

# Notice of Extraordinary General Meeting

**30 April 2015**

**By registered mail**

You are invited to attend an Extraordinary General Meeting of shareholders of the Company (the "Meeting") which will be held, before notary, on 22 May 2015, at 4.30 pm (Luxembourg time) at the registered office of the Company, at 49, Avenue J.F. Kennedy, L-1855, Luxembourg, to deliberate and vote on the full restatement of the articles of incorporation of the Company (the "Articles") as described in the following agenda:

**Agenda**

**Approval of amendment to the Articles as detailed hereafter:**

**a. Amendment and full restatement of the Articles of the Company in the form reflected in the draft restated Articles of the Company.**

I. Miscellaneous.

The Meeting will validly deliberate on the items of the above agenda if at least one-half of the share capital is present or represented and the resolution on each item of the agenda will be validly passed by the affirmative vote of at least two-thirds of the votes validly cast at the Meeting, in conformity with article 29 of the Articles of the Company and article 67-1 (2) of the Luxembourg law of 10 August 1915 on commercial companies, as amended. If the resolution is passed by the requisite number of votes validly cast at the Meeting, the amended and restated Articles of the Company shall come in to force on 12 June 2015.

A summary of the main changes brought to the draft restated articles of incorporation of the Company is attached hereto as Schedule 1. The amendments proposed to the Articles aim to bring them into line with the current practice and the most up to date legal and regulatory framework applicable in Luxembourg and to harmonise their terminology and the definitions to ensure consistency with the prospectus of the Company.

In particular, the Articles of the Company have been amended to allow for the possibility that the Company may issue dematerialised shares.

Shareholders should be pay particular attention to the redrafting of the circumstances under which it is possible to suspend the net asset value of the sub-funds of the Company as described in the attached summary. The valuation rules have also been redrafted to align with current industry guidance. These redrafting do not alter in practice the pricing, dealing or operation of the Company.

Copies of the full restated Articles will be available, free of charge, in English, at the registered office of the Company and they may be downloaded from the Investec Asset Management website ([www.investecassetmanagement.com](http://www.investecassetmanagement.com)<sup>1</sup>) if the resolution is successfully passed at the Meeting.

Each share is entitled to one vote.

<sup>1</sup> The website has not been reviewed by the SFC and may contain information with respect to non-SFC authorized funds which are not available for public offer in Hong Kong.

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**CONVENING NOTICE****II. Notes**

A shareholder entitled to attend and vote at the Meeting but who is unable to do so is entitled to appoint one or more proxies to attend and to vote instead of him. The proxy needs not be a shareholder in the Company. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, in order to be valid, must either be deposited at the registered office of the Company, at 49, Avenue J.F. Kennedy, L-1855 Luxembourg, returned by email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) or returned by fax on (+352) 464 010 413 by 3:00 pm (CET) on 20 May 2015.

Please be advised that only shareholders on record by 3.00 pm (CET) on 20 May 2015 may be entitled to vote at this Meeting.

1. A Form of Proxy for use at the Meeting is enclosed. A Form of Proxy validly completed and returned for the Meeting will remain valid for any adjournment thereof as well as for a reconvened extraordinary general meeting in case the quorum requirements of the Meeting are not met.
2. The quorum necessary for the Meeting shall be shareholders present or represented by proxy holding 50% of the issued capital of the Company.
3. If a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, it will be reconvened at 4:30 pm (CET) on 30 June 2015 and will be held at the registered office of the Company, at 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Shareholders will be notified of such reconvened meeting but will not receive further copies of the summary of the main changes brought to the draft restated articles of incorporation of the Company or other documents accompanying the notice. There are no quorum requirements for such reconvened meeting.
4. Once passed by the requisite majority of two thirds of the votes cast, the resolutions will be binding on all shareholders, irrespective of how or whether they voted.

# Schedule 1 – Summary of changes brought to the Articles of Incorporation of the Company

## **Preliminary comment**

In order to reflect legal and regulatory changes in Luxembourg which have an impact on the Company, we periodically review and update the articles of incorporation (the “Articles”) of the Company. In addition, we may make changes to the Articles to allow for a greater flexibility in the management and administration of the Company’s activities, to the ultimate benefit of the shareholders.

The content of various articles has been amended and each article has also been renumbered further in the full restatement of the Articles. Please note that the present summary only highlights the changes and amendments brought to the different provisions of the Articles and directly refer to the new number of the articles as such articles have been renumbered.

## **Article 1 – Name, form and defined terms**

This article has been amended in order to clarify that the Company is, in addition to being subject to the law of 17 December 2010 on undertakings for collective investment, as amended (the “2010 Law”), also subject to the law of 10 August 1915 concerning commercial companies, as amended (the “1915 Law”), the law of 6 April 2013 on dematerialised securities, as amended and the law of 1 August 2001 on the circulation of securities, as amended.

## **Article 3 – Duration**

This article has been amended to provide that the general meeting of shareholders has the possibility to dissolve the Company at any time, with or without cause.

