

IMPORTANT: This letter requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice.

18 January 2012

Dear Investor,

Changes to JPMorgan Series II Funds (the “Fund”)

We are writing to inform you of some changes that are being made to the Fund and its sub-funds and to the Fund’s Hong Kong Offering Document (“Offering Document”).

1. General Offering Document amendments

As the Fund is domiciled in Luxembourg, a number of updates and changes are required to be made to the Offering Document pursuant to the Luxembourg Law of 17 December 2010. With immediate effect, all references to the previous Luxembourg directives or to the Luxembourg law relating to collective investment undertakings disclosed in the Offering Document shall be deleted in their entirety and replaced by the new Luxembourg directives and law. Details are as follow:

Existing disclosure in the Offering Document	New disclosure in the Offering Document
Luxembourg Law of 20 December 2002	Luxembourg Law of 17 December 2010
Directive 85/611 of 20 December 1985 (as amended)	revised EU Directive 2009/65/EC on collective investment undertakings (“UCITS IV Directive”)

2. Appendix II – Investment Restrictions and Powers

As none of the sub-funds within the Fund has used or will use financial derivative instruments for any purposes, it has been decided that the Offering Document will be amended to remove those sections which relate to the use of such financial derivative instruments.

Also, the section in Appendix II of the Offering Document regarding the use of financial techniques and instruments has been amended. This change has been made to mirror the provisions of the CSSF (the “Commission de Surveillance du Secteur Financier”, the Luxembourg supervisory authority) circular 08/356 which amongst other things, allows the reinvestment of the cash received as collateral under certain conditions. Details of the change are set out in (1) and (2) under Appendix I hereto for your information.

The directors of the Hong Kong Representative of the Fund accept responsibility for the accuracy of the content of this letter.

If you have any questions regarding the contents of this letter or any other aspect of the Fund, please do not hesitate to contact:

- your bank or financial adviser;
- our Intermediary Hotline on (852) 2978 7788;
- our Intermediary Clients' Hotline on (852) 2265 1000; or
- if you normally deal directly with us, our JPM Funds InvestorLine on (852) 2265 1188.

Yours faithfully,

For and on behalf of

JPMorgan Funds (Asia) Limited

as Hong Kong Representative of the Fund

A handwritten signature in black ink, appearing to be 'Terry S. Pan', with a small dot at the end.

Terry S. Pan, CFA

Head of Hong Kong Business

Encl.

Appendix I

- (1) The section headed, “Financial Techniques and Instruments” in Appendix II of the Hong Kong Offering Document, will be deleted in its entirety and replaced as follows:

“Financial techniques and instruments

Financial techniques and instruments (securities lending, sale with right of repurchase transactions as well as repurchase and reverse repurchase agreements) may be used by any Sub-Fund for the purpose of generating additional capital or income or for reducing costs or risk, to the maximum extent allowed by and within the limits set forth in (i) article 11 of the Grand Ducal regulation of 08 February 2008 relating to certain definitions of the Luxembourg Law, (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments (“CSSF Circular 08/356”) and (iii) any other applicable laws, regulations, circulars or CSSF positions.

A significant proportion of the income generated from the securities lending program is credited to participating Sub-Funds, with a portion of the income shared between the Management Company for oversight of the program and JPMorgan Chase Bank, N.A. for its role as securities lending agent for the Fund. The net revenues of the Fund arising from securities lending transactions are specified in the half-yearly and annual reports published by the Fund. Borrowers of securities lent by participating Sub-Funds are approved by the Management Company after appropriate assessment of such borrowers’ status and financial standing. Cash collateral received in the context of the use of such techniques and instruments may be reinvested pursuant to the laws, regulations and pronouncements above, in:

- (a) shares or units in money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;*
- (b) short-term bank deposits;*
- (c) money market instruments as defined in Directive 2007/16/EC of 19 March 2007;*
- (d) short-term bonds issued or guaranteed by a EU Member State, Switzerland, Canada, Japan or the United States or by their local authorities or by supranational institutions and undertakings with EU, regional or world-wide scope;*
- (e) bonds issued or guaranteed by first class issuers offering an adequate liquidity, and*
- (f) reverse repurchase agreement transactions according to the provisions described under section I (C) (a) of CSSF Circular 08/356.*

To the extent required by CSSF Circular 08/356, reinvestments of such cash collateral must be taken into account for the calculation of the Sub-Fund’s global exposure.

Use of the aforesaid techniques and instruments involves certain risks (See Section 4 – Risk Factors) and there can be no assurance that the objective sought to be obtained from such use will be achieved.”

- (2) Currently, the Fund may engage in securities lending transactions in order to generate additional revenue for shareholders. In addition to the above, the following information will be inserted in the Hong Kong Offering Document:-

“Securities Lending and Repurchase Agreement Arrangement

The Fund may lend portions of its securities portfolio to third parties. Such lending may only be effected via recognised clearing houses, or through the intermediary of prime financial institutions that specialise in such activities and in the modus specified by them. The Fund will seek to appoint counterparties who have a minimum credit rating of at least A- by Standard & Poor’s Rating Agency or be of a similar credit status. Such transactions may not be entered into for longer than 30 days. The lending transactions may not be carried out on more than 50% of the aggregate market value of the securities in the portfolio of each Sub-Fund provided however that this limitation is not applicable where the Fund has the right to terminate the contract at any time and obtain restitution of the securities lent.

The Fund may share with parties organising or structuring securities lending arrangements or acting as agents in relation to securities lending transactions the revenues arising from the securities lending transactions as may be agreed between the Fund and such parties from time to time. For this purpose, no distinction is made between

members of the JPMorgan Chase & Co. and any other party that may participate in such securities lending transactions. The Directors will ensure that revenues arising from securities lending arrangements and the division thereof are in accordance with usual market practice and that the Sub-Fund retains an appropriate share thereof. For this arrangement, 70% of any incremental income earned from securities lending is accrued to the applicable Sub-Fund, with the remaining income payable to the relevant parties which arrange the transaction. The net revenues of the Fund arising from securities lending transactions are specified in the half-yearly and annual reports of the Fund.

The Fund may enter into repurchase agreement transactions, which consist of a forward transaction at the maturity of which the Fund has the obligation to repurchase the asset sold and the buyer (the counterparty) the obligation to return the asset received under the transaction. The Fund may enter into these transactions only if the counterparties to these transactions are subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law. The Fund must ensure that, at maturity of the agreement, it has sufficient assets to be able to settle the amount agreed with the counterparty for the restitution to the Fund. Notwithstanding the above, the Fund does not currently intend to enter into any repurchase agreement and reverse repurchase transactions. Should the Fund decide to enter into these transactions, this Hong Kong Offering Document will be amended.

All transactions with connected parties are carried out on an arm's length basis.

JPMorgan Chase & Co. and its affiliates are counterparties for all securities lending activity and for certain forward foreign exchange contracts, financial futures contracts and swaps contracts. The Investment Managers, Custodian, Corporate, Administrative and Domiciliary Agent, Management Company and Global Distributors and other related Agents of the Fund are considered as connected parties.

Limitation of the counterparty risk in accordance with CSSF Circular 08/356

The Fund will receive for each securities lending transaction, in accordance with the fourth paragraph of section I. A. 1. of CSSF Circular 08/356, a guarantee (collateral) the value of which is, during the lifetime of the lending agreement, at least equivalent to 90% of the global valuation (interests, dividends and other eventual rights included) of the securities lent.

The risk exposure to a single counterparty of the Fund arising from one or more securities lending transactions, sale with right of repurchase transactions and/or reverse repurchase/repurchase transactions may not exceed 10% of its assets when the counterparty is a credit institution referred to in article 41, paragraph (1) (f) of the Luxembourg law of 20 December 2002 or 5% of its assets in other cases.

The Fund may take into account a guarantee conforming to the requirements set out below in order to reduce the counterparty risk in sale with right of repurchase transactions and/or reverse repurchase and repurchase transactions.

The Fund must receive collateral in cash and/or in the form of securities until termination of the lending contract and the value of which must be at least equal to the value of the global valuation of the securities lent. The collateral must normally take the form of:

- (i) *Liquid assets*
Liquid assets include not only cash and short term bank certificates, but also money market instruments such as defined within Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to certain UCITS as regards the clarification of certain definitions. A letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty are considered as equivalent to liquid assets;
- (ii) *bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-wide scope;*
- (iii) *shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;*
- (iv) *shares or units issued by UCITS investing mainly in bonds/shares mentioned in (v) and (vi) below;*
- (v) *bonds issued or guaranteed by first class issuers offering an adequate liquidity, or*
- (vi) *shares admitted to or dealt in on a regulated market of a Member State of the European Union or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index."*

This addendum is not valid unless accompanied by the Hong Kong Offering Document dated March 2007, as amended from time to time

Addendum dated December 2011 to the Hong Kong Offering Document of JPMorgan Series II Funds dated March 2007

This document is an addendum dated December 2011 to the Hong Kong Offering Document of JPMorgan Series II Funds (the "Fund") dated March 2007, as amended from time to time (the "Offering Document"), and may not be distributed without such Offering Document.

Please note that some of the changes are applicable only to the Chinese version of the Offering Document ("Chinese Offering Document") specified below.

The following changes to the Offering Document shall apply with effect from and including 2 January 2012 unless otherwise specified:

- All references to "摩根富林明基金II" in the Chinese Offering Document shall be deleted in their entirety and replaced by "摩根基金II".
- All references to "JPMorgan Funds (Asia) Limited (previously known as "JF Funds Limited")" in the Offering Document shall be deleted in their entirety and replaced by "JPMorgan Funds (Asia) Limited", with immediate effect.
- All references to "摩根富林明基金II營業日" in the Chinese Offering Document shall be deleted in their entirety and replaced by "摩根基金II營業日".
- All references to "摩根富林明基金II交易日" in the Chinese Offering Document shall be deleted in their entirety and replaced by "摩根基金II交易日".
- All references to "JPMorgan Investor Services (Asia) Limited (previously known as "JF Investor Services Limited")" in the Offering Document shall be deleted in their entirety and replaced by "JPMorgan Investor Services (Asia) Limited", with immediate effect.
- All references to "摩根富林明基金II—歐元", "摩根富林明基金II—英鎊" and "摩根富林明基金II—美元" in the Chinese Offering Document shall be deleted in their entirety and replaced by "摩根基金II—歐元", "摩根基金II—英鎊" and "摩根基金II—美元", as appropriate.
- All references to "摩根富林明基金" and "摩根富林明股份" in the Chinese Offering Document shall be deleted in their entirety and replaced by "摩根基金" and "摩根股份", as appropriate.
- All references to "摩根富林明投資基金" and "摩根富林明投資股份" in the Chinese Offering Document shall be deleted in their entirety and replaced by "摩根投資基金" and "摩根投資股份", as appropriate.

- Appendix I of the Chinese Offering Document shall be deleted in its entirety and replaced by the following:

“附錄一

「分銷商」：摩根基金（亞洲）有限公司（JPMFAL）或其副分銷商

股份類別詳情

子基金	股份類別 (法定名稱)	股份類別 (宣傳名稱)	認購費	每年管理 及顧問費	贖回費	經營及 行政開支
摩根基金II－歐元	JF歐元	摩根歐元	無	0.25%	無	附註
摩根基金II－英鎊	JF英鎊	摩根英鎊	無	0.25%	無	附註
摩根基金II－美元	JF美元	摩根美元	無	0.25%	無	附註

每個類別股份之貨幣面值以該類別股份名稱後綴之貨幣表示。

附註：子基金的經營及行政開支通常介乎子基金淨資產0.05%至0.37%（不包括交易費用及合理的墊付費用及實報實銷開支）。於一個財政年度已付的託管費將列載於本基金的年度報告內。”

This addendum is not valid unless accompanied by the Hong Kong Offering Document dated March 2007, as amended from time to time

Addendum dated June 2011 to the Hong Kong Offering Document of JPMorgan Series II Funds dated March 2007

This document is an addendum dated June 2011 to the Hong Kong Offering Document of JPMorgan Series II Funds (the "Fund") dated March 2007, as amended from time to time (the "Offering Document"), and may not be distributed without such Offering Document.

The following changes to the Offering Document shall apply simultaneously and with immediate effect:

- (1) The following definition in the "DEFINITIONS" section of the Offering Document shall be amended and replaced by the following:

"Offering Document" This Hong Kong Offering Document, including all addenda and Product Key Facts Statements.

- (2) The second paragraph under the section "IMPORTANT INFORMATION" of the Offering Document shall be deleted in its entirety and replaced by the following:

"The Management Company accepts full responsibility for the accuracy of the information contained in this Offering Document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement misleading as at the date of publication."

- (3) The seventh paragraph under the section "IMPORTANT INFORMATION" of the Offering Document shall be deleted in its entirety and replaced by the following:

"The SFC has authorised the Sub-Funds described in this Offering Document or any addendum hereto, under (i) section 15 of the Securities Ordinance (now deemed to have been authorised under section 104 of the Securities and Futures Ordinance) and (ii) section 104 of the Securities and Futures Ordinance. SFC authorisation is not a recommendation or endorsement of the Sub-Funds nor does it guarantee the commercial merits of the Sub-Funds or their performance. It does not mean the Sub-Funds are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors."

- (4) The second paragraph of section 10 of the Offering Document entitled "MEETINGS AND REPORTS" shall be deleted in its entirety and replaced by the following:

"The financial year end of the Fund is 31 July each year. The audited annual report of the Fund will be made available to investors through the website www.jpmorganam.com.hk¹ within four months of the end of each financial year. In addition, an unaudited half-yearly report will be made available to investors through the website www.jpmorganam.com.hk within two months of the end of each interim accounting period. When the audited accounts and unaudited half-yearly report are finalised, investors will be notified with details of where they can access them. The audited accounts and unaudited half-yearly report will be published in English only. Such reports form an integral part of the Offering Document. Investors may obtain the printed copies of the financial reports from JPMFAL's registered office upon request."

- (5) The following section shall be inserted after section 12.2 of the Offering Document entitled "Documents Available for Inspection":

"12.3 Complaints and Enquiries Handling

Investors may contact JPMFAL, the Hong Kong Representative of the Fund, for any queries or complaints in relation to the Fund. To contact JPMFAL, investors may either:

- Write to the registered office of JPMFAL (address at 21st Floor, Chater House, 8 Connaught Road Central, Hong Kong);
- Call JPM Funds InvestorLine on (852) 2265 1188; or
- Call Intermediary Clients' Hotline on (852) 2265 1000.

JPMFAL will, under normal circumstances, endeavour to send an acknowledgement of receipt of the enquiries and complaints to the relevant investor within 5 HK Business Days of receipt. Enquiries and complaints will be handled on a case by case basis."

¹ The website has not been reviewed by the SFC. It may contain information on funds which are not authorised for sale to the public in Hong Kong and are not available to Hong Kong investors.

- (6) The information on J.P. Morgan Investment Management Inc. under the subsection entitled "Sub-Manager" under the section entitled "DIRECTORY" shall be deleted in its entirety and replaced by the following:

"J.P. Morgan Investment Management Inc.

270 Park Avenue
New York, NY 10017
United States of America"

This addendum is not valid unless accompanied by the Hong Kong Offering Document dated March 2007, as amended from time to time

Addendum dated December 2008 to the Hong Kong Offering Document of JPMorgan Series II Funds dated March 2007

This document is an addendum dated December 2008 to the Hong Kong Offering Document of JPMorgan Series II Funds (the "Fund") dated March 2007, as amended from time to time (the "Offering Document"), and may not be distributed without such Offering Document.

The following change to the Offering Document shall apply with effect from and including 2 January 2009:

- Reference to "JF Funds Limited" in the eleventh paragraph under the sub-section entitled "7.1 Subscriptions" under the section entitled "7. DEALING" shall be deleted in its entirety and replaced by "JPMorgan Funds (Asia) Limited".

The following changes to the Offering Document shall apply simultaneously and with immediate effect:

- The definition of the term "JFF" under the section "DEFINITIONS" shall be deleted in its entirety and replaced by the following:

""JPMFAL" JPMorgan Funds (Asia) Limited (previously known as "JF Funds Limited"), the Fund's Hong Kong representative"

- Except the eleventh paragraph under the sub-section entitled "7.1 Subscriptions" under the section entitled "7. DEALING", all references to "JF Funds Limited" in the Offering Document shall be deleted in their entirety and replaced by "JPMorgan Funds (Asia) Limited (previously known as "JF Funds Limited)".
- All references to "JFF" in the Offering Document shall be deleted in their entirety and replaced by "JPMFAL".
- All references to "JF Investor Services Limited" in the Offering Document shall be deleted in their entirety and replaced by "JPMorgan Investor Services (Asia) Limited (previously known as "JF Investor Services Limited)".
- All references to "JF MasterSaver" in the Offering Document shall be deleted in their entirety and replaced by "MasterSaver".
- All references to "www.jfam.com" in the offering Document, shall be deleted in their entirety and replaced by "www.jpmorganam.com.hk".
- Appendix I shall be deleted in its entirety and replaced by the following:

“Appendix I

“Distributor”: JPMorgan Funds (Asia) Limited (JPMFAL) or its sub-distributors

Share Class Details

Sub-Fund	Share Class (Legal Name)	Share Class (Marketing Name)	Initial Charge	Annual Management and Advisory Fee	Redemption Charge	Operating and Administrative Expenses
JPMorgan Series II Funds - EUR	JF EUR	JPM EUR	Nil	0.25%	Nil	Note
JPMorgan Series II Funds - GBP	JF GBP	JPM GBP	Nil	0.25%	Nil	Note
JPMorgan Series II Funds - USD	JF USD	JPM USD	Nil	0.25%	Nil	Note

The currency denomination for each Class of Shares is indicated by a suffix to the name of the Class of Share.

Note: The Operating and Administrative Expenses of the Sub-Funds typically range from 0.05% to 0.37% of the net assets of the Sub-Funds (excluding transaction charges and reasonable disbursements and out of pocket expenses). The custodian fee paid in a financial year will be shown in the annual report of the Fund.”

This addendum is not valid unless accompanied by the Hong Kong Offering Document dated March 2007, as amended from time to time

Addendum dated May 2008 to the Hong Kong Offering Document of JPMorgan Series II Funds dated March 2007

This document is an addendum dated May 2008 to the Hong Kong Offering Document of JPMorgan Series II Funds (the "Fund") dated March 2007, as amended from time to time (the "Offering Document"), and may not be distributed without such Offering Document.

