APS FUND

Supplement to the Prospectus dated 10 December 2014 and addenda to the Prospectus dated 16 March 2017, 21 February 2018 and 25 March 2019
for APS Japan Alpha Fund

This Supplement contains specific information in relation to APS Japan Alpha Fund (the **Fund**), a fund of APS Fund (the **"Trust"**) an umbrella Unit Trust constituted by a Trust Deed governed by the laws of Ireland authorised by the Central Bank of Ireland (the **Central Bank**). There are currently four other funds of the Trust in existence namely, APS Far East Alpha Fund, APS Vietnam Alpha Fund and APS Asia Pacific Long Short Fund.

This Supplement forms part of the Prospectus and should be read in the context of and together with the Prospectus dated 10 December 2014 and addenda to the Prospectus dated 16 March 2017, 21 February 2018 and 25 March 2019 (the **Prospectus**).

The Directors, whose names appear under **'Directors'** in the Prospectus, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Words and expressions defined in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

Dated: 25 March 2019

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1. INVESTMENT OBJECTIVE AND POLICIES

1.1. **Investment Objective:**

The investment objective of the Fund is to seek medium to long term capital growth.

1.2. **Investment Policies:**

The Fund will invest in shares of companies listed or traded in Japan. It is intended that the Fund will invest mainly in such shares.

To a lesser extent, the Fund may invest in financial derivative instruments. The strategy for investing in financial derivative instruments is primarily to get indirect exposure to shares in which the Fund may invest or for efficient portfolio management purposes. The Fund may invest in convertible bonds to give exposure to shares of companies listed or traded in Japan. The Fund may also invest in financial derivative instruments for investment and efficient portfolio management purposes, such as futures, options and contracts for difference. The Fund may invest in financial derivative instruments such as forwards, repurchase agreements and warrants for hedging and/or efficient portfolio management purposes. Details of financial derivative instruments in which the Fund may invest are set out below under the section “Financial Derivative Instruments”.

The Fund may also invest up to 10% of its aggregate net assets in unlisted equities or shares of companies based in Japan.

If the Investment Manager considers that the Fund requires some risk diversification, up to 10% of the net assets of the Fund may be invested in other existing funds of the Trust such as APS Far East Alpha Fund, APS Vietnam Alpha Fund, APS Asia Pacific Long Short Fund and other funds that may be established under the Trust in the future or other UCITS managed by the Investment Manager. For the avoidance of doubt, the Fund shall not invest in collective investment schemes, other than funds of the Trust or UCITS managed by the Investment Manager. The existing funds of the Trust are APS Far East Alpha Fund, APS Vietnam Alpha Fund and APS Asia Pacific Long Short Fund and they invest mainly in shares of companies listed on recognised exchanges in Singapore, Thailand, Indonesia, Malaysia, Philippines, China, Hong Kong, South Korea, Taiwan, Japan and Vietnam and in financial derivative instruments such as warrants, convertible bonds and contracts for difference which give exposure to such shares. Full details of the investment objective and policies of these funds are set out in their respective supplements which are available from the Manager. The investment in these funds will comply with the Investment Policies and Investment Restrictions of the Fund.

The Fund aims to achieve its investment objective by attempting to identify under-valued shares of companies in which the Fund will invest which have sustainable business and long-term growth models with competent management and leadership. In order to search for shares of companies listed or traded in Japan for investment by the Fund, the Investment Manager will adopt a bottom-up value-oriented investment strategy by actively searching for such shares selling at prices considered to be unusually low in relation to the Investment Manager’s assessment of their true value. This investment strategy involves analysis of individual shares to identify under- valuation of companies based on the Investment Manager's in-house proprietary research. The research includes on-site visits of companies, field investigations, interviews with stakeholders and industry specialists and verification of information with independent sources. The investment strategy focuses on the company's intrinsic worth and whether the listed or traded price reflects that worth. The Investment Manager does not focus on any specific industry or sector. Assets for investment by the Fund are selected based on the result of the analysis and their compatibility with the investment policy and investment restrictions of the Fund. The Investment Manager does not always select stocks it perceives as undervalued if other criteria, such as liquidity, assessed during the selection process do not satisfy the Investment Manager's selection requirements. This selection criteria also applies to unlisted equities or shares of companies based in Japan in which the Fund may invest.

