

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

Capitalised terms in this letter have the same meaning as in the Hong Kong Offering Document of JPMorgan Funds (the “Fund”) unless otherwise specified.

13 October 2023

Dear Investor,

**Merger of JPMorgan Funds - Emerging Middle East Equity Fund into JPMorgan Funds - Middle East, Africa and Emerging Europe Opportunities Fund**

We are writing to notify you that JPMorgan Funds - Emerging Middle East Equity Fund (the “Merging Sub-Fund”) will be merged into JPMorgan Funds - Middle East, Africa and Emerging Europe Opportunities Fund (the “Receiving Sub-Fund”) on 14 December 2023 (the “Merger Date”) pursuant to Article 21 of the Articles of Incorporation (the “Articles”) of JPMorgan Funds (the “Fund”). The decision was taken as the Board of Directors of the Fund believes it would be in the shareholders’ interests to merge the Merging Sub-Fund into the Receiving Sub-Fund which has stronger growth potential.

Please refer to Appendix to this letter for the key differences and similarities between the Merging Sub-Fund and the Receiving Sub-Fund, and details of the merger of the Merging Sub-Fund into the Receiving Sub-Fund (the “Merger”).

The following share classes of the Merging Sub-Fund will be exchanged automatically into the shares of the corresponding share classes of the Receiving Sub-Fund on the Merger Date (please refer to section “Merger timeline and impact” in the Appendix to this letter for details about conversion of shares including the calculation of the exchange ratio). The contract notes for the disposal of shares in the Merging Sub-Fund and the issue of shares in the Receiving Sub-Fund will be issued as soon as practicable after the Merger Date. Shareholders should also refer to the relevant sections of the Hong Kong Offering Document of the Fund dated August 2023, as amended from time to time (the “Hong Kong Offering Document”) and the relevant Product Key Facts Statements which set out a description of the investment policies and specific risk factors of the Merging Sub-Fund and the Receiving Sub-Fund. Shareholders should note that the net asset value per share of the Merging Sub-Fund and the Receiving Sub-Fund on the Merger Date may not necessarily be the same. Therefore, while the overall value of your holding (except for rounding adjustments, if any) will remain the same, you may receive a different number of shares in the Receiving Sub-Fund from what you previously held in the Merging Sub-Fund.

<b>Share classes of the Merging Sub-Fund</b>	<b>Corresponding share classes of the Receiving Sub-Fund</b>
JPM Emerging Middle East Equity A (acc) - USD	JPM Middle East, Africa and Emerging Europe Opportunities A (acc) - USD
JPM Emerging Middle East Equity A (dist) - USD	JPM Middle East, Africa and Emerging Europe Opportunities A (dist) - USD

With effect from and including the date of this letter, the Merging Sub-Fund is no longer allowed to be marketed to the public in Hong Kong, and subscription and switching into the Merging Sub-Fund will be suspended, except for investment from existing investors through regular investment plans<sup>1</sup>, eScheduler<sup>2</sup> and pension schemes, which will be still permissible (insofar as there is no increase in the scheduled contribution amount) up to 5:00 p.m. (Hong Kong time) on 11 December 2023.

As a shareholder of the Merging Sub-Fund, if you would like to exchange your shares for shares of the Receiving Sub-Fund, no action is necessary and all shares that you hold in the Merging Sub-Fund on the Merger Date will automatically be exchanged as detailed above. Alternatively, you are entitled to redeem your shares in the Merging Sub-Fund at any time in accordance with the terms of the Hong Kong Offering Document from 13 October 2023 until 5:00 p.m. (Hong Kong time) on 11 December 2023. Any charges for redemption during such period will be waived<sup>3</sup>. If you prefer, you may also switch your holdings in the Merging Sub-Fund into any other funds which are managed by JPMorgan Funds (Asia) Limited or for which it acts as Hong Kong Representative<sup>4</sup> and which are authorised by the Securities and Futures Commission (the “SFC”) for sale to the public in Hong Kong in accordance with the terms of the Hong Kong Offering Document from 13 October 2023 until 5:00 p.m. (Hong Kong time) on 11 December 2023. Any charges for switching during such period will be waived<sup>3</sup>. Please refer to the relevant offering documents for details of such funds which can be found on our website [am.jpmorgan.com/hk](http://am.jpmorgan.com/hk)<sup>5</sup>. SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of a fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

Prior to the Merger, should the aggregate net transactions in shares of the Merging Sub-Fund exceed a pre-determined threshold on any valuation day, the Management Company may adopt a swing pricing mechanism to adjust the net asset value per share of the Merging Sub-Fund upwards or downwards to reflect net inflows and net outflows respectively to counter the potential effect of dilution of net asset value per share and to protect the interests of shareholders. For further details of the swing pricing mechanism, please refer to the sub-section entitled “Swing Pricing Adjustment” under section 6.1 entitled “Net Asset Value per Share” of the Hong Kong Offering Document.

