

FIRST SUPPLEMENTAL INFORMATION MEMORANDUM FOR AHAM INCOME FUND 3

Manager : **AHAM Asset Management Berhad**
Registration No.: 199701014290 (429786-T)

Trustee : **HSBC (Malaysia) Trustee Berhad**
Registration No.: 193701000084 (1281-T)

This First Supplemental Information Memorandum is dated 15 November 2024.

The AHAM Income Fund 3 was constituted on 1 August 2019.
The constitution date for the Fund is also the launch date of the Fund.

A copy of this First Supplemental Information Memorandum has been lodged with the Securities Commission Malaysia. The Securities Commission Malaysia has not authorised or recognised the Fund and a copy of this First Supplemental Information Memorandum has not been registered with the Securities Commission Malaysia. The lodgement of this First Supplemental Information Memorandum should not be taken to indicate that the Securities Commission Malaysia recommends the Fund or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in this First Supplemental Information Memorandum. The Securities Commission Malaysia is not liable for any non-disclosure on the part of AHAM Asset Management Berhad responsible for the Fund and takes no responsibility for the contents in this First Supplemental Information Memorandum. The Securities Commission Malaysia makes no representation on the accuracy or completeness of this First Supplemental Information Memorandum, and expressly disclaims any liability whatsoever arising from, or in reliance upon, the whole or any part of its contents.

Sophisticated Investors should note that they may seek recourse under the Capital Markets and Services Act 2007 for breaches of 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.

This First Supplemental Information Memorandum is to be issued and distributed in Malaysia only. Consequently, no representation has been and will be made as to its compliance with the laws of any foreign jurisdiction.

INVESTORS ARE ADVISED TO READ AND UNDERSTAND THE CONTENTS OF THIS FIRST SUPPLEMENTAL INFORMATION MEMORANDUM WHICH IS TO BE READ TOGETHER WITH THE INFORMATION MEMORANDUM DATED 13 OCTOBER 2023 AND OBTAIN PROFESSIONAL ADVICE BEFORE SUBSCRIBING TO THE UNITS OF THE FUND. IF IN DOUBT, PLEASE CONSULT A PROFESSIONAL ADVISER.

INVESTORS SHOULD BE AWARE THAT THE CAPITAL OF THE FUND WILL BE ERODED WHEN THE FUND DECLARES DISTRIBUTION OUT OF CAPITAL AS THE DISTRIBUTION IS ACHIEVED BY FORGOING THE POTENTIAL FOR FUTURE CAPITAL GROWTH AND THIS CYCLE MAY CONTINUE UNTIL ALL CAPITAL IS DEPLETED.



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

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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 13 October 2023 (“Information Memorandum”).

EXPLANATORY NOTES

1. This First Supplemental Information Memorandum is issued mainly to reflect the change in the Fund’s (i) distribution policy to allow the Fund to distribute out of its capital; (ii) performance benchmark; (iii) permitted investments; (iv) asset allocation; (v) investment strategy; and (vi) investment restrictions and limits.
2. In addition, other information in the Information Memorandum have been updated to reflect other updates which are general in nature.

A. GENERAL AMENDMENT

References to “(formerly known as Affin Hwang Asset Management Berhad)” and “(formerly known as Affin Hwang Income Fund 3)” in the Information Memorandum are now removed.

B. CORPORATE DIRECTORY

Page 1 of the Information Memorandum

- (i) The information on “The Manager/AHAM” is hereby deleted in its entirety and replaced with the following:

“The Manager

AHAM Asset Management Berhad

Registered Office

27th Floor, Menara Boustead, 69 Jalan Raja Chulan, 50200 Kuala Lumpur

Tel No. : (603) 2142 3700

Fax No. : (603) 2140 3799

Business Address

Ground Floor, Menara Boustead, 69 Jalan Raja Chulan, 50200 Kuala Lumpur

Tel No. : (603) 2116 6000

Fax No. : (603) 2116 6100

Toll free line : 1-800-88-7080

E-mail : customercare@aham.com.my

Website : www.aham.com.my”

- (ii) The following information is hereby inserted at the end of this section:

“Note: You may refer to our website for an updated information on our details.”

