

天利（盧森堡）
Société d'Investissement à Capital Variable
註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 50 216
（「SICAV」）

天利（盧森堡）- 亞洲逆向股票基金

（「組合基金」）

致股東通知書

重要事項

此乃重要文件，務須閣下即時垂注。如閣下對本文件的內容有任何疑問，應尋求獨立專業意見。

如閣下已出售或轉讓閣下於天利（盧森堡）的股份，請立即將本文件交予買方或承讓人，或經手出售或轉讓的股票經紀、銀行或其他代理人，以便盡快轉交買方或承讓人。

SICAV 董事會願就本通知書所載資料的準確性承擔責任。

親愛的股東：

重要資訊：天利（盧森堡）- 亞洲逆向股票基金暫停發行股份及計劃清盤

由於閣下為組合基金的投資者，我們現致函通知閣下 **SICAV** 的董事會（「**董事會**」）已議決由 2023 年 9 月 15 日起，暫停發行組合基金的股份，直至另行通知。不論是由新投資者或現有投資者作出的新認購（包括透過現有與投資有關的人壽保險計劃作出的投資）及轉換至組合基金，亦不再獲接受。

董事會已建議，在接獲所有相關監管批准後，根據 **SICAV** 的註冊成立章程第 31 條¹及說明書「合併或清盤」一節將組合基金清盤。在取得監管批准後，這意味組合基金的持股將予清盤（即出售）。

任何詞彙如於本函件未有特別界定，請參閱香港銷售文件內的定義。

董事會為何要暫停發行組合基金的股份及建議將組合基金清盤？

我們一直有對我們的基金範圍進行檢討，並致力為投資者提供最佳的可行機會。經過最近的檢討，董事會得出的結論為組合基金的規模太小（1,030 萬美元），無法以在經濟上有效的方式

¹ 第 31 條規定，董事會可決定將某個不設期限的組合基金清盤，如果該組合基金的淨資產低於董事會確定的某金額，而該金額為可使該組合基金能夠以在經濟上有效的方式操作的最低水平，或如果與有關組合基金相關的經濟或政治形勢的變化會證明將該組合基金清盤屬合理，或如果董事會出於其他理由認為有需要為股東的利益而將有關該組合基金清盤。

操作，以及在未來不太可能吸引新投資者。基於此等原因，董事會認為將組合基金清盤乃符合其股東的最佳利益，以及鑑於關閉組合基金的建議（須經監管批准），我們認為繼續發行組合基金的股份並不適當。

組合基金將在何時清盤？

組合基金的潛在建議清盤將在收到相關監管機構的批准後作實。倘若我們在收到此等批准後進行建議清盤，我們將致函閣下並附上包含清盤詳情的充分通知。組合基金的清盤費用及與之相關的任何額外費用（包括法律、監管、行政等費用）將由組合基金的管理公司 **Threadneedle Management Luxembourg S.A.** 承擔。

本人需要採取甚麼行動？

董事會已議決，由 2023 年 9 月 15 日起，暫停認購及轉換至組合基金。

然而，閣下將能夠繼續向認可代理分銷商提交書面要求，以免費贖回閣下在組合基金的股份或將有關股份轉換為 **SICAV** 獲香港證監會認可的另一組合基金的股份。該等贖回或轉換要求將根據香港銷售文件按照一般方式處理。證監會之認可並非對 **SICAV** 或其組合基金的推薦或認許，亦不是對 **SICAV** 或其組合基金的商業利弊或其表現作出保證。證監會之認可並不意味 **SICAV** 或其組合基金適合所有投資者，亦不是認許 **SICAV** 或其組合基金適合任何特定投資者或投資者類別。有關進一步詳情，請參閱 **SICAV** 及其組合基金的香港銷售文件。

其他資料

閣下如對組合基金的計劃清盤或潛在財務及稅務影響有任何其他疑問，請諮詢閣下的財務顧問。請注意，我們無法提供財務或稅務意見。

現有的香港銷售文件、**SICAV** 的註冊成立章程及最新的年度及半年度報告在正常辦公時間內在香港代表的辦事處及網站 www.columbiathreadneedle.com² 可供免費索取。香港銷售文件的已更新版本將反映上文詳載的更改，亦將在適當時候以相同形式可供索取。

閣下如對本通知書有任何疑問，請聯絡香港代表 – 滙豐機構信託服務（亞洲）有限公司，地址為香港皇后大道中 1 號（收件人：**SIFS Investor Services**）；電話：**(852) 3663 5500**；傳真：**(852) 3409 2697**。或者，如需進一步協助，請聯絡閣下的財務顧問。

董事會

謹啟

2023 年 9 月 29 日

² 請注意，此網站並未經證監會審閱。該網站並非特定為香港居民而設，並可能載有關於 **SICAV** 未經證監會認可及不可供在香港作公開發售的基金的資料。

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NOTICE TO THE SHAREHOLDERS OF

THREADNEEDLE (LUX) – ASIA CONTRARIAN EQUITY

(THE "PORTFOLIO")

IMPORTANT

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

If you have sold or transferred your Shares in Threadneedle (Lux), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

The board of directors of the SICAV accept responsibility for the accuracy of the information contained in this notice.

