

## Third Reminder

**THIS ANNOUNCEMENT AND NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR UNITS OF THE EXCHANGE TRADED FUNDS NAMED BELOW**

*If you are in any doubt about the contents of this Announcement and Notice or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser.*

*If you have sold or transferred all your units in CSOP CES China A80 ETF, you should at once hand this Announcement and Notice to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.*

**IMPORTANT:** *The Stock Exchange of Hong Kong Limited (the “SEHK”), the Hong Kong Exchanges and Clearing Limited (the “HKEx”), the Hong Kong Securities and Futures Commission (the “SFC”) and the Hong Kong Securities Clearing Company Limited (the “HKSCC”) take no responsibility for the contents of this Announcement and Notice, 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 and Notice.*

*CSOP Asset Management Limited (the “Manager”) accepts full responsibility for the accuracy of the information contained in this Announcement and Notice as at the date of publication, and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief, as at the date of publication, there are no other facts the omission of which would make any statement misleading.*

*SFC authorisation is not a recommendation or an endorsement of the Trust (as defined below) and the Terminating Sub-Fund (as defined below) nor does it guarantee the commercial merits of the Trust and the Terminating Sub-Fund or their performance. It does not mean the Trust and the Terminating Sub-Fund are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors.*

**CSOP CES China A80 ETF  
(the “Terminating Sub-Fund”)  
a sub-fund of CSOP ETF Series (the “Trust”)**

*(a Hong Kong umbrella unit trust authorised under Section 104 of the Securities and Futures Ordinance (Cap. 571) of the laws of Hong Kong)*

**Stock Codes: 83137 (RMB counter) and 03137 (HKD counter)**

**ANNOUNCEMENT AND NOTICE OF THE PROPOSED CESSATION OF  
TRADING, TERMINATION, VOLUNTARY DEAUTHORISATION AND  
DELISTING AND WAIVER FROM STRICT COMPLIANCE WITH  
CERTAIN PROVISIONS OF THE CODE**

Terms not defined in this Announcement and Notice will have the meanings as are given to such terms in the prospectus dated 5 April 2017 (as amended by the addendum thereto) (the “Prospectus”).

**IMPORTANT: Investors are strongly advised to consider the contents of this Announcement and Notice. This Announcement and Notice is important and requires your immediate attention. It concerns the proposed cessation of trading, proposed termination, proposed deauthorisation and proposed delisting of CSOP CES China A80 ETF and the waivers from strict compliance of certain provisions of the Code for the period from 19 December 2017 (i.e. the Trading Cessation Date, as defined in section 2.5) to the date of deauthorisation (the “Deauthorisation Date”). In particular, investors should note that:**

- **taking into account the relevant factors, including, in particular, the relatively small net asset value (“Net Asset Value”) of the Terminating Sub-Fund (see details of the factors in section 1 below), the Manager has, by means of a resolution of the board of directors of the Manager dated 15 November 2017, decided to exercise its power under Clause 27.3 of the Trust Deed and proposed to seek termination of the Terminating Sub-Fund with effect from the Termination Date (as defined in section 2.4). The Manager has given written notice to HSBC Institutional Trust Services (Asia) Limited (the “Trustee”) notifying the Trustee of its proposal to terminate the Terminating Sub-Fund pursuant to Clause 27.3 of the Trust Deed and the Trustee does not object to this proposal;**
- **the Last Trading Day (as defined in section 2.5) of the units in the Terminating Sub-Fund (“Units”) will be 18 December 2017, i.e. the last day on which investors may buy or sell Units on the SEHK and the last day for redemption of Units in accordance with the usual trading arrangements currently in place, but no creation of Units in the primary market through a Participating Dealer will be allowed from 17 November 2017 following the publication of this Announcement and Notice;**
- **the Units of the Terminating Sub-Fund will cease trading as from 19 December 2017 (i.e. the Trading Cessation Date); that means no further buying or selling of Units on the SEHK and no redemption of Units will be possible from the Trading Cessation Date onwards;**
- **subject to the treatment of Suspended Stocks (please refer to section 2.3), the Manager will liquidate all of the assets of the Terminating Sub-Fund effective from the Trading Cessation Date. Accordingly, from the Trading Cessation Date onwards, (i) there will be no further trading of Units of the Terminating Sub-Fund and no further redemption of Units of the Terminating Sub-Fund; (ii) the Manager will start to liquidate all of the assets of the Terminating Sub-Fund (subject to the treatment of Suspended Stocks) and the Terminating Sub-Fund will therefore cease to track the performance of the Underlying Index and will not be able to meet its investment objective of tracking the performance of the Underlying Index; (iii) the Terminating Sub-Fund will no longer be marketed to the public; (iv) the Terminating Sub-Fund will mainly hold cash; and (v) the Terminating Sub-Fund will only be operated in a limited manner;**