C. GLOSSARY

Pages 2-3 of the Information Memorandum

- (i) The definition of “Deed” is hereby deleted in its entirety and replaced with the following:

“Deed

Refers to the deed dated 3 July 2019, the first supplemental deed dated 21 September 2023 and the second supplemental deed dated 6 November 2024 entered into between the Manager and the Trustee and includes any subsequent amendments and variations to the deed.”

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- (ii) The definition of “Fitch” is hereby deleted in its entirety.
- (iii) The definition of “Moody’s” is hereby deleted in its entirety.
- (iv) The definition of “Sophisticated Investor” is hereby deleted in its entirety and replaced with the following:

“Sophisticated Investor(s)” Refers to any person who (a) is determined to be a sophisticated investor under the Guidelines on Categories of Sophisticated Investors, as amended from time to time; or (b) acquires any capital market product specified under the Guidelines where the consideration is not less than two hundred and fifty thousand ringgit or its equivalent in foreign currencies for each transaction whether such amount is paid for in cash or otherwise; and/or (c) any other person as categorised by the SC from time to time to be a sophisticated investor.

Note: For more information and updates on the definition of “Sophisticated Investor”, please refer to our website at www.aham.com.my.”

- (v) The definition of “Standard & Poors” is hereby deleted in its entirety.

D. ABOUT AHAM INCOME FUND 3

Pages 4-6 of the Information Memorandum

The information in this section is hereby deleted in its entirety and replaced with the following:

“Fund Category : Fixed Income (Wholesale)
Fund Type : Income
Base Currency : MYR
Financial Year End : 31 December
Distribution Policy : Subject to the availability of income, the Fund will provide distribution on a quarterly basis.

However, the amount of income available for distribution may fluctuate.

We have the discretion to distribute income on a more frequent basis, after taking into account the suitability of the distribution and the performance of the Fund.

At our discretion, the Fund may distribute (1) realised income, (2) realised capital gains, (3) unrealised income, (4) unrealised capital gains, (5) capital or (6) a combination of any of the above.

INVESTMENT OBJECTIVE

The Fund aims to provide investors with a steady income over the medium to long term investment horizon.
Any material change to the Fund’s investment objective would require Unit Holders’ approval.

PERFORMANCE BENCHMARK

40% FTSE BPAM Corporates 3Y-7Y All Bond Index +
20% FTSE BPAM Corporates 1Y-3Y All Bond Index +
20% FTSE BPAM Government 3Y-7Y All Bond Index +
20% FTSE BPAM Government 1Y-3Y All Bond Index

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The risk profile of this Fund is different from the risk profile of the benchmark.

ASSET ALLOCATION

- A minimum of 50% of the Fund's NAV to be invested in debentures; and
- A maximum of 50% of the Fund's NAV to be invested in money market instruments, deposits and/or cash.

INVESTMENT STRATEGY

The Fund aims to achieve its investment objective by investing a minimum of 50% of its NAV in debentures and a maximum of 50% of its NAV in money market instruments and deposits with a remaining maturity period of not more than three hundred and ninety-seven (397) days and/or cash.

We will combine a top-down and bottom-up approach to identify investment opportunities. Macroeconomic trends and market analysis are the important considerations in deriving the top-down perspective on interest rate outlook, fixed income markets, and currency movements. For bottom-up approach, we would conduct analysis on the issuers to assess their ability to service their debt obligation.

The Fund's investment will consist of a majority of MYR-denominated government and corporate bonds. The Fund will invest in corporate bonds that meet the following credit rating requirements:

- a minimum credit rating of A3 by RAM, A- by MARC or equivalent rating by any other similar rating agencies at the point of purchase. However, the Fund has the flexibility to hold up to 5% of its NAV in corporate bonds rated below the minimum credit rating of A3 by RAM, A- by MARC or equivalent rating by any other similar rating agencies in the event of a downgrade; and
- a minimum average credit rating of AA3 by RAM, AA- by MARC or equivalent rating by any other similar rating agencies.

