

14 August 2017

This document is important and requires your attention. If you are in any doubt about the action to be taken, you should consult your distributor, stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all of your units in the Trust, please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible.

Dear Unitholder,

LEGG MASON ASIAN ENTERPRISE TRUST (the “Trust”)

We are writing to you in our capacity as Managers of the Trust to inform you that:

- (A) an extraordinary general meeting (“**EGM**”) of the Trust will be held at **11:00am Singapore Time on 23 October 2017** to vote on two proposals to terminate the Trust;
- (B) the Trust will no longer be included under the list of funds included under the CPF Investment Scheme (“**CPFIS**”) with effect from **14 September 2017**. Accordingly, with effect from 14 September 2017, the CPF investment guidelines issued by the CPF Board will not apply to the Trust; and
- (C) you will not be allowed to subscribe for new units into the Trust with effect from the date of this letter, **14 August 2017**, unless you have an existing regular savings plan (“**RSP**”) arrangement to buy units of the Trust. However, if your RSP subscription is made using your CPF monies, your RSP arrangement will cease on **14 September 2017** (with the last subscription under the RSP made on or around **13 September 2017**) in view that the Trust will no longer be included under the CPFIS.

A. EGM to be held at 11:00am Singapore Time on 23 October 2017

An EGM of the Trust will be held at **11:00am Singapore Time on 23 October 2017** for unitholders of the Trust (the “**Holders**”) to vote on two proposals to terminate the Trust.

We are proposing to terminate the Trust as the fund size of the Trust has been falling over the last 18 months. Having closely monitored the Trust’s subscription and redemption trends, we expect that the fund size of the Trust will continue to fall significantly this year due to redemptions.

Since a certain amount of fixed administration costs have to be incurred regardless of fund size, a fund with a smaller fund size will suffer from a higher expense ratio. A higher expense ratio will adversely affect the returns of the Trust and consequently the interests of continuing investors in the Trust.

Although there can be no guarantee as to the future fund size of the Legg Mason Martin Currie Southeast Asia Trust or the future or likely performance of the Legg Mason Martin Currie Southeast Asia Trust (and its managers and sub-managers):

- the expense ratio for the Legg Mason Martin Currie Southeast Asia Trust is currently projected to be more economical for investors and hence, better positioned to deliver long-term performance when compared with the Trust; and
- the sub-manager of the Legg Mason Martin Currie Southeast Asia Trust was changed to Martin Currie Investment Management Limited on 1 August 2017 which we believe is well placed to deliver consistent strong performance for the Legg Mason Martin Currie Southeast Asia Trust over the long-term.

Accordingly, we believe that it will be beneficial for Holders to switch into the Legg Mason Martin Currie Southeast Asia Trust.

As a result, we are proposing to terminate the Trust, and upon termination of the Trust, to carry out an automatic switching of units of the Trust to Class A (SGD) Accumulating Units of the Legg Mason Martin Currie Southeast Asia Trust.

If approved by Holders, this will mean that you will become invested in the Legg Mason Martin Currie Southeast Asia Trust instead of the Trust.

If not approved by Holders, we will instead propose to terminate the Trust, without the automatic switching. If this alternative proposal is approved by Holders, this will mean that you will receive liquidation proceeds for your units of the Trust.

Action required from you:

This letter is a non-binding summary of the attached Circular. **Please read the attached Circular and Notice of Meeting carefully.**

You can attend the EGM in person or appoint a proxy to vote on your behalf at the EGM only if your units of the Trust are registered in your name. This may not be the case if you had purchased your units through a distributor (“your distributor”).

It is not compulsory for you to vote. However, if you want to vote on the proposals at the EGM:

- (1) if you had purchased your units from a distributor using cash, you must contact your distributor regarding your rights to vote;
- (2) if you had purchased your units from a distributor using your CPF or SRS monies, you may be able to attend the EGM in person or appoint a proxy to vote on your behalf at the EGM if your units in the Trust are registered in your name. You must contact your distributor to verify if this applies to you. If your units in the Trust are not registered in your name, please contact your distributor regarding your rights to vote;

- (3) if you had purchased your units directly from us (and not through any distributor), you can attend the EGM in person or appoint a proxy to vote on your behalf at the EGM if your units in the Trust are registered in your name. You must contact us to verify that your units in the Trust are registered in your name.

Please refer to Part B of the attached Circular under the sub-heading “2) Action to be taken if you would like to vote” for more details.

You will be bound by the outcome of the EGM regardless of whether you attended or voted at the EGM.

B. Trust To No Longer Be Included Under CPFIS

The Trust is currently included under the CPFIS – Ordinary Account and units of the Trust may be purchased using CPF monies.

The Trust will no longer be included under the CPFIS with effect from **14 September 2017** and this is due to the falling fund size of the Trust (see Section A above), whereby we anticipate the expense ratio for the Trust will increase to a point where the Trust will no longer be able to meet the expense ratio cap of 1.75% in order to remain included under the CPFIS.

