



**BOSERA HASHKEY BITCOIN ETF (Stock Code: 3008/9008)**  
**BOSERA HASHKEY ETHER ETF (Stock Code: 3009/9009)**

**PROSPECTUS**

July 2026

IMPORTANT: If you are in any doubt about the contents of this Prospectus, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser for independent professional financial advice.

Investors should note that this Prospectus relates to Sub-Fund(s) which may offer both exchange-traded class of Shares and unlisted (not exchange-traded) class of Shares.

# **BOSERA GLOBAL EXCHANGE TRADED FUNDS SERIES OPEN- ENDED FUND COMPANY**

*(a Hong Kong public umbrella open-ended fund company with variable capital,  
limited liability and segregated liability between sub-funds and authorized under section 104 of the Securities and  
Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”))*

## **PROSPECTUS**

### **BOSERA HASHKEY BITCOIN ETF**

*(Stock Code: 3008 / 9008)*

### **BOSERA HASHKEY ETHER ETF**

*(Stock Code: 3009 / 9009)*

*Manager*

**Bosera Asset Management (International) Co., Limited**

*Listing Agent*

**Altus Capital Limited**

**July 2026**

Hong Kong Exchanges and Clearing Limited (“**HKEX**”), The Stock Exchange of Hong Kong Limited (“**SEHK**”), Hong Kong Securities Clearing Company Limited (“**HKSCC**”) and the Hong Kong Securities and Futures Commission (“**SFC**”) take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus. The Company has been registered with the SFC as an open-ended fund company. The Company and each Sub-Fund have each been authorised as collective investment schemes by the SFC. Registration with and authorisation by the SFC do not represent a recommendation or endorsement of the Company or any of the Sub-Funds nor do they guarantee the commercial merits of the Company, any of the Sub-funds or their performance. They do not mean the Company or any of the Sub-Funds is suitable for all investors nor does it represent an endorsement of their suitability for any particular investor or class of investors.

IMPORTANT – while section 112S of the SFO provides for segregated liability between sub-funds, the concept of segregated liability is relatively new. Accordingly, where claims are brought by local creditors in foreign courts or under foreign law contracts, it is not yet known how those foreign courts will react to section 112S of the SFO.

## IMPORTANT INFORMATION

This Prospectus relates to the offer in Hong Kong of shares (the “**Shares**”) in the Bosera Global Exchange Traded Funds Series Open-ended Fund Company (the “**Company**”) and its sub-fund(s). The Company is a public umbrella open-ended fund company incorporated in Hong Kong on 14 July 2022 with variable capital and limited liability. The Company can have a number of sub-funds (each a “**Sub-Fund**”), with segregated liability among them and in respect of which a separate class or classes of Shares will be issued. Bosera RMB Money Market ETF, Bosera HKD Money Market ETF, Bosera USD Money Market ETF, Bosera 20+ Year US Treasury Bond ETF are Sub-Funds of the Company. This Prospectus relates to Bosera HashKey Bitcoin ETF and Bosera HashKey Ether ETF only. Where specified in the relevant Appendix, a Sub-Fund may issue both exchange-traded classes of Shares (“**Listed Class of Shares**”) and/or unlisted (not exchange-traded) classes of Shares (“**Unlisted Class of Shares**”). Bosera Asset Management (International) Co., Limited (the “**Manager**”) has been appointed as the management company of the Company and each Sub-Fund.

The information contained in this Prospectus has been prepared to assist potential investors in making an informed decision in relation to investing in the Sub-Fund(s). It contains important facts about the Sub-Fund(s) whose Shares are offered in accordance with this Prospectus. A product key facts statement which contains the key features and risks of each Sub-Fund is also issued by the Manager and such product key facts statement(s) shall form part of this Prospectus, and shall be read, in conjunction with, this Prospectus. For a Sub-Fund which issues both Listed Class of Shares and Unlisted Class(es) of Shares, separate sets of product key facts statement will be available for the Listed Class of Shares and the Unlisted Class(es) of Shares that are offered to Hong Kong investors respectively.

The Manager accepts full responsibility for the accuracy of the information contained in this Prospectus and the product key facts statement of each Sub-Fund and confirms having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement in this Prospectus or any product key facts statement misleading. The Manager also confirms that this Prospectus includes particulars given in compliance with *The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and the *Code on Unit Trusts and Mutual Funds* (the “**UT Code**”), the *Code on Open Ended Fund Companies* and the “Overarching Principles” of the *SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products* for the purposes of giving information with regard to the Shares in each Sub-Fund.

The Company has been registered with the SFC as an open-ended fund company under Section 112D of the SFO. The Company and each Sub-Fund are authorised by the SFC in Hong Kong under Section 104 of the SFO. The SFC takes no responsibility for the financial soundness of the Company, any Sub-Fund or for the correctness of any statements made or opinions expressed in this Prospectus. Registration with and authorisation by the SFC do not represent a recommendation or endorsement of the Company or any of the Sub-Funds nor do they guarantee the commercial merits of a scheme or its performance. They do not mean the Company or the Sub-Funds are suitable for all investors nor do they represent an endorsement of their suitability for any particular investor or class of investors.

You should consult your financial adviser or your tax advisers and take legal advice as appropriate as to whether any governmental or other consents are required, or other formalities need to be observed, to enable you to acquire Shares as to whether any taxation effects, foreign exchange restrictions or exchange control requirements are applicable and to determine whether any investment in a Sub-Fund is appropriate for you.

The Listed Classes of Shares of Bosera HashKey Bitcoin ETF and Bosera HashKey Ether ETF are listed on The Stock Exchange of Hong Kong Limited (the “SEHK”) and have been accepted as eligible securities by Hong Kong Securities Clearing Company Limited (“HKSCC”) for deposit, clearing and settlement in the Central Clearing and Settlement System (“CCASS”). Settlement of transactions between participants of the SEHK is required to take place in CCASS on the second CCASS settlement day after any trading. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

No action has been taken to permit an offering of Shares or the distribution of this Prospectus in any jurisdiction other than Hong Kong and, accordingly, this Prospectus does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any other United States Federal or State law and, except in a transaction which does not violate the Securities Act, may not be directly or indirectly offered to or sold in the United States of America or any of its territories or for the benefit of a US Person (as defined in Regulation S of the Securities Act). The Company and each Sub-Fund have not been and will not be registered as an investment company under the United States Investment Company Act of 1940, as amended. Shares may not be acquired or owned by (i) an employee benefit plan, as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”), that is subject to Title I of ERISA, (ii) a plan, as defined in Section 4975(e)(1) of the United States Internal Revenue Code of 1986, as amended (the “**Internal Revenue Code**”), that is subject to Section 4975 of the Internal Revenue Code, (iii) a plan that is subject to any other

law, regulation, rule or restriction that is substantially similar to ERISA or Section 4975 of the Internal Revenue Code (“**Similar Law**”) or (iv) an entity whose assets are deemed to include the assets of such an employee benefit plan or plan for purposes of ERISA, Section 4975 of the Internal Revenue Code or Similar Law, unless the purchase, holding and disposition of Shares will not constitute a violation under ERISA, Section 4975 of the Internal Revenue Code and any applicable Similar Law.

Furthermore, distribution of this Prospectus (including the product key facts statement) shall not be permitted unless it is accompanied by a copy of the latest annual financial report of the Sub-Fund(s) (where existing) and, if later, its most recent interim report.

You should note that any amendment or addendum to this Prospectus will only be posted on the Company’s website ([www.bosera.com.hk](http://www.bosera.com.hk)) the contents of which, and of any other websites referred to in this Prospectus, have not been reviewed by the SFC. This Prospectus (including the product key facts statement) may refer to information and materials included in these websites. Such information and materials do not form part of this Prospectus and they have not been reviewed by the SFC or any regulatory body. Investors should note that the information provided in websites may be updated and changed periodically without any notice to any person.

### **Questions and Complaints**

Investors may raise any questions on or make any complaints about the Company (including the Sub-Fund(s)) by contacting the Managers Customer Service Hotline at its address as set out in the Directory of this Prospectus or calling the Manager at +852 2537 6658 during normal office hours.

## DIRECTORY

*Company*  
**Bosera Global Exchange Traded Funds Series  
Open-ended Fund Company**  
Suite 4109, Jardine House  
One Connaught Place  
Central  
Hong Kong

*Directors of the Company*  
**LIAN Shadong  
ZENG Peng**

*Manager*  
**Bosera Asset Management (International) Co.,  
Limited**  
Suite 4109, Jardine House  
One Connaught Place  
Central  
Hong Kong

*Directors of the Manager*  
**WU Huifeng  
LIAN Shadong  
ZENG Peng  
OU Zhiming  
ZHOU Yi**

*Sub-Manager*  
**HashKey Capital Limited**  
14F, Three Exchange Square  
Central  
Hong Kong

*Custodian of the Company, Bosera USD Money Market ETF, Bosera 20+ Year US Treasury Bond ETF,  
Bosera HashKey Bitcoin ETF and Bosera HashKey Ether ETF*

**BOCI-Prudential Trustee Limited**  
Suites 1501-1507 & 1513-1516, 15/F  
1111 King's Road  
Taikoo Shing  
Hong Kong

*Custodian of the Company, Bosera RMB Money Market ETF and Bosera HKD Money Market ETF*

**CMB Wing Lung (Trustee) Limited**  
6/F, CMB Wing Lung Bank Building  
45 Des Voeux Road  
Central  
Hong Kong

*Sub-Custodian of Bosera HashKey Bitcoin ETF and Bosera HashKey Ether ETF*

**Hash Blockchain Limited**  
**acting via its associated entity HashKey Custody Services Limited**  
Unit 614-615, Core D, Cyberport 3  
100 Cyberport Road  
Hong Kong

*Administrator of Bosera HashKey Bitcoin ETF and  
Bosera HashKey Ether ETF*

**BOCI-Prudential Trustee Limited**  
Suites 1501-1507 & 1513-1516, 15/F  
1111 King's Road  
Taikoo Shing  
Hong Kong

*Registrar of Bosera HashKey Bitcoin ETF and  
Bosera HashKey Ether ETF*

**BOCI-Prudential Trustee Limited**  
Suites 1501-1507 & 1513-1516, 15/F  
1111 King's Road  
Taikoo Shing  
Hong Kong

*Participating Dealers*  
Please refer to the Manager's website and the website  
of the HKEX for the latest list of Participating Dealers  
of each Sub-Fund.

*Market Makers*  
Please refer to the Manager's website and the  
website of the HKEX for the latest list of Market  
Makers for each Sub-Fund.

*Listing Agent\**

**Altus Capital Limited**

21 Wing Wo Street  
Central  
Hong Kong

*Auditor*

**Ernst & Young**

22/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong

*Solicitors to the Manager*

**Deacons**

5/F, Alexandra House  
18 Chater Road  
Central  
Hong Kong

*Service Agent / Conversion Agent\**

**HK Conversion Agency Services Limited**

8th Floor, Two Exchange Square  
8 Connaught Place  
Central, Hong Kong

*\* Applicable in respect of Listed Class of Shares of Bosera HashKey Bitcoin ETF and Bosera HashKey Ether ETF.*

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## **PART 1 – GENERAL INFORMATION RELATING TO THE COMPANY AND SUB-FUNDS**

Part 1 of this Prospectus includes information relevant to the Company and the Sub-Fund(s) referred to in this Prospectus.

The information presented in this Part 1 should be read in conjunction with the information presented in the relevant Appendix in Part 2 of this Prospectus in respect of a particular Sub-Fund. Where the information in Part 2 of this Prospectus conflicts with the information presented in this Part 1, the information in the relevant Appendix in Part 2 prevails to the extent that it is applicable to the specific Sub-Fund of the relevant Appendix only. Please refer to Part 2 “Specific Information Relating to Each Sub-Fund” for further information.

## DEFINITIONS

*In this Prospectus (including the relevant Appendix for any Sub-Fund), unless the context requires otherwise, the following expressions have the meanings set out below.*

“Administrator” in respect of a Sub-Fund, means such person duly appointed from time to time as administrator hereof in succession thereto, as specified in the relevant Appendix.

“AFRC” means the Accounting and Financial Reporting Council or its successors.

“After Listing” means, in respect of a Listed Class of Shares, the period which commences on the Listing Date and continues until the relevant Sub-Fund is terminated.

“Appendix” means an appendix to this Prospectus that sets out specific information applicable to a Sub-Fund.

“Application” means, in respect of a Listed Class of Shares, an application by a Participating Dealer for the creation or redemption of Shares in accordance with the procedures for creation and redemption of Shares set out in the Operating Guidelines, the relevant Participation Agreement and the terms of the Instrument.

“Application Share” means, in respect of a Listed Class of Shares, such number of Shares of a class or whole multiples thereof as specified in this Prospectus for the relevant Sub-Fund or such other number of Shares from time to time determined by the Manager, approved by the relevant Custodian and notified to the Participating Dealers, either generally or for a particular class or classes or for a particular period of time.

“Business Day” in respect of a Sub-Fund, means, unless the Manager otherwise agrees or otherwise specified in Part 2 of this Prospectus, a day on which (a)(i) the SEHK is open for normal trading; and (ii) the relevant market on which investments comprised in the relevant Index or investments comprised in the relevant Sub-Fund, as the case may be, are traded is open for normal trading, or if there are more than one such market, the market designated by the Manager is open for normal trading, and (b) (where applicable) the Index is compiled and published, or such other day or days as the Manager and the relevant Custodian may agree from time to time.

“Cancellation Compensation” means, in respect of a Listed Class of Shares, an amount payable by a Participating Dealer for the account of the relevant Sub-Fund in respect of a Default or a cancellation of Creation Application or Redemption Application in accordance with the Instrument, the Participation Agreement and/or the Operating Guidelines applicable at the time the relevant Creation Application or Redemption Application is made.

“CCASS” means the Central Clearing and Settlement System established and operated by HKSCC or any successor system operated by HKSCC or its successors.

“CCASS Settlement Day” has the same meaning as the term “Settlement Day” as defined in the General Rules of HKSCC.

“Class Currency” means, in relation to a class of Shares, the base currency of the Sub-Fund relating thereto or such other currency of account as the Manager may specify for such class of Shares in accordance with the Instrument.

“Company” means Bosera Global Exchange Traded Funds Series Open-ended Fund Company.

“Connected Person” has the meaning as set out in the UT Code which at the date of this Prospectus means in relation to a company:

- (a) any person or company beneficially owning, directly or indirectly, 20% or more of the ordinary share capital of that company or able to exercise directly or indirectly, 20% or more of the total votes in that company; or

- (b) any person or company controlled by a person who or which meets one or both of the descriptions given in (a); or
- (c) any member of the group of which that company forms part; or
- (d) any director or officer of that company or of any of its connected persons as defined in (a), (b) or (c).

“Conversion Agency Agreement” means the agreement by which the Conversion Agent agrees with the Manager to provide its services in respect of the Listed Class of Shares of a Sub-Fund, as may from time to time be entered amongst the Company, the Manager, the Conversion Agent and HKSCC.

“Conversion Agent” means HK Conversion Agency Services Limited or such other person as may from time to time be appointed to act as conversion agent in relation to the Listed Class of Shares of a Sub-Fund.

“Creation Application” means, in respect of a Listed Class of Shares, an Application by a Participating Dealer for the creation and issue of Shares in an Application Share size in accordance with the Operating Guidelines and the Instrument.

“Custodian” in respect of a Sub-Fund, means such person from time to time duly appointed by the Company as custodian of the Company and the relevant Sub-Fund, or in succession thereto, as specified in the relevant Appendix.

“Custody Agreement” means the custody agreement between the Company for a Sub-Fund and the relevant Custodian by which the relevant Custodian is appointed.

“Dealing Day” means each Business Day during the continuance of the relevant Sub-Fund, and/or such other day or days as the Manager may from time to time determine either generally or for a particular class or classes of Shares, as specified in the relevant Appendix, provided that a Dealing Day for the issue of a class of Shares may be a different day or days from the Dealing Day for the redemption of such class.

“Dealing Deadline” means, in respect of a Sub-Fund, in relation to any Dealing Day, such time or times as the Manager may from time to time in consultation with the relevant Custodian determine generally or in relation to any particular class or classes of Shares of a Sub-Fund or any particular place for (in respect of Listed Class of Shares) submission of Application(s) by a Participating Dealer or (in respect of Unlisted Class(es) of Shares) submission of application for subscription or redemption of Shares, as specified in the relevant Appendix.

“Default” means, in respect of a Listed Class of Shares, a failure by a Participating Dealer in respect of:

- (a) a Creation Application to deliver the requisite investments and/or any relevant cash amount; or
- (b) a Redemption Application to deliver the Shares which are subject of the Redemption Application and/or relevant cash amount.

“Directors” means the directors of the Company for the time being or the directors of the Company present at a meeting of directors at which a quorum is present and includes any committee of the Directors duly constituted for the purposes relevant in the context in which any reference to the Directors appears or the members of such committee present at a meeting of such committee at which a quorum is present, and “Director” shall be construed accordingly.

“Duties and Charges” means, in relation to any particular transaction or dealing, all stamp and other duties, taxes, government charges, brokerage fees, bank charges, transfer fees, registration fees, transaction levies and other duties and charges whether in connection with the constitution of the Scheme Property or the increase or decrease of the Scheme Property or the creation, issue, transfer, cancellation or redemption of Shares or the acquisition or disposal of investments, or otherwise which

may have become or may be payable in respect of, and whether prior to, upon or after the occasion of, such transaction or dealing and including but not limited to, in relation to an issue of Shares or redemption of Shares, a charge (if any) of such amount or at such rate as is determined by the Manager to be made for the purpose of compensating or reimbursing the relevant Sub-Fund for the difference between (a) the prices used when valuing the investments held for the Sub-Fund for the purpose of such issue or redemption of Shares and (b) (in the case of an issue of Shares) the prices which would be used when acquiring the same investments if they were acquired by the relevant Sub-Fund with the amount of cash received by the relevant Sub-Fund upon such issue of Shares and (in the case of a redemption of Shares) the prices which would be used when selling the same investments if they were sold by the relevant Sub-Fund in order to realise the amount of cash required to be paid out of the relevant Sub-Fund upon such redemption of Shares.

“Encumbrance” means any mortgage, charge, pledge, lien, third party right or interest, any other encumbrance or security interest of any kind or another type of preferential arrangement (including, without limitation, a title transfer or retention arrangement) having similar effect other than any such encumbrance or security interest imposed by the terms of the relevant clearing system/depositary or otherwise created by the terms of the Participation Agreement, the Instrument or any agreement between the Company on behalf of the relevant Sub-Fund, the Manager, the relevant Custodian and the relevant Participating Dealer.

“Entities within the Same Group” means entities which are included in the same group for the purposes of consolidated financial statements prepared in accordance with internationally recognised accounting standards.

“Extension Fee” means, in respect of a Listed Class of Shares, the fee payable to the relevant Custodian on each occasion where the Company, upon a Participating Dealer’s request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application.

“FDIs” means financial derivative instruments.

“HKD” means Hong Kong dollars, the lawful currency for the time being and from time to time of Hong Kong.

“HKEX” means Hong Kong Exchanges and Clearing Limited or its successors.

“HKSCC” means the Hong Kong Securities Clearing Company Limited or its successors.

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“IFRS” means International Financial Reporting Standards.

“Index” means the index, if any, against which a Sub-Fund may be benchmarked or may otherwise be referenced as set out in the relevant Appendix.

“Index Provider” means the person responsible for compiling the Index against which the relevant Sub-Fund benchmarks its investments and who holds the right to licence the use of such Index to the relevant Sub-Fund as set out in the relevant Appendix.

“Initial Issue Date” means, in respect of a Sub-Fund or a class, the date of the first issue of Shares in that Sub-Fund or that class (as the case may be), which (in the case of a Listed Class of Shares) shall be the Business Day immediately before the Listing Date.

“Initial Offer Period” means, in respect of a Sub-Fund or a class, such period as may be determined by the Manager as the initial offer period in relation to that Sub-Fund or that class (as the case may be), which (in the case of a Listed Class of Shares) shall be the period before the relevant Listing Date as set out in the relevant Appendix.

“Insolvency Event” occurs in relation to a person where (i) an order has been made or an effective resolution passed for the liquidation or bankruptcy of the person; (ii) a receiver or similar officer has

been appointed in respect of the person or of any of the person's assets or the person becomes subject to an administration order; (iii) the person enters into an arrangement with one or more of its creditors or is deemed to be unable to pay its debts; (iv) the person ceases or threatens to cease to carry on its business or substantially the whole of its business or makes or threatens to make any material alteration to the nature of its business; or (v) the Manager in good faith believes that any of the above is likely to occur.

"Instrument" means the instrument of incorporation of the Company filed to the Companies Registry of Hong Kong on, and effective as of, 14 July 2022, including its Schedules and Appendices, as amended from time to time.

"IRD" means the Inland Revenue Department of Hong Kong.

"IRS" means the US Internal Revenue Service.

"Issue Price" means, in respect of a Listed Class of Shares, the price at which Shares may be issued, determined in accordance with the Instrument.

"Laws and Regulations" means all applicable laws and regulations including the SFO, Securities and Futures (Open-ended Fund Companies) Rules (Chapter 571AQ of the Laws of Hong Kong), (as amended from time to time), the OFC Code, the SFC Handbook for Unit Trusts and Mutual Funds, Investment-Linked Assurance Schemes and Unlisted Structured Investment Products (including the UT Code, as amended from time to time and supplemented by published guidelines or other guidance issued by the SFC) and the SFC Fund Manager Code of Conduct (as amended from time to time and supplemented by published guidelines or other guidance issued by the SFC).

"Listed Class of Shares" means a class of Shares which is listed on either the SEHK or any other Recognised Stock Exchange.

"Listing Date" means, in respect of each Listed Class of Shares, the date on which the Shares of the Listed Class of Shares in respect of the Sub-Fund are first listed and from which dealings therein are permitted to take place on SEHK, the expected date of which is set out in the relevant Appendix for the relevant Sub-Fund.

"Management Agreement" means the discretionary management agreement dated 31 October 2022 between the Company for itself and each Sub-Fund and the Manager by which the Manager is appointed.

"Manager" means Bosera Asset Management (International) Co., Limited or such other person or persons from time to time duly appointed as investment manager of the Company in succession thereto being approved by the SFC under the UT Code.

"Market" means in any part of the world:

- (a) in relation to any investment, the SEHK or such other stock exchange or trading platform from time to time as determined by the Manager; and
- (b) any over-the-counter transaction conducted in any part of the world and in relation to any investment shall be deemed to include any bilateral agreement with a responsible firm, corporation or association in any country in any part of the world dealing in the investment which the Manager may from time to time elect.

"Market Maker" means a broker or dealer permitted by the SEHK to act as such by making a market for a Listed Class of Shares in the secondary market on the SEHK.

"Multi-Counter" means the facility by which the Listed Class of Shares of a Sub-Fund traded in more than one currency (HKD and/or USD) are each assigned separate stock codes on the SEHK. Where the Share of a Sub-Fund is traded in two eligible currencies, the facility is referred to as a "Dual Counter".

“Net Asset Value” or “NAV” means the net asset value of a Sub-Fund or, as the context may require, the net asset value of a class of Shares or a Share calculated under the Instrument.

“OFC Code” means the Code on Open Ended Fund Companies issued by the SFC (as amended, or replaced, from time to time).

“Operating Guidelines” means, in respect of a Listed Class of Shares, the guidelines for the creation and redemption of Shares of that class as set out in the schedule to each Participation Agreement as amended from time to time by the Manager with the approval of the relevant Custodian, and where applicable, with the approval of HKSCC and the Conversion Agent, and following consultation, to the extent reasonably practicable, with the relevant Participating Dealers, subject always, in respect of the relevant Operating Guidelines for a Participating Dealer, to any amendment being notified in writing by the Manager in advance to the relevant Participating Dealer. Unless otherwise specified, references to the Operating Guidelines shall be to the Operating Guidelines for the class of Shares applicable at the time of the relevant Application.

“Participating Dealer” means, in respect of a Listed Class of Shares, a broker or dealer who is (or who has appointed a PD Agent or delegate who is) a person admitted for the time being by HKSCC as a HKSCC participant and who has entered into a Participation Agreement in form and substance acceptable to the Company on behalf of the relevant Sub-Fund, the Manager and the relevant Custodian, and any reference in this Prospectus to “Participating Dealer” shall include a reference to any PD Agent or delegate so appointed by the Participating Dealer.

“Participation Agreement” means an agreement entered into between, among others, the Company on behalf of the relevant Sub-Fund, the Manager, the relevant Custodian and a Participating Dealer (and its agent, if applicable), and if determined necessary by the Manager (in its absolute discretion), each of HKSCC and the Service Agent or the Conversion Agent (as the case may be), setting out, (amongst other things), the arrangements in respect of the Applications. References to the Participation Agreement shall, where appropriate, mean the Participation Agreement, read together with the Operating Guidelines.

“PD Agent” means a person who is admitted by HKSCC as either a Direct Clearing Participant or a General Clearing Participant (as defined in the General Rules of HKSCC) in CCASS and who has been appointed by a Participating Dealer as its agent for the creation and redemption of Shares of a Listed Class of Shares.

“PRC” means The People’s Republic of China.

“Processing Day” means, in respect of Creation Application and Redemption Application of a Listed Class of Shares, the Business Day which is one Business Day after the relevant Dealing Day (or such other Business Day as is permitted in relation to such Dealing Day (including the Dealing Day itself) pursuant to the Operating Guidelines) or such other number of Business Days after the relevant Dealing Day as determined by the Manager in consultation with the relevant Custodian from time to time and notified to the relevant Participating Dealers, either generally or for a particular class or classes of Shares, pursuant to the Operating Guidelines or as otherwise described in the relevant Appendix.

“Mainland China” means all the customs territories of the PRC excluding Hong Kong, Macau and Taiwan of the PRC for purpose of interpretation of this Prospectus only.

“Recognised Stock Exchange” means an international stock exchange which is recognised by the SFC or which is approved by the Manager.

“Redemption Application” means, in respect of a Listed Class of Shares, an Application by a Participating Dealer for the redemption of Shares in Application Share size in accordance with the Operating Guidelines and the Instrument.

“Redemption Price” means, in respect of Unlisted Class(es) of Shares, the price per Share at which such Share is redeemed, calculated in accordance with the Instrument.

“Redemption Value” means, in respect of a Listed Class of Shares, the price per Share at which such Share is redeemed, calculated in accordance with the Instrument.

“Registrar” means such person from time to time duly appointed by the Company as registrar in respect of each Sub-Fund (or a class thereof) to keep the register of the Shareholders of the Sub-Fund (or a class thereof), as specified in the relevant Appendix.

“Registrar Agreement” means the registrar agreement between the Company for itself and each Sub-Fund and the relevant Registrar by which the relevant Registrar is appointed.

“Reverse Repurchase Transactions” means transactions whereby a Sub-Fund purchases Securities from a counterparty of Sale and Repurchase Transactions and agrees to sell such Securities back at an agreed price in the future.

“Sale and Repurchase Transactions” means transactions whereby a Sub-Fund sells its Securities to a counterparty of Reverse Repurchase Transactions and agrees to buy such Securities back at an agreed price with a financing cost in the future.

“Scheme Property” means all the property of the Company, or, as the context may require, the property of the Company attributable to a Sub-Fund.

“Securities” has the meaning as “securities” as defined in Part 1 of Schedule 1 to the SFO.

“Securities Lending Transactions” means transactions whereby a Sub-Fund lends its Securities to a security-borrowing counterparty for an agreed fee.

“SEHK” means The Stock Exchange of Hong Kong Limited or its successors.

“Service Agent” means HK Conversion Agency Services Limited or such other person as may from time to time be appointed to act as service agent in relation to the Listed Class of Shares of a Sub-Fund.

“Service Agent’s Fee” means, in respect of the Listed Class of Shares of a Sub-Fund, the fee which may be charged for the benefit of the Service Agent to each Participating Dealer or PD Agent (as the case may be) on each book-entry deposit or withdrawal transaction made by the relevant Participating Dealer or PD Agent (as the case may be), the maximum level of which shall be determined by the Service Agent and set out in this Prospectus.

“Service Agreement” means each agreement by which the Service Agent provides its services in respect of the Listed Class of Shares of a Sub-Fund entered amongst the Company on behalf of the relevant Sub-Fund, the Manager, the relevant Custodian, the relevant Registrar, the Participating Dealer, the PD Agent (where applicable), the Service Agent and HKSCC.

“SFC” means the Securities and Futures Commission of Hong Kong or its successors.

“SFO” means the Securities and Futures Ordinance (Cap. 571) of Hong Kong.

“Share” means such number of undivided shares or such fraction of an undivided share of a Sub-Fund to which a Share relates as is represented by a Share of the relevant class and, except where used in relation to a particular class of Share, a reference to Shares means and includes Shares of all classes.

“Share Cancellation Fee” means, in respect of a Listed Class of Shares, the fee charged by the Conversion Agent in respect of the cancellation of Shares in connection with an accepted Redemption Application of the relevant Sub-Fund.

“Shareholder” means the person for the time being entered on the register as the holder of a Share or Shares including, where the context so admits, persons jointly so registered.

“Sub-Custodian” in respect of a Sub-Fund, means such person from time to time duly appointed by

the Custodian as the sub-custodian of a Sub-Fund, or in succession thereto, as specified in the relevant Appendix.

“Sub-Fund” means a segregated pool of assets and liabilities into which the Scheme Property is divided, established under the Instrument and as described in the relevant Appendix.

“Subscription Price” means, in respect of Unlisted Class(es) of Shares, the price per Share at which the Share of a particular class will be issued, determined in accordance with the Instrument.

“Transaction Fee” means the fee, in respect of a Listed Class of Shares, which may be charged for the benefit of the relevant Custodian, the Registrar, the Conversion Agent (if any) and/or the Service Agent (if any) to each Participating Dealer on each Dealing Day upon which an Application has been or Applications have been made by the relevant Participating Dealer.

“Unlisted Class of Shares” means a class of Shares which is listed on neither the SEHK nor any other Recognised Stock Exchange.

“Unauthorised US Person” means a US person, as defined for the purposes of the United States federal securities, commodities and tax laws, including (i) a US person within the meaning of Rule 902 of the United States Securities Act of 1933, or (ii) any person that would not qualify as a Non-United States person within the meaning of United States Commodity Futures Trading Commission Rule 4.7(a)(1)(iv), or (iii) persons who are resident in the United States at the time the Shares are offered or sold.

“US” or “United States” means the United States of America.

“USD” means United States dollars, the lawful currency of the United States of America.

“UT Code” means the Code on Unit Trusts and Mutual Funds issued by the SFC (as amended, or replaced, from time to time).

“Valuation Point” means, in respect of a Sub-Fund, unless otherwise specified in the relevant Appendix of a Sub-Fund, the official close of trading on the Market on which the investments constituting the Index (if any) or comprising the portfolio of the Sub-Fund, as the case may be, are listed on each Dealing Day or if more than one, the official close of trading on the last relevant Market to close or such other time or times as determined by the Manager from time to time provided that there shall always be a Valuation Point on each Dealing Day other than where there is a suspension of the creation, issue, switching and redemption of Shares.

“Virtual Asset” refers to any “virtual asset” as defined in section 53ZRA of the Anti-Money Laundering and Counter-Terrorist Financing Ordinance.

## INTRODUCTION

### The Company

The Company is a public umbrella open-ended fund company with variable capital with limited liability, which was incorporated in Hong Kong under the SFO on 14 July 2022 with the company number OF84. It is constituted by way of its Instrument filed to the Companies Registry of Hong Kong on, and effective as of, 14 July 2022.

The Company is registered with the SFC under Section 112D of the SFO. The Company and each Sub-Fund is authorised as a collective investment scheme by the SFC under Section 104 of the SFO and Boser HashKey Bitcoin ETF and Boser HashKey Ether ETF are funds falling within Chapter 8.6 of the UT Code. SFC registration or authorisation is not a recommendation or endorsement of a Sub-Fund nor does it guarantee the commercial merits of the Company, any Sub-Fund or their performance. It does not mean that the Company or a Sub-Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

### The Sub-Fund(s)

The Company may issue different classes of Shares and the Company shall establish a separate pool of assets in respect of each Sub-Fund (each such separate pool of assets a “**Sub-Fund**”) to which one or more class of Shares shall be attributable. The assets of a Sub-Fund will be invested and administered separately from the other assets of the Company. All assets and liabilities attributable to each Sub-Fund shall be segregated from the assets and liabilities of any other Sub-Funds, and shall not be used for the purpose of, or borne by the assets of, any other Sub-Fund. This Prospectus only covers passively managed Sub-Funds which invest in Virtual Asset and each Sub-Fund will have its own Appendix in Part 2 of this Prospectus.

Each Sub-Fund will be an exchange traded fund listed on the SEHK, but it may issue both Listed Class of Shares (which will be listed on the SEHK and, where indicated in the relevant Appendix, may be available for trading on the SEHK using a Multi-Counter) and Unlisted Class(es) of Shares.

The Company reserves the right to establish other Sub-Funds and/or issue further classes of Shares relating to a Sub-Fund or Sub-Funds in the future in accordance with the provisions of the Instrument.

## **INVESTMENT OBJECTIVE, STRATEGY AND RESTRICTIONS, SECURITIES LENDING AND BORROWING**

### **Investment Objective and Strategy**

This Prospectus only covers passively managed Sub-Funds which invest in Virtual Assets. The investment objective and strategy of each Sub-Fund are stated in the relevant Appendix.

### **Investment Restrictions and Prohibitions**

Unless otherwise specifically provided for in the relevant Appendix, the investment restrictions applicable to each Sub-Fund (that are included in the Instrument) are summarised below:

- (a) the Sub-Fund may only invest in Virtual Assets; and
- (b) the Sub-Fund may only retain a small amount of cash to pay ongoing fees and expenses and meet redemption requests.

Unless otherwise specifically provided for in the relevant Appendix, a Sub-Fund shall not:

- (a) invest in Securities or FDIs;
- (b) invest in any type of real estate (including buildings) or interests in real estate, including options or rights, shares in real estate companies and interests in real estate investment trusts (REITs);
- (c) make short sales;
- (d) lend or make a loan out of the assets of a Sub-Fund;
- (e) assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person;
- (f) enter into any obligation in respect of a Sub-Fund or acquire any asset or engage in any transaction for the account of a Sub-Fund which involves the assumption of any liability which is unlimited. For the avoidance of doubt, the liability of Shareholders is limited to their investment in the relevant Sub-Fund; or
- (g) engage in Sale and Repurchase Transactions, Reverse Repurchase Transactions, Securities Lending Transactions and/or other similar over-the-counter transactions.

### **Borrowing**

The Sub-Funds may not engage in borrowing.

## **DETERMINATION OF NET ASSET VALUE**

### **Calculation of Net Asset Value**

The Net Asset Value of each Sub-Fund will be calculated by the relevant Administrator in the base currency of the relevant Sub-Fund as at each Valuation Point applicable to the relevant Sub-Fund by valuing the assets of the relevant Sub-Fund and deducting the liabilities of the relevant Sub-Fund, in accordance with the terms of the Instrument.

Where a Sub-Fund has more than one class of Shares, to ascertain the Net Asset Value of a class, a separate class account will be established in the books of the Sub-Fund. An amount equal to the proceeds of issue of each Share of the relevant class will be credited to the relevant class account.

Set out below is a summary of how the investments held by the relevant Sub-Fund are valued:

- (a) Virtual Assets shall be valued with an indexing approach based on Virtual Assets trade volume across major virtual assets trading platforms (i.e. a benchmark index published by a reputable provider that reflects a significant share of trading activities in the underlying spot Virtual Assets); and
- (b) cash, deposits and similar investments shall be valued at their face value (together with accrued interest) unless, in the opinion of the Manager after consultation with the relevant Custodian, any adjustment should be made to reflect the value thereof; and
- (c) notwithstanding the foregoing and subject to the applicable Laws and Regulations, the Manager may in consultation with the relevant Custodian adjust the value of any investment or permit some other method of valuation to be used if, having regard to relevant circumstances, the Manager considers that such adjustment is more appropriate to fairly reflect the value of the investment.

Currency conversion will be performed at such rates as determined by the relevant Custodian or its delegates or the Manager (after consultation with the relevant Custodian where the Manager considers appropriate) from time to time.

To the extent that the valuation or accounting basis adopted by a Sub-Fund deviate from IFRS, the Manager may make necessary adjustments in the annual financial statements to comply with IFRS. Any such adjustments will be disclosed in the financial reports, including a reconciliation note to reconcile values arrived at by applying the Company's valuation rules.

### **Suspension of Determination of Net Asset Value**

The Manager may, in consultation with the relevant Custodian, declare a suspension of the determination of the Net Asset Value of the relevant Sub-Fund or of any class of Shares for any period during which:

- (a) there exists any state of affairs prohibiting the normal disposal and/or purchase of the investments of the relevant Sub-Fund;
- (b) circumstances exist as a result of which, in the opinion of the Manager, it is not reasonably practicable to realise a substantial part of any investments held or contracted for the account of the Sub-Fund or it is not possible to do so without seriously prejudicing the interest of Shareholders of the relevant Sub-Fund;
- (c) for any other reason (including but not limited to closures of the constituent exchanges in the Index or whether the Index is unable to calculate the price of the investments) such that the prices of investments of the relevant Sub-Fund cannot, in the opinion of the Manager, reasonably, promptly and fairly be ascertained;
- (d) there is any breakdown in any of the means normally employed in determining the Net Asset Value of the relevant Sub-Fund or the Net Asset Value per Share of the relevant class or when

for any other reason the value of any investments or other property for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Manager, reasonably, promptly and fairly be ascertained;

- (e) the remittance or repatriation of funds which will or may be involved in the realisation of, or in the payment for, a substantial part of the Investments or other property of the relevant Sub-Fund or the subscription or redemption of Shares of the relevant class is delayed or cannot, in the opinion of the Manager, be carried out promptly or at normal rates of exchange; or
- (f) the business operations of the Company, the Manager, the Custodian, any Sub-Custodian, the Administrator or any delegate of the Company or the Manager in relation to the determination of the Net Asset Value of the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

Any suspension shall take effect upon its declaration and thereafter there shall be no determination of the Net Asset Value of the relevant Sub-Fund.

The Manager shall immediately after declaration of any such suspension notify the SFC and publish a notice of suspension following the suspension, and at least once a month during the suspension, on the Company's website at [www.bosera.com.hk](http://www.bosera.com.hk) (the contents of which and of other websites referred to in this Prospectus have not been reviewed by the SFC) or in such other publications as the Company decides.

No Shares of a Sub-Fund will be created, issued, switched or redeemed during any period of suspension of the determination of the Net Asset Value of the relevant Sub-Fund.

In respect of Listed Class of Shares, a Participating Dealer may, at any time after a suspension has been declared and before termination of such suspension, withdraw any Creation Application or Redemption Application by notice in writing to the Company and the Company shall promptly notify and request the relevant Custodian to return to the Participating Dealer any investments and/or cash received by it in respect of the Creation Application (without interest) as soon as practicable. If no such notification of the withdrawal of any such Creation Application or Redemption Application (as the case may be) has been received by the Company before termination of such suspension, the Company shall, subject to and in accordance with the provisions of the Operating Guidelines and/or the Instrument, consider such Creation Application or Redemption Application (as the case may be) as having been received immediately following the termination of such suspension.

In respect of Unlisted Class(es) of Shares, any Shareholder may at any time after a suspension has been declared and before termination of such suspension, withdraw any subscription, switching or redemption application submitted prior to such suspension by notice in writing to the Company and the Company shall promptly notify the relevant Custodian accordingly. If no such notice withdrawing any such application has been received by the Company and the relevant Custodian before termination of such suspension, the Company shall, subject to and in accordance with the provisions of the Instrument, issue, switch or redeem such Unlisted Class(es) of Shares in respect of such application as at the next Dealing Day following the termination of such suspension.

### **Subscription Price and Redemption Price of Unlisted Class(es) of Shares**

The initial Subscription Price of an Unlisted Class of Shares during the Initial Offer Period of each Sub-Fund (if applicable) may be determined by the Manager in its discretion and will be set out in the relevant Appendix.

After the expiry of the Initial Offer Period (if any), notwithstanding any Multi-Counter being adopted for a Sub-Fund, the Subscription Price or Redemption Price of each Unlisted Class of Shares for any relevant Dealing Day will, subject to the conditions below, be based on the Net Asset Value of the relevant Sub-Fund in its base currency at the Valuation Point divided by the number of Unlisted Class Shares (as the case may be) then in issue or deemed to be in issue, rounded to the number of decimal

places as specified in the relevant Appendix. The benefit of any such rounding shall accrue to the relevant Sub-Fund.

Where there is net cash inflow to a Sub-Fund, the Manager will generally acquire investments for the Sub-Fund; where there is net cash outflow to a Sub-Fund, investments may need to be sold to fulfil the redemption obligations of the Sub-Fund. Duties and Charges incurred in such processes, if significant, will adversely affect the interest of the remaining Shareholders of the Sub-Fund. To ensure all investors in each Sub-Fund are treated fairly, the Manager may make adjustments to the Net Asset Value per Share. This, in effect, is to allocate the Duties and Charges to the subscribing investors and the redeeming Shareholders (as the case may be).

For subscription applications in cash for Unlisted Class of Shares, in determining the Subscription Price of a Share, where the net subscription with respect to the Sub-Fund on a Dealing Day exceeds the pre-defined threshold in terms of a percentage of the Net Asset Value of a Sub-Fund (if any), the Manager may, in good faith and in the best interest of Shareholders, add to the Net Asset Value per Share (before making any rounding adjustment) an amount or rate, for the account of the relevant Sub-Fund, which it considers to be an appropriate allowance to reflect the Duties and Charges which would be incurred if the appropriate number of underlying securities were purchased at the values attributed to them in calculating the Net Asset Value per Share.

Similarly, for redemption applications in cash for Unlisted Class of Shares, when determining the Redemption Price of any Share, where the net redemption with respect to the Sub-Fund on a Dealing Day exceeds the pre-defined threshold in terms of a percentage of the Net Asset Value of a Sub-Fund (if any), the Manager may, in good faith and in the best interest of Shareholders, deduct from the Net Asset Value per Share (before making any rounding adjustment) an amount or rate, for the account of the relevant Sub-Fund, which it considers to be an appropriate allowance to reflect the Duties and Charges which would be incurred if the appropriate number of underlying securities were to be sold at the values attributed to them in calculating the Net Asset Value per Share.

In practice (subject to specific provisions of the relevant Sub-Fund), for subscription and redemption applications in cash for Unlisted Class of Shares, in determining any adjustment to the Net Asset Value per Share in good faith and in the best interest of Shareholders, the Manager may take into account various factors, including whether the net subscription or net redemption for Shares received of the Sub-Fund on a Dealing Day has reached a pre-defined threshold in terms of a percentage of the Net Asset Value of a Sub-Fund (if any) and the amount of Duties and Charges which would be incurred in relation to such subscription or redemption. Such pre-defined threshold (if any) will be determined and reviewed on a periodic basis by the Manager. Any adjustment to the pre-defined threshold (if any) will be prior consulted with the Custodian by the Manager, and would only be made where the Custodian has no objection to it. Where an swing pricing adjustment is to be made, the rate of adjustment will be at a pre-defined rate and it will be applied to all relevant Unlisted Class(es) of Shares of the Sub-Fund in one direction to enable the Sub-Fund to recover an appropriate amount reflecting the Duties and Charges to be incurred as a result of such net subscription or net redemption. The pre-defined threshold (if any) and the adjustment rate may be different for different Sub-Funds and may vary over time. However, the adjustment rate may not exceed 2% of the original Net Asset Value per Share in all circumstances.

Investors should note that the adjustments to the Net Asset Value per Share of Unlisted Class(es) of Shares are related to the cash inflow into and outflow from all relevant classes of Shares of the Sub-Fund in relation to subscription and redemption applications, and are not predictable on any Dealing Day. Consequently it is not possible to accurately predict how frequently such adjustments will need to be made. Besides, the adjustments made may be greater than or less than the actual Duties and Charges incurred. If the adjustments made are less than the actual Duties and Charges incurred, the difference will be borne by the Sub-Fund. Furthermore, before reaching the pre-defined threshold (if any), no adjustments will be made to the Net Asset Value per Share in which case the relevant Duties and Charges will be borne by the Sub-Fund. This would result in a reduction in the value of the Sub-Fund's assets. Investors should also be aware that where an adjustment needs to be made on a particular Dealing Day, the same rate of adjustment will be applied to all relevant Unlisted Class(es)

of Shares of the Sub-Fund in one direction. Therefore it may be the case that the adjustment may have the effect of benefitting certain investor(s). For instance, an investor subscribing for the Unlisted Class(es) of Shares on a Dealing Day on which the Net Asset Value per Share of the relevant class is adjusted downwards as a result of net redemption of the relevant Sub-Fund may benefit from paying a lower issue price in respect of his subscription than he would otherwise have to pay. On the other hand, an investor redeeming the Unlisted Class(es) of Shares on a Dealing Day on which the Net Asset Value per Share of the relevant class is adjusted upwards as a result of net subscription of the relevant Sub-Fund may benefit from receiving a higher redemption value in respect of his redemption than he would otherwise have received. Investors should be aware that swing pricing adjustments may not always, or fully, prevent the dilution of the relevant Sub-Fund's assets.

For the avoidance of doubt, neither the Subscription Price nor Redemption Price takes into account the Duties and Charges, Transaction Fee or fees payable by a Participating Dealer.

### **Market Price**

Dealings in the Listed Class of Shares on the secondary market may be effected at market prices on the SEHK which may vary throughout the day and may be higher or lower than the Net Asset Value per Listed Class Share.

## FEES AND EXPENSES

There are different levels of fees and expenses applicable to investing in a Sub-Fund as set out below, current as at this date of this Prospectus. Where any levels of fees and expenses applicable to a particular Sub-Fund differs from the following, such fees and expenses will be set out in full in the relevant Appendix.

Investors should note that certain fees and expenses are applicable only to Listed Class of Shares, and certain other fees and expenses are applicable only to Unlisted Class(es) of Shares.

### Fees and Expenses Payable in respect of a Listed Class of Shares Only

| <b>Fees and expenses payable by Participating Dealers on creations and redemptions (as applicable) of Listed Class of Shares (applicable both during the Initial Offer Period and After Listing)</b> | <b>Amount</b>                                          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| Transaction Fee and Service Agent's Fee                                                                                                                                                              | See the relevant Appendix <sup>1</sup>                 |
| Registrar Fee (if applicable)                                                                                                                                                                        | See the relevant Appendix (if applicable) <sup>2</sup> |
| Application cancellation fee                                                                                                                                                                         | See the relevant Appendix <sup>3</sup>                 |
| Extension Fee                                                                                                                                                                                        | See the relevant Appendix <sup>4</sup>                 |
| Stamp duty                                                                                                                                                                                           | Nil                                                    |
| All other Duties and Charges incurred by the relevant Custodian, any Sub-Custodian or the Manager in connection with the creation or redemption                                                      | As applicable                                          |

| <b>Fees and expenses payable by investors of Listed Class of Shares</b>                                                                                                                                                         | <b>Amount</b>                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| <b><i>(i) Fees payable by clients of the Participating Dealers in respect of creations and redemptions (as applicable) via the Participating Dealer (applicable both during the Initial Offer Period and After Listing)</i></b> |                                                                 |
| Fees and charges imposed by the Participating Dealer <sup>5</sup>                                                                                                                                                               | Such amounts as determined by the relevant Participating Dealer |

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- 1 The Transaction Fee is payable by a Participating Dealer to the relevant Custodian for the benefit of the relevant Custodian and/or Registrar. The Service Agent's Fee is payable by a Participating Dealer to the Service Agent for each book-entry deposit or book-entry withdrawal transaction. A Participating Dealer may pass on to the relevant investor such Transaction Fee and Service Agent's Fee.
  - 2 The relevant Registrar may charge a fee for updating the relevant Sub-Fund's records in respect of Creation Applications and Redemption Applications. A Participating Dealer may pass on to the relevant investor such Registrar's fee (if applicable).
  - 3 An application cancellation fee is payable to the relevant Custodian in respect of either a withdrawn or failed Creation Application or Redemption Application.
  - 4 An Extension Fee is payable to the relevant Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participating Dealer an extended settlement in respect of a Creation Application or Redemption Application.
  - 5 The Participating Dealer may increase or waive the level of its fees in its discretion. Information regarding these fees and charges is available upon request to the relevant Participating Dealer.

|                                                                                                                          |                                            |
|--------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| <b><i>(ii) Fees payable by all investors in respect of dealings in the Shares on SEHK (applicable After Listing)</i></b> |                                            |
| Brokerage                                                                                                                | Market rates                               |
| Transaction levy                                                                                                         | 0.0027% <sup>6</sup> of the trading price  |
| AFRC transaction levy                                                                                                    | 0.00015% <sup>7</sup> of the trading price |
| SEHK trading fee                                                                                                         | 0.00565% <sup>8</sup> of the trading price |
| Stamp duty                                                                                                               | Nil                                        |

|                                                |                           |
|------------------------------------------------|---------------------------|
| <b>Fees and expenses payable by a Sub-Fund</b> | See the relevant Appendix |
|------------------------------------------------|---------------------------|

### **Fees and Expenses Payable in respect of an Unlisted Class of Shares Only**

The following fees and charges are payable by investors of an Unlisted Class of Shares:

#### *Subscription fee*

Under the Instrument, the Manager is entitled to impose a subscription fee on the issue of any Unlisted Class of Shares of any Sub-Fund of up to a maximum of 5% of the subscription monies.

The subscription fee is payable in addition to the Subscription Price per Share. The Manager may, in its absolute discretion, waive or reduce the payment of all or any portion of the subscription fee (either in relation to a Sub-Fund or a particular class) of a Sub-Fund.

#### *Redemption fee*

Under the Instrument, the Manager is entitled to impose a redemption fee on the redemption of any Unlisted Class of Shares of any Sub-Fund of up to a maximum of 5% of the redemption proceeds payable in respect of such Shares.

The redemption fee is deducted from the redemption proceeds payable to a Shareholder in respect of each Share of an Unlisted Class of Shares redeemed. The Manager may, in its absolute discretion, waive or reduce the payment of all or any portion of the redemption fee (either in relation to a Sub-Fund or a particular class) of a Sub-Fund.

