

GUINNESS ASSET MANAGEMENT FUNDS PLC (THE "COMPANY")

UNITED KINGDOM COUNTRY SUPPLEMENT

This Country Supplement, dated 11 February 2011, forms part of, and should be read in the context of, and in conjunction with, the prospectus for the Company dated 11 February 2011 (the "Prospectus"). This document replaces the United Kingdom Country Supplement dated 6 January 2011.

The Directors of the Company, whose names appear in the Prospectus under the heading "Directory", accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

All capitalised terms herein contained shall have the same meaning in this document as in the Prospectus, unless otherwise indicated.

The Directors wish to inform Shareholders and prospective investors in the Company or any of its Funds of the following:

ADDITIONAL INFORMATION FOR INVESTORS IN THE UNITED KINGDOM ("UK")

The Company is an open-ended umbrella type investment company, with segregated liability between each of its Funds, incorporated and authorised in Ireland as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2003 (S.I. No. 211 of 2003), as amended (the "Regulations").

The Company, and its existing Funds, as detailed below, have been recognised in the UK by the Financial Services Authority (the "FSA") pursuant to section 264 of the Financial Services and Markets Act 2000 (the "FSMA").

The FSA has not approved and takes no responsibility for the contents of the Prospectus or for the financial soundness of the Company or any of its Funds or for the correctness of any statements made or expressed in the Prospectus.

The existing Funds of the Company are as follows:

- Guinness Alternative Energy Fund
- Guinness Asia Focus Fund
- Guinness China & Hong Kong Fund
- Guinness Global Energy Fund
- Guinness Global Equity Income Fund
- Guinness Global Money Managers Fund
- Guinness Global Thematic Equity Fund

Facilities Agent

In connection with the Company's recognition under section 264 of the FSMA, the Company, by way of a UK Facilities Agent Agreement dated 18 January, 2008, has appointed Guinness Asset Management Limited (the "Facilities Agent") to maintain the facilities required of a recognised scheme pursuant to the rules contained in the Collective Investment Schemes Sourcebook ("COLL") published by the FSA as part of the FSA's Handbook of Rules and Guidance governing recognised schemes.

The facilities will be located at the offices of the Facilities Agent at 14 Queen Anne's Gate, London SW1H 9AA, United Kingdom.

At these facilities, any person may:

1. inspect (free of charge) a copy (in English) of:
 - (a) the Company's Articles of Association, the Regulations, the Material Contracts, and any subsequent amendments thereto;
 - (b) the most recent Prospectus issued by the Company, as the same may be amended and supplemented from time to time;
 - (c) the most recent Simplified Prospectus issued by the Company;
 - (d) the latest annual and half-yearly reports of the Company; and
 - (e) any other documents required from time to time by COLL to be made available.
2. obtain a copy of any of the above documents (free of charge in the case of documents (b) and (c));
3. obtain information (in English) about the prices of Shares;
4. redeem or arrange for the redemption of its Shares and obtain payment in relation to such redemption; any redemption requests received by the UK Facilities Agent shall be sent to Capita Financial Administrators (Ireland) Limited, the administrator of the Company, for processing.
5. make a complaint about the operation of the Company, which complaint the Facilities Agent will transmit to the Company; and
6. obtain, free of charge, details or copies of any notices which have been given or sent to Shareholders.

Fees and Expenses

The Facilities Agent shall not receive a fee for its services.

United Kingdom Taxation

The following is intended as a general guide to UK tax treatment of ownership of the Shares. This information is based on the law as enacted in the UK on the date of this Prospectus, is subject to changes therein (possibly with retrospective effect) and is not exhaustive. The summary applies only to persons who hold their Shares beneficially as an investment and not for trading or other purposes and (save where expressly referred to) who are resident in the UK for UK tax purposes. The information given is by way

of general summary only and does not constitute legal or tax advice to any person. Shareholders and prospective investors who are in any doubt about their tax position, or who are taxable in a jurisdiction other than the UK, should obtain detailed tax advice.

The Company

The Directors intend that the affairs of the Company should be managed and conducted so that it does not become resident in the UK for UK taxation purposes. Accordingly, and provided that the Company does not carry on a trade in the UK through a permanent establishment situated in the UK for corporation tax purposes, or through a branch or agency situated in the UK within the charge to income tax, the Company will not be subject to UK corporation tax or income tax on income and capital gains arising to it, save as noted below in relation to possible withholding tax on certain UK source income. The Directors intend that the affairs of the Company are conducted so that no such permanent establishment, branch or agency will arise insofar as this is within their control, but it cannot be guaranteed that the conditions necessary to prevent any such permanent establishment, branch or agency coming into being will at all times be satisfied.

Certain interest and other income received by the Company which has a United Kingdom source may be subject to withholding taxes in the UK.

UK shareholders

The Offshore Funds Regulations provide that if an investor who is resident or ordinarily resident in the UK for taxation purposes holds an interest in an “offshore fund” (as defined in the UK Finance Act 2008), any gain accruing to the investor upon the sale, redemption or other disposal of that interest (including a deemed disposal on death) will be taxed at the time of such sale, redemption or other disposal as income (“offshore income gains”) and not as a capital gain, unless that offshore fund has been a “reporting fund” throughout the period during which the investor holds that interest. Each Class of Share of each Fund of the Company is an “offshore fund” for the purposes of the United Kingdom tax legislation.

The Company currently intends that each Class of each Fund will qualify as a “reporting fund” and application will be made to HM Revenue & Customs to obtain “reporting fund” status. However, there can be no guarantee that such status will be obtained and maintained for each period of account of the Funds. The effect of obtaining “reporting fund” status would be that any gains arising to individual Shareholders resident or ordinarily resident in the United Kingdom on a sale, redemption or other disposal of Shares would be taxed as capital gains and not as offshore income gains.

Subject to their personal circumstances, persons resident in the UK for taxation purposes will be liable to UK income tax (or corporation tax on income) on their share of a reporting fund's income attributable to their holding in the Fund, whether or not distributed.

Dated: 11 February 2011