The asset allocation for corporate bonds is as follows:

- a maximum of 80% of the Fund's NAV in corporate bonds rated either AA1, AA2 or AA3 by RAM, AA+, AA or AA- by MARC or equivalent rating by any other similar rating agencies; and
- a maximum of 25% of the Fund's NAV in corporate bonds rated either A1, A2 or A3 by RAM, A+, A or A- by MARC or equivalent rating by any other similar rating agencies.

The above credit rating limits do not apply to (i) securities or instruments issued by Government of Malaysia, Bank Negara Malaysia or state authorities, (ii) issuances guaranteed by any of the abovementioned institutions, or (iii) government-backed issuances.

The selection of debentures will depend largely on its credit quality where the respective issuers will have strong ability to meet their financial obligations, healthy cash-flow, the collateral type, value, claims priority as well as offer highest safety for timely payment of interest and principal. In addition, the portfolio duration shall not exceed five (5) years. Individual bonds' maturity should be less than or equal to ten and a half (10.5) years at the point of purchase. The Fund should not utilize leveraged investment.

We will carry out a stringent credit selection process when identifying issuances to be included into the portfolio. This is done with the aim of ensuring that the underlying investments are of high credit quality and are able to provide relative certainty of principal repayment while maintaining overall total return stability.

Additionally, the Fund will also have the flexibility to maintain a maximum of 50% of its NAV in (i) money market instruments with a minimum credit rating of A3/P1 by RAM, A-/MARC-1 by MARC or equivalent rating by any other similar rating agencies at the point of purchase, (ii) deposits placed with financial institutions with a minimum credit rating of either A3 by RAM, A- by MARC or equivalent rating by any other similar rating agencies at the point of placement and/or (iii) cash. The Fund's investment in money market instruments and/or deposits shall have a remaining maturity period of not more than three hundred and ninety-seven (397) days.

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In the unlikely event of a credit rating downgrade, we reserve the right to deal with the said investment(s) in the best interest of the investors including to dispose of the said investment(s) within a reasonable time frame.

Our trading strategy when managing the portfolio of investments may vary depending on the prevailing market environment, and interest rate outlook. We will largely maintain a buy and hold strategy for the Fund's investments, although the Manager can sell holding issues based on their credit analysis, macroeconomic view etc.

Temporary Defensive Measure

We may take temporary defensive positions that may be inconsistent with the Fund's principal strategy and asset allocation to protect the Fund against adverse market conditions that may impact financial markets. To manage the risk of the Fund, we may shift the Fund's focus and exposure into lower risk investments such as money market instruments, deposits and/or cash.

We may hold more than 50% of the Fund's NAV in money market instruments, deposits and/or cash under circumstances such as:

- (i) large injection of cash by investors into the Fund;
- (ii) sale of investment holdings of the Fund; and
- (iii) any other circumstances that are in line with the Fund's objective.

In the event the Fund's investments in money market instruments, deposits and/or cash level exceeds 50% of the Fund's NAV due to the above circumstances, we will, on best effort basis, ensure that the money market instruments, deposits and/or cash level is reduced to 50% of the Fund's NAV.

Cross Trades

AHAM may conduct cross trades between funds which it is currently managing provided that all criteria imposed by the regulators are met. Notwithstanding the aforesaid, cross trades between the personal account of an employee of AHAM and the Fund's account(s) and between AHAM's proprietary trading accounts and the Fund's account(s) are strictly prohibited. Compliance with the criteria would be monitored by AHAM's compliance unit, and reported to AHAM's compliance and risk management committee, to avoid conflict of interests and manipulation that could have a negative impact on investors.

PERMITTED INVESTMENTS

The Fund will invest in the following investments:

- Debentures;
- Government Securities, Government Investment Instruments, Cagamas Notes/Bonds, Bank Negara Certificates/Bills, and other obligations issued or guaranteed by the Government of Malaysia, State Governments, Government-related agencies and/or Bank Negara Malaysia;
- Money market instruments; and
- Deposits.

