

UBS (Lux) Investment SICAV
Société d'investissement à capital variable
organised under the form of a *société anonyme*
33A, Avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 115 356
(the **Company**)

NOTICE TO THE SHAREHOLDERS OF UBS (LUX) INVESTMENT SICAV

Re: Conversion of the Company into a UCITS

*The board of directors of the Company (the **Board**) accepts responsibility for the accuracy of the contents of this notice. Terms not defined herein shall have the meaning ascribed to them in the last visa-stamped sales prospectus of the Company (the **Prospectus**).*

Luxembourg, 21 August 2020

Dear Shareholder,

We write to you in your capacity as shareholder of UBS (Lux) Investment SICAV – China A Opportunity (USD) (the **Sub-fund**), a sub-fund of UBS (Lux) Investment SICAV, a Luxembourg investment company with variable share capital (*société d'investissement à capital variable*, **SICAV**) established as a public limited liability company (*société anonyme*), subject to part II of the Luxembourg law dated 17 December 2010 relating to undertakings for collective investment (**UCI**), as amended (the **2010 Law**).

We hereby inform you that the Board intends to convene you to an extraordinary general meeting of the shareholders in front of a Luxembourg notary in order to vote on the conversion of the Company from a UCI subject to part II of the 2010 Law into a UCITS subject to part I of the 2010 Law (the **Conversion**). In this context, the Prospectus and the articles of association of the Company (the **Articles**) have to be updated in order to reflect the Conversion. It is the view of the Board that additional amendments should be made to the Prospectus and the Articles, as further described below.

UCITS are subject to a harmonised regime throughout the European Economic Area benefitting from the European passport under the UCITS Directive¹ and are freely marketable within the EEA on the basis of a mere notification procedure. The conversion to the UCITS regime aims at providing an increased level of protection to investors in the Company.

1. AMENDMENTS TO THE ARTICLES

It is proposed to amend the Articles in order to:

- (a) reflect the Conversion and all related changes in order to bring the Articles into compliance with part I of the 2010 Law; and
- (b) implement the flexibilities introduced by the latest coordinated and reorganised version of the Luxembourg act on commercial companies dated 10 August 1915.

¹ Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS).

2. AMENDMENTS TO THE PROSPECTUS

2.1 The changes that are considered by the Board as **not material** are as follows (the **Non-Material Amendments**):

Amendments to the general provisions of the Prospectus

- (i) removal of any references and specific features and characteristics relating to the sub-fund UBS (Lux) Investment SICAV – Mainland China Fixed Income (USD) and the sub-fund UBS (Lux) Investment SICAV – China Income (RMB) on the basis that these sub-funds have been liquidated;
- (ii) update of the compositions of the board of directors and the executive board of the Management Company;
- (iii) amendment to the sections describing the key features and characteristics of the Depositary, the Administrative Agent and the Main Paying Agent;
- (iv) amendments to the section describing the share classes offered for the sub-funds of the Company, as follows:
 - inclusion of share classes denominated in NOK and DKK;
 - inclusion of "K-B" share classes;
 - amendment to the characteristics of "Q" share classes;
- (v) inclusion of provisions relating to the use of collateral as well as a description of instruments that will be used as collateral in OTC derivative transactions and the relevant haircut to be used on these instruments;
- (vi) amendments to the risk factors section to include additional risk factors specific to liquidity, bonds and high yield bonds;
- (vii) amendment of the section relating to the Company's expenses;
- (viii) insertion of disclaimers to comply with the Luxembourg laws, regulations and circulars (i.e., General Data Protection Regulation; the Luxembourg act of 13 January 2019 creating a Register of beneficial owners; tax legislation; CSSF circular 14/592);
- (ix) inclusion of other non-material amendments, such as (but not limited to), definitions, layout, numbering, cross-references, etc.

