

This letter is important and requires your immediate attention.

If you are in doubt about the contents of this letter, you should seek independent professional advice.

Hong Kong, 1 August 2017

Dear Investor,

**Franklin Templeton Investment Funds (“FTIF” or “Company”)
Proposed merger of FTIF - Franklin U.S. Small-Mid Cap Growth Fund with FTIF - Franklin U.S. Opportunities Fund**

The purpose of this letter is to inform you about the upcoming merger of FTIF - Franklin U.S. Small-Mid Cap Growth Fund (the "**Merging Fund**") with FTIF - Franklin U.S. Opportunities Fund (the "**Receiving Fund**").

This letter is intended for investors who hold shares of the Merging Fund via an account with (i) Franklin Templeton Investments (Asia) Limited (the "**Hong Kong Representative**") or (ii) a duly authorized intermediary for the Hong Kong market.

1. Rationale and background for the merger

The FTIF - Franklin U.S. Small-Mid Cap Growth Fund was launched on 29 December 2000 and has a size of approximately USD 165 million as at 30 June 2017. The FTIF – Franklin U.S. Opportunities Fund was launched on 3 April 2000 and has a size of approximately USD 2.937 billion as at 30 June 2017.

Because both the Merging Fund and the Receiving Fund share similar investment objectives (*i.e.*, capital appreciation), investment universe (*i.e.*, U.S. equities), investment management teams (*i.e.*, both funds have the same management company and investment manager), investment process (*i.e.*, the investment manager of both funds utilises fundamental, bottom-up research in selecting equity investments), risk management process (*i.e.*, both funds share the same risk management process), fees and expenses (*i.e.*, the Merging Fund and the Receiving Fund have the same management fee and maintenance fee structure for Class A shares and Class N shares), risk profiles (*i.e.*, the Merging Fund and the Receiving Fund share many key risks) and target investor profiles, the board of directors of the Company (the "**Board**") believes that it will be in the best interests¹ of shareholders to merge

¹ Please note that the Board did not examine the suitability of the merger in respect of shareholders' individual needs or risk tolerance. Shareholders are advised to seek independent financial / tax advice in respect of their individual circumstances.

these sub-funds and focus resources on a single portfolio, which will offer economies of scale to existing shareholders of these sub-funds.

There are certain differences between the Merging Fund and the Receiving Fund, which you should consider carefully. Although the Merging Fund and the Receiving Fund invest in U.S. equities, the Merging Fund invests principally in small and medium-sized U.S. companies whereas the Receiving Fund has flexibility to invest in U.S. companies of all sizes with a focus on companies displaying accelerating growth and increasing profitability. Unlike the Merging Fund, the Receiving Fund may from time to time have significant positions in particular sectors, such as technology (including electronic technology, technology services, biotechnology and health care technology). Furthermore, certain key risks (*i.e.*, convertible securities risk, foreign currency and warrants risk) apply only to the Receiving Fund and not to the Merging Fund, as reflected in bold in the appendix to this letter. Please refer to the appendix for details.

The Board believes that shareholders of the Merging Fund will benefit from the merger with the Receiving Fund as the larger Receiving Fund enjoys lower ongoing charges figures as a result of fixed costs being spread across a larger asset base. A comparison of the expenses attributable to the share classes of the Merging Fund and the Receiving Fund is provided in the table below:

Share class of the Merging Fund	Ongoing charges figure* as of 30 June 2017	Corresponding share class of the Receiving Fund	Ongoing charges figure* as of 30 June 2017
Franklin U.S. Small-Mid Cap Growth Fund A (Acc) USD	1.84%	Franklin U.S. Opportunities Fund A (Acc) USD	1.82%
Franklin U.S. Small-Mid Cap Growth Fund N (Acc) USD	2.59%	Franklin U.S. Opportunities Fund N (Acc) USD**	2.57%

* The ongoing charges figures stated above are based on the fund's actual expenses, and represent the total expenses charged to the fund expressed as a percentage of the fund's average net asset value for the 12 months ended 30 June 2017.

