK, newspaper in Hong Kong, or any other media as the Manager thinks fit, in respect of any change(s) to the business contingency plans as soon as practicable, and may, in some cases, only be published after the relevant change(s) has/have been implemented.**

### Impact of a bankruptcy affecting the swap counterparty

Should a bankruptcy event that affects the swap counterparty of the relevant index swap agreement occur, a Lyxor ETF may lose an amount equal to the mark-to-market value of the relevant index swap agreement.

The Manager will trigger the business contingency plan under the following events:

- Event of default affecting Société Générale as the swap counterparty of the relevant index swap agreement;
- Downgrading of Société Générale's credit rating granted by at least two credit rating agencies among Moody's, Standard & Poor's and FITCH-AMR's to a level which is strictly below A- for Standard & Poor's, A- for FITCH-AMR's and A3 for Moody's; or
- Any other event (including, without limitation, license suspension, significant litigation linked to the activities of the swap counterparty in the derivatives business, reputation, etc.) which would materially affect the swap counterparty's fitness and properness to act as the counterparty of the relevant Lyxor ETF under the relevant index swap agreement, or any material risk of occurrence of such event.

Upon the occurrence of any of the above situations, the Manager would then opt for one of the following remedial actions:

- The Manager may decide to replace the swap counterparty and select, as soon as possible and on a best effort basis, a new counterparty in accordance with the investment strategy of the relevant Lyxor ETF, and will enter into a new index swap agreement with similar terms as the relevant index swap agreement with such newly selected counterparty. The new counterparty would be selected using criteria including, but not limited to, execution prices, total direct and indirect transaction costs, probability and promptness of execution and delivery (if applicable), as well as other specific criteria which may be relevant by reference to the composition of the Investments (other than the relevant index swap agreement held by the relevant Lyxor ETF) held by the relevant Lyxor ETF at the relevant time. In such cases, the relevant Lyxor ETF will enter into the new index swap agreement as soon as possible with the new counterparty. The Manager would then inform the relevant Holders of the selection of the new counterparty and the entering into of the new index swap agreement with the new counterparty. Alternatively, the Manager may also propose a restructuring of the relevant Lyxor ETF by using other instruments similar to that the relevant index swap agreement, in the case where no suitable new counterparty is available on the market. Such restructuring would then be subject to review and approval by the relevant authorities, including the SFC. This Prospectus would then be amended accordingly for the purpose providing the updated information to the relevant Holders.
- The Manager may also consider asking the swap counterparty to adjust the relevant terms of relevant index swap agreement and increase the market value of the Investments (other than the relevant index swap agreement held by the relevant Lyxor ETF) held by the relevant Lyxor ETF to a level of not less than 100% of its NAV in order to ensure 0% counterparty risk in respect of the relevant index swap agreement.
- If the view of the Manager is that, in the best interest of the relevant Holders, it is not advisable to terminate the relevant Lyxor ETF, then the Manager would maintain the same structure as disclosed in this Prospectus.
- If there is no new counterparty acceptable to the Manager, the Manager may decide to sell the basket of shares held by the relevant Lyxor ETF and to purchase the Index Securities or a representative sample of the Index Securities or, where appropriate, the Index Futures.
- Eventually if the Manager is of the view that the relevant Lyxor ETF is not able to achieve its management objective, which is to track the movements in the relevant Benchmark Index, the Manager may decide to terminate the relevant Lyxor ETF.

In accordance with the applicable regulations in France, such decision may then be discussed and, if applicable, submitted for approval by the relevant regulatory authorities including, *inter alia*, the AMF.

In addition to such business contingency plan arrangements, the Manager will also notify the SFC.

#### Impact of a bankruptcy affecting the Custodian

A similar procedure is in place with respect to the default of the Custodian.

The Manager will trigger the business contingency plan pursuant to the following events:

- Event of default affecting the Custodian;
- Downgrading of the Custodian's credit rating to a certain level; or
- Any other event (including, without limitation, license suspension, significant litigation linked to the activities of the Custodian in the custody business, reputation, etc.) which would materially affect the Custodian's fitness and propriety to act as the relevant Lyxor ETF's custodian, or any material risk of occurrence of such event.

Upon the occurrence of any of the above situations, the Manager will then decide among the following solutions:

- The Manager may decide to appoint, as soon as possible and on a best effort basis, a new custodian (the "New Custodian") to replace the existing custodian (the "Existing Custodian"). The New Custodian would be selected using criteria including, but not limited to, the fees it charges as custodian, experience in custody and trustee services, and reputation. The applicable requirements for a custodian under the Code will also be taken into account in the selection process.

In accordance with the applicable regulations in France, the Manager will first seek approval from the AMF before proceeding to the replacement of the Existing Custodian by the New Custodian.

In addition to such business contingency plan arrangements, the Manager will also seek approval from the SFC if required by the Code and/or the SFC to do so.

Afterwards, the Manager would instruct the Existing Custodian to transfer all the assets of the relevant Lyxor ETF to the New Custodian. The Manager would inform the relevant Holders as soon as possible of the change of the relevant Lyxor ETF's Custodian.

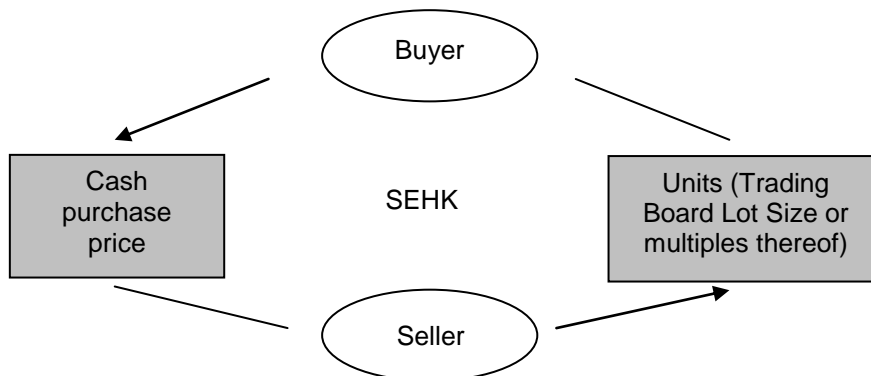
If the Manager is of the view that it is not in the best interest of the relevant Holders to replace the Custodian of the relevant Lyxor ETF, then the Manager would act accordingly and would not replace the Custodian.

## Subscription for Units

### Subscription in cash or purchase of Units

Investors may acquire Units for cash in two ways:

- *Through a Participating Dealer:* Investors may subscribe for new Units using cash on any Valuation Day by completing a prescribed application form and sending it to the Participating Dealer. The payment of subscription monies must be made by an investor within 5 Valuation Days following the relevant Valuation Day on which his subscription application for Units was made. Applications for subscription of Units for cash must be made in whole numbers of Units with no decimals, and may subject to a minimum as stated in the relevant Section of Part 2 of this Prospectus, and must reach the Participating Dealer before the relevant Dealing Deadline of the relevant Lyxor ETF. If the request for subscription of Units using cash is received by the Participating Dealer after the relevant Dealing Deadline of the relevant Lyxor ETF, it shall be deemed to be received by the Participating Dealer before the next Dealing Deadline of the relevant Lyxor ETF.
- *On the SEHK:* Investors may also purchase issued Units on the SEHK in the same way as any shares or units listed on the SEHK during normal trading hours on any Market Day through participating brokers at market prices. Such purchases will be transacted on a willing-buyer-willing-seller basis and will be subject to such applicable market fees or charges and conditions, including but not limited to any broker fees. The following diagram illustrates the process:



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

There is no minimum initial and subsequent subscription amount imposed by the Lyxor ETFs for Units purchased on the SEHK save that Units are quoted and traded on the SEHK in Trading Board Lot Size. Payment for Units may be made in such manner as stipulated by the Participating Dealer(s) or brokers (as applicable).

The circumstances under which subscription orders from investors may be refused by the Participating Dealer are set out in the Sub-section of this Prospectus entitled “Participating Dealer” under the Section of this Prospectus entitled “Other Parties” on page 2. In the event that an application for Units is rejected by the Participating Dealer or the Manager, the application monies shall be refunded (without interest) to the investor within a reasonable time in such manner as the Manager shall determine. No certificates in respect of Units will be issued by the Manager.

As all the Lyxor ETFs are existing funds, there is no initial offer period or initial issue price in respect of the Units. Units available for subscription through a Participating Dealer are issued at an issue price denominated in US Dollars and based on the NAV per Unit at the relevant Valuation Point (such relevant Valuation Point which shall be applicable and shall correspond to a Dealing Deadline, the "Reference Valuation Point") of the relevant Valuation Day (such relevant Valuation Day which shall be applicable and shall correspond to a Dealing Deadline, the "Reference Valuation Day") applicable and corresponding to the relevant Dealing Deadline of the relevant Lyxor ETF before which the relevant subscription request is received. Details of the Reference Valuation Point and the Reference Valuation Day for any relevant Dealing Deadline in respect of each Lyxor ETF are set out in the relevant Section of Part 2 of this Prospectus. However, the calculation of the official NAV per Unit will be carried out and released in Paris time (in respect of each Lyxor ETF, the indicative timing at which the official NAV is released in Paris and published in Hong Kong is set out in the relevant Section of Part 2 of this Prospectus) on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline of the relevant Lyxor ETF before which that subscription request is received, since the data which is necessary to compute the NAV per Unit at the Reference Valuation Point of the Reference Valuation Day will only be available near or after the close of business on such Reference Valuation Day. The NAV is converted from Euro to US Dollars at the prevailing exchange rate disseminated by WM Reuters. In the case of the secondary trading of the Units bought or sold on the SEHK, the trades are quoted and settled in HK Dollars and is based on the prevailing market price throughout the trading day quoted on the SEHK.

The following is an illustration on the amount that an investor will have to pay based on an investment in 500,000 Units through a Participating Dealer and a notional issue price of US\$1.00 (the actual issue price of the Units will fluctuate according to the value of the Lyxor ETF's NAV):

500,000 Units Number of Units proposed to be subscribed	X	US\$1.00 Issue Price*	=	US\$500,000 Investment
------------------------------------------------------------	---	--------------------------	---	---------------------------

\* *This illustration is based on the assumption that the Holder is not subject to subscription fees. Unless otherwise agreed by the Manager, a subscription through a Participating Dealer is subject to subscription fees as set out in the Section of this Prospectus entitled "Fees and Charges".*

Applications for subscription of Units through a Participating Dealer for cash will only be accepted and processed if the application monies in respect of that application have been received in full in cleared funds by or to the order of the Participating Dealer no later than the 5 Valuation Days from the date of submission of the relevant application (the "Settlement Date"). In the case of a sale and purchase of Units on the SEHK, it is expected that the Units will be credited into the Stock Segregated Account of the relevant investor of the Units within 2 Market Days after the completion date of the relevant sale and purchase transaction of the Units.

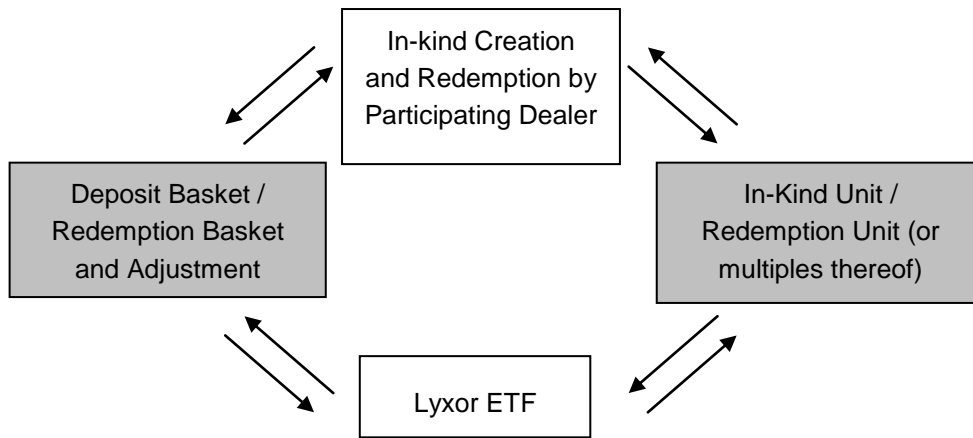
#### Subscriptions in-kind

Unless otherwise stated in the relevant Section of Part 2 of this Prospectus with regard to a particular Lyxor ETF, investors may make subscriptions in-kind for blocks of a specific number of Units (i.e. an "In-Kind Unit") or multiples thereof on any Valuation Day by application to a Participating Dealer at the issue price for that In-Kind Unit by contributing Index Securities comprising within the relevant Underlying Index in accordance with the procedures set out below.

Requests for subscription of Units in-kind must reach the Participating Dealer before the relevant Dealing Deadline of the relevant Lyxor ETF. If the request for subscription of Units in-kind is received by the Participating Dealer after the relevant Dealing Deadline of the relevant Lyxor ETF, it shall be deemed to be received by the Participating Dealer before the next Dealing Deadline of the relevant Lyxor ETF. Please see below for further details.

For avoidance of doubt, application for in-kind subscription may only be made through a Participating Dealer and is not applicable for Units traded on the SEHK.

The following diagram illustrates the process:



The issue price for an In-kind Unit is ascertained as follow:

- using the NAV per Unit of the Units at the Reference Valuation Point of the Reference Valuation Day applicable and corresponding to the relevant Dealing Deadline of the relevant Lyxor ETF before which the applications to subscribe the In-Kind Unit is deemed to be received and accepted by the Manager. However, the calculation of the official NAV per Unit will be carried out and released in Paris time (in respect of each Lyxor ETF, the indicative timing at which the official NAV is released in Paris and published in Hong Kong is set out in the relevant Section of Part 2 of this Prospectus) on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline of the relevant Lyxor ETF before which that subscription request is received; and
- by multiplying such NAV by the number of Units comprising an In-Kind Unit aggregation.

The Manager may add to such issue price such sum (if any) as the Manager may consider represents the appropriate provision for transaction fees (if any), which shall be for the account of the relevant Lyxor ETF. The issue price for the In-Kind Unit shall be calculated in US Dollars. The issue price for the In-Kind Unit shall be based on forward pricing which means that the issue price of the Units shall not be ascertainable at the time of request to issue the In-Kind Unit.

Investors who wish to create Units by subscribing for Units in-kind must request a Participating Dealer to do so on their behalf. Such investor will be required to complete a form as required by the Participating Dealer. In addition, the Participating Dealer may request the investor to make certain representations or enter into agreements with respect to the order, for example, to provide for payments of cash, when required. Investors should be aware that their particular broker or dealer may not have executed a Participation Agreement and that, therefore, orders to create Units would have to be placed by the investor's broker or dealer through a Participating Dealer that has entered into a Participation Agreement. In such cases there may be additional charges to such investor. At any given time, there may be only one Participating Dealer or a limited number of Participating Dealers.

Any subscription request received by a Participating Dealer before the relevant Dealing Deadline of a Lyxor ETF, and accepted by the Manager pursuant to a written confirmation on the Transaction Day for the relevant subscription request, will be issued at the issue price of the Reference Valuation Point of the Reference

Valuation Day which applies and corresponds to the relevant Dealing Deadline of the relevant Lyxor ETF. However, the calculation of the official NAV per Unit will be carried out and released in Paris time (in respect of each Lyxor ETF, the indicative timing at which the official NAV is released in Paris and published in Hong Kong is set out in the relevant Section of Part 2 of this Prospectus) on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline of the relevant Lyxor ETF before which that subscription request is received. Any subscription request received by a Participating Dealer after the relevant Dealing Deadline of the relevant Lyxor ETF or on a day which is not Valuation Day shall be deemed to be received by the relevant Participating Dealer before the next Dealing Deadline of the relevant Lyxor ETF. The Participating Dealer shall forward any subscription request to the Manager on the date of receipt of such subscription request.

An investor who wish to create Units by subscribing for Units in-kind must deliver such number of Index Securities comprising the relevant Underlying Index (a "Deposit Basket") which the investor must deliver (rounded to the next lower Unit) and, where appropriate, an amount in cash paid or received by the relevant Lyxor ETF (the "Adjustments") for a subscription request for a whole multiple of In-Kind Unit of the relevant Lyxor ETF. The Adjustments will be calculated by the Manager in accordance with the market practice.

When submitting the subscription application, the Participating Dealer must tender to the Custodian of the relevant Lyxor ETF the Index Securities comprising a Deposit Basket for each In-Kind Unit no later than the Settlement Date in accordance with the terms of the Participation Agreement. The Manager may then exchange the Deposit Basket with the swap counterparty in consideration for an increase of the swap nominal value. In any event, in accordance with the condition of "no Hong Kong Stock" as set forth in the Sections entitled "Investment Strategy" and "Investment Restrictions" in this Prospectus, neither the Manager nor the Custodian of a Lyxor ETF will hold or own any Deposit Basket as part of the assets of any Lyxor ETF.

The delivery of Units properly applied for will occur in accordance with the terms of the Participation Agreement which is normally no later than the Settlement Date in accordance with the terms of the Participation Agreement.

The application for creation and issuance of In-Kind Units will only be successful:

- where the Index Securities delivered to the Custodian in respect of that issue of In-Kind Units have been approved by the Manager as comprising a Deposit Basket with respect to the relevant Valuation Day on which the subscription request is received by a Participating Dealer;
- where the aggregate of (i) the value of the Index Securities on the relevant Valuation Day on which the subscription request is received by a Participating Dealer delivered to the Custodian and (ii) the amount of cash paid to or to the order of the Custodian in respect of the Adjustment for the In-Kind Unit aggregation, is equal to the issue price for that In-Kind Unit aggregation;
- if the Index Securities have been transferred to the Custodian to the Custodian's satisfaction or satisfactory evidence of title and instruments of transfer shall have been produced to or to the order of the Custodian by such time and date as determined therefor by the Manager in its discretion, provided that such date shall occur no later than the relevant Settlement Date; and
- if the full amount of the Adjustments, the duties and charges and/or transaction fee (if any) in respect of that In-Kind Unit size shall have been received in full in cleared funds by or to the order of the Custodian by such time and date as determined therefor by the Manager in its discretion, provided that such date shall occur no later than the relevant Settlement Date.

In the event any of the above is not satisfied, the subscription application will be cancelled. The relevant Participating Dealer will be liable for all direct and indirect losses incurred by the relevant Lyxor ETF resulting from the relevant subscription order(s) submitted by it, including, the transaction fee (if any), interest costs incurred by the relevant Lyxor ETF and any losses arising in respect of the relevant Lyxor ETF's purchase and sale of Investments in connection with such cancellation (including the difference between the NAV of the relevant Lyxor ETF on the Settlement Date compared to the relevant Reference Valuation Day).

