

20191227-4

瀚亞證券投資信託股份有限公司 函

地址：(110)台北市信義區松智路1號4樓

電話：(02)8758-6688 分機 1793,1792,1791

聯絡人：吳旻純,李書新,游琇惠

受文者：境外基金銷售機構

速別：速件

密等級解密條件：

發文日期：中華民國 108 年 12 月 20 日

發文字號：(108)瀚亞字第 0707 號

附件：如文

主旨：謹通知本公司總代理之瀚亞投資境外基金將於西元 2020 年 1 月 17 日
召開臨時股東會，詳如說明，敬請 查照。

說明：

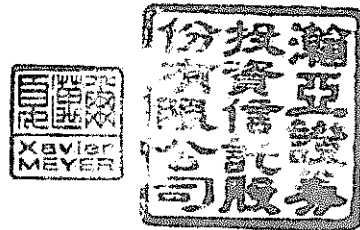
- 一、本公司總代理之瀚亞投資境外基金將於西元 2020 年 1 月 17 日上午 11 時（盧森堡時間），於註冊辦公室（26 boulevard Royal, L-2449 Luxembourg）召開臨時股東會。本次股東會議程為修訂公司章程，修訂內容已載明於西元 2019 年 12 月 17 日之股東通知書。
- 二、隨函附上股東通知書及投票委託書，請惠予參考，並依文件內容行使您的權利；同時也請務必支持並贊成各討論事項。考量開會地點及成本因素，若您無法親自出席，請務必將投票委託書於西元 2020 年 1 月 13 日中午 12 時前（台灣時間），以傳真或郵寄方式交付本公司。
傳真：(02)8780-8056
地址：(110)台北市信義區松智路 1 號 4 樓 基金服務部收
- 三、投票委託書之填寫請以英文版為主，中文版僅供參考使用。
- 四、如對本函有任何疑問，請與本公司連絡（客服電話：0800-068-080）。

正本：台灣銀行信託部、土地銀行信託部、合作金庫商業銀行信託部、第一商業銀行信託處、華南商業銀行信託部、彰化商業銀行信託處、花旗(台灣)商業銀行財富管理暨企劃行銷處、上海商業儲蓄銀行信託部、台北富邦商業銀行信託部、台北富邦商業銀行投資商品處、國泰世華商業銀行信託部、國泰世華商業銀行財富管理商品部、高雄銀行信託部、兆豐國際商業銀行信託部、王道商業銀行信託部、台灣中小企業



銀行信託部、台中商業銀行信託部、京城商業銀行信託部、香港商香港上海匯豐銀行股份有限公司、匯豐台灣商業銀行財富管理部(CVM WD)、法商法國巴黎銀行、渣打國際商業銀行、華泰商業銀行、臺灣新光商業銀行信託部、陽信商業銀行信託部、陽信商業銀行財富管理部、板信商業銀行股份有限公司、三信商業銀行信託部、聯邦商業銀行財富管理部、元大商業銀行信託部、永豐銀行理財商品部、玉山商業銀行、凱基商業銀行信託部、星展(台灣)商業銀行股份有限公司、台新國際商業銀行信託部、日盛國際商業銀行、安泰商業銀行個金產品行銷部、中國信託商業銀行信託部、瑞士商瑞士銀行股份有限公司、日盛證券股份有限公司、日盛證券股份有限公司財富管理部、群益金鼎證券股份有限公司、永豐金證券股份有限公司、凱基證券股份有限公司、元富證券股份有限公司、大昌證券股份有限公司、兆豐證券股份有限公司、富邦證券股份有限公司、元大證券股份有限公司、基富通證券股份有限公司、萬寶證券投資顧問股份有限公司、永豐證券投資顧問股份有限公司、先鋒證券投資顧問股份有限公司、鉅亨證券投資顧問股份有限公司、核聚證券投資顧問股份有限公司、富盛證券投資顧問股份有限公司、保誠人壽保險股份有限公司、安聯人壽保險股份有限公司、全球人壽保險股份有限公司、台銀人壽保險股份有限公司、中國人壽保險股份有限公司、南山人壽保險股份有限公司、國泰人壽保險股份有限公司、法國巴黎人壽保險股份有限公司(SPM)、合作金庫人壽保險股份有限公司(SPM)、英屬百慕達商安達人壽保險股份有限公司台灣分公司、英屬百慕達商安達人壽保險股份有限公司國際保險業務分公司、富邦人壽保險股份有限公司、國際康健人壽保險股份有限公司、台灣人壽保險股份有限公司、第一金人壽保險股份有限公司、台新證券投資顧問股份有限公司、國泰證券投資顧問股份有限公司、元大證券投資顧問股份有限公司、國泰證券投資信託股份有限公司

