

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

The following change(s) of investment choice(s) is/are relating to the “Premier-Choice Series” plans including Premier-Choice Flexi, Premier-Choice Flexi Plus, Premier-Choice InvestPlan and Premier-Choice Plus InvestPlan.

1) Termination of investment choices

i) Termination of the underlying funds

The underlying funds of the below investment choices series of Baring Oppenheimer Fund plc will be terminated and mandatory redeemed on 28 April 2009:-

- i) *Baring Oppenheimer Fund plc – Baring U.S. Emerging Growth Fund Baring Class Shares (BOUEU)*
- ii) *Baring Oppenheimer Fund plc – Baring U.S. Capital Appreciation Fund Baring Class Shares (BOUCU)*
- iii) *Baring Oppenheimer Fund plc – Baring U.S. Value Fund Baring Class Shares (BOUVU)*
- iv) *Baring Oppenheimer Fund plc – Baring Global Opportunities Fund Baring Class Shares (BOGOU)*

ii) Cut-off Date for New Subscription of the investment choices

In response to the termination and mandatory redemption of the underlying funds, our company will stop the trading of the respective investment choices accordingly. The arrangement will be scheduled as below:

Name of investment choices	Last Date to Accept New Subscription Orders
Baring Oppenheimer Fund plc – Baring U.S. Emerging Growth Fund Baring Class Shares (BOUEU)	15 April 2009
Baring Oppenheimer Fund plc – Baring U.S. Capital Appreciation Fund Baring Class Shares (BOUCU)	15 April 2009
Baring Oppenheimer Fund plc – Baring U.S. Value Fund Baring Class Shares (BOUVU)	15 April 2009
Baring Oppenheimer Fund plc – Baring Global Opportunities Fund Baring Class Shares (BOGOU)	15 April 2009

With effect from 17 April 2009, the above four investment choices will be closed and no longer be available under your policy.

iii) Current and Future Investments

If you are currently investing in the above investment choices, or if you have instructed us to make future investment in the above Investment Funds, you may consider selecting other Investment Funds on or before 16 April 2009.

If we do not receive your notification on or before 16 April 2009, your above investment choices being held until 16 April 2009 will be replaced by **MassMutual Schroder HK Money Market Fund (SCHDU)**, whereas your future investment in the above investment choices to be made after 16 April 2009 will be switched to **MassMutual Schroder HK Money Market Fund (SCHDU)**. Please note that once the replacements of the investment choice series of Baring Oppenheimer Fund plc are made, this investment choice will be used in the future if no further request is made thereafter.

As regard the basic information of the **MassMutual Schroder HK Money Market Fund (SCHDU)**, please kindly refer to the below:-

MassMutual Schroder HK Money Market Fund (SCHDU)*

Currency: USD

Valuation Day: Every business day

Fund Charge: 0.25% (p.a.)

Investment Objective and Strategy – Other than a small cash holding, this fund will be invested in “Schroder Hong Kong Money Market Fund”. The underlying fund aims to provide investors with an investment medium to enjoy the higher rates available from a managed portfolio of short-term money market investments. It suits the investment needs of investors for a medium to long investment term. It invests in Hong Kong Dollars in a range of Hong Kong Dollar deposits and Hong Kong Dollar denominated money market instruments with less than twelve months maturity. The underlying fund is denominated in HK Dollar.

Investment Manager of underlying fund: Schroder Investment Management (Hong Kong) Limited

*For details, please refer to “Investment Choice” brochure.

2) Minor matters relating to some other investment funds

i) Schroders

- With effect from 1 January 2009, the Board of Directors of the underlying funds of our investment choice series of Schroder International Selection Fund will be empowered to decide on a liquidation or merger of the underlying funds if the net assets of the underlying funds are less than EUR 50 millions.
- With effect from 12 January 2009, swing pricing will be introduced to the underlying funds to protect existing shareholders.
- With effect from 1 January 2009, there will be clarification of the use of securities lending and repurchase transactions and also the use of currency financial derivative instruments of underlying funds in the prospectus.

ii) J.P. Morgan Asset Management

Changes will be made to the prospectus of the underlying funds including introduction of swing pricing that expected to be implemented by the 2nd quarter of 2009 and also change of use of financial techniques and instruments that have been effective.

iii) FIL Investment Management (Hong Kong) Limited

With effect from 15 November 2008, FIL Investment Management (Singapore) Limited has replaced Fidelity Investments Japan Limited as the investment advisor of the underlying fund of Fidelity Funds – Pacific Fund “A” Shares.

iv) BNP Paribas Asset Management Asia Limited

With effect from 30 December 2008, the sub-manager of the underlying fund of Parvest US Dollar Bond “Classic” Shares will be changed to Fishcer Francis Trees & Watts.

v) Baring Asset Management

With effect from 2 February 2009, changes had been made to the prospectus of the underlying funds including clarification of credit rating of various instruments of Baring International Bond Fund and also an insert of general wordings to describe provisions which may enable the underlying funds to mitigate market risk due to extraordinary market conditions into the investment policy or the underlying funds.

vi) Morgan Stanley Investment Management Limited

With effect from 6 March 2009, there is a modification to investment objective of the underlying funds of Morgan Stanley Investment Funds Global Value Equity Fund “A” Shares.

