

# **FIRST SUPPLEMENTARY INFORMATION MEMORANDUM OF EASTSPRING INVESTMENTS WHOLESALE SUKUK EXTRA FUND**

This First Supplementary Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 8 October 2021 ("First Supplementary Information Memorandum") must be read together with the Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 28 May 2021 ("Information Memorandum").

## **MANAGER**

**EASTSPRING INVESTMENTS BERHAD**  
200001028634 (531241-U)

## **TRUSTEE**

**DEUTSCHE TRUSTEES MALAYSIA BERHAD**  
200701005591 (763590-H)

**INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021 AND THE INFORMATION MEMORANDUM DATED 28 MAY 2021. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.**

**FOR INFORMATION CONCERNING CERTAIN RISK FACTORS WHICH SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS, SEE "RISK FACTORS" COMMENCING ON PAGE 6 OF THE INFORMATION MEMORANDUM DATED 28 MAY 2021. PROSPECTIVE INVESTORS SHOULD ALSO NOTE THAT THE DISCLOSURE ON SHARIAH STATUS RECLASSIFICATION RISK IN THE INFORMATION MEMORANDUM DATED 28 MAY 2021 HAS BEEN DULY REVISED AS REFLECTED ON PAGE 5 OF THIS FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021.**

## **RESPONSIBILITY STATEMENT**

This First Supplementary Information Memorandum has been reviewed and approved by the directors of Eastspring Investments Berhad and they collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, they confirm to the best of their knowledge and belief, that there are no false or misleading statements, or omission of other facts which would make any statement in this First Supplementary Information Memorandum false or misleading.

## **STATEMENTS OF DISCLAIMER**

The Securities Commission Malaysia will not be liable for any non-disclosure on the part of Eastspring Investments Berhad and takes no responsibility for the contents of this First Supplementary Information Memorandum, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from, or in reliance upon the whole or any part of the contents of this First Supplementary Information Memorandum.

**INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IF INVESTORS ARE UNABLE TO MAKE THEIR OWN EVALUATION, THEY ARE ADVISED TO CONSULT PROFESSIONAL ADVISERS.**

## **ADDITIONAL STATEMENTS**

Investors should note that they may seek recourse under the *Capital Markets and Services Act 2007* for breaches of securities laws including any statement in this First Supplementary Information Memorandum that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this First Supplementary Information Memorandum or the conduct of any other person in relation to Eastspring Investments Wholesale Sukuk Extra Fund.

Eastspring Investments Wholesale Sukuk Extra Fund has been certified as Shariah-compliant by the Shariah Adviser appointed for the Fund.

Eastspring Investments Wholesale Sukuk Extra Fund will not be offered for sale in the United States of America, its territories or possessions and all areas subject to its jurisdiction, or to any U.S. Person(s). Accordingly, investors may be required to certify that they are not U.S. Person(s) before making an investment in Eastspring Investments Wholesale Sukuk Extra Fund.

**Unless otherwise provided in this First Supplementary Information Memorandum, all the capitalised terms used herein shall have the same meanings ascribed to them in the Information Memorandum.**

This First Supplementary Information Memorandum is issued to inform investors that:

- With effect from 8 October 2021, the Fund will not be offered for sale in the United States of America, its territories or possessions and all areas subject to its jurisdiction, or to any U.S. Person(s). Hence, the definition of “U.S. Person” has been inserted under “Chapter 1 – Definitions” and a new paragraph in relation to the account treatment for U.S Person has been inserted in the distribution channels under “Chapter 5 – Transaction Information”.
- The definition of “accredited investors”, “high net-worth entities”, “high net-worth individuals”, “Shariah requirements” and “sukuk” has been amended.
- The information in relation to the risk management strategies under “Chapter 3 – Fund Information” has been amended.
- The Shariah status reclassification risk under specific risks when investing in the Fund under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the Shariah investment guidelines, cleansing process and zakat for the Fund under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the last paragraph of the roles, duties and responsibilities of the Manager under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the 2<sup>nd</sup> paragraph of the distribution channels under “Chapter 5 – Transaction Information” has been amended.
- The information in relation to how to purchase Units under “Chapter 5 – Transaction Information” has been amended.
- The information in relation the 3<sup>rd</sup> and 6<sup>th</sup> paragraphs of how to pay for an investment under “Chapter 5 – Transaction Information” has been amended.
- The information in relation to the 1<sup>st</sup> and 5<sup>th</sup> paragraphs of how to redeem Units under “Chapter 5 – Transaction Information” has been amended.
- The information in relation to the 1<sup>st</sup> paragraph of the switching between funds under “Chapter 5 – Transaction Information” has been amended.

1. Amendments to pages 1 – 2 of the Information Memorandum – “Definitions”

- (i) The definition of “accredited investors” is hereby deleted and replaced with the following:

“**accredited investors**” refers to:

- (a) a unit trust scheme, private retirement scheme or prescribed investment scheme;
- (b) BNM;
- (c) a licensed person or a registered person;
- (d) an exchange holding company, a stock exchange, a derivatives exchange, an approved clearing house, a central depository or a recognized market operator;
- (e) a corporation that is licensed, registered or approved to carry on any regulated activity or capital market services by an authority in Labuan or outside Malaysia which exercises functions corresponding to the functions of the SC;
- (f) a bank licensee or an insurance licensee as defined under the Labuan Financial Services and Securities Act 2010;
- (g) an Islamic bank licensee or a takaful licensee as defined under the Labuan Islamic Financial Services and Securities Act 2010;
- (h) a chief executive officer or a director of any person referred to in paragraphs (c) to (g); or
- (i) a closed-end fund approved by the SC.

- (ii) The definition of “high net-worth entities” is hereby deleted and replaced with the following:

“**high net-worth entities**” refers to:

- (a) a company that is registered as a trust company under the Trust Companies Act 1949 and has assets under its management exceeding RM10 million or its equivalent in foreign currencies;
- (b) a corporation that –
  - (i) is a public company under the Companies Act 2016 which is approved by the SC to be a trustee under the Act and has assets under its management, exceeding RM10 million or its equivalent in foreign currencies;
  - (ii) is carrying on the regulated activity of fund management solely for the benefit of its related corporations and has assets under its management exceeding RM10 million or its equivalent in foreign currencies;
- (c) a corporation with total net assets exceeding RM10 million or its equivalent in foreign currencies based on the last audited accounts;
- (d) a partnership with total net assets exceeding RM10 million or its equivalent in foreign currencies;
- (e) a statutory body established under any laws unless otherwise determined by the SC; or
- (f) a pension fund approved by the Director General of Inland Revenue under the Income Tax Act 1967.

- (iii) The definition of “high net-worth individuals” is hereby deleted and replaced with the following:

“**high net-worth individuals**” refers to an individual:

- (a) whose total net personal assets, or total net joint assets with his or her spouse, exceeding RM3 million or its equivalent in foreign currencies, excluding the value of the individual's primary residence;
- (b) who has a gross annual income exceeding RM300,000 or its equivalent in foreign currencies in the preceding twelve (12) months;
- (c) who jointly with his or her spouse, has a gross annual income exceeding RM400,000 or its equivalent in foreign currencies in the preceding twelve (12) months; or
- (d) whose total net personal investment portfolio or total net joint investment portfolio with his or her spouse, in any capital market products exceeding RM1 million or its equivalent in foreign currencies.

(iv) The definition of “Shariah requirements” is hereby deleted and replaced with the following:

“**Shariah requirements**” means the rulings, guidelines and resolutions made by the SAC of the SC or the advice given by the Shariah Adviser;

(v) The definition of “sukuk” is hereby deleted and replaced with the following:

“**sukuk**” refers to certificates of equal value which evidence undivided ownership or investment in the assets using Shariah principles and concepts endorsed by the SAC of the SC or any relevant Shariah Supervisory Boards and/or the Shariah Adviser;

(vi) The definition of “U.S. (United States) Person(s)” is hereby inserted as follows:

“**U.S. (United States) Person(s)**” means:

- (a) a U.S. citizen (including those who hold dual citizenship or a green card holder);
- (b) a U.S. resident alien for tax purposes;
- (c) a U.S. partnership;
- (d) a U.S. corporation;
- (e) any estate other than a non-U.S. estate;
- (f) any trust if:
  - (i) a court within the U.S. is able to exercise primary supervision over the administration of the trust; and
  - (ii) one or more U.S. Persons have the authority to control all substantial decisions of the trust;
- (g) any other person that is not a non-U.S. person; or
- (h) any other definition as may be prescribed under any relevant laws including but not limited to the Regulation S under the U.S. Securities Act of 1933 and the Foreign Account Tax Compliance Act, as may be amended from time to time.

