

THIS ANNOUNCEMENT AND NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR UNITS OF THE EXCHANGE TRADED FUND NAMED BELOW

*If you are in any doubt about this Announcement and Notice or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser.*

*If you have sold or transferred all your Units in NikkoAM Metaverse Theme Active ETF, you should at once hand this Announcement and Notice to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.*

**IMPORTANT:** The Stock Exchange of Hong Kong Limited (the “SEHK”), the Hong Kong Exchanges and Clearing Limited (the “HKEX”), the Securities and Futures Commission (the “SFC”) and the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Announcement and Notice, 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 Announcement and Notice.

Nikko Asset Management Hong Kong Limited accepts full responsibility for the accuracy of the information contained in this Announcement and Notice as at the date of publication, and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief, as at the date of publication, there are no other facts the omission of which would make any statement misleading.

SFC authorisation is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It 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.

## **Nikko AM Hong Kong Exchange Traded Funds Series**

*(A Hong Kong umbrella unit trust authorised under  
Section 104 of the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong)*

(the “Trust”)

### **NikkoAM Metaverse Theme Active ETF**

*Stock Codes:  
9091 (USD counter)  
3091 (HKD counter)*

(the “Sub-Fund”)

## **UPDATE REGARDING PARTIAL REDEMPTION BY SEED INVESTOR**

Reference is made to the Announcement and Notice dated 13 March 2025 titled “Announcement and Notice of the Proposed Cessation of Trading, Termination, Voluntary Deauthorisation and Delisting and Non-Applicability of Certain Provisions of the Code on Unit Trusts and Mutual Funds” (the “**First Announcement**”) issued by Nikko Asset Management Hong Kong Limited (the “**Manager**”), the manager of the Trust and the Sub-Fund.

Terms not defined in this Announcement and Notice will have the meanings as are given to such terms in the First Announcement.

### **1. Update regarding partial redemption by Seed Investor**

As disclosed in the First Announcement:

- (a) according to Clause 35.6(A) of the Trust Deed, the Sub-Fund may be terminated by the Manager in its absolute discretion by notice in writing to the Trustee if after one year from the date of establishment of the Sub-Fund, the aggregate Net Asset Value of all the Units in the Sub-Fund outstanding shall be less than USD20,000,000;
- (b) as at 12 March 2025, the Net Asset Value of the Sub-Fund was USD23,348,547.63, with approximately 96% of the Net Asset Value held by the Seed Investor; and

- (c) the Seed Investor intended to redeem a portion of its investment in the Sub-Fund following the publication of the First Announcement but before the Last Trading Day, such that the Net Asset Value of the Sub-Fund would be less than USD20,000,000.

The Manager wishes to inform you that, on 18 March 2025, the Seed Investor submitted a redemption request for a portion of its investment in the Sub-Fund. Following the partial redemption by the Seed Investor, the Net Asset Value of the Sub-Fund as at 19 March 2025 was USD17,557,938.08, which is less than the threshold of USD20,000,000 as stipulated in Clause 35.6(A) of the Trust Deed. The Sub-Fund will accordingly be terminated pursuant to Clause 35.6(A) of the Trust Deed on the Termination Date, in the manner disclosed in the First Announcement.

## **2. Enquiries**

If you have any queries concerning this Announcement and Notice, please direct them to your stockbrokers or financial intermediaries or contact the Manager at 24/F Man Yee Building, 60-68 Des Voeux Road Central, Hong Kong or on +852 3940 3900 during office hours (except Hong Kong statutory holidays).

**Nikko Asset Management Hong Kong Limited**  
as Manager of the Trust and the Sub-Fund

**20 March 2025**

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Stock Codes:  
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(the “Sub-Fund”)

## **ANNOUNCEMENT AND NOTICE OF THE PROPOSED CESSATION OF TRADING, TERMINATION, VOLUNTARY DEAUTHORISATION AND DELISTING AND NON- APPLICABILITY OF CERTAIN PROVISIONS OF THE CODE ON UNIT TRUSTS AND MUTUAL FUNDS**

Terms not defined in this Announcement and Notice will have the meanings as are given to such terms in the prospectus of the Trust and the Sub-Fund dated 28 April 2023 (as supplemented and amended from time to time, including the addendum dated 1 October 2024) (the “Prospectus”).

**IMPORTANT:** Investors are strongly advised to consider the contents of this Announcement and Notice. This Announcement and Notice is important and requires your immediate attention. It concerns the proposed cessation of trading of units of the Sub-Fund (the “Units”) on the SEHK, proposed termination and proposed deauthorisation of the Sub-Fund, proposed delisting of the Sub-Fund from the SEHK and the non-applicability of certain provisions of the Code on Unit Trusts and Mutual Funds (the “Code”) for the period from 15 April 2025 (i.e. the Trading Cessation Date) to the date of deauthorisation of the Sub-Fund (the “Deauthorisation Date”). In particular, investors should note that:

- taking into account the relatively small Net Asset Value of the Sub-Fund following the anticipated redemption by the Seed Investor (see section 1 below) and the absence of investor interest in the Sub-Fund, the Manager considers that the management of the Sub-Fund is not economically viable and results in a higher cost of investing in the Sub-Fund (relative to running the Sub-Fund at its intended greater Net Asset Value). Therefore, the Manager considers that it is in the best interests of the Unitholders to terminate the Sub-Fund on the Termination Date. On this basis (as more fully set out in section 1.1 below), the Manager has given written notice to the Trustee notifying the Trustee of its proposal to terminate the Sub-Fund with effect from the Termination Date (as defined in section 2.4 below);
- the Last Trading Day (as defined in section 2.4 below) of the Units will be 14 April 2025;
- the Units will cease trading on the SEHK from the Trading Cessation Date (as defined in section 2.4 below), i.e. 15 April 2025;
- the Manager will aim to realise all of the assets of the Sub-Fund from the Trading Cessation Date. Accordingly, from the Trading Cessation Date onwards, (i) there will be no further trading of Units on the SEHK and no further creation and redemption of Units; (ii) the Manager will start to realise all the assets of the Sub-Fund and the Sub-Fund will therefore cease to meet its investment objective; (iii) the Sub-Fund will no longer be marketed or offered to the public; (iv) the Sub-Fund will mainly hold cash; and (v) the Sub-Fund will only be operated in a limited manner;
- the Manager, upon consultation with the Trustee and the auditor of the Sub-Fund (the “Auditor”) will declare a Distribution (as defined in section 2.2 below) to the investors who remain so as at 22 April 2025 (i.e. the Distribution Record Date). The amount of Distribution will equal the then Net Asset Value of the Sub-Fund, which will exclude (i) the Provision (as defined in section 4.3), (ii) any taxes payable; and (iii) any expenses payable. The Distribution is expected to be payable on or around 8 May 2025 (i.e. the Distribution Date);
- on a date on or after which the Trustee and the Manager form an opinion that the Sub-Fund ceases to have any outstanding actual or contingent assets and liabilities, the Trustee and the Manager will commence the completion of the termination of the Sub-Fund (i.e. the Termination Date). The Manager expects the Termination Date will be on or around 20 May 2025. The Manager will publish an announcement on or shortly before the Termination Date about the termination, deauthorisation and delisting of the Sub-Fund;
- from the Trading Cessation Date until the Termination Date, the Manager will maintain the Sub-Fund’s SFC authorised status and SEHK listed status. Subject to the SEHK’s approval, delisting should take effect at or around the same time as the deauthorisation;
- the Manager expects that the deauthorisation and delisting of the Sub-Fund will take place either on the Termination Date or shortly after the Termination Date. Please note that, following deauthorisation, any product documentation for the Sub-Fund previously issued to investors, including the Prospectus and the Product Key Facts Statement (the “KFS”), should be retained for personal use only and not for public circulation; and
- investors should pay attention to the risk factors set out in section 5.1 below (including liquidity risk, Units trading at a discount or premium and Market Makers’ inefficiency risk, inability to fulfill investment objective risk, Net Asset Value downward adjustment risk, delay in distribution risk and distribution in other currency risk). Investors should exercise caution and consult their professional and financial advisers before dealing in the Units or otherwise deciding on the course of actions to be taken in relation to their Units.

Stockbrokers and financial intermediaries are urged to:

- forward a copy of this Announcement and Notice to their clients holding Units in the Sub-Fund, and inform them of the contents of this Announcement and Notice as soon as possible;

- facilitate their clients who want to dispose of Units in the Sub-Fund on or before the Last Trading Day; and
- inform their clients as soon as possible if any earlier dealing deadline, additional fees or charges, and/or other terms and conditions will be applicable in respect of the provision of their services in connection with any disposal of Units.

Stockbrokers and financial intermediaries are also urged to inform their clients of the distribution arrangements as set out in section 2.2 below and the possible impact on their clients in relation to such arrangements.

If investors are in doubt about the contents of this Announcement and Notice, they should contact their independent financial intermediaries or professional advisers to seek their professional advice, or direct their queries to the Manager (please refer to section 7 below).