## **Article 4 – Registered office**

This article has been amended to provide that:

- the board of directors of the Company has the power to transfer the registered office of the Company within the municipality of Luxembourg, Grand Duchy of Luxembourg; and
- the transfer of the registered office of the Company to any other municipality in the Grand Duchy of Luxembourg requires a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of the Articles.

## **Article 5 – Share capital**

This article now only refers to the share capital of the Company. It no longer describes the sub-funds and classes of shares created within the Company, which are now detailed in Article 7 and in Article 8.

**Article 6 – Form of shares, Register of shares and Transfer of shares**

The article has been amended to reflect:

- that no certificate of registration of shares will be issued and the shareholders will only receive a written confirmation of their shareholding;
- the insertion of simplified wording relating to the transfer of shares and the joint holders; and
- the insertion of wording relating to the possibility for the board of directors to issue shares or to convert registered shares in issue in dematerialised shares, or for the holders of registered shares to request such conversion, and the conditions as well as the consequences thereof.

**Article 7 – Classes of Shares and Article 8 – Sub-Funds**

Both articles describe in more detail the features of the classes of shares and sub-funds that may be created within the Company.

It is also mentioned that the board of directors may, at its discretion, decide to change the characteristics of any class of shares described in the prospectus, in consideration of the fact that the shareholders refusing such changes, will be entitled to request the redemption of their shares free of charge.

**Article 9 – Issue of shares**

The rules applicable to the issue of shares have been amended/completed as follows:

- the possibility for the board of directors of the Company to allow in exceptional circumstances a revocation of an application to subscribe for shares after such application has been accepted by the Company, provided that (i) the application has not already been processed and (ii) the directors believe that allowing such revocation would not be detrimental to the existing shareholders of the Company;
- the possibility to suspend the issue of shares under the terms of Article 14 at the board of directors' discretion and in the best interests of the Company; and
- the rules applicable to a contribution in kind are also amended to specify that all costs associated with such contribution in kind shall be borne by the shareholder making such contribution, or by such other third party as agreed by the Company or in any other way which the board of directors considers fair to all shareholders of the sub-fund.

**Article 10 – Redemption of shares**

The amendments to the rules applicable to the redemption of shares consist in:

- the insertion of a period of maximum 10 business days after the relevant valuation day, within which the redemption price per share shall be payable (while such a period was previously left at the discretion of the board of directors);
- the possibility for the board of directors to delegate the power to accept any requests for redemption and the effect of the payment of the redemption proceeds has been clarified;
- the possibility for the board of directors, with respect to any given valuation day and when redemption requests exceed a certain percentage, to defer a part or all of the requests for redemption for a period and in a manner that the board of directors considers to be in the best interest of the shareholders;
- the possibility for the board of directors to decide to terminate or liquidate a sub-fund or a class of shares if all the shares in issue in that class of shares or sub-fund are redeemed, or if the size of the sub-fund or class of shares is not considered economically viable to operate. In such cases, the calculation of the net asset value per share shall take into consideration all liabilities that will be incurred in terminating and liquidating the class(es) of shares or sub-fund(s), for the purpose of determining the redemption price; and
- the insertion of a provision mentioning that the redemption of shares may be suspended under the terms of Article 14 or in other exceptional cases where the circumstances and the best interests of the shareholders so require and that the shares may be redeemed compulsory whenever this is required in the best interests of the Company (and its sub-funds) and notably in the circumstances provided for in the prospectus and under Article 12 ("Restrictions and prohibitions on the ownership of shares") and Article 39 ("Termination and liquidation of sub-funds or classes of shares").

**Article 11 – Conversion of shares**

The rules applicable to the conversion of shares have been amended as follows:

- it has been specified that any conversion will be treated in the same manner as a redemption and subsequent subscription of shares;
- the possibility for the board of directors to reject any conversion request, in whole or in part, at its full discretion has been inserted; and
- the sentence informing that shares converted into shares of another sub-fund shall be cancelled has been deleted.

**Article 12 – Restrictions and prohibitions on the ownership of shares**

The present article has been amended in order to clarify and increase the powers of the board of directors to impose restrictions on the ownership of shares and to avoid the Company (and indirectly the shareholders) from being exposed to any adverse consequences. In summary, the main changes made to this article are as follows:

- the term “Designated Person” is now defined as “Prohibited Person”;
- the conditions under which the board of directors may restrict or prevent the legal or beneficial ownership of shares have been detailed;
- the extension of the possibilities under which the board of directors may restrict or prohibit the ownership of shares in the Company by any Prohibited Person by:
  - compulsory redeem or cause all shares held by a Prohibited Person to be redeemed by precisely notifying him/her of the reasons, the number of shares to be redeemed and the indicative valuation day on which the compulsory redemption will occur;
  - grant a grace period for remedying to the situation causing the compulsory redemption as described in the prospectus and/or propose that the shares held by any shareholder who fails to satisfy the investor’s eligibility requirements for such class of shares will be converted into shares of another class available for such shareholder to the extent that the investor’s eligibility requirements shall then be satisfied; and
- the insertion of the right of the Company to require the Prohibited Person to indemnify the Company against any losses, costs or expenses arising as a result of any compulsory redemption of shares due to the shares being held by, or for the benefit of, such Prohibited Person.

