

IMPORTANT: This letter and its enclosures require your immediate attention. If you have any questions about the content of this letter and its enclosures, you should seek independent professional advice.

14 June 2018

Dear Investor,

As the extraordinary general meeting held on 25 May 2018 could not validly deliberate on the agenda for lack of quorum, the Board of Directors (the “Board”) hereby invites you to vote on changes to the articles of incorporation (the “Articles”) of JPMorgan Funds (the “Fund”) in which you own shares at the reconvened extraordinary general meeting (“reconvened EGM”).

The Board is proposing changes to the Articles which:

- introduce provisions required as a result of the entry into force of Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on Money Market Funds (the “Regulation”); and
- are either of a general or non-material nature.

We recommend that you read this document carefully and to vote in favour of the proposed amendments.

Further details of the proposed changes and the reason the Board is proposing them can be found below.

Changes required as a result of the entry into force of the Regulation

The Board is proposing to introduce provisions in the Articles as a result of the entry into force of the Regulation. The Regulation establishes European-wide rules to make money market funds (“MMFs”) more resilient and better able to withstand market shocks. These rules aim to ensure better protection of MMF investors and safeguard the integrity of the market. In accordance with the Regulation, additional disclosures are required to be made to investors in the Articles covering in particular eligible assets, diversification requirements, liquidity and valuation rules and internal procedures to ensure compliance with the Regulation. Voting in favour of the proposed amendments to the Articles will not in itself result in any changes to the investment objectives and policies, the risk profiles, or the charges and expenses payable by the sub-funds or the Fund.

However, in order to ensure compliance with the Regulation, the product range is currently being reviewed. We expect to contact you during the third quarter of 2018 to provide advance notice of any proposed changes to your sub-fund together with your options, including the right to redeem or switch your investment, free of charge¹, into any other funds which are managed by JPMorgan

¹ Please note that although we will not impose any charges in respect of your switching or redemption instructions, your bank, distributor, financial adviser or pension scheme trustee or administrator may charge you switching or redemption fees and/or transaction fees and may impose different dealing arrangements. You are advised to contact your bank, distributor or financial adviser, pension scheme trustee or administrator should you have any questions.

Funds (Asia) Limited (“JPMFAL”) or for which it acts as Hong Kong representative² and which are authorised by the Securities and Futures Commission (the “SFC”) for sale to the public in Hong Kong³ before the Effective Date (as defined below). **Although all shareholders within the Fund are invited to vote, only JPMorgan Funds - Euro Money Market Fund⁴ and JPMorgan Funds - US Dollar Money Market Fund qualify as MMFs and will be impacted by changes resulting from the Regulation.**

To obtain further information on the Regulation, the new types of MMFs and the options available, please contact JPMFAL, the Hong Kong Representative of the Fund.

The Board will only exercise any of the powers under the amended Articles if it considers it to be in the best interests of shareholders as a whole. The changes do not remove any existing requirements to provide advance notice should the Board decide to exercise any powers given in the Articles. It is not expected that the changes will materially prejudice the rights or interests of the existing shareholders.

You do not need to attend in person to vote. You can use the enclosed Form of Instruction to tell us how you want to vote. To be valid, the Form of Instruction must be received by JPMFAL at GPO Box 11448, Hong Kong not later than 6 p.m. (Hong Kong time) on 6 July 2018. The Form of Instruction may be sent in the first instance by facsimile on (852) 2868 1577, but the original Form of Instruction should follow by mail to JPMFAL at GPO Box 11448, Hong Kong not later than 6 p.m. (Hong Kong time) on 6 July 2018. The Forms of Instruction received for the first extraordinary general meeting convened on 25 May 2018, insofar as they are received prior to the deadline stated above, shall be valid for the reconvened EGM unless specifically revoked in writing prior to the deadline stated above.

There is no quorum requirement for this reconvened EGM. A notice of the result of the reconvened EGM will be given to shareholders. The result of the reconvened EGM will also be announced on our website www.jpmorganam.com.hk⁵.