Accordingly, with effect from 14 September 2017, the CPF investment guidelines issued by the CPF Board will not apply to the Trust. Existing Holders who had purchased units in the Trust using their CPF monies may continue to hold their units in the Trust, notwithstanding that the Trust will no longer be included under the CPFIS.

As the Trust will no longer be included under the CPFIS, any existing RSP arrangement you have to buy units of the Trust using money from your CPFIS Ordinary Account will cease on **14 September 2017** (with the last subscription under the RSP made on **13 September 2017**). Any existing RSP arrangement you have to buy units of the Trust using cash or money from your SRS Account will not be affected.

In view that the Trust will no longer be included under the CPFIS with effect from 14 September 2017, we would like to extend the following options to you:

Option 1 – Continue holding

You may choose to continue holding your units in the Trust after 14 September 2017.

In such a case, please read the attached Circular and Notice of Meeting carefully.

Option 2 – Switching

If you do not wish to remain invested in the Trust, you may choose to switch your units in the Trust.

We will provide a free switch to units of the following CPFIS-included funds:

- Legg Mason Martin Currie Southeast Asia Trust (this fund will be undergoing a re-evaluation by the CPF Board);

- Legg Mason Western Asset Global Bond Trust; or
 - Legg Mason Western Asset Singapore Bond Fund,
- (the “**New LM Funds**”) for switches submitted before the Deadline stated below.

Please note that prospectuses and product highlights sheets in relation to the New LM Funds are available and are accessible at www.leggmason.com.sg. Printed copies of the prospectuses and product highlights sheets may be obtained from our approved distributors for the New LM Funds or from our office at 1 George Street, #23-02, Singapore 049145 during normal business hours.

You should read the relevant prospectus and product highlights sheet before deciding whether to switch into any New LM Fund and we encourage you to seek advice from a financial adviser before making any investment decision. Should you choose not to consult a financial adviser, you should carefully consider whether an investment in a New LM Fund is suitable for you and your individual circumstances. The value of units of the New LM Funds and income accruing to the units, if any, may fall or rise.

Please note that any switch will be subject to the provisions of the trust deed for the relevant New LM Fund and no switch may be made if you do not meet the minimum initial subscription amount for that New LM Fund or if the switch will result in you holding a number of units of that New LM Fund below the minimum holding.

Please also note that you will only be able to switch into a New LM Fund if that New LM Fund is available from the authorised distributor through whom you originally purchased your units.

Your units will be switched by subscribing for units of the New LM Fund with redemption proceeds of your units or by exchanging your units for units of the New LM Fund at the prevailing net asset value for your units and units of the relevant New LM Fund in relation to the relevant dealing day as determined in accordance with the terms of the applicable trust deed(s).

Option 3 – Redemption

If you do not wish to remain invested in the Trust, you may choose to redeem your units of the Trust.

Your units of the Trust will be redeemed at the prevailing net asset value for such units in relation to the relevant dealing day as determined in accordance with the terms of the trust deed for the Trust.

There is currently no redemption fee payable.

Deadline for Free Switches and Redemptions

To redeem or switch your units of the Trust before 14 September 2017, please submit your redemption form or switching form to the authorised distributor through whom you originally purchased your units no later than **5:00 pm Singapore Time on 13 September 2017** (the “**Deadline**”).

You can obtain the redemption forms and switching forms from our authorised distributors.

If you submit your request to switch or redeem your units before the Deadline, as a gesture of goodwill, we will waive or bear:

- any subscription fees or switching fees which may otherwise be charged on your switch into a New LM Fund; and
- if your units of the Trust were purchased using your CPF monies ("**CPF Units**"), any transaction charges levied by CPF agent banks to carry out the switch of your CPF Units of the Trust into the New LM Fund or the redemption of your CPF Units.

On behalf of all of us at Legg Mason Asset Management Singapore Pte. Limited, we thank you for your continued support and we look forward to serving you.

Please feel free to contact our authorised distributors or our client service staff at telephone number +65 6536 8000 with any questions or concerns.

Legg Mason Asset Management Singapore Pte. Limited

APPENDIX A

CIRCULAR DATED 14 AUGUST 2017

LEGG MASON ASIAN ENTERPRISE TRUST (the “Trust”)

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. If you are in any doubt about the action to be taken, you should consult your distributor, stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all of your units in the Trust, please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee as soon as possible.

CIRCULAR TO HOLDERS IN RELATION TO THE PROPOSED TERMINATION OF THE TRUST AND AUTOMATIC SWITCHING

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Form	:	20 October 2017 at 5:00 pm Singapore time
Date and time of EGM	:	23 October 2017 at 11:00 am Singapore Time
Place of EGM	:	1 George Street, #23-02, Singapore 049145

We are writing to you in our capacity as Managers of the Trust.

The purpose of this Circular is to provide you with information pertaining to, and to seek your approval at the EGM to:

- 1) terminate the Trust with effect from **1 December 2017** or such later date as we may, in consultation with the Trustee, determine (the “**Effective Date**”); and
- 2) thereafter to automatically switch (the “**Automatic Switching**”) the remaining units in the Trust (“**Units**”) to Class A (SGD) Accumulating units of the Legg Mason Martin Currie Southeast Asia Trust (the “**Target Fund**”).