I General amendments to the Offering Document

- a) The following text shall be inserted before Section 7.1 of the Offering Document:

"The application form may provide that the Shares of one or more Sub-Funds may not be offered to, subscribed or owned by, directly or indirectly, any US Person (as this term is defined under United States federal securities, commodities and tax laws) or may be owned only by certain categories of US Persons specified therein. Shareholders are required to notify the Management Company immediately in the event that they are or become US Persons or hold Shares for the account or benefit of US Persons or otherwise hold Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Fund or the Shareholders or otherwise be detrimental to the interests of the Fund. If the Directors become aware that a Shareholder (a) is a US Person or is holding Shares for the account of a US Person, (b) is holding Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Fund or the Shareholders or otherwise be detrimental to the interests of the Fund, the Directors may redeem the Shares in accordance with the provisions of the Articles.

The value of Shares held by any Shareholder in any one Class of Shares after any switch or redemption should generally exceed the minimum holding stipulated previously for the relevant Class of Shares.

Unless waived by the Management Company, if, as a result of any switch or redemption request, the amount invested by any Shareholder in a Class of Shares in any one Sub-Fund falls below the minimum investment for that Class of Shares, it will be treated as an instruction to redeem or switch, as appropriate, the Shareholder's total holding in the relevant Class of Shares.

Under the same circumstances, the Board of Directors may convert Shares of one Class of Shares into Shares of another Class of Shares within the same Sub-Fund with higher charges or fee load.

Investors dealing through JFF are subject to the dealing practices described below."

- b) The following text shall be inserted after the first paragraph under Section 11 of the Offering Document:

"The minimum capital requirement of the Fund is set out in the 2002 law. The share capital of the Fund is represented by fully paid shares of no par value and is at any time equal to its net asset value. Should the capital of the Fund fall below two thirds of the minimum capital, an Extraordinary Meeting of Shareholders must be convened to consider the dissolution of the Fund. Any decision to liquidate the Fund must be taken by a majority of the votes cast. Where the share capital falls below one quarter of the minimum capital, the Directors must convene an Extraordinary Meeting of Shareholders to decide upon the liquidation of the Fund. At that meeting, the decision to liquidate the Fund may be taken by Shareholders holding together one quarter of the shares present or represented."

- c) The following text shall replace the first sentence of the second paragraph under Section 11 of the Offering Document:

"If the value of the assets of a Sub-Fund is less than US\$10,000,000 or its equivalent, or if a change in the economic or political situation relating to the Class concerned would justify it, or in order to proceed to an economic rationalisation or if the interest of the Shareholders would justify it, the Directors may decide to redeem all the Shares of that Sub-Fund."

- d) The following text shall replace the first sentence of the third paragraph under Section 11 of the Offering Document:

"In addition, and under the same circumstances, the Directors may decide to merge Sub-Funds with other Sub-Funds or merge Sub-Funds into other collective investment undertakings governed by Part I of the 2002 Law or reorganise the Shares of a Sub-Fund into two or more Classes of Shares or combine two or more Classes of Shares into a single Class."

- e) Section 12.1 shall be amended by deleting it in its entirety and replacing with the following:

"12.1 Price Information

The prices of Shares are published regularly in the South China Morning Post (but with effect from and including 19 May 2008, publication will be made in the Standard instead) and the Hong Kong Economic Times. Prices of Shares distributed via JFF are also available on the Internet on "www.jffam.com"."

II Amendment to Appendix II of the Offering Document - "Investment Restrictions and Powers"

The following text shall replace Section 5 b) of Appendix II-"Investment Restrictions and Powers":

"The Management Company may not levy any subscription or redemption fees, nor any Annual Management and Advisory Fee if it invests in units of UCITS and/or other UCIs which:

- i) it manages itself either directly or indirectly; or*
- ii) are managed by a company with which it is related by virtue of:*
 - a. common management, or*
 - b. control, or*
 - c. a direct or indirect interest of more than 10 percent of the capital or the votes."*

This addendum is not valid unless accompanied by the Hong Kong Offering Document dated March 2007, as amended from time to time

Addendum dated October 2007 to the Hong Kong Offering Document of JPMorgan Series II Funds dated March 2007

This document is an addendum dated October 2007 to the Hong Kong Offering Document of JPMorgan Series II Funds (the "Fund") dated March 2007, as amended from time to time (the "Offering Document"), and may not be distributed without such Offering Document.

I Risk Factors

The following text relating to currency hedging transactions shall follow the first paragraph under Section 4.1 of the Offering Document:

"The attention of Shareholders is drawn to the fact that the Net Asset Value of a Share Class denominated in one currency may vary unfavourably in respect of another Share Class denominated in another currency due to hedging transactions."

II Charges and Expenses

The following text relating to double-charging of fees shall follow the first sentence of the third paragraph under Section 8 of the Offering Document:

"In accordance with Section 5 b) of Appendix II - "Investment Restrictions and Powers", no double charging of fees will occur."

III Appendix II - Investment Restrictions and Powers

The following text shall replace Section 5 b) of Appendix II - "Investment Restrictions and Powers":

"When the Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a direct or indirect holding of more than 10%, no subscription or redemption fees may be charged to the Fund on account of its investment in the units of such other UCITS and/or UCIs."



JPMorgan Series II Funds

Hong Kong Offering Document
March 2007

Definitions	1
Important Information	4
1. Fund Structure	5
2. Sub-Funds	5
3. Investment Objectives and Policies	5
4. Risks Factors	8
5. Distribution Policy	10
6. Calculation of Prices	10
6.1 Net Asset Value per Share	
7. Dealing	11
7.1 Subscriptions	
7.2 Evidence of Identity	
7.3 Nominee Arrangement	
7.4 Redemptions	
7.5 Switches	
7.6 Suspension of Dealing	
8. Charges and Expenses	16
9. Taxation	17
9.1 Luxembourg	
9.2 Hong Kong	
9.3 European Union Tax Considerations	
10. Meetings and Reports	19
11. Termination	19
12. General Information	20
12.1 Price Information	
12.2 Documents Available for Inspection	
Directory	21
Appendix I	22
Appendix II - Investment Restrictions and Powers	23

DEFINITIONS

“Articles”	The Articles of Incorporation of the Fund as amended from time to time
“Benchmarks”	<p>The benchmark where listed in section 3 of this Offering Document for each Sub-Fund is a point of reference against which the performance of the Sub-Fund may be measured, unless otherwise stated. The degree of correlation with the benchmark may vary from Sub-Fund to Sub-Fund, depending on factors such as the risk profile, investment objective and investment restrictions of the Sub-Fund, and the concentration of constituents in the benchmark. Where a Sub-Fund’s benchmark is part of the investment policy, this is stated in the investment objective and policy of the Sub-Fund in section 3 and the Sub-Fund will be seeking to outperform such benchmark. Where Sub-Funds’ currency exposure is managed with reference to a benchmark, the benchmarks are stated at the investment policy of the Sub-Fund in section 3.</p> <p>The description “Total Return Net” is applied to a benchmark when the return is quoted net of tax on dividends, “Total Return Gross” is applied to a benchmark when the return is quoted is gross of tax on dividends, and “Price Index” is applied when the return excludes dividend income.</p>
“CSSF”	Commission de Surveillance du Secteur Financier
“Custodian”	J.P. Morgan Bank Luxembourg S.A.
“Directors”	The Board of Directors of the Fund (the “Board, the “Directors” or the “Board of Directors”)
“Distributor”	A distributor of certain Share Classes of Sub-Funds in Hong Kong. Details of the Distributor and information on the Share Classes available through the relevant Distributor are contained in Appendix I of this Offering Document
“Eligible Market”	An official stock exchange or another Regulated Market, as defined
“Eligible State”	Any EU Member State, any member state of the Organisation for Economic Co-operation and Development (“OECD”), and any other state which the Directors deem appropriate with regard to the investment objectives of each Sub-Fund. Eligible States include in this category the countries in Africa, the Americas, Asia, Australia and Europe
“EU Member State”	A member state of the European Union (“EU”).
“EUR/Euro”	The official single European currency adopted by a number of EU Member States participating in the Economic and Monetary Union (as defined in European Union legislation)
“FATF”	Financial Action Task Force (also referred to as Groupe d’Action Financiere Internationale “GAFI”). The FATF includes 33 members: 31 countries and jurisdictions (15 of the EU Member States; Argentina; Australia; Brazil; Canada; Hong Kong/China; Iceland; Japan; Mexico; New Zealand; Norway; Russian Federation; Singapore; South Africa; Switzerland; Turkey and the United States of America); and two international organisations (the European Commission and the Gulf Co-operation Council)
“Fund” or “JPMSIIF”	JPMorgan Series II Funds
“GBP”	United Kingdom pounds sterling
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK Business Day”	A day other than a Saturday or Sunday or a local holiday on which the banks in Hong Kong are open for normal banking business
“HK Dealing Day”	A day which is both a JPMSIIF Dealing Day and a HK Business Day
“HK\$”	Hong Kong dollars
“Institutional Investor(s)”	An Investor, within the meaning of Article 129 of the Luxembourg Law of December 2002, which currently includes insurance companies, pension funds, credit establishments and other professionals in the financial sector investing either on their own behalf or on behalf of their clients who are also investors within the meaning of this definition or under discretionary management, undertakings for collective investment and qualified holding companies.

“Investment Manager”	JPMorgan Asset Management (UK) Limited
“Investor”	Any person or entity who holds, whether singly or jointly, the beneficial interest in any Shares in respect of which the Nominee holds the legal title and dealing through JFF or its sub-distributors
“ISDA”	The International S waps and D erivatives A ssociation is the global trade association representing participants in the privately negotiated derivatives industry
“JFF”	JF Funds Limited, the Fund’s Hong Kong Representative
“JF Fund”	Any fund in respect of which JFF acts as either the manager or Hong Kong representative
“JPMorgan Chase & Co”	The Management Company’s ultimate holding company and its direct and indirect subsidiaries and affiliates worldwide
“JPMSIIF Business Day”	A Week Day other than New Year’s Eve, New Year’s Day, Easter Monday, Christmas Day, the day prior to and following Christmas Day, or, if these days are not on Week Days, holidays in lieu of these days
“JPMSIIF Dealing Day”	A JPMSIIF Business Day other than, in relation to a Sub-Fund’s investments, a day on which any exchange or market on which a substantial portion of the relevant Sub-Fund’s investments is traded, is closed or while dealings on any such exchange or market are restricted or suspended. A list of expected non-dealing days applicable to investors who deal through JFF is available from JFF on request
“Management Company”	JPMorgan Asset Management (Europe) S.à r.l.
“Net Asset Value”	In relation to any Shares (or, where the context requires, any Sub-Fund represented by any shares), the value per Share or per Class of Shares (or, where the context requires, Sub-Fund) determined in accordance with paragraph 6.1 of this Offering Document
“Nominee”	JF Investor Services Limited
“Offering Document”	This Hong Kong Offering Document
“OTC”	Over-the-counter
“Reference Currency”	The reference currency of a Sub-Fund (or a Class thereof, if applicable) which, however, does not necessarily correspond to the currency in which the Sub-Fund’s assets are invested at any point in time
“Regulated Market”	The market defined in item 13 of Article 1 of the Council Directive 93/22/EEC of 10th May 1993 on investment services in the transferable securities field, as amended, as well as any other market in an Eligible State which is regulated, operates regularly and is recognised and open to the public
“SFC”	Securities and Futures Commission of Hong Kong
“Shares”	Any Class of Shares issued by the Fund and set out in Appendix I of this Offering Document
“Share Class(es)/ Class(es) of Shares”	Pursuant to the Articles of the Fund, the Board of Directors may decide to issue, within each Sub-Fund, separate classes of shares (hereinafter referred to as a “Share Class” or “Class of Shares”, as appropriate) whose assets will be commonly invested but where a specific initial or redemption charge structure, fee structure, minimum subscription amount, currency or dividend policy may be applied. Share Class details are available in Appendix I
“Shareholder”	A registered holder of shares of any class in the capital of the Fund (including the Nominee)
“Sub-Fund”	A specific portfolio of assets and liabilities within the Fund having its own Net Asset Value and represented by a separate class or classes of shares, which are distinguished mainly by their specific investment policy and objective and/or by the currency in which they are denominated. The specifications of each Sub-Fund currently available to Hong Kong investors are described more fully in section 3 of this Offering Document. The Directors may, at any time, decide to create additional Sub-Funds and, in such case, section 3 of this Offering Document will be updated

“Sub-Manager”	J. P. Morgan Investment Management Inc.
“Units”	Units or shares in any JF Fund
“UCI”	An Undertaking for Collective Investment
“UCITS”	An Undertaking for Collective Investment in Transferable Securities governed by the amended Council Directive 85/611/EEC of December 20, 1985
“USD” or “US\$”	United States dollars
“Week Day”	A day other than a Saturday or Sunday

Words importing the singular shall, where the context permits, include the plural and vice versa.

IMPORTANT INFORMATION

Prospective investors should review this Offering Document carefully and in its entirety and consult with their legal, tax and financial advisers in relation to (i) the legal and regulatory requirements within their own countries for the subscribing, purchasing, holding, switching, converting, redeeming or disposing of Shares; (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the subscription, purchase, holding, switching, conversion, redemption or disposition of Shares; (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, switching, converting, redeeming or disposing of Shares; and (iv) any other consequences of such activities.

The Management Company accepts responsibility for the accuracy of the information contained in this Offering Document as at the date of publication.

Notwithstanding the incorporation into this Offering Document of the Fund of the availability of investment powers under the UCITS Directive 2001/108/EC as set out in section 3 of this Offering Document, it is the intention of the Management Company to take reasonable steps in accordance with Luxembourg law and regulations to operate or procure the operation of the Sub-Funds having regard to the general investment principles under UCITS I regulations for so long as the Fund and the Sub-Funds are authorised by the SFC. Should any of the Sub-Funds that are authorised by the SFC intend to take advantage of any change in its investment objectives, policy and/or restrictions in future significantly beyond the general investment principles under UCITS I, this Offering Document will be updated and Shareholders in Hong Kong will be provided with not less than one month's (or such other period as the SFC may require) prior written notification in respect of the amendment. The investment restrictions relating to the UCITS I regulations will be available upon request at the office of JFF.

None of the Shares representing the Sub-Funds contained in this Offering Document have been or will be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or under the securities laws of any state or political subdivision of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction including the Commonwealth of Puerto Rico (the "United States" or "US"), and such Shares may be offered, sold or otherwise transferred only in compliance with the 1933 Act and such state or other securities laws. Certain restrictions also apply to any subsequent transfer of Shares in the United States to or for the account of any US Person (as defined in Regulation S under the 1933 Act) which includes any resident of the United States, or any corporation, partnership or other entity created or organised in or under the laws of the United States (including any estate of any such person created or organised in the United States). The Fund has not been and will not be registered under the United States Investment Company Act of 1940, as amended. If you are in any doubt as to your status, you should consult your financial or other professional adviser.

No action has been taken to permit the distribution of this Offering Document, in any jurisdiction where action would be required for such purpose, other than Hong Kong. The distribution of this Offering Document is not authorised unless it is accompanied by the most recent audited annual report of the Fund and any subsequent half-yearly report. Such annual and half-yearly report (if applicable) will form part of this Offering Document.

This Offering Document does not constitute an offer or solicitation to anyone in any country where such offer or solicitation is unlawful or unauthorised, or the person receiving the offer or solicitation may not lawfully receive it.

The SFC has authorised the Sub-Funds described in this Offering Document or any addendum hereto, under (i) section 15 of the Securities Ordinance (now deemed to have been authorised under section 104 of the Securities and Futures Ordinance) and (ii) section 104 of the Securities and Futures Ordinance. The SFC does not take any responsibility for the financial soundness of the Fund or the correctness of any statement made or opinion expressed in this Offering Document and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or part of the contents of this Offering Document. Please note that such authorisation by the SFC does not imply any official approval or recommendation of the Sub-Funds.

Notwithstanding anything in this Offering Document to the contrary, each recipient of this Offering Document (and each employee, representative, or other agent of such recipient) may disclose to any persons, without limitation of any kind, the tax treatment and tax structure of the transactions contemplated in this Offering Document and all materials of any kind (including opinions or other tax analyses) that are provided to such recipient relating to such tax treatment and tax structure.

Investors should note that the price of Shares and any income from them may fall as well as rise and they may not get back the full amount invested. Past performance is not necessarily a guide to future performance and Shares should be regarded as a medium to long-term investment.

1 FUND STRUCTURE

The Fund is an open-ended investment company domiciled in Luxembourg, which qualifies as a Société d'Investissement à Capital Variable under Part I of the Luxembourg Law on Collective Investment Undertakings dated December 20, 2002 (the "2002 Law"), and qualifies as an Undertaking for Collective Investments in Transferable Securities under the amended EC Directive 85/611 of December 20, 1985. The Fund was organised by notarial deed dated 30 January 1992 and its Articles were published in the Memorial on 10 March 1992.

The Directors have appointed the Management Company to generally administer the business and affairs of the Fund, subject to the overall control and supervision of the Directors.

The Management Company of the Fund has appointed JFF as the Fund's representative in Hong Kong.

The Fund operates separate Sub-Funds, each of which is represented by one or more Classes of Shares (including the Shares). The Sub-Funds are distinguished by their specific investment policy or any other specific features. Each Class of Shares is, or will on issue, be listed on the Luxembourg Stock Exchange. The Directors may decide to make an application to list any Class of Shares on any other recognised stock exchange.

The Management Company has been permitted by the Fund to delegate its investment management functions in respect of the Sub-Funds listed in section 3 of this Offering Document to the Investment Manager.

The Investment Manager has further delegated its investment management functions in respect of JPMorgan Series II Funds – USD to the Sub-Manager.

The Directors may at any time resolve to set up new Sub-Funds and / or create within each Sub-Fund different Classes of Shares whose assets will be commonly invested pursuant to the specific investment policy of the relevant Sub-Fund. A specific fee structure, currency denomination or other specific feature may apply to each Class of Shares and a separate Net Asset Value per share, which may differ as a consequence of these variable factors, will be calculated for each class.

2 SUB-FUNDS

The Share Classes of the Sub-Funds listed in Appendix I are available for subscription by investors in Hong Kong through the relevant Distributor (see Appendix I for further details). Certain Distributors have been appointed to distribute some but not all of the Sub-Funds listed in section 3 of this Offering Document.

3 INVESTMENT OBJECTIVES AND POLICIES

The exclusive objective of the Fund is to place the funds available to it in transferable securities, money market instruments, liquid financial assets and other permitted assets of any kind authorised by Part I of the 2002 Law with the purpose of spreading investment risks and affording its Shareholders the results of the management of its portfolios.

