

2 January 2020

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

Principal Asset Management Company (Asia) Limited (“PAMC (Asia)”, “we”, “us” or “our”) accepts full responsibility for the accuracy of the information contained in this Notice and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other material facts the omission of which would make any statement misleading as at the date of issuance.

Dear Unitholder,

**Re: Principal Prosperity Series (the “Fund”)
- Principal Asia Pacific High Dividend Equity Fund (the “Sub-Fund”)**

Thank you for your continuous support. We would like to inform you of the following changes in respect of the Fund and the Sub-Fund, which will take immediate effect.

1. Changes in relation to the Revised Fund Manager Code of Conduct

As background, the Manager is licensed by the Hong Kong Securities and Futures Commission (the “SFC”) for type 4 (advising on securities) and type 9 (asset management) regulated activities and accordingly is subject to regulation by the SFC, including the SFC’s Fund Manager Code of Conduct (the “Fund Manager Code”). The SFC has revised the Fund Manager Code to include certain disclosure obligations on companies licensed by the SFC for type 9 regulated activity in relation to funds they manage.

The Explanatory Memorandum of the Fund has been revised to reflect the requirements of the revised Fund Manager Code which include enhanced disclosure of information relating to the licensing status of the Manager, the Manager’s intention of not engaging in any securities lending, repurchase agreement and reverse repurchase transactions in respect of any Sub-Fund, no leverage being incurred from the use of financial derivative instruments, conflicts of interest and risk management process.

2. Changes in relation to the Revised SFC’s Code on Unit Trusts and Mutual Funds

The Fund is authorised by the SFC in Hong Kong and accordingly is subject to the SFC’s Code on Unit Trusts and Mutual Funds (“UTMF Code”). The SFC has revised the UTMF Code with an aim to update the regulatory regime for SFC-authorized funds and address the risks posed by financial innovation and other developments. The Trust Deed will be amended by way of Amended and Restated Trust Deed and the Explanatory Memorandum will be amended by way of revised Explanatory Memorandum (“Revised Explanatory Memorandum”) to reflect the requirements under the revised UTMF Code and the Guide on Practices and Procedures for Application for Authorization of Unit Trusts and Mutual Funds (the “Guide”).

The following key changes (“Changes”) are made to the Trust Deed and/or the Explanatory Memorandum (where applicable) to reflect the requirements under the revised UTMF Code:

- (i) enhanced definition of “connected persons” to align with the wordings as provided in the revised UTMF Code;
- (ii) additional obligations of the Trustee under Chapter 4 of the revised UTMF Code;
- (iii) amendments to reflect the Manager’s discretion to limit the realisation requests;

- (iv) enhanced disclosures in respect of the Manager's obligations in relation to valuation;
- (v) amendments to reflect the requirements under the revised Code on suspension of dealings of units;
- (vi) amendments to the core requirements of the investment and borrowing limitations and prohibitions under Chapters 7 and 8 of the revised UTMF Code;
- (vii) enhanced disclosures in respect of cash rebates and soft commissions to reflect that the delegate and sub-delegate of the Manager will also be subject to the relevant restrictions;
- (viii) enhanced disclosures in respect of the preparation of financial reports and accounts;
- (ix) enhanced disclosures in respect of the publication of Net Asset Value per Unit of each Sub-Fund;
- (x) additional disclosures in respect of the arrangements in handling unclaimed proceeds of Unitholders where the Fund or any Sub-Fund is being terminated;
- (xi) additional disclosures in respect of the liquidity risk management;
- (xii) enhanced disclosures in respect of conflicts of interests;
- (xiii) enhanced disclosures in respect of the investment objectives and policies of the Sub-Fund to reflect that it may enter into financial futures contracts, financial option contracts and currency forward contracts for hedging purpose in order to align with the disclosures in the existing product key fact statements ("KFS") regarding the use of certain financial derivative instruments;
- (xiv) additional disclosures on the net derivative exposure of the Sub-Fund being up to 50% of its Net Asset Value and the risk associated with financial derivative instruments; and
- (xv) additional disclosures on liquidity risk and custodial risk as applicable to the Sub-Fund.

The sub-section headed "Investment Strategy" under the "Objective and Investment Strategy" in the KFS of the Sub-Fund has been updated to disclose that it may also enter into currency forward contracts for hedging purposes to clarify the investments in certain financial derivative instruments as permissible under the revised UTMF Code. In addition, the section headed "Use of derivatives / investment in derivatives" in the KFS of the Sub-Fund has also been updated to align with the disclosure requirement as provided in the KFS illustrative templates for general funds. Given that the Sub-Fund may enter into financial futures contracts, financial option contracts and currency forward contracts for hedging purposes, its net derivative exposure may be up to 50% of its net asset value.

