

Tel : (+352) 341 342 202 Fax : (+352) 341 342 342

**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. The directors of Schroder Alternative Solutions accept full responsibility for the accuracy of the information contained in this letter and confirm, having made all reasonable enquiries, that to the best of our knowledge and belief there are no other facts the omission of which would make any statement misleading.**

**19 December 2013**

Dear Shareholder,

**Annual General Meeting of Shareholders of Schroder Alternative Solutions**

Please find enclosed the convening notice of the Annual General Meeting of Shareholders (the "Meeting") of **Schroder Alternative Solutions** (the "Company") and a form of proxy.

**Notice**

All Shareholders of the Company are invited to attend the Meeting, which will be held at the registered office of the Company on 21 January 2014, at 11.00 a.m. Luxembourg time, to vote on the resolutions which are outlined in the enclosed notice.

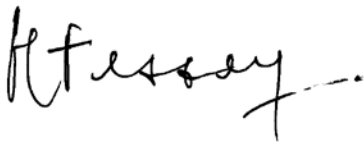
**Form of proxy**

If you cannot attend the Meeting in person you can appoint the Chairman or any other person to vote on your behalf by using the enclosed form of proxy, which must be completed and returned to the Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, not later than 16 January 2014, at 5:00 p.m. Hong Kong time. The Hong Kong Representative will then immediately forward such forms to the Company's Management Company, Schroder Investment Management (Luxembourg) S.A..

**Audited annual report**

Copies of the Company's audited annual report as at 30 September 2013 can be obtained, free of charge, from Schroder Investment Management (Hong Kong) Limited and are available on Schroders' Internet site [www.schroders.com.hk](http://www.schroders.com.hk). 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,



**Noel Fessey**  
Authorised Signatory



**Gary Janaway**  
Authorised Signatory

Enclosed: AGM convening notice and form of proxy

Tel : (+352) 341 342 202 Fax : (+352) 341 342 342

### **Notice of the Annual General Meeting of Shareholders of Schroder Alternative Solutions**

Notice is hereby given that the Annual General Meeting of Shareholders (the "Meeting") of **Schroder Alternative Solutions** (the "Company") will be held at the registered office of the Company on 21 January 2014, at 11:00 a.m. Luxembourg time, with the following agenda:

#### **Agenda**

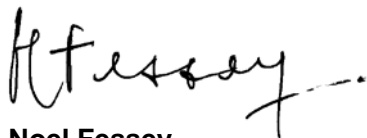
1. Presentation of the report of the board of directors;
2. Presentation of the report of the independent auditor;
3. Approval of the financial statements for the accounting year ended 30 September 2013;
4. Discharge of the board of directors;
5. Discharge of the independent auditor;
6. Re-election of Messrs Jacques Elvinger, Daniel de Fernando Garcia, Achim Küssner, Ketil Petersen and Georges Saier as directors until the next Annual General Meeting of Shareholders which will take place in 2015;
7. Election of Mr Neil Walton as a director until the next Annual General Meeting of Shareholders which will take place in 2015;
8. Election of Mrs Marie-Jeanne Chevremont-Lorenzini as a director until the next Annual General Meeting, subject to approval by the Commission de Surveillance du Secteur Financier ("CSSF").
9. Election of Mr Carlo Trabattoni as a director until the next Annual General Meeting, subject to approval by the CSSF;
10. Election of Mr Mike Champion as a director until the next Annual General Meeting, subject to approval by the CSSF;
11. Determination of the directors' fees;
12. Re-election of PricewaterhouseCoopers S.à r.l. as independent auditor;
13. Allocation of the results for the accounting year ended 30 September 2013;
14. Consideration of such other business as may properly come before the Meeting.

#### **Voting**

Resolutions on the agenda of the Meeting will require no quorum and will be taken at the majority of the votes expressed by the Shareholders present or represented at the Meeting.

#### **Voting Arrangements**

Holders of registered shares who cannot attend the Meeting may vote by proxy by returning the form of proxy sent to them to the Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, not later than 16 January 2014 at 5:00 p.m. Hong Kong time. The Hong Kong Representative will then immediately forward such forms to the Company's Management Company, Schroder Investment Management (Luxembourg) S.A., 5, rue Höhenhof, L-1736 Senningerberg, Grand Duchy of Luxembourg.