The Fund measures its performance against the TOPIX Net Total Return Index. The Tokyo Stock Exchange began calculating and publishing the TOPIX Net Total Return Index in September 2013. It is one of the TOPIX Indices. TOPIX, or the Tokyo Price Index, is a capitalisation-weighted index of all the companies listed on the First Section of the Tokyo Stock Exchange. The Topix Net Total Return Index is calculated in consideration of tax on dividends. The tax rate used in the calculation is the withholding tax rate (excluding local taxes) applicable to dividends of listed stocks, assuming non-residents who do not benefit from tax treaties. The Investment Manager considers this is an appropriate index against which to measure the Fund performance because it assumes the re-investment of dividends and the Investment Manager considers that dividends are significant for a market such as Japan. Thus the TOPIX Net Total Return Index better approximates market return. For non-Japanese investors in the Fund it is an appropriate index than an index which does not account for tax on dividends as the TOPIX Net Total Return Index is net of Japanese withholding taxes.

The Fund seeks to surpass the performance of the Topix Net Total Return Index in the long term. The Fund aims to do this by investing in shares of companies listed on the Tokyo Stock Exchange and other assets described above in this investment policy section.

2. INVESTMENT RESTRICTIONS

The general investment restrictions set out under the heading **"FUNDS - Investment Restrictions"** in the Prospectus shall apply.

The Fund may not invest in another fund of the Trust which itself hold units in other funds of the Trust.

3. PROFILE OF A TYPICAL INVESTOR

The Fund is suitable for investors seeking long term capital appreciation through investment in Japan. Investors would be expected to have a reasonable tolerance for volatility of Net Asset Value from time to time.

4. CURRENCY HEDGING STRATEGY

A currency hedging strategy may be used for efficient portfolio management purposes effectively to hedge against movements in the values of Unit Classes which are not denominated in the base currency (a **Hedged Unit Class**). For such Unit Classes, the Investment Manager intends to hedge the currency exposure of those Unit Classes denominated in a currency other than the Base Currency, in order to attempt to mitigate the effect of fluctuations in the exchange rate between the Unit Class currency and the Base Currency. There is no assurance that the currency hedging employed will fully eliminate the investor's exposure to exchange rate fluctuations.

For a Hedged Unit Class, the Investment Manager will attempt to provide investors with a return more closely correlated to the Base Currency performance of the Fund, by reducing the effect of exchange rate fluctuations between Base and hedged currency. Class C and D Units which are denominated in Euro and Japanese Yen are hedged against the Base Currency.

Where the Fund seeks to hedge against currency fluctuations, while not intended, this could result in over-hedged or under-hedged positions due to external factors outside the control of the Fund. Under-hedged position shall not fall short of 95% of the Net Asset Value of the relevant Unit Class and will be kept under review to ensure it is not carried forward from month to month and over-hedged positions will not exceed 105% of the Net Asset Value of the relevant Unit Class and hedged positions will be kept under review to ensure that over-hedged positions do not exceed the level permitted above and shall ensure that positions materially in excess of 100% of the Net Asset Value will not be carried forward from month to month.

This section is to be read in conjunction with the section entitled Financial Derivative Instruments (FDI) section below and in the Prospectus.

5. FINANCIAL DERIVATIVE INSTRUMENTS (FDI)

Subject to the investment restrictions set out in the prospectus, the Fund may use the following instruments in accordance with Appendix II of the Prospectus: convertible bonds for investment purposes, futures, options and contracts for difference for investment and efficient portfolio management purposes and forwards, repurchase agreements and warrants for hedging and/or efficient portfolio management purposes.