- with a view to minimising further costs, fees and expenses in managing the Terminating Sub-Fund following the Trading Cessation Date and in the best interest of investors, the Manager has applied to the SFC for, and has been granted, a waiver from strict compliance with the following provisions of the Code for the period from the Trading Cessation Date to the Deauthorisation Date:
  - Chapter 10.7 (with regard to publishing suspension announcements);
  - paragraphs 4, 17(a) and 17(b) of Appendix I (with regard to providing estimated Net Asset Value or R.U.P.V. (as defined in the Code and section 5.3) and last closing Net Asset Value on a real time or near-real time basis); and
  - Chapters 6.1 and 11.1B (with regard to updating the Prospectus and the product key facts statements (“KFS”) in respect of the Terminating Sub-Fund).The details and the conditions on which such waiver is granted are as described in section 5 below;
- the Manager confirms that, save for the particular provisions of the Code set out in sections 5.2 to 5.4 below, the Manager will continue to comply with all the other applicable provisions of the Code, the applicable provisions in the Trust Deed and other applicable laws and regulations until the Deauthorisation Date;
- the Manager will, after having consulted the Trustee and the Terminating Sub-Fund’s auditor, declare an Interim Distribution (as defined in section 1.2) to the investors who remain so as at 22 December 2017 (the “Distribution Record Date”), and the Interim Distribution is expected to be payable on or around 22 January 2018 (the “Interim Distribution Date”);
- certain stock(s) held by the Terminating Sub-Fund may be suspended from trading on the Shanghai Stock Exchange or the Shenzhen Stock Exchange as at the Interim Distribution Date (the “Suspended Stocks”). To allow Unitholders to receive distributions without delay, the Interim Distribution will be made on the Interim Distribution Date in respect of the realized assets of the Terminating Sub-Fund, despite the fact that the Suspended Stocks are yet to be realised. When all Suspended Stocks resume trading and are disposed, a Final Distribution (as defined in Section 2.3) will be made to Relevant Investors (as defined in Section 2.2). The Manager will issue an announcement at least one business day before the Final distribution Date (as defined in Section 5.2) to provide updates on the disposal of Suspended Stocks and Final Distribution;
- by the date when (i) all the Suspended Stocks are fully liquidated and distributions are made to the Relevant Investors and (ii) the Trustee and the Manager form an opinion that the Terminating Sub-Fund ceases to have any outstanding contingent or actual assets or liabilities, the Trustee and the Manager will commence the completion of the termination of the Terminating Sub-Fund (i.e. the Termination Date).
- The Manager expects the Termination Date will be on a day no later than 18 May 2018. The Manager will publish an announcement on the Termination Date about the termination, deauthorisation and delisting of the Terminating Sub-Fund. If trading of any Suspended Stock

has not resumed by 18 May 2018, the Manager will publish an announcement on such date to inform Unitholders of the extension of the period of Final Distribution and the postponement of the Termination Date;

- during the period from the Trading Cessation Date until, at least, the Termination Date, the Manager will maintain the Terminating Sub-Fund's SFC authorisation status and SEHK listed status, and, subject to the SEHK's approval, expects the delisting to take effect at or around the same time as the deauthorisation;
- the Manager will continue to cap the ongoing charges of the Terminating Sub-Fund at 3% p.a. until the Termination Date. The Manager will bear all costs and expenses associated with the termination of the Terminating Sub-Fund (other than normal operating expenses such as transaction costs and any taxes relating to the realisation of assets of a Terminating Sub-Fund) from the date of this Announcement and Notice up to and including the Termination Date;
- the Manager expects that the deauthorisation and the delisting will take place either on the Termination Date or shortly after the Termination Date (please note that any product documentation for the Terminating Sub-Fund previously issued to investors, including the Prospectus and the KFS in respect of the Terminating Sub-Fund, should be retained for personal use only and not for public circulation); and
- investors should pay attention to the risk factors as set out in section 7.1 below (including liquidity risk, Units trading at a discount or premium risk, tracking errors during the period from the date of this Announcement and Notice to the Last Trading Day risk, Net Asset Value downward adjustment risk, failure to track the Underlying Index risk, delay in distribution risk and market makers' inefficiency risk). Investors should exercise caution and consult their professional and financial advisers before dealing in the Units in the Terminating Sub-Fund or otherwise deciding on the course of actions to be taken in relation to their Units in the Terminating Sub-Fund.

Stockbrokers and financial intermediaries are urged to:

- forward a copy of this Announcement and Notice to their clients holding Units in the Terminating Sub-Fund, and inform them of the contents of this Announcement and Notice as soon as possible;
- facilitate their clients who want to dispose of Units in the Terminating Sub-Fund on or before the Last Trading Day;
- inform their 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 any disposal of Units in the Terminating Sub-Fund; and

- **inform their clients of the Final Distribution arrangements as set out in section 2.3 below and the possible impact in relation to such arrangements to their clients**

**The Manager will, until the Last Trading Day, issue reminder announcements on a weekly basis to investors informing and reminding them of the Last Trading Day, the Trading Cessation Date and the Distribution Record Date. Also, further announcements will be made, as and when appropriate in accordance with the applicable regulatory requirements, (i) in due course to inform the investors of the Interim Distribution Date, Final Distribution Date, the Termination Date, the dates for the deauthorisation and the delisting; and (ii) if any Suspended Stock is not liquidated by 18 May 2018, an announcement to inform investors about the extension of the period of Final Distribution.**

The Manager reserves its right to terminate the Terminating Sub-Fund in its absolute discretion by notice in writing to the Trustee under Clause 27.3 of the Trust Deed if the aggregate Net Asset Value of all the Units in the Terminating Sub-Fund outstanding shall be less than RMB 100,000,000.

As at 16 November 2017, the Net Asset Value of all the Units outstanding in the Terminating Sub-Fund was RMB 6,418,477.22, less than RMB 100,000,000. The Manager therefore announces that it has, by means of a resolution of the board of directors of the Manager dated 15 November 2017, decided to terminate the Terminating Sub-Fund and voluntarily seek deauthorisation and delisting. The proposed termination, deauthorisation and delisting (the “**Proposal**”) will be subject to the final respective approval of the SFC and the SEHK, and will only be completed after the Trustee and the Manager have formed an opinion that the Terminating Sub-Fund has no outstanding contingent or actual liabilities or assets.

Before the proposed termination, deauthorisation and delisting, the Units of the Terminating Sub-Fund will cease trading on the SEHK as from 19 December 2017, the Trading Cessation Date. Accordingly, the last day on which the Units of the Terminating Sub-Fund can be traded on the SEHK will be 18 December 2017, the Last Trading Day, and from the Trading Cessation Date onwards, no trading of Units on the SEHK will be allowed. Also, while investors may continue to trade Units on the SEHK on any trading day before the Trading Cessation Date, no creation of Units in the Terminating Sub-Fund in the primary market through a Participating Dealer will be allowed from 17 November 2017 following the publication of this Announcement and Notice.