## 1. Proposed termination of the Sub-Fund, cessation of trading and realisation of assets

### 1.1. Proposed termination of the Sub-Fund

According to Clause 35.6(A) of the Trust Deed, the Sub-Fund may be terminated by the Manager in its absolute discretion by notice in writing to the Trustee if after one year from the date of establishment of the Sub-Fund, the aggregate Net Asset Value of all the Units in the Sub-Fund outstanding shall be less than USD20,000,000. The Trust Deed does not require investors' approval for terminating the Sub-Fund on the ground set out in Clause 35.6(A).

As at 12 March 2025, the Net Asset Value and the Net Asset Value per Unit of the Sub-Fund are USD23,348,547.63 and USD13.6064 respectively.

Of the above Net Asset Value of the Sub-Fund, approximately 96% was held by an affiliated entity of the Manager as seed investments (the "**Seed Investor**") via a CCASS participant. The Seed Investor has informed the Manager of its intention to redeem its entire investment in the Sub-Fund. For the avoidance of doubt, as at the date of this Announcement and Notice, the Seed Investor has not submitted a redemption request.

Taking into account the relatively small Net Asset Value of the Sub-Fund following the anticipated redemption by the Seed Investor and the absence of investor interest in the Sub-Fund, the Manager considers that the management of the Sub-Fund is not economically viable and results in a higher cost of investing in the Sub-Fund (relative to running the Sub-Fund at its intended greater Net Asset Value). Therefore, the Manager considers that it is in the best interests of the Unitholders to terminate the Sub-Fund on the Termination Date.

Following the publication of this Announcement and Notice, the Seed Investor will redeem a portion of its investment in the Sub-Fund before the Last Trading Day, such that the Net Asset Value of the Sub-Fund will be less than USD20,000,000.

On this basis, the Manager has given written notice to the Trustee notifying the Trustee of its proposal to terminate the Sub-Fund on a date on or after which the Trustee and the Manager form an opinion that the Sub-Fund ceases to have any outstanding actual or contingent assets and liabilities and to voluntarily seek the deauthorisation and delisting of the Sub-Fund (the "**Proposal**"). The Trustee does not object to such Proposal and acknowledges the non-applicability of certain provisions of the Code as referred to in this Announcement and Notice.

As required under Clause 35.8 of the Trust Deed, no less than one month's notice is hereby given to the investors, notifying them of the proposed termination of the Sub-Fund. Also, as required under Chapters 11.1A and 11.2 of the Code, no less than one month's notice is hereby given to the investors, notifying them that the Sub-Fund will cease trading from the Trading Cessation Date.

### 1.2. Proposed cessation of trading of the Sub-Fund

The Manager will apply to SEHK to have the Units cease trading on the SEHK with effect from the Trading Cessation Date, i.e. 15 April 2025. The Manager will aim to realise all of the assets of the Sub-Fund effective from the Trading Cessation Date in exercise of its power to realise investments under Clause 9.6 of the Trust Deed. The realisation of assets of the Sub-Fund will not incur any additional cost as compared to the costs associated with normal realisation of investments. 14 April 2025 will be the Last Trading Day when investors may buy or sell Units on the SEHK in accordance with the usual trading arrangements currently in place.

For avoidance of doubt, creation and redemption of Units by Participating Dealers will continue to be permitted until the Last Trading Day. Creations of Units will be limited to the creation of Units by Participating Dealers for market making activities of market makers to provide liquidity of the trading of the Units on the SEHK. There will be no creation of Units for other purposes after this Announcement and Notice has been published. No creation and redemption of Units through Participating Dealers will be allowed after the Last Trading Day.

Investors should note that they cannot create or redeem Units directly in the primary market. Only Participating Dealers may submit creation and redemption applications to the Manager. Participating Dealers may have their own application procedures for their clients and may set application cut-off times for their clients which are earlier than those set out in the Prospectus but in any event no later than the Last Trading Day. Investors are advised to check with the Participating Dealers as to the relevant timing deadlines and the client acceptance procedures and requirements.

### **1.3. Impact of the proposed realisation of the assets of the Sub-Fund**

After the realisation of the assets of the Sub-Fund, the Sub-Fund will mainly hold cash (primarily consisting of the proceeds from the realisation of the assets of the Sub-Fund). It therefore follows that, from the Trading Cessation Date, the Sub-Fund will cease to meet its investment objective.

## **2. What will happen on or before the Last Trading Day and from the Trading Cessation Date?**

### **2.1. Trading on the SEHK up to and including the Last Trading Day**

On any trading day up to (and including) the Last Trading Day, an investor may continue to buy or sell its Units on the SEHK in accordance with the usual trading arrangements, during the trading hours of the SEHK and based on the prevailing market prices. The market makers of the Sub-Fund (collectively the **"Market Makers"**) will continue to perform their market making functions in accordance with the trading rules of the SEHK until the Last Trading Day.

Investors should note that stockbrokers or other financial intermediaries may impose brokerage fees on any sale of the Units on the SEHK on investors, and a transaction levy (at 0.0027% of the trading price of the Units), an Accounting and Financial Reporting Council transaction levy (at 0.00015% of the trading price of the Units) and a SEHK trading fee (at 0.00565% of the trading price of the Units) will be payable by the buyer and the seller of the Units.

No charge to stamp duty will arise in Hong Kong in respect of sale or purchase of Units on the SEHK.

The trading price of Units may be below or above the Net Asset Value per Unit. Please see the relevant risk factor in section 5.1 below.

Relevant Investors (as defined in section 2.2 below) are reminded to contact their stockbrokers or financial intermediaries to check whether there will be any fees or charges including custody fees that they may need to bear with regard to their holdings of Units during the period from the Trading Cessation Date up till the date on which they cease to hold Units.

### **2.2. Distribution(s)**

For Relevant Investors (as defined below) who are still holding Units of the Sub-Fund after the Last Trading Day, the Manager will, after consulting the Trustee and the Auditor, declare a distribution in USD (for Units in both HKD counter and USD counter) (the **"Distribution"**) in respect of those investors who remain invested in the Sub-Fund as of the Distribution Record Date (i.e. 22 April 2025) (the **"Relevant Investors"**). Such Distribution is expected to be made on or around 8 May 2025 (i.e. the Distribution Date).

Each Relevant Investor will be entitled to a Distribution of an amount equal to the Sub-Fund's then Net Asset Value in proportion to the Relevant Investor's Units in the Sub-Fund as at the Distribution Record Date. The Sub-Fund's then Net Asset Value will be the total value of the net proceeds from the realisation of the assets of the Sub-Fund as described in section 1.2 above (which will exclude (i) the Provision, (ii) any taxes payable, and (iii) any expenses payable).

The Distribution payable to each Relevant Investor is expected to be paid on or around 8 May 2025, to the accounts of its financial intermediary or stockbroker maintained with CCASS as at the Distribution Record Date. The Manager will issue a further announcement at least five business days before the Distribution Date to inform the Relevant Investors of the exact day of payment of the Distribution, together with the amount of Distribution per Unit in respect of the Sub-Fund.

The Manager does not expect or anticipate there will be a further distribution after the Distribution. However, in the unlikely event there is a further distribution after the Distribution, the Manager will issue an announcement informing the Relevant Investors.

**IMPORTANT NOTE:** Investors should pay attention to the risk factors as set out in section 5.1 below and consult their professional and financial advisers before disposing of their Units. If an investor disposes of its Units at any time on or before the Last Trading Day, such investor will not in any circumstances be entitled to any portion of the Distribution or further distribution (if any) in respect of any Units so disposed. Investors should therefore exercise caution and consult their professional and financial advisers before dealing in their Units or otherwise deciding on any course of actions to be taken in relation to their Units.

### 2.3. Between the Trading Cessation Date and the Termination Date

Following the realisation of the assets and the Distribution and further distribution (if any), on a day on or after which the Manager and the Trustee form an opinion that the Sub-Fund ceases to have any outstanding actual or contingent assets and liabilities (i.e. Termination Date), the Manager and the Trustee will proceed to terminate the Sub-Fund.

During the period from the Trading Cessation Date until the Termination Date, although the Sub-Fund will continue to be listed on the SEHK and will remain authorised by the SFC, the Sub-Fund will no longer be marketed or offered to the public and will only be operated in a limited manner because there will be no trading of Units and the Sub-Fund will have no investment activities from the Trading Cessation Date onwards. As such, pursuant to Chapters 8.6(t) and 8.10(d) of the Code and paragraph 13 of the Frequently Asked Questions on Exchange Traded Funds and Listed Funds issued by the SFC (the “**ETF FAQs**”), the Sub-Fund will continue to maintain its authorisation status with the SFC without strictly complying with certain provisions of the Code for the period from and including the Trading Cessation Date up until the Deauthorisation Date, provided that the specific conditions and requirements imposed by the SFC are met. Such conditions and requirements are described in section 3 below.

The deauthorisation and delisting of the Sub-Fund will take place either on the Termination Date or shortly after the Termination Date, subject to the SFC’s and SEHK’s respective approvals. The Manager expects that the delisting should take effect at or around the same time as the deauthorisation.