The Fund will employ a risk management process which enables it to accurately measure, monitor and manage the risks associated with the use of FDI transactions. The Fund will, on request, produce supplementary information to Unitholders relating to risk management methods employed, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

Options

The Fund may purchase options contracts. A call option on a security is a contract under which the purchaser, in return for a premium paid, has the right to buy the securities underlying the option at the specified exercise price at any time during the term of the option. The writer (seller) of the call option, who receives the premium, has the obligation, upon exercise of the option, to deliver the underlying securities against payment of the exercise price. A put option is a contract that gives the purchaser, in return for a premium paid, the right to sell the underlying securities at the specified exercise price during the term of the option. The writer of the put, who receives the premium, has the obligation to buy the underlying securities, upon exercise, at the exercise price. Put options may be purchased on condition that the security that is the subject of the put option remains at all times in the ownership of the relevant Portfolio except in the case of cash-settled put options in which case this condition will not apply. Index put options may be purchased provided that all of the assets of the Portfolio, or a proportion of such assets which may not be less in value than the exercise value of the put option purchased, can reasonably be expected to behave in terms of price movement in the same manner as the options contract.

Futures

The Fund may also enter into certain types of futures contracts or options on futures contracts. A futures contract creates an obligation by the seller to deliver the type of financial instrument called for in the contract in a specified delivery month for a stated price. Purchase of a futures contract creates an obligation by the purchaser to pay for and take delivery of the type of financial instrument called for in the contract in a specified delivery month, at a stated price.

The purchase or sale of a futures contract differs from the purchase or sale of a security or option in that no price or premium is paid or received. Instead, an amount of cash of the face amount of the futures contract must be deposited with the broker. This amount is known as initial margin. Subsequent payments to and from the broker, known as variation margin, are made on a daily basis as the price of the underlying futures contract fluctuates making the long and short positions in the futures contract more or less valuable, a process known as "marking to market."

In most cases futures contracts are closed out before the settlement date without the making or taking of delivery. Closing out a futures contract sale is effected by purchasing a futures contract for the same aggregate amount of the specific type of financial instrument or commodity and the same delivery date. If the price of the initial sale of the futures contract exceeds the price of the offsetting purchase, the seller is paid the difference and realises a gain. Conversely, if the price of the offsetting purchase exceeds the price of the initial sale, the seller realises a loss. Similarly, the closing out of a futures contract purchase is effected by the purchaser entering into a futures contract sale. If the offsetting sale price exceeds the purchase price, the purchaser realises a gain, and if the purchase price exceeds the offsetting sale price, a loss will be realised.

Forwards

A forward contract locks-in the price at which an index or asset may be purchased or sold on a future date. In currency forward contracts, the contract holders are obligated to buy or sell the currency at a specified price, at a specified quantity and on a specified future date, whereas an interest rate forward determines an interest rate to be paid or received on an obligation beginning at a start date sometime in the future. Forward contracts may be cash settled between the parties. These contracts cannot be transferred. The Funds' use of forward foreign exchange contracts may include, but is not be limited to, altering the currency exposure of securities held, hedging against exchange risks, increasing exposure to a currency, shifting exposure to currency fluctuations from one currency to another and hedging classes denominated in a currency (other than the Base Currency) to the Base Currency.

Repurchase agreements

A repurchase agreement means an agreement by which a counterparty transfers securities, commodities, or guaranteed rights relating to title to securities or commodities where that guarantee is issued by a recognised exchange which holds the rights to the securities or commodities and the agreement does not allow a counterparty to transfer or pledge a particular security or commodity to more than one counterparty at a time, subject to a commitment to repurchase them, or substituted securities or commodities of the same description at a specified price on a future date specified, or to be specified, by the transferor, being a repurchase agreement for the counterparty selling the securities or commodities and a reverse repurchase agreement for the counterparty buying them. Repurchase agreements may only be used for efficient portfolio management purposes.

Warrants

A warrant is a security that entitles the holder to buy stock of the company that issued it at a specified price. Warrants have similar characteristics to call options, but are typically issued together with preferred stocks or bonds or in connection with corporate actions and are usually of little value. There are other types of warrants such as covered warrants, currency warrants and index warrants which are issued by financial institutions and may or may not be exchange traded. Such covered warrants may have the characteristics of call or put options.