**Article 13 – Net Asset Value**

This article has been completely redrafted to provide clarity on the valuation rules applicable to the Company, its sub-funds and classes of shares. We invite you to consult the amended articles of incorporation which can be downloaded on the following website: [www.investecassetmanagement.com](http://www.investecassetmanagement.com)<sup>2</sup> for further information regarding the redrafting of the rules applicable to the net asset value.

**Article 14 – Suspension of calculation and publication of the net asset value per share, and/or the issue, redemption and conversion of shares**

The present article has been amended to, inter alia, update the description of the circumstances under which the determination of the net asset value of the shares of the Company may be suspended. We invite you to consult the amended articles of incorporation which can be downloaded on the following website: [www.investecassetmanagement.com](http://www.investecassetmanagement.com)<sup>2</sup> for further information as to the redrafting of the rules applicable to the suspension of the net asset value.

**Articles 15 to 22 – General meetings of shareholders**

These articles have been subject to a complete redrafting and reorganisation of the former articles 23, 24 and 31 in order to make clearer the rules applicable to the general meetings of shareholders. Only the changes brought to the former applicable rules are described further on.

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<sup>2</sup>The website has not been reviewed by the SFC and may contain information with respect to non-SFC authorized funds which are not available for public offer in Hong Kong.

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**SCHEDULE 1****Article 16 – Convening of general meetings of shareholders**

The general meetings of shareholders may now be convened by the board of directors upon written request of shareholders representing at least 10% of the Company's share capital (instead of 20%) in the former version of the Articles).

**Article 17 – Conduct of general meetings of shareholders**

This article includes clarifications on the following aspects:

- the composition of the board of the meeting which shall be formed at every general meeting of shareholders;
- the attendance list which shall be kept at all general meetings;
- the possibility for the shareholders, if such facilities are made available at the Company's discretion, to take part in and vote during the general meetings by conference call, through video conference or by any other means of communication which allows (i) them to be identified, (ii) all persons taking part in the meeting to hear one another on a continuous basis, and (iii) an effective participation of all such persons in the meeting; and
- the use of proxies in order to vote at a general meeting.

**Article 18 – Quorum and vote**

Clarification is given that abstentions and nil votes shall not be taken into account in respect of the resolutions to be taken by the shareholders' meetings, but also regarding the rights of holders of dematerialised shares to attend a general meeting and exercise the voting rights attached to such shares.

**Article 19 – Amendments to the articles of incorporation**

This article discloses precisely the quorum and majority rules applicable to a general meeting of shareholders convened in order to amend the Articles, as provided by the 1915 Law.

**Article 20 – Adjournment of general meeting of shareholders**

This article describes the rules applicable in case of adjournment of general meetings. In this respect, the board may adjourn the general meeting for four weeks at the request of shareholders representing at least 20% of the share capital of the Company, in accordance with the 1915 Law. Every resolution already adopted shall therefore be cancelled.

**Article 21 – Minutes of general meetings of shareholders**

Clarification is given that the minutes of the general meetings shall be signed by the members of the board of the meeting, as well as by any shareholder present at the meeting upon his request. Moreover, any copy and excerpt of such original minutes to be produced in judicial proceedings or to be delivered to any third party, shall be certified as a true copy of the original by the notary having had custody of the original deed, in case the meeting has been recorded in a notarial deed, or shall be signed by the chairman of the board of directors or by any two of its members.

**Article 25 – Election, removal and term of office of directors**

The possibility for the directors to be re-elected for successive terms has been inserted.

A provision stating that in case a legal entity is appointed as director of the Company, such legal entity must designate a physical person as permanent representative who shall perform this role in the name and on behalf of the legal entity has also been inserted. The rules applicable to the removal and appointment of any successor have also been determined and provide in this respect that an individual may only be a permanent representative of one director of the Company and may not be a director of the Company at the same time.

**Article 26 – Vacancy in the office of a director**

In case of vacancy in the office of a director, the temporary period during which the vacancy may be filled is now determined as being a period of time not exceeding the initial mandate of the replaced director by the remaining directors.

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**SCHEDULE 1****Article 27 – Convening meeting of the board of directors**

Amendment to the rule applicable in order to convene meetings of the board of directors: the board of directors could meet upon a call by the chairman or by any director (instead of two directors as provided by the former article 14.1). It is also mentioned that no prior notice shall be required in case all the members of the board of directors are present or represented at a board meeting and that the directors waive any convening requirements or in the case of resolutions in writing, that such resolutions are approved and signed by all members of the board of directors.

**Article 28 – Conduct of meetings of the board of directors**

This amended article reflects that a director may represent one or more directors during a board meeting, being appointed as such, but not all of the other directors.