The proposed termination, deauthorisation and delisting of the Sub-Fund will be subject to the payment of all outstanding fees and expenses (please refer to section 4 below), discharge of all outstanding liabilities of the Sub-Fund, as well as final approvals by the SFC and the SEHK respectively.

Following deauthorisation, the Sub-Fund will no longer be subject to regulation by the SFC and will not be available for public distribution in Hong Kong. Any product documentation for the Sub-Fund previously issued to investors, including the Prospectus and the KFS, should be retained for personal use only and not for public circulation. Further, stockbrokers, financial intermediaries and investors must not circulate any marketing or other product documentation relating to the Sub-Fund to the public in Hong Kong as this may be in breach of the Securities and Futures Ordinance of Hong Kong (the “**SFO**”).

### 2.4. Important dates

Subject to the SFC’s and the SEHK’s respective approvals for the proposed arrangements set out in this Announcement and Notice, it is anticipated that the expected important dates in respect of the Sub-Fund will be as follows:

|  |  |
|--|--|
| Dispatch of this Announcement and Notice and setting aside the Provision immediately hereafter   | After market close on 13 March 2025 (Thursday) |
| No further request for creation of Units by investors in the primary market via Participating Dealers (other than by Participating Dealers for market making activities) after this Announcement and Notice has been published   | 14 March 2025 (Friday)                         |
| Last day on which requests for creation by Participating Dealers for market making activities and redemption of Units in the primary market by Participating Dealers may be accepted<br><br>Last day for trading of the Units on the SEHK in the secondary market<br><br>(the “ <b>Last Trading Day</b> ”) | 14 April 2025 (Monday)                         |

|  |   |
|--|---|
| <p>No further requests for creation and redemption of Units in the primary market by Participating Dealers will be accepted</p> <p>Cessation of trading in the Units on the SEHK in the secondary market</p> <p>The date on which the Manager will start to realise all the investments of the Sub-Fund and the Sub-Fund will cease to meet its investment objective</p> <p>The day from which the Sub-Fund shall no longer be marketed or offered to the public in Hong Kong</p> <p>(the “<b>Trading Cessation Date</b>”)</p> | 15 April 2025 (Tuesday)   |
| <p>Last valuation of the Sub-Fund to be conducted upon realisation of all assets</p> <p>(the “<b>Last Valuation Date</b>”)</p>   | 22 April 2025 (Tuesday)   |
| <p>Record date for determining the eligibility of entitlement for the Distribution and further distribution (if any)</p> <p>(the “<b>Distribution Record Date</b>”)</p>  | By close of business on 22 April 2025 (Tuesday)                                   |
| <p>Dispatch of announcement on Distribution and the distribution rate per Unit</p>   | 29 April 2025 (Tuesday), at least five business days before the Distribution Date |
| <p>Distribution, after the Manager having consulted the Trustee and the Auditor, will be paid to the investors who are still holding Units as at the Distribution Record Date</p> <p>(the “<b>Distribution Date</b>”)</p>  | On or around 8 May 2025 (Thursday)  |
| <p>Termination of the Sub-Fund on a date on or after which the Manager and the Trustee form an opinion that the Sub-Fund ceases to have any outstanding actual or contingent assets and liabilities</p> <p>(the “<b>Termination Date</b>”)</p>   | Expected to be 20 May 2025 (Tuesday)  |
| <p>Deauthorisation and delisting of the Sub-Fund</p> <p>The date of deauthorisation and delisting will be the date which the SFC and SEHK approve the deauthorisation and delisting respectively. The Manager expects that the deauthorisation and delisting will take place either on the Termination Date or shortly after the Termination Date.</p>   | On or shortly after the Termination Date  |

The Manager will issue the following:

- (i) (on a weekly basis from the date of this Announcement and Notice to the Last Trading Day) reminder announcements informing and reminding investors of the Last Trading Day, the Trading Cessation Date and the Distribution Record Date;
- (ii) (in due course) an announcement to inform the Relevant Investors of the details of Distribution (including the Distribution Date, the amount of Distribution and distribution rate per Unit) and further distribution (if any);
- (iii) (prior to further distribution, if any) an announcement to inform the Relevant Investors of the details of further distribution (including the further distribution date, the amount of further distribution and further distribution rate per Unit); and
- (iv) (on or shortly before the Termination Date) an announcement informing the Relevant Investors about the Termination Date, Deauthorisation Date and date of delisting of the Sub-Fund,

in accordance with the applicable regulatory requirements.

If there is any change to the dates mentioned set out in the table above, the Manager will issue an announcement to inform the Relevant Investors of the revised dates.



All stockbrokers and financial intermediaries are urged to forward a copy of this Announcement and Notice, together with any further announcements, to their clients holding the Units in the Sub-Fund, and inform them of the contents of this Announcement and Notice, and any further announcements, as soon as possible.

### **3. Non-applicability of certain provisions of the Code**

#### **3.1. Background**

As set out in section 2.3 above, while the Units will cease trading on the SEHK effective from the Trading Cessation Date, because of certain outstanding actual or contingent assets and liabilities in relation to the Sub-Fund, the Sub-Fund will remain in existence after the Trading Cessation Date until the Termination Date. During such period, the Sub-Fund will remain authorised by the SFC and maintain its SEHK listed status until the completion of the proposed termination, deauthorisation and delisting of the Sub-Fund.

Pursuant to Chapters 8.6(t) and 8.10(d) of the Code and paragraph 13 of the ETF FAQs, the Sub-Fund may not strictly comply with certain provisions of the Code for the period from and including the Trading Cessation Date up until the Deauthorisation Date, provided that the specific conditions and requirements imposed by the SFC are met. Such conditions and requirements are described in this section 3.

#### **3.2. Publishing of the suspension of dealing**

Under Chapter 10.7 of the Code, the Manager is required to: (a) immediately notify the SFC if dealing in Units of a Sub-Fund ceases or is suspended; and (b) publish the fact that dealing is suspended immediately following the decision to suspend and at least once a month during the period of suspension in an appropriate manner.

The Manager will continue to manage the Sub-Fund without strict compliance with Chapter 10.7 of the Code (for the period from the Trading Cessation Date to the Deauthorisation Date), subject to the condition that a statement shall be posted in a prominent position of the Manager's website from the Trading Cessation Date until the Deauthorisation Date to notify investors that the Units of the Sub-Fund have ceased trading on the SEHK from 15 April 2025 (i.e. the Trading Cessation Date), and draw investors' attention to this Announcement and Notice, the subsequent reminder announcements and all other relevant announcements.

As the Sub-Fund will maintain its listed status with SEHK during the period from and including the Trading Cessation Date up until the date of delisting and deauthorisation, investors may continue to access further announcements in relation to the Sub-Fund via the Manager's website [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf) (this website has not been reviewed by the SFC) and HKEX's website during such period.

#### **3.3. Provision of real time or near-real time indicative Net Asset Value per Unit and last Net Asset Value**

Under Chapters 8.6(u)(i) and (ii) of the Code, the Manager is required to provide real time or near-real time indicative Net Asset Value per Unit of the Sub-Fund (updated at least every 15 seconds during trading hours) and last Net Asset Value per Unit and last Net Asset Value of the Sub-Fund (updated on a daily basis) on the Manager's website or such other channels as the SFC considers appropriate.

The Manager will continue to manage the Sub-Fund without strict compliance with Chapters 8.6(u)(i) and (ii) of the Code from the Trading Cessation Date to the Deauthorisation Date, subject to the following conditions and requirements imposed by the SFC and which the Manager has undertaken to meet:

- (A) the Manager shall ensure that the Net Asset Value per Unit as of 14 April 2025 (i.e. the Last Trading Day), which will be the latest Net Asset Value per Unit, will be published on the Manager's website [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf) (this website has not been reviewed by the SFC); and
- (B) the Manager shall update the latest available Net Asset Value per Unit on the Manager's website [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf) (this website has not been reviewed by the SFC) as soon as practicable should there be any other change to the Net Asset Value of the Sub-Fund, including but not limited to changes arising from (i) the payment of Distribution (please see further in section 2.2 above); (ii) further distribution (if any); (iii) any deduction of transaction costs or taxes relating to the realisation of the assets of the Sub-Fund; and (iv) any change in market value of the scrip dividend receivable by the Sub-Fund (if any) of the underlying investments.

#### **3.4. Updating of the Prospectus and KFS**

Under Chapters 6.1 and 11.1B of the Code, the Prospectus and the KFS in respect of the Sub-Fund must be up-to-date and must be updated to incorporate any relevant changes to the Sub-Fund.

The Manager will continue to manage the Sub-Fund without updating the Prospectus (in respect of disclosure affecting the Sub-Fund only) and the KFS in respect of the Sub-Fund as required under Chapters 6.1 and 11.1B of the Code from the Trading Cessation Date to the Deauthorisation Date, subject to the following conditions and requirements imposed by the SFC and which the Manager has undertaken to meet:

- (A) the Manager shall promptly notify investors of any changes to the Sub-Fund or to the Prospectus (in respect of disclosure affecting the Sub-Fund only) or the KFS by means of publishing further announcement(s) on the Manager's website [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf) (this website has not been reviewed by the SFC) and HKEX's website (each, a **"Relevant Future Announcement"**);
- (B) the Manager shall ensure that each Relevant Future Announcement shall include a statement to refer investors to read this Announcement and Notice together with the Prospectus, the KFS and any other Relevant Future Announcement(s); and
- (C) the Manager shall issue an updated Prospectus on the Deauthorisation Date to remove all references to the Sub-Fund.