As required under Clause 27.4 of the Trust Deed, no less than one month’ notice is hereby given to the investors, notifying them of the proposed termination of the Terminating Sub-Fund. Also, as required under Chapter 11.1A of the Code, no less than one month’s notice is hereby given to the investors, notifying them that the Terminating Sub-Fund will cease to track the performance of the Index, and cease trading, from the Trading Cessation Date.

The Manager will bear all costs and expenses associated with the termination of the Terminating Sub-Fund (other than normal operating expenses such as transaction costs and any taxes relating to the realisation of assets of the Terminating Sub-Fund) from the date of this Announcement and Notice up to and including the Termination Date.

## **1. Proposed termination of the Terminating Sub-Fund, cessation of trading and realisation of assets**

### **1.1 Proposed termination of the Terminating Sub-Fund**

According to Clause 27.3 of the Trust Deed, the Terminating Sub-Fund may be terminated by the Manager in its absolute discretion by notice in writing in the event that the aggregate Net Asset Value of all the Units in the Terminating Sub-Fund outstanding shall be less than RMB 100,000,000. The Trust Deed does not require investors' approval for terminating the Terminating Sub-Fund on the ground set out in Clause 27.4 of the Trust Deed.

As at 16 November 2017, the Net Asset Value and the Net Asset Value per Unit of the Terminating Sub-Fund were RMB 6,418,477.22 and RMB 32.0924 respectively. Having taken into account the relevant factors including the interests of the investors as a whole, the current relatively small Net Asset Value of the Terminating Sub-Fund, the Manager is of the view that the proposed termination of the Terminating Sub-Fund would be in the best interests of the investors of the Terminating Sub-Fund. Therefore, the Manager has decided to exercise its power under Clause 27.3 of the Trust Deed to terminate the Terminating Sub-Fund on the date on which the Trustee and the Manager form an opinion that the Terminating Sub-Fund ceases to have any contingent or actual assets or liabilities. The Manager has given written notice to the Trustee notifying the Trustee of its proposal to terminate the Terminating Sub-Fund pursuant to Clause 27.3 of the Trust Deed, and the Trustee does not object to such proposal.

### **1.2 The proposed cessation of trading**

The Manager will apply to SEHK to have the Units of the Terminating Sub-Fund cease trading on the SEHK with effect from 19 December 2017 (i.e. the Trading Cessation Date). Subject to the treatment of Suspended Stocks (please refer to section 2.3), the Manager will liquidate all of the assets of the Terminating Sub-Fund effective from the Trading Cessation Date in exercise of its investment powers under clause 27.3 of the Trust Deed. 18 December 2017 will be the Last Trading Day when investors may buy or sell Units in the Terminating Sub-Fund on the SEHK in accordance with the usual trading arrangements currently in place.

Also, in view of the proposed cessation of trading, no further creation of Units in the Terminating Sub-Fund through Participating Dealers will be allowed from 17 November 2017.

For the avoidance of doubt, redemption of Units in the Terminating Sub-Fund by Participating Dealers will continue to be permitted until the Last Trading Day.

Investors should note that they cannot redeem Units directly from the Terminating Sub-Fund in the primary market. Only Participating Dealers may submit redemption applications to the Manager and the Participating Dealers may have their own application procedures for their clients and may set application cut-off times for their clients which are earlier than those set out in the Prospectus. Investors are advised to check with the Participating Dealers as to the relevant timing deadlines and the client acceptance procedures and requirements.

The Manager will proceed with the Interim Distribution of the assets (the “**Interim Distribution**”) of the Terminating Sub-Fund on or around 22 January 2018 (see details in section 2.2 below).

If there is any change to the dates mentioned in this paragraph, the Manager will issue an announcement of the revised dates.

### **1.3. Impacts on the proposed realisation of the assets of the Terminating Sub-Fund**

After the realisation of the assets of the Terminating Sub-Fund (as described in section 1.2 above and subject to section 2.4 below), the Terminating Sub-Fund will mainly hold cash, primarily consisting of the proceeds from the realisation of the assets of the Terminating Sub-Fund, and the Suspended Stocks (as defined in section 2.3). It therefore follows that, from the Trading Cessation Date, the Terminating Sub-Fund will cease to track the performance of the Underlying Index, and will not be able to meet its investment objective of tracking the performance of the Underlying Index.

## **2. What will happen after the Trading Cessation Date?**

### **2.1 Immediately from the Trading Cessation Date**

Effective from the Trading Cessation Date, the Units of the Terminating Sub-Fund will cease trading on the SEHK and there will be no further redemption of Units in the primary market. This means investors will only be allowed to buy or sell Units of the Terminating Sub-Fund on the SEHK until (and including) the Last Trading Day, which is 18 December 2017 and will not be allowed to do so from the Trading Cessation Date onwards.

### **2.2 Interim Distribution**

The Manager will, after consulting the Trustee and the Terminating Sub-Fund’s auditor, declare an Interim Distribution in respect of those investors who remain invested in the Terminating Sub-Fund as of the Distribution Record Date (the “**Relevant Investors**”). Such Interim Distribution is expected to be made on or around 22 January 2018.

### **2.3 Treatment of Suspended Stocks and Final Distribution**

Certain stock(s) held by the Terminating Sub-Fund may be suspended from trading on the Shanghai Stock Exchange or the Shenzhen Stock Exchange as at the Interim Distribution Date (the “**Suspended Stocks**”). As at 16 November 2017, the Terminating Sub-Fund held three Suspended Stocks, which is approximately RMB 70,204 and accounted for 1.09% of the Terminating Sub-Fund's Net Asset Value as of 16 November 2017. There is currently no active market on any stock exchange or current market price for such Suspended Stocks.