**Article 29 – Minutes of meetings of the board of directors**

The minutes of the meeting of the board of directors can be signed by the chairman or, in his absence, by the chairman pro tempore or by any two directors present.

**Article 30 – Conflicts of interest policy**

This article has been amended in order to, inter alia, align it with the rules of conflict of interest set forth in the 1915 Law.

**Article 32 – Indemnification**

This article has been amended to clarify the rules applicable to the indemnification of the directors.

**Article 33 – Investment policy and restrictions**

The purpose of the amendment to the present article is to clarify, inter alia, the investment restrictions in accordance with the 2010 Law.

**Article 35 – Depositary**

The main amendment brought to this article relates to the fact that the depositary of the Company must act solely in the interests of the investors.

**Article 37 – Annual accounts**

Clarification is given regarding the content of the annual accounts of the Company (inventory of the Company's assets and liabilities, balance sheet and profit and loss accounts).

**Article 39 – Termination and liquidation of sub-funds and classes of shares**

The present article intends to reflect the Luxembourg legal, regulatory and administrative practice applicable to the termination and liquidation of sub-funds and classes of shares within the Company.

**Article 40 – Merger of the Company or its sub-funds**

This new article introduces new provisions regarding national and cross-border mergers of sub-funds of the Company in compliance with the 2010 Law.

**Article 41 – Reorganisation of classes of shares**

The purpose of this article is to allow the board of directors in particular to merge classes of shares at its discretion.

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# Extraordinary General Meeting

# 特別股東大會

22 May 2015

2015年5月22日

FORM OF PROXY 代表委任書

For use at the meeting of Shareholders of the Investec Global Strategy Fund (the "Company") to be held in Luxembourg at the registered office of the Company 49, Avenue JF Kennedy, L-1855 Luxembourg, on 22 May 2015 at 4:30pm (Luxembourg time)

用作於2015年5月22日下午4時30分(盧森堡時間)於天達環球策略基金(「本公司」)的註冊辦事處49, Avenue J.F. Kennedy, L-1855 Luxembourg召開的本公司的股東大會。

Shareholder name:

股東名稱：

Shareholder address:

股東地址：

Shareholder account number:

股東賬戶號碼：

I/We the undersigned being a Shareholder in the Company hereby appoint the Chairman of the meeting or (see Note 1)

本人／吾等下述簽署人作為本公司的股東現委任大會的主席或〔見附註一〕

Name:

名稱：

Address:

地址：

to act as my proxy to vote on my behalf at the Extraordinary General Meeting of the Shareholders of the Company and at any adjournment(s) thereof to deliberate and vote on the full restatement of the Articles of Incorporation as set out in the agenda specified in the notice of meeting dated 30 April 2015 (the "Resolution").

作為本人的代表，代為出席本公司的特別股東大會及其任何續會，有關2015年4月30日的大會通知所述議程載列中本公司組織章程的全面重訂(「決議案」)，並就此作出謹慎考慮及投票。

Please read the Notes below carefully.

請仔細閱覽附註。

Please indicate how you wish your proxy to vote in respect of the Resolution set out below by placing a 'tick' in the appropriate box under either 'for' or 'against'.

請於下列「贊成」或「反對」的適當空位填上「✓」號，以顯示閣下希望代表如何就有關決議案作出投票。

In respect of the Resolution, I direct my proxy to vote as follows (see Note 2);

就有關決議案而言，本人現指示代表按照下列所述作出投票(見附註2)：

RESOLUTION 決議案	FOR 贊成	AGAINST 反對
The approval of the amendment and full restatement of the Articles of the Company. 批准修訂及全面重訂本公司的組織章程。	<input type="checkbox"/>	<input type="checkbox"/>

Please complete and return this Form of Proxy by 3:00pm on 20 May 2015 by fax to (+352) 464 010 413 or email to luxembourg-domiciliarygroup@statestreet.com or mail in the enclosed business reply envelope to 49, Avenue JF Kennedy, L-1855 Luxembourg, together with the Power of Attorney, or other written authority (if any) under which it is signed, or a notarially certified copy of such power of authority.

請於2015年5月20日下午3時正之前填妥並交回此代表委任書。請將此代表委任書連同授權書，或其他書面簽署的授權文件(如有)，或該授權書的公證副本，傳真至(+352) 464 010 413，或電郵至luxembourg-domixiliarygroup@statestreet.com，或郵寄至49, Avenue JF Kennedy, L-1855 Luxembourg。

**GSF | FORM OF PROXY 代表委任書**

By signing the below you agree that the proxyholder is authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy, even if not formally mentioned in the present documents, and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Companies' Registrar, while the undersigned promises to ratify all said actions taken by the proxyholder whenever requested.

一經於下文簽署，即代表閣下同意授權代表作出任何陳述、進行所有投票、簽署所有會議紀錄及其他文件、作出一切合法、必需或有助完成及履行此代表委任書的事情(即使現有文件並沒有正式提及)，以及按照盧森堡法律在公司註冊處進行任何註冊，而下述簽署人承諾在任何時候被要求時批准由代表作出的所有前述行為。

The present proxy will remain in force if this Extraordinary General Meeting, for whatsoever reason, is adjourned, postponed or reconvened.