The costs associated with the reconvened EGM will be borne by the Fund as part of the operating and administrative expenses. Since the operating and administrative expenses for each share class are capped, costs associated with the reconvened EGM will have no impact on the maximum level of charges and expenses payable by the shareholders. Please refer to Appendix I of the Hong Kong offering document of the Fund for the maximum level of operating and administrative expenses of the respective share class.

The effective date of the proposed amendments to the Articles, subject to the passing of the resolution disclosed in the enclosed agenda, will be 3 December 2018 (the “Effective Date”), or any other date decided by the Directors of the Fund but no later than 21 January 2019 (in which case you will be informed separately), and the Fund’s offering document (referred to as the “Prospectus” in the enclosed agenda and Form of Instruction) will be amended accordingly in due course.

² Please note that, as provided in the relevant offering documents of the funds, the manager or the Hong Kong representative (as applicable) of each such fund has the discretion to accept or reject in whole or in part any application for units or shares (as the case may be) in the fund.

³ SFC authorisation is not a recommendation or endorsement of a fund nor does it guarantee the commercial merits of a fund or its performance. It does not mean the fund is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

⁴ JPMorgan Funds - Euro Money Market Fund is not authorised by the SFC for sale to the public in Hong Kong and is not offered to Hong Kong retail investors.

⁵ The website has not been reviewed by the SFC.

⁶ The registered office of JPMFAL is located at 21st Floor, Chater House, 8 Connaught Road Central, Hong Kong.

The Hong Kong offering document of the Fund is available free of charge upon request during normal working hours at the registered office of JPMFAL⁶, and on our website www.jpmorganam.com.hk⁵.

To obtain a copy of the proposed amendments to the Articles and the draft consolidated Articles, please contact JPMFAL.

The Management Company of the Fund accepts responsibility for the accuracy of the content of this letter.

If you have any questions with regard to the content of this letter and its enclosures, please do not hesitate to contact:

- your bank or financial adviser;
- your designated client advisor, account manager, pension scheme trustee or administrator;
- our Intermediary Hotline on (852) 2978 7788;
- our Intermediary Clients' Hotline on (852) 2265 1000; or
- if you normally deal directly with us, our J.P. Morgan Funds InvestorLine on (852) 2265 1188.

Yours faithfully,
For and on behalf of
JPMorgan Funds (Asia) Limited
as Hong Kong Representative of the Fund



Edwin TK Chan
Director

Encl.

重要資料：務請即時細閱本函件及其附件。閣下如對本函件及其附件的內容有任何疑問，應尋求獨立專業意見。

敬啟者：

由於2018年5月25日舉行之股東特別大會因法定人數不足而未能就議程進行有效審議，董事會（「董事會」）謹此邀請閣下在重新召開的股東特別大會（「重新召開的股東特別大會」）上就更改閣下擁有股份的摩根基金（「本基金」）之公司組織章程（「公司章程」）投票。

董事會建議更改公司章程，此等更改：

- 因應《歐洲議會及理事會2017年6月14日有關貨幣市場基金的歐盟第2017/1131號規例》（「規例」）生效而引入所須條文；及
- 屬一般或非重大性質。

我們建議閣下細閱本文件，並投票贊成建議修訂。

建議更改之進一步詳情及董事會提出更改之理由載於下文。

因應規例生效而須作出之更改

董事會建議因應規例生效在公司章程內引入條文。規例制定了適用於全歐洲的規則，以令貨幣市場基金（「貨幣市場基金」）的抗跌能力更強，能夠更好地抵禦市場衝擊。該等規則旨在確保貨幣市場基金投資者得到更好的保障，維護市場廉潔。按照規例，須在公司章程內向投資者作出額外披露，其中涵蓋合資格資產、風險分散規定、流通性及估值規則以及為確保遵守規例而制定的內部程序。投票贊成公司章程之建議修訂本身將不會導致投資目標及政策、風險取向或子基金或本基金應付之費用及開支發生任何變化。