**Noel Fessey**  
Authorised Signatory



**Gary Janaway**  
Authorised Signatory

電話：(+352) 341 342 202 傳真：(+352) 341 342 342

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董事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年度大會

謹此隨函附上施羅德另類投資方略(「本公司」)股東年度大會(「股東大會」)的通知和代表委任表格。

### 通知

本公司的所有股東均獲邀請出席2014年1月21日盧森堡時間上午11時正於本公司註冊辦事處舉行之股東大會，就附函通知詳述之決議案進行表決。

### 代表委任表格

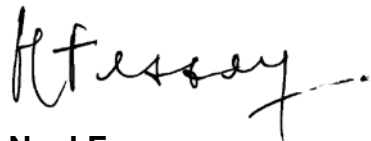
閣下如未能親身出席股東大會，可委任大會主席或任何其他人士，使用附函代表委任表格代表閣下投票。填妥之代表委任表格必須在2014年1月16日香港時間下午5時正或之前交回香港代表人施羅德投資管理(香港)有限公司。而香港代表人將會儘速把該等代表委任表格轉交本公司的管理公司 Schroder Investment Management (Luxembourg) S.A.。

### 經審核的年度報告

可向香港代表人免費索取本公司截至2013年9月30日經審核的年度報告，有關報告亦可於施羅德網址 [www.schroders.com.hk](http://www.schroders.com.hk) 下載。

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。

此致



**Noel Fessey**  
授權簽署  
謹啟



**Gary Janaway**  
授權簽署

**2013年12月19日**

附件：股東大會通知書和代表委任表格

**施羅德另類投資方略**

可變資本投資有限公司

5, rue Höhenhof, L-1736 Senningerberg  
Grand Duchy of Luxembourg

電話：(+352) 341 342 202 傳真：(+352) 341 342 342

**施羅德另類投資方略股東年度大會通知**

茲通知**施羅德另類投資方略**(「本公司」)股東年度大會(「股東大會」)將於2014年1月21日盧森堡時間上午11時正，在本公司註冊辦事處舉行，議程如下：

**議程**

1. 表呈董事局報告；
2. 表呈獨立核數師報告；
3. 通過會計年度截至2013年9月30日的財政報告；
4. 解散董事局；
5. 解除獨立核數師的職務；
6. 重選Jacques Elvinger、Daniel de Fernando Garcia、Achim Küssner、Ketil Petersen和Georges Saier先生擔任董事，直至2015年舉行的股東大會；
7. 選舉Neil Walton先生為董事，直至2015年舉行的股東大會；
8. 選舉Marie-Jeanne Chevremont-Lorenzini女士為董事，直至下次股東大會，前提是須獲得盧森堡金融業管理局(Commission de Surveillance du Secteur Financier)(「CSSF」)的批准；
9. 選舉Carlo Trabattoni先生為董事，直至下次股東大會，前提是須獲得CSSF的批准；
10. 選舉Mike Champion先生為董事，直至下次股東大會，前提是須獲得CSSF的批准；
11. 決定董事酬金；
12. 重選PricewaterhouseCoopers S.à r.l.擔任獨立核數師；
13. 年度截至2013年9月30日的業績分配；
14. 考慮在股東大會前可能出現的其他事務。

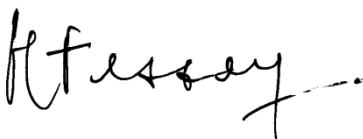
**表決**

股東大會議程的決議案將沒有法定出席人數限制，並會按出席股東大會的大部份股東或其代表的表決為依歸。

**投票安排**

如欲投票但未能出席股東大會的註冊股份持有人，應不遲於2014年1月16日香港時間下午5時正，把填妥的代表委任表格交回香港代表人施羅德投資管理(香港)有限公司。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 (Luxembourg) S.A.，地址為5, rue Höhenhof, L-1736 Senningerberg, Grand Duchy of Luxembourg。

此致

**Noel Fessey**  
授權簽署**Gary Janaway**  
授權簽署

**Form of Proxy for use at the Annual General Meeting of Shareholders of Schroder Alternative Solutions to be held on 21 January 2014**