To allow Unitholders to receive distributions without delay, the Interim Distribution will be made on the Interim Distribution Date in respect of the realised assets of the Terminating Sub-Fund, despite the fact that the Suspended Stocks are yet to be realised. The Manager considers that it is uneconomical to make a

further distribution every time a Suspended Stock has resumed trading and is disposed as each distribution involves various costs such as transaction costs and operational costs, in view of the fact that the value of the Suspended Stocks only accounts for 1.09% of the Terminating Sub-Fund's Net Asset Value as of 16 November 2017. As such, the Manager will only make one final distribution when all Suspended Stocks have resume trading and have been liquidated (the "**Final Distribution**"). After the liquidation of all Suspended Stocks, the Manager will notify, by means of publishing announcement, the Relevant Investors of the liquidation status of those Suspended Stocks held as at Interim Distribution Date, their final settlement amount sold after trading resumption and the amount of Final Distribution.

The Manager expects that all Suspended Stocks will resume trading by 18 May 2018.

If trading for any Suspended Stock does not resume by 18 May 2018, the Manager will extend the period of Final Distribution and postpone the Termination Date based on the prevailing market conditions and promptly notify the Unitholders in accordance with the timetable set out in section 2.5 below.

The Manager considers that the arrangements as set out above, which allow Unitholders to receive distributions without delay, are in the best interest of the Terminating Sub-Fund and the Unitholders as a whole. The Trustee does not have any objection to such arrangements.

#### **2.4 During the period from the Trading Cessation Date (as defined in section 2.5) until the Termination Date**

Following the disposal of all Suspended Stocks and the Final Distribution (as detailed in section 2.3 above), on the date on which the Trustee and the Manager form an opinion that the Terminating Sub-Fund ceases to have any contingent or actual assets or liabilities (the "**Termination Date**"), the Manager and the Trustee will commence the completion of terminating the Terminating Sub-Fund.

During the period from the Trading Cessation Date until, at least, the Termination Date, the Terminating Sub-Fund will continue to have listing status on the SEHK and will remain authorised by the SFC, although the Terminating Sub-Fund will be operated only in a limited manner (as described in section 4.2 below). The Manager has therefore applied to the SFC, and has been granted, waivers from strict compliance of certain provisions of the Code for the period from the Trading Cessation Date to the Deauthorisation Date. The details and the conditions on which such waiver is granted are as described in section 5 below.

The deauthorisation and delisting of the Terminating Sub-Fund will take place either on the Termination Date or shortly after the Termination Date, subject to the SFC's and SEHK's approval respectively. The Manager expects, subject to the SEHK's approval, that the delisting will only take place at or around the same time of the deauthorisation.

The proposed termination, deauthorisation and delisting will be subject to the payment of all outstanding fees and expenses (please refer to section 6 below for further information), discharge of all outstanding liabilities of the Terminating Sub-Fund, as well as the final respective approvals by the SFC and the SEHK.



Following deauthorisation, the Terminating Sub-Fund will no longer be subject to regulation by the SFC. Any product documentation for the Terminating Sub-Fund previously issued to investors, including the Prospectus and any KFS in respect of the Terminating Sub-Fund, should be retained for personal use only and not for public circulation. Stockbrokers, financial intermediaries and investors must not circulate any marketing or other product information relating to the Terminating Sub-Fund to the public in Hong Kong as this may be in breach of the Securities and Futures Ordinance.

## 2.5 Important dates

Subject to the SFC's and the SEHK's respective approvals for the proposed arrangements set out in this Announcement and Notice, it is anticipated that the expected important dates in respect of the Terminating Sub-Fund will be as follows:

Dispatch of this Announcement and Notice	16 November 2017, Thursday
No further creation of Units in the Terminating Sub-Fund	17 November 2017, Friday
Last day for dealings in the Units of the Terminating Sub-Fund on the SEHK and last day for redemption of Units of the Terminating Sub-Fund (the " <b>Last Trading Day</b> ")	18 December 2017, Monday
Dealings in the Units of the Terminating Sub-Fund on the SEHK cease and no further redemption of Units of the Terminating Sub-Fund (the " <b>Trading Cessation Date</b> "), i.e. same date on which the Manager will start to liquidate all the investments of the Terminating Sub-Fund and the Terminating Sub-Fund will cease to be able to track the Underlying Index	19 December 2017, Tuesday
The date as at which an investor needs to be recorded by HKSCC as the beneficial owner of Units which are registered in the name of HKSCC Nominees Limited and held in CCASS to be entitled to the Interim Distribution and Final Distribution (the " <b>Distribution Record Date</b> ")	By close of business on 22 December 2017, Friday
Interim Distribution, after the Manager having consulted with the Trustee and the Terminating Sub-Fund's auditor, will be paid to the Relevant Investors (the " <b>Interim Distribution Date</b> ")	On or around 22 January 2018, Monday
Dispatch of announcement on Final Distribution and the distribution rate per unit	After 22 January 2018, Monday (i.e. the Interim Distribution Date) until the Termination Date, at least one business day before the Final Distribution Date
Final Distribution, after the Manager having consulted the Trustee and the Terminating Sub-Fund's auditor, will be paid to the Relevant Investors (the " <b>Final Distribution Date</b> ")	After 22 January 2018, Monday (i.e. the Interim Distribution Date) until the Termination Date

