

Please address any replies to:

In relation to Threadneedle Investment Funds ICVC:

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In relation to Threadneedle (Lux):

Threadneedle (Lux)

Société d'Investissement à Capital Variable

Registered Office: 31, Z.A. Bourmicht, L-8070 Bertrange

Grand Duchy of Luxembourg

R.C.S. LUXEMBOURG B-50.216

NOTICE TO THE SHAREHOLDERS

This document is important and requires your immediate attention. If you are in any doubt about the content of this document, you should seek independent professional financial advice.

9 March 2020

Dear Shareholders,

Important information regarding the following UK-domiciled fund (the "UK Fund"):

The following sub-fund of Threadneedle Investment Funds ICVC

- Japan Fund

Important information regarding the following Luxembourg-domiciled funds (collectively, the "Lux Funds"):

The following sub-funds of Threadneedle (Lux)

- Threadneedle (Lux) – American Select
- Threadneedle (Lux) – Emerging Market Debt

(the UK Fund and the Lux Funds collectively known as "**the Funds**")

As an investor in one or more of the Funds, we would like to notify you that Threadneedle Investment Services Limited, the authorised corporate director (the "**ACD**") of Threadneedle Investment Funds ICVC ("**TIF**"), and Threadneedle Management Luxembourg S.A., the management company (the "**ManCo**") of Threadneedle (Lux) ("**T(Lux)**"), have decided to cease marketing the UK Fund and the Lux Funds, respectively, to the public in Hong Kong in future and to apply to the SFC for the withdrawal of the authorisation of the Funds.

Why did the ACD and ManCo apply to the SFC for withdrawal of the authorisation of the Funds?

In relation to the UK Fund, the ACD has concluded that as part of its business strategy, it will focus its marketing activities for Hong Kong investors on Luxembourg-domiciled funds rather than UK-domiciled funds. Columbia Threadneedle already markets a range of its Luxembourg-domiciled funds to the public in Hong Kong and this is expected to expand going forward. As a result, the marketing activities relating to the public in Hong Kong for the UK Fund will cease and the SFC authorisation of the UK Fund will be withdrawn, subject to obtaining the SFC's approval.

Concurrently, as part of our ongoing review of our fund offerings in Hong Kong, due to a lack of market demand from Hong Kong investors, the ManCo is of the view that the Lux Funds have limited growth potential and has decided to cease the offer of the Lux Funds. Presently, these funds are already not marketed to the public in Hong Kong. For these reasons, we intend to apply for the withdrawal of the authorisation of the Lux Funds.

When will the withdrawal of authorisation of the Funds take effect?

We will no longer market the Funds to the public in Hong Kong with immediate effect, and the withdrawal of authorisation of the Funds will take effect as of 10 June 2020 (the "Effective Date").

What happens next?

From the Effective Date, the Funds will no longer be regulated by the SFC and will not be available for public distribution in Hong Kong. The product documentation specific to the Funds, including the marketing materials that are currently in the possession of Hong Kong investors, should be retained for personal use only and not for public circulation after the date of this notice. There are no proposals or intended changes to the features and risk profiles of the Funds, including but not limited to the objectives and investment strategies of the Funds. There is also no proposed increase of the level of fees payable by the Funds and/or shareholders, as currently disclosed in the Hong Kong offering documents of TIF and T(Lux), nor proposed changes to the operation of the Funds and, consequently, there is no effect on existing investors as a result of the withdrawal of authorisation.

The ACD and the ManCo shall continue to manage the Funds in accordance with the Funds' respective constitutive documents despite the withdrawal of authorisation. TIF, T(Lux) and the Funds will continue to be subject to the supervision by their respective home regulators, i.e. Financial Conduct Authority in the United Kingdom for TIF and the UK Fund, and the Commission de Surveillance du Secteur Financier in Luxembourg for T(Lux) and the Lux Funds.

We will no longer accept subscriptions or conversions into the Funds from the date of this notice. However, you will continue to be able to keep the holdings you currently have in the Funds. You will also continue to be able to redeem your shares of the UK Fund and Lux Funds. In addition, Shareholders of the UK Fund may exchange your shares for shares of other sub-funds of TIF, and shareholders of the Lux Funds may exchange your shares for shares in other sub-funds of Threadneedle (Lux), respectively, that are authorised by the SFC in Hong Kong¹ free of charge until 20:00 hrs (Hong Kong time) on 9 June 2020.

¹ The SFC's authorisation is not a recommendation or endorsement of TIFT (Lux), or their sub-funds nor does it guarantee the commercial merits of TIF, T(Lux) or the any of the sub-funds or their performance. It does not mean that TIF, T(Lux) or their sub-funds are suitable for all investors nor is it an endorsement of the suitability of TIF, T(Lux) or their sub-funds for any particular investor or class of investors. Please refer to the Hong Kong offering documents of TIF, T(Lux) and their sub-funds for further details.