然而，為確保遵守規例，我們現正對產品系列進行檢查。我們預期將於2018年第三季度期間就有關子基金的任何建議更改以及閣下可作出的選擇事先通知閣下，包括於生效日期（定義見下文）前免費¹贖回閣下的投資或將其轉換至任何由摩根基金（亞洲）有限公司（「JPMFAL」）管理或作為香港代表人²，並獲證券及期貨事務監察委員會（「證監

¹ 謹請留意，儘管我們並不對閣下的轉換或贖回指示收取任何費用，但閣下之銀行、分銷商、財務顧問或退休金計劃受託人或行政管理人或會向閣下收取轉換或贖回費用及／或交易費，以及實施不同的交易安排。如閣下有任何疑問，應聯絡閣下之銀行、分銷商或財務顧問、退休金計劃受託人或行政管理人。

² 謹請留意，誠如基金的相關銷售文件所訂明，各有關基金的經理人或香港代表人（取適用者）可酌情決定接納或拒絕基金單位或股份（視情況而定）的全部或部分認購申請。

會」)認可售予香港公眾之其他基金³之權益。儘管本基金內的所有股東均獲邀投票，只有JPMorgan Funds - Euro Money Market Fund⁴及摩根基金－美元貨幣基金符合作為貨幣市場基金的資格，並將受規例引起的更改影響。

如欲索取規例、貨幣市場基金的新種類及可獲提供之選擇的進一步資料，請與本基金之香港代表人JPMFAL聯絡。

董事會只會在其認為符合股東整體最佳利益的情況下行使經修訂公司章程下的任何權力。此等更改並無移除董事會若決定行使公司章程賦予的任何權力須作出事先通知的任何現有規定。預期此等更改將不會對現有股東的權利或利益造成重大損害。

閣下毋須親身投票。閣下可以利用隨附的指示表格通知我們閣下的投票意向。指示表格必須於2018年7月6日下午6時正（香港時間）前送達JPMFAL（香港郵政總局信箱11448號），方為有效。指示表格可首先傳真至(852) 2868 1577，惟正本必須隨後於2018年7月6日下午6時正（香港時間）前郵寄至JPMFAL（香港郵政總局信箱11448號）。除非於上述截止時間前以書面方式明確表示撤銷，否則於上述截至時間前已接獲的就2018年5月25日舉行的第一次股東特別大會之指示表格，於重新召開的股東特別大會上依然有效。

重新召開的股東特別大會並無法定人數要求。重新召開的股東特別大會之結果通告將向股東寄發。重新召開的股東特別大會之結果亦將於本公司網頁 www.jpmorganam.com.hk⁵公佈。

與重新召開的股東特別大會相關的成本將由本基金承擔，作為經營及行政開支的一部分。由於每一股份類別之經營及行政開支設有上限，與重新召開的股東特別大會相關的成本將不會對股東應付之費用及開支的最高水平造成影響。請參閱本基金之香港銷售文件附錄一有關各股份類別的經營及行政開支的最高水平。

公司章程的建議修訂之生效日期（須待於隨附的議程中所披露的決議案獲得通過）將為2018年12月3日（「生效日期」），或任何其他由本基金的董事決定而不遲於2019年1月21日的日期（在此情況下閣下將獲另行通知），且本基金之銷售文件（於隨附的議程及指示表格中被稱為基金章程）將適時作出相應修訂。