#### Acceptance of subscriptions

The circumstances under which subscription orders from investors may be refused by the Participating Dealer are set out in the Sub-section of this Prospectus entitled "Participating Dealer" under the Section of this Prospectus entitled "Other Parties" on page 2. In addition, the Manager may reject a subscription application in particular if:

- the application is not in the proper form; or
- under applicable law or regulation, the applicant (on whose behalf the Participating Dealer is acting) is not eligible to subscribe for, purchase or hold Units, or in the discretion of the Manager the purchase or holding of Units by the applicant might result in a Lyxor ETF and/or the Manager incurring any liability to tax or suffering any other financial disadvantage or becoming subject to any law or regulation which they might not otherwise have incurred or suffered or become subject to.

The Manager will notify the Participating Dealer of any rejection of an order placed by that Participating Dealer within 7 days. The Manager and the Custodian are under no duty to provide reasons for rejecting a subscription in respect of any Lyxor ETF.

Even if a subscription application is accepted, the Manager reserves the absolute right to postpone the date of creation and issuance of the relevant In-Kind Unit(s) by not more than 7 days after the original scheduled date of creation and issuance without giving any reason for such postponement. Furthermore, no Units will be issued and no subscription requests will be accepted during any period when the issuance and redemption of Units is suspended (see the Section of this Prospectus entitled "Suspension of Dealings and Valuation" below).

#### Confirmation note

For every successful subscription application for Units, the relevant applicant will be sent a confirmation detailing the number of Units allotted no later than the end of the second Business Day after the Transaction Day for the relevant subscription application. All Units issued through subscription of Units through a Participating Dealer will be entered on the records of CCASS in the name of the Participating Dealer.

#### Minimum Lyxor ETF Size

If the NAV of a Lyxor ETF falls below €300,000, the Manager is required to notify the AMF whereupon such Lyxor ETF may be dissolved within 30 days unless during this 30 day period the NAV of such Lyxor ETF increases to €300,000 or above. Where a Lyxor ETF is dissolved in accordance with the foregoing, the Manager shall provide all relevant persons with such notification as may be required under the applicable laws and regulations. In Hong Kong, Holders of Units will be notified by or through the Hong Kong Representative.



## Redemption of Units

### Cash Redemption and Sale of Units

Holders may redeem Units for cash on a Valuation Day by submitting a redemption request through a Participating Dealer. Applications to redeem Units for cash must be made in whole number of Units with no decimals and may be subject to a minimum as stated in the relevant Section of Part 2 of this Prospectus, and must reach the Participating Dealer before the relevant Dealing Deadline of the relevant Lyxor ETF. If the request to redeem Units for cash is received by the Participating Dealer after the relevant Dealing Deadline of the relevant Lyxor ETF, it shall be deemed to be received by the Participating Dealer before the next Dealing Deadline of the relevant Lyxor ETF. If an application is received by the Participating Dealer before the relevant Dealing Deadline of the relevant Lyxor ETF, the redemption price that a Holder will get will be based on the value of the assets of the Lyxor ETF as at the Reference Valuation Point of the Reference Valuation Day which is applicable and corresponding to the relevant Dealing Deadline of the relevant Lyxor ETF. However, the calculation of the official NAV per Unit will be carried out and released in Paris time (in respect of each Lyxor ETF, the indicative timing at which the official NAV is released in Paris and published in Hong Kong is set out in the relevant Section of Part 2 of this Prospectus) on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline of the relevant Lyxor ETF before which that redemption request is received. Please see below for further details.

In addition to the above, Holders who acquire Units on the SEHK may also sell their Units on the SEHK at market prices through brokers during normal trading hours on any Market Day. Holders who sell their Units *via* the SEHK are not subject to any redemption charges as set out in the Section of this Prospectus entitled "Fees and Charges".

There is no minimum holding amount for Units save that Units are quoted and traded on the SEHK in Trading Board Lot Size.

The net redemption proceeds are, in the case of a redemption of Units through a Participating Dealer, calculated by multiplying the number of Units to be redeemed by the redemption price per Unit on the Reference Valuation Day which shall be ascertained by using the NAV per Unit at the Reference Valuation Point of the Reference Valuation Day in respect of the application to redeem the Units which shall be deemed to be received and accepted by the Manager before the relevant Dealing Deadline of the relevant Lyxor ETF.

The Manager may deduct from the redemption proceeds such sum (if any) as the Manager may consider represents the appropriate provision for duties and charges and/or the transaction fee (if any), which shall be for the account of the relevant Lyxor ETF. The redemption price shall be calculated in US Dollars and be based on forward pricing which means that the redemption price of the Units shall not be ascertainable at the time of redemption request to redeem the relevant Units.

The following is an illustration on the realisation proceeds (before deduction of duties and charges) that an investor will receive based on a redemption of 500,000 Units through a Participating Dealer and a notional redemption price of US\$1.00 (the actual redemption price of the Units will fluctuate according to the value of the Lyxor ETF's NAV).

500,000 Number of Units Redeemed	X	US\$1.00 Redemption Price*	=	US\$500,000 Redemption Proceeds
-------------------------------------	---	-------------------------------	---	------------------------------------

\* *This illustration is based on the assumption that the Holder is not subject on redemption charges. Unless otherwise agreed by the Manager, a redemption through a Participating Dealer is subject to redemption charges as set out in the Section of this Prospectus entitled "Fees and Charges". The price of Units traded on the SEHK shall be based on their market prices throughout the trading day for SEHK.*

In the case of a redemption through a Participating Dealer, payment will be made within 5 Valuation Days after the Transaction Day for the relevant redemption request. The net redemption proceeds shall then be paid to the investor. In the case of a sale of Units on the SEHK, it is expected that the Units will be debited from the Stock Segregated Accounts of the Holder within 2 Market Days.

### Redemption in-kind

Unless otherwise stated in the relevant Section of Part 2 of this Prospectus with regard to a particular Lyxor ETF, Holders may apply for redemption in-kind for blocks of specific number of Units or multiples thereof (as set out with regard to each Lyxor ETF in Part 2 of this Prospectus or such other multiples of Units from time to time determined by the Manager and notified to the Participating Dealer(s)) (hereinafter referred to as a "Redemption Unit") on any Valuation Day on which the redemption request is received by a Participating Dealer at the realisation price for that Redemption Unit. Redemption in-kind is generally only possible where Units are aggregated in Redemption Unit sizes, and is not applicable for Units traded on the SEHK.

Any Holder who wishes to redeem Units in-kind must do so through a Participating Dealer who will request the redemption of Units in-kind on his behalf. Such investor will be required to complete a form as required by the relevant Participating Dealer. Investors should be aware that their particular broker or dealer may not have executed a Participation Agreement and that, therefore, orders to redeem Units have to be placed by the investor's broker or dealer through a Participating Dealer that has entered into a Participation Agreement. In such cases there may be additional charges to such investor. At any given time, there may be only one Participating Dealer or a limited number of Participating Dealers.

Any redemption request received and accepted by a Participating Dealer before the relevant Dealing Deadline of the relevant Lyxor ETF, and accepted by the Manager pursuant to a written confirmation on the Transaction Day for the relevant redemption request, will be redeemed at the redemption price of the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the relevant Dealing Deadline of the relevant Lyxor ETF, as calculated below. However, the calculation of the official NAV per Unit will be carried out and released in Paris time (in respect of each Lyxor ETF, the indicative timing at which the official NAV is released in Paris and published in Hong Kong is set out in the relevant Section of Part 2 of this Prospectus) on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline of the relevant Lyxor ETF before which that redemption request is received. Any redemption request received by a Participating Dealer after the relevant Dealing Deadline of the relevant Lyxor ETF shall be deemed to be received by the relevant Participating Dealer before the next Dealing Deadline of the relevant Lyxor ETF. The Participating Dealer shall forward any redemption request to the Manager on the date of receipt of such redemption request.

For avoidance of doubt, in-kind redemption may only be effected through a Participating Dealer.

The Manager shall in its absolute discretion determine and designate the Index Securities comprising the redemption basket (the "Redemption Basket") applicable to requests to redeem Units in Redemption Unit aggregations submitted with respect to the relevant Valuation Day on which the redemption request is received by a Participating Dealer. On receipt of a redemption request from a Participating Dealer, the Manager shall effect the redemption of the Units, in Redemption Unit aggregations, specified in the redemption request for

proceeds equivalent to the redemption price of each Redemption Unit aggregation to be redeemed, such proceeds to be by way of a transfer by or on behalf of the Custodian in-kind of the Redemption Basket and payment by or on behalf of the Custodian in cash of the Adjustments (if positive) determined as at the Reference Valuation Day.

The redemption price for a Redemption Unit shall be ascertained as follows:

- using the NAV per Unit at the Reference Valuation Point of the Reference Valuation Day applicable and corresponding to the relevant Dealing Deadline of the relevant Lyxor ETF before which the applications to redeem the Redemption Unit is deemed to be received by the Manager. However, the calculation of the official NAV per Unit will be carried out and released in Paris time (in respect of each Lyxor ETF, the indicative timing at which the official NAV is released in Paris and published in Hong Kong is set out in the relevant Section of Part 2 of this Prospectus) on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline of the relevant Lyxor ETF before which that redemption request is received; and
- by multiplying such NAV by the number of Units comprising a Redemption Unit aggregation.

The Manager may set off against any Adjustments payable to a Participating Dealer such sum (if any) as the Manager may consider represents the appropriate provision for the transaction fees (if applicable), which deduction shall be for the account of the Lyxor ETF. The redemption price for the Redemption Unit shall be based on forward pricing which means that the redemption price of the Units shall not be ascertainable at the time of request to redeem the Redemption Unit.

The Index Securities comprising the Redemption Basket distributable and Adjustments (less any transaction fees) in respect of the redemption of Units may be transferred or paid sooner but shall be distributable and payable no later than the Settlement Date provided that the Units, which are the subject of the redemption request, have been delivered to the Participating Dealer by the Settlement Date and the full amount of the Adjustments (if negative) and any additional sums payable and/or the transaction fees payable have been deducted and set-off or otherwise paid in full by the Settlement Date. For the purposes of this paragraph, the Holder on whose behalf a redemption request is made by a Participating Dealer shall be deemed to authorise (i) the transfer of the relevant Index Securities by book entry to the designated stock account and (ii) the payment of the Adjustments by book entry payment to the designated cash account or by telegraphic transfer to a bank account in the name or to the order, in each case, of that Participating Dealer by or through whom that redemption request was made. The Adjustments shall be paid in US Dollars and, if paid by telegraphic transfer, shall be paid to a US Dollar account of a designated bank, unless otherwise agreed by the Manager.

Where Units are to be redeemed, the Manager may effect any sales of Investments necessary to provide the cash required to pay the Adjustments. In such event a Lyxor ETF shall be reduced by the cancellation of those Units on that Settlement Date and for settlement on that Settlement Date (or such later date as may from time to time be determined by the Manager) the Custodian shall transfer the applicable Index Securities to or to the order of the Participating Dealer through which the redeeming Holder made his redemption request and shall pay the Adjustments to the relevant Holder. Notwithstanding the foregoing, no Index Securities shall be delivered and no Adjustments shall be paid unless Units, the subject of the redemption request, have been delivered to the Custodian for redemption by such time on the Settlement Date as the Manager shall for the time being prescribe for such redemption request. The Manager, may at its discretion extend the settlement period, such extension to be on such terms and conditions (including as to the payment of any fees it may determine to represent the administrative costs involved in extending the Settlement Date) as the Manager may determine. In any event, the interval between the receipt of a properly documented request for redemption of Units and payment of redemption proceeds to the relevant Holder may not exceed one calendar month provided that there is no delay in submitting all duly completed redemption documentation and the determination of the NAV or dealing in Units is not suspended.

In the event that Units are not delivered to the Custodian for redemption in accordance with the foregoing: (i) the redemption request shall be deemed never to have been made (except that the transaction fee (if any) therefor shall remain due and payable) and (ii) the Manager may, but shall not be bound to, charge the applicant (for the account of the relevant Lyxor ETF) a cancellation fee of such amount as it may from time to time determine to represent the administrative costs involved in processing the redemption request, and any losses arising in respect of the relevant Lyxor ETF's sale and purchase of Investments and any interest costs incurred by the relevant Lyxor ETF in connection with such failed redemption. In addition, the Manager may, but shall not be bound to, require the Participating Dealer to pay it for the account of the relevant Lyxor ETF in respect of each Unit, the subject of the redemption request, the amount (if any) by which the redemption value of each such Unit is less than the issue price which would have applied in relation to each such Unit as if the Manager had received on the relevant Settlement Date in relation to such Units to be redeemed an application from such applicant for the subscription of such Units in accordance with the Section of this Prospectus entitled "Subscription for Units".

The Adjustments as mentioned above will be calculated by the Manager in accordance with the market practice.

#### Acceptance of redemption requests

To be effective, a redemption request:

- must be given to the Participating Dealer in accordance with a Participation Agreement;
- must specify (for in-kind redemption) the (round) number of Redemption Unit aggregations the subject of the redemption request or (for in-cash redemption) the (round) number of Units to be redeemed; and
- may not be in respect of Units (for in-kind redemption) other than as comprising a Redemption Unit aggregation or (for in-cash redemption) the amount of which is less than the minimum amount prescribed for in-cash redemption (if any) as stated in the relevant Section of Part 2 of this Prospectus.

If the NAV of a Lyxor ETF falls below €300,000, such Lyxor ETF may be dissolved and no redemption in cash or in-kind will be permitted. A redemption request once given and accepted by the Manager pursuant to a written confirmation cannot be revoked or withdrawn without the consent of the Manager. The circumstances under which redemption orders from investors may be refused by the Participating Dealer are set out in the Sub-section of this Prospectus entitled "Participating Dealer" under the Section of this Prospectus entitled "Other Parties" on page 2. Nonetheless, the Manager and the Participating Dealer will only exercise such right in exceptional circumstances only and must act reasonably and in good faith under all circumstances, and will take into account of the interest of the relevant Holder(s) to ensure, to the extent possible, that the interest(s) of such Holder(s) will not be adversely affected.

#### **Obtaining Prices of Units**

The issue price and the redemption price for the Units (or the latest NAV of the Units) will be available on the website of the Manager at [www.lyxoretf.com.hk](http://www.lyxoretf.com.hk) or published in such publications as the Manager may decide from time to time.

## Suspension of Dealings and Valuation

The Manager may temporarily suspend the issuance, redemption and valuation of Units of a Lyxor ETF during inter alia the following periods:

- any period when the SEHK is closed;
- any period when dealings of the Units on the SEHK are restricted or suspended;
- any period when settlement or clearing of securities in CCASS is disrupted;
- the existence of any state of affairs as a result of which delivery of Index Securities comprised in a Deposit Basket or a Redemption Basket or disposal of Investments for the time being comprised in the assets of the relevant Lyxor ETF cannot, in the opinion of the Manager, be effected normally or without prejudicing the interests of Holders;
- any period when, in the opinion of the Manager, funds cannot be normally remitted from assets of the relevant Lyxor ETF without prejudicing the interests of Holders;
- any period when the Underlying Index is not compiled or published;
- any breakdown in the means normally employed in determining the value of the assets of the relevant Lyxor ETF or liability of the relevant Lyxor ETF or when for any other reason the value of any Investment or other property for the time being comprised in the assets of the relevant Lyxor ETF or the liabilities of the relevant Lyxor ETF cannot be promptly and accurately ascertained;
- any period when the business operations of the Manager in relation to the operations of the relevant Lyxor ETF are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God; or
- any period during which the Euronext or any other market where any of the Index Securities or the Index Futures (as the case may be) or the stocks comprising the Basket of Stocks are listed and quoted are closed.

Such suspension (which expression shall include the aforesaid right to delay payment) shall take effect forthwith upon the declaration thereof by the Manager and thereafter there shall be no issuance, redemption of Units and/or transfer of such Index Securities and payment of the Adjustments or cash redemption value in respect of any such redemption until the Manager shall declare the suspension at an end, except that the suspension shall terminate in any event on the Business Day following the first Business Day on which (a) the condition giving rise to the suspension shall have ceased to exist and (b) no other condition under which suspension is authorised shall then exist. Each suspension by the Manager shall be consistent with such applicable official rules and regulations, if any, as shall have been promulgated by any authority having jurisdiction over the relevant Lyxor ETF and as shall be in effect at the time. To the extent not inconsistent with such official rules and regulations, and subject to the foregoing provisions hereof, any such suspension by the Manager shall be conclusive. During any such suspension, the calculation of the NAV of the relevant Lyxor ETF and each Unit (including the relevant issue price and redemption price) may also be suspended and the Manager shall be under no obligation to rebalance or adjust the assets of the relevant Lyxor ETF, in either case at the discretion of the Manager. The Manager shall notify the SFC and publish the fact that the dealings and/or valuation of Units is suspended as soon as practicable following such suspension, and at least once a month during the period of such suspension in at least one English language and one Chinese language newspaper in Hong Kong, as the Manager may from time to time think fit.

Any Participating Dealer may at any time after such a suspension has been declared and before termination of such suspension withdraw any redemption request or any subscription application by notice in writing to the Manager. If no such notification of the withdrawal of any such request or application has been received by the Manager before termination of such suspension, the Manager shall consider the redemption request for Units in respect of which Manager have received a valid request for redemption of Units and the Manager shall consider subscription applications for Units as at the Valuation Day next following the termination of such suspension. In addition, the period for distributing any proceeds the distribution of which has been delayed pursuant to the suspension shall be extended by a period equal to the length of the period of the suspension.

## **Soft Dollar Commissions/Arrangements**

The Manager will not receive or enter into soft dollar commissions or arrangements in respect of its management of any of the Lyxor ETFs.

## **Conflicts of interest**

Investors should note that the Manager is a subsidiary of Société Générale (which acts as the Custodian, the Registrar, the counterparty of the relevant index swap agreement entered into in respect of each Lyxor ETF and, through its Hong Kong Branch, the Transfer Agent and the Listing Agent). In addition, each of the first Market Maker, the first Participating Dealer and the Hong Kong Representative, SG Securities (HK) Limited, and the administrative agent, SGSSNAV, is a subsidiary of Société Générale.

In acquiring the Investments of each Lyxor ETF, each Lyxor ETF only buys and sells stocks from and to Société Générale group, rather than *via* the relevant secondary markets through other brokers. The Manager believes that this is advantageous to the relevant Lyxor ETFs because no trading fees are levied by Société Générale and therefore transaction costs will be reduced.