Convertible bonds

The convertible bonds in which the Fund may invest may be converted either at a stated price or at a stated rate for common or preferred underlying securities. Convertible bonds give the holder exposure to a debt instrument with an option (usually at a fixed point of time in the future) to convert the debt into equity at a fixed price. Therefore, the holder has an option on the underlying equity of the particular company. For the Fund, the investment rationale is that a convertible bond gives an interest stream whilst also giving exposure to the underlying equity. The Investment Manager does not adopt a standard rating requirement when it invests in convertible bonds, but the risk department of the Investment Manager monitors any development of positions, such as credit rating change of the underlying company, event and news and price change of the underlying company as part of the Investment Manager's risk assessment on the convertible bonds.

Contracts for Difference (CFDs)

CFDs are agreements entered between two parties where the difference between the price of an underlying security at the start and end of a defined period is paid to the relevant party. An example is an equity swap contract which gives the holder the economic benefits of a notional holding of an underlying security or basket of securities, in exchange for an interest stream representing the financing cost for the notional value of that security or basket of securities. A CFD can be a 'long' exposure, where the holder is receiving the economic benefits of the underlying security from the other party or a 'short' exposure where the holder is paying the economic benefits of the underlying security to the other party.

CFDs can be used to either gain access to a market with a restricted trading regime, or to reduce the exposure of the Fund to a particular market. An example would be where the Fund wishes to purchase a security where the local regulatory and tax jurisdictions make it difficult for a foreign investor to purchase the security. In this situation, the Fund will enter into a swap agreement with a counterparty that has the ability to purchase the security locally, and then pass on the economic benefits of the security through a swap agreement.

6. BORROWING AND LEVERAGE

In accordance with the general provisions set out in the Prospectus under the heading **"FUNDS – Borrowing and Lending Powers"** the Fund may borrow up to 10% of its net assets on a temporary basis. The Fund will use the commitment approach to calculate global exposure. The leverage of the Fund as a result of investment in financial derivative instruments will not be more than 30% of its net assets.

7. RISK FACTORS

The general risk factors set out under the heading **"RISK FACTORS"** in the Prospectus apply to the Fund. In addition, the following risk factors apply to the Fund:

7.1. Geographic concentration in Japan

Because the Fund invests mainly in shares of companies listed or traded in Japan and financial derivative instruments related to such assets, it is likely that the assets of the Fund will be concentrated geographically in Japan. It may be considered higher risk compared to collective investment schemes that are diversified geographically because they invest in several countries. As a result, the Fund is recommended for a long-term investor as part of a well-diversified portfolio.

7.2. **General Risk Factors**

Prospective investors should be aware that the value of the Units and the return derived from them may fluctuate. The same applies to the securities in which the Fund will invest. In addition, there can be no assurance that the Fund will achieve its investment objectives. The past performance of the Investment Manager may not be construed as an indication of the future results of an investment in Units of the Fund.

7.3. **Political & Economic Risks**

The Net Asset Value of the Fund may be affected by uncertainties such as political or diplomatic developments, social and religious instability, changes in government policies, taxation and interest rates and other political and economic developments in law or regulations and, in particular, the risk of, and change in, legislation relating to the level of foreign ownership.

7.4. **Market Risk**

Financial markets are increasingly more volatile. Wide swings in market prices that have been a feature of smaller and less developed markets are also becoming common in major financial markets. In many instances, market prices defy rational analysis or expectation for prolonged periods of time and are influenced by movements of large funds as a result of short-term factors, counter-speculative measures or other reasons. Market volatility of large enough magnitude can sometimes weaken what is deemed to be a sound fundamental basis for investing in a particular market. Investment expectations may therefore fail to be realised in such instances too.