倘是次特別股東大會因任何原因休會、延期或再召開，此代表委任書仍然有效。

This proxy, and the rights, obligations and liabilities of the undersigned and the proxyholder hereunder, shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

此代表委任書，以及下述簽署人及代表的權利、義務和責任受盧森堡法律約束，並不受制於國際私法法規。

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder before the courts of Luxembourg-City, and each of the undersigned and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such action or proceeding and waives any objection to the jurisdiction or venue of such courts.

由此委任引起、與之相關及因而出現的任何索償、糾紛或爭論，應由下述簽署人及代表向盧森堡市的法院提出，而每名下述簽署人及代表因應任何此等行動或訴訟將會受到此等法院的專屬管轄，並放棄對此等法院的專屬管轄或場地提出任何異議。

**Signed**  
**簽署**

\_\_\_\_\_

**Date**  
**日期**

\_\_\_\_\_

**Notes**  
**附註**

1. If you wish to appoint someone other than the Chairman of the meeting, please delete the words 'the Chairman of the meeting' above, and insert the name and address of your appointee in the section provided. This person need not be a Shareholder, but must attend the meeting in person to represent you. If you wish to appoint the Chairman as your proxy, as above, please leave the section blank.

若閣下希望委任大會主席以外的人士為代表，請刪除上述「大會主席」的字眼，並在所示適當位置填寫委任代表的姓名和地址。該名人士毋須為股東，但必須親身代表閣下出席大會。若閣下希望委任上述主席作為代表，請毋須填寫此部份。

2. Please indicate with a tick how you wish to vote in respect of the resolution. If the Form of Proxy is signed and returned without any specific direction as to voting, the proxy is therefore directed to vote or abstain from voting as he or she thinks fit. If you do not wish to vote the same way in respect of all your shares, please contact us.

請填上「✓」號，顯示閣下對有關決議案的投票意願。若已簽署並交回代表委任書，但並無作出任何特定投票指示，代表可因而按他／她認為恰當的作出投票或放棄投票。若閣下不擬就所持全部股份作出相同的投票，請與我們聯絡。

3. To be valid, this Form of Proxy must be received by 3:00pm (CET) on 20 May 2015. Please send this form via fax to (+352) 464 010 413, email to luxembourg-domiciliarygroup@statestreet.com or mail in the enclosed business reply envelope to 49, Avenue JF Kennedy, L-1855 Luxembourg, together with the Power of Attorney, or other written authority (if any) under which it is signed, or a notarially certified copy of such power of authority.

本代表委任書必須於2015年5月20日下午3時正(歐洲中部時間)前收訖方為有效。請將本代表委任書連同授權書，或其他書面簽署的授權文件(如有)，或該授權書的公證副本，傳真至(+352) 464 010 413或電郵至luxembourg-domiciliarygroup@statestreet.com或郵寄至49, Avenue JF Kennedy, L-1855 Luxembourg。

4. In the case of a shareholder that is a corporation, this Form of Proxy must be either under its common seal or under the hand of a duly authorised officer or attorney.

倘股東為公司，則本代表委任書須另行加蓋公司印鑑，或經由公司負責人或正式授權人親筆簽署。

5. In the case of joint holders of record, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders.

倘記錄為聯名股東，則就任何決議案投票時，本公司將接納排名最先之股東之投票(不論親身或委派代表)，而其他聯名股東再無投票權。就此方面而言，排名先後乃按股東名冊內的排名次序而定。

6. This form is for use at the Extraordinary General Meeting and will remain valid for any adjournment thereof as well as for a reconvened Extraordinary General Meeting in case the quorum requirements for the Extraordinary General Meeting are not met.

本代表委任書適用於特別股東大會，並於任何有關的延會上仍然有效，及在未能滿足特別股東大會的最低法定人數要求的情況下，於再次召開的特別股東大會上，本代表委任書亦為有效。

7. The quorum necessary for the Extraordinary General Meeting shall be shareholders present or represented by proxy holding 50% of the issued capital of the Company.

特別股東大會之最低法定人數要求為持有本公司發行股份之50%的股東親自出席或由其代表出席。

8. If a quorum is not present within half an hour after the time appointed for the commencement of the Extraordinary General Meeting, it will be reconvened at 4:30pm (CET) on 30 June 2015 and will be held at the registered office of the Company, at 49, Avenue JF Kennedy, L-1855 Luxembourg. Shareholders will receive a further notice of such reconvened Extraordinary General Meeting but will not receive further copies of the summary of the main changes to the draft restated articles of incorporation of the Company and other documents accompanying the notice. There are no quorum requirements for such reconvened Extraordinary General Meeting.

