

Issuer: Schroder Investment Management (Hong Kong) Limited

April 2022

***This statement provides you with key information about this product.  
This statement is a part of the offering document.  
You should not invest in this product based on this statement alone.***

### Quick facts

<b>Manager:</b>	Schroder Investment Management (Hong Kong) Limited			
<b>Trustee:</b>	HSBC Institutional Trust Services (Asia) Limited			
<b>Ongoing charges over a year:</b>	Class A AUD Hedged Dis	1.87%*	Class A RMB Hedged Dis	1.86%*
	Class A HKD Acc	1.87%*	Class A USD Acc	1.87%*
	Class A HKD Dis	1.87%*	Class A USD Dis	1.87%*
	Class C HKD Acc	0.90% <sup>#</sup>		
<b>Dealing frequency:</b>	Daily			
<b>Base currency:</b>	HKD			
<b>Dividend policy:</b>	<p>A and C Accumulation Units – Dividend will not be distributed but will be reinvested into the fund.</p> <p>A and C Distribution Units – Dividend will be distributed on a monthly basis. However, the distribution rate is not guaranteed.</p> <p>Distributions may be paid out of capital and reduce the fund's net asset value.</p>			
<b>Financial year end of this fund:</b>	30 June			
<b>Minimum investment:</b>	<p>Initial – HKD5,000, RMB5,000 or USD1,000 (or equivalent), Subsequent Investment – HKD5,000, RMB5,000 or USD1,000 (or equivalent)</p>			

\* The ongoing charges figure is based on the annualised expenses for the interim period ended 31 December 2021. This figure may vary from year to year.

<sup>#</sup> The ongoing charges figure is estimated (because the unit class is not yet launched) based on the annualised expenses of another unit class of the fund over a 12-month period. The actual ongoing charges figure may be different from the estimate and may vary from year to year.

### What is this product?

This is a sub-fund of the Schroder Umbrella Fund II constituted in the form of an umbrella unit trust established under the laws of Hong Kong.

## Objectives and investment strategy

The fund's objective is to provide income and capital growth by investing primarily in Chinese equity and fixed income securities.

The fund will seek to achieve the investment objective primarily (i.e. at least 70% of its net asset value) through investment in a portfolio of (a) equities and equity related securities of China and China related companies; and (b) bonds, convertible bonds and other fixed or floating rate securities issued by China and China related companies and governments, government agencies and supra-national issuers in mainland China. China and China related companies refer to companies which are headquartered and/or listed in or have a substantial business exposure to mainland China.

The fund may gain direct exposure to Chinese equity and fixed income securities through for example China A-Shares, China B-Shares, H-shares and Chinese fixed income securities issued or distributed within and outside of mainland China. The fund may also gain indirect exposure to Chinese equity and fixed income securities (including Chinese fixed income securities distributed in mainland China) through for example China market access products, investment funds and exchange traded funds ("ETFs").

The fund's direct and indirect exposure to Chinese fixed income securities issued or distributed within mainland China will be less than 30% of its net asset value. The fund's direct exposure to Chinese fixed income securities issued or distributed within mainland China will be gained via investing in mainland China interbank bond markets ("China Interbank Bond Market") under Foreign Access Regime (as further described in the section under the heading "Overview of China Interbank Bond Market" in the Explanatory Memorandum) and/or Bond Connect (as further described in the section under the heading "Overview of China Interbank Bond Market" in the Explanatory Memorandum) and/or other means as may be permitted by the relevant regulations from time to time.

The fund does not have explicit restrictions on the minimum credit ratings of fixed income securities it may hold. The fund will invest in fixed income securities with a credit rating below investment grade (i.e. rated below BBB- /Baa3 (or its equivalent) by any internationally recognised credit rating agency, such as Standard & Poor's, Moody's or Fitch, or rated AA- or below by any mainland China domestic credit rating agency; whenever different ratings are assigned by different credit rating agencies, the lowest credit ratings assigned to the security will be adopted by the fund) or unrated fixed income securities at the time of acquisition. For this purpose, if the relevant security does not itself have a credit rating, then reference can be made to the credit rating of the issuer of the security. If both the security and the relevant issuer are not rated, then the security will be classified as unrated. The manager will assess credit risks of fixed income instruments based on quantitative and qualitative fundamentals, including without limitation the issuer's leverage, operating margin, return on capital, interest coverage, operating cash flows, industry outlook, firm's competitive position and corporate governance issue.