Rebalancing of the assets in the Merging Sub-Fund will be required in preparation for the Merger. It is expected that such portfolio rebalancing will commence no earlier than 15 business days prior to the Merger Date. One-time expenses associated with transaction costs will be borne by the Merging Sub-Fund, therefore shareholders who remain in the Merging Sub-Fund when such portfolio rebalancing is carried out will be impacted. The actual expenses incurred during portfolio rebalancing may exceed the estimated expenses listed under section “Impact” in the Appendix to this letter and in such cases, the excess amount will be borne by the Merging Sub-Fund.

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<sup>1</sup> If you invest through a bank, distributor or financial adviser, please note that the arrangement of your regular investment plans may be different. You are advised to contact your bank, distributor or financial adviser should you have any questions.

<sup>2</sup> The eScheduler is only available to clients dealing via J.P. Morgan eTrading platform in Hong Kong.

<sup>3</sup> Please note that although we will not impose any charges in respect of your redemption/switching instructions, your bank, distributor, financial adviser or pension scheme trustee or administrator may charge you redemption/switching and/or transaction fees and may impose different dealing arrangements. You are advised to contact your bank, distributor, financial adviser or pension scheme trustee or administrator should you have any questions.

<sup>4</sup> Please note that, as provided in the relevant offering documents of the funds, the manager or the Hong Kong representative (as applicable) of each such fund has the discretion to accept or reject in whole or in part any application for units or shares (as the case may be) in the fund.

<sup>5</sup> The website has not been reviewed by the SFC.

There are no unamortised establishment costs outstanding relating to the Merging Sub-Fund.

The Merger will have no Luxembourg tax and Hong Kong profits tax implications to the Merging Sub-Fund or the Receiving Sub-Fund. Shareholders of the Merging Sub-Fund should note that the exchange of shares in the Merging Sub-Fund for shares in the Receiving Sub-Fund pursuant to the Merger may be considered as a disposal of the shares in the Merging Sub-Fund for tax purposes and any gains derived may be subject to tax. Generally, shareholders will not be liable to Hong Kong profits tax on gains realised on the disposal of shares, except where the acquisition and disposal of shares are or form part of a trade, profession or business carried on by the shareholders 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 shareholders. Shareholders should take advice from their own professional advisors as to their particular tax position.

Copies of the Articles, Hong Kong Offering Document, Product Key Facts Statements, financial reports and any other documents of the Merging Sub-Fund and the Receiving Sub-Fund set out under the section entitled “Documents Available for Inspection” in the Hong Kong Offering Document are available for inspection free of charge during normal working hours at the offices of the Hong Kong Representative of the Fund<sup>6</sup>.

The Management Company of the Fund accepts responsibility for the accuracy of the content of this letter.

If you have any questions with regard to the content of this letter or any other aspect of the Merging Sub-Fund or the Receiving Sub-Fund, please do not hesitate to contact:

- your bank or financial adviser;
- your designated client adviser, account manager, pension scheme trustee or administrator;
- our Intermediary Clients’ Hotline on (852) 2265 1000; or
- if you normally deal directly with us, our J.P. Morgan Funds InvestorLine on (852) 2265 1188.

Yours faithfully,  
For and on behalf of  
JPMorgan Funds (Asia) Limited  
as Hong Kong Representative of the Fund



Edwin TK Chan  
Director

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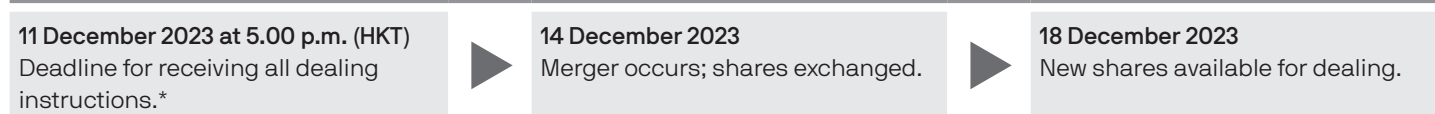
<sup>6</sup> The registered office of the Hong Kong Representative is located at 19th Floor, Chater House, 8 Connaught Road Central, Hong Kong.