#### *Switching fee*

Under the Instrument, the Manager is entitled to impose a switching fee on the switching of any Unlisted Class of Shares of up to 5% of the redemption proceeds payable in respect of the Existing Class (as defined below) being switched.

The switching fee is deducted from the amount realised from redemption of the Existing Class and retained by or paid to the Manager unless otherwise determined by the Manager. The Manager may, in its absolute discretion, waive or reduce the payment of all or any portion of the switching fee (either generally or in any particular case) of a Sub-Fund.

<sup>6</sup> Transaction levy of 0.0027% of the trading price of the Shares, payable by each of the buyer and the seller.

<sup>7</sup> AFRC transaction levy of 0.00015% of the trading price of the Shares, payable by each of the buyer and the seller.

<sup>8</sup> Trading fee of 0.00565% of the trading price of the Shares, payable by each of the buyer and the seller.

## **Fees and Expenses Payable by a Sub-Fund (applicable to both Listed Class of Shares and Unlisted Class(es) of Shares)**

### *Management fee*

The Instrument provides that the Manager is entitled to a management fee in respect of each class of Shares of each Sub-Fund it manages, the maximum amount of which is equal to 3% per annum of the Net Asset Value of the relevant class. Any increase in the management fee in respect of a class (i) up to this maximum level, will only be implemented after giving one month's notice to the relevant Custodian and the Shareholders of the relevant class; and (ii) beyond this maximum level, is subject to approval by a special resolution (as defined in the Instrument) of the Shareholders of the relevant class. The management fee will be accrued at each Valuation Day and will be payable monthly in arrears.

The current management fee percentage in respect of each Sub-Fund or class is set out in the relevant Appendix. The Manager may pay a distribution fee to any distributor or sub-distributors of the Company out of the Management Fee it receives from the Company. A distributor may re-allocate an amount of the distribution fee to the sub-distributors.

The Sub-Manager will be reimbursed out of the Manager's management fee and there is no separate fee payable by a Sub-Fund to the Sub-Manager.

### *Custodian fee*

The Instrument provides that a Custodian is entitled to a custodian fee in respect of each class of Shares of each Sub-Fund for which it acts as the Custodian, the maximum amount of which is equal to 2% per annum of the Net Asset Value of the relevant class. Where the Custodian is also appointed as the Administrator of the Sub-Fund, the aggregate of the custodian fee and the administration fee will be subject to such maximum amount. Any monthly minimum referred to in the Appendix is subject to and does not override the maximum level of custodian fee and (where applicable) administration fee stated above. Any increase in the custodian fee and (where applicable) administration fee in respect of a class of Shares of a Sub-Fund (i) up to this maximum level, will only be implemented after giving one month's notice to the Company and the Shareholders of the relevant class; and (ii) beyond this maximum level, is subject to approval by special resolution (as defined in the Instrument) of the Shareholders of the relevant class. The custodian fee and (where applicable) administration fee will be accrued at each Valuation Day and will be payable monthly in arrears.

The current custodian fee and (where applicable) administration fee percentage in respect of each Sub-Fund or class is set out in the relevant Appendix.

### *Sub-Custodian fee*

Where a Sub-Custodian is appointed in respect of a Sub-Fund, the Sub-Custodian will be entitled to a sub-custodian fee, which may be payable from the assets of the relevant Sub-Fund as set out in the relevant Appendix.

### *Directors' remuneration and expenses*

Under the Instrument, the Directors shall be entitled to remuneration for their services as Directors up to an amount per annum equivalent to USD30,000 per Director and, where payable, such remuneration shall be allocated fairly as between the Sub-Funds by reference to their respective Net Asset Values (if applicable).

The Company may pay any travelling, accommodation and other expenses properly incurred by Directors in connection with their attendance at meetings of Directors, general meetings, separate meetings of the Shareholders or any Sub-Fund or class of Shareholders or the exercise of their powers and the discharge of their responsibilities in relation to the Company.

### *Estimated ongoing charges*

The estimated ongoing charges of any newly established Sub-Fund (or class(es) thereof), which are the sum of anticipated ongoing expenses of the relevant Sub-Fund (or class(es) thereof) expressed as a percentage of its estimated average Net Asset Value, and the actual ongoing charges of any existing Sub-Fund (or class(es) thereof), which are the sum of actual ongoing expenses of the relevant Sub-Fund (or class(es) thereof) expressed as a percentage of its actual average Net Asset Value, are set out in the relevant product key facts statement. Where a Sub-Fund is newly established the Manager will make a best estimate of the ongoing charges and keep such estimate under review. The establishment costs of a Sub-Fund may also be included in the ongoing charges calculation payable by a Sub-Fund. Ongoing expenses may be deducted from the assets of a Sub-Fund where these are permitted by the Instrument, the UT Code, the OFC Code and the law. These include all types of cost borne by a Sub-Fund, whether incurred in its operation or the remuneration of any party. Where disclosed in an Appendix of a Sub-Fund, ongoing charges and expenses of that Sub-Fund may be borne by the Manager.

### *Brokerage rates*

A Sub-Fund shall bear all costs and brokerage commissions associated with trading transactions through its broker account. Please refer to the relevant Appendix for further information on brokerage rates.

### *Promotional expenses*

A Sub-Fund will not be responsible for any promotional expenses including those incurred by any marketing agents and any fees imposed by such marketing agents on their customers investing in the Sub-Fund will not be paid (either in whole or in part) out of the Scheme Property.

### *Other expenses*

Each Sub-Fund will bear all operating costs relating to the administration of the Sub-Fund including but not limited to stamp and other duties, governmental charges, brokerages, commissions, exchange costs and commissions, bank charges and other costs and expenses payable in respect of the acquisition, holding and realisation of any investment or any monies, deposit or loan, charges and expenses of its legal counsel, auditors and other professionals, the costs in connection with maintaining a listing of the Shares of any Listed Class of Shares on the SEHK or other exchange and maintaining the Company's and the Sub-Fund's authorisation under the SFO, index licensing fee (if applicable), costs incurred in the preparation, printing and updating of any offering documents and the costs incurred in the amendment of the Instrument, any disbursements or out-of-pocket expenses properly incurred on behalf of the Sub-Fund by the relevant Custodian, the Manager or the relevant Registrar or any of its service providers, the expenses incurred in convening meetings of Shareholders, preparing, printing and distributing annual and half-yearly financial reports and other circulars relating to the Sub-Fund and the expenses of publishing Share prices.

No money should be paid to any intermediary in Hong Kong which is not licensed or registered to carry on Type 1 regulated activity under Part V of the SFO.

### **Establishment Costs**

The costs of establishing the Company and the Sub-Funds are set out in the Appendices.

The attention of investors is drawn to the risk factor entitled "Valuation and Accounting Risk".

**Increase in Fees**

The current fees in respect of each Sub-Fund payable to the Manager and the relevant Custodian as described in the relevant Appendix may be increased on not less than one month's notice to Shareholders (or such shorter period as approved by the SFC), subject to the maximum rates set out above. In the event that such fees are to be increased beyond the maximum rates set out in the Prospectus, such increase will be subject to the SFC's approval.

## RISK FACTORS

*An investment in any Sub-Fund carries various risks. Each of these may affect the Net Asset Value, yield, total return and trading price of the Shares. There can be no assurance that the investment objective of a Sub-Fund will be achieved. Investors should carefully evaluate the merits and risks of an investment in the relevant Sub-Fund in the context of your overall financial circumstances, knowledge and experience as an investor. The risk factors set forth below are the risks which are believed by the Manager and its directors to be relevant and presently applicable to each Sub-Fund. You should refer to additional risk factors, specific to each Sub-Fund, as set out in the relevant Appendix.*

### **General Investment Risks**

#### *Investment Objective Risk*

There is no assurance that the investment objective of a Sub-Fund will be achieved. Whilst it is the intention of the Manager to implement strategies which are designed to achieve the investment objective of a Sub-Fund and minimise tracking error, there can be no assurance that these strategies will be successful. In addition, trading errors are an intrinsic factor in any investment process, and will occur, notwithstanding the execution of due care and special procedures designed to prevent such errors. It is possible that you as an investor may lose a substantial proportion or all of its investment in a Sub-Fund where the relevant Index value declines. As a result, each investor should carefully consider whether you can afford to bear the risks of investing in the relevant Sub-Fund.

#### *Market Risk*

The Net Asset Value of each Sub-Fund will change with changes in the market value of the investments it holds. The price of Shares and the income from them may go down as well as up. There can be no assurance that an investor will achieve profits or avoid losses, significant or otherwise. The capital return and income of each Sub-Fund are based on the capital appreciation and income on the investments it holds, less expenses incurred. A Sub-Fund's return may fluctuate in response to changes in such capital appreciation or income. Furthermore, a Sub-Fund may experience volatility and decline in a manner that broadly corresponds with the relevant Index. Investors in each Sub-Fund are exposed to the same risks that investors who invest directly in the underlying investments would face. These risks include, for example, interest rate risks (risks of fall in portfolio values with rising interest rates); and credit risk (risk of a default by a counterparty).

#### *Asset Class Risk*

Although the Manager is responsible for the continuous supervision of the investment portfolio of each Sub-Fund, the returns from the types of investments in which the Sub-Fund invests (either directly or indirectly) may underperform or outperform returns from investment in other assets. Different types of investments tend to go through cycles of outperformance and underperformance when compared with other general investments.

#### *Management Risk*

Each Sub-Fund is subject to management risk. This is the risk that the Manager's strategy, the implementation of which is subject to a number of constraints, may not produce the intended results. In addition, the Manager has absolute discretion to exercise Shareholders' rights with respect to investments comprising a Sub-Fund. There can be no guarantee that the exercise of such discretion will result in the investment objective of a Sub-Fund being achieved.

#### *Concentration Risk*

A Sub-Fund may be subject to concentration risk as a result of having a strategy which concentrates in, for example, tracking the performance of, a single asset class, geographical region or country or industry sector. Where applicable, the Index of a Sub-Fund may be comprised of a limited number of investments. A Sub-Fund may therefore likely be more volatile than a broad-based fund, such as a global equity fund, as it is more susceptible to fluctuations in value of the Index or

investments resulting from adverse conditions in the particular asset class, geographical region, country or industry sector. Where an Index of a Sub-Fund tracks a particular asset class or region or country or industry sector or where the Index has a small number of constituents, risk factors specific to the relevant Sub-Fund are set out in its Appendix. Please refer to each Sub-Fund's Appendix for details.

#### *Counterparty Risk*

Counterparty risk involves the risk that a counterparty or third party (e.g. the Custodian, the Sub-Custodian and virtual asset trading platform(s)) will not fulfil its obligations to a Sub-Fund and settle a transaction in accordance with market practice. A Sub-Fund may be exposed to the risk of a counterparty through investments.

A Sub-Fund may be exposed to the credit risk of any Custodian, Sub-Custodian and virtual asset trading platform(s), or any depository used by the Custodian where cash or other Scheme Property is held by the Custodian, Sub-Custodian or other depositaries. In the event of the insolvency of the Custodian, Sub-Custodian or other depositaries, a Sub-Fund will be treated as a general creditor of the Custodian, Sub-Custodian or other depositaries in relation to cash holdings of the relevant Sub-Fund. The Sub-Fund's investments are however maintained by the Custodian, Sub-Custodian or other depositaries in segregated accounts and should be protected in the event of insolvency of the Custodian, Sub-Custodian or other depositaries.

A Custodian may be unable to perform its obligations due to credit-related and other events like insolvency of or default of it. In these circumstances the relevant Sub-Fund may be required to unwind certain transactions and may encounter delays of some years and difficulties with respect to court procedures in seeking recovery of the relevant Sub-Fund's assets.

#### *Difficulties in Valuation of Investments Risk*

Investments acquired on behalf of a Sub-Fund may subsequently become illiquid due to events relating to the asset class, market and economic conditions and regulatory sanctions. In cases where no clear indication of the value of a Sub-Fund's portfolio investments is available (for example, when the secondary markets on which an investment is traded have become illiquid) the Manager may in consultation with the relevant Custodian apply valuation methods to ascertain the fair value of such investment, pursuant to the Instrument.

#### *Loss of Capital Risk*

There is no guarantee that a Sub-Fund's investments will be successful. In addition, trading errors are an intrinsic factor in any investment process, and may occur, notwithstanding the execution of due care and special procedures designed to prevent such errors.

#### *Indemnity Risk*

Under the relevant Custody Agreement and the Management Agreement, a Custodian and the Manager (and their respective directors, officers and employees) shall be entitled, except to the extent of any fraud, negligence, or wilful default on its (or their) part, to be indemnified and held harmless out of the assets of the relevant Sub-Fund in respect of any (in addition to any right of indemnity given by law) action, costs, claims, damages, expenses or liabilities to which it (or they) may be put or which it (or they) may incur by virtue of the proper performance of their respective duties. Any reliance by a Custodian or the Manager on the right of indemnity would reduce the assets of a Sub-Fund and the value of the Shares.

#### *Dividends May Not be Paid Risk*

Whether a Sub-Fund or a class will pay distributions on its Shares is subject to the Manager's distribution policy (as described in the relevant Appendix) and also mainly depends on dividends declared and paid in respect of the investments comprising the Index or the portfolio of the Sub-Fund. In addition, dividends received by a Sub-Fund may be applied towards meeting the costs and

expenses of that Sub-Fund. Dividend payment rates in respect of such investments will depend on factors beyond the control of the Manager including, general economic conditions, and the financial position and dividend policies of the relevant underlying entities. There can be no assurance that such entities will declare or pay dividends or distributions.

#### *Distributions Out Of or Effectively Out Of Capital Risk*

The Manager may, at its discretion make distributions out of capital. The Manager may also, at its discretion, make distributions out of gross income while all or part of the fees and expenses of a Sub-Fund are charged to/paid out of the capital of the Sub-Fund, resulting in an increase in distributable income for the payment of distributions by each Sub-Fund and therefore, each Sub-Fund may effectively pay distributions out of the capital. Payment of distributions out of capital or effectively out of capital amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. Any distributions involving payment of distributions out of or effectively out of the Sub-Fund's capital may result in an immediate reduction of the Net Asset Value per Share. The Manager may amend its distribution policy subject to the SFC's prior approval (if required) and by giving not less than one month's prior notice to Shareholders.

#### *Early Termination Risk*

A Sub-Fund may be terminated early under certain circumstances as set out in the Instrument and summarised under the section headed "Termination (otherwise than by winding up)" below. Upon a Sub-Fund being terminated, the Company will distribute the net cash proceeds (if any) derived from the realisation of the investments comprised in the relevant Sub-Fund to the Shareholders in accordance with the Instrument. Investors may suffer a loss where a Sub-Fund is terminated because any such amount distributed may be more or less than the capital invested by the Shareholder.

#### *Effect of Redemptions Risk*

If significant redemptions of Shares are requested by the Participating Dealers in respect of Listed Class of Shares or by Shareholders of Unlisted Class(es) of Shares, it may not be possible to liquidate the relevant Sub-Fund's investments at the time such redemptions are requested or the Manager may be able to do so only at prices which the Manager believes does not reflect the true value of such investments, resulting in an adverse effect on the return to investors. Where significant redemptions of Shares are requested by the Participating Dealers (for Listed Class of Shares) or Shareholders of Unlisted Class(es) of Shares, the right of Participating Dealers or Shareholders (as the case may be) to require redemptions in excess of 10% (or such higher percentage as the Manager may determine) of the total Net Asset Value of Shares in the relevant Sub-Fund then in issue may be deferred, or the period for the payment of redemption proceeds may be extended.

In addition, the Manager may also in certain circumstances suspend the determination of the Net Asset Value of a Sub-Fund for the whole or any part of any period. Please see the section on "Determination of Net Asset Value" for further details.

#### *Government Intervention and Restriction Risk*

Governments and regulators may intervene in the financial markets, such as by the imposition of trading restrictions, a ban on short selling or the suspension of short selling for certain investments. This may affect the operation and market making activities of the Sub-Fund, and may have an unpredictable impact on a Sub-Fund, including increasing or decreasing the level of premium or discount of the Share price to Net Asset Value or affecting the ability of a Sub-Fund to track the relevant Index. Furthermore, such market interventions may have a negative impact on the market sentiment which may in turn affect the performance of an Index (if any) and as a result the performance of the relevant Sub-Fund.

#### *No Right to Control the Sub-Fund's Operation Risk*

Investors will have no right to control the daily operations, including investment and redemption decisions, of a Sub-Fund.

#### *Reliance on the Manager Risk*

Shareholders must rely on the Manager in implementing the investment strategies and the performance of a Sub-Fund is largely dependent on the services and skills of its officers and employees. In the case of loss of service of the Manager or any of its key personnel, as well as any significant interruption of the Manager's business operations or in the extreme case of the insolvency of the Manager, a Custodian may not find successor managers with the requisite skills and qualifications quickly or at all and the new appointment may not be on equivalent terms or of similar quality.

#### *Foreign Exchange Risk*

If a Sub-Fund's assets are generally invested (either directly or indirectly) in investments denominated other than in its base currency, and if a substantial portion of the revenue and income of a Sub-Fund is received in a currency other than its base currency, any fluctuation in the exchange rate of the base currency relative to the relevant foreign currency will affect the Net Asset Value of a Sub-Fund regardless of the performance of its underlying portfolio. If the relevant Sub-Fund's Net Asset Value is determined on the basis of HKD, an investor may lose money if he invests in any Sub-Fund if the local currency of a foreign market depreciates against the HKD, even if the local currency value of the Sub-Fund's holdings goes up.

### **Risks Associated with Investment in a Passively Managed Sub-Fund**

#### *Passive Investment Risk*

A passively managed Sub-Fund is not actively managed and may be affected by a decline in the market segments relating to the relevant Index or Indices. The Manager does not attempt to select other Securities or Virtual Assets or take defensive positions even in declining markets. Investors may lose a significant part of their respective investments if the Index falls. Each Sub-Fund invests in the relevant Virtual Asset tracked by the relevant Index regardless of its investment merit. Investors should note that, in general, the lack of discretion on the part of the Manager (except for exceptional circumstances such as a "hard fork" event) to adapt to market changes due to the inherent investment nature of the Sub-Fund will mean a decline in the Index or Indices are expected to result in corresponding falls in the Net Asset Values of the Sub-Fund, and investors may lose substantially all of their investment.

#### *Tracking Error Risk*

A Sub-Fund may not provide investment results that closely correspond to the performance of the price of the Virtual Assets as reflected by the Index due to a number of factors. For example, the level of fees, taxes and expenses payable by a Sub-Fund will fluctuate in relation to the Net Asset Value. Although the amount of certain ordinary expenses of each Sub-Fund can be estimated, the growth rate of a Sub-Fund, and hence its Net Asset Value, cannot be anticipated. The above factors may cause a Sub-Fund's returns to deviate from the performance of its Index. The Manager will monitor and seek to manage such risk in minimising tracking error. There can be no assurance of exact or identical replication at any time to achieve the performance of the relevant Index.

### **Risks Associated with the Index**

#### *Fluctuations Risk*

The performance of the Shares of a Sub-Fund should, before fees and expenses, correspond closely with the performance of the relevant Index. If the relevant Index experiences volatility or declines, the price of the Shares of the Sub-Fund which tracks that Index will vary or decline accordingly.

#### *Index Termination Risk*

If the Index of a Sub-Fund is terminated, the Manager will, in consultation with the Custodian of the Sub-Fund, seek the SFC's prior approval to replace the Index with another index that has similar objectives. If the Manager and the Custodian of the Sub-Fund do not agree within a reasonable period on a suitable replacement index acceptable to the SFC, the Manager may, in its discretion, terminate the Sub-Fund.

#### *Compilation of Index Risk*

The methodology of each Index is determined and composed by the relevant Index Provider without regard to the performance of the relevant Sub-Fund. Each Sub-Fund is not sponsored, endorsed, sold or promoted by the relevant Index Provider. Each Index Provider makes no representation or warranty, express or implied, to investors in any Sub-Fund or other persons regarding the advisability of investing in investments generally or in any Sub-Fund particularly. Each Index Provider has no obligation to take the needs of the Manager or investors in the relevant Sub-Fund into consideration in determining, composing or calculating the relevant Index. There is no assurance that an Index Provider will compile the relevant Index accurately, or that the Index will be determined, composed or calculated accurately, in which case there might be significant difference between the return of a Sub-Fund and the relevant Index. In addition, the process and the basis of computing and compiling the Index and any of its related formulae and factors may at any time be changed or altered by the Index Provider without notice. Consequently there can be no guarantee that the actions of an Index Provider will not prejudice the interests of the relevant Sub-Fund, the Manager or investors.

#### **Risk Associated with Differences in Trading, Fee and Cost Arrangements between Listed Class and Unlisted Class(es) of Shares**

Each Sub-Fund is an exchange traded fund, which may offer both Listed Class of Shares and Unlisted Class(es) of Shares. Dealing arrangements in respect of Listed Class of Shares and Unlisted Class(es) of Shares are different, and depending on market conditions, investors of the Listed Class of Shares may be at an advantage compared to investors of the Unlisted Class(es) of Shares, or vice versa. The Net Asset Value per Share of each of the Listed Class of Shares and Unlisted Class(es) of Shares may also be different due to the different fees (such as the management fee) and costs applicable to each such class of Shares.

In addition, investors should note that different cost mechanisms apply to Listed Class of Shares and Unlisted Class(es) of Shares. For Listed Class of Shares, the Transaction Fee and Duties and Charges in respect of Creation and Redemption Applications are paid by the Participating Dealer applying for or redeeming such Shares and/or the Manager. Investors of Listed Class of Shares in the secondary market will not bear such Transaction Fees and Duties and Charges (but for the avoidance of doubt, may bear other fees, such as SEHK trading fees, as described under the section "Fees and Expenses").

On the other hand, the subscription and redemption of Unlisted Class(es) of Shares may be subject to a subscription fee and redemption fee respectively, which will be payable to the Manager by the investor subscribing or redeeming. For subscription and redemption applications in cash of Unlisted Class(es) of Shares, the Manager may, in good faith and in the best interest of Shareholders, make adjustments to the Net Asset Value per Share in determining the Subscription Price or Redemption Price per Share (as the case may be) which it considers to be an appropriate allowance to reflect the Duties and Charges allocated to the subscribing investors or the redeeming Shareholders (as the case may be). For further details, please refer to the section headed "Subscription Price and Redemption Price of Unlisted Class(es) of Shares" under "DETERMINATION OF NET ASSET VALUE". In addition, the Manager may, in its absolute discretion, in addition to the Subscription Price and/or Redemption Price, in certain circumstances, add or deduct an amount of Subscription Adjustment Allowance or Redemption Adjustment Allowance (as defined in Schedule 2) (as the case may be) it considers represents an appropriate provision for transactional fees or expenses which are customarily incurred by the Sub-Fund, and such additional amount will be paid to the relevant Custodian and will form part of the assets of the relevant Sub-Fund. Please refer to Schedule 2 for further information on Subscription Adjustment Allowance and Redemption Adjustment Allowance.

Any or all of these factors may lead to a difference in the Net Asset Value of the Listed Class of Shares and Unlisted Class(es) of Shares.

#### *Trading Arrangements in respect of Unlisted Class(es) of Shares*

Unlike investors of Listed Class of Shares who may buy and sell Shares in the secondary market during SEHK trading hours, investors of Unlisted Class(es) of Shares are only able to subscribe and redeem at the relevant Subscription Price and Redemption Price (as the case may be) based on the latest available Net Asset Value as at the end of each Dealing Day. As such, holders of Listed Class of Shares would have intra-day trading opportunities which will not be available to holders of Unlisted Class(es) of Shares. In a stressed market scenario, holders of Listed Class of Shares can sell their Shares on the secondary market during SEHK trading hours if the market continues to deteriorate, while holders of Unlisted Class(es) of Shares will not be able to do.

#### *Trading Arrangements in respect of Listed Class of Shares*

Conversely, secondary market investors generally do not have access to the redemption facilities which are available to investors of Unlisted Class(es) of Shares. During stressed market conditions, Participating Dealers may, on their own account or on behalf of any primary market investors, redeem Listed Class of Shares on the primary market at the Net Asset Value of the relevant Sub-Fund, but the secondary market trading prices may have diverged from the corresponding Net Asset Value. In such circumstances, holders of the Listed Class of Shares in the secondary market will be at an apparent disadvantage to holders of the Unlisted Class(es) of Shares as the latter will be able to redeem from the relevant Sub-Fund at Net Asset Value whilst the former will not.

Please also refer to “Risks associated with market trading (applicable to Listed Class of Shares only)” below for additional risks relating to Listed Class of Shares.

### **Risks Associated with Market Trading (applicable to Listed Class of Shares only)**

#### *Absence of Active Market and Liquidity Risks*

Although the Listed Class of Shares of each Sub-Fund are listed for trading on the SEHK, there can be no assurance that an active trading market for such Shares will develop or be maintained. In addition, if the underlying investments have limited trading markets, or if the spreads are wide, this may adversely affect the price of the Listed Class of Shares and the ability of an investor to dispose of his, her or its Listed Class of Shares at the desired price. If an investor needs to sell his, her or its Listed Class of Shares at a time when no active market for them exists, the price received for the Shares – assuming an investor is able to sell them – is likely to be lower than the price received if an active market did exist.

#### *No Trading Market in the Listed Class of Shares Risk*

Although the Listed Class of Shares are listed on the SEHK and one or more Market Makers have been appointed, there may be no liquid trading market for the Listed Class of Shares or that such Market Maker(s) may cease to fulfil that role. Further, there can be no assurance that Listed Class of Shares will experience trading or pricing patterns similar to those of exchange traded funds which are issued by investment companies in other jurisdictions or those traded on the SEHK.

#### *Suspension of Trading Risk*

Investors and potential investors will not be able to buy, nor will investors be able to sell, Listed Class of Shares on the SEHK during any period in which trading of the Listed Class of Shares is suspended. The SEHK may suspend the trading of Listed Class of Shares whenever the SEHK determines that it is appropriate and in the interest of a fair and orderly market to protect investors. The subscription and redemption of Shares may also be suspended if the trading of Shares is suspended.

#### *Listed Class of Shares May Trade at Prices Other than Net Asset Value Risk*

Listed Class of Shares may trade on the SEHK at prices above or below the most recent Net Asset Value. The Net Asset Value per Share of each Sub-Fund is calculated at the end of each Dealing Day and fluctuates with changes in the market value of the relevant Sub-Fund's holdings. The trading prices of the Listed Class of Shares fluctuate continuously throughout the trading hours based on market supply and demand rather than Net Asset Value. The trading price of the Listed Class of Shares may deviate significantly from Net Asset Value particularly during periods of market volatility. Any of these factors may lead to the Listed Class Shares of the relevant Sub-Fund trading at a premium or discount to the Net Asset Value. On the basis that Listed Class of Shares can be created and redeemed in Application Share size at Net Asset Value, the Manager believes that large discounts or premiums to Net Asset Value are not likely to be sustained over the long-term.

While the creation/redemption feature is designed to make it likely that the Listed Class of Shares will normally trade at prices close to the relevant Sub-Fund's next calculated Net Asset Value, trading prices are not expected to correlate exactly with the relevant Sub-Fund's Net Asset Value attributable to the Listed Class of Shares due to reasons relating to timing as well as market supply and demand factors. In addition, disruptions to creations and redemptions (for example, as a result of imposition of capital controls by a foreign government) or the existence of extreme market volatility may result in trading prices that differ significantly from Net Asset Value. In particular, if an investor purchases Listed Class of Shares at a time when the market price is at a premium to Net Asset Value or sells when the market price is at a discount to Net Asset Value, then the investor may sustain losses.

The Manager cannot predict whether Shares will trade below, at, or above their Net Asset Value. Since, however, Shares must be created and redeemed in Application Share size at Net Asset Value (unlike shares of many closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their Net Asset Value) the Manager believes that ordinarily large discounts or premiums to the Net Asset Value of Shares should not be sustained. If the Manager suspends creations and/or redemptions of Shares, the Manager anticipates that there may be larger discounts or premiums as between the secondary market price of Listed Class of Shares and the Net Asset Value.

#### *Cost of Trading Listed Class of Shares Risk*

As investors will pay certain charges (e.g. trading fees and brokerage fees) to buy or sell Listed Class of Shares on the SEHK, investors may pay more than the Net Asset Value per Share when buying Listed Class of Shares on the SEHK, and may receive less than the Net Asset Value per Share when selling Listed Class of Shares on the SEHK. In addition, investors on the secondary market will also incur the cost of the trading spread, being the difference between what investors are willing to pay for the Listed Class of Shares (bid price) and the price at which they are willing to sell Listed Class of Shares (ask price). Frequent trading may detract significantly from investment results and an investment in Listed Class of Shares may not be advisable particularly for investors who anticipate making small investments regularly.

#### *Restrictions on Creation and Redemption of Listed Class of Shares Risk*

Investors should note that an investment in the Listed Class of Shares of a Sub-Fund is not like a typical retail investment fund offered to the public in Hong Kong (for which units or shares can generally be purchased and redeemed directly from the Manager). Listed Class of Shares of a Sub-Fund may only be created and redeemed in Application Share sizes directly by a Participating Dealer (either on its own account or on behalf of an investor through a stockbroker which has opened an account with the Participating Dealer). Other investors of Listed Class of Shares may only make a request (and if such investor is a retail investor, through a stockbroker which has opened an account with a Participating Dealer) to create or redeem Listed Class of Shares in Application Share sizes through a Participating Dealer which reserves the right to refuse to accept a request from an investor to create or redeem Listed Class of Shares under certain circumstances. Alternatively, investors may realise the value of their Listed Class of Shares by selling their Shares through an intermediary such as a stockbroker on the SEHK, although there is a risk that dealings on the SEHK may be suspended. Please refer to the section headed "Creations and Redemptions (Primary Market)" for details in

relation to the circumstances under which creation and redemption applications can be rejected.

#### *Secondary Market Trading Risk*

Listed Class of Shares in a Sub-Fund may trade on the SEHK when the relevant Sub-Fund does not accept orders to subscribe or redeem Shares. On such days, Shares may trade in the secondary market with more significant premiums or discounts than might be experienced on days when the Sub-Fund accepts subscription and redemption orders.

#### *Reliance on Market Makers Risk*

Although it is a requirement that the Manager uses its best endeavours to put in place arrangements so that at least one Market Maker will maintain a market for the Shares of each Sub-Fund or the Shares traded in each counter of each Sub-Fund (as the case may be), there may be circumstances such as the revocation of the relevant market making approvals or registration or other changes beyond the control of the Manager that may result in the sudden loss of a Market Maker for a Sub-Fund. It should be noted that liquidity in the market for the Listed Class of Shares may be adversely affected if there is no market maker for a Sub-Fund or, where there is a Multi-Counter, if there is no market maker for any of the counters of a Sub-Fund. The Manager will seek to mitigate this risk by using its best endeavours to put in place arrangements so that at least one Market Maker for each counter of the Listed Class of Shares of each Sub-Fund gives not less than 3 months' notice prior to terminating market making under the relevant market making agreements. It is possible that there is only one SEHK Market Maker to a Sub-Fund or to a counter of a Sub-Fund or the Manager may not be able to engage a substitute Market Maker within the termination notice period of a Market Maker. There is also no guarantee that any market making activity will be effective.

#### *Reliance on Participating Dealers Risk*

The creation and redemption of Listed Class of Shares may only be effected through Participating Dealers. A Participating Dealer may charge a fee for providing this service. Participating Dealers will not be able to create or redeem Listed Class of Shares during any period when, amongst other things, dealings on the SEHK are restricted or suspended, settlement or clearing of Securities through the CCASS is disrupted or (where applicable) the Index is not compiled or published. In addition, Participating Dealers will not be able to issue or redeem Listed Class of Shares if some other event occurs that impedes the calculation of the Net Asset Value of the relevant Sub-Fund or disposal of the relevant Sub-Fund's investments cannot be effected. Where a Participating Dealer appoints an agent or delegate (who is a HKSCC participant) to perform certain CCASS-related functions, if the appointment is terminated and the Participating Dealer fails to appoint an alternative agent or delegate, or if the agent or delegate ceases to be a HKSCC participant, the creation or realisation of Shares by such Participating Dealer may also be affected. Since the number of Participating Dealers at any given time will be limited, and there may even be only one Participating Dealer at any given time, there is a risk that investors may not always be able to create or redeem Listed Class of Shares freely.

#### *Trading Time Differences Risk (if applicable)*

As a stock exchange or trading platform may be open when the Listed Class of Shares are not priced, the value of any investment which comprises the Index or the portfolio of the Sub-Fund may change when investors may not be able to buy or sell Listed Class of Shares. Further, the price of investments may not be available during part of the Trading Day due to trading hour differences which may result in the trading price of Shares deviating from the Net Asset Value per Share.

#### *Listed Class of Shares may be Delisted from the SEHK Risk*

The SEHK imposes certain requirements for the continued listing of Securities, including the Listed Class of Shares, on the SEHK. Investors cannot be assured that any Sub-Fund will continue to meet the requirements necessary to maintain the listing of Listed Class of Shares on the SEHK or that the SEHK will not change the listing requirements. If the Listed Class of Shares of a Sub-Fund are delisted

from the SEHK, Shareholders will have the option to redeem their Listed Class of Shares by reference to the Net Asset Value of the Sub-Fund. Where the relevant Sub-Fund remains authorised by the SFC, such procedures required by the UT Code will be observed by the Manager including as to notices to Shareholders, withdrawal of authorisation and termination, as may be applicable. Should the SFC withdraw authorisation of a Sub-Fund for any reason it is likely that Listed Class of Shares may also have to be delisted.

### **Risks In Respect of Low Trading Prices (applicable to Listed Class of Shares only)**

#### *Low trading price risk*

The trading price of the Listed Class of Shares on the SEHK is determined by market supply and demand and may decline to a very low nominal level. In this case, the percentage impact of the minimum price movement (or "tick size") may be magnified. As a result, small absolute price movements may represent significant percentage changes in the trading price of the Listed Class of Shares and may increase volatility in secondary market trading.

#### *Wide bid-ask spread risk*

Where the trading price of the Listed Class of Shares is at a lower nominal level, market makers and other market participants may quote wider bid-ask spreads. Investors buying Listed Class of Shares on the secondary market may pay substantially more than the prevailing Net Asset Value attributable to each Share and investors selling Listed Class of Shares may receive substantially less than such value. This may adversely affect investors' ability to transact in the Listed Class of Shares at the desired price or time.

#### *Risk of market makers not fulfilling market making obligations*

Where the trading price of the Shares is at a very low nominal level, market makers may face increased operational, inventory management or risk management constraints in fulfilling their market making obligations. Under adverse market conditions, market makers may be unable or unwilling to provide quotes at the expected size, frequency or spread. If market makers reduce their activities, cease market making or are otherwise unable to fulfil their market making obligations, the liquidity of the Shares may be adversely affected. Investors may experience greater difficulty in buying or selling Shares, and the market price of the Shares may become more volatile and deviate more significantly from the Net Asset Value of the Sub-Fund.

#### *Risk of trading at USD0.01 (for USD counter) / HKD0.01 per Share (for HKD counter)*

The trading price of the Listed Class of Shares may reach the price floor of USD0.01 (for USD counter) or HKD0.01 per Share (for HKD counter). If the market price of the Listed Class of Shares reaches the price floor, the Listed Class of Shares may effectively be trading at the minimum price increment available on the SEHK. In such circumstances, the secondary market trading price may have limited ability to reflect smaller changes in the value of the relevant Sub-Fund's assets and trading in the Listed Class of Shares may become less efficient. Trading at such a low price level may adversely affect market liquidity and may increase the risk of significant price volatility.

#### *Risk of substantial deviation between trading price and Net Asset Value*

Low trading price may lead to magnification of the percentage impact of tick size and significantly widened bid-ask spreads. As a result, the trading price of the Listed Class of Shares may deviate materially from the Net Asset Value per Share. Investors should exercise caution when trading the Shares in the secondary market and should consider the latest available NAV, indicative NAV, trading price, and bid-ask spread before making any investment decision.

### **Risks Associated with Regulation**

#### *Withdrawal of SFC Authorisation Risk*

The Company and each Sub-Fund have been authorised as a collective investment scheme under the UT Code by the SFC under Section 104 of the SFO. SFC authorisation is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. This 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. Where applicable, the SFC reserves the right to withdraw the authorisation of the Company or a Sub-Fund if the relevant Index is no longer considered acceptable or impose such conditions as it considers appropriate. If the Manager does not wish the Company or a Sub-Fund to continue to be authorised by the SFC, the Manager will give Shareholders at least three months' notice of the intention to seek SFC's withdrawal of such authorisation. In addition, any authorisation granted by the SFC may be subject to certain conditions which may be withdrawn or varied by the SFC. If, as a result of such withdrawal or variation of conditions, it becomes illegal, impractical or inadvisable to continue the Company or a Sub-Fund, the Company or the Sub-Fund (as applicable) will be terminated.

#### *General Legal and Regulatory Risk*

A Sub-Fund must comply with regulatory constraints or changes in the laws affecting it or its investment restrictions which might require a change in the investment policy and objectives followed by the Sub-Fund. Furthermore, such change in the laws may have an impact on the market sentiment which may in turn affect the performance of an Index or the investments comprising the portfolio of a Sub-Fund and as a result, the performance of the relevant Sub-Fund. It is impossible to predict whether such an impact caused by any change of law will be positive or negative for the Sub-Fund. In the worst case scenario, a Shareholder may lose a material part of its investments in a Sub-Fund.

#### *Taxation Risk*

Investing in a Sub-Fund may have tax implications for a Shareholder depending on the particular circumstances of each Shareholder. Prospective investors are strongly urged to consult their own tax advisers and counsel with respect to the possible tax consequences to them of an investment in the Shares. Such tax consequences may differ in respect of different investors.

#### *FATCA Related Risks*

The US Foreign Account Tax Compliance Act ("**FATCA**") provides that a 30% withholding tax will be imposed on certain payments to certain foreign financial institutions, such as the Company and each Sub-Fund, including interests and dividends from securities of US issuers, unless the Company provide the withholding agent with certification to comply with FATCA and the Company obtains and reports the name, address and taxpayer identification number of certain persons that own, directly or indirectly, an interest in the relevant Sub-Fund, as well as certain other information relating to any such interest. The US Internal Revenue Service (the "**IRS**") has released regulations and other guidance that provide for the phased implementation of the foregoing withholding and reporting requirements. The United States Department of the Treasury and Hong Kong have entered into an intergovernmental agreement based on the Model 2 arrangement. Although the Company and each Sub-Fund will attempt to satisfy any obligations imposed on them to avoid the imposition of FATCA withholding tax, no assurance can be given that the Company and each Sub-Fund will be able to fully satisfy these obligations. If any Sub-Fund becomes subject to a withholding tax as a result of FATCA, the Net Asset Value of such Sub-Fund may be adversely affected and such Sub-Fund and its Shareholders may suffer material loss.

The Company and each Sub-Fund's ability to comply with FATCA will depend on each Shareholder providing the Company or its agent with information that the Company requests concerning the Shareholder or its direct and indirect owners. As at the date of this Prospectus, all Listed Class of Shares are registered in the name of HKSCC Nominees Limited. HKSCC Nominees Limited has registered as a participating foreign financial institution.

Please also refer to the sub-section entitled "FATCA" under the section headed "Taxation" in this Prospectus for further details on FATCA and related risks.

All prospective investors and Shareholders should consult with their own tax advisers regarding the

possible implications of FATCA and the tax consequences on their investments in a Sub-Fund. Shareholders who hold their Shares through intermediaries should also confirm the FATCA compliance status of those intermediaries.

#### *Legal and Compliance Risk*

Domestic and/or international laws or regulations may change in a way that adversely affects the Company or a Sub-Fund. Differences in laws between jurisdictions may make it difficult for a Custodian or Manager to enforce legal agreements entered into in respect of a Sub-Fund. Each Custodian and the Manager reserve the right to take steps to limit or prevent any adverse effects from changes to laws or their interpretation, including altering investments of or restructuring a Sub-Fund.

#### *Valuation and Accounting Risk*

The Manager intends to adopt IFRS in drawing up the annual financial reports of each Sub-Fund. However, the calculation of the Net Asset Value in the manner described under the section on “Determination of Net Asset Value” will not necessarily be in compliance with generally accepted accounting principles, that is, IFRS. Investors should note that under IFRS, establishment costs should be expensed as incurred and that the amortisation of the expenses of establishing a Sub-Fund is not in accordance with IFRS; however, the Manager has considered the impact of such non-compliance and has considered that it will not have a material impact on the financial statements of each Sub-Fund. To the extent that the basis adopted by a Sub-Fund for subscription and redemption purposes deviates from IFRS, the Manager may make necessary adjustments in the annual financial reports for the financial reports to be in compliance with IFRS. Any such adjustments will be disclosed in the annual financial reports, including a reconciliation.

#### *Contagion Risk*

The Instrument allows the Company to issue Shares in separate Sub-Funds. The Instrument provides for the manner in which the liabilities are to be attributed across the various Sub-Funds under the Company (liabilities are to be attributed to the specific Sub-Fund in respect of which the liability was incurred). A person to whom such a liability is owed has no direct recourse against the assets of the relevant Sub-Fund (in the absence of the Company granting that person a security interest). The rights of a Custodian to reimbursement and indemnity out of the Scheme Property may result in Shareholders of a Sub-Fund being compelled to bear liabilities in respect of other Sub-Fund(s).

#### *Cross Liability Risk*

The assets and liabilities of each Sub-Fund under the Company will be tracked, for book keeping purposes, separately from the assets and liabilities of any other Sub-Funds, and the Instrument provides that the assets of each Sub-Fund should be segregated from each other. There is no guarantee that the courts of any jurisdiction outside Hong Kong will respect the limitations on liability and that the assets of any particular Sub-Fund will not be used to satisfy the liabilities of any other Sub-Fund.

#### **Risk associated with loss of Virtual Assets held in the omnibus account**

The Virtual Asset Sub-Custodian may hold the Sub-Fund’s virtual assets in the omnibus client account instead of maintaining a separate segregated account for the Sub-Fund. As a result, the Sub-Fund’s virtual assets may be co-mingled with the virtual assets of other clients of the Virtual Asset Sub-Custodian. In the event of loss of virtual assets held in the omnibus account due to theft, cyber-attacks, loss or damage, the Sub-Fund may need to share the shortfall together with other clients whose virtual assets are held in the omnibus account on a pro-rata basis.

## MANAGEMENT OF THE COMPANY AND SUB-FUNDS

### The Directors

The Directors of the Company are as follows:

#### *LIAN Shaodong*

Ms. Lian is the Chairman of the Board of Directors, Chief Executive Officer and Responsible Officer of the Manager. Ms. Lian joined Bosera Asset Management Co., Ltd in May 2012 as head of product department and head of marketing and sales division. Effective from 2016, Ms. Lian was appointed as Deputy CEO, RO and director of the Manager.

Prior to joining Bosera Asset Management Co., Ltd, Ms. Lian was Chief Executive Officer of Da Cheng International Asset Management from 2008 to 2012. She also worked for DBS Vickers (Hong Kong) as China Business director from 2004 to 2008. Prior to that, Ms. Lian joined Dacheng Fund Management Co. as first batch of employee in 2000. Lastly, she started her career as trader and chief representative in ABN AMRO Bank (Asia) since 1993.

Ms. Lian is the Chairperson of Chinese Asset Management Associate of Hong Kong and Election Committee Member of Hong Kong SAR currently.

Ms. Lian achieved a Master's degree in Economics from Guangdong Provincial Community Party College.

#### *ZENG Peng*

Mr. Zeng is a director and Chief Investment Officer of the Manager. He joined Bosera Fund Management Co., Ltd in 2012 and currently serves as the Chief Investment Officer, Integrated Director of Equity Research and Investment, General Manager of Equity Investment Department IV, General Manager of the Overseas Investment Department, Social Security Investment Manager, and Fund Manager. Prior to this, from March 2005 to March 2009, he worked at China International Fund Management Co., as a researcher and industry expert. From March 2009 to September 2012, he worked at Harvest Fund Management as an investment manager.

Mr. Zeng studied Management of Investment Economics at Shanghai University of Finance and Economics from September 1998 to July 2002, earning a bachelor's degree. He then pursued a master's degree in National Economics at the same university from September 2002 to January 2005, obtaining a master's degree.

### The Manager

The Manager of the Company is Bosera Asset Management (International) Co., Limited.

The Manager was established in Hong Kong in March 2010 and is being directly held by Bosera Asset Management Co., Limited and China Merchants Fund Management Co., Limited as to 55% and 45% ordinary shares of the Manager.

The Manager is licensed by the SFC for type 1 (Dealing in Securities), type 4 (Advising on Securities) and type 9 (Asset Management) regulated activities under the SFO with CE number AVR135. The Manager's licence is subject to the condition that, in respect of type 1 regulated activity, the Manager shall only carry on the business of dealing in collective investment schemes. The Manager's licence is also subject to the condition that, with respect to providing Virtual Asset related asset management services, the Manager shall comply with the "Terms and conditions for licensed corporations or registered institutions which manage portfolios that invest in virtual assets" (as amended from time to time) issued by the SFC.

Under the Instrument, the Manager is responsible for the management of the assets of the Company and each Sub-Fund. The Manager is also responsible, in conjunction with the relevant Custodian, for

the maintenance of the financial reports and records of the Company and each Sub-Fund as well as certain other administrative matters relating to the Company and each Sub-Fund.

The Manager may appoint investment managers or investment delegates in relation to specific Sub-Funds (details of any such appointments are set out in the relevant Appendix), subject to the approval of the SFC and at least one month's prior notice to Shareholders (where applicable). Where the investment management functions in respect of a Sub-Fund are delegated to third party investment managers or investment delegates, the Manager will conduct on-going supervision and regular monitoring of the competence of such delegates to ensure that the Manager's accountability to investors is not diminished, and although the investment management role of the Manager may be sub-contracted to third parties, the responsibilities and obligations of the Manager may not be delegated.

### **The directors of the Manager**

The directors of the Manager are as follows:

#### *WU Huifeng*

Mr. Wu is a director of the Manager. From 1996 to 2023, he had worked at China Nanshan Development Group Inc, Shanghai Nanshan Real Estate Development Co., Ltd., China Merchants Finance Holdings Company Limited and China Merchants Securities Co., Ltd., being in senior management and overseeing finance functions. Mr. Wu joined Bosera Asset Management Co., Ltd. in 2023 and is currently its Deputy General Manager, Chief Financial Officer, and Secretary of its Board.

Mr. Wu holds a Master's Degree in Economics from Peking University and a Bachelor's Degree in Economics from Shanghai University of Finance and Economics.

#### *LIAN Shaodong*

Ms. Lian is the Chairman of the Board of Directors, Chief Executive Officer and Responsible Officer of the Manager. Ms. Lian joined Bosera Asset Management Co., Ltd in May 2012 as head of product department and head of marketing and sales division. Effective from 2016, Ms. Lian was appointed as Deputy CEO, RO and director of the Manager.

Prior to joining Bosera Asset Management Co., Ltd, Ms. Lian was Chief Executive Officer of Da Cheng International Asset Management from 2008 to 2012. She also worked for DBS Vickers (Hong Kong) as China Business director from 2004 to 2008. Prior to that, Ms. Lian joined Dacheng Fund Management Co. as first batch of employee in 2000. Lastly, she started her career as trader and chief representative in ABN AMRO Bank (Asia) since 1993.

Ms. Lian is the Chairperson of Chinese Asset Management Associate of Hong Kong and Election Committee Member of Hong Kong SAR currently.

Ms. Lian achieved a master degree in Economics from Guangdong Provincial Community Party College.

#### *ZENG Peng*

Mr. Zeng is a director and Chief Investment Officer of the Manager. He joined Bosera Fund Management Co., Ltd in 2012 and currently serves as the Chief Investment Officer, Integrated Director of Equity Research and Investment, General Manager of Equity Investment Department IV, General Manager of the Overseas Investment Department, Social Security Investment Manager, and Fund Manager. Prior to this, from March 2005 to March 2009, he worked at China International Fund Management Co., as a researcher and industry expert. From March 2009 to September 2012, he worked at Harvest Fund Management as an investment manager.

Mr. Zeng studied Management of Investment Economics at Shanghai University of Finance and Economics from September 1998 to July 2002, earning a bachelor's degree. He then pursued a master's degree in National Economics at the same university from September 2002 to January 2005, obtaining a master's degree.

#### *OU Zhiming*

Mr. Ou is a director of the Manager. Since 2002, Mr. Ou joined GF Securities in its Shenzhen business headquarters as an Institutional Client Account Manager. From April 2003 to July 2004, he was engaged in risk management at the headquarters of GF Securities. He joined China Merchants Fund Management Co., Ltd. (“**CMFM**”) in July 2004 and consecutively served as the Legal Compliance Department’s Senior Manager, Deputy Director, Director, and CMFM’s Chief Inspector. He is currently the Deputy General Manager, Chief Information Officer, Secretary of the Board of Directors of CMFM, and concurrently serves as a Director of the China Merchants Wealth Asset Management Co., Ltd.

Mr. Ou holds a Master’s degree in Investment Economics and double undergraduate degrees in Economics and Law from the Huazhong University of Science and Technology.

#### *ZHOU Yi*

Ms. Zhou is a director of the Manager. Since July 2010, she joined the China Merchants Bank’s Headquarters and served as the Risk Control Manager of the Financial Market Department and the Head of the Foreign Currency Wealth Management Team of the Asset Management Department. In 2018, she joined E Fund Management Co., Ltd., and was responsible for the investment management of USD Short-Term Bond Strategy, USD and HKD Money Market Funds. Ms. Zhou joined China Merchants Fund Management Co., Ltd. in 2021 as a Senior Fund Manager.

She holds a Master of Science degree from Oxford University. Ms. Zhou received a Master of Engineering and double undergraduate degrees in Engineering and Management from the Huazhong University of Science and Technology. Ms. Zhou is a Chartered Financial Analyst (CFA).

### **The Custodian**

The Company may appoint different persons as the Custodian for different Sub-Funds provided that there should be at least one Custodian for each Sub-Fund at any time until the Sub-Fund is terminated in accordance with the Instrument. Each Custodian shall be a custodian to the Company with regards to any regulatory obligation as determined by the Directors (and where applicable, in consultation with the Manager and/or the Custodian(s)) to be required of a custodian to the Company which does not relate to one or more specific Sub-Fund(s) or which cannot be allocated exclusively to one or more specific Sub-Fund(s). The Custodian(s) shall take responsibility collectively for such matters (“**Collective Matter(s)**”). For regulatory obligations which can be allocated exclusively to a specific Sub-Fund, the Custodian of that Sub-Fund will take responsibility.

