

IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice. Schroder Investment Management (Europe) S.A., as the Management Company to Schroder Alternative Solutions, accepts full responsibility for the accuracy of the information contained in this letter and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement misleading.

17 July 2019

Dear Shareholder,

Reconvened Extraordinary General Meeting of Shareholders of Schroder Alternative Solutions

Further to our communication dated 14 June 2019 an Extraordinary General Meeting of Schroder Alternative Solutions (the "Company") was held at the Company's registered office on 16 July 2019 in order to vote on a resolution to amend the Company's Articles of Incorporation (the "Articles"), as described in the enclosed convening notice.

The quorum requirement that 50% of the Company's Shares in issue be represented at that meeting was not satisfied. Therefore a reconvened Extraordinary Meeting (the "Meeting") will be held, the details of which are set out below.

Notice

Please find enclosed the notice of the Meeting. The agenda remains the same as for the meeting held on Tuesday 16 July 2019. All Shareholders of the Company are invited to attend the Meeting, which will be held at the registered office of the Company on Tuesday 6 August 2019 at 16:00 CET time, to vote on the resolution which is outlined in the enclosed notice.

Form of proxy

Forms of proxy received for the meeting held on 16 July 2019 will remain valid for the Meeting unless you inform us otherwise by sending a new form of proxy (enclosed) or by attending the Meeting. The voting arrangements are explained in the enclosed convening notice. The completed form of proxy should be returned to the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, before 5:00 pm, Hong Kong time on Friday 2 August 2019.

Recommendation

Your Board recommends that shareholders vote in favour of the Resolution set out in the Notice of the Meeting, which they consider to be in the best interests of shareholders as a whole.

For further details or assistance, please contact either your usual professional adviser or Schroders Investor Hotline on (+852) 2869 6968; or fax (+852) 2524 7094.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'C. Burkhardt', with a stylized flourish at the end.

Chris Burkhardt
Authorised Signatory

A handwritten signature in black ink, appearing to read 'Nirosha Jayawardana', with a stylized flourish at the end.

Nirosha Jayawardana
Authorised Signatory

Enclosed:

EGM convening notice and form of proxy

Notice of reconvened extraordinary general meeting of shareholders of Schroder Alternative Solutions

The quorum requirement that 50% of the capital of **Schroder Alternative Solutions** (the "Company") be represented was not satisfied at the Extraordinary General Meeting of the Company which was held on 16 July 2019 at 16:00 Luxembourg time.

Thus, notice is hereby given that a reconvened extraordinary general meeting of shareholders of the Company will be held at the registered office of the Company on 6 August 2019 at 16:00 Luxembourg time (the "Reconvened EGM") for the purpose of considering the following agenda:

AGENDA

SOLE RESOLUTION

Full restatement of the Articles in order, inter alia, to amend the Articles as follows:

1. Amendment of Article 3 so that the object clause refers to the AIFM Law as the Company qualifies as an AIF so as to read as follows:

"The exclusive object of the Company is to place the funds available to it in transferable securities of any kind and other permitted assets, with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.

The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by part II of the law of 17 December 2010 regarding collective investment undertakings (the "Law").

In addition, the Company qualifies as an alternative investment fund within the meaning of Article 1(39) of the Luxembourg Law of 12 July 2013 on alternative investment fund managers, as amended from time to time (the "AIFM Law")."

2. Amendment of Article 4 in order to provide the Board with the power to transfer the registered office of the Company in any municipality of the Grand Duchy of Luxembourg and to amend the Articles accordingly.
3. Amendment of Article 5 in order to:
 - i. remove the reference to the initial share capital which is no longer relevant;
 - ii. insert the possibility for the Board to create classes of shares for an unlimited or a limited period of time; and
 - iii. update the provisions relating to the merger, liquidation, division and reorganisation of classes of shares or sub-funds.

4. Amendment of Article 6 in order to:
 - i. insert provisions on dematerialised shares and global share certificates in light of the Luxembourg Law of 6 April 2013 relating to dematerialised securities; and
 - ii. insert the possibility for shareholders who have accepted so to receive notices and announcements by email.