Notice of the EGM is enclosed with this Circular.

If the above proposal is not approved at the EGM, we would seek your approval at the EGM to terminate the Trust, without the Automatic Switching, with effect from the Effective Date instead.

PART A) PROPOSED TERMINATION OF THE TRUST AND AUTOMATIC SWITCHING

1) Introduction

We are proposing to terminate the Trust as the fund size of the Trust has been falling over the last 18 months. Having closely monitored the Trust's subscription and redemption trends, we expect that the fund size of the Trust will continue to fall significantly this year due to redemptions.

Since a certain amount of fixed administration costs have to be incurred regardless of fund size, a fund with a smaller fund size will suffer from a higher expense ratio. A higher expense ratio will adversely affect the returns of the Trust and consequently the interests of continuing investors in the Trust.

Although there can be no guarantee as to the future fund size of the Legg Mason Martin Currie Southeast Asia Trust or the future or likely performance of the Legg Mason Martin Currie Southeast Asia Trust (and its managers and sub-managers):

- the expense ratio for the Legg Mason Martin Currie Southeast Asia Trust is currently projected to be more economical for investors and hence, better positioned to deliver long-term performance when compared with the Trust; and
- the sub-manager of the Legg Mason Martin Currie Southeast Asia Trust was changed to Martin Currie Investment Management Limited on 1 August 2017 which we believe is well placed to deliver consistent strong performance for the Legg Mason Martin Currie Southeast Asia Trust over the long-term.

Accordingly, we believe that it will be beneficial for investors of the Trust to switch into the Legg Mason Martin Currie Southeast Asia Trust.

Resolution 1 (Termination and Automatic Switching Proposal)

In light of the above, we propose to terminate the Trust, and upon termination of the Trust, carry out the Automatic Switching of all remaining Units to the Class A (SGD) Accumulating units of the Target Fund in the following manner:

- (i) the Trust shall sell and/or retain such of its assets as we may direct; and
- (ii) the net cash proceeds from any sale of assets and any other monies or retained assets forming part of the Trust and available for purposes of distribution shall be used to subscribe for Class A (SGD) Accumulating units of the Target Fund at the prevailing issue price of such units of the Target Fund, which shall be issued to the unitholders of the Trust (the "**Holders**") pro rata to their respective original interests in the Trust.

This means you will receive Class A (SGD) Accumulating units of the Target Fund in exchange for your Units.

Please be assured that you will not be charged any switching fee, initial sales charge, realisation charge or CPF agent bank transaction charges pursuant to the Automatic Switching of the Units.

You may wish to note that we are also the managers of the Target Fund and we have appointed Martin Currie Investment Management Limited ("**MCIM**") as the sub-manager of the Target Fund.

Please refer to Attachment 1 to this Circular for the respective investment objective, focus and approach/policy of the Trust and the Target Fund, information on the CPFIS status of the Trust and the

Target Fund, on the fees and charges payable by the Trust and Class A (SGD) Accumulating of the Target Fund as well as information on MCIM.

For more information and details on the Target Fund and the specific risks of investing in the Target Fund, please refer to the prospectus and product highlights sheet of the Target Fund (the “**Target Fund Prospectus and PHS**”) which are accessible at www.leggmason.com.sg.

Printed copies of the Target Fund Prospectus and PHS may be obtained from our approved distributors for the Target Fund or from our office at 1 George Street, #23-02, Singapore 049145 during normal business hours.

Resolution 2 (Termination Proposal)

If Resolution 1 (Termination and Automatic Switching Proposal) is not approved at the EGM, we propose to terminate the Trust with effect from the Effective Date for the reasons stated above.

This means you will receive liquidation proceeds (calculated in accordance with the Deed) for your Units.

2) Approvals required

In accordance with the provisions of the Deed, we seek your approval on Resolution 1 (Termination and Automatic Switching Proposal) to:

- a) **modify the provisions of the Deed in the manner set out in the Annex to the Notice of Meeting enclosed with this Circular (Appendix B) prior to the Effective Date, to facilitate the Automatic Switching of Units to Class A (SGD) Accumulating units of the Target Fund upon termination of the Trust; and**
- b) **terminate the Trust with effect from the Effective Date and thereafter carry out the Automatic Switching of Units in accordance with the modified provisions of the Deed.**

If we do not obtain approval for the above, we seek your approval on Resolution 2 (Termination Proposal) to terminate the Trust with effect from the Effective Date and thereafter carry out the termination of the Trust in accordance with the provisions of the Deed.

Please refer to the Notice of Meeting enclosed with this Circular for details.

PART B) PROCEDURE FOR EGM

1) Manner of voting at the EGM

A resolution will be binding on all Holders whether or not present at the EGM if the resolution is passed by a majority of 75% or more of the total number of votes cast for and against the resolution.

The manner of voting at the EGM will be in the form of a show of hands unless a poll is demanded.