副本：





請注意：中譯文係由本公司進行翻譯作為參考使用，若有任何疑問，請以境外基金機構所寄發之英文原文為準。

瀚亞投資

Société d'Investissement à Capital Variable
26, boulevard Royal, L-2449 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 81.110

盧森堡，2019年12月17日

親愛的股東：

您已受邀參加瀚亞投資（以下簡稱「本公司」）將於2020年1月17日上午11時（歐洲中部時間）於本公司註冊辦公室（26 boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg）召開的臨時股東會（以下簡稱「本會議」），議程如下：

議程

1. 隨著1915年8月10日盧森堡法律（以下簡稱「1915法律」）中有關商業公司的部分不時地修訂的現代化，對公司章程（以下簡稱「章程」）進行了修訂，以及一些其他更新，包括但不限於：
 - a. 第4條—增訂董事會將註冊辦公室遷移至盧森堡的另一個城市的可能性；增訂另外一個案例（卓越的經濟發展），允許董事會將本公司註冊辦公室暫時遷移至國外
 - b. 第5條—闡明本公司資本由繳足的股份代表
 - c. 第6條—刪除發行股份證書的內容；增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性
 - d. 第7條—刪除第7條有關股份證書的遺失或毀損
 - e. 第8條—闡明董事會可以限制或阻止對本公司股份的所有權，如果董事會認為這種所有權可能導致在盧森堡或國外違反法律，並使本公司在盧森堡大公國以外的國家納稅或對本公司造成損害；刪除無記名股票和股份證書的內容；增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性
 - f. 第10條—刪除年度股東常會的日期和時間；增訂透過視訊會議或其他電子通訊方式組織股東會的可能性；增訂維護出席者名單的法律義務
 - g. 第12條—增訂透過掛號信或股東個別接受的任何其他通信方式向股東發送通知的可能性；確認有關股東常會的文件將可在註冊辦公室取得；增訂透過網站或網路的電子儲存服務提供文件的可能性；確認如果所有股東均出席或代表出席，他們可以放棄召集程序；增訂 *RESA - Recueil Electronique des Sociétés et Associations*，而不是 *Mémorial, Recueil des Sociétés et Associations*
 - h. 第14條—增訂在董事會成員中選擇董事長的可能性（非義務）；更新書面通知、同意和董事會出席委託書的通訊方式；增訂決議公告應被視為在本公司註冊辦公室進行
 - i. 第16條—增訂確認董事會擁有執行所有處理、管理和行政行為的最廣泛權力，包括未明示保留予股東的所有權力的一般內容；增訂有關成立董事委員會的其他內容；增

請注意：中譯文係由本公司進行翻譯作為參考使用，若有任何疑問，請以境外基金機構所寄發之英文原文為準。

- 訂本公司將任何子基金的 100%淨資產投資於非歐盟會員國發行或擔保的可轉讓證券和貨幣市場工具的可能性，該行為已被 CSSF 所接受並已於公開說明書說明
- j. 第 17 條－根據 1915 年法律的要求，更新利益衝突處理的內容
 - k. 第 21 條－刪除股份證書的內容
 - l. 第 23 條－由存託機構取代保管人的內容；刪除股份證書的內容
 - m. 第 27 條－增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性
 - n. 第 28 條－刪除第 28 條 master - feeder 的名詞，因為其已包含在第 16, 3. (h)條內。
2. 重新編號章程，為每條增訂面額，並全面重述章程。
3. 任何其他業務

修訂後的公司章程全文（帶有追蹤修訂）可應要求提供並可在本公司註冊辦公室免費取得。

如果本會議同意，這些變更將於 2020 年 1 月 20 日生效。

請見下述根據本公司章程、公開說明書的規定以及盧森堡的法令規範召集和舉行本會議的一般規則：

召集通知

載有議程的通知應於本會議召開至少 21¹天前寄送至每個股東在股東名冊上的地址。這封信構成該通知。

此外，依法律要求，通知並應公告在 RESA - *Recueil Electronique des Sociétés et Associations*、盧森堡報紙和本公司董事會決定的其他報紙。