### 3.5. Other related matter

The Manager confirms that, save for the particular provisions of the Code set out in sections 3.2 to 3.4 above, the Manager will continue to comply with all the other applicable provisions of the Code, the applicable provisions in the Trust Deed, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other applicable laws and regulations in respect of the Sub-Fund.

## 4. Costs

### 4.1. Trading on the SEHK

As indicated in section 2.1 above, stockbrokers or financial intermediaries may levy certain fees and charges for any orders to dispose of Units on or before the Last Trading Day.

### 4.2. Creation and redemption by Participating Dealers

All creations and redemptions of Units in the Sub-Fund by the Participating Dealers will be subject to the fees and costs as set out in the Sub-Fund's Prospectus. The Participating Dealers may pass on to the relevant investors such fees and costs. The Participating Dealers may also impose fees and charges in handling any creation and redemption request which would also increase the cost of creation and redemption. Investors are advised to check with the Participating Dealers as to the relevant fees, costs and charges.

### 4.3. Ongoing charges and provision of costs and expenses

The ongoing charges over a year for the Sub-Fund as a percentage of the Net Asset Value is 1.30%\*.

*\* The ongoing charges figure is based on expenses for the year ended 30 June 2024 for the Sub-Fund. It represents the sum of the ongoing expenses chargeable to the Sub-Fund expressed as a percentage of the average Net Asset Value over the same period.*

The Manager will set aside an amount of provision immediately after this Announcement and Notice is published, in the amount of USD107,971.29 (the **"Provision"**) (approximately 0.46% of the Net Asset Value as at 12 March 2025).

The Provision is to discharge any future costs, charges, expenses, claims and demands (including but not limited to any legal costs, Auditor's fees, regulatory maintenance costs, termination related expenses and the fees payable to any other service provider to the Sub-Fund) that the Trustee and the Manager may reasonably incur or make, during the period between the date of this Announcement and Notice up to and including the Termination Date (including if the Termination Date is extended), in connection with or arising out of the ongoing maintenance of the Sub-Fund and the implementation of the termination (together, the **"Future Costs"**). Future Costs do not include transaction costs and any taxes relating to the realisation of assets of the Sub-Fund. The Trustee has confirmed that it has no objection to the amount of the Provision.

The Trustee will waive its entitlement to trustee fee from the Last Valuation Date until the Termination Date.

The Manager will waive its entitlement to management fee from the day immediately following the Last Valuation Date until the Termination Date.

As a result of the setting aside of the Provision immediately after this Announcement and Notice has been published, the Net Asset Value and Net Asset Value per Unit will be reduced before the commencement of trading on the SEHK on 14 March 2025, as follows:

| Before setting aside Provision |                          | After setting aside Provision |                          |
|--------------------------------|--------------------------|-------------------------------|--------------------------|
| Net Asset Value                | Net Asset Value per Unit | Net Asset Value               | Net Asset Value per Unit |
| USD23,348,547.63               | USD13.6064               | USD23,240,576.34              | USD13.5435               |

Please refer to “Net Asset Value downward adjustment risk” in section 5.1 below.

#### 4.4. Cost of termination, deauthorisation and delisting

The Sub-Fund will bear the costs and expenses associated with the termination and deauthorisation of the Sub-Fund as well as the delisting of the Sub-Fund from the date of this Announcement and Notice up to and including the Termination Date, up to the amount of the Provision. Where the Provision is insufficient to cover the Future Costs until the Termination Date, any shortfall will be borne by the Manager. Transaction costs and any taxes relating to the realisation of assets of the Sub-Fund are not covered under the Provision or by the Manager, and will be paid out of the Sub-Fund.

Conversely, where the Provision is in excess of the actual amount of Future Costs until the Termination Date, such excess will be refunded to the Relevant Investors as part of a further distribution in proportion to the Relevant Investor’s interests in the Sub-Fund as at the Distribution Record Date.

#### 4.5. Unamortised preliminary expenses

The Sub-Fund does not have any unamortised preliminary expenses or contingent liabilities (such as outstanding litigation) as at the date of this Announcement and Notice.

### 5. Other matters

#### 5.1. Other implications of the proposed cessation of trading, termination, deauthorisation and delisting of the Sub-Fund

In consequence of this Announcement and Notice and the proposed cessation of trading of the Units on the SEHK, termination, deauthorisation and delisting of the Sub-Fund from the SEHK, investors should note and consider the following risks:

**Liquidity risk** – Trading of Units in the Sub-Fund on the SEHK from the date of this Announcement and Notice may become less liquid.

**Units trading at a discount or premium and Market Makers’ inefficiency risk** – The Units of the Sub-Fund may trade at a discount or premium of its Net Asset Value. Although the Manager expects that, up to (and including) the Last Trading Day, the Market Makers will continue to perform their market making functions in respect of the Sub-Fund in accordance with the trading rules of the SEHK, Units may trade at a discount compared to their Net Asset Value in extreme market situations. This is because many investors may want to sell their Units after the Proposal has been announced but there may not be many investors in the market who are willing to purchase such Units. On the other hand, it is also possible that the Units may trade at a premium, and consequently the divergence between the supply of and demand for the Units of the Sub-Fund may be larger than usual. In particular, should there be a large demand for Units before the Trading Cessation Date, the Market Makers may not be able to effectively perform its market making activities to provide liquidity of the trading of Units on the SEHK in these extreme market situations. As a result, the price volatility of the Units may be higher than usual from the date of this Announcement and Notice up to (and including) the Last Trading Day.

**Inability to fulfill investment objective risk** – The setting aside of the Provision (immediately after this Announcement and Notice has been published) and the anticipated redemption by the Seed Investor before the Last Trading Day will adversely affect the Net Asset Value per Unit. This reduction of Net Asset Value per Unit will reduce the Sub-Fund’s returns. It is possible that the size of the Sub-Fund may drop drastically before the Last Trading Day. This may impair the Manager’s ability to fulfill the investment objective of the Sub-Fund from the date of this Announcement and Notice to the Last Trading Day. In the extreme situation where the size of the Sub-Fund becomes so small on or before the Last Trading Day that the Manager considers that it is not in the best interest of the Sub-Fund to continue to invest in the market, the Manager may decide to convert the whole or part of the investments of the Sub-Fund into cash or deposits in order to protect the interest of the investors of that Sub-Fund.

All assets of the Sub-Fund, to the extent possible, will be liquidated with effect from the Trading Cessation Date. Thereafter, the Sub-Fund’s assets will mainly be cash. The Sub-Fund will only be operated in a limited manner.

It therefore follows that, from the Trading Cessation Date, the Sub-Fund will cease to meet its investment objective.

**Net Asset Value downward adjustment risk** – Changes in economic environment, consumption pattern and investors' expectations may have significant impact on the value of the investments and there may be significant drop in value of the investments. Also, the Net Asset Value of the Sub-Fund may be reduced as the Sub-Fund will set aside the Provision immediately after publication of this Announcement and Notice. Such market movements and the setting aside of the Provision may result in substantial downward adjustment of the Net Asset Value per Unit before the Last Trading Day.

**Delay in distribution risk** – The Manager will aim to realise all of the assets of the Sub-Fund and proceed with the Distribution and further distribution (if any) as soon as practicable. However, the Manager may not be able to realise all the assets of the Sub-Fund in a timely manner during certain periods of time, for example, when trading on the relevant stock exchanges is restricted or suspended or when the official clearing and settlement depository of the relevant market is closed. In this case, the payment of Distribution or further distribution (if any) to the Relevant Investors may be delayed.

**Distribution in other currency risk** – Investors should note that all Units will receive distributions in the base currency of the Sub-Fund (i.e. in USD) only. In the event that the relevant Unitholder has no USD account, the Unitholder may have to bear the fees and charges associated with the conversion of such distribution from USD to HKD or other currency. The Unitholder may also have to bear bank or financial institution fees and charges associated with the handling of the distribution payment. Unitholders are advised to check with their brokers regarding arrangements for distributions.

Investors' attention is also drawn to the risk factors disclosed in the Prospectus.

## **5.2. Tax implications**

Based on the Manager's understanding of the law and practice in force at the date of this Announcement and Notice, as the Sub-Fund is a collective investment scheme authorised under Section 104 of the SFO, profits of the Sub-Fund derived from realisation of its assets are exempted from Hong Kong profits tax. Notwithstanding that profits of the Sub-Fund derived from realisation of its assets are exempted from Hong Kong profits tax, the Sub-Fund may be subject to tax in certain jurisdictions where investments are made, on income or capital gains derived from such investments.

