

# Information Memorandum

Areca Dynamic Growth Fund **8.0**

Management Company



Company Registration No. 200601021087 (740840-D)

Trustee  
RHB Trustees Berhad  
Company Registration No. 200201005356 (573019-U)

This Information Memorandum is dated 09 April 2021. Investors are advised to read the Information Memorandum and obtain professional advice before subscribing to the Areca Dynamic Growth Fund 8.0. For information concerning certain Risk Factors which should be considered by prospective investors, see "Risk Factors" commencing on page 13.

## **RESPONSIBILITY STATEMENTS AND STATEMENTS OF DISCLAIMER**

This Information Memorandum has been seen and approved by the directors of Areca Capital Sdn Bhd and they collectively and individually accept full responsibility for the accuracy of all information contained herein and confirm, having made all enquiries which are reasonable in the circumstances, that to the best of their knowledge and belief, there are no other facts omitted which would make any statement herein misleading.

The Securities Commission Malaysia will not be liable for any non-disclosure on the part of Areca Capital Sdn Bhd and takes no responsibility for the contents of this Information Memorandum, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from, or in reliance upon the whole or any part of the contents of this Information Memorandum.

## **SPECIFIC RISK DISCLOSURE STATEMENTS**

The Fund is suitable only for Sophisticated Investors who understand the degree of risks involved and believe that the investment is suitable based upon their investment objectives and financial needs; accept the investment strategy of the Fund according to their risk appetite; have no need for liquidity of the investment monies; and who are able to bear the loss of a substantial portion or even all of the money they invest in.

The Fund may invest in unlisted securities such as private equity which may be subjected to legal or other restrictions on transfer and which are illiquid. There can be no assurance as to when the investments in the companies invested by the Fund may mature so that gains, if any, can be realised. Potential Sophisticated Investors are warned that they may not be able to redeem any Units within the first 24 months or longer from the date of investment; subject to the requirement of the underlying assets. Investors may face difficulties in redeeming their investments as the Manager may not be able to dispose the investments. You are advised not to invest in this Fund if you are unable to accept the risks specifically to the Fund.

## **ADDITIONAL STATEMENT**

Areca Dynamic Growth Fund 8.0 may only be offered for sale to the Sophisticated Investors and the investors must ensure that they are eligible as the Sophisticated Investors before making an investment in the Fund. In the event that the Manager becomes aware that a person is not eligible to apply for Units is in fact holding Units, the Manager, subject to the available Liquid Assets in the Fund, shall be deemed to have received a redemption request in respect of such Units on the Business Day following the day the Manager first became aware of the Unit Holder's ineligibility.

The Manager may reject any application of Units at its sole discretion without assigning any reasons.

Sophisticated Investors should note that they may seek recourse under the Capital Markets and Services Act 2007 for breaches of the securities laws including any statement in the Information Memorandum that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in relation to the Information Memorandum or the conduct of any other person in relation to the Fund.

## **NO CASH / THIRD-PARTY PAYMENT POLICY**

Areca Capital Sdn Bhd is committed towards safeguarding the interests of our investors; prevention of any incidence of cash mishandling or mismanagement while heeding Bank Negara Malaysia's desire for electronic payment methods for greater efficiency, transparency and accountability.

In view of this, we have embarked on a no-cash / no third-party payment policy; where **ANY FORM OF CASH PAYMENT, CASH DEPOSITS AND THIRD PARTY PAYMENT ARE STRICTLY NOT ALLOWED.**

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## GLOSSARY

<p><b>Business Day</b></p>	<p>A day on which Bursa Malaysia Securities Berhad, the stock exchange managed or operated by Bursa Malaysia Securities Berhad, is open for trading;</p>
<p><b>CMSA</b></p>	<p>The Capital Markets and Services Act, 2007 including all amendments thereto;</p>
<p><b>Deed(s)</b></p>	<p>The deed in relation to the Fund and any other supplemental deeds that may be entered into between the Manager and the Trustee;</p>
<p><b>Financial Institution</b></p>	<p>if the institution is in Malaysia –</p> <ul style="list-style-type: none"> <li>i. licensed bank;</li> <li>ii. licensed investment bank; and</li> <li>iii. Islamic bank.</li> </ul> <p>if the institution is outside Malaysia, any institution that is licensed, registered, approved or authorised to provide financial services by the relevant banking regulator;</p> <p>“licensed bank” has the same meaning as given under the Financial Services Act 2013;</p> <p>“licensed investment bank” has the same meaning as given under the Financial Services Act 2013;</p> <p>“Islamic bank” means a bank licensed under the Islamic Financial Services Act 2013”;</p>
<p><b>Fund</b></p>	<p>Areca Dynamic Growth Fund 8.0;</p>
<p><b>Guidelines</b></p>	<p>Guidelines on unlisted Capital Market Products Under the Lodge and Launch Framework as may be amended from time to time;</p>
<p><b>Information Memorandum</b></p>	<p>Information Memorandum in relation to the Fund and includes any supplemental or replacement Information Memorandum;</p>
<p><b>Jointholder</b></p>	<p>A person who holds Units together with another person or persons;</p>
<p><b>Liquid Assets</b></p>	<p>Means cash or any permitted investment capable of being converted into cash within seven (7) days;</p>

<b>Manager/We/Us</b>	Areca Capital Sdn Bhd;
<b>Medium to Long Term</b>	A period of two to above five years;
<b>NAV</b>	The net asset value of the Fund, which is the value of all the assets attributed to the Fund less the total liabilities attributed to the Fund at the point of valuation;
<b>NAV per Unit</b>	The NAV of the Fund divided by the number of Units in circulation at the valuation point;
<b>Redemption</b>	The repurchase by the manager of the Units owned by the Unit Holders upon a proper redemption request;
<b>SC</b>	The Securities Commission Malaysia which was established under the Securities Commission Malaysia Act 1993;
<b>Sophisticated Investor</b>	<ul style="list-style-type: none"> <li>▪ An individual whose total net personal assets, or total net joint assets with his or her spouse, exceed RM3 million or its equivalent in foreign currencies, excluding the value of the individual's primary residence;</li> <li>▪ An individual who has a gross annual income exceeding RM300,000 or its equivalent in foreign currencies per annum in the preceding twelve months;</li> <li>▪ An individual who, jointly with his or her spouse, has a gross annual income exceeding RM400,000 or its equivalent in foreign currencies per annum in the preceding twelve months;</li> <li>▪ A corporation with total net assets exceeding RM10 million or its equivalent in foreign currencies based on the last audited accounts;</li> <li>▪ A partnership with total net assets exceeding RM10 million or its equivalent in foreign currencies;</li> <li>▪ A unit trust scheme or prescribed investment scheme;</li> </ul>

	<ul style="list-style-type: none"> <li>▪ A private retirement scheme;</li> <li>▪ A closed-end fund approved by the SC;</li> <li>▪ A company that is registered as a trust company under the Trust Companies Act 1949 which has assets under management exceeding RM10 million or its equivalent in foreign currencies;</li> <li>▪ A corporation that is a public company under the Companies Act 2016 which is approved by the SC to be a trustee under the CMSA and has assets under management exceeding RM10 million or its equivalent in foreign currencies;</li> <li>▪ A statutory body established by an Act of Parliament or an enactment of any State;</li> <li>▪ A pension fund approved by the Director General of Inland Revenue under section 150 of the Income Tax Act 1967;</li> <li>▪ Central Bank of Malaysia established under the Central Bank of Malaysia Act 2009;</li> <li>▪ A holder of a capital markets services licence or an executive director or a chief executive officer of a holder of a capital markets services licence;</li> <li>▪ A licensed institution as defined in the Financial Services Act 2013;</li> <li>▪ An Islamic bank as defined in the Islamic Financial Services Act 2013;</li> <li>▪ An insurance company registered under the Financial Services Act 2013;</li> <li>▪ A takaful operator registered under the Islamic Financial Services Act 2013;</li> <li>▪ A bank licensee or insurance licensee as defined under the Labuan Financial Services and Securities Act 2010;</li> <li>▪ An Islamic bank licensee or takaful licensee as defined under the Labuan Islamic Financial Services and Securities Act 2010; and</li> </ul>
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<p><b>Trustee</b></p> <p><b>Units</b></p> <p><b>Unit Holder/You</b></p>	<ul style="list-style-type: none"> <li>▪ Any other investor as may be defined by the SC from time to time;</li> </ul> <p>RHB Trustees Berhad and includes its permitted assigns and successors in title and any new or replacement trustee of the Fund;</p> <p>Units of the Fund and includes a fraction of a unit of the Fund;</p> <p>A person for the time being who is registered pursuant to the Deed as a holder of Units, including a Jointholder.</p>
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## CORPORATE DIRECTORY

### **MANAGER**

**Areca Capital Sdn Bhd 200601021087 (740840-D)**

***Registered Office:***

Suite 30C, 3<sup>rd</sup> Floor, Wisma TCL,  
470 Jalan Ipoh, 3<sup>rd</sup> Mile,  
51200 Kuala Lumpur

***Business Address:***

107, Blok B, Pusat Dagangan Phileo Damansara 1,  
No.9, Jalan 16/11, Off Jalan Damansara,  
46350 Petaling Jaya

Tel: 603-7956 3111

Fax: 603-7955 4111

Website: [www.arecacapital.com](http://www.arecacapital.com)

E-mail: [invest@arecacapital.com](mailto:invest@arecacapital.com)

### **TRUSTEE**

**RHB Trustees Berhad 200201005356 (573019-U)**

***Registered Office:***

Level 10, Tower One,  
RHB Centre, Jalan Tun Razak,  
50400 Kuala Lumpur.