法定人數—多數要求

每個完整股份均有一表決權。

本會議議程上的決議應由至少一半的資本的法定人數出席或代表出席來通過。如果未達此法定人數，則將考慮召集第二次會議，無論所代表的股份數是多少。在這兩次會議中，決議都必須由至少三分之二的出席或代表出席股東的表決權來通過。

上述法定人數和多數要求應根據相關會議日前第五天午夜（盧森堡時間），也就是「紀錄日」發行並流通在外的股數來決定。

代表—授權書

¹章程規定該通知應於本會議召開至少 8 天前以郵件方式寄送給每個股東。但是，需要另行通知香港證券及期貨事務監察委員會，以確保香港投資人有足夠時間來考慮和回應該文件。在這樣情況下，提前 21 天通知是必要的。

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如果您無法親自出席本會議並希望代表出席，您有權指定一名代表代替您投票。代表股東必須是本公司股東。請最遲於 2020 年 1 月 16 日盧森堡營業結束前，完成填寫隨附的委託書並寄至以下地址，我們將不勝感激：

- The Bank of New York Mellon SA/NV Luxembourg branch.
收件人：Transfer Agency
2-4 rue Eugène Ruppert, L-2453 Luxembourg
Grand Duchy of Luxembourg

或傳真至：+(352) 24 52 42 33 或將委託書 pdf 檔寄至以下電子郵件信箱：LUXMB-TAControl@bnymellon.com。

並將委託書正本郵寄至本公司註冊辦公室。

瀚亞投資

附件：

1. 允許股東指派代表出席本會議的委託書。

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臨時股東會委託書
需於 2020 年 1 月 16 日前透過郵件或傳真回覆

(請以正楷填寫)

委託人：_____

本人/我們，即上述簽署人（以下簡稱「股東」），作為瀚亞投資（以下簡稱「本公司」），一擁有可變動資本(*société d'investissement à capital variable*)，且符合依 2010 年 12 月 17 日修訂與集合投資事業體有關的法律（以下簡稱「2010 法律」）第 I 部分的定義所成立的投資於可轉讓證券的集合投資事業體，註冊辦公室地址為：26, boulevard Royal, L-2449 Luxembourg，並登記於盧森堡 *Registre de Commerce et des Sociétés*，登記編號 B 81.110 的投資公司的股東，對登記於本公司股東名冊上的本人/我們所有股份，提出不可撤銷之委託，委由：

- Christophe Bécue, Eastspring Investments (Luxembourg) SA 之行為主管且常駐於盧森堡，或
- Henk Ruitenbergh, Eastspring Investments (Luxembourg) SA 之董事且常駐於盧森堡，或
- 本公司臨時股東會主席，或
- _____

以具有完全權力的身分簽署(i)代表本人/我們出席於 2020 年 1 月 17 日盧森堡時間上午 11 時或其後任一適合日期（為避免疑義，包括任何休會、延期或重新召集），於本公司註冊辦公室舉行的本公司**臨時股東會**（以下簡稱「本會議」），以及(ii)在股東確認已經完全了解的情況下，對下列議案參與討論和表決。

