

**SR Global Fund Inc.**  
**(the “Company”)**  
**Windward 1**  
**Regatta Office Park**  
**PO Box 897**  
**Grand Cayman KY1-1103**  
**Cayman Islands**

9 November 2020

Dear Shareholder

We are writing further to our notice of 6 July 2020 regarding the reorganisation of SR Global Fund Inc and SR Global Fund L.P. (together the “**Fund**”), including the intention of Sloane Robinson LLP to withdraw as Investment Manager of the Fund and the closure and liquidation of Class G (Global Opportunities Portfolio), Class M (Frontier Portfolio) and Class N (Emerging Market Equity) Portfolio. Further details of these matters are set out below.

*Capitalised terms not otherwise defined herein shall have the meaning given to them in the Information Memorandum of the Fund dated 2 January 2018, as amended by the Supplement thereto dated 9 November 2020 (the “**Supplement**”), copies of which are enclosed, as may be further amended or supplemented from time to time (the “**Information Memorandum**”).*

#### **Change of Investment Manager**

Following receipt of regulatory approvals, Sloane Robinson LLP will cease to act as Investment Manager of the Fund on or around 1 January 2021 at which time Eschler Asset Management LLP (“**Eschler**”) will be appointed as the investment manager. Hugh Sloane, George Robinson and Rupert Galway-Cooper will each be seconded by Sloane Robinson LLP to Eschler in order to act as the portfolio managers of the continuing Classes of the Fund as further detailed below. In addition, a service agreement will be put in place between the Fund and Tantallon Capital Advisors Pte Ltd (“**Tantallon**”) under which Tantallon will provide various operational support services in respect of the Fund.

#### **Continuing Classes**

The following Classes will each continue within the Fund with Eschler as the appointed Investment Manager (the “**Continuing Classes**”):

Class C (International Portfolio): Class C will continue to be managed by Hugh Sloane. As currently, Class C may be exposed to assets from any country, although it is intended that investments will be concentrated in Asia, Europe and emerging markets.

Class H (Japan Portfolio): Class H will continue to be managed by Hugh Sloane. As currently, Class H may be exposed to assets in Japan as well as those assets with a relation to the Japanese economy and stock markets.

Class P (Pan-Asia Select Portfolio): Class P will continue to be managed by George Robinson. As currently, Class P will be exposed primarily to assets in Asia (excluding Japan). The Investment Manager will adopt the widest practical definition of Asia (excluding Japan). Class P may also invest in assets located in other markets where the Investment Manager considers that the relevant asset will or is likely to derive a significant part of its exposure, incremental growth and/or earnings from Asia (excluding Japan).

Class Q (Ayrton Portfolio – formerly Global Compounder Portfolio): Class Q will be retained within the Fund and formed into a new portfolio mandate named, the Ayrton Portfolio, managed by Rupert

Galway-Cooper. Class Q will be focused on assets considered by the Investment Manager to be characterised by durable sources of competitive advantage and fast-growing revenue.

Details of the terms of issue of the Continuing Classes are set out in the Supplement, enclosed with this notice. It is noted that there will be a reduction in the Management Fee (to 0.7% per annum) for the Continuing Classes, with the Performance Allocation also being removed following the end of the current Performance Period for each Class or series. Current investors in the Continuing Classes should review the Supplement and seek independent advice as appropriate but are not required to take any further action in order to maintain their investment in the Continuing Classes. Further information in relation to Eschler and its processes and key personnel is contained in the Supplement and is available on request from Sloane Robinson LLP.

### **Closing Classes**

Classes B<sup>1</sup> and G (Global Opportunities Portfolio), Class M (Frontier Portfolio), and Class N (Emerging Market Equity Portfolio) (the “**Closing Classes**”) will each be closed at year end, with their holdings being liquidated and proceeds returned to investors.

Investors in any of the Closing Classes are offered the opportunity to continue their investment in the Fund by contributing all or part of their holdings to any of Class C (International Portfolio), Class H (Japan Portfolio) or Class P (Pan-Asia Select Portfolio) as part of a “Reconstruction”. Further details for investors in the Closing Classes including details on the Reconstruction and how to elect to continue an investment in this manner are contained in the appended Circular to shareholders in the Closing Classes (the “**Circular**”).

