

SPARX Funds plc (The “Company”)

IMPORTANT INFORMATION FOR INVESTORS IN SINGAPORE

This Information Memorandum forms part of and should be read in conjunction with the Prospectus of SPARX Funds plc, together with any addenda and/or supplements thereto, as amended (collectively, the “Prospectus”).

Singapore Selling Restriction

The offer or invitation of the shares (the “Shares”) of the sub-fund of the Company listed in the attached Appendix, which is the subject of this Prospectus, does not relate to a collective investment scheme which is authorised under Section 286 of the Securities and Futures Act, Chapter 289 of Singapore, as amended or modified (the “SFA”) or recognised under Section 287 of the SFA. The Company is not authorised or recognised by the Monetary Authority of Singapore (the “MAS”) and the Shares are not allowed to be offered to the retail public. This Prospectus and any other document or material issued in connection with the offer or sale is not a prospectus as defined in the SFA and accordingly, statutory liability under the SFA in relation to the content of prospectuses does not apply and you should consider carefully whether the investment is suitable for you.

This Prospectus has not been registered as a prospectus with the MAS. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than:

- (i) to an institutional investor (as defined in the SFA) under Section 304 of the SFA;
- (ii) to an accredited investor (as defined in the SFA) under Section 305 of the SFA, and in accordance with the conditions specified in Section 305 of the SFA and the conditions specified in Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018; or
- (iii) to an institutional investor or accredited investor, otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed or purchased under Section 305 of the SFA by a relevant person (as defined in Section 305(5) of the SFA) which is:

- (a) a corporation (which is not an accredited investor (as defined in the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries’ rights and interest

(howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Shares pursuant to an offer made under Section 305 of the SFA except:

- (1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 305A(3)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 305A(5) of the SFA; or
- (5) as specified in Regulation 36A of the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 of Singapore.

INVESTORS SHOULD NOTE THAT FUNDS REFERRED TO IN THIS PROSPECTUS OTHER THAN THE FUNDS LISTED IN THE ATTACHED APPENDIX ARE NOT AVAILABLE TO SINGAPORE INVESTORS AND ANY REFERENCE TO SUCH OTHER FUNDS IS NOT AND SHOULD NOT BE CONSTRUED AS AN OFFER OF SHARES OF SUCH OTHER FUNDS IN SINGAPORE.

The Company

The Company was incorporated in Ireland. The contact details of the Central Bank of Ireland, which is the financial supervisory authority that regulates the Company, are as follows:

Address: New Wapping Street, North Wall Quay, Dublin 1, Ireland
Telephone number: +353 (0)1 224 6000

The Manager

Bridge Fund Management Limited (the “**Manager**”) has been appointed as the manager of the Company. The Manager was incorporated in Ireland. The contact details of the Central Bank of Ireland, which is the financial supervisory authority that regulates the Manager, are as follows:

Address: New Wapping Street, North Wall Quay, Dublin 1, Ireland
Telephone number: +353 (0)1 224 6000

Depository

HSBC France, Dublin Branch (the “**Depository**”) has been appointed as depository for the Company. The Depository was incorporated in Ireland. The contact details of the Central Bank of Ireland, which is the financial supervisory authority that regulates the Depository, are as follows:

Address: New Wapping Street, North Wall Quay, Dublin 1, Ireland
Telephone number: +353 (0)1 224 6000

Side Letters

The Company will generally not enter into any side letters with investors and currently no side letters with any investors exists.

Past Performance and Accounts

Investors in Singapore who wish to obtain additional information on the Company and other information regarding the past performance and accounts of the Company can do so by contacting the Company at:

Address: Shinagawa Season Terrace 6F, 1-2-70 Konan, Minato-ku, Tokyo 108-0075, Japan

Telephone number: 81-3-6711-9200

Email: Noah.Bonomi@sparxgroup.com

This document is dated 8 October 2020.

APPENDIX

1. SPARX Funds plc – SPARX JAPAN FUND