

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-82136; File No. TP 18-03)

November 21, 2017

Order Granting Limited Exemptive Relief from Rule 102 of Regulation M in Connection with Proposed Consolidations Pursuant to Rule 102(e) of Regulation M

I. SUMMARY OF REQUESTED RELIEF

By letter dated November 21, 2017 (the “Request Letter”), counsel for Aberdeen Chile Fund, Inc., a closed-end investment company registered under the Investment Company Act of 1940 with shares listed on the NYSE American LLC, requested limited exemptive relief from Rule 102 of Regulation M under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) in connection with the planned consolidation (each such transaction, a “Consolidation”) of seven other registered and exchange-listed closed-end funds (each, a “Target Fund” and, together, the “Target Funds”)¹ into the Acquiring Fund followed by a tender offer by the Acquiring Fund for a percentage of its outstanding shares (the “Tender Offer”).

The requested exemptive relief is limited solely to relief that would permit the description of the Tender Offer in the proxy solicitation materials that will be provided in connection with the planned Consolidations, as further described below; all other applicable requirements of Regulation M would be complied with.

¹ The Target Funds are Aberdeen Emerging Markets Smaller Company Opportunities Fund, Inc.; Aberdeen Latin America Equity Fund, Inc.; Aberdeen Israel Fund, Inc.; Aberdeen Indonesia Fund, Inc.; Aberdeen Singapore Fund, Inc.; Aberdeen Greater China Fund, Inc.; and The Asia Tigers Fund, Inc. The requestors represent in their Request Letter that, while Aberdeen Chile Fund, Inc. (hereinafter referred to as the “Acquiring Fund”), is not currently aware of any additional funds that are actively considering becoming Target Funds, one or more registered and exchange-listed closed-end funds may be added as Target Funds (before the mailing of the prospectus/proxy statement(s) in late January 2018, as described in the Request Letter), provided that the ability to rely on the requested exemptive relief provided herein with respect to any such additional fund would be contingent upon (1) all of the terms of the Consolidation of such fund into the Acquiring Fund being the same as for the seven funds that are currently Target Funds and (2) the representations in the Request Letter being accurate (and reiterated) with respect to such additional fund in all material respects.

The Funds

The Acquiring Fund is managed by Aberdeen Asset Managers Limited (“AAML”), a registered investment adviser, and each of the Target Funds is managed by AAML and/or by an affiliate thereof that is registered as an investment adviser.² As closed-end funds, the Acquiring Fund and the Target Funds do not continuously offer their shares or provide shareholders with the right to redeem their shares; however, their shares can be purchased and sold on the secondary market.³

The Consolidations

Each Consolidation will be independent from the other Consolidation transactions and effected by the Acquiring Fund that is acquiring all of the assets and liabilities of the respective Target Fund in exchange for newly-issued shares of the Acquiring Fund, the shares of which will be distributed to the Target Fund’s shareholders in a complete liquidation of the Target Fund. Information regarding each Consolidation will be presented in certain proxy solicitation materials, specifically (1) a proxy statement to be sent to the Acquiring Fund’s shareholders (to solicit their vote on the changes to the Acquiring Fund’s investment policies, the issuance of additional shares in connection with the Consolidations, and other related matters) and (2) prospectus/proxy statement(s) to be sent to the shareholders of the Target Funds (which will serve as a prospectus for the offering of shares of the Acquiring Fund and a proxy statement

² Requestors state that, to the extent that one or more funds are added as Target Funds, such funds may be managed by managers who are unaffiliated with AAML.

³ Requestors represent that the Acquiring Fund and each of the Target Funds calculates its net asset value (the “NAV”) per share as of the end of each business day, which are then published on AAML’s website in the early morning hours of the next business day, prior to the opening of trading of the fund’s shares. Requestors also state that the accounting agent for each fund also provides the NAV per share of each fund, in the evening of each business day, to several third-party market data providers who make such information available to their subscribers.

soliciting the shareholders of each Target Fund to vote on the reorganization of such Target Fund into the Acquiring Fund) (hereinafter referred to as the “Proxy Solicitation Materials”).

Tender Offer

Following the conclusion of all of the Consolidations, as further described in the Request Letter, the Acquiring Fund will commence the Tender Offer in which it will offer to purchase shares of the Acquiring Fund at 99% of the NAV per share of the Acquiring Fund. In the Request Letter, the requestors represent that the Tender Offer is intended to provide liquidity to the Acquiring Fund’s shareholders, after the Consolidations, in recognition that the investment focus and strategy of the Acquiring Fund will be different from those of the Acquiring Fund and each Target Fund before the Consolidations. The requestors represent in their Request Letter that, although the Tender Offer will not commence until after the closing of the Consolidations, the material terms of the Tender Offer, including the price and the potential range of the size of the Tender Offer, will be described in the Proxy Solicitation Materials.