Without prejudice to the foregoing, the definition of U.S. Person herein shall include the definition of “United States person” or such similar term applied in the prevailing executive order, which is a signed, written and published directive from the President of the United States of America;

## 2. Amendments to page 5 of the Information Memorandum – “Fund Information – Risk Management Strategies”

The information in relation to the risk management strategies is hereby deleted and replaced with the following:

The risk management strategies employed by the Manager includes the following:

- monitoring market and economic conditions;
- monitoring adherence to the Fund’s objective and investment restrictions and limits;
- monitoring the performance of the Fund;
- taking temporary defensive positions, when required; and
- escalating and reporting investment matters to the investment committee, senior management team, risk management committee and board of directors.

**3. Amendments to page 6 of the Information Memorandum – “Fund Information – Risk Factors – Specific Risks When Investing In The Fund”**

The information in relation to the Shariah status reclassification risk is hereby deleted and replaced with the following:

**Shariah status reclassification risk**

This risk refers to the risk of a possibility that the currently held sukuk or Islamic money market instruments or Islamic deposits invested by the Fund may be declared as Shariah non-compliant by the relevant authority or the Shariah Adviser. If this occurs, the External Investment Manager will take the necessary steps to dispose of or withdraw such fixed income instruments or money market instruments or deposits.

**Note:** Please refer to cleansing process for the Fund below for details.

**4. Amendments to page 7 of the Information Memorandum – “Fund Information – Shariah Investment Guidelines, Cleansing Process And Zakat For The Fund”**

The information in relation to the Shariah investment, cleansing process and zakat for the Fund is hereby deleted and replaced with the following:

**(1) Shariah Investment Guidelines Adopted by BIMB Securities Sdn Bhd**

The following guidelines are adopted by the Shariah Adviser in determining the Shariah status of investments of the Fund:

- The Fund must at all times and all stages of its operation comply with Shariah principles as resolved by the SAC of the SC or in cases where no specific rulings are made by the SAC of the SC, the decisions of the Shariah Adviser.
- The Fund must be raised and operated by the Manager, and finally redeemed by the investors on the basis of contracts which are acceptable in Shariah. The banking facilities and short-term money market instruments used for the Fund have to be Shariah-compliant. Similarly, all other investment instruments including sukuk, money market instruments, etc. must be Shariah-compliant.
- For Islamic money market instruments, sukuk and Islamic deposits, they shall be based on the data readily available on the BNM, the SC, and the financial institutions' websites.
- The decision of the Shariah Adviser shall be final.

**(2) Cleansing process for the Fund**

**(a) Wrong Investment**

This refers to Shariah non-compliant investment made by the External Investment Manager. The said investment shall be disposed of/withdrawn with immediate effect, if possible; or otherwise within one (1) calendar month of knowing the status of the investment. In the event that the investment resulted in Shariah non-compliant income before or after the disposal of the instrument, it has to be channeled to *baitulmal* and/or charitable bodies approved by the Shariah Adviser. The Shariah Adviser advises that this cleansing process (i.e. channeling of income from wrongful investment to *baitulmal* and/or charitable bodies approved by the Shariah Adviser) shall be carried out within two (2) calendar months from the said disposal/withdrawal date. If the disposal of the investment resulted in losses to the Fund, the losses are to be borne by the Manager.

**(b) Reclassification of Shariah Status of the Fund's Investment**

This refers to the instruments which were earlier classified as sukuk or Islamic money market instruments or Islamic deposits but due to certain factors such as changes in the issuers' business direction and policy or failure to carry out proper Shariah contracts' transactions, which render the instruments Shariah non-compliant by the relevant authority or the Shariah Adviser. If this occurs, the External Investment Manager will take the necessary steps to dispose of or withdraw such fixed income instruments or money market instruments or deposits.

If on the last trading day before the reclassification effective date, the value of the Shariah non-compliant instruments held exceeds or is equal to the investment cost, the Fund which holds such Shariah non-compliant instruments must liquidate them. To determine the time frame to liquidate such instruments, the Shariah Adviser advises that such reclassified Shariah non-compliant instruments should be disposed of within one (1) calendar month of reclassification.

Any income received up to the last trading day before the reclassification effective date and capital gains arising from the disposal of the said reclassified Shariah non-compliant instruments made on the last trading day before the reclassification effective date can be kept by the Fund.

However, any income received and excess capital gain derived from the disposal on and after the reclassification effective date at a price that is higher than the price on the last trading day before the reclassification effective date shall be channeled to *baitulmal* and/or charitable bodies approved by the Shariah Adviser. The Shariah Adviser advises that this cleansing process should be carried out within two (2) calendar months from the above disposal date.

**(3) Zakat for the Fund**

The Fund does not pay zakat on behalf of both Muslim individuals and Islamic legal entities who are investors of the Fund. Thus, investors are advised to pay zakat on their own.

Note: The Shariah Adviser confirms that the investment portfolios of Eastspring Investments Wholesale Sukuk Extra Fund comprise instruments which have been classified as Shariah-compliant by the SAC of the SC, and where applicable by the SAC of BNM. As for the instruments which have not been classified as Shariah-compliant by the SAC of the SC, and where applicable by the SAC of BNM, the Shariah status of the instruments has been reviewed and determined by the Shariah Adviser.

**5. Amendments to page 8 of the Information Memorandum – “Fund Information – Roles, Duties And Responsibilities Of The Manager”**

The information in relation to the last paragraph of the roles, duties and responsibilities of the Manager is hereby deleted and replaced with the following:

The Manager has established a risk, compliance and legal department under the supervision of the head of risk, compliance and legal who is responsible for the operational risk, investment risk, legal and compliance functions of the Manager. The head of risk, compliance and legal reports to the board of directors. The internal audit unit of the Prudential Group conducts all internal audit functions.

**6. Amendments to page 14 of the Information Memorandum – “Transaction Information - Distribution Channels”**

- (i) The information in relation to the 2<sup>nd</sup> paragraph of the distribution channels is hereby deleted and replaced with the following:

Should a Unit Holder wish to consider investment, subsequent investment, redemption, switching or transfer of Units, the Unit Holder must complete the relevant transaction forms which can be obtained from the distribution channels of the Manager or download from the Manager’s website, [www.eastspring.com/my](http://www.eastspring.com/my). Upon confirming the transaction, the Unit Holder will receive a *confirmation advice*.

- (ii) The following new paragraph is hereby inserted as the last paragraph in the distribution channel section:

Please note that if you are a U.S. Person, you are not eligible to subscribe to Units of the Fund. If we become aware that you are a U.S. Person who holds Units of the Fund, we will issue a notice requiring you to:-

- redeem your Units; or
- transfer your Units to a non-U.S. Person, within thirty (30) days from the date of the said notice.

If you fail to redeem or transfer your Units within the stipulated period, we shall have the right to compulsorily repurchase all the Units held by you after thirty (30) calendar days from the date of the said notice. The Manager shall pay you the redemption proceeds via e-payment ONLY according to your bank account details as stated in your myEastspring account or in the master account opening form or redemption form, or in such other manner as determined by the Manager on a case to case basis, no later than ten (10) calendar days from the date that the Manager repurchase all the Units held by you.

- (iii) The information in relation to the how to purchase Units is hereby deleted and replaced with the following:

- (i) Online submission via myEastspring

Individual investor can register for a “myEastspring” account at [www.myeastspring.com.my](http://www.myeastspring.com.my) by uploading the following required documents for account opening with the assistance from a UTC.