閣下可於一般辦公時間內於JPMFAL之註冊辦事處⁶，以及瀏覽本公司網頁 www.jpmorganam.com.hk⁵免費索取本基金的香港銷售文件。

如欲索取公司章程之建議修訂及合併公司章程草擬本之副本，請與JPMFAL聯絡。

本基金之管理公司就本函件內容之準確性承擔責任。

³ 證監會的認可並不代表其對基金的推介或認可，亦不保證基金之商業利弊或其表現。證監會的認可不表示基金適合所有投資者或認可基金適合任何個別投資者或投資者類別。

⁴ JPMorgan Funds - Euro Money Market Fund並未獲證監會認可售予香港公眾且不向香港零售投資者發售。

⁵ 此網頁並未經證監會審閱。

⁶ JPMFAL之註冊辦事處位於香港中環干諾道中8號遮打大廈21樓。

如閣下對本函件及其附件的內容有任何疑問，請聯絡：

- 閣下的銀行或財務顧問；
- 閣下的客戶顧問、客戶經理、退休金計劃受託人或行政管理人；
- 本公司的機構代理服務熱線（852）2978 7788；
- 本公司的代理客戶服務熱線（852）2265 1000；或
- 如閣下通常直接與我們聯絡，請致電摩根基金理財專線（852）2265 1188。

摩根基金（亞洲）有限公司
（本基金之香港代表人）



董事
陳俊祺
謹啟

2018年6月14日

附件

Notice of Extraordinary General Meeting - Please vote by proxy by 13 July 2018 at 18.00 CET or attend the meeting

The meeting will be held at the location and time stated below.

The Meeting

Location Registered office of the Fund (see below)

Date and time 17 July 2018 at 11:00 CET

Quorum There is no quorum required for the reconvened extraordinary general meeting.

Voting Agenda items will be resolved by a majority of two-thirds of the votes cast.

The Fund

Name JPMorgan Funds

Legal form SICAV

Fund type UCITS

Registered office

6 route de Trèves

L-2633 Senningerberg, Luxembourg

Phone +352 34 10 1

Fax +352 2452 9755

Registration number (RCS Luxembourg)

B 8478

Management company JPMorgan Asset Management (Europe) S.à r.l.

Sole Extraordinary Resolution for Shareholder Vote

General update of the Articles to introduce provisions in the Articles mainly to comply with the Regulation (defined below) to be effective on 3 December 2018 or on any other date as decided by the Directors of the Fund but no later than 21 January 2019, and in particular to

- Amend Article 3 to update references to laws and regulations applicable to the Fund so as to read as follows:

"The exclusive purpose of the Company is to invest the funds available to it in financial assets as permitted by (i) Part I of the law of 17th December 2010 on undertakings for collective investment, as amended from time to time (the "Law") and/or (ii) the EU Regulation 2017/1131 of the European Parliament and the Council of 14 June 2017 on money market funds (the "Regulation") where applicable, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

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 under the Law and/or the Regulation."

- Amend Article 5 to, *inter alia*, provide that each sub-fund (i) may qualify either as a short-term or a standard variable net asset value money market fund, a short-term low volatility net asset value money market fund or a short-term public debt constant net asset value money market fund as allowed by the Regulation and, as disclosed in the Prospectus, and (ii) will invest in liquid financial assets or other types of investments allowed under the Regulation.
- Amend Article 8 to provide that the Board has the power (i) to refuse to issue or register any transfer of a share, or (ii) to redeem compulsorily any existing shareholding, or (iii) to impose such restrictions or (iv) to demand such information as it may think necessary for the purpose of ensuring that no shares are acquired or held by (directly or indirectly) any person whose shareholding's concentration could jeopardise the liquidity of the Fund or any of its sub-funds qualifying as MMFs.