## Appendix

### Merger timeline and impact

This section outlines key information relating to the Merger. Further information on the comparison of the Merging Sub-Fund and the Receiving Sub-Fund is contained in section “Sub-fund comparison” below.

#### Key Dates



When the merger transaction occurs, all assets, liabilities and any income in the Merging Sub-Fund will be transferred to the Receiving Sub-Fund, and the Merging Sub-Fund will cease to exist.

All shares remaining in the Merging Sub-Fund at the Merger Date are exchanged free of charge for shares in the equivalent share class of the Receiving Sub-Fund.

The exchange ratio used to determine the number of shares to be allocated in the Receiving Sub-Fund is calculated by dividing the respective net asset value per share of each share class in the Merging Sub-Fund by the net asset value per share of the share class of the Receiving Sub-Fund.

The total value of the shares you own in the Merging Sub-Fund and the new shares you receive in the Receiving Sub-Fund will be the same, subject to rounding adjustments, but you may receive a different number of shares. The number of shares you will receive in the Receiving Sub-Fund will be rounded naturally to three decimal places.

\* As stated above, with effect from and including the date of this letter, subscription and switching into the Merging Sub-Fund will be suspended, except for investment from existing investors through regular investment plans, eScheduler and pension schemes, which will be still permissible (insofar as there is no increase in the scheduled contribution amount) up to 5:00 p.m. (Hong Kong time) on 11 December 2023.

#### Impact

##### Key differences in investment policy between the Merging Sub-Fund and the Receiving Sub-Fund

- The Receiving Sub-Fund invests primarily in companies of the Middle East, Africa and emerging markets of Europe, but the Merging Sub-Fund invests primarily in companies of the emerging markets of the Middle East only. Both Sub-Funds exclude Russia, Belarus and any other countries that are added to recognised sanctions lists maintained by the Office of Foreign Assets Control of the United States, the United Nations, the European Union or His Majesty’s Treasury of the Government of the United Kingdom.
- While the Merging Sub-Fund may invest up to 20% of its assets in participation notes, the Receiving Sub-Fund may invest a significant portion of its assets in natural resources companies and companies exposed to movements in commodities prices, exposing the Merging Sub-Fund’s shareholders to the associated risks.

##### Potential benefits

- Shareholders of the Merging Sub-Fund will benefit from investing in a sub-fund with better prospects for stronger growth in assets in the future.
- Shareholders of the Merging Sub-Fund will benefit from a broader geographic exposure, diversifying market specific risks.
- Shareholders of the Merging Sub-Fund will benefit from a broader sector exposure (due to the larger investable universe of the Receiving Sub-Fund which contains a wider range of sectors), diversifying sector specific risks.

##### Potential drawbacks

- One-time expenses associated with transaction costs (estimated 0.82% of the total net asset value of the Merging Sub-Fund as of 31 August 2023) will be borne by the Merging Sub-Fund, due to the rebalancing outlined below in ‘other considerations’.

##### Other considerations

- The Merging Sub-Fund will not bear any additional legal, advisory or administrative costs associated with the Merger, which will be borne by the Management Company.
- While there is some overlap of assets between the Merging Sub-Fund and the Receiving Sub-Fund, there is a portion of the Merging Sub-Fund’s portfolio which does not resemble that of the Receiving Sub-Fund. Therefore rebalancing of the assets in the Merging Sub-Fund will be required in preparation for the Merger. All or part of the Merging Sub-Fund’s assets may be held in cash for a short period in preparation for the Merger, resulting in the Merging Sub-Fund having less market exposure which may have a positive or negative impact on performance. It is expected that such portfolio rebalancing will commence no earlier than 15 business days prior to the Merger Date.