5. Amendment of Article 8 in order to:
 - i. clarify the circumstances under which the Board may impose restrictions in relation to the holding of shares and insert the possibility for the Board to impose restrictions in case the holding of shares by a shareholders could jeopardise the liquidity of any sub-funds; and
 - ii. clarify the powers of the Board as regards holders of shares who are precluded from holding such shares.

6. Amendment of Article 10 in order to remove the specific date and hour of the annual general meeting (the "AGM") as it is no longer required by the 1915 Law to insert this information in the Articles and to provide that the AGM shall be held within six months following the end of the financial year.

7. Amendment of Article 11 in order to insert the possibility for shareholders to vote at any meeting using alternative voting forms.

8. Amendment of Article 12 in order to:
 - i. insert the possibility for shareholders who have accepted so to receive notices by email; and
 - ii. insert provisions on the participation to general meetings of holders of dematerialised shares in light of the Luxembourg Law of 6 April 2013 relating to dematerialised securities.

9. Amendment of Article 14 in order to:
 - i. remove the obligation to appoint a permanent chairman of the Board as it is no longer required by the 1915 Law; and
 - ii. insert a reference to alternative means that can be used by the Board for the holding and participating to Board meetings.

10. Amendment of Article 17 in order to replace the reference to "personal interest" by "direct or indirect financial interest" due the amendments made to the 1915 Law in this respect and possibility to submit a decision to a meeting of shareholders in case the Board cannot deliberate on an item due to a conflict of interest.

11. Amendment of Article 21 in order to:
 - i. update the provisions relating to the redemption of shares of the Company; and
 - ii. insert the possibility to create side-pockets.

12. Amendment of Article 22 in order to insert additional circumstances where the Board may suspend the calculation of the net asset value per share.

13. Amendment of Article 23 in order to:
 - i. reflect the involvement of the AIFM in the valuation of assets in light of the AIFM Law; and

- ii. provide for all sub-funds that liquid assets and money market instruments will be valued at mark-to-market, mark-to-model and/or by using the amortised cost method, as further disclosed in the sales documents of the Company.
14. Amendment of Article 24 in order to insert provisions relating to the costs of contributions in kind and the person/entity that should support them.
15. Amendment of Article 28 in order to update provisions relating to the appointment of a depository in light of the AIFM Law.
16. Amendment of Article 29 in order to update provisions relating to liquidation proceeds and their deposit with the *Caisse de Consignation*.
17. Insertion of a new Article 30 in order to insert provisions relating to the conditions under which a preferential treatment may be granted in light of the AIFM Law.
18. Amendment of Article 31 in order to insert provisions relating to the communication means to investors in light of the AIFM Law.
19. Amendment of Article 32 in order to insert provisions relating to the conditions applicable to an amendment of the Articles in case and for as long as the Company is authorised by the Securities and Futures Commission of Hong Kong.
20. Amendment of Article 33 in order to clarify the fact that all matters not governed by the Articles shall be determined in accordance with the 1915 Law, the Law, the AIFM Law and the Luxembourg Law of 6 April 2013 relating to dematerialised securities, as appropriate.

The draft of the Articles is available for inspection at, or may upon request be received from, the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited at Level 33, Two Pacific Place, 88 Queensway, Hong Kong.

VOTING

At the Reconvened EGM, there will be no quorum required and the above resolution will be adopted at a majority of 75% of the shares present or represented at the Reconvened EGM.

The majority at the Reconvened EGM shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on Tuesday, 30 July 2019 (referred to as "Record Date"). At the Reconvened EGM, each share entitles the holder to one vote. The rights of the shareholders to attend the Reconvened EGM and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

Forms of proxy (please see below, under "VOTING ARRANGEMENTS") already received for the EGM held on Tuesday, 16 July 2019 will be used to vote at the Reconvened EGM unless you inform us otherwise by sending a new form of proxy (enclosed) or by attending the EGM.