- For sub-funds qualifying as MMFs, amend Article 16 to, *inter alia*:
 - o provide that the Board has the power to determine the investment policies and strategies of the sub-funds in compliance with Part I of the Law and/or the Regulation and any other applicable regulations, as will be further described in the Prospectus;
 - o describe the Fund's eligible assets, which may include money markets instruments, securitisations, asset-backed commercial papers, deposits with credit institutions, financial derivative instruments (within the limits of the Regulation), repurchase and reverse repurchase agreements and units of other MMFs;
 - o describe the Fund's diversification requirements, and in particular make express reference to all administrations, institutions or organisations that issue or guarantee separately or jointly money market instruments in which the Fund intends to invest more than 5% of its assets; and
 - o provide that unless otherwise provided for in the Prospectus, the Fund will not invest more than 10% of the assets of any sub-fund in MMFs within the meaning of the Regulation.
- Amend Article 21 to grant the Board the power to apply liquidity fees or gating mechanisms, in accordance with the provisions of the Regulation and as will be further disclosed in the Prospectus.
- Amend Article 22 to, *inter alia*:
 - o provide that in accordance with the Regulation, the Board may decide to suspend redemptions for any sub-fund qualifying as a MMF for any period up to 15 business days; and
 - o add and clarify circumstances where the Board is allowed to suspend the determination of the net asset value of shares of a sub-fund and the issue, conversion and redemption price, in particular in the case of a suspension of the calculation of the net asset value of one or several underlying investment funds in which a sub-fund has invested a substantial portion of assets.
- Amend Article 23 to, *inter alia*, describe the assets that can be held by sub-funds qualifying as MMFs and the applicable valuation methodology.
- Amend Article 24 to provide that shares may be issued against subscription in kind of eligible assets under the Regulation.
- Amend Article 30 to clarify that all matters not governed by the Articles shall be determined in accordance with the Luxembourg Law of 10 August 1915 on commercial companies, the Law and/or the Regulation, as appropriate.
- Add Article 31 to detail the Fund's internal credit quality assessment and liquidity management procedures.
- Add Article 32 to:
 - o describe how information to investors may be made available; and
 - o provide that by the sole fact of investing or soliciting the investment in the Fund, an investor acknowledges the possible use of electronic information means to disclose certain information as set out in the offering documents and confirms having access to internet and to an electronic messaging system allowing the investor to access the information or document made available via an electronic information means.
- Make any other changes to the Articles, as deemed necessary to comply with the requirements of the Regulation, any related implementing delegated acts or measures and to generally update the Articles.

ADDITIONAL INFORMATION

You may vote in person or by appointing a proxy, however, please ensure you follow the result of the vote.

- **To vote by proxy**, use the form at <http://www.jpmorganassetmanagement.com/sites/extra/>. Your form must arrive at the registered office, via post or fax, by 13 July 2018 at 18.00 CET.
- **To vote in person**, attend the meeting in person. **Completion of a Proxy Voting Form will not prevent you attending the meeting and voting in person.**

股東特別大會通告一

請於 **2018 年 7 月 13 日 18 時正**（歐洲中部時間）前經代理人或出席大會投票

大會將於下文所述的地點及時間舉行。

大會

地點 本基金的註冊辦事處（見下文）

日期及時間 2018 年 7 月 17 日 11 時正（歐洲中部時間）

法定人數 重新召開的股東特別大會並無法定人數要求。

投票 議程項目將由三分之二大多數投票票數通過

本基金

名稱 摩根基金

法律形式 可變資本投資公司

基金類型 可轉讓證券集體投資企業

註冊辦事處

6 route de Trèves

L-2633 Senningerberg, Luxembourg

電話 +352 34 10 1

傳真 +352 2452 9755

註冊號碼 (RCS Luxembourg)

B 8478

管理公司 JPMorgan Asset Management (Europe) S.à r.l.

供股東投票的唯一一項特別決議案

對公司章程作出一般更新，以於公司章程內引入將於 **2018 年 12 月 3 日**或任何其他由本基金的董事決定而不遲於 **2019 年 1 月 21 日**的日期生效的條文，主要以遵守規例（定義見下文），特別是

- 修訂第 3 條，以更新對適用於本基金的法律及規例的提述，有關條文載列如下：

「本公司的唯一目的是將其可用資金投資於 (i) 《2010 年 12 月 17 日有關集體投資企業的法律》（經不時修訂）（「法律」）之第一部分及／或 (ii) 《歐洲議會及理事會 2017 年 6 月 14 日有關貨幣市場基金的歐盟第 2017/1131 號規例》（「規例」）（取適用者）所允許的金融資產，以分散投資風險並為其股東提供管理其資產的成果。