The benchmarks of the respective Sub-Funds will either be: "Total Return Net" which is net of tax on dividends, "Total Return Gross" which is gross of tax on dividends or "Price Index" which excludes dividend income.

The Fund employs a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each individual Sub-Fund. Furthermore, the Fund employs a process for accurate and independent assessment of the value of OTC derivative instruments which is communicated to the CSSF on a regular basis in accordance with the 2002 Law.

Each Sub-Fund which contains reference to the term "principally" or "primarily" in its investment objective always invests, subject to any tighter requirements, at least two-thirds of its assets in a way which corresponds, without exception, to its name.

JPMorgan Series II Funds - EUR

Reference Currency

Euro (EUR)

Benchmark

7 day Euro LIBID (Total Return Gross)

Investment Policy

The investment objective of the Sub-Fund is to achieve a competitive level of total return in the reference currency, with the preservation of capital and a high degree of liquidity.

The Sub-Fund will invest all of its assets, excluding cash and deposits, in high quality short-dated transferable debt securities and money market instruments denominated in EUR.

The Sub-Fund's portfolio will have an average maturity that will not exceed twelve months and will only hold securities which, at the time of their acquisition by the Sub-Fund, have an initial or remaining maturity which does not exceed 12 months, taking into account their own terms and conditions and/or the effect of any connected financial instruments, or securities for which the reference interest rate, pursuant to their terms and conditions or as a result of connected financial instruments, is adjusted at least annually on the basis of market conditions.

For longer-term securities the Sub-Fund's investments will generally be restricted to securities rated at least A2 by Moody's Investors Service ("Moody's") or A by Standard & Poor's Corporation ("S&P").

For shorter-term securities the quality will be at least Prime-1 as rated by Moody's or A1 by S&P.

The Sub-Fund may also invest in unrated securities which are in the opinion of the Investment Manager of comparable quality.

Within the investment restrictions contained in Appendix II - "Investment Restrictions and Powers", this Sub-Fund may at any time enter into repurchase agreements with highly rated financial institutions specialised in this type of transaction.

Profile of the Typical investor

This Sub-Fund is a liquidity Sub-Fund that uses high quality money market instruments to enhance returns without compromising liquidity or security. Investors in the Sub-Fund are therefore likely to be looking for an alternative to cash deposits for their medium-term or temporary cash investments, including seasonal operating cash for pension funds or the liquidity components of investment portfolios.

Risk Profile of the Sub-Fund

This liquidity Sub-Fund provides a relatively low risk investment. It operates by pooling investors' assets across a number of high-quality money market instruments, aiming for high levels of security, liquidity and yield.

As the Sub-Fund's underlying investments are primarily in very short-term securities, often issued by the government or by banks, the risk to investors' capital is relatively low compared with investments in longer term securities. Furthermore, the pooled nature of the Sub-Fund means that investors are not exposed to the balance sheet risk of individual banks and custodians, as they are when holding cash in a bank deposit account.

Non-EUR denominated investors are exposed to currency risk as the Sub-Fund's underlying assets are denominated in EUR.

JPMorgan Series II Funds - GBP

Reference Currency

British Pound (GBP)

Benchmark

7 day Sterling LIBID (Total Return Gross)

Investment Policy

The investment objective of the Sub-Fund is to achieve a competitive level of total return in the reference currency, with the preservation of capital and a high degree of liquidity.

The Sub-Fund will invest all of its assets, excluding cash and deposits, in high quality short-dated transferable debt securities and money market instruments denominated in GBP.

The Sub-Fund's portfolio will have an average maturity that will not exceed twelve months and will only hold securities which, at the time of their acquisition by the Sub-Fund, have an initial or remaining maturity which does not exceed 12 months, taking into account their own terms and conditions and/or the effect of any connected financial instruments, or securities for which the reference interest rate, pursuant to their terms and conditions or as a result of connected financial instruments, is adjusted at least annually on the basis of market conditions.

For longer-term securities the Sub-Fund's investments will generally be restricted to securities rated at least A2 by Moody's Investors Service ("Moody's") or A by Standard & Poor's Corporation ("S&P").

For shorter-term securities the quality will be at least Prime-1 as rated by Moody's or A1 by S&P.

The Sub-Fund may also invest in unrated securities which are in the opinion of the Investment Manager of comparable quality.

Within the investment restrictions contained in Appendix II - "Investment Restrictions and Powers", this Sub-Fund may at any time enter into repurchase agreements with highly rated financial institutions specialised in this type of transaction.

Profile of the Typical investor

This Sub-Fund is a liquidity Sub-Fund that uses high quality money market instruments to enhance returns without compromising liquidity or security. Investors in the Sub-Fund are therefore likely to be looking for an alternative to cash deposits for their medium-term or temporary cash investments, including seasonal operating cash for pension funds or the liquidity components of investment portfolios.

Risk Profile of the Sub-Fund

This liquidity Sub-Fund provides a relatively low risk investment. It operates by pooling investors' assets across a number of high-quality money market instruments, aiming for high levels of security, liquidity and yield.

As the Sub-Fund's underlying investments are primarily in very short-term securities, often issued by the government or by banks, the risk to investors' capital is relatively low compared with investments in longer term securities. Furthermore, the pooled nature of the Sub-Fund means that investors are not exposed to the balance sheet risk of individual banks and custodians, as they are when holding cash in a bank deposit account.

Non-GBP denominated investors are exposed to currency risk as the Sub-Fund's underlying assets are denominated in GBP.

JPMorgan Series II Funds - USD

Reference Currency

US Dollar (USD)

Benchmark

7 day US Dollar LIBID (Total Return Gross)

Investment Policy

The investment objective of the Sub-Fund is to achieve a competitive level of total return in the reference currency, with the preservation of capital and a high degree of liquidity.

The Sub-Fund will invest all of its assets, excluding cash and deposits, in high quality short-dated transferable debt securities and money market instruments denominated in USD.

The Sub-Fund's portfolio will have an average maturity that will not exceed twelve months and will only hold securities which, at the time of their acquisition by the Sub-Fund, have an initial or remaining maturity which does not exceed 12 months, taking into account their own terms and conditions and/or the effect of any connected financial instruments, or securities for which the reference interest rate, pursuant to their terms and conditions or as a result of connected financial instruments, is adjusted at least annually on the basis of market conditions.

For longer-term securities the Sub-Fund's investments will generally be restricted to securities rated at least A2 by Moody's Investors Service ("Moody's") or A by Standard & Poor's Corporation ("S&P").

For shorter-term securities the quality will be at least Prime-1 as rated by Moody's or A1 by S&P.

The Sub-Fund may also invest in unrated securities which are in the opinion of the Investment Manager of comparable quality.

Within the investment restrictions contained in Appendix II - "Investment Restrictions and Powers", this Sub-Fund may at any time enter into repurchase agreements with highly rated financial institutions specialised in this type of transaction.

Profile of the Typical investor

This Sub-Fund is a liquidity Sub-Fund that uses high quality money market instruments to enhance returns without compromising liquidity or security. Investors in the Sub-Fund are therefore likely to be looking for an alternative to cash deposits for their medium-term or temporary cash investments, including seasonal operating cash for pension funds or the liquidity components of investment portfolios.

Risk Profile of the Sub-Fund

This liquidity Sub-Fund provides a relatively low risk investment. It operates by pooling investors' assets across a number of high-quality money market instruments, aiming for high levels of security, liquidity and yield.

As the Sub-Fund's underlying investments are primarily in very short-term securities, often issued by the government or by banks, the risk to investors' capital is relatively low compared with investments in longer term securities. Furthermore, the pooled nature of the Sub-Fund means that investors are not exposed to the balance sheet risk of individual banks and custodians, as they are when holding cash in a bank deposit account.

Non-USD denominated investors are exposed to currency risk as the Sub-Fund's underlying assets are denominated in USD.

4 RISK FACTORS

4.1 General

The following statements are intended to inform investors of the uncertainties and risks associated with investments and transactions in transferable securities and other financial instruments. Investors should remember that the price of Shares and any income from them may fall as well as rise and that Shareholders may not get back the full amount invested. Past performance is not a guide to future performance and Shares should be regarded as a medium to long-term investment. Where the currency of the relevant Sub-Fund varies from the investor's home currency, or where the currency of the relevant Sub-Fund varies from the currencies of the markets in which the Sub-Fund invests, there is the prospect of additional loss (or the prospect of additional gain) to the investor greater than the usual risks of investment.

4.2 Regulatory

The Fund is domiciled in Luxembourg and investors should note that some of the regulatory protections provided by their local regulatory authorities may not apply. Investors should consult their financial or other professional adviser for further information in this area.

4.3 Investment Objective

Investors should be fully aware of the investment objectives of the Sub-Fund as these may state that the Sub-Fund may invest on a limited basis into areas which are not naturally associated with the name of the Sub-Fund. These other markets may act with more or less volatility than the core investment area and performance will, in part, be dependant on these investments. All investments involve risks and there can be no guarantee against loss resulting from an investment in any Shares, nor can there be any assurance that a Sub-Fund's investment objectives will be attained in respect of its overall performance. Investors should therefore ensure (prior to any investment being made) that they are satisfied with the risk profile of the overall objectives disclosed.

4.4 Suspension of Share Dealings

Investors are reminded that in certain circumstances their right to redeem Shares may be suspended (see Section 7.6 "Suspension of Dealing").

4.5 Futures and Options

Under certain conditions, the Fund may use options and futures on securities, indices and interest rates, as described in Appendix II, "Investment Restrictions and Powers" for the purpose of efficient portfolio management. Also, where appropriate, the Fund may hedge market and currency risks using futures, options or forward foreign exchange contracts. In order to facilitate efficient portfolio management and to better replicate the performance of

the benchmark, the Fund may finally, for a purpose other than hedging, invest in derivative instruments. The Fund may only invest within the limits set out in Appendix II, "Investment Restrictions and Powers".

Transactions in futures carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately larger impact which may work for or against the investor. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions may make it impossible to execute such orders.

Transactions in options also carry a high degree of risk. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

4.6 Holding Securities Outside Luxembourg

Investors holding securities outside Luxembourg with a local custodian or clearing / settlement system or securities depository ("Securities System") may not be as well protected as those held within Luxembourg. In particular, losses may be incurred as a consequence of the insolvency of the local custodian or Securities System. In some markets, the segregation or separate identification of a beneficial owner's securities may not be possible or the practices of segregation or separate identification may differ from practices in more developed markets.

4.7 Potential Conflicts of Interest

The Management Company and JPMorgan Chase & Co. may effect transactions in which the Management Company or JPMorgan Chase & Co. has, directly or indirectly, an interest which may involve a potential conflict with the Management Company's duty to the Fund. Neither the Management Company nor JPMorgan Chase & Co. shall be liable to account to the Fund for any profit, commission or remuneration made or received from or by reason of such transactions or any connected transactions nor will the Management Company's fees, unless otherwise provided, be abated.

The Management Company will ensure that such transactions are effected on terms which are not less favourable to the Fund than if the potential conflict had not existed.

Such potential conflicting interests or duties may arise because the Management Company or JPMorgan Chase & Co. may have invested directly or indirectly in the Fund.

4.8 Price Calculation

Floating rate debt securities of each Sub-Fund are valued in general at cost using the pricing methodology described under the Section 6 "Calculation of Prices". As a result, Shares may be issued and redeemed at prices higher or lower than those which would otherwise be obtained if market valuations were applied on any given day. During any material divergence between this valuation and market valuations, the Directors may decide to re-value an instrument or instruments held within the portfolio on the basis of market valuation. Such a re-valuation may cause an unexpected rise or fall in the Net Asset Value per Share of the relevant Sub-Fund.

4.9 Listing

Unless otherwise stated in section 3 the Shares of the Fund will be listed on the Luxembourg Stock Exchange. The Luxembourg Stock Exchange takes no responsibility for the contents of this Offering Document, make no representations as to its accuracy or completeness and expressly disclaim any liability whatsoever for any kind of loss arising from, or in reliance upon, any part of the contents of this Offering Document.

This Offering Document includes particulars given in compliance with the Listing Regulations of the exchange on which the Shares are listed for the purpose of giving information with regard to the Fund. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Offering Document and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

5 DISTRIBUTION POLICY

It is not envisaged that the Fund will pay a dividend. All income accruing to each Class of Shares will be reinvested.

6 CALCULATION OF PRICES

6.1 Net Asset Value per Share

- (A) (1) The Net Asset Value per Share of each Class will be calculated on each JPMSIIF Dealing Day in the currency of denomination of the relevant Class. It will be calculated by dividing the value of the total net assets attributable to each Class, being the proportionate value of its assets less its liabilities, by the number of Shares of such Class then in issue. The resulting sum shall be rounded to the nearest three decimal places for JPM Classes of Shares and to the nearest two decimal places for JF Classes of Shares.
- (2) The policy for valuing the following assets of each Sub-Fund is as follows:
- (i) In the case of fixed-rate notes with a residual life of 12 months or less, to value at book cost and to amortise any premium or discount on a straight line basis over the remaining life of the instrument. This shall apply whether the fixed-rate note carries a coupon or is a zero coupon instrument.
- and
- (ii) In the case of floating-rate notes, to value at book cost and accrue income earned.
- (3) The Management Company will monitor the correlation between the pricing as described in (A) (2) above and market valuations as described in (4) below on a per instrument and on an overall Sub-Fund portfolio basis and report to the Directors. During a divergence of 0.5 per cent on a specific instrument or 0.40 per cent on the overall Sub-Fund portfolio the Directors or any agent appointed by them for this purpose may at their discretion re-value the instrument or instruments concerned on the basis of market valuation. The Directors or any agent appointed by them for this purpose will, in utilising their discretion, consider (inter alia) the perceived credit risk in relation to the instrument, its volatility and the likelihood of its early sale.
- (4) The value of securities and/or financial derivative instruments which are quoted or dealt in on any stock exchange or any Regulated Market is based on the last available price on the stock exchange or Regulated Market where such securities are traded. If there is more than one exchange or market, the Board shall determine which of such exchanges or markets is the most representative and shall be used for the provision of prices.
- (5) In the event that any of the securities held in the Fund portfolios on the relevant JPMSIIF Dealing Day are not quoted or dealt in on any stock exchange, any other regulated market, or if, with respect to securities quoted or dealt in on any stock exchange or dealt in on any such other market, the price as determined pursuant to sub-paragraph (2) is not representative of the fair market value of the relevant securities, the value of such securities will be determined based on the reasonably foreseeable sale price determined prudently and in good faith.
- (6) The financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in a reliable and verifiable manner on a daily basis and in accordance with market practice.
- (7) Swaps are valued at their fair value based on the underlying securities (at close of business or intraday) as well as on the characteristics of the underlying commitments.
- (8) Units or Shares in open-ended UCIs shall be valued on the basis of their last net asset value, as reported by such undertakings.
- (B) Cash, bills payable on demand and other receivables and prepaid expenses will be valued at their nominal amount, unless it appears unlikely that such nominal amount is obtainable.
- (C) Any assets or liabilities expressed in currencies other than the currency of the relevant Sub-Fund will be converted using the relevant spot rate quoted by a bank or other responsible financial institution.
- (D) All liabilities attributable to a particular Sub-Fund shall be binding solely upon that Sub-Fund. For the purpose of the relations as between Shareholders, each Sub-Fund will be deemed to be a separate entity.

- (E) To the extent that the Directors consider that it is in the best interests of all Shareholders or potential Shareholders, given the prevailing market conditions and the level of subscriptions or redemptions requested by Shareholders or potential Shareholders in relation to the size of the relevant Sub-Fund, securities may be valued either at their bid or offer prices. The net asset value may also be adjusted for such sums as may represent the appropriate provision for dealing charges which may be incurred by the relevant Sub-Fund under such conditions, provided always that such sum shall not exceed 1% of the net asset value of the Sub-Fund.
- (F) The Directors reserve the right to allow prices to be calculated more frequently than once daily, or otherwise to alter dealing arrangements on a permanent or a temporary basis, for example, where the Directors consider that a material change to the market value of the investments in one or more Sub-Funds so demands or where there is an in kind subscription and the Directors deem it is in the interest of the Shareholders to value such a subscription separately. This Offering Document will be amended, following any such permanent alteration, and Shareholders will be informed accordingly.

7 DEALING

Applications for subscription, redemption and switching of Shares may be made through JFF or such other distributor appointed by JFF or the Management Company. The dealing practices described in sections 7.1, 7.2, 7.4 and 7.5 of this section 7 are applicable to dealings made through JFF. Other Distributors may have different dealing practices, for example, earlier dealing cut-off time and different minimum investment amount. As such, investors who intend to subscribe for, redeem or switch Shares through a Distributor other than JFF should consult the relevant Distributor to find out the dealing practices that are applicable to them.

Applications for subscription, redemption and switching of Shares may also be made electronically through any website or internet domain name from time to time specified by JFF (the "Site"). Investors who intend to subscribe, redeem or switch Shares through the Site should refer to the Site or consult JFF to find out the dealing procedures that are applicable to them.

Applications received by JFF before 18:00 (Hong Kong time) on a HK Dealing Day, or such other time agreed by JFF and permitted by the Directors, will be dealt at the relevant Net Asset Value determined on that day. Applications received after 18:00 (Hong Kong time) will normally be executed on the next HK Dealing Day. As a result of this, applications for the subscription, redemption and switching of Shares shall be dealt with on an unknown Net Asset Value basis before the determination of the Net Asset Value for that day.

Specifically, the Fund does not permit market timing (as set out in CSSF circular 04/146) or related excessive, short-term trading practices. In order to protect the best interests of the Shareholders, the Fund and/or the Management Company and/or JFF reserve the right to reject any application for the subscription or switching of Shares from any investor engaging in such practices or suspected of engaging in such practices and to take such further action as they, in their discretion, may deem appropriate or necessary.

7.1 Subscriptions

The Management Company and/or JFF have absolute discretion to accept or reject in whole or in part any application for Shares. If an application is rejected, the money in respect of such application will be returned (without interest) by cheque or, at the cost of the applicant, by telegraphic transfer, within 30 HK Business Days.

The minimum initial and subsequent lump sum investment in the Shares of any one Sub-Fund, subscribed through JFF, is US\$2,000 or an equivalent amount in another currency. The minimum monthly investment through the JF MasterSaver is HK\$1,000 per Sub-Fund per month. JFF may apply a different minimum lump sum investment and/or a different minimum monthly investment in respect of dealing through the Site.