VOTING ARRANGEMENTS

All shareholders are entitled to attend and each share is entitled to one vote.

Shareholders who cannot attend the Reconvened EGM may vote by proxy by returning the enclosed form of proxy duly completed by mail to the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited at Level 33, Two Pacific Place, 88 Queensway, Hong Kong not later than 5:00 p.m., Hong Kong time, on Friday, 2 August 2019. The Hong Kong Representative will then immediately forward such forms to the Company's management company, Schroder Investment Management (Europe) S.A.

Shareholders, or their representatives, wishing to participate in the Reconvened EGM in person are requested to notify the Company Secretary in writing of their attendance by no later than midday, Luxembourg time, on Friday, 2 August 2019, either by mail to the Company at 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg or by e-mail to schrodersicavproxies@schroders.com or by fax at the number (+352) 341 342 342.



Chris Burkhardt
Authorised Signatory



Nirosha Jayawardana
Authorised Signatory

此乃重要函件，務請閣下垂閱。閣下如對本函件的內容有任何疑問，應尋找獨立專業顧問的意見。施羅德另類投資方略的管理公司 Schroder Investment Management (Europe) S.A.就本函件所載資料之準確性承擔全部責任，並在作出一切合理查詢後確認，盡其所知所信，本函件並無遺漏足以令本函件的任何陳述具誤導成分的其他事實。

親愛的股東：

施羅德另類投資方略股東特別大會復會

繼我們於 2019 年 6 月 14 日的通訊，施羅德另類投資方略（「本公司」）的股東特別大會已於 2019 年 7 月 16 日在本公司的註冊辦事處舉行，就修改本公司之成立章程（「章程」）的決議案進行表決（決議案在通知內詳述）。

該大會的法定人數要求（即持有本公司 50%股份的代表出席大會）未有達到，因此將會舉行股東特別大會復會（「復會」），有關詳請如下。

通知

隨函附上復會的通知。復會的議程與 2019 年 7 月 16 日舉行的大會相同。本公司的所有股東均獲邀請出席 2019 年 8 月 6 日（星期二）盧森堡時間下午 4 時正於本公司註冊辦事處舉行之復會，就附函通知詳述之決議案進行表決。

代表委任表格

除非閣下遞交新的代表委任表格（附件）或出席股東特別大會，否則就 2019 年 7 月 16 日舉行的大會所收到的代表委任表格將在股東特別大會維持有效。投票安排在附上的通知內敘述。填妥之代表委任表格必須在 2019 年 8 月 2 日（星期五）下午 5 時正（香港時間）前送達本公司香港代表人施羅德投資管理(香港)有限公司。