7.5. **Convertible Bonds**

The market value of convertible bonds tend to decline as interest rates rise. Because of the conversion feature, the market value of convertible bonds also tends to vary with fluctuation in the market value of the underlying common or preferred security.

7.6. **Inflation**

Inflation and rapid fluctuations in inflation rates have had and may continue to have negative effects on the economies and securities markets of certain emerging countries. Depending on rates of inflation in countries in which the Fund invests, this factor could affect the performance of the Fund.

7.7. **Financial Disclosure**

Less information may be available about some issuers in other parts of the world as compared to issuers in the United States or in other developed countries. Accounting, auditing and financial reporting standards in some countries are not necessarily equivalent to standards applicable in the United States or in other developed countries. As a result, the disclosure of certain material information may not be made and less information may be available to the Fund and other investors than would be the case if the Fund's investments were, for example, restricted to investments in developed countries.

7.8. **Futures and Options**

Due to the nature of futures, cash to meet margin monies will be held by a broker with whom the Fund has an open position. In the event of the insolvency or bankruptcy of the broker, there can be no guarantee that such monies will be returned to the relevant Fund. On execution of an option, a Fund may pay a premium to a counterparty. In the event of the insolvency or bankruptcy of the counterparty, the option premium may be lost in addition to any unrealised gains where the contract is in the money.

7.9. **Derivatives**

Investments may include derivatives such as warrants for the purpose of efficient portfolio management. The risk of investing in warrants depends on the terms attached to them and on the volatility of the stock markets on which they are traded. As the viability of exercising warrants depends on the market prices of the securities to which they relate, it may be the case that the Investment Manager from time to time considers it not viable to exercise certain warrants held by the Fund within the prescribed period, in which case any costs incurred in obtaining the warrants will not be recoverable.

7.10. **Counterparty Risk**

The Fund will transact most of its investments through financial institutions including but not limited to brokers, dealers and banks. All purchases and sales of securities will carry counterparty risks until the transactions have settled. All derivative transactions will carry counterparty risks either until the derivatives expire or until the derivatives are exercised and the underlying securities or cash are settled or until the derivatives are off-set under the terms of their contracts. All deposits of securities or cash with a custodian, bank or financial institution will carry counterparty risk. Upon default by a counterparty, the Fund may be forced to unwind certain transactions and the Fund may encounter delays and difficulties with respect to court procedures in seeking recovery of the Fund's assets.

7.11. **Exchange Control and Currency Risk**

The Fund's assets may be invested in securities denominated in currencies other than the Base Currency and any income received by the Fund from those investments will be received in those currencies, some of which may fall in value against the Base Currency. The Fund will compute its Net Asset Value in US Dollars and there is therefore a currency exchange risk which may affect the value of the Units to the extent that the Fund makes such investments. The Fund may from time to time invest its assets in countries which have exchange control restrictions and the Fund may encounter difficulties or delay in relation to the receipt of their divestments due to such controls existing in various countries.

7.12. **Benchmarks Regulation**

7.12.1. The Fund is required under the Benchmarks Regulation to use only benchmarks which are provided by authorised benchmark administrators that are present in the register of administrators maintained by the European Securities and Markets Authority (the **ESMA register**), provided that a benchmark administrator may continue to provide an existing benchmark which may be used by the Fund until 1 January 2020 or until such time as an application for authorisation or registration by the administrator has been refused.

7.12.2. The Fund measures its performance and the payment of performance fees against the TOPIX Net Total Return Index. The Tokyo Stock Exchange is the benchmark administrator of the TOPIX Net Total Return Index. The Tokyo Stock Exchange expressed its compliance with the International Organization of Securities Commissions "Principles for Financial Benchmarks" on 13 February 2018. It is not in the ESMA register as at the date of this Supplement. The Tokyo Stock Exchange is currently examining the Benchmarks Regulation to prepare for compliance as a third country administrator by the 1 January 2020 deadline.

8. DIVIDEND POLICY

It is the present intention of the Directors not to declare or pay any dividend. Income earned will be reinvested and reflected in the value of the Units of the Fund.