The fund may invest up to 20% of its net asset value in debt instruments with loss-absorption features such as contingent convertible bonds, Additional Tier 1 capital notes and Tier 2 capital notes, capital security bonds, senior non-preferred debts and total loss-absorbing capacity bonds.

The fund's direct and indirect exposure to China A-Shares and China B-Shares will be less than 50% of its net asset value. However, the fund may invest no more than 10% of its net asset value indirectly in China A-Shares through financial instruments such as China market access products. The fund may invest less than 50% of its net asset value directly in China A-Shares through the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect (collectively the "Stock Connect") (as further described in the section under the heading "Stock Connect" in the Explanatory Memorandum).

The manager does not intend to invest the fund directly in the mainland China securities markets through Qualified Foreign Investor (QFI) status of Schroder Investment Management (Hong Kong) Limited.

The fund may, if the manager considers fit, seek exposure of not more than 20% of its net asset value to other asset classes including but not limited to non-Chinese securities, commodities (including energy, metals and agricultural commodities) indirectly through investment funds, ETFs, real estate investment trusts ("REITs") and/or similar instruments.

The fund may hold more than 10% of its assets in cash as a separate asset class for defensive purpose.

The fund will actively allocate between Chinese equities, Chinese fixed income securities, other asset classes and cash to achieve the fund's objectives. The fund will use a cyclical approach to asset allocation where the asset mix will be adjusted according to the four phases of the economic cycle – recovery, expansion, slowdown and recession – based on a combination of fundamental and quantitative factors such as asset class valuation, macroeconomic data and liquidity. Cash will be treated as a separate asset class and will be deployed if necessary to limit downside risk during adverse market conditions. The fund's expected asset allocation range for each asset class is expected to be the following as at the date of this document:

Asset allocation ranges:

Chinese equities: 30-70%

Chinese fixed income: 30-70%

Other asset classes: 0-20%

Cash: 0-30%

***The expected asset allocation of the fund is set out above for indicative purposes. Investors should note that the actual allocation may at times be varied from that shown above as market, economic and other conditions change.***

In addition to active asset allocation, the fund will also perform active security selection for its investments in Chinese equities, Chinese fixed income and other asset classes. For the Chinese equities portfolio, the fund intends to focus on companies that are able to create true shareholder value and capital growth over the medium to long term. For the Chinese fixed income portfolio, the fund intends to select securities balancing between yield and capital growth taking into account both fundamental and technical views such as valuation, demand/supply conditions and liquidity.

The fund may also utilize financial derivative instruments such as warrants, options and futures for the purposes of hedging and investment, although the manager is not obligated to do so. There can be no assurance that any financial derivative instruments employed by the manager will achieve desired results. Any financial derivative instrument used for investment purposes is subject to the investment restrictions applicable to the fund as disclosed in the explanatory memorandum of the fund.

The fund may have substantial Renminbi ("RMB") denominated underlying investments.

The manager will also manage the fund taking into account the distribution policy of the fund. Please refer to "Distribution" section of the Explanatory Memorandum for details.

It is not the manager's current intention to engage in securities lending transactions, sale and repurchase transactions and reverse repurchase transactions in respect of the fund.

## **Use of derivatives/investment in derivatives**

The fund's net derivative exposure may be up to 50% of the fund's net asset value.

## **What are the key risks?**

**Investment involves risk. Please refer to the offering document for details including the risk factors.**

### **1. General investment risk**

The fund's investment portfolio may fall in value due to any of the key risk factors below and therefore your investment in the fund may suffer losses. There is no guarantee of the repayment of principal.