如特別股東大會指定開始時間過後半小時內還未滿足最低法定人數要求，該大會將押後至2015年6月30日下午4時30分(歐洲中部時間)，於本公司位於49, Avenue JF Kennedy, L-1855 Luxembourg的註冊辦事處再次召開。各股東將會收到有關再次召開特別股東大會的進一步通知，但本公司將不會再次提供本公司組織章程草擬重訂本作出的主要變動概要及該通知隨附的其他文件之副本。該再次召開的特別股東大會將不設有最低法定人數的要求。

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### **第27條－召開董事會會議**

修訂適用於召開董事會會議的規則：董事會可應主席或任何董事(而非原有第14.1條所規定的兩名董事)的要求召開會議。若董事會所有成員親自或由其代表出席董事會會議，且董事豁免任何召開大會的規定，則毋須發出事先通知。或在書面決議的情況下，該決議由董事會所有成員批准及簽署。

### **第28條－董事會會議的進行**

本經修訂的條款反映一名董事可在董事會會議上獲委任代表一名或多名董事，但並所有其他董事。

### **第29條－董事會會議的會議紀錄**

董事會會議的會議紀錄可由主席，或若主席缺席則由臨時主席或由任何兩名出席會議的董事簽署。

### **第30條－利益衝突政策**

本條款已被修訂，以其中包括確保其與1915年法例列載的利益衝突規則一致。

### **第32條－賠償**

本條款已被修訂，以釐清適用於董事賠償的規則。

### **第33條－投資政策及限制**

修訂本條款的目的是根據2010年法例訂明其中包括投資限制。

### **第35條－過戶登記處**

本條款的主要修訂有關本公司過戶登記處必須僅為投資者的利益而行事的事實。

### **第37條－年度賬目**

訂明本公司的年度賬目(本公司的資產與負債清單、資產負債表及損益賬)的內容。

### **第39條－終止並把子基金及股份類別清盤**

本條款旨在反映適用於把本公司的子基金及股份類別終止及清盤的盧森堡法律、監管和行政慣例。

### **第40條－本公司或其子基金的合併**

這項新條款引入的新條文關於本公司的子基金在符合2010年法例的情況下進行國內及跨境合併。

### **第41條－重組股份類別**

本條款的目的是容許特別是董事會酌情合併股份類別。

### **第16條－召開股東大會**

若代表本公司股本最少10%(而非之前的章程版本所述的五分之一(20%))的股東提出書面要求，則董事會可召開股東大會。

### **第17條－股東大會的進行**

本條款包括訂明以下範疇：

- －董事會的組成，應在每次股東大會進行；
- －在所有股東大會應存置的出席人數名單；
- －若本公司酌情提供所須設施，則股東可透過電話會議、視像會議或容許(i)與會者被識別；(ii)所有參加大會的人士可持續聆聽彼此的說話；及(iii)所有該等人士可有效參加大會的任何其他溝通方式，參加大會並於會上投票的可能性；
- －使用代表委任書以便在股東大會上投票。

### **第18條－最低法定人數及投票**

釐清就股東大會提呈的決議，不應考慮棄權票和無權票；同時亦釐清無紙化股份持有人出席股東大會及行使有關股份所附的投票權。

### **第19條－修訂組織章程**

本條款明確地披露根據1915年法例的規定，適用於為修訂章程而召開的股東大會的最低法定人數及大多數規則。

### **第20條－股東大會延會**

本條款說明適用於股東大會延會的規則。就此方面而言，董事會可根據1915年法例，應代表本公司股本最少20%的股東的要求，將股東大會延期四週後舉行。因此，每項已採納的決議應被註銷。

### **第21條－股東大會的會議紀錄**

訂明股東大會的會議紀錄應由董事會成員及應其要求由出席大會的任何股東簽署。此外，若大會記錄正本的任何副本和摘錄需於司法程序或向任何第三方提交，若會議以公證書形式記錄，應由保管證書正本的公證人核證為正本的無訛副本，或應由董事會主席或董事會任何兩名成員簽署。

### **第25條－選舉、罷免董事與董事任期**

加入董事可獲重選並連任多個任期的可能性。

加入以下條文：若一個法律實體獲委任為本公司董事，該法律實體必須指定一名自然人為永久代表，以法律實體的名義並代表法律實體執行本角色。適用於罷免和委任任何繼承人的規則亦已確定，而且就此規定一名個人只可是本公司一名董事的永久代表，而不可同時擔任本公司董事。

### **第26條－董事職位空缺**

現訂明若出現董事職位空缺，餘下董事可填補空缺的臨時期間為不超過替任董事最初任期的期間。

### 第11條－股份轉換

適用於股份轉換的規則已修訂如下：

- －已訂明任何轉換將以贖回及其後認購股份的相同方式對待；
- －已加入董事會可全權酌情拒絕受理任何全部或部份轉換的要求的可能性；
- －已刪除就轉換至另一隻子基金股份的股份須註銷的句子。