INVESTMENT RESTRICTIONS AND LIMITS

The purchase of the permitted investments set out above shall not contravene the following limits:

- The value of the Fund's investment in debentures rated AA3 and above by RAM, AA- and above by MARC or equivalent rating by any other similar rating agencies issued by any single issuer must not exceed 10% of the Fund's NAV at the point of purchase;
- The value of the Fund's investment in debentures rated below AA3 by RAM, AA- by MARC or equivalent rating by any other similar rating agencies issued by any single issuer must not exceed 5% of the Fund's NAV at the point of purchase;
- The Fund may only invest in debentures carrying a minimum rating of A3 by RAM, A- by MARC or equivalent rating by any other similar rating agencies at the point of purchase;

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- The Fund may only invest in money market instruments carrying a minimum long-term credit rating of A3 by RAM, A- by MARC or equivalent rating by any other similar rating agencies for issuances with a remaining maturity period of not more than three hundred and ninety-seven (397) days at the point of purchase; or a minimum short-term credit rating of P1 by RAM, MARC-1 by MARC or equivalent rating by any other similar rating agencies at the point of purchase;
- The Fund is not allowed to invest in debentures that has an effective maturity period of more than ten and a half (10.5) years at the point of purchase; and
- There will be no limits and restrictions on (i) securities or instruments issued by Government of Malaysia, Bank Negara Malaysia or state authorities, (ii) issuances guaranteed by any of the abovementioned institutions, or (iii) government-backed issuances.

VALUATION POINT OF THE FUND

The Fund will be valued at 6.00 p.m. on every Business Day (or “trading day” or “T” day”).

VALUATION OF ASSETS

We will ensure that the valuation of the Fund is carried out in a fair manner in accordance to the relevant laws and Guidelines. We will obtain the daily price or value of the assets for the purpose of valuing the Fund in accordance to the Malaysian Financial Reporting Standard 9 issued by the Malaysian Accounting Standards Board. In the absence of daily price or value of the assets, we will use the latest available price or value of the assets respectively. The valuation bases for the permitted investments of the Fund are as below:

➤ **Debentures**

For unlisted MYR-denominated debentures, valuation will be done using the price quoted by a bond pricing agency (“BPA”) registered with the SC. Where the Manager is of the view that the price quoted by BPA differs from the fair value or where reliable market quotations are not available, the fair value will be determined in good faith by the Manager using methods or bases which have been verified by the auditor of the Fund and approved by the Trustee.

For listed MYR-denominated debentures, valuation shall be based on the closing price or last known transacted price on the eligible market on which the investment is quoted. If the price is not representative of its fair value or is not available to the market, including in the event of suspension in the quotation of the listed debentures for a period exceeding fourteen (14) days, or such shorter period as agreed by the Trustee, such listed debentures will be valued at fair value as determined in good faith by the Manager, based on the methods or bases which have been verified by the auditor of the Fund and approved by the Trustee.

➤ **Deposits**

Valuation deposits placed with Financial Institutions will be done by reference to the principal value of the deposits and the interests accrued thereon for the relevant period.

➤ **Money market instruments**

Valuation of MYR-denominated money market instruments will be done using the price quoted by a BPA registered with the SC. Where the Manager is of the view that the price quoted by BPA differs from the fair value or where reliable market quotations are not available, the fair value will be determined in good faith by the Manager using methods or bases which have been verified by the auditor of the Fund and approved by the Trustee. This may be determined by reference to the valuation of other money market instruments which are comparable in rating, yield, expected maturity date and/or other characteristics.

The Fund may create new classes of Units without having to seek Unit Holders’ prior approval. You will be notified of the issuance of the new classes of Units by way of communiqué and the prospective investors will be notified of the same by way of a supplemental/replacement information memorandum.”

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E. ABOUT THE FEES AND CHARGES

Page 8 of the Information Memorandum

ADMINISTRATIVE FEE

The 8th bullet point under this section is hereby deleted in its entirety and replaced with the following:

- “Costs and expenses incurred in relation to the distribution of income and/or capital (if any);”

F. UNDERSTANDING THE RISKS OF THE FUND

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GENERAL RISKS OF THE FUND

The information on “Suspension of repurchase request risk” is hereby deleted and replaced with the following:

“Suspension of repurchase request risk Having considered the best interests of Unit Holders, the repurchase requests by the Unit Holders may be subject to suspension due to exceptional circumstances, where the market value or fair value of a material portion of the Fund’s assets cannot be determined. In such case, Unit Holders will not be able to redeem their Units and will be compelled to remain invested in the Fund for a longer period of time*. Hence, their investments will continue to be subject to the risks inherent to the Fund.