** Please refer to the Explanatory Memorandum dated March 2017, as amended, of the Company for detailed information on the N (acc) USD share class of the Franklin U.S. Opportunities Fund, which are available to Hong Kong investors with effect from 15 March 2017.

The Board has therefore decided, in accordance with article 66(4) of the Luxembourg Law of 17 December 2010 on undertakings for collective investment, as amended (the "**2010 Law**") and article 28 of the articles of incorporation of the Company (the "**Articles**"), to merge the Merging Fund with the Receiving Fund.

2. Impact on shareholders and shareholders' rights

Shareholders of the Merging Fund who choose to participate in the merger will continue to hold shares in a Luxembourg regulated investment company and benefit from the same rights and from the general safeguards applicable to an Undertakings for Collective Investment in Transferable Securities ("**UCITS**"). If shareholders of the Merging Fund become shareholders of the Receiving Fund, they may participate and exercise their voting rights in shareholder meetings, instruct redemption and switching of their shares on any dealing day and may, depending on their share class, be eligible for distributions in accordance with the Articles and the Current Explanatory Memorandum (as defined below) as from the day following the Effective Date (as defined below). The merger is not expected to have any material adverse impact on the shareholders of the Receiving Fund and there will not be any changes in investment objectives or fee structure of the Receiving Fund as a result of the merger.

Please note that there is a risk that significant redemption in the Merging Fund may occur prior to the merger, which may reduce the assets received by the Receiving Fund through the merger. In order to protect the interests of remaining shareholders, a swing pricing mechanism may be adopted by the Merging Fund as part of its valuation policy. If on any valuation day, the aggregate net redemptions in shares of the Merging Fund exceed a pre-determined threshold, as determined by the Board of

Directors, the net asset value per share of the Merging Fund may be adjusted downwards to reflect the costs attributable to net outflows. Please refer to the Explanatory Memorandum dated March 2017, as amended, of the Company (the “**Current Explanatory Memorandum**”) for the details in respect of swing pricing.

There is also a risk that the larger asset base of the Receiving Fund may not result in lower ongoing charges figures as anticipated. Furthermore, shareholders of the Merging Fund who choose to participate in the merger may experience a dilution in performance until such time that the portfolio assets and cash that is transferred by the Merging Fund to the Receiving Fund is fully reinvested and aligned with the portfolio of the Receiving Fund.

Shareholders of the Merging Fund who do not wish to participate in the merger may redeem or switch their shares of the Merging Fund, free from any charge by the Company, into shares of other sub-funds of FTIF that are authorized² by the SFC, details of which are disclosed in the Current Explanatory Memorandum, no later than 26 October 2017 at 4.00 p.m. (Hong Kong time).

Before investing in another SFC-authorized² sub-fund of FTIF, please ensure that you have read and understood the investment objective, policies and fees applicable to the relevant sub-fund as described in the Current Explanatory Memorandum.

Please note that although the Company will not charge shareholders of the Merging Fund any redemption or switching fee for redemption and switching requests that reach the Hong Kong Representative, in some cases the relevant bank, investment adviser or other intermediary may charge switching and/or transaction fees. They may also have a local dealing cut-off time which is earlier than the dealing deadline described above. Shareholders of the Merging Fund are recommended to check with their bank, investment adviser or other intermediary (if applicable) to ensure that their instructions reach the Hong Kong Representative before the dealing deadline above.

3. Merger Procedure

The merger is expected to become effective as of 3 November 2017 at midnight (Luxembourg time) (the “**Effective Date**”). To facilitate the merger, the following dealing restrictions shall be applied to the Merging Fund:

- the Merging Fund is no longer allowed to be marketed to the public in Hong Kong and shall not accept subscriptions from investors who are not existing shareholders of the Merging Fund with effect from the date of this letter;
- existing shareholders of the Merging Fund will not be permitted to purchase additional shares of the Merging Fund during the period beginning on 27 October 2017 and ending on 3 November 2017; and
- existing shareholders of the Merging Fund will not be permitted to redeem or switch their holdings of shares in the Merging Fund during the period beginning on 27 October 2017 and ending on 3 November 2017.