On a show of hands, every Holder (being an individual) present in person or (being a corporation) is present by one of its officer as its proxy shall have one vote. In the event of a poll, each Holder who is present in person or by proxy shall have one vote for each Unit held by such Holder.

If you are entitled to more than one vote, you do not need to use all your votes or cast them in the same way.

2) Action to be taken if you would like to vote

You may vote on the resolutions at the EGM if you hold Units as at **5:00 pm Singapore Time on 20 October 2017**, based on the register of Holders maintained by the Trustee.

Please read this section if you would like to know how to exercise your votes.

Units Purchased From A Distributor Using Cash

If you have purchased your Units from a distributor using cash, your Units would be registered in the name of the distributor or its nominee for your account.

Therefore, you will need to contact the distributor for your account on your voting rights. If you are allowed to vote, please obtain a copy of the voting form from the distributor.

The voting form should be completed and returned to the distributor by such deadline as determined by the distributor. You should check with the relevant distributor on the applicable deadline. Duly completed voting forms received prior to such deadline will be valid for the meeting and any adjourned meeting.

If you are allowed to vote and do not instruct the distributor for your account on how you wish them to exercise your votes on your behalf, the distributor for your account would be able to exercise or decline to exercise your votes at its discretion, and in such manner as it deems fit.

Units Purchased From A Distributor Using CPF or SRS Monies

If you have purchased your Units from a distributor using CPF monies or SRS monies, your Units may be registered:

- (i) in the name of the distributor or its nominee for your account; or
- (ii) in your name.

Please confirm with the relevant distributor whether (i) or (ii) applies to you.

If (i) applies to you, information in the section above headed “Units Purchased From A Distributor Using Cash” will apply.

If (ii) applies to you, you can attend the EGM in person.

If you cannot attend the EGM in person but would like your vote to be considered, please complete and return the enclosed proxy form to **HSBC Institutional Trust Services (Singapore) Limited, 20 Pasir Panjang (East Lobby), #12-21, Mapletree Business City, Singapore 117439**, sent to the attention of **Transfer Agency Team 1** no later than **5:00 pm Singapore Time on 20 October 2017**.

Duly completed proxy forms received prior to such deadline will be valid for the meeting and any adjourned meeting. Submission of a proxy form will not preclude you from attending and voting at the meeting in person if you so wish.

Units Purchased Directly From Us (Not Through Any Distributor)

If you have purchased your Units directly from us (and not through any distributor), your Units should be registered in your name.

Please contact us to verify this is indeed the case. If your Units are registered in your name, you can attend the EGM in person.

If you cannot attend the EGM in person but would like your vote to be considered, please complete and return the enclosed proxy form to **HSBC Institutional Trust Services (Singapore) Limited, 20 Pasir Panjang (East Lobby), #12-21, Mapletree Business City, Singapore 117439**, sent to the attention of **Transfer Agency Team 1** no later than **5:00 pm Singapore Time on 20 October 2017**.

Duly completed proxy forms received prior to such deadline will be valid for the meeting and any adjourned meeting. Submission of a proxy form will not preclude you from attending and voting at the meeting in person if you so wish.

3) Quorum for EGM to be held

The resolutions will be put to a vote at the EGM only if there is a quorum present, i.e. at least 2 Holders present in person or by proxy of one-tenth in value of all Units.

For the purposes of determining the number of Holders, the number of Units held by each Holder and the total number of Units as at the date of the EGM, such numbers will be based on the register of Holders maintained by the Trustee as at **5:00 pm Singapore Time on 20 October 2017**.

If within half an hour from the time appointed for the EGM, a quorum is not present, the EGM will be adjourned.

At any such adjourned meeting the Holders present in person or by proxy thereat shall be a quorum.

4) Notification of Outcome of Vote

All Holders will be notified in writing of the outcome of the vote.

If a quorum is achieved at the EGM, then notification will be made on or around 30 October 2017. **You will be bound by the outcome of the EGM regardless of whether you attended or voted at the EGM.**

If an adjournment of the EGM is required, you will be notified of the adjournment in writing.

PART C) OTHER INFORMATION

1) No objection from Trustee

The Trustee, while expressing no opinion as to the merits of the Termination and Automatic Switching Proposal and the Termination Proposal, has no objection to the Termination and Automatic Switching Proposal (including the proposed modifications to the Deed) and the Termination Proposal being submitted to the Holders for their consideration.

2) Documents Available for Inspection

Copies of the Deed and the Prospectus are available for inspection at our business address at 1 George Street, #23-02, Singapore 049145 during usual business hours from the date of this Circular up to and including the date of the EGM (and any adjourned meeting) and, if any resolution is passed at the EGM, up to and including the Effective Date.

PART D) RECOMMENDATION AND ACTION TO BE TAKEN

We recommend that you vote for the Termination and Automatic Switching Proposal as the Target Fund is currently projected to be more economical for investors (from an expense ratio perspective) and hence, better positioned to deliver long-term performance when compared with the Trust. In addition, we believe that the sub-manager of the Target Fund is well placed to deliver consistent strong performance for the Target Fund over the long-term.

