

This notice contains important information that requires your immediate attention. Should you have any queries, you are recommended to seek independent professional advice.

The following change(s) in investment choice(s) relate(s) to the “Global InvestPlus” and “Premier-Choice Series” plans, including Premier-Choice ULife InvestPlan, Premier-Choice Flexi, Premier-Choice Flexi Plus, Premier-Choice InvestPlan and Premier-Choice Plus InvestPlan.

Changes to the Underlying Fund of the Investment Choice

- *Value Partners China Convergence Fund (VPBHU)*

As advised by Value Partners Limited, there will be the following changes to Value Partners Intelligent Funds - China Convergence Fund (the “Underlying Fund”), the underlying fund of the investment choice above.

A. Change of Investment Policy – Direct Exposure to A Shares through Shanghai-Hong Kong Stock Connect (“Stock Connect”)

The investment policy of the Underlying Fund will be revised to provide flexibility to invest directly in A Shares via the Stock Connect.

The Stock Connect is a securities trading and clearing linked programme developed by Hong Kong Exchanges and Clearing Limited, Shanghai Stock Exchange and China Securities Depository and Clearing Corporation Limited, with an aim to achieve mutual stock market access between mainland China and Hong Kong.

It is expected that the Underlying Fund will invest not more than 45% of its net asset value in eligible A Shares via the Stock Connect.

The above changes will take effect on September 25, 2015.

Risks associated with Stock Connect

Please note that investments through the Stock Connect are subject to additional risks, namely, quota limitations, differences in trading days, suspension risk, operational risk, restrictions on selling imposed by front-end monitoring, recalling of eligible stocks, clearing and settlement risk, participation in corporate actions and shareholders’ meetings, currency risk, regulatory risk and taxation risk.

Further, the Underlying Fund’s investments through Northbound trading under the Stock Connect will not be covered by Hong Kong’s Investor Compensation Fund.

However, given the change of the investment policy of the Underlying Fund will only provide an additional means to gain exposure to A Shares and there is no increase in the Underlying Fund’s aggregate direct and indirect exposure to A shares (i.e. not more than 45%), the change of the investment policy of the Underlying Fund does not amount to a material change to the Underlying Fund and there will be no increase in the overall risk profile of the Underlying Fund following the change.

B. PRC Taxation

In light of a notice on corporate income tax and capital gains in relation to Qualified Foreign Institutional Investors (“QFII”) and Renminbi Qualified Foreign Institutional Investors (“RQFII”) recently issued by the PRC regulatory authorities, the manager will not make withholding income tax provision for PRC sourced capital gains from direct A Shares investments through QFII and indirect A Shares investments through China A Shares Access Products (“CAAPs”) realized from 17 November 2014 onwards.

In light of a notice on tax policies related to the Stock Connect recently issued by the PRC regulatory authorities, the manager will not make withholding income tax provision for PRC sourced capital gains from trading of A Shares through Stock Connect.

You should refer to the relevant offering documents and the notice to shareholders of the underlying fund(s) of the above investment choice(s), which are made available by MassMutual Asia Ltd. upon request, or visit our website (www.massmutualasia.com) to carefully read the details of the relevant documents in relation to the above change(s).

If you have selected the above investment choice(s) under your insurance policy and if for any reason you wish to change to other investment choice(s), you may switch your investment choice(s) to other available investment choice(s) provided by your policy. Currently, no switching charge and bid-offer spread apply to the investment choices. For details, please refer to Investment Choice Brochure or contact MassMutual Asia Ltd. - Customer Service Hotline at (852) 2919 9797 (Hong Kong) / (853) 2832 2622 (Macau).

Important

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

Capitalized terms used herein but not otherwise defined will have the same meanings as defined in the Explanatory Memorandum (as defined below).

11 September 2015

**NOTICE TO UNITHOLDERS – CHINA CONVERGENCE FUND (the “Sub-Fund”), a sub-fund of
VALUE PARTNERS INTELLIGENT FUNDS (the “Trust”)**

Summary

(1) Change of Investment Policy

The investment policy of the Sub-Fund will be revised to allow the Sub-Fund to invest directly in A Shares through the Shanghai-Hong Kong Stock Connect, changes which will be made to the Explanatory Memorandum are as follows:

- to include information relating to the Shanghai-Hong Kong Stock Connect, including the trading quota, settlement and custody arrangement, participation in corporate actions and shareholders' meetings, trading fees and taxes;
- to add new risk factors associated with the Shanghai-Hong Kong Stock Connect, including quota limitations, differences in trading days, suspension risk, operational risk, restrictions on selling imposed by front-end monitoring, recalling of eligible stocks, clearing and settlement risk, participation in corporate actions and shareholders' meetings, currency risk, regulatory risk and taxation risk; and
- to update the PRC taxation disclosure.