**Please note that shareholders in the Closing Classes who do not choose to participate in the Reconstruction by returning completed election documentation as set out in the Circular by Friday 11 December 2020 will be compulsorily redeemed by the Company on 30 December 2020.**

Given that some liabilities and contingencies in respect of the winding up of the Closing Classes may not be finalised at the date of the closure and the Reconstruction, the net asset value at which an investor’s Shares are redeemed or reconstructed will reflect an appropriate reserve retained in respect of contingencies associated with the winding up (please note that it is anticipated that this will be approximately 2% of the current net asset value of the relevant Closing Class). Any portion of the amount so retained that is not ultimately required will be returned in cash to the relevant investor on an appropriate pro-rata basis following the winding up process.

Please note that for all investors in the Closing Classes, the Fund’s Administrator, Morgan Stanley Fund Services (Cayman) Ltd. (“**MSFS**”), will perform a review of the Anti-Money Laundering, Know-Your-Client and tax records held and will advise of any deficiencies to be provided in advance of redemption proceeds being paid. Redemption proceeds will only be paid once all deficiencies are resolved. MSFS will also contact each investor to confirm the bank account details held on record to which redemption proceeds are to be paid.

If you have any questions relating to this Circular, please contact David Gale at the Investment Manager (david@sloanerobinson.com). We are grateful for your attention to the matters set out herein.

Yours sincerely,



**The Directors**  
**SR Global Fund Inc.**

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<sup>1</sup> The previous Asia Portfolio which was reconstructed into Class G at the end of 2012.

## APPENDIX

### CIRCULAR TO SHAREHOLDERS IN CLASS B AND G (GLOBAL OPPORTUNITIES PORTFOLIO), CLASS M (FRONTIER PORTFOLIO) AND CLASS N (EMERGING MARKET EQUITY PORTFOLIO)

This document is directed at shareholders in Class B and G (Global Opportunities Portfolio), Class M (Frontier Portfolio) and Class N (Emerging Market Equity) of the Company (each a “Closing Class”).

It is important and requires your immediate attention.

The board of directors of the Company (the “Directors”) request that you consider the information in this letter (the “Circular”) and, if you so choose, complete and return the Election Form set out in the Annex to this Circular, electing to participate in the Reconstruction (as defined below) in full or in part.

**ACTION IS REQUIRED: SHAREHOLDERS WHO DO NOT RETURN A COMPLETED ELECTION FORM IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT THEREIN BY FRIDAY 11 DECEMBER 2020 WILL RECEIVE CASH PROCEEDS ON THE CLOSURE OF CLASS B AND G, CLASS M AND CLASS N.**

#### **Closure of Class B and G (the Global Opportunities Portfolio), Class M (Frontier Portfolio) and Class N (Emerging Market Equity) of SR Global Fund Inc.**

*Capitalised terms not otherwise defined herein shall have the meaning given to them in the Information Memorandum of the Company and SR Global Fund L.P. dated 2 January 2018, as amended by the Supplement thereto dated 9 November 2020 (the “Supplement”), copies of which are enclosed, as may be further amended or supplemented from time to time (the “Information Memorandum”).*

We are now writing to you to provide further detail regarding the wind-down of Class B and G, Class M and Class N of the Company and to offer you the opportunity to continue your investment in the Company after the end of 2020 by contributing all or part of your shareholding in the Closing Classes to Class C (the International Portfolio), Class H (the Japan Portfolio) and/or Class P (the Pan-Asia Select Portfolio) of the Company (each a “Reconstruction Class”) (the “Reconstruction”).

#### **Wind-down and Reconstruction**

Classes B and G, Class M and Class N will be closed and compulsorily redeemed on 30 December 2020.

For shareholders in the Closing Classes who elect not to participate in the Reconstruction or do not elect to participate in the Reconstruction in respect of their full shareholding (“Non-Participating Shareholders”), on 30 December 2020, the Company will effect a compulsory redemption of the Non-Participating Shareholders’ Shares in the Closing Classes (or the relevant proportion of such Shares) by reference to a 29 December 2020 Valuation Day. 30 December 2020 will be designated as an extraordinary Dealing Day (the “Extraordinary Dealing Day”) and 29 December 2020 will be designated an extraordinary Valuation Day (the “Extraordinary Valuation Day”) for these purposes. Following the Extraordinary Dealing Day, Non-Participating Shareholders will receive cash redemption proceeds in satisfaction of the redemption, calculated by reference to the net asset value of each Closing Class on the Extraordinary Valuation Day.