Other than the foregoing, you should note that neither we nor our directors are making any recommendation as to the advantages or disadvantages of investing in the Trust or the Target Fund or any other funds managed by the Managers and there can be no guarantee as to the future fund size of the Target Fund or the future or likely performance of the Target Fund (and its managers and sub-managers).

You should also note that neither the Trustee nor any of its directors are making any recommendation as to the advantages or disadvantages of investing in the Trust or the Target Fund or any other funds managed by the Managers.

You should seek your own independent advice on the consequences of the proposed changes affecting your investment in the Trust.

We thank you for your continued support and investment and we look forward to serving you.

Please feel free to contact our authorised distributors or our client service staff at telephone number +65 6536 8000 with any questions or concerns.

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

“Authority”	Monetary Authority of Singapore.
“Automatic Switching”	The automatic switching of Units to the Class A (SGD) Accumulating units of the Target Fund in the manner described in this Circular.
“Deed”	Deed of Trust constituting the Trust dated 15 August 1995, as amended.
“EGM”	The extraordinary general meeting of unitholders of the Trust to be held at 11:00 am Singapore Time on 23 October 2017 , notice of which is enclosed with this Circular.
“Effective Date”	1 December 2017 or such later date as we may, in consultation with the Trustee, determine.
“Extraordinary Resolution”	A resolution proposed and passed as such by a majority consisting of seventy-five per cent. or more of the total number of votes cast for and against such resolution.
“Holder”	A holder of Units in the Trust.
“MCIM”	Martin Currie Investment Management Limited.
“Managers”	Legg Mason Asset Management Singapore Pte. Limited.
“Prospectus”	The prospectus of the Trust lodged with the Authority on 3 April 2017, replacing the prospectus of the Trust registered by the Authority on 14 September 2016.
“SGD” or “S\$”	Singapore dollar.
“Target Fund”	Legg Mason Martin Currie Southeast Asia Trust.
“Target Fund Prospectus and PHS”	The prospectus for the Target Fund registered by the Authority on or around 1 August 2017 and the accompanying product highlights sheet for the Target Fund.
“Termination and Automatic Switching Proposal”	The proposal as described in this Circular to terminate the Trust, and upon termination of the Trust, to carry out the Automatic Switching.
“Termination Proposal”	The proposal as described in this Circular to terminate the Trust, without the Automatic Switching.
“Trust”	Legg Mason Asian Enterprise Trust.
“Trustee”	HSBC Institutional Trust Services (Singapore) Limited.
“Units”	Units in the Trust.

ATTACHMENT 1

Investment objective, focus and approach/policy of the Trust and the Target Fund

	Trust	Target Fund
Investment objective	<p>The investment objective of the Trust is the long-term capital appreciation of the assets of the Trust by investing primarily in equity securities of corporations in Asia (excluding Japan) with an emphasis on such corporations whose equity capitalisation is, in the view of the Sub-Manager of the Trust (Havenport Asset Management Pte. Ltd.), small to medium at the time of investment in relation to any of the markets in Asia (excluding Japan) in which the Trust is permitted to invest. The countries in which the Trust invests or may invest in are Australia, China, Hong Kong, India, Indonesia, Korea, Malaysia, New Zealand, Pakistan, the Philippines, Singapore, Sri Lanka, Taiwan, Thailand and any other countries in Asia (excluding Japan) that are, in the view of the Sub-Manager, recognised investment markets.</p>	<p>The objective of the Target Fund is to achieve medium to long-term capital appreciation by investing at least 70% of the Target Fund in securities issued by companies that are incorporated, domiciled or listed, or have a significant economic interest, in South and South-East Asia countries.</p>
Investment focus and approach /policy	<p>The Sub-Manager intends to place an emphasis on Asian companies demonstrating strong secular growth trends, reflecting the rich investment opportunities in the Asian region. Emphasis is placed on identifying the best investment opportunities and on calibration of the right investment weight to develop a focused and yet adequately diversified portfolio.</p> <p>The Sub-Manager views the Asian markets as dynamic, high-growth and rapidly expanding, yet persistently inefficient and volatile, offering long-term investors the opportunity to exploit such inefficiencies. The Sub-Manager's strategy uses a systematic, thematic approach in information gathering and analyses to capture periodic market mis-pricing where there are sufficient</p>	<p>The Manager of the Target Fund (Legg Mason Asset Management Singapore Pte. Limited) and Sub-Manager of the Target Fund (Martin Currie Investment Management Limited) intends to place an emphasis on Asian companies (that is, those companies which have yet to gain the attention of the market) demonstrating strong secular growth trends, reflecting the rich investment opportunities in the Asian region. Emphasis is placed on identifying the best investment opportunities and on calibration of the right investment weight to develop a focused and yet adequately diversified portfolio.</p> <p>The Manager and Sub-Manager views the Asian markets as dynamic, high-growth and rapidly expanding, yet</p>

Trust

market signals and data points available. The Sub-Manager intends to devote more of their internal research resources to seek out and analyze mid-cap and small-cap stocks where opportunities for significant securities mis-pricing are more abundant.