The first time an applicant deals through JFF the applicant must complete, sign and return a MasterAccount application form incorporating the MasterAccount, and for monthly subscribers the JF MasterSaver, terms and conditions as amended from time to time (the "Terms and Conditions"). No application or money should be lodged with any intermediary in Hong Kong who is not licensed or registered to carry on Type 1 regulated activity under Part V of the Securities and Futures Ordinance or who does not fall within the statutory or other applicable exemption from the requirement to be licensed or registered to carry on Type 1 regulated activity (dealing in securities) under Part V of the Securities and Futures Ordinance.

Applicants may normally subscribe for Shares through JFF on each HK Dealing Day.

Applications for Shares made through JFF will only be effected after JFF has received confirmation from its bankers that cleared funds have been received. If an application and cleared funds are received by JFF before 18:00 (Hong Kong time) on a HK Dealing Day, or such other time agreed by JFF and permitted by the Directors, the Shares will normally be issued at the relevant Net Asset Value per Share calculated on that day. Applications and cleared funds received after 18:00 (Hong Kong time) on a HK Dealing Day will normally be executed at the Net Asset Value per Share calculated on the next HK Dealing Day.

All applications to subscribe for Shares shall be dealt with on an unknown net asset value basis before the determination of the net asset value for that day.

Shares subscribed for through JFF will be registered in the name of the Nominee, on behalf of the applicant. The Nominee is a limited liability company incorporated under the laws of the British Virgin Islands. The registered address of the Nominee is PO Box 3151, Road Town, Tortola, British Virgin Islands. The Nominee has been appointed by JFF in accordance with the Terms and Conditions. Applicants who wish to hold Shares directly in their own name may not currently deal (i.e. subscribe, redeem or switch Shares) through JFF and should contact the Management Company in Luxembourg directly. The procedures for dealing through the Management Company may differ from those described in this Offering Document.

Shares will be issued in registered form to three decimal places. Subscription monies representing smaller fractions of a Share will be retained by JFF. Please note that certificates cannot be issued to Investors subscribing through JFF.

A contract note will be sent to successful Investors.

Prices are quoted in the currency denomination of the relevant Shares (see Appendix I for further details).

Payment may be made by either cheque, payable to “JF Funds Limited”, or bank transfer net of all bank charges (i.e. at the expense of the applicant) and should be in the currency of the relevant Shares. JFF, however, may arrange on behalf of, and at the cost of, the applicant a currency exchange service for subscriptions received in other currencies. Such currency conversion will normally be effected on the first Week Day after the relevant HK Dealing Day at either a spot or forward rate at JFF’s absolute discretion.

Third party cheques and cash will not be accepted.

7.2 Evidence of Identity

In order to ensure compliance with any guidelines or regulations for the prevention of money laundering, applicants will be required to provide evidence of identity and, in the case of corporate applicants, of legal existence and corporate authority. Where an applicant is acting on behalf of another person, evidence of the identity of the principal, or confirmation by the applicant that evidence of the underlying principal has been obtained and that the applicant is satisfied as to the source of funds, will be required. Where an applicant fails to provide such evidence or confirmation on request, the relevant application will be rejected.

7.3 Nominee Arrangement

JFF has appointed the Nominee, under the terms of the nominee agreement, to hold the Shares on behalf of the applicant in accordance with the Terms and Conditions which are summarised below:-

- (i) JFF has the right at any time, upon giving an Investor not less than ten calendar days’ notice in writing, to require the Nominee to transfer any Shares then registered in the name of the Nominee for the account of the Investor directly to the Investor.
- (ii) JFF acting as agent for each Investor may: (a) place any orders for the sale or purchase of Shares held or to be held (i) by the Nominee for the account of that Investor or (ii) directly by that Investor upon or following JFF exercising its right referred to in paragraph (i); (b) without further instructions from that Investor, deal with the conversion of any such Shares, whether pursuant to their terms or pursuant to any plan of merger, consolidation, re-organisation, recapitalisation or readjustment or otherwise; and (c) without further instructions from that Investor, direct the Nominee or the Fund to procure that, or cause, any dividends or other entitlements or redemption proceeds paid or payable in respect of any such Shares to be paid directly to JFF on behalf of that Investor. Any such dividends or proceeds will be applied by JFF in accordance with the relevant Investor’s instructions from time to time.

- (iii) Subject to the above, instructions in connection with any Shares held for an Investor's account will only be given to the Nominee by JFF acting as agent for that Investor. Each of JFF and the Nominee will act on any instructions given to it by that Investor and JFF, respectively, provided that each of JFF and the Nominee receives sufficient notice to enable it to so act (that period of notice to be determined, in its absolute discretion, by JFF).
- (iv) Instructions referred to in (iii) above include instructions in connection with attendance at meetings or voting in respect of any such Shares or as regards any merger, consolidation, reorganisation, receivership, bankruptcy or insolvency proceedings, compromise or arrangement or the deposit of any such Shares but, save as provided in the immediately preceding paragraph, neither JFF nor the Nominee will have any duty or responsibility in respect thereof nor will either of them be under any duty to investigate or participate therein or to take any affirmative action in connection therewith.
- (v) An Investor may terminate the above arrangements in relation to his/her Shares by giving JFF ten calendar days' written notice. Upon giving any such notice, an Investor will be deemed to have given JFF instructions to cause any Shares then held by the Nominee for the account of that Investor to be, at JFF's absolute discretion, (a) redeemed on the day upon which that notice is received by JFF, or if that day is not a HK Dealing Day or if that notice is received after such time on any HK Dealing Day from time to time specified in this Offering Document, with effect on the next HK Dealing Day ("Effective Date") and for the redemption proceeds thereof to be remitted to that Investor; or (b) transferred by the Nominee on the Effective Date directly to that Investor.
- (vi) If an Investor is at any time in breach of these arrangements, JFF may at any time whilst that breach is continuing by notice in writing immediately terminate its agency and cause all or any Shares then held by the Nominee for the account of the Investor to be redeemed.
- (vii) JFF and other relevant parties, including the Management Company, shall be indemnified by each Investor against any actions, proceedings, claims, losses, damages, taxes, costs and expenses which may be brought against, suffered or incurred by any or all of them arising either directly or indirectly out of or in connection with JFF's or the Nominee's accepting, relying on or failing to act on any instructions given or purported to be given by or on behalf of that Investor or given by JFF, unless due to the wilful default or negligence of JFF or any other relevant party.
- (viii) Any taxes incurred by the Nominee in respect of any Shares held on account of that Investor shall be the responsibility of each Investor.

Distributors other than JFF may appoint their own nominee under terms and conditions different from the above. Investors should contact the relevant Distributor to find out the applicable terms and conditions.

Investment via these nominee arrangements is subject to the following risk factors:

- (i) The legislative framework in some markets is only beginning to develop the concept of legal/formal ownership and of beneficial ownership or interest in securities. Consequently the courts in such markets may consider that any nominee or custodian as registered holder of securities would have full ownership thereof and that a beneficial owner may have no rights whatsoever in respect thereof.
- (ii) Investors investing under nominee arrangements do not have any direct contractual relationship with JFF or the Management Company. For Investors investing via JFF, although the Investors are the beneficial owners of the Shares, legally the Shares are owned by the Nominee. In these circumstances, Investors do not have any direct contractual relationship with JFF, and therefore will not have direct recourse on JFF as Investors can only pursue claims through the Nominee. Investors should contact the relevant Distributor to find out details of the applicable nominee arrangement.
- (iii) The nominee may not necessarily be registered with the SFC. As such, the SFC has limited powers to take action against the nominee.

7.4 Redemptions

Investors may redeem Shares subscribed for through JFF, and held on their behalf by the Nominee, on any HK Dealing Day.

Redemption instructions should be in writing and may be sent by facsimile or other electronic form agreed in advance by JFF. The instructions should specify the number of Shares or an amount in US\$ or other currency to be redeemed. JFF may also agree to accept redemption requests over the telephone, subject to certain conditions.

Partial redemptions of Shares are permitted, provided that they do not result in a holding with an aggregate value of less than US\$2,000 per Sub-Fund. If a switch or redemption request results in a holding below US\$2,000, or equivalent in another currency, on the relevant HK Dealing Day, JFF may, at its absolute discretion, treat the switch or redemption requests as an instruction to redeem or switch, as appropriate, the total holding in the relevant Sub-Fund.

For partial redemptions of Shares through the Site, investors should refer to the Site or consult JFF to find out the minimum holding amount that is applicable to them.

Redemption instructions received by JFF before 18:00 (Hong Kong time) on a HK Dealing Day, or such other time agreed by JFF, and permitted by the Directors, will normally be executed at the relevant Net Asset Value per Share calculated on that day. Instructions received after 18:00 (Hong Kong time) on a HK Dealing Day will normally be executed at the Net Asset Value per Share calculated on the next HK Dealing Day.

All instructions to switch or redeem Shares shall be dealt with on an unknown net asset value basis before the determination of the net asset value for that day.

Redemption proceeds will normally be paid in the currency of the relevant Shares. On request, JFF may arrange for payment to be made in certain other freely convertible currencies, at the Investor's expense.

The redemption proceeds are normally paid by telegraphic transfer within three JPMSIF Business Days and in any event not later than one calendar month from the relevant HK Dealing Day provided that a duly completed redemption request in a prescribed format and such other information as the Management Company or JFF may reasonably require has been provided by the Investor. Failure to provide such information may delay the payment of redemption proceeds. Payment will normally be made by telegraphic transfer where the Investor has provided payment details for this purpose. Investors may be liable for any bank charges on payment by telegraphic transfer. Where the Investor has not provided bank payment details or where the redemption amount is less than US\$1,000 or its equivalent, redemption proceeds will normally be paid by cheques, posted at the risk of the Investor. No third party payments will be made.

If, on the settlement date, the banks in the country of the currency of the relevant Shares are not open for normal banking business or an interbank settlement system is not operational, then payment will be on the next JPMSIF Business Day on which those banks and settlement systems are open.

If, in exceptional circumstances, the redemption proceeds can not be paid within three JPMSIF Business Days of the relevant HK Dealing Day, for example if the liquidity of the relevant Sub-Fund does not permit, then payment will be made as soon as reasonably practicable thereafter and in any event not later than ten JPMSIF Business Days after the relevant HK Dealing Day.

7.5 Switches

Instructions to switch from Shares of one Sub-Fund to Shares of another Sub-Fund, or from Shares to shares of JPMorgan Funds ("JPMFs Shares") or JPMorgan Investment Funds ("JPMIFs Shares"), or from Shares to Units in a JF Fund (excluding the JF Money Fund) received before 18:00 (Hong Kong time) on a HK Dealing Day, will normally be effected on the same HK Dealing Day. If the switch instruction is received by JFF on a day that is not a HK Dealing Day for the Shares to be redeemed or after 18:00 (Hong Kong time) on a HK Dealing Day, the switch (i.e. both the redemption and the allotment) will be effected on the next HK Dealing Day. If the switch instruction is received on a day that is a HK Dealing Day for the Shares to be redeemed but is not a HK Dealing Day for the Shares of the other Sub-Fund, JPMFs Shares, JPMIFs Shares, or Units (except for Units in the JF Money Fund) to be purchased, the redemption will be effected on the day on which the instruction is received and the allotment will be effected on the next day which is a HK Dealing Day for the Sub-Fund, and, if applicable, is a dealing day for the JPMFs Shares, JPMIFs Shares or Units.

For switches from Shares to Units in the JF Money Fund, the Shares will normally be redeemed on the HK Dealing Day on which the instructions are received (provided the instructions are received before 18:00 (Hong Kong time) on a HK Dealing Day) or, if the instructions are received after such time or on a day which is not a HK Dealing Day, on the next HK Dealing Day, and such Units will normally be issued on the third JPMSIF Business Day after the HK Dealing Day on which the Shares were redeemed or, if not a dealing day for the Units, on the next such dealing day.

Where an Investor switches from Shares of one Sub-Fund to Shares of another Sub-Fund, both the redemption and allotment will be effected at the Net Asset Value per Share on the relevant HK Dealing Day. Where the switch is from Shares to JPMFs Shares or JPMIFs Shares or from Shares to Units in a JF Fund, the Shares will be redeemed at the relevant Net Asset Value per Share and the JPMFs Shares or JPMIFs Shares or Units in a JF Fund will be purchased at the relevant net asset value per JPMFs Share or JPMIFs Share or Unit in a JF Fund plus an initial charge applicable to that share or unit (the relevant manager of each JF Money Fund does not currently intend to levy any initial charge). No initial or switching charge is levied on switches to Units in the JF Money Fund.

The above provisions only apply to investors dealing through JFF or its sub-distributors. For investors dealing through other distributors, an application for switching may be treated as an application for redemption followed by an application for subscription, and the full applicable redemption and initial charges may be applied accordingly. Please contact the relevant Distributor for further information.

The Management Company agrees that JFF or such other Distributor appointed by JFF or the Management Company may retain any charges on switches.

7.6 Suspension of Dealing

The Fund reserves the right not to accept instructions to redeem or switch on any one JPMSIIF Dealing Day more than 10% of the total value of shares in issue of any Sub-Fund. In these circumstances, the Directors may declare that the redemption of part or all of the shares in excess of 10% for which a redemption or switch has been requested will be deferred until the next JPMSIIF Dealing Day and will be valued at the Net Asset Value per Share prevailing on that JPMSIIF Dealing Day, notwithstanding the fact that such JPMSIIF Dealing Day may not be a HK Dealing Day. On such a JPMSIIF Dealing Day, deferred requests will be dealt with in priority to later requests and in the order that the requests were initially received by the Management Company.

In the event that the Fund exercises the above right and defers a redemption instruction placed by JFF for the Nominee, on behalf of Investors, JFF will defer the redemption of such Shares pro rata between Investors that have given JFF an instruction to redeem those Shares on that HK Dealing Day. Investors affected will be informed by JFF.

The Fund may suspend determination of the Net Asset Value per Share of any particular Class of Shares or Sub-Fund, as well as the issue, redemption and switching of such Class of Shares or Sub-Fund, in the following circumstances:

- (i) during a period within which any of the principal markets and/or stock exchanges that a substantial portion of the investments of the Sub-Fund concerned is quoted or dealt, is closed (other than for an ordinary holiday) or during which dealings therein are restricted or suspended;
- (ii) while any transfer of funds involved in the realisation acquisition or disposal of investments or payments due on redemption of such Shares by the Fund cannot, in the opinion of the Directors, be effected at normal prices or rates of exchange or be effected without seriously prejudicing the interests of the Shareholders or the Fund;
- (iii) during any breakdown in the communications normally employed in valuing any of the Fund's assets, or when for any reason the price or value of any assets cannot be promptly and accurately ascertained;
- (iv) if the Fund, the Sub-Fund or the Class of Shares is being or may be wound-up on or following the date on which notice is given of the meeting of Shareholders at which a resolution to wind-up the Fund is proposed;
- (v) during the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of investments of the relevant Sub-Fund is impracticable;
- (vi) if the Directors have determined that there has been a material change in the valuation of a substantial proportion of the investments of the Fund attributable to a particular Sub-Fund and the Directors have determined, in order to safeguard the interest of the Shareholders and the Fund, to delay the preparation or use of a valuation or carry out a later or subsequent valuation;
- (vii) the occurrence of an extraordinary event, occurrence or situation outside the normal course of business that will or has the potential to cause a serious disruption in the valuation of a substantial proportion of the investments of the Fund, such as a structural change in monetary policy, a force majeure event or a millennium event.
- (viii) where the net asset value of any subsidiary of the Fund may not be determined accurately.

The suspension of the calculation of the Net Asset Value of any Sub-Fund or Class of Shares shall have no effect on the calculation of the Net Asset Value, the issue, redemption and switching of the Shares of any other Class of Shares.

During a period of suspension or deferral, an Investor may withdraw his/her request in respect of any Shares not redeemed or switched, by notice in writing received by JFF before the end of such period.

Investors will be informed of any suspension or deferral as appropriate.

8 CHARGES AND EXPENSES

The Directors have appointed the Management Company to generally administer the business and affairs of the Fund, subject to the overall control and supervision of the Directors. The Management Company is entitled to receive the initial charge, redemption charge, any charge on switching and any rounding adjustments where applicable to a Class of Share. The Management Company has agreed that JFF or such other Distributors appointed by JFF or the Management Company may retain such amounts in respect of transactions in Shares effected through them respectively.

In addition, the Fund will pay to the Management Company an annual management fee calculated as a percentage of the average daily net assets of each Sub-Fund or Share Class under its management (“Annual Management and Advisory Fee”). The Annual Management and Advisory Fee is accrued daily and payable monthly in arrears at the rate specified in Appendix I. The Annual Management and Advisory Fee on the Shares may be increased to or towards 1% of the Net Asset Value of the Shares subject to three months written notice to Shareholders.

Subject to the investment restrictions described in Appendix II - “Investment Restrictions and Powers”, Sub-Funds may invest in UCITS and other UCIs managed by the Management Company, the Investment Manager or any other member of JPMorgan Chase & Co. The avoidance of a double-charge of the Annual Management and Advisory Fee on such assets is avoided by either: a) excluding the assets from the net assets on which the Annual Management and Advisory Fee is calculated; or b) investing in UCITS and other UCIs via Classes of Shares that do not accrue an Annual Management and Advisory Fee or other equivalent fees payable to the relevant Investment Manager’s group; or c) the Annual Management and Advisory Fee being netted off by a rebate to the Fund or Sub-Fund of the annual management and advisory fee (or equivalent) charged to the underlying UCITS or other UCIs; or d) charging only the difference between the Annual Management and Advisory Fee of the Fund or Sub-Fund as per Appendix I of this Offering Document and the annual management and advisory fees (or equivalent) charged to the underlying UCITS or other UCIs.

The Management Company may levy an initial charge of up to 7.5% of the Net Asset Value per Share on any subscription for Shares, subject to written notice to Shareholders as required or prescribed by the SFC from time to time. The Management Company does not currently intend to levy any initial charge.

The Management Company may also levy a redemption charge of up to 1% of the Net Asset Value per Share on a redemption of Shares, subject to written notice to Shareholders as required or prescribed by the SFC from time to time. The Management Company does not currently intend to levy any redemption charge.

The Management Company may pay all or part of all the charges and fees it receives to financial intermediaries and distributors.

For details of the current fees and charges applicable to dealing through the Site, please refer to the Site or consult JFF to find out the fees and charges that are applicable to them.

