

# Conflicts of Interest Policy

November 2017

An investment in a collective investment scheme (hereinafter referred to as a “Fund”) is subject to a number of actual or potential conflicts of interest.

The Manager, the Investment Managers (if any) and/or the Sub-Managers (if any) may provide services to, or effect transactions with or for, the Funds which may involve an actual or potential conflict of interest with their duties to the Funds. The Manager, the Investment Managers (if any) and/or the Sub-Managers will (if any), however, have regard in such event to their obligations to act in the best interests of unitholders when such conflicts of interest arise and will seek to resolve such conflicts fairly.

The description of conflicts of interests below, is without prejudice of the laws and regulations which each specific entity of the JPMorgan group is subject to and in particular the duties of the Manager, the Investment Managers (if any) and/or the Sub-Managers (if any) under the rules, regulations, circulars, codes and guidelines as may be issued by the Securities and Futures Commission of Hong Kong (“SFC”) from time to time.

The Manager, Investment Managers (if any), Sub-Managers (if any) and other affiliates of JPMorgan Chase & Co. (“JPMorgan”) have adopted policies and procedures reasonably designed to appropriately prevent, limit or mitigate conflicts of interest and to comply with applicable law where the activities that give rise to conflicts of interest are limited and/or prohibited by law, unless an exception is available.

This section is not, and is not intended to be, a complete enumeration or explanation of all of the potential conflicts of interest that may arise.

Potential investors and unitholders should carefully review the following, which describes potential and actual conflicts of interest that JPMorgan can face in its operations.

## DEALINGS BETWEEN RELATED PARTIES, INTERESTS & CLIENT ACCOUNTS

**Acting for Multiple Clients.** In general, JPMorgan faces conflicts of interest when it renders investment advisory services to several clients and, from time to time, provides dissimilar investment advice to different clients. For example, when funds or accounts managed by JPMorgan (“Other Accounts”) engage in short sales of the same securities held by a Fund, JPMorgan could be seen as harming the performance of that Fund for the benefit of the Other Accounts engaging in short sales, to the extent short sales activities contribute to a decrease of the market value of the securities. In addition, a conflict could arise when one or more Other Accounts invest in different instruments or classes of securities of the same issuer than those in which a Fund invests.

In certain circumstances, Other Accounts have different investment objectives or could pursue or enforce rights with respect to a particular issuer in which a Fund has also invested and these activities could have an adverse effect on the Fund.

In addition, an issuer of the securities in which a Fund invests may use the proceeds of the Fund’s investment to refinance or reorganize its capital structure which could result in repayment of debt held by JPMorgan or Other Account. If the issuer performs poorly following such refinancing or reorganization or becomes insolvent, the Fund’s performance might suffer whereas the Other Account’s performance will not be affected because the Other Account no longer has an investment in the issuer.

It is possible that in connection with an insolvency, bankruptcy, reorganization, or similar proceeding, a Fund will be limited (by applicable law, courts or otherwise) in the positions or actions it will be permitted to take due to other interests held or actions or positions taken by JPMorgan or Other Accounts.

Positions taken by JPMorgan for Other Accounts may also dilute or otherwise negatively affect the values, prices or investment strategies associated with positions held by a Fund. For example,

this may occur when investment decisions for the Fund are based on research or other information that is also used to support portfolio decisions by JPMorgan for Other Accounts following different investment strategies. When an Other Account implements a portfolio decision or strategy ahead of, or at the same time as, similar portfolio decisions or strategies being made for a Fund (whether or not the portfolio decisions emanate from the same research analysis or other information), market impact, liquidity constraints, or other factors could result in a disadvantageous impact on the Fund and the costs of implementing such portfolio decisions or strategies could be increased.

Investment opportunities that are appropriate for a Fund may also be appropriate for Other Accounts and there is no assurance the Fund will receive an allocation of all of those investments it wishes to pursue.

The Manager or Investment Managers (as the case may be) and/or Sub-Managers (if any) of those Funds investing in other underlying collective investment schemes (“underlying funds”) may have access to the holdings and may have knowledge of the investment strategies and techniques of certain underlying funds because they are investment managers of Other Accounts following similar strategies as those Funds. They may therefore face conflicts of interest in the timing and amount of allocations to a Fund, as well as in the choice of an underlying fund.