**For further information on repurchase process during suspension period, please refer to “What is the Repurchase Proceeds Payout Period” section of this Information Memorandum.”*

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SPECIFIC RISKS OF THE FUND

- (i) The information on “Counterparty risk” is hereby deleted in its entirety.
- (ii) The following information is hereby inserted after “Credit and default risk”:

“Distribution out of capital risk The Fund may distribute income out of capital. Such capital distributions represent a return or withdrawal of part of the amount of your original investment and/or capital gains attributable to the original investment and will result in a reduction in the NAV per Unit of the Fund and reduce the capital available for future investment and capital growth. Future capital growth may therefore be constrained.”

G. DEALING INFORMATION

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HOW TO PURCHASE UNITS?

The second bullet point in this section is hereby deleted in its entirety and replaced with the following:

- “You are required to provide us with the following completed forms and documents. However, we reserve the right to request for additional documentations before we process the purchase application.

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| Individual or Jointholder | Corporation |
|---|---|
| <ul style="list-style-type: none"> • Account opening form; • Suitability assessment form; • Personal data protection notice form; • Client acknowledgement form; • A copy of identity card or passport or any other document of identification; and • Foreign Account Tax Compliance Act (“FATCA”) and Common Reporting Standard (“CRS”) Self-certification Form. | <ul style="list-style-type: none"> • Account opening form; • Suitability assessment form; • Personal data protection notice form; • Certified true copy of memorandum and articles of association*; • Certified true copy of certificate of incorporation*; • Certified true copy of form 24 and form 49*; • Certified true copy of form 8, 9, 13, 20 and 44 (where applicable)*; • Latest audited financial statement; • Board resolution relating to the investment; • A list of the authorised signatories; • Specimen signatures of the respective signatories; • Declaration of Beneficial Ownership; and • Foreign Account Tax Compliance Act (“FATCA”) and Common Reporting Standard (“CRS”) Self-certification Form. <p><i>* or any other equivalent documentation issued by the authorities.”</i></p> |

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WHAT IS THE REPURCHASE PROCEEDS PAYOUT PERIOD?

The information in this section is hereby deleted in its entirety and replaced with the following:

- “You will be paid within ten (10) Business Days from the day the repurchase request is received by us, provided that all documentations are completed and verifiable.
- Where there is a suspension of dealing in Units by the Fund, due to exceptional circumstances as disclosed in the section “*Suspension of Dealing in Units*” in this Information Memorandum, the repurchase requests from the Unit Holders will be accepted but will not be processed. This will result in the delay of processing the repurchase requests. Such repurchase requests will only be processed on the next Business Day once the suspension is lifted, and we will make the repurchase payment to Unit Holder within ten (10) Business Days. However, for repurchase request that has been accepted prior to the suspension, we will process the repurchase request and make the repurchase payment to Unit Holder within ten (10) Business Days from the day the repurchase request is received by us.”

H. RELATED PARTIES TO THE FUND

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ABOUT THE MANAGER – AHAM

The information in this section is hereby deleted in its entirety and replaced with the following:

“AHAM was incorporated in Malaysia on 2 May 1997 and began its operations under the name Hwang–DBS Capital Berhad in 2001. AHAM has more than 20 years’ experience in the fund management industry. In 2022, AHAM’s ultimate major shareholder is CVC Capital Partners Asia Fund V, a private equity fund managed by CVC Capital Partners (“CVC”), which has approximately 68.35% controlling interest in AHAM. CVC is a global private equity and investment advisory firm with approximately EUR193 billion of assets under its management. AHAM is also 20% owned by Nikko Asset Management Co., Ltd., a Tokyo-based asset management company, and 7% owned by Lembaga Tabung Angkatan Tentera.