- Images of identity card (Malaysian or Singaporean) or valid unexpired passport (foreigner) or other identification such as police identity card or army identity card (front and back); and
- Utility bill, driver’s license, bank statement, international travel documents issued by a foreign government or the United Nations or any other reliable and independent identification document\* and electronic data\* where the name matches the name of the investor; and
- Student identity card or birth certificate (where applicable, for minor jointholder who is below 18 years old).

Upon successful account opening, investor may purchase Units of the Fund by executing a buy transaction via online through myEastspring.

*\* You may get in touch with your UTC or our client services personnel to find out more on the list of independent identification document and electronic data.*



(ii) Manual submission

When purchasing Units of the Fund, investors must forward the following completed documents\* to the Manager:

Individual	Non-individual
<ul style="list-style-type: none"> <li>• Master account opening form</li> <li>• Transaction form</li> <li>• Proof of payment which is acceptable by the Manager</li> <li>• Suitability assessment form</li> <li>• Certified true copy of identity card, passport or other identification</li> <li>• Sophisticated Investor Declaration Form</li> </ul>	<ul style="list-style-type: none"> <li>• Master account opening form</li> <li>• Transaction form</li> <li>• Proof of payment which is acceptable by the Manager</li> <li>• Suitability assessment form</li> <li>• Certified true copy of board resolution</li> <li>• Certified true copy of latest audited account</li> <li>• Certified true copy of corporate structure (where applicable)</li> <li>• Certified true copy of identity card or passport of directors and authorised representatives</li> <li>• Certified true copy of form 24 / return of allotment of shares under section 78 of the Companies Act 2016 (not required for a public listed company or an entity licensed by the SC, BNM or Labuan FSA)</li> <li>• Certified true copy of form 49 / notification of change in the register of directors, managers and secretaries under section 58 of the Companies Act 2016</li> <li>• Certified true copy of the constitution (if any)</li> <li>• Certified true copy of the certificate of incorporation</li> <li>• Certified true copy of form 13 / application for change of name under section 28 of the Companies Act 2016 (if applicable)</li> <li>• Certified true copy of form 44 / notification of change in the registered address under section 46 of the Companies Act 2016 (if applicable)</li> <li>• Duly completed and signed Personal Data Protection Notice Form (PDPA) by authorised signatories with company stamp</li> <li>• Sophisticated Investor Declaration Form</li> </ul>

Note:

\* The documents listed may be subject to changes from time to time.

A Unit Holder may be required to forward to the Manager additional documents to authenticate his identification when transacting Units of the Fund. The Manager reserves the right to reject any application without providing any reason.

The Manager allows a Unit Holder the convenience of maintaining all his investments in ONE single master account regardless of the number of funds he invests with the Manager.

**7. Amendments to page 15 of the Information Memorandum – “Transaction Information – How To Pay For An Investment”**

The information in relation the 3<sup>rd</sup> and 6<sup>th</sup> paragraphs of how to pay for an investment is hereby deleted and replaced with the following:

3<sup>rd</sup> paragraph:

Cheques can be deposited directly into the Manager's client trust bank account by using a bank deposit slip at any branch of the Manager's principal bankers stated below. The original client's copy of the bank deposit slip (proof of payment) and remittance application form (if payment is made with bank draft) must be sent together with the application for Units. Unit Holders are encouraged to indicate their name and Malaysian National Registration Identity Card ("NRIC") number or passport number (for foreigner) on the bank deposit slip.

6<sup>th</sup> paragraph:

Details of the Manager's client trust bank account with its principal bankers are as follows:

Bank	Account no.
Deutsche Bank (Malaysia) Berhad	0003111-00-0
Malayan Banking Berhad	514011-576079
Standard Chartered Bank Malaysia Berhad	312-143583032
HSBC Bank Malaysia Berhad	305-417255-101

**8. Amendments to page 15 of the Information Memorandum – “Transaction Information – How To Redeem Units”**

- (i) The information in relation to the 1<sup>st</sup> and 5<sup>th</sup> paragraphs of how to redeem units is hereby deleted and replaced with the following:

1<sup>st</sup> paragraph:

A Unit Holder may redeem all or some of the Units held on any Business Day by executing a sell transaction via online through myEastspring or completing a transaction form.

5<sup>th</sup> paragraph:

The Manager shall pay you the redemption proceeds **via e-payment ONLY according to your bank account details as stated in your myEastspring account or in the master account opening form or redemption form**, or in such other manner as determined by the Manager on a case to case basis, no later than ten (10) calendar days from the date the Manager receives the duly completed transaction form. If you redeem immediately after the purchase of Units, the Manager shall have the right to withhold the redemption application until sufficient time has elapsed to ensure that the amount remitted by you (for purchase of Units) is realised and credited to the Manager's client trust bank account.

**9. Amendments to page 15 of the Information Memorandum – “Transaction Information – Switching Between Funds”**

- (i) The information in relation to the 1<sup>st</sup> paragraph of the switching between funds is hereby deleted and replaced with the following:

A Unit Holder is allowed to switch the Units held in the Fund to another fund managed by the Manager denominated in the same currency by executing a switch transaction via online through myEastspring or completing a transaction form. There is no switching fee imposed on switching of Units but Unit Holders have to pay the difference of sales charge if Unit Holders wish to switch to another fund with a higher sales charge. However, no sales charge will be imposed if the fund to be switched to has a lower sales charge than the Fund.

# **SECOND SUPPLEMENTARY INFORMATION MEMORANDUM OF EASTSPRING INVESTMENTS WHOLESALE SUKUK EXTRA FUND**

This Second Supplementary Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 29 August 2022 ("Second Supplementary Information Memorandum") must be read together with the Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 28 May 2021 ("Information Memorandum") and the First Supplementary Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 8 October 2021 ("First Supplementary Information Memorandum").

## **MANAGER**

**EASTSPRING INVESTMENTS BERHAD**  
200001028634 (531241-U)

## **TRUSTEE**

**DEUTSCHE TRUSTEES MALAYSIA BERHAD**  
200701005591 (763590-H)

**INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS SECOND SUPPLEMENTARY INFORMATION MEMORANDUM DATED 29 AUGUST 2022, THE FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021 AND THE INFORMATION MEMORANDUM DATED 28 MAY 2021. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.**

## **RESPONSIBILITY STATEMENT**

This Second Supplementary Information Memorandum has been reviewed and approved by the directors of Eastspring Investments Berhad and they collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, they confirm to the best of their knowledge and belief, that there are no false or misleading statements, or omission of other facts which would make any statement in this Second Supplementary Information Memorandum false or misleading.

## **STATEMENTS OF DISCLAIMER**

The Securities Commission Malaysia will not be liable for any non-disclosure on the part of Eastspring Investments Berhad and takes no responsibility for the contents of this Second Supplementary Information Memorandum, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from, or in reliance upon the whole or any part of the contents of this Second Supplementary Information Memorandum.

**INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IF INVESTORS ARE UNABLE TO MAKE THEIR OWN EVALUATION, THEY ARE ADVISED TO CONSULT PROFESSIONAL ADVISERS.**

## **ADDITIONAL STATEMENTS**

Investors should note that they may seek recourse under the *Capital Markets and Services Act 2007* for breaches of securities laws including any statement in this Second Supplementary Information Memorandum that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this Second Supplementary Information Memorandum or the conduct of any other person in relation to Eastspring Investments Wholesale Sukuk Extra Fund.

Eastspring Investments Wholesale Sukuk Extra Fund has been certified as Shariah-compliant by the Shariah Adviser appointed for the Fund.

Eastspring Investments Wholesale Sukuk Extra Fund will not be offered for sale in the United States of America, its territories or possessions and all areas subject to its jurisdiction, or to any U.S. Person(s). Accordingly, investors may be required to certify that they are not U.S. Person(s) before making an investment in Eastspring Investments Wholesale Sukuk Extra Fund.