On the Effective Date, the Merging Fund will transfer all its assets and liabilities to the Receiving Fund. The net assets of the Merging Fund will be valued as of the Effective Date in accordance with the valuation principles contained in the Current Explanatory Memorandum and the Articles of the Company. The outstanding liabilities generally comprise fees and expenses due but not paid, as

² SFC authorization is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the scheme is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

reflected in the net assets of the Company. There are no outstanding unamortized preliminary expenses in relation to the Merging Fund.

As the existing holdings of the Merging Fund may also be held by the Receiving Fund pursuant to its investment policy, it is not expected that the Merging Fund's portfolio be rebalanced in the context of the merger. Instead, the merger will be organised so that all of the Merging Fund's portfolio will be transferred in kind to the Receiving Fund. Therefore, it is not anticipated that the merger will give rise to any market-related transaction costs for the shareholders of the Merging Fund.

Any accrued income in the Merging Fund at the time of the merger will be included in the calculation of its net asset value per share and such accrued income will be accounted for an ongoing basis after the merger in the net asset value per share calculation in the relevant share class of the Receiving Fund.

On the Effective Date, shareholders of the Merging Fund who have not instructed redemption or switching of their shares will become shareholders of the Receiving Fund and will receive shares of the corresponding share class in the Receiving Fund (which will be issued without charge, without par value and in registered form) ("**New Shares**"), as detailed in the table below:

Share class of the Merging Fund	ISIN	Corresponding share class of the Receiving Fund	ISIN
Franklin U.S. Small-Mid Cap Growth Fund A (Acc) USD	LU0122613226	Franklin U.S. Opportunities Fund A (Acc) USD	LU0109391861
Franklin U.S. Small-Mid Cap Growth Fund N (Acc) USD	LU0122613143	Franklin U.S. Opportunities Fund N (Acc) USD [^]	LU0188150956

[^] Please refer to the Explanatory Memorandum dated March 2017, as amended, of the Company for detailed information on the N (acc) USD share class of the Franklin U.S. Opportunities Fund, which was available to Hong Kong investors with effect from 15 March 2017.

The aggregate value of the New Shares of the Receiving Fund to be issued to a shareholder of the Merging Fund on the Effective Date will be equal to the aggregate value of the shares of the Merging Fund held by such shareholder on the Effective Date. The number of New Shares to be allocated to shareholders of the Merging Fund will be based on the respective net asset value per share of both sub-funds as at the Effective Date and will be determined by multiplying the number of shares held in the relevant class of the Merging Fund by the exchange ratio. The exchange ratio for each class will be calculated by dividing the net asset value per share of such class in the Merging Fund calculated on the Effective Date by the net asset value per share in the corresponding share class in the Receiving Fund calculated at the same time on the Effective Date.

Shareholders of the Merging Fund may refer to their next monthly statement after the Effective Date for the number of shares of the Receiving Fund that have been allocated to them as a result of the merger. Shareholders of the Merging Fund should note that the number of New Shares which they will receive as a result of the merger may be different from the number of shares that are held by them in the Merging Fund as a result of differences in net asset value per share between the relevant share class in the Merging Fund and the corresponding share class of the Receiving Fund.

Following the merger, the Merging Fund will be dissolved without going into liquidation and will cease to exist on the Effective Date. The first dealing date for your shares in the Receiving Fund will be 6 November 2017, the related dealing cut-off for this dealing day being 4.00 p.m. (Hong Kong time) on the same date.

4. Costs of the Merger

The expenses incurred in the merger, including legal, accounting, custody and other administrative

costs are estimated to be approximately USD 50,000 or 0.03% of the Merging Fund's net asset value as at 30 June 2017 and will be borne by Franklin Templeton International Services S.à r.l., the management company of FTIF.