Target Fund

persistently inefficient and volatile, offering long-term investors the opportunity to exploit such inefficiencies. The Manager’s and Sub-Manager’s strategy uses a systematic approach in information gathering and analysis to capture periodic market mis-pricing where there are sufficient market signals and data points available. The Manager and Sub-Manager intends to devote more of their internal research resources to seek out and analyze mid-cap and small-cap stocks where opportunities for significant securities mis-pricing are more abundant.

Sub-manager of the Target Fund, Martin Currie Investment Management Limited

Martin Currie Investment Management Limited (“MCIM”)

MCIM was appointed as the sub-manager of the Target Fund with effect from 1 August 2017 and manages the Target Fund together with the Manager of the Target Fund.

MCIM is an indirect wholly-owned subsidiary of Legg Mason, Inc.. MCIM is authorised and regulated by the Financial Conduct Authority in the United Kingdom.

MCIM is organised under the laws of Scotland. Since MCIM was founded in 1881, it has been managing a range of collective investment schemes and discretionary funds for a global client base across institutions and retail markets. MCIM began investing in global equities in the 1920s, developing their Asian and emerging-market capabilities thereafter. Today, MCIM is an active equity specialist investment firm driven by fundamental research and specialised in managing stock-focused portfolios.

As at 31 March 2017, MCIM had approximately US\$18.1 billion of assets under its management.

Past performance of MCIM is not necessarily indicative of its future performance.

Inclusion under CPFIS

Both the Trust and the Target Fund are included under the CPFIS – Ordinary Account for investment by CPF members. However, please note that the Target Fund will be undergoing a re-evaluation by the CPF Board

	Trust	Target Fund
CPFIS Risk Classification	Higher Risk – Narrowly Focused – Regional - Asia	Higher Risk – Narrowly Focused – Regional- Asia

Fees and charges payable by the Trust and Class A (SGD) Accumulating of the Target Fund

	Trust	Target Fund
Annual Management Fee	<u>Current</u> : 1.5% p.a. <u>Maximum</u> : 1.5% p.a.	<u>Current</u> : 1.5% p.a. <u>Maximum</u> : 1.5% p.a.
Annual Trustee Fee	<u>Current</u> : 0.09% p.a. on 1st S\$10 million. 0.065% p.a. on balance of S\$10 million and above <u>Maximum</u> : 0.25% p.a. subject always to a minimum of S\$15,000 p.a.	<u>Current</u> : 0.09% p.a. on 1st S\$10 million. 0.065% p.a. on balance of S\$10 million and above <u>Maximum</u> : 0.25% p.a. subject always to a minimum of S\$15,000 p.a.
Other substantial fees and charges (i.e. 0.1% or more of the Trust's /Target Fund's asset value)*	0.83% (transaction costs)	0.75% (transaction costs)

*Based on the audited accounts for the financial year ended 31 March 2017.

APPENDIX B

**LEGG MASON ASIAN ENTERPRISE TRUST
NOTICE OF MEETING OF HOLDERS**

NOTICE IS HEREBY GIVEN that a meeting of the holders of the units (“**Holders**”) in Legg Mason Asian Enterprise Trust (the “**Trust**”), will be held at **11:00 am Singapore Time on 23 October 2017 at 1 George Street, #23-02, Singapore 049145** (the “**Meeting**”) to consider and, if thought fit, to pass the following Resolutions, each of which will be proposed as an Extraordinary Resolution in relation to the Trust.

EXTRAORDINARY RESOLUTIONS

RESOLUTION 1 (Termination and Automatic Switching Proposal)

THAT:

- (a) the trust deed of the Trust (as amended) (the “**Deed**”) be modified in the manner set out in the Annex to this Notice of Meeting with effect from such date as the managers of the Trust (the “**Managers**”) and the trustee of the Trust (the “**Trustee**”) may agree; and
- (b) the Trust be terminated on 1 December 2017 or such later date as the Managers may, in consultation with the Trustee, determine.

In view of the above, the Managers and the Trustee be authorised to take all such steps (including without limitation, making such modifications, alterations or additions to the Deed as may be agreed between the Managers and the Trustee) as they may consider necessary, desirable or expedient in order to give effect to this Resolution 1.

RESOLUTION 2 (Termination Proposal)

THAT *if Resolution 1 is not passed at the meeting of Holders*, the Trust be terminated on 1 December 2017 or such later date as the Managers may, in consultation with the Trustee, determine.

In view of the above, the Managers and the Trustee be authorised to take all such steps (including without limitation, making such modifications, alterations or additions to the Deed as may be agreed between the Managers and the Trustee) as they may consider necessary, desirable or expedient in order to give effect to this Resolution 2.