Distribution or further distribution (if any) to the extent of distribution of profits and/or capital of the Sub-Fund should generally not be subject to Hong Kong profits tax by Hong Kong investors (whether by way of withholding or otherwise). For investors carrying on a trade, profession or business in Hong Kong, profits derived in redemption or disposal of Units in the Sub-Fund may be subject to Hong Kong profits tax if the profits in question arise in or are derived from such trade, profession or business, sourced in Hong Kong, as well as the Units of the Sub-Fund are revenue assets of the investors.

Investors should consult their professional tax advisers for tax advice.

## **5.3. Connected party transaction**

As disclosed in section 1.1, the Seed Investor, which is an affiliated entity of the Manager, currently indirectly holds approximately 96% of the Net Asset Value of the Sub-Fund. Other than as disclosed above, none of the connected persons of the Manager and/or the Trustee is involved in any transaction in relation to the Sub-Fund, nor holds any interest in the Sub-Fund.

Investors should note that the redemption of a portion of the Seed Investor's investment in the Sub-Fund before the Last Trading Day may result in a significant reduction in the fund size. Such a redemption may impair the Manager's ability to fulfill the investment objective of the Sub-Fund.

## **6. Documents available for inspection**

A copy of the Trust Deed is available for inspection free of charge at the offices of the Manager and copies thereof may be obtained from the Manager at a reasonable fee per set of copy documents.

The most recent annual financial statements of the Trust and the Sub-Fund, the most recent interim financial statements of the Trust and the Sub-Fund and the Prospectus and the KFS of the Sub-Fund may also be obtained from the Manager's website [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf) (this website has not been reviewed by the SFC) or the offices of the Manager free of charge.

## **7. Enquiries**

If you have any queries concerning this Announcement and Notice, please direct them to your stockbrokers or financial intermediaries or contact the Manager at 24/F Man Yee Building, 60-68 Des Voeux Road Central, Hong Kong or on +852 3940 3900 during office hours (except Hong Kong statutory holidays).

The Manager accepts full responsibility for the accuracy of the contents of this Announcement and Notice, 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.

**Nikko Asset Management Hong Kong Limited**  
as Manager of the Trust and the Sub-Fund

**13 March 2025**

本公告及通告乃重要文件，務請即時垂注，惟並不構成對下述交易所買賣基金單位的購入、購買或認購邀請或要約

如閣下對本公告及通告或所需採取的行動有任何疑問，應諮詢閣下的股票經紀、銀行經理、律師、會計師或其他專業顧問。

如閣下已出售或轉讓閣下在日興資產管理元宇宙主題主動型ETF所持有的所有基金單位，閣下應立即將本公告及通告交給買方或受讓人或經手處理有關銷售或轉讓的銀行、股票經紀或其他代理人再轉交買方或受讓人。

**重要提示：**香港聯合交易所有限公司（「香港聯交所」）、香港交易及結算所有限公司（「香港交易所」）、香港證券及期貨事務監察委員會（「證監會」）及香港中央結算有限公司對本公告及通告的內容概不負責，亦不對其準確性或完整性作出任何聲明，並明確表示，概不對因本公告及通告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

日興資產管理香港有限公司對本公告及通告所載資料的準確性於刊發之日承擔全部責任，並於作出一切合理查詢後確認，據其所知及所信，本公告及通告於刊發之日並無遺漏任何其他事實，致使其中所載任何陳述產生誤導。

證監會的認可不是對計劃作出推介或認許，亦不是對計劃的商業利弊或表現作出保證，更不代表該計劃適合所有投資者，或認許該計劃適合任何特定投資者或類別投資者。

## 日興資產管理香港 ETF 基金系列

（根據香港法例第571章《證券及期貨條例》

第104條獲認可之香港傘子單位信託）

（「信託」）

日興資產管理元宇宙主題主動型ETF

股份代號：

9091（美元櫃台）

3091（港元櫃台）

（「子基金」）

### 有關種子投資者部分贖回之最新情況

茲提述信託及子基金的管理人日興資產管理香港有限公司（「管理人」）於2025年3月13日發佈的題為「有關建議停止交易、終止、自願撤銷認可資格及除牌及不適用《單位信託及互惠基金守則》的若干條文公告及通告」的公告及通告（「首份公告」）。

本公告及通告內未有定義的任何特定詞彙，具有與首份公告中所界定者的相同涵義。

#### 1. 有關種子投資者部分贖回之最新情況

誠如首份公告所披露：

- (a) 根據信託契據第35.6(A)條規定，如在子基金成立日一年後，子基金所有已發行基金單位的總資產淨值少於20,000,000美元，則管理人可全權決定以書面通知受託人終止子基金；
- (b) 截至2025年3月12日，子基金的資產淨值為23,348,547.63美元，約96%的資產淨值由種子投資者持有；及
- (c) 種子投資者擬於首份公告刊發後但於最後交易日前贖回其於子基金的部分投資，使子基金的資產淨值少於20,000,000美元。

管理人謹此通知閣下，於2025年3月18日，種子投資者就其於子基金的部分投資提交贖回要求。繼種子投資者部分贖回後，子基金於2025年3月19日的資產淨值為17,557,938.08美元，符合信託契據第35.6(A)條所規定少於20,000,000美元的門檻。因此，子基金將根據信託契據第35.6(A)條於終止日期按首份公告所披露的方式終止。

## **2. 查詢**

如閣下對本公告及通告有任何疑問，請逕向閣下的股票經紀或財務中介機構提出，或於辦公時間（香港法定假日除外）親臨香港中環德輔道中60-68號萬宜大廈24樓或致電+852 3940 3900與管理人聯絡。

**日興資產管理香港有限公司**  
作為信託及子基金的管理人

**2025年3月20日**

本公告及通告乃重要文件，務請即時垂注，惟並不構成對下述交易所買賣基金單位的購入、購買或認購邀請或要約

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如閣下已出售或轉讓閣下在日興資產管理元宇宙主題主動型ETF所持有的所有基金單位，閣下應立即將本公告及通告交給買方或受讓人或經手處理有關銷售或轉讓的銀行、股票經紀或其他代理人再轉交買方或受讓人。

**重要提示：**香港聯合交易所有限公司（「香港聯交所」）、香港交易及結算所有限公司（「香港交易所」）、香港證券及期貨事務監察委員會（「證監會」）及香港中央結算有限公司對本公告及通告的內容概不負責，亦不對其準確性或完整性作出任何聲明，並明確表示，概不對因本公告及通告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

日興資產管理香港有限公司（「管理人」）對本公告及通告所載資料的準確性於刊發之日承擔全部責任，並於作出一切合理查詢後確認，據其所知及所信，本公告及通告於刊發之日並無遺漏任何其他事實，致使其中所載任何陳述產生誤導。

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## 日興資產管理香港 ETF 基金系列

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第104條獲認可之香港傘子單位信託）

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（「子基金」）

有關建議停止交易、

終止、自願撤銷認可資格及除牌及

不適用《單位信託及互惠基金守則》的若干條文

公告及通告

本公告及通告內未有定義的任何特定詞彙，具有與信託及子基金日期為2023年4月28日的基金說明書（經不時補充及修訂，包括日期為2024年10月1日的補充文件，「基金說明書」）中所界定者的相同涵義。

**重要提示：**強烈建議投資者考慮本公告及通告的內容。本公告及通告乃重要文件，務請即時垂注。其內容有關子基金之基金單位（「基金單位」）的建議於香港聯交所停止交易、子基金的建議終止及建議撤銷認可資格、子基金的建議於香港聯交所除牌，以及於自2025年4月15日（即停止交易日）起至子基金撤銷認可資格日（「撤銷認可資格日」）止期間不適用《單位信託及互惠基金守則》（「守則」）的若干條文的事宜。投資者尤須注意：



- 管理人經考慮種子投資者進行預期贖回後子基金的資產淨值相對較小（詳情見下文第1條）及投資者對子基金缺乏興趣，認為子基金的管理在經濟上並不可行，並導致投資於子基金的成本更高（相對於以其預期更大的資產淨值營運子基金而言）。因此，管理人認為於終止日終止子基金符合基金單位持有人之最佳利益。在此基礎上（更完整詳情見下文第1.1條），管理人已向受託人發出書面通知，告知受託人其終止子基金的建議，並自終止日（定義見下文第2.4條）起生效；
- 基金單位的最後交易日（定義見下文第2.4條）將為**2025年4月14日**；
- 基金單位將於停止交易日（定義見下文第2.4條）（即**2025年4月15日**）起於香港聯交所停止交易；
- 管理人擬自停止交易日起變現子基金的所有資產。因此，從停止交易日起：**(i)**子基金的基金單位將不再於香港聯交所進行交易，亦不能再增設及贖回子基金的基金單位；**(ii)**管理人將開始變現子基金的所有資產，因此子基金將不再達致其投資目標；**(iii)**子基金將不再向公眾推廣或發售；**(iv)**子基金將主要持有現金；及**(v)**子基金將僅以有限方式營運；
- 管理人將於諮詢受託人及子基金的核數師（「核數師」）後，宣佈向於**2025年4月22日**（即分派記錄日）仍維持投資者身份的投資者派發分派（定義見下文第2.2條）。分派金額將相等於子基金的當時資產淨值，其將不包括**(i)**撥備（定義見第4.3條）；**(ii)**任何應付稅項；及**(iii)**任何應付支出。預期該分派將於**2025年5月8日**或該日前後（即分派日）應付；
- 在受託人與管理人達成子基金不再存有任何未償還的實際或有資產及負債的意見之日或以後，受託人與管理人將開始完成子基金的終止事宜（即終止日）。管理人預期終止日將為**2025年5月20日**或該日前後。管理人將於終止日或臨近終止日前就子基金之終止、撤銷認可資格及除牌刊發公告；
- 自停止交易日起直至終止日為止期間，管理人將維持子基金的證監會認可地位及子基金的香港聯交所上市地位。在取得香港聯交所批准後，除牌應與撤銷認可資格同時或大概於同一時間生效；
- 管理人預期子基金撤銷認可資格及除牌將於終止日或終止日不久後進行。請注意：在撤銷認可資格後，任何此前向投資者發行的子基金產品文件，包括基金說明書及產品資料概要，應保留僅供個人使用，不能用於公開傳閱；及
- 投資者應注意下文第5.1條所載的風險因素（包括流動性風險、基金單位按折讓或溢價買賣及莊家失效的風險、無法實現投資目標的風險、資產淨值下調風險、延遲分派風險及以其他貨幣分派風險）。投資者在買賣基金單位或就基金單位決定行動步驟前，應審慎行事並諮詢專業及財務顧問。