***Business Address***

Level 11, Tower Three,  
RHB Centre, Jalan Tun Razak,  
50400 Kuala Lumpur.

Tel: 03-9280 5933

Fax: 03-9280 5204

**BOARD OF DIRECTORS****Raja Datuk Zaharaton binti Raja Dato' Zainal Abidin**

(Independent Non-executive Director)

**Dr. Junid Saham**

(Independent Non-executive Director)

**Danny Wong Teck Meng**

(Non-independent Executive Director)

**Edward Iskandar Toh Bin Abdullah**

(Non-independent Executive Director)

**INVESTMENT COMMITTEE MEMBERS****Raja Datuk Zaharaton binti Raja Dato' Zainal Abidin**

(Independent)

**Dr. Junid Saham**

(Independent)

**Dato' Seri Lee Kah Choon**

(Independent)

**AUDITORS****PricewaterhouseCoopers PLT (LLP0014401-LCA & AF1146)**

Level 10, 1 Sentral, Jalan Rakyat, KL Sentral,  
50706 Kuala Lumpur, Malaysia.

Tel: 03-2173 1188

Fax: 03-2173 1288

## INFORMATION OF THE FUND

<b>ARECA DYNAMIC GROWTH FUND 8.0</b>	
<b>CATEGORY OF THE FUND</b>	Wholesale Equity Fund
<b>TYPE OF FUND</b>	Growth
<b>TRUSTEE</b>	RHB Trustees Berhad
<b>INVESTMENT OBJECTIVE</b>	<p>The Fund aims to provide Medium to Long Term capital growth.</p> <p>Any material changes to the Fund's objective would require Unit Holders' approval.</p>
<b>ASSET ALLOCATION</b>	<p>▪ <b>Equities, equity-related securities and collective investment schemes</b></p> <p>Up to 100% of its NAV</p>
<b>INITIAL OFFER PERIOD (IOP)</b>	<p>30 days from the date of this Information Memorandum. The Manager may shorten the IOP. Please note that during the IOP, the initial offering price stays at RM1.0000.</p>
<b>INITIAL OFFER PRICE</b>	RM1.0000
<b>FINANCIAL YEAR END</b>	31 <sup>st</sup> May
<b>INVESTORS' PROFILE</b>	<p>The Fund is suitable for Sophisticated Investor who:</p> <ul style="list-style-type: none"> <li>• have Medium to Long Term investment horizon; and</li> <li>• seek capital growth.</li> </ul> <p>The Units are only offered to Sophisticated Investors (applicable for principal and Jointholder).</p>

## ARECA DYNAMIC GROWTH FUND 8.0

### INVESTMENT STRATEGY

The Fund will invest a maximum of 100% of its NAV in domestic and foreign equities, equity-related securities and collective investment schemes, to achieve its objective.

The Fund may concentrate its investments wholly in securities of a company or Units in a single collective investment scheme that have potential for capital growth.

The Fund may also invest in unlisted securities (for instance private equities, pre-IPO securities and convertible securities) and placement of deposits with Financial Institutions.

The Fund may take a temporary defensive position, which may be inconsistent with the Fund's investment strategy, in attempting to respond to adverse economic, political or any other market conditions such as changes in interest rate policy and introduction of a new policy which may affect the equity markets. The Fund may reduce its exposure in equities and increase its exposure in deposits or collective investment schemes (including non-equity related unit trust funds). The Manager will re-align the Fund to its principal investment strategy when the market conditions improved.

### PRINCIPAL RISKS

- Illiquidity risk
- Stock specific risk
- Equity-related securities risk
- Private equity risk
- Concentration risk
- Currency risk
- Country risk
- Counterparty risk
- Credit and default risk
- Interest rate risk
- Regulatory Risk
- Valuation risk related to the Fund's Assets
- Lack of transparency risk

<b>ARECA DYNAMIC GROWTH FUND 8.0</b>	
<b>PERMITTED INVESTMENTS</b>	<p>The Fund may invest in the followings:</p> <ul style="list-style-type: none"> <li>• Securities listed on Bursa Malaysia Securities Berhad or any other permitted foreign stock exchanges;</li> <li>• Unlisted securities;</li> <li>• Collective investment schemes;</li> <li>• Preference shares;</li> <li>• Fixed income securities;</li> <li>• Derivatives such as futures contracts for hedging purposes only;</li> <li>• Money market instruments;</li> <li>• Deposits with Financial Institutions;</li> <li>• Any other form of investment as may be agreed upon by the Manager and the Trustee from time to time.</li> </ul>
<b>PERFORMANCE BENCHMARK</b>	Absolute returns of 8% per annum.
<b>CHARGES</b> - This table describes the charges that you may directly incur when you buy or redeem Units in the Fund.	
<b>ENTRY FEE (SALES CHARGE)</b>	<p>Up to 4% of the net investment amount.</p> <p>Net investment amount is the number of Units at the NAV per Unit.</p>
<b>EXIT FEE</b>	NIL
<b>FEES AND EXPENSES</b> - This table describes the fees that you may indirectly incur when you buy or redeem Units in the Fund.	
<b>MANAGEMENT FEE</b>	Up to 2.00% per annum of the NAV of the Fund.
<b>TRUSTEE FEE</b>	Up to 0.07% per annum of the NAV of the Fund. (exclude foreign custodian fee, if any).

<b>ARECA DYNAMIC GROWTH FUND 8.0</b>	
<b>PERFORMANCE FEE</b>	<p>The Manager is entitled to a Performance Fee of up to 40% on the net total returns upon redemption or capital distribution, computed on each investor's account individually.</p> <p>For avoidance of doubt, the net total returns for each Unit Holder's account will be calculated by comparing the net investment amount (excluding entry fee) to redemption or capital distribution value.</p>
<b>ANY OTHER FEES PAYABLE INDIRECTLY BY AN INVESTOR</b>	<p>These include but are not limited to:</p> <ul style="list-style-type: none"> <li>▪ Commissions or fees paid to brokers;</li> <li>▪ Auditor's fee;</li> <li>▪ Tax adviser's fee;</li> <li>▪ Valuation fee;</li> <li>▪ Remuneration and out of pocket expenses of the independent members of the investment committee of the Fund;</li> <li>▪ Taxes and other duties charged on the Fund by the government and/or other authorities;</li> <li>▪ Tax vouchers;</li> <li>▪ Annual/quarterly reports/statements;</li> <li>▪ Cost incurred for the modification of the Deed other than those for the benefit of the Manager and/or Trustee; and</li> <li>▪ Cost, fees and expenses incurred for any meeting of the Unit Holders save where such meeting is convened for the benefit of the Manager and/or the Trustee.</li> </ul>
<b>TRANSACTIONS</b>	
<b>MINIMUM INITIAL INVESTMENT</b>	RM50,000 or such other limit at the Manager's discretion.
<b>MINIMUM ADDITIONAL INVESTMENT</b>	RM10,000 or such other limit at the Manager's discretion.

<b>ARECA DYNAMIC GROWTH FUND 8.0</b>	
<b>COOLING-OFF RIGHT</b>	Not available.
<b>CUT-OFF TIME</b>	3.00p.m; we will process your application on the next Business Day if we receive your application after the cut-off time.
<b>REDEMPTION RESTRICTIONS</b>	<p>You will not be able to redeem your Units within the first 24 months or longer from the investment date; subject to the requirement of the underlying investment.</p> <p>Please note that you might not be able to redeem Units if the Fund is not able to dispose its assets and has insufficient cash.</p>
<b>MINIMUM REDEMPTION</b>	RM50,000 or 50,000 Units or such other amount as decided by the Manager. However, if the redemption request leaves you with less than the minimum balance, the Manager may require you to fully redeem all the remaining Units; subject to the availability of Liquid Assets.
<b>REDEMPTION PAYMENT</b>	We will pay you within 10 days upon receipt of the duly completed original redemption form.
<b>MINIMUM BALANCE</b>	50,000 Units or such other limit at the Manager's discretion. We will, at our sole discretion, requires you to redeem all the Units should the remaining balance is less than the minimum balance; subject to the availability of Liquid Assets.
<b>SWITCHING FACILITY</b>	Not Available.
<b>TRANSFER FACILITY</b>	Not available, unless by operations of law or under the provision of the Deed.
<b>DISTRIBUTION OF INCOME</b>	Incidental, Subject to the availability of distributable income.