Dated this **14 August 2017**

BY ORDER OF THE MANAGERS

Legg Mason Asset Management Singapore Pte. Limited

Notes:

1. A Holder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A person appointed to act as a proxy need not be a Holder.
2. The proxy form shall be in writing in the form attached to this Notice of Meeting, made under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney authorised in writing.
3. The proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at **HSBC Institutional Trust Services (Singapore) Limited, 20 Pasir Panjang (East Lobby), #12-21, Mapletree Business City, Singapore 117439**, sent to the attention of **Transfer Agency Team 1** no later than **5:00 pm Singapore Time on 20 October 2017**.
4. If you are an **individual Holder**, and you decide to attend and vote at the Meeting, you are required to bring along your proof of identification. If you appoint a representative to attend and vote on your behalf by naming him/her as your proxy in the proxy form attached and depositing it with HSBC Institutional Trust Services (Singapore) Limited no later than the stipulated time, your representative must bring along the following to the Meeting:

- (a) Proof of identification; and
- (b) A copy of the appointor's (i.e. the Holder) proof of identification.

If you are a **corporate / institutional Holder**, you may appoint a representative to attend and vote on your behalf by naming him/her as your proxy in the proxy form attached and depositing it with HSBC Institutional Trust Services (Singapore) Limited no later than the stipulated time, and have such representative bring along the following to the Meeting:

- (a) Proof of identification; and
- (b) The document evidencing the authority granted by the appointor to the representative.

If you are a **corporate / institutional Holder**, you may also by **resolution of your directors** or other governing body authorise a person to act as your representative at the Meeting and the person so authorised shall be entitled to exercise the powers on your behalf as you could exercise in person if you were an individual, provided that the authorised representative bring along the following to the Meeting:

- (a) Proof of identification; and
- (b) A copy of such resolution which must be certified by a director of the corporation to be a true copy.

5. **You can attend and vote at the Meeting in person only if your Units are registered in your name.** Please note that if you have purchased your Units using cash through any of our distributors, your Units would be registered in the name of the distributor or its nominee for your account. If you have purchased your Units using CPF monies or SRS monies through any of our distributors, your Units may be registered (i) in the name of the distributor or its nominee for your

account, or (ii) in your name. Please confirm with the distributor whether (i) or (ii) applies to you. **If your Units are registered in the name of the distributor or its nominee for your account, you will not be able to attend and vote at the Meeting in person.** However, you may contact the distributor for your account regarding your rights to vote. If you are allowed to vote, please obtain a copy of the voting form from the distributor if you wish to instruct the distributor for your account specifically on how you wish them to exercise your votes on your behalf. If you are allowed to vote and you do not instruct the distributor for your account specifically on how you wish them to exercise your votes on your behalf by submitting a voting form to them, the distributor for your account would be able to exercise or decline to exercise your votes at their discretion, and in such manner as they deem fit.

ANNEX

The Managers propose to modify the Deed by amending Clause 38 of the Deed as follows (amendments **underlined and in bold**):

“38. Manner of Liquidation. Upon the Trust being terminated **all Units of the Trust**~~the Trustee~~ shall, subject to authorisations or directions (if any) given ~~to it~~ by the Holders pursuant to their powers contained in the Schedule hereto, **proceed as follows**~~be automatically switched to Class A (SGD) Accumulating units of the Legg Mason Martin Currie Southeast Asia Trust (the “Target Fund”) in the following manner:~~

- (A) the Trustee shall (i) sell **such** Authorised Investments then remaining in its hands as part of the Deposited Property **as may be directed by the Managers; and/or (ii) retain such Authorised Investments then remaining in its hands as part of the Deposited Property (“retained Authorised Investments”) as may be directed by the Managers.** and shall repay any borrowing effected by the Trust under Clause 19(C) hereof (together with any interest accrued but remaining unpaid) for the time being outstanding and **any** sale shall be carried out and completed in such manner and within such period after the termination of the Trust as the Trustee thinks advisable; **and**
- (B) ~~the Trustee shall from time to time distribute to the Holders in proportion to their respective interests in the Deposited Property all net cash proceeds derived from the realisation of the Deposited Property and available for the purposes of such distribution Provided That the Trustee shall not be bound (except in the case of the final distribution) to distribute any of the moneys for the time being in its hands the amount of which is insufficient to pay \$1 in respect of each undivided share in the Deposited Property and Provided Also That~~ the Trustee shall be entitled to retain out of any moneys in its hands as part of the Deposited Property under the provisions of this Clause full provision for all fees, costs, charges, expenses, claims and demands incurred, made or apprehended by the Trustee in connection with or arising out of the liquidation of this Trust and out of the moneys so retained to be indemnified and saved harmless against any such costs, charges, expenses, claims and demands; **and**
- (C) **instead of distributing to the Holders in proportion to their respective interests in the Deposited Property all net cash proceeds derived from the realisation of the Deposited Property and any other monies or retained Authorised Investments forming part of the Deposited Property and available for the purposes of such distribution, the Managers and the Trustee shall as soon as practicable, take such actions as they deem fit, to use the net cash proceeds derived from the realisation of the Deposited Property and any other monies or retained Authorised Investments forming part of the Deposited Property and available for the purposes of distribution (after deducting such amount as the Trustee is entitled to retain under Clause 38(B))(the “proceeds”) to subscribe for Class A (SGD) Accumulating units of the Target Fund at the prevailing issue price of such units of the Target Fund, which shall be issued to the Holders and the Managers pro rata to their respective original interests in the Trust. The Managers shall not impose any Realisation Charge or exchange/switching fee or initial sales charge on the proceeds used to subscribe for the Class A (SGD) Accumulating units of the Target Fund pursuant to the automatic switching of Units described in this Clause 38. Every such distribution shall be made, to the Holders in accordance with the provisions of Clause 22(A) hereof and upon delivery to the Trustee of such form of request for payment as the Trustee shall in its**