Termination of the Terminating Sub-Fund (the “ <b>Termination Date</b> ”)	<p>As soon as possible after 22 January 2018, Monday (i.e. two months after the date of this Announcement and Notice) and expected to be on or before 18 May 2018, Friday, when all Suspended Stocks resume trading and are liquidated and distributions are made to the Relevant Investors, and when the Manager and Trustee form an opinion that the Terminating Sub-Fund ceases to have any contingent or actual assets or liabilities.</p> <p>If any of the Suspended Stocks has not resumed trading by 18 May 2018, Friday, the Manager will issue an announcement to inform Unitholders of the extension of the period of Final Distribution and the postponement of the Termination Date.</p>
Deauthorisation and delisting of the Terminating Sub-Fund	<p>On or shortly after the Termination Date, which is the date the SFC and SEHK approve the deauthorisation and delisting respectively. The Manager expects that the deauthorisation and delisting will take place either on or immediately after the Termination Date.</p>

The Manager will issue the following:

- (on a weekly basis from the date of this Announcement and Notice to the Last Trading Day) reminder announcements informing and reminding investors of the Last Trading Day, the Trading Cessation Date and the Distribution Record Date;
- (in due course) an announcement to inform the investors of the Interim Distribution Date;
- (from the Interim Distribution Date to the Termination Date) further announcement(s) informing investors of the Final Distribution;
- (shortly before 18 May 2018, if any Suspended Stock is not liquidated by then) an announcement to inform investors about the extension of the period of Final Distribution and the postponement of the Termination Date; and
- (on or around the Termination Date) an announcement informing investors about the Termination Date, dates for the deauthorisation and delisting of the Terminating Sub-Fund,

In accordance with the applicable regulatory requirements. If there is any change to the dates mentioned in this section, the Manager will issue an announcement to inform the Relevant Investors of the revised dates.

All stockbrokers and financial intermediaries are urged to forward a copy of this Announcement and Notice, together with any further announcements, to their clients investing in the Units of the Terminating Sub-Fund, and inform them of the contents of this Announcement and Notice and any further announcements, as soon as possible.

### **3. Potential actions to be taken by investors on or before the Last Trading Day**

#### **3.1 Trading on the SEHK on any trading day up to and including the Last Trading Day**

On any trading day up to (and including) the Last Trading Day, an investor may continue to buy or sell its Units in the Terminating Sub-Fund on the SEHK in accordance with the usual trading arrangements, during the trading hours of the SEHK and based on the prevailing market prices. The market makers of the Terminating Sub-Fund will continue to perform its market making functions in accordance with the Trading Rules of the SEHK.

Investors should note that stockbrokers or other financial intermediaries may impose brokerage fees on any sale of the Units of the Terminating Sub-Fund on the SEHK on investors, and a transaction levy (at 0.0027% of the price of the Units of the Terminating Sub-Fund) and a trading fee (at 0.005% of the price of the Units of the Terminating Sub-Fund) will be payable by the buyer and the seller of the Units.

No charge to stamp duty will arise in Hong Kong in respect of sale or purchase of Units of the Terminating Sub-Fund on the SEHK.

The trading price of Units of the Terminating Sub-Fund may be below or above the Net Asset Value per Unit. Please see the “Units trading at a discount or premium risk” and “Market Makers’ inefficiency risk” in section 7.1 below.

#### **3.2 Holding Units after the Last Trading Day**

For Relevant Investors who are still holding Units in the Terminating Sub-Fund after the Last Trading Day, the Manager will, after having consulted the Trustee and the Terminating Sub-Fund’s auditor, declare Interim Distribution in respect of such Relevant Investors. Each Relevant Investor will be entitled to an Interim Distribution of an amount equal to the Terminating Sub-Fund’s then Net Asset Value (less the value of the Suspended Stocks) in proportion to the Relevant Investor’s interests in that Terminating Sub-Fund as at the Distribution Record Date. The Terminating Sub-Fund’s then Net Asset Value will be the total value of the net proceeds from the realisation of the assets of the Terminating Sub-Fund as described in section 1.3 above, plus the value of the Suspended Stocks (valued at last traded price).

The Interim Distribution payable to each Relevant Investor is expected to be paid to the accounts of its financial intermediary or stockbroker maintained with CCASS on or around 22 January 2018. The

Manager will issue a further announcement to inform the Relevant Investors of the exact day of payment of the Interim Distribution, together with the amount of Interim Distribution per Unit in respect of the Terminating Sub-Fund in due course.

When all Suspended Stocks resume trading and are disposed, Final Distribution will be made to Relevant Investors. Please refer to Section 2.3 Treatment of Suspended Stocks and Final Distribution above for details.

### **3.3 Further distribution**

The Manager does not expect or anticipate there will be a further distribution after the Final Distribution. However, in the unlikely event there is a further distribution after the Final Distribution, the Manager will issue an announcement informing the Relevant Investors.

If there is any change to the dates mentioned in this paragraph, the Manager will issue an announcement of the revised dates.

**IMPORTANT NOTE: Investors should pay attention to the risk factors as set out in section 7.1 below and consult their professional and financial advisers before disposing of the Units in the Terminating Sub-Fund. If an investor disposes of its Units in the Terminating Sub-Fund at any time on or before the Last Trading Day, such investor will not in any circumstances be entitled to any portion of the Interim Distribution, the Final Distribution or any further distribution (if any) in respect of any Units so disposed. Investors should therefore exercise caution and consult their professional and financial advisers before dealing in their Units in the Terminating Sub-Fund or otherwise deciding on any course of actions to be taken in relation to their Units in the Terminating Sub-Fund.**

## **4. Consequences of the commencement of the cessation of trading**

### **4.1 Continued existence of the Terminating Sub-Fund**

The Terminating Sub-Fund will maintain its SFC authorisation status and its SEHK listing status, until the deauthorisation and delisting. Deauthorisation and delisting will follow as soon as possible after the termination of the Terminating Sub-Fund.