施羅德另類投資方略有關2014年1月21日舉行之股東年度大會的代表委任表格

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)  
(如聯名股份持有多於兩名，其他持有人的全名亦應提供)

holder(s) of \_\_\_\_\_ (number of) shares\* of \_\_\_\_\_ sub-fund of  
**Schroder Alternative Solutions** (the "Company") hereby appoint the Chairman of the Annual General Meeting of  
Shareholders (the "Meeting") of the Company or  
為施羅德另類投資方略(「本公司」) \_\_\_\_\_ 子基金股份數量 \_\_\_\_\_ ◆之持有  
人，謹此委任本公司股東年度大會(「股東大會」)主席或

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

as my/our proxy to vote for me/us and on my/our behalf on the resolutions on the agenda of the Meeting to be held at the registered office of the Company on 21 January 2014 at 11:00 a.m. Luxembourg time.

作為本人/吾等的代表，代表本人/吾等於2014年1月21日盧森堡時間上午11時正，在本公司註冊辦事處舉行的股東大會上就議程的決議案投票。

If you have appointed the Chairman as your proxy, please indicate with an 'X' in one of the spaces below how you wish your votes to be cast on the resolutions on the agenda of the Meeting. 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 resolutions on the agenda of the Meeting and on such other business as may properly come before the Meeting.

如已委任主席為閣下的代表，請於下面空格填上「X」以表示閣下對股東大會議程決議案的投票意願。如閣下已委任其他代表，該代表人將有權出席股東大會，並會按照閣下的投票指示，就股東大會議程決議案和股東大會前其他可能出現的事務進行投票。

AGENDA 議程	For 贊成	Against 反對	Abstain 棄權
1. Presentation of the report of the board of directors; 表呈董事局報告；			
2. Presentation of the report of the independent auditor; 表呈獨立核數師報告；			
3. Approval of the financial statements for the accounting year ended 30 September 2013; 通過會計年度截至2013年9月30日的財政報告；			
4. Discharge of the board of directors; 解散董事局；			
5. Discharge of the independent auditor; 解除獨立核數師的職務；			

\* Please insert the 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.

\*請填上在相關子基金所持的股份數量。閣下如持有超過一項子基金的股份，請於本代表委任表格背後詳列所有持股資料。



<p>6. Re-election of Messrs Jacques Elvinger, Daniel de Fernando Garcia, Achim Küssner, Ketil Petersen and Georges Saier as directors until the next Annual General Meeting of Shareholders which will take place in 2015; 重選Jacques Elvinger、Daniel de Fernando Garcia、Achim Küssner、Ketil Petersen和Georges Saier先生擔任董事，直至2015年舉行的股東大會；</p>			
<p>7. Election of Mr Neil Walton as a director until the next Annual General Meeting of Shareholders which will take place in 2015; 選舉Neil Walton先生為董事，直至2015年舉行的股東大會；</p>			
<p>8. Election of Mrs Marie-Jeanne Chevremont-Lorenzini as a director until the next Annual General Meeting, subject to approval by the Commission de Surveillance du Secteur Financier ("CSSF"); 選舉Marie-Jeanne Chevremont-Lorenzini女士為董事，直至下次股東大會，前提是須獲得盧森堡金融業管理局（Commission de Surveillance du Secteur Financier）（「CSSF」）的批准；</p>			
<p>9. Election of Mr Carlo Trabattoni as a director until the next Annual General Meeting, subject to approval by the CSSF; 選舉Carlo Trabattoni先生為董事，直至下次股東大會，前提是須獲得CSSF的批准；</p>			
<p>10. Election of Mr Mike Champion as a director until the next Annual General Meeting, subject to approval by the CSSF; 選舉Mike Champion先生為董事，直至下次股東大會，前提是須獲得CSSF的批准；</p>			
<p>11. Determination of the directors' fees; 決定董事酬金；</p>			
<p>12. Re-election of PricewaterhouseCoopers S.à r.l. as independent auditor; 重選PricewaterhouseCoopers S.à r.l. 擔任獨立核數師；</p>			
<p>13. Allocation of the results for the accounting year ended 30 September 2013; 會計年度截至2013年9月30日的業績分配；</p>			
<p>14. Consideration of such other business as may properly come before the Meeting. 考慮在股東大會前可能出現的其他事務。</p>			

Date日期: \_\_\_\_\_

Signature(s) 簽署人: \_\_\_\_\_