- The Receiving Sub-Fund was launched on 31 January 2023 in overseas jurisdictions and as such will have a track record of less than 12 months as of the Merger Date. The Receiving Sub-Fund was authorised by the SFC in Hong Kong on 18 July 2023. SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of a fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.
- The Receiving Sub-Fund, in accordance with the definition of a JPMFs Valuation Day in the Hong Kong Offering Document, is typically closed on Fridays, and will remain so for the purpose of facilitating the Merger.
- On the Merger Date, two further sub-funds will be merged into the Receiving Sub-Fund: JPMorgan Funds - Africa Equity Fund (which is not authorised by the SFC for sale to the public in Hong Kong and is not offered to Hong Kong retail investors) and JPMorgan Funds - Emerging Europe Equity II Fund.
- Performance information for the Merging Sub-Fund can be found on our website [am.jpmorgan.com/hk](http://am.jpmorgan.com/hk)<sup>^</sup>.

<sup>^</sup> The website has not been reviewed by the SFC.

## Sub-fund comparison

This table compares the relevant information for the Merging Sub-Fund with that of the Receiving Sub-Fund. Unless stated otherwise, terms in this table have the same meaning as in the Hong Kong Offering Document.

- **Information that appears in a box** is information that is particular to the sub-fund named at the top of that column.
- **Information that crosses both columns** is information that is the same for both sub-funds.

	JPMorgan Funds - Emerging Middle East Equity Fund	JPMorgan Funds - Middle East, Africa and Emerging Europe Opportunities Fund
<b>Investment Objective and Policy</b>		
<b>Investment objective</b>	To provide long-term capital growth by investing primarily in companies of the emerging markets of the Middle East region.	To provide long-term capital growth by investing primarily in companies of the Middle East, Africa and emerging markets of Europe.
<b>Investment policy</b>	<p>At least 67% of assets invested in equity securities of companies that are domiciled in, or carrying out the main part of their economic activity in, an emerging market country of the Middle East.</p> <p>The Sub-Fund may also invest in Morocco and Tunisia and have significant positions in specific sectors or markets, and be concentrated in a limited number of securities from time to time.</p> <p>The Sub-Fund may invest up to 20% of its assets in participation notes.</p> <p>The Sub-Fund may invest in assets denominated in any currency and currency exposure may be hedged.</p>	<p>At least 67% of assets invested in equities of companies that are domiciled, or carrying out the main part of their economic activity, in Middle East, Africa and emerging market countries of Europe.</p> <p>The Sub-Fund may also have significant positions in specific sectors (as mentioned in the next paragraph) or markets from time to time. The Sub-Fund may be concentrated in a limited number of securities.</p> <p>The Sub-Fund may invest a significant portion of assets in natural resources companies and companies exposed to movements in commodities prices. Natural resources companies are those that are engaged in the exploration for the development, refinement, production and marketing of natural resources and their secondary products (such as oil and gas companies, energy equipment and services companies, metals and mining companies and chemical companies).</p> <p>The Sub-Fund may invest in assets denominated in any currency and currency exposure is typically unhedged.</p>

The Sub-Fund is not subject to any limitation on the portion of its total Net Asset Value that may be invested in any sector or any limitation on the market capitalisation of the companies in which it may invest.

The environmental, social and governance (“ESG”) approach of the Sub-Fund is ESG Promote, in which the Investment Manager evaluates and applies values and norms based screening to implement exclusions. At least 51% of the Sub-Fund’s assets will be invested in companies with positive environmental and/or social characteristics that follow good governance practices as measured through the Investment Manager’s proprietary ESG scoring methodology and/or third party data.<sup>1</sup>

The Sub-Fund invests at least 10% of assets excluding Ancillary Liquid Assets, Deposits with Credit Institutions, money market instruments, money market funds and derivatives for efficient portfolio management, in Sustainable Investments, as defined under SFDR, contributing to environmental or social objectives.

The Sub-Fund may invest up to 20% of net assets in Ancillary Liquid Assets and up to 20% of assets in Deposits with Credit Institutions, money market instruments and money market funds for managing cash subscriptions and redemptions as well as current and exceptional payments.

The Sub-Fund may invest up to 100% of net assets in Ancillary Liquid Assets for defensive purposes on a temporary basis, if justified by exceptionally unfavourable market conditions.

The Sub-Fund may invest in UCITS and other UCIs.

The Sub-Fund may use financial derivative instruments for the purposes of hedging and efficient portfolio management.

All of the above investments will be made in accordance with the limits set out in Appendix II – “Investment Restrictions and Powers” of the Hong Kong Offering Document.