Amendments to the provisions relating to the Sub-fund

- (x) amendment of the section relating to the Sub-fund's fees, as follows:
 - inclusion of the annual maximum management fee applied to "K-B" share classes;
 - reduction of the annual maximum management flat fee applied to I-A1 share classes from 1,040% to 0.960%;

2.2 The changes that are considered by the Board as **material** are as follows:

Amendments to the general provisions of the Prospectus

- (i) amendments to the general provisions of the Prospectus to reflect the Conversion and all related changes in order to bring the Prospectus into compliance with part I of the 2010 Law, subject to the adoption of the resolutions at the EGM (as defined below) of the shareholders resolving on the amendments to the Articles (as per item (1) below).

Amendments to the provisions relating to the Sub-fund

- (ii) amendments to the investment objective and investment policy of the Sub-fund, in order to (i) allow the Sub-fund to invest, *inter alia*, in equities and other equity interests in companies which are domiciled in or are chiefly active in the PRC and/or part of the benchmark MSCI China A Onshore and (ii) to provide a brief description of the Sub-fund's investments in the PRC. In this context, the Board intends to implement the following changes under the investment objective and investment policy wording of the Sub-fund, as follows (changes appear in underscore (proposed addition) or ~~strike through~~ (deletions) text) (the **Investment Objective Change**):

“The investment objective of the sub-fund is to achieve high capital gains and a reasonable return, while giving due consideration to capital security and to the liquidity of assets.

The investment objective of the sub-fund is to achieve high capital gains and a reasonable return, while giving due consideration to capital security and to the liquidity of assets.

The sub-fund will invest at least 70% of its total net assets in equities, ~~cooperative society shares and participation shares, participation certificates and warrants of~~ and other equity interests in companies which are domiciled in or are chiefly active in the ~~People's Republic of China ("PRC")~~ PRC and/or part of the benchmark MSCI China A Onshore. The majority of net assets are invested in Chinese A-shares. Chinese A-shares are Renminbi-denominated shares of companies domiciled in mainland China (further referred to as "**A-shares**"); these A-shares are traded on Chinese stock exchanges such as the Shanghai Stock Exchange and the Shenzhen Stock Exchange. The Investment Manager has full discretion in selecting the equities from the investment universe or benchmark and the investment strategy does not restrict the weightings of the equity investments in order to take advantage of specific investment opportunities. The Company may have little resemblance to the benchmark.

The sub-fund may use standardised and non-standardised (customised) derivative financial instruments for hedging purposes. It may conduct such transactions on a stock exchange or other regulated market open to the public, or directly with a bank or financial institution specialising in these types of business as counterparty (OTC trading). The base currency of the sub-fund is USD. All or most of the investment in the PRC is intended to be made and held through (i) the QFII and/or RQFII investments registered with the QFII and/or RQFII status of UBS Asset Management (Singapore) Ltd and/or UBS Asset Management (Hong Kong) Limited and (ii) investments through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect. On an ancillary basis the Company may also hold convertible bonds to get exposure to the Chinese market traded on the CIBM. [...]”

- (iii) inclusion of the following amendments throughout the Prospectus linked to the Investment Objective Change, to reflect:
- the risk factors specific to (i) GFII / RQFII investments and (ii) investments traded via Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect;
 - the provisions in relation to the People's Republic of China selling restrictions;

- the description of the MSCI Index Provider; and
- additional provisions on investments in A-Shares via Stock-Connect.

Please note that the description above is not an exhaustive description of the changes made to the Prospectus, and you are advised to review the mark-up version of the Prospectus showing all applicable amendments against the last visa-stamped version of the Prospectus dated June 2019 (the “Revised Prospectus”). A copy of the Revised Prospectus is available, upon request and free of charge, at the registered office of the Company.