~~**absolute discretion require. Any unclaimed proceeds or other cash held by the Trustee under the provisions of this Clause may at the expiration of 12 months from the date upon which the same were payable be paid into court subject to the right of the Trustee to deduct therefrom any expenses it may incur in making such payment.**~~

APPENDIX C

LEGG MASON ASIAN ENTERPRISE TRUST

PROXY FORM

I/We* _____ (name) of _____ (address) a holder (“Holder”) of _____ (state number of units you own) units (the “Units”) in **Legg Mason Asian Enterprise Trust** (the “Trust”) hereby appoint _____ (name of appointed proxy) of _____ (address of appointed proxy) and failing him/her*, the Chairman of the Meeting as my/our* proxy to attend and vote for me/us* on my/our* behalf at the Holders’ meeting (the “Meeting”) to be held at **11:00 am Singapore Time on 23 October 2017, at 1 George Street, #23-02, Singapore 049145** and at any adjournment thereof, on:

- 1) Resolution 1 (Termination and Automatic Switching Proposal); and
- 2) Resolution 2 (Termination Proposal),

each of which being proposed as an Extraordinary Resolution set out in the Notice of Meeting of Holders dated **14 August 2017**.

I/We* direct my/our* proxy to vote in the manner as indicated below.

If no specific direction as to the manner of voting is given, my/our* proxy may vote or abstain at his/her* discretion as he/she* will on any other matter arising at the Meeting.

* Delete as necessary

EXTRAORDINARY RESOLUTIONS	To be used on a show of hands		To be used in the event of a poll (Number of votes)	
	For [#]	Against [#]	For ^{##}	Against ^{##}
RESOLUTION 1 (Termination and Automatic Switching Proposal)				
RESOLUTION 2 (Termination Proposal)				

[#] Please indicate how you wish to vote, i.e., either “For” or “Against” with a “✓” within the appropriate box provided.

If you wish to use all your votes "For" or "Against", please indicate with a "✓" within the appropriate box provided. Otherwise, please indicate the number of your votes to be used "For" and "Against".

Dated this _____ day of _____ 2017.

Signature(s) of Holder / common seal of corporate Holder

IMPORTANT NOTES:

- This proxy form is only applicable for investors whose Units are registered in their own names.** If you have purchased your Units using cash through any distributor of the managers of the Trust (the "**Managers**"), your Units would be registered in the name of the distributor or its nominee for your account. If you have purchased your Units using CPF monies or SRS monies through any distributor of the Managers, your Units may be registered (i) in the name of the distributor or its nominee for your account or (ii) in your name. Please confirm with the distributor whether (i) or (ii) applies to you. **If your Units are registered in the name of the distributor or its nominee for your account, you would not be able to attend or vote at the Meeting or appoint a proxy to attend or vote at the Meeting on your behalf.**
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at **HSBC Institutional Trust Services (Singapore) Limited, 20 Pasir Panjang (East Lobby), #12-21, Mapletree Business City, Singapore 117439**, sent to the attention of **Transfer Agency Team 1** no later than **5:00 pm Singapore Time on 20 October 2017**.
- The instrument appointing a proxy must be in writing under the hand of the appointer or of his/her attorney duly authorised in writing. Where the appointer is a corporation, the instrument appointing a proxy must be executed either under the common seal of the corporation or under the hand of its officer or attorney authorised in writing.
- The Managers shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed or illegible or where the true intention of the appointor is not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy.
- By submitting an instrument appointing a proxy, the appointer: (i) consents to the collection, use and disclosure of the appointer's personal data by Legg Mason Asset Management Singapore Pte. Limited, HSBC Institutional Trust Services (Singapore) Limited and their respective service providers and agents (collectively, "**Recipients**") for the purpose of the processing and administration of proxies appointed for the Meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting, and in order for the Recipients to comply with any applicable laws, regulations and/or requirements under the trust

deed of the Trust, as amended (collectively, the “**Purposes**”); (ii) warrants that where the appointer discloses the personal data of a proxy to the Recipients, the appointer has obtained the prior consent of such proxy for the collection, use and disclosure by the Recipients of the personal data of such proxy for the Purposes; and (iii) agrees to indemnify the Recipients in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the appointer’s breach of such warranty or any act or omission on the appointer’s part that causes the Recipients to be in breach of the Personal Data Protection Act 2012, No 26 of 2012.