9. KEY INFORMATION FOR BUYING AND SELLING

Base Currency

USD

Business Day

Any day other than a Saturday or Sunday or public holidays in Ireland on which retail banks are open for business in Ireland or such other day or days as the Manager may determine with the approval of the Trustee.

Classes of Units

Class	A	B	C	D	E	H
Currency	USD	USD	EUR – Hedged	Yen - Hedged	USD	USD

Dealing Day

Each Business Day or such other Business Day or Business Days as the Directors may designate from time to time as a Dealing Day, provided there are at least one Dealing Day per fortnight.

Dealing Deadline

In respect of a Dealing Day, means 5:00p.m. (Irish time) on the Business Day prior to the relevant Dealing Day or such other Business Day or time as the Directors may designate from time to time and notify to the Unitholders in advance. The Directors will only designate other Business Days or time as the Dealing Deadline on an exceptional basis provided that it is before the Valuation Point.

Offer Price Class A and Class B Units

Class A and Class B Units will be continuously open for subscriptions at the relevant Net Asset Value per Class A and B Unit on the relevant Dealing Day.

Initial Issue Price for Class C and Class D Units

During the Initial Offer Period, the Issue Price for Class C and D Units shall be as follows:

Class	**Initial Issue Price**
C	€100
D	Yen10,000

Initial Offer Period for Class C and D Units

The Initial Offer Period for Class C and D Units will be 9.00 a.m. on 26 March 2019 to 5.00 p.m. on 29 March 2019 or such other date as the Directors may determine and notify to the Central Bank.

After the Initial Offer Period, the Class C and D Units will be continuously open for subscriptions at the relevant Net Asset Value per Class C and D Unit on the relevant Dealing Day.

Class E Units and Class H Units

The Initial Offer Period for Class E Units closed on 3 January 2018 and Class E Units were not offered for subscription on a continuous basis. This is because Class E Units are designed for investment by investors who subscribed during a one day initial offer period to avail of the favourable management and performance fee rate available to investors for Class E Units. Please refer to the "Charges and Expenses" section of this Supplement for details of the management and performance fees applicable to each Class of Units in the Fund.

The Initial Offer Period for Class H Units closed on 4 January 2018. Following the Initial Offer Period for Class H Units, the Issue Price for Class H Units was the prevailing Net Asset Value of Class H Units.

Class H Units were offered for subscription for six months following the opening of the Initial Offer Period until 30 June 2018. This is because the Class H Units are designed for investment by investors who subscribed during a six month period after the Initial Offer Period to avail of the favourable management and performance fee rate available to investors for Class H Units. Please refer to the "Charges and Expenses" section of this Supplement for details of the management and performance fees applicable to each Class of Units in the Fund.

Investors in Class E and H Units were permitted to subscribe for additional Units in their relevant Unit

Class after 30 June 2018 until the last Dealing Day of 2018. It is not intended to accept applications for exchanges into Class E or Class H Units, subject to the discretion of the Manager.

Class E and Class H Unitholders may transfer all or part of their holdings in Units of those Classes in accordance with the general transfer provisions in the Trust Deed and Prospectus provided that the Manager is satisfied that any such transferee will not contravene the principle that those Classes of Units were only available for subscription for a limited period after their initial issue.

Minimum Initial Subscription, Minimum Additional Investment and Minimum Holding Accounts

	Minimum Initial Subscription	**Minimum Additional Investment Amount**	**Minimum Holding**
Class A USD	USD$100,000	USD$50,000	USD$100,000
Class B USD	USD$1,000	USD$1,000	USD$1,000
Class C EUR Hedged	€1,000	€1,000	€1,000
Class D Yen Hedged	Yen100,000	Yen100,000	Yen100,000
Class E USD	USD$100,000	USD$50,000	USD$100,000
Class H USD	USD$100,000	USD$50,000	USD$100,000

(subject to the discretion of the Manager to allow lesser amounts)

Preliminary Charge

Up to 5 % of the Initial Issue Price or of the issue price per Unit payable to the Manager or as it directs. The Manager may waive the Preliminary Charge in whole or in part.