Whilst compliance procedures require effective segregation of duties and responsibilities between the relevant divisions within the Société Générale, the possibility of conflicts of interest arising cannot be wholly eliminated. If such conflicts arise, the Manager in conjunction with Société Générale, will seek to ensure that Holders are treated fairly, and any such conflicts will be resolved between them on arm's length basis to the extent possible in the interests of the Holders.

## **Reports**

### Fiscal Year End

Each Lyxor ETF's fiscal year end is set out in the relevant Section of Part 2 of this Prospectus.

### Yearly and Semi-Annual Reports

Yearly audited reports and semi-annual reports for each Lyxor ETF will be prepared by the Manager.

Yearly audited reports of each Lyxor ETF will contain the annual financial statements of each of the Lyxor ETFs prepared in accordance with French accounting principles, the auditors' certified opinion, a breakdown of the NAV for that Lyxor ETF between the various types of securities held, the Manager's report, a list of Connected Party transactions (if any) and other miscellaneous information. The auditors will be independent of the Manager and its directors and the Custodian, and the audited reports will contain the information as may from time to time be required by the Code.

Semi-annual reports for each Lyxor ETF will contain information on the investment policy pursued during the period under review, changes in NAV, number of units, NAV per unit and revenues, and a simplified breakdown of the NAV for that Lyxor ETF. The statutory auditor will validate the information contained in the semi-annual reports.

Both yearly audited reports and semi-annual reports will also provide a comparison of each Lyxor ETF's performance and the actual performance of the relevant Benchmark Index over the relevant period.

Yearly audited reports and semi-annual reports will be available for inspection by investors, free of charge, at the office of the Hong Kong Representative during normal Hong Kong business hours.

The yearly audited reports, in electronic form, can be obtained by Holders within 4 months of the period covered by the relevant report, while the semi-annual reports, in electronic form, can be obtained by Holders within 2 months of the period covered by the relevant report, in each case, from (i) the Manager's website at [www.lyxoret.com.hk](http://www.lyxoret.com.hk) or (ii) the SEHK's designated website at [www.hkexnews.hk](http://www.hkexnews.hk).

Investors should note that only English version of the yearly audited reports and the semi-annual reports for each Lyxor ETF will be available.

## **Questions and Complaints**

Investors may raise any questions on or make any complaints about any Lyxor ETF by contacting the Hong Kong Representative in writing at its address at Level 38, Three Pacific Place, 1 Queen's Road East, Hong Kong. Under normal circumstances the Hong Kong Representative will issue a response in writing within 10 Business Days of receipt of the question or complaint.

## **Other Material Information**

### Trading on the SEHK

Units of the Lyxor ETFs are listed for trading on the SEHK. Accordingly Units can be bought and sold throughout the trading day like other publicly traded shares. There is no minimum investment save that Units are quoted and traded on the SEHK in Trading Board Lot Size. When buying or selling Units through a broker, investors will incur customary brokerage commissions and charges and, if applicable, stamp duty. Investors may also pay some or all of the spread between the bid and the offer price on a purchase and sale transaction. Although the Units are denominated in US Dollars, Unit prices are quoted and traded on the SEHK in Hong Kong Dollars and Hong Kong cents per Unit.

### CCASS

Units will be deposited, cleared and settled by the CCASS. Units are held in registered entry form only, which means that no Unit certificates are issued. HKSCC Nominees Limited is the registered owner (i.e. the sole Holder of record) of all outstanding Units deposited with the CCASS and is therefore recognised as the legal owner of such Units. Investors owning Units in CCASS are beneficial owners as shown on the records of the participating brokers or the relevant Participating Dealer(s) (as the case may be).

### Trading Prices of Units and Market Makers

The trading prices of Units on the SEHK may differ in varying degrees from their daily NAVs and can be affected by market forces such as supply and demand, economic conditions and other factors.

It is the intention of the Manager to assist in the creation of liquidity for investors by appointing at least one Market Maker before the listing of each Lyxor ETF to maintain a market for the Units. Units may be purchased from and sold through the Market Maker.

However, there is no guarantee or assurance as to the price at which a market will be made. A list of appointed Market Maker(s) in addition to SG Securities (HK) Limited may be obtained from the Manager or its Hong Kong Representative. In maintaining a market for Units, the Market Maker(s) may realise profits or sustain losses in the amount of any differences between the prices at which it/they buy(s) Units and the prices at which it/they sell(s) Units, which is to a certain extent dependent on the difference between the purchase and sale prices of the underlying stocks or futures comprised within the relevant Underlying Index given that a Market Maker can hedge its position. Any profit made by the Market Maker(s) may be retained by it/them for its/their absolute benefit and it/they shall not be liable to account to any of the Lyxor ETFs in respect of such profits.

#### Additional Listings

The Manager may seek a listing of other units of the same class as the Units on any other internationally recognised regulated stock or investment exchange or marketplace having regard to such factors as commercial viability of the proposed listing, legal and regulatory readiness of the market concerned, prevailing market environment, operational requirements and market development. Any costs associated with any such listing will not be funded out of the assets of any of the Lyxor ETFs.

#### Distributions

The Manager reserves the right to distribute and/or capitalize all or part of the income of the Lyxor ETFs.

The Manager may, at its discretion, pay out income distributions (net of any withholding taxes, if applicable) and net realised capital gains of the Lyxor ETFs to Holders annually or more frequently. On each such distribution, the Manager will allocate for distribution among the Holders of the relevant Lyxor ETF as at the Record Date such amount that the Manager determines may be distributed in its absolute discretion. Amounts to be distributed in respect of each Unit will be determined and declared in US Dollars. Holders can choose the currency of the amounts to be distributed: either in US Dollars (if applicable, rounded down to the nearest US Dollar and US cent per Unit) or in Hong Kong Dollars (rounded down to the nearest 4 decimal places, i.e., with any amount less than HK\$0.0001 rounded downwards and disregarded from the payment). Holders should note that the total distribution amount actually received by each Holder (i.e., the distribution amount per Unit multiplied by the number of Unit(s) held by the relevant Holder) shall further be rounded down to the nearest Hong Kong cent upon payment thereof. The Market Maker and/or the Participating Dealer may be required to receive the distribution in US Dollars rather than in Hong Kong Dollars at the discretion of the Manager. The Record Dates, which will be notified to the Holders via the Manager's website and the SEHK's website, may be changed, or added to, as determined by the Manager.

**Any Holder who shall request for a distribution in HK\$ should note that (i) all costs of conversion of the distribution amount from US\$ into HK\$ shall be borne by such Holder and shall be deducted from the distribution amount payable to such Holder, and that (ii) the distribution amount per Unit shall be rounded down to the nearest 4 decimal places, i.e., with any amount less than HK\$0.0001 rounded downwards and disregarded from the payment, and the total distribution amount actually received by such Holder (i.e., the distribution amount per Unit multiplied by the number of Unit(s) held by such Holder) shall further be rounded down to the nearest Hong Kong cent upon payment thereof, all of such rounding down shall result in such total distribution amount actually received being lesser than the amount which such Holder would have received in the case where no such request for a distribution in HK\$ was made.**



The choice of receiving the distributions in Hong Kong Dollars shall be a service which the Manager shall provide to the Holders through the Hong Kong Representative of the Lyxor ETFs, SG Securities (HK) Limited.

Notwithstanding the above, distributions will only be paid to the extent that they are covered by income received from underlying investments which are received by the relevant Lyxor ETF and are available for distribution.

#### Taxation - Hong Kong

***The following provisions are not intended to be definitive, comprehensive or exhaustive and must not be viewed as tax advice. Investors should consult their own tax advisers with regard to the tax consequences arising from the acquisition, holding or disposal of Units and of the tax treatment which they may be subject to. The Manager does not accept responsibility for any tax effects or liabilities resulting from the acquisition, holding or disposal of Units.***

#### *The Lyxor ETFs*

*Profits Tax:* Each of the Lyxor ETFs whose details are set out in Part 2 of this Prospectus has been authorised by the SFC pursuant to section 104 of the SFO. Accordingly profits of such Lyxor ETFs arising from the sale or disposal of securities, net investment income received by or accruing to the Lyxor ETFs and other profits of the Lyxor ETFs are exempted from Hong Kong profits tax.

*Stamp Duty:* Pursuant to a remission order issued by the Secretary for the Treasury on 20 October 1999, any Hong Kong stamp duty on the transfer of shares to the Lyxor ETFs by an investor pursuant to an application *in specie* will be remitted or refunded. Similarly, Hong Kong stamp duty on the transfer of shares by the Lyxor ETFs to an investor upon redemption of Units will also be remitted or refunded.

No Hong Kong stamp duty is payable by the Lyxor ETFs on an issue or redemption of Units pursuant to an application in cash.

The sale and purchase of any Hong Kong Stock by the Lyxor ETFs will be subject to stamp duty in Hong Kong at the current rate of 0.2% of the price of the shares being sold and purchased. The Lyxor ETFs will be liable to one half of such Hong Kong stamp duty. Notwithstanding the foregoing, no Lyxor ETF will hold any Hong Kong Stock.

#### *The Holders*

*Profits Tax:* Hong Kong profits tax will not be payable by the Holders (other than Holders carrying on a trade, profession or business of investing in securities in Hong Kong) on any gains or profits made on the sale, redemption or other disposal of the Units and on any distributions made by the Lyxor ETFs.

*Stamp Duty:* The register of Holders of the Lyxor ETFs shall be maintained outside Hong Kong. Accordingly, the Units will not constitute Hong Kong Stock for the purposes of the Stamp Duty Ordinance of Hong Kong and a charge to Hong Kong stamp duty should not arise on any redemption or transfer of any Units in the Lyxor ETFs.

#### Change of Underlying Index

The Manager reserves the right, with the prior approval of the AMF (if required) and the SFC and provided that in their opinion, the interests of the Holders would not be adversely affected, to replace the Underlying Index with another Underlying Index.

The circumstances under which such replacement may occur include, without limitation, the following events:

- the Underlying Index ceases to exist;
- the licence agreement is terminated;
- a significant modification of the formula or calculation method of the Underlying Index (other than a modification in accordance with the Underlying Index operating rules, notably in case of a change of the Index Securities or the Index Futures);
- a new Underlying Index replacing the Underlying Index should appear;
- in the opinion of the Manager, a new Underlying Index providing a better valuation of the investment of the Holders should appear. In connection with the foregoing, objective financial criteria such as greater liquidity, considerable reduced expenses and a more efficient market, would serve as an appropriate basis;
- it becomes difficult to invest in the Index Securities or in the Index Futures (as the case may be), or should a part of the Index Securities or the Index Futures offer limited liquidity;
- the Index Provider increases its licence fees to a level considered too high by the Manager;
- in the opinion of the Manager, the quality (including the precision and availability of the data) of the Underlying Index should deteriorate; or
- the instruments and techniques used to ensure good management of the portfolio or to hedge against the exchange risks as necessary for the implementation of the relevant Lyxor ETF's investment policy are not available.

Any change of the Underlying Index of the relevant Lyxor ETF will require the AMF's approval if such change would result in a new risk factor or a change in the management methodology, the necessity of such approval *vis-a-vis* such change will be determined by the AMF at its absolute discretion, and the AMF requires that not less than 3 days' prior notice will be given to the Holders provided that the SFC may require that such notice shall be extended to such longer period as may be agreed with the SFC. In any case, the AMF may require that Holders shall be given opportunities to redeem their Units with redemption fee (if any) waived within 3 months of the notice of change being given. In the event of a change of Underlying Index, the Manager may be entitled to change the name of the relevant Lyxor ETF. All changes in the Underlying Index, the name of any Lyxor ETF or modification to this Prospectus are subject to the prior approval of the SFC.

#### Extension of term of the Lyxor ETF

The Manager may, with the agreement of the Custodian, extend the term of any Lyxor ETF. The term of each Lyxor ETF is currently 99 years from the date of its approval by the AMF. This decision must be taken at least 3 months before the expiry of the relevant Lyxor ETF's term or duration and must be notified to the Holders and the AMF.

#### Termination of the Lyxor ETF

A Lyxor ETF may be terminated if for 30 days, such Lyxor ETF's assets were to remain below €300 000, the Manager will inform the AMF of the fact and will, unless during this 30 day period the NAV of such Lyxor ETF increases to €300,000 or above, dissolve such Lyxor ETF.

In addition, the Manager may terminate a Lyxor ETF before the end of its term of 99 years:

- upon the approvals of the AMF and the Custodian, provided that prior notice has been or will be given to the Holders and all subscription or redemption requests have ceased to be accepted from the date of notice;
- in the event that redemption requests have been received in respect of all Units of such Lyxor ETF;
- upon the termination of the Custodian's functions, when no other custodian has been designated for such Lyxor ETF;
- in the event the relevant Underlying Index ceases to be compiled or published or the relevant licence agreement is terminated, and there is no replacement Underlying Index using the same or substantially similar formula for the method of calculation as used in calculating the relevant Underlying Index upon not less than one month's prior notice (or such shorter period as the AMF and the SFC may agree) being given to the Holders; or
- upon the expiry of the term of such Lyxor ETF, provided that it has not been extended.

#### Costs and expenses in establishing the Lyxor ETF

The preliminary costs and expenses of establishing each Lyxor ETF were paid by the Manager and not paid out of the assets of any of the Lyxor ETFs.

#### Valuation of the Lyxor ETF

Each Lyxor ETF's assets are assessed in compliance with applicable French laws and regulations.

Financial instruments negotiated on a regulated market are assessed at the closing price of the day before the calculation of the relevant Lyxor ETF's NAV. When these financial instruments are negotiated on several regulated markets at the same time, the adopted closing price is the one identified on the regulated market in which they are primarily negotiated.

However, in the absence of significant transactions on a regulated market, the following financial instruments are assessed according to the following special methods:

- Negotiable debt securities having a residual life upon acquisition that is less than or equal to 3 months are assessed with a straight-line extension over the residual lifespan of the difference between the acquisition value and the redemption value. The Manager nevertheless reserves the possibility of assessing these securities at the actual value in case of particular sensitivity to market risks (rates, etc.). The chosen rate is that of the equivalent security issues allocated to the risk margin related to the issuer.
- Negotiable debt securities of which the residual lifespan acquisition is greater than 3 months but of which the residual lifespan on the relevant Lyxor ETF's NAV closing date is equal to or less than 3 months, are assessed by distributing, over the residual lifespan, the difference between the last adopted current value and the reimbursement value. The Manager nevertheless reserves the possibility of assessing these securities at the actual value in case of particular sensitivity to market risks (rates, etc.). The chosen rate is that of the equivalent security issues allocated to the risk margin related to the issuer.

- Negotiable debt securities of which the residual lifespan on the closing date of the relevant Lyxor ETF's NAV is greater than 3 months are assessed at their current value.

Firm forward financial instruments negotiated on organised markets are valued at the clearing price on the eve of the calculation day of the relevant Lyxor ETF's NAV. Conditional forward financial instruments negotiated on organised markets are valued at their market value as determined on the eve of the calculation day of the relevant Lyxor ETF's NAV. Over-the-counter firm or conditional forward financial instruments are valued at the price given by the financial instrument's counterparty. The Manager carries out an independent verification of these valuations.

Deposits are valued at their normal value, plus the attached accrued interest.

The warrants, the short-term loans, the promissory notes and the mortgage notes are valued at their probable negotiation value by the Manager.

Temporary acquisitions and disposals of securities are valued at the market price.

Units and shares of undertakings for collective investment in transferable securities operating under French laws are valued at the last net asset value of such units and shares known on the calculation date of the relevant Lyxor ETF's NAV.

Units and shares of investment funds operating under foreign law are valued at the last net asset value of such units and shares known on the calculation date of the relevant Lyxor ETF's NAV.

Financial instruments negotiated on a regulated market for which the price could not be identified or for which the price has been corrected will be evaluated at their probable market value by the Manager.

The value of the index swap agreement referred to in the Sub-Section of this Prospectus entitled "Synthetic Replication" under the Section of this Prospectus entitled "Investment Strategy" on page 5, which is not listed or quoted on a recognised market, will be determined on each Valuation Day by the counterparty to the index swap agreement, Société Générale, which, in doing so, will be acting as the calculating agent of the relevant index swap agreement. The Manager carries out an independent verification of this valuation.

The exchange rates used for the assessment of financial instruments denominated in a currency other than the Euro are the exchange rates disseminated by WM Reuters on the eve of the closing date of the determination of the relevant Lyxor ETF's NAV.

As the Euro class units of all the Lyxor ETFs are currently listed on the Euronext, NYSE Euronext will calculate and publish the indicative NAV of the Euro units during listing hours on each market day in Paris. For the calculation of the indicative NAV of the Euro units, NYSE Euronext will use the level of the relevant Underlying Index, which is available on Reuters, solely for information purposes. The market prices of the equities and futures comprising the relevant Underlying Index used for the calculation of the relevant Underlying Index level and therefore for the assessment of a Lyxor ETF are provided directly by the relevant Index Provider. Where the indicative NAV are not ascertainable, suspension of dealings and valuation of Euro units may occur.

The Manager will provide NYSE Euronext with all financial and accounting data needed for the calculation by NYSE Euronext of the indicative NAV of the Euro units and notably as the reference NAV, the NAV of the Euro units on the previous Valuation Day associated with a reference level of the Underlying Index equal to the closing value on the previous Valuation Day. This reference NAV and these reference levels for the relevant Underlying Index and exchange rate will serve as a basis for the calculations carried out by NYSE Euronext to establish the indicative NAV of the Euro units for the next market day in Paris and which is updated in real

time. The indicative NAV of the Euro units would then be converted at the prevailing exchange rate, and divided by the ratio of parities, if any, between the Euro units and the Units, to obtain the indicative NAV for the Units (i.e. the difference between the Units and the Euro units would be mostly explained by the difference in prevailing exchange rate between the Euro and the US Dollar currencies plus the possible difference which may arise from the NAV and the indicative NAV of the Units in question which may have been rounded down to the nearest US cent or Hong Kong cent, as the case may be).

#### Use of Financial Derivative Instruments

As the Lyxor ETFs will be making use of financial derivative instruments, including but not limited to index swap agreements, for efficient portfolio management and/or hedging purposes, there are counterparty risks associated with the use of such instruments such as the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing a Lyxor ETF to suffer a loss.

Up to 10% of the NAV of a Lyxor ETF will be invested in financial derivative instruments for investment purposes.