建議

董事會認為股東特別大會的通知所載的決議案符合股東的整體最佳利益，建議股東投票贊成該決議案。

閣下如需要更多資料或協助，請聯絡閣下的專業顧問或致電施羅德投資熱線 (+852) 2869 6968 或傳真至(+852) 2524 7094。



Chris Burkhardt

授權簽署



Nirosha Jayawardana

授權簽署

謹啟

2019年7月17日

附件：股東特別大會通知書和代表委任表格

施羅德另類投資方略股東特別大會復會通知

於2019年7月16日盧森堡時間下午4時正舉行的股東特別大會上，要求的法定人數（即代表施羅德另類投資方略（「本公司」）50%資本）並未有達到。

因此茲通知本公司股東特別大會復會將於2019年8月6日盧森堡時間下午4時正，在本公司註冊辦事處舉行（「復會」），以考慮以下議程：

議程

唯一決議

完全重述章程並尤其對章程作出以下修改：

1. 由於本公司合資格為另類投資基金，修改第3條宗旨條款以參考另類投資基金經理法律，行文如下：

“本公司的唯一目標是將其可運用之資金投放在任何形式的可轉讓證券或其他准許資產，以分散投資風險和讓本公司股東享有本公司管理資產組合的成果為目的。

本公司可在其認為有利於實現及發展其目的的情況下，在有關集體投資計劃法律第二部份（「法律」）准許的全部範圍內，採取任何措施和進行任何運作。

此外，根據2003年7月12日盧森堡法律第1(39)條（「另類投資基金經理法律」）有關另類投資基金經理的定義（經不時修訂），本公司為合資格另類投資基金。

2. 修改第4條，給予董事會權力以轉移本公司的註冊辦事處至任何Grand Duchy of Luxembourg的自治區及對章程作出相應修改。

3. 修改第5條：

- i. 刪除首次股本的提述，因相關提述已不再適用；

- ii. 加入董事會有限期或沒有限期地增設股份類別的可能性；及
- iii. 更新有關合併、清盤、分拆和重組股份類別或子基金的條文。

4. 修改第6條：

- i. 按照2013年4月6日有關非實物證券的盧森堡法律加入有關非實物股份及全球通用股份證書的條文；
- ii. 加入如股東接受可透過電郵接收通知及公告的可能性。

5. 修改第8條：

- i. 釐清董事會可就有關股份持有施加限制及，在股東持有股份會影響任何子基金的流動性的情況下，加入董事會可施加限制的可能性；及
- ii. 釐清董事會關於股份持有人被排除持有該等股份的權力。

6. 修改第10條，刪除股東年度大會的具體日期及時間，因1915年法律不再需要將這些信息加入章程中，並規定股東年度大會將於財政年度結束後六個月內舉行。

7. 修改第11條，加入股東可用其他投票表格在任何會議投票的可能性。

8. 修改第12條，

- i. 加入如股東接受可透過電郵接收通知的可能性；及
- ii. 依照2013年4月6日有關非實物證券的盧森堡法律，加入有關非實物股票持有人參與股東大會的條文。

9. 修改第14條：

- i. 刪除委任永久董事會主席的責任，因1915年法律已不再需要該責任；及
- ii. 加入董事會可用其他方法舉行及參與董事會會議的提述。

10. 修改第17條，以「直接或間接財務利益」取代有關「個人利益」的提述，源於1915年法律的相關

修訂及董事會因利益衝突未能商議某一議題的情況下，將該議題提交予股東會議作出決定的可能性。

11. 修改第21條，

- i. 更新有關贖回本公司股份的條文；及
- ii. 加入設立側袋的可能性。

12. 修改第22條，加入董事會可暫停計算每股資產淨值的更多情況。

13. 修改第23條

- i. 反映根據另類投資基金經理法律，在估值資產時另類投資基金經理的參與；及
- ii. 訂定所有子基金的流動資產及貨幣市場工具會按市值、模式及/或運用攤除成本模式估值(在本公司的銷售文件進一步披露)。

14. 修改第24條，加入有關實物投資的成本及須給予支援的人士/實體。

15. 修改第28條，更新有關根據另類投資基金經理法律委任存管處的條文。

16. 修改第29條，更新有關清盤收益及於Caisse de Consignation的存款。

17. 新加入第30條，加入根據另類投資基金經理法律可作出優惠待遇的情況的條文。

18. 修改第31條，加入根據另類投資基金經理法律有關投資者通訊工具的條文。

19. 修改第32條，加入若本公司在獲香港證券及期貨事務監察委員會許可及在獲得許可的期間，修改章程所適用的情況。

20. 修改第33條，釐清所有不受章程規限的事項須適當地根據1915年法律、法律，另類投資基金經理法律及2013年4月6日有關非實物證券的盧森堡法律決定。

章程草擬本可於本公司香港代表人施羅德投資管理(香港)有限公司位於香港金鐘道88號太古廣場二座33字樓的辦事處查閱及索取。

投票

復會並無法定人數的要求，上述決議案須獲得出席或代表出席復會當中持有大比數75%股份的股東投票才可通過。

復會通過議案的大多數將按照於2019年7月30日（星期二）午夜（盧森堡時間）（稱為「紀錄日」）本公司已發行的股份數目決定。每名股東就其持有的每股股份，在復會上享有一票投票權。股東參與復會和行使其持有股份所附的投票權的權利，將按照各股東在紀錄日持有之股份數目決定。

