

T. ROWE PRICE FUNDS SICAV

Société d'investissement à capital variable
Registered office: European Bank & Business
Center, 6c route de Trèves,
L-2633 Senningerberg,
Grand Duchy of Luxembourg



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.

12 December 2023

Re.: Important Notice: T. Rowe Price Funds SICAV – Changes affecting several sub-funds

Dear Hong Kong Shareholder,

We are writing to inform you of the following changes made to the prospectus of the T. Rowe Price Funds SICAV (the “**Company**”) in the December 2023 update.

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 Authorised Sub-funds).

Reclassification of i) Global Growth Equity Fund; ii) Global Select Equity Fund; and iii) US Large Cap Growth Equity Fund (each a “Sub-Fund”, collectively, the “Sub-Funds”) as Article 8 funds under the Sustainable Finance Disclosure Regulation (“SFDR”) with effect from 1 February 2024 (the “Effective Date”):

As a global management firm, T. Rowe Price recognises the influence that it has on social and environmental issues through its investment portfolios. In order to involve additional sub-funds of the Company in promoting environmental and social characteristics, with effect from the Effective Date, the Sub-Funds will be categorised as Article 8 funds under the SFDR, i.e. a fund which incorporates binding environmental and social characteristics.

As per the SFDR disclosure requirements applicable to Article 8 funds, in line with such categorisation, the investment policy of the Sub-Funds will be changed to include additional disclosures as set out below:

- Although the Sub-Funds do not have sustainable investment as an objective, the promotion of environmental and social characteristics is achieved through the Sub-Funds’ commitment to maintain at least 10% of the net asset value of its respective portfolio invested in Sustainable Investments¹ (as defined in the SFDR).
- The “do no significant harm” principle under the EU taxonomy does not apply to investments that are not Taxonomy-aligned. However, in accordance with the SFDR, any other Sustainable Investments must also not significantly harm any environmental or social objectives.

In addition to the above, the investment policy of the Sub-Funds will also be clarified as follows:

- Any use of derivatives will aim to be consistent with the Sub-Funds’ investment objectives and the environmental and social characteristics described within the Sustainability annex of the Sub-Funds to the Prospectus.
- Sustainability indicators will be used to monitor and assess the extent to which a Sub-Fund attains the environmental and social characteristics that it promotes.
- The benchmark of the relevant Sub-Fund will be a broad market index and, as such, not aligned with the environmental and social characteristics of the relevant Sub-Fund.

For the avoidance of doubt, the Sub-Funds will not be classified as green or environmental, social and governance (“**ESG**”) funds in Hong Kong pursuant to the SFC’s Circular on green or ESG funds dated 29 June 2021.

Save as disclosed above:

- i. the above 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 is no change to the operation and/or manner in which the Sub-Funds are being managed as a result of the above changes; and
- iii. the above 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 above changes.

The costs and expenses associated with the implementation of the above changes, estimated to be HK\$120,000, will be borne by the Sub-Funds equally. Such costs and expenses will be covered under the total operating and administrative expenses which are subject to a limit of 0.17% of the respective net asset value of the share classes of the Sub-Funds. If the above changes do not suit your investment requirements, you may request to switch into other Authorised Sub-Fund(s) of the Company or redeem your shares of the Sub-Funds, free of charge, at any time in accordance with the terms of the Hong Kong Offering Document. Any associated costs and expenses as per above in excess of the specified limit would be borne by the Management Company, T. Rowe Price (Luxembourg) Management S.à r.l.

The Hong Kong Offering Document, including the Sustainability annex which forms part of the Prospectus of the Company, will be updated to reflect the above 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.

If you wish to transfer your investment to another fund or redeem your holding, you may do so at any time, as per the conditions set in the Hong Kong Offering Document, free of any charges.

Thank you for the continued trust and confidence that you have placed in T. Rowe Price. Should you have any queries in relation to the above, 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

¹ Sustainable Investments is currently defined in the SFDR to mean an investment in an economic activity that contributes to an environmental objective, as measured, for example, by key resource efficiency indicators on the use of energy, renewable energy, raw materials, water and land, on the production of waste, and greenhouse gas emissions, or on its impact on biodiversity and the circular economy, or an investment in an economic activity that contributes to a social objective, in particular an investment that contributes to tackling inequality or that fosters social cohesion, social integration and labour relations, or an investment in human capital or economically or socially disadvantaged communities, provided that such investments do not significantly harm any of those objectives and that the investee companies follow good governance practices, in particular with respect to sound management structures, employee relations, remuneration of staff and tax compliance.