The Manager shall supply to a Holder upon request, supplementary information in relation to (i) the quantitative risk management limits applied by it; (ii) the risk management methods used by it; and the recent evolution of risks and yields for the main instrument categories with which the relevant Lyxor ETF is involved.

#### Information on the Internet

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

- this Prospectus (as revised from time to time);
- the latest annual and semi-annual financial reports (English language only);
- information regarding the portfolio of the Investments held by each Lyxor ETF;
- information regarding the exposure to the counterparty risk borne by each Lyxor ETF and resulting from the relevant index swap agreement (or any other instrument as may be contracted between each Lyxor ETF and a lending institution), as well as the identity of each counterparty of each Lyxor ETF under the relevant index swap agreement (or any other instrument as may be contracted between each Lyxor ETF and a lending institution);
- the issue price and the redemption price for the Units (or the latest NAV of the Units);
- real time or near real time estimated NAV per Unit of each Lyxor ETF;
- any notices for material alterations or additions to the offering document or constitutive document; and
- any public announcements made by any Lyxor ETF, including information with regard to the relevant Underlying Index, notices of the suspension of the calculation of the NAV, changes in fees and the suspension and resumption of trading.

The indicative NAV and last closing NAV for the Units during the listing hours on each Market Day may be made available on Reuters and/or the Manager's website on a best effort basis.

***Investors should note that the Manager shall not be responsible for any non publication or unavailability of such indicative NAV unless such non publication or unavailability is due to fraud, negligence or wilful default on the part of the Manager and that the indicative NAV of the Units may differ from the actual NAV of the Units.***

#### By Laws

Each Lyxor ETF was established under French law by their respective By Laws. All Holders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the By Laws. The By Laws contain provisions regarding the co-ownership nature of Units, subscription and redemption of Units, appointment and role of the Manager, the Custodian and the auditors, allocation of profits and liquidation of the Lyxor ETF. Investors are advised to consult the terms of the By Laws.

#### Documents Available for Inspection

Copies of the following documents in respect of each Lyxor ETF are available for inspection at the address of the Hong Kong Representative free of charge during normal business hours and for making of copies thereof upon the payment of a reasonable fee:

- the transfer agent agreement to be entered between the Manager and the Transfer Agent;
- the form of the Participation Agreement to be entered between the Manager and each Participating Dealer;
- the agreement entered into between the Manager and the Hong Kong Representative;
- the Service Agreements for the Lyxor ETFs each entered into among the Manager, the Custodian, the Registrar, the Transfer Agent, HKSCC, the Service Agent and the Participating Dealer;
- the risk management procedures adopted by the Manager;
- the most recent yearly audited reports and semi-annual reports for each Lyxor ETF; and
- the By Laws.

#### **Definitions**

*In this Prospectus, unless the context requires otherwise or unless otherwise defined, the following expressions have the meanings set out below:*

"Adjustments" has the meaning on page 27 of this Prospectus;

"AMF" means *Autorité des Marchés Financiers* or the French Financial Markets Authority;

"Basket of Stocks" means a basket of international shares held as assets by a Lyxor ETF;

"Benchmark Index" means, in respect of each Lyxor ETF, the relevant Underlying Index of the relevant Lyxor ETF, increased, if applicable, by the potential dividends as may be distributed by the constituent of the relevant Underlying Index and calculated net of any applicable tax;

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

"By Laws" means, in respect of each Lyxor ETF, the constitution of the ETF in such case as approved by the AMF;

"CCASS" means the Central Clearing and Settlement System established and operated by HKSCC or any successor system operated by HKSCC or its successors;

"CCASS Operational Procedures" means the CCASS Operational Procedures as amended from time to time;

"CCASS Rules" means the General Rules of CCASS as amended from time to time;

"Code" means the Code on Unit Trusts and Mutual Funds dated April 2003 issued by the SFC (as amended from time to time);

"Connected Person" in relation to a company means:

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

"Custodian" means Société Générale or the person or persons for the time being appointed by the Manager as the custodian of a Lyxor ETF to hold all the assets and property of such Lyxor ETF;

"Dealing Deadline" means, in respect of each Lyxor ETF, the dealing deadline of the relevant Lyxor ETF as more particularly described in the relevant Section of Part 2 of this Prospectus;

"Deposit Basket" has the meaning on page 27 of this Prospectus;

"ETF" means an exchange traded fund;

"Euro" or "€" means a unit of the single European currency;

"Euroclear" means the Euroclear System, operated by Euroclear Bank S.A./N.V.;

"Euronext" means the Euronext Paris of NYSE Euronext;

"France" means *République Française* or the French Republic;

"HKSCC" means the Hong Kong Securities Clearing Company Limited or its successors;

"Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China;

"Hong Kong Dollar" or "HK\$" mean the lawful currency for the time being and from time to time of Hong Kong;

"Hong Kong Representative" means, in respect of each Lyxor ETF, SG Securities (HK) Limited or such other person as may from time to time be appointed by the Manager as the representative in Hong Kong to represent the Manager and each Lyxor ETF in accordance with the provisions of Chapter 9 of the Code;

"Hong Kong Stock" means a stock the transfer of which is required to be registered in Hong Kong;

"Holder" means the person for the time being entered in the register as the holder of a Unit and (where the context so permits) persons jointly so entered or, where the context permits, the beneficial owner of Units which are registered in the name of HKSCC Nominees Limited and held in CCASS;

"Index Futures" means the constituent futures for the time being of the relevant Underlying Index;

"Index Provider" means, in respect of each Lyxor ETF, the person responsible for compiling the relevant Underlying Index tracked by the relevant Lyxor ETF who holds the right to licence the use of such Underlying Index to the Manager;

"Index Securities" means the constituent securities for the time being of the relevant Underlying Index;

"In-Kind Unit" means, in relation to each Lyxor ETF, such number of Units or multiples thereof as specified in Part 2 of this Prospectus for the relevant Lyxor ETF or such other multiples of Units from time to time determined by the Manager and notified to the Participating Dealer(s);

"Investments" means such investments held by the relevant Lyxor ETF as may from time to time be permitted under the applicable laws and regulations;

"Lyxor ETF" means any ETF managed by the Manager to which this Prospectus relates;

"Market Day" means any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Hong Kong and the SEHK are open for business;

"Market Maker" means any person who has entered into an agreement with the Manager to make a market in the Units on the SEHK, the first of which is SG Securities (HK) Limited;

"NAV" means the net asset value of the relevant Lyxor ETF or, as the context may require, its net asset value per Unit;

"Non-Index Securities" means, in respect of the relevant Underlying Index, securities other than Index Securities;

"Passive Non-compliance" has the meaning on page 16 of this Prospectus;



"Participation Agreement" means an agreement entered into between the Manager and a Participating Dealer setting out, inter alia, the arrangements in respect of the creation and redemption of Units as described in this Prospectus;

"Participating Dealer" means a licensed dealer appointed by the Manager to deal with, inter alia, the creation and redemption of Units as described in this Prospectus, the first of which is SG Securities (HK) Limited;

"Record Date" means the date or dates as may from time to time be determined by the Manager as the date or dates for the purpose of determining the Holders of record entitled to receive any distributions of income;

"Redemption Basket" has the meaning on page 30 of this Prospectus;

"Redemption Unit" has the meaning on page 30 of this Prospectus;

"Reference Valuation Day" in respect of any Dealing Deadline, has the meaning on page 25 of this Prospectus and which shall, in respect of each Lyxor ETF, be the Valuation Day for the relevant Dealing Deadline of the relevant Lyxor ETF as more particularly described in the relevant Section of Part 2 of this Prospectus;

"Reference Valuation Point" in respect of any Dealing Deadline, has the meaning on page 25 of this Prospectus and which shall, in respect of each Lyxor ETF, be the Valuation Point for the relevant Dealing Deadline of the relevant Lyxor ETF as more particularly described in the relevant Section of Part 2 of this Prospectus;

"Stock Segregated Accounts" means a stock segregated account or sub-account maintained by a CCASS participant with CCASS;

"SEHK" means The Stock Exchange of Hong Kong Limited or its successor;

"Service Agent" means HK Conversion Agency Services Limited or its successor;

"Service Agreement" means, in respect of each Lyxor ETF, an agreement entered into between the Manager, the Custodian, the Registrar, HKSCC, the Service Agent and a Participating Dealer setting out, inter alia, the arrangements in respect of the deposit of Units of such Lyxor ETF into and withdraw of Units of such Lyxor ETF from CCASS;

"Settlement Date" has the meaning ascribed to it on page 25 of this Prospectus or such other time/date as may from time to time be determined by the Manager;

"SFC" means the Securities and Futures Commission of Hong Kong or its successors;

"SFO" means the Securities and Futures Ordinance (Cap. 571) of Hong Kong;

"Total Expense Ratio" or "TER" means, in respect of each Lyxor ETF and in accordance with the European Union Commission Recommendation 2004/384/EC, all operating costs but notably excludes transaction costs (as disclosed in the relevant Section of Part 2 of this Prospectus), an additional tracking cost, if any, and indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of this Prospectus entitled "Synthetic Replication" under the Section of this Prospectus entitled "Investment Strategy" on page 5, as set out in the relevant Section of Part 2 of this Prospectus;

"Trading Board Lot Size" means, in respect of each Lyxor ETF, the board lot size of Units of a particular Lyxor ETF which are quoted and traded on the SEHK as set out in Part 2 of this Prospectus;

"Transaction Day" means, in respect of each Lyxor ETF and for a particular subscription application or redemption request relating to the relevant Lyxor ETF, any day on which the official NAV per Unit of the relevant Lyxor ETF for the relevant subscription application or redemption request is published in Hong Kong and, for this purpose, such official NAV per Unit of the relevant Lyxor ETF will be published in Hong Kong on the Valuation Day immediately following the Manager having calculated and released in Paris time (in respect of each Lyxor ETF, the indicative timing at which the official NAV is released in Paris and published in Hong Kong is set out in the relevant Section of Part 2 of this Prospectus) the official NAV per Unit of the relevant Lyxor ETF for the relevant subscription application or redemption request, and such calculation will be carried out and released in Paris time (in respect of each Lyxor ETF, the indicative timing at which the official NAV is released in Paris and published in Hong Kong is set out in the relevant Section of Part 2 of this Prospectus) on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day applicable and corresponding to the relevant subscription application or redemption request;

"Transfer Agent" means, in respect of each Lyxor ETF, Société Générale, Hong Kong Branch or such other person as may from time to time be appointed by the Manager to perform unit creation and redemption confirmation and daily reconciliation pursuant to the relevant Service Agreement of such Lyxor ETF;

"UCITS" means Undertakings for Collective Investment in Transferable Securities, being a collective investment scheme established and regulated in a member state of the European Union and authorised as such;

"Underlying Index" means, in respect of each Lyxor ETF, the index to which the relevant Lyxor ETF relates, as more particularly described in the Section entitled "Investment Objective" of the relevant Section of Part 2 of this Prospectus;

"Units" means US Dollar denominated units in a Lyxor ETF which are listed and traded on the SEHK;

"US Dollar" or "US\$" means the lawful currency of the United States of America;

"Valuation Day" in respect of a Lyxor ETF, means any day on which a calculation of the NAV of the relevant Lyxor ETF and/or the NAV per Unit of the relevant Lyxor ETF will be carried out, which will be a day on which (a) the relevant Underlying Index is compiled and published by the relevant Index Provider, and (b) the SEHK and the Euronext are open for normal trading (other than a day on which trading on the SEHK or the Euronext is scheduled to close prior to its regular weekday closing time) and/or such other day or days as the Manager may from time to time determine; and

"Valuation Point" in respect of a Valuation Day for a Lyxor ETF, means the time when the closing level of the relevant Underlying Index is compiled and published by the relevant Index Provider on the relevant Valuation Day (or such other time or times as may from time to time be determined by the Manager provided that there shall always be a Valuation Point on each Valuation Day).

## **PART 2 – SPECIFIC INFORMATION RELATING TO EACH LYXOR ETF**

*This Part 2 of this Prospectus includes specific information relevant to each Lyxor ETF listed on the SEHK and is updated from time to time by the Manager subject to the SFC's approval.*

*The information presented in this Part is also subject to revision caused by the Index Provider(s). Investors should note that the information relating to each Underlying Index in this Part was obtained from publicly available documents that have not been prepared or independently verified by the Manager or any of their respective affiliates or advisers in connection with the offering and listing of Units and none of them makes any representation as to or takes any responsibility for the accuracy or completeness of such information.*

*The Manager will consult the SFC on (i) any significant events relating to any Underlying Index that might affect the authorisation or listing status of the relevant Lyxor ETF in France and (ii) any other events in relation to any Underlying Index that France would require notification to investors. Such events will be notified to Holders as soon as practicable. These may include a change in the methodology/rules for compiling or calculating any Underlying Index, or a change in the objective or characteristics of any Underlying Index.*

**LYXOR ETF FTSE RAFI US 1000\***  
**(\* This is a synthetic ETF)**

Key Information

The following table is a summary of key information in respect of the LYXOR ETF FTSE RAFI US 1000, and should be read in conjunction with the full text of this Prospectus.

Underlying Index	FTSE RAFI US 1000 <sup>TM</sup> strategy index
Date of establishment	24 January 2007
Listing Date (SEHK)	3 June 2008 (but no later than 3 July 2008)
Exchange Listing	SEHK – Main Board
Stock Code	2803
Trading Board Lot Size	100 Units
Trading Currency	Hong Kong Dollars (HK\$)
In-Kind Unit / Redemption Unit (only Participating Dealer(s))	Minimum amount : the USD equivalent to EUR 100,000
In-cash subscription / redemption (only Participating Dealer(s))	No minimum amount for in-cash subscription / redemption
Total Expense Ratio (the “TER”)	0.60% of the NAV  * For the avoidance of doubt the TER does not represent the estimated tracking error and excludes (i) an additional tracking cost, if any; and (ii) any indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5, which will be borne by the LYXOR ETF FTSE RAFI US 1000, and such indirect costs will be reflected in the mark-to-market value of the index swap agreement from time to time and may have a substantial adverse impact on the NAV and the performance of the LYXOR ETF FTSE RAFI US 1000, and may result in higher tracking error.
Investment Strategy	Synthetic Replication (please see Part 1 of this Prospectus)
Counterparty to the Swap Agreement	Société Générale

**LYXOR ETF FTSE RAFI US 1000\***  
**(\* This is a synthetic ETF)**

Fiscal year end	The last day in August of each year on which the Euronext is open for trading
Dealing Deadline	4:00 p.m. (Hong Kong time) on each Valuation Day of the LYXOR ETF FTSE RAFI US 1000
Reference Valuation Day	In respect of any relevant Dealing Deadline of the LYXOR ETF FTSE RAFI US 1000, the Reference Valuation Day shall be on the same day as the relevant Dealing Deadline
Reference Valuation Point	In respect of any relevant Dealing Deadline of the LYXOR ETF FTSE RAFI US 1000, the Reference Valuation Point shall be the time when the closing level of the FTSE RAFI US 1000 <sup>TM</sup> strategy index is compiled and published by its Index Provider on the Reference Valuation Day (or such other time or times as may from time to time be determined by the Manager provided that there shall always be a Reference Valuation Point on the Reference Valuation Day)
Indicative timing at which the official NAV is released in Paris and published in Hong Kong	<p>In respect of any relevant Dealing Deadline of the LYXOR ETF FTSE RAFI US 1000:</p> <p>The official NAV will be released around 6:00 p.m. Paris time on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline</p> <p>Under normal circumstances, the official NAV will be published in Hong Kong before the SEHK is open for normal trading on the second Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline</p>

Exchange Listing and Trading

Application has been made to the Listing Committee of the SEHK for the listing of and permission to deal in the Units of the LYXOR ETF FTSE RAFI US 1000. The Euro units of the LYXOR ETF FTSE RAFI US 1000 are currently listed on, amongst other exchanges, the Euronext but will not be listed on the SEHK.

The Units are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as at the date of this Prospectus. Application may be made in the future for a listing of other units of the same class as the Units on one or more other stock exchanges.

## **LYXOR ETF FTSE RAFI US 1000\*** **(\* This is a synthetic ETF)**

### Issue and redemption of Units

Units of the LYXOR ETF FTSE RAFI US 1000 available for subscription or redemption through a Participating Dealer are issued at an issue price or (as the case may be) redeemed at a redemption price denominated in US Dollars and based on the NAV per Unit at the Reference Valuation Point of the Reference Valuation Day of the LYXOR ETF FTSE RAFI US 1000 which is applicable and corresponding to the relevant Dealing Deadline of the LYXOR ETF FTSE RAFI US 1000 before which the relevant subscription or (as the case may be) redemption request is received by the relevant Participating Dealer. In respect of any relevant Dealing Deadline of the LYXOR ETF FTSE RAFI US 1000, the Reference Valuation Day shall be on the same day as the relevant Dealing Deadline, and the Reference Valuation Point shall be the Valuation Point in respect of the Reference Valuation Day.

### Investment Objective

The LYXOR ETF FTSE RAFI US 1000 seeks to provide investment results that closely correspond to the performance of the Benchmark Index in respect of the LYXOR ETF FTSE RAFI US 1000. The investment objective of the LYXOR ETF FTSE RAFI US 1000 is to minimize the tracking error between (i) the LYXOR ETF FTSE RAFI US 1000's performance and that of (ii) the Benchmark Index in respect of the LYXOR ETF FTSE RAFI US 1000.

Although the AMF has confirmed the eligibility of strategy indices as exchange-traded funds, they do not have the benefit of the exceptions accorded to index-based UCITS under the applicable laws in that an index-based UCITS is entitled to use up to 20% of its assets to acquire shares of a single issuing entity, and this 20% limit can be increased to 35% for one of such single issuing entities which the index-based UCITS invests in. The LYXOR ETF FTSE RAFI US 1000 has been approved under this regime.

The LYXOR ETF FTSE RAFI US 1000, nonetheless, currently intends only to invest in accordance with the standard investment restrictions of 10% in a single issuing entity.

The tracking error objective calculated over a period of 52 weeks is less than 1%. If the tracking error exceeds 1% nonetheless, the objective is to remain below 5% of the volatility of the Benchmark Index in respect of the LYXOR ETF FTSE RAFI US 1000.

There can be no assurance that the LYXOR ETF FTSE RAFI US 1000 will achieve its investment objective.

### Typical Investor Profile

An investor subscribing to the LYXOR ETF FTSE RAFI US 1000 would generally want to obtain an exposure to the United States equity market.

