

**CMS Funds  
(the “Fund”)**

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

**NOTICE TO UNITHOLDERS**

**This notice is important and requires your immediate attention. It contains information regarding changes to the Explanatory Memorandum of the Fund dated April 2020 (the “Explanatory Memorandum”). If you are in any doubt about the content of this notice, you should seek independent professional financial advice.**

All capitalized terms herein contained shall have the same meaning in this notice as in the Explanatory Memorandum, unless otherwise stated. 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 notice 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 misleading.

Dear Unitholders,

We write to inform you of following changes concerning the Sub-Funds.

**Enhancement of Disclosures to Reflect Requirements under the Code on Unit Trusts and Mutual Funds (the “Code”)**

Disclosures in the Explanatory Memorandum have been amended by way of a revised Explanatory Memorandum (“**Revised Explanatory Memorandum**”) to better reflect the requirements under the Code and the Trust Deed. In particular, the following changes (the “**Changes**”) have been made to the Explanatory Memorandum:

1. enhancement of disclosures to reflect the requirements under 10.11 and 10.13 of the Code on transactions with connected persons; and
2. amendments to reflect the requirements on soft dollars arrangements under the Trust Deed.

Save as disclosed in this notice, the Changes will not result in any material change to the investment objective and risk profile of each of the Sub-Fund. There will be no increase in the fees payable out of the assets of the Sub-Funds as a result of the Changes. The Changes will also not result in a change in the manner in which the Fund and the Sub-Funds currently operate or are being managed save as disclosed in this notice.

**Change of Directors of the Manager**

With effect from 18 March 2020, Mr. Leung Wing Lung ceased to be a director of the Manager and Ms. Cui Xueying has been appointed as a director of the Manager. With effect from 23 March 2020, Ms. Tang Yinan ceased to be a director of the Manager. Please refer to the sub-section headed “The Manager” under the section headed “MANAGEMENT OF THE FUND” of the Revised Explanatory Memorandum for the profile of Ms. Cui Xueying.

Please refer to the Revised Explanatory Memorandum for further details. Should you wish to obtain a copy of the latest Explanatory Memorandum, please visit [http://www.cmsamhk.com/en/products\\_funds](http://www.cmsamhk.com/en/products_funds).

Should you have any questions about the changes described above, please contact us at 48/F One Exchange Square, Central, Hong Kong or by telephone at +852 2530 0698.

Yours faithfully,

**CMS Asset Management (HK) Co., Limited**

**28 April 2020**