(2) PRC Taxation

In light of a notice on corporate income tax and capital gains in relation to QFIIs and RQFIIs recently issued by the PRC regulatory authorities, the Manager will not make withholding income tax provision for PRC sourced capital gains from direct A Shares investments through QFII and indirect A Shares investments through China A Shares Access Products (“CAAPs”) realized from 17 November 2014 onwards. The PRC taxation disclosure in the Explanatory Memorandum will be amended to reflect the foregoing change.

(3) Establishment of New Classes of Units

New classes of Units, namely Class A AUD Hedged, Class A CAD Hedged and Class A NZD Hedged, will be available for subscription from 25 September 2015.

(4) Administrative Changes relating to Subscription, Redemption and Switching

With effect from 25 September 2015, in addition to the current means of submitting requests for subscription, redemption or switching of Units, requests for subscription, redemption or switching of Units may be made by other written or electronic forms specified by the Manager.

(5) Removal of Disclosures relating to New Issues in the Explanatory Memorandum

Given that the Sub-Fund does not intend to invest in “new issues”, the disclosure related to “new issues” in the Explanatory Memorandum has been removed.

(6) Change of Telephone Number

The telephone number for contacting the Manager for the Trust or Sub-Fund matters has been changed to (852) 2143 0688.

Dear Unitholders,

We are writing to notify you of the following changes which will be made to the Explanatory Memorandum of the Trust dated 10 July 2013 (including the Addendum to the Explanatory Memorandum dated 10 July 2013 in respect of the Sub-Fund (the “**Addendum**”), and the First and Second Supplements dated 13 January 2014 and 30 June 2014 respectively (together, the “**Explanatory Memorandum**”)) by way of a third supplement (the “**Third Supplement**”).

Your attention is drawn to the changes in the Explanatory Memorandum as described below. However, please note that all information provided herein is qualified in its entirety by the Explanatory Memorandum, the Third Supplement and other related documents and you should carefully read the same which are available upon request.

1. Change of Investment Policy – Direct Exposure to A Shares through Shanghai-Hong Kong Stock Connect (“Stock Connect”)

The investment policy of the Sub-Fund will be revised to provide flexibility to invest directly in A Shares via the Stock Connect.

The Stock Connect is a securities trading and clearing linked programme developed by Hong Kong Exchanges and Clearing Limited, Shanghai Stock Exchange (“**SSE**”) and China Securities Depository and Clearing Corporation Limited, with an aim to achieve mutual stock market access between mainland China and Hong Kong.

The Stock Connect comprises a Northbound Trading Link and a Southbound Trading Link. Under the Northbound Trading Link, Hong Kong and overseas investors (including the Sub-Fund), through their Hong Kong brokers and a securities trading service company as established by The Stock Exchange of Hong Kong Limited (“**SEHK**”), may be able to trade eligible A Shares listed on SSE by routing orders to SSE.

Hong Kong and overseas investors will be able to trade certain stocks listed on the SSE market (i.e. “**SSE Securities**”). These include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed A Shares that are not included as constituent stocks of the relevant indices but which have corresponding H-Shares listed on SEHK, except the following:

- (a) SSE-listed shares which are not traded in Renminbi (“**RMB**”); and
- (b) SSE-listed shares which are included in the “risk alert board”.

Please note that the A Shares traded through Stock Connect are issued in scripless form, so investors will not hold any physical A Shares. Hong Kong and overseas investors who have acquired SSE Securities through Northbound trading should maintain the SSE Securities with their brokers’ or custodians’ stock accounts with CCASS (the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited for the clearing of securities listed or traded on SEHK).

It is expected that the Sub-Fund will invest not more than 45% of its Net Asset Value in eligible A Shares via the Stock Connect.

The above changes will take effect on 25 September 2015 (“**Effective Date**”).

Given the change of the investment policy of the Sub-Fund will only provide an additional means to gain exposure to A Shares and there is no increase in the Sub-Fund's aggregate direct and indirect exposure to A shares (i.e. not more than 45%), we believe that the change of the investment policy of the Sub-Fund does not amount to a material change to the Sub-Fund and there will be no increase in the overall risk profile of the Sub-Fund following the change. As such, the Securities and Futures Commission ("SFC")'s prior approval is not required for such change.