The recommended minimum investment period is more than 5 years. Please note, however, that the LYXOR ETF FTSE RAFI US 1000 may be terminated in circumstances as set out in Part 1 of this Prospectus.

**LYXOR ETF FTSE RAFI US 1000\***  
**(\* This is a synthetic ETF)**

Fees and Charges

The following fees and charges are payable by an investor investing in the LYXOR ETF FTSE RAFI US 1000:

Subscription fee or preliminary charge <sup>1</sup>	The higher of (i) €40,000 (converted <sup>2</sup> to US\$) per subscription request and (ii) 2% of the NAV per Unit multiplied by the number of Units subscribed
Redemption charge <sup>1</sup>	The higher of (i) €40,000 (converted <sup>2</sup> to US\$) per redemption request and (ii) 2% of the NAV per Unit multiplied by the number of Units redeemed
Brokerage	Market rate
Transaction levy	0.003% <sup>3</sup>
Trading fee	0.005% <sup>4</sup>
Stamp duty	Nil

The following fees and charges are payable out of the assets of the LYXOR ETF FTSE RAFI US 1000:

Management fee <sup>5</sup>	Currently 0.60% per annum  Maximum 0.60% per annum
Performance fee	Nil
Transaction costs	Currently nil <sup>6</sup>

<sup>1</sup> Unless otherwise agreed by the Manager, subscriptions and redemptions in cash or in kind through a Participating Dealer are subject to subscription fees and redemption charges. No subscription fees or redemption charges will apply in the case of Units bought or sold on the SEHK.

<sup>2</sup> Investors should note that the exchange costs and risks, if any, will be borne by the investors.

<sup>3</sup> Transaction levy of 0.003% of the price of the Units, payable by the buyer and the seller.

<sup>4</sup> Trading fee of 0.005% of the price of the Units, payable by the buyer and the seller.

<sup>5</sup> The fees payable to the Custodian, the Hong Kong Representative, the Transfer Agent and the Listing Agent will be paid by the Manager out of the management fee. The management fee is payable semi-annually in arrears.

<sup>6</sup> Transaction costs may be charged to the LYXOR ETF FTSE RAFI US 1000 although there is currently no transaction cost. Transaction costs (if any) may include, amongst others, costs in connection with the LYXOR ETF FTSE RAFI US 1000's purchase of the Investments including equity swap agreement, any brokerage and stock market taxes, and any transfer fees payable to the Custodian and/or the Manager.

**LYXOR ETF FTSE RAFI US 1000\***  
**(\* This is a synthetic ETF)**

The LYXOR ETF FTSE RAFI US 1000 will bear (i) an additional tracking cost set out below, if any; and (ii) indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5:

Tracking cost	Currently nil <sup>7</sup>
---------------	----------------------------

The following fees are payable by Participating Dealer(s) in respect of the LYXOR ETF FTSE RAFI US 1000:

<b>Creation of Units:</b>	
Transaction fee.....	See Note <sup>8</sup>
Daylight settlement fee.....	Up to HK\$10,000 <sup>9</sup> per application
Cancellation fee.....	Up to HK\$10,000 <sup>9</sup> per application
Extension fee.....	Up to HK\$10,000 <sup>9</sup> per application
Partial delivery request fee.....	Up to HK\$10,000 <sup>9</sup> per application
Stamp duty .....	Nil
Transaction levy and trading fee .....	Nil

<b>Redemption of Units:</b>	
Transaction fee.....	See Note <sup>8</sup>
Cancellation fee.....	Up to HK\$10,000 <sup>9</sup> per application
Extension fee.....	Up to HK\$10,000 <sup>9</sup> per application
<i>Ad valorem</i> stamp duty.....	Nil

The Underlying Index

The Underlying Index in respect of the LYXOR ETF FTSE RAFI US 1000 is the FTSE RAFI US 1000<sup>TM</sup> strategy index, which is a price return index. The FTSE RAFI US 1000<sup>TM</sup> strategy index is denominated in US Dollars.

<sup>7</sup> There is currently no tracking cost. However, as such tracking cost must be taken into account in calculating the value of the index swap agreement, please note that the performance of the LYXOR ETF FTSE RAFI US 1000 would therefore be adversely affected by such tracking cost and may lead to higher tracking error, if such tracking cost arises in future.

<sup>8</sup> A transaction fee is payable by the Participating Dealer to the Manager for the benefit of the Transfer Agent and the Service Agent. The Transfer Agent and the Service Agent will charge a fee for each subscription or redemption application which will be met out of the transaction fee. The Transfer Agent and the Service Agent’s fees will be a fee of up to HK\$15,000 per application and a fixed fee of HK\$1,000 per application, respectively.

<sup>9</sup> Such fee is payable by the Participating Dealer on each occasion that the Manager grants the Participating Dealer’s request for daylight real time settlement, partial delivery, cancellation or extended settlement in respect of such application. The daylight settlement fee is payable when the Participating Dealer fails to complete a creation by the Settlement Date and so opts to use daylight settlement available at Euroclear to settle trades on the same day.



**LYXOR ETF FTSE RAFI US 1000\***  
**(\* This is a synthetic ETF)**

The FTSE RAFI US 1000™ strategy index is an equity index calculated and maintained jointly by international index supplier FTSE International Limited (hereinafter "FTSE") and Research Affiliates LLC, a management research organisation, partner of the FTSE. The FTSE RAFI US 1000™ strategy index is published by the FTSE.

The FTSE RAFI US 1000™ strategy index comprises solely United States stocks selected on an annual basis within the realm of United States stock on the FTSE USA All Cap Index. As at 31 December 2007, the FTSE RAFI US 1000™ strategy index represented more than 88% of the market capitalisation of the FTSE USA All Cap Index and comprised over 96% of the shares included in the S&P500 index (SPX). The FTSE RAFI US 1000™ strategy index comprises the largest 1000 companies by fundamental value selected from the constituents of the FTSE USA All Cap Index.

The FTSE RAFI US 1000™ strategy index is part of FTSE RAFI's range of indices referred to as "fundamental".

The Manager selected the FTSE RAFI US 1000™ strategy index for the LYXOR ETF FTSE RAFI US 1000 because it believes that the FTSE RAFI US 1000™ strategy index has clearly defined rules and is a tradable index with high liquidity.

Constituent securities of the Underlying Index

The official FTSE RAFI indices are calculated daily on the closing value by using the official closing price of each stock exchange on which the constituent stocks are listed.

The FTSE RAFI US 1000™ strategy index is available in real time through Reuters (.FTFR10) and Bloomberg (FR10), and the closing price of the FTSE RAFI US 1000™ strategy index is available on the FTSE's website: [www.ftse.com](http://www.ftse.com).

As at 31 May 2011, the 10 largest constituent stocks of the FTSE RAFI US 1000™ strategy index are as follows:-

Rank	Constituent Name	Weight (%)
1	EXXON MOBIL CORP	2.92%
2	AT&T INC	2.38%
3	GENERAL ELECTRIC CO	2.04%
4	BANK OF AMERICA CORP	1.91%
5	CHEVRON CORP	1.84%
6	JPMORGAN CHASE & CO	1.66%
7	PFIZER INC	1.64%
8	WAL-MART STORES INC	1.55%
9	CITIGROUP INC	1.54%
10	VERIZON COMMUNICATIONS INC	1.37%



## **LYXOR ETF FTSE RAFI US 1000\*** **(\* This is a synthetic ETF)**

### Description of the Underlying Index methodology

The monitored performance is that of the index closing prices.

FTSE RAFI methodology is based on a quantitative analysis rule aiming to evaluate and select the underlying stock according to fundamental criteria. Eligible stock is valued individually and classed based on a coefficient calculated according to 4 analysis factors for the company: dividend, cash flow, sales and book value. These criteria fall within a long-term approach to company analysis. Stocks with the highest coefficients (defined above) are selected in the FTSE RAFI US 1000™ strategy index. Weighting for each stock is determined based on a calculated coefficient and free float-adjusted market capitalisation.

The FTSE RAFI strategy indices are analysed and rebalanced annually, in March. The FTSE RAFI methodology and calculation method are based on a variable number of companies in the FTSE RAFI US 1000™ strategy index. The complete methodology for the construction of FTSE RAFI strategy indices is available for consultation on the FTSE web site: [www.ftse.com](http://www.ftse.com).

### Real Time Information

The estimated NAV of the Euro class units of the Lyxor ETF FTSE RAFI US 1000 and its trading information on Euronext Paris SA are available on the website of Euronext Paris SA: [www.euronext.com](http://www.euronext.com).

### Index Provider Disclaimer

LYXOR ETF FTSE RAFI US 1000 does not benefit in any manner whatsoever from the sponsoring, support, or promotion, and is not sold by FTSE International Limited (hereinafter "FTSE"), London Stock Exchange Plc, The Financial Times Limited or Research Affiliates LLC (collectively designated as the "Holders").

The Holders do not grant any guarantee and do not make any commitment, whether explicit or implied, as to the income to be obtained by using the FTSE RAFI US 1000™ strategy index (hereinafter the "Index") and/or the level at which the Index is positioned at any given moment or day or any other type. The Index is calculated by or on behalf of FTSE. The Holders shall not be held responsible (regardless of resulting from negligence or any other reason) for any error impacting the Index concerning whosoever and shall not be obliged to inform whosoever of any error impacting it.

"FTSE®", "FT-SE®" and "Footsie®" are trademarks registered by the London Stock Exchange Plc and The Financial Times Limited, and are used under licence by FTSE. "RAFI™" and "Research Affiliates™" are trademarks owned by Research Affiliates LLC and are used under licence by FTSE.

**LYXOR ETF FTSE RAFI EUROPE\***  
**(\* This is a synthetic ETF)**

Key Information

The following table is a summary of key information in respect of the LYXOR ETF FTSE RAFI EUROPE, and should be read in conjunction with the full text of this Prospectus.

Underlying Index	FTSE RAFI EUROPE™ strategy index
Date of establishment	24 January 2007
Listing Date (SEHK)	3 June 2008 (but no later than 3 July 2008)
Exchange Listing	SEHK – Main Board
Stock Code	2806
Trading Board Lot Size	100 Units
Trading Currency	Hong Kong Dollars (HK\$)
In-Kind Unit / Redemption Unit (only Participating Dealer(s))	Minimum amount : the USD equivalent to EUR 100,000
In-cash subscription / redemption (only Participating Dealer(s))	No minimum amount for in-cash subscription / redemption
Total Expense Ratio (the “TER”)	0.60% of the NAV  * For the avoidance of doubt the TER does not represent the estimated tracking error and excludes (i) an additional tracking cost, if any; and (ii) any indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5, which will be borne by the LYXOR ETF FTSE RAFI EUROPE, and such indirect costs will be reflected in the mark-to-market value of the index swap agreement from time to time and may have a substantial adverse impact on the NAV and the performance of the LYXOR ETF FTSE RAFI EUROPE, and may result in higher tracking error.
Investment Strategy	Synthetic Replication (please see Part 1 of this Prospectus)
Counterparty to the Swap Agreement	Société Générale

**LYXOR ETF FTSE RAFI EUROPE\***  
**(\* This is a synthetic ETF)**

Fiscal year end	The last day in August of each year on which the Euronext is open for trading
Dealing Deadline	4:00 p.m. (Hong Kong time) on each Valuation Day of the LYXOR ETF FTSE RAFI EUROPE
Reference Valuation Day	In respect of any relevant Dealing Deadline of the LYXOR ETF FTSE RAFI EUROPE, the Reference Valuation Day shall be on the same day as the relevant Dealing Deadline
Reference Valuation Point	In respect of any relevant Dealing Deadline of the LYXOR ETF FTSE RAFI EUROPE, the Reference Valuation Point shall be the time when the closing level of the FTSE RAFI EUROPE™ strategy index is compiled and published by its Index Provider on the Reference Valuation Day (or such other time or times as may from time to time be determined by the Manager provided that there shall always be a Reference Valuation Point on the Reference Valuation Day)
Indicative timing at which the official NAV is released in Paris and published in Hong Kong	<p>In respect of any relevant Dealing Deadline of the LYXOR ETF FTSE RAFI EUROPE:</p> <p>The official NAV will be released around 6:00 p.m. Paris time on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies.</p> <p>Under normal circumstances, the official NAV will be published in Hong Kong before the SEHK is open for normal trading on the second Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies</p>

Exchange Listing and Trading

Application has been made to the Listing Committee of the SEHK for the listing of and permission to deal in the Units of the LYXOR ETF FTSE RAFI EUROPE. The Euro units of the LYXOR ETF FTSE RAFI EUROPE are currently listed on, amongst other exchanges, the Euronext but will not be listed on the SEHK.

The Units are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as at the date of this Prospectus. Application may be made in the future for a listing of other units of the same class as the Units on one or more other stock exchanges.

## **LYXOR ETF FTSE RAFI EUROPE\*** **(\* This is a synthetic ETF)**

### Issue and redemption of Units

Units of the LYXOR ETF FTSE RAFI EUROPE available for subscription or redemption through a Participating Dealer are issued at an issue price or (as the case may be) redeemed at a redemption price denominated in US Dollars and based on the NAV per Unit at the Reference Valuation Point of the Reference Valuation Day of the LYXOR ETF FTSE RAFI EUROPE which is applicable and corresponding to the relevant Dealing Deadline of the LYXOR ETF FTSE RAFI EUROPE before which the relevant subscription or (as the case may be) redemption request is received by the relevant Participating Dealer. In respect of any relevant Dealing Deadline of the LYXOR ETF FTSE RAFI EUROPE, the Reference Valuation Day shall be on the same day as the relevant Dealing Deadline, and the Reference Valuation Point shall be the Valuation Point in respect of the Reference Valuation Day.

### Investment Objective

The LYXOR ETF FTSE RAFI EUROPE seeks to provide investment results that closely correspond to the performance of the Benchmark Index in respect of the LYXOR ETF FTSE RAFI EUROPE. The investment objective of the LYXOR ETF FTSE RAFI EUROPE is to minimize the tracking error between (i) the LYXOR ETF FTSE RAFI EUROPE's performance and that of (ii) the Benchmark Index in respect of the LYXOR ETF FTSE RAFI EUROPE.

Although the AMF has confirmed the eligibility of strategy indices as exchange-traded funds, they do not have the benefit of the exceptions accorded to index-based UCITS under the applicable laws in that an index-based UCITS is entitled to use up to 20% of its assets to acquire shares of a single issuing entity, and this 20% limit can be increased to 35% for one of such single issuing entities which the index-based UCITS invests in. The LYXOR ETF FTSE RAFI EUROPE has been approved under this regime.

The LYXOR ETF FTSE RAFI EUROPE, nonetheless, currently intends only to invest in accordance with the standard investment restrictions of 10% in a single issuing entity.

The tracking error objective calculated over a period of 52 weeks is less than 1%. If the tracking error exceeds 1% nonetheless, the objective is to remain below 5% of the volatility of the Benchmark Index in respect of the LYXOR ETF FTSE RAFI EUROPE.

There can be no assurance that the LYXOR ETF FTSE RAFI EUROPE will achieve its investment objective.

### Typical Investor Profile

An investor subscribing to the LYXOR ETF FTSE RAFI EUROPE would generally want to obtain an exposure to the European equity market.

The recommended minimum investment period is more than 5 years. Please note, however, that the LYXOR ETF FTSE RAFI EUROPE may be terminated in circumstances as set out in Part 1 of this Prospectus.

**LYXOR ETF FTSE RAFI EUROPE\***  
**(\* This is a synthetic ETF)**

Fees and Charges

The following fees and charges are payable by an investor investing in the LYXOR ETF FTSE RAFI EUROPE:

Subscription fee or preliminary charge <sup>10</sup>	The higher of (i) €40,000 (converted <sup>11</sup> to US\$) per subscription request and (ii) 2% of the NAV per Unit multiplied by the number of Units subscribed
Redemption charge <sup>27</sup>	The higher of (i) €40,000 (converted <sup>11</sup> to US\$) per redemption request and (ii) 2% of the NAV per Unit multiplied by the number of Units redeemed
Brokerage	Market rate
Transaction levy	0.003% <sup>12</sup>
Trading fee	0.005% <sup>13</sup>
Stamp duty	Nil

The following fees and charges are payable out of the assets of the LYXOR ETF FTSE RAFI EUROPE:

Management fee <sup>14</sup>	Currently 0.60% per annum  Maximum 0.60% per annum
Performance fee	Nil
Transaction costs	Currently nil <sup>15</sup>

<sup>10</sup> Unless otherwise agreed by the Manager, subscriptions and redemptions in cash or in kind through a Participating Dealer are subject to subscription fees and redemption charges. No subscription fees or redemption charges will apply in the case of Units bought or sold on the SEHK.

<sup>11</sup> Investors should note that the exchange costs and risks, if any, will be borne by the investors.

<sup>12</sup> Transaction levy of 0.003% of the price of the Units, payable by the buyer and the seller.

<sup>13</sup> Trading fee of 0.005% of the price of the Units, payable by the buyer and the seller.

<sup>14</sup> The fees payable to the Custodian, the Hong Kong Representative, the Transfer Agent and the Listing Agent will be paid by the Manager out of the management fee. The management fee is payable semi-annually in arrears.

<sup>15</sup> Transaction costs may be charged to the LYXOR ETF FTSE RAFI EUROPE although there is currently no transaction cost. Transaction costs (if any) may include, amongst others, costs in connection with the LYXOR ETF FTSE RAFI EUROPE's purchase of the Investments including equity swap agreement, any brokerage and stock market taxes, and any transfer fees payable to the Custodian and/or the Manager.

**LYXOR ETF FTSE RAFI EUROPE\***  
**(\* This is a synthetic ETF)**

The LYXOR ETF FTSE RAFI EUROPE will bear (i) an additional tracking cost set out below, if any; and (ii) indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5:

Tracking cost	Currently nil <sup>16</sup>
---------------	-----------------------------

The following fees are payable by Participating Dealer(s) in respect of the Lyxor ETF FTSE RAFI EUROPE:

<b>Creation of Units:</b>	
Transaction fee.....	See Note <sup>17</sup>
Daylight settlement fee.....	Up to HK\$10,000 <sup>18</sup> per application
Cancellation fee.....	Up to HK\$10,000 <sup>18</sup> per application
Extension fee.....	Up to HK\$10,000 <sup>18</sup> per application
Partial delivery request fee.....	Up to HK\$10,000 <sup>18</sup> per application
Stamp duty .....	Nil
Transaction levy and trading fee .....	Nil

<b>Redemption of Units:</b>	
Transaction fee .....	See Note <sup>17</sup>
Cancellation fee .....	Up to HK\$10,000 <sup>18</sup> per application
Extension fee .....	Up to HK\$10,000 <sup>18</sup> per application
<i>Ad valorem</i> stamp duty.....	Nil

The Underlying Index

The Underlying Index in respect of the LYXOR ETF FTSE RAFI EUROPE is the FTSE RAFI EUROPE™ strategy index, which is a price return index. The FTSE RAFI EUROPE™ strategy index is denominated in Euros.

