

PING AN OF CHINA ASSET MANAGEMENT FUND

*société d'investissement à capital variable – organisme de placement collectif en valeurs mobilières
sous forme de société anonyme*
4, rue Peternelchen, L-2370 Howald
R.C.S. Luxembourg: B 226818
(the “Company”)

NOTICE TO THE SHAREHOLDERS OF THE COMPANY

**Ping An of China Asset Management Fund – Emerging Market Income Fund
Ping An of China Asset Management Fund – China High Yield Private Strategy Bond Fund**

Warning: This document is important and requires your immediate attention. If in doubt, please seek professional advice. The Board accept full responsibility for the accuracy of the information contained in this notice (the “Notice”). The Board have taken reasonable care to ensure that the information contained herein is true and accurate in all material respects as at the date hereof and to the best of the knowledge and belief of the Board, there are no other material facts the omission of which would make any statement misleading. Capitalized terms not otherwise defined herein shall have the meaning given to them in the prospectus of the Company dated June 2023 (the “Prospectus”) and the Supplement for Hong Kong Investors dated October 2023 (the “Hong Kong Supplement”) (together, the “Hong Kong Offering Documents”).

Dear Shareholder,

The board of directors of the Company (the “Board”) hereby informs you that it has decided to terminate Ping An of China Asset Management Fund – Emerging Market Income Fund and Ping An of China Asset Management Fund – China High Yield Private Strategy Bond Fund (each a “Sub-Fund” and collectively the “Sub-Funds”) and to compulsorily redeem all the shares of the Sub-Funds (the “Shares”) in the manner set out in this notice with effect as of 13 May 2024 (the “Termination Date”).

Background and Rationale for the termination of the Sub-Funds

As of 22 March 2024, the assets under management and ongoing charges of the Sub-Funds were:

	Assets under management	Ongoing charges¹
Ping An of China Asset Management Fund – Emerging Market Income Fund	USD 51,345,299.23	RE USD Unhedged (D) 2.472% RE HKD Unhedged (D) 2.473%
Ping An of China Asset Management Fund – China High Yield Private Strategy Bond Fund	USD 26,770,661.83	RE USD Unhedged (D) 2.821% RE HKD Unhedged (D) 2.824%

The Board has taken the view that the net assets of both Sub-Funds have now fallen to a level where the Sub-Funds and their respective investment strategies may no longer be operated in an economically efficient manner, and that it is unlikely that such net assets of the Sub-Funds will grow in the near future. Accordingly, pursuant to article 32 of the articles of incorporation of the Company² and consistent with the sub-section titled "Liquidation, merger, split or consolidation of Sub-Fund(s)/Classes" under the section titled "Liquidation of the Company / Termination and Amalgamation of Sub-Funds" in the Prospectus, the Board

¹ Based on the unaudited semi-annual financial statements for the 6-month period ended 30 June 2023. The ongoing charges are expressed as a percentage of the average net asset value of the share class for the same period.

² Article 32 of the articles of incorporation of the Company state that in the event that for any reason the value of the net assets in any Sub-Fund has decreased to an amount determined by the directors of the Company from time to time to be the minimum level for the Sub-Fund to be operated in an economically efficient manner, the directors of the Company may decide to compulsorily redeem all the shares issued in such Sub-Fund at the Net Asset Value per Share.

considers the termination of the Sub-Funds to be in the best interest of the Shareholders. The depositary of the Company and the Sub-Funds do not object to the termination of the Sub-Funds.

In this connection, as of the date of this notice, the Sub-Funds shall no longer be marketed to the public of Hong Kong and have ceased accepting subscriptions.

Procedure for the termination of the Sub-Funds

On the Termination Date, the Shares of each Shareholder shall be redeemed free of any redemption charge in accordance with the provisions set out in the Hong Kong Offering Documents. The assets of each Sub-Fund shall be realised, the liabilities shall be discharged and the net proceeds of realisation shall be distributed to Shareholders in proportion to the Shares they hold of the respective Sub-Fund at the net asset value per Share of their Shares to be calculated on the Termination Date. The net proceeds of realization due to the Shareholders will be expected to be settled within five (5) Business Days of the Termination Date, and in any event not more than one (1) calendar month of the Termination Date. Net proceeds of realisation which could not be distributed to Shareholders upon the close of the liquidation of the Sub-Funds will be deposited with the *Caisse de Consignation* in Luxembourg for 30 years. Amounts not claimed may be liable to be forfeited in accordance with the provisions of Luxembourg law.