本公司可在法律及／或規例允許的最大範圍內，為實現及發展其目的採取及進行任何其可能視為有用的措施及經營活動。」

- 修訂第 5 條，以（其中包括）規定各子基金 (i) 可符合作為規例所允許的短期或標準可變資產淨值貨幣市場基金，短期低流動性資產淨值貨幣市場基金或短期公共債務固定資產淨值貨幣市場基金之資格（詳情於基金章程中披露），並 (ii) 將投資於流動金融資產或規例所允許的其他類型的投資。
- 修訂第 8 條，以規定董事會有權 (i) 拒絕發行股份或登記任何股份轉讓；或 (ii) 強制贖回任何現有持股；或 (iii) 施加其可能認為必要的該等限制或 (iv) 要求提供其可能認為必要的該等資料，以確保任何持股集中程度可能有損本基金或任何符合作為貨幣市場基金資格的子基金的流通性之人士不得購入或直接或間接持有股份。
- 就符合作為貨幣市場基金資格的子基金而言，修訂第 16 條，以（其中包括）：
 - o 規定董事會有權按照法律的第一部分及／或規例及任何其他適用規例釐定子基金的投資政策及策略（進一步詳情將於基金章程中概述）；
 - o 概述本基金的合資格資產，當中可包括金融市場票據、證券化產品、資產抵押商業票據、信貸機構存款、金融衍生工具（在規例限制範圍內）、回購及反向回購協議以及其他貨幣市場基金的單位；
 - o 概述本基金的風險分散規定，特別是明確提述本基金擬將其資產 5% 以上所投資的金融市場票據之單獨或共同發行或擔保的所有政府、機構或組織；及
 - o 規定除非基金章程另有規定，否則本基金不會將任何子基金資產的 10% 以上投資於規例所界定的貨幣市場基金。

- 修訂第 21 條，以賦予董事會權力按照規例的條文應用流通性費用或限額機制（進一步詳情將於基金章程中披露）。
- 修訂第 22 條，以（其中包括）：
 - o 規定，按照規例，董事會可決定暫停任何符合作為貨幣市場基金資格的子基金之贖回，最長為期 15 個營業日；及
 - o 增補及澄清董事會獲允許暫停釐定某子基金之股份資產淨值以及發行、轉換及贖回價的情況，特別是當子基金將其大部分資產所投資的一項或多項相關投資基金的資產淨值計算暫停的情況下。
- 修訂第 23 條，以（其中包括）概述符合作為貨幣市場基金資格的子基金可持有的資產以及適用的估值方法。
- 修訂第 24 條，以規定對於以規例下的合資格資產作實物支付的認購，可予以發行股份。
- 修訂第 30 條，以澄清所有未受公司章程規管的事項均應按照《1915 年 8 月 10 日盧森堡商業公司法律》、法律及／或規例（取適用者）釐定。
- 加插第 31 條，以詳細說明本基金的內部信貸質素評估及流通性管理程序。
- 加插第 32 條，以：
 - o 概述向投資者提供資料的方式；及
 - o 規定單憑投資於本基金或尋求投資於本基金，即表明投資者知悉電子訊息渠道可能被用於披露銷售文件所載的若干資料，並確認其可以使用互聯網及令投資者可以獲取經電子資料渠道提供的資料或文件之電子訊息系統。
- 對公司章程作出視為必要的任何其他更改，以遵守規例、任何有關實施授權法案或措施的規定，及對公司章程作出一般更新。

附加資料

閣下可親自或委派代理人投票，但務請閣下留意投票結果。

- **經代理人投票**，請使用 <http://www.jpmorganassetmanagement.com/sites/extra/> 所載之表格。閣下之表格須經郵寄或傳真於 2018 年 7 月 13 日 18 時正（歐洲中部時間）前送達註冊辦事處。
- **親自投票**，請親身出席大會。**填妥代理投票表格並不會令閣下無法出席大會並親自投票。**

IMPORTANT

**PLEASE COMPLETE AND RETURN THIS FORM IMMEDIATELY
and in any event no later than 6 p.m. (Hong Kong time) on 6 July 2018 ^(Note 1).**

