

# Matrix Asia UCITS Fund

## SIMPLIFIED PROSPECTUS

Dated 18 March 2011

This Simplified Prospectus contains key information in relation to Matrix Asia UCITS Fund (the "Fund"), a fund of Matrix UCITS Funds plc (the "Company"). The Company was incorporated on 16 September 2009 and is an umbrella-type open-ended investment company with variable capital and segregated liability between the sub-funds, governed by the laws of Ireland authorised by the Irish Financial Services Regulatory Authority (the "Financial Regulator") under the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2003, as amended, supplemented, consolidated or otherwise modified from time to time (the "Regulations"). Other funds may be established from time to time with the prior approval of the Financial Regulator.

Potential investors are advised to read the Prospectus of the Company dated 11 February 2011, as may be amended, supplemented or modified from time to time and the Supplement dated 18 March 2011 (together the "Prospectus") before making an investment decision on whether or not to invest in the Fund. The rights and duties of the investor as well as the legal relationship with the Company are laid down in the Prospectus.

All terms with initial capitals used herein without definition shall have the meanings given to them in the Prospectus issued by the Company as supplemented or replaced from time to time.

The base currency of the Fund is US Dollars.

<b>Investment objective</b>	<p>The investment objective of the Fund is to achieve long-term capital appreciation by gaining exposure to predominantly Asian equity markets (to include Japan, China, Taiwan, Korea and India (and any Asian market listed in Appendix 1 of the Prospectus)) through direct and synthetic investment (through the use of FDIs).</p> <p>There can be no assurance that the Fund will achieve its investment objective.</p>
<b>Investment policy</b>	<p>The Fund will seek to achieve its investment objective by investing in long and short positions in Asian equities listed or traded on a market set out in Appendix I of the Prospectus issued by companies where a significant aspect of their operations derive from Asian exposure, where ever listed. No physical short sales of such equities and securities will be undertaken, all short sales will be conducted through financial derivative instruments and will be covered.</p> <p>In general all long exposure to equities will be gained through cash investment in physical assets. Where it is deemed beneficial, the Fund may look to achieve long exposure to equities through the use of FDIs such as contracts for differences.</p> <p>The Fund will employ several methods of efficiently obtaining short exposure through FDIs. Contracts for differences, swaps and futures may be used to provide synthetic short exposure to a stock to both attempt to generate stable returns for the Fund and to seek to reduce its risk should markets fall. The Fund will also consider using other derivatives where deemed appropriate. Such FDIs may include (but will not be limited to forwards, (which may be listed or over-the-counter). Forwards may be used for currency hedging purposes.</p> <p>MAAM may on occasion invest in collective investment schemes (such as exchange traded funds) in order to reduce the risk within the portfolio. The Fund will look to hedge single stock and swap exposure, whether long or short, through fundamental long or short positions. The Fund may also choose to hedge a short position by taking</p>

