

**CMS Funds
(the “Fund”)**

**CMS China Opportunities Flexifund
CMS Hong Kong Multi Income Fund
(the “Sub-Funds”)**

FIRST ADDENDUM

This First Addendum should be read in conjunction with and forms part of the explanatory memorandum of the Fund dated February 2021 (the “Explanatory Memorandum”).

Important – If you are in any doubt about the contents of this First Addendum, you should seek independent professional financial advice.

Unless otherwise defined in this First Addendum, all capitalized terms herein contained shall have the same meaning in this First Addendum as in the Explanatory Memorandum, unless otherwise stated. This First Addendum should not be distributed separately from the Explanatory Memorandum.

CMS Asset Management (HK) Co., Limited, the manager of the Fund (the “**Manager**”), accepts full responsibility for the accuracy of the information contained in this First Addendum and the Explanatory Memorandum as at the date of publication 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 First Addendum and the Explanatory Memorandum misleading.

SFC authorisation is not a recommendation or endorsement of the Fund or any Sub-Fund nor does it guarantee the commercial merits of the Fund or any Sub-Fund or its performance. It does not mean the Fund or any Sub-Fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The Explanatory Memorandum will be amended as follows:

1. Change of Director of the Manager

With effect from 12 May 2021, Mr. Bae Wai Shun has been appointed as a director of the Manager of the Fund. With effect from 12 May 2021, Mr. Chan King Wong Johnny resigned as a director of the Manager of the Fund.

- (i) The sub-section headed “Directors of the Manager” under the section headed “**ADMINISTRATION**” on page 1 of the Explanatory Memorandum shall be deleted in its entirety and replaced with the following:-

“Directors of the Manager
BAE Wai Shun
WONG Vivien
ZHANG Lixin
MA Xiaoli”

- (ii) The details of Mr. Chan King Wong, Johnny under the sub-section headed “The Manager” of the section headed “**MANAGEMENT OF THE FUND**” on page 9 of the Explanatory Memorandum shall be deleted in its entirety and replaced with the following:-

“Mr. Bae, Wai Shun Wilson

Mr. Bae is currently the Head of Legal and Compliance Department of China Merchants Securities International Co., Ltd. and is responsible for managing the overall legal and compliance functions. Mr. Bae has more than 25 years of experience in the finance field and more than 21 years of experience in legal and compliance fields. Before joining China Merchants Securities Co., Ltd, he was the Head of Legal of GF Holdings (Hong Kong) Corporation Limited and Head of Legal and Compliance Department of China Merchants Bank Hong Kong Branch.

Mr. Bae holds a Postgraduate Certificate in Laws from the University of Hong Kong, Master of Professional Accounting from the Hong Kong Polytechnic University, a Bachelor of Law (LLB) from the Manchester Metropolitan University and a Bachelor of Business Administration (Management) from the Hong Kong University of Science and Technology. Mr. Bae also holds the qualification of the United Kingdom solicitor, Hong Kong solicitor and certified public accountant in Hong Kong.”

2. Change of Hong Kong Legal Advisor of the Manager

With effect from the date of this First Addendum, King & Wood Mallesons has been appointed as Hong Kong legal advisor to the Manager of the Fund. The sub-section headed “Solicitors to the Manager” under the section headed “**ADMINISTRATION**” on page 1 of the Explanatory Memorandum shall be deleted in its entirety and replaced with the following:-

“Hong Kong Legal Advisor to the Manager

King & Wood Mallesons
13/F, Gloucester Tower
The Landmark
15 Queen’s Road Central, Central
Hong Kong SAR”

3. Updates to the website of the Manager

With effect from the date of this First Addendum, references to the Manager’s website “https://am.cmschina.com.hk/en/fund_products_select.php” found under sub-section headed “Further Information” under section headed “**IMPORTANT INFORMATION FOR INVESTORS**”, sub-section headed “Suspension of Calculation of Net Asset Value” under section headed “**VALUATION**”, section headed “**PUBLICATION OF PRICES**”, sub-section headed “Valuation” under section headed “**APPENDIX I – CMS China Opportunities Flexifund**” and sub-sections headed “Distributions” and “Valuation” under section headed “**APPENDIX II – CMS Hong Kong Multi Income Fund**” on pages iii, 29, 62, 101 and 123 respectively shall be deleted in its entirety and replaced with the following webpage: “<http://www.cmschina.com.hk/AM/FundProduct>”.

A copy of the Explanatory Memorandum and this First Addendum will be posted on the Manager’s website (<http://www.cmschina.com.hk/AM/FundProduct>). Investors should note that the Manager’s website has not been reviewed or authorised by the SFC and may contain information of funds not authorised by the SFC.

CMS Asset Management (HK) Co., Limited

11 June 2021