### **2. Risk relating to asset allocation strategy**

The performance of the fund is partially dependent on the success of the asset allocation strategy employed by the fund. There is no assurance that the strategy employed by the fund will be successful. The investments of the fund may be periodically rebalanced and therefore the fund may incur greater transaction costs than a fund with static allocation strategy.

### **3. Equity investment risk**

The fund's investment in equity securities is subject to the risk that the market value may fluctuate due to numerous factors such as changes in investment sentiment, political environment, economic environment, issuer-specific factors, regional or global economic instability, currency and interest rate fluctuations.

### **4. Risks relating to investment in fixed income securities**

**Below investment grade and unrated debt securities** – Investments in fixed income securities below investment grade or unrated are generally subject to higher degree of counterparty risk, credit risk, volatility risk, liquidity risk and risk of loss of principal and interest than higher rated securities.

**Credit and counterparty risk** – Investment in fixed income securities is subject to the credit/default risk of the issuer which may also adversely affect the settlement of the securities.

**Credit ratings risk** – Credit ratings assigned by rating agencies are subject to limitations and do not guarantee the creditworthiness of the security and/or issuer at all times. The rating criteria and methodology used by Chinese local rating agencies may be different from those adopted by most of the established international credit rating agencies. Therefore, such rating system may not provide an equivalent standard for comparison with securities rated by international credit rating agencies.

**Interest rate risks** – Investment in the fund is subject to interest rate risk. In general, the prices of debt securities rise when interest rates fall, whilst their prices fall when interest rates rise.

**Credit downgrading risk** – The credit rating of fixed income securities or their issuers may subsequently be downgraded. In the event of such downgrading, the value of the fund may be adversely affected. The manager may not dispose of such securities immediately and the fund may therefore be subject to additional risk of loss.

**Liquidity and volatility risk** – Securities not listed or rated or actively traded may have low liquidity and higher volatility, and their prices may be subject to fluctuations. The bid and offer spread of their price may be high and the fund may therefore incur significant trading costs and may even suffer losses when selling such instruments.

**Valuation risk** – Valuation of the fund's investment may involve uncertainties and judgmental determinations. If such valuation turns out to be incorrect, this may affect the net asset value calculation of the fund.

## 5. Mainland China market risk

**Change in political, social or economic policy risk** – The investment will be sensitive to any significant change in political, social or economic policy in mainland China which may adversely affect the capital growth and thus the fund performance.

**Legal and regulatory risk** – The regulatory and legal framework for capital markets and joint stock companies in mainland China may not be as well developed as those of developed countries. Mainland China companies are required to follow the mainland China accounting standards and practice which may deviate significantly from international accounting standards. The settlement and clearing systems of the Chinese securities markets may not be well tested and may be subject to increased risks of error or inefficiency. Securities exchanges in mainland China typically have the right to suspend or limit trading in any security traded on the relevant exchange. The government or the regulators may also implement policies that may affect the financial markets. All these may have a negative impact on the fund.

**Mainland China taxation consideration** – There is a possibility that the current tax laws, regulations and practice in mainland China will be changed with retrospective effect in the future and any such change may have an adverse effect on the asset value of the fund. The manager, having taken and considered independent professional tax advice, (i) will not make provisions for any mainland China withholding income tax ("WIT") on gains derived from the disposal of China B-Shares and H-Shares, (ii) will not make provisions for any mainland China WIT on gains derived from the disposal of mainland China debt securities; (iii) will not make provisions for any mainland China WIT on realized and unrealized capital gains derived from investments in China A-Shares through market access products and Stock Connect; (iv) will continue to provide for mainland China WIT of 10% on bond interest income accrued prior to 7 November 2018 from mainland China issued bonds; (v) recognized a provision for value-added tax ("VAT") at 6.3% on relevant items arising before 7 November 2018; and (vi) will not make provisions for any mainland China WIT and VAT on interest income from mainland China issued debt instruments during the period from 7 November 2018 to 6 November 2021. Any shortfall between the provision and the actual tax liabilities, which will be debited from the fund's assets, will adversely affect the fund's net asset value. The actual tax liabilities may be lower than the tax provision made. Depending on the timing of their subscriptions and/or redemptions, investors may be disadvantaged as a result of any shortfall of tax provision and will not have the right to claim any part of the overprovision (as the case may be).