<sup>1</sup> Please refer to the sub-section entitled “3.8.2 ESG Promote” under the section entitled “3.8 Environmental, Social and Governance” of the Hong Kong Offering Document for details.

**Use of derivatives**

The Sub-Fund’s Net Derivative Exposure may be up to 50% of the Sub-Fund’s Net Asset Value.

**Benchmark**

S&P Pan Arab Composite Index (Total Return Net) S&P Emerging Europe, Middle East & Africa BMI

**Base currency**

US Dollar (USD)

**Risk Profile**

**Risk factors**

- Risk related to participation notes
- Risk associated with high volatility of certain equity markets in the Middle East region
- Risk associated with regulatory policies of certain equity markets in the Middle East region
- Natural resources stock risk (including risk associated with investments in companies exposed to movements in commodities prices)
- Risk associated with high volatility of certain equity markets in the Middle East, Africa and emerging market countries of Europe
- Risk associated with regulatory policies of certain equity markets in the Middle East, Africa and emerging market countries of Europe
- Investment risk
- Equity risk
- Emerging markets risk
- Concentration risk
- Smaller companies risk
- Currency risk
- Liquidity risk
- Derivative risk
- Hedging risk
- Class currency risk
- Payment of distributions out of capital risk

Further information about risks can be found in section 4 “Risk Factors” of the Hong Kong Offering Document.



## Additional Information

<b>Benchmark uses and resemblance</b>	The benchmark is a point of reference against which the performance of the Sub-Fund may be measured. The Sub-Fund is actively managed. Though the majority of its holdings (excluding derivatives) are likely to be components of the benchmark, the Investment Manager has broad discretion to deviate from its securities, weightings and risk characteristics. The degree to which the Sub-Fund may resemble the composition and risk characteristics of the benchmark will vary over time and its performance may be meaningfully different.
<b>Techniques and instruments</b>	The expected proportion of the assets under management of the Sub-Fund that could be subject to Securities Lending fluctuates between 0% and 20%, the latter being the maximum.
<b>Dealing frequency</b>	Daily (It is expected that the Sub-Fund will normally be closed on a Friday pursuant to the definition of JPMFs Valuation Day.)

## Fund Size and Total Expense Ratio

Fund size as at 31 August 2023	USD 154 million	USD 5 million
<b>Total expense ratio</b>	JPM Emerging Middle East Equity A (acc) - USD - 1.80% JPM Emerging Middle East Equity A (dist) - USD - 1.80%	JPM Middle East, Africa and Emerging Europe Opportunities A (acc) - USD - 1.81% JPM Middle East, Africa and Emerging Europe Opportunities A (dist) - USD - 1.81%
	The ongoing charges figure is based on the annualised expenses for the period from 1 August 2022 to 31 July 2023 and may vary from year to year.	The ongoing charges figure is estimated and based on the estimated costs and expenses of the share class over 12 months, as the Sub-Fund and the share class are newly launched. The actual figure may be different from the estimated figure and may vary from year to year.

## Charges

<b>Subscription fee (Initial charge)</b>	Currently 5.0% (up to 8.5% of NAV)
<b>Switching fee</b>	1.0% of NAV
<b>Redemption fee</b>	Currently 0% (up to 1.0% of NAV)
<b>Management and advisory fee</b>	1.5% of NAV p.a. (maximum 3.0%)
<b>Operating and administrative expenses (including Depositary fee)</b>	up to 0.3% of NAV p.a.

## Structure

<b>End of financial year</b>	30th June
<b>Management Company</b>	JPMorgan Asset Management (Europe) S.à r.l.
<b>Investment Manager(s) and Delegate Investment Manager(s)</b>	Internal delegation to one or more Investment Manager(s) and, where applicable, Delegate Investment Manager(s) as described in "1 Fund Structure" section of the Hong Kong Offering Document. Details of the relevant Investment Manager(s) and Delegate Investment Manager(s) responsible for the Fund are available in the annual report and semi-annual report of the Fund. The latest information on the Investment Manager(s) and Delegate Investment Manager(s) responsible for each Sub-Fund are available from the Hong Kong Representative upon request.
<b>Depositary</b>	J.P. Morgan SE – Luxembourg Branch
<b>Date of annual general meeting of shareholders</b>	Third Wednesday of November at 15:00 CET (or, if such day is not a business day in Luxembourg, on the next following business day).