<sup>16</sup> There is currently no tracking cost. However, as such tracking cost must be taken into account in calculating the value of the index swap agreement, please note that the performance of the LYXOR ETF FTSE RAFI EUROPE would therefore be adversely affected by such tracking cost and may lead to higher tracking error, if such tracking cost arises in future.

<sup>17</sup> A transaction fee is payable by the Participating Dealer to the Manager for the benefit of the Transfer Agent and the Service Agent. The Transfer Agent and the Service Agent will charge a fee for each subscription or redemption application which will be met out of the transaction fee. The Transfer Agent and the Service Agent’s fees will be a fee of up to HK\$15,000 per application and a fixed fee of HK\$1,000 per application, respectively.

<sup>18</sup> Such fee is payable by the Participating Dealer on each occasion that the Manager grants the Participating Dealer’s request for daylight real time settlement, partial delivery, cancellation or extended settlement in respect of such application. The daylight settlement fee is payable when the Participating Dealer fails to complete a creation by the Settlement Date and so opts to use daylight settlement available at Euroclear to settle trades on the same day.



**LYXOR ETF FTSE RAFI EUROPE\***  
**(\* This is a synthetic ETF)**

The FTSE RAFI EUROPE™ strategy index is an equity index calculated and maintained jointly by international index supplier FTSE International Limited (hereinafter "FTSE") and Research Affiliates LLC, a management research organisation, partner of the FTSE. The FTSE RAFI EUROPE™ strategy index is published by the FTSE.

The FTSE RAFI EUROPE™ strategy index comprises all the constituents from each European country among the 1000 non US-listed companies with the highest coefficients corresponding to fundamental criteria (defined below), selected from the constituents of the FTSE Developed ex US All Cap Index. As at 31 December 2007, the FTSE RAFI EUROPE™ strategy index represented more than 76% of the market capitalisation of the FTSE Europe All Cap Index and comprised over 67% of the shares included in the DJ Stoxx 600 index (SXXP).

The FTSE RAFI EUROPE™ strategy index is part of FTSE RAFI's range of indices referred to as "fundamental".

The Manager selected the FTSE RAFI EUROPE™ strategy index for the LYXOR ETF FTSE RAFI EUROPE because it believes that the FTSE RAFI EUROPE™ strategy index has clearly defined rules and is a tradable index with high liquidity.

Constituent securities of the Underlying Index

The official FTSE RAFI indices are calculated daily on the closing value by using the official closing price of each stock exchange on which the constituent stocks are listed.

The FTSE RAFI EUROPE™ strategy index is available in real time through Reuters (.FTFREU) and Bloomberg (FREU), and the closing price of the FTSE RAFI EUROPE™ strategy index is available on the FTSE's website: [www.ftse.com](http://www.ftse.com).

As at 31 May 2011, the 10 largest constituent stocks of the FTSE RAFI EUROPE™ strategy index, representing in excess of 20% of the total market capitalisation, based on total shares in issue, of the FTSE RAFI EUROPE™ strategy index, are as follows:-

Rank	Constituent Name	Weight (%)
1	BP PLC	2.85%
2	ING GROEP NV-CVA	2.59%
3	HSBC HOLDINGS PLC	2.20%
4	TOTAL SA	2.10%
5	VODAFONE GROUP PLC	2.06%
6	ROYAL DUTCH SHELL PLC-A SHS	2.01%
7	BANCO SANTANDER SA	1.68%
8	ROYAL DUTCH SHELL PLC-B SHS	1.55%
9	TELEFONICA SA	1.36%
10	NESTLE SA-REG	1.35%



## **LYXOR ETF FTSE RAFI EUROPE\*** **(\* This is a synthetic ETF)**

### Description of the Underlying Index methodology

The monitored performance is that of the index closing prices.

FTSE RAFI methodology is based on a quantitative analysis rule aiming to evaluate and select the underlying stock according to fundamental criteria. Eligible stock is valued individually and classed based on a coefficient calculated according to 4 analysis factors for the company: dividend, cash flow, sales and book value. These criteria fall within a long-term approach to company analysis. Stocks with the highest coefficients (defined above) are selected in the FTSE RAFI EUROPE™ strategy index. Weighting for each stock is determined based on a calculated coefficient and free float-adjusted market capitalisation.

The FTSE RAFI strategy indices are analysed and rebalanced annually, in March. The FTSE RAFI methodology and calculation method are based on a variable number of companies in the FTSE RAFI EUROPE™ strategy index. The complete methodology for the construction of FTSE RAFI strategy indices is available for consultation on the FTSE web site: [www.ftse.com](http://www.ftse.com).

### Real Time Information

The estimated NAV of the Euro class units of the LYXOR ETF FTSE RAFI EUROPE and its trading information on Euronext Paris SA are available on the website of Euronext Paris SA: [www.euronext.com](http://www.euronext.com).

### Index Provider Disclaimer

LYXOR ETF FTSE RAFI EUROPE does not benefit in any manner whatsoever from the sponsoring, support, or promotion, and is not sold by FTSE International Limited (hereinafter "FTSE"), London Stock Exchange Plc, The Financial Times Limited or Research Affiliates LLC (collectively designated as the "Holders").

The Holders do not grant any guarantee and do not make any commitment, whether explicit or implied, as to the income to be obtained by using the FTSE RAFI EUROPE™ strategy index (hereinafter the "Index") and/or the level at which the Index is positioned at any given moment or day or any other type. The Index is calculated by or on behalf of FTSE. The Holders shall not be held responsible (regardless of resulting from negligence or any other reason) for any error impacting the Index concerning whosoever and shall not be obliged to inform whosoever of any error impacting it.

"FTSE®", "FT-SE®" and "Footsie®" are trademarks registered by the London Stock Exchange Plc and The Financial Times Limited, and are used under licence by FTSE. "RAFI™" and "Research Affiliates™" are trademarks owned by Research Affiliates LLC and are used under licence by FTSE.

**Lyxor ETF Russia (DJ RUSINDEX TITANS 10)\*  
(\* This is a synthetic ETF)**

Key Information

The following table is a summary of key information in respect of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10), and should be read in conjunction with the full text of this Prospectus.

Underlying Index	DOW JONES RUSINDEX TITANS 10 <sup>TM</sup> index
Date of establishment	20 June 2006
Listing Date (SEHK)	21 May 2007 (but no later than 29 June 2007)
Exchange Listing	SEHK – Main Board
Stock Code	2831
Trading Board Lot Size	100 Units
Trading Currency	Hong Kong Dollars (HK\$)
In-Kind Unit / Redemption Unit (only Participating Dealer(s))	Minimum amount : the USD equivalent to EUR 100,000
In-cash subscription / redemption (only Participating Dealer(s))	No minimum amount for in-cash subscription / redemption
Total Expense Ratio (the “TER”)	0.65% of the NAV  * For the avoidance of doubt the TER does not represent the estimated tracking error and excludes (i) an additional tracking cost, if any; and (ii) any indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5, which will be borne by the Lyxor ETF Russia (DJ RUSINDEX TITANS 10), and such indirect costs will be reflected in the mark-to-market value of the index swap agreement from time to time and may have a substantial adverse impact on the NAV and the performance of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10), and may result in higher tracking error.
Investment Strategy	Synthetic Replication (please see Part 1 of this Prospectus)
Counterparty to the Swap Agreement	Société Générale

**Lyxor ETF Russia (DJ RUSINDEX TITANS 10)\***  
**(\* This is a synthetic ETF)**

Fiscal year end	The last day in April of each year on which the Euronext is open for trading
Dealing Deadline	4:00 p.m. (Hong Kong time) on each Valuation Day of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)
Reference Valuation Day	In respect of any relevant Dealing Deadline of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10), the Reference Valuation Day shall be on the same day as the relevant Dealing Deadline
Reference Valuation Point	In respect of any relevant Dealing Deadline of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10), the Reference Valuation Point shall be the time when the closing level of the DOW JONES RUSINDEX TITANS 10™ index is compiled and published by its Index Provider on the Reference Valuation Day (or such other time or times as may from time to time be determined by the Manager provided that there shall always be a Reference Valuation Point on the Reference Valuation Day)
Indicative timing at which the official NAV is released in Paris and published in Hong Kong	<p>In respect of any relevant Dealing Deadline of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10):</p> <p>The official NAV will be released around 6:00 p.m. Paris time on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline</p> <p>Under normal circumstances, the official NAV will be published in Hong Kong before the SEHK is open for normal trading on the second Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline</p>

Exchange Listing and Trading

Application has been made to the Listing Committee of the SEHK for the listing of and permission to deal in the Units of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10). The Euro units of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) are currently listed on the Euronext but will not be listed on the SEHK.

Certain units of a US Dollar class different from the Units are admitted to the official list of the SWX Swiss Exchange. Application may be made in the future for a listing of other units of the same class as the Units on one or more other stock exchanges.

## **Lyxor ETF Russia (DJ RUSINDEX TITANS 10)\*** **(\* This is a synthetic ETF)**

### Issue and redemption of Units

Units of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) available for subscription or redemption through a Participating Dealer are issued at an issue price or (as the case may be) redeemed at a redemption price denominated in US Dollars and based on the NAV per Unit at the Reference Valuation Point of the Reference Valuation Day of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) which is applicable and corresponding to the relevant Dealing Deadline of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) before which the relevant

subscription or (as the case may be) redemption request is received by the relevant Participating Dealer. In respect of any relevant Dealing Deadline of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10), the Reference Valuation Day shall be on the same day as the relevant Dealing Deadline, and the Reference Valuation Point shall be the Valuation Point in respect of the Reference Valuation Day.

### Investment Objective

The Lyxor ETF Russia (DJ RUSINDEX TITANS 10) seeks to provide investment results that closely correspond to the performance of the Benchmark Index in respect of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10). The investment objective of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) is to minimize the tracking error between (i) the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)'s performance and that of (ii) the Benchmark Index in respect of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10).

The tracking error objective calculated over a period of 52 weeks is less than 1%. If the tracking error exceeds 1% nonetheless, the objective is to remain below 5% of the volatility of the Benchmark Index in respect of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10).

There can be no assurance that the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) will achieve its investment objective.

### Additional risk factor relating to the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)

Investors in the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) should be aware of the following risks associated with the Underlying Index and investment in Russian market:

- (a) *Currency Risk*: the Index Securities of the DOW JONES RUSINDEX TITANS 10<sup>TM</sup> are denominated in Rouble (Russia's currency). It is possible that the convertibility or transferability of Rouble may be interrupted or limited and therefore not freely convertible. In the event of an adoption of a moratorium on the payments due under the exchange transactions, calculation of the DOW JONES RUSINDEX TITANS 10<sup>TM</sup>, and consequently the calculation of the NAV and dealing of Units on the SEHK, will be suspended.
- (b) *Country Risk*: the value of the Index Securities may be affected by political, legal, economic and fiscal uncertainties, and existing laws and regulations may not be consistently applied. The Russian government may also impose restrictions on foreign investment.
- (c) *Market Characteristics*: the Russian equity market is still in the early stages of its development, has less volume, is less liquid and experiences greater volatility than more established markets and is not highly regulated, and settlement of transactions may be subject to delay and administrative uncertainties.

**Lyxor ETF Russia (DJ RUSINDEX TITANS 10)\***  
**(\* This is a synthetic ETF)**

- (d) *Concentration Risk:* the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) seeks to track the performance of the DOW JONES RUSINDEX TITANS 10™. Investors should note that the DOW JONES RUSINDEX TITANS 10™ has 10 constituent securities and the weighting of the top five constituent securities may account for more than 75% of such Underlying Index from time to time. As a result, the Underlying Index's performance is dependent on and affected mainly by the share prices of only five issuers. The Underlying Index is therefore less broadly based than typical indices tracked by the SFC authorised ETFs. Investors should note that there is, therefore, a greater risk of volatility in the Underlying Index than in the aforesaid typical indices, and that the performance of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) is, therefore, more dependent on and affected by the share prices of a limited number of issuers. In this regard, investors should note in particular that many of the constituent securities' issuers in the Underlying Index are commodity related or energy related companies whose share prices may be materially affected by external economic considerations.

Typical Investor Profile

An investor subscribing to the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) would generally want to obtain an exposure to the Russian equity market.

The recommended minimum investment period is more than 5 years. Please note, however, that the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) may be terminated in circumstances as set out in Part 1 of this Prospectus.

Fees and Charges

The following fees and charges are payable by an investor investing in the Lyxor ETF Russia (DJ RUSINDEX TITANS 10):

Subscription fee or preliminary charge <sup>19</sup>	The higher of (i) €40,000 (converted <sup>20</sup> to US\$) per subscription request and (ii) 2% of the NAV per Unit multiplied by the number of Units subscribed
Redemption charge <sup>19</sup>	The higher of (i) €40,000 (converted <sup>20</sup> to US\$) per redemption request and (ii) 2% of the NAV per Unit multiplied by the number of Units redeemed
Brokerage	Market rate
Transaction levy	0.003% <sup>21</sup>
Trading fee	0.005% <sup>22</sup>
Stamp duty	Nil

<sup>19</sup> Unless otherwise agreed by the Manager, subscriptions and redemptions in cash or in kind through a Participating Dealer are subject to subscription fees and redemption charges. No subscription fees or redemption charges will apply in the case of Units bought or sold on the SEHK.

<sup>20</sup> Investors should note that the exchange costs and risks, if any, will be borne by the investors.

<sup>21</sup> Transaction levy of 0.003% of the price of the Units, payable by the buyer and the seller.

<sup>22</sup> Trading fee of 0.005% of the price of the Units, payable by the buyer and the seller.

**Lyxor ETF Russia (DJ RUSINDEX TITANS 10)\***  
**(\* This is a synthetic ETF)**

The following fees and charges are payable out of the assets of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10):

Management fee <sup>23</sup>	Currently 0.65% per annum Maximum 0.65% per annum
Performance fee	Nil
Transaction costs	Currently nil <sup>24</sup>

The Lyxor ETF Russia (DJ RUSINDEX TITANS 10) will bear (i) an additional tracking cost set out below, if any; and (ii) indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5:

Tracking cost	Currently nil <sup>25</sup>
---------------	-----------------------------

<sup>23</sup> The fees payable to the Custodian, the Hong Kong Representative, the Transfer Agent and the Listing Agent will be paid by the Manager out of the management fee. The management fee is payable semi-annually in arrears.

<sup>24</sup> Transaction costs may be charged to the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) although there is currently no transaction cost. Transaction costs (if any) may include, amongst others, costs in connection with the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)'s purchase of the Investments including equity swap agreement, any brokerage and stock market taxes, and any transfer fees payable to the Custodian and/or the Manager.

<sup>25</sup> There is currently no tracking cost. However, as such tracking cost must be taken into account in calculating the value of the index swap agreement, please note that the performance of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) would therefore be adversely affected by such tracking cost and may lead to higher tracking error, if such tracking cost arises in future.



**Lyxor ETF Russia (DJ RUSINDEX TITANS 10)\***  
**(\* This is a synthetic ETF)**

The following fees are payable by Participating Dealer(s) in respect of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10):

<b>Creation of Units:</b>	
Transaction fee .....	See Note <sup>26</sup>
Daylight settlement fee .....	Up to HK\$10,000 <sup>27</sup> per application
Application cancellation fee .....	Up to HK\$10,000 <sup>27</sup> per application
Extension fee .....	Up to HK\$10,000 <sup>27</sup> per application
Partial delivery request fee .....	Up to HK\$10,000 <sup>27</sup> per application
Stamp duty .....	Nil
Transaction levy and trading fee .....	Nil

<b>Redemption of Units:</b>	
Transaction fee .....	See Note <sup>26</sup>
Application cancellation fee .....	Up to HK\$10,000 <sup>27</sup> per application
Extension fee .....	Up to HK\$10,000 <sup>27</sup> per application
<i>Ad valorem</i> stamp duty .....	Nil

The Underlying Index

The Underlying Index in respect of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) is the DOW JONES RUSINDEX TITANS 10<sup>TM</sup>, which is a price return index. The DOW JONES RUSINDEX TITANS 10<sup>TM</sup> is denominated in US Dollars.

The DOW JONES RUSINDEX TITANS 10<sup>TM</sup> is a share index calculated and published by Dow Jones & Company, Inc. (“Dow Jones”), the Index Provider. It was developed jointly by the Index Provider and RusIndex Company, an independent Russian index agency. The Manager (or its Connected Persons) is independent of the Index Provider.

The DOW JONES RUSINDEX TITANS 10<sup>TM</sup> comprises the 10 largest and most liquid securities from all Russian stock exchanges and covers approximately 60% of the Russian market.

<sup>26</sup> A Transaction fee is payable by the Participating Dealer to the Manager for the benefit of the Transfer Agent and the Service Agent. The Transfer Agent and the Service Agent will charge a fee for each subscription or redemption application which will be met out of the Transaction Fee. The Transfer Agent and the Service Agent’s fees will be a fee of up to HK\$15,000 per application and a fixed fee of HK\$1,000 per application, respectively.

<sup>27</sup> Such fee is payable by the Participating Dealer on each occasion that the Manager grants the Participating Dealer’s request for daylight real time settlement, partial delivery, cancellation or extended settlement in respect of such application. The daylight settlement fee is payable when the Participating Dealer fails to complete a creation by the Settlement Date and so opts to use daylight settlement available at Euroclear to settle trades on the same day.

## Lyxor ETF Russia (DJ RUSINDEX TITANS 10)\* (\* This is a synthetic ETF)

The Manager selected the DOW JONES RUSINDEX TITANS 10<sup>TM</sup> for Lyxor ETF Russia (DJ RUSINDEX TITANS 10) because it believes the DOW JONES RUSINDEX TITANS 10<sup>TM</sup> has clearly defined rules and is a tradable index with high liquidity. The DOW JONES RUSINDEX TITANS 10<sup>TM</sup> is a free-float market capitalization weighted index and weights are capped at 15% to prevent dominance by any individual company.

### Constituent securities of the Underlying Index

The official Dow Jones indices are calculated daily on the closing value by using the official closing price of each stock exchange on which the constituent stocks are listed.