Additional information

As at 31 January 2020, the fund size of the UK Fund is approximately USD 1,067,253,198.57.

As at 31 January 2020, the fund sizes of the Lux Funds are approximately as follows:

Threadneedle (Lux) – American Select	USD 414,509,187.32
Threadneedle (Lux) – Emerging Market Debt	USD 55,580,474.27.

The total costs of the withdrawal of authorisation of the Funds are estimated to be around USD 10,000, which will be borne by the ACD and the ManCo, respectively. The costs of withdrawal of authorisation of the Funds would not be borne by the Funds or their investors.

Tax implication

TIF and T(Lux) should not be subject to profits tax in Hong Kong unless they are regarded as carrying on in Hong Kong a trade or business, either by themselves or through another person in Hong Kong on their behalf, earning revenue profits which arise in or are derived from Hong Kong. It is not intended that TIF and T(Lux) will carry on such trade or business in Hong Kong.

Shareholders resident in Hong Kong should not be subject to Hong Kong profits tax on distributions paid by TIF or T(Lux), as the case may be, from the Funds or on capital gains in respect of their acquisition, redemption or conversion of the shares, except where such transactions in the Funds' shares form part of a trade, profession or business carried on in Hong Kong by the Shareholders.

If you have any other questions, please speak to your financial adviser. Please note that we are unable to provide financial or tax advice.

Prospectus update

Updated versions of the Hong Kong offering documents of TIF and T(Lux) will reflect the removal of the UK Fund and Lux Funds as detailed above as well as some corrections of outstanding typographical errors and some language clarifications and will be available at the office of the Hong Kong Representative and on the website www.columbiathreadneedle.com in due course. Please note that this website has not been reviewed by the SFC. The website is not specifically directed to Hong Kong residents and may contain information with respect to non-SFC authorised funds of TIF and T(Lux) which are not available for public offer in Hong Kong.

The ACD and ManCo accept full responsibility for the accuracy of the information contained in this notice.

Should you have any questions on this notice, please speak to the Hong Kong Representative, HSBC Institutional Trust Services (Asia) Limited, at 1 Queen's Road Central, Hong Kong, Attention: SIFS Investor Services, tel: (852) 3663 5500, fax: (852) 3409 2697.

Yours faithfully,



Threadneedle Investment Services Limited

on behalf of
Threadneedle Investment Funds ICVC



**Threadneedle Management Luxembourg
S.A.**

on behalf of
Threadneedle (Lux)

如欲回覆，請按以下地址或號碼作出：

就天利投資基金(Threadneedle Investment Funds ICVC)而言：

天利投資
PO Box 10033
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Essex CM99 2AL
United Kingdom
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+44 1268 444 321*
傳真：0845 113 0274
+44 1268 441 520
columbiathreadneedle.com

就天利（盧森堡）而言：

天利（盧森堡）
可變資本投資公司(Société d'Investissement à Capital Variable)
註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. LUXEMBOURG B-50.216

致股東通知書

此乃重要文件，務須閣下即時垂注。如閣下對本文件的內容有任何疑問，應尋求獨立專業財務意見。

親愛的股東：

關於以下在英國註冊基金（「英國基金」）的重要資料：

天利投資基金(Threadneedle Investment Funds ICVC)的以下子基金

- 天利日本基金

關於以下在盧森堡註冊基金（統稱「各盧森堡基金」）的重要資料：

天利（盧森堡）的以下各子基金

- 天利（盧森堡）－美國選擇基金
- 天利（盧森堡）－新興市場債券基金

（英國基金及各盧森堡基金合稱為「各基金」）

作為一項或多項各基金的投資者，謹此致函通知閣下，天利投資基金(Threadneedle Investment Funds ICVC)（「天利投資基金」）的受權公司董事Threadneedle Investment Services Limited（「受權公司董事」）及天利（盧森堡）（「天利（盧森堡）」）的管理公司Threadneedle Management Luxembourg S.A.（「管理公司」）已分別決定在日後停止向香港公眾人士進行關於英國基金及各盧森堡基金的市場推廣，並且向證監會申請撤回各基金的認可。

受權公司董事及管理公司為何向證監會申請撤回各基金的認可？

就英國基金而言，受權公司董事已得出以下結論：作為其業務策略的一部分，其將專注於以香港投資

者為對象、關於在盧森堡註冊基金而非在英國註冊基金的市場推廣活動。天利目前已在向香港公眾人士進行關於其一系列在盧森堡註冊基金的市場推廣，並預期會在日後拓展此類市場推廣。因此，對於香港公眾人士而關於英國基金的市場推廣活動將告停止，英國基金的證監會認可亦會被撤回，惟須先取得證監會的批准。