**Acting in Multiple Commercial Capacities.** JPMorgan is a diversified financial services firm that provides a broad range of services and products to its clients and is a major participant in the global currency, equity, commodity, fixed-income and other markets in which a Fund invests or may invest. JPMorgan is typically entitled to compensation in connection with these activities which the Funds will not be entitled to any benefit from. In providing services and products to clients other than the Fund, JPMorgan, from time to time, faces conflicts of interest with respect to activities recommended to or performed for the Fund on one hand and for JPMorgan’s other clients on the other hand. For example, JPMorgan has, and continues to seek to develop, banking and other financial and advisory relationships with numerous persons and governments globally. JPMorgan also advises and represents potential buyers and sellers of businesses worldwide. The Funds have invested in, or may wish to invest in, such entities represented by JPMorgan or with which JPMorgan has a banking or other financial relationship. In addition, certain clients of JPMorgan may invest in entities in which JPMorgan holds an interest, including a Fund. In providing services to its clients, JPMorgan from time to time may recommend activities that compete with or otherwise adversely affect a Fund or a Fund’s investments.

It should be recognised that relationships noted in the above paragraph may also preclude a Fund (for regulatory and other reasons) from engaging in certain transactions and may constrain a Fund’s investment flexibility.

The Manager, the Investment Manager and/or the Sub-Manager and any of their connected persons may provide a variety of different services to a Fund, for which the Fund compensates them, including the execution of portfolio transactions for or with that particular Fund (either as agent or, with the approval of the Trustee, as principal). As a result, the Manager, the Investment Manager and/or the Sub-Manager and any of their connected persons have an incentive to enter into arrangements with a Fund, and face conflicts of interest when balancing that incentive against the best interests of the unitholders of the relevant Fund. Such persons may receive and retain their normal commissions, charges, fees or other benefits provided they are arm’s length commercial rates for transactions or services of a similar size and nature.

Potential conflicts of interest may also arise as a consequence of an affiliated group company of the Manager (which is part of JPMorgan) providing administrative services to the Funds. For example, potential conflicts of interest may arise where an appointed service provider is an affiliated group company of the Manager and is providing a product or service to the Funds and has a financial or business interest in such product or service or where an appointed service provider is an affiliated group company of the Manager which receives remuneration for other related products or services it provides to the Funds, such as foreign exchange, securities lending, pricing or valuation services. In the event of any potential conflict of interest which may arise during the normal course of business, the Manager will at all times have regard to its obligations under applicable laws including those to act honestly, fairly, professionally and independently and solely in the interests of the unitholders of the Funds, and will also manage, monitor and disclose any conflicts of interest to prevent negative effects on the interests of the Funds and its unitholders.

JPMorgan may derive ancillary benefits from providing investment management or advisory, depositary, administration, fund accounting and shareholder servicing and other services to a Fund, and providing such services to a Fund may enhance JPMorgan’s relationships with various parties, facilitate additional business development and enable JPMorgan to obtain additional business and generate additional revenue.

**Affiliated Transactions.** To the extent permitted by law, the Funds can enter into transactions in which JPMorgan acts as principal on its own behalf (principal transactions), or JPMorgan acts as broker for, and receives a commission from, the Funds (agency transactions).

Subject to the restrictions and requirements applicable from time to time, the Manager, the Investment Manager (if any), the Sub-Manager (if any) and/or any of their respective connected persons may deal with any Fund as principal provided that dealings are effected on best available terms negotiated and on an arm's length basis. Any transactions between a Fund and the Manager, the Investment Manager (if any), the Sub-Manager (if any) or any of their connected persons as principal may only be made with the prior written consent of the Trustee.

Agency transactions create the opportunity for JPMorgan to engage in self-dealing. JPMorgan faces a conflict of interest when it engages in an agency transaction on behalf of a Fund, because such transactions result in additional compensation to JPMorgan. JPMorgan faces a potentially conflicting division of loyalties and responsibilities to the parties in these transactions.

In addition, JPMorgan has direct or indirect interests in electronic communication networks and alternative trading systems (collectively "ECNs"). The Manager, the Investment Managers (if any) and the Sub-Managers (if any), in accordance with their fiduciary obligations to seek to obtain best execution, from time to time execute client trades through ECNs in which JPMorgan has, or may acquire, an interest. In such case, JPMorgan will be indirectly compensated based upon its ownership percentage in relation to the transaction fees charged by the ECNs.

JPMorgan also faces conflicts of interest if a Fund purchases securities in accordance with its investment policy during the existence of an underwriting syndicate for such securities, of which JPMorgan is a member because JPMorgan typically receives fees for certain services that it provides to the syndicate and, in certain cases, will be relieved directly or indirectly of certain financial obligations as a result of a Fund's purchase of securities.