The procedures for determining if a matter is a Collective Matter will be as follows:

- (A) the Directors may determine a general list of Collective Matters and inform the Custodians and the Manager from time to time; and
- (B) the Manager and each Custodian may propose a general or specific matter to the Directors for the Directors’ determination. The Directors shall, if they consider necessary, consult with the Manager and/or the Custodians, in determining if such matter is a Collective Matter. The Directors shall notify the Manager and the Custodians of their decision promptly.

The Custodian may appoint a person or persons (including a Connected Person of the Custodian) to be the Sub-Custodian to hold certain assets of the Sub-Fund and may empower its appointed Sub-Custodian to further appoint nominees, agents and/or delegates provided that such appointment is made with no objection in writing by the Custodian.

When a Sub-Custodian is appointed to take custody of Virtual Assets, such Sub-Custodian, in the

capacity of taking custody of Virtual Assets of the Sub-Funds, shall be subject to the same set of regulatory requirements under the relevant virtual asset trading platforms guidelines issued by the SFC from time to time. In particular, the Custodian and the Sub-Custodian taking custody of Virtual Assets for the relevant Sub-Fund shall:

(A) ensure that the Virtual Assets holdings are segregated from its own assets and the assets it holds for their other clients;

(B) store most of the Virtual Assets holdings in the cold wallet. The amount and duration of Virtual Assets holdings stored in the hot wallet should be minimised as much as possible, save for meeting the needs of subscriptions and redemptions; and

(C) ensure the seeds and private keys are (i) securely stored in Hong Kong; (ii) tightly restricted to authorised personnel; (iii) sufficiently resistant to speculation (e.g. through generation in a non-deterministic manner) or collusion (through measures such as multi-signature and key sharding); and (iv) properly backed up to mitigate any single point of failure.

Information relating to the Custodian and Sub-Custodian of each Sub-Fund is set out in the relevant Appendix.

### **The Administrator**

The Company may appoint different persons as the Administrator for different Sub-Funds. Information relating to the Administrator of each Sub-Fund is set out in the relevant Appendix.

### **The Registrar**

The Company may appoint different persons as the Registrar for different Sub-Funds. Information relating to the Registrar of each Sub-Fund is set out in the relevant Appendix.

### **SFC-licensed Virtual Asset Trading Platforms**

As of the date of this Prospectus, the Sub-Funds will trade bitcoin and ether on the following SFC-licensed virtual asset trading platform(s):

| CE Reference | Company name of virtual asset trading platform operator | Virtual asset trading platform | Date of licence |
|--------------|---------------------------------------------------------|--------------------------------|-----------------|
| BPL992       | Hash Blockchain Limited                                 | HashKey Exchange               | 9 November 2022 |

The latest list of SFC-licensed virtual asset trading platforms on which the Sub-Funds trade bitcoin and ether is available at [www.bosera.com.hk](http://www.bosera.com.hk) (the contents of which and of any other website referred to in this Prospectus have not been reviewed by the SFC). Please refer to the section on "Website Information" for the warning and the disclaimer regarding information contained in such website.

### **The Service Agent or Conversion Agent (applicable in respect of Listed Class of Shares only)**

Where a Sub-Fund creates and redeems in-kind in respect of SEHK listed Securities, HK Conversion Agency Services Limited may act as Conversion Agent under the terms of the Conversion Agency Agreement. HK Conversion Agency Services Limited otherwise acts as Service Agent under the terms of the Service Agreement. The Service Agent or Conversion Agent performs, through HKSCC, certain services in connection with the creation and redemption of Listed Class of Shares in a Sub-Fund by Participating Dealers.

### **The Participating Dealers (applicable in respect of Listed Class of Shares only)**

A Participating Dealer may act for its own account or for your account as its clients in making Creation

Applications and Redemption Applications. Different Sub-Funds may have different Participating Dealers. The latest list of the Participating Dealers in respect of each Sub-Fund is available at [www.bosera.com.hk](http://www.bosera.com.hk) (the contents of which and of any other website referred to in this Prospectus have not been reviewed by the SFC).

### **The Market Makers (applicable in respect of Listed Class of Shares only)**

A Market Maker is a broker or dealer permitted by the SEHK to make a market for the Listed Class of Shares in the secondary market and whose obligations include quoting bid prices to potential sellers and offer prices to potential buyers when there is a wide spread between the prevailing bid prices and offer prices for the Shares on the SEHK. Market Makers facilitate the efficient trading of Shares by providing liquidity in the secondary market when it is required, in accordance with the market making requirements of the SEHK.

Subject to applicable regulatory requirements, the Manager use its best endeavours to put in place arrangements so that there is at all times at least one Market Maker for Listed Class of Shares in each available counter. If the SEHK withdraws its permit to the existing Market Maker(s), the Manager will use its best endeavours to put in place arrangements so that there is at least one other Market Maker for each available counter of Listed Class of Shares to facilitate the efficient trading of Listed Class of Shares. The Manager will use its best endeavours to put in place arrangements so that at least one Market Maker for each available counter of Listed Class of Shares will give not less than 3 months' notice prior to terminating market making under the relevant market making agreement.

The latest list of Market Makers in respect of each counter of Listed Class of Shares of each Sub-Fund is available at [www.hkex.com.hk](http://www.hkex.com.hk) and [www.bosera.com.hk](http://www.bosera.com.hk) (the contents of which and of any other website referred to in this Prospectus have not been reviewed by the SFC). Please refer to the section on "Website Information" for the warning and the disclaimer regarding information contained in such website.

### **The Listing Agent (applicable in respect of Listed Class of Shares only)**

Unless otherwise specified in the relevant Appendix, Altus Capital Limited has been appointed by the Manager as the Listing Agent for the Listed Class of Shares in each Sub-Fund in accordance with The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in respect of the relevant Sub-Fund's listing on the SEHK. The Listing Agent is a licensed corporation which holds, amongst others, a Type 6 (advising on corporate finance) regulated activity licence under the SFO with CE Number AGH102.

### **The Auditor**

The Directors have appointed Ernst & Young to act as the auditor of the Company and each Sub-Fund (the "**Auditor**"). The Auditor is independent of the Manager and each Custodian.

### **Conflicts of Interest and Soft Dollars**

The Manager, Custodian and Sub-Custodian may, from time to time, act as manager, sub-investment manager, investment delegate, trustee or custodian or in such other capacity in connection with any collective investment scheme separate and distinct from the Company and each Sub-Fund and retain any profit or benefit made in connection therewith.

In addition:

- (a) The Manager or any of its Connected Persons may purchase and sell investments for the account of a Sub-Fund as agent for the Sub-Fund or deal with any Sub-Fund as principal with the prior written consent of the relevant Custodian.
- (b) Each Custodian, Sub-Custodian, the Manager and any of their Connected Persons may contract or enter into any financial, banking or other transaction with one another or with any Shareholder or any company or body any of whose shares or securities form part of the relevant Sub-Fund's assets.

- (c) Each Custodian, Sub-Custodian or the Manager or any of their Connected Persons may become the owner of Shares and hold, dispose or otherwise deal with them with the same rights which it would have had if it had not been a Custodian, Sub-Custodian or the Manager or any of their Connected Persons.
- (d) Each Custodian, Sub-Custodian, the Manager and any of their Connected Persons may buy, hold and deal in any Securities, commodities or other property for their own account or for the account of their other customers notwithstanding that similar securities, commodities or other property may be held by a Sub-Fund.
- (e) Any arrangements for the borrowing or deposit of any monies for the account of a Sub-Fund may be made with any of the relevant Custodian, the Manager, any investment delegate or any of their Connected Persons being a banker or other financial institution provided that such person shall charge or pay (as the case may be) interest or fees at a rate or amount no higher (in the case of a borrowing) or lower (in the case of a deposit) than the prevailing rates or amounts for transactions of a similar type, size and term, in the same currency and with institutions of similar standing, negotiated at arm's length in accordance with ordinary and normal course of business. Any such deposits shall be maintained in a manner that is in the best interests of Shareholders.
- (f) None of the relevant Custodian, Sub-Custodian, the Manager and any of their Connected Persons shall be liable to account to each other or to any Sub-Fund or to the Shareholders for any profits or benefits made or derived from or in connection with any such transaction mentioned above.

It is, therefore, possible that any of the relevant Custodian, Sub-Custodian, the Manager or any of their Connected Persons may, in the course of business, have potential conflicts of interest with a Sub-Fund. Each will, at all times, have regard in such event to its obligations to the Sub-Fund and the Shareholders and will endeavour to ensure that such conflicts are resolved fairly.

Subject to applicable rules and regulations, the Manager, its delegate or any of its Connected Persons may enter into portfolio transactions for or with a Sub-Fund as agent in accordance with normal market practice, provided that commissions charged to the Sub-Fund in these circumstances do not exceed customary full service brokerage rates. If a broker does not provide research or other lawful services in addition to brokerage execution, such broker will generally charge a brokerage commission that is discounted from customary full service brokerage rates. Where the Manager invests a Sub-Fund in shares or units of a collective investment scheme managed by the Manager, its delegates or any of its Connected Persons, the manager of the scheme in which the investment is being made by the Sub-Fund must waive any preliminary or initial charge which it is entitled to charge for its own account in relation to the acquisition of shares or units and there must be no increase in the overall total of annual management fees (or other costs and charges payable to the Manager or any of its Connected Persons) borne by the Sub-Fund.

None of the Manager, its delegates (including investment delegates if any) or any of their Connected Persons shall retain any cash commission rebates or other payment or benefit (except as otherwise provided for in this Prospectus or in the Instrument) received from a third party (either directly or indirectly) arising out of the sale or purchase or loan of investments for a Sub-Fund, and any such rebates or payments or benefits which are received shall be credited to the account of the Sub-Fund.

The Manager, its delegates (including investment delegates, if any) or any of their Connected Persons may receive, and are entitled to retain, goods, services or other benefits, such as research and advisory services, economic and political analysis, portfolio analysis (including valuation and performance measurement), market analysis, data and quotation services, computer hardware and software incidental to the above goods and services, clearing and custodian services and investment-related publication (known as soft dollar benefits) which are of demonstrable benefit to a Sub-Fund as a whole and may contribute to an improvement in the performance of the relevant Sub-Fund or of the Manager and/or any of its Connected Persons in providing services to the relevant Sub-Fund (as may be permitted under the UT Code, applicable rules and regulations), from brokers and other persons through whom investment transactions are carried out ("**brokers**") provided that the quality of transaction execution is consistent with best execution standards, brokerage rates are not in

excess of customary institutional full-service brokerage rates and the availability of soft dollar arrangements is not the sole or primary purpose to perform or arrange transaction with such broker or dealer. For the avoidance of doubt, such goods and services do not include travel accommodation, entertainment, general administrative goods or services, general office equipment or premises, membership fees, employee salaries or direct money payments. Details of soft commission arrangements will be disclosed in the relevant Sub-Fund's annual report.

The services of each Custodian and Sub-Custodian provided to the Company and the relevant Sub-Fund are not deemed to be exclusive and each Custodian and Sub-Custodian shall be free to render similar services to others so long as its services hereunder are not impaired thereby and to retain for its own use and benefit all fees and other monies payable thereby and each Custodian and Sub-Custodian shall not be deemed to be affected with notice of or to be under any duty to disclose to any Sub-Fund any fact or thing which comes to the notice of the Custodian and Sub-Custodian in the course of the Custodian and Sub-Custodian rendering similar services to others or in the course of its business in any other capacity or in any manner whatsoever otherwise than in the course of carrying out its duties under the Custody Agreement.

Conflicts of interest may also arise due to the widespread business operations of each Custodian, Sub-Custodian, the Manager, the Registrar, the Conversion Agent or the Service Agent (as the case may be) and their respective holding companies, subsidiaries and affiliates. The foregoing parties may effect transactions where those conflicts arise and shall not, subject to the terms of the Instrument and the relevant agreement(s), be liable to account for any profit, commission or other remuneration arising. However, all transactions carried out by or on behalf of a Sub-Fund will be on arm's length terms and in the best interests of Shareholders. For so long as a Sub-Fund is authorised by the SFC and it is an applicable requirement of the UT Code, the Manager, if transacting with brokers or dealers connected to the Manager, investment delegates, each Custodian or any of their respective Connected Persons, must ensure it complies with the following obligations:

- (a) such transactions should be on arm's length terms;
- (b) it must use due care in the selection of brokers or dealers and ensure that they are suitably qualified in the circumstances;
- (c) transaction execution must be consistent with applicable best execution standards;
- (d) the fee or commission paid to any such broker or dealer in respect of a transaction must not be greater than that which is payable at the prevailing market rate for a transaction of that size and nature;
- (e) the Manager must monitor such transactions to ensure compliance with its obligations; and
- (f) the nature of such transactions and the total commissions and other quantifiable benefits received by such broker or dealer shall be disclosed in the annual financial statements of the Sub-Fund.

## STATUTORY AND GENERAL INFORMATION

### Financial Reports

The financial year-end of the Company (and each Sub-Fund) is 31 December every year. Audited annual financial reports are to be prepared (in accordance with IFRS) and published on the Company's website in English only within 4 months of each financial year-end. Half-yearly unaudited financial reports are also to be prepared up to 30 June of each year and published on the Company's website within 2 months of such date. Once these financial reports are made available on the Company's website, investors will be notified within the relevant timeframe.

Only an English version of the audited financial reports and the half-yearly unaudited financial reports of each Sub-Fund will be available. Printed copies may be requested free of charge from the Manager by contacting it, as described below under "Notices".

The financial reports provide details of the assets of each Sub-Fund and the Manager's statement on transactions during the period under review. The financial reports shall also provide a comparison of each Sub-Fund's performance and the actual relevant Index performance over the relevant period and such other information as is required under the UT Code.

### The Instrument

The Company was incorporated in Hong Kong under the SFO on 14 July 2022. Its constitution is set out in the Instrument filed to the Companies Registry of Hong Kong on, and effective as of, 14 July 2022 (and as may be further amended, modified or supplemented from time to time). All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of the provisions of the Instrument.

### Indemnities of the Manager

Under the Management Agreement, the Manager is not liable in respect of any act or omission of:

- (a) any person, firm or company through whom transactions in Investments are effected for the account of any Sub-Fund;
- (b) any Custodian;
- (c) any Administrator (if any);
- (d) any Participating Dealer, Market Maker or Listing Agent;
- (e) any party having custody or possession of the Company's assets from time to time; or
- (f) any clearance or settlement system.

Nothing in any of the provisions of the Management Agreement and the Instrument (i) exempts the Manager from or against any liability to Shareholders for breach of its obligations through its fraud or negligence or any liability to Shareholders imposed by virtue of any Hong Kong law in relation to its duties nor (ii) indemnifies the Manager against such liability by Shareholders or at the Shareholders' expense.

Subject to the Instrument, the Company agrees to indemnify and keep indemnified the Manager and the directors, officers and employees of the Manager from and against any and all liabilities, obligations, losses, damages, suits and expenses (each a "**Loss**") which may be incurred by or asserted against the Manager in its capacity as Manager of the Company. However, such indemnity excludes Losses resulting from the negligence, wilful default or fraud of the person seeking to rely on this indemnity and excludes expenses incurred by the Manager for which it is responsible under the Management Agreement.

When the Manager appears in, prosecutes or defends any action or suit in respect of the provisions

of the Management Agreement or the Instrument or in respect of the Company, any Sub-Fund or any part thereof or any corporate or Shareholders' action which in its opinion would or might involve it in expense or liability, it shall be entitled to be indemnified by the Company out of the relevant Sub-Fund to its satisfaction against any costs or expenses in connection with the Manager appearing, prosecuting or defending such actions or suits.

Nothing in the Management Agreement excludes or restricts the liability to the Company which the Manager may have under the SFO.

No provision of the Instrument or the Management Agreement shall be construed as (i) providing any exemption of any liability of the Manager to the Shareholders under Hong Kong law, nor may the Manager be indemnified against such liability by Shareholders or at the Shareholders' expense, or (ii) diminishing or exempting the Manager from any of its duties and liabilities under applicable Laws and Regulations, and no provision shall have the effect of providing any of such exemption or indemnity.

### **Indemnities of the Custodian**

No provision of the Instrument or a Custody Agreement shall be construed as (i) providing any exemption of any liability of a Custodian to the Shareholders of the relevant Sub-Fund under Hong Kong law or for breach of trust through fraud or negligence, nor may the Custodian be indemnified against such liability by Shareholders of the relevant Sub-Fund or at the expense of Shareholders of the relevant Sub-Fund, or (ii) diminishing or exempting the Custodian from any of its duties and liabilities under applicable Laws and Regulations, and no provision shall have the effect of providing any of such exemption or indemnity.

Nothing in a Custody Agreement excludes or limits the liability to the Company which a Custodian may have under the SFO.

Please also refer to the respective Appendix for information relating to a Custodian's liability to the Company in respect of the relevant Sub-Fund, and the indemnity available to a Custodian, under the relevant Custody Agreement.

### **Modification of the Instrument**

An amendment to the Instrument may be made to the extent permitted by the Laws and Regulations applicable to the Company and in accordance with the Instrument.

No alteration to the Instrument may be made unless:

- (a) the alteration has been approved by Shareholders by a special resolution (as defined in the Instrument); or
- (b) each Custodian certifies in writing that in its opinion the proposed alteration: (i) is necessary to make possible compliance with fiscal or other statutory, regulatory or official requirements; (ii) does not materially prejudice Shareholders' interests, does not to any material extent release the Directors, the Manager, the Custodian(s) or any other person from any liability to Shareholders and does not increase the costs and charges payable from the Scheme Property; or (iii) is necessary to correct a manifest error,

provided that for (b), where the alteration to the Instrument impacts only one or more Sub-Funds, the certification of the Custodian(s) of the impacted Sub-Fund(s) will suffice.

In all other cases involving any material changes, no alteration may be made except by a special resolution of Shareholders or the approval of the SFC. The Company shall provide written notice to Shareholders in respect of any alteration to this Instrument and any alteration to the Company generally in accordance with the Laws and Regulations applicable to the Company.

Shareholders and intending applicants are advised to consult the terms of the Instrument for further details.

## **Meetings of Shareholders**

Proxies may be appointed. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at any meeting of the Shareholders. If a clearing house (or its nominee(s)), being a corporation, is a Shareholder, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Shareholders provided that, if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. Each person so authorised shall be deemed to have been duly authorised without further evidence of the facts and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person were the registered Shareholder of the Shares held by the clearing house (or its nominee(s)), including the right to vote individually on a poll.

## **Voting Rights**

Shareholders' meetings may be convened by the Directors or by Shareholders representing at least 10% of the Shares in issue, on not less than 21 calendar days' notice in respect of a meeting where a special resolution (as defined in the Instrument) is to be proposed and 14 calendar days' notice in respect of a meeting where an ordinary resolution (as defined in the Instrument) is to be proposed.

These meetings may be used to modify the terms of the Instrument, including removing the Manager or terminating a Sub-Fund at any time. Such amendments to the Instrument must be considered by Shareholders of at least 25% of the Shares in issue and passed by 75% or more of the votes cast.

Other matters that require an ordinary resolution being passed would be considered by Shareholders of at least 10% of the Shares in issue and passed by a simple majority of more than 50% of the votes cast. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such day and time not being less than 15 days thereafter and to such place as may be appointed by the chairman of the meeting. At such adjourned meeting, the Shareholders present in person or by proxy shall be a quorum. Notice of any adjourned meeting of Shareholders shall be given in the same manner as for an original meeting and such notice shall state that the Shareholders present at the adjourned meeting, whatever their number and the number of Shares held by them, will form a quorum.

The Instrument contains provisions for the holding of separate meetings of Shareholders holding Shares of different classes where only the interests of Shareholders of such class are affected.

## **Removal and Retirement of the Directors**

A person ceases to be a Director if the person:

- (a) ceases to be a Director or is prohibited from being a Director under the applicable Laws and Regulations or under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong);
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns from the office of Director by notice in writing of the resignation of not less than 28 days;
- (e) for more than 6 months has been absent without the Directors' permission from Directors' meetings held during that period;
- (f) upon the expiry of any period or notice period stated in an agreement for the provision of services between the Company and the Director or if such agreement is summarily terminated in accordance with its terms; or

(g) is removed from the office of Director by an ordinary resolution (as defined in the Instrument).

Special notice (in accordance with the applicable Laws and Regulations) is required of a resolution to remove a Director or appoint a person in place of a Director so removed at the meeting at which the Director is removed.

### **Removal and Retirement of the Manager**

Under the Instrument and the Management Agreement, the Manager must retire in the case of (i) below, and must be subject to removal by notice in writing from the Directors in the case of (ii) or (iii) below:

- (i) when it ceases to be eligible to be a Manager or is prohibited from being a Manager under the applicable Laws and Regulations, or when the SFC withdraws its approval of the Manager;
- (ii) when it goes into liquidation, becomes bankrupt or has a receiver appointed over its assets;
- (iii) when for good and sufficient reason, the Directors state in writing that a change in the Manager is desirable in the interests of the Shareholders.

The Manager shall be entitled to retire in favour of some other person considered by the Company to be suitably qualified and approved by the SFC, upon giving written notice to the Company in accordance with the Management Agreement and subject to such person entering into a management agreement similar to the Management Agreement.

In the event that the Manager shall retire or be removed or its appointment shall otherwise terminate, the Company shall appoint another corporation eligible under the laws and regulations (as defined in the Management Agreement) to act as the investment manager of an open-ended fund company which is approved by the SFC to be the investment manager of the Company in place of the Manager so retiring or being removed on or before the expiry of any period of notice of such retirement or removal.

The Manager may not retire except upon the appointment of a new Manager approved by the SFC.

### **Removal and Retirement of the Custodian**

Under the Instrument and each Custody Agreement, a Custodian must retire in the case of (i) below, and must be subject to removal by notice in writing in the case of (ii) and (iii) below:

- (i) when it ceases to be eligible to be a Custodian or is prohibited from being a Custodian under applicable Laws and Regulations, or when the SFC withdraws its approval of the Custodian;
- (ii) when it goes into liquidation, becomes bankrupt or has a receiver appointed over its assets;  
or
- (iii) when for good and sufficient reason, the Directors state in writing that a change in the Custodian is desirable in the interests of the Shareholders of the relevant Sub-Fund.

In the event that a Custodian shall retire or be removed or its appointment shall otherwise terminate, the Company shall appoint another corporation eligible under the Laws and Regulations to act as a custodian of the relevant Sub-Fund and the Company. Such custodian should be approved by the SFC to be the Custodian in place of the Custodian so retiring or being removed on or before the expiry of any period of notice of such retirement or removal. The retirement of the Custodian should take effect at the same time as the new Custodian takes up office.

The Custodian may not retire except upon the appointment of a new Custodian approved by the SFC.

### **Deferred Redemption**

In the event that redemption requests are received for the redemption of Shares (in respect of both Listed Class of Shares and Unlisted Class(es) of Shares) representing in aggregate more than 10% (or such higher or lower percentage as the Manager may determine in respect of the Sub-Fund as permitted by the SFC) of the total Net Asset Value of Shares in a Sub-Fund then in issue, the Company may reduce the requests rateably and pro rata amongst all Shareholders (both Listed Class of Shares and Unlisted Class(es) of Shares) seeking to redeem Shares on the relevant Dealing Day and carry out only sufficient redemptions which, in aggregate, amount to 10% (or such higher percentage as the Manager may determine in respect of a Sub-Fund as permitted by the SFC) of the total Net Asset Value of Shares in the relevant Sub-Fund then in issue. Shares which are not redeemed but which would otherwise have been redeemed will be redeemed on the next Dealing Day (subject to further deferral if the deferred requests in respect of the relevant Sub-Fund themselves exceed 10% (or such higher or lower percentage as the Manager may determine in respect of that Sub-Fund as permitted by the SFC) of the total Net Asset Value of Shares in the relevant Sub-Fund then in issue, pro rata amongst both Listed and Unlisted Classes of Shares) in priority to any other Shares in the relevant Sub-Fund for which redemption requests have been received. Shares will be redeemed at (in the case of a Listed Class of Shares) the Redemption Value or (in the case of an Unlisted Class of Shares) the Redemption Price prevailing on the Dealing Day on which they are redeemed.

### **Compulsory Redemption**

If the Directors reasonably suspect that Shares of any class are owned directly or beneficiary by any person:

- (a) who is an Unauthorised US Person;
- (b) in contravention of any laws or requirements of any country, any governmental authority or any stock exchange on which such Shares are listed (if applicable);
- (c) in circumstances which, in the Directors' opinion, might result in the Sub-Fund in relation to such class of Shares, the Company, the Directors, any service provider and/or other Shareholders incurring any tax liability or suffering any other pecuniary disadvantage which the Sub-Fund, the Company, the Directors, any service provider and/or other Shareholders might not otherwise have incurred or suffered; or

(d) in breach of any requirements specified in this Prospectus in relation to such class of Shares, the Directors may give notice to the relevant Shareholder requiring him to transfer such Shares to a person who would not be in contravention of any such restrictions as aforesaid within 30 days of the date of the notice, or take such other actions as they reasonably believe are required by the Laws and Regulations. If any Shareholder upon whom such a notice is served pursuant to the Instrument does not, within 30 days of such notice, transfer such Shares as aforesaid or establish to the satisfaction of the Directors (whose judgment shall be final and binding) that such Shares are not held in contravention of any such restrictions he shall be deemed upon the expiry of the 30-day period to have given a redemption request in respect of the relevant Shares on the expiry of the notice.

### **Termination (otherwise than by winding up)**

Without prejudice to any provision in the applicable Laws and Regulations by virtue of which the Company, or a Sub-Fund or a class of Shares may be terminated, the Company, a Sub-Fund or a class of Shares may be terminated, subject to and in accordance with the applicable Laws and Regulations, by the Directors in their absolute discretion if:

- (a) in the case of a Sub-Fund including classes therein, 1 year from the date of the first issue of Share relating to the relevant Sub-Fund or at any date thereafter the Net Asset Value of the relevant Sub-Fund is less than USD10,000,000 or its equivalent in the base currency of the Sub-Fund;
- (b) in the case of a class only, there are no Shareholders of such class in a Sub-Fund;

- (c) in the case of the Company, 1 year from the date of the first issue of Shares relating to the first Sub-Fund or at any date thereafter the Net Asset Value of the Company is less than USD10,000,000 or its equivalent in the base currency of the Sub-Fund(s);
- (d) any law shall be passed which renders it illegal or in the reasonable opinion of the Directors impracticable or inadvisable to continue the relevant Sub-Fund or the Company;
- (e) in the case of a Sub-Fund including classes therein, the Index for a Sub-Fund is no longer available for benchmarking;
- (f) in the case of a Sub-Fund including classes therein, the Sub-Fund ceases to have any Sub-Custodian to take custody of Virtual Assets;
- (g) in the case of a Sub-Fund including classes therein, it is in the opinion of the Directors impracticable or inadvisable to continue the Sub-Fund or the relevant class of Shares (as the case may be) (including without limitation, a situation where it is no longer economically viable to operate the Sub-Fund or the relevant class of Shares);
- (h) in the case of a Listed Class of Shares or a Sub-Fund with only Listed Class of Shares, the Listed Class of Shares is no longer listed on the SEHK or any such other stock exchange from time to time determined by the Manager;
- (i) in the case of a Listed Class of Shares or a Sub-Fund with only Listed Class of Shares, at any time, the relevant Listed Class of Shares ceases to have any Participating Dealer; or
- (j) in the case of a Listed Class of Shares or a Sub-Fund with only Listed Class of Shares, at any time, the relevant Listed Class of Shares ceases to have any Market Maker.

The Directors shall give reasonable notice of termination of the Company, the relevant Sub-Fund, or the class of Shares (as the case may be) to the Shareholders in the Company, the relevant Sub-Fund or the class of Shares (as the case may be) in such manner and with such contents which are compliant with the applicable Laws and Regulations, and by such notice fix the date on which such termination is to take effect, provided that no less than one month's notice will be given to the relevant Shareholders in case of termination of the Company or a Sub-Fund. Shareholders' approval is not required to effect termination of the Company or a Sub-Fund.

Investors should note that, due to the nature of the listing of the Listed Class of Shares on the SEHK, the termination procedures applicable to Listed Class of Shares and Unlisted Class(es) of Shares of the same Sub-Fund may differ. In the event of termination of the Company, a Sub-Fund or a particular class of Shares, Shareholders will be notified of the relevant termination procedures applicable to its holding of the relevant class of Shares.

With effect on and from the date as at which the Company or any Sub-Fund is to terminate:

- (a) no Shares of the relevant class or classes may be issued or sold by the Company;
- (b) the Manager shall on the instructions of the Directors realise all the assets then comprised in the relevant Sub-Fund;
- (c) distributions shall be made to the Shareholders of the relevant class or classes in proportion to their respective interests in the relevant Sub-Fund of all net cash proceeds derived from the realisation of the investment comprised in the relevant Sub-Fund and available for the purpose of such distribution, provided that the relevant Custodian shall be entitled to retain out of any monies in its hands as part of the relevant Sub-Fund full provision for all costs, charges, expenses, claims and demands reasonably incurred by or on behalf of the Company, Directors, the Manager or the relevant Custodian in connection with or arising out of the termination of the relevant Sub-Fund; and
- (d) any unclaimed proceeds or other monies held by a Custodian in the event of a termination may at the expiration of 12 calendar months from the date upon which the same became payable

be paid into court, subject to the right of the Manager and the relevant Custodian to deduct therefrom any expenses it may incur in making such payment.

Every such distribution shall be made in such manner as the Directors shall at their reasonable discretion determine but shall be made only against the production of such evidence relating to the Shares of the relevant class or classes in respect of which the same is made and upon delivery of such form of request for payment as shall be reasonably required.

## **Winding Up**

Subject to any other provisions applicable to the specific Sub-Fund set out in the relevant Appendix to this Prospectus, the rights of the Shareholders to participate in the property comprised in a Sub-Fund on a winding up of the Company or a Sub-Fund shall be proportionate to the interests in the Sub-Fund represented by the Shares which they hold.

If the Company or a Sub-Fund is wound up and a surplus remains after the payment of debts proved in the winding up, the liquidator:

- (a) may, with the required sanction of a special resolution (as defined in the Instrument) of the Company or Shareholders of the relevant Sub-Fund and any other sanction required by the Laws and Regulations, divide amongst the Shareholders the whole or any part of the assets of the Company or relevant Sub-Fund (whether they consist of property of the same kind or not) and may, for this purpose, set a value the liquidator thinks fair on any property to be so divided; and
- (b) may determine how the division is to be carried out between the Shareholders or different classes of Shareholders.

## **Distribution Policy**

The Manager will adopt a distribution policy for each Sub-Fund as the Manager considers appropriate having regard to the Sub-Fund's net income, fees and costs. For each Sub-Fund this distribution policy (including the currency of such distribution) will be set out in the relevant Appendix. Distributions will always depend on payments on investments held by the relevant Sub-Fund which will in turn depend on factors beyond the control of the Manager including, general economic conditions, and the financial position and distribution policies of the relevant underlying entities. There can be no assurance that such entities will declare or pay dividends or distributions.

Where specified in the relevant Appendix, the Manager may at its discretion make distributions (i) out of capital or (ii) out of gross income while all or part of the fees and expenses of the Sub-Fund are charged to/paid out of the capital of a Sub-Fund or class, resulting in an increase in distributable income for the payment of distributions by the relevant Sub-Fund or class and therefore, the relevant Sub-Fund or class may effectively pay distributions out of the capital. Payment of distributions out of capital or effectively out of capital amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. Any distributions involving payment of distributions out of or effectively out of the Sub-Fund's or class's capital may result in an immediate reduction of the Net Asset Value per Share. Please refer to "Distributions out of or Effectively out of Capital Risk" under the section headed "Risk Factors" above.

## **Inspection of Documents**

Copies of the following documents are available for inspection free of charge at the offices of the Manager and copies thereof may be obtained from the Manager upon the payment of a reasonable fee:

- (a) Instrument;
- (b) Management Agreement;
- (c) Custody Agreement(s);

- (d) Participation Agreements;
- (e) the most recent audited annual reports and the unaudited half-yearly reports of the Company and each Sub-Fund (if any).

## **Part XV of the SFO**

Part XV of the SFO sets out the Hong Kong disclosure of interests' regime applicable to Hong Kong listed companies. The regime applies to open-ended fund companies whose Securities are listed on the SEHK. However the Company has made a Category 3 application to the SFC for exemption from Part XV of the SFO pursuant to section 309(2) thereof and the Guidelines for the Exemption of Listed Corporations and Other Persons from Part XV of the SFO (Disclosure of Interests). Consequently, Shareholders of Listed Class of Shares are not obliged to disclose their interest in the Company or in a Sub-Fund.

## **Anti-money Laundering Regulations**

As part of the Manager's, the Company's, the Administrator's, the Registrar's and the Participating Dealer's responsibility for the prevention of money laundering and to comply with all applicable Laws and Regulations to which the Manager, the Company, the Administrator, the Registrar, each Sub-Fund or the relevant Participating Dealer is subject to, the Manager, the Company, the Administrator, the Registrar or the relevant Participating Dealer may require a detailed verification of an investor's identity and the source of payment of any applications for Shares at any time as they think appropriate. The Company may, to the extent permitted by law, delegate the maintenance of its anti-money laundering procedures to a third party service provider or agent. Depending on the circumstances of each application, a detailed verification by the Manager, the Registrar, the Administrator, the relevant Custodian or the relevant Participating Dealer might not be required where:

- (a) the investor makes the payment from an account held in the investor's name at a recognised financial institution; or
- (b) the application is made through a recognised intermediary.

These exceptions apply only if the financial institution or intermediary is within a country recognised by the relevant Custodian and the Manager as having sufficient anti-money laundering regulations.

Delay or failure to provide with the required documents may result in delay or refusal of application or withholding of redemption proceeds. For the purpose of anti-money laundering and/or counter-terrorist financing, the Manager may compulsorily redeem the Shares held by any Shareholder.

The Manager may, to the extent permitted by law, share, for the purposes of combating money laundering and terrorist financing, the information in connection with the Shareholders with its affiliates.

## **Certification for Compliance with FATCA or Other Applicable Laws**

Each Shareholder (i) will be required to, upon demand by the Company or its agent, provide any form, certification or other information reasonably requested by and acceptable to the Company or its agent that is necessary for the Company or a Sub-Fund (a) to prevent withholding (including, without limitation, any withholding taxes required under FATCA) or qualify for a reduced rate or exemption of withholding or backup withholding in any jurisdiction from or through which the Company or a Sub-Fund receives payments and/or (b) to satisfy reporting or other obligations under IRS Code and the United States Treasury Regulations promulgated under the IRS Code, or to satisfy any obligations relating to any applicable law, regulation or any agreement with any tax or fiscal authority in any jurisdiction (ii) will update or replace such form, certification or other information in accordance with its terms or subsequent amendments, and (iii) will otherwise comply with any reporting obligations imposed by the United States, Hong Kong or any other jurisdiction, including reporting obligations that may be imposed by future legislation.

## **Power to Disclose Information to Authorities**

Subject to applicable Laws and Regulations in Hong Kong, the Manager, the Company or any of their authorised person (as permissible under applicable law or regulation) may be required to report or disclose to any government agency, regulatory authority or tax or competent authority in any jurisdictions (including but not limited to the IRS and the IRD), certain information in relation to a Shareholder, including but not limited to the Shareholder's name, address, jurisdiction of birth, date of birth, tax residence, tax identification number (if any), and certain information relating to the Shareholder's holdings, account balance/value, and income or sale or redemption proceeds, to enable the Sub-Fund to comply with any applicable Law or Regulation or any agreement with the relevant competent authority (including, but not limited to, any applicable law (including any law, rule and requirement relating to AEOI (as defined below)), regulation or agreement under FATCA).

## **Liquidity Risk Management**

The Manager has established a liquidity management policy which enables it to identify, monitor and manage the liquidity risks of each Sub-Fund and to ensure that the liquidity profile of the investments of the relevant Sub-Fund will facilitate compliance with such Sub-Fund's obligation to meet redemption requests. Such policy, combined with the liquidity management tools of the Manager, also seeks to achieve fair treatment of Shareholders and safeguard the interests of remaining Shareholders in case of sizeable redemptions.

The Manager's liquidity policy takes into account the investment strategy, the liquidity profile, the redemption policy, the dealing frequency, the ability to enforce redemption limitations and the fair valuation policies of each Sub-Fund. These measures seek to ensure fair treatment and transparency for all investors.

The liquidity management policy involves monitoring the profile of investments held by each Sub-Fund on an on-going basis to ensure that such investments are appropriate to the redemption policy, and will facilitate compliance with each Sub-Fund's obligation to meet redemption requests. Further, the liquidity management policy includes details on periodic stress testing carried out by the Manager to manage the liquidity risk of each Sub-Fund under normal and exceptional market conditions.

As a liquidity risk management tool, the Manager may reduce the redemption requests in respect of a Sub-Fund rateably and pro rata amongst all Shareholders (both Listed Class of Shares and Unlisted Class(es) of Shares) seeking to redeem Shares on the relevant Dealing Day and carry out only sufficient redemptions which, in aggregate, amount to 10% (or such higher percentage as the Manager may determine in respect of a Sub-Fund as permitted by the SFC) of the total Net Asset Value of Shares in the relevant Sub-Fund then in issue (subject to the conditions under the heading entitled "Deferred Redemption").

Where there is net cash inflow to a Sub-Fund, the Manager will generally acquire investments for the Sub-Fund; where there is net cash outflow to a Sub-Fund, investments may need to be sold to fulfil the redemption obligations of the Sub-Fund. Duties and Charges incurred in such processes, if significant, will adversely affect the interest of the remaining Shareholders of the Sub-Fund. As such, for cash subscriptions and redemptions, the Manager may make adjustments to Subscription Price and Redemption price of the Unlisted Class of Shares to reflect not only the Net Asset Value per Share but also the appropriate provision for Duties and Charges, as set out in the section headed "Subscription Price and Redemption Price of Unlisted Class(es) of Shares" under "DETERMINATION OF NET ASSET VALUE" of this Prospectus. This, in effect, is to allocate the costs of subscription to subscribing investors and the costs of redemption to redeeming Shareholders.

## **Index Licence Agreements**

Please refer to the relevant Appendix for details in respect of each Index.

## **Material Changes to an Index**

The SFC should be consulted on any events that may affect the acceptability of an Index. Significant events relating to an Index will be notified to the Shareholders of the relevant Sub-Fund as soon as

practicable. These may include a change in the methodology/rules for compiling or calculating the Index, or a change in the objective or characteristics of the Index.

### **Replacement of an Index**

The Manager reserves the right, with the prior approval of the SFC and provided that in its opinion the interests of the Shareholders of the relevant Sub-Fund would not be adversely affected, to replace an Index with another index in accordance with the provisions of the UT Code and the Instrument. The circumstances under which any such replacement might occur include but are not limited to the following events:

- (a) the relevant Index ceasing to exist;
- (b) the licence to use the Index being terminated;
- (c) a new index becoming available that supersedes the existing Index;
- (d) a new index becoming available that is regarded as the market standard for investors in the particular market and/or would be regarded as more beneficial to the Shareholders than the existing Index;
- (e) investing in the investments comprised within the Index becomes difficult;
- (f) the Index Provider increasing its licence fees to a level considered too high by the Manager;
- (g) the quality (including accuracy and availability of the data) of the Index having in the opinion of the Manager, deteriorated;
- (h) a significant modification of the formula or calculation method of the Index rendering that index unacceptable in the opinion of the Manager; and
- (i) the instruments and techniques used for efficient portfolio management not being available.

The Manager may change the name of a Sub-Fund if the relevant Index changes or for any other reasons. Any change to (i) the use by the relevant Sub-Fund of the Index and/or (ii) the name of the relevant Sub-Fund will be notified to investors.

### **Information Available on the Internet**

The Manager will publish important news and information with respect to each Sub-Fund (including, where applicable, in respect of the relevant Index), in the English and Chinese languages (unless otherwise specified), on the following website [www.bosera.com.hk](http://www.bosera.com.hk) (which has not been reviewed or approved by the SFC) and, where applicable in respect of Listed Class of Shares, HKEX's website [www.hkex.com.hk](http://www.hkex.com.hk) including:

- (a) this Prospectus and the product key facts statement(s) in respect of the Sub-Fund(s) (as revised from time to time). Investors should note that where a Sub-Fund offers both Listed Class of Share and Unlisted Class(es) of Shares to Hong Kong investors, separate sets of product key facts statement will be available for the Listed Class of Shares and the Unlisted Class(es) of Shares of the same Sub-Fund respectively;
- (b) the latest annual audited financial reports and half yearly unaudited financial reports (in English only);
- (c) any notices relating to material changes to the Sub-Fund(s) which may have an impact on its investors such as material alterations or additions to this Prospectus (including each product key facts statement) or any of the constitutive documents of the Company and/or a Sub-Fund;
- (d) any public announcements and notices made by the Manager in respect of the Sub-Fund(s), including information with regard to the Sub-Fund(s) and (where applicable) the relevant Index,

the suspension of creations and redemptions of Shares, the suspension of the calculation of its Net Asset Value, changes in its fees and (in respect of Listed Class of Shares only) the suspension and resumption of trading in its Shares;

- (e) (in respect of Listed Class of Shares only) the near real time indicative Net Asset Value per Share of each Sub-Fund in the relevant base currency and each trading currency of the Sub-Fund (updated every 15 seconds during SEHK trading hours);
- (f) the last Net Asset Value of each Sub-Fund in the relevant base currency and the last Net Asset Value per Share of each Sub-Fund in the relevant base currency and (in respect of Listed Class of Shares only) each trading currency of the Sub-Fund (updated on a daily basis on each Dealing Day);
- (g) the past performance information of each Sub-Fund;
- (h) (where applicable) the annual tracking difference, the average annual tracking difference and the tracking error of each Sub-Fund;
- (i) Other full portfolio information of each Sub-Fund (updated on a daily basis unless otherwise specified in the relevant Appendix);
- (j) (in respect of Listed Class of Shares only) the latest list of the Participating Dealers and Market Makers for each Sub-Fund;
- (k) in respect of a Sub-Fund which may distribute dividends, the composition of distributions (i.e. the relative amounts paid out of (i) net distributable income, and (ii) capital), if any, for a 12-month rolling period; and
- (l) the latest list of SFC-licensed virtual asset trading platforms on which the Sub-Funds trade bitcoin and ether and virtual asset sub-custodian(s).

The near real time indicative Net Asset Value per Share (in each trading currency of the Sub-Fund) referred to above is indicative and for reference only. This is updated every 15 seconds during SEHK trading hours.

In respect of the Listed Class of Shares of Bosera HashKey Bitcoin ETF and Bosera HashKey Ether ETF:

- (i) The near real-time indicative NAV per Share in HKD is indicative and for reference purposes only. These are updated during SEHK trading hours and are calculated using the indicative Net Asset Value per Share in USD multiplied by a real-time HKD:USD foreign exchange rate provided by ICE Data Indices. The near real-time indicative Net Asset Value per Share in HKD is updated every 15 seconds throughout the SEHK trading hours.
- (ii) The last Net Asset Value per Share in HKD is indicative and for reference only and are calculated using the official last Net Asset Value per Share in USD multiplied by an assumed foreign exchange rate (i.e. not a real time exchange rate) being the exchange rate quoted by Bloomberg for USD at 4:00 p.m. (Hong Kong time) as of the same Dealing Day.

Where applicable, real-time updates about the Index can be obtained through other financial data vendors. Investors should obtain additional and the latest updated information about the Index (including without limitation, a description of the way in which the Index is calculated, any change in the composition of the Index, any change in the method for compiling and calculating the Index) via the Manager's website at [www.bosera.com.hk](http://www.bosera.com.hk) and the Index Provider's website (neither of which, nor any other website referred to in this Prospectus, has been reviewed by the SFC). Please refer to the section on "Website Information" for the warning and the disclaimer regarding information contained in such websites.

## Notices

All notices and communications to the Company, the Manager and a Custodian should be made in writing and sent to the following addresses:

*Company*

Bosera Global Exchange Traded Funds Series Open-ended Fund Company  
Suite 4109, Jardine House  
One Connaught Place  
Central  
Hong Kong

*Manager*

Bosera Asset Management (International) Co., Limited  
Suite 4109, Jardine House  
One Connaught Place  
Central  
Hong Kong

The address of each Custodian is set out in the relevant Appendix.

**Website Information**

The offer of the Shares is made solely on the basis of information contained in this Prospectus. All references in this Prospectus to other websites and sources where further information may be obtained are merely intended to assist you to access further information relating to the subject matter indicated and such information does not form part of this Prospectus. Neither the Company, the Manager nor any Custodian accepts any responsibility for ensuring that the information contained in such other websites and sources, if available, is accurate, complete and/or up-to-date, and no liability is accepted by the Company, the Manager and any Custodian in relation to any person's use of or reliance on the information contained in these other websites and sources save, in respect of the Manager, the Company's website [www.bosera.com.hk](http://www.bosera.com.hk) (the contents of which and of other websites referred to in this Prospectus have not been reviewed by the SFC). The information and materials included in these websites have not been reviewed by the SFC or any regulatory body. You should exercise an appropriate degree of caution when assessing the value of such information.

**Queries and complaints**

Investors may contact the complaint officer of the Manager if they have any complaints or enquiries in respect of the Company or the Sub-Fund(s):

Address: Suite 4109, Jardine House, One Connaught Place, Central, Hong Kong

Manager's Customer Service Hotline: +852 2537 6658

Depending on the subject matter of the complaints or enquiries, these will be dealt with either by the Manager directly, or referred to the relevant parties for further handling. The Manager will revert and address the investor's complaints and enquiries as soon as possible. The contact details of the Manager are set out in the paragraph above.

## TAXATION

*The following summary of taxation is of a general nature, and for information purposes only, and is not intended to be an exhaustive list of all the tax considerations that may be relevant to a decision to purchase, own, realise or otherwise dispose of Shares. The summary does not constitute legal or tax advice and does not purport to deal with the tax consequences applicable to all categories of Shareholders. Prospective Shareholders should consult their professional advisers on the consequences to them of acquiring, holding, redeeming, transferring or selling Shares under the relevant laws of Hong Kong as well as the relevant jurisdiction(s) to which they are subject, including the tax consequences and any exchange control requirements. These consequences, including the availability of, and the value of, tax relief to investors, will vary with the law and practice of the investors' country of citizenship, residence, domicile or incorporation and their personal circumstances. The following statements regarding taxation are based on advice received by the Manager regarding the law and practice in force in Hong Kong, Mainland China and also regarding FATCA and related laws at the date of this Prospectus. The relevant laws, rules and practice relating to tax are subject to change and amendment (and such changes may be made on a retrospective basis). As such, there can be no guarantee that the summary provided below will continue to be applicable after the date of this Prospectus. Furthermore, tax laws can be subject to different interpretations and no assurance can be given that the relevant tax authorities will not take a contrary position to the tax treatment described below.*

### **Hong Kong Taxation**

#### Taxation of the Company and Sub-Funds

##### *Profits Tax*

As the Company and each Sub-Fund have been authorised as a collective investment scheme by the SFC under Section 104 of the SFO, profits of the Company and each Sub-Fund are exempt from Hong Kong profits tax pursuant to Section 26A(1A)(a) of the Inland Revenue Ordinance (“IRO”).

##### *Stamp Duty*

Hong Kong stamp duty is payable on the transfer of Hong Kong stock. “Hong Kong stock” is defined as “stock” the transfer of which is required to be registered in Hong Kong. The Shares should fall within the definition of “Hong Kong stock” as the register of Shareholders will be kept in Hong Kong.

Pursuant to a remission order issued by the Secretary for the Treasury on 20 October 1999, transfer of Hong Kong stocks to the Company and/or the Sub-Fund in exchange for issue of Shares or transfer of Hong Kong stocks from the Company and/or the Sub-Fund in consideration for redemption of Shares is exempt from Hong Kong Stamp Duty.

No Hong Kong Stamp Duty is payable by the Company and the Sub-Fund on an issue or redemption of Shares.

#### Taxation of the Shareholders

##### *Profits tax*

Where the Shareholders do not carry on a trade, profession or business in Hong Kong or the Shares in the Sub-Fund are held by the Shareholders as capital assets for Hong Kong profits tax purposes, gains arising from the sale or disposal or redemption of the Shares in the Sub-Fund should not be taxable. For Shareholders carrying on a trade, profession or business in Hong Kong, such gains may be subject to Hong Kong profits tax (which is currently charged at the rate of 16.5% in the case of corporations, and 15% in the case of individuals and unincorporated business) if the gains in questions arise in or are derived from such trade, profession or business and sourced in Hong Kong and the Shares are not capital assets to Shareholders.

There is no withholding tax on dividends and interest in Hong Kong.

Distributions made by the Company or the Sub-Fund should generally not be subject to Hong Kong profits tax in the hands of Shareholders according to the practice of the IRD (as at the date of this Prospectus).

#### *Stamp duty*

For both Listed Class of Shares and Unlisted Class(es) of Shares, under the Stamp Duty (Amendment) Ordinance 2015 stamp duty payable in respect of any contract notes or instruments of transfer relating to transactions in the shares or units of an exchange traded fund (as defined in Part 1 to Schedule 8 of the Stamp Duty Ordinance) on the SEHK is not payable. Accordingly transfers of Shares in any Sub-Fund (which is an exchange traded fund as defined in Part 1 to Schedule 8 of the Stamp Duty Ordinance) will not attract stamp duty and no stamp duty is payable by Shareholders.

Shareholders should take advice from their own professional advisers as to their particular tax position.