In this context, please further note that the foreseen changes:

- (1) to the Articles as described under item 1.1 above, are subject to the decision of an extraordinary general meeting (**EGM**) of the Shareholders held in accordance with article 450-3 of the Luxembourg law of 10 August 1915 on commercial companies, as amended for which you will find enclosed to this letter as **Schedule 1**, a notice convening you to an EGM to be held on 10 September 2020 (the **Convening Notice**) and as **Schedule 2**, a power of attorney to vote on the relevant decision (the **POA**). We hereby ask you to kindly complete and sign the POA and return the POA to the company secretary at Northern Trust Global Services SE by fax (+352 441010 6248), by e-mail to NTGSL_CoSec_Clients@ntrs.com and/or by registered mail / courier to the following address: 33A avenue J.F. Kennedy L- 1855 Luxembourg before 5 September 2020. You will be informed in due course of the result of the decision of the Meeting;
- (2) under items 2.1 are not material changes to the Prospectus and you are therefore merely informed of these Non-Material Amendments. No action is required on your part.
- (3) under items 2.2 are material changes to the Revised Prospectus and the Board has decided that if you do not agree with the proposed amendments, you may redeem your shares free of charge, during a period of 1 (one) month starting on 22 August 2020 and ending on 21 September 2020 (the **Redemption Notice Period**). Shares so redeemed will be redeemed at the net asset value of the shares as of the relevant redemption date. During the Redemption Notice Period, shares will be redeemable in accordance with the provisions of the Prospectus, but no redemption fees will apply.

Should you have any question on the terms of this notice, please do not hesitate to contact the company secretary at Northern Trust Global Services SE by fax at fax number (+352) 441010 6248 or by e-mail to NTGSL_CoSec_Clients@ntrs.com.

This letter shall be governed by, and construed in accordance with, the laws of the Grand Duchy of Luxembourg and the courts of the District of Luxembourg-City shall have exclusive jurisdiction in respect of any dispute arising out of this letter.

Yours sincerely,

For the Board

SCHEDULE 1– CONVENING NOTICE

By registered mail

Luxembourg, 21 August 2020

Subject: UBS (Lux) Investment SICAV – convening notice to an extraordinary general meeting of the Shareholders of the Company to be held on 10 September 2020 at 2.00 p.m. (Luxembourg time)

Dear Shareholder,

The Board hereby convenes you, as a shareholder of UBS (Lux) Investment SICAV, to an extraordinary general meeting of the shareholders which will be held in front of Maître Henri HELLINCKX, at 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg on 10 September 2020 at 2.00 p.m. (CET) to vote on the following agenda (the **Meeting**):

1. Decision to change the legal regime of the Company and to convert the Company from an undertaking for collective investment (UCI) subject to part II of the Luxembourg law dated 17 December 2010 relating to undertakings for collective investment, as amended (the **2010 Law**) into a UCITS subject to, and authorised under, part I of the 2010 Law.
2. Decision to simplify the procedure to change the registered office of the Company by a resolution of the board of directors of the Company and subsequent amendments of the third paragraph of article 2 of the Articles of Incorporation.
3. Decision to change the corporate object of the Company to that of an investment company with variable capital subject to part I of the 2010 Law as a consequence of the decision to change the legal regime of the Company and subsequent amendment to article 4 regarding the corporate object clause of the Articles of Incorporation, which will read as follows:

“The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote its corporate object and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").”
4. Decision to remove the tenth paragraph of article 6 of the Articles providing that in the event that a shareholder does not provide an address, the Board may permit a notice to this effect to be entered into the register of shareholders and the shareholder’s address will be deemed to be at the registered office of the Company, or such other address as may be so entered into the register of shareholders by the Company from time to time, until another address shall be provided to the Company by the Shareholder.
5. Decision to amend the first paragraph of article 10 of the Articles of Incorporation to provide that the net asset value of each share class will be calculated not less than twice every month.
6. Decision to amend article 12 of the Articles of Incorporation to provide that the Company's board of directors may appoint a designated management company for the Company.
7. Decision to amend the investment policy clause of the Articles of Incorporation in order to bring it in line with the provisions of part I of the 2010 Law and subsequent amendment and restatement of article 17 of the Articles of Incorporation.