**Allocation and Aggregation.** Potential conflicts of interest also arise with both the aggregation of trade orders and allocation of securities transactions or investment opportunities. Allocations of aggregated trades, particularly trade orders that were only partially filled due to limited availability, and allocation of investment opportunities raise a potential conflict of interest because JPMorgan has an incentive to allocate trades or investment opportunities to Other Accounts or Funds. For example, JPMorgan has an incentive to cause accounts it manages to participate in an offering where such participation could increase JPMorgan's overall allocation of securities in that offering. JPMorgan may face certain potential conflicts of interest when allocating the assets of a fund-of-funds among its underlying funds. For example, JPMorgan has an incentive to allocate assets to seed a new fund or to allocate to an underlying fund that is small, pays higher fees to JPMorgan or to which JPMorgan has provided seed capital.

**Overall Position Limits.** Potential conflicts of interest also exist when JPMorgan maintains certain overall investment limitations on positions in securities or other financial instruments due to, among other things, investment restrictions imposed upon JPMorgan by law, regulation, contract or internal policies. Investment restrictions may also be imposed upon the Fund by regulation because of registration in certain jurisdictions. These limitations have precluded and, in the future could preclude, a Fund from purchasing particular securities or financial instruments, even if the securities or financial instruments would otherwise meet the Fund's objectives.

**Redemptions.** JPMorgan, as an investor, and Other Accounts may have significant ownership in certain Funds. JPMorgan faces conflicts of interest when considering the effect of redemptions on such Funds and on other unitholders in deciding whether and when to redeem its unitholding in the Funds. A large redemption of units by JPMorgan or Other Accounts could result in the Fund selling securities when it otherwise would not have done so, accelerating the realization of capital gains or losses, increasing transaction costs and potentially affecting the viability of the Fund.

A large redemption could significantly reduce the assets of a Fund, causing decreased liquidity and, depending on any applicable expense caps, a higher expense ratio.

**Participations Adverse to the Funds.** JPMorgan's participation in certain markets or its actions for certain clients may also restrict or affect a Fund's ability to transact in those markets and JPMorgan may face conflicts with respect to the interests involved. For example, when a Fund and another JPMorgan client invest in different parts of an issuer's capital structure, decisions over whether to trigger an event of default, over the terms of any workout, or how to exit an investment implicate conflicts of interest. See also "Acting for Multiple Clients" above.

**Valuation.** The Manager is responsible for the valuation of securities and assets of the Funds according to the Funds' valuation principles. From time to time the Manager may value an asset differently than an affiliate valuing the identical asset. This may arise in connection with securities or other assets for which market quotations are not readily available or for which market quotations do not represent the value at the time of pricing and which are fair valued. In that case, the Manager may face a conflict with respect to valuations as they could affect the amount of JPMorgan's compensation. As a safeguard measure, the Manager has to make an adjustment to the value of the assets to reflect their fair value with due care, skill and diligence, in good faith, and in consultation with the Trustee, taking into account the best interests of unitholders.

**Investing in Other Underlying Funds.** The Funds may invest from time to time in other underlying funds managed by JPMorgan. It is therefore possible that any of them may, in the

due course of their business, have potential conflicts of interest with a Fund. When undertaking any investments where conflicts of interest may arise, each will respectively endeavour to ensure that such conflicts are resolved fairly.

In selecting actively managed underlying funds for the Funds, the Manager, the Investment Manager or the Sub-Manager (as the case may be) may limit its selection to funds managed by JPMorgan.

The Manager, the Investment Manager or the Sub-Manager (as the case may be) may not consider or canvass the whole universe of unaffiliated funds available, even though there may be unaffiliated investment companies that may be more appropriate for the Fund or that have superior returns. Where the Fund invests in any underlying funds, the Manager may not obtain a rebate on any fees or charges levied by an underlying fund or its management company. Where the Fund invests in any underlying funds managed by the Manager or its connected persons, all initial charges on the underlying funds shall be waived. However, the Manager's affiliates providing services to the Fund benefit from additional fees when a Fund is included as an underlying fund. A Fund may invest in underlying funds managed by JPMorgan that may charge performance fees, provided that such investments are consistent with the investment policy and investment objective of the relevant Fund and the Manager acts in the best interests of the Fund and its unitholders.