#### **Automatic Exchange of Financial Account Information**

The Inland Revenue (Amendment) (No.3) Ordinance (the “**Ordinance**”) came into effect on 30 June 2016. The Ordinance together with the later amendments is the legislative framework for the implementation in Hong Kong of the Standard for Automatic Exchange of Financial Account Information (“**AEOI**”). The AEOI comprises, among others, the model Competent Authority Agreement (“**CAA**”) and Common Reporting Standard (“**CRS**”). In addition, the IRD published guidance for financial institutions (“**FIs**”) on 9 September 2016 which is updated and amended from time to time to provide guidance to them for complying with the CRS obligations. The AEOI requires FIs in Hong Kong to obtain certain information and documentation relating to non-Hong Kong tax residents holding financial accounts with the FIs, and report the required information to the IRD for the purpose of automatic exchange. Generally, the information will be reported and automatically exchanged in respect of account holders that are tax residents in a reportable jurisdiction(s) with which Hong Kong has a Multilateral CAA or bilateral agreement in force; however, a Sub-Fund and/or its agents may further obtain information and/or documentation relating to the residents of other jurisdictions that are not resident in a reportable jurisdiction for CRS purposes in Hong Kong.

The Company is required to comply with the requirements of the Ordinance, which means that the Company and/or its agents shall obtain and provide to the IRD the required information relating to Shareholders. The Ordinance requires the Company to, amongst other things, (i) register the Company as a “Reporting Financial Institution” with the IRD to the extent the Company maintains reportable financial accounts; (ii) conduct due diligence on its account holders (i.e. Shareholders) in order to determine whether any of their relevant financial accounts are regarded as “Reportable Accounts” under the Ordinance; and (iii) report to the IRD the required information of such Reportable Accounts. The IRD is expected on an annual basis to exchange the required information reported to it to the competent authorities of the respective reportable jurisdictions. Broadly, AEOI requires that Hong Kong FIs should report on: (i) individuals or entities that are tax residents in a reportable jurisdiction; and (ii) certain entities controlled by individuals who are tax residents in such jurisdictions. Under the Ordinance, details of Shareholders, including but not limited to their name, place of birth, date of birth, address, tax residence, tax identification number(s) (if any), account number, account balance/value regarding their interest in the Company, and income or sale or redemption proceeds received from the Company, should be reported to the IRD and subsequently exchanged with competent authorities in the relevant jurisdictions.

By investing in a Sub-Fund and/or continuing to invest in a Sub-Fund, Shareholders acknowledge that they may be required to provide additional information or documents to the Company and/or its agents in order for the Company to comply with the Ordinance. A Shareholder’s information (and information on controlling persons including beneficial owners, beneficiaries, direct or indirect shareholders or other persons associated with such Shareholders that are passive non-financial entities as defined under the Ordinance) may be exchanged by the IRD to the competent authorities in the relevant reportable jurisdictions.

Each Shareholder and prospective investor should consult its own professional tax advisor(s) on the administrative and substantive implications of AEOI on its current or proposed investment in the Sub-

Fund(s).

## FATCA

The United States Hiring Incentives to Restore Employment Act (the “**HIRE Act**”) was signed into US law in March 2010 and includes provisions commonly referred to as the “Foreign Account Tax Compliance Act” or “**FATCA**”. Broadly, the FATCA provisions are set out in sections 1471 to 1474 of the US Internal Revenue Code of 1986, as amended (the “**Revenue Code**”), which impose a new reporting regime with respect to certain payments to foreign financial institutions (each an “**FFI**”), including interests and dividends from securities of US issuers and gross proceeds from the sale of such securities. All such payments may be subject to withholding at a rate of 30%, unless the recipient of the payment satisfies certain requirements intended to enable the US Internal Revenue Service (the “**IRS**”) to identify United States persons (within the meaning of the Revenue Code) (“**US persons**”) with interests in such FFIs. To avoid such withholding on payments made to it, FFIs (including banks, brokers, custodians and investment funds) located in jurisdictions that have not signed an intergovernmental agreement (“**IGA**”) for implementation of FATCA, will be required to enter into a FFI agreement (a “**FFI Agreement**”) with the IRS to be treated as a participating FFI (“**Participating FFI**”). Participating FFIs are required to identify all investors that are US persons and report certain information concerning such US persons to the IRS. The FFI Agreement will also generally require that a Participating FFI deduct and withhold 30% from certain payments made by the Participating FFI to investors who fail to cooperate with certain information requests made by the Participating FFI. Moreover, Participating FFIs are required to deduct and withhold such payments made to investors that are themselves FFIs but that have not entered into an FFI Agreement with the IRS or that are not otherwise deemed compliant with FATCA (i.e. a “**non-compliant FFI**”).

FATCA withholding applies to (i) payments of US source income, including US source dividends and interest, made after 30 June 2014; and (ii) payments of gross proceeds of sale or other disposal of property that can produce US source income after 31 December 2016. The 30% withholding could also apply to payments otherwise attributable to US source income (also known as “**foreign passthru payments**”) starting no earlier than 1 January 2017, though the US tax rules on foreign passthru payments are currently pending. Withholding agents (which may include Participating FFIs) will generally be required to begin withholding on certain withholdable payments made after 30 June 2014. The first reporting deadline for FFIs that have entered into the FFI Agreement was 31 March 2015 with respect to information relating to the 2014 calendar year.

The US and a number of other jurisdictions have entered into IGAs. The US Department of the Treasury and Hong Kong have on 13 November 2014 signed a Model 2 IGA (the “**HK IGA**”). The HK IGA modifies the foregoing requirements but generally requires similar information to be disclosed to the IRS. Under the HK IGA, FFIs in Hong Kong would register with the IRS to be subject to the terms of a FFI Agreement with the IRS and comply with the terms of such FFI Agreement. Otherwise they will be subject to a 30% withholding tax on relevant US source payments to them.

Under the HK IGA, it is expected that FFIs in Hong Kong complying with an FFI Agreement will generally not be required to withhold tax on withholdable payments to recalcitrant accounts (i.e. certain accounts of which the holders do not consent to FATCA reporting and disclosure to the IRS) or close such recalcitrant accounts (provided that information regarding the recalcitrant accounts is reported to the IRS according to the terms of the HK IGA), but may be required to withhold tax on payments made to non-compliant FFIs.

Even though the HK IGA has now been signed between Hong Kong and the US, withholding may apply to withholdable payments covered by FATCA if the Company cannot satisfy the applicable requirements and is determined to be non-FATCA compliant or if the Hong Kong government is found in breach of the terms of the HK IGA.

Each Sub-Fund has been registered with the IRS as at the date of this Prospectus. In order to protect Shareholders and avoid being subject to withholding under FATCA, it is the Manager’s intention to endeavour to satisfy the requirements imposed under FATCA. Hence it is possible that this may require a Sub-Fund (through its agents or service providers) as far as legally permitted, to report information on the holdings or investment returns of any Shareholder to the IRS or the local authorities pursuant to the terms of the HK IGA. It is also possible that a Sub-Fund may be required to

compulsorily redeem and/or apply withholdings to payments to Shareholders who fail to provide the information and documents required to identify their status, or who are non-compliant FFIs or who fall within other categories specified in the FATCA provisions and regulations. Any such compulsory redemption and/or withholding will be done in accordance with applicable Laws and Regulations, and the discretion to do so will be exercised by the Directors or Manager acting in good faith and on reasonable grounds. In any event, the Directors or Manager shall comply with personal data protection principles, and requirements as set out in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and all other applicable regulations and rules governing personal data use in Hong Kong from time to time.

Although each Sub-Fund will attempt to satisfy any obligations imposed on them to avoid the imposition of FATCA withholding tax, no assurance can be given that each Sub-Fund will be able to fully satisfy these obligations. If a Sub-Fund becomes subject to a withholding tax as a result of FATCA, the Net Asset Value of the Sub-Fund may be adversely affected and the Sub-Fund and the Shareholders may suffer material loss.

The FATCA provisions are complex and their application is uncertain at this time. The above description is based in part on regulations, official guidance and the HK IGA, all of which are subject to change or may be implemented in a materially different form. Nothing in this section constitutes or purports to constitute tax advice and Shareholders should not rely on any information set out in this section for the purposes of making any investment decision, tax decision or otherwise. All Shareholders should therefore consult their own tax and professional advisors regarding the FATCA requirements, possible implications and related tax consequences with respect to their own situation. In particular, Shareholders who hold their Shares through intermediaries should confirm the FATCA compliance status of those intermediaries to ensure that they do not suffer the above mentioned withholding tax on their investment returns.

### **FATCA in Mainland China**

On 26 June 2014, the US and PRC reached an agreement in substance to implement the FATCA through a Model 1 IGA. As PRC is one of the US largest trading partners, this is a substantial development in achieving overall tax compliance through information sharing agreements. However, an official mutual announcement continues to be absent until now, which means the agreement is still not effective for PRC. As a result, there is no local implementation rules or guidance to follow at current stage in PRC regarding FATCA.

## **SCHEDULE 1 – PROVISIONS RELATING TO THE OFFER, CREATION, REDEMPTION, LISTING AND TRADING OF THE LISTED CLASS OF SHARES**

*This Schedule 1 contains disclosure relating to the Listed Class of Shares only. Unless the context otherwise requires, references to “Shares” and “Shareholders” in this Schedule shall be construed to refer to a Listed Class of Shares of a Sub-Fund or a Shareholder of such Shares. Save for terms defined below, all other terms used in this Schedule shall have the same meanings as assigned to them under the main part of the Prospectus. Please refer to Schedule 2 for information relating to the offer, subscription, switching and redemption of the Unlisted Class(es) of Shares.*

### **THE OFFERING PHASES**

#### **Initial Offer Period**

During the Initial Offer Period, Participating Dealers (acting for themselves or for their clients) may apply for Listed Class Shares (to be available for trading on the Listing Date) by means of Creation Applications on each Dealing Day for themselves and/or their clients in accordance with the Operating Guidelines.

Unless otherwise stated in the relevant Appendix, the latest date for making a Creation Application for Shares is 4:00 p.m. (Hong Kong time) two Business Days prior to the Listing Date or such other time as the Manager may determine on any day when the trading hours of the SEHK are reduced.

To be dealt with during the Initial Offer Period, the relevant Participating Dealer must submit the Creation Applications to the Company and the Manager (with a copy to the relevant Custodian) on a Business Day no later than two Business Days prior to the Listing Date unless otherwise stated in the relevant Appendix.

If a Creation Application is received by the Company, the Manager and the relevant Custodian after the deadline as specified in the Appendix, that Creation Application shall be carried forward and deemed to be received at the opening of business on the Listing Date, which shall be the Dealing Day for the purposes of that Creation Application.

Creation Applications must be made in Application Share size, which is the number of Shares specified in the relevant Appendix. Participating Dealers (acting for themselves or for their clients) can apply for Shares on each Dealing Day at the Issue Price.

Please refer to the section on “Creations and Redemptions (Primary Market)” below for the operational procedures in respect of Creation Applications.

#### **After Listing**

The After Listing phase commences on the Listing Date and continues until the relevant Listed Class of Shares is terminated.

You can acquire or dispose the Listed Class of Shares in either of the following two ways:

- (a) buy and sell Shares on the SEHK; or
- (b) apply for creation and redemption of Shares through Participating Dealers.

#### ***Buying and selling of Listed Class of Shares on the SEHK***

After Listing, all investors can buy and sell Listed Class of Shares in the secondary market in Trading Board Lot Size (as described in the section “Key Information” in the relevant Appendix) or whole multiples thereof like ordinary listed stocks through an intermediary such as a stockbroker or through any of the share dealing services offered by banks or other financial advisers at any time the SEHK is open.

However, please note that transactions in the secondary market on the SEHK will be subject to brokerage and other fees and will occur at market prices which may vary throughout the day and may differ from Net Asset Value per Share due to market demand and supply, liquidity and scale of trading spread for the Listed Class of Shares in the secondary market. As a result, the market price of the Shares in the secondary market may be higher or lower than Net Asset Value per Share.

Please refer to the section on “Exchange Listing and Trading (Secondary Market)” below for further information in respect of buying and selling of Listed Class of Shares on the SEHK.

#### *Creations and Redemptions through Participating Dealers*

Listed Class of Shares will continue to be created and redeemed in the primary market at the Issue Price and Redemption Value respectively through Participating Dealers in Application Share size or multiples thereof. Where stated in the relevant Appendix, in-kind creations or in-kind redemptions may be permitted by the Manager. The Application Share size and currency for settlement are as set out in the relevant Appendix.

To be dealt with on a Dealing Day, the relevant Participating Dealer must submit the Applications to the Company and the Manager (with a copy to the relevant Custodian) before the Dealing Deadline on the relevant Dealing Day. If an Application is received on a day which is not a Dealing Day or is received after the relevant Dealing Deadline on a Dealing Day, that Application shall be treated as having been received at the opening of business on the next following Dealing Day, which shall be the relevant Dealing Day for the purposes of that Application. Participating Dealers are under no obligation to create or redeem generally or for their clients and may charge their clients such fee or fees as such Participating Dealers determine.

Settlement in cash for subscribing Listed Class of Shares in cash is due by such time as agreed in the Operating Guidelines on the relevant Dealing Day, unless the Manager agrees with the relevant Participating Dealer to accept later settlement generally or in any particular case.

Settlement of Listed Class of Shares for redeeming Shares is due 2 Business Days (unless as otherwise stated in the relevant Appendix) after the Dealing Day, unless the Manager agrees with the relevant Participating Dealer to accept later settlement generally or in any particular case.

Notwithstanding any Multi-Counter (if applicable) for Shares, all settlement is in the base currency of the relevant Sub-Fund only.

After Listing, all Listed Class of Shares will be registered in the name of HKSCC Nominees Limited on the register of the relevant Sub-Fund. The register of the relevant Sub-Fund is the evidence of ownership of Shares. The beneficial interests in Shares of any client of the Participating Dealers shall be established through such client’s account with the relevant Participating Dealer or PD Agent (as the case may be) or with any other HKSCC participants if the client is buying from the secondary market.

#### **Timetable**

##### *Initial Offer Period*

The Initial Offer Period and the Listing Date of the Listed Class of Shares of a new Sub-Fund is set out in the Appendix of the new Sub-Fund.

The purpose of the Initial Offer Period is to enable Participating Dealers to subscribe for Listed Class of Shares either on their own account or for their clients, in accordance with the Instrument and the Operating Guidelines. During this period, Participating Dealers (acting for themselves or for their clients) may apply for Shares to be available for trading on the Listing Date by creation. No redemptions are permitted during the Initial Offer Period.

Upon receipt of a Creation Application from a Participating Dealer (acting for itself or its clients) during the Initial Offer Period, the Manager shall procure the creation of Shares for settlement on the Initial Issue Date.

Participating Dealers may have their own application procedures for their respective clients and may set application and payment cut-off times for their respective clients which are earlier than those set out in this Prospectus and which may change from time to time. The Dealing Deadline in respect of Shares in a Sub-Fund may also change due to market related events. Investors are therefore advised to consult with the relevant Participating Dealer on its requirements if they want a Participating Dealer to subscribe for Shares on their behalf.

#### *After Listing*

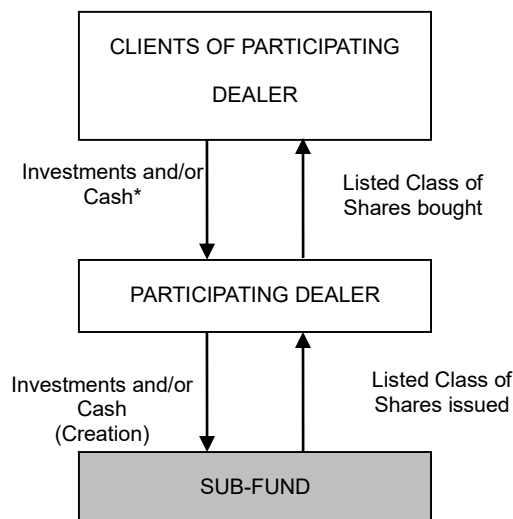
“After Listing” commences on the Listing Date and continues until the relevant Sub-Fund (or the relevant Listed Class of Shares) is terminated.

All investors may buy and sell Listed Class of Shares in the secondary market on the SEHK and Participating Dealers (for themselves or for their clients) may apply for creation and redemption of Listed Class of Shares in the primary market.

#### **Diagrammatic Illustration of Investment in the Listed Class of Shares of a Sub-Fund**

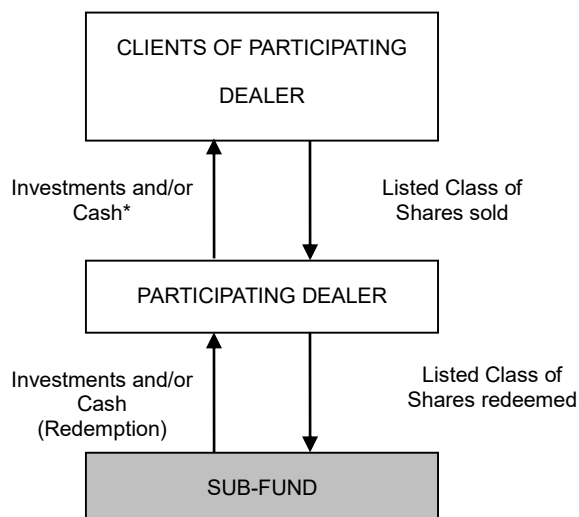
The diagrams below illustrate the creation or redemption and the buying or selling of Listed Class of Shares:

(a) Creation and buying of Listed Class of Shares in the primary market – Initial Offer Period and After Listing



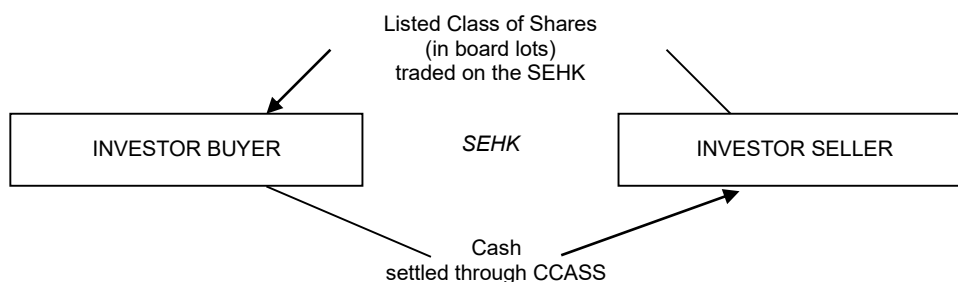
*\* Clients of a Participating Dealer may agree with the Participating Dealer for settlement in a different currency to the creation currency.*

(b) Redemption and selling of Listed Class of Shares in the primary market – After Listing



\* Clients of a Participating Dealer may agree with the Participating Dealer for settlement in a different currency to the redemption currency.

(c) Buying or selling of Listed Class of Shares in the secondary market on the SEHK – After Listing



**Summary of Offering Methods and Related Fees**

*Initial Offer Period*

| Method of Offering*                                                   | Minimum Number of Shares (or multiple thereof) | Channel                       | Available to                                                    | Consideration, Fees and Charges**                                                                                                                                                                                     |
|-----------------------------------------------------------------------|------------------------------------------------|-------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Cash creation (in the currency as specified in the relevant Appendix) | Application Share size (see relevant Appendix) | Through Participating Dealers | Any person acceptable to the Participating Dealer as its client | Cash<br>Transaction Fee<br>Brokerage fees and/or any fees and charges imposed by the Participating Dealer (payable to the Participating Dealer in the currency determined by or agreed with it)<br>Duties and Charges |
| In-kind creation                                                      | Application Share size (see relevant Appendix) | Through Participating Dealers | Any person acceptable to the Participating Dealer as its client | Portfolio of investments<br>Cash component                                                                                                                                                                            |

|  |  |  |  |                                                                                                                                                                                                                              |
|--|--|--|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  |  |  |  | <p>Transaction Fee</p> <p>Brokerage fees and/or any fees and charges imposed by the Participating Dealer (payable to the Participating Dealer in the currency determined by or agreed with it)</p> <p>Duties and Charges</p> |
|--|--|--|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

*After Listing*

| <b>Method of Acquisition or Disposal of Shares*</b>                      | <b>Minimum Number of Shares (or multiple thereof)</b> | <b>Channel</b>                | <b>Available to</b>                                             | <b>Consideration, Fees and Charges**</b>                                                                                                                                                                                                                                   |
|--------------------------------------------------------------------------|-------------------------------------------------------|-------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Purchase and sale in cash through brokers on the SEHK (secondary market) | Board lot size (see relevant Appendix)                | On the SEHK                   | Any investor                                                    | <p>Market price of Shares on SEHK</p> <p>Brokerage fees (in such currency as determined by individual brokers)</p> <p>Transaction Levy</p> <p>Trading Fee</p> <p>Duties and Charges</p>                                                                                    |
| Cash creation and redemption                                             | Application Share size (see relevant Appendix)        | Through Participating Dealers | Any person acceptable to the Participating Dealer as its client | <p>Cash (in the currency as specified in the relevant Appendix)</p> <p>Transaction Fee</p> <p>Any fees and charges imposed by the Participating Dealer (payable to the Participating Dealer in the currency determined by or agreed with it)</p> <p>Duties and Charges</p> |
| In-kind creation and redemption                                          | Application Share size (see relevant Appendix)        | Through Participating Dealers | Any person acceptable to the Participating Dealer as its client | <p>Portfolio of investments</p> <p>Cash component</p> <p>Transaction Fee</p> <p>Any fees and charges imposed by the Participating Dealer (payable to the Participating Dealer in the currency determined by or agreed with it)</p>                                         |

|  |  |  |  |                    |
|--|--|--|--|--------------------|
|  |  |  |  | Duties and Charges |
|--|--|--|--|--------------------|

\* The methods of creation available to the Participating Dealers in respect of each Sub-Fund, whether in-kind and/or in cash, are specified in the relevant Appendix.

\*\* Please refer to "Fees and Expenses" for further details. The currency for payment of subscription monies is specified in the relevant Appendix.

## **CREATIONS AND REDEMPTIONS (PRIMARY MARKET)**

### **Investment in a Sub-Fund**

There are 2 methods of making an investment in the Listed Class of Shares of a Sub-Fund and of disposing of the Listed Class of Shares to realise an investment in a Sub-Fund.

The first method is to create Listed Class of Shares at the Issue Price or redeem Listed Class of Shares at the Redemption Value directly with the Sub-Fund in the primary market through a Participating Dealer, being a licensed dealer that has entered into a Participation Agreement in respect of the relevant Sub-Fund. Where a Sub-Fund has a Multi-Counter, all creation and redemption for all Shares must be in the base currency of that Sub-Fund. Because of the size of the capital investment (i.e. Application Share size) required either to create or redeem Shares through the Participating Dealer in the primary market, this method of investment is more suitable for institutional investors and market professionals. Participating Dealers are under no obligations to create or redeem Listed Class of Shares for their clients and may impose terms, including charges, for handling creation or redemption orders as they determine appropriate, as described in more detail in this section.

The second method is to buy or to sell Listed Class of Shares in the secondary market on the SEHK which is more suitable for retail investors. The secondary market price of Listed Class of Shares may trade at a premium or discount to the Net Asset Value of the relevant Sub-Fund.

This section of this Prospectus describes the first method of investment and should be read in conjunction with the Participation Agreement and the Instrument. The section on "Exchange Listing and Trading (Secondary Market)" relates to the second method of investment.

### **Creation of Shares through Participating Dealers**

Any application for the creation of Shares of Listed Class of Shares of a Sub-Fund must only be made through a Participating Dealer in respect of an Application Share size (save and except for application during the relevant Initial Offer Period, the Manager may accept an Application Share size which is not a whole multiple thereof) as set out in the "Key Information" section in the relevant Appendix. Investors cannot acquire Listed Class of Shares directly from a Sub-Fund. Only Participating Dealers may submit Creation Applications to the Company and the Manager (with a copy to the relevant Custodian).

Listed Class of Shares in each Sub-Fund are continuously offered through a Participating Dealer, who may apply for them on any Dealing Day for its own account or for your account as their client(s), in accordance with the Operating Guidelines, by submitting a Creation Application to the Company and the Manager (with a copy to the relevant Custodian).

Each initial Participating Dealer has indicated to the Manager that it will generally accept and submit creation requests received from its clients, subject always to (i) mutual agreement between the relevant initial Participating Dealer and its clients as to its fees for handling such requests; (ii) completion to its satisfaction of client acceptance procedures and requirements; (iii) no objection from the Manager to create Shares for the relevant initial Participating Dealer on behalf of such clients (please refer to the sub-section on "Creation process" below for the examples of exceptional circumstances under which the Manager shall have the right to reject a Creation Application); and (iv) mutual agreement between the relevant initial Participating Dealer and its clients as to the method of effecting such creation requests.

In addition, a Participating Dealer reserves the right to reject, acting in good faith, any creation request received from a client under exceptional circumstances, including without limitation the following circumstances:

- (a) any period during which (i) the creation or issue of Shares of the relevant class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant class is suspended;

- (b) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;
- (c) where acceptance of the creation request or any investment in connection with such creation request would render the Participating Dealer in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Participating Dealer necessary for compliance with applicable Laws and Regulations;
- (d) circumstances outside the control of the Participating Dealer which make it for all practicable purposes impossible to process the creation request; or
- (e) during any period when the business operations of the Participating Dealer are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

#### *Requirements Relating to Creation Requests by Potential Investors*

The methods and currency of creation available to the Participating Dealers in respect of each Sub-Fund, whether in-kind (i.e. the creation of Shares in exchange for a transfer of investments) or in cash or (if permitted by the Manager) both in-kind and in cash, are specified in the relevant Appendix. A Participating Dealer may in its absolute discretion require a creation request received from its client be effected in a particular method. The Manager nonetheless reserves its right to require a Creation Application be effected in a particular method. Specifically, the Manager has the right to (a) accept cash equal to or in excess of the market value at the Valuation Point for the relevant Dealing Day of such investment in lieu of accepting such investment as constituting part of the Creation Application; or (b) accept cash collateral on such terms as it determines if (i) such investment is likely to be unavailable for delivery or available in insufficient quantity for delivery to the relevant Custodian in connection with the Creation Application; or (ii) the Participating Dealer is restricted by regulation or otherwise from investing or engaging in a transaction in that investment.

A Participating Dealer may impose fees and charges in handling any creation request which would increase the cost of investment. Investors are advised to check with the Participating Dealer as to the relevant fees and charges. Although the Manager has a duty to monitor the operations of each Sub-Fund closely, none of the Company, the Manager and any Custodian is empowered to compel a Participating Dealer to disclose its fees agreed with specific clients or other proprietary or confidential information to the Company, the Manager or the relevant Custodian or to accept any such creation requests received from clients. In addition, neither any Custodian nor the Company can ensure effective arbitrage by Participating Dealer.

A Participating Dealer may also impose timing deadlines for the submission by its clients of any creation request and require any such clients to complete the relevant client acceptance procedures and requirements (including, where necessary, providing such documentation and certifications as required by the Participating Dealer) in order to ensure that an effective Creation Application in respect of a Sub-Fund can be submitted by it to the Company and the Manager (with a copy to the relevant Custodian). Investors are advised to check with the Participating Dealer as to the relevant timing deadlines and the client acceptance procedures and requirements.

The Application Share size for a Sub-Fund is the number of Listed Class of Shares specified in the relevant Appendix. Creation Applications submitted in respect of Listed Class of Shares other than in Application Share size will not be accepted. The minimum subscription for each Sub-Fund is one Application Share.

#### *Creation Process*

A Participating Dealer may from time to time submit Creation Applications in respect of Listed Class of Shares of a Sub-Fund to the Company and the Manager (with a copy to the relevant Custodian), following receipt of creation requests from clients or where it wishes to create Shares of the relevant

Sub-Fund for its own account.

If a Creation Application is received on a day which is not a Dealing Day or is received after the relevant Dealing Deadline on a Dealing Day, that Creation Application shall be treated as having been received at the opening of business on the next Dealing Day, which shall be the relevant Dealing Day for the purposes of that Creation Application. The current Dealing Deadline After Listing on the relevant Dealing Day is specified in the relevant Appendix, or such other time as the Manager may determine in consultation with the relevant Custodian on any day when the trading hours of the SEHK or the Recognised Stock Exchange are reduced. To be effective, a Creation Application must:

- (a) be given by a Participating Dealer in accordance with the Instrument, the relevant Participation Agreement and the relevant Operating Guidelines;
- (b) specify the number of Listed Class of Shares and the class of Shares (where applicable) which is the subject of the Creation Application; and
- (c) include the certifications required in the Participation Agreement and Operating Guidelines (if any) in respect of creations of Listed Class of Shares, together with such certifications and opinions of counsel (if any) as the Company may consider necessary to ensure compliance with applicable securities and other laws in relation to the creation of Shares which are the subject of the Creation Application.

The Manager shall have the right to reject, acting in good faith, any Creation Application under exceptional circumstances, including without limitation the following circumstances:

- (a) any period during which (i) the creation or issue of Shares of the relevant class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant class is suspended;
- (b) where in the opinion of the Manager, acceptance of the Creation Application would have an adverse effect on the relevant Sub-Fund;
- (c) where, in the opinion of the Manager, acceptance of the Creation Application would have a material impact on the relevant market on which an investment has its primary listing;
- (d) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;
- (e) where acceptance of the Creation Application would render the Company in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Company or the Manager necessary for compliance with applicable Laws and Regulations;
- (f) circumstances outside the control of the Company or the Manager which make it for all practicable purposes impossible to process the Creation Application;
- (g) any period during which the business operations of the Company or any delegate of the Company in respect of a Creation Application in the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God; or
- (h) an Insolvency Event occurs in respect of the relevant Participating Dealer.

In the event of such rejection, the Company shall notify the relevant Participating Dealer and the relevant Custodian of its decision to reject such Creation Application in accordance with the Operating Guidelines. Where for any reason there is a limit to the number of Shares which can be created, priority will be given to Participating Dealers and the relevant Creation Applications as set out in the

## Operating Guidelines.

The Manager's right to reject a Creation Application is separate and in addition to a Participating Dealer's right to reject, acting in good faith, any creation request received from a client of the Participating Dealer under exceptional circumstances. Notwithstanding a Participating Dealer has accepted creation requests from its clients and in that connection submitted an effective Creation Application, the Manager may exercise its rights to reject such Creation Application in the circumstances described herein.

Where the Manager accepts a Creation Application from a Participating Dealer, it shall instruct the relevant Custodian and Registrar to effect (i) for the account of the Sub-Fund, the creation of Listed Class of Shares in Application Share size in exchange for a transfer of cash and/or investments (at the discretion of the Participating Dealer but subject to the Manager's agreement); and (ii) the issue of Listed Class of Shares to the Participating Dealer, both in accordance with the Operating Guidelines and the Instrument.

### *Issue of Listed Class of Shares*

Listed Class of Shares will be issued at the Issue Price prevailing on the relevant Dealing Day, provided that there may be added to such Issue Price such sum (if any) as represents an appropriate provision for Duties and Charges. Please refer to the section on "Issue Price and Redemption Value" for the calculation of the Issue Price.

On receipt of a Creation Application by a Participating Dealer for Listed Class of Shares in a Sub-Fund during the relevant Initial Offer Period, the Company shall procure the creation and issue of Listed Class of Shares in that Sub-Fund on the relevant Initial Issue Date.

Shares are denominated in the base currency of the relevant Sub-Fund (unless otherwise determined by the Directors) as set out in the relevant Appendix and no fractions of a Share shall be created or issued by the Company.

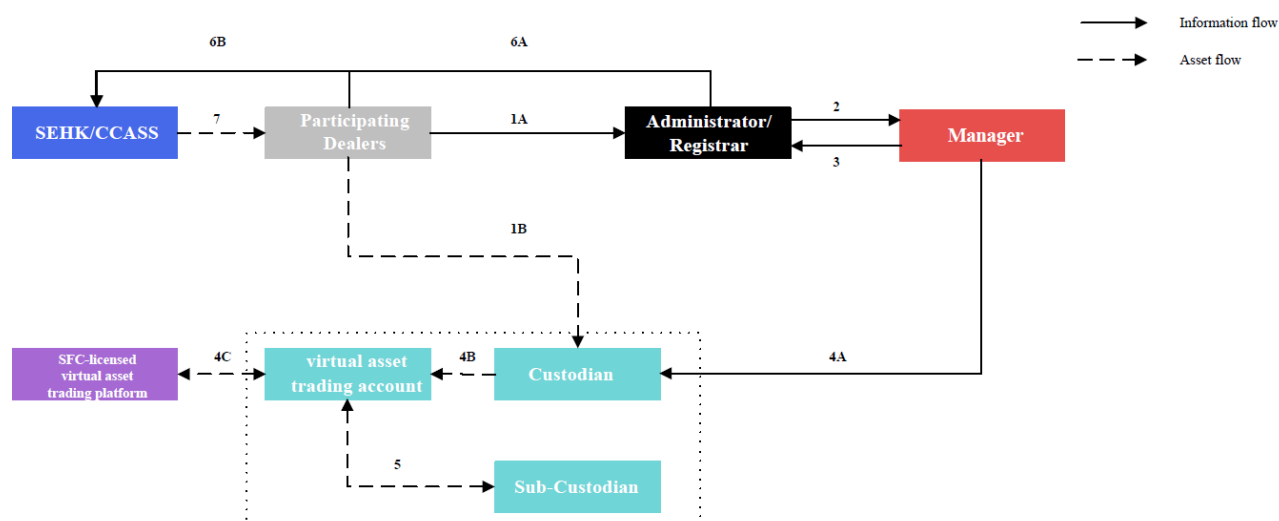
Payment in cleared funds is generally due prior to creation and issue of Listed Class of Shares. The creation and issue of Listed Class of Shares pursuant to a Creation Application shall be effected on the Business Day after the relevant Dealing Day on which the Creation Application has been received and accepted in accordance with the Operating Guidelines and cash and/or Virtual Assets equal to the Issue Price (as well as any Duties and Charges and Transaction Fees) are received by the Custodian before the Dealing Deadline. However, for valuation purposes only, Shares shall be deemed created and issued after the Valuation Point on the Dealing Day on which the relevant Creation Application was received or deemed received and the register will be updated on the Business Day after the relevant Dealing Day.

If a Creation Application (together with cleared funds) is received on a day which is not a Dealing Day or is received after the relevant Dealing Deadline on a Dealing Day, that Creation Application shall be treated as having been received at the opening of business on the next Dealing Day, which shall be the relevant Dealing Day for the purposes of that Creation Application.

The Registrar shall be entitled to refuse to enter (or allow to be entered) Shares in the register if at any time the Registrar is of the opinion that the provisions as set out in the Instrument, the relevant Operating Guidelines or the relevant Participation Agreement, in regard to the issue of Shares, are being infringed.

## Cash Creation

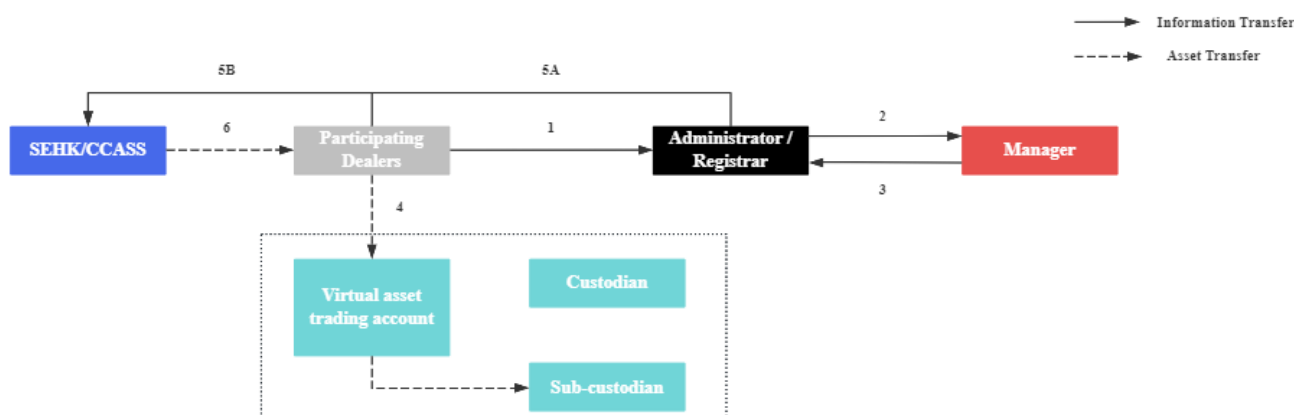
The diagram below illustrates in simplified form the cash Creation Application process:



|                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| On the relevant Dealing Day                        | <ol style="list-style-type: none"> <li>1. The Participating Dealer submits creation request to the Registrar and transfer cash to the cash account of the Custodian.</li> <li>2. The Registrar collates subscription orders and transfers to the Manager.</li> <li>3. The Manager confirms the creation request received.</li> <li>4. The Manager instructs the Custodian to purchase Virtual Assets on behalf the Sub-Fund via the Sub-Fund's virtual asset trading account maintained with the Sub-Custodian which is an SFC-licensed virtual asset trading platform.</li> <li>5. The Virtual Assets purchased will be transferred and stored in the cold wallet of the Sub-Custodian registered in the name of the Sub-Fund.</li> </ol> |
| On the Business Day after the relevant Dealing Day | <ol style="list-style-type: none"> <li>6. The Registrar and the Participating Dealer apply to the CCASS for creation of Shares of the Sub-Fund.</li> <li>7. The CCASS confirms the creation of Shares of the Sub-Fund and registered the Shares under the name of the Participating Dealer.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                     |

## In-kind Creation

The diagram below illustrates in simplified form the in-kind Creation Application process:



|                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| On the relevant Dealing Day                        | <ol style="list-style-type: none"> <li>1. The Participating Dealer submits creation request to the Registrar.</li> <li>2. The Registrar informs the Manager of the creation request.</li> <li>3. The Manager confirms the creation request received.</li> <li>4. Participating Dealer transfers Virtual Assets to the Sub-Fund's virtual asset trading account maintained with the Sub-Custodian, where the Virtual Assets are stored in the cold wallet of the Sub-Custodian registered in the name of the Sub-Fund.</li> </ol> |
| On the Business Day after the relevant Dealing Day | <ol style="list-style-type: none"> <li>5. The Registrar and the Participating Dealer apply to the CCASS for creation of Shares of the Sub-Fund.</li> <li>6. The CCASS confirms the creation of Shares of the Sub-Fund and registered the Shares under the name of the Participating Dealer.</li> </ol>                                                                                                                                                                                                                           |

## Fees Relating to Creation Applications

The Conversion Agent or the Service Agent (as the case may be), the Registrar and/or the relevant Custodian may charge a Transaction Fee in respect of Creation Applications and may on any day vary the rate of the Transaction Fee they charge (but not as between different Participating Dealers in respect of the same Sub-Fund). The Transaction Fee shall be paid by or on behalf of the Participating Dealer applying for such Shares and may be set off and deducted against any cash amount due to the Participating Dealer in respect of such Creation Applications for the benefit of the relevant Custodian, the Registrar and/or the Service Agent or the Conversion Agent. Please see the section on "Fees and Expenses" for further details.

Payment in cleared funds is generally due prior to creation and issue of Listed Class of Shares. However, in circumstances where for example if Listed Class of Shares are issued without cleared funds having been received, the Company reserves the right to require the Participating Dealer to pay or cause to be paid an additional sum for the purpose of compensating or reimbursing the Sub-Fund for the difference between:

- (a) the prices used when valuing the investments, as applicable, of the Sub-Fund for the purpose of such issue of Shares; and
- (b) the prices which would be used when acquiring the same investments, as applicable, if they were acquired by the Sub-Fund with the amount of cash received by the Sub-Fund upon such

issue of Shares.

The Participating Dealer may pass on to the relevant investor such additional sum.

Any commission, remuneration or other sum payable by the Company or Manager to any agent or other person in respect of the issue or sale of any Share shall not be added to the Issue Price of such Share and shall not be paid from the assets of any Sub-Fund.

### **Cancellation of Creation Applications**

A Creation Application once submitted cannot be revoked or withdrawn without the consent of the Company.

The Company may cancel Shares created and issued in respect of a Creation Application if (a) all the investments relating to the Creation Application have not been vested by the Initial Issue Date or the relevant Processing Day (as the case may be), or evidence of title and instruments of transfer satisfactory to the Company have not been produced; or (b) the full amount of (i) any cash payable in connection with the relevant Creation Application and (ii) any Duties and Charges, incidental costs associated with the creation of Shares and Transaction Fee payable have not been received in cleared funds by or on behalf of the relevant Custodian by the prescribed time on the Initial Issue Date or the relevant Processing Day (as the case may be), provided that the Company may at its discretion, (i) extend the settlement period (either for the Creation Application as a whole or for a particular investment) such extension to be on such terms and conditions (including as to the payment of an Extension Fee or otherwise as the Company may determine) as the Directors may determine and in accordance with the provisions of the Operating Guidelines; or (ii) partially settle the Creation Application to the extent to which investments and/or cash has been vested in the Sub-Fund, on such terms and conditions as the Directors determine including terms as to any extension of the settlement period for the outstanding investments or cash. Please see the section on "Fees and Expenses" for further details on the Extension Fee which may be payable in relation to such an extension.

In addition to the preceding circumstances, the Company may also cancel any creation order of any Shares if it determines by such time as it specifies in the Operating Guidelines that it is unable to invest the cash proceeds of any Creation Application.

Upon the cancellation of any creation order of any Shares deemed created pursuant to a Creation Application as provided for above or if a Participating Dealer otherwise withdraws subject to the Company's consent a Creation Application (other than in certain circumstances contemplated in the Instrument such as when the Manager declares a suspension of creation of Shares), any investments or any cash received by or on behalf of the Company in connection with a Creation Application shall be redelivered to the Participating Dealer (without interest) as soon as practicable and the relevant Listed Class of Shares shall be deemed for all purposes never to have been created and the Participating Dealer shall have no right or claim against the Company, the Manager, any Custodian, the Registrar and/or the Conversion Agent or the Service Agent (as the case may be) in respect of such cancellation provided that:

- (a) the relevant Custodian may charge the relevant Participating Dealer an application cancellation fee (see the section on "Fees and Expenses" for further details);
- (b) the Company may at its discretion require the Participating Dealer to pay to the Company, for the account of the Sub-Fund, in respect of each Share so cancelled Cancellation Compensation, being the amount (if any) by which the Issue Price of each such Share exceeds the Redemption Value which would have applied in relation to each such Share if the Participating Dealer had, on the date on which such Shares are cancelled, made a Redemption Application, together with charges, expenses and losses incurred by the Sub-Fund as a result of such cancellation;
- (c) the Transaction Fee in respect of such Creation Application shall remain due and payable (notwithstanding that the Creation Application shall be deemed to never have been made)

and once paid shall be retained by and for the benefit of the Company, the relevant Custodian, the Registrar and/or the Conversion Agent or the Service Agent (as the case may be) (see the section on “Fees and Expenses” for further details); and

- (d) no previous valuations of the Scheme Property shall be re-opened or invalidated as a result of the cancellation of such Shares.

### **Redemption of Listed Class of Shares Through Participating Dealers**

Any application for the redemption of Listed Class of Shares of a Sub-Fund must only be made through a Participating Dealer in respect of an Application Share size. Investors cannot redeem Listed Class of Shares directly from the relevant Sub-Fund. Only Participating Dealers may submit Redemption Applications to the Company and the Manager (with a copy to the relevant Custodian).

A Participating Dealer may redeem Listed Class of Shares on any Dealing Day for its own account or for the account of its clients in accordance with the Operating Guidelines, by submitting a Redemption Application to the Company and the Manager (with a copy to the relevant Custodian).

Each initial Participating Dealer has indicated to the Manager that it will generally accept and submit redemption requests received from its clients, subject always to (i) mutual agreement between the relevant initial Participating Dealer and its clients as to its fees for handling such request(s); (ii) completion to its satisfaction of any applicable know-your-client procedures and requirements; (iii) no objection from the Manager to redeem Shares for the relevant initial Participating Dealer on behalf of its clients (please refer to the sub-section on “Redemption process” below for the examples of exceptional circumstances under which the Manager shall have the right to reject a Redemption Application); and (iv) mutual agreement between the relevant initial Participating Dealer and its clients as to the method of effecting such redemption request.

In addition, a Participating Dealer reserves the right to reject, acting in good faith, any redemption request received from a client under exceptional circumstances, including without limitation the following circumstances:

- (a) any period during which (i) the creation or issue of Shares of the relevant class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant class is suspended;
- (b) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;
- (c) where acceptance of the redemption request would render the Participating Dealer in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Participating Dealer necessary for compliance with applicable Laws and Regulations;
- (d) circumstances outside the control of the Participating Dealer which make it for all practicable purposes impossible to process the redemption request; or
- (e) during any period when the business operations of the Participating Dealer are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

### ***Requirements Relating to Redemption Requests by Potential Investors***

The methods and currency of redemption available to the Participating Dealers in respect of each Sub-Fund, whether in-kind (i.e. the redemption of Shares in exchange for a transfer of investments plus any cash amount) or in cash only, are set out in the relevant Appendix. A Participating Dealer may in its absolute discretion require a redemption request received from its client be effected in a

particular method. The Manager nonetheless reserves its right to require a Redemption Application be effected in a particular method. Specifically, the Manager has the right to instruct the relevant Custodian to deliver cash equivalent of any investment in connection with the Redemption Application to the Participating Dealer if (a) such investment is likely to be unavailable for delivery or available in insufficient quantity for delivery in connection with the Redemption Application; or (b) the Participating Dealer is restricted by regulation or otherwise from investing or engaging in a transaction in that investment.

A Participating Dealer may impose fees and charges in handling any redemption request which would increase the cost of investment and/or reduce the redemption proceeds. You are advised to check with the Participating Dealer as to the relevant fees and charges. Although the Manager has a duty to monitor the operations of each Sub-Fund closely, neither the Manager nor any Custodian is empowered to compel a Participating Dealer to disclose its fees agreed with specific clients or other proprietary or confidential information to the Manager or the relevant Custodian or to accept any such redemption requests received from clients. In addition, neither the Company nor the Manager can ensure effective arbitrage by a Participating Dealer.

A Participating Dealer may also impose timing deadlines for the submission by its clients of any redemption request and require any such clients to complete the relevant client acceptance procedures and requirements (including, where necessary, providing such documentation and certifications as required by the Participating Dealer) in order to ensure that an effective Redemption Application in respect of a Sub-Fund can be submitted by it to the Company and the Manager (with a copy to the relevant Custodian). You are advised to check with the Participating Dealer as to the relevant timing deadlines and the client acceptance procedures and requirements.

The Application Share size for a Sub-Fund is the number of Listed Class of Shares specified in the relevant Appendix. Redemption Applications submitted in respect of Shares other than in Application Share size will not be accepted. The minimum redemption for each Sub-Fund is one Application Share.

#### *Redemption Process*

A Participating Dealer may from time to time submit Redemption Applications in respect of the Listed Class of Shares of a Sub-Fund to the Company and the Manager (with a copy to the relevant Custodian), following receipt of redemption requests from clients or where it wishes to redeem Listed Class of Shares of the relevant Sub-Fund for its own account.

If a Redemption Application is received on a day which is not a Dealing Day or is received after the relevant Dealing Deadline on a Dealing Day, that Redemption Application shall be treated as having been received at the opening of business on the next following Dealing Day, which shall be the relevant Dealing Day for the purposes of that Redemption Application. The current Dealing Deadline After Listing on the relevant Dealing Day is specified in the relevant Appendix, or such other time as the Manager may determine in consultation with the relevant Custodian on any day when the trading hours of the SEHK are reduced.

To be effective, a Redemption Application must:

- (a) be given by a Participating Dealer in accordance with the Instrument, the relevant Participation Agreement and the relevant Operating Guidelines;
- (b) specify the number of Listed Class of Shares and the class of Shares (where applicable) which is the subject of the Redemption Application; and
- (c) include the certifications required in the Participation Agreement and Operating Guidelines (if any) in respect of redemptions of Listed Class of Shares, together with such certifications and opinions of counsel (if any) as the Company may consider necessary to ensure compliance with applicable securities and other laws in relation to the redemption of Shares which are the subject of the Redemption Application.

The Manager shall have the right to reject, acting in good faith, any Redemption Application under exceptional circumstances, including without limitation the following circumstances:

- (a) any period during which (i) the creation or issue of Shares of the relevant class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant class is suspended;
- (b) where in the opinion of the Manager, acceptance of the Redemption Application would have an adverse effect on the relevant Sub-Fund;
- (c) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;
- (d) where acceptance of the Redemption Application would render the Company in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Company or the Manager necessary for compliance with applicable Laws and Regulations;
- (e) circumstances outside the control of the Company or the Manager which make it for all practicable purposes impossible to process the Redemption Application; or
- (f) any period during which the business operations of the Company or any delegate of the Company in respect of a Redemption Application in the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

In the event of such rejection, the Company shall notify the relevant Participating Dealer and the relevant Custodian of its decision to reject such Redemption Application in accordance with the Operating Guidelines.

The Manager's right to reject a Redemption Application is separate and in addition to a Participating Dealer's right to reject, acting in good faith, any redemption request received from a client of the Participating Dealer under exceptional circumstances. Notwithstanding a Participating Dealer has accepted redemption requests from clients and in that connection submitted an effective Redemption Application, the Manager may exercise its rights to reject such Redemption Application in the circumstances described herein.

Where the Manager accepts a Redemption Application from a Participating Dealer, it shall (i) effect the redemption and cancellation of the relevant Shares; and (ii) require the relevant Custodian to transfer to the Participating Dealer investments and/or cash in accordance with the Operating Guidelines and the Instrument.

The Participating Dealer will then transfer the investments and/or cash to the relevant client if the Redemption Application was submitted by the Participating Dealer for the account of its client.

#### *Redemption of Shares*

Any accepted Redemption Application will be effected on the Business Day after the relevant Dealing Day provided that a Redemption Application duly signed by a Participating Dealer (to the satisfaction of the Company) has been received and provided further that the Company shall have received (unless otherwise provided in the Operating Guidelines) the original (and not a faxed copy) of the certificates (if any) representing the Shares to be cancelled (or an indemnity in terms acceptable to the Company) and the full amount of any amount payable by the Participating Dealer including the Transaction Fee and any other Duties and Charges have been either deducted or otherwise paid in full.

For valuation purposes only, the Listed Class of Shares shall be deemed to have been redeemed

and cancelled after the Valuation Point on the Dealing Day on which the Redemption Application was received or deemed received. The name of the Shareholder of such Shares shall be removed from the Register in respect of those Shares redeemed and cancelled on the relevant Processing Day.