## 6. Concentration risk

The fund will invest substantially in Chinese equities and Chinese fixed income securities and is subject to concentration risk. The fund is likely to be more volatile than a broad-based fund, such as a global or regional equity fund, as the fund is more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting the mainland China market.

## 7. Currency and exchange risk

Investments acquired by the fund may be denominated in a wide range of currencies different from the base currency of the fund. Also a unit class may also be denominated in a currency other than the base currency of the fund. The net asset value of the fund may be affected unfavourably by fluctuations in the exchange rates between these currencies and the base currency and by changes in exchange rate controls.

## 8. Risks relating to China A-Shares and China B-Shares

The China A-Shares and China B-Shares markets have in the past experienced substantial volatility and there can be no assurance that such volatility will not occur in the future. These markets may be more volatile and unstable than markets in more developed countries. Market volatility and potential lack of liquidity may result in prices of securities traded on the mainland China markets to fluctuate significantly.

## 9. Risks related to investments via the Stock Connect

The relevant rules and regulations on the Stock Connect are subject to change which may have potential retrospective effect. The Stock Connect is subject to quota limitations. Where a suspension in the trading through the programme is effected, the fund's ability to invest in China A-Shares or access the mainland China market through the programme will be adversely affected. In such event, the fund's ability to achieve its investment objective could be negatively affected.

**10. Risks associated with China Interbank Bond Market**

Investing in the China Interbank Bond Market via Foreign Access Regime and/or Bond Connect is subject to regulatory risks and various risks such as volatility risk, liquidity risk, settlement and counterparty risk as well as other risk factors typically applicable to debt securities. The relevant rules and regulations on investment in the China Interbank Bond Market via Foreign Access Regime and/or Bond Connect are subject to change which may have potential retrospective effect. In the event that the relevant PRC authorities suspend account opening or trading on the China Interbank Bond Market, the fund's ability to invest in the China Interbank Bond Market will be adversely affected. In such event, the fund's ability to achieve its investment objective will be negatively affected.

**11. Risks associated with the ChiNext market and/or the Science and Technology Innovation Board ("STAR Board")**

The fund may invest in the ChiNext market of the Shenzhen Stock Exchange via the Shenzhen-Hong Kong Stock Connect and/or the STAR Board of the Shanghai Stock Exchange via the Shanghai-Hong Kong Stock Connect. Investments in the ChiNext market and/or STAR Board may result in significant losses for the fund and its investors.

**Higher fluctuation on stock prices** – Listed companies on the ChiNext market and/or STAR Board are usually of emerging nature with smaller operating scale. They are subject to wider price fluctuation limits, and due to higher entry thresholds for investors may have limited liquidity, compared to other boards. Hence, they are subject to higher fluctuation in stock prices and liquidity and have higher risks and turnover ratios than companies listed on the main boards.

**Over-valuation risk** – Stocks listed on the ChiNext market and/or STAR Board may be overvalued and such exceptionally high valuation may not be sustainable. Stock price may be more susceptible to manipulation due to fewer circulating shares.

**Differences in regulations** – The rules and regulations regarding companies listed on ChiNext market and/or STAR Board are less stringent in terms of profitability and share capital than those in the main boards.

**Delisting risk** – It may be more common and faster for companies listed on the ChiNext market and/or STAR Board to delist. ChiNext market and STAR Board have stricter criteria for delisting compared to the main boards. This may have an adverse impact on the fund if the companies that it invests in are delisted.

**Concentration risk** – STAR Board is a newly established board and may have a limited number of listed companies during the initial stage. Investments in STAR Board may be concentrated in a small number of stocks and subject the fund to higher concentration risk.