Repurchase Charge

Up to 3% of the repurchase price per Unit payable to the Manager or as it directs. The Manager may waive the Repurchase Charge in whole or in part.

Exchange Charge

The Manager will allow up to 5 free switches between the Funds in the Trust. Thereafter there will be a charge of US$100 for each additional switch between Funds. The Manager may waive the Exchange Charge in whole or in part.

Settlement Date

In the case of applications within 3 Business Days of the relevant Dealing Day.

In the case of repurchases this date will be no more than ten Business Days after the relevant Dealing Deadline, on the receipt of completed repurchase documentation.

Minimum Fund Size

In the event that the Net Asset Value of the Fund at any time falls below USD10,000,000, the Fund may be liquidated by the Directors by giving written notice to all the Unitholders of the Fund.

Valuation Point

In respect of a Dealing Day, means the close of business in the last market relevant to the Fund on the Dealing Day or such other date and time as the Manager may with the consent of the Trustee designate as a Valuation Point.

10. HOW TO BUY UNITS

Application for Units should be made on the Application Form and submitted in writing to the Administrator or sent by facsimile (with the original to follow as soon as practicable) to be received by the Administrator on or prior to the Dealing Deadline for the relevant Dealing Day. The subsequent Application Form from the same investor may be sent by facsimile to the Administrator.

Applications by facsimile will be treated as definite orders even if not subsequently confirmed in writing and no application will be capable of withdrawal after acceptance by the Administrator.

The Minimum Holding must be maintained by each investor in the Fund (subject to the discretion of the Manager) following any partial repurchase, exchange or transfer of Units.

Payment in respect of the issue of Units must be made by the relevant Settlement Date by electronic transfer in cleared funds in the Base Currency of the relevant Fund.

This section should be read in conjunction with the section entitled **"APPLICATIONS FOR UNITS"** in the Prospectus.

11. HOW TO SELL UNITS

Requests for the sale of Units should be submitted to the Administrator in writing or by facsimile (with the original to follow as soon as practicable). Requests received on or prior to a Dealing Deadline will be dealt with on the relevant Dealing Day. Repurchase requests by facsimile must be subsequently confirmed in writing. A repurchase request once given will not be capable of revocation without the consent of the Manager or the Investment Manager.

The amount due on the repurchase of Units of any class in the Fund will be paid by the Settlement Date by electronic transfer to an account in the name of the Unitholder. Payment of the proceeds of repurchase will only be paid if the Administrator has received the original duly signed completed application form together with all supporting documentation in accordance with the Trust's anti-money laundering procedure.

No Unitholder shall be entitled to realise part only of his holding of Units of any class in the Fund if such realisation would result in his holding of Units of such class after such realisation being below the Minimum Holding.

The Trust Deed contains special provisions where a repurchase request received from a Unitholder would result in more than 5 per cent of the Net Asset Value of Units in issue in the Fund being repurchased on any Dealing Day which provisions are summarised under **"Repurchase of Units**" in the Prospectus.

The Manager is entitled to limit the number of Units of the Fund repurchased on any Dealing Day to Units representing 50 per cent of the total Net Asset Value of Units of the Fund in issue on that Dealing Day or such other amount as they may in their absolute discretion determine, provided however, such other amount is not less than 10% of the total Net Asset Value of the Fund on that Dealing Day. The repurchases effected on that Dealing Day will be effected pro rata in the manner described under **"Repurchase of Units"** in the Prospectus.

This section should be read in conjunction with the section entitled **"UNIT DEALINGS REPURCHASE OF UNITS"** in the Prospectus.

12. CHARGES AND EXPENSES

Fees of the Manager, the Investment Manager, the Trustee, any sub-custodian, the Administrator and the Distributor.

The Manager will be entitled to receive out of the assets of the Fund an annual fee (plus VAT, if any) based on the Net Asset Value of the Fund as follows:

0.14% on the first US$150 million;
0.12% on the next US$250 million; and
0.10% in excess of US$400 million.