<b>ARECA DYNAMIC GROWTH FUND 8.0</b>	
<b>CAPITAL DISTRIBUTION</b>	<p>The Manager may make capital distribution to the Unit Holders. The capital distribution is pursuant to the maturity of the investment, disposal by Manager or early redemption by issuer, if any and the Manager does not intend to reinvest the investment proceeds.</p> <p>Capital distribution will be made via cancellation of Units where the Manager will repurchase Units from Unit Holders at its discretion.</p>
<b>CAPITAL / INCOME DISTRIBUTION REINVESTMENT POLICY</b>	<p>In the absence of any instructions, we will, at our discretion, reinvest the capital and/or income distribution into another unit trust fund as determined by the Manager at the net asset value per unit of the distribution day without any entry fee.</p>

**There are fees and charges involved and you are advised to consider the fees and charges before investing in the Fund. All fees and charges may subject to taxes and/or duties which the government may impose from time to time.**

**Unit prices and distributions payable, if any, may decrease as well as increase.**

**You should read and understand the contents of Information Memorandum and, if necessary, consult your adviser. For information concerning certain risk factors which should be considered by you, see "Risk Factors" commencing on page 13.**



## **RISKS FACTORS**

### **GENERAL RISKS OF INVESTING IN A WHOLESALE FUND**

- **Market Risk**

Market risk refers to the possibility that an investment will lose value because of a general decline in financial markets, due to economic, political and/or other factors, which will result in a decline in the fund's net asset value.

- **Manager's Risk**

This risk refers to the day-to-day management of the fund by the manager which will impact the performance of the fund. For example, investment decisions undertaken by the manager, as a result of an incorrect view of the market or any non-compliance with internal policies, investment mandate, the deed, relevant law or guidelines due to factors such as human error or weaknesses in operational process and systems, may adversely affect the performance of the fund.

- **Inflation Risk**

This is the risk that investors' investment in the fund may not grow or generate income at a rate that keeps pace with inflation. This would reduce investors' purchasing power even though the value of the investment in monetary terms has increased.

- **Performance Risk**

As a result of the risk elements, the returns from a fund are not guaranteed. The value of the fund's investment will vary when sold and an investment may be worth more or less than when purchased.

## **SPECIFIC RISKS ASSOCIATED TO THE FUND**

- **Illiquidity Risk**

The investment to be made by the Fund would be generally illiquid. The eventual liquidity of all investment of the Fund will be dependent upon the success of the realisation strategy proposed for each investment which could adversely be affected by a variety of risk factors. The period of time required to liquidate the Fund's assets cannot be predicted with certainty.

- **Stock Specific Risk**

Prices of a particular stock may fluctuate in response to the circumstances affecting individual companies such as adverse financial performance, loss of key personnel, news of a possible merger or initial public offering. Any adverse price movements of such stocks will adversely affect the Fund's NAV.

- **Equity-Related Securities Risk**

The Fund invests in equity-related securities such as rights and warrants, where price movement is dependent on the price movement of the underlying equities. The risk is generally higher than their underlying equities as these equity related securities are leveraged form of investment. The price of equity-related securities generally fluctuates more than the underlying equities and consequently may affect the volatility of the Fund's NAV.

- **Private Equity Risk**

The Fund may be subject to the risks inherent in private equity investment. The task of identifying good companies that may become successful and generate good capital gains is difficult. The future performance of any entity into which any part of the Fund is invested and

therefore the value of the Fund's investment portfolio may be subject to many factors over which the Fund may have limited or no control.

- **Concentration Risk**

Concentration risk is the probability of loss arising from lack of diversification, investing in a single company. The strength of the company may be affected due to changes of financial performance, loss of key personnel, news of a possible merger or initial public offering.

- **Country Risk**

Investments of the Fund in any foreign countries may be affected by changes in the economic and political climate, restriction on currency repatriation or other developments in the law or regulations of the countries in which the Fund invests in. For example, the deteriorating economic condition of the countries may adversely affect the value of the investments undertaken by the Fund in those affected countries. This in turn may cause the NAV or prices of Units to fall.

- **Currency Risk**

As the base currency of the Fund is in Malaysian Ringgit, any fluctuation in the exchange rate between the base currency and the currencies in which the investments are denominated may have an impact on the value of these investments. Investors should be aware that if the currencies in which the investments are denominated depreciate against the base currency, this will have an adverse effect on the NAV of the Fund in the base currency and vice-versa. Investors should note that any gains or losses arising from the fluctuation in the exchange rate may further increase or decrease the returns of the investment.

- **Credit and Default Risk**

Credit risk relates to the creditworthiness of the issuers of the debt instruments and its expected ability to make timely payment of interest and/or principal. Any adverse situations faced by the issuer may impact the value as well as liquidity of the debt instrument. Default risk relates to the risk than an issuer of a debt instrument either defaulting on payments

or failing to make payments in a timely manner which will in turn adversely affect the value of the debt instruments. This could adversely affect the value of the Fund.

- **Interest Rate Risk**

Interest rate risk refers to the impact of interest rate changes on the valuation of debt instruments whenever is applicable. When interest rates rise, debt instruments prices generally decline and this may lower the market value of the Fund's investment in debt instruments. The reverse may apply when interest rates fall.

- **Counterparty Risk**

The Fund will transact most of its investments through financial institutions including but not limited to brokers, dealers and banks. All transactions will carry counterparty risks until the transactions have settled. All deposits of securities or cash with a custodian, bank or financial institution will carry counterparty risk. Upon default by a counterparty the Fund may be forced to unwind certain transactions and the Fund may encounter delays and difficulties with respect to court procedures in seeking recovery of the Fund's assets.

- **Regulatory Risk**

Regulatory risk refers to the possibilities where security, business, sector, or market may be materially impacted due to the changes in laws or regulations made by the government or a regulatory body. The adverse impact may include the increase of business operating expenses, more stringent regulatory requirements for the listing of IPO or any other regulations which may reduce the attractiveness or value of the investment which subsequently may result in a declined in NAV of the Fund.

- **Valuation Risk Related to the Fund's Assets**

The Fund's assets will consist of illiquid, unlisted and unquoted securities for which no public market exists, and for which no price quotation may be available from exchanges, brokers or other third party sources. Valuation of assets undertaken or provided by the Manager will be conclusive and binding on all investors. However, these valuations may not reflect the actual prices which would be realized upon a sale of a particular asset. Prospective investors should be aware that the valuation or pricing of certain asset classes, particularly hard-to-price assets such as illiquid, unlisted and unquoted securities, may result in subjective prices being applied to the Manager's calculations of the net asset value of the Fund. This could materially affect the net asset value of the Fund, particularly if the judgments of the Manager or their third party valuation agents regarding appropriate valuations or pricing should prove incorrect.

- **Lack of Transparency Risk**

The Fund may not have access to reliable or detailed information, including both general economic data and information concerning the operations, financial results, capitalization and financial obligations of companies invested in certain countries. The quality and reliability of information available to the Fund might be less than what might be available when investing in developed countries. Certain countries may limit the obligations on companies to publish information, which would further restrict the Fund's ability to carry out due diligence. The Fund may be compelled to make investment decisions on the basis of financial information that will be less complete and reliable than that customarily available in developed countries.

