

**IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, please seek independent professional advice.**

Capitalised terms in this letter have the same meaning as in the Hong Kong Offering Document of JPMorgan Funds (the “**Fund**”) and the product key facts statements of the Sub-Funds (collectively, the “**Offering Documents**”) unless otherwise specified.

20 December 2021

Dear Investor,

### **JPMorgan Funds (SICAV Range)**

We are writing to inform you of certain changes to the Fund and the Sub-Funds of the Fund as set out in the Appendix to this letter, which are authorised by the Securities and Futures Commission (“**SFC**”)<sup>1</sup>.

#### **Internal Restructuring of the Depositary of the Fund and the Sub-Funds**

Currently, J.P. Morgan Bank Luxembourg S.A. (“**JPMBL**”) is the Depositary of the Fund and the Sub-Funds. JPMBL and its affiliates are collectively referred to as “**JPMorgan**” in this letter.

As part of an internal restructuring with the aim to streamline JPMorgan’s banking entity structure across Europe, three banking entities in the JPMorgan group domiciled respectively in Germany, Luxembourg and Ireland and their branches across the region will be merged into a single European bank (“**Merger**”). The Merger requires the approval by the sole shareholder of the merging entities, which is expected to be obtained by the end of 2021. The date when the Merger takes legal effect will be the date on which the local court of Frankfurt registers the Merger in the commercial register (the “**Effective Date**”), which is expected to be on or around 22 January 2022. JPMBL will be one of the impacted legal entities of the Merger. In particular, the Merger will involve JPMBL merging into J.P. Morgan AG, which in turn will simultaneously change its legal form to a European company Societas Europaea known as J.P. Morgan Societas Europaea (“**JPMSE**”). All of JPMBL’s assets and liabilities will be transferred to the Luxembourg Branch of JPMSE, which will operate as J.P. Morgan SE – Luxembourg Branch (“**JPMSE Luxembourg**”). We will notify you separately if there is any change in the Effective Date or any other material changes to the Merger.

The Commission de Surveillance du Secteur Financier (“**CSSF**”) is the financial regulator in Luxembourg where the Fund is domiciled and has been notified of the Merger. JPMSE Luxembourg is authorised by the CSSF to act as a depositary bank for Luxembourg undertakings for collective investment. The CSSF has confirmed no objection to JPMSE Luxembourg assuming the role of Depositary of the Fund and the Sub-Funds.

On the Effective Date and in accordance with Luxembourg laws, JPMBL will cease to exist and the depositary function of JPMBL will transfer from JPMBL to JPMSE Luxembourg, and JPMSE Luxembourg will succeed JPMBL as the Depositary of the Fund and the Sub-Funds. JPMSE Luxembourg will assume all rights and obligations that JPMBL currently has under its

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<sup>1</sup> SFC authorisation is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the scheme is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

existing agreements with the Fund, and accordingly the rights and obligations of the Sub-Funds with respect to the Depositary will not be impacted. The business operations of JPMBL will be carried on without interruption by a locally fully passported, Luxembourg based branch of JPMSE (i.e. JPMSE Luxembourg) and the duties and obligations of JPMBL as stated in the Offering Documents and/or the constitutive documents of the Fund and the Sub-Funds will be taken up by JPMSE Luxembourg as of the Effective Date. There will be no changes to the scope of services provided to the Fund and the Sub-Funds, and no change in the level of fees payable by the Fund and the Sub-Funds to the Depositary. The address of the Depositary will remain the same, and the personnel, functions and internal control measures of JPMSE Luxembourg will be substantially the same as those of JPMBL currently.

Save as disclosed above, there will be no other change in the operation or manner in which the Fund and the Sub-Funds are being managed. There will be no impact on the features and risks applicable to the Fund and the Sub-Funds. There will be no change to the fee level/cost in managing the Fund and the Sub-Funds. The changes will not materially prejudice the shareholders' rights or interests.

All costs (including the legal and other administrative costs) associated with the changes to the Fund and the Sub-Funds above will be borne by the Management Company.

If, as a consequence of the changes above, you wish to redeem your holding in the Sub-Funds, you may do so without charge<sup>2</sup>.

The Offering Documents of the Fund and the Sub-Funds are available free of charge upon request during normal working hours at the registered office of JPMorgan Funds (Asia) Limited<sup>3</sup>, and on our website [www.jpmorgan.com/hk/am/](http://www.jpmorgan.com/hk/am/)<sup>4</sup>. The updated Offering Documents reflecting the changes set out above will be available on or after the Effective Date.

The Management Company of the Fund accepts responsibility for the accuracy of the content of this notice.

If you have any questions with regard to the content of this notice or any other aspect of the Fund and the Sub-Funds, please do not hesitate to contact:

- your bank or financial adviser;
- your designated client adviser, account manager, pension scheme trustee or administrator;
- our Intermediary Clients' Hotline on (852) 2265 1000;
- our distributor hotline on (852) 2978 7788; or
- if you normally deal directly with us, our J.P. Morgan Funds InvestorLine on (852) 2265 1188.