Given that some liabilities and contingencies in respect of the winding up of the Closing Classes may not be finalised at the date of the Reconstruction or an investor’s earlier redemption date, the net asset value at which an investor’s Shares are redeemed will reflect an appropriate reserve retained in respect

of contingencies associated with the winding up (please note that it is anticipated that this will be approximately 2% of the current net asset value of the relevant Closing Class). Any portion of the amount so retained that is not ultimately required will be returned in cash to the relevant Non-Participating Shareholder on an appropriate pro-rata basis following the winding up process.

Please note that for all investors in the Closing Classes, the Fund's Administrator, Morgan Stanley Fund Services (Cayman) Ltd. ("MSFS"), will perform a review of the Anti-Money Laundering, Know-Your-Client and tax records held and will advise of any deficiencies to be provided in advance of redemption proceeds being paid. MSFS will also contact each Non-Participating Shareholder to confirm the bank account details held on record to which redemption proceeds are to be paid.

For shareholders who elect to participate in the Reconstruction ("Participating Shareholders"); the Reconstruction will be effected on 4 January 2021 (by reference to the 31 December 2020 Valuation Day), by way of:

- the contribution of the relevant portion of the remaining assets of each Closing Class to each Reconstruction Class. It is anticipated that the contribution will be satisfied in cash;
- the redemption of the remaining Shares held by the Participating Shareholders in the Closing Classes; and
- the issue by the Company to each Participating Shareholder of the relevant number of Shares in the relevant Reconstruction Class(es).

### **Action Required**

If you wish to participate in the Reconstruction, please complete the Election Form as set out in Annex to this Circular. Investors holding Shares in more than one Closing Class should complete a separate Election Form for each Class of Shares held.

Investors may choose to allocate their existing shareholdings in the Closing Classes across the Reconstruction Classes in such proportions as provided in the Election Form, subject to the minimum investment amounts set out in the Information Memorandum (and the Directors' discretion in relation thereto).

Once completed, the attached Election Form should be returned by post, fax, email or Secure Document Upload (*preferred method*) to MSFS in accordance with the instructions specified in the Election Form. **Please note that if you send this Election Form or any accompanying documentation to the Administrator via fax, email or Secure Document Upload, you do NOT need to send the originals by post.** Unless otherwise determined by the Directors in their sole discretion, completed Election Forms cannot be subsequently withdrawn.

**Please note that if the Company does not receive a completed Election Form from you by Friday 11 December 2020 (or such later date as the Directors in their sole discretion may determine) your shareholding in the Closing Classes will be compulsorily redeemed by the Company in full for cash on the Extraordinary Dealing Day.**

### **UK Taxpayers: Certain Tax Implications of Reconstruction**

The Directors are seeking to provide shareholders with the option to participate in the Reconstruction in a tax efficient manner for Participating Shareholders who are taxable in the U.K. in order to enable them to retain an investment in the Company. However, shareholders should seek advice from their advisors generally and in relation to tax prior to making their election. It is intended that the Reconstruction will qualify as a reconstruction under Section 103H of the UK Taxation of Capital Gains Act 1992 so that Participating Shareholders will not be treated as making a disposal of their Shares in a Closing Class and instead the new Shares issued to them in the relevant Reconstruction Class(es) would

be treated as the same asset for capital gains tax purposes as their existing Shares in the Closing Classes acquired at the same time as their existing Shares in the Closing Classes. For these purposes, shareholders should note that Shares in the Closing Classes will be redeemed on a “first in, first out” basis. However, it cannot be guaranteed that such tax treatment will be accorded to Participating Shareholders. Moreover, a tax charge may crystallise in any other jurisdiction in which a Participating Shareholder is deemed to be a citizen, resident or domiciled and a tax charge is likely to arise for any Non-Participating Shareholder who is a tax payer who is redeemed from the Company at a profit.