謹此促請股票經紀及財務中介機構：

- 將本公告及通告之副本轉交予其持有子基金的基金單位之客戶，並盡快通知其有關本公告及通告之內容；
- 為其擬於最後交易日或之前出售子基金的基金單位之客戶提供方便；及
- 就基金單位的出售提供服務時，如有任何適用的較早的交易截止時間、額外費用或收費及/或其他條款及條件，請盡快通知其客戶。

亦謹此促請股票經紀及財務中介機構通知其客戶有關下文第2.2條所載的分派安排，以及該等安排對其客戶可能產生的影響。

如投資者對本公告及通告之內容有任何疑問，應聯絡其獨立財務中介機構或專業顧問以尋求其專業意見，或直接向管理人查詢（請參閱下文第7條）。

## 1. 建議終止子基金、停止交易及變現資產

### 1.1. 建議終止子基金

根據信託契據第35.6(A)條規定，如在子基金成立日一年後，子基金所有已發行基金單位的總資產淨值少於20,000,000美元，則管理人可全權決定以書面通知受託人終止子基金。信託契據並無規定根據信託契據第35.6(A)條終止子基金時須經投資者批准。

截至2025年3月12日，子基金的資產淨值及每基金單位資產淨值分別為23,348,547.63美元及13.6064美元。

於上述子基金資產淨值中，約96%由管理人的聯屬實體透過中央結算系統參與者持作種子投資（「**種子投資者**」）。種子投資者已通知管理人其有意贖回其於子基金的全部投資。為免生疑問，於本公告及通告日期，種子投資者尚未遞交贖回申請。

管理人經考慮種子投資者進行預期贖回後子基金的資產淨值相對較小及投資者對子基金缺乏興趣，認為子基金的管理在經濟上並不可行，並導致投資於子基金的成本更高（相對於以其預期更大的資產淨值營運子基金而言）。因此，管理人認為於終止日終止子基金符合基金單位持有人之最佳利益。

本公告及通告發佈後，種子投資者將於最後交易日前贖回其於子基金的部分投資，以致子基金資產淨值將少於20,000,000美元。

在此基礎上，管理人已向受託人發出書面通知，告知受託人其於受託人與管理人達成子基金不再存有任何未償還的實際或或有資產及負債的意見之日或以後終止子基金，並自願尋求子基金撤銷認可資格及除牌的建議（「**建議**」）。受託人並無反對該建議並承認本公告及通告中提及之守則的若干條文並不適用。

謹此按照信託契據第 35.8 條規定向投資者發出不少於一個月通知，敬告投資者有關子基金的建議終止。此外，謹此按照守則第 11.1A 及 11.2 章規定向投資者發出不少於一個月的通知，敬告投資者子基金將從停止交易日起停止交易。

### 1.2. 建議停止子基金之交易

管理人將向香港聯交所申請自停止交易日（即2025年4月15日）起，子基金的基金單位在香港聯交所停止交易。管理人將行使其於信託契據第9.6條下之變現投資的權力，自停止交易日起擬將子基金之全部資產變現。與一般投資變現相關的成本相比，子基金資產之變現將不會招致任何額外成本。2025年4月14日將為投資者按照現行日常交易安排在香港聯交所買賣基金單位的最後交易日。

為免生疑問，參與證券商將繼續獲准增設及贖回基金單位，直至最後交易日為止。增設基金單位將限於參與證券商就莊家進行莊家活動而增設基金單位，以為基金單位在香港聯交所買賣提供流動性。自本公告及通告發佈後起，將不得就其他目的增設基金單位。於最後交易日後不得透過參與證券商增設及贖回基金單位。

投資者應注意，投資者不能在一手市場直接增設或贖回基金單位。僅參與證券商可向管理人遞交增設及贖回申請。參與證券商可自行為其客戶設定申請程序及早於基金說明書訂明之客戶申請截止時間，但無論如何不得遲於最後交易日。投資者應向參與證券商查詢有關截止時間及客戶受理程序及要求。

### 1.3. 建議子基金變現資產之影響

在子基金的資產變現後，子基金將主要持有現金（主要包括來自子基金資產變現所得收益）。因此，自停止交易日起，子基金將不再達致其投資目標。

## 2. 於最後交易日或之前及自停止交易日起會如何？

### 2.1. 於直至（及包括）最後交易日為止在香港聯交所買賣

於直至（及包括）最後交易日為止的任何交易日，投資者可繼續於香港聯交所的交易時段內按照日常交易安排按當時市價在香港聯交所買賣其基金單位。子基金的莊家（合稱「**莊家**」）將繼續按照香港聯交所的交易規則，履行其莊家的功能直至最後交易日為止。

投資者應注意，股票經紀或其他財務中介機構可就於香港聯交所出售基金單位對投資者收取經紀費，而基金單位的買賣雙方將須支付交易徵費（基金單位成交價的0.0027%）、會計及財匯局交易徵費（基金單位成交價的0.00015%）及香港聯交所交易費（基金單位成交價的0.00565%）。

在香港聯交所購買或出售基金單位毋須繳付香港印花稅。

基金單位的成交價可能低於或高於每基金單位資產淨值。請參閱下文第5.1條的相關風險因素。

謹請相關投資者（定義見下文第2.2條）聯絡其股票經紀或財務中介機構，核實其是否需就其在停止交易日至其停止持有基金單位日期的期間持有基金單位而承擔任何費用或收費（包括託管費）。

## 2.2. 分派

就於最後交易日後仍持有子基金的基金單位的相關投資者（定義如下）而言，管理人將於諮詢受託人及核數師後，宣佈向於分派記錄日（即2025年4月22日）仍投資於子基金的投資者（「**相關投資者**」）以美元作出分派（適用於港元櫃台及美元櫃台之基金單位）（「**分派**」）。預期該分派將於2025年5月8日或該日前後（即分派日）作出。

每名相關投資者將可獲得款額等於子基金的當時資產淨值按照其於分派記錄日所持有子基金的基金單位比例而派發的分派。子基金當時的資產淨值將為上文第1.2條所述子基金資產變現所得淨收益的總值（將不包括(i)撥備；(ii)任何應付稅項；及(iii)任何應付支出）。

須向每名相關投資者支付的分派預期於2025年5月8日或該日前後存入其財務中介機構或股票經紀截至分派記錄日在中央結算系統開設的賬戶。管理人將於分派日前至少五個營業日發出進一步公告，就分派的確實支付日期以及就子基金每基金單位的分派金額通知相關投資者。

管理人預期或預料不會於作出分派後再進行分派。然而，即使不大可能於作出分派後再進行分派，倘若有此情況，管理人將發出公告通知相關投資者。

**重要提示：**投資者應注意下文第5.1條載列的風險因素，並在出售其基金單位前諮詢其專業及財務顧問。倘投資者於最後交易日或之前任何時間出售其基金單位，則在任何情況下該投資者將無權就任何已售出的基金單位享有分派或進一步分派（如有）的任何部分。因此，投資者在買賣其基金單位或就其基金單位決定行動步驟前，應審慎行事並諮詢其專業及財務顧問。

## 2.3. 自停止交易日至終止日的期間

於資產變現、分派及進一步分派（如有）後，於管理人及受託人達成意見認為子基金不再存有任何未償還的實際或有資產及負債的日期或以後（即終止日），管理人及受託人將進行子基金之終止事務。

自停止交易日起直至終止日為止期間，雖然子基金將繼續擁有香港聯交所上市地位及仍獲證監會認可，子基金將不再向公眾推廣或發售，並僅會以有限方式營運，原因為自停止交易日起，將不會再買賣基金單位，子基金亦將不會有任何投資活動。因此，根據守則第8.6(t)及8.10(d)章及證監會發行的交易所買賣基金及上市基金常見問題（「**ETF常見問題**」）第13段，在滿足證監會規定的特定條件及要求的前提下，自停止交易日（包括該日）起直至撤銷認可資格日期間，子基金將繼續維持其獲證監會的認可資格地位，而無須嚴格遵守守則的若干條文。該等條件及要求在下文第3條詳細說明。