同時，基於我們對在香港提供的基金選擇的持續檢討，由於缺乏來自香港投資者的市場需求，管理公司認為各盧森堡基金的增長潛力有限，並已決定停止發售各盧森堡基金。目前，關於此等基金的市場推廣已不再以香港公眾人士為對象。鑑於前述理由，我們擬申請撤回各盧森堡基金的認可。

各基金的認可撤回將於何時生效？

我們從即日起將不再向香港公眾人士進行關於各基金的市場推廣，而各基金的認可撤回將自2020年6月10日（「生效日期」）起生效。

後續事項

自生效日期起，各基金將不再受證監會規管，並將不可供在香港向公眾分銷。各基金的專屬產品文件，包括香港投資者目前管有的市場推廣材料，在本通知書日期後均應僅為個人用途而予以保留且不可作公開傳閱。概無關於各基金的特點及風險狀況（包括但不限於各基金的目標及投資策略）的建議或擬作變動。亦概無建議增加天利投資基金及天利（盧森堡）的香港銷售文件目前所披露的各基金及／或股東應付的費用水平，亦無建議更改各基金的運作，故撤回認可一事不會對現有投資者造成影響。

即使有關認可被撤回，受權公司董事及管理公司仍會繼續按照各基金各自的組成文件管理各基金。天利投資基金、天利（盧森堡）及各基金會繼續受到其各自所在地的監管機構監督，即天利投資基金及英國基金受英國金融市場行為監管局監督，天利（盧森堡）及各盧森堡基金則受盧森堡金融業監管委員會監督。

自本通知書日期起，我們將不再接受認購或轉換為各基金的要求。然而，閣下將可繼續持有目前在各基金中的持倉。閣下亦可將可繼續贖回英國基金及各盧森堡基金的股份。此外，直至2020年6月9日晚上8時正（香港時間）為止，英國基金的股東可免費將其股份交換為天利投資基金的其他子基金（獲香港證監會認可者¹）的股份，各盧森堡基金的股東則可免費將其股份交換為天利（盧森堡）的其他子基金（獲香港證監會認可者¹）的股份。

額外資料

於2020年1月31日，英國基金的概約基金規模為1,067,253,198.57美元。

於2020年1月31日，各盧森堡基金的概約基金規模如下：

天利（盧森堡）－美國選擇基金	414,509,187.32美元
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¹ 證監會之認可並非對天利投資基金、天利（盧森堡）或其子基金的推薦或認許，亦不是對天利投資基金、天利（盧森堡）或其子基金的商業利弊或其表現作出保證。證監會之認可並不意味天利投資基金、天利（盧森堡）或其子基金適合所有投資者，亦不是認許天利投資基金、天利（盧森堡）或其子基金適合任何特定投資者或投資者類別。有關進一步詳情，請參閱天利投資基金、天利（盧森堡）及其子基金的香港銷售文件。

天利（盧森堡）－新興市場債券基金

55,580,474.27美元

估計各基金的認可撤回總費用約為10,000美元，將分別由受權公司董事及管理公司承擔。各基金的認可撤回費用不會由各基金或其投資者承擔。

稅務影響

天利投資基金及天利（盧森堡）理應無須繳付香港利得稅，但如果他們被視作在香港自身經營或透過在香港代表他們的另一人士經營某個行業或業務，而賺取的收益利潤於香港產生或得自香港則除外。天利投資基金及天利（盧森堡）均不擬在香港經營有關行業或業務。

居於香港的股東理應無須就天利投資基金或天利（盧森堡）（視屬何情況而定）從各基金撥付的分派，或者就他們收購、贖回或轉換股份所涉的資本增益而繳付香港利得稅，但如果對各基金股份進行的該等交易構成股東在香港經營的某個行業、專業或業務的一部分則除外。

如有任何其他疑問，請聯絡閣下的財務顧問。請注意，我們無法提供財務或稅務意見。

說明書更新

天利投資基金及天利（盧森堡）的香港銷售文件的已更新版本將反映上文詳述的英國基金及各盧森堡基金的移除，以及一些對尚待改正的文書錯誤的更正和一些措辭上的澄清，並將於適當時候在香港代表的辦事處及該網站www.columbiathreadneedle.com可供索取。請注意，此網站並未經證監會審閱。網站並非特定為香港居民而設，並可能載有關於天利投資基金及天利（盧森堡）未經證監會認可及不可供在香港公開發售的基金的資料。

受權公司董事及管理公司對本通知書所載資料的準確性承擔全部責任。

閣下如對本通知書有任何疑問，請聯絡香港代表－滙豐機構信託服務（亞洲）有限公司，地址為香港皇后大道中1號（收件人：SIFS Investor Services）；電話：(852) 3663 5500；傳真：(852) 3409 2697。



Threadneedle Investment Services Limited

代表
天利投資基金



**Threadneedle Management Luxembourg
S.A.**

代表
天利（盧森堡）

謹啟

2020年3月9日