



IMPORTANT – This notice is important and requires your immediate attention. If you have any questions about the content of this notice, you should seek independent professional advice. The directors of the Company accept full responsibility for the accuracy of the information contained in this notice 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.

21 December 2021

Dear Hong Kong Shareholder,

Re.: Important Notice: T. Rowe Price Funds SICAV – Change of Depositary, Administration Agent, Registrar, Transfer Agent and Domiciliary Agent

We are writing to you as an investor of the T. Rowe Price Funds SICAV (the “**Company**”), to inform you that the depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the sub-funds of the Company authorized by the Securities and Futures Commission (“**SFC**”)¹ as set out in the Appendix to this letter (collectively, the “**Sub-Funds**”), will change from J.P. Morgan Bank Luxembourg S.A. to J.P. Morgan SE, Luxembourg Branch, with effect from the Merger Date (as defined below) (collectively, the “**Changes**”).

All capitalised terms used in this notice and not defined herein shall have the meanings ascribed to them in the existing Hong Kong Offering Document (comprising the Prospectus, Hong Kong Covering Document, and Product Key Facts Statements of the Sub-Funds).

1. Change of the depositary, administration agent, registrar, transfer agent and domiciliary agent

As part of an internal restructuring with the aim to streamline JPMorgan's banking entity structure across Europe, J.P. Morgan Bank Luxembourg S.A. (“**JPMBL**”), the depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the Sub-Funds, will merge into J.P. Morgan AG which at the same time will change its legal form from a German Stock Corporation (*Aktiengesellschaft*) to a European Company (*Societas Europaea*), being J.P. Morgan SE (“**JPMSE**”) (the “**Merger**”). The Merger requires the approval by the sole shareholder of the merging entities, which is expected to be obtained by the end of 2021.

All of JPMBL's assets and liabilities will be transferred to the Luxembourg Branch of JPMSE, which will operate as J.P. Morgan SE – Luxembourg Branch (“**JPMSE Luxembourg**”).

The date when the Merger takes legal effect will be the date on which the local court of Frankfurt registers the Merger in the commercial register (the “**Merger Date**”), which is expected to be on or around 22 January 2022. We will notify you separately if there is any change in the Merger Date or any other material changes to the Merger.

On the Merger Date and in accordance with Luxembourg laws, rules and regulations, JPMBL will cease to exist. Also, from the Merger Date onwards, JPMSE Luxembourg will, as legal successor of JPMBL,

¹ SFC authorization is not a recommendation or endorsement of a product, nor does it guarantee the commercial merits of the product or its performance. It does not mean that the product is suitable for all investors, nor is it an endorsement of its suitability for any particular investor or class of investors.

take up JPMBL's functions to act as depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the Sub-Funds and will assume all rights and obligations that JPMBL currently has under the existing agreements with the Company. Accordingly, it is not expected that the investors' rights and interests in the Company and the Sub-Funds will be materially prejudiced as a result of the Changes.

Effective from the Merger Date, JPMSE will be a European Company (*Societas Europaea*) organized under the laws of Germany, with registered office at Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany and registered with the commercial register of the local court of Frankfurt.

It will be a credit institution subject to direct prudential supervision by the European Central Bank (ECB), the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin) and *Deutsche Bundesbank*, the German Central Bank.

The Commission de Surveillance du Secteur Financier ("**CSSF**") is the financial regulator in Luxembourg where the Company and the Sub-Funds are domiciled and has been notified of the Merger. JPMSE Luxembourg is authorised by the CSSF to act as a depositary bank for Luxembourg undertakings for collective investment. The CSSF has confirmed no objection to JPMSE Luxembourg assuming the role of depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the Sub-Funds.

JPMSE Luxembourg will be registered in the Luxembourg Trade and Companies' Register (RCS) under number B255938 and will be subject to the supervision of the aforementioned home state supervisory authorities as well as local supervision by the CSSF.

Both JPMBL and J.P. Morgan AG (which at the Merger Date will change its legal form to J.P. Morgan SE) are members of the J.P. Morgan group of companies. The Merger does not change the scope of services provided to the Company and the Sub-Funds by JPMBL. There will be no change of address or contact details of the depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the Sub-Funds and no change in the level of fees payable by the Company and the Sub-Funds to the depositary, administration agent, registrar, transfer agent and domiciliary agent. The business operations of JPMBL will be carried on without interruption by a locally fully passported Luxembourg based branch of JPMSE (i.e. JPMSE Luxembourg) and the duties and obligations of JPMBL as stated in the Hong Kong Offering Documents and/or the constitutive documents of the Company and the Sub-Funds will be taken up by JPMSE Luxembourg as of the Merger Date. The personnel, business functions and internal control measures of JPMSE Luxembourg will be substantially the same as those of JPMBL currently.