8. Decision to amend article 18 of the Articles of Incorporation to provide that the Board of Directors or the management company may appoint investment advisers or portfolio managers.
9. Decision to amend the fifth paragraph of article 23 of the Articles of Incorporation to provide that the convening notices may also be made by e-mail, by ordinary mail or by any other means of communication if individually accepted by the relevant investor.
10. Decision to amend article 24 of the Articles of Incorporation to reflect the renumbering of the articles of the Luxembourg company's act of 10 August 1915, as amended.
11. Decision to amend the liquidation and merger clause of the Articles of Incorporation in order to bring it in line with the provisions of part I of the 2010 Law and subsequent amendment and restatement of article 25 of the Articles of Incorporation.
12. Decision to replace the term "custodian bank" by "depository" throughout the Articles of Incorporation and subsequent amendment of articles 5, 7, 10, 19, 25 and 28 of the Articles of Incorporation.

The Luxembourg parliament voted a law on 20 June 2020 aiming to implement an emergency facility to clarify the rules applicable to the attendance to meeting of legal entities during the Corona virus's crisis. According to this law, for meetings of bodies of a Luxembourg company, no physical attendance is required and said meetings could be held via circular written resolutions or video conferencing or any other telecommunication allowing the identification of the shareholder participating to that meeting.

The Company has decided shareholder participation at the Meeting will be by proxy voting only by the appointment of the Chairman of the meeting as proxyholder. Should you wish to be represented at the Meeting, please return the duly signed power of attorney attached hereto as **Schedule 2 (the Power of Attorney)** to the company secretary at Northern Trust Global Services SE by fax at fax number (+352) 441010 6248 or by e-mail to NTGSL_CoSec_Clients@ntrs.com as soon as possible and in any case 5 days before the Meeting.

At the Meeting, each existing share will entitle to one vote. In accordance with the Luxembourg act of 10 August 1915 on commercial companies, as amended, the general meeting shall not validly deliberate unless at least one half of the capital is represented. If this condition is not satisfied, a second meeting may be convened. The second meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

Yours sincerely,

For the Board

SCHEDULE 2 – POWER OF ATTORNEY

I/We, the undersigned _____ with client account number _____ holding _____ (number) Shares in UBS (Lux) Investment SICAV – China A Opportunity (USD) with ISIN number _____, a sub-fund of **UBS (Lux) Investment SICAV**, a Luxembourg SICAV established as a public limited liability company (*société anonyme*), subject to part II of the 2010 Law having its registered office at 33A avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the *Registre de Commerce et des Sociétés, Luxembourg* under number B 115 356 (the **Company**),

hereby give special power of attorney to the chairman of the extraordinary general meeting, in order to represent us at the extraordinary general meeting of shareholders of the Company (the **Attorney**) to be held at the office of Maître Henri HELLINCKX 101, rue Cents, L-1319 Luxembourg, on 10 September 2020 at 2.00 p.m. (CET), and at any adjournment thereof, to waive any convening notices in accordance with the provisions of the articles of association of the Company (as applicable) and to vote in our name and on our behalf on the following agenda, being acknowledged that, in respect of the following resolutions, our proxy is to vote as indicated by an ‘X’ below and that where no indication is given, the proxy will vote or abstain as we think fit and in respect of its total holding.