This fee will accrue and be calculated on each Dealing Day and be payable monthly in arrears. The Manager's annual fee is subject to a minimum monthly fee of US$5,000 payable out of the assets of the Fund. The Manager will also be entitled to be paid out of the assets of the Fund its reasonable out of pocket costs and expenses incurred in the performance of its duties.

The Manager is responsible for the payment out of its fees of the fees and expenses of the

Administrator and the Trustee. Sub-custody fees and expenses (which will be charged at normal commercial rates) shall be paid out of the assets of the Fund.

The Investment Manager will be entitled to be paid a management fee out of the assets of the Fund as a percentage per annum of the Net Asset Value as follows:-

Class	A	B	C	D	E	H
Management Fee	0.75%	1.5%	1.5%	1.5%	-	-

Such fees will be calculated as at each Dealing Day and payable quarterly in arrears in the Base Currency. The Investment Manager will not be entitled to be reimbursed out of the assets of the Fund for its out-of-pocket costs and expenses.

In addition to the management fee, the Investment Manager will be entitled to be paid out of the assets of the Fund an annual performance fee. The performance fee will be payable irrelevant of whether the Net Asset Value of the Fund has increased or decreased in respect of the Funds' outperformance of the Benchmark during the period of each financial year (each period hereinafter referred to as a 'Performance Period').

The performance fee (if any) will be paid annually in arrears at the end of the relevant financial year in respect of the outperformance of the Fund against the Benchmark. The performance fee will accrue on a daily basis and will be paid annually at the end of the Performance Period. Any underperformance of the Net Asset Value per Unit against the Benchmark in a financial year will be claimed back against outperformance in future financial years. The starting point for the calculation of the performance fee shall be reset after each Performance Period in which a performance fee is payable (i.e. the Net Asset Value per Unit at which the performance fee for the relevant period was determined). The benchmark index for the Fund with effect from 1 January 2018 is the Topix Net Total Return Index Bloomberg code: TPX NTR (the **'Benchmark'**). Up to 31 December 2017, the benchmark index for the Fund was the TOPIX Index (Tokyo First Section All-Share Index) Bloomberg code: TPX.

The performance fee payable in relation to each Class of Units will be the following percentage of the Funds' outperformance of the Benchmark during the relevant period. No performance fee is payable by Class B Units, Class C Units and Class D Units.

Class	A	B	C	D	E	H
Performance Fee	15%	-	-	-	15%	20%

In the event of redemptions prior to the end of the relevant financial year, the performance fee may be computed up to the date of redemption and the Manager may be entitled to deduct from the redemption proceeds any performance fees payable to the Investment Manager in respect of the relevant period.

The calculation of the performance fee will be verified by the Trustee.

Where performance fees are payable by the Fund, these will be based on the net realised and net unrealised gains and losses as at the end of the Performance Period. As a result, performance fees may be paid on unrealised gains which may never subsequently be recovered.

The Investment Manager may in its discretion elect to receive all or any part of the performance fee due from the Fund in the form of Units in the Fund as valued at the prevailing Net Asset Value per Unit, provided that such election is made prior to the end of the relevant Performance Period. Save for the minimum subscription restrictions, these Units received in lieu of fees will be subject to all restrictions and terms applicable to the holders of Units.

Where the Fund invests in shares or units of other collective investment schemes that are managed directly or by delegation by the Investment Manager or by any other company with which the Investment Manager is linked by common management or control or by a substantial direct or indirect holding, the Investment Manager or other company may not charge subscription, exchange or repurchase fees on account of the Fund's investment in the shares or units of the other collective investment scheme.

The Fund may not charge an annual management fee in respect of that portion of its assets invested in other funds within the Trust or other collective investment schemes managed by the Investment Manager. This is also applicable to the annual fee and any performance fee charged by the Investment Manager where this fee is paid directly out of the assets of the Fund.

This section should be read in conjunction with the section entitled **"FEES AND EXPENSES"** in the Prospectus.