The Investment Manager is entitled to receive, out of the Annual Management and Advisory Fee detailed above, such fee as is set out in the investment management agreement between the Management Company and the Investment Manager or as may otherwise be agreed upon from time to time.

The Fund bears all its ordinary operating expenses including but not limited to formation expenses such as organisation and registration costs, ongoing custody fees covering transaction and safekeeping charges payable to the Custodian (“Custody Fees”); fiduciary fees payable to the Custodian (“Fiduciary Fees”); accounting fees covering fund accounting and administration services payable to the Custodian (“Accounting Fees”); transfer agency fees covering registrar and transfer agency services and payable to the Management Company (“Transfer Agency Fees”); the Luxembourg asset-based tax d’abonnement, up to the maximum rate referred to under “Taxation” below; Directors’ fees and reasonable out-of-pocket expenses incurred by the Fund’s Directors; legal and auditing fees and expenses; ongoing

registration and listing fees, including translation expenses; and the costs and expenses of preparing, printing, and distributing the Fund's Prospectus, Simplified Prospectus(es) or any offering document, financial reports and other documents made available to its Shareholders. Notwithstanding Article 23(B)(e) of the Articles, expenses and charges arising out of advertising and promotional activities in connection with the Fund will not be borne by the Fund. Operating and Administrative Expenses do not include Transaction Fees and Extraordinary Expenses (as defined below).

The Fund's formation expenses and the expenses relating to the creation of new Sub-Funds may be capitalised and amortised over a period not exceeding five years, as permitted by Luxembourg Law.

Each Sub-Fund bears all the costs and expenses of buying and selling portfolio securities and financial instruments including, without limitation, any brokerage fees and commissions, interest or taxes payable, and other transaction-related expenses ("Transaction Fees").

Transaction Fees are accounted for on a cash basis and are paid when incurred or invoiced from the net assets of the Sub-Fund to which they are attributable. Transaction Fees are allocated across each Sub-Fund's Classes of Shares.

The Fund bears any extraordinary expenses including, without limitation, litigation expenses, interest and the full amount of any tax, levy, duty or similar charge imposed on the Fund or its assets that would not be considered as ordinary expenses ("Extraordinary Expenses").

Extraordinary Expenses are accounted for on a cash basis and are paid when incurred or invoiced from the net assets of the Sub-Funds to which they are attributable. Extraordinary Expenses are allocated across each Sub-Fund's Classes of Shares.

The aggregate amount of all fees and expenses paid or payable by each Sub-Fund are reported in the unaudited semi-annual and audited annual financial reports of the Fund.

The Investment Manager may enter into commission sharing arrangements only where there is a direct and identifiable benefit to the clients of the Investment Manager, including the Fund, and where the Investment Manager is satisfied that the transactions generating the shared commissions are made in good faith, in strict compliance with applicable regulatory requirements and in the best interests of the Fund and the Shareholders. Any such arrangements must be made by the Investment Manager on terms commensurate with best market practice.

In addition to standard banking and brokerage charges paid by the Fund, any company within the J.P. Morgan Chase & Co group of companies providing services to the Fund as described in Appendix II - "Investment and Borrowing Restrictions" may receive payment for these services. Any bulk or other discount on commissions paid to brokers or third parties will be passed on to the Fund.

No cash or other rebates from brokers, dealers or market makers may be retained by the Management Company, Investment Manager or any of their connected persons in consideration of directing transactions on behalf of the Fund to such brokers, dealers or market makers.

9 TAXATION

Prospective investors should inform themselves of, and take advice on the taxes applicable to the subscription, holding and redemption of Shares, and any distribution (each, a "Relevant Event") under the laws of the place of their operations, domicile, residence, citizenship and/or incorporation. Neither the Fund nor any of the parties listed in the Directory of this Offering Document makes any warranty and/or representation as to the tax consequences in relation to any Relevant Event (or combination of Relevant Events), takes any responsibility for any tax consequences in relation to any Relevant Event (or combination of Relevant Events) and each of the Fund and such parties expressly disclaims any liability whatsoever for any tax consequences in relation to any Relevant Event (or combination of Relevant Events) and/or for any loss howsoever arising (whether directly or indirectly) from any Relevant Event (or combination of Relevant Events). Dividends, interest income, gains on the disposal of investments and other income received by the Fund on its investments in some countries may be liable to the imposition of irrecoverable withholding tax or other tax.

The following paragraphs are based on the law and practice in force in Luxembourg and Hong Kong, and also based on the requirements under the European Union Council Directive 2003/48/EC, at the date of this Offering Document which are subject to change in content and interpretation. They are intended as a general guide only and do not

necessarily describe the tax consequences for all types of investors and no reliance, therefore, should be placed upon them. The following is based on the Directors' understanding of the law and practice in force at the date of this Offering Document and applies to investors acquiring Shares in the Fund as an investment.

9.1 Luxembourg

Under current law and practice, the Fund is not liable to any Luxembourg income tax. However, the Fund is liable in Luxembourg to a subscription tax ("taxe d'abonnement") of 0.05% per annum of its net assets, such tax being payable quarterly and calculated on the total net asset value of the Fund at the end of the relevant quarter. This tax is not applicable for the portion of the assets of the Fund invested in other Luxembourg collective investment undertakings provided such units have already been subject to such tax. No stamp duty or other tax is payable in the Grand Duchy of Luxembourg on the issues of Shares in the Fund.

A reduced tax rate of 0.01% per annum of the net assets will be applicable to Classes of Shares which are only sold to and held by Institutional Investors. In addition, those Sub-Funds which invest exclusively in deposits and money market instruments in accordance with the 2002 Law are liable to the same reduced tax rate of 0.01% per annum of their net assets.

Further, Sub-Funds or individual Share Classes that comply with the requirements of the Luxembourg law of 19 December 2003 may benefit from an exemption of the aforementioned subscription tax. The requirements for a Sub-Fund or a Class of Shares to benefit from this exemption are the following: (i) the Shares of the Sub-Fund or of the Class must be reserved to Institutional Investors; (ii) the exclusive object of the Sub-Fund's portfolio must be the investment in money market instruments and/or deposits with credit institutions; (iii) the remaining average maturity of the Sub-Fund's portfolio must be less than 90 days and (iv) the Sub-Fund must benefit from the highest possible rating of a recognised rating agency.

No stamp duty or other tax is payable in Luxembourg on the issue of Shares in the Fund except a tax, payable once only of EUR 1,239.46 which was paid upon incorporation.

No tax is payable in Luxembourg on realised or unrealised capital appreciation of the assets of the Fund. Although the Fund's realised capital gains, whether short- or long-term, are not expected to become taxable in another country, the Shareholders must be aware and recognise that such a possibility is not totally excluded. The regular income of the Fund from some of its securities as well as interest earned on cash deposits in certain countries may be liable to withholding taxes at varying rates, which normally cannot be recovered.

Shareholders are not normally subject to any capital gains, income, gift, estate, inheritance or other taxes in Luxembourg except for Shareholders domiciled, resident or having a permanent establishment in Luxembourg, and except for certain former residents of Luxembourg and non-residents if owning more than 10% of the share capital of the Fund and disposing of it in whole or part within six months of acquisition. Also see "European Union Tax Considerations" below.

9.2 Hong Kong

The Fund was authorised under section 15 of the Securities Ordinance (now deemed to be authorised under section 104 of the Securities and Futures Ordinance) of Hong Kong. The SFC has also authorised the Sub-Funds described in this Offering Document under section 15 of the Securities Ordinance (now deemed to have been authorized under section 104 of the Securities and Futures Ordinance). As a result, the Sub-Funds are exempt from Hong Kong profits tax provided it is carried on in accordance with the purposes stated in its constitutive documents as approved by the SFC and provided they are carried on in accordance with the requirements of the SFC.

An investor would not normally be liable to Hong Kong profits tax on gains realised on the sale or redemption of Shares except where the acquisition and disposal of Shares is or forms part of a trade, profession or business carried on by the Investor in Hong Kong and the gains are revenue in nature for Hong Kong profits tax purposes. The classification of a gain as revenue or capital will depend on the particular circumstances of the Investor. Also, the investor should not be taxed in Hong Kong on distribution of any dividend from the Shares.

Investors should take advice from their own professional advisers as to their particular tax position.

9.3 European Union Tax Considerations

The Council of the European Union has, on 3 June 2003, adopted Council Directive 2003/48/EC on taxation of savings income in the form of interest payments (the "Directive"). Under the Directive, Member States of the

European Union will be required to provide the tax authorities of another EU Member State with information on payments of interest or other similar income paid by a paying agent (as defined by the Directive) within its jurisdiction to an individual resident in that other EU Member State. Austria, Belgium and Luxembourg have opted instead for a tax withholding system for a transitional period in relation to such payments. Switzerland, Monaco, Liechtenstein, Andorra and San Marino and the Channel Islands, the Isle of Man and the dependent or associated territories in the Caribbean, have also introduced measures equivalent to information reporting or, during the above transitional period, withholding tax.

The Directive has been implemented in Luxembourg by a law dated 21 June 2005 (the “EUSD Law”).

Dividends distributed by a Sub-Fund of the Fund will be subject to the Directive and the EUSD Law if more than 15% of such Sub-Fund’s assets are invested in debt claims (as defined in the EUSD Law) and proceeds realised by Shareholders on the redemption or sale of Shares in a Sub-Fund will be subject to the Directive and the EUSD Law if more than 40% of such Sub-Fund’s assets are invested in debt claims (such Sub-Funds, hereafter “Affected Sub-Funds”).

The applicable withholding tax rate will be at a rate of 15% from 1 July 2005 until 30 June 2008, 20% from 1 July 2008 until 30 June 2011 and 35% from 1 July 2011 onwards.

Consequently, if in relation to an Affected Sub-Fund a Luxembourg paying agent makes a payment of dividends or redemption proceeds directly to a Shareholder who is an individual resident or deemed resident for tax purposes in another EU Member State or certain of the above mentioned dependent or associated territories, such payment will, subject to the next paragraph below, be subject to withholding tax at the rate indicated above.

No withholding tax will be withheld by the Luxembourg paying agent if the relevant individual either (i) has expressly authorised the paying agent to report information to the tax authorities in accordance with the provisions of the EUSD Law or (ii) has provided the paying agent with a certificate drawn up in the format required by the EUSD Law by the competent authorities of his/her State of residence for tax purposes.

The Fund reserves the right to reject any application for Shares if the information provided by any prospective investor does not meet the standards required by the EUSD Law as a result of the Directive.

The foregoing is only a summary of the implications of the Directive and the EUSD Law, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the Directive and the EUSD Law.

The Directive does not apply to Hong Kong paying agents therefore individual investors who invest directly via Hong Kong paying agents should not be affected.

10 MEETINGS AND REPORTS

The Annual General Meeting of Shareholders is held in Luxembourg on the third Wednesday of December in each year at 15:00 Luxembourg time or, if such day is not a business day in Luxembourg, on the next business day. Notice of any General Meeting of Shareholders will be sent to Shareholders by post at least eight days prior to the Meeting.

The financial year end of the Fund is 31 July each year. The audited annual report of the Fund will be sent to Investors within four months of the end of each financial year. In addition, an unaudited half-yearly report will be sent to Investors within two months of the end of each interim accounting period.

11 TERMINATION

The Fund has been established for an unlimited period. However, the Fund may be liquidated at any time by a resolution adopted by an Extraordinary Meeting of Shareholders, at which meeting one or several liquidators will be named and their powers defined. Liquidation will be carried out in accordance with the provisions of Luxembourg law. The net proceeds of liquidation corresponding to each Sub-Fund shall be distributed by the liquidators to the Shareholders of the relevant Sub-Fund in proportion to the value of their holding of Shares.

If the value of the assets of a Sub-Fund is less than US\$10,000,000 or its equivalent or if a change in the economical or political situation relating to the Class concerned has occurred which would justify it, the Directors may decide to redeem all the Shares of that Sub-Fund. In any such event Shareholders will be given written notice, as prescribed or required

by the SFC from time to time, of any such compulsory redemption, and will be paid the Net Asset Value of the shares of the relevant class held as at the redemption date. Upon notification to Shareholders of the liquidation of a Sub-Fund, the Board of Directors reserves the right to reject applications for subscriptions.

In addition, and under the same circumstances, the Directors may decide to merge Sub-Funds with other Sub-Funds or merge Sub-Funds into other collective investment undertakings governed by Part I of the 2002 Law or reorganise the Shares of a Sub-Fund into two or more Classes of Shares or combine two or more Classes of Shares into a single Class provided in each case it is in the interests of Shareholders of the relevant Sub-Funds. Shareholders will be given written notice, as prescribed or required by the SFC from time to time, of any such merger or reorganisation. At least one calendar month prior to the merger taking effect Shareholders of the relevant Sub-Fund or Classes of Shares to be merged may request redemption of their Shares free of charge. The decision to merge or liquidate a Sub-Fund may also be made at a meeting of Shareholders of the particular Sub-Fund concerned. Upon notification to Shareholders of the merger of a Sub-Fund, the Board of Directors reserves the right to reject applications for subscriptions.

Any liquidation proceeds remaining unclaimed after a period of six months will be deposited in escrow at the “Caisse des Consignations”. Amounts not claimed from escrow within the period fixed by law may be liable to be forfeited in accordance with the provisions of Luxembourg law.

12 GENERAL INFORMATION

12.1 Price Information

The prices of Shares are published regularly in the South China Morning Post and the Hong Kong Economic Times. Prices of Shares distributed via JFF are also available on the Internet on “www.jffunds.com”.

12.2 Documents Available for Inspection

Copies of the financial reports of the Fund may be obtained free of charge from the registered office of JFF.

Copies of the Articles, Hong Kong Offering Document, any supplemental documents and following material contracts (as may from time to time be amended) are available for inspection between 09:30 and 17:30 on a HK Business Day at the registered office of JFF: -

- An agreement effective from 13 December 2006 between the Fund and JPMorgan Asset Management (Europe) S.à r.l., pursuant to which the latter was appointed to act as Management Company of the Fund. This agreement is entered into for an unlimited period and may be terminated by either party upon three months' written notice.
- An agreement dated 5 April 1993, as amended, between the Fund and J.P. Morgan Bank Luxembourg S.A. pursuant to which the latter was appointed to act as custodian of the assets of the Fund. The agreement is entered into for an unlimited period and may be terminated by either party upon three months' written notice.
- An agreement effective from 13 December 2006 between JPMorgan Asset Management (Europe) S.à r.l. and J.P. Morgan Bank Luxembourg S.A. pursuant to which the latter has been delegated the function of providing calculations, company secretarial and paying agency services (the “Administration Agreement”). The Administration Agreement is entered into for an unlimited period and may be terminated by either party upon three months' written notice.
- An agreement effective from 26 January 2006 between JPMorgan Asset Management (Europe) S.à r.l. and JPMorgan Asset Management (UK) Limited pursuant to which the latter was appointed to act as investment manager for certain Sub-Funds.
- An agreement dated 7 February 2001 between JPMorgan Asset Management (Europe) S.à r.l. and JF Funds Limited pursuant to which the latter was appointed to act as Hong Kong representative of the Fund.
- An agreement dated 8 February 2001 between JF Funds Limited and JF Investor Services Limited pursuant to which the latter was appointed to hold Shares on behalf of applicants who deal through JFF.
- An agreement dated 24 April 2001 between JPMorgan Asset Management (Europe) S.à r.l. and JF Funds Limited pursuant to which the latter was appointed to act as a Distributor of the Shares in Hong Kong.

DIRECTORY

<p>Directors of the Fund</p> <p>Iain O. S. Saunders Berndt May André Elvinger Jean Frijns Andrea L. Hazen Pierre Jaans Robert van der Meer</p>	<p>Investment Manager</p> <p>JPMorgan Asset Management (UK) Limited having its principal place of business in Finsbury Dials, 20 Finsbury Street, London, EC2Y 9AQ United Kingdom</p>
<p>Registered Address of Fund</p> <p>European Bank & Business Centre 6, route de Trèves L-2633 Senningerberg Grand Duchy of Luxembourg</p>	<p>Sub-Manager</p> <p>J. P. Morgan Investment Management Inc. 245 Park Avenue New York, NY 10167 United States of America</p>
<p>Management Company and Domiciliary Agent</p> <p>JPMorgan Asset Management (Europe) S.à r.l. European Bank & Business Centre 6, route de Treves L-2633 Senningerberg Grand Duchy of Luxembourg</p>	<p>Auditors</p> <p>PricewaterhouseCoopers S.à r.l. 400, route d'Esch B.P. 1443 L-1014 Luxembourg Grand Duchy of Luxembourg</p>
<p>Custodian, Corporate and Administration Agent</p> <p>J.P. Morgan Bank Luxembourg S.A. 6, route de Trèves L-2633 Senningerberg Grand Duchy of Luxembourg</p>	<p>Hong Kong Representative</p> <p>JF Funds Limited 21st Floor, Chater House 8 Connaught Road Central Hong Kong</p>

Appendix I

“Distributor”: JF Funds Limited (JFF) or its sub-distributors

Share Class Details

Sub-Fund	Share Class	Initial Charge	Annual Management and Advisory Fee	Redemption Charge	Operating and Administrative Expenses
JPMorgan Series II Funds - EUR	JF EUR	Nil	0.25%	Nil	Note
JPMorgan Series II Funds - GBP	JF GBP	Nil	0.25%	Nil	Note
JPMorgan Series II Funds - USD	JF USD	Nil	0.25%	Nil	Note

The currency denomination for each Class of Shares is indicated by a suffix to the name of the Class of Share.

Note: The Operating and Administrative Expenses of the Sub-Funds typically range from 0.05% to 0.37% of the net assets of the Sub-Funds (excluding transaction charges and reasonable disbursements and out of pocket expenses). The custodian fee paid in a financial year will be shown in the annual report of the Fund.

Appendix II - Investment Restrictions and Powers

Investment restrictions

The Board shall, based upon the principle of spreading of risks, have power to determine the investment policy for the investments of each Sub-Fund.