The DOW JONES RUSINDEX TITANS 10<sup>TM</sup> is available in real time through Reuters (.RU10) and Bloomberg (RU10), and the closing price of the DOW JONES RUSINDEX TITANS 10<sup>TM</sup> is available on the Dow Jones Internet site: [www.djindexes.com](http://www.djindexes.com).

The index components or Index Securities are reviewed annually in March by the Index Provider. Any changes to the composition of the indices or rules for inclusion in the DOW JONES RUSINDEX TITANS 10<sup>TM</sup> are available on [www.djindexes.com](http://www.djindexes.com).

As at 31 May 2011, the 10 constituent stocks of the DOW JONES RUSINDEX TITANS 10<sup>TM</sup> are as follows:-

Rank	Constituent Name	Weight (%)
1	MMC NORILSK NICKEL JSC-ADR	16.10%
2	GAZPROM OAO-SPON ADR	15.57%
3	LUKOIL OAO-SPON ADR	14.29%
4	SURGUTNEFTEGAS-SP ADR	12.95%
5	NOVATEK OAO-SPONS GDR REG S	11.75%
6	ROSNEFT OJSC-REG S GDR	9.44%
7	TATNEFT-SPONSORED ADR	6.23%
8	MAGNIT OJSC-SPON GDR REGS	5.45%
9	VTB BANK OJSC-GDR-REG S	5.41%
10	EVRAZ GROUP SA - GDR REG S	2.81%

### Description of the Underlying Index methodology

The monitored performance is that of the index closing prices.

The complete construction methodology for the DOW JONES RUSINDEX TITANS 10<sup>TM</sup> and any circumstances that may affect the accuracy and completeness in the calculation of its index level are available on the Dow Jones Internet site: [www.djindexes.com](http://www.djindexes.com).

## **Lyxor ETF Russia (DJ RUSINDEX TITANS 10)\* (\* This is a synthetic ETF)**

### Real Time Information

The estimated NAV of the Euro class units of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) and its trading information on Euronext Paris SA are available on the website of Euronext Paris SA: [www.euronext.com](http://www.euronext.com).

### Index Provider Disclaimer

The Lyxor ETF Russia (DJ RUSINDEX TITANS 10) is in no way sponsored, endorsed, sold or promoted by Dow Jones, nor by any Dow Jones subsidiary, nor by any of the entities involved in the preparation of the Dow Jones indices. The Dow Jones indices are the exclusive property of Dow Jones and the Dow Jones indices are brands belonging to Dow Jones or its subsidiaries and have been the subject of a licence granted, for certain requirements, to the Manager. Neither Dow Jones, nor any Dow Jones subsidiary, nor any of the entities involved in the preparation and calculation of the Dow Jones indices makes any declaration or issues any express or implicit guarantee relative to holders of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)'s units or more generally to the public, with regard to the timeliness of a transaction involving mutual fund units in general or the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)'s units in particular, or regarding the ability of any Dow Jones index to replicate the performance of the overall equity market. Dow Jones or its subsidiaries are the owners of certain names, registered trademarks and of the Dow Jones that are determined, composed and calculated by Dow Jones without discussion with the Manager or the Lyxor ETF Russia (DJ RUSINDEX TITANS 10). Neither Dow Jones, nor any Dow Jones subsidiary, nor any of the entities involved in the preparation of the MSCI indices, is required to take into account the requirements of the Manager or of the holders of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)'s units when determining, composing or calculating the Dow Jones indices. Neither Dow Jones, nor any Dow Jones subsidiary, nor any of the entities involved in the preparation of the Dow Jones indices makes any decision regarding the launch date, the price, the quantity of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)'s units, or even the determination and calculation of the formula used to establish the Lyxor ETF Russia (DJ RUSINDEX TITANS 10)'s NAV. Neither Dow Jones, nor any Dow Jones subsidiary, nor any of the entities involved in the preparation of the Dow Jones indices, assumes any liability or obligation regarding the administration, management or marketing of the Lyxor ETF Russia (DJ RUSINDEX TITANS 10).

Though Dow Jones obtains information for integration or use in the calculation of the indices from sources that Dow Jones considers to be reliable, neither Dow Jones nor any other party involved in the creation or calculation of the Dow Jones indices guarantees the exactness and/or exhaustive nature of the indices or of any included data. Neither Dow Jones nor any other party involved in the creation of a calculation for the Dow Jones indices gives any express or implicit guarantee regarding the results that may be obtained by the holder of a Dow Jones licence, the customers of the said licensee as well as the counterparts, holders in the Lyxor ETF Russia (DJ RUSINDEX TITANS 10) or any other person or entity, based on the usage of the indices or of any data included with regard to the rights granted by licence or for any other usage. Neither Dow Jones nor any other party gives express or implicit guarantees and Dow Jones rejects all guarantees regarding the commercial value or adequacy for specific usage of the indices or included data. Notwithstanding the above, no circumstances can the liability of Dow Jones or of any other party be sought with regard to any damages, whether direct, indirect or other (including the loss of earnings), even in case of knowledge of the possibility of such damage.

**Lyxor ETF MSCI Korea\***  
**(\* This is a synthetic ETF)**

Key Information

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

Underlying Index	MSCI KOREA™ index
Date of establishment	26 September 2006
Listing Date (SEHK)	26 April 2007 (but no later than 31 May 2007)
Exchange Listing	SEHK – Main Board
Stock Code	2813
Trading Board Lot Size	150 Units
Trading Currency	Hong Kong Dollars (HK\$)
In-Kind Unit / Redemption Unit (only Participating Dealer(s))	In-kind creation and In-kind redemption are not available
In-cash subscription / redemption (only Participating Dealer(s))	Minimum amount : the USD equivalent to EUR 100,000
Total Expense Ratio (the “TER”)	0.65% of the NAV  * For the avoidance of doubt the TER does not represent the estimated tracking error and excludes (i) an additional tracking cost, if any; and (ii) any indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5, which will be borne by the LYXOR ETF MSCI Korea and such indirect costs will be reflected in the mark-to-market value of the index swap agreement from time to time and may have a substantial adverse impact on the NAV and the performance of the LYXOR ETF MSCI Korea, and may result in higher tracking error.
Investment Strategy	Synthetic Replication (please see Part 1 of this Prospectus)
Counterparty to the Swap Agreement	Société Générale

**Lyxor ETF MSCI Korea\***  
**(\* This is a synthetic ETF)**

Fiscal year end	The last day in May of each year on which the Euronext is open for trading
Dealing Deadline	4:00 p.m. (Hong Kong time) on each Valuation Day of the LYXOR ETF MSCI Korea
Reference Valuation Day	In respect of any relevant Dealing Deadline of the LYXOR ETF MSCI Korea, the Reference Valuation Day shall be on the Valuation Day following the relevant Dealing Deadline
Reference Valuation Point	In respect of any relevant Dealing Deadline of the LYXOR ETF MSCI Korea, the Reference Valuation Point shall be the time when the closing level of the MSCI KOREA™ index is compiled and published by its Index Provider on the Reference Valuation Day (or such other time or times as may from time to time be determined by the Manager provided that there shall always be a Reference Valuation Point on the Reference Valuation Day)
Indicative timing at which the official NAV is released in Paris and published in Hong Kong	<p>In respect of any relevant Dealing Deadline of the LYXOR ETF MSCI Korea:</p> <p>The official NAV will be released around 6:00 p.m. Paris time on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies.</p> <p>Under normal circumstances, the official NAV will be published in Hong Kong before the SEHK is open for normal trading on the second Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies</p>

Exchange Listing and Trading

Dealings on the SEHK in Units in the LYXOR ETF MSCI Korea began on 26 April 2007. Units in the LYXOR ETF MSCI KOREA trade on the SEHK in Trading Board Lot Size of 150 Units. The Euro units of the LYXOR ETF MSCI KOREA are currently listed on the Euronext but will not be listed on the SEHK.

Certain units of the same class as the Units are admitted to the official list of the Singapore Exchange Securities Trading Limited and certain units of a US Dollar class different from the Units are admitted to the official list of the SWX Swiss Exchange. Application may be made in the future for a listing of other units of the same class as the Units on any other stock exchanges.

## **Lyxor ETF MSCI Korea\*** **(\* This is a synthetic ETF)**

### Issue and redemption of Units

Units of the LYXOR ETF MSCI Korea available for subscription or redemption through a Participating Dealer are issued at an issue price or (as the case may be) redeemed at a redemption price denominated in US Dollars and based on the NAV per Unit at the Reference Valuation Point of the Reference Valuation Day of the LYXOR ETF MSCI Korea which is applicable and corresponding to the relevant Dealing Deadline of the LYXOR ETF MSCI Korea before which the relevant subscription or (as the case may be) redemption request is received by the relevant Participating Dealer. In respect of any relevant Dealing Deadline of the LYXOR ETF MSCI Korea, the Reference Valuation Day shall be on the Valuation Day following the relevant Dealing Deadline, and the Reference Valuation Point shall be the Valuation Point in respect of the Reference Valuation Day.

### Investment Objective

The Lyxor ETF MSCI Korea seeks to provide investment results that closely correspond to the performance of the Benchmark Index in respect of the Lyxor ETF MSCI Korea. The investment objective of the Lyxor ETF MSCI Korea is to minimize the tracking error between (i) the Lyxor ETF MSCI Korea's performance and that of (ii) the Benchmark Index in respect of the Lyxor ETF MSCI Korea.

The tracking error objective calculated over a period of 52 weeks is less than 1%. If the tracking error exceeds 1% nonetheless, the objective is to remain below 5% of the volatility of the Benchmark Index in respect of the Lyxor ETF MSCI Korea.

There can be no assurance that the Lyxor ETF MSCI Korea will achieve its investment objective.

### Typical Investor Profile

An investor subscribing to the Lyxor ETF MSCI Korea would generally want to obtain an exposure to the Korean equity market.

The recommended minimum investment period is more than 5 years. Please note, however, that the Lyxor ETF MSCI Korea may be terminated in circumstances as set out in Part 1 of this Prospectus.

**Lyxor ETF MSCI Korea\***  
**(\* This is a synthetic ETF)**

Fees and Charges

The following fees and charges are payable by an investor investing in the Lyxor ETF MSCI Korea:

Subscription fee or preliminary charge <sup>28</sup>	The higher of (i) €40,000 (converted <sup>29</sup> to US\$) per subscription request and (ii) 2% of the NAV per Unit multiplied by the number of Units subscribed
Redemption charge <sup>28</sup>	The higher of (i) €40,000 (converted <sup>29</sup> to US\$) per redemption request and (ii) 2% of the NAV per Unit multiplied by the number of Units redeemed
Brokerage	Market rate
Transaction levy	0.003% <sup>30</sup>
Trading fee	0.005% <sup>31</sup>
Stamp duty	Nil

The following fees and charges are payable out of the assets of the Lyxor ETF MSCI Korea:

Management fee <sup>32</sup>	Currently 0.65% per annum  Maximum 0.65% per annum
Performance fee	Nil
Transaction costs	Currently nil <sup>33</sup>

<sup>28</sup> Unless otherwise agreed by the Manager, subscriptions and redemptions in cash or in kind through a Participating Dealer are subject to subscription fees and redemption charges. No subscription fees or redemption charges will apply in the case of Units bought or sold on the SEHK.

<sup>29</sup> Investors should note that the exchange costs and risks, if any, will be borne by the investors.

<sup>30</sup> Transaction levy of 0.003% of the price of the Units, payable by the buyer and the seller.

<sup>31</sup> Trading fee of 0.005% of the price of the Units, payable by the buyer and the seller.

<sup>32</sup> The fees payable to the Custodian, the Hong Kong Representative, the Transfer Agent and the Listing Agent will be paid by the Manager out of the management fee. The management fee is payable semi-annually in arrears.

<sup>33</sup> Transaction costs may be charged to the Lyxor ETF MSCI Korea although there is currently no transaction cost. Transaction costs (if any) may include, amongst others, costs in connection with the Lyxor ETF MSCI Korea's purchase of the Investments including equity swap agreement, any brokerage and stock market taxes, and any transfer fees payable to the Custodian and/or the Manager.

**Lyxor ETF MSCI Korea\***  
**(\* This is a synthetic ETF)**

The Lyxor ETF MSCI Korea will bear (i) an additional tracking cost set out below, if any; and (ii) indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5:

Tracking cost	Currently nil <sup>34</sup>
---------------	-----------------------------

The following fees are payable by Participating Dealer(s) in respect of the Lyxor ETF MSCI Korea:

<b>Creation of Units:</b>	
Transaction fee .....	See Note <sup>35</sup>
Daylight settlement fee .....	Up to HK\$10,000 <sup>36</sup> per application
Application cancellation fee .....	Up to HK\$10,000 <sup>36</sup> per application
Extension fee .....	Up to HK\$10,000 <sup>36</sup> per application
Partial delivery request fee .....	Up to HK\$10,000 <sup>36</sup> per application
Stamp duty .....	Nil
Transaction levy and trading fee .....	Nil

<b>Redemption of Units:</b>	
Transaction fee .....	See Note <sup>35</sup>
Application cancellation fee .....	Up to HK\$10,000 <sup>36</sup> per application
Extension fee .....	Up to HK\$10,000 <sup>36</sup> per application
<i>Ad valorem</i> stamp duty .....	Nil

Absence of in-kind creation and in-kind redemption

Investors should note that in-kind creation and in-kind redemption are not available for the Lyxor ETF MSCI Korea. As such, any creation or redemption must be conducted in cash.

<sup>34</sup> There is currently no tracking cost. However, as such tracking cost must be taken into account in calculating the value of the index swap agreement, please note that the performance of the Lyxor ETF MSCI Korea would therefore be adversely affected by such tracking cost and may lead to higher tracking error, if such tracking cost arises in future.

<sup>35</sup> A Transaction fee is payable by the Participating Dealer to the Manager for the benefit of the Transfer Agent and the Service Agent. The Transfer Agent and the Service Agent will charge a fee for each subscription or redemption application which will be met out of the Transaction Fee. The Transfer Agent and the Service Agent’s fees will be a fee of up to HK\$15,000 per application and a fixed fee of HK\$1,000 per application, respectively.

<sup>36</sup> Such fee is payable by the Participating Dealer on each occasion that the Manager grants the Participating Dealer’s request for daylight real time settlement, partial delivery, cancellation or extended settlement in respect of such application. The daylight settlement fee is payable when the Participating Dealer fails to complete a creation by the Settlement Date and so opts to use daylight settlement available at Euroclear to settle trades on the same day.



## **Lyxor ETF MSCI Korea\*** **(\* This is a synthetic ETF)**

### The Underlying Index

The Underlying Index in respect of the Lyxor ETF MSCI Korea is the MSCI KOREA™, which is a price return index. The MSCI KOREA™ is denominated in the South Korean Won.

The MSCI KOREA™ is a share index calculated and published by Morgan Stanley Capital International Inc. ("MSCI"), the Index Provider. The Manager (or its Connected Persons) is independent of the Index Provider.

The MSCI KOREA™ comprises solely South Korean stocks and boasts the fundamental characteristics of MSCI indices, namely: adjustment of the market capitalisation of stocks in the index based on their free float and classification by sector using the GICS (Global Industry Classification Standard) classification.

The objective of the MSCI KOREA™ is to represent 85% of the free float-adjusted market capitalisation of each group of industries in the South Korean market. By targeting 85% representation for each industry group, the MSCI KOREA™ reflects 85% of the entire market capitalisation of the South Korean market, while also mirroring the market's economic diversity.

The Manager selected the MSCI KOREA™ for Lyxor ETF MSCI Korea because it believes the MSCI KOREA™ has clearly defined rules and is a tradable index with high liquidity. The MSCI KOREA™ is a market capitalisation weighted index comprising stocks with high liquidity and the largest capitalisation.

### Constituent securities of the Underlying Index

The official MSCI indices are calculated daily on the closing value by using the official closing price of each stock exchange on which the constituent stocks are listed.

The MSCI KOREA™ is available in real time through Reuters (.MSCIKR) and Bloomberg (MXKR), and the closing price of the MSCI KOREA™ is available on the MSCI website: [www.msci.com](http://www.msci.com).

The index components or Index Securities are reviewed quarterly by the MSCI in order to update changes on a stock capitalisation (number of shares and free-float) or its sector classification. All main changes (e.g. merger, acquisition, sight issues and initial public offering) in respect of a company capital structure would already be implemented in real time. Any changes to the composition of the MSCI KOREA™ or rules for inclusion in the MSCI KOREA™ are available on [www.msci.com](http://www.msci.com).

**Lyxor ETF MSCI Korea\***  
**(\* This is a synthetic ETF)**

As at 31 May 2011, the 10 largest constituent stocks of the MSCI KOREA™, are as follows:-

Rank	Constituent Name	Weight (%)
1	SAMSUNG ELECTRONICS CO LTD	15.61%
2	HYUNDAI MOTOR CO	6.14%
3	POSCO	4.51%
4	HYUNDAI MOBIS	4.02%
5	LG CHEM LTD	3.78%
6	SHINHAN FINANCIAL GROUP LTD	3.06%
7	KIA MOTORS CORPORATION	2.83%
8	HYUNDAI HEAVY INDUSTRIES	2.77%
9	KB FINANCIAL GROUP INC	2.67%
10	HYNIX SEMICONDUCTOR INC	2.37%

Description of the Underlying Index methodology

The monitored performance is that of the index closing prices.

The complete construction methodology for the MSCI KOREA™ and any circumstances that may affect the accuracy and completeness in the calculation of its index level are available on the MSCI website: [www.msci.com](http://www.msci.com).

Real Time Information

The estimated NAV of the Euro class units of the Lyxor ETF MSCI Korea and its trading information on Euronext Paris SA are available on the website of Euronext Paris SA: [www.euronext.com](http://www.euronext.com).