29 September 2023

Dear Shareholder,

Important information: suspension of issue of shares and planned liquidation of Threadneedle (Lux) – Asia Contrarian Equity

As an investor in this Portfolio, we are writing to let you know that the board of directors of the SICAV (the "**Board**") has resolved to suspend the issue of shares of the Portfolio until further notice with effect from 15 September 2023. New subscriptions (including investments through existing investment-linked assurance schemes) and exchanging into the Portfolio, either by new or existing investors, are also no longer accepted.

The Board has recommended that, subject to all relevant regulatory approvals being received, the Portfolio be put into liquidation in accordance with Article 31¹ of the SICAV's Articles of Association and the section "Merger or Liquidation" of the Prospectus. Following regulatory approval, this means that the Portfolio's holdings will be liquidated (i.e. sold).

¹ Article 31 provides that the Board may decide to liquidate a Portfolio created for an unlimited period of time if the net assets of such Portfolio fall below an amount determined by the Board to be a minimum level to enable such Portfolio to be operated in an economically efficient manner, if a change in the economic or political situation relating to the Portfolio concerned would justify such liquidation or, if for other reasons the Board believe it is required for the interests of the shareholders.

For any capitalised terms below that are not specifically defined, please refer to the Hong Kong offering documents.

Why has the Board suspended the issue of shares of the Portfolio and recommended the Portfolio be put into liquidation?

We constantly review our range of funds and are committed to offering investors the best possible opportunities. Following a recent review, the Board has concluded that the Portfolio is too small (\$10.3 million) to be operated in an economically efficient manner and is unlikely to attract new investors in the future. For these reasons, the Board believes that liquidating the Portfolio is in the best interests of its shareholders and, given the proposal to close the Portfolio (subject to regulatory approvals), we do not believe it is appropriate to continue issuing shares in the Portfolio.

When will the Portfolio be put into liquidation?

The potential proposed liquidation of the Portfolio will be subject to receipt of relevant regulatory authorities' approvals. Should we proceed with the proposed liquidation following receipt of these approvals, we will write to you with sufficient notice containing details of the liquidation. The costs of the liquidation of the Portfolio and any additional costs so associated (including legal, regulatory, administrative, etc.) will be borne by the Management Company of the Portfolio, Threadneedle Management Luxembourg S.A.

What do I need to do?

The Board has resolved to suspend subscriptions and conversions into the Portfolio from 15 September 2023.

However, you will continue to be able to redeem your shares in the Portfolio or exchange them for shares of an alternative portfolio of the SICAV which is authorised by the SFC in Hong Kong, free of any fees by submitting a written request to the Authorised Sub-Distributor. Such redemption or exchange requests will be processed in the normal manner in accordance with the Hong Kong offering documents. The SFC's authorisation is not a recommendation or endorsement of the SICAV or its portfolios nor does it guarantee the commercial merits of the SICAV or its portfolios or their performance. It does not mean the SICAV or its portfolios are suitable for all investors nor is it an endorsement of the suitability of the SICAV or its portfolios for any particular investor or class of investors. Please refer to the Hong Kong offering documents of the SICAV and its portfolios for further details.

Additional information

If you have any other questions regarding the planned liquidation of the Portfolio or the potential financial and tax implications, please speak to your financial adviser. Please note that we are unable to provide financial or tax advice.

The current Hong Kong offering documents, the articles of incorporation of the SICAV and the most recent annual and semi-annual reports are available free of charge at the office of the Hong Kong Representative during normal business hours and on the website www.columbiathreadneedle.com².

² Please note that this website has not been reviewed by the SFC. The website is not specifically directed to Hong Kong residents and may contain information with respect to non-SFC authorised funds of the SICAV which are not available for public offer in Hong Kong.

The updated version of the Hong Kong offering documents which will reflect the changes detailed above will be also available in the same manner in due course.

Should you have any questions on this notice, please contact the Hong Kong Representative, HSBC Institutional Trust Services (Asia) Limited, at 1 Queen's Road Central, Hong Kong, Attention: SIFS Investor Services, tel: (852) 3663 5500, fax: (852) 3409 2697. Alternatively, for further assistance, please contact your financial adviser.

Yours faithfully,

The Board