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本會議因下列議程而召開：

1. 隨著 1915 年 8 月 10 日盧森堡法律（以下簡稱「1915 法律」）中有關商業公司的部分不時地修訂的現代化，對公司章程（以下簡稱「章程」）進行了修訂，以及一些其他更新，包括但不限於：
 - a. 第 4 條—增訂董事會將註冊辦公室遷移至盧森堡的另一個城市的可能性；增訂另外一個案例（卓越的經濟發展），允許董事會將本公司註冊辦公室暫時遷移至國外
 - b. 第 5 條—闡明本公司資本由繳足的股份代表
 - c. 第 6 條—刪除發行股份證書的內容；增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性
 - d. 第 7 條—刪除第 7 條有關股份證書的遺失或毀損
 - e. 第 8 條—闡明董事會可以限制或阻止對本公司股份的所有權，如果董事會認為這種所有權可能導致在盧森堡或國外違反法律，並使本公司在盧森堡大公國以外的國家納稅或對本公司造成損害；刪除無記名股票和股份證書的內容；增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性
 - f. 第 10 條—刪除年度股東常會的日期和時間；增訂透過視訊會議或其他電子通訊方式組織股東會的可能性；增訂維護出席者名單的法律義務
 - g. 第 12 條—增訂透過掛號信或股東個別接受的任何其他通信方式向股東發送通知的可能性；確認有關股東常會的文件將可在註冊辦公室取得；增訂透過網站或網路的電子儲存服務提供文件的可能性；確認如果所有股東均出席或代表出席，他們可以放棄召集程序；增訂 *RESA - Recueil Electronique des Sociétés et Associations*，而不是 *Mémorial, Recueil des Sociétés et Associations*
 - h. 第 14 條—增訂在董事會成員中選擇董事長的可能性（非義務）；更新書面通知、同意和董事會出席委託書的通訊方式；增訂決議公告應被視為在本公司註冊辦公室進行
 - i. 第 16 條—增訂確認董事會擁有執行所有處理、管理和行政行為的最廣泛權力，包括未明示保留予股東的所有權力的一般內容；增訂有關成立董事委員會的其他內容；增訂本公司將任何子基金的 100%淨資產投資於非歐盟會員國發行或擔保的可轉讓證券和貨幣市場工具的可能性，該行為已被 CSSF 所接受並已於公開說明書說明
 - j. 第 17 條—根據 1915 年法律的要求，更新利益衝突處理的內容
 - k. 第 21 條—刪除股份證書的內容
 - l. 第 23 條—由存託機構取代保管人的內容；刪除股份證書的內容
 - m. 第 27 條—增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性
 - n. 第 28 條—刪除第 28 條 master - feeder 的名詞，因為其已包含在第 16, 3. (h)條內。

請注意：中譯文係由本公司進行翻譯作為參考使用，若有任何疑問，請以境外基金機構所寄發之英文原文為準。

2. 重新編號章程，為每條增訂面額，並全面重述章程。
3. 任何其他業務

代理股東在此被授權及依下列指示被指示表決（從而，為避免疑義，如無相反的特殊指示，則應被視為只是表決贊成）：

議程重點	贊成	棄權	反對
<p>1. 隨著 1915 年 8 月 10 日盧森堡法律（以下簡稱「1915 法律」）中有關商業公司的部分不時地修訂的現代化，對公司章程（以下簡稱「章程」）進行了修訂，以及一些其他更新，包括但不限於：</p> <p>a. 第 4 條—增訂董事會將註冊辦公室遷移至盧森堡的另一個城市的可能性；增訂另外一個案例（卓越的經濟發展），允許董事會將本公司註冊辦公室暫時遷移至國外</p> <p>b. 第 5 條—闡明本公司資本由繳足的股份代表</p> <p>c. 第 6 條—刪除發行股份證書的內容；增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性</p> <p>d. 第 7 條—刪除第 7 條有關股份證書的遺失或毀損</p> <p>e. 第 8 條—闡明董事會可以限制或阻止對本公司股份的所有權，如果董事會認為這種所有權可能導致在盧森堡或國外違反法律，並使本公司在盧森堡大公國以外的國家納稅或對本公司造成損害；刪除無記名股票和股份證書的內容；增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性</p> <p>f. 第 10 條—刪除年度股東常會的日期和時間；增訂透過視訊會議或其他電子通訊方式組織股東會的可能性；增訂維護出席者名單的法律義務</p> <p>g. 第 12 條—增訂透過掛號信或股東個別接受的任何其他通信方式向股東發送通知的可能性；確認有關股東常會的文件將可在註冊辦公室取得；增訂透過網站或網路的電子儲存服務提供文件的可能性；確認如果所有股東均出席或代表出席，他們可以放棄召集程序；增訂 RESA - <i>Recueil Electronique des Sociétés et Associations</i>，而不是 <i>Mémorial, Recueil des Sociétés et Associations</i></p> <p>h. 第 14 條—增訂在董事會成員中選擇董事長的可能性（非義務）；更新書面通知、同意和董事會出席委託書的通訊方式；增訂決議公告應被視為在本公司註冊辦公室進行</p>			