**The abovementioned risks which you should consider before investing into a wholesale fund should not be considered to be an exhaustive list.**

**You should be aware that investments in the Fund may be exposed to other risks of an exceptional nature from time to time.**

## Transaction Information

### BASES OF VALUATION OF THE ASSETS OF THE FUND

<b>Fixed Income Securities</b>	<p>Listed local and foreign fixed income securities will be valued based on the last done prices as at the close of the Business Day of the respective markets on the same calendar day.</p> <p>However, if:</p> <ul style="list-style-type: none"><li>(a) a valuation based on the market price does not represent the fair value of the fixed income securities, for example during abnormal market conditions; or</li><li>(b) no market price is available, including if a suspension in the quotation of the fixed income securities for a period exceeding 14 days, or such shorter period as agreed by the Trustee,</li></ul> <p>then the fixed income securities would be valued at fair value, as determined in good faith by us based on the methods or bases approved by the Trustee after appropriate technical consultation.</p> <p>Investments in fixed income securities denominated in MYR which are not listed on any recognised stock exchange will be valued on each Business Day by reference to the fair value prices quoted by a bond pricing agency (BPA) registered with the Securities Commission.</p> <p>Investments in foreign unlisted fixed income securities will be valued by reference to the average indicative yield quoted by three (3) independent and reputable Financial Institutions.</p> <p>In a case where the Manager is of the view that the price quoted by BPA or the average indicative price quoted by three (3) independent and reputable financial institutions for a specific bond differs from the Manager's view of the market price by more than twenty (20) basis points, the Manager may use the market price of its view, provided that the Manager record its basis for using such price, obtain the necessary internal approvals to use such price and keep an audit trail of all decisions and basis of adopting such price.</p>
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<p><b>Listed securities</b></p>	<p>Investment in listed securities shall be valued at the last done market price available at the close of the Business Day. However, if-</p> <ul style="list-style-type: none"> <li>a) a valuation based on the market price does not represent the fair value of the securities for example during abnormal market conditions; or</li> <li>b) no market price is available, including in the event of a suspension in the quotation of the securities for a period exceeding 14 days, or such shorter period as agreed by the Trustee, then the securities will be valued at fair value. The fair value shall be determined in good faith by the Manager, based on the method or bases approved by the Trustee after appropriate technical consultation.</li> </ul>
<p><b>Unlisted securities</b></p>	<p>Unlisted securities will be valued at arm’s length fair value as determined in good faith by the Manager.</p>
<p><b>Deposits</b></p>	<p>Deposits are valued by reference to the value of such investments and the interest or profit accrued thereon for the relevant period.</p>
<p><b>Collective investment schemes</b></p>	<p>Investment in units or shares in other collective investment schemes will be valued based on the last published repurchase price of the collective investment schemes.</p>
<p><b>Money market instruments</b></p>	<p>Money market instruments shall be based on the value provided by the Financial Institution that issue the instruments.</p>
<p><b>Any other instruments</b></p>	<p>Any other instruments will be valued at arm’s length fair value as determined in good faith by the Manager.</p>

## **CALCULATION OF UNIT PRICES**

### **VALUATION POINT**

Valuation point refers to the time(s) on a Business Day as may be decided by the Manager wherein the NAV of the Fund is calculated. The Manager, at its discretion, may consider additional valuation point(s) for the Fund when there is a material market movement within the day (more than 5% of the last valuation point). The Fund will be valued at the end of the Business Day.

If and when the Fund invests in a foreign market, the valuation of the Fund may be carried by 5.00p.m (or such other time as may be permitted by the relevant authorities from time to time) on the following Business Day (T+1 Day).

This is due to certain foreign markets in which the Fund may invest in have yet to close due to the different time zones. As such, the daily NAV of the Fund will be determined on T+1 Day and will be published on T+2.

### **SINGLE PRICING POLICY**

We adopt the single pricing policy to price the Units in relation to investment and redemption of Units. This means that the selling of Units by the Manager (i.e. when you purchase Units and invest in the Fund) and repurchase of Units by the Manager (i.e. when you redeem your Units and liquidate your investment) will be carried out at NAV per Unit (the actual value of the Unit). The entry or exit fee (if any) would be computed separately based on your net investment or redemption amount. The single price for investment and redemption of Units shall be the daily NAV per Unit at the next valuation point after the Manager receives the investment or redemption application (i.e. forward pricing)

### **HOW IS THE NAV (ACTUAL VALUE) PER UNIT CALCULATED?**

The Manager will calculate the NAV of the Fund at the end of valuation point. The NAV is defines as the total value of the Fund's investment, assets and properties less any liabilities or provisions. Where applicable, investment



income, interest payable, fees and other liabilities will be accrued daily in arriving at the NAV of the Fund. The NAV per Unit is then determined by dividing the NAV of the Fund by the number of Units in circulation at the valuation point rounded nearest to four (4) decimal places or as agreed between Manager and Trustee.

### **NAV PER UNIT**

The NAV per Unit is then determined by dividing the NAV of the Fund by the number of Units in circulation at the valuation point.

### **Computation of Net Investment Amount and Units Entitlement**

#### **A. For investors who make a lump sum payment inclusive of fees and any relevant taxes which may be imposed by the government from time to time.**

The net investment amount (excluding fees and taxes) is determined by dividing the lump sum payment (excluding bank charges) with a Charge Factor (Charge Factor = 100% + Entry Fee in %).

The number of Units invested is determined by dividing the net investment amount (excluding fee and taxes), with the NAV per Unit at the next valuation point after the Manager receives the investment application and rounded up to two (2) decimal places.

#### **B. For investors who prefer an even (rounded) net investment amount.**

The number of Units invested is determined by dividing the net investment amount (excluding fee and taxes), with the NAV per Unit at the next valuation point after the Manager receives the investment application and rounded up to two (2) decimal places.

## **CALCULATION OF REDEMPTION VALUE**

The Redemption value is the number of Units to be liquidated multiplied by the NAV per Unit at the next valuation point, after the Manager receives the Redemption request.

## **MAKING AN INVESTMENT**

If you are investing for the first time, you are required to complete account opening documents. Individual or joint application must be accompanied by either a copy of the applicant's identity card, passport or other identification.

Application by a corporation must be accompanied by a certified true copy of its company constitution\*, certificate of incorporation\* (if applicable), Latest Return of Allotment of Shares\*, latest particulars in register of directors, managers and secretaries and change of particulars\*, latest Notice of Situation of Registered Office, board resolution relating to the investment and other related documents required by the Manager.

\* or any other equivalent documentation issued by the authorities

You must submit the completed forms with the necessary payment by 3.00p.m on any Business Day. We will process your application on the next Business Day if we receive your application after the cut-off time.

Areca Dynamic Growth Fund 8.0 may only be offered for sale to Sophisticated Investors and investors must ensure that they are Sophisticated Investors before making an investment in the Fund. In the event that the Manager becomes aware that a person is not eligible to apply for Units is in fact holding Units, the Manager, subject to the available Liquid Assets in the Fund, shall be deemed to have received a redemption request in respect of such Units on the Business Day following the day the Manager first became aware of the Unit Holder's ineligibility.

**The minimum initial investments and the minimum additional investment for Units in any of the Fund are as follows:**

<b>Minimum Initial Investments</b>	<b>Investment Notice</b>
<b>Direct Investment through the Manager:</b> RM50,000 or such other limit at the Manager's discretion.	Before 3.00p.m on Business Day
<b>Third party distributors:</b> RM50,000 or such other limit at the Manager's discretion.	
<b>Minimum Additional Investments</b>	
RM10,000 or such other limit at the Manager's discretion.	Before 3.00p.m on Business Day

We will process your application on the next Business Day if we receive your application after the cut-off time.

### **DISTRIBUTION CHANNELS**

The Fund is distributed through the Manager's head office, branches and authorized distributors. Please refer to the directory on page 36 or call us at 03-7956 3111 for list of contacts.

### **PAYMENT METHODS**

- Via telegraphic or online transfer.
- By a crossed cheque or banker's cheque made payable to "**Areca Capital Sdn Bhd-CTA**".

**WE DO NOT ACCEPT ANY FORM OF CASH PAYMENT AND PAYMENT MADE BY A THIRD PARTY**

**INVESTOR SHOULD NOT MAKE PAYMENT IN CASH TO A UNIT TRUST CONSULTANT OR ISSUE A CHEQUE IN THE NAME OF A UNIT TRUST CONSULTANT.**

## REDEMPTION

You will not be able to redeem your Units within the first 24 months or longer from the investment date; subject to the requirement of the underlying investment.

Please note that you might not be able to redeem Units if the Fund is not able to dispose its assets and has insufficient cash.

Considering the illiquidity of the Fund's assets, the Manager may pay the Unit Holder in cash or other consideration for the redemption of the Units. Where redemption of Units other than for cash, such consideration is subject to the the consent of the respective Unit Holders in writing and approval from the Trustee.

You must submit the completed redemption form in the following manner;

<b>Minimum Redemption</b>	<b>Redemption Notice</b>
RM50,000 or 50,000 Units or such other amount as decided by the Manager. However, if the redemption request leaves you with less than 50,000 Units (minimum balance), all the Units in your account will be redeemed automatically; subject to the availability of Liquid Assets.	Redemption notice must be submitted before 3.00 p.m. on Business Day

We will not process your application if we receive your application after the cut-off time. If the application date falls on a weekend or holiday, your transaction date will take place on the next Business Day.