### 第12條－股份擁有權的限制和禁制

本條款已被修訂，以釐清及增加董事會施加股份擁有權限制的權力，並避免本公司(及間接避免股東)承受任何不利後果。概括來說，本條的主要變動如下：

- －「指定人士」現時定義為「受禁制人士」；
- －已詳述董事會可據以限制或防止股份的法定或實益擁有權的條件；
- －延伸董事會可據以限制或防止任何受禁制人士擁有本公司股份的可能性；
- －強制性贖回或促使由一名受禁制人士持有的所有股份被贖回，方法是明確地通知該人士將被贖回股份的原因、將被贖回的股數，以及將發生強制性贖回的參考估值日；及
- －授予寬限期，以彌補導致發售章程所述的強制性贖回的情況，及／或建議未能符合該股份類別的投資者資格規定的任何股東持有的股份，轉換為該股東提供的另一類股份，惟投資者必須符合資格規定；
- －加入本公司的以下權利：可要求受禁制人士就其持有，或為其利益而持有的股份引致的任何強制性股份贖回產生的任何損失、費用或開支而賠償本公司。

### 第13條－資產淨值

本條款已完全重新草擬，以釐清適用於本公司、其子基金及股份類別的估值規則。我們邀請閣下查閱可從以下網址：[www.invectecassetmanagement.com](http://www.invectecassetmanagement.com)<sup>2</sup>下載的經修訂組織章程，以就重新草擬適用於資產淨值的規則獲取進一步資料。

### 第14條－暫停計算和公佈每股資產淨值，及／或發行、贖回和轉換股份

本條款已被修訂，以便(其中包括)就暫停確定本公司股份的資產淨值的情況更新描述。我們邀請閣下查閱可從以下網址：[www.invectecassetmanagement.com](http://www.invectecassetmanagement.com)<sup>2</sup>下載的經修訂組織章程，以就重新草擬適用於暫停計算資產淨值的規則獲取進一步資料。

### 第15條至第22條－股東大會

以上各條款就原有第23及24至31條的全面重新草擬和重新組織，以釐清適用於股東大會的規則。下文只說明原有適用規則的變動。

<sup>2</sup> 本網站未經證監會審核，可能包含不可向香港公眾銷售的非證監會認可基金資料。



### 第6條—股份形式，股份登記冊及股份轉讓

本條款已被修訂，以反映：

- 股份登記證將不獲派發，股東只會接獲有關其持股量的確認書；
- 加插與股份轉讓及聯名持有人相關的簡化字句；及
- 加插與董事會可能發行股份，或轉換已發行的登記股份為無紙化登記股份，或登記股份的持有人要求進行有關轉換，以及其條件和後果相關的字句。

### 第7條—股份類別及第8條—子基金

兩項條款均較為詳細說明可能在本公司創設的股份類別和子基金的特點。

亦提及董事會可以酌情，經考慮拒絕有關變動的股東將有權要求免費贖回其股份，決定改變發售章程所述的任何股份類別的特點。

### 第9條—股份發行

適用於股份發行的規則已修訂／完成如下：

- 在股份認購申請獲本公司接納後，本公司董事會可在特殊情況下容許撤銷有關申請，只要(i)申請尚未被處理及(ii)董事認為容許有關撤銷不會損及本公司的現有股東；
- 在董事會酌情及符合本公司最佳利益的情況下，可根據第14條的條款暫停股份發行；及
- 適用於實物出資的規則亦已被修訂，以訂明與有關實物出資相關的所有費用，須由作出出資的股東，或本公司同意的其他第三方，或以董事會認為對子基金的所有股東公平的任何其他方式承擔。

### 第10條—股份贖回

適用於股份贖回的規則的修訂包括：

- 在相關估值日後加入最長10個營業日的期間，在此期間內應支付每股股份的贖回價(在較早前，該期間留待董事會酌情確定)；
- 董事會可接納任何贖回要求的權力轉授的可能性及支付贖回款項的意思亦已釐清；
- 董事會可就任何既定估值日，及當贖回要求超逾若干百分比時，以董事會認為符合股東最佳利益的方式，把部份或全部贖回要求押後一段期間才處理的可能性；
- 若任何子基金或股份類別的已發行股份總數被贖回，或若該子基金或股份類別的規模不具經濟效益地運作，董事會可決定終止或把該子基金或股份類別清盤的可能性。在該情況下，計算每股資產淨值時須考慮終止並把上述股份類別或子基金清盤所引致的所有負債，以確定贖回價格；
- 加入以下條文：根據下文第14條的條款，或在其他特殊情況下(即因應情況及符合股東的最佳利益所須)可暫停贖回股份。此外，為符合本公司(及其子基金)的最佳利益，及特別是在發售章程及第12條(「股份擁有權的限制和禁制」)和第39條(「終止並把子基金或股份類別清盤」)規定的情況下，可強制贖回股份。

# 附件1—本公司組織章程的 變動概要

## 初步評論

為反映對本公司構成影響的盧森堡法律及監管變動，我們定期審議並更新本公司的組織章程(「章程」)。此外，我們可修訂章程，以增加對本公司活動的管理及行政方面的靈活性，最終令股東受惠。