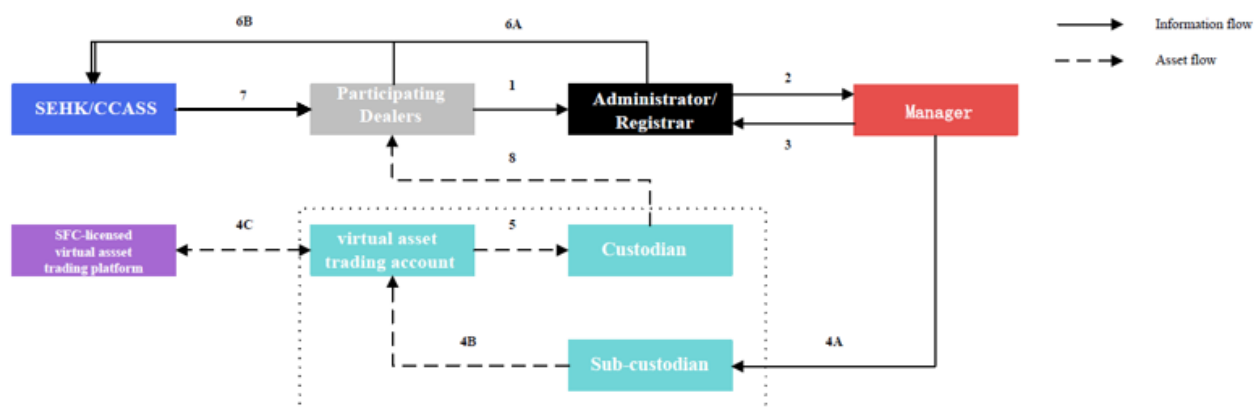
Unless otherwise specified in the relevant Appendix, the Redemption Value of Shares tendered for redemption and cancellation shall be the Net Asset Value per Share of a Sub-Fund on the relevant Dealing Day rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down). The benefit of any rounding adjustments will be retained by the relevant Sub-Fund. For the purpose of valuation, the relevant Valuation Point shall be the Valuation Point for the Dealing Day on which the Redemption Application is treated as having been received.

The interval between the receipt of a properly documented Redemption Application and payment of redemption proceeds may not exceed one calendar month provided that there is no delay in submitting all duly completed redemption documentation and the determination of the Net Asset Value or dealing in Listed Class of Shares is not suspended.

The Company may at its discretion extend the settlement period (but in any event not to a date more than one month from the receipt of an effective Redemption Application) upon receipt of the extended settlement request by a Participating Dealer in respect of the Redemption Application on such terms and conditions (including as to the payment of the Extension Fee or otherwise as the Company may determine) as the Manager and the Administrator may in their discretion determine, in accordance with the Operating Guidelines. Please see the section on “Fees and Expenses” for further details on the Extension Fee which may be payable in relation to such an extension.

#### *Cash Redemption Application*

The diagram below illustrates in simplified form the cash Redemption Application process:

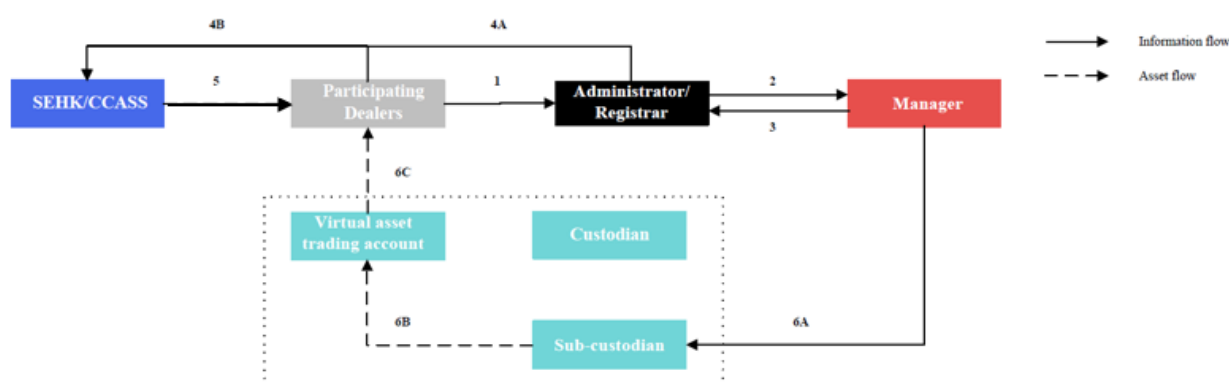


|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| On the relevant Dealing Day | <ol style="list-style-type: none"> <li>1. The Participating Dealer submits redemption request to the Registrar.</li> <li>2. The Registrar collates redemption orders and transfer to the Manager.</li> <li>3. The Manager confirms the redemption request received.</li> <li>4. The Manager instructs the Sub-Custodian to sell Virtual Assets on behalf the Sub-Fund (which are held in the cold wallet of the Sub-Custodian registered in the name of the Sub-Fund) via the Sub-Fund's virtual asset trading account maintained with the Sub-Custodian which is an SFC-licensed virtual asset trading platform.</li> <li>5. Cash proceeds from the sale of Virtual Assets are transferred to the Custodian.</li> </ol> |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                    |                                                                                                                                                                                                                                                                                                                       |
|----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| On the Business Day after the relevant Dealing Day | <ol style="list-style-type: none"> <li>The Registrar and the Participating Dealer apply to the CCASS for cancellation of Shares of the Sub-Fund.</li> <li>The CCASS confirms the cancellation of Shares of the Sub-Fund.</li> <li>The Custodian transfers redemption proceeds to the Participating Dealer.</li> </ol> |
|----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### *In-kind Redemption Application*

The diagram below illustrates in simplified form the in-kind Redemption Application process:



|                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| On the relevant Dealing Day                        | <ol style="list-style-type: none"> <li>The Participating Dealer submits redemption request to the Registrar.</li> <li>The Registrar collates redemption orders and transfer to the Manager.</li> <li>The Manager confirms the redemption request received.</li> </ol>                                                                                                                                                                            |
| On the Business Day after the relevant Dealing Day | <ol style="list-style-type: none"> <li>The Registrar and the Participating Dealer apply to the CCASS for cancellation of Shares of the Sub-Fund.</li> <li>The CCASS confirms the cancellation of Shares of the Sub-Fund.</li> <li>The Manager instructs the Sub-Custodian to transfer the Virtual Assets (which are held in the cold wallet of the Sub-Custodian registered in the name of the Sub-Fund) to the Participating Dealer.</li> </ol> |

### *Fees Relating to Redemption Applications*

The Conversion Agent or the Service Agent (as the case may be), the Registrar and/or the relevant Custodian may charge a Transaction Fee in respect of Redemption Applications and may on any day vary the rate of the Transaction Fee they charge (but not as between different Participating Dealers in respect of the same Sub-Fund). The Transaction Fee shall be paid by or on behalf of the Participating Dealer submitting the Redemption Application(s) (and may be set off and deducted against any amount due to the Participating Dealer in respect of such Redemption Application(s)) for the benefit of the relevant Custodian, the Registrar and/or the Conversion Agent or the Service Agent (as the case may be). See the section on “Fees and Expenses” for further details.

In relation to cash redemption of Listed Class of Shares, notwithstanding the aforesaid regarding the redemption and cancellation of Shares based on Net Asset Value, the Participating Dealer may be required to pay an additional sum for the purpose of compensating or reimbursing a Sub-Fund for the

difference between:

- (a) the prices used when valuing the investments, as applicable of the Sub-Fund for the purpose of such redemption of Shares; and
- (b) the prices which would be used when selling the same investments, as applicable if they were sold by the Sub-Fund in order to realise the amount of cash required to be paid out of the Sub-Fund upon such redemption of Shares.

The Participating Dealer may pass on to the relevant investor such additional sum.

The Company may deduct from the redemption proceeds such sum (if any) as the Manager may consider represents an appropriate provision for the Transaction Fee and/or other Duties and Charges.

Where a Sub-Fund redeems in-kind in respect of SEHK listed Securities, the Conversion Agent may charge a Share Cancellation Fee in connection with each accepted Redemption Application.

### **Cancellation of Redemption Applications**

A Redemption Application once given cannot be revoked or withdrawn without the consent of the Company.

No investment shall be transferred and/or no cash amount shall be paid in respect of any Redemption Application unless Shares, which are the subject of the Redemption Application, have been delivered to the Company free and clear of any Encumbrance for redemption by such time on the Processing Day or other deadline set forth in the Instrument and/or Operational Guidelines as the Company shall for the time being prescribe for Redemption Applications generally.

In the event that Shares, which are the subject of a Redemption Application, are not delivered to the Company for redemption in accordance with the foregoing or are not free and clear of any Encumbrance (other than in certain circumstances contemplated in the Instrument such as when the Manager declares a suspension of redemptions of Shares):

- (a) the relevant Custodian may charge the relevant Participating Dealer an application cancellation fee (see the section on “Fees and Expenses” for further details);
- (b) the Company may at its discretion require the Participating Dealer to pay to the Company, for the account of the relevant Sub-Fund, in respect of each Listed Class of Share so cancelled Cancellation Compensation, being the amount (if any) by which the Redemption Value of each such Share is less than the Issue Price which would have applied in relation to each such Share if the Participating Dealer had, on the actual date when the Manager is able to repurchase any replacement investments made a Creation Application in accordance with the provisions of the Instrument plus such other amount as the Manager reasonably determines as representing any charges, expenses and losses incurred by the Sub-Fund as a result of such cancellation;
- (c) the Transaction Fee in respect of such Redemption Application shall remain due and payable (notwithstanding that the Redemption Application shall be deemed to never have been made) and once paid, shall be retained by and for the benefit of the Company, the relevant Custodian, the Registrar and/or the Conversion Agent or the Service Agent (as the case may be) (see the section on “Fees and Expenses” for further details); and
- (d) no previous valuations of the Scheme Property shall be re-opened or invalidated as a result of an unsuccessful Redemption Application.

### **Suspension of Creations and Redemptions**

The Manager may at its discretion (in consultation with the relevant Custodian and, in respect of redemptions, where practicable following consultation with the relevant Participating Dealers and having regard to the best interests of Shareholders), suspend the creation of Shares of any class of any Sub-Fund, suspend the redemption of Shares of any class of any Sub-Fund and/or (subject to all applicable legal or regulatory requirements where payment of redemption proceeds exceeds one calendar month) delay the payment of any monies and transfer of any investments in respect of any Creation Application and/or Redemption Application in the following circumstances:

- (a) during any period when trading on the SEHK or any other Recognised Stock Exchange is restricted or suspended;
- (b) during any period when a market on which a substantial part of the investments of the Sub-Fund, has its primary listing, or the official clearing and settlement depositary (if any) of such market, is closed;
- (c) during any period when dealing on a market on which a substantial part of the investments of the Sub-Fund, has its primary listing is restricted or suspended;
- (d) during any period when, in the opinion of the Manager, settlement or clearing of investments, as the case may be in the official clearing and settlement depositary (if any) of such market is disrupted;
- (e) during the existence of any state of affairs as a result of which delivery or purchase of investments, as the case may be, as appropriate or disposal of investments for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Manager, be effected normally or without prejudicing the interests of Shareholders of the relevant Sub-Fund;
- (f) during any period when the Index for the relevant Sub-Fund is not compiled or published;
- (g) during any breakdown in any of the means normally employed in determining the Net Asset Value of the relevant Sub-Fund or the Net Asset Value per Share of the relevant class or when for any other reason the value of any investments or other property for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Manager, reasonably, promptly and fairly be ascertained;
- (h) during any period when the determination of the Net Asset Value of the relevant Sub-Fund is suspended or if any circumstance specified in the section on "Suspension of Determination of Net Asset Value" in the main Prospectus arises; or
- (i) during any period when the business operations of the Company, the Manager, the relevant Custodian, the Sub-Custodian, the Administrator or any delegate of the Company or the Manager in respect of the creation or redemption of Shares in the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

The Manager shall notify the SFC and publish a notice of suspension following the suspension, and at least once a month during the suspension, on the Company's website at [www.bosera.com.hk](http://www.bosera.com.hk) (the contents of which and of other websites referred to in this Prospectus have not been reviewed by the SFC) or in such other publications as it decides.

The Company shall consider any Redemption Application or any Creation Application received during the period of suspension (that has not been otherwise withdrawn) as having been received immediately following the termination of the suspension. The period for distributing any proceeds will start from the Dealing Day next following the termination of such suspension.

A Participating Dealer may, at any time after a suspension has been declared and before termination of such suspension, withdraw any Creation Application or Redemption Application by notice in writing

to the Company and the Company shall promptly notify and request the relevant Custodian to return to the Participating Dealer any investments and/or cash received by it in respect of the Creation Application (without interest) as soon as practicable.

A suspension shall remain in force until the earlier of (a) the Manager declaring the suspension is at an end; and (b) the first Dealing Day on which (i) the condition giving rise to the suspension shall have ceased to exist; and (ii) no other condition under which suspension is authorised exists.

### **Deferred Redemption and Compulsory Redemption**

Please refer to the sub-sections headed “Deferred Redemption” and “Compulsory Redemption” under “Statutory and General Information” in the main Prospectus for circumstances under which the Manager may defer redemption requests received on any Dealing Day and under which the Directors may effect compulsory redemption of Shares respectively.

### **Evidence of Shareholding**

Listed Class of Shares will be deposited, cleared and settled by the CCASS. Shares are held in registered entry form only, which means that no Share certificates are issued. HKSCC Nominees Limited is the registered owner (i.e. the sole holder of record) of all outstanding Listed Class of Shares deposited with the CCASS and is holding such Shares for the participants in accordance with the General Rules of HKSCC and HKSCC Operating Procedures. Furthermore, the Company, the Manager and each Custodian acknowledge that pursuant to the General Rules of HKSCC neither HKSCC Nominees Limited nor HKSCC has any proprietary interest in the Shares. Investors owning Shares in CCASS are beneficial owners as shown on the records of the participating brokers or the relevant Participating Dealer(s) or PD Agent(s) (as the case may be) who are HKSCC participants.

### **Transfer of Listed Class Shares**

The Instrument provides that a Shareholder may transfer Shares subject to the provisions of the Instrument.

As all Listed Class of Shares will be held in CCASS, an investor is entitled to transfer Listed Class of Shares held by him by using the standard transfer form issued by SEHK or by an instrument in writing in such other form (and if the transferor or the transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution) as the Directors may from time to time approve. A transferor will be deemed to remain the Shareholder of the Shares transferred until the name of the transferee is entered in the register of Shareholders in respect of the Shares being transferred. Each instrument of transfer must relate to a single Sub-Fund only. To the extent that all Listed Class of Shares are deposited, cleared and settled in CCASS, HKSCC Nominees Limited will be the sole Shareholder, holding such Shares for the persons admitted by HKSCC as a HKSCC participant and to whose account any Shares are for the time being allocated in accordance with the General Rules of HKSCC and CCASS Operating Procedures.

## **EXCHANGE LISTING AND TRADING (SECONDARY MARKET)**

### *General*

The purpose of the listing of the Listed Class of Shares on the SEHK is to enable investors to buy and sell Shares on the secondary market, normally via a broker or dealer in smaller quantities than would be possible if they were to subscribe and/or redeem Shares in the primary market.

The market price of a Share in the Listed Class of Shares listed or traded on the SEHK may not reflect the Net Asset Value per Share. Any transactions in the Shares on the SEHK will be subject to the customary brokerage commissions and/or transfer taxes associated with the trading and settlement through the SEHK. There can be no guarantee that once the Listed Class of Shares are listed on the

SEHK they will remain listed.

The Manager use its best endeavours to put in place arrangements so that at least one Market Maker will maintain a market for the Listed Class of Shares of each Sub-Fund. Where a Multi-Counter has been adopted in respect of a Sub-Fund the Manager will use its best endeavours to put in place arrangements so that there is at least one Market Maker for each available counter although these Market Makers may be the same entity. Broadly, the obligations of a Market Maker will include quoting bid and offer prices on the SEHK with the intention of providing liquidity. Given the nature of the Market Maker's role, the Manager may make available to a Market Maker, the portfolio composition information made available to a Participating Dealer.

Listed Class of Shares may be purchased from and sold through the Market Makers. However, there is no guarantee or assurance as to the price at which a market will be made. In maintaining a market for Listed Class of Shares, the Market Makers may make or lose money based on the differences between the prices at which they buy and sell Listed Class of Shares, which is to a certain extent dependent on the difference between the purchase and sale prices of the underlying investments comprised within the Index or the portfolio of the Sub-Fund. Market Makers may retain any profits made by them for their own benefit and they are not liable to account to the relevant Sub-Fund in respect of their profits.

If you wish to buy or sell Listed Class of Shares on the secondary market, you should contact your brokers.

The Shares of Boser HashKey Bitcoin ETF and Boser HashKey Ether ETF are listed on The Stock Exchange of Hong Kong Limited (the "SEHK") and have been accepted as eligible securities by Hong Kong Securities Clearing Company Limited ("HKSCC") for deposit, clearing and settlement in the Central Clearing and Settlement System ("CCASS"). Settlement of transactions between participants of the SEHK is required to take place in CCASS on the second CCASS settlement day after any trading. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. Settlement of transactions between participants of the SEHK is required to take place in CCASS on the second CCASS Settlement Day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

If trading of the Listed Class of Shares on the SEHK is suspended or trading generally on the SEHK is suspended, then there will be no secondary market dealing for the Listed Class of Shares.

Listed Class of Shares are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as at the date of this Prospectus. Application may be made in the future for a listing of Shares of any Sub-Fund on one or more other stock exchanges.

Participating Dealers should note that they will not be able to sell or otherwise deal in the Listed Class of Shares on the SEHK until dealings begin on the SEHK.

#### *Multi-Counter*

The Manager may arrange for Listed Class of Shares to be available for trading on the secondary market on the SEHK under a Multi-Counter arrangement. Despite the Multi-Counter arrangement, the creation of new Listed Class of Shares and redemption of Listed Class of Shares in the primary market may be settled in base currency of the Sub-Fund only.

Listed Class of Shares traded on all counters are of the same class and all Shareholders of Listed Class of Shares of all counters are treated equally.

Normally, investors can buy and sell Listed Class of Shares traded in the same counter or alternatively buy in one counter and sell in another counter provided their brokers provide both trading services in respect of the relevant trading currencies at the same time. Inter-counter buy and sell is permissible even if the trades take places within the same trading day. However, investors should note that the trading price of Listed Class of Shares traded in different counters may be different and may not

always maintain a close relationship depending on factors such as market demand and supply and liquidity in each counter.

Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Multi-Counter, including inter-counter trading. Investors' attention is also drawn to the section headed "Dual Counter" or "Multi-Counter" (as applicable) and the risk factor relating to the Multi-Counter arrangement in the relevant Appendix.

Please also refer to the sub-section on "Renminbi Equity Trading Support Facility" (if relevant) in the relevant Appendix for additional disclosure on secondary market trading.

## **ISSUE PRICE AND REDEMPTION VALUE**

Unless otherwise specified in the relevant Appendix, the Issue Price in respect of a Creation Application during the Initial Offer Period of a Sub-Fund will be a fixed amount per Share, or (where applicable) a percentage of the closing level of the relevant Index (expressed in the base currency of the relevant Sub-Fund) as at the last day of the Initial Offer Period, rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down), or such other amount from time to time determined by the Manager. The Issue Price during the Initial Offer Period of each Sub-Fund will be set out in the relevant Appendix.

Unless otherwise specified in the relevant Appendix, after the expiry of the Initial Offer Period, the Issue Price of Listed Class of Shares created and issued by a Creation Application, will be the prevailing Net Asset Value of the relevant Sub-Fund attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down).

Unless otherwise specified in the relevant Appendix, the Redemption Value on a Dealing Day shall be the prevailing Net Asset Value of the relevant Sub-Fund attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down).

The benefit of any rounding adjustments will be retained by the relevant Sub-Fund.

The latest Net Asset Value of the Shares will be available on the Company's website at [www.bosera.com.hk](http://www.bosera.com.hk) (the contents of which and of other websites referred to in this Prospectus have not been reviewed by the SFC) or published in such other publications as the Manager decides.

Neither the Issue Price nor the Redemption Value takes into account Duties and Charges, Transaction Fees or fees payable by a Participating Dealer.

## **SCHEDULE 2 – PROVISIONS RELATING TO THE OFFER, SUBSCRIPTION, CONVERSION AND REDEMPTION OF THE UNLISTED CLASS(ES) OF SHARES**

*This Schedule 2 contains disclosure relating to the Unlisted Class(es) of Shares only. Unless the context otherwise requires, references to “Shares” and “Shareholders” in this Schedule shall be construed to refer to an Unlisted Class of Shares of a Sub-Fund or a Shareholder of such Shares. Save for terms defined below, all other terms used in this Schedule shall have the same meanings as assigned to them under the main part of the Prospectus.*

### **SUBSCRIPTION OF UNLISTED CLASS(ES) OF SHARES**

#### **Initial Issue of Unlisted Class(es) of Shares**

During an Initial Offer Period, Unlisted Class(es) of Shares in a Sub-Fund will be offered to investors at an initial Subscription Price of a fixed price per Share determined by the Manager in its absolute discretion as specified in the relevant Appendix.

If specified in the relevant Appendix, in the event that the total amount received by the relevant Custodian from the subscription of the Unlisted Class(es) of Shares reaches a maximum amount for aggregate subscriptions (as specified in the relevant Appendix) at any time during an Initial Offer Period, the Manager is entitled (but not obliged) to close the relevant class of Shares to further subscriptions before the end of the relevant Initial Offer Period.

If specified in the relevant Appendix, the Manager may decide not to issue any Unlisted Class(es) of Shares in the event that less than a minimum amount for aggregate subscriptions (as specified in the relevant Appendix) is raised during the relevant Initial Offer Period or if the Manager is of the opinion that it is not commercially viable to proceed. In such event subscription monies paid by an applicant will be returned by cheque by post or by telegraphic transfer or such other means as the Manager and the relevant Custodian consider appropriate at the applicant's risk (without interest and net of expenses) promptly after the expiry of the Initial Offer Period.

Unlisted Class(es) of Shares will be issued immediately following the close of the Initial Offer Period or such other Business Day as the Manager may determine. Dealing of the Unlisted Class(es) of Shares will commence on the Dealing Day immediately following the closure of the relevant Initial Offer Period.

#### **Subsequent Issue of Unlisted Class(es) of Shares**

Following the close of the relevant Initial Offer Period, Unlisted Class(es) of Shares will be available for issue on each Dealing Day at the relevant Subscription Price.

Unless otherwise specified in the relevant Appendix, the Subscription Price on any Dealing Day will be the price per Share of the Unlisted Class(es) of Shares ascertained by dividing the Net Asset Value of the relevant class of the relevant Sub-Fund as at the Valuation Point in respect of the relevant Dealing Day by the number of Shares of such class of that Sub-Fund then in issue and rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down) or in such manner and to such other number of decimal places as may from time to time be determined by the Manager. Any rounding adjustment will be retained by the relevant Class. The Subscription Price will be calculated and quoted in the relevant Class Currency of the relevant Sub-Fund.

The Manager is entitled to impose a subscription fee on the subscription monies for the application for the issue of Unlisted Class(es) of Shares. The Manager may, either generally or in any particular case, differentiate as to the amount of the subscription fee to be levied in respect of different Sub-Funds or classes of Shares, differentiate between applicants as to the amount of the subscription fee to be levied and/or allow to persons a discount to the subscription fee on such basis or on such scale as the Manager may think fit. For the avoidance of doubt, the Manager will charge the same rate of subscription fee for all applicants in the same Unlisted Class(es) of Shares. The Manager may retain the benefit of such subscription fee or may pay all or part of the subscription fee (and any other fees

received) to recognised intermediaries or such other persons as the Manager may at its absolute discretion determine. Details of the subscription fee are set out in the section headed “Fees and Expenses” in the Prospectus.

The Manager may require an applicant to pay, in addition to the Subscription Price of the subscription proceeds and any subscription fee, a further amount which it reasonably considers to represent an appropriate allowance for (a) estimated bid/offer spread of the investments of the relevant Sub-Fund, (b) extraordinary transactional fees or expenses, including stamp duty, other taxes, brokerage, bank charges, transfer fees or registration fees, or (c) other charges which are customarily incurred in investing a sum equal to the application monies and issuing the relevant Shares or of delivery or issue of certificates in respect thereof or the remittance of money to the Company (the “**Subscription Adjustment Allowance**”). Any such Subscription Adjustment Allowance will be paid to the Company and will form part of the assets of the relevant Sub-Fund.

### **Application Procedure**

To subscribe for Unlisted Class(es) of Shares, an applicant should complete a subscription application form and return the application form, together with the required supporting documents, to the Administrator by facsimile or other electronic means (as may be agreed by the Directors or the Manager). Applicants who choose to send an application form by fax or other electronic means bear the risk of the form not being received by the Administrator. Applicants should therefore, for their own benefit, confirm with the Administrator safe receipt of an application form. None of the Company, the Directors, the Manager, the Registrar or any Custodian will be responsible to an applicant for any loss resulting from non-receipt or illegibility of any application form sent by fax or other electronic means or for any loss caused in respect of any action taken as a consequence of such application believed in good faith to have originated from properly authorised persons.

Unless otherwise specified in the relevant Appendix, applications for Unlisted Class(es) of Shares during the relevant Initial Offer Period must be received by the Administrator no later than 12:30 p.m. (Hong Kong time) on the last day of the relevant Initial Offer Period. After the Initial Offer Period, applications must be received by the Administrator by the relevant Dealing Deadline. Application requests submitted after the applicable Dealing Deadline in respect of any Dealing Day will be dealt with on the next Dealing Day.

Each applicant whose application is accepted will be sent a contract note confirming details of the purchase of relevant Unlisted Class(es) of Shares but no certificates will be issued.

Applicants may apply for Unlisted Class(es) of Shares through a distributor appointed by the Manager. Distributors may have different dealing procedures, including earlier cut-off times for receipt of applications and/or cleared funds. Applicants who intend to apply for Unlisted Class(es) of Shares through a distributor should therefore consult the distributor for details of the relevant dealing procedures.

Where an applicant applies for Unlisted Class(es) of Shares through a distributor, the Manager and the Administrator will treat the distributor (or its nominee) as the applicant. The distributor (or its nominee) will be registered as Shareholder of the relevant Unlisted Class(es) of Shares. The Manager and the Administrator will treat the distributor (or its nominee) as the Shareholder and shall not be responsible for any arrangements between the relevant applicant and the distributor regarding the subscription, holding and redemption of Unlisted Class(es) of Shares and any related matters, as well as any costs or losses that may arise therefrom. The Manager will, however, take all reasonable care in the selection and appointment of distributors.

**No money should be paid to any intermediary in Hong Kong who is not licensed or registered to carry on Type 1 (Dealing in Securities) regulated activity under Part V of the SFO.**

The Manager may, at its discretion, accept or reject in whole or in part any application for Unlisted Class(es) of Shares. In the event that an application is rejected, application monies will be returned without interest and net of expenses by cheque through the post or by telegraphic transfer or by such other means as the Manager considers appropriate at the risk of the applicant.

No applications for Unlisted Class(es) of Shares will be dealt with during any periods in which the determination of the Net Asset Value of the relevant Sub-Fund is suspended (for details see “Suspension of Determination of Net Asset Value” in the main Prospectus).

Please also refer to the section headed “suspension of the issue, subscription and redemption of Unlisted Class(es) of Shares” below regarding suspension of issue and subscription of Unlisted Class(es) of Shares.

### **Payment Procedure**

Subscription monies should be paid in the Class Currency of the relevant class of Unlisted Class(es) of Shares. Unless otherwise specified in the relevant Appendix, subscription monies in cleared funds should be received by (i) the Dealing Deadline on the relevant Dealing Day on which an application was received by the Dealing Deadline or (ii) in the case of applications for Unlisted Class(es) of Shares during the Initial Offer Period, the last day of the relevant Initial Offer Period, or such other period as determined by the Manager. Payment details are set out in the subscription application form.

Subscription monies paid by any person other than the applicant will not be accepted.

Payment in cleared funds is generally due prior to creation and issue of Unlisted Class of Shares. However, the Directors may exercise its discretion to accept late payment of subscription monies, provisionally allot Unlisted Class(es) of Shares by reference to the Net Asset Value of the relevant class of Shares in the relevant Sub-Fund and charge interest on such overdue monies until payment is received in full, at such rate as the Manager thinks appropriate. However, if payment of subscription monies in cleared funds are not made within such period as determined by the Directors, the application may, at the discretion of the Directors, be considered void and cancelled. Upon such cancellation, the relevant Unlisted Class(es) of Shares shall be deemed never to have been issued and the applicant shall have no right to claim against the Company and any loss will be borne by the applicant, provided that: (i) no previous valuations of the relevant Sub-Fund shall be re-opened or invalidated as a result of the cancellation of such Shares; (ii) the Company may require the applicant to pay, for the account of the relevant Sub-Fund, in respect of each such Share cancelled, the amount (if any) by which the Subscription Price on the relevant Dealing Day exceeds the applicable Redemption Price on the date of cancellation; and (iii) the Company shall be entitled to charge the applicant a cancellation fee for the administrative costs involved in processing the application and subsequent cancellation.

Payment in other freely convertible currencies may be accepted. Where amounts are received in a currency other than the relevant Class Currency, they will be converted into the relevant Class Currency and the proceeds of conversion (after deducting the costs of such conversions) will be applied in the subscription of Shares in the relevant Unlisted Class(es) of Shares of the relevant Sub-Fund. Conversion of currencies may involve delay. Bank charges (if any) incurred in converting the subscription monies shall be borne by the relevant applicant and accordingly will be deducted from the subscription proceeds.

### **Investment minima**

Please refer to the relevant Appendix for the minimum initial investment, minimum subsequent investment, minimum holding and minimum redemption amounts in respect of each Unlisted Class of Shares of a Sub-Fund. The Manager may, in its absolute discretion, waive or agree to a lower amount of the investment minima (either generally or in any particular case) stated in the relevant Appendix.

### **General**

All holdings of Unlisted Class(es) of Shares will be in registered form and certificates will not be issued. Evidence of title of Unlisted Class(es) of Shares will be the entry on the register of Shareholders in respect of each Sub-Fund. Shareholders should therefore be aware of the importance of ensuring that the Registrar is informed of any change to the registered details. Unless otherwise specified in the relevant Appendix, fractions of a Share may be issued rounded down to the nearest 4 decimal places. Subscription monies representing smaller fractions of a Share will be retained by the relevant Sub-Fund. A maximum of 4 persons may be registered as joint Shareholders.

## **REDEMPTION OF UNLISTED CLASS(ES) OF SHARES**

### **Redemption Procedure**

Shareholders of Unlisted Class(es) of Shares who wish to redeem their Shares in a Sub-Fund may do so on any Dealing Day by submitting a redemption request to the Administrator.

Any redemption request must be received by the Administrator before the Dealing Deadline. Investors redeeming Unlisted Class(es) of Shares through a distributor (or its nominee) should submit their redemption requests to the distributor (or its nominee) in such manner as directed by the distributor (or its nominee). Distributors (or their nominees) may have different dealing procedures, including earlier cut-off times for receipt of redemption requests. Where an investor holds its investment in Unlisted Class(es) of Shares through a distributor (or its nominee), the investor wishing to redeem such Shares must ensure that the distributor (or its nominee), as the registered Shareholder, submits the relevant redemption request by the Dealing Deadline. Redemption requests submitted after the applicable Dealing Deadline in respect of any Dealing Day will be dealt with on the next Dealing Day.

A redemption request may be sent by facsimile or other electronic means (as may be agreed by the Directors or the Manager) from time to time determined by the Directors. The redemption request must specify: (i) the name of the Sub-Fund, (ii) the relevant class and the value or number of Unlisted Class(es) of Shares to be redeemed, (iii) the name(s) of the registered Shareholder(s) and (iv) payment instructions for the redemption proceeds.

Unless otherwise requested by the Administrator, the original of any redemption request is not required to be submitted. A Shareholder who chooses to send an application form by facsimile or other electronic means bears the risk of the form not being received by the Administrator. Shareholders should therefore, for their own benefit, confirm with the Administrator safe receipt of a redemption request. None of the Company, the Manager, the Registrar or any Custodian will be responsible to a Shareholder for any loss resulting from non-receipt or illegibility of any redemption request sent by fax or other electronic means or for any loss caused in respect of any action taken as a consequence of such request believed in good faith to have originated from properly authorised persons.

Partial redemption of a holding of Shares in an Unlisted Class of Shares of a Sub-Fund by a Shareholder may be effected, provided that such redemption will not result in the Shareholder holding Shares in an Unlisted Class of Shares less than the minimum holding for that class specified in the relevant Appendix. In the event that, for whatever reason, a Shareholder's holding of Shares in an Unlisted Class of Shares is less than such minimum holding for that class, the Manager may give notice requiring such Shareholder to submit a redemption request in respect of all the Shares of that Unlisted Class of Shares held by that Shareholder or deem such request to have been made in respect of all Shares of the relevant Unlisted Class of Shares held by the Shareholder. A request for a partial redemption of Shares in an Unlisted Class of Shares with an aggregate value of less than the minimum amount for such class of Shares specified in the relevant Appendix (if any) will not be accepted.

All redemption requests must be signed by the Shareholder or, in the case of joint Shareholders, such one or more joint Shareholders who have been authorised to sign such requests on behalf of the other joint Shareholders (where such authorisation has been notified in writing to the Registrar) or, in the absence of such notification, by all joint Shareholders.

### **Payment of Redemption Proceeds**

Unless otherwise specified in the relevant Appendix, the Redemption Price on any Dealing Day will be the price per Share of the Unlisted Class(es) of Shares ascertained by dividing the Net Asset Value of the relevant class of the relevant Sub-Fund as at the Valuation Point in respect of the relevant Dealing Day by the number of Shares of such Class then in issue and rounded to the nearest 4 decimal places (0.00005 or above being rounded up, and less than 0.00005 being rounded down) or in such manner and to such other number of decimal places as may from time to time be determined by the Manager. Any rounding adjustment will be retained by the relevant Class. The Redemption

Price will be calculated and quoted in the relevant Class Currency of the relevant Sub-Fund.

The Company is entitled to deduct from the Redemption Price an amount which it considers represents an appropriate allowance for (a) estimated bid/offer spread of the investments of the relevant Sub-Fund, (b) extraordinary transactional fees or expenses, including stamp duty, other taxes, brokerage, bank charges, transfer fees or registration fees, or (c) other charges which are customarily incurred in selling the investments constituting the Scheme Property of the relevant Sub-Fund or the remittance of money to the Company (the “**Redemption Adjustment Allowance**”). Any such Redemption Adjustment Allowance will be retained by the Company on behalf of the relevant Sub-Fund and will form part of the Scheme Property of the relevant Sub-Fund or the relevant Class of Shares.

The Manager may at its option impose a redemption fee in respect of an Unlisted Class of Shares to be redeemed as described in the section headed “Fees and Expenses” in the main Prospectus. The Manager may on any day in its sole and absolute discretion differentiate between Shareholders as to the amount of the redemption fee to be imposed (within the permitted limit provided in the Instrument) on each Shareholder.

The amount due to a Shareholder on the redemption of a Share of an Unlisted Class will be the Redemption Price, less any redemption fee and Redemption Adjustment Allowance. The redemption fee will be retained by the Manager.

Shareholders should note that redemption proceeds will not be paid to any Shareholder until (a) the duly signed original written redemption request (if such original is required by the Administrator) and all other supporting documents, if any are required, have been received by the Administrator; (b) the signature of the Shareholder (or each joint Shareholder) has been verified to the satisfaction of the relevant Custodian; and (c) any such other procedures as the Administrator may reasonably require have been completed.

Subject as mentioned above, and save as otherwise agreed by the Manager, and so long as relevant account details have been provided, redemption proceeds will normally be paid at the risk and expense of the redeeming Shareholder in the Class Currency of the relevant Sub-Fund by telegraphic transfer to the Shareholder’s pre-designated bank account as specified in the redemption request, within 7 Business Days after the relevant Dealing Day (unless otherwise specified in the relevant Appendix) and in any event within one calendar month of the relevant Dealing Day or (if later) receipt of a properly documented redemption request, unless the market(s) in which a substantial portion of the relevant Sub-Fund’s investments is made is subject to legal or regulatory requirements (such as foreign currency controls) thus rendering the payment of redemption proceeds within the aforesaid time period not practicable, but in such a case the details of such legal or regulatory requirements will be set out in the relevant Appendix and the extended time frame for payment should reflect the additional time needed in light of the specific circumstances in the relevant market(s). Any bank and other administrative charges associated with the payment of such redemption proceeds as well as the costs incurred in currency conversion, if any, will be borne by the redeeming Shareholder and deducted from the redemption proceeds. With the prior consent of the Manager, arrangements can be made for redemption proceeds to be paid in any major currency other than the Class Currency of the relevant Unlisted Class(es) of Shares of the relevant Sub-Fund being redeemed. Payment will only be made to a bank account in the name of the Shareholder. No third party payments will be made.

The Instrument provides that redemptions may be, in whole or in part, made *in specie* at the discretion of the Company. However, the Company does not intend to exercise this discretion in respect of any Sub-Fund unless otherwise specified in the relevant Appendix. In any event, redemptions may only be made in specie, in whole or in part, with the consent of the Shareholder requesting the redemption.

### **Suspension of Redemptions**

The Manager shall, in consultation with the relevant Custodian, having regard to the best interests of Shareholders of the relevant Unlisted Class(es) of Shares, have the right suspend the redemption of Unlisted Class(es) of Shares of any Sub-Fund, or delay the payment of redemption proceeds in respect of any redemption request received, during any period in which the determination of the Net

Asset Value of the relevant Sub-Fund is suspended (for details please see the section headed “Suspension of determination of Net Asset Value” in the main Prospectus).

Please also refer to the section headed “suspension of the issue, subscription and redemption of Unlisted Class(es) of Shares” below.

The Manager shall also have the right to reject, acting in good faith, any redemption application under exceptional circumstances, including without limitation the following circumstances:

- (a) any period during which (i) the creation or issue of Shares of the relevant class, (ii) the redemption of Shares of the relevant class, and/or (iii) the determination of Net Asset Value of the relevant class is suspended;
- (b) where in the opinion of the Manager, acceptance of the redemption application would have an adverse effect on the relevant Sub-Fund;
- (c) where there is in existence any trading restriction or limitation such as the occurrence of a market disruption event, suspected market misconduct or the suspension of dealing in relation to a substantial part of the investments of the Sub-Fund;
- (d) where acceptance of the redemption application would render the Company in breach of any regulatory restriction or requirement, internal compliance or internal control restriction or requirement of the Company or the Manager necessary for compliance with Laws and Regulations;
- (e) circumstances outside the control of the Company or the Manager which make it for all practicable purposes impossible to process the redemption application; or
- (f) any period during which the business operations of the Company or any delegate of the Company in respect of a redemption application in the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

In the event of such rejection, the Company shall notify the relevant Shareholder and the relevant Custodian of its decision to reject such redemption application.

### **Deferred Redemption and Compulsory Redemption**

Please refer to the sub-sections headed “Deferred Redemption” and “Compulsory Redemption” under “Statutory and General Information” in the main Prospectus for circumstances under which the Manager may defer redemption requests received on any Dealing Day and under which the Directors may effect compulsory redemption of Shares respectively.

### **Transfer of Unlisted Class(es) of Shares**

The Instrument provides that a Shareholder may transfer Shares subject to the provisions of the Instrument. An investor is entitled to transfer such Shares held by him by an instrument in writing in such form as the Directors may from time to time approve. A transferor will be deemed to remain the Shareholder of the Shares transferred until the name of the transferee is entered in the register of Shareholders in respect of the Shares being transferred. Each instrument of transfer must relate to a single Sub-Fund only.

### **General**

Fractions of a Share may be redeemed rounded down to the nearest 4 decimal places. Redemption monies representing smaller fractions of a Share will be retained by the relevant Sub-Fund.

## SWITCHING OF UNLISTED CLASS(ES) OF SHARES

Where specified in the relevant Appendix, the Manager may from time to time permit Shareholders to switch some or all of their Shares of an Unlisted Class of Shares of any Sub-Fund (the “**Existing Class**”) into the Shares of an Unlisted Class of Shares of the same Sub-Fund or another Sub-Fund, or unlisted class of shares, units or interests in other collective investment schemes managed by the Manager or its Connected Persons and which has been authorised by the SFC (the “**New Class**”). Any switching will be by way of redeeming the Shares in the Existing Class held by the relevant Shareholders in accordance with the redemption procedures set out in the section headed “Redemption of Unlisted Class(es) of Shares” above and by re-investing the redemption proceeds thereof in an Unlisted Class of Shares of such other Sub-Fund in accordance with the subscription procedures set out in the section “Subscription of Unlisted Class(es) of Shares” above or in such other collective investment schemes in accordance with the provisions of the relevant offering documents for such other collective investment schemes (as the case may be).

A request for the switching of part of a holding of Shares in an Unlisted Class of Shares will not be effected if, as a result, the Shareholder would hold less than the minimum holding specified for the New Class (if any) and/or the Existing Class.

Under the Instrument, the Manager is entitled to impose a switching fee on the switching of an Unlisted Class of Shares of up to 5% of the Redemption Price of each Share of the Existing Class switched or of the redemption proceeds payable in respect of the Shares of the Existing Class being switched or the Subscription Price of each share, unit or interest of the New Class. The switching fee will be retained by or paid to the Manager for its own absolute use and benefit, unless otherwise determined by the Manager.

Where a request for switching is received by the Administrator prior to the Dealing Deadline in respect of a Dealing Day, switching will be effected as follows:

- (a) redemption of the Shares of the Existing Class will be dealt with by reference to the Redemption Price on that Dealing Day (the “**Switching Redemption Day**”) subject to paragraph (c) below;
- (b) where the Existing Class and the New Class have different currencies of denomination, the redemption proceeds of the Existing Class, after deduction of any switching fee, shall be converted into the currency of denomination of the New Class; and
- (c) the resulting amount will be used to subscribe for shares, units or interests of the New Class at the relevant Subscription Price on the relevant Dealing Day in respect of the New Class (the “**Switching Subscription Day**”). The Switching Subscription Day shall be the same day as the Switching Redemption Day (in the case where the relevant Dealing Day of the Existing Class is not a dealing day in respect of the New Class, the Switching Redemption Day will be the immediately following Dealing Day that is a dealing day for the New Class), provided that the Company shall receive cleared funds in the relevant currency of the New Class within such period as determined by the Manager. In the event that cleared funds are not received within the applicable period, the Switching Subscription Day shall be the day on which the Administrator receives cleared funds in the relevant currency by the Dealing Deadline of the New Class, unless otherwise determined by the Manager.

The Manager may suspend the switching of Unlisted Class(es) of Shares during any period in which the determination of the Net Asset Value of any relevant Sub-Fund is suspended (for details see “Suspension of Determination of Net Asset Value” in the main Prospectus).

Investors should note that switching between Listed Class of Shares and Unlisted Class(es) of Shares by a Participating Dealer or otherwise is not available.

## **SUSPENSION OF THE ISSUE, SUBSCRIPTION AND REDEMPTION OF UNLISTED CLASS(ES) OF SHARES**

The Manager may at its discretion (in consultation with the relevant Custodian and having regard to the best interests of Shareholders), suspend the issue and/or redemption of Shares of any class of any Sub-Fund and/or (subject to all applicable legal or regulatory requirements where payment of redemption proceeds exceeds one calendar month) delay the payment of any monies and transfer of any investments of any redemption application in the following circumstances:

- (a) during any period when a market on which a substantial part of the investments of the Sub-Fund, has its primary listing, or the official clearing and settlement depositary (if any) of such market, is closed;
- (b) during any period when dealing on a market on which a substantial part of the investments of the Sub-Fund, has its primary listing is restricted or suspended;
- (c) during any period when, in the opinion of the Manager, settlement or clearing of investments, as the case may be, in the official clearing and settlement depositary (if any) of such market is disrupted;
- (d) during the existence of any state of affairs as a result of which delivery or purchase of investments, as the case may be, as appropriate or disposal of investments for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Manager, be effected normally or without prejudicing the interests of Shareholders of the relevant Sub-Fund;
- (e) during any period when the Index for the relevant Sub-Fund is not compiled or published;
- (f) during any breakdown in any of the means normally employed in determining the Net Asset Value of the relevant Sub-Fund or the Net Asset Value per Share of the relevant class or when for any other reason the value of any investments or other property for the time being comprised in the relevant Sub-Fund cannot, in the opinion of the Manager, reasonably, promptly and fairly be ascertained;
- (g) during any period when the determination of the Net Asset Value of the relevant Sub-Fund is suspended or if any circumstance specified in the section on "Suspension of Determination of Net Asset Value" in the main Prospectus arises; or
- (h) during any period when the business operations of the Company, the Manager, the relevant Custodian, the Sub-Custodian, the Administrator or any delegate of the Company or the Manager in respect of an application in the relevant Sub-Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

The Manager shall notify the SFC and publish a notice of suspension following the suspension, and at least once a month during the suspension, on the Company's website at [www.bosera.com.hk](http://www.bosera.com.hk) (the contents of which and of other websites referred to in this Prospectus have not been reviewed by the SFC) or in such other publications as it decides.

Any Shareholder may at any time after a suspension has been declared and before termination of such suspension, withdraw any subscription, switching or redemption application submitted prior to such suspension by notice in writing to the Company and the Company shall promptly notify the relevant Custodian accordingly. If no such notice withdrawing any such application has been received by the Manager and the relevant Custodian before termination of such suspension, the Company shall, subject to and in accordance with the provisions of the Instrument, issue, switch or redeem such Unlisted Class(es) of Shares in respect of such application as at the Dealing Day next following the termination of such suspension.

The Company shall consider any subscription, switch or redemption application received during the

period of suspension (that has not been otherwise withdrawn) as having been received immediately following the termination of the suspension. The period for distributing any proceeds will start from the Dealing Day next following the termination of such suspension.

A suspension shall remain in force until the earlier of (a) the Manager declaring the suspension is at an end; and (b) the first Dealing Day on which (i) the condition giving rise to the suspension shall have ceased to exist; and (ii) no other condition under which suspension is authorised exists.

## **PART 2 – SPECIFIC INFORMATION RELATING TO EACH SUB-FUND**

Part 2 of this Prospectus includes specific information relevant to the passively managed Sub-Funds which invest in Virtual Assets and are listed on the SEHK (in respect of Listed Class of Shares). It is updated from time to time by the Manager. Information relating to each Sub-Fund is set out in a separate Appendix.

The information presented in each Appendix in this Part 2 should be read in conjunction with the information presented in Part 1 of this Prospectus. Where the information in any Appendix in this Part 2 conflicts with the information presented in Part 1, the information in the relevant Appendix in the Part 2 prevails. However, it is applicable to the specific Sub-Fund of the relevant Appendix only.

Defined terms used in each of the Appendices and which are not defined in this Part 2, bear the same meanings as in Part 1 of this Prospectus. References in each Appendix to “Sub-Fund” refer to the relevant Sub-Fund which is the subject of that Appendix. References in each Appendix to “Index” refer to the relevant Index details of which are set out in that Appendix.

## APPENDIX 1: Boser HashKey Bitcoin ETF

This is a passive exchange traded fund.

Investors should note that this Sub-Fund has both Listed Class of Shares and Unlisted Classes of Shares. Please refer to the sections relevant to your intended holding of Shares.

### Key information

Set out below is a summary of key information in respect of this Sub-Fund which should be read together with the full text of this Appendix and this Prospectus.