2. Implication of the Changes

Save as disclosed above:

- (i) the Changes will not result in any change to the features and risks applicable to the Sub-Funds and will not result in any change in the fee level/cost in managing the Sub-Funds;
- (ii) there are no other changes to the operation and/or manner in which the Sub-Funds are being managed as a result of the Changes; and
- (iii) the Changes will not affect existing Shareholders of the Sub-Funds, and the rights and interests of the Shareholders of the Sub-Funds will not be materially prejudiced as a result of the Changes.

All costs (including the legal and other administrative costs) associated with the Changes to the Company and the Sub-Funds will be borne by the Depositary (i.e. by JPMBL if costs are paid before the Merger, or by JPMSE Luxembourg if costs are paid after the Merger). The respective costs will not be borne by the Company and the Sub-Funds or its investors.

If the Changes do not suit your investment requirements, you may request to redeem your shares in the relevant Sub-Fund(s), free of charge, at any time in accordance with the terms of the Hong Kong Offering Document.

The Hong Kong Offering Document will be updated to reflect the Changes in due course. The Hong Kong Offering Document may be inspected free of charge at the office of the Hong Kong Representative during normal business hours.

Thank you for the continued trust and confidence that you have placed in T. Rowe Price. Should you have any queries in relation to this matter, please do not hesitate to contact the Hong Kong Representative at 6/F, Chater House, 8 Connaught Road Central, Hong Kong (+852 2536 7800).

Yours faithfully,

The Board of Directors

Appendix – List of the Sub-Funds

1. Responsible Asia Credit Bond Fund
2. Responsible Asian ex-Japan Equity Fund
3. Asian Opportunities Equity Fund
4. China Evolution Equity Fund
5. Responsible Diversified Income Bond Fund
6. Emerging Local Markets Bond Fund
7. Emerging Markets Bond Fund
8. Emerging Markets Discovery Equity Fund
9. Emerging Markets Equity Fund
10. Responsible Euro Corporate Bond Fund
11. European Equity Fund
12. Responsible European High Yield Bond Fund
13. Frontier Markets Equity Fund
14. Responsible Global Aggregate Bond Fund
15. Global Equity Dividend Fund
16. Global Focused Growth Equity Fund
17. Global Growth Equity Fund
18. Global High Income Bond Fund
19. Global Natural Resources Equity Fund
20. Global Select Equity Fund
21. Global Technology Equity Fund
22. Global Value Equity Fund
23. Japanese Equity Fund
24. Multi-Asset Global Income Fund
25. Science and Technology Equity Fund
26. US Blue Chip Equity Fund
27. US High Yield Bond Fund
28. US Large Cap Growth Equity Fund
29. US Smaller Companies Equity Fund

普徠仕(盧森堡)系列

資本可變投資公司 (Société d'investissement à capital variable)
註冊辦事處：European Bank & Business Center, 6c route de Trèves, L-2633
Senningerberg, Grand Duchy of Luxembourg



重要提示 — 本通告乃重要文件，務須閣下即時垂注。如閣下對本通告的內容有任何疑問，應尋求獨立專業意見。本公司的董事願對本通告所載資料的準確性承擔全部責任，並在作出一切合理查詢後確認，盡彼等所知及所信，並無遺漏其他事實以致本通告中任何陳述有誤導成分。

親愛的香港股東：

關於：重要通告：普徠仕(盧森堡)系列 – 存管處、行政代理、登記處、過戶代理及註冊地代理的變更

我們謹此致函作為普徠仕(盧森堡)系列（「**本公司**」）投資者的閣下，以通知閣下有關於本公司及本函件附錄載列的證券及期貨事務監察委員會（「**證監會**」）認可的本公司附屬基金¹（統稱「**附屬基金**」）的存管處、行政代理、登記處、過戶代理及註冊地代理將由 J.P. Morgan Bank Luxembourg S.A. 更改為 J.P. Morgan SE（盧森堡分行），自合併日期（定義見下文）起生效（統稱「**變更**」）。

本通告所用及文內未定義的所有詞語具有現有香港銷售文件（包括公開說明書、香港說明文件及附屬基金的產品資料概要）賦予該詞的涵義。

1. 存管處、行政代理、登記處、過戶代理及註冊地代理的變更

作為旨在精簡JPMorgan在歐洲的銀行實體結構之內部重整的一部份，本公司及附屬基金的存管處、行政代理、登記處、過戶代理及註冊地代理J.P. Morgan Bank Luxembourg S.A.（「**JPMBL**」）將併入J.P. Morgan AG，同時其法律形式將由一家德國股票企業(Aktiengesellschaft)更改為一家歐洲公司(Societas Europaea)，即J.P. Morgan SE（「**JPMSE**」）（「**合併**」）。合併須取得合併實體的唯一股東的批准，預期將於2021年底獲批。

JPMSE的一切資產及負債將轉移至JPMSE的盧森堡分行，其將以J.P. Morgan SE — 盧森堡分行（「**JPMSE（盧森堡）**」）運作。

合併的法定生效日期將為法蘭克福當地法院在商業登記簿上登記合併的日期（「**合併日期**」），預期為2022年1月22日或前後。如合併日期有任何更改或合併出現任何其他重大變動，我們將另行通知閣下。