We will pay you within 10 days, upon receipt of the duly completed original redemption form.

## SUSPENSION OF FUND

We may, after consultation with the Trustee, suspend the redemption of Units if in our opinion, it is not in the interests of the Unit Holders to permit the assets of the Fund to be sold or that the assets cannot be liquidated at an appropriate price or on adequate terms or when there is good and sufficient reason to do so having regard to the interests of the Unit Holders.

## **UNCLAIMED MONEYS POLICY**

Any money which remain unclaimed after 12 months from the date of payment or any such other period as is prescribed by the Unclaimed Moneys Act 1965 shall be dealt with in accordance with provisions of the Unclaimed Moneys Act 1965.

## **SOFT COMMISSION**

The Manager will retain soft commissions received from stockbrokers, provided these are of demonstrable benefit to the Unit Holders and in the form of research and advisory services that assist in the decision making process relating to the Fund's investments. The soft commissions may be in the form of goods and services such as data and quotation services, computer software incidental to the management of the Fund and investment related publications. Cash rebates, if any, will be directed to the account of the Fund.

## **CROSS TRADE POLICY**

The Manager may undertake cross trades, i.e. sale and purchase transactions between funds or portfolios under the management of the Manager where the:

- i. Sale and purchase decisions are in the best interest of the investor;
- ii. Reason for such transactions is documented prior to execution of the trades;
- iii. Transactions are executed through a dealer or financial institution on an arm's length and fair value basis; and
- iv. Transaction will be reported to the trustee and investment committee.

## **THE MANAGER: ARECA CAPITAL SDN BHD**

Areca Capital Sdn Bhd was incorporated on 13 July 2006 under the Companies Act, 1965. It has an issued and paid-up share capital of RM8,000,000.00.

Areca is a licensed fund manager approved by the SC in February 2007. We are engaged in the business of managing, administering, marketing and distributing unit trust funds and managing and administering funds under private mandates and regulated activity of Financial Planning. We launched our 3 maiden funds in April 2007.

## **DUTIES AND RESPONSIBILITIES OF THE MANAGER**

The Manager's principal duty is to manage and administer the Fund in a proper and efficient manner in accordance with the Deed, the Guidelines and relevant laws, acceptable and efficacious business practice within the unit trust industry and the internal controls and policies of the Manager. The Manager has covenanted in the Deed that it will exercise all due diligence and vigilance in carrying out its functions and duties, and in safeguarding the rights and interests of the Fund and Unit Holders.

## **LITIGATION AND ARBITRATION**

As at 31<sup>st</sup> March 2021, Areca Capital Sdn Bhd is not engaged in any material litigation and arbitration, including those pending or threatened, and is not aware of any fact likely to give rise to any proceedings which might materially affect the business or financial position of Areca Capital Sdn Bhd.

## **ROLES AND FUNCTIONS OF THE BOARD OF DIRECTORS AND INVESTMENT COMMITTEE**

### **Board of Directors of Areca Capital Sdn Bhd (“Board”)**

The Board plays an active part in the affairs of the Manager. The Board meets at least once every quarter to receive recommendations and reports on investment activities from the investment committee of the Fund and the senior representatives of the Manager.

### **Investment Committee of the Fund**

The investment committee is fully responsible for the Fund’s investment policies and guidelines, and shall review and approve the investment strategies undertaken by the fund managers for the Fund. The investment committee meets every month or more frequently if required.

### **Designated Fund Manager**

Mr. Danny Wong Teck Meng is the designated fund manager responsible for the management of the Fund.

## **THE TRUSTEE: RHB TRUSTEES BERHAD**

RHB Trustees Berhad was incorporated in Malaysia under the Companies Act, 1965 on 6 March 2002. It is registered as a trust company under the Trust Companies Act, 1949 and is also registered with the SC to conduct unit trust business. The principal activity of RHB Trustees Berhad is providing retail and corporate trustee services. RHB Trustees Berhad has been in the trustee business since 2002.

### **EXPERIENCE IN TRUSTEE BUSINESS**

RHB Trustees Berhad undertakes all types of trustee business allowed under the Trust Companies Act, 1949, ranging from corporate trustee services to retail services. RHB Trustees Berhad offers corporate trustee services such as trustee for real estate investment trusts (REITs), unit trust funds and custodian services. Its retail services include estate planning services (will writing, custodian and executor/trustee services) and private trustee services (private purpose trust, investment trust, charitable trust, insurance trust, business succession trust, estate administration trust, custodian and stakeholder services).

### **DUTIES AND RESPONSIBILITIES OF THE TRUSTEE**

The Trustee's functions, duties and responsibilities are set out in the Deed. The general function, duties and responsibility of the Trustee include, but are not limited to, the following:

- a) Acting as trustee and safeguarding the rights and interests of the Unit Holders;
- b) Holding the assets of the Fund for the benefit of the Unit Holders; and
- c) Exercising all the powers of a trustee and the powers that are incidental to the ownership of the assets of the Fund.

The Trustee has covenanted in the Deed that it will exercise all due diligence and vigilance in carrying out its functions and duties, and in safeguarding the rights and interests of Unit Holders.



## **THE TRUSTEE'S DELEGATE**

RHB Trustees Berhad has appointed Malayan Banking Berhad ("MBB") as custodian of the investments of the Fund. Malayan Banking Berhad ("Maybank") was established in 1960 and it is the largest financial services group in Malaysia. Maybank is one of the leading domestic Custodian Banks in Malaysia provides full fledged securities solutions services which includes domestic and global custody & clearing services, fund accounting services and transfer agency services. Maybank partner with reputable Global Custodian Banks offering global custody services in more than 100 different markets around the world. The custodian services function is run under Maybank Securities Solutions ("MSS"), a business unit within Maybank. Maybank have a proven track record in servicing diverse clients segments covering institutional investors, financial institutions banks, insurance companies, asset and fund management companies, government-linked companies, conglomerate companies and high net worth individual investors. On top of the numerous awards and accolades by the financial publications magazine in the past years, Maybank have recently been awarded as the Best Domestic Custodian – Highly Commended in Malaysia by the Triple A Asset Asian Awards 2020.

Roles and duties of the trustee's delegate, MSS, are as follow:

- Safekeep, reconcile and maintain assets holdings records of funds against trustee's instructions;
- Act as settlement agent for shares and monies to counterparties against trustee's instructions;
- Act as agents for money market placement where applicable against trustee's instructions;
- Disseminate listed companies' announcements to and follow through for corporate actions instructions from trustee;
- Compile, prepare and submit holdings report to trustee and beneficial owners where relevant; and
- Other ad-hoc payments for work done for the funds against trustee's instructions, etc.

## **LITIGATION AND ARBITRATION**

As at 31<sup>st</sup> March 2021, RHB Trustees Berhad is not engaged in any material litigation and arbitration, including those pending or threatened, and is not aware of any fact likely to give rise to any proceedings which might materially affect the business or financial position of RHB Trustees Berhad.

## **ADDITIONAL INFORMATION**

You may always contact our team who would be happy to assist you in your:

- enquiry on balance account and market value;
- investment, redemption, and transfer request; request to update personal details; and
- Fund's NAV or any other queries regarding the Fund's performance.

You may choose to communicate with us via:-

- Telephone : 603 7956 3111
- Facsimile : 603 7955 4111
- E-mail : [invest@arecacapital.com](mailto:invest@arecacapital.com)

In addition, you may also review the NAV per Unit of the Fund in any major local newspaper or visit our website at [www.arecacapital.com](http://www.arecacapital.com) to obtain more information on us, our products and services.

Investors can constantly keep abreast of their investment portfolio's via:-

- Quarterly report containing information of the Fund, a report on the Fund's performance and financial statements for the accounting period. The quarterly report will be dispatched to all Unit Holders within 2 months from the close of each financial quarter;
- An annual report containing information of the Fund, a report on the Fund's performance, audited financial statements for the accounting period and auditor's report. The annual report will be dispatched to all Unit Holders within 2 months from the close of each financial year;
- Areca Online at [www.arecacapital.com](http://www.arecacapital.com)

*Investors are advise to keep their statement for record purposes.*

In the event of joint accounts, the principal holder shall receive the confirmation advices, all notices and correspondence with respect to the account, as well as any redemption proceeds or income distributions.