- 1) a) The Fund may exclusively invest in:
 - i) Transferable securities and money market instruments admitted to official listing on a Stock Exchange; and/or
 - ii) Transferable securities and money market instruments dealt in on another Regulated Market; and/or
 - iii) Recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and such admission is secured within a year of the issue; and/or
 - iv) Units of UCITS authorised according to Directive 85/611/EEC, as amended, and/or other undertakings for collective investment ("UCI") within the meaning of the first and second indent of Article 1, paragraph (2) of Directive 85/611/EEC, as amended, whether situated in an EU Member State or not, provided that:
 - such other UCIs have been authorised under the laws of any member country of the European Union or under the laws of Canada, Hong Kong, Japan, Norway, Switzerland or the United States of America,
 - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements Directive 85/611/EEC, as amended,
 - the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
 - no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs; and/or
 - v) Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a country which is an OECD Member State and a FATF State; and/or
 - vi) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market referred to in sub-paragraphs i) and ii) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
 - the underlying consists of instruments covered by this section 1) a), financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Funds may invest according to their investment objective;
 - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;
 - the OTC derivatives are subject to reliable and verifiable dealing on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Board's initiative.and/or
 - vii) Money market instruments other than those dealt in on a Regulated Market, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
 - a. issued or guaranteed by a central, regional or local authority or by a central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State

or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong; or

- b. issued by an undertaking, any securities of which are dealt in on Regulated Markets referred to in 1) a) i) and ii) above; or
 - c. issued or guaranteed by a credit institution which has its registered office in a country which is an OECD Member State and a FATF State; or
 - d. issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in a. b. or c. above and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.
- b) In addition, the Fund may invest a maximum of 10% of the assets of any Sub-Fund in transferable securities and money market instruments other than those referred to under a) above.
- 2) a) The Fund may hold ancillary liquid assets.
- b) The Fund will ensure that the global exposure relating to derivative instruments does not exceed the total net value of the Sub-Fund to which they apply.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.

The Fund may invest, as a part of investment policy of its Sub-Funds and within the limits laid down in paragraph 3) a), v) and vi) in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limit laid in paragraph 3). When the Fund on the behalf of any of its Sub-Funds invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph 3).

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this item 2.

- 3) a) i) The Fund will invest no more than 10% of the assets of any Sub-Fund in transferable securities or money market instruments issued by the same issuing body.

The Fund may not invest more than 20% of the total assets of such Sub-Fund in deposits made with the same body.

The risk exposure to a counterparty of a Sub-Fund in an OTC derivative transaction may not exceed 10% of its assets when the counterparty is a credit institution referred to in 1) a) v) above or 5% of its assets in other cases.

- ii) The total value of the transferable securities and money market instruments held by the Fund on behalf of the Sub-Fund in the issuing bodies in each of which it invests more than 5% of the assets of such Sub-Fund must not exceed 40% of the value of the assets of such Sub-Fund.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph 3) a) i), the Fund may not combine for each Sub-Fund:

- investments in transferable securities or money market instruments issued by, and/or
- deposits made with, and/or
- exposures arising from OTC derivative transactions undertaken with a single body,

in excess of 20% of its assets.

- iii) The limit of 10% laid down in sub-paragraph 3) a) i) above will be increased to a maximum of 35% in respect of transferable securities or money market instruments which are issued or guaranteed by an EU Member State, its local authorities or agencies, or by another Eligible State or by public international bodies of which one or more EU Member States are members.
- iv) The limit laid down in the first paragraph of 3) a) i) may be of a maximum of 25% for certain debt instruments when they are issued by a credit institution which has its registered office in the EU and is subject by law, to special public supervision designed to protect unitholders. In particular, sums deriving from the issue of these debt instruments must be invested in accordance with the law, in assets which, during the whole period of validity of the debt instruments, are capable of covering claims attached to said instruments and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of the principal and payment of accrued interest.

If a Sub-Fund invests more than 5% of its assets in the debt instruments referred to in the above paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the value of the assets of the Sub-Fund.

- v) The transferable securities and money market instruments referred to paragraphs iii) and iv) above shall not be included in the calculation of the limit of 40% stated in paragraph 3) a) ii) above.
- vi) The limits set out in sub-paragraphs i), ii), iii) and iv) may not be aggregated and, accordingly, investments in transferable securities or money market instruments issued by the same issuing body, in deposits or derivative instruments made with this body carried out in accordance with sub-paragraphs i), ii), iii) and iv) above may not, in any event, exceed a total of 35% of any Sub-Fund's assets;

Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in section 3) a).

A Sub-Fund may cumulatively invest up to 20% of the assets in transferable securities and money market instruments within the same group.

- b) i) Without prejudice to the limits laid down in section 4 below, the limits laid down in section 3 a) above are raised to a maximum of 20% for investments in shares and /or debt securities issued by the same body when, according to the prospectus, the aim of the Sub-Funds' investment policy is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:
 - the composition of the index is sufficiently diversified,
 - the index represents an adequate benchmark for the market to which it refers,
 - it is published in an appropriate manner.
 - ii) The limit laid down in 3) b) i) above is raised to 35% where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.
 - iii) Notwithstanding the provisions outlined in section 3 a), the Fund is authorised to invest up to 100% of the assets of any Sub-Fund, in accordance with the principle of risk spreading, in transferable securities and securities and money market instruments issued or guaranteed by an EU Member State, by its local authorities or agencies, or by another member state of the OECD or by public international bodies of which one or more EU Member States are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the total assets of such Sub-Fund.
- 4) a) The Fund may not acquire:
- i) Shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body; or

- ii) More than:
 - a. 10% of the non-voting shares of the same issuer; and/or
 - b. 10% of the debt securities of the same issuer; and/or
 - c. 25% of the units of the same UCITS and/or other UCI; and/or
 - d. 10% of the money market instruments of the same issuer;

The limits under 4) a) ii) b. c. and d. may be disregarded at the time of acquisition, if at that time the gross amount of the debt securities, or of money market instruments or units or the net amount of the instruments in issue cannot be calculated.

- b) Paragraphs 4 a) i) and 4 a) ii) above are waived as regards:
 - i) transferable securities and money market instruments issued or guaranteed by an EU Member State or its local authorities;
 - ii) transferable securities and money market instruments issued or guaranteed by a non-member state of the EU;
 - iii) transferable securities and money market instruments issued by public international bodies of which one or more EU Member States are members;
 - iv) Shares held by a Sub-Fund in the capital of a company incorporated in a non-member state of the EU which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that state, such a holding represents the only way in which the Sub-Fund can invest in the issuing bodies of that State. This derogation, however, shall apply only if in its investment policy the company from the non-Member State of the EU complies with the limits laid down in 3) a), 4) a) i) and ii), and 5).
 - v) Shares held by one or more investment companies in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of Shares at the request of Shareholders.
- 5) a) The Fund may acquire units of the UCITS and/or other UCIs as defined under paragraph (1) a) (iv), provided that no more than 5% in total of a Sub-Fund's assets be invested in the units of UCITS and/or other UCIs. From 14 February 2007, this limit will be increased to 10%.
- b) When the Fund invests in the units of other UCITS and/or other UCIs linked to the Fund by common management or control, or by a substantial direct or indirect holding, or managed by a management company linked to the Management Company, no subscription or redemption fees may be charged to the Fund on account of its investment in the units of such other UCITS and/or UCIs.

In respect of a Sub-Fund's investments in UCITS and other UCIs linked to the Fund as described in the preceding paragraph, double-charging of fees will not occur. The Fund will indicate in its annual report the total management fee charged both to the relevant Sub-Fund and to the UCITS and other UCIs in which such Sub-Fund has invested during the relevant period.

- c) The underlying investments held by the UCITS or other UCIs in which the Fund invests do not have to be considered for the purpose of the investment restrictions set forth under 3) a) above.
- 6) In addition the Fund will not:
 - a) Make investments in - or enter into transactions involving - precious metals, commodities, commodities contracts, or certificates representing these;
 - b) purchase or sell real estate or any option, right or interest therein, provided the Fund may invest in transferable securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein;
 - c) carry out uncovered sales of transferable securities or other financial instruments, money market instruments or UCITS and/or other UCIs referred to above;

- d) Make loans to - or act as guarantor on behalf of - third parties, provided that this restriction shall not prevent the Fund from:
 - i) lending its portfolio securities and
 - ii) acquiring transferable securities, money market instruments or other financial instruments referred to in paragraph 1) a) iv), vi) and vii), which are not fully paid.
 - e) borrow for the account of any Sub-Fund amounts in excess of 10% of the total assets of that Sub-Fund taken at market value, any such borrowings to be from banks and to be effected only as a temporary measure for exceptional purposes including the redemption of Shares. However, the Fund may acquire foreign currency by means of a back-to-back loan;
 - f) mortgage, pledge, hypothecate or otherwise encumber as security for indebtedness any securities held for the account of any Sub-Fund, except as may be necessary in connection with the borrowings mentioned above, and then such mortgaging, pledging, or hypothecating may not exceed 10% of the asset value of each Sub-Fund. In connection with OTC transactions including amongst others, swap transactions, option and forward exchange or futures transactions, the deposit of securities or other assets in a separate account shall not be considered a mortgage, pledge or hypothecation for this purpose;
 - g) underwrite or sub-underwrite securities of other issuers;
 - h) Make investments in any transferable securities involving the assumption of unlimited liability.
- 7) To the extent that an issuer is a legal entity with multiple compartments where the assets of a compartment are exclusively reserved to the investors in such compartment and to those creditors whose claim has arisen in connection with the creation, operation or liquidation of that compartment, each compartment is to be considered to be a separate issuer for the purpose of the application of the risk-spreading rules set out in 3) a); 3) b) i) and ii); and 5) above.
 - 8) During the first six months following its launch, a new Sub-Fund may derogate from restrictions 3) and 5) while ensuring observance of the principle of risk-spreading.
 - 9) Each Sub-Fund must ensure an adequate spread of investment risks by sufficient diversification.
 - 10) The Fund will in addition comply with such further restrictions as may be required by the regulatory authorities in which the Shares are marketed.
 - 11) The Fund need not comply with the investment limit percentages when exercising subscription rights attached to securities which form part of its assets.

If the percentage limitations set forth in the above restrictions are exceeded for reasons beyond the control of the Fund or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.

Financial Techniques and Instruments

The use of derivatives or other financial techniques and instruments may not cause the Fund to stray from the investment objectives set out in section 3 of this Offering Document.

Such investment strategies include transactions in financial futures contracts and options thereon. The Sub-Funds may also engage in transactions in options and warrants on portfolio securities, on bond and stock indices and on portfolios of indices. The Sub-Funds may seek to hedge their investments against currency fluctuations which are adverse to the respective currencies in which these Sub-Funds are denominated by utilising currency options, futures contracts and forward foreign exchange contracts. In this regard, the currency exposure of a Sub-Fund may be managed with reference to the market benchmark used for the investments of such Sub-Fund. In that case, the benchmark will be disclosed in section 3 of this Offering Document. The currency exposure resulting from such benchmark may or may not be hedged against the reference currency of the Sub-Fund. Within the limits set out herein, each Sub-Fund may also use forward foreign exchange contracts, currency options or currency swaps to alter the currency composition of the Sub-Fund's portfolio with reference to such benchmarks.

The Sub-Funds may sell interest rate futures contracts, write call options or purchase put options on interest rates or enter into swap agreements for the purpose of hedging against interest rate fluctuations. Each of the Sub-Funds may

also enter into repurchase and reverse repurchase agreements. The Sub-Funds may also invest in credit-linked securities qualifying as transferable securities.

If any Sub-Fund intends to make use of these techniques on a regular and ongoing, rather than occasional basis, this will be described accordingly in section 3 of this Offering Document.

When using the techniques and instruments described in the preceding paragraphs, the Sub-Funds must comply with the limits and restrictions specified in this Appendix. Unless otherwise specified in section 3 of this Offering Document for any Sub-Fund, each Sub-Fund may, only for the purpose of efficient portfolio management and to hedge against market risks, engage in various investment strategies:

- a) With respect to options on securities:
 - i) the Fund may not invest in put or call options on securities unless:
 - such options are quoted on a stock exchange or traded on a regulated market; and
 - the acquisition price of such options does not exceed, in terms of premium, 15% of the total net assets of the relevant Sub-Fund;
 - ii) the Fund may write call options on securities that it does not own. However, the aggregate of the exercise prices of such call options must not exceed 25% of the net asset value of the relevant Sub-Fund;
 - iii) the Fund may write put options on securities. However, the relevant Sub-Fund must hold sufficient liquid assets to cover the aggregate of the exercise prices of such options written.
- b) The Fund may enter into forward currency contracts or write call options or purchase put options on currencies provided however that the transactions made in one currency in respect of one Sub-Fund may in principle not exceed the valuation of the aggregate assets of such Sub-Fund denominated in that currency (or currencies which are likely to fluctuate in the same manner) nor exceed the period during which such assets are held.

By derogation to the above, Sub-Funds may be managed by reference to a benchmark to hedge currency risk. These benchmarks are appropriate, recognised indices or combinations thereof and disclosed in section 3 of this Offering Document. The neutral risk position of any Sub-Fund will be the composition of the index in both its investment and currency component weightings. The Investment Managers may take currency positions towards this index by purchasing (or selling) currencies for forward settlement by the sale (or purchase) of other currencies held in the portfolio. The Investment Managers may however give to the Sub-Fund a currency exposure that differs from that applicable index provided that, when using forward currency contracts, purchases of currencies that are not a reference currency of the relevant Sub-Fund will be permitted to increase the exposure up to a maximum of 15% above the benchmark weight of a given currency and in total such purchase transactions providing a currency exposure which is greater than the benchmark weightings (except purchases in the reference currency of the Sub-Fund) will not be in excess of the value of 20% of the assets of the relevant Sub-Fund.

In addition, the Fund may engage in the following currency hedging techniques:

- (i) hedging by proxy, i.e. a technique whereby a Sub-Fund effects a hedge of the reference currency of the Sub-Fund (or benchmark or currency exposure of the assets of the Sub-Fund) against exposure in one currency by instead selling (or purchasing) another currency closely related to it, provided however that these currencies are indeed likely to fluctuate in the same manner.
- (ii) cross-hedging, i.e. a technique whereby a Sub-Fund sells a currency to which it is exposed and purchases more of another currency to which the Sub-Fund may also be exposed, the level of the base currency being left unchanged, provided however that all such currencies are currencies of the countries which are at that time within the Sub-Fund's benchmark or investment policy and the technique is used as an efficient method to gain the desired currency and asset exposures.
- (iii) anticipatory hedging, i.e. a technique whereby the decision to take a position on a given currency and the decision to have some securities held in a Sub-Fund's portfolio denominated in that currency are separate, provided however that the currency which is bought in anticipation of a later purchase of underlying portfolio securities is a currency associated with those countries which are within the Sub-Fund's benchmark or investment policy.

A Sub-Fund may not sell forward more currency exposure than there is in underlying assets exposure on either an individual currency (unless hedging by proxy) or a total currency basis.

In case the publication of the benchmark index has been stopped or where major changes in that benchmark have occurred or if for some reason the Directors feel that another benchmark is appropriate, another benchmark may be chosen. Any such change of benchmark will be reflected in an updated Hong Kong Offering Document.

The Fund may only enter into forward currency contracts if they constitute private agreements with highly rated financial institutions specialised in this type of transaction and may only write call options and purchase put options on currencies if they are traded on a regulated market operating regularly, being recognised and open to the public.

- c) The Fund may not deal in financial futures, except that:
 - i) for the purpose of hedging the risk of the fluctuation of the value of the portfolio securities of its Sub-Funds, the Fund may sell stock index futures provided that there exists sufficient correlation between the composition of the index used and the corresponding portfolio of the relevant Sub-Fund;
 - ii) for the purpose of efficient portfolio management, the Fund may, in respect of each Sub-Fund, purchase and sell futures contracts on any kind of financial instruments provided that the aggregate commitments in connection with such purchase and sale transactions together with the amount of the commitments relating to the writing of call and put options on transferable securities (referred to under a) ii) and iii) above and d) below) does not exceed at any time the value of the net assets of the Sub-Fund;

- d) The Fund may not deal in index options except that:
 - i) for the purpose of hedging the risk of the fluctuation of the value of the portfolio securities of its Sub-Funds, the Fund may sell call options on indices or purchase put options on indices provided there exists a sufficient correlation between the composition of the index used and the corresponding portfolio of the relevant Sub-Fund. The value of the underlying securities included in the relevant index option shall not exceed, together with outstanding commitments in financial futures contracts entered into for the same purpose, the aggregate value of the portion of the securities portfolio to be hedged; and
 - ii) for the purpose of efficient portfolio management the Fund may, in respect of each Sub-Fund, purchase and sell options on any kind of financial instruments provided that the aggregate commitments in connection with such purchase and sale transactions together with the amount of the commitments relating to the writing of call and put options on transferable securities (referred to under a) ii) and iii) above) and the purchase and sale of futures contracts or financial instruments (referred to under c) ii) above) does not exceed at any time the value of the net assets of the Sub-Fund;

provided however that the aggregate acquisition cost (in terms of premiums paid) of options on securities, index options, interest rate options and options on any kind of financial instruments purchased by the Fund in respect of a particular Sub-Fund shall not exceed 15% of the total net assets of the relevant Sub-Fund;

provided that the Fund may only enter into the transactions referred to in paragraphs c) and d) above, if these transactions concern contracts which are traded on a regulated market operating regularly, being recognised and open to the public.

- e) i) The Fund may sell interest rate futures contracts for the purpose of managing interest rate risk. It may also for the same purpose write call options or purchase put options on interest rates or enter into interest rate swaps by private agreement with highly rated financial institutions specialised in this type of operation. In principle, the aggregate of the commitments of each Sub-Fund relating to futures contracts, options and swap transactions on interest rates may not exceed the aggregate estimated market value of the assets to be hedged and held by the Sub-Fund in the currency corresponding to those contracts.
- ii) The Fund may use bond and interest rate options, bond and interest rate futures and index futures contracts for the purposes of efficient portfolio management and may enter into currency, interest rate and index swaps provided that the aggregate underlying commitments of such contracts does not exceed the aggregate value of the assets held by any Sub-Fund.

The Fund may enter into swap contracts in which the Fund and the counterparty agree to exchange payments where one or both parties pay the returns generated by a security, instrument, basket or index thereof. The payments made by the Fund to the counterparty and vice versa are calculated by reference to a specific security, index, or instruments and an agreed upon notional amount. Any such underlying security or instrument must be a transferable security and any such index must be an index of a regulated market. The value of the underlying securities shall be taken into account for the calculation of the investment restrictions applicable to individual issuers. The relevant indices include, but are not limited to, currencies, interest rates, prices and total return on interest rates indices, fixed income indices and stock indices.