就2019年7月16日（星期二）舉行的大會所收到的代表委任表格（請參閱下文「投票安排」）將於復會中使用，除非您通過發送新的代表委任表格（隨附）通知我們或出席復會。

投票安排

所有股東均享有出席權利及每股享有一票投票。

如欲投票但未能出席復會的股東，應把填妥的代表委任表格在不遲於2019年8月2日（星期五）香港時間下午5時正郵寄至本公司香港代表人施羅德投資管理(香港)有限公司位於香港金鐘道88號太古廣場二座33字樓的辦事處。而香港代表人將會儘速把該等代表委任表格轉交本公司的管理公司Schroder Investment Management (Europe) S.A.。

欲親自參加復會的股東或其代表須不遲於2019年8月2日（星期五）正午(盧森堡時間)，通過郵寄至位於 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg 的本公司，或電郵至 schrodersicavproxies@schroders.com 或傳真至 (+352) 341 342 342，以書面方式通知本公司秘書出席股東特別大會。

此致



Chris Burkhardt

授權簽署



Nirosha Jayawardana

授權簽署

謹啟

Form of proxy for use at the reconvened extraordinary general meeting of shareholders of Schroder Alternative Solutions to be held on Tuesday, 6 August 2019 at 16:00 Luxembourg time (the "Meeting")

施羅德另類投資方略有關 2019 年 8 月 6 日（星期二）盧森堡時間下午 4 時正舉行之股東特別大會復會的代表委任表格（「復會」）

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS 請以正楷書寫

I/We 本人/吾等 First Name(s) 名 Last Name 姓 Account Number 帳戶號碼

First holder: _____
首名持有人:

Second holder: _____
次名持有人:

(if applicable 如適用)

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)
(如聯名股份持有人多於兩名，其他持有人的全名亦應提供)

holder(s) of _____ (number of) shares¹ of _____ sub-fund of **Schroder Alternative Solutions** (the "Company") hereby appoint the chairman of the Meeting (the "Chairman") or 為施羅德另類投資方略（「本公司」）_____ 子基金股份數量 _____¹ 之持有人，謹此委任本公司股東特別大會主席（「主席」）或

(insert name of representative 填寫代表人姓名:) _____

as my/our proxy (i) to vote for me/us and on my/our behalf on the extraordinary resolution set out below (the "Resolution") to be proposed at the Meeting or at any reconvening or adjournment thereof (if this proxy is not expressly revoked) and vote as indicated hereunder on my/our behalf on the following Resolution with any such amendments or changes as the proxy holder may deem appropriate as well as on such other items as may be brought before the Meeting or before any reconvening or adjournment and (ii) in general to perform any acts,

¹ Please insert total number of shares held in the relevant sub-fund. If you hold shares in more than one sub-fund, please list all your holdings on the reverse side of this form of proxy. If not completed, this form of proxy will relate to all shares held by the shareholder(s). 請填上在相關子基金所持的股份數量。閣下如持有多於一項子基金的股份，請於本代表委任表格背面詳列所有持股資料。如沒有填妥相關部份，此代表委任表格將關乎該股東持有的所有股份。

sign any documents and take any decisions on behalf of the undersigned as may be or seem appropriate or useful to the proxy holder in relation to the present proxy.

作為本人/吾等的代表，(i) 代表本人/吾等於下述股東特別大會或於任何復會或押後會議中提議的特別決議案(「決議案」) 投票 (除非本代表委任已被明確地撤銷)及代表本人/吾等就下述決議案投票，並在委任代表持有人視為適當時作出任何修改或變更，或在股東特別大會前、任何復會或押後會議前可能提出的其他事項作出投票，及(ii) 就現有代表委任，代表委任持有人認為可能或視為對簽署人合適或有用的情況下，代表簽署人作出任何行動、簽署任何文件和作出任何決定。

If you have appointed the Chairman as your proxy, please indicate with an 'X' in one of the spaces below how you wish your vote to be cast on the Resolution. If you appoint the Chairman as your representative and you do not indicate how you wish your vote to be cast, the Chairman will vote in favour of the Resolution. If you have appointed another representative, he or she will be entitled to attend the Meeting and vote on your behalf according to your instructions on the Resolution and on such other business as may properly come before the Meeting.