	<p>a long position in an exchange traded fund. Similarly, the Fund may take a short position via a swap in an exchange traded fund to hedge a long position. Such investments in collective investment schemes will not exceed 10% of the Net Asset Value.</p> <p>The Fund will have positions in securities and derivatives priced in several different currencies and therefore could be exposed to fluctuations in exchange rates. The Fund will attempt to hedge back any exchange rate exposure to the base currency which is US\$ at all times.</p> <p>MAAM will utilise two methodologies in pursuing its objectives: fundamental company research and a macro filter. Fundamental company research is expected to contribute more to the performance of the Fund than the use of the macro filter.</p> <p>In considering the size of a position taken in a stock, MAAM will take note of the liquidity of the particular security as well as its impact on the portfolio's risk profile (medium to high volatility).</p> <p>MAAM will use traditional techniques to assess the quality of a company's fundamentals with particular focus on the following metrics: how and where the company makes money, key product developments, management strategy and identifying the key to its successful implementation which will then lead to MAAM's determination of the valuation and the reasons which may make the share price move. Meetings with selected management teams will assist MAAM in forming its views. Additionally, MAAM's assessment of the likely success or failure of new products, cost control and close attention to the company's position within the economic cycle may differ positively or negatively from consensus brokers' expectations which could create an investment opportunity. MAAM will engage in valuation work which will typically use historical, relative and absolute analysis with traditional and more recently developed valuation tools. In MAAM's view, the key to such valuation work, is to identify the catalyst that will allow for the expected realisation of the valuation of the relevant company. MAAM believes that without a catalyst, valuation anomalies can persist for extended periods in Asian markets.</p> <p>The macro analysis is based on a system of chart analysis developed by MAAM which enables MAAM to quantify where each key Asian market (for example in Japan, China, Taiwan, Korea and India) is in the economic cycle and accordingly this enables MAAM to determine themes which they want to concentrate on. In MAAM's view, this will aid the identification of potential performance generating areas, which will enable MAAM to make better use of its fundamental research capabilities. Quarterly thematic reviews will assist MAAM in the identification of attractive and unattractive product cycles and structural business condition changes. MAAM will use monthly macro reviews to assess the condition of the key markets on long, mid and short term horizons.</p> <p>The Fund may invest over 20% of its Net Asset Value in Emerging Markets (which currently include China, Taiwan, Korea, India).</p> <p>Where there are uninvested cash balances in the Fund investments may be made into fixed or floating rate instruments including but not limited to commercial paper, floating rate notes, overnight deposits, term deposits, medium term notes, call accounts, AAA rated CNAV (constant net asset value) liquidity funds (whose objective is to maintain the net asset value of the fund constant at par (net of earnings)). The investments shall be denominated in US Dollars and may be issued or guaranteed as to principal or interest by sovereign governments, their agencies and instrumentalities, supranational entities and EU and non-EU corporations and financial institutions. All investments at the time of purchase shall have a long term credit rating of at least AA- from Standard &amp; Poor's or the equivalent rating from Moody's or Fitch/BCA.</p>
<b>Leverage</b>	<p>Insofar as the Fund will be leveraged for investment purposes the leverage used will be in accordance with the requirements of the Financial Regulator and market risk arising in the Fund shall be measured using the VaR approach. The Fund's leverage will be</p>

	subject to a limit of 250% of the Fund's NAV.
<b>Investment Restrictions</b>	<p>The general investment restrictions set out under the heading FUNDS – Investment Restrictions in the Prospectus shall apply. In addition, the following indicative investment guidelines shall apply specifically to the Fund:</p> <p>The Fund shall not invest more than 10% of its net assets in other collective investment schemes.</p>
<b>Risk Factors</b>	<p>The value of investments may fall as well as rise, and investors may not receive back the amount invested. The general risk factors set out under the heading "RISK FACTORS" section of the Prospectus apply to the Fund.</p> <p>In addition, the following (non-exhaustive) risk factors will also apply to the Fund:</p> <p><b>The Company on behalf of the Fund has filed with the Financial Regulator its risk management policy which enables it to measure, monitor and manage the various risks associated with the use of FDIs. The Company will, on request, provide supplementary information to Shareholders relating to the risk management methods employed, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.</b></p> <p><b>Performance Fee.</b> The Investment Manager will receive a Performance Fee from the Fund, based upon the appreciation, if any, in the net assets of the Fund. The Investment Manager may then allot a portion of this fee to the Sub-Investment Manager. The Performance Fee theoretically may create an incentive to make investments that are riskier or more speculative than would be the case if such arrangement were not in effect. In addition, the Performance Fee is calculated on the basis of net realised and net unrealised gains and losses at the end of each Performance Period and as a result Performance Fees may be paid on unrealised gains which may subsequently never be realised.</p> <p><b>Leverage and Financing Risk.</b> The Fund intends to leverage its capital to attempt to achieve a higher rate of return. Accordingly, the Fund may leverage its investment return by entering into options, forwards and other derivative instruments. The amount of leverage which the Fund may have at any time shall not exceed that permitted by the Regulations.</p> <p>While leverage presents opportunities for increasing the Fund's total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment by the Fund would be magnified to the extent the Fund is leveraged. The cumulative effect of the use of leverage by the Fund in a market that moves adversely to the Fund's investments could result in a substantial loss to the Fund which would be greater than if the Fund were not leveraged.</p> <p>The financing used by the Fund to leverage its portfolio will be extended by counterparties which are subject to prudential supervision and belong to categories approved by the Financial Regulator.</p> <p><b>Counterparty Risk.</b> The Fund will be subject to the risk of the inability of any counterparty (including the Custodian) to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes. If there is a failure or default by the counterparty to such a transaction, the Fund will have contractual remedies pursuant to the agreements related to the transaction (which may or may not be meaningful depending on the financial position of the defaulting counterparty).</p> <p>The Investment Manager and/or the Sub-Investment manager will seek to minimise the Fund's counterparty risk through the selection of financial and non-financial institutions and types of transactions employed. However, the Fund's operational mechanisms may involve counterparty and other risk elements that may create unforeseen exposures.</p>