3. Other miscellaneous updates

Previous addenda have been incorporated into the Explanatory Memorandum of the Fund. Apart from the changes set out above, other changes have also been made to the Explanatory Memorandum of the Fund including but not limited to:-

- (i) update to the directors of Manager;
- (ii) update to the address of the legal adviser to the Manager;
- (iii) enhancement of the definitions of "Dealing Day", "Valuation Day" and "Valuation Point";
- (iv) addition of definition of "UTMF Code";
- (v) removal of outdated information relating to the total assets under management of the Manager and its delegate;
- (vi) update to disclosures relating to the taxation in Hong Kong and China;
- (vii) additional disclosures in respect of Foreign Account Tax Compliance Act and the relevant risk applicable to the Sub-Fund;
- (viii) additional disclosures in respect of Automatic Exchange of Financial Account Information;
- (ix) additional disclosures in respect of risks associated with investment/exposure to RMB currency and/or Mainland China and the risk associated with investment in China A-Shares through stock connect programmes as applicable to the Sub-Fund; and
- (x) other editorial amendments and miscellaneous changes.

4. **Fees and costs in connection with the proposed changes to the Revised Explanatory Memorandum, KFS and the Trust Deed**

The fees and costs in connection with the above changes (including amendments to the Explanatory Memorandum) will be borne by the Fund.

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All changes described above will not have any adverse impact on Unitholders.

Please note that all information provided herein is qualified in its entirety by the Explanatory Memorandum and the Trust Deed. The changes described above are in summary form only and are not meant to be an exhaustive list of the amendments made to the Explanatory Memorandum and Trust Deed. Unitholders should note that there are other ancillary and editorial changes and updates to the Explanatory Memorandum and Trust Deed and as such, should review the latest Explanatory Memorandum and Trust Deed for further details on the changes made.

You may access the updated Explanatory Memorandum and Product Key Facts Statement on our website at www.principal.com.hk or request a copy of it by contacting our customer service hotline at 2117 8383. The Trust Deed (as amended from time to time) may be inspected free of charge during normal working hours at our office. You may also obtain a copy of the Trust Deed upon payment of a reasonable fee.

Terms used in this Notice have the same meaning as in the latest version of the Explanatory Memorandum of the Fund, unless otherwise specified in this Notice.

If you have any queries relating to the above, please contact our customer service hotline above.

Principal Asset Management Company (Asia) Limited

2020年1月2日

此乃重要通知，請即處理。閣下如對本通知的內容有任何疑問，應諮詢獨立的專業意見。

信安資金管理（亞洲）有限公司（「信安資金管理（亞洲）」、「我們」及「本公司」）就本通知所載內容的準確性承擔全部責任，並在作出一切合理查詢後確認，盡其所知及所信，並無遺漏其他重要事項會致使本通知任何陳述於刊發之日具有誤導性。

致單位持有人：

有關：信安豐盛投資系列（「本基金」）
- 信安亞太高息股票基金（「子基金」）

感謝閣下一直以來的支持。我們茲通知閣下本基金及子基金的下列變更，相關變更應立即生效。

1. 有關經修訂的《基金經理操守準則》的變更

作為背景資料，基金經理獲香港證券及期貨事務監察委員會（「證監會」）發牌進行第4類（就證券提供意見）及第9類（提供資產管理）受規管活動，並因而受證監會之規管，包括證監會發佈的《基金經理操守準則》（「基金經理準則」）。證監會已修訂基金經理準則，加入獲證監會發牌進行第9類受規管活動的公司關於其管理基金的若干披露責任。

基金說明書已經作出修訂，以反映經修訂基金經理準則的要求，包括加強披露與基金經理的持牌狀況、基金經理無意就任何子基金參與任何證券借貸、回購協議及逆向回購交易、運用金融衍生工具而未產生槓桿作用、利益衝突以及風險管理流程有關的資料。

2. 有關經修訂的證監會《單位信託及互惠基金守則》的變更

基金獲香港證監會授權，並因而受證監會《單位信託及互惠基金守則》（「單位信託及互惠基金守則」）之規管。證監會已修訂單位信託及互惠基金守則，旨在更新證監會授權基金的監管制度，並化解由金融創新及其他發展動態造成的風險。信託契據將透過經修訂及重新訂明的信託契據予以修訂，而基金說明書將透過經修訂基金說明書（「經修訂基金說明書」）予以修訂，以反映經修訂單位及互惠基金信託守則以及單位信託及互惠基金認可申請的常規及程序指南（「指南」）的要求。