Form of Instruction to JPMorgan Funds (Asia) Limited

JPMorgan Funds

Name(s) and Address of Client:

Account Number(s):

MasterAccount:

Regular Investment Plan:
(if applicable)

I am/We are the beneficial holders of shares in the JPMorgan Funds (the “Company” or the “Fund”), registered in the name of JPMorgan Investor Services (Asia) Limited (“JPMIS”), on my/our behalf. I/We hereby authorise and instruct JPMorgan Funds (Asia) Limited (“JPMFAL”) as my/our agent on and subject to the Terms and Conditions of MasterAccount & Regular Investment Plan and the Nominee Agreement, to instruct JPMIS to vote, by itself or its lawful attorney/s, on my/our behalf in respect of **ALL*** / _____ *of my/our shares (* if you wish to vote part but not all of the shares registered on your behalf, delete “ALL” and insert the number of shares you wish to vote) at the reconvened extraordinary general meeting of shareholders to be held on 17 July 2018 at 11:00 CET, at 6 route de Trèves, L-2633 Senningerberg, Luxembourg. JPMFAL is hereby authorised and instructed to instruct JPMIS, by itself or its lawful attorney/s, to vote on the agenda, as set out in the Notice of Extraordinary General Meeting, in accordance with my/our instructions as indicated below:

Agenda	“For”	“Against”	“Abstain”
General update of the Articles to introduce provisions in the Articles mainly to comply with the Regulation (defined below) to be effective on 3 December 2018 or on any other date as decided by the Directors of the Fund but no later than 21 January 2019, and in particular to - Amend Article 3 to update references to laws and regulations applicable to the Fund so as to read as follows: <i>“The exclusive purpose of the Company is to invest the funds available to it in financial assets as permitted by (i) Part I of the law of 17th December 2010 on undertakings for collective investment, as amended from time to time (the “Law”) and/or (ii) the EU Regulation 2017/1131 of the European Parliament and the Council of 14 June 2017 on money market funds (the “Regulation”) where applicable, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.</i> <i>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 under the Law and/or the Regulation.”</i> - Amend Article 5 to, <i>inter alia</i>, provide that each sub-fund (i) may qualify either as a short-term or a standard variable net asset value money market fund, a short-term low volatility net asset value money market fund or a short-term public debt constant net asset value money market fund as allowed by the Regulation and, as disclosed in the Prospectus, and (ii) will invest in liquid financial assets or other types of investments allowed under the Regulation. - Amend Article 8 to provide that the Board has the power (i) to refuse to issue or register any transfer of a share, or (ii) to redeem compulsorily any existing shareholding, or (iii) to impose such restrictions or (iv) to demand such information as it may think necessary for the purpose of ensuring that no shares are acquired or held by (directly or indirectly) any person whose shareholding’s concentration could jeopardise the liquidity of the Fund or any of its sub-funds qualifying as MMFs. - For sub-funds qualifying as MMFs, amend Article 16 to, <i>inter alia</i>: - o provide that the Board has the power to determine the investment policies and strategies of the sub-funds in compliance with Part I of the Law and/or the Regulation and any other applicable regulations, as will be further described in the Prospectus;			