**Net Asset Value Considerations.** The Net Asset Value per Share is expected to fluctuate over time with the performance of the Fund's investments. A Shareholder may not fully recover his initial investment when he chooses to redeem his Shares or upon compulsory redemption if the Net Asset Value per Share of the relevant Class at the time of such redemption is less than the Subscription Price paid by such Shareholder. In addition, where there is any conflict between International Financial Reporting Standards ('IFRS') and the valuation principles set out in the Articles and this document in relation to the calculation of Net Asset Value the latter principles shall take precedence (see also the section entitled "Net Asset Value" below).

**Legal Risk.** Some of the laws that govern private and foreign investment and contractual relationships in certain countries are new and largely untested. As a result, the Fund may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets and lack of enforcement of existing regulations. Furthermore, it may be difficult to obtain and enforce a judgment in certain countries in which assets of the Fund are invested. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on the Fund and its operations. In addition, the income and gains of the Fund may be subject to withholding taxes imposed by foreign governments for which Shareholders may not receive a full foreign tax credit.

**Highly Volatile Instruments.** The prices of derivative instruments, including options, are highly volatile. Price movements of forward contracts and other derivative contracts in which the Fund's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and financial instrument options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. The Fund also is subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearing houses.

**Valuation Risk.** The Net Asset Value of the Fund will be calculated by the Administrator based, to the extent possible, on prices obtained from independent third-party sources including exchanges. The fair market value of those assets of the Fund for which a third-party price is not available will be valued based on other sources deemed reliable by the Directors, in consultation with the Sub-Investment Manager and the Administrator. Investors should note that there is a risk that a Shareholder which redeems its Shares while the Fund holds particular assets may be paid an amount less or more than it would otherwise be paid if the actual value of such assets is higher or lower than the value provided to the Administrator. In addition, there is a risk that a subscription for Shares could dilute the underlying value of such assets for the other Shareholders if the actual value of such assets is higher than the value provided to the Administrator. There is also a risk that greater Investment Management Fees and Performance Fees may be paid by the Fund in respect of certain assets or liabilities of the Fund than would have been paid if the actual value of such assets or liabilities is lower or higher than the value determined for the purposes of calculating those fees and allocations. None of the Directors, the Investment Manager, the Sub-Investment Manager, or the Administrator is under any liability (including any obligation to remit excess Investment Management Fees or Performance Fees to the Fund or any of the Shareholders) if a price reasonably believed to be an accurate valuation of a particular asset of the Fund is found not to be such.

<b>Performance Data</b>	N/A.															
<b>Profile of the typical investor</b>	The Fund is suitable for investors seeking long-term capital appreciation by investing in or gaining exposure to predominantly Asian equity markets through direct and synthetic investment (through the use of Financial Derivative Instruments).															
<b>Dividend Policy</b>	The Fund does not currently intend to make any dividend payments.															
<b>Fees and Expenses</b>	<p>The following fees will be incurred on each Share by Shareholders (which accordingly will not be incurred by the Company on behalf of the Fund and will not affect the Net Asset Value of the Fund):</p> <table border="1"> <thead> <tr> <th>Class</th> <th>Preliminary Charge</th> <th>Repurchase Charge</th> </tr> </thead> <tbody> <tr> <td>Institutional GBP Class Shares</td> <td>Up to 5%</td> <td>None</td> </tr> <tr> <td>Retail GBP Class Shares</td> <td>Up to 5%</td> <td>None</td> </tr> <tr> <td>Institutional USD Class Shares</td> <td>Up to 5%</td> <td>None</td> </tr> <tr> <td>Institutional EUR Class Shares</td> <td>Up to 5%</td> <td>None</td> </tr> </tbody> </table> <p>The Investment Manager may apply an Anti-Dilution Levy of up to 5% of the Net Asset Value per Share.</p> <p>The following fees and expenses will be incurred by the Company on behalf of the Fund and will affect the Net Asset Value of the relevant Share Class of the Fund.</p> <p><b>Management Fee</b></p> <p>The Management Fee in respect of the Institutional GBP Class Shares, Institutional USD Class Shares and Institutional EUR Class Shares is 1.25% per annum. The Investment Management Fee in respect of the Retail GBP Class Shares is 2% per annum.</p> <p>The Management Fee will be divided between the Investment Manager and Matrix Alternative Asset Management LLP in such proportions as shall be agreed between the parties.</p> <p><b>Performance Fee</b></p> <p>The Investment Manager is entitled to receive a monthly performance fee equal to 20% of the Net Gain, if any, in excess of the Fund's High Water Mark during the corresponding Performance Period.</p> <p><b>Administration Fee</b></p> <p>The Administrator shall be entitled to receive an annual fee which will not exceed 0.09% of the net assets of the Fund (plus VAT, if any) subject to an annual minimum fee of €72,000. The Administrator will also charge an additional fee of €3,000 per annum transfer agency fee for the daily dealing service.</p> <p>The Administrator is also entitled to agreed upon Shareholder transaction charges.</p> <p><b>Custodian Fee</b></p> <p>The Custodian shall be entitled to receive an annual fee of up to 0.03% of the net assets of the Fund subject to an annual minimum fee of €24,000.</p> <p>The reasonable out of pocket expenses of the Investment Manager, Administrator and Custodian will be reimbursed out of the assets of the Fund.</p> <p>This section headed "<b>Fees and Expenses</b>" should be read in conjunction with the sections headed "<b>FEES AND EXPENSES</b>" in the Prospectus.</p>	Class	Preliminary Charge	Repurchase Charge	Institutional GBP Class Shares	Up to 5%	None	Retail GBP Class Shares	Up to 5%	None	Institutional USD Class Shares	Up to 5%	None	Institutional EUR Class Shares	Up to 5%	None
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Institutional USD Class Shares	Up to 5%	None														
Institutional EUR Class Shares	Up to 5%	None														