In view that one month's prior written notice to Unitholders is not required for any immaterial changes in the Sub-Fund's policy on investment in A Shares, the relevant disclosure will be removed from the Explanatory Memorandum with effect from the Effective Date. For the avoidance of doubt, any changes in the investment policy of the Sub-Fund which are not immaterial changes will be subject to the requirements of the Code on Unit Trusts and Mutual Funds issued by the SFC.

Please refer to the Explanatory Memorandum and the Third Supplement for further information relating to the Stock Connect, including the trading days, trading quota, settlement and custody arrangement, participation in corporate actions and shareholders' meetings and trading fees and taxes.

Risks associated with Stock Connect

Please note that investments through the Stock Connect are subject to additional risks, namely, quota limitations, differences in trading days, suspension risk, operational risk, restrictions on selling imposed by front-end monitoring, recalling of eligible stocks, clearing and settlement risk, participation in corporate actions and shareholders' meetings, currency risk, regulatory risk and taxation risk.

Further, the Sub-Fund's investments through Northbound trading under the Stock Connect will not be covered by Hong Kong's Investor Compensation Fund.

However, since the Sub-Fund will invest not more than 45% of its Net Asset Value in eligible A Shares via the Stock Connect from the Effective Date, there will not be any material change or increase in the overall risk profile of the Sub-Fund following the change.

Please refer to the Third Supplement and the Explanatory Memorandum (including Key Facts Statement of the Sub-Fund) of the Trust for further information on the risks involved.

2. PRC Taxation

Investment in A Shares and A Shares via CAAPs

With respect to investments in A Shares and A Shares via CAAPs prior to 17 November 2014,

- (a) the Manager has made provisions at the rate of 10% for any PRC taxes payable by the Sub-Fund on the gross realised gains derived from the disposal of A Shares; and
- (b) certain CAAP Issuers have indicated their intention to withhold an amount equal to 10% of any gains representing the PRC tax in respect of any capital gains which would be payable on the actual sale of the underlying A Shares linked to the CAAPs issued to the Sub-Fund. If no withholding was made by the CAAP Issuers, the Manager has made withholding income tax provisions for PRC sourced capital gains from indirect A Shares investments realized prior to 17 November 2014 at a rate of 10%. The Manager has also made tax provisions in respect of unrealized capital gains derived from indirect A Shares investments through CAAPs prior to 17 November 2014 at a rate of 10%.

The Ministry of Finance of the PRC (the "MoF"), the State of Administration of Taxation of the PRC ("SAT") and the China Securities Regulatory Commission (the "CSRC") issued the "Notice on the issues of temporary exemption from the imposition of Corporate Income Tax on capital

gains derived from the transfer of PRC equity investment assets such as PRC domestic stocks by QFII and RQFII” Caishui [2014] No. 79 on 14 November 2014 (the “**Notice No. 79**”). Notice No. 79 states that:-

- (a) PRC Corporate Income Tax (“CIT”) will be imposed on gains obtained by Qualified Foreign Institutional Investors (“QFII”) and Renminbi Qualified Foreign Institutional Investors (“RQFII”) from the transfer of PRC equity investment assets (including PRC domestic stocks) realized prior to 17 November 2014 in accordance with laws; and
- (b) QFIIs and RQFIIs (without an establishment or place in the PRC or having an establishment in the PRC but the income so derived in the PRC is not effectively connected with such establishment) will be temporarily exempt from CIT on gains derived from the trading of PRC equity investment (including A Shares) effective from 17 November 2014.

In light of the Notice No. 79 -

- (a) no withholding will be made on the gross realized and unrealized capital gains derived from the Sub-Fund’s investments in A Shares starting from 17 November 2014;
- (b) the Manager has determined to reverse the tax provision made prior to 17 November 2014 on the Sub-Fund’s unrealized capital gains derived from indirect A Shares investments through CAAPs. This will have a positive impact on the Net Asset Value of the Sub-Fund. For the purpose of illustration, as at 17 November 2014, the positive impact on the Net Asset Value of the Sub-Fund was approximately 0.38%;
- (c) the CAAP Issuers have indicated that no withholding is made by them in respect of any realized gains which would be payable on the actual sale of the underlying A Shares linked to the CAAPs issued to the Sub-Fund effective from 17 November 2014; and
- (d) the Manager will not make any tax provision for realized and unrealized capital gains derived from indirect A Shares investments through CAAPs from 17 November 2014 onwards.