**Personal Trading.** JPMorgan and any of its directors, officers, agents or employees, face conflicts of interest when transacting in securities for their own accounts because they could benefit by trading in the same securities as a Fund, which could have an adverse effect on a Fund. JPMorgan, and any of its directors, officers or employees, may also buy, sell, or trade securities for their own accounts or the proprietary accounts of JPMorgan. Within their discretion, JPMorgan may make different investment decisions and take other actions with respect to their own proprietary accounts than those made for client accounts, including the timing or nature of such investment decisions or actions. Further, JPMorgan is not required to purchase or sell for any client account securities that it, or any of its employees, may purchase or sell for their own accounts or the proprietary accounts of JPMorgan or its clients.

**Information Access.** As a result of JPMorgan's various other businesses, affiliates, from time to time, come into possession of information about certain markets and investments which, if known to the Manager, the Investment Managers or the Sub-Managers (as the case may be), could cause them to seek to dispose of, retain or increase interests in investments held by a Fund or acquire certain positions on behalf of a Fund. However,

JPMorgan's internal information barriers restrict the ability of the Manager, the Investment Managers or the Sub-Managers (as the case may be) to access such information even when it would be relevant to their management of the Funds. Such affiliates can trade differently from the Manager, the Investment Managers or the Sub-Managers for the Fund potentially based on information not available to the Manager, the Investment Managers or the Sub-Managers. If the Manager, the Investment Managers or the Sub-Managers acquire, or are deemed to acquire, material non-public information regarding an issuer, they will be restricted from purchasing or selling securities of that issuer for their clients, including a Fund, until the information has been publicly disclosed or is no longer deemed material. Such an issuer could include an underlying fund.

Physical and electronic information barriers are established to help prevent the exchange or misuse of material, non-public information and mitigate existing and potential conflicts of interests.

**Commission Sharing Arrangements.** The Manager, the Investment Manager and/or the Sub-Manager and any of their connected persons may enter into soft commission arrangements with brokers under which certain goods and services are received, provided such goods and services are of demonstrable benefit to unitholders. Cash payment will not be made for these services but instead those persons may transact an agreed amount of business with the brokers on behalf of the Fund. Commission will be paid by the Fund for these transactions, provided that execution of the transactions are consistent with best execution standards and the relevant brokerage rates are not in excess of customary institutional full-service rates. However, no cash or other rebates from brokers, dealers or market makers may be retained by the Manager, the Investment Manager and/or the Sub-Manager or any of their connected persons in consideration of directing transactions on behalf of a Fund to such brokers, dealers or market makers.

JPMorgan faces conflicts of interest because the research and advisory services may benefit certain other clients of JPMorgan more than a Fund and can be used in connection with the management of accounts other than the accounts whose trades generated the commissions.

Additionally, when JPMorgan uses client brokerage commissions to obtain research and advisory services, JPMorgan receives a benefit because it does not have to produce or pay for the research and advisory services itself. As a result, JPMorgan may have an incentive to select a particular broker-dealer in order to obtain such research and advisory services from that broker-dealer, rather than to obtain the lowest price for execution.

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**Waiver of Fees.** JPMorgan may also face conflicts of interest when waiving certain fees as those waivers enhance performance.

**Lending.** The Manager, Investment Managers (if any), the Sub-Managers (if any) and/or the Fund face conflicts of interest with respect to any borrowing or overdraft facility from JPMorgan. If a Fund engages in securities lending transactions, the Manager faces a conflict of interest when an affiliate operates as a service provider in the securities lending transaction or otherwise receives compensation as part of the securities lending activities.

**Proxy Voting.** Potential conflicts of interest can arise when the Manager, Investment Managers or the Sub-Managers (as the case may be) votes proxies for securities held by a Fund. A conflict is deemed to exist when the proxy is for the Fund, or when

the proxy administrator has actual knowledge indicating that JPMorgan is an investment banker or rendered a fairness opinion with respect to the matter that is the subject of the proxy vote. Potential conflicts of interest can arise when the Manager, the Investment Manager or the Sub-Manager (as the case may be) invests a Fund's assets in securities of companies that are also clients of JPMorgan or that have material business relationships with JPMorgan. For example, a vote against the management of such company could harm or otherwise affect JPMorgan's business relationship with that company.

**Gifts and Entertainment.** From time to time, employees of JPMorgan receive gifts and/or entertainment from clients, intermediaries, or service providers to the Funds or JPMorgan generally, which could have the appearance of affecting, or may potentially affect, the judgment of such employees, or the manner in which they conduct business.