Costs of termination of the Sub-Funds

The aggregate costs and expenses relating to the termination, including legal fees, audit fees and administration costs is estimated to be approximately HKD700,000 and will be allocated and borne by the Sub-Funds, wherein approximately HKD399,000³ will be borne by Ping An of China Asset Management Fund – Emerging Market Income Fund and approximately HKD301,000⁴ will be borne by Ping An of China Asset Management Fund – China High Yield Private Strategy Bond Fund. These costs and expenses have been provisioned for each Sub-Fund as of the date of this notice, and the depositary of the Company and the Sub-Funds does not object to the provisioning of such costs and expenses. These costs and expenses do not include ordinary operating expenses such as transaction costs in connection with the liquidation of the Sub-Funds, which will also be borne by the Sub-Funds. All formation expenses in respect of the Sub-Funds have been fully amortised and there are no unamortised preliminary expenses.

It is anticipated that after taking into account the aggregate costs and expenses related to the termination, the ongoing charges of the Sub-Funds will be approximately:

	Ongoing charges⁵
Ping An of China Asset Management Fund – Emerging Market Income Fund	RE USD Unhedged (D) 2.571% RE HKD Unhedged (D) 2.572%
Ping An of China Asset Management Fund – China High Yield Private Strategy Bond Fund	RE USD Unhedged (D) 2.965% RE HKD Unhedged (D) 2.968%

While it is anticipated that all costs and expenses have been included in the Sub-Funds' Net Asset Value, if the actual costs of and expenses associated with the termination of the Sub-Funds are lower than the aforesaid estimate, it may be possible that a balance remains within the Sub-Funds on the Termination Date. Under this circumstance, a further payment may be made to Shareholders holdings shares as of the Termination Date, in proportion to the Shares they hold of the respective Sub-Fund. On the other hand, if the actual costs and expenses associated with the termination of the Sub-Funds are higher than the aforesaid estimate, the amount in excess will be borne by the Investment Manager.

³ This represents approximately 0.099% of the Sub-Fund's net asset value as of 22 March 2024.

⁴ This represents approximately 0.144% of the Sub-Fund's net asset value as of 22 March 2024.

⁵ These estimates are reflective of the ongoing charges based on the unaudited semi-annual financial statements for the 6-month period ended 30 June 2023, after incorporating termination costs and expenses. The ongoing charges are expressed as a percentage of the average net asset value of the share class for the same period.

Shareholder rights

Shareholders may continue to request the redemption of their Shares or their conversion into shares of another sub-fund of the Company that is authorised by the Securities and Futures Commission of Hong Kong (“SFC”) for sale to the public in Hong Kong⁶, free of charge, (subject to the relevant terms set forth in the Hong Kong Offering Documents) until 5:00p.m. Hong Kong time on 10 May 2024 (the “**Dealing Deadline**”), in accordance with the sections titled "Dealing Procedures" in the Hong Kong Supplement and "Redemption" and "Switching" in the respective Appendix of each Sub-Fund in the Prospectus. Please note that different distributors may impose different cut-off times. Please check with your distributor for the cut-off time applicable to you.

Shares in respect of each Sub-Fund in respect of which no redemption or conversion application is received up to the Dealing Deadline will be automatically redeemed free of any redemption charge on the Termination Date in accordance with the liquidation arrangement in accordance with the provisions of the Hong Kong Offering Documents and the articles of incorporation of the Company.

Taxation

Ordinarily, the termination of the Sub-Funds should not have any tax implications for Hong Kong Shareholders. No tax will be payable by Hong Kong Shareholders in respect of dividends or other income distributions of the Sub-Funds or in respect of any capital gains arising on a sale, realisation or other disposal of Shares of the Sub-Funds, except that Hong Kong profits tax may arise where such transactions form part of a trade, profession or business carried on in Hong Kong. However, Hong Kong Shareholders are advised to seek specific tax advice based on their specific circumstances.

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The termination of the Sub-Funds will be reflected in a revised version of the Hong Kong Offering Document. The current version of the Hong Kong Offering Documents, the articles of incorporation of the Company and the most recent annual and semi-annual reports of the Company are available for inspection free of charge during usual business hours on any Business Day in Hong Kong at the office of the Hong Kong Representative at Suite 2301, 23rd Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong. The most recent annual and semi-annual reports of the Company are also on the website <http://asset.pingan.com.hk> (the website has not been reviewed by the SFC and may contain information on funds not authorised by the SFC).

If you have any questions on the above, please feel free to contact the Management Company at its registered office in Luxembourg or the Hong Kong Representative at Suite 2301, 23rd Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong, or by email at PUB_PAAMHK_IS@pingan.com.hk, or by telephone at +852 37629292.

BY ORDER OF THE BOARD OF DIRECTORS

10 April 2024

⁶ The SFC’s authorisation is not a recommendation or endorsement of the Company or its sub-funds nor does it guarantee the commercial merits of the Company or its sub-funds or their performance. It does not mean the Company or its sub-funds are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors.