

If you are in any doubt about this Fifth Addendum, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser. This Fifth Addendum forms an integral part of and should be read in conjunction with the Prospectus dated 24 December 2019, the First Addendum dated 28 April 2020, the Second Addendum dated 7 September 2020, the Third Addendum dated 9 September 2020 and the Fourth Addendum dated 28 April 2021.

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**TraHK**

Tracker Fund of Hong Kong

**TRACKER FUND OF HONG KONG**

**a Hong Kong unit trust authorized under**

**Section 104 of the Securities and Futures Ordinance (Cap 571) of Hong Kong**

**Stock Code: 2800**

**Fifth Addendum Dated 29 July 2021**

**To the Prospectus Dated 24 December 2019**

This Fifth Addendum forms an integral part of and should be read in conjunction with the prospectus dated 24 December 2019, the First Addendum dated 28 April 2020, the Second Addendum dated 7 September 2020, the Third Addendum dated 9 September 2020 and the Fourth Addendum dated 28 April 2021 (together, the “**Prospectus**”) in relation to Tracker Fund of Hong Kong (“**TraHK**”). All information contained in the Prospectus is deemed to be incorporated herein. In the case of any conflict between this Fifth Addendum and the Prospectus, this Fifth Addendum shall prevail.

Words and expressions not specifically defined herein will bear the same meanings as those attributed to them in the Prospectus.

The Prospectus is hereby amended and supplemented as follows:

1. The first and second paragraphs under the section entitled “**Additional Restrictions on US Persons**” under the section entitled “**IMPORTANT INFORMATION**” of the Prospectus shall be deemed to be deleted in their entirety and replaced with the following:

“The Units in TraHK have not been and will not be registered under the United States Securities Act of 1933 (the “**US Securities Act**”). The Units will not be offered or sold in the United States or to US Persons outside the United States. The Units are subject to restrictions on transferability and resale and may not be transferred or resold to any “US Person” which means any United States citizen, lawful permanent resident, entity (meaning, for these purposes, any partnership, association, trust, joint venture, corporation, group, subgroup, or other organization) organized under the laws of the United States or any jurisdiction within the United States (including foreign branches), or any person in the United States, and/or a person who falls within the definition of “US Person” under Rule 902 of Regulation S under the US Securities Act (“**US Person**”). Please see the section entitled “General – Selling Restrictions – United States” of this prospectus for more information.

TraHK is not registered, and does not intend to register, as an investment company under the United States Investment Company Act of 1940, as amended (the “**US Investment Company Act**”). Neither does TraHK intend to rely on any exemption from registration under the US Investment Company Act for US Persons who meet certain criteria. Accordingly, subject to applicable laws and regulations, Units may not be acquired by a person who is or is deemed to be a US Person.”

2. The paragraph under the section entitled “**Considerations for US Investors**” under the section entitled “**SUMMARY**” of the Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

“Units will not be offered or sold in the United States or to US Persons located outside the United States. No “US Person” may apply for, purchase or acquire any Units. See the section below entitled “General – Selling Restrictions – United States”.”

3. The section entitled “**ERISA Considerations**” under the section entitled “**FATCA and US Tax Withholding and Reporting Requirements**” under the section entitled “**SUMMARY**” of the Prospectus shall be deemed to be deleted in its entirety.
4. The section entitled “**ERISA Considerations**” under the section entitled “**Risk Factors Specific to TraHK**” under the section entitled “**RISK FACTORS**” of the Prospectus shall be deemed to be deleted in its entirety.
5. The third paragraph under the section entitled “**Creation of Units**” under the section entitled “**The Continuous Offering**” under the section entitled “**TRAHK**” of the Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

*“Units will not be offered or sold in the United States or to US Persons located outside the United States. No US Person may apply for the creation of Units. In connection with any applications for the creation of Units, a Participating Dealer must provide a written certification to the Manager that the Participating Dealer is not a US Person, is not acting on behalf of or for any US Person, and*

*understands, acknowledges and agrees that Units are prohibited from being offered, resold or pledged to US Persons. Participating Dealers, in turn, may require written certifications from their clients to enable such Participating Dealers to give the necessary certifications to the Manager in connection with applications for creation of Units.”*

6. The following paragraph shall be added after the first paragraph under the section entitled “**Eligibility of Investors**” under the section entitled “**Investment in TraHK**” under the section entitled “**TRAHK**” of the Prospectus:

“The Manager and the Trustee have determined that, pursuant to the ground set forth in the fourth bullet point in the preceding paragraph, Units may no longer be acquired by any US Person.”

7. The first paragraph under the section entitled “**Transfer of Units**” under the section entitled “**General Provisions of the Trust Deed**” under the section entitled “**TRAHK**” of the Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

“Units in TraHK are transferable in any number without restriction to persons who are eligible to hold Units. Persons who are not eligible to hold Units are liable to have their Units redeemed or transferred. See page 32 for further details as to who is eligible to hold Units. Transfers or resale to US Persons are prohibited; see the section entitled “General – Selling Restrictions – United States.” The Registrar is not bound to register more than one person as a Unitholder or more than four persons as joint holders of any Unit. The Trust Deed contains provisions applying to any person becoming entitled to a Unit in consequence of the death or bankruptcy, insolvency or liquidation of any Unitholder or of the survivor(s) of joint Unitholders.”

8. The sections entitled “**United States**” to “**Information Reporting and Backup Withholding**” under the section entitled “**GENERAL**” of the Prospectus shall be deemed to be deleted in its entirety.

9. The section entitled “**ERISA Considerations**” under the section entitled “**GENERAL**” of the Prospectus shall be deemed to be deleted in its entirety.

10. The section entitled “**United States**” under the section entitled “**Selling Restrictions**” under the section entitled “**GENERAL**” of the Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

“The Units offered hereby have not been, and will not be, registered under the US Securities Act, and have not been registered or qualified under any US state securities or “Blue Sky” laws and may not be offered or sold in the United States or to US Persons. The Units are subject to restrictions on transferability within the United States or to or for the account or benefit of US Persons.

In connection with any applications for the creation of Units, an investor who wishes to apply for the creation of Units must provide a written certification to the Participating Dealer that will effect the creation transaction for the investor certifying

that the investor is not a US Person, is not acting on behalf of or for any US Person, and understands, acknowledges and agrees that Units are prohibited from being offered, resold or pledged to US Persons. Each such written certification must then be delivered by the relevant Participating Dealer to the Manager. The Units have not been recommended by any United States federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this prospectus. Any representation to the contrary is a criminal offence.

TraHK is not registered, and does not intend to register, as an investment company under the US Investment Company Act. Neither does TraHK intend to rely on any exemption from registration under the US Investment Company Act for US Persons who meet certain criteria. For this reason, in addition to the offering restrictions set forth herein, Units may not be acquired by a person who is, or is deemed to be, a US Person.

For the purpose hereof, the term “United States” shall have the meaning given by Regulation S under the US Securities Act and the term “US Person” shall mean any United States citizen, lawful permanent resident, entity (meaning, for these purposes, any partnership, association, trust, joint venture, corporation, group, subgroup, or other organization) organized under the laws of the United States or any jurisdiction within the United States (including foreign branches), or any person in the United States, and/or a person who falls within the definition of “US Person” in Regulation S under the US Securities Act.”

11. The definitions of “ERISA Plan”, “PFIC”, “Plan” and “Regulation” under “**APPENDIX I – DEFINITIONS**” to the Prospectus shall be deemed to be deleted in its entirety.
12. The definition of “US Person” under “**APPENDIX I – DEFINITIONS**” to the Prospectus shall be deemed to be deleted in its entirety and replaced with the following:

“US Person” shall mean any United States citizen, lawful permanent resident, entity organized under the laws of the United States or any jurisdiction within the United States (including foreign branches), or any person in the United States, and/or a person who falls within the definition of “US Person” in Regulation S under the US Securities Act. For the purposes of this definition the term “entity” means a partnership, association, trust, joint venture, corporation, group, subgroup, or other organization;
13. ANNEX A to the Prospectus shall be deemed to be deleted in its entirety, together with all references to ANNEX A in the Prospectus.
14. The following paragraph be added to the end of the fourth paragraph under the section entitled “The Supervisory Committee” of the Prospectus:

“(g) *Mr. Dean Chisholm*: Mr. Chisholm is a chartered accountant and was the Regional Head of Operations for Asia Pacific at Invesco until his retirement in 2020. Over his 26 years at Invesco, Mr Chisholm held a number of operations, governance and internal audit roles in Asia Pacific. Mr Chisholm has also held a number of roles in industry

bodies, including being a member of the Hong Kong government sponsored Financial Services Development Council New Business Committee (2015-2020) and co-chair of Hong Kong Exchange and Clearing Limited buy side council. In 2012, AsianInvestor recognized him as COO of the Year. Prior to joining Invesco, Mr. Chisholm was an audit manager at PricewaterhouseCoopers in London and Hong Kong from 1984 to 1993. Mr. Chisholm received a Bachelor of Science degree in Monetary Economics from The London School of Economics. He is a Fellow Member of the Institute of Chartered Accountants of England and Wales and an Associate of the Hong Kong Institute of Certified Public Accountants.”

The Manager accepts full responsibility for the accuracy of the information contained in this Fifth Addendum as at the date of publication and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement in this Fifth Addendum misleading.