**The above does not constitute tax advice and does not purport to deal with all of the tax consequences applicable to all shareholders in connection with the Reconstruction. Shareholders should consult their professional advisers concerning possible taxation or other consequences of participating in the Reconstruction or redeeming their Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile and in the light of their particular circumstances.**

ANNEX

ELECTION FORM

SR Global Fund Inc. (the “Company”)

**Closure of Class B and Class G (Global Opportunities Portfolio), Class M (Frontier Portfolio), and Class N (Emerging Market Equity Portfolio) of the Company (each a “Closing Class”)**

**THIS ELECTION FORM MUST BE RETURNED TO AND RECEIVED BY THE COMPANY NO LATER THAN FRIDAY 11 DECEMBER 2020 (OR SUCH LATER DATE AS THE DIRECTORS IN THEIR SOLE DISCRETION MAY DETERMINE) TO ENSURE THAT IT CAN BE PROCESSED IN TIME. PLEASE NOTE THAT IF YOU DO NOT RETURN A FULLY AND PROPERLY COMPLETED ELECTION FORM WITHIN THE TIMEFRAME PROVIDED YOU WILL BE COMPULSORILY REDEEMED FROM THE CLOSING CLASSES IN FULL IN CASH AS OF 30 DECEMBER 2020.**

Once completed, this Election Form should be returned by *post, fax, email or Secure Document Upload (preferred method – please use the link provided in the email accompanying this Election Form)* as follows:

SR Global Fund Inc.  
c/o Morgan Stanley Fund Services (Ireland) Limited  
The Observatory  
7-11 Sir John Rogerson’s Quay  
Dublin 2  
Ireland  
Fax No.: +353 1655 8759  
Tel No.: +353 1799 8777 (Non-US) /+ 1 914 225 8885 (US)  
Email address: [fs-sr-global-inc@msfundservices.com](mailto:fs-sr-global-inc@msfundservices.com)

Please note that if you send this Election Form and any accompanying documentation to the Administrator via fax, email or Secure Document Upload, you do NOT need to send the originals by post.

The Administrator will use reasonable efforts to acknowledge in writing all Election Forms which are received in good order. A shareholder failing to receive such written acknowledgement from the Administrator within five (5) business days should contact the Administrator to obtain the same. Failure to obtain such a written acknowledgement from the Administrator may render the election void, unless otherwise determined by the Directors.

Unless otherwise determined by the Directors in their sole discretion, completed Election Forms cannot be subsequently withdrawn.

Capitalised terms used but not defined herein have the meanings ascribed to them in the circular to shareholders in Class B and G, Class M and Class N dated 9 November 2020 (the “Circular”).

## Election

I hereby elect to participate in the Reconstruction on the terms set out in the Circular and this Election Form and to become a shareholder in one or more Continuing Classes (as indicated below).

I wish to contribute the specified percentage of my holding in the Closing Class indicated in the table below to each Continuing Class specified.

**In the event that you do not instruct for all of your current holding in the Closing Classes to participate in the Reconstruction, your residual balance will be compulsorily redeemed as of 30 December 2020.**

Registered Shareholder Name: \_\_\_\_\_

Investor Reference Number: \_\_\_\_\_

Closing Class<sup>2</sup>: **Class B/ Class G/ Class M/ Class N** (*please delete as appropriate*)

| <b>Continuing Class</b>                | <b>Percentage of shareholding in the Closing Class to be contributed to each Continuing Class<sup>3</sup></b> |
|--|---|
| International Portfolio<br>(Class C)   |   |
| Japan Portfolio<br>(Class H)           |   |
| Pan-Asia Select Portfolio<br>(Class P) |   |

## **SHAREHOLDER DECLARATIONS**

1. I/We confirm that I am/we are an existing shareholder in the Company;
2. I/We acknowledge and agree that: (i) I am/we are participating in the Reconstruction on the terms and conditions described in the Information Memorandum and the Supplement thereto and the Articles; (ii) the acceptances, acknowledgements, agreements, representations and warranties contained in my/our original Application Form and any appendices thereto (together the “**Original Application Documents**”) (the “**Declarations**”) are true and correct as of the date set out below and I/we hereby restate all of those Declarations; and (iii) the information relating to me/us as set out in the Original Application Documents is true and correct in all material respects as of the date set out below.

<sup>2</sup> Holders of Shares in more than one Closing Class should complete a separate Election Form for each Class of Shares held.