Unless otherwise provided in this Second Supplementary Information Memorandum, all the capitalised terms used herein shall have the same meanings ascribed to them in the Information Memorandum as supplemented by the First Supplementary Information Memorandum.

This Second Supplementary Information Memorandum is issued to inform investors that:

- The definition of “*baitulmal*” under “Chapter 1 – Definitions” has been inserted.
- The definitions of “SC” and “Sophisticated Investor” under “Chapter 1 – Definitions” have been amended.
- The information in relation to the Trustee under “Chapter 2 – Corporate Directory” has been amended.
- The 5<sup>th</sup> bullet point in relation to the risk management strategies under “Chapter 3 – Fund Information” has been amended.
- The information in relation to last paragraph of the investment restrictions and limits under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the Shariah investment guidelines, cleansing process and zakat for the Fund under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the 2<sup>nd</sup> paragraph of the cross trade policy under “Chapter 3 – Fund Information – Roles, Duties And Responsibilities Of The Manager” has been amended.
- The information in relation to the External Investment Manager under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the other expenses related to the Fund under “Chapter 5 – Fees, Charges And Expenses” has been amended.
- The information in relation to the last paragraph of distribution channels under “Chapter 5 – Transaction Information” has been amended.
- With effect from 31 August 2022, the settlement period for the redemption request will be revised to seven (7) Business Days. Hence, the information in relation to the 5<sup>th</sup> paragraph of how to redeem Units under “Chapter 5 – Transaction Information” has been amended to reflect the changes.
- The information in relation to the 4<sup>th</sup> paragraph under “Chapter 7 – Related Party Transactions And Conflict Of Interest” has been amended.
- The information in relation to the 5<sup>th</sup> and 6<sup>th</sup> paragraphs under “Chapter 7 – Related Party Transactions And Conflict Of Interest” have been deleted.

**1. Amendments to pages 1 to 2 of the Information Memorandum – “Definitions”**

- (i) The definition of “*baitulmal*” is hereby inserted as follows:

“***baitulmal***” means the treasury of a State Islamic Religious Council;

- (ii) The definition of “SC” is hereby deleted and replaced with the following:

“SC” means the Securities Commission Malaysia;

- (iii) The definition of “Sophisticated Investor” is hereby deleted and replaced with the following:

“**Sophisticated Investor**” refers to accredited investors, high net-worth entities, high net-worth individuals or any person who acquires unlisted capital market products where the consideration is not less than RM250,000 or its equivalent in foreign currencies for each transaction whether such amount is paid in cash or otherwise;

**2. Amendments to page 3 of the Information Memorandum – “Corporate Directory”**

The information in relation to the Trustee is hereby deleted and replaced with the following:

**TRUSTEE**

NAME	:	<b>DEUTSCHE TRUSTEES MALAYSIA BERHAD</b>
REGISTRATION NO.	:	200701005591 (763590-H)
REGISTERED OFFICE & BUSINESS OFFICE	:	Level 20, Menara IMC No. 8, Jalan Sultan Ismail 50250 Kuala Lumpur
TELEPHONE NO.	:	603-2053 7522
FAX NO.	:	603-2053 7526
EMAIL	:	<a href="mailto:dtmb.rtm@db.com">dtmb.rtm@db.com</a>

**3. Amendments to page 5 of the Information Memorandum – “Fund Information – Risk Management Strategies”**

The information in relation to 5<sup>th</sup> bullet point is hereby deleted and replaced with the following:

5<sup>th</sup> bullet:

- escalating and reporting investment matters to the committee undertaking the oversight function of the Fund, senior management team, risk management committee and board of directors.

**4. Amendments to page 5 of the Information Memorandum – “Fund Information – Investment Restrictions And Limits”**

The information in relation to last paragraph of the investment restrictions and limits is hereby deleted and replaced with the following:

The investment restrictions and limits mentioned herein must be complied with at all times based on the most up-to-date value of the Fund's investments. However, a 5% allowance in excess of the restrictions or limits is permitted where the restriction or limit is breached as a result of an appreciation or depreciation in value of the Fund's assets, repurchase of Units or payment made from the Fund, change in capital of a corporation in which the Fund has invested in or downgrade in or cessation of a credit rating. The External Investment Manager will not make any further acquisition to which the relevant restriction or limit is breached, and the External Investment Manager will within a reasonable period of not more than three (3) months from the date of the breach take all necessary steps and actions to rectify the breach. This three (3) months period may be extended, if it is in the best interest of the Unit Holders and Trustee's consent is obtained. Such extension must be subject to at least a monthly review by the Trustee.

**5. Amendments to page 7 of the Information Memorandum – “Fund Information – Shariah Investment Guidelines, Cleansing Process And Zakat For The Fund”**

The information in relation to the Shariah investment, cleansing process and zakat for the Fund is hereby deleted and replaced with the following:

**(1) Shariah Investment Guidelines Adopted by the Shariah Adviser**

The following guidelines are adopted by the Shariah Adviser in determining the Shariah status of investments of the Fund:

- The Fund must at all times and all stages of its operation comply with Shariah principles as resolved by the SAC of the SC or in cases where no specific rulings are made by the SAC of the SC, the decisions of the Shariah Adviser.
- The Fund must be established and operated by the Manager, and finally redeemed by the investors on the basis of contracts which are acceptable in Shariah. The banking facilities and short-term money market instruments used for the Fund have to be Shariah-compliant. Similarly, all other investment instruments including sukuk, money market instruments, etc. must be Shariah-compliant.
- For Islamic money market instruments, sukuk and Islamic deposits, they shall be based on the data readily available on the BNM, the SC, and the financial institutions' websites respectively.
- The decision of the Shariah Adviser shall be final.

**(2) Cleansing process for the Fund**

**(a) Wrong Investment**

This refers to Shariah non-compliant investment made by the External Investment Manager. The said investment shall be disposed of or withdrawn with immediate effect, if possible, or otherwise within one (1) calendar month of knowing the status of the investment. In the event that the investment resulted in Shariah non-compliant income before or after the disposal of the instrument, it has to be channeled to *baitulmal* and/or charitable bodies advised by the Shariah Adviser. The Shariah Adviser advises that this cleansing process (i.e. channeling of income from wrongful investment to *baitulmal* and/or charitable bodies advised by the Shariah Adviser) shall be carried out within two (2) calendar months from the said disposal or withdrawal date. If the disposal of the investment resulted in losses to the Fund, the losses are to be borne by the Manager.

**(b) Reclassification of Shariah Status of the Fund's Investment**

This refers to the instruments which were earlier classified as sukuk or Islamic money market instruments or Islamic deposits but due to certain factors such as changes in the issuers' business direction and policy or failure to carry out proper Shariah contracts' transactions, which render the instruments Shariah non-compliant by the relevant authority or the Shariah Adviser. If this occurs, the External Investment Manager will take the necessary steps to dispose of or withdraw such fixed income instruments or money market instruments or deposits. If on the reclassification effective date, the value of the Shariah non-compliant instruments held exceeds or is equal to the investment cost, the Fund which holds such Shariah non-compliant instruments must liquidate them. To determine the time frame to liquidate such instruments, the Shariah Adviser advises that such reclassified Shariah non-compliant instruments should be disposed of within one (1) calendar month of reclassification. Any income received up to the reclassification effective date and capital gains arising from the disposal of the said reclassified Shariah non-compliant instruments

made on the reclassification effective date can be kept by the Fund. However, any income received and excess capital gain derived from the disposal after the reclassification effective date at a price that is higher than the price on the reclassification effective date shall be channeled to *baitulmal* and/or charitable bodies advised by the Shariah Adviser. The Shariah Adviser advises that this cleansing process should be carried out within two (2) calendar months from the above disposal date.

### **(3) Zakat for the Fund**

The Fund does not pay zakat on behalf of both Muslim individuals and Islamic legal entities who are investors of the Fund. Thus, investors are advised to pay zakat on their own.

Note: The Shariah Adviser confirms that the investment portfolios of Eastspring Investments Wholesale Sukuk Extra Fund comprise instruments which have been classified as Shariah-compliant by the SAC of the SC, and where applicable by the SAC of BNM. As for the instruments which have not been classified as Shariah-compliant by the SAC of the SC, and where applicable by the SAC of BNM, the Shariah status of the instruments has been reviewed and determined by the Shariah Adviser.

## **6. Amendments to page 8 of the Information Memorandum – “Fund Information – Roles, Duties And Responsibilities Of The Manager”**

The information in relation to the 2<sup>nd</sup> paragraph of the cross trade policy is hereby deleted and replaced with the following:

2<sup>nd</sup> paragraph

All cross trades will be executed in accordance with the Manager's policy which is in line with the regulatory requirements. Post transactions, all cross trades will be reviewed by the Manager's compliance officer and the committee undertaking the oversight function of the Fund.

## **7. Amendments to page 8 of the Information Memorandum – “Fund Information – Information In Relation To The External Investment Manager”**

The information in relation to the External Investment Manager is hereby deleted and replaced with the following:

The Manager has appointed Eastspring Al-Wara' Investments Berhad as the external investment manager for the Fund. The External Investment Manager is responsible to invest the investments of the Fund in accordance with the Fund's objective and the Deed, subject to the Act, the guidelines and any practice notes issued by the SC from time to time, as well as the internal policies and procedures of the Manager. The External Investment Manager reports to the committee undertaking the oversight function of the Fund on a regular basis on the status of the portfolio, proposed investment strategy and other matters relating to the portfolio of the Fund.

## **8. Amendments to page 11 of the Information Memorandum – “Fees, Charges And Expenses – Other Expenses Related To The Fund”**

The information in relation to other expenses related to the Fund is hereby deleted and replaced with the following:

Only expenses that are directly related and necessary for the operation and administration of the Fund and permitted by the Deed may be charged to the Fund. The list of expenses related to the Fund is set out below:



- commissions or fees paid to brokers or dealers (where applicable);
- auditors' fee;
- tax adviser's fee;
- Shariah adviser's fee;
- valuation fee\*;
- taxes;
- custodial charges (i.e. foreign sub-custodial charges only);
- costs incurred for any modification of the Deed other than for the benefit of the Manager or the Trustee;
- costs incurred for any meeting of the Unit Holders other than those convened for the benefit of the Manager and / or the Trustee;
- costs incurred for the termination of the Fund;
- cost of printing the annual and quarterly reports;
- remuneration and out of pocket expenses of the person(s) or members of a committee undertaking the oversight function of the Fund;
- any tax now or hereafter imposed by law or required to be paid in connection with any costs, fees and expenses incurred by the Fund; and
- any other expenses allowed under the Deed.

*\* These are fees for the valuation of any Shariah-compliant investment of the Fund.*

**9. Amendments to page 14 of the Information Memorandum – “Transaction Information – Distribution Channels”**

The last paragraph in the distribution channels section is hereby deleted and replaced with the following:

If you fail to redeem or transfer your Units within the stipulated period, we shall have the right to compulsorily repurchase all the Units held by you after thirty (30) calendar days from the date of the said notice. The Manager shall pay you the redemption proceeds via e-payment ONLY according to your bank account details as stated in your myEastspring account or in the master account opening form or redemption form, or in such other manner as determined by the Manager on a case to case basis, no later than seven (7) Business Days from the date that the Manager repurchase all the Units held by you.

**10. Amendments to page 15 of the Information Memorandum – “Transaction Information – How To Redeem Units”**

The information in relation to the 5<sup>th</sup> paragraph of how to redeem Units is hereby deleted and replaced with the following:

5<sup>th</sup> paragraph

The Manager shall pay you the redemption proceeds **via e-payment ONLY according to your bank account details as stated in your myEastspring account or in the master account opening form or redemption form**, or in such other manner as determined by the Manager on a case to case basis, no later than seven (7) Business Days\* from the date the Manager receives the duly completed redemption application. If you redeem immediately after the purchase of Units, the Manager shall have the right to withhold the redemption application until sufficient time has elapsed to ensure that the amount remitted by you (for purchase of Units) is realised and credited to the Manager's client trust bank account.

*\* With effect from 31 August 2022, the settlement period for the redemption request will be revised to seven (7) Business Days. Prior to 31 August 2022, the settlement period for the redemption request is within ten (10) calendar days.*

**11. Amendments to page 21 of the Information Memorandum – “Related Party Transactions And Conflict Of Interest”**

- (i) The information in relation to the 4<sup>th</sup> paragraph of the related party transactions and conflict of interests is hereby deleted and replaced with the following:

4<sup>th</sup> paragraph

In making an investment transaction for the Fund, the Manager is obliged not to make improper use of its position in managing the Fund to gain, directly or indirectly, any advantage for the Manager or for any other person or to cause detriment to your interests. If the interests of the directors or the members of a committee undertaking the oversight function of the Fund conflict with the interests of the Fund, they will not be allowed to participate in the decision-making process in respect of the matter. Additionally, the Manager's directors, members of a committee undertaking the oversight function of the Fund and employees have to disclose their personal dealings to the compliance unit, which monitors such dealings.

- (ii) The information in relation to the 5<sup>th</sup> and 6<sup>th</sup> paragraphs of the related party transactions and conflict of interest are hereby deleted.

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# **THIRD SUPPLEMENTARY INFORMATION MEMORANDUM OF EASTSPRING INVESTMENTS WHOLESALE SUKUK EXTRA FUND**

This Third Supplementary Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 22 January 2024 ("Third Supplementary Information Memorandum") must be read together with the Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 28 May 2021 ("Information Memorandum"), the First Supplementary Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 8 October 2021 ("First Supplementary Information Memorandum") and the Second Supplementary Information Memorandum of Eastspring Investments Wholesale Sukuk Extra Fund dated 29 August 2022 ("Second Supplementary Information Memorandum").

The Eastspring Investments Wholesale Sukuk Extra Fund is constituted on 28 May 2021.

## **MANAGER**

**EASTSPRING INVESTMENTS BERHAD**  
200001028634 (531241-U)

## **TRUSTEE**

**DEUTSCHE TRUSTEES MALAYSIA BERHAD**  
200701005591 (763590-H)

**EASTSPRING INVESTMENTS WHOLESALE SUKUK EXTRA FUND IS A QUALIFIED SUSTAINABLE AND RESPONSIBLE INVESTMENT FUND UNDER THE GUIDELINES ON SUSTAINABLE AND RESPONSIBLE INVESTMENT FUNDS.**

**INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS THIRD SUPPLEMENTARY INFORMATION MEMORANDUM DATED 22 JANUARY 2024, THE SECOND SUPPLEMENTARY INFORMATION MEMORANDUM DATED 29 AUGUST 2022, THE FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021 AND THE INFORMATION MEMORANDUM DATED 28 MAY 2021. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.**

**THIS THIRD SUPPLEMENTARY INFORMATION MEMORANDUM DATED 22 JANUARY 2024 IS TO BE READ IN CONJUNCTION WITH THE INFORMATION MEMORANDUM DATED 28 MAY 2021, THE FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021 AND THE SECOND SUPPLEMENTARY INFORMATION MEMORANDUM DATED 29 AUGUST 2022.**

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## **RESPONSIBILITY STATEMENT**

This Third Supplementary Information Memorandum has been reviewed and approved by the directors of Eastspring Investments Berhad and they collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, they confirm to the best of their knowledge and belief, that there are no false or misleading statements, or omission of other facts which would make any statement in this Third Supplementary Information Memorandum false or misleading.