#### Key information applicable to both Listed Class of Shares and Unlisted Classes of Shares

|                                             |                                                                                                                                                                                                                                                                     |
|---------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Investment Type</b>                      | Passive exchange traded fund (“ETF”) authorised by the SFC under Chapter 8.6 of the UT Code                                                                                                                                                                         |
| <b>Investment Objective</b>                 | To provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the price of bitcoin as reflected by the CME CF Bitcoin Reference Rate - Asia Pacific Variant so as to provide exposure to the value of bitcoin |
| <b>Index</b>                                | CME CF Bitcoin Reference Rate - Asia Pacific Variant (i.e. the price of bitcoin quoted in USD calculated as of 4:00 p.m. (Hong Kong time))                                                                                                                          |
| <b>Investment Strategy</b>                  | Directly investing in bitcoin (Please refer to the section on “Investment Strategy” below)                                                                                                                                                                          |
| <b>Base Currency</b>                        | US dollars (USD)                                                                                                                                                                                                                                                    |
| <b>Custodian Fee and Administration Fee</b> | Up to 1% per annum of the Net Asset Value of the Sub-Fund, subject to a monthly minimum fee of up to USD5,000                                                                                                                                                       |
| <b>Sub-Custodian Fee</b>                    | Included in the custodian fee and administration fee                                                                                                                                                                                                                |
| <b>Distribution Policy</b>                  | No distribution will be made                                                                                                                                                                                                                                        |
| <b>Financial Year End</b>                   | 31 December (The first annual report for the Sub-Fund will be published for the financial year ending 31 December 2024 and the first half-yearly unaudited report will be published for the half year ending 30 June 2025)                                          |
| <b>Website</b>                              | <a href="http://www.bosera.com.hk/en-US/products/list/hk">http://www.bosera.com.hk/en-US/products/list/hk</a> (this website has not been reviewed by the SFC)                                                                                                       |

#### Key information applicable to Listed Class of Shares only

|                               |                                                                      |
|-------------------------------|----------------------------------------------------------------------|
| <b>Initial Issue Date</b>     | 29 April 2024 (the Business Day immediately before the Listing Date) |
| <b>Listing Date (SEHK)</b>    | 30 April 2024                                                        |
| <b>Exchange Listing</b>       | SEHK – Main Board                                                    |
| <b>Stock Code</b>             | 3008 – HKD Counter<br>9008 – USD Counter                             |
| <b>Short Stock Name</b>       | BOS HSK BTC – HKD Counter<br>BOS HSK BTC -U – USD Counter            |
| <b>ISIN Number</b>            | HK0001010674 (for all counters)                                      |
| <b>Trading Board Lot Size</b> | 100 Shares                                                           |
| <b>Trading Currency</b>       | Hong Kong dollars (HKD) – HKD Counter                                |

|                                                                          |                                                                                                                                                                                                                                        |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                          | US dollars (USD) – USD Counter                                                                                                                                                                                                         |
| <b>Dealing Deadline</b>                                                  | For cash Creation Application or Redemption Application: 11:00 a.m. (Hong Kong time) on the relevant Dealing Day<br>For in-kind Creation Application or Redemption Application: 4:00 p.m. (Hong Kong time) on the relevant Dealing Day |
| <b>Management Fee</b>                                                    | Currently 0.60% per annum of the Net Asset Value                                                                                                                                                                                       |
| <b>Sub-Manager's Fee</b>                                                 | Included in the Management Fee                                                                                                                                                                                                         |
| <b>Creation / Redemption Policy</b>                                      | In-Cash or In-Kind                                                                                                                                                                                                                     |
| <b>Application Share Size (only by or through Participating Dealers)</b> | Minimum 500,000 Shares (or multiples thereof) or such other number of Shares as the Manager may determine and approved by the Custodian                                                                                                |
| <b>Listing Agent</b>                                                     | Altus Capital Limited                                                                                                                                                                                                                  |
| <b>Market Makers</b>                                                     | Please refer to the Sub-Fund's website set out above for the latest list of Market Makers.                                                                                                                                             |
| <b>Participating Dealers</b>                                             | Please refer to the Sub-Fund's website set out above for the latest list of Participating Dealers.                                                                                                                                     |
| <b>Service Agent</b>                                                     | HK Conversion Agency Services Limited                                                                                                                                                                                                  |

**Key information applicable to Unlisted Classes of Shares only**

|                                             |                                                                                                                                |
|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| <b>Unlisted Classes of Shares Offered</b>   | Class A USD Shares<br>Class I USD Shares<br>Class S USD Shares                                                                 |
| <b>Minimum Initial Investment Amount</b>    | Class A USD: USD 1<br>Class I USD: USD 500,000<br>Class S USD: USD 1                                                           |
| <b>Minimum Subsequent Investment Amount</b> | Class A USD: USD 0.5<br>Class I USD: USD 0.5<br>Class S USD: USD 0.5                                                           |
| <b>Initial Subscription Price</b>           | Class A USD: USD 10<br>Class I USD: USD 10<br>Class S USD: USD 10                                                              |
| <b>Dealing Deadline</b>                     | 11:00 a.m. (Hong Kong time)                                                                                                    |
| <b>Management Fee</b>                       | Class A USD: 0.99% per annum of the Net Asset Value<br>Class I USD: 0.60% per annum of the Net Asset Value<br>Class S USD: Nil |
| <b>Sub-Manager's Fee</b>                    | Included in the Management Fee                                                                                                 |
| <b>Subscription / Redemption Policy</b>     | Cash (USD only)                                                                                                                |

**Key similarities and differences between Listed Class of Shares and Unlisted Classes of Shares**

|                             |                                                                                                                                                             |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Investment Objective</b> | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to the sections on "Investment Objective" and "Investment Strategy" below |
| <b>Investment Strategy</b>  |                                                                                                                                                             |
| <b>Valuation Policy</b>     | Same for both Listed Class of Shares and Unlisted Classes                                                                                                   |

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                             | of Shares. Please refer to the “Determination of Net Asset Value” section of the Prospectus                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Dealing Arrangements</b> | <p>Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.</p> <p>Investors should note that the minimum amounts for creation (in the case of Listed Class of Shares) / subscription (in the case of Unlisted Classes of Shares) and redemption in respect of Listed and Unlisted Classes of Shares are different.</p> <p>Investors should also note that while the dealing frequency, the definition of “Dealing Day” and the Dealing Deadlines for creation/subscription and redemption in respect of Listed Class of Shares and Unlisted Classes are the same, the applicable dealing procedures and timing with the relevant Participating Dealer (in the case of Listed Class of Shares) and the distributor (if applicable, in the case of Unlisted Classes of Shares) may be different. Investors should check with the relevant Participating Dealer or distributor for the applicable dealing procedures and timing.</p> <p>In respect of the Listed Class of Shares:</p> <ul style="list-style-type: none"> <li>- the Dealing Deadline for a cash Creation Application or Redemption Application is 11:00 a.m. (Hong Kong time) on each Dealing Day, or such other date or time as the Manager may determine;</li> <li>- the Dealing Deadline for an in-kind Creation Application or Redemption Application is 4:00 p.m. (Hong Kong time) on each Dealing Day, or such other date or time as the Manager may determine;</li> <li>- a secondary market investor can buy and sell the Listed Class of Shares on the SEHK through his stockbroker at any time the SEHK is open. Investors can buy or sell the Listed Class of Shares at market price;</li> <li>- the cash Creation Application or Redemption Application for Listed Class of Shares received after 11:00 a.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day;</li> <li>- the in-kind Creation Application or Redemption Application for Listed Class of Shares received after 4:00 p.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.</li> </ul> <p>In respect of the Unlisted Classes of Shares:</p> <ul style="list-style-type: none"> <li>- the Dealing Deadline currently is 11:00 a.m. (Hong Kong time) on each Dealing Day. Investors can buy or sell the Unlisted Classes of Shares at the Net Asset Value of the relevant Unlisted Classes of Shares. Applicants may apply for Unlisted Classes of Shares through a distributor appointed by the Manager. Distributors may have different dealing procedures, including earlier cut-off times for receipt of applications and/or cleared funds.</li> </ul> |

|                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                            | <p>Applicants who intend to apply for Unlisted Classes of Shares through a distributor should therefore consult the distributor for details of the relevant dealing procedures;</p> <ul style="list-style-type: none"> <li>- the subscription application or redemption requests for Unlisted Classes of Shares submitted after 11:00 a.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.</li> </ul> <p>Please refer to the sections headed “Provisions relating to the Offer, Creation, Redemption, Listing and Trading of the Listed Class of Shares” and “Provisions relating to the Offer, Subscription, Conversion and Redemption of the Unlisted Class(es) of Shares” for details of the dealing arrangements of Listed Class of Shares and Unlisted Classes of Shares respectively.</p>                                                                                             |
| <b>Dealing Frequency</b>                   | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Valuation Point</b>                     | Same for both Listed Class of Shares and Unlisted Classes of Shares – approximately 4:00 p.m. (Hong Kong time) on the applicable Dealing Day                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Fee Structure</b>                       | <p>Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.</p> <p>Both classes of Shares are subject to their respective management fee, custodian fee and administration fee.</p> <p>An investment in the Listed Class of Shares in the secondary market is subject to fees involved in relation to the trading of such Shares on the SEHK (such as the Service Agent’s Fee, transaction costs, brokerage fee, transaction levy, trading fee etc.).</p> <p>An investment in the Unlisted Classes of Shares may be subject to swing pricing adjustments and the payment of subscription fees and switching fees (if applicable), but not redemption fees.</p> <p>Please refer to the “Fees and Expenses” and “Subscription Price and Redemption Price of Unlisted Class(es) of Shares” under “DETERMINATION OF NET ASSET VALUE” section in Part 1 of this Prospectus and this Appendix respectively.</p> |
| <b>Investment Return / Net Asset Value</b> | <p>Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares due to various factors, including but not limited to swing pricing adjustments of Unlisted Classes of Shares, the different fee structures applicable to each class of Shares, different dealing arrangements (i.e. Listed Class of Shares can be bought and sold at market price whereas Unlisted Classes of Shares are bought and sold at Net Asset Value) and costs (such as Transaction Fee and Duties and Charges in respect of creation and redemption of Listed Class of Shares in the primary market and fees payable in respect of trading of Listed Class of Shares in the secondary market), stamp duty. Accordingly,</p>                                                                                                                                                                                                           |

|                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                    | <p>the performance of the different classes of Shares will be different.</p> <p>There is a separate Net Asset Value for each class of Shares. The Custodian does allow each class of Shares to have its own Net Asset Value (i.e. one Net Asset Value for one class of Shares).</p> <p>Please refer to the “Risk Associated with Differences in Trading, Fee and Cost Arrangements between Listed Class and Unlisted Class(es) of Shares” risk factor, and “Subscription Price and Redemption Price of Unlisted Class(es) of Shares” under “DETERMINATION OF NET ASSET VALUE” of Part 1 of this Prospectus.</p> |
| <b>Termination</b> | <p>Due to the nature of the listing of the Listed Class of Shares, the termination procedures applicable to the Listed Class of Shares and Unlisted Classes of Shares may differ. Please refer to the sub-section headed “Termination (otherwise than by winding up)” under the section headed “Statutory and General Information” of Part 1 of this Prospectus for further details.</p>                                                                                                                                                                                                                        |

## Investment Objective

The investment objective of the Sub-Fund is to provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the price of bitcoin as reflected by the CME CF Bitcoin Reference Rate - Asia Pacific Variant (the “**Index**”) so as to provide exposure to the value of bitcoin.

## Investment Strategy

In seeking to achieve the investment objective, the Sub-Fund is passively managed by directly investing up to 100% of its Net Asset Value in bitcoin through SFC-licensed virtual asset trading platform(s). Transaction and acquisition of bitcoin by the Sub-Fund will be conducted through SFC-licensed virtual asset trading platform(s). The Sub-Fund will not acquire other types of investments except that the Sub-Fund may retain a small amount of cash (up to a maximum of 10% of its Net Asset Value) to pay ongoing fees and expenses and meet redemption requests. All of the Sub-Fund's bitcoin will be held by the Sub-Custodian.

The Sub-Fund will not invest in any FDIs. The Sub-Fund will not engage in borrowing, Sale and Repurchase Transactions, Reverse Repurchase Transactions, Securities Lending Transactions and/or other similar over-the-counter transactions. The Manager will seek the prior approval of the SFC (if required) and provide at least one month's prior notice to Shareholders before the Manager engages in any such investments. There is no leverage exposure to bitcoin at the Sub-Fund level.

## What is bitcoin?

Bitcoin is a virtual asset which was released in 2009. Bitcoin serves as the unit of account on an open-source, decentralized, peer-to-peer computer network (“**Bitcoin Network**”). No single entity owns or operates the Bitcoin Network. Bitcoin is not a legal tender and is not backed by any authorities, government or corporations. The value of bitcoin is determined, in part, by the supply of, and demand for, bitcoin in the global markets for trading bitcoin, market expectations for the adoption of bitcoin as a decentralized store of value and medium of exchange, the number of merchants and/or institutions that accept bitcoin as a form of payment and the volume of private end-user-to-end-user transactions. As of the date of this Appendix, the adoption of using bitcoin for these purposes has been limited.

The ownership of bitcoin is not determined by a centralised entity such as central government, but rather by a decentralised group of participants who run open source software program on the Bitcoin Network, and they follow sets of protocol (commonly referred to as “**Bitcoin Protocol**”) to operate in terms of transaction validation and recording. The identification of bitcoin ownership is protected by public key cryptography.

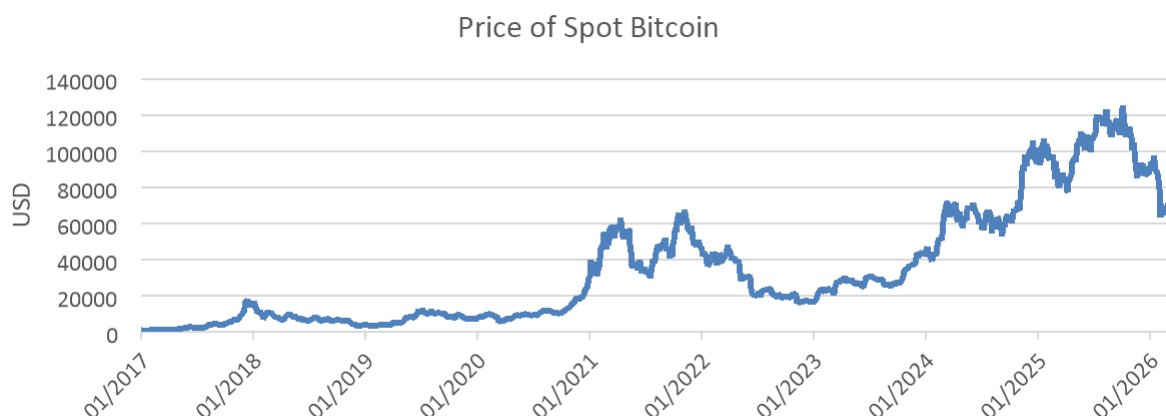
Bitcoin is maintained on a digital ledger of transactions commonly known as a “blockchain”, which contains a record and history for each bitcoin transaction. Each block in the chain contains a number of transactions, and every time a new transaction occurs on the blockchain, a record of that transaction is added to every participant’s ledger. The blocks are securely linked together using cryptography.

New bitcoin is created by “mining”, which is done by miners using specialized computer software and hardware to solve extremely complicated mathematical problem presented by the Bitcoin Protocol and that verify transactions in bitcoin. A new block of transaction is added to the bitcoin blockchain by the first miner who successfully solved the problem, and such new block will then be confirmed through acceptance by a majority of users who maintain versions of the blockchain on their individual computers. When a bitcoin is successfully mined, the miner receives a predetermined amount of bitcoin as a reward.

The value of bitcoin is not backed by any regulated entities but determined by the limited supply, market demand and availability. There are limitations on both the total amount of bitcoin that will be produced and the rate at which it is released into the network. By design, the supply of bitcoin is limited to 21 million bitcoins. As of the date of this Appendix, there are approximately 19 million bitcoins in circulation. As such, the total and available supply of bitcoin may impact the price of bitcoin.

As bitcoin is an open-source project and has no central authority, any developer may review, propose changes to and develop software for the Bitcoin Protocol. When a modification is introduced, there is no guarantee that it will automatically be adopted by the other participants. If the updated Bitcoin Protocol is not compatible with the original bitcoin software and a sufficient number (but not necessarily a majority) of users and miners elect not to migrate to the updated Bitcoin Protocol, this would result in a “hard fork” of the Bitcoin Network, with one prong running the earlier version of the bitcoin software and the other running the updated bitcoin software, resulting in the existence of two versions of Bitcoin Network running in parallel and a split of the blockchain underlying the Bitcoin Network. Such a fork could adversely affect bitcoin’s viability and adversely impact on the value of bitcoin.

Apart from the above, bitcoin is subject to a number of unique and substantial risks, such as extreme price volatility, custody risk, fraud, cybersecurity risk and their potential association with illegal activities. Further, a substantial giveaway of bitcoin to participants in the Bitcoin Network (sometimes referred to as an “air drop”) may also result in significant and unexpected declines in the value of bitcoin. It is possible that a significant portion of bitcoin is held by a small group of investors and speculators and the speculation on the potential future appreciation in the price of bitcoin may artificially inflate or deflate the price of bitcoin. Legal or regulatory changes may also negatively impact the operation of the Bitcoin Network or restrict the use of bitcoin. The realization of any of these risks could result in a decline in the acceptance of bitcoin and consequently a reduction in the value of bitcoin. The value of bitcoin has been historically extremely volatile as illustrated in the chart below:



Source: Bloomberg as of 31 Mar 2026; data from 31 Dec 2016 to 31 Mar 2026

## The Index

The bitcoin held by the Sub-Fund will be valued based on the CME CF Bitcoin Reference Rate - Asia Pacific Variant (Index Code: BRRAP) which is a benchmark index price for bitcoin based on materially the same methodology (except the calculation time) as the Index Provider's bitcoin reference. It aggregates the trade flow of bitcoin trading activity across major spot bitcoin trading venues approved by the CME CF Cryptocurrency Pricing Products Oversight Committee of CF Benchmarks Ltd. ("**Constituent Exchanges**"). The committee is responsible for overseeing the scope of the reference rates by developing a code of conduct for the participants and regularly reviewing the practice, standards and definition of the reference rate to ensure it remains relevant and retains its integrity. The Index is designed based on the IOSCO Principles for Financial Benchmarks and is a Registered Benchmark under the UK Benchmark Regulations ("**BMR**"). The Net Asset Value of the Sub-Fund will be valued by reference to the Index.

To be eligible as a Constituent Exchange, a spot bitcoin trading venue is required to meet certain eligibility criteria imposed by the Index Provider (e.g. minimum trading volume, compliance with applicable law and regulations, etc.) and make trade data and order data available through an automatic programming interface with sufficient reliability, detail and timeliness. The Constituent Exchanges of the Index may change from time to time subject to the review of the CME CF Cryptocurrency Pricing Products Oversight Committee ("**Oversight Committee**") of the Index Provider. Addition and removal of Constituent Exchanges may be nominated by any member of the public, exchange or the Oversight Committee and such nomination will be reviewed by the Oversight Committee. As of 20 November 2023, the Constituent Exchanges include the following:

- Coinbase: A U.S.-based platform registered as a Money Service Business ("**MSB**") with the United States Department of the Treasury Financial Crimes Enforcement Network ("**FinCEN**") and licensed as a virtual currency business under the BitLicense of the New York State Department of Financial Services ("**NYDFS**") as well as a money transmitter in various U.S. states.
- Bitstamp: A U.K.-based platform registered as an MSB with FinCEN and licensed as a virtual currency business under the NYDFS BitLicense as well as money transmitter in various U.S. states.
- itbit: a U.S.-based platform that is licensed as a virtual currency business under the NYDFS BitLicense. It is also registered as an MSB with FinCEN and is licensed as a money transmitter in various U.S. states.
- Kraken is a U.S.-based platform that is registered as an MSB with FinCEN in various U.S.

states, Kraken is registered with the U.K. Financial Conduct Authority (“**FCA**”) and is authorized by the Central Bank of Ireland as a Virtual Asset Service Provider. Kraken also holds a variety of other licenses and regulatory approvals.

- Gemini is a U.S.-based platform that is licensed as a virtual currency business under the NYDFS BitLicense. It is also registered with FinCEN as an MSB and is licensed as a money transmitter in various U.S. states.
- LMAX Digital: A Gibraltar based platform regulated by the Gibraltar Financial Services Commission as a Distributed Ledger Technology provider for execution and custody services. LMAX Digital does not hold a BitLicense and is part of LMAX Group, a U.K.-based operator of a FCA regulated Multilateral Trading Facility and Broker-Dealer.

The administrator of the Index is CF Benchmarks Ltd. (the “**Index Provider**”) a UK incorporated company, authorized and regulated by the FCA as a Benchmark Administrator under BMR. The Manager and its Connected Persons are independent of the Index Provider.

The Index serves as a once-a-day benchmark rate of the U.S. dollar price of bitcoin (USD/BTC), calculated as of 4:00 p.m. (Hong Kong time). The Index aggregates the trade flow of all Constituent Exchanges, during an observation window between 3:00 p.m. and 4:00 p.m. (Hong Kong time) into the U.S. dollar price of one bitcoin at 4:00 p.m. (Hong Kong time).

Specifically, the Index is calculated based on the “Relevant Transactions” (as defined below) of all Constituent Exchanges as follows:

- All Relevant Transactions are added to a joint list, recording the time of execution, and trade price for each transaction.
- The list is partitioned by timestamp into 12 equally-sized time intervals of 5 minute length.
- For each partition separately, the volume-weighted median trade price is calculated from the trade prices and sizes of all Relevant Transactions, i.e., across all Constituent Exchanges. A volume-weighted median differs from a standard median in that a weighting factor, in this case trade size, is factored into the calculation.
- The CME CF Bitcoin Reference Rate - Asia Pacific Variant is then determined by the equally-weighted average of the volume medians of all partitions.

A “**Relevant Transaction**” is any bitcoin versus USD spot trade that occurs during the observation window between 3:00 p.m. and 4:00 p.m. (Hong Kong time) on a Constituent Exchange in the spot bitcoin-USD pair that is reported and disseminated by a Constituent Exchange through its publicly available application programming interface and observed by the Index Provider.

The Index was launched on 11 September 2023.

You can obtain the most updated list of Constituent Exchanges, the last closing index level and additional information of the Index including important news from the website of the Index Provider and index methodology at <https://www.cfbenchmarks.com/data/indices/BRRAP> (the contents of which has not been reviewed by the SFC).

This section is a brief overview of the Index. It contains a summary of the principal features of the Index and is not a complete description of the Index. As of the date of this Prospectus, the summary of the Index in this section is accurate and consistent with the complete description of the Index. Complete information on the Index appears in the website mentioned above. Such information may change from time to time and details of the changes will appear on that website.

All copyright in the Index values vest in the Index Provider which will apply all necessary means to

ensure the accuracy of the Index. However, the Index Provider does not guarantee its instantaneity, completeness or accuracy, nor shall it be liable (whether in negligence or otherwise) to any person for any error in the Index or under any obligation to advise any person of any error therein.

The initial term of the licence of the Index commenced on 25 April 2024 and should continue until 25 April 2025 on which date the licence should be renewed for successive terms of 1 year unless either party to the licence agreement serves a written notice of termination of 2 months prior to the end of the then current term to the other party. The licence agreement may otherwise be terminated in accordance with the provisions of the licence agreement.

### **How will the Sub-Fund's bitcoin be held?**

The Custodian has appointed Hash Blockchain Limited which acts via its associated entity HashKey Custody Services Limited ("**Sub-Custodian**") to take custody of the bitcoin holdings of the Sub-Fund.

The Sub-Custodian is an SFC-licensed virtual asset trading platform and will ensure that:

- the Sub-Fund's bitcoin holdings are segregated from its own assets and the assets it holds for its other clients;
- at least 98% of the Sub-Fund's bitcoin holdings are stored in the cold wallet and the amount and duration of bitcoin holdings stored in the hot wallet should be minimised as much as possible, save for meeting the needs of subscriptions and redemptions; and
- the seeds and private keys are (i) securely stored in Hong Kong; (ii) tightly restricted to authorised personnel; (iii) sufficiently resistant to speculation (e.g. through generation in a non-deterministic manner) or collusion (through measures such as multi-signature and key sharding); and (iv) properly backed up to mitigate any single point of failure.

The Sub-Custodian has in place a compensation arrangement to cover potential loss of client Virtual Assets through third-party insurance or other permitted means. However, such compensation arrangement is shared among all clients of the Sub-Custodian and is not specific to the Sub-Fund. There is no assurance that such compensation arrangement is adequate to protect the Virtual Assets of the Sub-Fund from all possible losses. The Manager and the Sub-Fund do not maintain any insurance for the Sub-Fund's bitcoin holdings.

### **Specific Risk Factors**

In addition to the risk factors presented in Part 1 of this Prospectus, the risk factors set forth below are also specific risks, in the opinion of the Manager, considered to be relevant and presently applicable to the Sub-Fund.

#### *Bitcoin Risk*

The Sub-Fund is exposed to the risks of bitcoin through its direct investment in bitcoin. Bitcoin is a new and highly speculative investment. Investments linked to bitcoin can be highly volatile compared to investments in traditional securities and the Sub-Fund may experience sudden and large losses, including total loss. An investor should be prepared that the investment value may be lost suddenly (including total loss) and without warning.

The markets for bitcoin may become illiquid and their prices may fluctuate widely due to numerous events or factors that are potentially difficult to evaluate and unforeseeable, including the following:

#### *New Innovation Risk*

Bitcoin is a relatively new innovation and is subject to rapid price swings, changes and uncertainty. It is not backed by any authorities, government or corporations. The Bitcoin Network was launched in

January 2009 and platform trading in bitcoin began in 2010, each of which limits a potential investor's ability to evaluate an investment in the Sub-Fund. Continued and further development of the Bitcoin Network and the acceptance and use of bitcoin are subject to a variety of factors that are difficult to predict or evaluate. Any cessation or reversal of such development of the Bitcoin Network or the acceptance of bitcoin may adversely affect the price of bitcoin, and thus the Sub-Fund's investment in bitcoin.

#### *Unforeseeable Risks*

Given the rapidly evolving nature of bitcoin, including advancements in the underlying technology, market disruptions and resulting governmental interventions that are unforeseeable, an investor may be exposed to additional risks which cannot currently be predicted.

#### *Speculative Risk*

Bitcoin is highly speculative as it has limited track record and lack of intrinsic value. Its value is primarily driven by supply and demand dynamics within the bitcoin market and does not generate cash flows.

#### *Extreme Price Volatility Risk*

Investing in bitcoin and related products is highly volatile compared to investments in traditional securities and their price movements are difficult to predict. The prices of bitcoin have historically been extremely volatile. For example, the price of bitcoin dropped 77% during the period from 10 November 2021 to 9 November 2022. Also, the value of bitcoin could decline significantly in a short period of time and without warning, including to zero. For example, in 2020, the biggest single-day drop of the price of bitcoin was 39% (this is based on daily prices of bitcoin against USD on Bloomberg at GMT 00:00). The value of the Sub-Fund's investments in bitcoin and therefore the value of the Sub-Fund could decline significantly and without warning, including to zero, within one day.

#### *Risk Relating to the Limited History of Bitcoin*

Bitcoin and the Bitcoin Network have a limited history, therefore, it is unclear how all elements of bitcoin will unfold over time, specifically with regard to governance between miners, developers and users, as well as the long-term security model as the mining reward of bitcoin decreases over time. Insufficient software development or any other unforeseen challenges that the bitcoin community is not able to resolve could have an adverse impact on bitcoin price and thus the Sub-Fund's investment in bitcoin.

#### *Fraud, Market Manipulation and Security Failure Risk*

Bitcoin may be subject to the risk of fraud, theft, manipulation or security failures, operational or other problems that impact bitcoin trading venues. In particular, the Bitcoin Network and entities that hold bitcoin in custody or facilitate the transfers or trading of bitcoin are vulnerable to various cyber attacks. Malicious actors may also exploit flaws in the code or structure in the Bitcoin Network that will allow them to, among other things, steal bitcoin held by others, control the blockchain, steal personally identifying information, or issue significant amounts of bitcoin in contravention of the Bitcoin Protocol. If parties acting in concert were to gain substantial control of the Bitcoin Network, they would have the ability to manipulate transactions, halt payments and fraudulently obtain bitcoin. These events may reduce user confidence in bitcoin, the Bitcoin Network and the fairness of bitcoin trading venues which in turn may have a negative impact on the price of bitcoin. The occurrence of any of the above may have negative impact on the price of bitcoin and the value of the Sub-Fund's investments.

#### *Concentration of Ownership Risk*

A significant portion of bitcoin is held by a small number of holders sometimes referred to as "whales",

who may have the ability to manipulate the price of bitcoin. As a result, large sales by such holders could have an adverse effect of the market price of bitcoin.

### *Changes in Acceptance of Bitcoin*

As a new asset and technological innovation, the bitcoin industry is subject to a high degree of uncertainty. The adoption of bitcoin will require growth in its usage for various applications that include retail and commercial payments, cross-border and remittance transactions, speculative investment and technical applications. As such, the value of bitcoin is subject to risks related to its usage, and there is no assurance that bitcoin usage will continue to grow over the long-term to support its value. Reduction or slowdown in the acceptance and/or prevalence of bitcoin may result in lack of liquidity, increased volatility or a significant reduction in the price of bitcoin and the value of the Sub-Fund's investments.

### *Cybersecurity Risk*

Security breaches, cyber-attacks, computer malware and computer hacking attacks have been a prevalent concern in relation to digital assets. Multiple thefts of bitcoin and other digital assets from other holders have occurred in the past. Because of the pseudonymous nature of the bitcoin blockchain, thefts can be difficult to trace, which may make bitcoin a particularly attractive target for theft. Cyber security failures or breaches of one or more of the Sub-Fund's service providers (including but not limited to, the Index Provider, the Registrar, the distributor, the Administrator, or the Custodian/Sub-Custodian) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs. Additionally, access to the Sub-Fund's bitcoin could be restricted by natural events (such as an earthquake or flood) or human actions (such as a terrorist attack).

Bitcoin is subject to cybersecurity risks including the potential exploitation of flaws in its code or structure by malicious actors which enable them for examples, to control the bitcoin blockchain, steal bitcoin and personal information or issue significant amounts of bitcoin in contravention of the Bitcoin Protocol. These may derogate the confidence on use of bitcoin and adversely impact on the price and liquidity of bitcoin and therefore the value of an investment in the Sub-Fund.

Further, as the Bitcoin Network's functionality relies on the Internet, the functionality of the Bitcoin Network may be impeded if there is a significant disruption of Internet connectivity affecting large numbers of users or geographic areas or there are technical disruptions or regulatory limitations that affect Internet access. These in turn may adversely impact on the price of bitcoin and the value of the Sub-Fund's investments.

If the Sub-Fund's holdings of bitcoin are lost, stolen or destroyed under circumstances rendering a party liable to the Sub-Fund, the responsible party may not have the financial resources sufficient to satisfy the Sub-Fund's claim. For example, as to a particular event of loss, the only source of recovery for the Sub-Fund may be limited to the relevant custodian or, to the extent identifiable, other responsible third parties (for example, a thief or terrorist), any of which may not have the financial resources (including liability insurance coverage) to satisfy a valid claim of the Sub-Fund. Similarly, as noted below, the Custodian/Sub-Custodian has limited liability to the Sub-Fund, which could adversely affect the Sub-Fund's ability to seek recovery from them, even when the Custodian's actions or failure to act are the causes of the Sub-Fund's loss. It may not be possible, either because of a lack of available policies or because of prohibitive cost, for the Sub-Fund to obtain insurance that would cover losses of the Sub-Fund's bitcoin. If an uninsured loss occurs or a loss exceeds policy limits, the Sub-Fund could lose all of its assets.

### *Regulatory Risk*

The regulation on bitcoin, digital assets and related products and services continues to evolve and

increase. The regulatory landscape for different jurisdictions at different points in time may be inconsistent or even conflicting. This may impede the growth of the bitcoin economy and have an adverse effect on consumer adoption of bitcoin. Regulation of bitcoin continues to evolve, the ultimate impact of which remains unclear and may adversely affect, among other things, the availability, value or performance of bitcoin. To the extent that future regulatory actions or policies limit or restrict bitcoin usage, bitcoin trading or the ability to convert bitcoin to fiat currencies, the demand for and value of bitcoin may be reduced significantly. Changes to existing regulation (e.g. regarding dealing in virtual asset-related products) may also impact the ability of the Sub-Fund to achieve its investment objective or operate as planned.

These events may reduce user confidence in bitcoin, the Bitcoin Network and the fairness of bitcoin trading venues which in turn may have a negative impact on the price of bitcoin and thus the value of the Sub-Fund.

#### *Fork Risk*

As the Bitcoin Network is an open-source project, the developers may suggest changes to the bitcoin software from time to time. The open source nature of the Bitcoin Protocol permits any developer to review the underlying code and suggest changes. If some users and miners adopt a change while others do not and that change is not compatible with the existing software, a fork occurs. Several forks have already occurred in the Bitcoin Network resulting in the creation of new, separate digital assets. The fork which will be considered to be bitcoin for the purposes of the Index is determined by Index Provider.

If the updated bitcoin software is not compatible with the original bitcoin software and a sufficient number (but not necessarily a majority) of users and miners elect not to migrate to the updated bitcoin software, this would result in a “hard fork” of the Bitcoin Network, with one prong running the earlier version of the bitcoin software and the other running the updated bitcoin software, resulting in the existence of two versions of Bitcoin Network running in parallel and a split of the blockchain underlying the Bitcoin Network. The occurrence of such “fork” and similar events may result in an adverse impact on the price and liquidity of bitcoin and the value of the Sub-Fund’s investments.

If bitcoin were to fork into two digital assets, the Sub-Fund may hold, in addition to its existing bitcoin balance, a right to claim an equivalent amount of the new “forked” asset following the “hard fork”. However, the Index does not track forks involving bitcoin. The Sub-Fund may receive or claim rights to any digital assets created by a fork of the Bitcoin Network that are supported by the Custodian and for which the Sub-Fund’s trading counterparties support a secondary market. In such circumstances, each of the Manager and the Sub-Manager will, acting in the best interest of investors, use its sole discretion to determine which network should be considered the appropriate network for the Sub-Fund and keep investors informed. There is no guarantee that the Manager and/or the Sub-Manager will choose the digital asset that is ultimately the most valuable fork, and their decision may adversely affect the value of the Sub-Fund as a result.

#### *Air Drop Risk*

In an air drop, the promoters of a new digital asset announce to holders of another digital asset that they will be entitled to claim a certain amount of the new digital asset for free, based on the fact that they hold such other digital asset. Air drops are not included in the Index under its current methodology. The Index does not track air drops involving bitcoin. Accordingly, the Sub-Fund will disclaim, and the Sub-Fund will irrevocably abandon, all rights to digital assets air dropped to holders of bitcoin. By investing in the Sub-Fund rather than directly in bitcoin, you forgo potential economic benefits associated with air drops. Any change to the Sub-Fund’s policy on air dropped assets would require the Sub-Fund to seek and obtain certain regulatory approvals.

A substantial giveaway of bitcoin to participants in the Bitcoin Network (sometimes referred to as an “air drop”) may result in a significant and unexpected declines in the value of bitcoin and the value of

the Sub-Fund's investments.

#### *Transaction Risk*

The Bitcoin Network faces scaling challenges and efforts to increase the volume of transactions may not be successful. Many digital asset networks, including the Bitcoin Network, face significant scaling challenges due to the fact that public blockchains generally face a trade off between security and scalability. One means through which public blockchains achieve security is decentralization, which means that transactions are validated through a dispersed network of nodes running without a central authority. Although this structure makes it difficult for a bad actor to manipulate the network, it also makes validating transactions and the state of the blockchain a slow and resource-intensive process. As a result, a digital asset network may be limited in the number of transactions it can process by the capabilities of each single fully participating node. Many developers are actively researching and testing scalability solutions for public blockchains that do not necessarily result in lower levels of security or decentralization, such as off-chain payment channels and sharding. Off-chain payment channels would allow parties to transact without requiring the full processing power of a blockchain. Sharding can increase the scalability of a database, such as a blockchain, by splitting the data processing responsibility among many nodes, allowing for parallel processing and validating of transactions.

There is no guarantee that any of the mechanisms in place or being explored for increasing the scale of settlement of transactions in bitcoin will be effective, or how long these mechanisms will take to become effective, which could adversely impact an investment in the Shares.

#### *Contagion Risk*

The operation of Virtual Assets including bitcoin depends upon the centralised elements of the crypto ecosystem (for example, wallets and trading platforms) which is exposed to concentration risks given its concentrated reliance on a few entities where certain entities handle more than half of the trading volumes. Therefore, the collapse of any major players in the crypto ecosystem may have contagious adverse effects on the values of Virtual Assets including bitcoin and the value of the Sub-Fund's investments.

Over the past several years, a number of major players such as less regulated virtual assets trading venues have experienced, or may in the future, collapse, stop operating or temporarily or permanently shut down due to issues such as fraud, failure, security breaches, cybersecurity issues or manipulation. This may adversely affect the value of bitcoin and thus the value of the Sub-Fund.

#### *Control and Potential Manipulation of Bitcoin Network Risk*

Bitcoin Network is vulnerable to malicious attack and malicious actor would be able to gain full control of the network and the ability to manipulate the blockchain. If an entity gains control of over 50% of the computing power that is being used to mine and process in the Bitcoin Network (hash rate) the entity could use its majority share to double spend bitcoin. Essentially, the entity would send bitcoin to one recipient, which is confirmed in the existing blockchain, while also creating a shadow blockchain that sends that same bitcoin to another entity under its control. After a period of time, the entity will release its hidden blockchain and reverse previously confirmed transactions, and due to the way mining works, that new blockchain will become the record of truth. This would significantly erode trust in the Bitcoin Network to store value and serve as a means of exchange which may significantly decrease the value of the bitcoin and in turn the NAV per Share.

#### *Illicit Use of Bitcoin*

Bitcoin can be used to purchase illegal goods, fund illicit activities or launder money. Negative developments of bitcoin may affect the general outlook on the industry as a whole, trigger governmental intervention/restrictions/regulations, and may have adverse effect on the Sub-Fund's

investments.

### *Halving Risk*

The supply of new bitcoin is mathematically controlled and the number of bitcoin grows at a limited rate pursuant to a pre-set schedule. The number of bitcoin awarded for solving a new block is automatically cut in half after every 210,000 blocks are added to the Bitcoin Network, which occurs roughly every 4 years. The prior reward halving event occurred in April 2024 when the block reward reduced from 6.25 to 3.125 bitcoin. The reduction in mining rewards of bitcoin could be inadequate to incentivize miners to continue to perform mining activities, thereby jeopardizing the security of the Bitcoin Network, which could harm the value of the Sub-Fund's investments.

### Risks Associated with Virtual Asset Trading Platforms

The virtual asset trading platforms that the Sub-Fund may acquire and dispose of bitcoin are still developing. The bitcoin traded on these virtual asset trading platforms may be subject to lower liquidity compared to other spot bitcoin trading venue. As such, there may be a delay in the Sub-Fund's ability to acquire or dispose of its investments from these virtual asset trading platforms. The bid and offer spreads of the price of bitcoin on these virtual asset trading platforms may be large and the Sub-Fund may incur significant trading costs.

In the event that the virtual asset trading platform's licence from the SFC is being revoked/terminated or otherwise invalidated, the Sub-Fund may be prohibited from conducting transactions and acquisitions of bitcoin.

### Difference between Executable Price of Bitcoin on Virtual Asset Trading Platforms and Valuation Price for Subscription and Redemption (in respect of Listed Class of Shares)

The executable price of bitcoin on the virtual asset trading platforms used by the Sub-Fund may not be the same as the traded prices of bitcoin on the Constituent Exchanges used by the Index for valuation of the Sub-Fund. There could be significant difference between executable price of bitcoin on these virtual asset trading platforms and the prices of bitcoin used in calculating the subscription/redemption amount in case of subscription/redemption in cash (even though anti-dilution measures are in place). As such, depending on the circumstances, this may impact Participating Dealers and Market Makers' ability to conduct effective arbitrage and provide liquidity for the Sub-Fund, which may lead to higher premium or discount to NAV and/or higher bid-ask spread of the Listed Class of Shares of the Sub-Fund in secondary market. This may also result in higher tracking difference.

### Difference between Executable Price of Bitcoin on Virtual Asset Trading Platforms and Valuation Price for Cash Subscription and Redemption (in respect of Unlisted Class of Shares)

The executable price of bitcoin on the virtual asset trading platforms used by the Sub-Fund may not be the same as the traded prices of bitcoin on the Constituent Exchanges used by the Index for valuation of the Sub-Fund. There could be significant difference between executable price of bitcoin on these virtual asset trading platforms and the prices of bitcoin used in calculating the subscription/redemption amount in case of subscription/redemption in cash (even though anti-dilution measures are in place). As such, depending on the circumstances, this may result in higher tracking difference.

### Custody Risk

Ownership and rights to bitcoin depend on securely storing and knowing the private key. If the private key is lost without a backup, access to the corresponding bitcoin address is lost as well, with no possibility of restoration by the Bitcoin Network.

While the Manager has conducted due diligence on the Sub-Custodian and believes that there are security procedures in place for the Sub-Fund by the Sub-Custodian, the Manager does not control the Sub-Custodian's or the virtual asset trading platforms' operations or their implementation of such security procedures and there can be no assurance that such security procedures will actually work as designed or prove to be successful in safeguarding the Sub-Fund's assets against all possible sources of theft, loss or damage.

While the Sub-Custodian will store most of the Sub-Fund's bitcoin holdings in the cold wallet (i.e. where the private keys to bitcoin are kept in an offline environment), the Sub-Fund's bitcoin may be temporarily held online in the hot wallet (i.e. where the private keys to bitcoin are kept in an online environment) for meeting the needs of subscriptions and redemptions, which is more susceptible to cyber-attacks. Any insurance coverage obtained by or for the Custodian/Sub-Custodian is solely for the benefit of the Custodian/Sub-Custodian and does not guarantee or insure the Sub-Fund in any way. There is no third-party insurance held on behalf of the bitcoin accounts.

The Sub-Fund itself does not insure its holdings in bitcoin. While the Sub-Custodian is required by the applicable Laws and Regulations to have in place a compensation arrangement to cover potential loss of client Virtual Assets through third-party insurance or other permitted means, such compensation arrangement is shared among all clients of the Sub-Custodian and is not specific to the Sub-Fund. There is no assurance that such compensation arrangement is adequate to protect the Virtual Assets of the Sub-Fund from all possible losses. Where the compensation arrangement of the Sub-Custodian is not sufficient to cover the loss of Virtual Assets of the Sub-Fund, neither the Manager nor the Sub-Fund will be responsible for the shortfall.

#### New Product Risk

The Sub-Fund is a passive ETF investing directly in bitcoin through SFC-licensed virtual asset trading platforms. The novelty of such an ETF and the fact that the Sub-Fund is one of the first few spot Virtual Asset ETFs in Hong Kong makes the Sub-Fund potentially riskier than traditional ETFs investing in equity or debt securities. Given the novelty of the underlying assets of the Sub-Fund, there is no guarantee that the service providers (such as Participating Dealers (where applicable) and Market Makers (where applicable)) can perform their duties effectively.

#### Index Risk

The Index is a new index which was launched on 11 September 2023 and has limited operating history. The Sub-Fund may be riskier than other exchange traded funds tracking more established indices with longer operating history. The Index has similar index methodology as CME CF Bitcoin Reference Rate which was launched on 14 November 2016, except for the index calculation time.

The Sub-Fund is also subject to the risk of system failures or errors of the Index Provider. If the computers or other facilities of the Index Provider, data providers and/or relevant Constituent Exchanges malfunction for any reason, calculation and dissemination of the Index may be delayed. Errors in the Index data, the Index computations and/or construction may occur from time to time and may not be identified and/or corrected for a period of time or at all, which may have an adverse impact on the Sub-Fund and its investors. Any of the foregoing may lead to the errors in the Index, which may lead to a different investment outcome for the Sub-Fund and its investors than would have been the case had such events not occurred.

#### Concentration Risk

The exposure of the Sub-Fund is concentrated in bitcoin via direct investment in bitcoin. Unlike other funds that may invest in diversified assets, the Sub-Fund's investment strategy is concentrated in a single asset within a single asset class. This may result in higher concentration risk and the Sub-Fund's value may be more volatile than that of a fund having more diverse portfolio of investments. The value of the Sub-Fund is more susceptible to adverse economic, political, policy, foreign

exchange, liquidity, tax, legal or regulatory event affecting bitcoin.

#### Regulatory Change to the Sub-Fund Risk

The regulations applicable to the Sub-Fund and its underlying investments may be subject to rapid change by government and judicial action. The effect of any such regulatory changes on the Sub-Fund is impossible to predict, but could be substantial and adverse. To the extent possible, the Manager will attempt to monitor such changes to determine the impact such changes may have on the Sub-Fund and what can be done, if anything, to try and limit such impact.

Governments and regulators may intervene in the financial markets and bitcoin related markets, such as by the imposition of trading restrictions and/or position limits. This may affect the operation and market making activities of the Sub-Fund, and may create negative market sentiment which may in turn affect the performance of the Sub-Fund.

#### Reliance on the Sub-Manager Risk

The Manager has delegated the investment discretion of the Sub-Fund to the Sub-Manager and will rely on the Sub-Manager's expertise and systems for the Sub-Fund's investments. Any disruption in the communication with or assistance from the Sub-Manager or a loss of service of the Sub-Manager or any of its key personnel may adversely affect the operations of the Sub-Fund.

#### Trading Hours Differences Risk (applicable to the Listed Class of Shares only)

As bitcoin is trading 24 hours but trading/dealing in the Shares is not available 24 hours, the value of the investments in the Sub-Fund's portfolio may change on days or at time when investors will not be able to purchase or sell the Shares.

#### Multi-Counter Risks (applicable to the Listed Class of Shares only)

There is a risk that the market price on the SEHK of Listed Class of Shares traded in one counter may deviate significantly from the market price on the SEHK of Listed Class of Shares traded in another counter due to market liquidity, supply and demand in each counter and the exchange rate fluctuations (in both the onshore and the offshore markets). The trading price of Listed Class of Shares in each counter is determined by market forces and therefore will not be the same as the trading price of Shares multiplied by the prevailing rate of foreign exchange. Accordingly, when selling or buying Listed Class of Shares traded in one counter, an investor may receive less or pay more than the equivalent amount in the currency of another counter if the trade of the relevant Listed Class of Shares took place on another counter. There can be no assurance that the price of Listed Class of Shares in each counter will be equivalent.

Investors who buy Shares on HKD counter may be subject to currency exchange risk as the assets of the Sub-Fund are denominated in USD and the NAV of the Sub-Fund is calculated in USD.

#### Risk associated with loss of Virtual Assets held in the omnibus account

The Virtual Asset Sub-Custodian may hold the Sub-Fund's virtual assets in the omnibus client account instead of maintaining a separate segregated account for the Sub-Fund. As a result, the Sub-Fund's virtual assets may be co-mingled with the virtual assets of other clients of the Virtual Asset Sub-Custodian. In the event of loss of virtual assets held in the omnibus account due to theft, cyber-attacks, loss or damage, the Sub-Fund may need to share the shortfall together with other clients whose virtual assets are held in the omnibus account on a pro-rata basis.

### **The Offering Phases of the Listed Class of Shares**

#### *Initial Offer Period*

The Initial Offer Period commenced at 9:00 a.m. (Hong Kong time) on 25 April 2024 and ended at 11:00 a.m. (Hong Kong time) for cash Creation Application or 4:00 p.m. (Hong Kong time) for in-kind Creation Application on 26 April 2024.

The Listing Date is on 30 April 2024.

The purpose of the Initial Offer Period is to enable Participating Dealers to subscribe for Listed Class of Shares either on their own account or for their clients, in accordance with the Instrument and the Operating Guidelines. During this period, Participating Dealers (acting for themselves or for their clients) may apply for Listed Class of Shares to be available for trading on the Listing Date by creation. No redemptions are permitted during the Initial Offer Period.

Upon receipt of a Creation Application from a Participating Dealer (acting for itself or its clients) during the Initial Offer Period, the Manager shall procure the creation of Listed Class of Shares for settlement on the Initial Issue Date.

Participating Dealers may have their own application procedures for their respective clients and may set application and payment cut-off times for their respective clients which are earlier than those set out in this Prospectus. Investors are therefore advised to consult with the relevant Participating Dealer on its requirements if they want a Participating Dealer to subscribe for Listed Class of Shares on their behalf.

#### *After Listing*

“After Listing” commences on the Listing Date.

Dealings in the Listed Class of Shares on the SEHK commenced on 30 April 2024.

The current Dealing Deadline After Listing is 11:00 a.m. (Hong Kong time) for cash Creation and Redemption Applications or 4:00 p.m. (Hong Kong time) for in-kind Creation and Redemption Applications on the relevant Dealing Day, or such other time as the Manager (in consultation with the Custodian) may determine on any day when the trading hours of the SEHK are reduced.

Applications for creation of Listed Class of Shares may be made by way of cash Creation Application (in USD) or in-kind Creation Application. Settlement for subscribing for Listed Class of Shares is due at the time specified in the Operating Guidelines on the relevant Dealing Day in accordance with the Operating Guidelines.

The Issue Price of Listed Class of Shares created and issued by a Creation Application After Listing will be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded to the nearest 4 decimal places (0.00005 and above being rounded up; below 0.00005 being rounded down).

The attention of investors is drawn to the section entitled “The Offering Phases” in Schedule 1 of Part 1 of this Prospectus. The following table summarises all key events and the Manager’s expected timetable (all references to times are to Hong Kong time):

|                                                                                                                                                              |                                                                                                                                                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| Initial Offer Period commences                                                                                                                               |                                                                                                                                                       |
| <ul style="list-style-type: none"> <li>Participating Dealers may apply for creation for themselves or for their clients in Application Share size</li> </ul> | <ul style="list-style-type: none"> <li>9:00 a.m. (Hong Kong time) on 25 April 2024 or such other date or time as the Manager may determine</li> </ul> |
| The date that is two Business Days prior to the Listing Date                                                                                                 | <ul style="list-style-type: none"> <li>For cash Creation Application: 11:00 a.m. (Hong Kong time) on 26 April 2024 or such</li> </ul>                 |

|                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>• Latest time for Creation Applications by Participating Dealers for Listed Class of Shares to be available for trading on the Listing Date</li> </ul>                                                                                                                                                                 | <p>other date or time as the Manager may determine</p> <ul style="list-style-type: none"> <li>• For in-kind Creation Application: 4:00 p.m. (Hong Kong time) on 26 April 2024 or such other date or time as the Manager may determine</li> </ul>                                                        |
| <p>After Listing (period commences on the Listing Date)</p> <ul style="list-style-type: none"> <li>• All investors may start trading Listed Class of Shares on the SEHK through any designated brokers; and</li> <li>• Participating Dealers may apply for creation and redemption (for themselves or for their clients) in Application Share size</li> </ul> | <ul style="list-style-type: none"> <li>• Commence at 9:30 a.m. (Hong Kong time) on 30 April 2024.</li> <li>• From 9:30 a.m. (Hong Kong time) to 11:00 a.m. (Hong Kong time) for cash Creation Application or 4:00 p.m. (Hong Kong time) for in-kind Creation Application on each Dealing Day</li> </ul> |

### **Exchange Listing and Trading (Secondary Market) of Listed Class of Shares**

Dealings on the SEHK in Listed Class of Shares traded in HKD and USD began on 30 April 2024.

Listed Class of Shares are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as of the date of this Prospectus. Application may be made in the future for a listing of Listed Class of Shares on one or more other stock exchanges. Investors' attention is drawn to the section headed "Exchange Listing and Trading (Secondary Market)" in Schedule 1 of Part 1 of this Prospectus for further information.

Participating Dealers should note that they will not be able to sell or otherwise deal in the Listed Class of Shares on the SEHK until dealings begin on the SEHK.

#### *Multi-Counter*

The Manager has arranged for the Shares of the Sub-Fund to be available for trading on the secondary market on the SEHK under a Multi-Counter arrangement. Shares are denominated in USD. The Sub-Fund offers 2 trading counters on the SEHK (i.e. HKD counter and USD counter) to investors for secondary trading purposes. Shares traded in HKD counter will be settled in HKD, and Shares traded in USD counter will be settled in USD. Apart from settlement in different currencies, the trading prices of Shares in the counters may be different.

Shares traded on each counter are of the same class and all Shareholders of all counters are treated equally. The counters will have different stock codes and stock short names, but will trade and settle with a single ISIN number, as set out in the section "Key Information" above.

Normally, investors can buy and sell Shares traded in the same counter or alternatively buy in one counter and sell in the other counter provided their brokers provide HKD and USD trading services at the same time. Inter-counter buy and sell is permissible even if the trades take place within the same trading day. However, investors should note that the trading price of Shares traded in each counter may be different and may not always maintain a close relationship depending on factors such as market demand and supply and liquidity in each counter.

Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Multi-Counter, including inter-counter trading. Investors' attention is also drawn to the risk factor above entitled "Multi-Counter risks".

## Redemptions of Listed Class of Shares

Listed Class of Shares can be redeemed directly (through a Participating Dealer). Redemption proceeds may be paid in cash (in USD). Any accepted Redemption Application will be effected by the payment of cash or transfer of investments (as the case may be) in accordance with the Operating Guidelines and the Instrument.

The Redemption Value on a Dealing Day shall be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded to the nearest 4 decimal places (0.00005 and above being rounded up; below 0.00005 being rounded down).

## Subscription and Redemption of Unlisted Classes of Shares

The initial issue date of the following Unlisted Classes of Shares is 16 August 2024.

- Class A USD
- Class I USD
- Class S USD

*\* Class S Shares are available for subscription by the following categories of investors:*

- investors whose underlying investors may otherwise be charged with duplicate fees, including but not limited to fund-of-funds (which may be managed by the Manager, the Sub-Manager or its Connected Persons) or repackaging notes; and*
- current employees of the Manager/Sub-Manager or its affiliates at the time of subscription who submit dealing orders directly without going through any distribution channels.*

The Manager will determine a person's eligibility to subscribe for Class S Shares and will have the absolute discretion to decline any subscription application for Class S Shares as it sees fit.

The Manager may in future determine to issue additional Unlisted Classes of Shares.

### *Initial Subscription Price*

The initial Subscription Price for each of the Unlisted Classes of Shares is as follows:

- Class A USD: USD 10 per Share
- Class I USD: USD 10 per Share
- Class S USD: USD 10 per Share

Where applicable, the Manager may at any time decide to close a Class to further subscriptions before the end of the Initial Offer Period without any prior or further notice.

### *Dealing procedures*

For details of dealing procedures, please refer to the information below and in Schedule 2 of Part 1 of this Prospectus. The following apply to the Sub-Fund:

|                                   |                                                         |
|-----------------------------------|---------------------------------------------------------|
| <i>Dealing Day</i>                | each Business Day                                       |
| <i>Dealing Deadline</i>           | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day |
| <i>Deadline for cleared funds</i> | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day |
| <i>Valuation Point</i>            | 4:00 p.m. (Hong Kong time) on the relevant Dealing Day  |

Investors should note that subscription monies in respect of the Sub-Fund must be paid in the currency of denomination of the relevant class of Shares. Redemption proceeds will be paid to redeeming Shareholders in the currency of denomination of the relevant class of Shares.

#### *Subscription Price and Redemption Price*

The Subscription Price or Redemption Price of each Unlisted Class of Share for any relevant Dealing Day will, subject to the condition in respect of the swing pricing adjustments as set out in the sub-section headed "Subscription Price and Redemption Price of Unlisted Class(es) of Shares" under "DETERMINATION OF NET ASSET VALUE" of this Prospectus be based on the Net Asset Value of the Unlisted Class of Shares (namely, Class A USD, Class I USD and Class S USD) at the Valuation Point divided by the number of Unlisted Class of Shares then in issue or deemed to be in issue, rounded to the nearest 4 decimal places (0.00005 and above being rounded up; below 0.00005 being rounded down). The benefit of any such rounding shall accrue to the Sub-Fund.

On a Dealing Day where there is a net subscription of Shares exceeding the pre-defined threshold (in terms of a percentage of NAV of the Sub-Fund), the Subscription Price for each Unlisted Class of Shares will, in good faith and in the best interest of Shareholders, be adjusted higher than the original NAV per Share. Similarly, on a Dealing Day where there is a net redemption of Shares exceeding the pre-defined threshold (in terms of a percentage of NAV of the Sub-Fund), the Redemption Price for each Unlisted Class of Shares will be adjusted lower. The adjustment rate may not exceed 2% of the original NAV per Share.

#### *Payment of subscription monies*

Subscription monies in respect of Unlisted Classes of Shares should be received in cleared funds by (i) the Dealing Deadline on the relevant Dealing Day on which an application was received by the Dealing Deadline or (ii) in the case of applications for Unlisted Classes of Shares during the Initial Offer Period, such time on the last day of the Initial Offer Period of Unlisted Classes of Shares as specified in this Appendix, or within such other period as determined by the Manager.

#### *Payment of redemption proceeds*

Save as otherwise agreed by the Manager, and so long as relevant account details have been provided, redemption proceeds will normally be paid at the risk and expense of the redeeming Shareholder in the Class Currency of the relevant Unlisted Class of Shares by telegraphic transfer within 3 Business Days after the relevant Dealing Day and in any event within one calendar month of the relevant Dealing Day or (if later) receipt of a properly documented redemption request, unless the market(s) in which a substantial portion of the Sub-Fund's investments is made is subject to legal or regulatory requirements (such as foreign currency controls) thus rendering the payment of redemption proceeds within the aforesaid time period not practicable, but in such a case the extended time frame for payment should reflect the additional time needed in light of the specific circumstances in the relevant Market(s).

#### *Investment Minima*

The following investment minima apply to the Unlisted Classes of Shares:

|                                      | <b><u>Class A USD</u></b> | <b><u>Class I USD</u></b> | <b><u>Class S USD</u></b> |
|--------------------------------------|---------------------------|---------------------------|---------------------------|
| <i>Minimum initial investment</i>    | USD 1                     | USD 500,000               | USD 1                     |
| <i>Minimum subsequent investment</i> | USD 0.5                   | USD 0.5                   | USD 0.5                   |
| <i>Minimum holding amount</i>        | USD 1                     | USD 500,000               | USD 1                     |
| <i>Minimum redemption</i>            | USD 0.5                   | USD 0.5                   | USD 0.5                   |

|               |  |  |  |
|---------------|--|--|--|
| <i>amount</i> |  |  |  |
|---------------|--|--|--|

The Manager reserves the right to waive the minimum initial investment, minimum subsequent investment, minimum holding amount and minimum redemption amount requirements for any class of Shares.

### **Switching**

Investors should note that switching between Unlisted Classes of Shares and Listed Class of Shares is not available. Switching between different classes of Unlisted Classes of Shares of the Sub-Fund may be permitted by the Manager. Please refer to the section "Switching of Unlisted Class(es) of Shares" in Part 1 of this Prospectus. Switching between an Unlisted Class of Shares of the Sub-Fund and an Unlisted Class of Shares of other sub-fund(s) of the Company is not available.

### **Distribution Policy**

No distribution will be made in respect of the Sub-Fund.

### **Management of the Sub-Fund's Investment**

HashKey Capital Limited (the "**Sub-Manager**") has been appointed by the Manager as the sub-manager of the Sub-Fund pursuant to a sub-management agreement entered between them.

Under the terms of sub-management agreement, the Sub-Manager will be responsible to manage the assets of the Sub-Fund subject to the overall supervision of the Manager. The Manager will be responsible for investment and management within the Hong Kong trading hours (i.e. 9:00 to 18:00 Hong Kong time) and be ultimately responsible for the overall investment portfolio management of the Sub-Fund. The Sub-Manager will be responsible for investment and management outside of the Hong Kong trading hours.

The Manager and the Sub-Manager will establish and maintain an investment committee known as the "Bosera-HashKey Investment Committee" in respect of the Sub-Fund, which shall operate in accordance with such terms of reference, processes, procedures and guidelines as may be agreed between the Manager and the Sub-Manager from time to time, including regarding investment strategy, investment and borrowing restrictions and risks associated with the Sub-Fund.

### **The Sub-Manager**

HashKey Capital Limited was incorporated in Hong Kong and commenced its current operations in January 2020. It is licensed by the SFC for type 9 (asset management) regulated activities under the SFO with CE number BOP237. It shall comply with the "Terms and conditions for licensed corporations or registered institutions which manage portfolios that invest in virtual assets" (as amended from time to time) with respect to providing virtual asset related asset management services.

### **Custodian of the Sub-Fund**

The Company has appointed BOCI-Prudential Trustee Limited as the custodian of the Sub-Fund. As discussed in Part 1 of this Prospectus, the Custodian is also a custodian to the Company with regards to any regulatory obligation as determined by the Directors (and where applicable, in consultation with the Manager and/or the Custodian(s)) to be required of a custodian to the Company which does not relate to one or more specific Sub-Fund(s) or which cannot be allocated exclusively to one or more specific Sub-Fund(s). The Custodian and other custodian(s) of the Company shall take responsibility collectively for such matters.

BOCI-Prudential Trustee Limited is a registered trust company in Hong Kong and is a joint venture

founded by BOC Group Trustee Company Limited and Prudential Corporation Holdings Limited. BOC Group Trustee Company Limited is owned by BOC International Holdings Limited and Bank of China (Hong Kong) Limited, which are subsidiaries of Bank of China Limited. The business activities of the BOCI-Prudential Trustee Limited are principally provision of trustee services, investment accounting, administration and registrar services to various kinds of funds and institutional clients.

Pursuant to the Custody Agreement, the Custodian will act as the custodian of the Sub-Fund's assets, which will be held in its custody or control for the Sub-Fund in accordance with the Instrument, and be responsible for the safe-keeping of all Scheme Property.

The Custodian may, however, appoint a person or persons (including a Connected Person of the Custodian) to be agent, nominee, custodian, joint custodian, co-custodian and/or sub-custodian to hold certain assets of the Sub-Fund and may empower any such person or persons to appoint with no objection in writing by the Custodian. The Custodian may also appoint delegates for the performance of its duties, powers or discretions under the Custody Agreement. The Custodian is required to (a) exercise reasonable care, skill and diligence in the selection, appointment and monitoring of such persons and, (b) be satisfied that such persons retained remain suitably qualified and competent on an ongoing basis to provide the relevant custodial services to the Sub-Fund provided however that if the Custodian has discharged its obligations set out in (a) and (b) above, the Custodian shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of any such person(s) not being the Custodian's Connected Person appointed as agents, nominees, custodians or joint custodians of certain assets of the Sub-Fund (including SFC-licensed virtual asset trading platforms). The Custodian however shall remain liable for any act or omission of any such person that is a Connected Person of the Custodian and that is appointed as agent, nominee, custodian, joint custodian, co-custodian and/or sub-custodian to hold certain assets of the Sub-Fund as if the same were the acts or omissions of the Custodian. The Custodian shall not be liable for any act or failure to act by the Custodian that may arise in connection with the Custody Agreement, other than any liability which is caused directly by negligence or fraud or wilful default of the Custodian.

The Custodian shall not be responsible or liable for any losses arising out of the custody or control of any investments, assets or other property which is under the custody or control of or on behalf of a lender in respect of any borrowing made by the Custodian for the purposes of the Company in respect of the Sub-Fund.

The Custodian will remain as the custodian of the Sub-Fund and the Company until it retires or is removed. The circumstances under which the Custodian may retire or be removed are set out in the Custody Agreement. Where any Sub-Fund is authorised pursuant to section 104 of the SFO, any change in custodian is subject to the SFC's prior approval and the Custodian will remain as the custodian of the Sub-Fund and the Company until a new primary custodian is appointed. Shareholders will be duly notified of any such changes in accordance with the requirements prescribed by the SFC.

All notices and communications to the Custodian should be made in writing and sent to the following address:

BOCI-Prudential Trustee Limited  
Suites 1501-1507 & 1513-1516, 15/F  
1111 King's Road  
Taikoo Shing  
Hong Kong

The Custodian is not responsible for the preparation or issue of this Appendix and therefore accepts no responsibility for any information contained in this Appendix. Neither the Custodian nor any of its subsidiaries, affiliates, directors and other officers, shareholders, servants, employees, agents or permitted delegates accept any responsibility or liability for any information contained in this Appendix other than the description under this section headed "Custodian of the Sub-Fund".

### **Indemnities of the Custodian**

Under the Custody Agreement, the Company agrees to indemnify the Custodian and its directors, officers, employees and agents against any and all loss, damages, cost, expenses, liabilities or claims (including legal and other professional fees) of whatever nature (each a "**Loss**") incurred by the Custodian in connection with its duties under the Custody Agreement, except any Loss resulting from negligence, fraud or wilful default of the Custodian.

No provision of the Instrument and Custody Agreement shall be construed as (i) providing any exemption of any liability of the Custodian to the Shareholders of the Sub-Fund under Hong Kong law or breaches of trust through fraud or negligence, nor may the Custodian be indemnified against such liability by Shareholders of the Sub-Fund or at the expense of Shareholders of the Sub-Fund, or (ii) diminishing or exempting the Custodian from any of its duties and liabilities under the applicable Laws and Regulations, and no provision shall have the effect of providing any of such exemption or indemnity.

Nothing in the Custody Agreement excludes or limits the liability to the Company which a Custodian may have under the SFO.

Please also refer to the section headed "Indemnities of the Custodian" in Part 1 of this Prospectus for further details.

### **Virtual Asset Sub-Custodian of the Sub-Fund**

The Custodian has appointed Hash Blockchain Limited which acts via its associated entity HashKey Custody Services Limited ("**Virtual Asset Sub-Custodian**") to take custody of the bitcoin holdings of the Sub-Fund. The Custodian has obtained consent from the Hong Kong Monetary Authority to take custody of the Virtual Assets of the Sub-Fund.

Hash Blockchain Limited is licensed by the SFC to carry on Type 1 (Dealing in Securities) and Type 7 (Providing Automated Trading Services) regulated activities in Hong Kong, subject to various licensing conditions including the requirement to comply with "Terms and Conditions for Virtual Asset Trading Platform Operators"(as amended from time to time) issued by the SFC.

Pursuant to the sub-custodian agreement entered into between Custodian and Hash Blockchain Limited, the Virtual Assets of the Sub-Fund will be held in a segregated client account established and maintained by HashKey Custody Services Limited which is (i) an "associated entity" (as defined under section 165 of the SFO) of Hash Blockchain Limited, (ii) is incorporated in Hong Kong; (iii) holds a "trust or company service provider licence" with license number TC006486 under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615 of the Laws of Hong Kong); and (iv) is a wholly owned subsidiary of HashKey Digital Asset Group Limited. The Sub-Custodian is authorized to provide trust and company services to clients. The Sub-Custodian specializes in the individual custody of client assets, ensuring a high level of protection for their customers.

The Custodian will procure for compensation arrangement with the Sub-Custodian that is commensurate with its services and is in line with the applicable Laws and Regulations. The Custodian shall ensure the Sub-Custodian will have in place a compensation or insurance arrangement that covers potential loss of 50% of its clients' Virtual Assets in cold storage and 100% of its clients' Virtual Assets in hot and other storages.

## **Administrator of the Sub-Fund**

The Company has appointed BOCI-Prudential Trustee Limited as the Administrator of the Sub-Fund.

## **Registrar of the Sub-Fund**

The Company has appointed BOCI-Prudential Trustee Limited as the Registrar of the Sub-Fund. The Registrar is responsible for maintaining the register of Shareholders, which will be kept at the registered office of the Registrar in Hong Kong.

The Registrar will also be responsible for providing transfer agency services to the Sub-Fund, including but not limited to, processing applications for the subscription, conversion and redemption of the Shares.

The Registrar is not responsible for the preparation or issue of the Prospectus and therefore accepts no responsibility for any information contained in this Prospectus other than the descriptions under this section headed "Registrar of the Sub-Fund" and neither the Registrar nor any of its subsidiaries affiliates, directors and other officers, shareholders, servants employees, agents or permitted delegates accept any responsibility or liability for any information contained in this Prospectus other than the description under this section headed "Registrar of the Sub-Fund".

## **Fees and Expenses**

### Fees payable by the Sub-Fund (applicable to both Listed Class of Shares and Unlisted Classes of Shares)

#### **Registrar fee**

The Registrar is entitled to an annual fee of USD500 for the registry services it provides in respect of both Listed Class of Shares and Unlisted Classes of Shares in its capacity as the Registrar for the Sub-Fund.

#### **Custodian fee and administration fee**

The custodian fee and administration fee payable to the Custodian in respect of Listed Class of Shares is currently up to 1% per annum of the Net Asset Value of the Sub-Fund, subject to a monthly minimum fee of up to USD5,000.

#### **Sub-custodian fee**

The sub-custodian fee payable to the Sub-Custodian is included in the custodian fee and administration fee.

### Fees applicable to Listed Class of Shares only

#### *Fees and expenses payable by Participating Dealers*

| Fees and expenses payable by Participating Dealers on creations and redemptions (as applicable) of Listed Class of Shares (applicable both during the Initial Offer Period and After Listing) | Amount |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|

|                                                                                                                              |                                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| Transaction Fee and Service Agent's Fee                                                                                      | Up to USD350 <sup>16</sup> per Application and HKD1,000 <sup>16</sup> per book-entry deposit and book-entry withdrawal transaction |
| Application cancellation fee                                                                                                 | Up to USD1,200 <sup>17</sup> per Application                                                                                       |
| Extension Fee                                                                                                                | Up to USD1,200 <sup>18</sup> per Application                                                                                       |
| Stamp duty                                                                                                                   | Nil                                                                                                                                |
| All other Duties and Charges incurred by the relevant Custodian or the Manager in connection with the creation or redemption | As applicable                                                                                                                      |

#### *Fees payable by the Sub-Fund*

#### **Management fee**

The Manager is entitled to a management fee in respect of Listed Class of Shares of 0.60%<sup>#</sup> per annum of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, which is accrued daily and calculated as at each Dealing Day. It is payable out of the assets of the Sub-Fund attributable to the Listed Class of Shares, monthly in arrears in USD.

The Sub-Manager will be reimbursed out of the Manager's management fee and there is no separate fee payable by a Sub-Fund to the Sub-Manager.

#### Fees applicable to Unlisted Classes of Shares only

#### *Fees payable by Shareholders*

| Fee                                                    | What you pay                                               |         |
|--------------------------------------------------------|------------------------------------------------------------|---------|
|                                                        | Class A and Class I                                        | Class S |
| <b>Subscription fee<sup>#</sup></b>                    | Up to 1% of the subscription amount                        | Nil     |
| <b>Switching fee<sup>#</sup> (i.e. conversion fee)</b> | Up to 1%* of the Redemption Price for each Share converted | Nil     |
| <b>Redemption fee<sup>#</sup></b>                      | Nil                                                        |         |

<sup>16</sup> The Transaction Fee of up to USD 350 is payable by a Participating Dealer to the relevant Custodian for the benefit of the relevant Custodian and/or Registrar. The Service Agent's Fee of HKD1,000 is payable by a Participating Dealer to the Service Agent for each book-entry deposit or book-entry withdrawal transaction. A Participating Dealer may pass on to the relevant investor such Transaction Fee and Service Agent's Fee.

<sup>17</sup> An application cancellation fee is payable to the relevant Custodian in respect of either a withdrawn or failed Creation Application or Redemption Application.

<sup>18</sup> An Extension Fee is payable to the relevant Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application.

\* The switching fee will be deducted from the redemption proceeds and retained by the Manager. This is payable in addition to the applicable redemption fee (if any).

*Fees payable by the Sub-Fund*

| Fee                                | Annual rate (as a % of the Sub-Fund's Net Asset Value) |                 |             |
|------------------------------------|--------------------------------------------------------|-----------------|-------------|
|                                    | Class A USD                                            | Class I USD     | Class S USD |
| <b>Management fee</b> <sup>#</sup> | 0.99% per annum                                        | 0.60% per annum | Nil         |
| <b>Performance fee</b>             | Nil                                                    |                 |             |

<sup>#</sup> Please note that some fees may be increased up to a permitted maximum amount by providing one month's prior notice to Shareholders. Please refer to the section headed "Expenses and Charges" in Part 1 of this Prospectus for further details on the permitted maximum of such fees allowed.

The Sub-Manager will be reimbursed out of the Manager's management fee and there is no separate fee payable by a Sub-Fund to the Sub-Manager.

Please refer to the section headed "Fees and Expenses" in Part 1 of this Prospectus for details of other fees and expenses payable by Participating Dealers (in respect of Listed Class of Shares only) or investors and payable out of the Sub-Fund.

**Establishment costs**

The cost of establishing Bosera HashKey Bitcoin ETF including the preparation of its offering documents, inception fees, the costs of seeking and obtaining the listing and authorisation by the SFC and all initial legal and printing costs including, if considered appropriate by the Manager, any additional costs of determining the stock code, will be borne by Bosera HashKey Bitcoin ETF (unless otherwise determined by the Manager) and amortised over the first five financial years of Bosera HashKey Bitcoin ETF or such other period as determined by the Manager after consulting the Auditor. Such costs are estimated to be HKD 500,000.

**Appendix dated April 2026**

## APPENDIX 2: Bosera HashKey Ether ETF

This is a passive exchange traded fund.

Investors should note that this Sub-Fund has both Listed Class of Shares and Unlisted Classes of Shares. Please refer to the sections relevant to your intended holding of Shares.

### Key information

Set out below is a summary of key information in respect of this Sub-Fund which should be read together with the full text of this Appendix and this Prospectus.

#### Key information applicable to both Listed Class of Shares and Unlisted Classes of Shares

|                                             |                                                                                                                                                                                                                                                                      |
|---------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Investment Type</b>                      | Passive exchange traded fund (“ <b>ETF</b> ”) authorised by the SFC under Chapter 8.6 of the UT Code                                                                                                                                                                 |
| <b>Investment Objective</b>                 | To provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the price of ether as reflected by the CME CF Ether-Dollar Reference Rate - Asia Pacific Variant so as to provide exposure to the value of ether |
| <b>Index</b>                                | CME CF Ether-Dollar Reference Rate - Asia Pacific Variant (i.e. the price of ether quoted in USD calculated as of 4:00 p.m. (Hong Kong time))                                                                                                                        |
| <b>Investment Strategy</b>                  | Directly investing in ether and staking for potential yield enhancement (Please refer to the section on “Investment Strategy” below)                                                                                                                                 |
| <b>Base Currency</b>                        | US dollars (USD)                                                                                                                                                                                                                                                     |
| <b>Custodian Fee and Administration Fee</b> | Up to 1% per annum of the Net Asset Value of the Sub-Fund, subject to a monthly minimum fee of up to USD5,000                                                                                                                                                        |
| <b>Sub-Custodian Fee</b>                    | Included in the custodian fee and administration fee                                                                                                                                                                                                                 |
| <b>Distribution Policy</b>                  | No distribution will be made                                                                                                                                                                                                                                         |
| <b>Financial Year End</b>                   | 31 December (The first annual report for the Sub-Fund will be published for the financial year ending 31 December 2024 and the first half-yearly unaudited report will be published for the half year ending 30 June 2025)                                           |
| <b>Website</b>                              | <a href="http://www.bosera.com.hk/en-US/products/list/hk">http://www.bosera.com.hk/en-US/products/list/hk</a> (this website has not been reviewed by the SFC)                                                                                                        |

#### Key information applicable to Listed Class of Shares only

|                               |                                                                      |
|-------------------------------|----------------------------------------------------------------------|
| <b>Initial Issue Date</b>     | 29 April 2024 (the Business Day immediately before the Listing Date) |
| <b>Listing Date (SEHK)</b>    | 30 April 2024                                                        |
| <b>Exchange Listing</b>       | SEHK – Main Board                                                    |
| <b>Stock Code</b>             | 3009 – HKD Counter<br>9009 – USD Counter                             |
| <b>Short Stock Name</b>       | BOS HSK ETH– HKD Counter<br>BOS HSK ETH - U – USD Counter            |
| <b>ISIN Number</b>            | HK0001010625 (for all counters)                                      |
| <b>Trading Board Lot Size</b> | 100 Shares                                                           |

|                                                                          |                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Trading Currency</b>                                                  | Hong Kong dollars (HKD) – HKD Counter<br>US dollars (USD) – USD Counter                                                                                                                                                                      |
| <b>Dealing Deadline</b>                                                  | For cash Creation Application or Redemption Application:<br>11:00 a.m. (Hong Kong time) on the relevant Dealing Day<br>For in-kind Creation Application or Redemption Application:<br>4:00 p.m. (Hong Kong time) on the relevant Dealing Day |
| <b>Management Fee</b>                                                    | Currently 0.60% per annum of the Net Asset Value                                                                                                                                                                                             |
| <b>Sub-Manager's Fee</b>                                                 | Included in the Management Fee                                                                                                                                                                                                               |
| <b>Creation / Redemption Policy</b>                                      | In-Cash or In-Kind                                                                                                                                                                                                                           |
| <b>Application Share Size (only by or through Participating Dealers)</b> | Minimum 1,000,000 Shares (or multiples thereof) or such other number of Shares as the Manager may determine and approved by the Custodian                                                                                                    |
| <b>Listing Agent</b>                                                     | Altus Capital Limited                                                                                                                                                                                                                        |
| <b>Market Makers</b>                                                     | Please refer to the Sub-Fund's website set out above for the latest list of Market Makers.                                                                                                                                                   |
| <b>Participating Dealers</b>                                             | Please refer to the Sub-Fund's website set out above for the latest list of Participating Dealers.                                                                                                                                           |
| <b>Service Agent</b>                                                     | HK Conversion Agency Services Limited                                                                                                                                                                                                        |

***Key information applicable to Unlisted Classes of Shares only***

|                                             |                                                                                                                                |
|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| <b>Unlisted Classes of Shares Offered</b>   | Class A USD Shares<br>Class I USD Shares<br>Class S USD Shares                                                                 |
| <b>Minimum Initial Investment Amount</b>    | Class A USD: USD 1<br>Class I USD: USD 500,000<br>Class S USD: USD 1                                                           |
| <b>Minimum Subsequent Investment Amount</b> | Class A USD: USD 0.5<br>Class I USD: USD 0.5<br>Class S USD: USD 0.5                                                           |
| <b>Initial Subscription Price</b>           | Class A USD: USD 10<br>Class I USD: USD 10<br>Class S USD: USD 10                                                              |
| <b>Dealing Deadline</b>                     | 11:00 a.m. (Hong Kong time)                                                                                                    |
| <b>Management Fee</b>                       | Class A USD: 0.99% per annum of the Net Asset Value<br>Class I USD: 0.60% per annum of the Net Asset Value<br>Class S USD: Nil |
| <b>Sub-Manager's Fee</b>                    | Included in the Management Fee                                                                                                 |
| <b>Subscription / Redemption Policy</b>     | Cash (USD only)                                                                                                                |

***Key similarities and differences between Listed Class of Shares and Unlisted Classes of Shares***

|                             |                                                                                                                             |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| <b>Investment Objective</b> | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to the sections on "Investment Objective" |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------|

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Investment Strategy</b>  | and “Investment Strategy” below                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Valuation Policy</b>     | Same for both Listed Class of Shares and Unlisted Classes of Shares. Please refer to the “Determination of Net Asset Value” section of the Prospectus.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Dealing Arrangements</b> | <p>Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.</p> <p>Investors should note that the minimum amounts for creation (in the case of Listed Class of Shares) / subscription (in the case of Unlisted Classes of Shares) and redemption in respect of Listed and Unlisted Classes of Shares are different.</p> <p>Investors should also note that while the dealing frequency, the definition of “Dealing Day” and the Dealing Deadlines for creation/subscription and redemption in respect of Listed Class of Shares and Unlisted Classes are the same, the applicable dealing procedures and timing with the relevant Participating Dealer (in the case of Listed Class of Shares) and the distributor (if applicable, in the case of Unlisted Classes of Shares) may be different. Investors should check with the relevant Participating Dealer or distributor for the applicable dealing procedures and timing.</p> <p>In respect of the Listed Class of Shares:</p> <ul style="list-style-type: none"> <li>- the Dealing Deadline for a cash Creation Application or Redemption Application is 11:00 a.m. (Hong Kong time) on each Dealing Day, or such other date or time as the Manager may determine;</li> <li>- the Dealing Deadline for an in-kind Creation Application or Redemption Application is 4:00 p.m. (Hong Kong time) on each Dealing Day, or such other date or time as the Manager may determine;</li> <li>- a secondary market investor can buy and sell the Listed Class of Shares on the SEHK through his stockbroker at any time the SEHK is open. Investors can buy or sell the Listed Class of Shares at market price;</li> <li>- the cash Creation Application or Redemption Application for Listed Class of Shares received after 11:00 a.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.</li> <li>- the in-kind Creation Application or Redemption Application for Listed Class of Shares received after 4:00 p.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.</li> </ul> <p>In respect of the Unlisted Classes of Shares:</p> <ul style="list-style-type: none"> <li>- the Dealing Deadline currently is 11:00 a.m. (Hong Kong time) on each Dealing Day. Investors can buy or sell the Unlisted Classes of Shares at the Net Asset Value of the relevant Unlisted Classes of Shares. Applicants may</li> </ul> |

|                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|--------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                            | <p>apply for Unlisted Classes of Shares through a distributor appointed by the Manager. Distributors may have different dealing procedures, including earlier cut-off times for receipt of applications and/or cleared funds. Applicants who intend to apply for Unlisted Classes of Shares through a distributor should therefore consult the distributor for details of the relevant dealing procedures;</p> <ul style="list-style-type: none"> <li>- the subscription application or redemption requests for Unlisted Classes of Shares submitted after 11:00 a.m. (Hong Kong time) on a Dealing Day will be deemed to have been received on the next Dealing Day.</li> </ul> <p>Please refer to the sections headed “Provisions relating to the Offer, Creation, Redemption, Listing and Trading of the Listed Class of Shares” and “Provisions relating to the Offer, Subscription, Conversion and Redemption of the Unlisted Class(es) of Shares” for details of the dealing arrangements of Listed Class of Shares and Unlisted Classes of Shares respectively.</p> |
| <b>Dealing Frequency</b>                   | Same for both Listed Class of Shares and Unlisted Classes of Shares – each Business Day.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Valuation Point</b>                     | Same for both Listed Class of Shares and Unlisted Classes of Shares – approximately 4:00 p.m. (Hong Kong time) on the applicable Dealing Day                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Fee Structure</b>                       | <p>Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares.</p> <p>Both classes of Shares are subject to their respective management fee, custodian fee and administration fee.</p> <p>An investment in the Listed Class of Shares in the secondary market is subject to fees involved in relation to the trading of such Shares on the SEHK (such as the Service Agent’s Fee, transaction costs, brokerage fee, transaction levy, trading fee etc.).</p> <p>An investment in the Unlisted Classes of Shares may be subject to swing pricing adjustments and the payment of subscription fees and switching fees (if applicable), but not redemption fees.</p> <p>Please refer to the “Fees and Expenses” and “Subscription Price and Redemption Price of Unlisted Class(es) of Shares” under “DETERMINATION OF NET ASSET VALUE” section in Part 1 of this Prospectus and this Appendix respectively.</p>                                                                                                                                |
| <b>Investment Return / Net Asset Value</b> | <p>Different in respect of each of the Listed Class of Shares and Unlisted Classes of Shares due to various factors, including but not limited to swing pricing adjustments of Unlisted Classes of Shares, the different fee structures applicable to each class of Shares, different dealing arrangements (i.e. Listed Class of Shares can be bought and sold at market price whereas Unlisted Classes of Shares are bought and sold at Net Asset Value) and costs (such as Transaction Fee</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

|                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                    | <p>and Duties and Charges in respect of creation and redemption of Listed Class of Shares in the primary market and fees payable in respect of trading of Listed Class of Shares in the secondary market), stamp duty. Accordingly, the performance of the different classes of Shares will be different.</p> <p>There is a separate Net Asset Value for each class of Shares. The Custodian does allow each class of Shares to have its own Net Asset Value (i.e. one Net Asset Value for one class of Shares).</p> <p>Please refer to the “Risk Associated with Differences in Trading, Fee and Cost Arrangements between Listed Class and Unlisted Class(es) of Shares” risk factor, and “Subscription Price and Redemption Price of Unlisted Class(es) of Shares” under “DETERMINATION OF NET ASSET VALUE” of Part 1 of this Prospectus.</p> |
| <b>Termination</b> | <p>Due to the nature of the listing of the Listed Class of Shares, the termination procedures applicable to the Listed Class of Shares and Unlisted Classes of Shares may differ. Please refer to the sub-section headed “Termination (otherwise than by winding up)” under the section headed “Statutory and General Information” of Part 1 of this Prospectus for further details</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

## Investment Objective

The investment objective of the Sub-Fund is to provide investment results that, before deduction of fees and expenses, closely correspond to the performance of the price of ether as reflected by the CME CF Ether-Dollar Reference Rate - Asia Pacific Variant (the “**Index**”) so as to provide exposure to the value of ether.

## Investment Strategy

In seeking to achieve the investment objective, the Sub-Fund is passively managed by directly investing up to 100% of its Net Asset Value in ether through SFC-licensed virtual asset trading platform(s). Transaction and acquisition of ether by the Sub-Fund will be conducted through SFC-licensed virtual asset trading platform(s). The Sub-Fund will not acquire other types of investments except that the Sub-Fund may retain a small amount of cash (up to a maximum of 10% of its Net Asset Value) to pay ongoing fees and expenses and meet redemption requests. All of the Sub-Fund’s ether will be held by the Sub-Custodian.

The Manager intends to enhance the performance of the Sub-Fund by staking up to 30% of the ether held in the portfolio of the Sub-Fund through SFC-licensed virtual asset trading platform(s), who can perform staking activities on its own or by engaging its affiliates or third party staking providers. As at the date of this statement, the designated staking service provider is Hash Blockchain Limited (HashKey Exchange, which is a SFC authorized virtual asset trading platform). Following the deduction of any service fees, staking yields will be reinvested into the Sub-Fund. The Manager will monitor the proportion of amount of the ether that can be staked, taking into account of the liquidity needs of the Sub-Fund, and will issue prior notice to investors if there is any changes to this limit.

The Sub-Fund will not invest in any FDIs. The Sub-Fund will not engage in borrowing, Sale and Repurchase Transactions, Reverse Repurchase Transactions, Securities Lending Transactions

and/or other similar over-the-counter transactions. The Manager will seek the prior approval of the SFC (if required) and provide at least one month's prior notice to Shareholders before the Manager engages in any such investments. There is no leverage exposure to ether at the Sub-Fund level.

### **What is ether?**

Ether is a virtual asset which was released in 2015. Ether serves as the unit of account on an open-source, decentralized, peer-to-peer computer network ("**Ethereum Network**"). No single entity owns or operates the Ethereum Network. Ether is not a legal tender and is not backed by any authorities, government or corporations. The value of ether is determined, in part, by the supply of, and demand for, ether in the global markets for trading ether, market expectations for the adoption of ether as a decentralized store of value and medium of exchange, the number of merchants and/or institutions that accept ether as a form of payment and the volume of private end-user-to-end-user transactions. As of the date of this Appendix, the adoption of using ether for these purposes has been limited.

Before 15 September 2022, Ethereum used the proof-of-work consensus mechanism. Ethereum transitioned to a proof-of-stake chain in an upgrade known as Ethereum 2.0 on 15 September 2022. Unlike proof-of-work, in which miners expend computational resources to compete to validate transactions and are rewarded ether in proportion to the amount of computational resources expended, in proof-of-stake, miners (sometimes called validators) stake ether to compete to be randomly selected to validate transactions and are rewarded ether in proportion to the amount of ether staked. Proof-of-stake is viewed as more energy efficient and scalable than proof-of-work.

The ownership of ether is not determined by a centralised entity such as central government, but rather by a decentralised group of participants who run open source software program on the Ethereum Network, and they follow sets of protocol to operate in terms of transaction validation and recording. The identification of ether ownership is protected by public key cryptography.

Ether is maintained on a digital ledger of transactions commonly known as a "blockchain", which contains a record and history for each ether transaction. Each block in the chain contains a number of transactions, and every time a new transaction occurs on the blockchain, a record of that transaction is added to every participant's ledger. The blocks are securely linked together using cryptography.

The Ethereum software source code allows for the creation of decentralised applications that are supported by a transaction protocol referred to as "smart contracts". A "smart contract" is a programme that runs on the Ethereum blockchain when predetermined conditions are met. It is a collection of code and data that resides at a specific address on the Ethereum blockchain, which includes the cryptographic operations that verify and secure ether transactions. Although there are many alternatives, the Ethereum Network is one of the largest smart contract platforms in terms of market capitalisation, available applications and development activity. Further, smart contracts serve to underpin efforts to decentralise traditional operations in finance ("**DeFi**"). DeFi offers many opportunities for innovation and has the potential to create an open, transparent and immutable financial infrastructure.

As Ethereum is an open-source project and has no central authority, any developer may review, propose changes to the Ethereum software. When a modification is introduced, there is no guarantee that it will automatically be adopted by the other participants. If the updated Ethereum software is not compatible with the original Ethereum software and a sufficient number (but not necessarily a majority) of users and miners elect not to migrate to the updated Ethereum software, this would result in a "hard fork" of the Ethereum Network, with one prong running the earlier version of the Ethereum software and the other running the updated Ethereum software, resulting in the existence of two versions of Ethereum Network running in parallel and a split of the blockchain underlying the Ethereum Network, but with each version's underlying asset and blockchain lacking interchangeability. On 15 September 2022, the Ethereum blockchain transitioned from a proof-of-work consensus mechanism to a proof-of-stake consensus mechanism. Shortly after, a sizable community of miners

banded together to create ETHPoW (or “ETHW”), a spinoff network which continues to use proof-of-work methods.

Ether is the second largest digital asset by market capitalisation behind bitcoin. Unlike bitcoin, the amount of ether that can be created is unlimited. As of the date of this Appendix, there are approximately 120 million ether in circulation. Price discovery occurs through secondary market trading on exchanges, over-the-counter trading desks and direct peer-to-peer payments. While bitcoin and ether are both digital assets, there are technical differences between the two in terms of, among others, their consensus mechanism, block time (i.e. the time for new blocks of data to be added, which determines the time required to confirm transactions), transaction throughput and supply. Also, transactions on the Ethereum Network may contain executable codes, while data affixed to Bitcoin Network transactions is only used to record transaction information which are monetary in nature. In addition to being a digital asset, the Ethereum Network is also intended for smart contracts and decentralised applications as discussed above.

Apart from the above, ether is subject to a number of unique and substantial risks, such as high price volatility, custody risk, fraud, cybersecurity risk and their potential association with illegal activities. Further, a substantial giveaway of ether to participants in the Ethereum Network (sometimes referred to as an “air drop”) may also result in significant and unexpected declines in the value of ether. It is possible that a significant portion of ether is held by a small group of investors and speculators and the speculation on the potential future appreciation in the price of ether may artificially inflate or deflate the price of ether. Legal or regulatory changes may also negatively impact the operation of the Ethereum Network or restrict the use of ether. The realization of any of these risks could result in a decline in the acceptance of ether and consequently a reduction in the value of ether. The value of ether has been historically extremely volatile as illustrated in the chart below:



Source: Bloomberg as of 31 Mar 2026; data from 31 Dec 2018 to 31 Mar 2026

## Staking

Staking is the process of validating transactions on the blockchain by locking up a committed amount of ether on the blockchain network for the purposes of the proof-of-stake consensus mechanism so as to enhance the network operation. For proof-of-stake networks including Ethereum, this can be done by proving that the node has locked a certain amount of cryptocurrency (e.g., 32 ETH on Ethereum) to become a validator. In the Ethereum Network, a validator plays a crucial role in the staking process, responsible for proposing and attesting to new blocks on the blockchain. They help secure the network by validating transactions and ensuring the integrity of the blockchain. In proof-of-stake blockchains, transactions are validated by designated validators who lock cryptocurrency as collateral. The locked collateral can be withdrawn (together with the rewards) from the blockchain by the process of unstaking. Staking rewards are distributed to validators who participate in transaction validation. Through participating in staking, the Sub-Fund

may receive staking rewards, which are in the form of ether, from the Ethereum Network. It is expected that, in general, there is no change in the ownership of the ether held by the Sub-Fund during the staking process.

Staking may come with a risk of loss of virtual assets due to a process known as slashing. Slashing is a mechanism in proof-of-stake blockchain protocols, designed to punish validator misbehaviour and protect the network's security. A staking service provider (as validator) subject to slashing will be forcibly removed from the network, and a percentage of their staked assets will be forfeited.

As discussed above, there are several key elements in staking in the Ethereum Network, particularly after its transition to a proof-of-stake consensus mechanism with Ethereum 2.0. Staking ether is not a passive activity and requires the active function of running validator software and equipment. Rewards are paid in ether and are variable depending, primarily, on the total amount of ether staked to the Ethereum Network.

Please refer to "Risks associated with staking" for details of the relevant risks.

## The Index

The ether held by the Sub-Fund will be valued based on the CME CF Ether-Dollar Reference Rate - Asia Pacific Variant (Index Code: ETHUSD\_AP) which is a benchmark index price for ether based on materially the same methodology (except the calculation time) as the Index Provider's ether reference. It aggregates the trade flow of ether trading activity across major spot ether trading venues approved by the CME CF Cryptocurrency Pricing Products Oversight Committee of CF Benchmarks Ltd. ("**Constituent Exchanges**"). The committee is responsible for overseeing the scope of the reference rates by developing a code of conduct for the participants and regularly reviewing the practice, standards and definition of the reference rate to ensure it remains relevant and retains its integrity. The Index is designed based on the IOSCO Principles for Financial Benchmarks and is a Registered Benchmark under the UK Benchmark Regulations ("**BMR**"). The Net Asset Value of the Sub-Fund will be valued by reference to the Index.

To be eligible as a Constituent Exchange, a spot ether trading venue is required to meet certain eligibility criteria imposed by the Index Provider (e.g. minimum trading volume, compliance with applicable law and regulations, etc.) and make trade data and order data available through an automatic programming interface with sufficient reliability, detail and timeliness. The Constituent Exchanges of the Index may change from time to time subject to the review of the CME CF Cryptocurrency Pricing Products Oversight Committee ("**Oversight Committee**") of the Index Provider. Addition and removal of Constituent Exchanges may be nominated by any member of the public, exchange or the Oversight Committee and such nomination will be reviewed by the Oversight Committee. As of 20 November 2023, the Constituent Exchanges include the following:

- Coinbase: A U.S.-based platform registered as a Money Service Business ("**MSB**") with the United States Department of the Treasury Financial Crimes Enforcement Network ("**FinCEN**") and licensed as a virtual currency business under the BitLicense of the New York State Department of Financial Services ("**NYDFS**") as well as a money transmitter in various U.S. states.
- Bitstamp: A U.K.-based platform registered as an MSB with FinCEN and licensed as a virtual currency business under the NYDFS BitLicense as well as money transmitter in various U.S. states.
- itbit: a U.S.-based platform that is licensed as a virtual currency business under the NYDFS BitLicense. It is also registered as an MSB with FinCEN and is licensed as a money transmitter in various U.S. states.
- Kraken is a U.S.-based platform that is registered as an MSB with FinCEN in various U.S.

states, Kraken is registered with the U.K. Financial Conduct Authority (“**FCA**”) and is authorized by the Central Bank of Ireland as a Virtual Asset Service Provider. Kraken also holds a variety of other licenses and regulatory approvals.

- Gemini is a U.S.-based platform that is licensed as a virtual currency business under the NYDFS BitLicense. It is also registered with FinCEN as an MSB and is licensed as a money transmitter in various U.S. states.
- LMAX Digital: A Gibraltar based platform regulated by the Gibraltar Financial Services Commission as a Distributed Ledger Technology provider for execution and custody services. LMAX Digital does not hold a BitLicense and is part of LMAX Group, a U.K.-based operator of a FCA regulated Multilateral Trading Facility and Broker-Dealer.

The administrator of the Index is CF Benchmarks Ltd. (the “**Index Provider**”) a UK incorporated company, authorized and regulated by the FCA as a Benchmark Administrator under BMR. The Manager and its Connected Persons are independent of the Index Provider.

The Index serves as a once-a-day benchmark rate of the U.S. dollar price of ether (USD/ETH), calculated as of 4:00 p.m. (Hong Kong time). The Index aggregates the trade flow of all Constituent Exchanges, during an observation window between 3:00 p.m. and 4:00 p.m. (Hong Kong time) into the U.S. dollar price of one ether at 4:00 p.m. (Hong Kong time).

Specifically, the Index is calculated based on the “Relevant Transactions” (as defined below) of all Constituent Exchanges as follows:

- All Relevant Transactions are added to a joint list, recording the time of execution, and trade price for each transaction.
- The list is partitioned by timestamp into 12 equally-sized time intervals of 5 minute length.
- For each partition separately, the volume-weighted median trade price is calculated from the trade prices and sizes of all Relevant Transactions, i.e., across all Constituent Exchanges. A volume-weighted median differs from a standard median in that a weighting factor, in this case trade size, is factored into the calculation.
- The CME CF Ether-Dollar Reference Rate - Asia Pacific Variant is then determined by the equally-weighted average of the volume medians of all partitions.

A “**Relevant Transaction**” is any ether versus USD spot trade that occurs during the observation window between 3:00 p.m. and 4:00 p.m. (Hong Kong time) on a Constituent Exchange in the spot ether-USD pair that is reported and disseminated by a Constituent Exchange through its publicly available application programming interface and observed by the Index Provider.

The Index was launched on 11 September 2023.

You can obtain the most updated list of Constituent Exchanges, the last closing index level and additional information of the Index including important news from the website of the Index Provider and index methodology at [https://www.cfbenchmarks.com/data/indices/ETHUSD\\_AP](https://www.cfbenchmarks.com/data/indices/ETHUSD_AP) (the contents of which has not been reviewed by the SFC).

This section is a brief overview of the Index. It contains a summary of the principal features of the Index and is not a complete description of the Index. As of the date of this Prospectus, the summary of the Index in this section is accurate and consistent with the complete description of the Index. Complete information on the Index appears in the website mentioned above. Such information may change from time to time and details of the changes will appear on that website.

All copyright in the Index values vest in the Index Provider which will apply all necessary means to

ensure the accuracy of the Index. However, the Index Provider does not guarantee its instantaneity, completeness or accuracy, nor shall it be liable (whether in negligence or otherwise) to any person for any error in the Index or under any obligation to advise any person of any error therein.

The initial term of the licence of the Index commenced on 25 April 2024 and should continue until 25 April 2025 on which date the licence should be renewed for successive terms of 1 year unless either party to the licence agreement serves a written notice of termination of 2 months prior to the end of the then current term to the other party. The licence agreement may otherwise be terminated in accordance with the provisions of the licence agreement.

### **How will the Sub-Fund's ether be held?**

The Custodian has appointed Hash Blockchain Limited which acts via its associated entity HashKey Custody Services Limited ("**Sub-Custodian**") to take custody of the ether holdings of the Sub-Fund.

The Sub-Custodian is an SFC-licensed virtual asset trading platform and will ensure that:

- the Sub-Fund's ether holdings are segregated from its own assets and the assets it holds for its other clients;
- at least 98% of the Sub-Fund's ether holdings are stored in the cold wallet and the amount and duration of ether holdings stored in the hot wallet should be minimised as much as possible, save for meeting the needs of subscriptions and redemptions; and
- the seeds and private keys are (i) securely stored in Hong Kong; (ii) tightly restricted to authorised personnel; (iii) sufficiently resistant to speculation (e.g. through generation in a non-deterministic manner) or collusion (through measures such as multi-signature and key sharding); and (iv) properly backed up to mitigate any single point of failure.

The Sub-Custodian has in place a compensation arrangement to cover potential loss of client Virtual Assets through third-party insurance or other permitted means. However, such compensation arrangement is shared among all clients of the Sub-Custodian and is not specific to the Sub-Fund. There is no assurance that such compensation arrangement is adequate to protect the Virtual Assets of the Sub-Fund from all possible losses. The Manager and the Sub-Fund do not maintain any insurance for the Sub-Fund's ether holdings.

### **Specific Risk Factors**

In addition to the risk factors presented in Part 1 of this Prospectus, the risk factors set forth below are also specific risks, in the opinion of the Manager, considered to be relevant and presently applicable to the Sub-Fund.

#### *Ether Risk*

The Sub-Fund is exposed to the risks of ether through its direct investment in ether. Ether is a new and highly speculative investment. Investments linked to ether can be highly volatile compared to investments in traditional securities and the Sub-Fund may experience sudden and large losses, including total loss. An investor should be prepared that the investment value may be lost suddenly (including total loss) and without warning.

The markets for ether may become illiquid and their prices may fluctuate widely due to numerous events or factors that are potentially difficult to evaluate and unforeseeable, including the following:

#### *New Innovation Risk*

Ether is a relatively new innovation and is subject to rapid price swings, changes and uncertainty. It is not backed by any authorities, government or corporations. The Ethereum Network was launched

in 2015, which limits a potential investor's ability to evaluate an investment in the Sub-Fund. Continued and further development of the Ethereum Network and the acceptance and use of ether are subject to a variety of factors that are difficult to predict or evaluate. Any cessation or reversal of such development of the Ethereum Network or the acceptance of ether may adversely affect the price of ether, and thus the Sub-Fund's investment in ether.

#### *Unforeseeable Risks*

Given the rapidly evolving nature of ether, including advancements in the underlying technology, market disruptions and resulting governmental interventions that are unforeseeable, an investor may be exposed to additional risks which cannot currently be predicted.

#### *Speculative Risk*

Ether is highly speculative as it has limited track record and lack of intrinsic value. Its value is primarily driven by supply and demand dynamics within the ether market and does not generate cash flows.

#### *Extreme Price Volatility Risk*

Investing in ether and related products is highly volatile compared to investments in traditional securities and their price movements are difficult to predict. The prices of ether have historically been extremely volatile. For example, the price of ether dropped 76% during the period from 10 November 2021 to 9 November 2022. Also, the value of ether could decline significantly in a short period of time and without warning, including to zero. For example, in 2020, the biggest single-day drop of the price of ether was 44% (this is based on daily prices of ether against USD on Bloomberg at GMT 00:00). The value of the Sub-Fund's investments in ether and therefore the value of the Sub-Fund could decline significantly and without warning, including to zero, within one day.

#### *Risk Relating to the Limited History of Ether*

Ether and the Ethereum Network have a limited history, therefore, it is unclear how all elements of ether will unfold over time, specifically with regard to governance between miners, developers and users, as well as the long-term security model as the mining reward of ether decreases over time. Insufficient software development or any other unforeseen challenges that the ether community is not able to resolve could have an adverse impact on ether price and thus the Sub-Fund's investment in ether.