When the Manager and Trustee form an opinion that the Terminating Sub-Fund ceases to have any contingent or actual assets or liabilities, the Manager and the Trustee will complete the proposed termination process and the Manager will proceed with applying to the SFC for deauthorisation, and to the SEHK to complete the delisting.

### **4.2 Limited operation of the Terminating Sub-Fund**

During the period from the Trading Cessation Date up until deauthorisation, the Terminating Sub-Fund will only be operated in a limited manner as there will not be any trading of Units of the Terminating Sub-

Fund and the Terminating Sub-Fund will have no investment activities from the Trading Cessation Date onwards.

Relevant Investors are reminded to contact their stockbrokers or financial intermediaries to check whether there will be any fees or charges including custody fees that they may need to bear with regard to their unitholding in the Terminating Sub-Fund during the period from the Trading Cessation Date up till the date on which they cease to hold Units.

## **5. Waiver**

### **5.1 Background**

As set out in section 2.4 above, while the Units in the Terminating Sub-Fund will cease trading effective from the Trading Cessation Date, because of certain outstanding actual or contingent assets or liabilities in relation to the Terminating Sub-Fund, the Terminating Sub-Fund will remain in existence after the Trading Cessation Date until the Termination Date. During such period, the Terminating Sub-Fund will maintain its SFC authorisation status, and its SEHK listed status, until the completion of the proposed termination, deauthorisation and delisting.

However, following the date of this Announcement and Notice, there will be no further creation of Units, and from the Trading Cessation Date onwards:

- (i) there will be no further trading of Units of the Terminating Sub-Fund and no further redemption of Units of the Terminating Sub-Fund;
- (ii) the Manager will start to liquidate all of the assets of the Terminating Sub-Fund (subject to the treatment of Suspended Stocks) and the Terminating Sub-Fund will therefore cease to track the performance of the Underlying Index and will not be able to meet its investment objective of tracking the performance of the Underlying Index;
- (iii) the Terminating Sub-Fund will no longer be marketed to the public;
- (iv) the Terminating Sub-Fund will mainly hold cash; and
- (v) the Terminating Sub-Fund will only be operated in a limited manner.

Accordingly, with a view to minimising further costs, fees and expenses in managing the Terminating Sub-Fund following the Trading Cessation Date and in the best interest of investors, the Manager has applied to the SFC for, and has been granted, a waiver from strict compliance with certain provisions of the Code for the period from the Trading Cessation Date to the Deauthorisation Date.

The details of the waiver granted and the conditions on which such waiver was granted are set out in this section 5.

### **5.2 Publishing of the suspension of dealing**

Under Chapter 10.7 of the Code, the Manager is required to: (a) immediately notify the SFC if dealing in Units ceases or is suspended; and (b) publish the fact that dealing is suspended immediately following the

decision to suspend and at least once a month during the period of suspension in an appropriate manner (the requirements under (b) are referred to as the “**Investor Notification Requirements**”).

The Manager has applied to the SFC for, and has been granted, a waiver from strict compliance with the Investor Notification Requirements under Chapter 10.7 of the Code (for the period from the Trading Cessation Date to the Deauthorisation Date), subject to the condition that a statement shall be posted in a prominent position of the Manager’s website from the Trading Cessation Date until the Deauthorisation Date to notify investors that the Units of the Terminating Sub-Fund have ceased trading on the SEHK from 19 December 2017, and draw investors’ attention to this Announcement and Notice and all other relevant announcements.

Because the Terminating Sub-Fund will maintain its SEHK listing status after the Last Trading Day 18 December 2017 until the Deauthorisation Date, investors may continue to access further announcements in relation to the Terminating Sub-Fund via the HKEx’s website and the Manager’s website during such period.

### **5.3 Provision of estimated Net Asset Value or R.U.P.V.<sup>1</sup> and last closing Net Asset Value on a real time or near real time basis**

Under Paragraphs 4, 17(a) and 17(b) of Appendix I to the Code, the Manager is required to provide estimated Net Asset Value or R.U.P.V. and last closing Net Asset Value of the Terminating Sub-Fund to the public on a real time or near-real time basis unless otherwise waived, via any suitable channels in paragraph 18 of Appendix I of the Code (which include the Terminating Sub-Fund’s website).

As following the date of this Announcement and Notice, there will be no further creation of Units in the Terminating Sub-Fund, and from the Trading Cessation Date onwards, there will be no further trading of Units in the Terminating Sub-Fund on the SEHK and no further redemption of Units in the Terminating Sub-Fund, and the Terminating Sub-Fund will mainly hold cash and Suspended Stocks and only be operated in a limited manner. The Manager proposes and the Trustee consents that the Net Asset Value per Unit of the Terminating Sub-Fund will be updated on the Manager’s website only when there is any event which causes the Net Asset Value to change. The Manager and the Trustee expect that the events which will cause the Net Asset Value per Unit of the Terminating Sub-Fund to change are: (i) the Interim Distribution (please see further in section 2.2 above); (ii) the Final Distribution (please see further in section 2.3 above); (iii) further distribution (if any); (iv) any change in value of the scrip dividend (if any) of the underlying stocks; (v) dividend of the Suspended Stocks (if any); and (vi) any deduction of transaction costs or taxes relating to the realisation of assets of the Terminating Sub-Fund.

Accordingly, the Manager has applied to the SFC for, and has been granted, a waiver from strict compliance with the above-mentioned requirements under Paragraphs 4, 17(a) and 17(b) of Appendix I to the Code (for the period from the Trading Cessation Date to the Deauthorisation Date), subject to the following conditions:

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<sup>1</sup> R.U.P.V stands for “Reference Underlying Portfolio Value” which is updated at 15-second intervals during trading hours.