Given the relatively small size of the Merging Fund, it is difficult for the Merging Fund to be managed economically and in the best interests of investors, which brings the continuing viability of the Merging Fund into question. As the merger will be organised so that all of the Merging Fund's portfolio will be transferred in kind to the Receiving Fund, and it is not expected that the Receiving Fund's portfolio be rebalanced in the context of the merger or in the period immediately following the merger, it is not anticipated that the merger will give rise to any market-related transaction costs for the shareholders of the Merging Fund or of the Receiving Fund. A merger with the Receiving Fund is considered to be in the best interests of shareholders of the Merging Fund as it will result in substantial cost savings as compared with a termination of the Merging Fund, which will involve the liquidation of the entire portfolio of the Merging Fund. Furthermore, the legal, accounting, custody and other administrative costs incurred in the merger will be borne by the management company of FTIF, whereas such costs will have to be borne by shareholders of the Merging Fund in the case of a termination.

Shareholders of the Merging Fund who do not wish to participate in the merger may redeem or switch their shares of the Merging Fund by 26 October 2017.

5. Tax impact

The merger will not subject the Merging Fund, the Receiving Fund or FTIF to taxation in Luxembourg. Investors may however be subject to taxation in their tax domiciles or other jurisdictions where they pay taxes.

Shareholders are not liable for Hong Kong tax in respect of any income or gains made on the redemption or switching of shares in the Merging Fund in Hong Kong, unless the redemption or switching of shares is or forms part of a trade, profession or business carried on in Hong Kong, in which case the gains forming part of such business may be subject to Hong Kong profits tax.

As is always the case, any switch or redemption of your shares may affect your tax position. You should consult your professional advisers as to the possible tax or other consequences of buying, holding, transferring or selling any shares affected by the changes described above, under the laws of your country of citizenship, residence and domicile.

6. Availability of Documents

The common merger proposal, the Current Explanatory Memorandum, the product key facts statement ("KFS") of the Receiving Fund and the Merging Fund, the Articles, the unaudited accounts of FTIF for the period ending on 31 December 2016 and the 2010 Law are available from the Hong Kong Representative of FTIF, upon request, free of charge. Shareholders of the Merging Fund are invited to carefully read the KFS of the Receiving Fund, which is available at the website www.franklintempleton.com.hk*

Upon request, copies of the report of the approved statutory auditor of FTIF relating to the merger may be obtained free of charge from the Hong Kong Representative of FTIF.

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* The information in the website has not been reviewed by the Securities and Futures Commission.

The Management Company and the Board accept full responsibility for the accuracy of the information contained in this letter as at the date of its publication and confirms, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement misleading.

If you require further information, please do not hesitate to contact your investment consultant, call our Investor Hotline at +852 2805 0111 or contact the Hong Kong Representative at 17/F, Chater House, 8 Connaught Road Central, Hong Kong. If you are not a duly authorized intermediary for the Hong Kong market, please be advised that you are not required to forward this letter to your end clients.

Yours faithfully,

For and on behalf of
Franklin Templeton Investments (Asia) Limited
富蘭克林鄧普頓投資(亞洲)有限公司



David Chang
Director

APPENDIX

Comparison of Key Features of FTIF - Franklin U.S. Small-Mid Cap Growth Fund (the "Merging Fund") and FTIF – Franklin U.S. Opportunities Fund (the "Receiving Fund")