## **STATEMENTS OF DISCLAIMER**

**The Securities Commission Malaysia has not authorised or recognised the Eastspring Investments Wholesale Sukuk Extra Fund and a copy of this Third Supplementary Information Memorandum, the Second Supplementary Information Memorandum, the First Supplementary Information Memorandum and the Information Memorandum have not been registered with the Securities Commission Malaysia.**

**The lodgement of this Third Supplementary Information Memorandum, the Second Supplementary Information Memorandum, the First Supplementary Information Memorandum and the Information Memorandum should not be taken to indicate that the Securities Commission Malaysia recommends the Eastspring Investments Wholesale Sukuk Extra Fund or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Third Supplementary Information Memorandum, the Second Supplementary Information Memorandum, the First Supplementary Information Memorandum and the Information Memorandum.**

**The Securities Commission Malaysia is not liable for any non-disclosure on the part of Eastspring Investments Berhad responsible for the Eastspring Investments Wholesale Sukuk Extra Fund and takes no responsibility for the contents in this Third Supplementary Information Memorandum, the Second Supplementary Information Memorandum, the First Supplementary Information Memorandum and the Information Memorandum. The Securities Commission Malaysia makes no representation on the accuracy or completeness of this Third Supplementary Information Memorandum, the Second Supplementary Information Memorandum, the First Supplementary Information Memorandum and the Information Memorandum, and expressly disclaims any liability whatsoever arising from, or in reliance upon, the whole or any part of its contents.**

**INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT. IF INVESTORS ARE UNABLE TO MAKE THEIR OWN EVALUATION, THEY ARE ADVISED TO CONSULT PROFESSIONAL ADVISERS.**

## **ADDITIONAL STATEMENTS**

Investors should note that they may seek recourse under the *Capital Markets and Services Act 2007* for breaches of securities laws including any statement in this Third Supplementary Information Memorandum that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to this Third Supplementary Information Memorandum or the conduct of any other person in relation to Eastspring Investments Wholesale Sukuk Extra Fund.

Eastspring Investments Wholesale Sukuk Extra Fund has been certified as Shariah-compliant by the Shariah Adviser appointed for the Fund.

**THIS THIRD SUPPLEMENTARY INFORMATION MEMORANDUM DATED 22 JANUARY 2024 IS TO BE READ IN CONJUNCTION WITH THE INFORMATION MEMORANDUM DATED 28 MAY 2021, THE FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021 AND THE SECOND SUPPLEMENTARY INFORMATION MEMORANDUM DATED 29 AUGUST 2022.**

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Eastspring Investments Wholesale Sukuk Extra Fund will not be offered for sale in the United States of America, its territories or possessions and all areas subject to its jurisdiction, or to any U.S. Person(s). Accordingly, investors may be required to certify that they are not U.S. Person(s) before making an investment in Eastspring Investments Wholesale Sukuk Extra Fund.

**Unless otherwise provided in this Third Supplementary Information Memorandum, all the capitalised terms used herein shall have the same meanings ascribed to them in the Information Memorandum as supplemented by the First Supplementary Information Memorandum and the Second Supplementary Information Memorandum.**

This Third Supplementary Information Memorandum is issued to inform investors that:

- The definition of “ESG” and “SRI” under “Chapter 1 – Definitions” have been inserted.
- The information in relation to the Investment Strategy under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the Asset Allocation under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the Performance Benchmark under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the Temporary Defensive Positions under “Chapter 3 – Fund Information” has been amended.
- The information in relation to items (a) and (b) of the Investment Restrictions and Limits under “Chapter 3 – Fund Information” has been amended.
- The information in relation to the SRI non-compliance risk under “Risk Factors – Specific Risk when Investing in the Fund” under “Chapter 3 – Fund Information” has been inserted.
- The information in relation to the 1<sup>st</sup> paragraph of the Roles, Duties and Responsibilities of the Manager under “Chapter 3 – Fund Information” has been amended.
- A new section in relation to the Information in Relation to the Manager under “Chapter 3 – Fund Information” has been inserted.
- The information in relation to the Information in Relation to the External Investment Manager under “Chapter 3 – Fund Information” has been amended.
- A new section in relation to the Information in Relation to the Trustee under “Chapter 3 – Fund Information” has been inserted.
- A new 2<sup>nd</sup> paragraph in relation to the auto reinvestment policy under “Chapter 5 – Transaction Information” has been inserted.

**1. Amendments to pages 1 to 2 of the Information Memorandum – “Definitions”**

- (i) The definition of “ESG” is hereby inserted as follows:

“ESG” means environmental, social and governance;

- (ii) The definition of “SRI” is hereby inserted as follows:

“SRI” means Sustainable and Responsible Investment;

**2. Amendments to page 4 of the Information Memorandum – “Fund Information – Investment Strategy”**

The information in relation to the investment strategy is hereby deleted and replaced with the following:

**Investment Strategy**

The External Investment Manager aims to achieve the Fund’s objective by actively managing a portfolio of corporate sukuk, sukuk issued or guaranteed by Malaysian government or BNM, Islamic money market instruments and/or Islamic deposits. The Fund may also invest in sukuk issued under the SC’s SRI Sukuk Framework.

The average duration of the investment portfolio of the Fund shall not exceed 3 years and as such, this Fund will be suitable for investors who are looking for a fund that is of short to medium term.

The Fund shall place in Islamic deposits or invest in Islamic money market instruments issued by financial institutions. The credit ratings of the financial institutions will be of a minimum credit rating of AA3/AA- by RAM/MARC or its equivalent rating by any other domestic rating agencies. In the event that the credit ratings of the financial institutions are not available, we will use the credit rating of the parent company of the financial institutions, which should also be of a minimum credit rating of AA3/AA- by RAM/MARC or its equivalent rating by any other domestic rating agencies.

Should the credit rating of the financial institutions or its parent company be downgraded by the rating agencies to below the minimum credit rating, the External Investment Manager shall cease to place new moneys or invest in Islamic money market instruments with the financial institutions concerned.

The credit ratings of corporate sukuk will be of a minimum credit rating of AA3/AA- by RAM/MARC or its equivalent rating by any other domestic rating agencies at the point of purchase.

Sukuk and Islamic money market instruments issued by the Malaysian government or BNM need not be rated.

Furthermore, the Fund may also choose to increase its holdings in Islamic deposits, Islamic money market instruments or any combination of these two (2) types of investments, if the size of the Fund is relatively small and where the Fund does not have sufficient moneys to invest in corporate sukuk and/or sukuk issued or guaranteed by Malaysian government or BNM.

**Sustainable and Responsible Investment Strategy**

The Fund’s investment policy and strategy in the selection, retention and realisation of the Fund’s investments adopts ESG considerations which employs negative screening to identify and exclude the following:

**THIS THIRD SUPPLEMENTARY INFORMATION MEMORANDUM DATED 22 JANUARY 2024 IS TO BE READ IN CONJUNCTION WITH THE INFORMATION MEMORANDUM DATED 28 MAY 2021, THE FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021 AND THE SECOND SUPPLEMENTARY INFORMATION MEMORANDUM DATED 29 AUGUST 2022.**

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- 1) Companies undertaking business activities in Shariah non-compliant activities such as alcohol, gaming, tobacco and controversial weapons.
- 2) Companies whose nature of businesses derive more than 30% of their revenue from thermal coal.
- 3) Companies which are non-Roundtable on Sustainable Palm Oil members.
- 4) Companies which have failed to conduct their business in accordance with the ten (10) universally accepted principles of United Nations Global Compact (UNGC) as listed below:

<b>Human Rights</b>	<p>Principle 1: Businesses should support and respect the protection of internationally proclaimed human rights; and</p> <p>Principle 2: make sure that they are not complicit in human rights abuses.</p>
<b>Labour</b>	<p>Principle 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;</p> <p>Principle 4: the elimination of all forms of forced and compulsory labour;</p> <p>Principle 5: the effective abolition of child labour; and</p> <p>Principle 6: the elimination of discrimination in respect of employment and occupation.</p>
<b>Environment</b>	<p>Principle 7: Businesses should support a precautionary approach to environmental challenges;</p> <p>Principle 8: undertake initiatives to promote greater environmental responsibility; and</p> <p>Principle 9: encourage the development and diffusion of environmentally friendly technologies</p>
<b>Anti-Corruption</b>	<p>Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.</p>

**THIS THIRD SUPPLEMENTARY INFORMATION MEMORANDUM DATED 22 JANUARY 2024 IS TO BE READ IN CONJUNCTION WITH THE INFORMATION MEMORANDUM DATED 28 MAY 2021, THE FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021 AND THE SECOND SUPPLEMENTARY INFORMATION MEMORANDUM DATED 29 AUGUST 2022.**

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We utilise internal and external resources to assist in the negative screening for the Fund's strategy. Apart from public disclosures and information we acquired from engaging with management of companies, industry players, regulators and media report, we subscribe to third-party ESG data vendor for our negative screening.

