



INCOME PARTNERS

INCOME PARTNERS INVESTMENT FUND

(the “Fund”)

INCOME PARTNERS RMB BOND FUND

(the “Sub-Fund”)

NOTICE TO UNITHOLDERS

This document is important and requires your immediate attention. If you are in doubt about the contents of this notice, you should seek independent professional financial advice.

30 October 2020

Dear Unitholders,

We, Income Partners Asset Management (HK) Limited, the manager of the Sub-Fund (the “**Manager**”), are writing to inform you of an amendment to the Sub-Fund’s constitutive document and explanatory memorandum as described below. Unless the context requires otherwise, capitalised but undefined terms in this notice shall have the same meaning as ascribed to such term in the Sub-Fund’s explanatory memorandum dated October 2020 (the “**Explanatory Memorandum**”).

Adoption of Supplemental Deed and Amendment to the Explanatory Memorandum Regarding the Adjustment of Redemption Prices

The amended and restated trust deed relating to the Sub-Fund dated 31 December 2019 (“**2019 Amended and Restated Deed**”) entered into between the Manager and Cititrust Limited (the “**Trustee**”) has been amended by way of a supplemental deed dated 30 October 2020 between the foregoing parties (the “**Supplemental Deed**”, together with the 2019 Amended and Restated Deed, the “**Trust Deed**”).

Pursuant to the 2019 Amended and Restated Deed and the explanatory memorandum of the Sub-Fund dated July 2020, the Manager was permitted to make certain deductions from the redemption proceeds due to Unitholders in order to ensure fair treatment of the remaining Unitholders in the Sub-Fund.

One such deduction that the Manager was permitted to apply to the redemption proceeds due to a Unitholder was such amount as the Manager estimated as an appropriate allowance to reflect the difference between the last traded price (or the mean between the last available bid and asked prices) of the investments of the Sub-Fund and the latest available asked price of such investments.



The Manager has, to date, construed the reference to the “latest available asked price” to be “latest available bid price” as the Manager considered this to be an appropriate indication of the price available in the market that was readily achievable. The “latest available asked price” is not, in the Manager’s view, an appropriate indication of the price available in the market for such assets, it is merely what a seller in the market is seeking for such securities.

The Manager believes that it is in the best interests of Unitholders that the above underlined reference to “latest available asked price” in the 2019 Amended and Restated Deed and the explanatory memorandum of the Sub-Fund dated July 2020 be amended to “latest available bid price” so as to accurately reflect the Manager’s existing practice of Redemption Price adjustments.

The amendment has been made (i) under the heading “Redemption Price” in the section titled “Redemption of Units” of the Explanatory Memorandum and (ii) to paragraph 3(b) of Schedule 3 to the Trust Deed under the heading “Redemption Price of Units”.

The Trustee has certified that the foregoing amendment to the Trust Deed does not materially prejudice the interests of Unitholders and does not to any material extent release the Trustee or the Manager or any other person from any liability to the Unitholders and does not increase the costs and charges payable from the Trust Fund (as such term is defined in the Trust Deed). The costs, charges, fees and expenses incurred in connection with the Supplemental Deed will be borne by the Manager. Accordingly, such amendment to the Trust Deed does not require any prior approval from Unitholders or a meeting of Unitholders to be held to pass an extraordinary resolution under the relevant laws of Hong Kong and the Trust Deed.

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The Supplemental Deed (together with 2019 Amended and Restated Deed) can be inspected free of charge during normal business hours on any day (excluding Saturdays, Sundays and public holidays) at the office of the Manager (see address below) and a copy may be obtained from the Manager’s address at a reasonable fee.

The revised Explanatory Memorandum is available on the Manager’s website (www.incomepartners.com).

If you have any queries on the content of this notice, please contact Lorraine Tang by telephone on +852 2169-2100, by email at marketing@incomepartners.com or by post to Income Partners Asset Management (HK) Limited at Suites 3503-4, Cambridge House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong.

The Manager accepts full responsibility for the accuracy of the information contained in this notice.

For and on behalf of

Income Partners RMB Bond Fund