AGENDA

	For	Against	Abstain
1. Decision to change the legal regime of the Company and to convert the Company from an undertaking for collective investment (UCI) subject to part II of the Luxembourg law dated 17 December 2010 relating to undertakings for collective investment, as amended (the 2010 Law) into a UCITS subject to, and authorised under, part I of the 2010 Law.			
2. Decision to simplify the procedure to change the registered office of the Company by a resolution of the board of directors of the Company and subsequent amendments of the third paragraph of article 2 of the Articles of Incorporation.			
3. Decision to change the corporate object of the Company to that of an investment company with variable capital subject to part I of the 2010 Law as a consequence of the decision to change the legal regime of the Company and subsequent amendment to article 4 regarding the corporate object clause of the Articles of Incorporation which will read as follows: <i>“The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote its corporate object and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").”</i>			
4. Decision to remove the tenth paragraph of article 6 of the Articles providing that in the event that a shareholder does not provide an address, the Board may permit a notice to this effect			

	to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or such other address as may be so entered into the register of shareholders by the Company from time to time, until another address shall be provided to the Company by the Shareholder.			
5.	Decision to amend the first paragraph of article 10 of the Articles of Incorporation to provide that the net asset value of each share class will be calculated not less than twice every month			
6.	Decision to amend article 12 of the Articles of Incorporation to provide that the Company's board of directors may appoint a designated management company for the Company.			
7.	Decision to amend the investment policy clause of the Articles of Incorporation in order to bring it in line with the provisions of part I of the 2010 Law and subsequent amendment and restatement of article 17 of the Articles of Incorporation.			
8.	Decision to amend article 18 of the Articles of Incorporation to provide that the Board of Directors or the management company may appoint investment advisers or portfolio managers.			
9.	Decision to amend the fifth paragraph of article 23 of the Articles of Incorporation to provide that the convening notices may also be made by e-mail, by ordinary mail or by any other means of communication if individually accepted by the relevant investor.			
10.	Decision to amend article 24 of the Articles of Incorporation to reflect the renumbering of the articles of the Luxembourg company's act of 10 August 1915, as amended.			
11.	Decision to amend the liquidation and merger clause of the Articles of Incorporation in order to bring it in line with the provisions of part I of the 2010 Law and subsequent amendment and restatement of article 25 of the Articles of Incorporation.			
12.	Decision to replace the term "custodian bank" by "depository" throughout the Articles of Incorporation and subsequent amendment of articles 5, 7, 10, 19, 25 and 28 of the Articles of Incorporation.			

At the Meeting, each existing share will entitle to one vote. In accordance with Luxembourg act of 10 August 1915 on commercial companies, as amended, the general meeting shall not validly deliberate unless at least one half of the capital is represented. If this condition is not satisfied, a second meeting may be convened (the **Second Meeting**). The Second Meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, resolutions, in order to be adopted, must be carried by at least two-thirds of the votes cast. Votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

The undersigned agrees that (i) no liability of the Attorney shall arise out of or in connection with the entering into of this proxy or any exercise by the Attorney of any powers granted under this proxy, (ii) he/she/it shall not make any demand or bring any claim or action of any kind against the Attorney, (iii) he/she/it shall indemnify the Attorney against all claims, losses, demands or other actions of any kind against him/her/it or incurred by him/her/it that may arise or be made as a consequence of the exercise of the powers granted under this proxy and (iv) this proxy will remain valid for the Second Meeting with the same agenda as the Meeting if the quorum for the Meeting is not reached, provided that the undersigned has not notified the Company in writing of the revocation of his/her/its power of attorney in respect of the Meeting, at the time on which the deadline for posting of proxy in respect of the Second Meeting expires (it being understood that a completed proxy returned on time for the Second Meeting shall be deemed to constitute a revocation of any proxy returned with respect to the Meeting) and that the relevant proxy shall be valid only for the (remaining) number of shares that the undersigned holds prior to the Second Meeting.

The present proxy will remain in force if the Meeting, for any reason whatsoever, is to be continued or postponed.

Any difficulty arising in relation to the present power of attorney will be solved by referring to the principles of Luxembourg law only. Luxembourg courts are exclusively competent to settle and dispute arising in relation to the present power of attorney.

Given in _____ on _____ 2020

By: _____

In its capacity as _____