經證監會及香港聯交所分別批准後，子基金的撤銷認可資格以及子基金的除牌將於終止日或終止日之後不久進行。管理人預期除牌應與撤銷認可資格同時或接近同一時間生效。

子基金的建議終止、撤銷認可資格及除牌將須在支付所有未償還費用及開支（請參閱下文第4條）、清償子基金所有未償還負債以及獲得證監會及香港聯交所分別最終批准後方可進行。

在撤銷認可資格後，子基金將不再受證監會監管，亦不可於香港公開分銷。任何此前向投資者發出的子基金的任何產品文件，包括基金說明書及產品資料概要，應保留僅供個人使用，不能用於公開傳閱。此外，股票經紀、財務中介機構及投資者不得向香港公眾人士傳閱與子基金有關的任何推廣或其他產品文件，因為此舉可能違反香港《證券及期貨條例》（「**《證券及期貨條例》**」）。

## 2.4. 重要日期

於本公告及通告所載之建議安排分別獲證監會及香港聯交所批准後，預計子基金之預期重要日期將如下：

|   |                    |
|---|--------------------|
| 寄發本公告及通告，並緊隨其後劃撥撥備                                  | 2025年3月13日（星期四）收市後 |
| 在本公告及通告發佈後，投資者不能再經參與證券商在一級市場增設基金單位（參與證券商就莊家活動而增設除外） | 2025年3月14日（星期五）    |

|  |                                   |
|--|-----------------------------------|
| 可接受參與證券商在一級市場就莊家活動而增設基金單位，及贖回基金單位要求的最後一日<br><br>在香港聯交所於二級市場買賣基金單位的最後一日（「 <b>最後交易日</b> 」）   | 2025 年 4 月 14 日（星期一）              |
| 不再接受參與證券商在一級市場增設及贖回基金單位的要求<br><br>基金單位在香港聯交所二級市場停止交易<br><br>管理人將開始變現子基金的全部投資及子基金將不再達致其投資目標之日<br><br>不可再向香港公眾人士推廣或發售子基金（「 <b>停止交易日</b> 」） | 2025 年 4 月 15 日（星期二）              |
| 在變現所有資產後對子基金進行最後估值（「 <b>最後資產估值日</b> 」）   | 2025 年 4 月 22 日（星期二）              |
| 釐訂有權收取分派及進一步分派（如有）的資格之記錄日期（「 <b>分派記錄日</b> 」）   | 2025 年 4 月 22 日（星期二）營業時間結束前       |
| 寄發有關分派及每基金單位分派率的公告   | 2025 年 4 月 29 日（星期二），於分派日前至少五個營業日 |
| 於管理人諮詢受託人及核數師後，分派將支付予截至分派記錄日仍持有基金單位的投資者（「 <b>分派日</b> 」）  | 2025 年 5 月 8 日（星期四）或該日前後          |
| 在管理人與受託人達成子基金不再存有任何未償還的實際或或有資產及負債的意見之日或以後終止子基金（「 <b>終止日</b> 」）   | 預期將於 2025 年 5 月 20 日（星期二）         |
| 子基金撤銷認可資格及除牌<br><br>撤銷認可資格及除牌日期為證監會及香港聯交所分別批准撤銷認可資格及除牌之日。管理人預期撤銷認可資格及除牌將於終止日或緊隨終止日後進行。   | 於終止日或緊隨該日後                        |

管理人將依據適用監管規定發出：

- (i) （從本公告及通告日期起至最後交易日為止每星期）提示公告，就最後交易日、停止交易日及分派記錄日通知及提醒投資者；
- (ii) （於適當時候）公告通知相關投資者分派詳情（包括分派日、分派的金額及每基金單位的分派率）及進一步分派（如有）；
- (iii) （於進一步分派前，如有）公告通知相關投資者進一步分派詳情（包括進一步分派日、進一步分派的金額及每基金單位的進一步分派率）；及
- (iv) （終止日或臨近終止日前）公告通知相關投資者子基金的終止日及撤銷認可資格日以及除牌日期。

若上表所述日期發生任何變更，管理人將發出公告通知相關投資者更改日期。

謹此促請所有股票經紀及財務中介機構將本公告及通告之副本連同任何進一步的公告轉交予其持有子基金的基金單位的客戶，並盡快告知其本公告及通告以及任何進一步的公告之內容。

### 3. 不適用守則若干條文

#### 3.1. 背景

如上文第2.3條所述，雖然基金單位將由停止交易日起於香港聯交所停止交易，惟由於子基金若干未償還的實際或或有資產及負債，子基金在停止交易日後直至終止日的期間將仍然存續。在該期間，子基金仍將繼續獲證監會認可並維持其於香港聯交所的上市地位，直至子基金的建議終止、撤銷認可資格以及子基金的建議除牌完成之時為止。

根據守則第 8.6(t) 及 8.10(d) 章及 ETF 常見問題 13 段，在滿足證監會規定的特定條件及要求的前提下，自停止交易日（包括該日）起直至撤銷認可資格日期間，子基金無須嚴格遵守守則的若干條文。該等條件及要求在本第 3 條詳細說明。

### 3.2. 刊登暫停交易通知

根據守則第 10.7 章，管理人須：(a) 在子基金的基金單位停止或暫停交易時立即通知證監會；及 (b) 在作出暫停交易的決定後立即以適當的方式刊登有關通知，並在暫停交易期內以適當的方式至少每月刊登有關通知一次。

管理人將繼續管理子基金而毋須嚴格遵守守則第 10.7 章（自停止交易日至撤銷認可資格日期間），惟須符合以下條件：須自停止交易日起直至撤銷認可資格日為止的期間，於管理人網站內的顯著位置登載聲明，通知投資者子基金的基金單位已於 2025 年 4 月 15 日（即停止交易日）起在香港聯交所停止交易，並請投資者注意本公告及通告、其後提示公告及所有其他相關公告。

由於子基金在由停止交易日（包括該日）起直至除牌及撤銷認可資格日止期間仍維持其在香港聯交所的上市地位，投資者在該期間可繼續透過管理人網站 [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf)（此網站未經證監會審查）及香港交易所網站查閱有關子基金的進一步公告。

### 3.3. 按實時或接近實時基準提供指示每基金單位的資產淨值及最後資產淨值

根據守則第 8.6(u)(i) 及 (ii) 章，管理人須於管理人網站或該等其他證監會視為適當的渠道，按實時或接近實時基準提供子基金的指示性每基金單位的資產淨值（於交易時段最少每 15 秒更新一次）及每基金單位的最後資產淨值與子基金最後資產淨值（每日更新）。

由停止交易日至撤銷認可資格日，管理人將繼續管理子基金而毋須嚴格遵守守則第 8.6(u)(i) 及 (ii) 章，惟須符合以下證監會規定的條件及要求，而管理人承諾滿足以下條件：

- (A) 管理人須確保截至 2025 年 4 月 14 日（即最後交易日）的每基金單位資產淨值，即將為最近期的每基金單位資產淨值，將於管理人網站 [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf)（此網站未經證監會審查）公佈；及
- (B) 如子基金的資產淨值有任何其他變動，包括但不限於因下列各項引起的變動：(i) 支付分派（請參閱上文第 2.2 條）；(ii) 進一步分派（如有）；(iii) 扣除任何與子基金資產變現有關的交易成本或稅項；及 (iv) 子基金就相關投資應收的股息股份（如有）市價的任何變更，則管理人須在可行情況下盡快於管理人網站 [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf)（此網站未經證監會審查）更新最後可得的每基金單位資產淨值。

### 3.4. 更新基金說明書及產品資料概要

根據守則第 6.1 及 11.1B 章，有關子基金之基金說明書及產品資料概要須為最新及須進行更新以併入對子基金的任何相關更改。

由停止交易日至撤銷認可資格日，管理人將繼續管理子基金且毋須按守則第 6.1 及 11.1B 章更新子基金的基金說明書（僅就影響子基金的披露而言）及產品資料概要，惟須符合以下證監會規定的條件及要求，而管理人承諾滿足以下條件：

- (A) 就任何對子基金或基金說明書（僅就影響子基金的披露而言）或產品資料概要所作的更改，透過在管理人網站 [www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf)（此網站未經證監會審查）及香港交易所網站登載進一步公告（各為「日後相關公告」）的方式立即通知投資者；
- (B) 確保各日後相關公告均載明申述，請投資者參閱本公告及通告，並與基金說明書、產品資料概要及任何其他日後相關公告一併閱讀；及
- (C) 管理人應在撤銷認可資格日發佈更新基金說明書，以刪除子基金的所有提述。

### 3.5. 其他有關事項

管理人確認，除上文第 3.2 至 3.4 條所列守則的特定條文外，管理人將繼續就子基金遵守守則的所有其他適用條文、信託契據的適用條文、《香港聯合交易所有限公司證券上市規則》及其他適用法律和規定。