信託契據及/或基金說明書（如適用）已作出下列主要變更（「變更」），以反映經修訂單位及互惠基金信託守則之要求：

- (i) 加強對「關連人士」的定義以致與經修訂單位及互惠基金信託基金守則所規定的措辭一致；
- (ii) 加入經修訂單位及互惠基金信託基金守則第4章下的受託人的責任；
- (iii) 作出修訂以反映基金經理對限制贖回要求的酌情決定權；
- (iv) 加強與估值有關的基金經理責任之披露；
- (v) 作出修訂以反映經修訂單位及互惠基金信託基金守則下有關暫停單位交易的要求；
- (vi) 對經修訂單位及互惠基金信託基金守則第7章和第8章下的投資及借款限制之核心要求作出修訂；
- (vii) 加強與現金回佣及非金錢佣金有關的披露，以反映基金經理的獲轉授人和分獲轉授人亦受到相關限制的規限；
- (viii) 加強與編製財務報告及賬目有關的披露；

- (ix) 加強與刊登各子基金的每單位資產淨值有關的披露；
- (x) 加入有關本基金或任何子基金終止時處理單位持有人未領取收益安排的披露；
- (xi) 有關流動性風險管理的其他披露；
- (xii) 加強與利益衝突有關的披露；
- (xiii) 加強對子基金投資目標及政策的披露，以反映其可為對沖目的訂立金融期貨合約、金融期權合約以及外匯遠期合約，以致與現有的產品資料概要（「產品資料概要」）中關於使用若干金融衍生工具的披露保持措辭相一致；
- (xiv) 加入有關子基金的衍生工具風險承擔淨額最多可達其資產淨值的 50% 及與金融衍生工具相關的風險之披露；及
- (xv) 加入有關適用於子基金的流動性風險及保管的風險的其他披露。

子基金的产品資料概要中「目標及投資策略」一節下的「投資策略」分節已更新，以披露其亦可為對沖目的訂立外匯遠期合約，以釐清經修訂單位信託及互惠基金守則所允許的若干金融衍生工具之投資。此外，子基金的产品資料概要中「運用衍生工具/ 投資衍生工具」一節亦已更新，以與一般基金適用的產品資料概要示例模板所規定的披露要求相一致。鑑於子基金可為對沖目的訂立金融期貨合約、金融期權合約及外匯遠期合約，其衍生工具風險承擔淨額最多可達其資產淨值的 50%。

3. 其他雜項更新

之前的附件已納入基金說明書中，除上述變更外，基金說明書亦作出其他變更，包括但不限於：

- (i) 更新基金經理的董事；
- (ii) 更新基金經理的法律顧問地址；
- (iii) 加強對「交易日」、「估值日」以及「估值點」的定義；
- (iv) 加入「單位信託及互惠基金守則」的定義；
- (v) 刪除與基金經理及其獲轉授人所管理的資產總值有關的過時資料；
- (vi) 更新有關香港及內地稅務的披露；
- (vii) 加入有關《外國賬戶稅務合規法案》及適用於子基金之相關風險的披露；
- (viii) 加入有關自動交換財務賬戶資料協定的披露；
- (ix) 加入有關適用於子基金的涉及投資人民幣及／或中國內地之相關風險及透過股票互聯互通計劃投資中國 A 股之相關風險的披露；及
- (x) 其他編輯修訂及雜項變更。

4. 與經修訂基金說明書、產品資料概要及信託契據擬定變更有關的費用及成本

與上述變更（包括對基金說明書的修訂）有關的費用及成本將由本基金承擔。

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上述所有變更將不會對單位持有人有任何不利影響。

請注意，本通知所提供所有資料均受基金說明書及信託契據限制。上述變更僅為概述，並未詳盡列出對基金說明書及信託契據所作全部修訂。單位持有人應注意，基金說明書及信託契據尚有其他補充及編輯變更及更新，因此其應審閱最新的基金說明書及信託契據，了解所作變更的進一步詳情。

閣下可瀏覽我們的網站 www.principal.com.hk 查閱更新的基金說明書及產品資料概要，或致電我們的客戶服務熱線 2117 8383 索取副本。信託契據（經不時修訂）可於正常營業時間在我們的辦事處免費查閱。閣下亦可在支付合理費用後獲得信託契據副本。

除非本通知另有說明，否則本通知中所用的詞彙具有與本基金的基金說明書最新版本所載的相同涵義。

如閣下對上述更改有任何疑問，請致電上述我們的客戶服務熱線。

信安資金管理（亞洲）有限公司