**12. Risk relating to small- and mid-capped companies**

The fund may invest in the securities of small- and/or mid-capped companies. Investing in these securities may expose the fund to risks such as greater market price volatility, less publicly available information, and greater vulnerability to fluctuations in the economic cycle.

**13. Risks relating to distributions**

**In respect of Distribution Units, the manager may at its discretion make such distributions out of the capital of the fund. This amounts to a return or withdrawal of part of the amount you originally invested or capital gains attributable to that and may result in an immediate decrease in the value of units of the relevant Distribution Units.**

The distribution amount and net asset value of the hedged unit classes may be adversely affected by differences in the interest rates of the class currencies of the hedged unit classes and the fund's base currency, resulting in an increase in the amount of distribution that is paid out of capital and hence a greater erosion of capital than other non-hedged unit classes.

**14. Risk of investing in convertible bonds**

Convertible bonds are a hybrid between debt and equity, permitting holders to convert into shares in the company issuing the bond at a specified future date. As such, convertibles will be exposed to equity movement and greater volatility than straight bond investments. Investments in convertible bonds are subject to the same interest rate risk, credit risk, liquidity risk and prepayment risk associated with comparable straight bond investments.

**15. Risks relating to investment in other funds**

The fund may invest in other investment funds which may or may not be regulated by the SFC. There may be additional costs involved when investing into these investment funds. Furthermore, there can be no assurance that (i) the liquidity of the investment funds will always be sufficient to meet redemption request as and when made; and (ii) investment objective and strategy will be successfully achieved.

**16. Risks relating to ETFs**

The trading prices of units/shares in an ETF may differ significantly from the net asset value of the units/shares of such ETF due to, disruptions to creations and realisations and supply and demand forces in the secondary trading market for units/shares in the ETF. In addition, various factors, such as fees and expenses of an ETF, may affect the ability of the manager of an ETF to achieve close correlation with the tracking index for the relevant ETF. An ETF's returns may therefore deviate from that of its tracking index.

**17. Risks relating to hedging and the hedged classes**

There is no guarantee that the desired hedging instruments will be available or hedging techniques will be effective. The fund may suffer significant losses in adverse situation. Any expenses arising from such hedging transactions will be borne by the relevant hedged classes. Hedging may also preclude unitholders from benefiting from an increase in value in terms of the fund's base currency.

**18. Renminbi ("RMB") currency risk and RMB classes related risk**

RMB is currently not freely convertible and is subject to foreign exchange control policies and restrictions. There can be no assurance that RMB will not be subject to depreciation. Any depreciation of RMB could adversely affect the value of investor's investment in classes denominated in RMB.

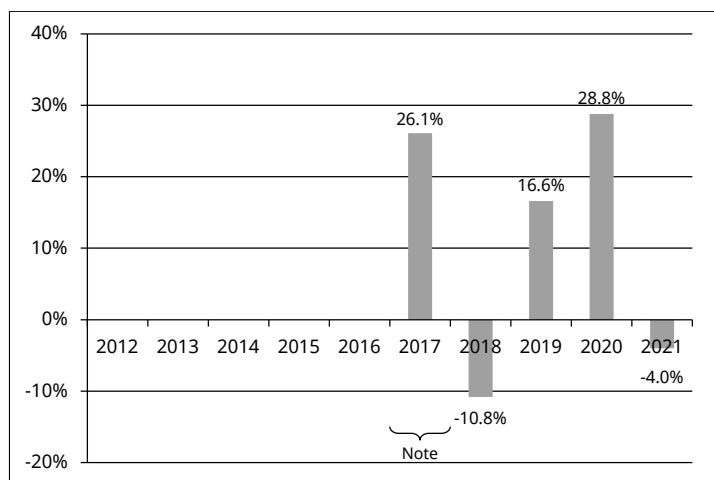
Classes denominated in RMB will be valued with reference to offshore RMB ("CNH") rather than onshore RMB ("CNY"). While CNH and CNY represent the same currency, they are traded at different rates. Any divergence between CNH and CNY may adversely impact investors.