The requestors also represent, among other things, the following:

- Because the material terms of the Tender Offer, including the price and the potential range of the size of the Tender Offer, will be fully disclosed in the Proxy Solicitation Materials, the shareholders of the Acquiring Fund and the Target Funds will be able to consider the potential impact of the Tender Offer (including its disclosure) in deciding whether to approve the Consolidations;
- The Acquiring Fund, AAML, any other fund or account that is managed by AAML or any affiliate of AAML, and any other person who is affiliated or related to AAML, will otherwise comply with Regulation M and will not, directly or indirectly, make any (1) purchases of shares of the Acquiring Fund or (2) bids for shares of the

Acquiring Fund, other than the bid represented by the description of the Tender Offer in the Proxy Solicitation Materials in connection with the Consolidations, during the applicable restricted periods under Regulation M for the distributions of the Acquiring Fund's shares occurring in connection with the Consolidations (the "Restricted Periods");

- The Tender Offer (and its disclosure) will have no effect on the number of shares of the Acquiring Fund that will be received by the shareholders of each Target Fund as part of each applicable Consolidation (because such number will be based on the NAVs of the Acquiring Fund and the respective Target Fund), and no condition to the closing of the Consolidations relates to the Tender Offer;
- The Tender Offer, which will be conducted in compliance with Rule 13e-4 under the Exchange Act, will not commence until after the conclusion of all of the Consolidations, which will also be after the end of the Regulation M Restricted Periods;
- The Tender Offer will be made at a known percentage (99%) of the NAV per share of the Acquiring Fund without regard to the trading price of the Acquiring Fund's or the Target Funds' shares; and
- At each Target Fund, a significant percentage of the shareholders that will be eligible to vote on whether to approve the respective Consolidation are institutional shareholders.

II. RULE 102 OF REGULATION M

Rule 102 of Regulation M is an anti-manipulation rule that prohibits issuers, selling security holders, or any affiliated purchaser of such person from, directly or indirectly, bidding

for, purchasing, or attempting to induce any person to bid for or purchase a covered security during the applicable restricted period in connection with a distribution of securities effected by or on behalf of the issuer or selling security holder. As a result of the Consolidations, the Acquiring Fund will be engaged in distributions of its shares subject to Rule 102 of Regulation M.⁴ The disclosure in the Proxy Solicitation Materials of the Tender Offer that is to be conducted following the Consolidations, constitutes a “bid” during the Regulation M Restricted Periods.⁵

Based on the representations and facts presented in the Request Letter, particularly that the Tender Offer is being fully disclosed to the shareholders when they are considering whether to approve the Consolidations and, thus, the Tender Offer (including its disclosure) should not result in any harm to shareholders, or have any effect on the financial terms of the Consolidations (which are based on the Funds’ NAV per share rather than on their trading price), and the fact that the Tender Offer is intended to benefit shareholders by providing them with an opportunity to tender their shares of the Acquiring Fund after the Consolidations at a price close to the NAV per share (in recognition of the fact that the Acquiring Fund will have different investment goals and strategies than the fund that the shareholders originally invested in), the Commission finds that it is appropriate in the public interest and consistent with the protection of investors to grant a limited exemption under paragraph (e) of Rule 102.

⁴ 17 CFR 242.102.

⁵ The requestors in their Request Letter represent that the Restricted Period for each Consolidation is expected to begin in late January 2018 when the prospectus/proxy statement(s) are scheduled to be mailed to the shareholders of the Trust Funds and continue until March 16, 2018, when the special meetings of the Target Funds are scheduled to occur. The requestors also represent that, while the Restricted Periods for the Consolidations are expected to occur over the same time periods, the proxy solicitation periods and voting dates for the Target Funds may vary to some extent from Consolidation to Consolidation such that the Restricted Periods may vary somewhat from Consolidation to Consolidation.

The exemption from Rule 102(a) is solely to permit the description of the Tender Offer in the Proxy Solicitation Materials, subject to the condition that, other than the bid represented by the description of the Tender Offer in the Proxy Solicitation Materials, the Acquiring Fund, AAML, any other fund or account that is managed by AAML or any affiliate of AAML, or any other person affiliated or related to AAML, will otherwise comply with Regulation M and will not, directly or indirectly, make any bids for or purchases of shares of the Acquiring Fund during the Regulation M Restricted Periods.

III. CONCLUSION

IT IS HEREBY ORDERED, pursuant to Rule 102(e) of Regulation M, that, based on the representations and the facts presented in the Request Letter, limited exemptive relief from the requirements of Rule 102 is granted solely with respect to the description of the Tender Offer in the Proxy Solicitation Materials, subject to the condition that, with the exception of the bid that is represented by the description of the Tender Offer in the Proxy Solicitation Materials, the Acquiring Fund, AAML, any other fund or account managed by AAML, any affiliate of AAML, or any other person affiliated or related to AAML, will otherwise comply with Regulation M and will not, directly or indirectly, make any bids for or purchases of shares of the Acquiring Fund during the Regulation M Restricted Periods.

In the event that any material change occurs in the facts or representations in the Request Letter, the requestors shall promptly present the facts to staff in the Division of Trading and Markets for consideration. This limited exemption is subject to modification or revocation at any time the Commission determines that such action is necessary or appropriate in furtherance of the purposes of the Exchange Act. In addition, persons relying on this limited exemption are directed to the anti-fraud and anti-manipulation provisions of the Exchange Act, particularly

Sections 9(a) and 10(b), and Rule 10b-5 thereunder. Responsibility for compliance with these and any other applicable provisions of the federal securities laws must rest with the persons relying on this exemption. This Order should not be considered a view with respect to any other question that the proposed transactions may raise, including, but not limited to the adequacy of the disclosure concerning, and the applicability of other federal or state laws to, the proposed transactions.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁶

Eduardo A. Aleman
Assistant Secretary

⁶ 17 CFR 200.30-3(a)(6) and (9).