於合併日期及按照盧森堡法律、規則及規例，JPMBL將終止運作。此外，由合併日期起，JPMSE（盧森堡）將作為JPMBL的法定繼承人，接管JPMBL作為本公司與附屬基金的存管處、行政代理、登記處、過戶代理及註冊地代理的職能，並將承擔JPMBL目前根據與本公司的現有協議所擁有的一切權益及義務。因此，預期投資者在本公司及附屬基金中的權利及權益將不會因上述變更而受到重大損害。

¹ 證監會認可並不同於推薦或認許有關產品，亦非對該產品的商業價值或其表現作出保證，更不代表該產品適合所有投資者，或認許該產品適合任何特定投資者或投資者類別。

自合併日期起，JPMSE 將成為一家根據德國法律成立的歐洲公司（*Societas Europaea*），註冊辦事處位於 Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany 並在法蘭克福當地法院的商業登記處註冊。

此將為一家受歐洲中央銀行（ECB）、德國聯邦金融監管局（*Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin*）及德國中央銀行 *Deutsche Bundesbank* 直接審慎監管的信貸機構。

盧森堡金融業監管委員會（「CSSF」）為本公司及附屬基金所在地盧森堡的金融監管機構，並已獲知會有關合併。JPMSE（盧森堡）乃由 CSSF 授權出任存管銀行，以負責盧森堡集體投資計劃。CSSF 已確認不反對 JPMSE（盧森堡）出任本公司及附屬基金的存管處、行政代理、登記處、過戶代理及註冊地代理。

JPMSE（盧森堡）將於盧森堡貿易及公司登記處(RCS)註冊，註冊編號為 B255938，並將受上述母國監管機構的監管及 CSSF 的地方監管。

JPMBL 及 J.P. Morgan AG（於合併日期將其法律形式更改為 J.P. Morgan SE）均為 J.P. Morgan 集團公司的成員。合併不會改變由 JPMBL 向本公司及附屬基金提供的服務範圍。本公司及附屬基金的存管處、行政代理、登記處、過戶代理及註冊地代理的地址或聯絡詳情將不會更改，而本公司及附屬基金應付予存管處、行政代理、登記處、過戶代理及註冊地代理的費用水平將並無變更。JPMBL 的業務將由已全面獲當地許可的 JPMSE 盧森堡分行（即 JPMSE（盧森堡））不受干預下運作，而香港銷售文件及／或本公司及附屬基金的組成文件載列的 JPMBL 職責和義務將自合併日期起由 JPMSE（盧森堡）接管。JPMSE（盧森堡）的人員、業務職能及內部監控措施將與 JPMBL 目前的大致相同。

2. 變更的影響

除上文披露者外，

- (i) 變更將不會導致適用於附屬基金的特徵及風險有任何更改，並將不會導致管理附屬基金的費用水平／成本產生任何變化；
- (ii) 附屬基金的經營及／或管理方式並不會因變更而變化；及
- (iii) 變更將不會影響附屬基金的現有股東，而且附屬基金股東的權利及權益將不會因變更而受到重大損害。

與本公司及附屬基金變更相關的一切成本（包括法律及其他行政管理成本）將由存管處承擔（即由 JPMBL 承擔在合併前支付的成本，或由 JPMSE（盧森堡）承擔將在合併後支付的成本）。相關成本將不會由本公司及附屬基金或其投資者承擔。

倘若變更不符合閣下的投資要求，閣下可隨時根據香港銷售文件載列的條款免費贖回閣下於相關附屬基金的股份。

香港銷售文件將適時作出更新，以反映上述變更。香港銷售文件可於正常辦公時間內在香港代表辦事處免費查閱。

感謝閣下一直以來對普徠仕的信賴和信任。閣下如對上文有任何疑問，請隨時聯絡香港代表，地址為香港中環干諾道中 8 號遮打大廈 6 樓（電話：+852 2536 7800）。

董事會

謹啟

2021 年 12 月 21 日

附錄一 附屬基金名單

1. 社會責任亞洲債券基金
2. 社會責任亞洲（日本除外）股票基金
3. 亞洲機遇股票基金
4. 中國新視野股票基金
5. 社會責任多元收益債券基金
6. 新興市場本地債券基金
7. 新興市場債券基金
8. 新興市場探索股票基金
9. 新興市場股票基金
10. 社會責任歐元企業債券基金
11. 歐洲股票基金
12. 社會責任歐洲高收益債券基金
13. 前沿市場股票基金
14. 社會責任環球綜合債券基金
15. 環球股息基金
16. 環球焦點增長股票基金
17. 環球增長股票基金
18. 環球高息債券基金
19. 環球天然資源股票基金
20. 環球精選股票基金
21. 環球科技股票基金
22. 環球價值股票基金
23. 日本股票基金
24. 環球多元資產收益基金
25. 科學及科技股票基金
26. 美國藍籌股票基金
27. 美國高收益債券基金
28. 美國大型增長股票基金
29. 美國小型公司股票基金