請注意：中譯文係由本公司進行翻譯作為參考使用，若有任何疑問，請以境外基金機構所寄發之英文原文為準。

議程重點	贊成	棄權	反對
i. <u>第 16 條</u> —增訂確認董事會擁有執行所有處理、管理和行政行為的最廣泛權力，包括未明示保留予股東的所有權力的一般內容；增訂有關成立董事委員會的其他內容；增訂本公司將任何子基金的 100%淨資產投資於非歐盟會員國發行或擔保的可轉讓證券和貨幣市場工具的可能性，該行為已被 CSSF 所接受並已於公開說明書說明 j. <u>第 17 條</u> —根據 1915 年法律的要求，更新利益衝突處理的內容 k. <u>第 21 條</u> —刪除股份證書的內容 l. <u>第 23 條</u> —由存託機構取代保管人的內容；刪除股份證書的內容 m. <u>第 27 條</u> —增訂透過掛號信或股東個別接受的任何其他通訊方式向股東發送通知的可能性 n. <u>第 28 條</u> —刪除第 28 條 master - feeder 的名詞，因為其已包含在第 16, 3. (h)條內。			
2. 重新編號章程，為每條增訂面額，並全面重述章程。			

代理股東被授權得通過、同意及簽署所有會議紀錄或其他文件，及根據盧森堡法律規定，採取且進行任何與在此所同意的充分代理權力有關的必要或有益的措施或決定；亦被授權於盧森堡 Register of Trade and Companies 進行註冊及於盧森堡 RESA - *Recueil Electronique des Sociétés et Associations* 公告。簽署人保證批准無論何時所要求代理股東的所有行為，並補償代理股東因本委託書所生之任何或全部適當的成本及支出。

本委託書以及簽署人與代理股東的權利、義務、和法律責任，隸屬盧森堡大公國的法律管轄，以排除法律衝突的規則。

若本會議因任何原因而休會、延期、或重新召集，本委託書仍有效，且自簽署日起三個月不得撤銷（如股東本人有親自行使此處授權之情事，則該情事不得視為此處之撤銷）。

（請以正楷填寫）

代理股東

姓名：_____ 姓名：_____

職稱：_____ 職稱：_____

_____ 年 _____ 月 _____ 日

請注意：中譯文係由本公司進行翻譯作為參考使用，若有任何疑問，請以境外基金機構所寄發之英文原文為準。

本委託書最遲必須於 2020 年 1 月 16 日盧森堡營業結束前，寄至 The Bank of New York Mellon SA/NV Luxembourg branch，收件人：Transfer Agency Department，地址：2-4 rue Eugène Ruppert, L-2453 Luxembourg，或傳真至：+(352) 24 52 42 33，或將委託書 pdf 檔寄至以下電子郵件信箱：LUXMB-TAControl@bnymellon.com

並將委託書正本郵寄至本公司註冊辦公室。

EASTSPRING INVESTMENTS
Société d'Investissement à Capital Variable
26, boulevard Royal, L-2449 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 81.110

Luxembourg, 17 December 2019

Dear shareholder,

You are invited to attend the extraordinary general meeting of shareholders of Eastspring Investments (the "**Company**"), which will be held at the registered office of the Company, 26 boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, on 17 January 2020 at 11am Central European Standard Time (the "**Meeting**") with the following agenda:

AGENDA

1. Amendment of the articles of incorporation of the Company (the "**Articles**") further to modernisation of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time (the "**1915 Law**"), as well to make certain other updates, including but not limited to:
 - a. Article 4 – Introduction of the possibility for the board of directors to transfer the registered office to another municipality in Luxembourg; Introduction of an additional case (extraordinary economic developments) permitting to the board of directors to temporarily transfer the registered office of the Company abroad
 - b. Article 5 – Clarification that the capital of the Company is represented by fully paid up shares
 - c. Article 6 – Removal of the language on the issuance of share certificates; Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders
 - d. Article 7 – Removal of article 7 on loss or destruction of share certificates
 - e. Article 8 – Clarification that the board of directors may restrict or prevent the ownership of shares in the Company, if, in its sole opinion, such ownership results in a breach of law in Luxembourg or abroad, may make the Company subject to tax in a country other than the Grand Duchy of Luxembourg or may otherwise be detrimental to the Company; Removal of the references to bearer shares and share certificates; Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders

- f. Article 10 – Removal of the date and time of the annual general meeting of the shareholders; Introduction of the possibility to organise shareholder meetings via videoconference or other means of electronic communication; Reference to the legal obligation to maintain an attendance list
- g. Article 12 – Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders; Confirmation that documentation regarding the general meeting will be made available at the registered office; Introduction of the possibility to make documentation available by means of a website or electronic storage service accessible via the internet; Confirmation that if all the shareholders are present or represented, they may waive the convening formalities; Reference to the RESA – *Recueil Electronique des Sociétés et Associations* instead of the *Mémorial, Recueil des Sociétés et Associations*.
- h. Article 14 – Introduction of the possibility (instead of the obligation) for the board of directors to choose a chairman among its members; Update of the means of communication for written notice, consent and proxy for meeting of the board of directors; Reference to the fact that circular resolutions shall be deemed to be taken at the registered office of the Company
- i. Article 16 – Introduction of general language confirming that the board of directors is vested with the broadest powers to perform all acts of disposition, management and administration, including all powers not expressly reserved to the shareholders; Introduction of additional language regarding the establishment of board committees; Introduction of the possibility for the Company to invest up to 100% of the net assets of any Sub-Fund in transferable securities and money market instruments issued or guaranteed by a non-member state of the European Union, accepted by the CSSF and specified in the prospectus
- j. Article 17 – Updated language on the treatment of conflicts of interests in line with the requirements of the 1915 Law
- k. Article 21 – Removal of the references to share certificates
- l. Article 23 - Replacement of the references to custodian by references to depositary; Removal of the references to share certificates
- m. Article 27 - Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders
- n. Article 28 – Removal of article 28 as the wording on master – feeder is already included in article 16, 3. (h).

2. Re-numbering of the Articles, Introduction of denominations for each Article, and full restatement of the Articles.
3. Any other business.

The full text of the revised articles of incorporation (with mark-up changes) is available upon request and free of charge at the registered office of the Company.

The changes will be effective as of 20 January 2020, if approved at the Meeting.

Please find below the general rules which will govern the convening and holding of the Meeting in accordance with the provisions of the articles of incorporation and prospectus of the Company, and Luxembourg laws and regulations:

CONVENING NOTICE

Notices setting forth the agenda shall be sent at least twenty one (21)¹¹ days prior to the meeting to each shareholder at the shareholder's address in the register of shareholders. This letter constitutes the notice.

To the extent required by law, notices shall, in addition, be published on the RESA – *Recueil Electronique des Sociétés et Associations*, in a Luxembourg newspaper, and in such other newspapers as the board of directors of the Company may decide.

QUORUM – MAJORITY REQUIREMENTS

Each entire share is entitled to one vote.

Resolutions on the agenda of the Meeting shall be taken by respecting a quorum of at least one half of the capital present or represented. If such quorum is not met, a second meeting will be called which may deliberate, irrespective of the portion of the shares represented. In both meetings, resolutions must be passed by at least two-thirds of the votes of the shareholders present or represented.

The aforementioned quorum and majority requirements shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the date of the relevant meeting, as referred to as the "record date".

REPRESENTATION – POWER OF ATTORNEY

¹¹ The Articles provide that the notice shall be sent by mail at least eight (8) days prior to the meeting to each shareholder. However, the Securities & Futures Commission of Hong Kong (SFC) requires additional notice to ensure that Hong Kong investors have sufficient time to consider and respond to the documentation. In this case 21 days' prior notice is required.

If you cannot be personally present at the Meeting and wish to be represented, you are entitled to appoint a proxy to vote on your behalf. A proxyholder does not need to be a shareholder of the Company. We would be grateful if the form of proxy, which is enclosed for your convenience, is completed and returned no later than 16 January 2020, close of business in Luxembourg, to the following address:

- The Bank of New York Mellon SA/NV Luxembourg branch
Attn. Transfer Agency
2-4 rue Eugène Ruppert, L-2453 Luxembourg
Grand Duchy of Luxembourg

Or by fax to (+352) 24 52 42 33 or pdf using the following email address LUXMB-TAControl@bnymellon.com.

The original form of proxy shall then be sent by mail to the registered office of the Company.