<sup>3</sup> Please specify the percentage of your shareholding in the specified Closing Class that you wish to be applied by way of contribution to each Continuing Class.

3. I/We acknowledge and agree that, while the intention is for the Reconstruction to qualify as a reconstruction pursuant to Section 103H of the United Kingdom's Taxation of Capital Gains Act 1992, there is no guarantee that such treatment will apply or that a tax charge will not crystallise in the United Kingdom or elsewhere as a result of the Reconstruction.
4. I/we hereby release and discharge the Company, SR Global Fund L.P, (the "**Partnership**"), SR Global General Partner Limited (the "**General Partner**"), Sloane Robinson and their respective directors, officers, members, agents, service providers, successors and permitted assigns (the "**Released Parties**"), from all or any claims or demands I/we have or may have against all or any of the Released Parties and from all or any liabilities and other obligations that all or any of the Released Parties have or may have to me/us whether arising under statute, common law or in equity ("**Claims**") arising in any way out of or in connection with the Reconstruction and my/our acquisition, holding and/or disposal of my/our Shares or any interests I/we may have or have had therein. I/we further agree to hold each of the Released Parties harmless and indemnified from and against any and all losses, liabilities, damages, judgments, penalties, costs (including taxes) fees and expenses (including legal fees and disbursements) in respect of any such Claims.
5. I/We warrant that I am/we are duly authorised to sign this Election Form and make the elections set out herein and that, by virtue of participating in the Reconstruction, I/we will not be in breach of any laws or regulations of any competent jurisdiction. I/We agree to indemnify and hold harmless the Company for itself and as trustee for the General Partner, Partnership, Sloane Robinson and its and their respective directors, officers, members, agents, service providers, successors and permitted assigns against any loss, liability, cost or expense (including without limitation attorneys' fees, taxes and penalties) which may result directly or indirectly from any misrepresentation or breach of any warranty, condition, covenant or agreement set forth herein.
6. If I/we am/are acting as agent, representative or nominee for the account of a third party (the "**Beneficial Owner**"), I/we acknowledge and agree that the agreements, representations and warranties made by me/us herein are also made for and on behalf of (to the fullest extent possible) the Beneficial Owner and I/we represent and warrant that I/we have all requisite power and authority to execute this Election Form and to make the elections and enter into the transactions contemplated hereby and that, in so doing, I/we will not be in breach of any laws or regulations of any competent jurisdiction;
7. I/We agree to provide on request such certifications, documents or other evidence as the Company and/or the Administrator may reasonably require to substantiate such representations;
8. I/We certify that all of the financial and anti-money laundering information and documentation previously submitted remains accurate and complete on the date hereof; and
9. I/We agree that this Election Form shall be governed by the laws of and subject to the jurisdiction of the courts of the Cayman Islands.



**BENEFICIAL OWNER** (if different from below).

|               |               |
|---------------|---------------|
| Name          |               |
| .....         |               |
| Address       |               |
| .....         |               |
| .....         | Post Code     |
| .....         |               |
| Country ..... | Email Address |
| .....         |               |
| Tel No .....  | Fax No        |
| .....         |               |

**SIGNATORY PAGE**

**NAME:** \_\_\_\_\_ **SIGNATURE:** \_\_\_\_\_ **DATE:** \_\_\_\_\_

**TITLE OF AUTHORISED SIGNATORY:** \_\_\_\_\_

**EMAIL:** \_\_\_\_\_

**JOINT APPLICANTS** (if applicable)

| NAME:    | SIGNATURE: | DATE:    |
|----------|------------|----------|
| 1. _____ | 1. _____   | 1. _____ |
| 2. _____ | 2. _____   | 2. _____ |
| 3. _____ | 3. _____   | 3. _____ |

**NOTES:**

- (1) A corporation should affix its common seal or execute under the hand of a duly authorised official who should state their representative capacity.
- (2) This Election Form may be completed by a duly authorised agent on behalf of the shareholder(s). Such person represents and warrants that they are duly authorised to sign this form and thereafter to redeem Shares on behalf of the shareholders(s).
- (3) If the Election Form is not completed in full and to the satisfaction of the Administrator, the election may not be accepted.
- (4) The Company's acceptance of the elections made herein will be acknowledged by way of confirmation sent by the Administrator.