<b>Taxation</b>	The Fund will only be subject to Irish tax in respect of Shareholders who are Taxable Irish Persons (generally being persons who are resident or ordinarily resident in Ireland for tax purposes) on certain chargeable events. Shareholders who are neither resident nor ordinarily resident in Ireland, subject to receipt of appropriate declaration, will not be subject to any Irish tax including any deductions from any payments made. Shareholders and prospective Shareholders should familiarise themselves with and where appropriate take tax advice on the tax treatment of their holdings of Shares.		
<b>Publication of Shares</b>	The Net Asset Value per Share will be available from the Administrator and published on each Business Day on the Matrix Group website ( <a href="http://www.matrixgroup.co.uk">www.matrixgroup.co.uk</a> ) and updated following each calculation of Net Asset Value. Such prices will usually be the prices applicable to the previous Dealing Day's trades.		
	<b>Class</b>	<b>Minimum Initial Investment Amount</b>	<b>Minimum Additional Subscription</b>
	Institutional GBP Class Shares	£100,000	£10,000
	Retail GBP Class Shares	£25,000	£5,000
	Institutional USD Class Shares	US\$150,000	US\$15,000
	Institutional EUR Class Shares	€100,000	€10,000
	The Directors may waive any Minimum Initial Investment Amount or any Minimum Additional Investment Amount in their absolute discretion.		
<b>How to buy/sell Shares</b>	Instructions to subscribe, repurchase and exchange Shares should be addressed to the Company care of the Administrator at its registered office, One Custom House Plaza, IFSC, Dublin 1, Ireland, during normal business hours (9am to 5pm) on weekdays (excluding Saturdays, Sundays and public holidays in Dublin).  Frequency of dealing is each Business Day and/or such other Business Days as the Directors may, with the consent of the Custodian, determine and notify in advance to Shareholders, subject to the requirement that dealing must be at least fortnightly.		
<b>Additional Important Information</b>	Directors of Company:	Mike Kirby (Irish resident) Barry McGrath (Irish resident) Paul Bramley	
	Promoter:	Matrix Money Management Limited	
	Investment Manager and Distributor:	Matrix Money Management Limited	
	Custodian:	CACEIS Bank Luxembourg, Dublin Branch	
	Administrator:	CACEIS Fastnet Ireland Limited	
	Auditors:	KPMG	
	Supervisory Authority:	Irish Financial Services Regulatory Authority	

	Additional information and copies of the full Prospectus, the latest annual and semi-annual report and accounts may be obtained free of charge from the Company at the offices of CACEIS Fastnet Ireland Limited or the registered office of the Company at 75 St. Stephen's Green, Dublin 2, Ireland.
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## SCHEDULE 1

The Company has the following funds established as at the date of this Simplified Prospectus:

Matrix Asia UCITS Fund.

Matrix Lazard Opportunities Fund.