By Eastspring Investments

Enclosure:

1. Form of proxy allowing the shareholders to be represented at the Meeting.

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING
TO BE RETURNED VIA MAIL OR FAX BEFORE 16 JANUARY 2020**

I/We, the undersigned, _____ (the "**Shareholder**"), being a shareholder of **Eastspring Investments**, an investment company with variable capital (*société d'investissement à capital variable*) qualifying as an undertaking for collective investment in transferable securities within the meaning of Part I of the law of 17 December 2010 relating to undertakings for collective investment, as amended (the "**2010 Law**"), having its registered office at 26, boulevard Royal, L-2449 Luxembourg, and registered with the *Registre de Commerce et des Sociétés* of Luxembourg under the number B 81.110 (the "**Company**"), and with respect to all my/our shares recorded in the register of the Company, hereby gives irrevocable proxy to:

- Christophe Bécue, Conducting Officer at Eastspring Investments (Luxembourg) SA, professionally residing in Luxembourg, or
- Henk Ruitenbergh, Director at Eastspring Investments (Luxembourg) SA, professionally residing in Luxembourg, or
- the chairman of the extraordinary general meeting of the shareholders of the Company, or
- _____

to whom is granted full power of substitution to (i) represent me/us by his/her sole signature at the **extraordinary general meeting of the shareholders** of the Company to be held at the registered office of the Company on 17 January 2020 at 11am Luxembourg time or at any suitable date thereafter (including, for the avoidance of doubt, any adjournment, postponement or reconvening thereof) (the "**Meeting**"), and (ii) participate in the discussions and vote as indicated below regarding the matters mentioned below of which the Shareholder acknowledges having been fully informed.

The Meeting has been called for the following agenda:

1. Amendment of the articles of incorporation of the Company (the "**Articles**") further to modernisation of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time (the "**1915 Law**"), as well to make certain other updates, including but not limited to:
 - a. Article 4 – Introduction of the possibility for the board of directors to transfer the registered office to another municipality in Luxembourg; Introduction of an additional case (extraordinary economic developments) permitting to the board of directors to temporarily transfer the registered office of the Company abroad
 - b. Article 5 – Clarification that the capital of the Company is represented by fully paid up shares
 - c. Article 6 – Removal of the language on the issuance of share certificates; Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders
 - d. Article 7 – Removal of article 7 on loss or destruction of share certificates
 - e. Article 8 – Clarification that the board of directors may restrict or prevent the ownership of shares in the Company, if, in its sole opinion, such ownership results in a breach of law in Luxembourg or abroad, may make the Company subject to tax in a country other than the Grand Duchy of Luxembourg or may otherwise be detrimental to the Company; Removal of the references to bearer shares and share certificates; Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders
 - f. Article 10 – Removal of the date and time of the annual general meeting of the shareholders; Introduction of the possibility to organise shareholder meetings via videoconference or other means of electronic communication; Reference to the legal obligation to maintain an attendance list
 - g. Article 12 – Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders; Confirmation that documentation regarding the general meeting will be made available at the registered office; Introduction of the possibility to make documentation available by means of a website or electronic storage service accessible via the internet; Confirmation that if all the shareholders are present or represented, they may waive the convening formalities; Reference to the RESA – *Recueil Electronique des Sociétés et Associations* instead of the *Mémorial, Recueil des Sociétés et Associations*.
 - h. Article 14 – Introduction of the possibility (instead of the obligation) for the board of directors to choose a chairman among its members; Update of the means of communication for written notice, consent and proxy for meeting of the board of directors; Reference to the fact that circular resolutions shall be deemed to be taken at the registered office of the Company

- i. Article 16 – Introduction of general language confirming that the board of directors is vested with the broadest powers to perform all acts of disposition, management and administration, including all powers not expressly reserved to the shareholders; Introduction of additional language regarding the establishment of board committees; Introduction of the possibility for the Company to invest up to 100% of the net assets of any Sub-Fund in transferable securities and money market instruments issued or guaranteed by a non-member state of the European Union, accepted by the CSSF and specified in the prospectus
 - j. Article 17 – Updated language on the treatment of conflicts of interests in line with the requirements of the 1915 Law
 - k. Article 21 – Removal of the references to share certificates
 - l. Article 23 - Replacement of the references to custodian by references to depositary; Removal of the references to share certificates
 - m. Article 27 - Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders
 - n. Article 28 – Removal of article 28 as the wording on master – feeder is already included in article 16, 3. (h).
2. Re-numbering of the Articles, Introduction of denominations for each Article, and full restatement of the Articles.
 3. Any other business.