#### *Fraud, Market Manipulation and Security Failure risk*

Ether may be subject to the risk of fraud, theft, manipulation or security failures, operational or other problems that impact ether trading venues. In particular, the Ethereum Network and entities that hold ether in custody or facilitate the transfers or trading of ether are vulnerable to various cyber attacks. Malicious actors may also exploit flaws in the code or structure in the Ethereum Network that will allow them to, among other things, steal ether held by others, control the blockchain, steal personally identifying information, or issue significant amounts of ether in contravention of the protocols. If parties acting in concert were to gain substantial control of the Ethereum Network, they would have the ability to manipulate transactions, halt payments and fraudulently obtain ether. These events may reduce user confidence in ether, the Ethereum Network and the fairness of ether trading venues which in turn may have a negative impact on the price of ether. The occurrence of any of the above may have negative impact on the price of ether and the value of the Sub-Fund's investments.

#### *Concentration of Ownership Risk*

A significant portion of ether is held by a small number of holders sometimes referred to as "whales", who may have the ability to manipulate the price of ether. As a result, large sales by such holders could have an adverse effect of the market price of ether.

### *Changes in Acceptance of Ether*

As a new asset and technological innovation, the ether industry is subject to a high degree of uncertainty. The adoption of ether will require growth in its usage for various applications that include retail and commercial payments, cross-border and remittance transactions, speculative investment and technical applications. As such, the value of ether is subject to risks related to its usage, and there is no assurance that ether usage will continue to grow over the long-term to support its value. Reduction or slowdown in the acceptance and/or prevalence of ether may result in lack of liquidity, increased volatility or a significant reduction in the price of ether and the value of the Sub-Fund's investments.

### *Cybersecurity Risk*

Security breaches, cyber-attacks, computer malware and computer hacking attacks have been a prevalent concern in relation to digital assets. Multiple thefts of ether and other digital assets from other holders have occurred in the past. Because of the pseudonymous nature of the ether Blockchain, thefts can be difficult to trace, which may make ether a particularly attractive target for theft. Cyber security failures or breaches of one or more of the Sub-Fund's service providers (including but not limited to, the Index Provider, the Registrar, the distributor, the Administrator, or the Custodian/Sub-Custodian) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs. Additionally, access to the Sub-Fund's ether could be restricted by natural events (such as an earthquake or flood) or human actions (such as a terrorist attack).

Ether is subject to cybersecurity risks including the potential exploitation of flaws in its code or structure by malicious actors which enable them for examples, to control the ether blockchain, steal ether and personal information or issue significant amounts of ether in contravention of the Ethereum Network protocols. These may derogate the confidence on use of ether and adversely impact on the price and liquidity of ether and therefore the value of an investment in the Sub-Fund.

Further, as the Ethereum Network's functionality relies on the Internet, the functionality of the Ethereum Network may be impeded if there is a significant disruption of Internet connectivity affecting large numbers of users or geographic areas or there are technical disruptions or regulatory limitations that affect Internet access. These in turn may adversely impact on the price of ether and the value of the Sub-Fund's investments.

If the Sub-Fund's holdings of ether are lost, stolen or destroyed under circumstances rendering a party liable to the Sub-Fund, the responsible party may not have the financial resources sufficient to satisfy the Sub-Fund's claim. For example, as to a particular event of loss, the only source of recovery for the Sub-Fund may be limited to the relevant custodian or, to the extent identifiable, other responsible third parties (for example, a thief or terrorist), any of which may not have the financial resources (including liability insurance coverage) to satisfy a valid claim of the Sub-Fund. Similarly, as noted below, the Custodian/Sub-Custodian has limited liability to the Sub-Fund, which could adversely affect the Sub-Fund's ability to seek recovery from them, even when the Custodian's actions or failure to act are the causes of the Sub-Fund's loss. It may not be possible, either because of a lack of available policies or because of prohibitive cost, for the Sub-Fund to obtain insurance that would cover losses of the Sub-Fund's ether. If an uninsured loss occurs or a loss exceeds policy limits, the Sub-Fund could lose all of its assets.

### *Regulatory Risk*

The regulation on ether, digital assets and related products and services continues to evolve and increase. The regulatory landscape for different jurisdictions at different points in time may be inconsistent or even conflicting. This may impede the growth of the ether economy and have an adverse effect on consumer adoption of ether. Regulation of ether continues to evolve, the ultimate

impact of which remains unclear and may adversely affect, among other things, the availability, value or performance of ether. To the extent that future regulatory actions or policies limit or restrict ether usage, ether trading or the ability to convert ether to fiat currencies, the demand for and value of ether may be reduced significantly. Changes to existing regulation (e.g. regarding dealing in virtual asset-related products) may also impact the ability of the Sub-Fund to achieve its investment objective or operate as planned.

These events may reduce user confidence in ether, the Ethereum Network and the fairness of ether trading venues which in turn may have a negative impact on the price of ether and thus the value of the Sub-Fund.

#### *Fork Risk*

As the Ethereum Network is an open-source project, the developers may suggest changes to the Ethereum software from time to time.

The open source nature of the Ethereum Network protocols permits any developer to review the underlying code and suggest changes. If some users and miners adopt a change while others do not and that change is not compatible with the existing software, a fork occurs. Several forks have already occurred in the Ethereum Network resulting in the creation of new, separate digital assets. Which fork will be considered to be ether for purposes of the Index is determined by Index Provider.

If the updated Ethereum software is not compatible with the original Ethereum software and a sufficient number (but not necessarily a majority) of users and miners elect not to migrate to the updated Ethereum software, this would result in a “hard fork” of the Ethereum Network, with one prong running the earlier version of the Ethereum software and the other running the updated Ethereum software, resulting in the existence of two versions of Ethereum Network running in parallel and a split of the blockchain underlying the Ethereum Network. The occurrence of such “fork” and similar events may result in an adverse impact on the price and liquidity of ether and the value of the Sub-Fund’s investments.

If ether were to fork into two digital assets, the Sub-Fund may hold, in addition to its existing ether balance, a right to claim an equivalent amount of the new “forked” asset following the “hard fork”. However, the Index does not track forks involving ether. The Sub-Fund may receive or claim rights to any digital assets created by a fork of the Ethereum Network that are supported by the Custodian and for which the Sub-Fund’s trading counterparties support a secondary market. In such circumstances, each of the Manager and the Sub-Manager will, acting in the best interest of investors, use its sole discretion to determine which network should be considered the appropriate network for the Sub-Fund and keep investors informed. There is no guarantee that the Manager and/or the Sub-Manager will choose the digital asset that is ultimately the most valuable fork, and their decision may adversely affect the value of the Sub-Fund as a result.

#### *Air Drop Risk*

In an air drop, the promoters of a new digital asset announce to holders of another digital asset that they will be entitled to claim a certain amount of the new digital asset for free, based on the fact that they hold such other digital asset. Air drops are not included in the Index under its current methodology. The Index does not track air drops involving ether. Accordingly, the Sub-Fund will disclaim, and the Sub-Fund will irrevocably abandon, all rights to digital assets air dropped to holders of ether. By investing in the Sub-Fund rather than directly in ether, you forgo potential economic benefits associated with air drops. Any change to the Sub-Fund’s policy on air dropped assets would require the Sub-Fund to seek and obtain certain regulatory approvals.

A substantial giveaway of ether to participants in the Ethereum Network (sometimes referred to as an “air drop”) may result in a significant and unexpected declines in the value of ether and the value of the Sub-Fund’s investments.

### *Transaction Risk*

The Ether Network faces scaling challenges and efforts to increase the volume of transactions may not be successful. Many digital asset networks, including the Ether Network, face significant scaling challenges due to the fact that public blockchains generally face a trade-off between security and scalability. One means through which public blockchains achieve security is decentralization, which means that transactions are validated through a dispersed network of nodes running without a central authority. Although this structure makes it difficult for a bad actor to manipulate the network, it also makes validating transactions and the state of the blockchain a slow and resource-intensive process. As a result, a digital asset network may be limited in the number of transactions it can process by the capabilities of each single fully participating node. Many developers are actively researching and testing scalability solutions for public blockchains that do not necessarily result in lower levels of security or decentralization, such as off-chain payment channels and sharding. Off-chain payment channels would allow parties to transact without requiring the full processing power of a blockchain. Sharding can increase the scalability of a database, such as a blockchain, by splitting the data processing responsibility among many nodes, allowing for parallel processing and validating of transactions.

There is no guarantee that any of the mechanisms in place or being explored for increasing the scale of settlement of transactions in ether will be effective, or how long these mechanisms will take to become effective, which could adversely impact an investment in the Shares.

### *“Ethereum 2.0” Risk*

The Ethereum Network is in the early stages of an upgrade called Ethereum 2.0. Ethereum 2.0 is intended to be a new iteration of the Ethereum Network that would include switching from a proof-of-work consensus mechanism to a proof-of-stake consensus mechanism. There is no guarantee that the Ethereum community will embrace Ethereum 2.0, and the new protocol may never reach critical mass. Ethereum 2.0 is supported by many of the Ethereum Network’s core developers as it is expected to improve network efficiency, scalability and security. Subsequent to the transition of the Ethereum blockchain from a proof-of-work consensus mechanism to a proof-of-stake consensus mechanism on 15 September 2022, a sizable community of miners banded together to create ETHPoW (or “ETHW”), a spinoff network which continues to use proof-of-work methods. The two protocols will compete going forward. Lack of adoption of Ethereum 2.0 may have a negative effect on the market value of ether, and thus the value of the Sub-Fund’s investments.

### *Contagion Risk*

The operation of Virtual Assets including ether depends upon the centralised elements of the crypto ecosystem (for example, wallets and trading platforms) which is exposed to concentration risks given its concentrated reliance on a few entities where certain entities handle more than half of the trading volumes. Therefore, the collapse of any major players in the crypto ecosystem may have contagious adverse effects on the values of Virtual Assets including ether and the value of the Sub-Fund’s investments.

Over the past several years, a number of major players such as less regulated virtual assets trading venues have experienced, or may in the future, collapse, stop operating or temporarily or permanently shut down due to issues such as fraud, failure, security breaches, cybersecurity issues or manipulation. This may adversely affect the value of ether and thus the value of the Sub-Fund.

### *Control and Potential Manipulation of Ethereum Network Risk*

Ethereum Network is vulnerable to malicious attack and malicious actor would be able to gain full control of the network and the ability to manipulate the blockchain. If an entity gains control of over 50% of the computing power (requiring 50% ownership of the ether that is staked with validators) the entity could use its majority share to double spend ether (i.e. the entity would send ether to one

recipient, which is confirmed in the existing blockchain, while also creating a shadow blockchain that sends that same ether to another entity under its control). After a period of time, the entity will release its hidden blockchain and reverse previously confirmed transactions, and due to the way mining works, that new blockchain will become the record of truth. This would significantly erode trust in the Ethereum Network as a store of value and means of exchange which may significantly decrease the value of the ether and in turn the NAV of the Shares. The two largest miners or pools of Ethereum control in the aggregate more than 50% of the Ethereum Network.

The founders of the Ethereum Network may control large amounts of ether. There are several addresses outside of digital asset trading platforms that hold approximately 60% of staked ether. While there appear to be few concentrated holders of ether based on individual addresses, some holders may have their ether spread across multiple addresses. The decisions made by these such holders may have a notable impact on the network's governance and direction.

### *Illicit Use of Ethereum*

Ethereum can be used to purchase illegal goods, fund illicit activities or launder money. Negative developments of ether may affect the general outlook on the industry as a whole, trigger governmental intervention/restrictions/regulations, and may have adverse effect on the Sub-Fund's investments.

### Risks associated with staking

There is no guarantee that staking will yield rewards, and past rewards are not indicative of future returns. If the staking services are ceased or terminated, the Sub-Fund may not be able to stake the Sub-Fund's assets for a period of time or at all.

### *Due diligence on staking service providers*

The staking activities are conducted by SFC-licensed virtual asset trading platforms, who can perform staking activities on its own or by engaging its affiliates or third party staking providers. The Manager conducts due diligence on the virtual asset trading platforms as a whole including the staking arrangement. The Manager will consider various factors to assess the reliability and security of the staking operations. Despite these efforts, the Sub-Fund remains exposed to the risk of loss of staked ether if the staking service providers fail to operate in accordance with the Ethereum Network's rules, or due to cybersecurity attacks, security issues, or other unforeseeable problems.

### *Slashing risk*

Staking may come with a risk of loss of virtual assets due to a process known as slashing. Slashing is a mechanism in proof-of-stake blockchain protocols, designed to punish validator misbehaviour and protect the network's security. In the context of Ethereum, slashing occurs when a validator is found to be performing critical violations, such as double-signing, extended downtime or equivocating, by proposing or attesting to conflicting blocks. These actions undermine the integrity of the network and can result in severe consequences. A staking service provider (as validator) subject to slashing will be forcibly removed from the network, and a percentage of their staked assets will be forfeited. This can lead to the loss of both rewards and principal, and potentially affect the Sub-Fund if any staking service provider to the Sub-Fund is slashed by the Ethereum Network. There is no assurance that the staking service providers will not be subject to slashing, or will be able to recover any percentage of ether that has been subject to slashing. As a result of extended downtime due to the staking service provider's inactivity, even if no slashing occurs, the Sub-Fund may not be able to benefit from rewards, and may incur penalties.

### *Illiquidity during lock-up periods*

Staking features such as lock-up periods, staking reward payout periods and reward amounts are not necessarily fixed over time, and can cause liquidity risk or delay in settlement period. Staked

assets cannot be transferred, sold or otherwise dealt with during the lock-up period in accordance with the restrictions imposed by the blockchain protocol. Further, staked assets may not pay out staking rewards daily, which may cause delays in reinvestment of the staking reward amount into the Sub-Fund.

#### *Legal uncertainty risk*

Due to the novelty of staking, there is no case law on ownership of staked assets. The legal uncertainty may affect the nature and enforceability of the Sub-Fund's interest in the virtual assets of the Sub-Fund which have been staked.

#### *Risk of unstaking process*

Unstaking of ether will take time (from a few days to a few weeks), and during the unstaking process, the Manager will not be able to withdraw or liquidate the staked ether.

#### *Volatility risk*

Given the volatility of ether, the value of staked ether at the time of completion of the unstaking period may be significantly less than the value of the ether at the time a decision is taken to withdraw the staked ether.

#### *Risk of entry queue period*

There may be an entry queue period (i.e. waiting time that validators experience (after they have staked their ether) before they can start participating in the Ethereum Network of up to a few weeks. Staked ether will not be eligible to receive any staking rewards and may not be withdrawn during the period.

#### *Risk management measures*

The Manager has in place the following risk management measures:

- There are contractual measures in place, so that the staking service provider will compensate the virtual asset trading platform, who will in turn compensate the Sub-Fund for certain losses of ether due to factors unrelated to the Ethereum mainnet (including certain losses in relation to slashing). However, if such staking service provider fails to compensate the virtual asset trading platform for any reason, the Sub-Fund will bear the resulting loss.
- To mitigate slashing, penalties or other operational risks, the Manager will conduct ongoing due diligence on the virtual asset trading platforms as a whole, including the staking arrangement, taking into consideration the experience and track record. There will be risk that the due diligence is insufficient. Please refer to "Due diligence on staking service providers" for the risks. Additionally, the Manager will implement enhanced security measures to prevent slashing, with an aim to minimise loss of assets and the financial impact on the Sub-Fund and its investors in the event that any portion of the staked assets is subject to involuntary slashing, thereby reducing potential losses resulting from such penalties.
- address liquidity risks, the Sub-Fund will apply a utilisation rate for staking allocations starting by staking no more than 30% of the ether held in the portfolio of the Sub-Fund.

#### Risks associated with Virtual Asset Trading Platforms and Staking Service Providers

The virtual asset trading platforms that the Sub-Fund may only acquire and dispose of ether are still developing. The ether traded on these virtual asset trading platforms may be subject to lower liquidity compared to other spot ether trading venue. As such, there may be a delay in the Sub-Fund's ability

to acquire or dispose of its investments from these virtual asset trading platforms. The bid and offer spreads of the price of ether on these virtual asset trading platforms may be large and the Sub-Fund may incur significant trading costs.

In the event that the virtual asset trading platform's licence from the SFC is being revoked/terminated or otherwise invalidated, the Sub-Fund may be prohibited from conducting transactions and acquisitions of ether.

The virtual asset trading platforms can perform staking activities on its own or by engaging its affiliates or third party staking providers. A staking service provider plays a critical role in the security of staked ether. Any operational failures, security breaches, or mismanagement by the staking service provider could result in the loss of staked assets or rewards, directly impacting the Sub-Fund's performance. The Sub-Fund is exposed to potential risks associated with the platform's and the staking service provider's operational integrity and regulatory compliance, which could have significant implications for its investment strategy and returns.

#### Difference between Executable Price of Ether on Virtual Asset Trading Platforms and Valuation Price for Subscription and Redemption (in respect of Listed Class of Shares)

The executable price of ether on the virtual asset trading platforms used by the Sub-Fund may not be the same as the traded prices of ether on the Constituent Exchanges used by the Index for valuation of the Sub-Fund. There could be significant difference between executable price of ether on these virtual asset trading platforms and the prices of ether used in calculating the subscription/redemption amount in case of subscription/redemption in cash (even though anti-dilution measures are in place). As such, depending on the circumstances, this may impact Participating Dealers and Market Makers' ability to conduct effective arbitrage and provide liquidity for the Sub-Fund, which may lead to higher premium or discount to NAV and/or higher bid-ask spread of the Listed Class of Shares of the Sub-Fund in secondary market. This may also result in higher tracking difference.

#### Difference between Executable Price of Ether on Virtual Asset Trading Platforms and Valuation Price for Cash Subscription and Redemption (in respect of Unlisted Class of Shares)

The executable price of ether on the virtual asset trading platforms used by the Sub-Fund may not be the same as the traded prices of ether on the Constituent Exchanges used by the Index for valuation of the Sub-Fund. There could be significant difference between executable price of ether on these virtual asset trading platforms and the prices of ether used in calculating the subscription/redemption amount in case of subscription/redemption in cash (even though anti-dilution measures are in place). As such, depending on the circumstances, this may result in higher tracking difference.

#### Custody Risk

Ownership and rights to ether depend on securely storing and knowing the private key. If the private key is lost without a backup, access to the corresponding ether address is lost as well, with no possibility of restoration by the Ethereum Network.

While the Manager has conducted due diligence on the Sub-Custodian and believes that there are security procedures in place for the Sub-Fund by the Sub-Custodian, the Manager does not control the Sub-Custodian's or the virtual asset trading platforms' operations or their implementation of such security procedures and there can be no assurance that such security procedures will actually work as designed or prove to be successful in safeguarding the Sub-Fund's assets against all possible sources of theft, loss or damage.

While the Sub-Custodian will store most of the Sub-Fund's ether holdings in the cold wallet (i.e. where the private keys to ether are kept in an offline environment), the Sub-Fund's ether may be temporarily

held online in the hot wallet (i.e. where the private keys to ether are kept in an online environment) for meeting the needs of subscriptions and redemptions, which is more susceptible to cyber-attacks. Any insurance coverage obtained by or for the Custodian/Sub-Custodian is solely for the benefit of the Custodian/Sub-Custodian and does not guarantee or insure the Sub-Fund in any way. There is no third-party insurance held on behalf of the ether accounts.

The Sub-Fund itself does not insure its holdings in ether. While the Sub-Custodian is required by the applicable Laws and Regulations to have in place a compensation arrangement to cover potential loss of client Virtual Assets through third-party insurance or other permitted means, such compensation arrangement is shared among all clients of the Sub-Custodian and is not specific to the Sub-Fund. There is no assurance that such compensation arrangement is adequate to protect the Virtual Assets of the Sub-Fund from all possible losses. Where the compensation arrangement of the Sub-Custodian is not sufficient to cover the loss of Virtual Assets of the Sub-Fund, neither the Manager nor the Sub-Fund will be responsible for the shortfall.

### New Product Risk

The Sub-Fund is a passive ETF investing directly in ether through SFC-licensed virtual asset trading platforms. The novelty of such an ETF and the fact that the Sub-Fund is one of the first few spot Virtual Asset ETFs in Hong Kong makes the Sub-Fund potentially riskier than traditional ETFs investing in equity or debt securities. Given the novelty of the underlying assets of the Sub-Fund, there is no guarantee that the service providers (such as Participating Dealers (where applicable) and Market Makers (where applicable)) can perform their duties effectively.

### Index Risk

The Index is a new index which was launched on 11 September 2023 and has limited operating history. The Sub-Fund may be riskier than other exchange traded funds tracking more established indices with longer operating history. The Index has similar index methodology as CME CF Ether-Dollar Reference Rate which was launched on 14 May 2018, except for the index calculation time.

The Sub-Fund is also subject to the risk of system failures or errors of the Index Provider. If the computers or other facilities of the Index Provider, data providers and/or relevant Constituent Exchanges malfunction for any reason, calculation and dissemination of the Index may be delayed. Errors in the Index data, the Index computations and/or construction may occur from time to time and may not be identified and/or corrected for a period of time or at all, which may have an adverse impact on the Sub-Fund and its investors. Any of the foregoing may lead to the errors in the Index, which may lead to a different investment outcome for the Sub-Fund and its investors than would have been the case had such events not occurred.

### Concentration Risk

The exposure of the Sub-Fund is concentrated in ether via direct investment in ether. Unlike other funds that may invest in diversified assets, the Sub-Fund's investment strategy is concentrated in a single asset within a single asset class. This may result in higher concentration risk and the Sub-Fund's value may be more volatile than that of a fund having more diverse portfolio of investments. The value of the Sub-Fund is more susceptible to adverse economic, political, policy, foreign exchange, liquidity, tax, legal or regulatory event affecting ether.

### Regulatory Change to the Sub-Fund Risk

The regulations applicable to the Sub-Fund and its underlying investments may be subject to rapid change by government and judicial action. The effect of any such regulatory changes on the Sub-Fund is impossible to predict, but could be substantial and adverse. To the extent possible, the Manager will attempt to monitor such changes to determine the impact such changes may have on the Sub-Fund and what can be done, if anything, to try and limit such impact.

Governments and regulators may intervene in the financial markets and other related markets, such as by the imposition of trading restrictions and/or position limits. This may affect the operation and market making activities of the Sub-Fund, and may create negative market sentiment which may in turn affect the performance of the Sub-Fund.

#### Reliance on the Sub-Manager Risk

The Manager has delegated the investment discretion of the Sub-Fund to the Sub-Manager and will rely on the Sub-Manager's expertise and systems for the Sub-Fund's investments. Any disruption in the communication with or assistance from the Sub-Manager or a loss of service of the Sub-Manager or any of its key personnel may adversely affect the operations of the Sub-Fund.

#### Trading Hours Differences Risk (applicable to the Listed Class of Shares only)

As ether is trading 24 hours but trading/dealing in the Shares are not available 24 hours, the value of the investments in the Sub-Fund's portfolio may change on days or at time when investors will not be able to purchase or sell the Shares.

#### Multi-Counter Risks (applicable to the Listed Class of Shares only)

There is a risk that the market price on the SEHK of Listed Class of Shares traded in one counter may deviate significantly from the market price on the SEHK of Listed Class of Shares traded in another counter due to market liquidity, supply and demand in each counter and the exchange rate fluctuations (in both the onshore and the offshore markets). The trading price of Listed Class of Shares in each counter is determined by market forces and therefore will not be the same as the trading price of Shares multiplied by the prevailing rate of foreign exchange. Accordingly, when selling or buying Listed Class of Shares traded in one counter, an investor may receive less or pay more than the equivalent amount in the currency of another counter if the trade of the relevant Listed Class of Shares took place on another counter. There can be no assurance that the price of Listed Class of Shares in each counter will be equivalent.

Investors who buy Shares on the HKD counter may be subject to currency exchange risk as the assets of the Sub-Fund are denominated in USD and the NAV of the Sub-Fund is calculated in USD.

#### Risk associated with loss of Virtual Assets held in the omnibus account

The Virtual Asset Sub-Custodian may hold the Sub-Fund's virtual assets in the omnibus client account instead of maintaining a separate segregated account for the Sub-Fund. As a result, the Sub-Fund's virtual assets may be co-mingled with the virtual assets of other clients of the Virtual Asset Sub-Custodian. In the event of loss of virtual assets held in the omnibus account due to theft, cyber-attacks, loss or damage, the Sub-Fund may need to share the shortfall together with other clients whose virtual assets are held in the omnibus account on a pro-rata basis.

### **The Offering Phases of the Listed Class of Shares**

#### *Initial Offer Period*

The Initial Offer Period commenced at 9:00 a.m. (Hong Kong time) on 25 April 2024 and ended at 11:00 a.m. (Hong Kong time) for cash Creation Application or 4:00 p.m. (Hong Kong time) for in-kind Creation Application on 26 April 2024.

The Listing Date is on 30 April 2024.

The purpose of the Initial Offer Period is to enable Participating Dealers to subscribe for Listed Class of Shares either on their own account or for their clients, in accordance with the Instrument and the

Operating Guidelines. During this period, Participating Dealers (acting for themselves or for their clients) may apply for Listed Class of Shares to be available for trading on the Listing Date by creation. No redemptions are permitted during the Initial Offer Period.

Upon receipt of a Creation Application from a Participating Dealer (acting for itself or its clients) during the Initial Offer Period, the Manager shall procure the creation of Listed Class of Shares for settlement on the Initial Issue Date.

Participating Dealers may have their own application procedures for their respective clients and may set application and payment cut-off times for their respective clients which are earlier than those set out in this Prospectus. Investors are therefore advised to consult with the relevant Participating Dealer on its requirements if they want a Participating Dealer to subscribe for Listed Class of Shares on their behalf.

#### *After Listing*

“After Listing” commences on the Listing Date.

Dealings in the Listed Class of Shares on the SEHK commenced on 30 April 2024.

The current Dealing Deadline After Listing is 11:00 a.m. (Hong Kong time) for cash Creation and Redemption Applications or 4:00 p.m. (Hong Kong time) for in-kind Creation and Redemption Applications on the relevant Dealing Day, or such other time as the Manager (in consultation with the Custodian) may determine on any day when the trading hours of the SEHK are reduced.

Applications for creation of Listed Class of Shares may be made by way of cash Creation Application (in USD) or in-kind Creation Application. Settlement for subscribing for Listed Class of Shares is due at the time specified in the Operating Guidelines on the relevant Dealing Day in accordance with the Operating Guidelines.

The Issue Price of Listed Class of Shares created and issued by a Creation Application After Listing will be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded to the nearest 4 decimal places (0.00005 and above being rounded up; below 0.00005 being rounded down).

The attention of investors is drawn to the section entitled “The Offering Phases” in Schedule 1 of Part 1 of this Prospectus. The following table summarises all key events and the Manager’s expected timetable (all references to times are to Hong Kong time):

|                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Initial Offer Period commences</p> <ul style="list-style-type: none"> <li>Participating Dealers may apply for creation for themselves or for their clients in Application Share size</li> </ul>                                                              | <ul style="list-style-type: none"> <li>9:00 a.m. (Hong Kong time) on 25 April 2024 or such other date or time as the Manager may determine</li> </ul>                                                                                                                                                                                |
| <p>The date that is two Business Days prior to the Listing Date</p> <ul style="list-style-type: none"> <li>Latest time for Creation Applications by Participating Dealers for Listed Class of Shares to be available for trading on the Listing Date</li> </ul> | <ul style="list-style-type: none"> <li>For cash Creation Application: 11:00 a.m. (Hong Kong time) on 26 April 2024 or such other date or time as the Manager may determine</li> <li>For in-kind Creation Application: 4:00 p.m. (Hong Kong time) on 26 April 2024 or such other date or time as the Manager may determine</li> </ul> |

|                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>After Listing (period commences on the Listing Date)</p> <ul style="list-style-type: none"> <li>• All investors may start trading Listed Class of Shares on the SEHK through any designated brokers; and</li> <li>• Participating Dealers may apply for creation and redemption (for themselves or for their clients) in Application Share size</li> </ul> | <ul style="list-style-type: none"> <li>• Commence at 9:30 a.m. (Hong Kong time) on 30 April 2024.</li> <li>• From 9:30 a.m. (Hong Kong time) to 11:00 a.m. (Hong Kong time) for cash Creation Application or 4:00 p.m. (Hong Kong time) for in-kind Creation Application on each Dealing Day</li> </ul> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

## **Exchange Listing and Trading (Secondary Market) of Listed Class of Shares**

Dealings on the SEHK in Listed Class of Shares traded in HKD and USD began on 30 April 2024.

Listed Class of Shares are neither listed nor dealt on any other stock exchange and no application for such listing or permission to deal is being sought as of the date of this Prospectus. Application may be made in the future for a listing of Listed Class of Shares on one or more other stock exchanges. Investors' attention is drawn to the section headed "Exchange Listing and Trading (Secondary Market)" in Schedule 1 of Part 1 of this Prospectus for further information.

Participating Dealers should note that they will not be able to sell or otherwise deal in the Listed Class of Shares on the SEHK until dealings begin on the SEHK.

### *Multi-Counter*

The Manager has arranged for the Shares of the Sub-Fund to be available for trading on the secondary market on the SEHK under a Multi-Counter arrangement. Shares are denominated in USD. The Sub-Fund offers 2 trading counters on the SEHK (i.e. HKD counter and USD counter) to investors for secondary trading purposes. Shares traded in HKD counter will be settled in HKD, and Shares traded in USD counter will be settled in USD. Apart from settlement in different currencies, the trading prices of Shares in the counters may be different.

Shares traded on each counter are of the same class and all Shareholders of all counters are treated equally. The counters will have different stock codes and stock short names, but will trade and settle with a single ISIN number, as set out in the section "Key Information" above.

Normally, investors can buy and sell Shares traded in the same counter or alternatively buy in one counter and sell in the other counter provided their brokers provide HKD and USD trading services at the same time. Inter-counter buy and sell is permissible even if the trades take places within the same trading day. However, investors should note that the trading price of Shares traded in each counter may be different and may not always maintain a close relationship depending on factors such as market demand and supply and liquidity in each counter.

Investors should consult their brokers if they have any questions concerning fees, timing, procedures and the operation of the Multi-Counter, including inter-counter trading. Investors' attention is also drawn to the risk factor above entitled "Multi-Counter risks".

## **Redemptions of Listed Class of Shares**

Listed Class of Shares can be redeemed directly (through a Participating Dealer). Redemption proceeds may be paid in cash (in USD). Any accepted Redemption Application will be effected by the payment of cash or transfer of investments (as the case may be) in accordance with the Operating Guidelines and the Instrument.

The Redemption Value on a Dealing Day shall be the prevailing Net Asset Value attributable to the Listed Class of Shares as at the relevant Valuation Point divided by the total number of Listed Class of Shares in issue rounded to the nearest 4 decimal places (0.00005 and above being rounded up; below 0.00005 being rounded down).

## Subscription and Redemption of Unlisted Classes of Shares

The initial issue date of the following Unlisted Classes of Shares is 16 August 2024.

- Class A USD
- Class I USD
- Class S USD

*\*Class S Shares are available for subscription by the following categories of investors:*

- *investors whose underlying investors may otherwise be charged with duplicate fees, including but not limited to fund-of-funds (which may be managed by the Manager, the Sub-Manager or its Connected Persons) or repackaging notes; and*
- *current employees of the Manager/Sub-Manager or its affiliates at the time of subscription who submit dealing orders directly without going through any distribution channels.*

The Manager will determine a person's eligibility to subscribe for Class S Shares and will have the absolute discretion to decline any subscription application for Class S Shares as it sees fit.

The Manager may in future determine to issue additional Unlisted Classes of Shares.

### *Initial Subscription Price*

The initial Subscription Price for each of the Unlisted Classes of Shares is as follows:

- Class A USD: USD 10 per Share
- Class I USD: USD 10 per Share
- Class S USD: USD 10 per Share

Where applicable, the Manager may at any time decide to close a Class to further subscriptions before the end of the Initial Offer Period without any prior or further notice.

### *Dealing procedures*

For details of dealing procedures, please refer to the information below and in Schedule 2 of Part 1 of this Prospectus. The following apply to the Sub-Fund:

|                                   |                                                         |
|-----------------------------------|---------------------------------------------------------|
| <i>Dealing Day</i>                | each Business Day                                       |
| <i>Dealing Deadline</i>           | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day |
| <i>Deadline for cleared funds</i> | 11:00 a.m. (Hong Kong time) on the relevant Dealing Day |
| <i>Valuation Point</i>            | 4:00 p.m. (Hong Kong time) on the relevant Dealing Day  |

Investors should note that subscription monies in respect of the Sub-Fund must be paid in the currency of denomination of the relevant class of Shares. Redemption proceeds will be paid to redeeming Shareholders in the currency of denomination of the relevant class of Shares.

### *Subscription Price and Redemption Price*

The Subscription Price or Redemption Price of each Unlisted Class of Share for any relevant Dealing Day will, subject to the condition in respect of the swing pricing adjustments as set out in the sub-

section headed “Subscription Price and Redemption Price of Unlisted Class(es) of Shares” under “DETERMINATION OF NET ASSET VALUE” of this Prospectus be based on the Net Asset Value of the Unlisted Class of Shares (namely, Class A USD, Class I USD and Class S USD) at the Valuation Point divided by the number of Unlisted Class of Shares then in issue or deemed to be in issue, rounded to the nearest 4 decimal places(0.00005 and above being rounded up; below 0.00005 being rounded down). The benefit of any such rounding shall accrue to the Sub-Fund.

On a Dealing Day where there is a net subscription of Shares exceeding the pre-defined threshold (in terms of a percentage of NAV of the Sub-Fund), the Subscription Price for each Unlisted Class of Shares will, in good faith and in the best interest of Shareholders, be adjusted higher than the original NAV per Share. Similarly, on a Dealing Day where there is a net redemption of Shares exceeding the pre-defined threshold (in terms of a percentage of NAV of the Sub-Fund), the Redemption Price for each Unlisted Class of Shares will be adjusted lower. The adjustment rate may not exceed 2% of the original NAV per Share.

#### *Payment of subscription monies*

Subscription monies in respect of Unlisted Classes of Shares should be received in cleared funds by (i) the Dealing Deadline on the relevant Dealing Day on which an application was received by the Dealing Deadline or (ii) in the case of applications for Unlisted Classes of Shares during the Initial Offer Period, such time on the last day of the Initial Offer Period of Unlisted Classes of Shares as specified in this Appendix, or within such other period as determined by the Manager.

#### *Payment of redemption proceeds*

Save as otherwise agreed by the Manager, and so long as relevant account details have been provided, redemption proceeds will normally be paid at the risk and expense of the redeeming Shareholder in the Class Currency of the relevant Unlisted Class of Shares by telegraphic transfer within 3 Business Days after the relevant Dealing Day and in any event within one calendar month of the relevant Dealing Day or (if later) receipt of a properly documented redemption request, unless the market(s) in which a substantial portion of the Sub-Fund’s investments is made is subject to legal or regulatory requirements (such as foreign currency controls) thus rendering the payment of redemption proceeds within the aforesaid time period not practicable, but in such a case the extended time frame for payment should reflect the additional time needed in light of the specific circumstances in the relevant Market(s).

#### *Investment Minima*

The following investment minima apply to the Unlisted Classes of Shares:

|                                      | <b>Class A USD</b> | <b>Class I USD</b> | <b>Class S USD</b> |
|--------------------------------------|--------------------|--------------------|--------------------|
| <i>Minimum initial investment</i>    | USD 1              | USD 500,000        | USD 1              |
| <i>Minimum subsequent investment</i> | USD 0.5            | USD 0.5            | USD 0.5            |
| <i>Minimum holding amount</i>        | USD 1              | USD 500,000        | USD 1              |
| <i>Minimum redemption amount</i>     | USD 0.5            | USD 0.5            | USD 0.5            |

The Manager reserves the right to waive the minimum initial investment, minimum subsequent investment, minimum holding amount and minimum redemption amount requirements for any class of Shares.

#### **Switching**

Investors should note that switching between Unlisted Classes of Shares and Listed Class of Shares is not available. Switching between different classes of Unlisted Classes of Shares of the

Sub-Fund may be permitted by the Manager. Please refer to the section “Switching of Unlisted Class(es) of Shares” in Part 1 of this Prospectus. Switching between an Unlisted Class of Shares of the Sub-Fund and an Unlisted Class of Shares of other sub-fund(s) of the Company is not available.

### **Distribution Policy**

No distribution will be made in respect of the Sub-Fund.

### **Management of the Sub-Fund’s Investment**

HashKey Capital Limited (the “**Sub-Manager**”) has been appointed by the Manager as the sub-manager of the Sub-Fund pursuant to a sub-management agreement entered between them.

Under the terms of sub-management agreement, the Sub-Manager will be responsible to manage the assets of the Sub-Fund subject to the overall supervision of the Manager. The Manager will be responsible for investment and management within the Hong Kong trading hours (i.e. 9:00 to 18:00 Hong Kong time) and be ultimately responsible for the overall investment portfolio management of the Sub-Fund. The Sub-Manager will be responsible for investment and management outside of the Hong Kong trading hours.

The Manager and the Sub-Manager will establish and maintain an investment committee known as the “Bosera-HashKey Investment Committee” in respect of the Sub-Fund, which shall operate in accordance with such terms of reference, processes, procedures and guidelines as may be agreed between the Manager and the Sub-Manager from time to time, including regarding investment strategy, investment and borrowing restrictions and risks associated with the Sub-Fund.

### **The Sub-Manager**

HashKey Capital Limited was incorporated in Hong Kong and commenced its current operations in January 2020. It is licensed by the SFC for type 9 (asset management) regulated activities under the SFO with CE number BOP237. It shall comply with the “Terms and conditions for licensed corporations or registered institutions which manage portfolios that invest in virtual assets ” (as amended from time to time) with respect to providing virtual asset related asset management services.

### **Custodian of the Sub-Fund**

The Company has appointed BOCI-Prudential Trustee Limited as the custodian of the Sub-Fund. As discussed in Part 1 of this Prospectus, the Custodian is also a custodian to the Company with regards to any regulatory obligation as determined by the Directors (and where applicable, in consultation with the Manager and/or the Custodian(s)) to be required of a custodian to the Company which does not relate to one or more specific Sub-Fund(s) or which cannot be allocated exclusively to one or more specific Sub-Fund(s). The Custodian and other custodian(s) of the Company shall take responsibility collectively for such matters.

BOCI-Prudential Trustee Limited is a registered trust company in Hong Kong and is a joint venture founded by BOC Group Trustee Company Limited and Prudential Corporation Holdings Limited. BOC Group Trustee Company Limited is owned by BOC International Holdings Limited and Bank of China (Hong Kong) Limited, which are subsidiaries of Bank of China Limited. The business activities of the BOCI-Prudential Trustee Limited are principally provision of trustee services, investment accounting, administration and registrar services to various kinds of funds and institutional clients.

Pursuant to the Custody Agreement, the Custodian will act as the custodian of the Sub-Fund’s assets, which will be held in its custody or control for the Sub-Fund in accordance with the Instrument, and be responsible for the safe-keeping of all Scheme Property.

The Custodian may, however, appoint a person or persons (including a Connected Person of the Custodian) to be agent, nominee, custodian, joint custodian, co-custodian and/or sub-custodian to hold certain assets of the Sub-Fund and may empower any such person or persons to appoint with no objection in writing by the Custodian. The Custodian may also appoint delegates for the performance of its duties, powers or discretions under the Custody Agreement. The Custodian is required to (a) exercise reasonable care, skill and diligence in the selection, appointment and monitoring of such persons and , (b) be satisfied that such persons retained remain suitably qualified and competent on an ongoing basis to provide the relevant custodial services to the Sub-Fund provided however that if the Custodian has discharged its obligations set out in (a) and (b) above, the Custodian shall not be liable for any act, omission, insolvency, liquidation or bankruptcy of any such person(s) not being the Custodian's Connected Person appointed as agents, nominees, custodians or joint custodians of certain assets of the Sub-Fund (including SFC-licensed virtual asset trading platforms). The Custodian however shall remain liable for any act or omission of any such person that is a Connected Person of the Custodian and that is appointed as agent, nominee, custodian, joint custodian, co-custodian and/or sub-custodian to hold certain assets of the Sub-Fund as if the same were the acts or omissions of the Custodian. The Custodian shall not be liable for any act or failure to act by the Custodian that may arise in connection with the Custody Agreement, other than any liability which is caused directly by negligence or fraud or wilful default of the Custodian.

The Custodian shall not be responsible or liable for any losses arising out of the custody or control of any investments, assets or other property which is under the custody or control of or on behalf of a lender in respect of any borrowing made by the Custodian for the purposes of the Company in respect of the Sub-Fund.

The Custodian will remain as the custodian of the Sub-Fund and the Company until it retires or is removed. The circumstances under which the Custodian may retire or be removed are set out in the Custody Agreement. Where any Sub-Fund is authorised pursuant to section 104 of the SFO, any change in custodian is subject to the SFC's prior approval and the Custodian will remain as the custodian of the Sub-Fund and the Company until a new primary custodian is appointed. Shareholders will be duly notified of any such changes in accordance with the requirements prescribed by the SFC.

All notices and communications to the Custodian should be made in writing and sent to the following address:

BOCI-Prudential Trustee Limited  
Suites 1501-1507 & 1513-1516, 15/F  
1111 King's Road  
Taikoo Shing  
Hong Kong

The Custodian is not responsible for the preparation or issue of this Appendix and therefore accepts no responsibility for any information contained in this Appendix. Neither the Custodian nor any of its subsidiaries, affiliates, directors and other officers, shareholders, servants, employees, agents or permitted delegates accept any responsibility or liability for any information contained in this Appendix other than the description under this section headed "Custodian of the Sub-Fund".

### **Indemnities of the Custodian**

Under the Custody Agreement, the Company agrees to indemnify the Custodian and its directors, officers, employees and agents against any and all loss, damages, cost, expenses, liabilities or

claims (including legal and other professional fees) of whatever nature (each a "**Loss**") incurred by the Custodian in connection with its duties under the Custody Agreement, except any Loss resulting from negligence, fraud or wilful default of the Custodian.

No provision of the Instrument and Custody Agreement shall be construed as (i) providing any exemption of any liability of the Custodian to the Shareholders of the Sub-Fund under Hong Kong law or breaches of trust through fraud or negligence, nor may the Custodian be indemnified against such liability by Shareholders of the Sub-Fund or at the expense of Shareholders of the Sub-Fund, or (ii) diminishing or exempting the Custodian from any of its duties and liabilities under the applicable Laws and Regulations, and no provision shall have the effect of providing any of such exemption or indemnity.

Nothing in the Custody Agreement excludes or limits the liability to the Company which a Custodian may have under the SFO.

Please also refer to the section headed "Indemnities of the Custodian" in Part 1 of this Prospectus for further details.

### **Virtual Asset Sub-Custodian of the Sub-Fund**

The Custodian has appointed Hash Blockchain Limited which acts via its associated entity HashKey Custody Services Limited ("**Virtual Asset Sub-Custodian**") to take custody of the ether holdings of the Sub-Fund. The Custodian has obtained consent from the Hong Kong Monetary Authority to take custody of the Virtual Assets of the Sub-Fund.

Hash Blockchain Limited is licensed by the SFC to carry on Type 1 (Dealing in Securities) and Type 7 (Providing Automated Trading Services) regulated activities in Hong Kong, subject to various licensing conditions including the requirement to comply with "Terms and Conditions for Virtual Asset Trading Platform Operators"(as amended from time to time) issued by the SFC.

Pursuant to the sub-custodian agreement entered into between Custodian and Hash Blockchain Limited, the Virtual Assets of the Sub-Fund will be held in a segregated client account established and maintained by HashKey Custody Services Limited which is (i) an "associated entity" (as defined under section 165 of the SFO) of Hash Blockchain Limited, (ii) is incorporated in Hong Kong; (iii) holds a "trust or company service provider licence" with license number TC006486 under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615 of the Laws of Hong Kong); and (iv) is a wholly owned subsidiary of HashKey Digital Asset Group Limited. The Sub-Custodian is authorized to provide trust and company services to clients. The Sub-Custodian specializes in the individual custody of client assets, ensuring a high level of protection for their customers.

The Custodian will procure for compensation arrangement with the Sub-Custodian that is commensurate with its services and is in line with the applicable Laws and Regulations. The Custodian shall ensure the Sub-Custodian will have in place a compensation or insurance arrangement that covers potential loss of 50% of its clients' Virtual Assets in cold storage and 100% of its clients' Virtual Assets in hot and other storages.

### **Administrator of the Sub-Fund**

The Company has appointed BOCI-Prudential Trustee Limited as the Administrator of the Sub-Fund.

### **Registrar of the Sub-Fund**

The Company has appointed BOCI-Prudential Trustee Limited as the Registrar of the Sub-Fund. The Registrar is responsible for maintaining the register of Shareholders, which will be kept at the registered office of the Registrar in Hong Kong.

The Registrar will also be responsible for providing transfer agency services to the Sub-Fund,

including but not limited to, processing applications for the subscription, conversion and redemption of the Shares.

The Registrar is not responsible for the preparation or issue of the Prospectus and therefore accepts no responsibility for any information contained in this Prospectus other than the descriptions under this section headed “Registrar of the Sub-Fund” and neither the Registrar nor any of its subsidiaries affiliates, directors and other officers, shareholders, servants employees, agents or permitted delegates accept any responsibility or liability for any information contained in this Prospectus other than the description under this section headed “Registrar of the Sub-Fund”.

## **Fees and Expenses**

### Fees payable by the Sub-Fund (applicable to both Listed Class of Shares and Unlisted Classes of Shares)

#### **Registrar fee**

The Registrar is entitled to an annual fee of USD500 for the registry services it provides in respect of both Listed Class of Shares and Unlisted Classes of Shares in its capacity as the Registrar for the Sub-Fund.

#### **Custodian fee and administration fee**

The custodian fee and administration fee payable to the Custodian in respect of Listed Class of Shares is currently up to 1% per annum of the Net Asset Value of the Sub-Fund, subject to a monthly minimum fee of up to USD5,000.

#### **Sub-custodian fee**

The sub-custodian fee payable to the Sub-Custodian is included in the custodian fee and administration fee.

### Fees applicable to Listed Class of Shares only

#### *Fees and expenses payable by Participating Dealers*

| Fees and expenses payable by Participating Dealers on creations and redemptions (as applicable) of Listed Class of Shares (applicable both during the Initial Offer Period and After Listing) | Amount                                                                                                                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| Transaction Fee and Service Agent's Fee                                                                                                                                                       | Up to USD350 <sup>16</sup> per Application and HKD1,000 <sup>16</sup> per book-entry deposit and book-entry withdrawal transaction |

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<sup>16</sup> The Transaction Fee of up to USD350 is payable by a Participating Dealer to the relevant Custodian for the benefit of the relevant Custodian and/or Registrar. The Service Agent's Fee of HKD1000 is payable by a Participating Dealer to the Service Agent for each book-entry deposit or book-entry withdrawal transaction. A Participating Dealer may pass on to the relevant investor such Transaction Fee and Service Agent's Fee.

|                                                                                                                              |                                              |
|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| Application cancellation fee                                                                                                 | Up to USD1,200 <sup>17</sup> per Application |
| Extension Fee                                                                                                                | Up to USD1,200 <sup>18</sup> per Application |
| Stamp duty                                                                                                                   | Nil                                          |
| All other Duties and Charges incurred by the relevant Custodian or the Manager in connection with the creation or redemption | As applicable                                |

#### *Fees payable by the Sub-Fund*

#### **Management fee**

The Manager is entitled to a management fee in respect of Listed Class of Shares of 0.60%<sup>#</sup> per annum of the Net Asset Value of the Sub-Fund attributable to the Listed Class of Shares, which is accrued daily and calculated as at each Dealing Day. It is payable out of the assets of the Sub-Fund attributable to the Listed Class of Shares, monthly in arrears in USD.

The Sub-Manager will be reimbursed out of the Manager's management fee and there is no separate fee payable by a Sub-Fund to the Sub-Manager.

#### Fees applicable to Unlisted Classes of Shares only

#### *Fees payable by Shareholders*

| Fee                                                    | What you pay                                               |         |
|--------------------------------------------------------|------------------------------------------------------------|---------|
|                                                        | Class A and Class I                                        | Class S |
| <b>Subscription fee<sup>#</sup></b>                    | Up to 1% of the subscription amount                        | Nil     |
| <b>Switching fee<sup>#</sup> (i.e. conversion fee)</b> | Up to 1%* of the Redemption Price for each Share converted | Nil     |
| <b>Redemption fee<sup>#</sup></b>                      | Nil                                                        |         |

\* The switching fee will be deducted from the redemption proceeds and retained by the Manager. This is payable in addition to the applicable redemption fee (if any).

#### *Fees payable by the Sub-Fund*

| Fee                               | Annual rate (as a % of the Sub-Fund's Net Asset Value) |                 |             |
|-----------------------------------|--------------------------------------------------------|-----------------|-------------|
|                                   | Class A USD                                            | Class I USD     | Class S USD |
| <b>Management fee<sup>#</sup></b> | 0.99% per annum                                        | 0.60% per annum | Nil         |
| <b>Performance fee</b>            | Nil                                                    |                 |             |

<sup>#</sup> Please note that some fees may be increased up to a permitted maximum amount by providing one month's prior notice to Shareholders. Please refer to the section headed "Expenses and Charges" in Part 1 of this Prospectus for further details on the permitted maximum of such fees allowed.

The Sub-Manager will be reimbursed out of the Manager's management fee and there is no separate fee payable by a Sub-Fund to the Sub-Manager.

<sup>17</sup> An application cancellation fee is payable to the relevant Custodian in respect of either a withdrawn or failed Creation Application or Redemption Application.

<sup>18</sup> An Extension Fee is payable to the relevant Custodian on each occasion the Company, upon a Participating Dealer's request, grants the Participation Dealer an extended settlement in respect of a Creation Application or Redemption Application.

Please refer to the section headed “Fees and Expenses” in Part 1 of this Prospectus for details of other fees and expenses payable by Participating Dealers (in respect of Listed Class of Shares only) or investors and payable out of the Sub-Fund.

### **Establishment costs**

The cost of establishing Bosera HashKey Ether ETF including the preparation of its offering documents, inception fees, the costs of seeking and obtaining the listing and authorisation by the SFC and all initial legal and printing costs including, if considered appropriate by the Manager, any additional costs of determining the stock code, will be borne by Bosera HashKey Ether ETF (unless otherwise determined by the Manager) and amortised over the first five financial years of Bosera HashKey Ether ETF or such other period as determined by the Manager after consulting the Auditor. Such costs are estimated to be HKD 500,000.

### **Appendix dated April 2026**