PRODUCT FEATURES	MERGING FUND	RECEIVING FUND
Name of the Fund	FTIF - Franklin U.S. Small-Mid Cap Growth Fund	FTIF - Franklin U.S. Opportunities Fund
Name of the Company	Franklin Templeton Investment Funds	Franklin Templeton Investment Funds
Reference Currency of the Fund	USD	USD
Financial year	1 July to 30 June	1 July to 30 June
Date of Annual General Meeting	30 November	30 November
Dealing Cut-off Time	4:00 p.m. (Hong Kong time)	4:00 p.m. (Hong Kong time)
Dividend Policy	Dividends, if declared, will be reinvested unless instructed otherwise. Subject to any legal and regulatory requirements, the Fund may at its discretion pay dividends out of the capital or out of gross income of the Fund while paying all or part of the Fund's fees and expenses out of the capital of the Fund, which results in effectively paying dividends out of capital.	Dividends, if declared, will be reinvested unless instructed otherwise. Subject to any legal and regulatory requirements, the Fund may at its discretion pay dividends out of the capital or out of gross income of the Fund while paying all or part of the Fund's fees and expenses out of the capital of the Fund, which results in effectively paying dividends out of capital.
I. INVESTMENT OBJECTIVES AND POLICIES AND RELATED RISKS		
Investment Objective and Policies	<p>The Fund's investment objective is capital appreciation.</p> <p>The Fund principally invests its total assets in the equity securities of US small and medium capitalisation companies. In selecting equity investments, the Investment Manager utilises fundamental, bottom-up research focusing on companies believed to possess sustainable growth characteristics and which meet growth, quality and valuation criteria. For this Fund, small cap companies are companies within the market capitalisation range of companies in the Russell 2500™ Index, at the time of purchase, and mid cap companies are companies within the market capitalisation range of companies in the Russell Midcap® Index, at the time of purchase. In addition, the Fund may invest in equity securities of larger companies.</p>	<p>The Fund's investment objective is capital appreciation.</p> <p>The Fund invests principally in equity securities of US companies demonstrating accelerating growth, increasing profitability, or above-average growth or growth potential as compared with the overall economy. Equity securities generally entitle the holder to participate in a company's general operating results. They include common stocks, convertible securities and warrants on securities.</p> <p>The Fund principally invests in small, medium, and large capitalisation companies with strong growth potential across a wide range of sectors. In selecting equity investments, the Investment Manager utilises fundamental, bottom-up research focusing on companies believed to possess sustainable growth characteristics and which meet growth, quality and valuation criteria. The Investment Manager focuses on sectors that have exceptional growth potential</p>

		and fast growing, innovative companies within these sectors. In addition, solid management and sound financial records are factors the Investment Manager also considers. Although the Investment Manager searches for investments across a large number of sectors, the Fund, from time to time, may have significant positions in particular sectors, such as technology (including electronic technology, technology services, biotechnology and health care technology).
Investor Profile	<p>Considering the investment objectives, as stated above, the Fund may be suitable for investors seeking:</p> <ul style="list-style-type: none"> • capital appreciation by investing in US small-mid cap growth companies; and • to invest for the medium to long term. 	<p>Considering the investment objectives, as stated above, the Fund may be suitable for investors seeking:</p> <ul style="list-style-type: none"> • capital appreciation by investing in equity securities; • a growth investment in sectors showing above average growth or growth potential as compared with the overall economy; • an investment concentrated in equities of US issuers; and • to invest for the medium to long term.
Key risks	<ul style="list-style-type: none"> • Counterparty risk • Dividend policy risk • Equity risk • Growth Stocks risk • Liquidity risk • Market risk • Single Country risk • Smaller and Midsize Companies risk 	<ul style="list-style-type: none"> • Convertible Securities risk • Counterparty risk • Dividend Policy risk • Equity risk • Foreign Currency risk • Growth Stocks risk • Liquidity risk • Market risk • Single Country risk • Smaller and Midsize Companies risk • Warrants risk
Global Exposure Calculation Method	Commitment Approach	Commitment Approach
Extent of use of Financial Derivative Instruments	Non-extensive	Non-extensive
II. SHARE CLASSES AND MINIMUM INVESTMENT AND HOLDING REQUIREMENTS		
Share Classes available in Hong Kong	<ul style="list-style-type: none"> - Class A Shares - Class N Shares 	<ul style="list-style-type: none"> - Class A Shares - Class B Shares - Class N Shares
Minimum subscription and subsequent investment	The minimum initial investment in any class of shares of the Fund available in Hong Kong is USD 1,000 (or its equivalent in another currency).	The minimum initial investment in any class of shares of the Fund available in Hong Kong is USD 1,000 (or its equivalent in another currency).