The Fund may enter into swap contracts relating to any financial instruments or index, including total return swaps, provided that the total commitment arising from such transactions together with the total commitment in connection with the purchase and sale transactions of futures contracts and options on any kind of financial instruments and with the amount of commitments relating to the writing of call and put options on transferable securities does not exceed at any time the value of the net assets of the relevant Sub-Fund. The writing of call options on transferable securities for which the Fund has adequate coverage are not considered for the calculation of the aggregate amount of the commitments referred to above. All such permitted transactions must be effected through highly rated financial institutions specialised in this type of transaction.

- (iii) The Fund may use credit default swaps. A credit default swap is a bilateral financial contract in which one counterpart (the protection buyer) pays a periodic fee in return for a contingent payment by the protection seller following a credit event of a reference issuer. The protection buyer must either sell particular obligations issued by the reference issuer for its par value (or some other designated reference or strike price) when a credit event occurs or receive a cash settlement based on the difference between the market price and such reference price. A credit event is commonly defined as bankruptcy, insolvency, receivership, material adverse restructuring of debt, or failure to meet payment obligations when due. The ISDA have produced standardised documentation for these transactions under the umbrella of its ISDA Master Agreement.

The Fund may use credit default swaps in order to hedge the specific credit risk of some of the issuers in its portfolio by buying protection.

In addition, the Fund may, provided it is in its exclusive interest, buy protection under credit default swaps without holding the underlying assets provided that the aggregate premiums paid together with the present value of the aggregate premiums still payable in connection with credit default swap purchased together with the amount of the aggregate of premiums paid relating to the purchase of options on transferable securities or on financial instruments for a purpose other than hedging, may not, at any time, exceed 15% of the net assets of the relevant Sub-Fund.

Provided it is in its exclusive interest, the Fund may also sell protection under credit default swaps in order to acquire a specific credit exposure. In addition, the aggregate commitments in connection with such credit default swap sold together with the amount of the commitments relating to the purchase and sale of futures and option contracts on any kind of financial instruments and the commitments relating to the sale of call and put options on transferable securities may not, at any time, exceed the value of the net assets of the relevant Sub-Fund.

The Fund will only enter into credit default swap transactions with highly rated financial institutions specialised in this type of transaction and only in accordance with the standard terms laid down by the ISDA. Also, the Fund will only accept obligations upon a credit event that are within the investment policy of the relevant Sub-Fund.

The Fund will ensure it can dispose of the necessary assets at any time in order to pay redemption proceeds resulting from redemption requests and to meet its obligations resulting from credit default swaps and other techniques and instruments.

The aggregate commitments of all credit default swap and total return swap transactions will not exceed 20% of the net assets of any Sub-Fund provided that all swaps will be fully funded.

- f) The Fund, in order to generate additional revenue for Shareholders, may engage in securities lending transactions only subject to the following conditions and restrictions:

- (i) the Fund may only participate in securities lending transactions within a standardised lending system organised by a recognised securities clearing institution or by a highly rated financial institution specialised in that type of transaction;
- (ii) the Fund must receive collateral in cash and/or in the form of securities issued or guaranteed by Member States of the OECD or by their local authorities or by supranational institutions and organisations with EU, regional or worldwide scope which is blocked in favour of the Fund until termination of the lending contract and the value of which must be at least equal to the value of the global dealing of the securities lent;
- (iii) lending transactions may not be carried out on more than 50% of the aggregate market value of the securities in the portfolio of each Sub-Fund provided however that this limitation is not applicable where the Fund has the right to terminate the contract at any time and obtain restitution of the securities lent; and
- (iv) lending transactions may not extend beyond a period of 30 days;

The Management Company and the securities lending administrator will participate in the revenue generated for the Fund for their organisation and administering of these transactions.

- g) The Fund may enter, either as purchaser or seller, into repurchase agreements with highly rated financial institutions specialized in this type of transaction. During the lifetime of the repurchase agreements, the Fund may not sell the securities which are the object of the agreement (i) either before the repurchase of the securities by the counterparty has been carried out or (ii) the repurchase period has expired. The Fund must ensure it restricts the value of purchased securities subject to repurchase obligation at such a level that it is able, at all times, to meet its obligations to redeem its own Shares. Repurchase agreements will only be entered into on an ancillary basis unless otherwise provided for a Sub-Fund in section 3 of this Offering Document.
- h) With respect to options referred to under a), b), d) and e) above, the Fund may enter into OTC option transactions with first class financial institutions participating in these types of transactions if such transactions are more advantageous to the Fund or if quoted options having the required features are not available.

Use of the aforesaid techniques and instruments involves certain risks and there can be no assurance that the objective sought to be obtained from such use will be achieved.

www.jpmorganam.com.hk

Product Key Facts Statements 產品資料概要

January 2012
2012 年 1 月

JF Funds	JF基金	Page 頁
JF ASEAN Fund	JF東協基金.....	1
JF Asia Domestic Opportunities Fund	JF亞洲內需主題基金.....	3
JF Asia New Frontiers Fund	JF亞洲新領域基金.....	6
JF Asia Property Fund	JF亞洲地產基金.....	8
JF AsiaOne Fund	JF亞一組合基金.....	11
JF Australia Fund	JF澳洲基金.....	13
JF China New Generation Fund.....	JF中國新一代基金.....	15
JF China Pioneer A-Share Fund	JF中國先驅A股基金.....	18
JF Eastern Fund.....	JF東方基金.....	21
JF Eastern Smaller Companies Fund.....	JF東方小型企業基金.....	23
JF Five Elements Fund.....	JF五行基金.....	25
JF Greater China Smaller Companies Fund	JF大中華小型企業基金.....	28
JF India Fund	JF印度基金.....	30
JF India Smaller Companies Fund	JF印度小型企業基金.....	33
JF Indonesia Fund.....	JF印尼基金.....	36
JF Japan (Yen) Fund.....	JF日本（日圓）基金.....	38
JF Japan OTC Fund.....	JF日本店頭市場基金.....	40
JF Japan Smaller Company (Yen) Fund	JF日本小型企業（日圓）基金.....	42
JF Japan Technology Fund	JF日本科技基金.....	44
JF Korea Fund.....	JF南韓基金.....	46
JF Malaysia Fund	JF馬來西亞基金.....	48
JF Money Fund - HK\$	JF貨幣基金—港元.....	50
JF Pacific Securities Fund.....	JF太平洋證券基金.....	52
JF Pacific Smaller Companies Fund.....	JF太平洋小型企業基金.....	54
JF Pacific Technology Fund.....	JF太平洋科技基金.....	56
JF Philippine Fund	JF菲律賓基金.....	58
JF Thailand Fund	JF泰國基金.....	60
JF Vietnam Opportunities Fund.....	JF越南機會基金.....	62
JPM Asian Total Return Bond Fund	摩根亞洲總收益債券基金.....	65
JPM Evergreen Fund.....	摩根全天候組合基金.....	68
JPM Global Bond and Currency Fund	摩根國際債券及貨幣基金.....	70
JPM Global Property Income Fund.....	摩根環球地產入息基金.....	72
JPM Multi Income Fund.....	摩根全方位入息基金.....	74
JPMorgan Funds	摩根基金	
America Equity Fund.....	美洲基金.....	77
Eastern Europe Equity Fund	東歐基金.....	79
Emerging Europe, Middle East and Africa Equity Fund	新興歐洲、中東及非洲基金.....	82
Emerging Markets Debt Fund.....	新興市場債券基金.....	85
Emerging Markets Equity Fund	全方位新興市場基金.....	88
Emerging Middle East Equity Fund	新興中東基金.....	91
Euroland Equity Fund.....	歐元區股票基金.....	93
Euroland Select Equity Fund.....	歐元區智選基金.....	95

Europe Dynamic Fund.....	歐洲動力基金	97
Europe Dynamic Mega Cap Fund	歐洲動力巨型企業基金	99
Europe Equity Fund.....	歐洲基金.....	101
Europe Small Cap Fund.....	歐洲小型企業基金.....	103
Europe Technology Fund	歐洲科技基金	105
Germany Equity Fund.....	德國增長基金	107
Global Consumer Trends Fund.....	環球消費主題基金	109
Global Convertibles Fund (EUR)	環球可換股證券基金（歐元對沖）	112
Global Dynamic Fund	環球動力基金	115
Global Equity Fund (USD).....	環球股票基金（美元）	117
Global Focus Fund.....	環球發現基金	119
Global Government Bond Fund	環球政府債券基金	121
Global Natural Resources Fund	環球天然資源基金.....	123
JF China Fund	JF中國基金.....	126
JF Greater China Fund.....	JF大中華基金	129
JF Hong Kong Fund.....	JF香港基金.....	131
JF Japan Equity Fund.....	JF日本基金.....	133
JF Japan Small Cap Fund	JF日本小型企業基金.....	135
JF Pacific Balanced Fund.....	JF太平洋均衡基金.....	137
JF Singapore Fund.....	JF新加坡基金	140
JF Taiwan Fund	JF台灣基金.....	142
Latin America Equity Fund	拉丁美洲基金	145
Russia Fund	俄羅斯基金.....	147
US Aggregate Bond Fund.....	美國複合收益基金.....	150
US Dynamic Fund	美國動力基金	152
US Technology Fund.....	美國科技基金	154

JPMorgan Investment Funds**摩根投資基金**

Europe Select Equity Fund.....	歐洲智選基金	156
Global Balanced Fund (USD).....	環球均衡基金（美元）	158
Global Bond Fund (USD).....	環球債券基金（美元）	160
Global Capital Preservation Fund (USD)	目標增值基金（美元）	163
Global Dividend Fund.....	環球股息基金	166
Global Enhanced Bond Fund.....	環球增值債券基金.....	168
Global Financials Fund	環球金融基金	171
Global High Yield Bond Fund.....	環球高收益債券基金.....	173
Highbridge Statistical Market Neutral Fund	高橋市場中立統計基金	176
Japan 50 Equity Fund.....	日本首選50基金	179
US Bond Fund	美國債券基金	181

JPMorgan Series II Funds**摩根基金II**

EUR.....	歐元.....	184
GBP.....	英鎊.....	186
USD.....	美元.....	188

PRODUCT KEY FACTS 產品資料概要

This statement replaces the statement dated January 2012.
本概要取代2012年1月之概要。

J.P.Morgan
Asset Management

JPMorgan Series II Funds - EUR 摩根基金II – 歐元

April 2012 • 2012年4月

- ***This statement provides you with key information about this product.***
- ***This statement is a part of the offering document.***
- ***You should not invest in this product based on this statement alone.***
- 本概要提供本基金的重要資料，
- 是銷售文件的一部分。
- 請勿單憑本概要作投資決定。

Quick facts 資料便覽

Management company 管理公司：	JPMorgan Asset Management (Europe) S.á r.l.
Investment Manager 投資經理人：	JPMorgan Asset Management (UK) Ltd., UK (internal delegation) 英國 (同集團委任)
Custodian 託管人：	J.P. Morgan Bank Luxembourg S.A.
Dealing frequency 交易頻率：	Daily 每日
Base currency 基本貨幣：	EUR 歐元
Dividend policy 派息政策：	Accumulative (income will be retained and reinvested within the Fund) 累計 (收益將保留並撥作投資本基金)
Financial year end 財政年度終結日：	31 July 7月31日
Minimum investment 最低投資額：	Lump-sum (same amount for initial/additional): USD2,000 or equivalent in another currency Regular Investment Plan: HKD1,000 per month 整額 (首次及其後每次相同) : 2,000美元或其他貨幣之等值 定期投資計劃 : 每月1,000港元

JPMorgan Funds (Asia) Ltd. may apply a different minimum lump sum investment and/or a different minimum monthly investment.
摩根基金 (亞洲) 有限公司可設定不同的最低整筆投資額及/或不同的最低每月投資額。

What is this product? 本基金是甚麼產品？

The Fund is a sub-fund of JPMorgan Series II Funds, which is an open-ended investment company domiciled in Luxembourg. Its home regulator is CSSF, Luxembourg. The Fund is a money market fund.

本基金為摩根基金II之子基金。摩根基金II乃一於盧森堡成立的開放式投資公司，受盧森堡金融業監管委員會監管。本基金為貨幣基金。

Objective and investment strategy 目標及投資策略

To achieve a competitive level of total return in the reference currency, with the preservation of capital and a high degree of liquidity.

The Fund will invest all of its assets, excluding cash and deposits, in high quality short-dated transferable debt securities and money market instruments denominated in EUR. The Fund's portfolio will have an average maturity that will not exceed twelve months and will only hold securities which, at the time of their acquisition by the Fund, have an initial or remaining maturity which does not exceed 12 months, taking into account their own terms and conditions and/or the effect of any connected financial instruments, or securities for which the reference interest rate, pursuant to their terms and conditions or as a result of connected financial instruments, is adjusted at least annually on the basis of market conditions. For longer-term securities the Fund's investments will generally be restricted to securities rated at least A2 by Moody's Investors Service ("Moody's") or A by Standard & Poor's Corporation ("S&P"). For shorter-term securities the quality will be at least Prime-1 as rated by Moody's or A1 by S&P. The Fund may also invest in unrated securities which are in the opinion of the Investment Manager of comparable quality. The Fund does not intend to invest in financial derivative instruments for any purposes.

以參考貨幣實現具競爭水平的總回報，同時保本及維持高水平的流通量。

本基金將投資其全部資產 (不包括現金及存款) 於以歐元為貨幣單位的優質短期可轉讓債務證券及貨幣市場工具。本基金的組合將具有不超過十二個月的平均年期，並將只會持有當本基金購入時，考慮到其本身的條款及條件及/或任何關連金融工具的影響而最初或剩餘年期不超過十二個月的證券；或根據其條款及條件或因關連金融工具而至少每年基於市場狀況調整參考利率的證券。就較長期證券而言，本基金的投資將通常限於至少分別獲穆迪投資者服務 (「穆迪」) 評為A2級或標準普爾公司 (「標普」) 評為A級的證券。就較短期證券而言，質素將至少分別獲穆迪評為Prime-1級或標普評為A1級。本基金亦可投資於投資經理人認為具相若質素的未獲評級證券。本基金並無意向投資於金融衍生工具作任何目的。

What are the KEY RISKS? 本基金有哪些主要風險？

Investment involves risk. Please refer to the offering document(s) for details, including the risk factors.

投資涉及風險。請參閱銷售文件所載詳情，包括風險因素。

The Fund seeks to achieve a competitive level of total return in EUR with the preservation of capital and a high degree of liquidity.

- **Risk related to money fund** - Investment in the Fund is not the same as placing funds on deposit with a bank or deposit-taking institution. The management company has no obligation to redeem shares at the offer value and the Fund is not subject to the supervision of the Hong Kong Monetary Authority.
- **Credit risk** - If the issuer of any of the securities invested by the Fund defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund.
- **Interest rate risk** - Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes.
- **Currency risk** - Non-EUR denominated investors are exposed to currency risk as the Fund's underlying assets are denominated in EUR.
- **Investment risk** - The value of the Fund's holdings may fall as well as rise. Investors may be subject to substantial losses.

本基金旨在以歐元實現具競爭水平的總回報，同時保本及維持高水平的流通量。

- 有關貨幣基金的風險 - 投資於本基金並不同將資金存放於銀行或接受存款機構。管理公司並無責任按賣出價值贖回股份，同時本基金亦不受香港金融管理局的監督。
- 信貸風險 - 倘若基金所投資之任何證券之發行人違約，基金之表現將會受負面影響，而基金可能蒙受重大損失。發行人的信貸質素降低，或會對有關債券及基金之估值造成不利影響。
- 利率風險 - 本基金之資產所投資之一些國家之利率可能會有所變動。任何該等變動可能會對本基金所得之收益及其資本價值有直接影響。債券特別容易受到利率變動所影響，並且可能承受顯著的價格波動。債券的價格一般會隨利率下降而上升；隨利率上升而下跌。較長期債券通常對利率變動較為敏感。
- 貨幣風險 - 由於本基金的相關資產以歐元為貨幣單位，並非以歐元為貨幣單位的投資者須承擔貨幣風險。
- 投資風險 - 基金之投資價值可升亦可跌。投資者可能須承受重大損失。

Is there any guarantee? 本基金有否提供保證？

This Fund does not provide any guarantees. You may not get back the full amount of money you invest.

本基金並不提供任何保證。閣下未必能取回全數投資本金。

What are the fees and charges? 投資本基金涉及哪些費用及收費？

◆ Charges which may be payable by you 閣下或須繳付的收費

You may have to pay the following fees up to the rate listed below when dealing in the shares of the Fund:

閣下買賣基金股份時或須繳付最高可達之費用如下：

Subscription fee (Initial charge) 認購費： N/A 不適用

Switching fee 轉換費： Up to the initial charge into which the Fund will switch 最高可達將轉入之基金之認購費

Redemption fee 贖回費： N/A 不適用

◆ Ongoing fees payable by the Fund 本基金須持續繳付的費用

The following expenses will be paid out of the Fund. They affect you because they reduce the return you get on your investments.

以下費用將從基金中扣除，閣下的投資回報將會因而減少。

Management and advisory fee 管理及顧問費： 0.25% of NAV p.a. (maximum 1.0%) 每年資產淨值之0.25% (最高可達1.0%)

Operating and administrative expenses 0.05%-0.37% of NAV p.a. (maximum 0.37%)

(including Custodian fee) 每年資產淨值之0.05%-0.37% (最高可達0.37%)

經營及行政開支 (包括託管人費用)：

Performance fee 表現費： N/A 不適用

◆ Other fees 其他費用

The Fund may charge other fees. Please refer to the 'CHARGES AND EXPENSES' section in the Hong Kong Offering Document of JPMorgan Series II Funds. 本基金或會收取其他費用。請參閱摩根基金II的香港銷售文件內之「費用及開支」一節。

Additional information 其他資料

- You generally buy, redeem or switch shares at the Fund's next-determined net asset value after the Hong Kong Representative or Intermediaries receive your request in good order at or before 6.00pm (Hong Kong time) being the dealing cut-off time. The Hong Kong Representative or Intermediaries may impose different dealing deadlines for receiving requests from investors.
- The net asset value and the yield of this Fund are calculated and are published on each "business day". They are available online at www.jpmorganam.com.hk.
- 在交易截止時間即下午6時正（香港時間）或之前由香港代表人或中介人收妥的股份認購、贖回及轉換要求，一般按基金隨後釐定的資產淨值執行。香港代表人或中介人設定的交易截止時間可能各有不同，投資者應注意提交要求的截止時間。
- 本基金在每一「營業日」計算及公布資產淨值及年息率。詳情請瀏覽www.jpmorganam.com.hk。

Important 重要提示

If you are in doubt, you should seek professional advice.