The screening exercise will be done at the point of purchase, based on internal and external sources of information including publicly available information, third party research providers and any other research which is relevant to our ESG analysis.

Specifically, the Fund will exclude investments in companies undertaking business activities in Shariah non-compliant activities such as alcohol, gaming, tobacco, controversial weapons, as well as sukuk issued by issuers whose nature of businesses derive more than 30% of their revenue from thermal coal and plantation companies which are non- Roundtable on Sustainable Palm Oil members. We will also exclude issuers of sukuk which we consider have failed to conduct their business in accordance with the principles as set out in the UNGC. The UNGC consists of the ten universally accepted principles that are derived from international agreements on four topics: human rights, labour, environment, and anti-corruption. Issuers that have failed in any of the ten UNGC principles will be excluded.

As part of our investment process, we will monitor and evaluate the Fund's investments periodically to ensure its consistency with our ESG framework and not inconsistent with any other sustainability considerations. We will also engage with selective issuers of sukuk held in the Fund on material ESG issues to encourage transition towards more sustainable practices. The Fund will maintain at least 2/3 of its NAV in investments that meet our ESG criteria at all times.

If the Fund's investment become inconsistent with the sustainability considerations adopted by the Fund or it breaches the minimum 2/3 of its NAV in investments that meet our ESG criteria, we will dispose and/or replace the investment in the following manner:

- (a) Immediately, if the value of the investment exceeds or is equal to the investment cost; or
- (b) within three (3) months on best efforts basis, if the value of the investment is below the investment cost, depending on the liquidity of the Fund at the point of disposal.

However, the Fund may hold the investment for more than three (3) months, if it is in the best interest of Unit Holders to do so and the Trustee's consent is obtained, subject to at least a monthly review by the Trustee. The Fund is permitted to retain the profit received during the holding period until such time when the market value of the investment held is equal to investment cost. Once the market value of the investment held exceeds or is equal to the investment costs, the Fund will dispose the investment in an orderly manner.

However, the Fund may not be able to meet its minimum asset allocation, which is 70% of the Fund's NAV, into corporate sukuk and/or sukuk issued or guaranteed by Malaysian government or BNM, due to small fund size or during the period of large withdrawals, where the Fund needs to raise more cash to cater to redemptions. This may result in the Fund having significant allocations in Islamic money market instruments and / or Islamic deposits.

Under such circumstances and/or temporary defensive position where the Fund is having more significant amount in cash, the External Investment Manager will then place the Islamic deposits and Islamic money market instruments in financial institutions that have been negatively screened. The negative screening that we apply for the financial institutions that we place Islamic deposits is similar to how we do for the issuers of the sukuk as well.



We exclude financial institutions that have failed to conduct their business in accordance with the principles as set by the United Nations Global Compact (UNGC). As per current process, we utilise MSCI ESG Research to assist in our screening process of the Islamic financial institutions on the UNGC principles.

Financial institutions that have failed in any of the ten principles of the UNGC will be excluded. This is to ensure that even under such circumstances, at least 2/3 of the Fund's NAV is maintained in instruments that are subjected to sustainable considerations.

In addition to the abovementioned investment strategy, the Fund being a Islamic fund, also integrates Shariah considerations into its investment processes, by consistently adhering to the Shariah investment guidelines adopted by the Shariah Adviser. Furthermore, the Fund's exclusion on certain business sectors as highlighted in our SRI strategy also reflects our commitment on the ethical investments of the Fund.

This integration of ethical/faith-based investment strategy is part of the Fund's overall SRI strategy.

**3. Amendments to page 4 of the Information Memorandum – “Fund information – Asset Allocation”**

The information in relation to the asset allocation is hereby deleted and replaced with the following:

<b>Asset Class</b>	<b>% of the Fund's NAV</b>
Corporate sukuk	70% - 100%
Sukuk issued or guaranteed by Malaysian government or BNM	Up to 30%
Islamic money market instruments and Islamic deposits or any combination of these two (2) types of investments	Up to 30%

**4. Amendments to page 4 of the Information Memorandum – “Fund Information – Performance Benchmark”**

The information in relation to the performance benchmark is hereby deleted and replaced with the following:

Maybank 1-month Islamic Fixed Deposit-i

Source: [www.maybank2u.com.my](http://www.maybank2u.com.my)

Note: The risk profile of the Fund is not the same as the risk profile of the performance benchmark. The Fund's benchmark is for financial performance comparison purpose only.

**5. Amendments to page 5 of the Information Memorandum – “Fund Information – Temporary Defensive Positions”**

The information in relation to the temporary defensive positions is hereby deleted and replaced with the following:

If and when the External Investment Manager considers the market, economic, political or other conditions to be adverse to the Fund, the External Investment Manager may take temporary defensive position to respond to those conditions. In such circumstances, the Fund may temporarily increase its holdings in Islamic money market instruments and Islamic deposits by more than the allocated percentage of the Fund's asset allocation.

**6. Amendment to page 5 of the Information Memorandum – “Fund Information – Investment Restrictions and Limits”**

The information in relation to items (a) and (b) of the investment restrictions and limits is hereby deleted and replaced with the following:

- (a) The value of the Fund's placement in Islamic deposits with any single financial institution must not exceed 20% of the Fund's NAV. The single financial institution limit does not apply to placements of Islamic deposits:
  - (i) arising from subscription monies received prior to the commencement of investment by the Fund;
  - (ii) arising from liquidation of investments prior to the termination of the Fund, where the placement of Islamic deposits with various financial institutions would not be in the best interests of Unit Holders;
  - (iii) arising from monies held for the settlement of redemption or other payment obligations, where the placement of Islamic deposits with various financial institutions would not be in the best interest of Unit Holders; or
  - (iv) where the Fund size is below RM5 million, which limits the Manager's ability to diversify the placement of Islamic deposits with various financial institutions;
- (b) The aggregate value of the Fund's investments in Islamic money market instruments and Islamic deposits issued by or placed with (as the case may be) any single financial institution must not exceed 25% of the Fund's NAV. This aggregate limit does not apply when the single financial institution limit in paragraph (a) does not apply;

**7. Amendments to page 6 of the Information Memorandum – “Fund Information – Risk Factors – Specific Risks when Investing in the Fund”**

The information in relation to SRI non-compliance risk is hereby inserted:

**SRI non-compliance risk**

There is a risk that the Fund may suffer losses when we have to dispose of any investments of the Fund to rectify any SRI non-compliance. If this occurs, the value of the Fund may be adversely affected. This risk is, however, mitigated as the Fund is allowed to continue holding on to such SRI non-compliant investment if the value of the SRI non-compliant investment is below the investment cost and to retain the profit received during the holding period until such time when the market value of the SRI non-compliant investment held is equal to the investment cost. The sustainable investment process described in the investment strategy above (i.e. negative screening based on Shariah principles and identified ESG risk factors) helps the External Investment Manager to manage and mitigate this risk. This risk is also mitigated by active monitoring from our investment team i.e. to utilize a third-party ESG data vendor to independently screen out and monitor issuers based on our negative screening methodology on potential sukuk or existing holdings in the portfolio.

**8. Amendments to page 8 of the Information Memorandum – “Fund Information – Information in Relation to the Manager”**

The information in relation to the 1<sup>st</sup> paragraph of the Roles, Duties and Responsibilities of the Manager is hereby deleted and replaced with the following:

1<sup>st</sup> paragraph:

The Manager is responsible for the daily management and administration of the Fund in accordance with the provisions of the Deed and all relevant laws and guidelines. The Manager will continuously monitor the objective, performance and suitability of the Fund to ensure that it is in line with the objective of the Fund. The Manager may undertake cross trades through a dealer or a financial institution on an arm's length and fair value basis and subject to the best interests of the Unit Holder. Below is the cross trade policy of the Manager.