Yours faithfully,  
For and on behalf of  
JPMorgan Funds (Asia) Limited  
as Hong Kong Representative of the Fund



Edwin TK Chan  
Director

<sup>2</sup> Please note that although we will not impose any charges in respect of your redemption instructions, your bank, distributor or financial adviser may charge you redemption and/or transaction fees and may impose different dealing arrangements. You are advised to contact your bank, distributor or financial adviser should you have any questions.

<sup>3</sup> The registered office of JPMorgan Funds (Asia) Limited is located at 21st Floor, Chater House, 8 Connaught Road Central, Hong Kong.

<sup>4</sup> The website has not been reviewed by the SFC.

## Appendix

- JPMorgan Funds - America Equity Fund
- JPMorgan Funds - Asia Pacific Equity Fund
- JPMorgan Funds - Asia Pacific Income Fund
- JPMorgan Funds - Brazil Equity Fund
- JPMorgan Funds - China Fund
- JPMorgan Funds - China Bond Opportunities Fund
- JPMorgan Funds - Emerging Europe Equity Fund
- JPMorgan Funds - Emerging Markets Debt Fund
- JPMorgan Funds - Emerging Markets Dividend Fund
- JPMorgan Funds - Emerging Markets Equity Fund
- JPMorgan Funds - Emerging Markets Investment Grade Bond Fund
- JPMorgan Funds - Emerging Markets Local Currency Debt Fund
- JPMorgan Funds - Emerging Markets Opportunities Fund
- JPMorgan Funds - Emerging Middle East Equity Fund
- JPMorgan Funds - Emerging Markets Sustainable Equity Fund
- JPMorgan Funds - Euroland Equity Fund
- JPMorgan Funds - Europe Dynamic Fund
- JPMorgan Funds - Europe Dynamic Technologies Fund
- JPMorgan Funds - Europe Equity Fund
- JPMorgan Funds - Europe Small Cap Fund
- JPMorgan Funds - Global Healthcare Fund
- JPMorgan Funds - Global Government Bond Fund
- JPMorgan Funds - Global Natural Resources Fund
- JPMorgan Funds - Global Real Estate Securities Fund (USD)
- JPMorgan Funds - Global Growth Fund
- JPMorgan Funds - Greater China Fund
- JPMorgan Funds - Income Fund
- JPMorgan Funds - India Fund
- JPMorgan Funds - Japan Equity Fund
- JPMorgan Funds - Korea Equity Fund
- JPMorgan Funds - Latin America Equity Fund
- JPMorgan Funds - Russia Fund
- JPMorgan Funds - Taiwan Fund
- JPMorgan Funds - Total Emerging Markets Income Fund
- JPMorgan Funds - US Aggregate Bond Fund
- JPMorgan Funds - US Growth Fund
- JPMorgan Funds - US High Yield Plus Bond Fund
- JPMorgan Funds - US Technology Fund
- JPMorgan Funds - US Value Fund
- JPMorgan Funds - USD Money Market VNAV Fund

**重要資料：務請即時細閱本重要函件。如閣下對本函件的內容有任何疑問，應尋求獨立專業意見。**

除非另有指明，否則本函件內所載的術語應與摩根基金（「**本基金**」）的香港銷售文件及子基金的产品資料概要（統稱「**銷售文件**」）所載者具有相同的涵義。

敬啟者：

### 摩根基金（SICAV系列）

此函旨在告知閣下有關獲證券及期貨事務監察委員會（「**證監會**」）認可<sup>1</sup>之本基金及本函件附錄所載之本基金的子基金的若干變更。

#### 本基金及子基金的保管人的內部重組

現時，J.P. Morgan Bank Luxembourg S.A.（「**JPMBL**」）是本基金及子基金的保管人。JPMBL及其聯屬公司在本函件內統稱為「**摩根**」。

作為旨在精簡摩根的歐洲銀行實體結構的內部重組的一部分，摩根集團內分別在德國、盧森堡及愛爾蘭註冊成立的三間銀行實體及其區內分行將合併為一家單一歐洲銀行（「**合併事項**」）。合併事項須獲得合併實體的唯一股東之批准，預期將於2021年年底前取得有關批准。合併事項產生法律效力的日期將為法蘭克福地方法院將合併事項於商業登記處登記的日期（「**生效日期**」），預期將為2022年1月22日或其前後。JPMBL將是合併事項的受影響法律實體之一。特別是，合併事項將涉及JPMBL併入J.P. Morgan AG，此舉同時會將其法律形式轉變為一家稱為J.P. Morgan Societas Europaea（「**JPMSE**」）的歐洲公司（Societas Europaea）。JPMBL的全部資產及負債將被轉移至JPMSE的盧森堡分行，其將以J.P. Morgan SE – Luxembourg Branch（「**JPMSE盧森堡**」）的名義運作。倘若生效日期發生任何改變或合併事項發生任何其他重大變動，我們將另行通知閣下。

Commission de Surveillance du Secteur Financier（「**CSSF**」）是本基金註冊成立所在地盧森堡的金融監管機構並已獲告知合併事項。JPMSE盧森堡獲CSSF認可擔任盧森堡集體投資企業的保管銀行。CSSF已確認，其對於JPMSE盧森堡擔任本基金及子基金的保管人一職並無異議。