如閣下已委任主席為閣下的代表，請於以下適當的空格填上「X」以表示閣下對決議案的投票意願。如閣下委任主席為代表而未有表達投票意願，主席將對決議案投贊成票。如閣下已委任其他代表，該代表人將有權出席股東特別大會，並會按照閣下的投票指示，就決議案和股東特別大會前可能按程序提出的其他事務進行投票。

VOTING INSTRUCTIONS 投票指示

Resolution 決議案	For 贊成	Against 反對	Abstain 棄權
Approval of Amendment of the Articles of Incorporation of the Company as set out in the Notice of the Meeting. 通過股東特別大會通知所載對本公司之成立章程作出的修改			

The detailed amendments to the Articles of Incorporation of the Company are available for inspection at, or may upon request be received from, the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited at Level 33, Two Pacific Place, 88 Queensway, Hong Kong.

本公司之成立章程所作的修改詳情可於本公司香港代表人施羅德投資管理(香港)有限公司位於香港金鐘道88號太古廣場二座33字樓的辦事處查閱和索取。

Name, address and signature(s) 姓名、地址及簽署²: _____

² A shareholder must insert his full name and registered address in CAPITAL LETTERS. The form of proxy must in the case of an individual shareholder be signed by the shareholder or his appointed agent and in the case of a corporate shareholder be signed on its behalf by duly authorised officer(s) or its/their appointed agent(s).

股東必須以正楷填寫全名和註冊地址。如股東為個人，本代表委任表格必須由該股東或其委任的代理人簽署。如股東為公司，則必須由該公司的授權人或其委任代理人簽署。

Date 日期: _____

NOTES 註

- a) The majority at the Meeting shall be determined according to the shares issued and outstanding at midday (Luxembourg time) on Tuesday, 30 July 2019 (referred to as "Record Date"). At the Meeting, each share entitles the holder to one vote. The rights of the shareholders to attend the Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date. Changes to the register of shareholders after this time will be disregarded in determining the rights of any person to attend or to vote at the Meeting.

股東特別大會通過議案的大多數將按照於2019年7月30日（星期二）中午（盧森堡時間）（稱為「紀錄日」）本公司已發行的股份數目決定。每名股東就其持有的每股股份，在股東特別大會上享有一票投票權。股東參與股東特別大會和行使其持有股份所附的投票權的權利，將按照各股東在紀錄日持有之股份數目決定。就決定任何人出席會議或在股東特別大會上投票的權利，股東名冊於紀錄日之後的變更將不予理會。

- b) If you are not able to attend the Meeting, please return the form of proxy duly completed by mail to the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, Level 33, Two Pacific Place, 88 Queensway, Hong Kong by no later than 5:00 p.m., Hong Kong time, on Friday, 2 August 2019.

閣下如未能出席股東特別大會，請填妥本代表委任表格，在不遲於2019年8月2日（星期五）下午5時正（香港時間）郵寄至位於香港金鐘道88號太古廣場二座33字樓的本公司香港代表人施羅德投資管理（香港）有限公司。

- c) Shareholders, or their representatives, wishing to participate in the Meeting in person are requested to notify the Company Secretary in writing of their attendance by no later than midday, Luxembourg time, on Friday, 2 August 2019, either by mail to the Company at 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg or by e-mail to schrodersicavproxies@schroders.com or by fax (+352) 341 342 342.

欲親自參加股東特別大會的股東或其代表須不遲於2019年8月2日（星期五）正午（盧森堡時間），通過郵寄至位於5, rue Höhenhof, L-1736 Senningerberg, Luxembourg的本公司，或電郵至schrodersicavproxies@schroders.com或傳真至（+352）341 342 342，以書面方式通知本公司秘書出席股東特別大會。