## 4. 成本

### 4.1. 在香港聯交所買賣

如上文第2.1條所示，股票經紀或財務中介機構可就於最後交易日或之前出售基金單位的任何指示徵收若干費用及收費。

### 4.2. 參與證券商增設及贖回

所有參與證券商增設及贖回子基金基金單位將均須繳付子基金的基金說明書內列明的費用及成本。參與證券商可將該等費用及成本轉嫁予相關投資者，亦可收取處理任何增設及贖回要求的費用及收費，如此亦將增加增設及贖回成本。投資者應向參與證券商查詢有關費用、成本及收費。

### 4.3. 經常性開支與成本及開支撥備

子基金以資產淨值百分率表示的每年經常性開支為1.30%\*。

\*經常性開支比率乃根據子基金截至2024年6月30日止年度的開支計算得出。該數字為子基金應支付經常性開支的總額佔同期平均資產淨值的百分比。

緊隨本公告及通告發佈後，管理人將劃撥一定金額的撥備，金額為107,971.29美元（「撥備」，截至2025年3月12日資產淨值的約0.46%）。

撥備將用於支付受託人及管理人於本公告及通告日期直至終止日（包括該日）止期間（包括倘終止日延長）可能合理招致或作出因子基金的經常性維護及終止的實施所產生或與之相關的任何未來成本、收費、開支、申索及要求（包括但不限於任何法律成本、核數師費用、監管維護成本、與終止相關的費用以及應付任何其他子基金服務供應商的費用）（統稱「未來成本」）。未來成本不包括交易成本及任何與變現子基金資產有關的稅項。受託人已確認其對撥備的金額並無異議。

受託人將從最後估值日至終止日放棄其受託人費用。

從緊隨最後估值日後日期直至終止日止，管理人將放棄應享的管理費。

由於緊隨本公告及通告發佈後劃撥撥備，故於2025年3月14日在香港聯交所開始買賣之前，資產淨值及每基金單位資產淨值將有所減少，詳情如下：

| 劃撥撥備前           |           | 劃撥撥備後           |           |
|-----------------|-----------|-----------------|-----------|
| 資產淨值            | 每基金單位資產淨值 | 資產淨值            | 每基金單位資產淨值 |
| 23,348,547.63美元 | 13.6064美元 | 23,240,576.34美元 | 13.5435美元 |

請參閱下文第5.1條「資產淨值下調風險」。

### 4.4. 終止、撤銷認可資格及除牌成本

子基金將承擔子基金自本公告及通告日期起至終止日（包括該日）止與子基金終止及撤銷認可資格以及除牌有關的成本及開支，金額以撥備金額為上限。倘撥備不足以支付直至終止日的未來成本，則任何不足部分將由管理人承擔。與變現子基金資產有關的交易成本及任何稅項不在撥備或管理人的承擔範圍內，並將由子基金支付。

相反，倘撥備超出直至終止日的未來成本的實際金額，則該超出部分將根據相關投資者於分派記錄日在子基金的權益比例，作為進一步分派的一部分退還予相關投資者。

### 4.5. 未攤銷的初步開支

於本公告及通告日期，子基金概無任何未攤銷的初步開支或或有負債（如未決訴訟）。

## 5. 其他事項

### 5.1. 建議子基金停止交易、終止、撤銷認可資格及除牌的其他影響

鑒於本公告及通告及基金單位的建議在香港聯交所停止交易、子基金終止、撤銷認可資格及在香港聯交所除牌，投資者應注意及考慮以下各項風險：

**流動性風險**—自本公告及通告日期起，在香港聯交所買賣子基金的基金單位可能出現流動性欠佳的情況。

**基金單位按折讓或溢價買賣及莊家失效的風險**—子基金的基金單位可能按其資產淨值折讓或溢價買賣。儘管管理人預期，直至最後交易日（包括該日）前，莊家將繼續按照香港聯交所的交易規則就子基金履行其為莊家的功能，基金單位可在極端市場情況下以比較其資產淨值折讓的價格交易。此乃由於在公佈建議後，不少投資者可能有意出售其基金單位，但市場中未必有很多願意購入該等基金單位的投資者。另一方面，基金單位亦可能按溢價買賣，因此，子基金的基金單位的供求失衡情況可能較平日嚴重。特別是，倘於停止交易日前基金單位的需求巨大，在該等極端市場情況下，莊家未必能有效地進行其莊家活動，以為基金單位在香港聯交所買賣提供流動性。因此，自本公告及通告日期起直至最後交易日（包括該日），基金單位的價格波動或會高於平日。

**無法實現投資目標的風險**—劃撥撥備（緊隨本公告及通告發佈後）及種子投資者於最後交易日前進行預期贖回將對每基金單位的資產淨值產生不利影響。該每基金單位的資產淨值減少將降低子基金的回報。子基金的規模有可能在最後交易日前大幅縮減。這或會損害管理人自本公告及通告日期至最後交易日實現子基金投資目標的能力。在極端情況下，倘子基金的規模於最後交易日或之前縮減至管理人認為繼續投資於市場並不符合子基金的最佳利益，則管理人可決定將子基金的全部或部分投資轉換為現金或存款，以保障該子基金投資者的利益。

子基金的所有資產將自停止交易日後在可行的範圍內被變現。其後，子基金的資產將主要為現金。子基金將僅以有限方式營運。因此，自停止交易日起，子基金將不再達致其投資目標。

**資產淨值下調風險**—經濟環境、消費模式及投資者期望的轉變，可能對投資的價值產生重大的影響，投資的價值或會大幅下跌。此外，子基金的資產淨值可能有所降低，原因是緊隨本公告及通告刊發後子基金將劃撥撥備。此等市場波動及劃撥撥備可能導致每基金單位的資產淨值於最後交易日前大幅下調。

**延遲分派風險**—管理人擬將子基金的全部資產變現，其後在可行情況下盡快作出分派及進一步分派（如有）。然而，管理人未必能在某些時段及時將子基金的所有資產變現，例如在相關股票交易所交易受到限制或暫停或相關市場的正式結算及結算保管人關閉時。在該情況下，向相關投資者作出的分派或進一步分派（如有）的支付或會延遲。

**以其他貨幣分派風險**—投資者務請注意，所有基金單位將僅以子基金的基礎貨幣（即以美元）收取分派。倘有關基金單位持有人並無美元賬戶，基金單位持有人或須承擔與將該等分派換算為港元或其他貨幣相關的費用及收費。基金單位持有人亦可能須承擔就處理分派付款相關的銀行或金融機構費用及收費。務請基金單位持有人諮詢其經紀有關分派的安排。

投資者亦請注意基金說明書中披露的風險因素。

## 5.2. 稅務影響

根據管理人對於本公告及通告日期有效的法例及慣例的理解，由於子基金乃根據《證券及期貨條例》第104條獲認可的集體投資計劃，因此子基金源自變現其資產的溢利可獲豁免香港利得稅。儘管子基金來自變現其資產的溢利可獲香港利得稅豁免，但子基金或會在投資的若干司法管轄區須就該等投資中獲得的收入或資本收益徵稅。

香港投資者一般無須就子基金的溢利及／或資本的分派或進一步分派（如有）以扣繳或其他方式繳付香港利得稅。對在香港從事貿易、專業或業務的投資者而言，倘源自贖回或出售子基金的基金單位的溢利乃產生於或源自該等貿易、專業或業務、源於香港，且子基金的基金單位屬投資者的收益資產，則有關溢利或須繳付香港利得稅。

投資者應諮詢其專業稅務顧問的稅務意見。

## 5.3. 關連人士的交易

如第1.1條所披露，種子投資者（管理人的聯屬實體）目前間接持有子基金資產淨值的約96%。除上文所披露者外，概無任何管理人及／或受託人的關連人士涉及任何與子基金有關的交易，或於子基金中持有任何權益。

投資者應注意於最後交易日前贖回種子投資者於子基金的部分投資可能導致基金規模大幅縮減。該贖回可能損害管理人實現子基金投資目標的能力。

## 6. 備查文件

信託契據的副本可在管理人的辦事處免費查閱，每套文件副本可以合理費用向管理人購買。

信託及子基金的最近期年度財務報表、信託及子基金的最近期中期財務報表，以及子基金的基金說明書及產品資料概要可於管理人網站[www.nikkoam.com.hk/etf](http://www.nikkoam.com.hk/etf)（此網站未經證監會審查）瀏覽或在管理人的辦事處免費索取。

## **7. 查詢**

如閣下對本公告及通告有任何疑問，請逕向閣下的股票經紀或財務中介機構提出，或於辦公時間（香港法定假日除外）親臨香港中環德輔道中60-68號萬宜大廈24樓或致電+852 3940 3900與管理人聯絡。

管理人對本公告及通告內容的準確性承擔全部責任，並於作出一切合理查詢後確認，據其所知及所信，本公告及通告並無遺漏任何其他事實，致使其中所載任何陳述產生誤導。

**日興資產管理香港有限公司**  
作為信託及子基金的管理人

**2025年3月13日**