Each proxyholder is hereby empowered and instructed to vote in accordance with the below instructions (whereby, for the avoidance of doubt, omission to give specific instructions to the contrary must be construed as an instruction to vote **in favour** of the proposed resolutions):

Agenda point	In favour	Abstain	Against
1. Amendment of the articles of incorporation of the Company (the " Articles ") further to modernisation of the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time (the " 1915	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Law"), as well to make certain other updates, including but not limited to:

- a. Article 4 – Introduction of the possibility for the board of directors to transfer the registered office to another municipality in Luxembourg; Introduction of an additional case (extraordinary economic developments) permitting to the board of directors to temporarily transfer the registered office of the Company abroad
- b. Article 5 – Clarification that the capital of the Company is represented by fully paid up shares
- c. Article 6 – Removal of the language on the issuance of share certificates; Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders
- d. Article 7 – Removal of article 7 on loss or destruction of share certificates
- e. Article 8 – Clarification that the board of directors may restrict or prevent the ownership of shares in the Company, if, in its sole opinion, such ownership results in a breach of law in Luxembourg or abroad, may make the Company subject to tax in a country other than the Grand Duchy of Luxembourg or may otherwise be detrimental to the Company; Removal of the references to bearer shares and share certificates; Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders
- f. Article 10 – Removal of the date and time of the annual general meeting of the shareholders; Introduction of the possibility to organise shareholder meetings via videoconference or other means of electronic communication; Reference to the legal obligation to maintain an attendance list
- g. Article 12 – Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders; Confirmation that documentation regarding the general meeting will be made available at the registered office; Introduction of the possibility to make documentation available by means of a website or electronic storage service

accessible via the internet; Confirmation that if all the shareholders are present or represented, they may waive the convening formalities; Reference to the RESA – *Recueil Electronique des Sociétés et Associations* instead of the *Mémorial, Recueil des Sociétés et Associations*.

- h. Article 14 – Introduction of the possibility (instead of the obligation) for the board of directors to choose a chairman among its members; Update of the means of communication for written notice, consent and proxy for meeting of the board of directors; Reference to the fact that circular resolutions shall be deemed to be taken at the registered office of the Company
- i. Article 16 – Introduction of general language confirming that the board of directors is vested with the broadest powers to perform all acts of disposition, management and administration, including all powers not expressly reserved to the shareholders; Introduction of additional language regarding the establishment of board committees; Introduction of the possibility for the Company to invest up to 100% of the net assets of any Sub-Fund in transferable securities and money market instruments issued or guaranteed by a non-member state of the European Union, accepted by the CSSF and specified in the prospectus
- j. Article 17 – Updated language on the treatment of conflicts of interests in line with the requirements of the 1915 Law
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- m. Article 27 - Introduction of the possibility to send notices to the shareholders either via registered mail or any other means of communication individually accepted by the shareholders
- n. Article 28 – Removal of article 28 as the wording on master – feeder is already included in article 16, 3. (h).

2. Re-numbering of the Articles, Introduction of denominations for each Article, and full restatement of the Articles.

The proxyholder is empowered to pass, approve and sign all minutes or other documents, and take any measures or decisions which may be necessary or useful, in connection with the authority herein granted, with full power of substitution and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Luxembourg Register of Trade and Companies and to any publication in the RESA – *Recueil Electronique des Sociétés et Associations*, while the undersigned promises to ratify all said actions taken by the proxyholder whenever requested and to indemnify the proxyholder against any and all costs and expenses properly incurred by him/her under this proxy.

This proxy and the rights, obligations and liabilities of the undersigned and the proxyholder(s) hereunder, shall be governed by the laws of the Grand Duchy of Luxembourg, to the exclusion of its rules on conflicts of laws.

The present proxy will remain in force if the Meeting, for whatever reason, is adjourned, postponed or reconvened and shall be irrevocable for a period of three months from the date hereof (but so that the exercise by the Shareholder in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation).

Made in _____ dated this _____ 2019/2020.

Name:

Title:

Name:

Title:

The present proxy must be returned no later than 16 January 2020, close of business in Luxembourg, to The Bank of New York Mellon SA/NV Luxembourg branch, Attn. Transfer Agency Department, 2-4 rue Eugène Ruppert, L-2453 Luxembourg, either by fax to (+352) 24 52 42 33 or pdf using the following email address LUXMB-TAControl@bnymellon.com

The original form of proxy shall then be sent by mail to the registered office of the Company.