Investment in A Shares via Stock Connect

Pursuant to the “Notice about the tax policies related to the Shanghai-Hong Kong Stock Connect” (Caishui [2014] No. 81) (“**Notice No. 81**”) promulgated by the MoF, the SAT and the CSRC on 14 November 2014, CIT will be temporarily exempted on capital gains derived by Hong Kong and overseas investors (including the Sub-Fund) on the trading of A Shares through the Stock Connect.

Based on Notice No. 81, no provision for gross realised or unrealised capital gains derived from trading of A Shares via Stock Connect is made by the Manager on behalf of the Sub-Fund.

Risk factors

The PRC tax laws, regulations and practices in relation to QFII, including the Notices No. 79 and No. 81, are constantly changing, and they may be changed with retrospective effect. The Manager will closely monitor any further guidance by the relevant PRC tax authorities and adjust the withholding policy of the Trust accordingly, taking into account independent professional tax advice. The Manager will act in the best interest of the Trust at all times.

The disclosures in the Explanatory Memorandum on PRC taxation will be amended by way of the Third Supplement to reflect, inter alia, the change in the PRC tax provisioning policy in respect of investment in A Shares and A Shares via CAAPs with effect from 17 November 2014 and the PRC tax treatment of investment in A Shares and A Shares via Stock Connect.

3. Establishment of New Classes of Units

To provide more currency class choices to investors, we would like to inform you that Class A AUD Hedged, Class A CAD Hedged and Class A NZD Hedged will be available for subscription from the Effective Date. The class currencies of Class A AUD Hedged, Class A CAD Hedged and Class A NZD Hedged are Australian dollars, Canadian dollars and New Zealand Dollars respectively. The above classes of Units are collectively referred to as “Class A Hedged”.

Features	Class A Hedged
Minimum Initial Subscription	US\$10,000 (or its equivalent in the relevant class currency) (inclusive of the initial charge)
Minimum Subsequent Subscription	US\$5,000 (or its equivalent in the relevant class currency) (inclusive of the initial charge)
Minimum Redemption	Not applicable
Minimum Holding	US\$10,000 (or its equivalent in the relevant class currency)
Initial Charge on Subscription of Units	Up to 5 per cent. of the issue price
Switching Fee	Currently Nil*
Redemption Charge on Redemption of Units	Currently Nil (Max 5.0 per cent.)
Annual Management Fee	1.25 per cent. per annum of the Net Asset Value of the Sub-Fund (which may be increased up to a maximum of 2 per cent. per annum of the Net Asset Value of the Sub-Fund by giving not less than one month’s prior written notice (or such shorter notice period as approved by the SFC))
Annual Performance Fee	15 per cent. of the increase in Net Asset Value per Unit in the relevant class in the relevant accounting period over the relevant hurdle, calculated on a “high-on-high basis” and more particularly described on page 19 of the Addendum

* Certain distributors may impose a charge for each switching of Units acquired through them for Units in another class of the Sub-Fund or other sub-funds of the Trust, which will be deducted at the time of the switching and paid to the relevant distributor.

Please refer to the Explanatory Memorandum and the Third Supplement for further details regarding Class A Hedged.

4. Administrative Changes relating to Subscription, Redemption and Switching

With effect from the Effective Date, in addition to the current means of submitting requests for subscription, redemption or switching of Units, the Manager may in its discretion, allow any requests for subscription, redemption or switching of Units to be made by other written or electronic forms specified by the Manager.

5. Removal of Disclosures relating to New Issues in the Explanatory Memorandum

Given that the Sub-Fund does not intend to invest in “new issues”, the sub-section headed “New Issues” under the section headed “Subscription and Redemption of Units (Continued)” in section III of the Explanatory Memorandum has been removed.

6. Change of Telephone Number

With immediate effect, the telephone number for contacting the Manager for any queries and complaints in relation to the Trust or the Sub-Fund has been changed to the designated Fund Investor Services hotline (852) 2143 0688.

On or around the Effective Date, the latest Explanatory Memorandum (including the Third Supplement) and the revised Product Key Facts Statement in respect of the Sub-Fund will be uploaded on our website (www.valuepartners.com.hk)¹ and will be available for your inspection at the Manager's office during normal business hours (except on Saturdays, Sundays and public holidays).

Thank you for your continued support. If you have any questions relating to the above, please contact our Fund Investor Services team at (852) 2143 0688 or email to fis@vp.com.hk.

The Manager accepts full responsibility for the accuracy of the information contained in this notice and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omissions of which would make any statement misleading as at the date of issuance.

Value Partners Limited

¹ This website has not been reviewed or authorized by the SFC.