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Our Role as the Manager

We are responsible for the investment management and marketing of the Fund; servicing Unit Holders' needs; keeping proper administrative records of Unit Holders and the Fund; ensuring compliance with stringent internal procedures and guidelines of relevant authorities.

Our Investment Team

Our investment team comprises a group of portfolio managers who possess the necessary expertise and experience to undertake the fund management of our unit trust funds. The investment team will meet at least once a week or more should the need arise. The designated fund manager of the Fund is Mr Sean Chew and you may obtain his profile from our website at www.aham.com.my."

I. RELEVANT INFORMATION

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UNCLAIMED MONIES

The information in this section is hereby deleted in its entirety and replaced with the following:

"Any monies payable to you which remain unclaimed after two (2) years from the date of payment or such other period as may be prescribed by the Unclaimed Moneys Act 1965 will be paid to the Registrar of Unclaimed Monies in accordance with the requirements of the Unclaimed Moneys Act 1965."

J. INVESTORS INFORMATION

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How can I keep track of my investments?

The first paragraph of this section is hereby deleted in its entirety and replaced with the following:

"You may obtain the daily Fund price from our website at www.aham.com.my. The daily prices are based on information available one (1) Business Day prior to publication."

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ANTI-MONEY LAUNDERING POLICIES AND PROCEDURES

The first paragraph of this section is hereby deleted in its entirety and replaced with the following:

"Pursuant to the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 ("AMLATFPUAA") and SC's Guidelines on Prevention of Money Laundering, Countering Financing of Terrorism, Countering Proliferation Financing and Targeted Financial Sanctions for Reporting Institutions in the Capital Market, it is our responsibility to prevent AHAM from being used for money laundering and terrorism financing activities. To this end, we have established an Anti-Money Laundering/Counter-Financing of Terrorism Framework (AML/CFT Framework) and put in place anti-money laundering process and procedures to combat such activities. This includes a robust due diligence process and procedures for client on-boarding (such as know-your-client procedures and customer due diligence) as well as ongoing monitoring of clients' transactions to detect any suspicious transactions."

DIRECTORY OF SALES OFFICES

The information in this section is hereby deleted in its entirety and replaced with the following:

“AHAM ASSET MANAGEMENT BERHAD

HEAD OFFICE

Ground Floor, Menara Boustead
69 Jalan Raja Chulan
50200 Kuala Lumpur
Tel : 03 – 2116 6000
Fax : 03 – 2116 6100
Toll Free No : 1-800-88-7080
Email: customercare@aham.com.my
Website: www.aham.com.my

PENANG

No. 123, Jalan Macalister
10450 Georgetown, Penang
Toll Free No: 1800-888-377

PERAK

1, Persiaran Greentown 6
Greentown Business Centre
30450 Ipoh, Perak
Tel: 05 - 241 0668
Fax: 05 – 255 9696

JOHOR

Unit 22-05, Level 22
Menara Landmark
No. 12, Jalan Ngee Heng
80000 Johor Bahru
Johor
Tel : 07 – 227 8999
Fax : 07 – 223 8998

MELAKA

Ground Floor
No. 584 Jalan Merdeka
Taman Melaka Raya
75000 Melaka
Tel: 06 – 281 2890
Fax: 06 – 281 2937

SABAH

Unit 1.09(a), Level 1, Plaza Shell
29, Jalan Tunku Abdul Rahman
88000 Kota Kinabalu, Sabah
Tel : 088 – 252 881
Fax : 088 – 288 803

SARAWAK

Ground Floor, No. 69
Block 10, Jalan Laksamana Cheng Ho
3200 Kuching, Sarawak
Tel : 082 – 233 320
Fax : 082 – 233 663

1st Floor, Lot 1291
Jalan Melayu, MCLD
98000 Miri, Sarawak
Tel : 085 – 418 403
Fax : 085 – 418 372

PETALING JAYA

C-31-1, Jaya One
72A Jalan Prof Diraja Ungku Aziz
Section 13
46200 Petaling Jaya, Selangor
Tel: 03 – 7760 3062”