於生效日期及按照盧森堡法律，JPMBL將不再存在及JPMBL的保管人職能將由JPMBL轉至JPMSE盧森堡，而JPMSE盧森堡將接替JPMBL擔任本基金及子基金的保管人。JPMSE盧森堡將承擔JPMBL現時在其與本基金的現有協議下所擁有的全部權利及責任，因此，子基金

<sup>1</sup> 證監會的認可並不代表其對計劃的推介或認許，亦不保證計劃之商業利弊或其表現。證監會的認可不表示計劃適合所有投資者或認許計劃適合任何個別投資者或投資者類別。

有關保管人的權利及責任將不會受到影響。JPMBL的業務運作將由JPMSE的一家位於盧森堡並在當地擁有全面通行權的分行（即JPMSE盧森堡）繼續進行而不會中斷，及本基金及子基金的銷售文件及／或組成文件內所載JPMBL的職責及責任將由生效日期起由JPMSE盧森堡承擔。向本基金及子基金提供的服務的範圍將不會改變，及本基金及子基金應向保管人支付的費用的水平亦無變動。保管人的地址將維持不變，及JPMSE盧森堡的工作人員、職能及內部控制措施將與JPMBL現時大致相同。

除上文所披露者外，本基金及子基金的運作或管理方式將不會發生其他改變。適用於本基金及子基金的特徵及風險將不會受到影響。管理本基金及子基金的費用水平／成本將不會發生任何變動。有關變更將不會對股東的權利或利益造成重大損害。

與上述本基金及子基金的變更相關的所有成本（包括法律及其他行政成本）將由管理公司承擔。

如鑑於上述變更，閣下希望贖回所持子基金之股份，閣下可免費進行贖回<sup>2</sup>。

閣下可於一般辦公時間內於摩根基金（亞洲）有限公司之註冊辦事處<sup>3</sup>，以及瀏覽本公司網頁 [www.jpmorgan.com/hk/am/](http://www.jpmorgan.com/hk/am/)<sup>4</sup>，免費索取本基金及子基金的銷售文件。反映上文所載變更的經更新銷售文件將於生效日期或之後提供。

本基金之管理公司就本通知內容之準確性承擔責任。

如閣下對本通知的內容或本基金及子基金的任何其他方面有任何疑問，請聯絡：

- 閣下的銀行或財務顧問；
- 閣下指定的客戶顧問、客戶經理、退休金計劃受託人或行政管理人；
- 本公司的代理客戶服務熱線（852）2265 1000；
- 本公司的分銷商服務熱線（852）2978 7788；或
- 如閣下通常直接與我們聯絡，請致電摩根基金理財專線（852）2265 1188。

摩根基金（亞洲）有限公司  
（本基金之香港代表人）



董事  
陳俊祺  
謹啟

2021年12月20日

<sup>2</sup> 謹請留意，儘管我們並不對閣下的贖回指示收取任何費用，但閣下之銀行、分銷商或財務顧問或會向閣下收取贖回及／或交易費，以及實施不同的交易安排。如閣下有任何疑問，應聯絡閣下之銀行、分銷商或財務顧問。

<sup>3</sup> 摩根基金（亞洲）有限公司之註冊辦事處位於香港中環干諾道中8號遮打大廈21樓。

<sup>4</sup> 此網頁並未經證監會審閱。

## 附錄

- 摩根基金－美國基金
- 摩根基金－亞太股票基金
- 摩根基金－亞太入息基金
- 摩根基金－巴西基金
- 摩根基金－中國基金
- 摩根基金－中國債券機會基金
- 摩根基金－新興歐洲股票基金
- 摩根基金－新興市場債券基金
- 摩根基金－新興市場股息收益基金
- 摩根基金－全方位新興市場基金
- 摩根基金－新興市場投資級別債券基金
- 摩根基金－新興市場本地貨幣債券基金
- 摩根基金－環球新興市場機會基金
- 摩根基金－新興中東基金
- 摩根基金－新興市場可持續發展股票基金
- 摩根基金－歐元區股票基金
- 摩根基金－歐洲動力基金
- 摩根基金－歐洲動力科技基金
- 摩根基金－歐洲基金
- 摩根基金－歐洲小型企業基金
- 摩根基金－環球健康護理基金
- 摩根基金－環球政府債券基金
- 摩根基金－環球天然資源基金
- 摩根基金－環球房地產證券基金（美元）
- 摩根基金－環球增長基金
- 摩根基金－大中華基金
- 摩根基金－環球債券收益基金
- 摩根基金－印度股票基金
- 摩根基金－日本股票基金
- 摩根基金－大韓股票基金
- 摩根基金－拉丁美洲基金
- 摩根基金－俄羅斯基金
- 摩根基金－台灣基金
- 摩根基金－新興股債入息基金
- 摩根基金－美國複合收益債券基金
- 摩根基金－美國企業成長基金
- 摩根基金－美國高收益增值債券基金
- 摩根基金－美國科技基金
- 摩根基金－美國價值基金
- 摩根基金－美元浮動淨值貨幣基金