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。

關於：重要通告：普徠仕（盧森堡）系列 - 影響多個附屬基金的變更

親愛的香港股東：

我們謹此致函通知閣下有關於2023年12月更新中就普徠仕（盧森堡）系列（「**本公司**」）的公開說明書作出的以下變更。

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、香港說明文件及認可附屬基金的產品資料概要）賦予該詞的涵義。

根據可持續金融披露條例（「SFDR」）將i)環球增長股票基金；ii)環球精選股票基金；及iii)美國大型增長股票基金（各稱及統稱「附屬基金」）重新分類為第8條基金，自2024年2月1日（「生效日期」）起生效：

作為一家環球管理公司，普徠仕意識到其投資組合對社會及環境事宜帶來的影響。為了讓本公司更多附屬基金參與推動環境及社會特徵，自生效日期起，附屬基金將根據SFDR被分類為第8條基金，即包括具有約束力的環境及社會特徵的基金。

根據適用於第8條基金的SFDR披露要求，在符合有關分類的情況下，附屬基金的投資政策將予以更改，以包括下文所載的額外披露：

- 儘管附屬基金不以可持續投資為目標，惟將通過附屬基金承諾維持將其各自投資組合的資產淨值至少10%投資於可持續投資¹（定義見SFDR）實現推動環境及社會特徵。
- 歐盟分類項下的「不會嚴重損害」原則並不適用於不符合分類的投資。然而，按照SFDR，任何其他可持續投資亦不得嚴重損害任何環境或社會目標。

除上文所述外，附屬基金的投資政策亦將澄清如下：

- 衍生工具的任何運用將旨在與公開說明書的附屬基金可持續發展附件中描述的附屬基金投資目標與環境及社會特徵保持一致。
- 可持續發展指標將用於監測及評估附屬基金實現其所推動的環境及社會特徵的程度。
- 相關附屬基金的基準將為一項廣泛的市場指數，因此與相關附屬基金的環境及社會特徵不相符。

為免生疑問，附屬基金將不會在香港被歸類為根據日期為2021年6月29日關於綠色或ESG基金的證監會通函下的綠色或環境、社會及管治（「**ESG**」）基金。

除上文所披露者外：

- i. 上述變更將不會對附屬基金的特性及適用風險帶來任何更改，並將不會導致管理附屬基金的收費水平／成本產生任何變化；
- ii. 不會因上述變更對附屬基金的經營及／或管理方式造成任何變更；及
- iii. 上述變更將不會影響附屬基金的現有股東，及附屬基金股東的權利及權益將不會因上述變更而受到重大損害。

與落實上述變更有關的成本及開支（估計為120,000港元）將由各附屬基金平均承擔。有關成本及開支將包括在經營及行政開支總額內，其以附屬基金的股份類別各自資產淨值的0.17%為限。倘若上述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轉移至本公司其他認可附屬基金或贖回閣下於附屬基金的股份。上述任何超過特定限額的相關成本及開支將由管理公司T. Rowe Price (Luxembourg) Management S.à r.l.承擔。

香港銷售文件（包括構成本公司的公開說明書一部份的可持續發展附件）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。

如閣下欲將投資轉移至另一基金或贖回閣下的持倉，則可隨時根據香港銷售文件載列的條件免費進行上述行動。

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

2023年12月12日

¹ 可持續投資目前於SFDR定義為於經濟活動的某項投資，其對環境目標（經量度）帶來貢獻，例如透過按能源、可再生能源、原材料、水源與土地使用、廢物生產及溫室氣體排放的關鍵資源效率指標或按其對生物多樣性與循環經濟的影響量度，或於經濟活動的某項投資，其對社會目標帶來貢獻，尤其是有助於解決不平等問題或促進社會凝聚力、社會融合與勞資關係的投資，或對人力資本或經濟或社會弱勢社區的投資，惟前提是有關投資不會對上述任何目標產生重大損害及被投資公司遵循良好管治常規，尤其是在完善管理架構、僱員關係、員工薪酬及稅務合規方面。