章程的各項條款的內容已被修訂，而在全面重訂章程後，每項條款亦已被重新編號。謹請注意，現時的概要只重點反映章程內不同條文的變動和修訂，並直接提述章程條款的新編號，因為條款已被重新編號。

## 第1條—名稱、形式及界定詞彙

本條款已被修訂，以訂明本公司除受2010年12月17日有關集合投資計劃的法例(經修訂)(「2010年法例」)的規限外，亦受1915年8月10日有關商業公司的法例(經修訂)(「1915年法例」)、2013年4月6日有關無紙化證券的法例(經修訂)及2001年8月1日有關證券流通的法例(經修訂)所規限。

## 第3條—期限

本條款已被修訂，以規定股東大會有可能隨時在有或沒有理由的情況下解散本公司。

## 第4條—註冊辦事處

本條款已被修訂，以規定：

- 本公司董事會有權在盧森堡大公國盧森堡市內遷移本公司的註冊辦事處；及
- 若要把本公司的註冊辦事處遷移至盧森堡大公國的任何其他都市，則須經股東大會以修訂章程所須的方式採納決議。

## 第5條—股本

本條款現時僅指本公司股本，而不再說明在本公司創立的子基金和股份類別，有關說明現時於第7條及第8條詳述。

II. 附註

1. 有權但未能出席上述大會並投票的股東可指派一名或多名代表出席，並在票選中代替自己投票。代表不必為本公司股東。委任代表之文件連同授權書或其他書面簽署的授權文件（如有），或該授權書的公證副本，必須於2015年5月20日下午3時正（歐洲中部時間）前送達本公司位於49, Avenue J.F. Kennedy, L-1855 Luxembourg之註冊辦事處，或電郵至luxembourg-domiciliarygroup@statestreet.com，或傳真至(+352) 464 010 413，方為有效。  
請注意，僅於2015年5月15日下午3時（歐洲中部時間）前在記錄的股東，方有權於此大會上投票。
2. 隨附用於大會的代表委任書。就大會有效填妥並交回的代表委任書於任何有關的延會上仍然有效，及在未能滿足特別股東大會的最低法定人數要求的情況下，於再次召開的特別股東大會上，本代表委任書亦為有效。
3. 大會之最低法定人數要求為持有本公司發行股份之50%的股東親自出席或由其代表出席。
4. 如大會指定開始時間過後半小時內還未滿足最低法定人數要求，該大會將押後至2015年6月30日下午4時30分（歐洲中部時間），於本公司位於49, Avenue J.F. Kennedy, L-1855 Luxembourg的註冊辦事處再次召開。各股東將會收到有關再次召開大會的通知，但本公司將不會再次提供本公司組織章程的草擬重訂本作出的主要變動的概要及該通知隨附的其他文件之副本。該再次召開的大會將不設有最低法定人數的要求。
5. 一旦獲得指定的三分之二大多數票數通過，所有股東（無論其如何投票或有否投票）均受該決議約束。

# 股東週年大會通告

2015年4月30日

## 掛號郵件

我們誠意邀請閣下出席於2015年5月22日下午4時30分(盧森堡時間)在本公司位於49 Avenue J.F. Kennedy, L-1855 Luxembourg的註冊辦事處及於公證人前召開的本公司特別股東大會(「大會」)，以商討並就以下議程所述全面重訂本公司組織章程(「章程」)投票：

## 議程

### 批准下文所詳述的章程修訂：

a. 以本公司章程的草擬重訂本反映的形式，修訂並全面重訂本公司章程。

#### i. 其他事項

大會必須由代表本公司最少一半股本的股東親身或委派代表出席，方可有效商討上述議程；而各項議程的議案必須經由最少三分之二的與會股東或代表，在符合本公司章程第29條和1915年8月10日有關商業公司的盧森堡法例第67-1 (2)條(經修訂)的情況下投票贊成，方可有效通過。倘決議在會議上獲法定票數通過，修訂及全面重訂的本公司章程將於2015年6月12日生效。

隨函附件1附奉本公司組織章程的草擬重訂本作出的主要變動概要。章程建議的修訂旨在令章程符合現行慣例以及適用於盧森堡的最新法律和監管框架，並統一詞彙和釋義以確保其與本公司發售章程所使用者相符一致。

特別是，本公司的章程已經被修訂，以便本公司可發行無紙化股份。

股東必須特別注意如隨附概要所述重新草擬可導致暫停計算本公司子基金的資產淨值的情況。估值規則亦已重新草擬，以符合現行行業指引。此等重新草擬的規則並不會改變現行的定價、交易或公司運作。

若大會通過議案，全面重訂的章程的英文副本可於本公司的註冊辦事處免費索取，亦可從天達資產管理的網站([www.investecassetmanagement.com](http://www.investecassetmanagement.com)<sup>1</sup>)下載。

每股股份享有一票表決權。

<sup>1</sup>本網站未經證監會審核，可能包含不可向香港公眾銷售的非證監會認可基金資料。