## **Lyxor ETF MSCI Korea\*** **(\* This is a synthetic ETF)**

### Index Provider Disclaimer

The Lyxor ETF MSCI Korea is in no way sponsored, endorsed, sold or promoted by Morgan Stanley Capital International Inc. ("MSCI"), nor by any MSCI subsidiary, nor by any of the entities involved in the preparation of the MSCI indices. The MSCI indices are the exclusive property of MSCI and the MSCI indices are brands belonging to MSCI or its subsidiaries and have been the subject of a licence granted, for certain requirements, to the Manager. Neither MSCI, nor any MSCI subsidiary, nor any of the entities involved in the preparation and calculation of the MSCI indices makes any declaration or issues any express or implicit guarantee relative to holders of the Lyxor ETF MSCI Korea's units or more generally to the public, with regard to the timeliness of a transaction involving mutual fund units in general or the Lyxor ETF MSCI Korea's units in particular, or regarding the ability of any MSCI index to replicate the performance of the overall equity market. MSCI or its subsidiaries are the owners of certain names, registered trademarks and of the MSCI that are determined, composed and calculated by MSCI without discussion with the Manager or the Lyxor ETF MSCI Korea. Neither MSCI, nor any MSCI subsidiary, nor any of the entities involved in the preparation of the MSCI indices, is required to take into account the requirements of the Manager or of the Holders of the Lyxor ETF MSCI Korea's Units when determining, composing or calculating the MSCI indices. Neither MSCI, nor any MSCI subsidiary, nor any of the entities involved in the preparation of the MSCI indices makes any decision regarding the launch date, the price, the quantity of the Lyxor ETF MSCI Korea's Units, or even the determination and calculation of the formula used to establish the Lyxor ETF MSCI Korea's NAV. Neither MSCI, nor any MSCI subsidiary, nor any of the entities involved in the preparation of the MSCI indices, assumes any liability or obligation regarding the administration, management or marketing of the Lyxor ETF MSCI Korea.

Though MSCI obtains information for integration or use in the calculation of the indices from sources that MSCI considers to be reliable, neither MSCI nor any other party involved in the creation or calculation of the MSCI indices guarantees the exactness and/or exhaustive nature of the indices or of any included data. Neither MSCI nor any other party involved in the creation of a calculation for the MSCI indices gives any express or implicit guarantee regarding the results that may be obtained by the holder of a MSCI licence, the customers of the said licensee as well as the counterparts, holders in the Lyxor ETF MSCI Korea or any other person or entity, based on the usage of the indices or of any data included with regard to the rights granted by licence or for any other usage. Neither MSCI nor any other party gives express or implicit guarantees and MSCI rejects all guarantees regarding the commercial value or adequacy for specific usage of the indices or included data. Notwithstanding the above, no circumstances can the liability of MSCI or of any other party be sought with regard to any damages, whether direct, indirect or other (including the loss of earnings), even in case of knowledge of the possibility of such damages.

**Lyxor ETF NASDAQ-100\***  
**(\* This is a synthetic ETF)**

Key Information

The following table is a summary of key information in respect of the Lyxor ETF NASDAQ-100, and should be read in conjunction with the full text of this Prospectus.

Underlying Index	NASDAQ-100™ index
Date of establishment	13 December 2001
Listing Date (SEHK)	26 April 2007 (but no later than 31 May 2007)
Exchange Listing	SEHK – Main Board
Stock Code	2826
Trading Board Lot Size	100 Units
Trading Currency	Hong Kong Dollars (HK\$)
In-Kind Unit / Redemption Unit (only Participating Dealer(s))	Minimum amount : the USD equivalent to EUR 100,000
In-cash subscription / redemption (only Participating Dealer(s))	No minimum amount for in-cash subscription / redemption
Total Expense Ratio (the “TER”)	0.30% of the NAV  * For the avoidance of doubt the TER does not represent the estimated tracking error and excludes (i) an additional tracking cost, if any; and (ii) any indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5, which will be borne by the Lyxor ETF NASDAQ-100, and such indirect costs will be reflected in the mark-to-market value of the index swap agreement from time to time and may have a substantial adverse impact on the NAV and the performance of the Lyxor ETF NASDAQ-100, and may result in higher tracking error.
Investment Strategy	Synthetic Replication (please see Part 1 of this Prospectus)
Counterparty to the Swap Agreement	Société Générale

**Lyxor ETF NASDAQ-100\***  
**(\* This is a synthetic ETF)**

Fiscal year end	The last day in April of each year on which the Euronext is open for trading
Dealing Deadline	4:00 p.m. (Hong Kong time) on each Valuation Day of the Lyxor ETF NASDAQ-100
Reference Valuation Day	In respect of any relevant Dealing Deadline of the Lyxor ETF NASDAQ-100, the Reference Valuation Day shall be on the same day as the relevant Dealing Deadline
Reference Valuation Point	In respect of any relevant Dealing Deadline of the Lyxor ETF NASDAQ-100, the Reference Valuation Point shall be the time when the closing level of the NASDAQ-100™ is compiled and published by its Index Provider on the Reference Valuation Day (or such other time or times as may from time to time be determined by the Manager provided that there shall always be a Reference Valuation Point on the Reference Valuation Day)
Indicative timing at which the official NAV is released in Paris and published in Hong Kong	<p>In respect of any relevant Dealing Deadline of the Lyxor ETF NASDAQ-100:</p> <p>The official NAV will be released around 6:00 p.m. Paris time on the Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline</p> <p>Under normal circumstances, the official NAV will be published in Hong Kong before the SEHK is open for normal trading on the second Valuation Day immediately following the Reference Valuation Point of the Reference Valuation Day which applies and corresponds to the aforesaid relevant Dealing Deadline</p>

Exchange Listing and Trading

Dealings on the SEHK in Units in the Lyxor ETF NASDAQ-100 began on 26 April 2007. Units in the Lyxor ETF NASDAQ-100 trade on the SEHK in Trading Board Lot Size of 100 Units. The Euro units of the Lyxor ETF NASDAQ-100 are currently listed on the Euronext but will not be listed on the SEHK.

The Units are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as at the date of this Prospectus. Application may be made in the future for a listing of other units of the same class as the Units on one or more other stock exchanges.

## **Lyxor ETF NASDAQ-100\*** **(\* This is a synthetic ETF)**

### Issue and redemption of Units

Units of the Lyxor ETF NASDAQ-100 available for subscription or redemption through a Participating Dealer are issued at an issue price or (as the case may be) redeemed at a redemption price denominated in US Dollars and based on the NAV per Unit at the Reference Valuation Point of the Reference Valuation Day of the Lyxor ETF NASDAQ-100 which is applicable and corresponding to the relevant Dealing Deadline of the Lyxor ETF NASDAQ-100 before which the relevant subscription or (as the case may be) redemption request is received by the relevant Participating Dealer. In respect of any relevant Dealing Deadline of the Lyxor ETF NASDAQ-100, the Reference Valuation Day shall be on the same day as the relevant Dealing Deadline, and the Reference Valuation Point shall be the Valuation Point in respect of the Reference Valuation Day.

### Investment Objective

The Lyxor ETF NASDAQ-100 seeks to provide investment results that closely correspond to the performance of the Benchmark Index in respect of the Lyxor ETF NASDAQ-100. The investment objective of the Lyxor ETF NASDAQ-100 is to minimize the tracking error between (i) the Lyxor ETF NASDAQ-100's performance and that of (ii) the Benchmark Index in respect of the Lyxor ETF NASDAQ-100.

The tracking error objective calculated over a period of 52 weeks is less than 1%. If the tracking error exceeds 1% nonetheless, the objective is to remain below 5% of the volatility of the Benchmark Index in respect of the Lyxor ETF NASDAQ-100.

There can be no assurance that the Lyxor ETF NASDAQ-100 will achieve its investment objective.

### Typical Investor Profile

An investor subscribing to the Lyxor ETF NASDAQ-100 would generally want to obtain an exposure to the United States information technologies sector.

The recommended minimum investment period is more than 3 years. Please note, however, that the Lyxor ETF NASDAQ-100 may be terminated in circumstances as set out in Part 1 of this Prospectus.

**Lyxor ETF NASDAQ-100\***  
**(\* This is a synthetic ETF)**

Fees and Charges

The following fees and charges are payable by an investor investing in the Lyxor ETF NASDAQ-100:

Subscription fee or preliminary charge <sup>37</sup>	The higher of (i) €10,000 (converted <sup>38</sup> to US\$) per subscription request and (ii) 0.5% of the NAV per Unit multiplied by the number of Units subscribed
Redemption charge <sup>37</sup>	The higher of (i) €10,000 (converted <sup>38</sup> to US\$) per redemption request and (ii) 0.5% of the NAV per Unit multiplied by the number of Units redeemed
Brokerage	Market rate
Transaction levy	0.003% <sup>39</sup>
Trading fee	0.005% <sup>40</sup>
Stamp duty	Nil

The following fees and charges are payable out of the assets of the Lyxor ETF NASDAQ-100:

Management fee <sup>41</sup>	Currently 0.30% per annum  Maximum 0.30% per annum
Performance fee	Nil
Transaction costs	Currently nil <sup>42</sup>

<sup>37</sup> Unless otherwise agreed by the Manager, subscriptions and redemptions in cash or in kind through a Participating Dealer are subject to subscription fees and redemption charges. No subscription fees or redemption charges will apply in the case of Units bought or sold on the SEHK.

<sup>38</sup> Investors should note that the exchange costs and risks, if any, will be borne by the investors.

<sup>39</sup> Transaction levy of 0.003% of the price of the Units, payable by the buyer and the seller.

<sup>40</sup> Trading fee of 0.005% of the price of the Units, payable by the buyer and the seller.

<sup>41</sup> The fees payable to the Custodian, the Hong Kong Representative, the Transfer Agent and the Listing Agent will be paid by the Manager out of the management fee. The management fee is payable semi-annually in arrears.

<sup>42</sup> Transaction costs may be charged to the Lyxor ETF NASDAQ-100 although there is currently no transaction cost. Transaction costs (if any) may include, amongst others, costs in connection with the Lyxor ETF NASDAQ-100's purchase of the Investments including equity swap agreement, any brokerage and stock market taxes, and any transfer fees payable to the Custodian and/or the Manager.

**Lyxor ETF NASDAQ-100\***  
**(\* This is a synthetic ETF)**

The Lyxor ETF NASDAQ-100 will bear (i) an additional tracking cost set out below, if any; and (ii) indirect costs linked to synthetic replication such as adjustments as described in the Sub-Section of Part 1 of this Prospectus entitled “Synthetic Replication” under the Section of Part 1 of this Prospectus entitled “Investment Strategy” on page 5:

Tracking cost	Currently nil <sup>43</sup>
---------------	-----------------------------

The following fees are payable by Participating Dealer(s) in respect of the Lyxor ETF NASDAQ-100:

<b>Creation of Units:</b>	
Transaction fee.....	See Note <sup>44</sup>
Daylight settlement fee.....	Up to HK\$10,000 <sup>45</sup> per application
Application cancellation fee.....	Up to HK\$10,000 <sup>45</sup> per application
Extension fee.....	Up to HK\$10,000 <sup>45</sup> per application
Partial delivery request fee.....	Up to HK\$10,000 <sup>45</sup> per application
Stamp duty .....	Nil
Transaction levy and trading fee .....	Nil

<b>Redemption of Units:</b>	
Transaction fee.....	See Note <sup>44</sup>
Application cancellation fee.....	Up to HK\$10,000 <sup>45</sup> per application
Extension fee.....	Up to HK\$10,000 <sup>45</sup> per application
<i>Ad valorem</i> stamp duty.....	Nil

<sup>43</sup> There is currently no tracking cost. However, as such tracking cost must be taken into account in calculating the value of the index swap agreement, please note that the performance of the Lyxor ETF NASDAQ-100 would therefore be adversely affected by such tracking cost and may lead to higher tracking error, if such tracking cost arises in future.

<sup>44</sup> A Transaction fee is payable by the Participating Dealer to the Manager for the benefit of the Transfer Agent and the Service Agent. The Transfer Agent and the Service Agent will charge a fee for each subscription or redemption application which will be met out of the Transaction Fee. The Transfer Agent and the Service Agent’s fees will be a fee of up to HK\$15,000 per application and a fixed fee of HK\$1,000 per application, respectively.

<sup>45</sup> Such fee is payable by the Participating Dealer on each occasion that the Manager grants the Participating Dealer’s request for daylight real time settlement, partial delivery, cancellation or extended settlement in respect of such application. The daylight settlement fee is payable when the Participating Dealer fails to complete a creation by the Settlement Date and so opts to use daylight settlement available at Euroclear to settle trades on the same day.



## **Lyxor ETF NASDAQ-100\*** **(\* This is a synthetic ETF)**

### The Underlying Index

The Underlying Index in respect of the Lyxor ETF NASDAQ-100 is the NASDAQ-100<sup>TM</sup>, which is a price return index. The NASDAQ-100<sup>TM</sup> is denominated in US Dollars.

The NASDAQ-100<sup>TM</sup> is a share index calculated and published by The Nasdaq Stock Market, Inc. ("Nasdaq"), the Index Provider. The Manager (or its Connected Persons) is independent of the Index Provider.

The NASDAQ-100<sup>TM</sup> includes 100 of the largest domestic and international non-financial securities listed on The Nasdaq Stock Market based on market capitalization. The NASDAQ-100<sup>TM</sup> reflects companies across major industry groups including computer hardware and software, telecommunications, retail/wholesale trade and biotechnology. It does not contain securities of financial companies including investment companies.

The Manager selected NASDAQ-100<sup>TM</sup> for Lyxor ETF NASDAQ-100 because it believes NASDAQ-100<sup>TM</sup> has clearly defined rules and is a tradable index with high liquidity. The NASDAQ-100<sup>TM</sup> is calculated on a modified market capitalisation basis which is a hybrid between equal weighting and conventional capitalization weighting.

### Constituent securities of the Underlying Index

The official NASDAQ indices are calculated daily on the closing value by using the official closing price of each stock exchange on which the constituent stocks are listed.

The NASDAQ-100<sup>TM</sup> is available in real time through Reuters (.NDX) and Bloomberg (NDX), and the closing price of the NASDAQ-100<sup>TM</sup> is available on the Nasdaq website: [www.nasdaq.com](http://www.nasdaq.com).

The index components or Index Securities are reviewed annually by Nasdaq. In addition, the securities in the NASDAQ-100<sup>TM</sup> are monitored every day by Nasdaq with respect to changes in total shares outstanding arising from secondary offerings, stock repurchases, conversions, or other corporate actions. Changes in total shares outstanding arising from stock splits, stock dividends, or spin-offs are generally made to the NASDAQ-100<sup>TM</sup> on the evening prior to the effective date of such corporate action. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 5%, the change will be made as soon as practicable, normally within ten (10) days of such action. Otherwise, if the change in total shares outstanding is less than 5%, then all such changes are accumulated and made effective at one time on a quarterly basis after the close of trading on the third Friday in each of March, June, September, and December. Any changes to the composition of the NASDAQ-100<sup>TM</sup> or rules for inclusion in the NASDAQ-100<sup>TM</sup> are available on [www.nasdaq.com](http://www.nasdaq.com).

**Lyxor ETF NASDAQ-100\***  
**(\* This is a synthetic ETF)**

As at 31 May 2011, the 10 largest constituent stocks of the NASDAQ-100™ are as follows:-

Rank	Constituent Name	Weight (%)
1	APPLE INC	12.23%
2	MICROSOFT CORP	8.02%
3	ORACLE CORP	6.60%
4	GOOGLE INC-CL A	5.07%
5	INTEL CORP	4.72%
6	QUALCOMM INC	3.68%
7	CISCO SYSTEMS INC	3.55%
8	AMAZON.COM INC	3.39%
9	AMGEN INC	2.16%
10	COMCAST CORP-CLASS A	2.00%

Description of the Underlying Index methodology

The monitored performance is that of the index closing prices.

The complete construction methodology for the NASDAQ-100™ and any circumstances that may affect the accuracy and completeness in the calculation of its index level are available on the Nasdaq website: [www.nasdaq.com](http://www.nasdaq.com).

Real Time Information

The estimated NAV of the Euro class units of the Lyxor ETF NASDAQ-100 and its trading information on Euronext Paris SA are available on the website of Euronext Paris SA: [www.euronext.com](http://www.euronext.com).

Index Provider Disclaimer

The Lyxor ETF NASDAQ-100 is in no way sponsored, endorsed, sold or promoted by NASDAQ STOCK MARKET or by any other subsidiaries.

**Lyxor ETF NASDAQ-100\***  
**(\* This is a synthetic ETF)**

Neither NASDAQ-100<sup>TM</sup>, nor any subsidiary of NASDAQ-100<sup>TM</sup>, nor any of the entities involved in producing or calculating the NASDAQ-100<sup>TM</sup> indices have made any statement or any warranty, either expressed or implied, to holders of units in the Lyxor ETF NASDAQ-100 or, more generally, to the general public, concerning the merits of trading in units of funds in general or in units of the Lyxor ETF NASDAQ-100 in particular or the ability of any NASDAQ-100<sup>TM</sup> index to replicate the performance of the global equities market. NASDAQ-100<sup>TM</sup> and its subsidiaries are the owners of certain names, registered trademarks and the NASDAQ-100<sup>TM</sup> indices, which are determined, constructed and calculated by NASDAQ-100<sup>TM</sup> without any consultation with the Manager or the Lyxor ETF NASDAQ-100. Neither NASDAQ, nor any NASDAQ subsidiary, nor any of the entities involved in the production of the NASDAQ indices are obliged to take into consideration the needs of the Manager or holders of the Lyxor ETF NASDAQ-100's units when determining, constructing or calculating the NASDAQ indices. Neither NASDAQ, nor any NASDAQ subsidiary, nor any of the entities involved in the production of the NASDAQ indices make any decision concerning the launch date, pricing, quantity of the Lyxor ETF NASDAQ-100's units or the determination and calculation of the formula used to establish the Lyxor ETF NASDAQ-100's net asset value. Neither NASDAQ, nor any NASDAQ subsidiary, nor any of the entities involved in the production of the NASDAQ indices accept any responsibility for or obligations concerning the administration, management or marketing of the Lyxor ETF NASDAQ-100.

Although NASDAQ obtains data incorporated or used in the calculation of indices originating from sources that NASDAQ believes to be reliable, neither NASDAQ, nor any other party involved in the creation or calculation of the NASDAQ indices guarantees the accuracy and/or the completeness of the indices or any incorporated data. Neither NASDAQ nor any party involved in the creation or calculation of the NASDAQ indices makes any warranties, expressed or implied, concerning the results that the holder of a NASDAQ-100<sup>TM</sup> licence, customers of said licensee, counterparties, fund unitholders or any other person or entity will achieve from the use of the indices or any incorporated data in relation to the rights licensed or for any other purpose. Neither NASDAQ nor any other party makes any warranties, expressed or implied, and NASDAQ disclaims any warranties concerning the commercial value or suitability for a specific purpose of the indices or incorporated data. Subject to the foregoing, in no circumstances shall NASDAQ or any other party be held liable for any loss, be it direct, indirect or other (including loss of earnings) even if it is aware of the possibility of such a loss.