The SFC takes no responsibility for the contents of this statement and makes no representation as to its accuracy or completeness.

閣下如有疑問，應諮詢專業意見。

證監會對本概要的內容並不承擔任何責任，對其準確性及完整性亦不作出任何陳述。

PRODUCT KEY FACTS 產品資料概要

This statement replaces the statement dated January 2012.
本概要取代2012年1月之概要。

J.P.Morgan
Asset Management

JPMorgan Series II Funds - GBP

摩根基金II – 英鎊

April 2012 • 2012年4月

- ***This statement provides you with key information about this product.***
- ***This statement is a part of the offering document.***
- ***You should not invest in this product based on this statement alone.***
- 本概要提供本基金的重要資料，
- 是銷售文件的一部分。
- 請勿單憑本概要作投資決定。

Quick facts 資料便覽

Management company 管理公司：	JPMorgan Asset Management (Europe) S.á r.l.
Investment Manager 投資經理人：	JPMorgan Asset Management (UK) Ltd., UK (internal delegation) 英國 (同集團委任)
Custodian 託管人：	J.P. Morgan Bank Luxembourg S.A.
Dealing frequency 交易頻率：	Daily 每日
Base currency 基本貨幣：	GBP 英鎊
Dividend policy 派息政策：	Accumulative (income will be retained and reinvested within the Fund) 累計 (收益將保留並撥作投資本基金)
Financial year end 財政年度終結日：	31 July 7月31日
Minimum investment 最低投資額：	Lump-sum (same amount for initial/additional): USD2,000 or equivalent in another currency Regular Investment Plan: HKD1,000 per month 整額 (首次及其後每次相同) : 2,000美元或其他貨幣之等值 定期投資計劃 : 每月1,000港元

JPMorgan Funds (Asia) Ltd. may apply a different minimum lump sum investment and/or a different minimum monthly investment.
摩根基金 (亞洲) 有限公司可設定不同的最低整筆投資額及/或不同的最低每月投資額。

What is this product? 本基金是甚麼產品？

The Fund is a sub-fund of JPMorgan Series II Funds, which is an open-ended investment company domiciled in Luxembourg. Its home regulator is CSSF, Luxembourg. The Fund is a money market fund.

本基金為摩根基金II之子基金。摩根基金II乃一於盧森堡成立的開放式投資公司，受盧森堡金融業監管委員會監管。本基金為貨幣基金。

Objective and investment strategy 目標及投資策略

To achieve a competitive level of total return in the reference currency, with the preservation of capital and a high degree of liquidity.

The Fund will invest all of its assets, excluding cash and deposits, in high quality short-dated transferable debt securities and money market instruments denominated in GBP. The Fund's portfolio will have an average maturity that will not exceed twelve months and will only hold securities which, at the time of their acquisition by the Fund, have an initial or remaining maturity which does not exceed 12 months, taking into account their own terms and conditions and/or the effect of any connected financial instruments, or securities for which the reference interest rate, pursuant to their terms and conditions or as a result of connected financial instruments, is adjusted at least annually on the basis of market conditions. For longer-term securities the Fund's investments will generally be restricted to securities rated at least A2 by Moody's Investors Service ("Moody's") or A by Standard & Poor's Corporation ("S&P"). For shorter-term securities the quality will be at least Prime-1 as rated by Moody's or A1 by S&P. The Fund may also invest in unrated securities which are in the opinion of the Investment Manager of comparable quality. The Fund does not intend to invest in financial derivative instruments for any purposes.

以參考貨幣實現具競爭水平的總回報，同時保本及維持高水平的流通量。

本基金將投資其全部資產 (不包括現金及存款) 於以英鎊為貨幣單位的優質短期可轉讓債務證券及貨幣市場工具。本基金的組合將具有不超過十二個月的平均年期，並將只會持有當本基金購入時，考慮到其本身的條款及條件及/或任何關連金融工具的影響而最初或剩餘年期不超過十二個月的證券；或根據其條款及條件或因關連金融工具而至少每年基於市場狀況調整參考利率的證券。就較長期證券而言，本基金的投資將通常限於至少分別獲穆迪投資者服務 (「穆迪」) 評為A2級或標準普爾公司 (「標普」) 評為A級的證券。就較短期證券而言，質素將至少分別獲穆迪評為Prime-1級或標普評為A1級。本基金亦可投資於投資經理人認為具相若質素的未獲評級證券。本基金並無意向投資於金融衍生工具作任何目的。

What are the KEY RISKS? 本基金有哪些主要風險？

Investment involves risk. Please refer to the offering document(s) for details, including the risk factors.

投資涉及風險。請參閱銷售文件所載詳情，包括風險因素。

The Fund seeks to achieve a competitive level of total return in GBP with the preservation of capital and a high degree of liquidity.

- **Risk related to money fund** - Investment in the Fund is not the same as placing funds on deposit with a bank or deposit-taking institution. The management company has no obligation to redeem shares at the offer value and the Fund is not subject to the supervision of the Hong Kong Monetary Authority.
- **Credit risk** - If the issuer of any of the securities invested by the Fund defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund.
- **Interest rate risk** - Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes.
- **Currency risk** - Non-GBP denominated investors are exposed to currency risk as the Fund's underlying assets are denominated in GBP.
- **Investment risk** - The value of the Fund's holdings may fall as well as rise. Investors may be subject to substantial losses.

本基金旨在以英鎊實現具競爭水平的總回報，同時保本及維持高水平的流通量。

- **有關貨幣基金的風險** - 投資於本基金並不同將資金存放於銀行或接受存款機構。管理公司並無責任按賣出價值贖回股份，同時本基金亦不受香港金融管理局的監督。
- **信貸風險** - 倘若基金所投資之任何證券之發行人違約，基金之表現將會受負面影響，而基金可能蒙受重大損失。發行人的信貸質素降低，或會對有關債券及基金之估值造成不利影響。
- **利率風險** - 本基金之資產所投資之一些國家之利率可能會有變動。任何該等變動可能會對本基金所得之收益及其資本價值有直接影響。債券特別容易受到利率變動所影響，並且可能承受顯著的價格波動。債券的價格一般會隨利率下降而上升；隨利率上升而下跌。較長期債券通常對利率變動較為敏感。
- **貨幣風險** - 由於本基金的相關資產以英鎊為貨幣單位，並非以英鎊為貨幣單位的投資者須承擔貨幣風險。
- **投資風險** - 基金之投資價值可升亦可跌。投資者可能須承受重大損失。

Is there any guarantee? 本基金有否提供保證？

This Fund does not provide any guarantees. You may not get back the full amount of money you invest.

本基金並不提供任何保證。閣下未必能取回全數投資本金。

What are the fees and charges? 投資本基金涉及哪些費用及收費？

◆ Charges which may be payable by you 閣下或須繳付的收費

You may have to pay the following fees up to the rate listed below when dealing in the shares of the Fund:

閣下買賣基金股份時或須繳付最高可達之費用如下：

Subscription fee (Initial charge) 認購費： N/A 不適用

Switching fee 轉換費： Up to the initial charge into which the Fund will switch 最高可達將轉入之基金之認購費

Redemption fee 贖回費： N/A 不適用

◆ Ongoing fees payable by the Fund 本基金須持續繳付的費用

The following expenses will be paid out of the Fund. They affect you because they reduce the return you get on your investments.

以下費用將從基金中扣除，閣下的投資回報將會因而減少。

Management and advisory fee 管理及顧問費： 0.25% of NAV p.a. (maximum 1.0%) 每年資產淨值之0.25% (最高可達1.0%)

Operating and administrative expenses 0.05%-0.37% of NAV p.a. (maximum 0.37%)

(including Custodian fee) 每年資產淨值之0.05%-0.37% (最高可達0.37%)

經營及行政開支 (包括託管人費用)：

Performance fee 表現費： N/A 不適用

◆ Other fees 其他費用

The Fund may charge other fees. Please refer to the 'CHARGES AND EXPENSES' section in the Hong Kong Offering Document of JPMorgan Series II Funds.

本基金或會收取其他費用。請參閱摩根基金II的香港銷售文件內之「費用及開支」一節。

Additional information 其他資料

- You generally buy, redeem or switch shares at the Fund's next-determined net asset value after the Hong Kong Representative or Intermediaries receive your request in good order at or before 6.00pm (Hong Kong time) being the dealing cut-off time. The Hong Kong Representative or Intermediaries may impose different dealing deadlines for receiving requests from investors.
- The net asset value and the yield of this Fund are calculated and are published on each "business day". They are available online at www.jpmorganam.com.hk.
- 在交易截止時間即下午6時正（香港時間）或之前由香港代表人或中介人收妥的股份認購、贖回及轉換要求，一般按基金隨後釐定的資產淨值執行。香港代表人或中介人設定的交易截止時間可能各有不同，投資者應注意提交要求的截止時間。
- 本基金在每一「營業日」計算及公布資產淨值及年息率。詳情請瀏覽www.jpmorganam.com.hk。

Important 重要提示

If you are in doubt, you should seek professional advice.

The SFC takes no responsibility for the contents of this statement and makes no representation as to its accuracy or completeness.

閣下如有疑問，應諮詢專業意見。

證監會對本概要的內容並不承擔任何責任，對其準確性及完整性亦不作出任何陳述。

PRODUCT KEY FACTS 產品資料概要

This statement replaces the statement dated January 2012.
本概要取代2012年1月之概要。

J.P.Morgan
Asset Management

JPMorgan Series II Funds - USD 摩根基金II – 美元

April 2012 • 2012年4月

- ***This statement provides you with key information about this product.***
- ***This statement is a part of the offering document.***
- ***You should not invest in this product based on this statement alone.***
- 本概要提供本基金的重要資料，
- 是銷售文件的一部分。
- 請勿單憑本概要作投資決定。

Quick facts 資料便覽

Management company 管理公司：	JPMorgan Asset Management (Europe) S.á r.l.
Investment Manager 投資經理人：	JPMorgan Asset Management (UK) Ltd., UK (internal delegation) 英國 (同集團委任)
Sub-Manager 助理經理人：	J.P. Morgan Investment Management Inc., USA (internal delegation) 美國 (同集團委任)
Custodian 託管人：	J.P. Morgan Bank Luxembourg S.A.
Dealing frequency 交易頻率：	Daily 每日
Base currency 基本貨幣：	USD 美元
Dividend policy 派息政策：	Accumulative (income will be retained and reinvested within the Fund) 累計 (收益將保留並撥作投資本基金)
Financial year end 財政年度終結日：	31 July 7月31日
Minimum investment 最低投資額：	Lump-sum (same amount for initial/additional): USD2,000 or equivalent in another currency Regular Investment Plan: HKD1,000 per month 整額 (首次及其後每次相同) : 2,000美元或其他貨幣之等值 定期投資計劃 : 每月1,000港元

JPMorgan Funds (Asia) Ltd. may apply a different minimum lump sum investment and/or a different minimum monthly investment.
摩根基金 (亞洲) 有限公司可設定不同的最低整筆投資額及/或不同的最低每月投資額。

What is this product? 本基金是甚麼產品？

The Fund is a sub-fund of JPMorgan Series II Funds, which is an open-ended investment company domiciled in Luxembourg. Its home regulator is CSSF, Luxembourg. The Fund is a money market fund.

本基金為摩根基金II之子基金。摩根基金II乃一於盧森堡成立的開放式投資公司，受盧森堡金融業監管委員會監管。本基金為貨幣基金。

Objective and investment strategy 目標及投資策略

To achieve a competitive level of total return in the reference currency, with the preservation of capital and a high degree of liquidity.

The Fund will invest all of its assets, excluding cash and deposits, in high quality short-dated transferable debt securities and money market instruments denominated in USD. The Fund's portfolio will have an average maturity that will not exceed twelve months and will only hold securities which, at the time of their acquisition by the Fund, have an initial or remaining maturity which does not exceed 12 months, taking into account their own terms and conditions and/or the effect of any connected financial instruments, or securities for which the reference interest rate, pursuant to their terms and conditions or as a result of connected financial instruments, is adjusted at least annually on the basis of market conditions. For longer-term securities the Fund's investments will generally be restricted to securities rated at least A2 by Moody's Investors Service ("Moody's") or A by Standard & Poor's Corporation ("S&P"). For shorter-term securities the quality will be at least Prime-1 as rated by Moody's or A1 by S&P. The Fund may also invest in unrated securities which are in the opinion of the Investment Manager of comparable quality. The Fund does not intend to invest in financial derivative instruments for any purposes.

以參考貨幣實現具競爭水平的總回報，同時保本及維持高水平的流通量。

本基金的組合將具有不超過十二個月的平均年期，並將只會持有當本基金購入時，考慮到其本身的條款及條件及/或任何關連金融工具的影響而最初或剩餘年期不超過十二個月的證券；或根據其條款及條件或因關連金融工具而至少每年基於市場狀況調整參考利率的證券。就較長期證券而言，本基金的投資將通常限於至少分別獲穆迪投資者服務（「穆迪」）評為A2級或標準普爾公司（「標普」）評為A級的證券。就較短期證券而言，質素將至少分別獲穆迪評為Prime-1級或標普評為A1級。本基金亦可投資於投資經理人認為具相若質素的未獲評級證券。本基金並無意向投資於金融衍生工具作任何目的。

What are the KEY RISKS? 本基金有哪些主要風險？

Investment involves risk. Please refer to the offering document(s) for details, including the risk factors.

投資涉及風險。請參閱銷售文件所載詳情，包括風險因素。

The Fund seeks to achieve a competitive level of total return in USD with the preservation of capital and a high degree of liquidity.

- **Risk related to money fund** - Investment in the Fund is not the same as placing funds on deposit with a bank or deposit-taking institution. The management company has no obligation to redeem shares at the offer value and the Fund is not subject to the supervision of the Hong Kong Monetary Authority.
- **Credit risk** - If the issuer of any of the securities invested by the Fund defaults, the performance of the Fund will be negatively affected and the Fund could suffer substantial loss. Decline in credit quality of the issuer may adversely affect the valuation of the relevant bonds and the Fund.
- **Interest rate risk** - Interest rates in the countries in which the Fund's assets will be invested may be subject to fluctuations. Any such fluctuations may have a direct effect on the income received by the Fund and its capital value. Bonds are particularly susceptible to interest rate changes and may experience significant price volatility. The prices of bonds generally increase when interest rates decline and decrease when interest rates rise. Longer term bonds are usually more sensitive to interest rate changes.
- **Currency risk** - Non-USD denominated investors are exposed to currency risk as the Fund's underlying assets are denominated in USD.
- **Investment risk** - The value of the Fund's holdings may fall as well as rise. Investors may be subject to substantial losses.

本基金旨在以美元實現具競爭水平的總回報，同時保本及維持高水平的流通量。

- **有關貨幣基金的風險** - 投資於本基金並不同將資金存放於銀行或接受存款機構。管理公司並無責任按賣出價值贖回股份，同時本基金亦不受香港金融管理局的監督。
- **信貸風險** - 倘若基金所投資之任何證券之發行人違約，基金之表現將會受負面影響，而基金可能蒙受重大損失。發行人的信貸質素降低，或會對有關債券及基金之估值造成不利影響。
- **利率風險** - 本基金之資產所投資之一些國家之利率可能會有變動。任何該等變動可能會對本基金所得之收益及其資本價值有直接影響。債券特別容易受到利率變動所影響，並且可能承受顯著的價格波動。債券的價格一般會隨利率下降而上升；隨利率上升而下跌。較長期債券通常對利率變動較為敏感。
- **貨幣風險** - 由於本基金的相關資產以美元為貨幣單位，並非以美元為貨幣單位的投資者須承擔貨幣風險。
- **投資風險** - 基金之投資價值可升亦可跌。投資者可能須承受重大損失。

Is there any guarantee? 本基金有否提供保證？

This Fund does not provide any guarantees. You may not get back the full amount of money you invest.

本基金並不提供任何保證。閣下未必能取回全數投資本金。

What are the fees and charges? 投資本基金涉及哪些費用及收費？

◆ Charges which may be payable by you 閣下或須繳付的收費

You may have to pay the following fees up to the rate listed below when dealing in the shares of the Fund:

閣下買賣基金股份時或須繳付最高可達之費用如下：

Subscription fee (Initial charge) 認購費： N/A 不適用

Switching fee 轉換費： Up to the initial charge into which the Fund will switch 最高可達將轉入之基金之認購費

Redemption fee 贖回費： N/A 不適用

◆ Ongoing fees payable by the Fund 本基金須持續繳付的費用

The following expenses will be paid out of the Fund. They affect you because they reduce the return you get on your investments.

以下費用將從基金中扣除，閣下的投資回報將會因而減少。

Management and advisory fee 管理及顧問費： 0.25% of NAV p.a. (maximum 1.0%) 每年資產淨值之0.25% (最高可達1.0%)

Operating and administrative expenses 0.05%-0.37% of NAV p.a. (maximum 0.37%)

(including Custodian fee) 每年資產淨值之0.05%-0.37% (最高可達0.37%)

經營及行政開支 (包括託管人費用)：

Performance fee 表現費： N/A 不適用

◆ Other fees 其他費用

The Fund may charge other fees. Please refer to the 'CHARGES AND EXPENSES' section in the Hong Kong Offering Document of JPMorgan Series II Funds.

本基金或會收取其他費用。請參閱摩根基金II的香港銷售文件內之「費用及開支」一節。

Additional information 其他資料

- You generally buy, redeem or switch shares at the Fund's next-determined net asset value after the Hong Kong Representative or Intermediaries receive your request in good order at or before 6.00pm (Hong Kong time) being the dealing cut-off time. The Hong Kong Representative or Intermediaries may impose different dealing deadlines for receiving requests from investors.
- The net asset value and the yield of this Fund are calculated and are published on each "business day". They are available online at www.jpmorganam.com.hk.
- 在交易截止時間即下午6時正（香港時間）或之前由香港代表人或中介人收妥的股份認購、贖回及轉換要求，一般按基金隨後釐定的資產淨值執行。香港代表人或中介人設定的交易截止時間可能各有不同，投資者應注意提交要求的截止時間。
- 本基金在每一「營業日」計算及公布資產淨值及年息率。詳情請瀏覽www.jpmorganam.com.hk。

Important 重要提示

If you are in doubt, you should seek professional advice.

The SFC takes no responsibility for the contents of this statement and makes no representation as to its accuracy or completeness.

閣下如有疑問，應諮詢專業意見。

證監會對本概要的內容並不承擔任何責任，對其準確性及完整性亦不作出任何陳述。

www.jpmorganam.com.hk

摩根
資產管理