## **UNIT HOLDERS' RIGHTS & LIABILITIES**

**PLEASE BE ADVISED THAT IF YOU INVEST IN UNITS THROUGH AN IUTA WHICH ADOPTS THE NOMINEE SYSTEM OF OWNERSHIP, YOU WOULD NOT BE CONSIDERED TO BE A UNIT HOLDER UNDER THE DEED AND YOU MAY CONSEQUENTLY NOT HAVE ALL THE RIGHTS ORDINARILY EXERCISABLE BY A UNIT HOLDER (FOR EXAMPLE, THE RIGHT TO CALL FOR A UNIT HOLDERS' MEETING AND TO VOTE THEREAT AND THE RIGHT TO HAVE YOUR PARTICULARS APPEARING IN THE REGISTER OF UNIT HOLDERS OF THE FUND).**

### **Rights**

As a Unit Holder of the Fund, and subject to the provisions of the Deed, you have the right to:

- receive distributions of income, if any;
- participate in any increase in the value of the Units;
- call for Unit Holders' meetings and to vote for the removal of the Trustee or the Manager through a special resolution;
- receive monthly statements, quarterly and annual reports on the Fund;
- exercise such other rights and privileges as provided for in the Deed.
- No Unit Holder shall be entitled to require the transfer to him of any of the assets of the Fund or be entitled to interfere with or question the exercise by the Trustee, or the Manager on its behalf, of the rights of the Trustee as the registered owner of such assets.

### **Liabilities**

- No Unit Holder is liable for any amount in excess of the purchase price paid for the Units as determined pursuant to the Deed at the time the Units were purchased.
- A Unit Holder shall not be under any obligation to indemnify the Manager and/or the Trustee in the event that the liabilities incurred by the Manager and/or the Trustee in the name of or on behalf of the Fund pursuant to and/or in the performance of the provisions of the Deed exceed the value of the assets of the Fund, and any right of indemnity of the Manager and/or the Trustee shall be limited to recourse to the Fund.

### **Unit Holders' Meeting**

A Unit Holders' meeting may be called by the Manager, Trustee and/or Unit Holders. Any such meeting must be convened in accordance with the Deed.

The Unit Holders may direct the Manager to summon a meeting for any purpose including without limitation, for the purpose of:

- (a) Requiring the retirement or removal of the Manager;
- (b) Requiring the retirement or removal of the Trustee;
- (c) Considering the most recent audited financial statements of the Fund;
- (d) Giving to the Trustee such directions as the meeting thinks proper; or
- (e) Considering any matter in relation to the Deed,

provided always that the Manager shall not be obliged to summon such a meeting unless a direction has been received from not less than fifty (50) or one-tenth (1/10) of all the Unit Holders, whichever is the lesser number.

Every question arising at any Unit Holders' meeting shall be decided in the first instance by a show of hands unless a poll be demanded or, if it be a question which under the Deed requires a special resolution, a poll shall be taken. On a show of hands every Unit Holder who is present or by proxy shall have one vote.

The quorum for a meeting of Unit Holders of the Fund is five (5) Unit Holders, whether present in person or by proxy, provided that if the Fund has five (5) or less Unit Holders, the quorum required for a meeting of the Unit Holders of the Fund shall be two (2) Unit Holders, whether present in person or by proxy; if the meeting has been convened for the purpose of voting on a special resolution, the Unit Holders present in person or by proxy must hold in aggregate at least seventy five per centum (75%) of the Units in circulation at the time of the meeting.

### **TERMINATION OF THE FUND**

The Manager may terminate the trust and wind up the Fund in accordance with the Deed. Notwithstanding the aforesaid, if the Fund is left with no Unit Holders, the Manager shall be entitled to terminate the Fund.

## **ANTI-MONEY LAUNDERING POLICIES & PROCEDURES**

Money laundering is a process intended to conceal the benefits derived from unlawful activities which are related, directly or indirectly, to any serious offence so that they appear to have originated from a legitimate source.

Under the Anti-Money Laundering and Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 (AMLA), any person who –

- a) engages, directly or indirectly, in a transaction that involves proceeds of an unlawful activity or instrumentalities of an offence;
- b) acquires, receives, possesses, disguises, transfers, converts, exchanges, carries, disposes of or uses proceeds of an unlawful activity or instrumentalities of an offence;
- c) removes from or brings into Malaysia, proceeds of an unlawful activity or instrumentalities of an offence; or
- d) conceals, disguises or impedes the establishment of the true nature, origin, location, movement, disposition, title of, rights with respect to, or ownership of, proceeds of an unlawful activity or instrumentalities of an offence,

commits a money laundering offence and shall on conviction be liable to imprisonment for a term not exceeding fifteen (15) years and shall also be liable to a fine of not less than five (5) times the sum or value of the proceeds of an unlawful activity or instrumentalities of an offence at the time the offence was committed or five (5) million ringgit, whichever is the higher.

We have anti-money laundering policies in place where investors need to complete customer information form and the Manager will perform check on all investors without exception. New investors must provide their identification documents for our verification. No individual/ corporation shall be allowed to do business with the Manager if they fail to provide their identity and/or attempt to give a false name or records. If a potential customer refuses to produce any requested information or sales personnel does not feel

comfortable or is suspicious with the information provided, the transaction will be terminated.

All cases of suspicious transactions must be reported by the relevant staff to the Compliance Manager. The Compliance Manager is to obtain relevant information from the relevant staff where applicable and evaluate the evidence and report matters relating to AML to the Board of Director. A suspicious transaction report will then be submitted to the Financial Intelligence and Enforcement Department of BNM as well as the SC.

## **DIRECTORY**

Units can be bought and sold on any Business Day from Monday to Friday at the following locations:

### **HEAD OFFICE:**

107, Blok B, Pusat Dagangan Phileo Damansara I  
No.9 Jalan 16/11, Off Jalan Damansara  
46350 Petaling Jaya

Tel: 603-7956 3111  
Fax: 603-7955 4111  
Email: invest@arecacapital.com

### **BRANCHES:**

#### **IPOH**

11A, (First Floor),  
Persiaran Greentown 5,  
Greentown Business Centre,  
30450 Ipoh, Perak.

Tel: 605-249 6697  
Fax : 605-249 6696

#### **MELAKA**

95A, Jalan Melaka Raya 24,  
Taman Melaka Raya,  
75000 Melaka.

Tel : 606-282 9111  
Fax : 606-283 9112

#### **JOHOR BHARU**

No. 105, Jalan Meranti Merah,  
Taman Melodies,  
80250 Johor Bahru.

Tel: 07-336 3689

#### **PENANG**

368-2-02 Belissa Row,  
Jalan Burma, Georgetown,  
10350 Pulau Pinang.

Tel : 604-210 2011  
Fax : 604-210 2013

#### **KUCHING**

1<sup>st</sup> Floor, Sublot 3, Lot 7998,  
Block 16, KCLD, Cha Yi Goldland,  
Jalan Tun Jugah, Slutong,  
93350 Kuching, Sarawak.

Tel: 082-572472

**We may appoint additional third party distributors to distribute the Fund. Please contact us at 03-7956 3111 for the updated list of appointed distributors.**





**ARECA CAPITAL SDN BHD** (740840-D)

107, Blok B, Pusat Dagangan Phileo  
Damansara I, No.9, Jalan 16/11  
Off Jalan Damansara, 46350 Petaling Jaya  
Selangor, Malaysia

**T** 603•7956 3111 **F** 603•7955 4111

**E** [invest@arecacapital.com](mailto:invest@arecacapital.com)

**www.arecacapital.com**

**Pulau Pinang Branch**

368-2-02 Belisa Row, Jalan Burma  
Georgetown, 10350 Pulau Pinang  
**T** 604 ·210 2011 **F** 604 ·210 2013

**Ipoh Branch**

11A, (First Floor), Persiaran Greentown 5  
Greentown Business Centre, 30450 Ipoh, Perak  
**T** 605 ·249 6697 **F** 605 ·249 6696

**Melaka Branch**

95-A, Jalan Melaka Raya 24  
Taman Melaka Raya, 75000 Melaka  
**T** 606 ·282 9111 **F** 606 ·283 9112

**Kuching Branch**

1st Floor, Sublot 3, Lot 7998, Block16  
KCLD, Cha Yi Goldland, Jalan Tun Jugah / Stutong  
93350 Kuching, Sarawak  
**T** 082 ·572 472

**Johor Branch**

No 105, Jalan Meranti Merah  
Taman Melodies,  
80250 Johor Bahru  
**T** 607 336 3689

**THIS IS A SUPPLEMENTAL INFORMATION MEMORANDUM WHICH HAS TO BE READ IN CONJUNCTION WITH THE INFORMATION MEMORANDUM DATED 9 APRIL 2021**

**FIRST SUPPLEMENTAL INFORMATION MEMORANDUM IN RESPECT OF ARECA DYNAMIC GROWTH FUND 8.0**

This First Supplemental Information Memorandum is dated **28 February 2024**.