- (A) the Net Asset Value per Unit of the Terminating Sub-Fund as of 18 December 2017 (i.e. the Last Trading Day), which will be the latest available Net Asset Value per Unit of the Terminating Sub-Fund, will be published on the Manager's website; and
- (B) the Manager shall update the latest available Net Asset Value per Unit of the Terminating Sub-Fund on the Manager's website as soon as practicable should there be any other change to the Net Asset Value of the Terminating Sub-Fund, including but not limited to changes arising from (i) the Interim Distribution (please see further in section 2.2 above); (ii) the Final Distribution (please see further in section 2.3 above); (iii) further distribution (if any); (iv) any change in value of the scrip dividend (if any) of the underlying stocks; (v) dividend of the Suspended Stocks (if any); and (vi) any deduction of transaction costs or taxes relating to the realisation of assets of the Terminating Sub-Fund.

#### **5.4 Updating of the Prospectus and KFS in respect of the Terminating Sub-Fund**

Under Chapters 6.1 and 11.1B of the Code, the Prospectus and the KFS in respect of the Terminating Sub-Fund must be up-to-date and must be updated to incorporate any relevant changes to the Terminating Sub-Fund.

In view of the cessation of trading of Units of the Terminating Sub-Fund from the Trading Cessation Date, and there being no further creation or redemption of Units of the Terminating Sub-Fund, the Manager considers that it is not necessary to update the Prospectus and the KFS in respect of the Terminating Sub-Fund (which by their nature are offering documents) to reflect any future changes to the Terminating Sub-Fund prior to the Deauthorisation Date.

As such, the Manager has applied to the SFC for, and has been granted, a waiver from strict compliance with the above-mentioned requirements under Chapters 6.1 and 11.1B of the Code so that the Prospectus and the KFS in respect of the Terminating Sub-Fund need not be updated in respect of disclosure affecting the Terminating Sub-Fund only from the Trading Cessation Date.

Without prejudice to the other obligations of the Manager under Chapter 11.1B of the Code, the Manager has undertaken and confirmed with the SFC that it shall:

- (A) promptly notify investors of any changes to the Terminating Sub-Fund or to the Prospectus or the KFS of the Terminating Sub-Fund by means of publishing the announcement(s) on its and the HKEx's websites (each, a "**Relevant Future Announcement**");
- (B) ensure that each Relevant Future Announcement shall include a statement to refer investors to read this Announcement and Notice together with the Prospectus, the KFS of the Terminating Sub-Fund, and any other Relevant Future Announcement(s); and
- (C) issue an updated Prospectus on the Deauthorisation Date to remove all references to the Terminating Sub-Fund.

## **5.5 Other related matter**

The Manager confirms that, save for the particular provisions of the Code set out in sections 5.2 to 5.4 above, the Manager will continue to comply with all the other applicable provisions of the Code, the applicable provisions in the Trust Deed and other applicable laws and regulations in respect of the Terminating Sub-Fund.

## **6. Costs**

### **6.1 Trading on the SEHK**

As indicated in section 3.1 above, stockbrokers or financial intermediaries may levy certain fees and charges for any orders to dispose of Units of the Terminating Sub-Fund on or before the Last Trading Day.

### **6.2 Redemption by Participating Dealers**

All redemptions of Units of the Terminating Sub-Fund by Participating Dealers will be subject to the fees and costs as set out in the Prospectus. Participating Dealers may pass on to the Relevant Investors such fees and costs, and may also impose fees and charges in handling redemption requests which would increase the cost of redemption. Investors are advised to check with Participating Dealers as to their relevant fees, costs and charges.

### **6.3 Cost of termination, deauthorisation and delisting**

The Manager will bear all costs and expenses associated with the termination, deauthorisation and delisting of the Terminating Sub-Fund (other than normal operating expenses such as transaction costs and any taxes relating to the realisation of assets of the Terminating Sub-Fund) from the date of this Announcement and Notice up to and including the Termination Date.

### **6.4 Ongoing charges of the Terminating Sub-Fund**

The ongoing charges for the Terminating Sub-Fund, as disclosed in the KFS, are currently capped at 3.00% per annum. The ongoing charges figure represents the ongoing expenses expressed as a percentage of the Net Asset Value of the Terminating Sub-Fund over a period of one year. The Manager will continue to charge a management fee up to and including the Interim Distribution Date.

The Manager will continue to cap the ongoing charges of the Terminating Sub-Fund at 3.00% per annum until the Termination Date.

The Manager does not expect that the termination of the Terminating Sub-Fund will impact the ongoing charges figures. Please note for completeness the ongoing charges figures are calculated in accordance with the guidance under the relevant SFC circular, and exclude the following costs and expenses associated with the termination of the Terminating Sub-Fund (which are to be borne by the Terminating



Sub-Fund): (i) normal operating expenses such as transaction costs and (ii) any taxes relating to the realisation of assets of the Terminating Sub-Fund.

The Terminating Sub-Fund does not have any unamortised preliminary expenses and any contingent liabilities (such as outstanding litigation) as at the date of this Announcement and Notice.