The above minor matters have no impact to the investment objective and strategy and fund charges of the investment choices in the “Investment Choice” brochure.

You should visit our website at http://www.massmutualasia.com/en/main/invest/pc_fund_search/invest_notice_of_changes.html to carefully read the relevant documents in relation to the above changes or refer to the relevant prospectuses and authorized documents of the underlying fund(s) of the above investment choice(s), which are made available by MassMutual Asia Ltd for details.

If you have selected in the above investment choice(s) under your insurance policy and if for any reason you wish to change to other investment choice(s), you can switch your investment choice(s) to other available investment choice(s) provided by your policy. Currently, no switching charge applies to any of the investment choice and most of the investment choices do not have a bid-offer spread during investment choice switching. For details, please refer to “Investment Choice” brochure.

This Notice is sent to you as a Shareholder of one or more of the Baring U.S. Emerging Growth Fund, the Baring U.S. Capital Appreciation Fund, the Baring U.S. Value Fund and the Baring Global Opportunities Fund (each a "Fund" and together the "Funds"). It is important and requires your immediate attention. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, solicitor or attorney or other professional advisor. If you have sold or otherwise transferred your holding in the Funds, please send this Notice and the accompanying proxy card to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Directors of the Baring OppenheimerFunds plc (the "Directors") accept responsibility for the accuracy of this Notice.

This Notice has not been reviewed by the Irish Financial Services Regulatory Authority (the "Financial Regulator") and it is possible that changes thereto may be necessary to meet the requirements of the Financial Regulator. The Directors are of the opinion that there is nothing contained in this Notice nor in the proposals detailed herein that conflicts with the Guidance Notes issued by and regulations of the Financial Regulator.

Unless otherwise indicated, all capitalised terms in this Notice shall have the same meaning as described in the Prospectus (and Hong Kong Offering Document in the case of the Hong Kong resident Shareholders) for the Baring OppenheimerFunds plc (the "Company") dated 2 January 2007 as may be amended by addendum from time to time.

27 January 2009

BARING OPPENHEIMERFUNDS PLC
70 Sir John Rogerson's Quay
Dublin 2
Ireland

Dear Shareholder

Termination of the Baring U.S. Emerging Growth Fund, Baring U.S. Capital Appreciation Fund, Baring U.S. Value Fund and Baring Global Opportunities Fund

The Board of directors of the Company have determined that the Baring U.S. Emerging Growth Fund, Baring U.S. Capital Appreciation Fund, Baring U.S. Value Fund and Baring Global Opportunities Fund, in which you are invested will be terminated and your Shares in the Funds will be mandatorily redeemed on 28 April 2009.

Article 12.01 (ii) of the Articles of Association and Prospectus of the Company provides that the Company may redeem all outstanding Shares in a Fund if at any time the Net Asset Value of the Fund at any Valuation Point falls below US\$5,000,000. As at 30 November 2008, the Net Asset Value of each of the Funds was less than US\$5,000,000.

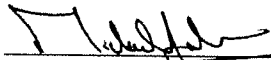
You may redeem your Shares or exchange your Shares in the Funds for Shares of the same class in another sub-fund of the Company on any Business Day prior to 4.00 p.m. New York time (normally 9.00 p.m. Irish time or 5.00 p.m. Hong Kong time) on 21 April 2009. Please note that the exchange privilege fees will be waived in this regard with effect from 4 February 2009. Please note that no redemption proceeds will be released by the Administrator until all required documentation has been received. In addition, the Administrator may contact investors if further documentation is required to effect the redemption of Shares in the Company. If you choose not to exchange your Shares or to redeem them at any time up to 21 April 2009, we will redeem your Shares mandatorily on 28 April 2009.

It has been determined that no further subscriptions shall be permitted in the Funds with effect from 4 February 2009 (with the exception of those subscriptions which the Company have contractually

agreed to consider). The Funds' Investment Advisor may begin liquidating the Funds' current holdings pending the Funds' closure.

Please note that the costs associated with the liquidation will be borne out of the assets of the relevant Fund. In addition, the Manager will waive any contingent deferred sales charge which may accrue in respect of the Oppenheimer Class A, Oppenheimer Class B and Oppenheimer Class C share classes in the Funds as a result of the total redemption of the Shares in the Funds with effect from 4 February 2009.

Should you have any questions in connection with the above, you should contact Baring Oppenheimer Funds plc (telephone number: +1 888 231 9507). Hong Kong resident investors should contact Self Li (telephone number: +852 2841 1411) at the office of the Hong Kong Representative, Baring Asset Management (Asia) Limited, 19th Floor Edinburgh Tower, 15 Queen's Road Central, Hong Kong.



For and on behalf of the

Board of Directors of BaringOppenheimer Funds plc