Management Company

**ARECA CAPITAL SDN BHD** (Registration No. 200601021087 (740840-D))

Trustee

**RHB TRUSTEES BERHAD** (Registration No. 200201005356 (573019-U))

The date of constitution of the Areca Dynamic Growth Fund 8.0 is 8 April 2021.

**INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS FIRST SUPPLEMENTAL INFORMATION MEMORANDUM TOGETHER WITH THE INFORMATION MEMORANDUM DATED 9 APRIL 2021. IF IN DOUBT, PLEASE CONTACT A PROFESSIONAL ADVISER.**

## **RESPONSIBILITY STATEMENTS AND STATEMENTS OF DISCLAIMER**

**This First Supplemental Information Memorandum has been seen and approved by the directors of Areca Capital Sdn Bhd and they collectively and individually accept full responsibility for the accuracy of all information contained herein and confirm, having made all enquiries which are reasonable in the circumstances, that to the best of their knowledge and belief, there are no other facts omitted which would make any statement herein misleading.**

**The Securities Commission Malaysia has not authorised or recognised the Fund and a copy of this Information Memorandum has not been registered with the Securities Commission Malaysia.**

**The lodgement of this Information Memorandum should not be taken to indicate that the Securities Commission Malaysia recommends the said Fund or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this Information Memorandum.**

**The Securities Commission Malaysia is not liable for any non-disclosure on the part of Areca Capital Sdn Bhd responsible for the said Fund and takes no responsibility for the contents in this Information Memorandum. The Securities Commission Malaysia makes no representation on the accuracy or completeness of this Information Memorandum, and expressly disclaims any liability whatsoever arising from, or in reliance upon, the whole or any part of its contents.**

## **ADDITIONAL STATEMENT**

Areca Dynamic Growth Fund 8.0 may only be offered for sale to the Sophisticated Investors and the investors must ensure that they are eligible as Sophisticated Investors before making an investment in the Fund. In the event that the Manager becomes aware that a person is not eligible to apply for Units is in fact holding Units, the Manager, subject to the available Liquid Assets in the Fund, shall be deemed to have received a Redemption request in respect of such Units on the Business Day following the day the Manager first became aware of the Unit Holder's ineligibility.

The Manager may reject any application of Units at its sole discretion without assigning any reasons.

Sophisticated Investors should note that they may seek recourse under the Capital Markets and Services Act 2007 for breaches of the securities laws including any statement in this First Supplemental Information Memorandum that is false, misleading, or from which there is a material omission; or for any misleading or deceptive act in

relation to this First Supplemental Information Memorandum or the conduct of any other person in relation to the Fund.

### **SPECIFIC RISK DISCLOSURE STATEMENT**

The Fund is suitable only for Sophisticated Investors who understand the degree of risks involved and believe that the investment is suitable based upon their investment objectives and financial needs; accept the investment strategy of the Company according to their risk appetite; have no need for liquidity of the investment monies; and who are able to bear the loss of a substantial portion or even all of the money they invest in.

The Fund may invest in unlisted securities such as private equity which may be subjected to legal or other restrictions on transfer and which are illiquid. There can be no assurance as to when the investments in the companies invested by the Fund may mature so that gains, if any, can be realised. Potential Sophisticated Investors are warned that they may not be able to redeem any Units within the first 24 months or longer from the date of investment; subject to the requirement of the underlying assets. Investors may face difficulties in redeeming their investments as the Manager may not be able to dispose the investments. You are advised not to invest in this Fund if you are unable to accept the risks specifically to the Fund.

### **NO CASH / THIRD-PARTY PAYMENT POLICY**

Areca Capital Sdn Bhd is committed towards safeguarding the interests of our investors; prevention of any incidence of cash mishandling or mismanagement while heeding Bank Negara Malaysia's desire for electronic payment methods for greater efficiency, transparency and accountability.

In view of this, we have embarked on a no-cash / third-party payment policy; where **any form of cash payment, cash deposits and 3rd party payment are STRICTLY NOT ALLOWED.**

### **EXPLANATORY NOTE**

Unless otherwise provided in this First Supplemental Information Memorandum, all the capitalised terms used herein shall have the same meanings as ascribed to them in the Information Memorandum dated 9 April 2021 ("Information Memorandum").

This First Supplemental Information Memorandum is issued to inform Unit Holders that:

- The definition of "Sophisticated Investor(s)" has been updated.
- The information relating to the How is the NAV (Actual Value) Per Unit Calculated has been amended.

**THIS IS A SUPPLEMENTAL INFORMATION MEMORANDUM WHICH HAS TO BE READ IN CONJUNCTION WITH THE INFORMATION MEMORANDUM DATED 9 APRIL 2021**

- The information relating to the NAV per Unit has been amended.
- The information relating to the Computation of Net Investment Amount and Units Entitlement has been amended.
- The information relating to the Calculation of Redemption Value has been amended.
- The information relating to the Performance Fee has been inserted.
- The information relating to the Manager has been updated.
- The information relating to the Trustee has been updated.
- The information relating to Directory has been updated

A) Glossary – page 2 of the Information Memorandum

The definition of “Sophisticated Investor(s)” is hereby deleted in its entirety and replaced with the following:

<b>Sophisticated Investor</b>	<p>Refers to:</p> <p>(a) any person who is determined to be a sophisticated investor under:</p> <p style="padding-left: 40px;">(i) the Guidelines on Categories of Sophisticated Investors;</p> <p style="padding-left: 40px;">(ii) any relevant laws/guidelines for wholesale funds; or</p> <p>(b) any person who acquires any capital market product specified under the Guidelines where the consideration is not less than RM250,000 or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise;</p>
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B) How is the NAV (Actual Value) Per Unit Calculated – page 20 of the Information Memorandum

The information relating to How is the NAV (Actual Value) Per Unit Calculated is hereby deleted in its entirety and replaced with the following:

The Manager will calculate the NAV of the Fund at the end of the valuation point. The NAV is defined as the total value of the Fund’s investment, assets and properties less any liabilities or provisions of the Fund. Where applicable, investment income, fees and other liabilities will be accrued daily in arriving at the NAV of the Fund. The NAV per Unit is then determined by dividing the NAV of the Fund by the number of Units in circulation of the Fund at the valuation point rounded nearest to four (4) decimal places or as agreed between Manager and Trustee.

<b>Illustration 1: Computation of NAV</b>	
	<b>RM</b>
Securities investment	224,607,604.00

Assets	2,320,028.00
	226,927,632.00
Liabilities	210,751.00
	226,716,881.00
NAV before deducting annual management fee and annual trustee fee for the day	226,716,881.00
Annual management fee for the day (1.50% per annum)	9,317.13
Annual trustee fee for the day (0.04% per annum)	248.46
<b>NAV</b>	<b>226,707,315.41</b>

C) NAV per Unit – page 21 of the Information Memorandum

The information relating to the NAV per Unit is hereby deleted in its entirety and replaced with the following:

The NAV per Unit is then determined by dividing the NAV of the Fund by the number of Units in circulation of the Fund at the valuation point. If the Units in circulation are 436,555,891 Units at the point of valuation, therefore:

<b>Illustration 2: Computation of NAV per Unit</b>	
NAV per Unit of the Fund	= NAV ÷ Units in circulation of the Fund
	= RM226,707,315.41 ÷ 436,555,891
	= RM0.5193

D) Computation of Net Investment Amount and Units Entitlement – page 21 of the Information Memorandum

The information relating to the Computation of Net Investment Amount and Units Entitlement is hereby deleted in its entirety and replaced with the following:

**Computation of Net Investment Amount and Units Entitlement**

- For investors who make a lump sum payment inclusive of fees and any relevant taxes which may be imposed by the government from time to time.

The net investment amount (excluding fees and taxes) is determined by dividing the lump sum payment (excluding bank charges) with a charge factor.

**Charge Factor = 100.00% + Entry Fee in %**

The number of Units invested is determined by dividing the net investment amount (excluding fee and taxes), with the NAV per Unit at the next valuation point after the Manager receives the investment application and rounded up to two (2) decimal places.

<b>Illustration 3A: Allocation of Units to Investor</b>	
Assuming you invest a lump sum of RM100,000.00 of gross investment amount with an entry fee of 2.00% and the NAV per Unit of the Fund is RM0.5193, therefore:	
	RM
Gross investment amount	100,000.00
Divided by charge factor: 100.00% + (2.00%)	1.0200
Net investment amount	98,039.22
Divided by NAV per Unit	0.5193
Units credited to investor's account	188,791.10
Net investment amount	98,039.22
Add: Entry fee of 2.00% (RM98,039.22 x 2.00%)	1,960.78
Gross investment amount	100,000.00

- For investors who prefer an even (rounded) net investment amount

The number of Units invested is determined by dividing the net investment amount (excluding fee and taxes), with the NAV per Unit at the next valuation point after the Manager receives the investment application and rounded up to two (2) decimal places.