## **7. Other matters**

### **7.1 Other implications of the proposed cessation of trading, the proposed termination of the Terminating Sub-Fund and the proposed Delisting and Deauthorisation**

In consequence of this Announcement and Notice and the proposed cessation of trading, the proposed termination of the Terminating Sub-Fund and the proposed Delisting and Deauthorisation, investors should note the following:

Liquidity risk - Trading of Units in the Terminating Sub-Fund on the SEHK from the date of this Announcement and Notice may become less liquid;

Units trading at a discount or premium risk - Although up to (and including) the Last Trading Day, the market makers of the Terminating Sub-Fund will continue to perform its market making functions in accordance with the Trading Rules of the SEHK, Units in the Terminating Sub-Fund may trade at a discount compared to its Net Asset Value in extreme market situations. This is because many investors may want to sell their Units in the Terminating Sub-Fund after this Announcement and Notice has been published but there may not be many investors in the market who are willing to purchase such Units. On the other hand, it is also possible that the Units in the Terminating Sub-Fund may trade at a premium because there will be no creation of new Units on 17 November 2017 and consequently the divergence between the supply of and demand for such Units may be larger than usual;

Tracking errors during the period from the date of this Announcement and Notice to the Last Trading Day risk – It is possible that the size of the Terminating Sub-Fund may drop drastically before the Last Trading Day. This may impair the Manager's ability to fulfill the investment objectives of the Terminating Sub-Fund and result in significant tracking error. In the extreme situation where the size of the Terminating Sub-Fund becomes so small that the Manager considers that it is not in the best interest of the Terminating Sub-Fund to continue to invest in the market, the Manager may decide to convert the whole or part of the investments of the Terminating Sub-Fund into cash or deposits in order to protect the interest of the investors of the Terminating Sub-Fund;

Net Asset Value downward adjustment risk – Changes in economic environment, consumption pattern and investors' expectations may have significant impact on the value of the investments and there may be significant drop in value of the assets. Such market movements may result in substantial downward adjustment of the Net Asset Value per Unit before the Last Trading Day;

Failure to track the Underlying Index risk – All assets of the Terminating Sub-Fund, to the extent possible and subject to the treatment of Suspended Stocks, will be liquidated with effect from the Trading

Cessation Date. Thereafter, the Terminating Sub-Fund's assets will mainly be cash. The Terminating Sub-Fund will only be operated in a limited manner. It therefore follows that, from the Trading Cessation Date, the Terminating Sub-Fund will cease to track the Underlying Index, and will not be able to meet its investment objective of tracking the performance of the Underlying Index;

Delay in distribution risk - Subject to the treatment of Suspended Stocks, the Manager will aim to liquidate all of the assets of the Terminating Sub-Fund and proceed with the Interim Distribution as soon as practicable. The Manager will also try to liquidate the Suspended Stocks as soon as they resume trading, and make Final Distribution when all Suspended Stocks resume trading and have been disposed. However, it is uncertain when the Suspended Stocks will resume trading. Based on its analysis, the Manager expects the Suspended Stocks will resume trading by 18 May 2018 and Relevant Investors will receive the Final Distribution within such time. In the event trading of any of the Suspended Stocks is not resumed by 18 May 2018 and/or in the event that the Manager is unable to liquidate all of the assets in a timely manner during certain periods of time, for example, when trading on the relevant stock exchanges is restricted or suspended or when the official clearing and settlement depository of the relevant market is close, the payment of Final Distribution representing the value of such Suspended Stocks may be further delayed; and

Market makers' inefficiency risk – As there will be no creation of Units from the date of this Announcement and Notice onwards, the divergence between the supply of and demand for the Units may be larger than usual. In particular, should there be a large demand for the Units before the Trading Cessation Date, the market makers may not be able to effectively perform their market making activities to provide liquidity of the trading of Units on the SEHK. As a result, the price volatility of the Units may be higher than usual from the date of this Announcement and Notice through the Last Trading Day.

## **7.2 Tax implications**

Based on the Manager's understanding of the law and practice in force at the date of this Announcement and Notice, as the Terminating Sub-Fund is a collective investment scheme authorised under Section 104 of the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong), profits of the Terminating Sub-Fund derived from realisation of its assets are exempt from Hong Kong profits tax. Notwithstanding that profits of the Terminating Sub-Fund derived from realisation of its assets are exempt from Hong Kong profits tax, the Terminating Sub-Fund may be subject to tax in certain jurisdictions where investments are made, on income or capital gains derived from such investments.

No Hong Kong profits tax is expected to be payable by investors in Hong Kong in respect of the Interim Distribution, the Final Distribution or further distributions (if any) to the extent of distribution of profits and/or capital of the Terminating Sub-Fund. For investors carrying on a trade, profession or business in Hong Kong, profits derived in redemption or disposal of Units in the Terminating Sub-Fund may be subject to Hong Kong profits tax if the profits in question arise in or are derived from such trade, profession or business, sourced in Hong Kong, as well as the Units of the Terminating Sub-Fund are revenue assets of the investors.

Investors should consult their professional financial advisers for tax advice.

## **8. Connected party transactions**

None of the Connected Persons of the Manager and/or the Trustee are party to any transaction in relation to the Terminating Sub-Fund, nor hold any interest in the Terminating Sub-Fund.

## **9. Documents available for inspection**

Copies of the following documents are available for inspection free of charge at the offices of the Manager (2801-2803 Two Exchange Square, 8 Connaught Place, Central, Hong Kong). Copies of (a) may be obtained from the Manager on payment of a reasonable fee:

- (a) the Trust Deed;
- (b) the Participation Agreements;
- (c) the Service Agreements;
- (d) the audited accounts and the half-yearly unaudited reports of the Trust and the Terminating Sub-Fund;  
and
- (e) the Prospectus and the KFS.

## **10. Enquiries**

If you have any queries in relation to the contents of this Announcement and Notice, please direct them to your stockbrokers or financial intermediaries or contact the Manager by calling (852) 3406 5688 during office hours (except Hong Kong statutory holidays), or visiting the Manager in person at 2801-2803, Two Exchange Square, 8 Connaught Place, Central, Hong Kong or visiting the Manager's website: <http://www.csopasset.com><sup>2</sup>.

The Manager accepts full responsibility for the accuracy of the information contained in this Announcement and Notice, 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.

### **CSOP Asset Management Ltd**

as Manager of the Trust and the Terminating Sub-Fund  
Hong Kong

16 November 2017

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<sup>2</sup> The contents of the website have not been reviewed by the SFC.