	The minimum subsequent investment in any class of shares of the Fund available in Hong Kong is USD 500 (or its equivalent in another currency).	The minimum subsequent investment in any class of shares of the Fund available in Hong Kong is USD 500 (or its equivalent in another currency).
Minimum Holding	USD 1,000 (or its equivalent in another currency)	USD 1,000 (or its equivalent in another currency)
III. FEES TO BE BORNE BY THE SHAREHOLDERS		
Subscription fee (initial sales charge)	Class A: Up to 5.00% Class N: Up to 3.00%	Class A: Up to 5.00% Class N: Up to 3.00%
Redemption fee (redemption charge)	N/A	N/A
Switching fee (switching charge)	Class A: 1.00% of the value of the shares being switched Class N: N/A	Class A: 1.00% of the value of the shares being switched Class N: N/A
Contingent Deferred Sales Charge (CDSC)	Class A: N/A Class N: N/A	Class A: N/A Class N: N/A
Servicing charge (for class B shares)	N/A	N/A
IV. FEES PAID OUT OF THE FUND'S ASSETS		
Investment Management Fees	Class A: 1.00% Class N: 1.00%	Class A: 1.00% Class N: 1.00%
Maintenance Charge	Class A: 0.50% Class N: 1.25%	Class A: 0.50% Class N: 1.25%
Depositary Fee	Up to 0.140%	Up to 0.140%
Registrar and Transfer, Corporate, Domiciliary and Administrative Agent fee + Additional fixed amount per Shareholder account at each Class level	Up to 0.2175% Up to USD 30 per annum	Up to 0.2175% Up to USD 30 per annum
Ongoing charges figures* as of 30 June 2017	Class A (Acc) USD – 1.84% Class N (Acc) USD – 2.59%	Class A (Acc) USD – 1.82% Class N (Acc) USD – 2.57%
<p><i>* The ongoing charges figures are based on the actual expenses of the fund, and represent the total expenses charged to the fund expressed as a percentage of the fund's average net asset value for the 12 months ended 30 June 2017.</i></p>		
V. SERVICE PROVIDERS		
Management Company	FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.à r.l. 8A, rue Albert Borschette L-1246 Luxembourg Grand Duchy of Luxembourg	FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.à r.l. 8A, rue Albert Borschette L-1246 Luxembourg Grand Duchy of Luxembourg

Investment Manager	Franklin Advisers, Inc. One Franklin Parkway San Mateo, CA 94403-1906 USA	Franklin Advisers, Inc. One Franklin Parkway San Mateo, CA 94403-1906 USA
Sub-Managers	Not applicable	Not applicable
Depository	J.P. MORGAN BANK LUXEMBOURG S.A. European Bank & Business Centre 6 route de Trèves L-2633 Senningerberg Grand Duchy of Luxembourg	J.P. MORGAN BANK LUXEMBOURG S.A. European Bank & Business Centre 6 route de Trèves L-2633 Senningerberg Grand Duchy of Luxembourg
Auditor	PRICEWATERHOUSECOOPERS Société Coopérative 2, rue Gerhard Mercator L-2182 Luxembourg Grand Duchy of Luxembourg	PRICEWATERHOUSECOOPERS Société Coopérative 2, rue Gerhard Mercator L-2182 Luxembourg Grand Duchy of Luxembourg

Shareholders are invited to refer to the Current Explanatory Memorandum and the relevant product key facts statements for more information on the respective features of the Merging Fund and the Receiving Fund.

Unless stated otherwise, the terms used in this appendix are as defined in the Current Explanatory Memorandum.