<b>Illustration 3B: Allocation of Units to Investor</b>	
Assuming you invest RM100,000 into the Fund, and the NAV per Unit of the Fund is RM0.5193, therefore:	
	RM
Net investment amount	100,000.00
Add: Entry fee of 2.00% (RM100,000.00 x 2.00%)	2,000.00
Total amount payable by investor	102,000.00

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Net investment amount	100,000.00
Divided by NAV per Unit	0.5193
Units credited to investor's account	192,566.92

E) Calculation of Redemption Value – page 22 of the Information Memorandum

The information relating to the Calculation of Redemption Value is hereby deleted in its entirety and replaced with the following:

**Calculation of Redemption Value**

The Redemption value is the number of Units to be liquidated multiplied by the NAV per Unit as at the next valuation point, after the Manager receives the Redemption request.

<b>Illustration 4: Calculation of Redemption proceeds paid to investor</b>	
Assuming you request to redeem 20,000.00 Units of the Fund and the NAV per Unit for the Business Day is RM0.5193, therefore;	
Number of Units redeemed	20,000.00
Multiply by NAV per Unit	0.5193
<b>Net amount payable to investor</b>	<b>RM 10,386.00</b>

F) Performance fee has been added to the Information Memorandum.

The information relating to the Performance Fee is hereby inserted as follows:

The Manager is entitled to a Performance Fee of up to 40% on the net total returns upon redemption or capital distribution, computed on each investor's account individually. For avoidance of doubt, the net total returns for each Unit Holder's account will be calculated by comparing the net investment amount (excluding entry fee) to redemption or capital distribution value.

Assuming current NAV is RM1.00				
	NAV	Units	Value	In %
Gross investment amount (a)	RM1.0000		RM100,000.00	
Sales Charge (1.0%) (b)			RM990.10	
Net investment amount (c)	RM1.0000	9,009.90	RM99,009.90	
Assuming NAV upon redemption RM1.1000				
Investor's investment value upon redemption (d)	RM1.1000	99,009.90	RM108,910.89	



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Net Total Returns (including Sales Charge) (e) = (d) - (a)	RM8,910.89	8.91%
Performance Fee (assume 10% performance fee of net total return) (f) = (e) x 10%	RM891.09	
Investor's investment value after Performance fee/ Net Redemption Value (g) = (d) - (f)	RM108,019.80	
Investor's total return after Performance fee (h) = (g) - (a)	RM8,019.80	8.02%

G) The Manager: Areca Capital Sdn Bhd – page 26 of the Information Memorandum

The information relating to The Manager: Areca Capital Sdn Bhd is hereby deleted in its entirety and replaced with the following:

Areca Capital Sdn Bhd was incorporated on 13 July 2006 under the Companies Act 1965 (now known as Companies Act 2016). Areca Capital Sdn Bhd is a licensed fund manager approved by the SC in February 2007. It is engaged in the business of managing, administering, marketing and distributing unit trust funds and managing and administering funds under private mandates and regulated activity of financial planning and providing investment advice.

**DUTIES AND RESPONSIBILITIES OF THE MANAGER**

The Manager's principal duty is to manage and administer the Fund in a proper and efficient manner in accordance with the Deed, the Guidelines, the relevant laws, acceptable and efficacious business practice within the unit trust industry and the internal controls and policies of the Manager. The Manager has covenanted in the Deed that it will exercise all due diligence and vigilance in carrying out its functions and duties, and in safeguarding the rights and interests of the Fund and Unit Holders.

**ROLES AND FUNCTIONS OF THE BOARD OF DIRECTORS**

**Board of Directors of Areca Capital Sdn Bhd ("the Board")**

The Board plays an active part in the affairs of the Manager. The Board meets at least once every quarter to receive recommendations and reports on investment activities from the person(s) or members of a committee undertaking the oversight function of the Fund and the senior representatives of the Manager. Information on the Board can be found at <https://arecacapital.com/our-people/>.

### **DESIGNATED FUND MANAGER**

Mr. Danny Wong Teck Meng is the designated fund manager responsible for the management of the Fund. Information on Mr. Danny Wong Teck Meng can be found at <https://arecacapital.com/our-people/>.

### **LITIGATION AND ARBITRATION**

As at 31 January 2024, Areca Capital Sdn Bhd is not engaged in any material litigation and arbitration (claims above RM3 million), including those pending or threatened, and is not aware of any fact likely to give rise to any proceedings which might materially affect the business or financial position of Areca Capital Sdn Bhd.

**You may visit our website at [www.arecacapital.com](http://www.arecacapital.com) for further information on Areca Capital Sdn Bhd, and the designated fund manager of the Fund.**

H) The Trustee: RHB Trustee Berhad – page 28 of the Information Memorandum

The information relating to The Trustee: RHB Trustee Berhad is hereby deleted in its entirety and replaced with the following:

RHB Trustees Berhad was incorporated in Malaysia under the Companies Act, 1965 (repealed by Companies Act, 2016) on 6 March 2002. It is registered as a trust company under the Trust Companies Act, 1949 and is also registered with the SC to conduct unit trust business. The principal activity of RHB Trustees Berhad is providing retail and corporate trustee services. RHB Trustees Berhad has been in the trustee business since 2002.

### **EXPERIENCE IN TRUSTEE BUSINESS**

RHB Trustees Berhad undertakes all types of trustee business allowed under the Trust Companies Act, 1949, ranging from corporate trustee services to retail services. RHB Trustees Berhad offers corporate trustee services such as trustee for real estate investment trusts (REITs), unit trust funds and custodian services. Its retail services include estate planning services (will writing, custodian and executor/trustee services) and private trustee services (private purpose trust, investment trust, charitable trust, insurance trust, business succession trust, estate administration trust, custodian and stakeholder services).

## **DUTIES AND RESPONSIBILITIES OF THE TRUSTEE**

The Trustee's functions, duties and responsibilities are set out in the Deed. The general function, duties and responsibility of the Trustee include, but are not limited to, the following:

- a) Acting as trustee and safeguarding the rights and interests of the Unit Holders;
- b) Holding the assets of the Fund for the benefit of the Unit Holders; and
- c) Exercising all the powers of a trustee and the powers that are incidental to the ownership of the assets of the Fund.

The Trustee has covenanted in the Deed that it will exercise all due diligence and vigilance in carrying out its functions and duties, and in safeguarding the rights and interests of Unit Holders.

## **THE TRUSTEE'S DELEGATE**

RHB Trustees Berhad has appointed Malayan Banking Berhad ("MBB") as custodian of the investments of the Fund. Malayan Banking Berhad ("Maybank") was established in 1960 and it is the largest financial services group in Malaysia. Maybank is one of the leading domestic Custodian Banks in Malaysia provides full fledged securities solutions services which includes domestic and global custody & clearing services, fund accounting services and transfer agency services. Maybank partner with reputable Global Custodian Banks offering global custody services in more than 100 different markets around the world. The custodian services function is run under Maybank Securities Solutions ("MSS"), a business unit within Maybank. Maybank have a proven track record in servicing diverse clients segments covering institutional investors, financial institutions banks, insurance companies, asset and fund management companies, government-linked companies, conglomerate companies and high net worth individual investors. On top of the numerous awards and accolades by the financial publications magazine in the past years, Maybank have recently been awarded as the Best Custodian Bank in Malaysia by the Asian Banker Financial Markets Awards 2022.

Roles and duties of the trustee's delegate, MSS, are as follow:

- Safekeep, reconcile and maintain assets holdings records of funds against trustee's instructions;
- Act as settlement agent for shares and monies to counterparties against trustee's instructions;
- Act as agents for money market placement where applicable against trustee's instructions;
- Disseminate listed companies' announcements to and follow through for corporate actions instructions from trustee;
- Compile, prepare and submit holdings report to trustee and beneficial owners where relevant; and
- Other ad-hoc payments for work done for the funds against trustee's instructions, etc.

#### **LITIGATION AND ARBITRATION**

As at 31 January 2024, RHB Trustees Berhad is not engaged in any material litigation and arbitration, including those pending or threatened, and is not aware of any fact likely to give rise to any proceedings which might materially affect the business or financial position of RHB Trustees Berhad.

l) Directory – page 36 of the Information Memorandum

The information relating to The Directory is hereby inserted as follows:

**Kota Kinabalu**

Unit 5-1-8, 1st Floor.

Lorong Api-Api 1, Api-api centre,

88000 Kota Kinabalu, Sabah.

Tel: 088-276 757