**9. Amendments to page 8 of the Information Memorandum – “Fund Information – Information in Relation to the Manager”**

The following new section is hereby inserted before Roles, Duties and Responsibilities of the Manager on page 8 of the Information Memorandum:

**INFORMATION IN RELATION TO THE MANAGER**

**Background of the Manager**

Eastspring Investments Berhad was incorporated in November 2000 and is part of the Prudential Group. The ultimate parent company of the Prudential Group is Prudential plc whose shares are listed on the London, New York, Hong Kong and Singapore stock exchanges. The Manager is a duly approved unit trust management company by the SC since 5 January 2005 and holds a capital markets services licence for fund management and dealing in securities restricted to unit trust funds.

Eastspring Investments companies (excluding JV companies) are ultimately wholly-owned/indirect subsidiaries/associate of Prudential plc of the United Kingdom. Eastspring Investments companies (including JV companies) and Prudential plc are not affiliated in any manner with Prudential Financial, Inc., a company whose principal place of business is in the United States of America or with the Prudential Assurance Company, a subsidiary of M&G plc (a company incorporated in the United Kingdom).

**Fund Management Function**

The Manager's investment team is headed by the head of investments. The head of investments is supported by a team of experienced fund managers who are responsible to manage the Fund.

**Doreen Choo Choy Wan**

*Head of Investments*

Doreen Choo joined the Manager in August 2018 and is the designated person responsible for the fund management of the Fund. She is the head of investments and is responsible for all asset classes and investment performance, as well as the growth and development of our investment offering in Malaysia. With more than 20 years of industry experience, Doreen joins us from CIMB Principal Asset Management Berhad where she has worked for the past 13 years, initially as an equity fund manager and subsequently as Head of Equities in 2015. Doreen previously worked at PricewaterhouseCoopers (PwC) as Manager, Valuation & Strategy (Corporate Advisory) with a particular focus on equity

valuations across industries. Doreen is a Chartered Financial Analyst (CFA) charterholder and holds a Degree of Bachelor of Arts in Economics (First Class Honours) from University Malaya.

**10. Amendments to page 8 of the Information Memorandum – “Fund Information – Information in Relation to the External Investment Manager”**

The information in relation to the external investment manager is hereby deleted and be replaced with the following:

**INFORMATION IN RELATION TO THE EXTERNAL INVESTMENT MANAGER**

**Background of Eastspring Al-Wara’ Investments Berhad**

Eastspring Al-Wara’ Investments Berhad (“Eastspring Al-Wara’”) was incorporated in June 2009 and is part of the Prudential Group. The ultimate parent company of the Prudential Group is Prudential plc whose shares are listed on the London, New York, Hong Kong and Singapore stock exchanges.

Eastspring Al-Wara’ business is to manage funds on behalf of institutional client and as at 30 June 2023, it manages more than RM 8.5 billion of Shariah-compliant asset. Eastspring Al-Wara’ is also part of the Malaysian International Islamic Financial Centre community, which focuses on supporting the development of the Malaysian Islamic capital market and positioning Malaysia as one of the leading global hubs for Islamic finance.

**Roles and Duties of the External Investment Manager**

The Manager has appointed Eastspring Al-Wara’ as the external investment manager for the Fund. The External Investment Manager is responsible to invest the investments of the Fund in accordance with the Fund’s objective and its Deed, and subject to the Act, the Guidelines and any practice notes issued by the SC from time to time, as well as the internal policies and procedures of the Manager. The External Investment Manager reports to the committee undertaking the oversight function of the Fund on a regular basis on the status of the portfolio, proposed investment strategy and other matters relating to the portfolio of the Fund.

The External Investment Manager’s investment team is headed by the head of investments. The head of investments is supported by a team of experienced fund managers who are responsible to manage the Fund delegated to them.

**Tan Ming Han**

*Head of Investments*

Tan Ming Han (Ming Han) joined Eastspring Al-Wara’ as head of investments in November 2018. Prior to joining Eastspring Al-Wara’, Ming Han was an associate director in Amundi Malaysia Sdn Bhd where he managed regional and domestic equity portfolios for institutional clients from June 2012 to October 2018. Ming Han has past investment experience in the industry including Meridian Asset Management Sdn Bhd, HwangDBS Investment Management and Philip Capital Management where he also managed both local and regional unit trust funds and discretionary mandates. He has long and short equity experience from his working stint as a hedge fund manager in Singapore in 2010. He started his career in corporate finance and brings with him more than 19 years of investment industry experience. Ming Han holds a Bachelor of Commerce degree majoring in Corporate Finance and International Business from the University of Adelaide, Australia.

**11. Amendments to page 8 of the Information Memorandum – “Fund Information – Roles, Duties and Responsibilities of the Manager”**

The following new section is hereby inserted after the end of Information in Relation to the External Investment Manager on page 8 of the Information Memorandum:

**INFORMATION IN RELATION TO THE TRUSTEE**

**About Deutsche Trustees Malaysia Berhad**

Deutsche Trustees Malaysia Berhad (“DTMB”) was incorporated in Malaysia on 22 February 2007 and commenced business in May 2007. DTMB is registered as a trust company under the Trust Companies Act 1949, with its business address at Level 20, Menara IMC, 8 Jalan Sultan Ismail, 50250 Kuala Lumpur.

DTMB is a member of Deutsche Bank Group (“Deutsche Bank”). Deutsche Bank provides commercial and investment banking, retail banking, transaction banking and asset and wealth management products and services to corporations, governments, institutional investors, small and medium-sized businesses, and private individuals.

**Experience in trustee business**

DTMB is part of Deutsche Bank’s Securities Services, which provides trust, custody and related services on a range of securities and financial structures. As at 31 August 2023, DTMB is the trustee for 232 collective investment schemes including unit trust funds, wholesale funds, exchange-traded funds and private retirement schemes.

DTMB’s trustee services are supported by Deutsche Bank (Malaysia) Berhad (“DBMB”), a subsidiary of Deutsche Bank, financially and for various functions, including but not limited to financial control and internal audit.

**Duties and responsibilities of the Trustee**

DTMB’s main functions are to act as trustee and custodian of the assets of the Fund and to safeguard the interests of Unit holders of the Fund. In performing these functions, the Trustee has to exercise due care and vigilance and is required to act in accordance with the relevant provisions of the Deed, the Capital Markets & Services Act 2007 and all relevant laws.

**Trustee’s delegate**

The Trustee has appointed DBMB as the custodian of the assets of the Fund. DBMB is a wholly-owned subsidiary of Deutsche Bank AG. DBMB offers its clients access to a growing domestic custody network that covers over 30 markets globally and a unique combination of local expertise backed by the resources of a global bank. In its capacity as the appointed custodian, DBMB’s roles encompass safekeeping of assets of the Fund; trade settlement management; corporate actions notification and processing; securities holding and cash flow reporting; and income collection and processing.

All investments of the Fund are registered in the name of the Trustee for the Fund, or where the custodial function is delegated, in the name of the custodian to the order of the Trustee for the Fund. As custodian, DBMB shall act only in accordance with instructions from the Trustee.

THIS THIRD SUPPLEMENTARY INFORMATION MEMORANDUM DATED 22 JANUARY 2024 IS TO BE READ IN CONJUNCTION WITH THE INFORMATION MEMORANDUM DATED 28 MAY 2021, THE FIRST SUPPLEMENTARY INFORMATION MEMORANDUM DATED 8 OCTOBER 2021 AND THE SECOND SUPPLEMENTARY INFORMATION MEMORANDUM DATED 29 AUGUST 2022.

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**12. Amendments to page 18 of the Information Memorandum – “Transaction Information – Auto Reinvestment Policy”**

A new 2<sup>nd</sup> paragraph is inserted under the auto reinvestment policy as follows:

2<sup>nd</sup> paragraph:

The Manager reserves the right to change the income distribution instruction to “reinvestment” if the Unit Holder did not claim the income distribution payment for the last three (3) consecutive distributions.

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