Non-RMB based investors in classes denominated in RMB may have to convert HK dollar or other currency(ies) into RMB when investing in classes denominated in RMB and subsequently convert the RMB redemption proceeds and/or dividend payment (if any) back to HK dollar or such other currency(ies). Investors will incur currency conversion costs and you may suffer losses depending on the exchange rate movements of RMB relative to HK dollar or such other currencies.

Under exceptional circumstances, payment of redemptions and/or dividend payment in RMB may be delayed due to the exchange controls and restrictions applicable to RMB.

**19. Financial derivative instruments ("FDI")**

Risks associated with FDI include counterparty risk, credit risk, liquidity risk, valuation risk, volatility risk, over-the-counter transaction risk and hedging risk. The leverage element component of an FDI can result in a loss substantially greater than the amount invested in the FDI itself. Such exposure may lead to a high risk of significant capital loss.

**How has the fund performed?**

- Past performance information is not indicative of future performance. Investors may not get back the full amount invested.
- The computation basis of the performance is based on the calendar year end, NAV-To-NAV, with dividend reinvested.
- These figures show by how much the fund's Class A HKD Accumulation increased or decreased in value during the calendar year being shown. Performance data has been calculated in HKD including ongoing charges and excluding subscription fee and redemption fee you might have to pay.
- Where no past performance is shown there was insufficient data available in that year to provide performance.
- Fund launch date: 2016
- Class A HKD Accumulation launch date: 2016
- The manager views the Class A HKD Accumulation, being the retail unit class denominated in the base currency of the fund, as the most appropriate representative unit class of the fund.

Note: The performance of these years was achieved under circumstances that no longer apply. During these years, there was material change(s) to the fund, namely, changes of investment objective and policy and reduction of fee(s).

**Is there any guarantee?**

This fund does not have any guarantees. You may not get back the full amount of money you invest.

**What are the fees and charges?****Charges which may be payable by you**

You may have to pay the following fees when dealing in the units of the fund.

Fee	What you pay	
Unit class	A	C
<b>Subscription fee (Initial charge)</b>	Up to 5% of the gross investment amount	
<b>Switching fee</b>	Up to 5% of the switching amount	
<b>Redemption fee (Redemption charge)</b>	Nil	

**Ongoing fees payable by the fund**

The following expenses will be paid out of the fund. They affect you because they reduce the return you get on your investments.

	Annual rate (as a % of the fund's net asset value)	
Unit class	A	C
<b>Management fee*</b>	1.50%	0.625%
<b>Trustee fee</b>	0.07% (Subject to a minimum fee of HK\$156,000 per annum)	
<b>Performance fee</b>	Not applicable	
<b>Administration fee (Service Provider's costs)</b>	0.02% to 0.2%	

\* The fee may be increased up to a maximum annual rate of 7% of the net asset value of the fund after giving at least one month's prior notice to unitholders.

**Other fees**

You may have to pay other fees when dealing in the units of the fund. Please refer to the offering document for fees payable by the fund.

**Additional information**

- You generally buy and redeem units at the fund's next-determined net asset value (NAV) after Schroder Investment Management (Hong Kong) Limited receives your request, directly or via a distributor, in good order at or before 5 pm HK time, being the fund's dealing cut-off time on each dealing day of the fund. Before placing your subscription or redemption orders, please check with your distributor for the distributor's internal dealing cut-off time (which may be earlier than the fund's dealing cut-off time).
- Compositions of the distributions (i.e. the percentages of distribution being paid out of capital and net distributable income) for the last twelve months for each of the classes of Distribution Units paying distributions out of capital are available from the manager on request and on the Schroders' Internet site ([www.schroders.com.hk](http://www.schroders.com.hk)).
- The net asset value of this fund is calculated and the price of units is published on each dealing day. They are also available online at [www.schroders.com.hk](http://www.schroders.com.hk). The website has not been reviewed by the SFC.

**Important**

If you are in doubt, you should seek professional advice. The SFC takes no responsibility for the contents of this statement and makes no representation as to its accuracy or completeness.