Agenda	“For”	“Against”	“Abstain”
- o describe the Fund’s eligible assets, which may include money markets instruments, securitisations, asset-backed commercial papers, deposits with credit institutions, financial derivative instruments (within the limits of the Regulation), repurchase and reverse repurchase agreements and units of other MMFs; - o describe the Fund’s diversification requirements, and in particular make express reference to all administrations, institutions or organisations that issue or guarantee separately or jointly money market instruments in which the Fund intends to invest more than 5% of its assets; and - o provide that unless otherwise provided for in the Prospectus, the Fund will not invest more than 10% of the assets of any sub-fund in MMFs within the meaning of the Regulation. - Amend Article 21 to grant the Board the power to apply liquidity fees or gating mechanisms, in accordance with the provisions of the Regulation and as will be further disclosed in the Prospectus. - Amend Article 22 to, <i>inter alia</i>: - o provide that in accordance with the Regulation, the Board may decide to suspend redemptions for any sub-fund qualifying as a MMF for any period up to 15 business days; and - o add and clarify circumstances where the Board is allowed to suspend the determination of the net asset value of shares of a sub-fund and the issue, conversion and redemption price, in particular in the case of a suspension of the calculation of the net asset value of one or several underlying investment funds in which a sub-fund has invested a substantial portion of assets. - Amend Article 23 to, <i>inter alia</i>, describe the assets that can be held by sub-funds qualifying as MMFs and the applicable valuation methodology. - Amend Article 24 to provide that shares may be issued against subscription in kind of eligible assets under the Regulation. - Amend Article 30 to clarify that all matters not governed by the Articles shall be determined in accordance with the Luxembourg Law of 10 August 1915 on commercial companies, the Law and/or the Regulation, as appropriate. - Add Article 31 to detail the Fund’s internal credit quality assessment and liquidity management procedures. - Add Article 32 to: - o describe how information to investors may be made available; and - o provide that by the sole fact of investing or soliciting the investment in the Fund, an investor acknowledges the possible use of electronic information means to disclose certain information as set out in the offering documents and confirms having access to internet and to an electronic messaging system allowing the investor to access the information or document made available via an electronic information means. - Make any other changes to the Articles, as deemed necessary to comply with the requirements of the Regulation, any related implementing delegated acts or measures and to generally update the Articles.			

If you wish JPMIS or its attorney/s to vote in respect of ALL of your shares, please tick the appropriate box above.

If you wish JPMIS or its attorney/s to vote only part of your shares please indicate the number of shares to be voted in the relevant box. If you indicate more shares than are actually held on your behalf, JPMIS or its attorney/s will vote the total number of shares registered in the name of JPMIS on your behalf in the same proportions to that indicated above.

Individual: _____ Signature _____ Date	Corporation: _____ The Common Seal of _____ Affixed in the presence of _____ Date
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Notes:

- To be valid, the Form of Instruction must be received by JPMFAL at GPO Box 11448, Hong Kong not later than 6 p.m. (Hong Kong time) on 6 July 2018. The Form of Instruction may be sent in the first instance by facsimile on (852) 2868 1577, but the original Form of Instruction should follow by mail to JPMFAL at GPO Box 11448, Hong Kong not later than 6 p.m. (Hong Kong time) on 6 July 2018. The Forms of Instruction received for the first extraordinary general meeting convened on 25 May 2018, insofar as they are received prior to the deadline stated above, shall be valid for the reconvened extraordinary general meeting unless specifically revoked in writing prior to the deadline stated above.
- JPMFAL will be entitled to rely and act upon any Instruction given, or purported to be given to JPMFAL’s satisfaction, by either or any Joint Client.

此乃要件

請即填妥並交回此表格

及在任何情況下不遲於 2018 年 7 月 6 日下午 6 時正（香港時間）交回（附註 1）。

致摩根基金（亞洲）有限公司之指示表格

摩根基金

客戶姓名及地址：

賬戶號碼：

綜合理財賬戶：

定期投資計劃：
(如適用)

本人／吾等為摩根基金（「本公司」或「本基金」）股份之實際權益持有人，該股份乃以摩根投資客戶服務（亞洲）有限公司（「JPMIS」）之名義代本人／吾等登記。本人／吾等現授權及指示摩根基金（亞洲）有限公司（「JPMFAL」）作為本人／吾等於「綜合理財賬戶」及「定期投資計劃」以及代名人協議之條款及條件中的代理人，於該等條款及條件規限下，指示 JPMIS 或其合法授權人於 2018 年 7 月 17 日 11 時正（歐洲中部時間）假座 6 route de Trèves, L-2633 Senningerberg, Luxembourg 舉行之重新召開的股東特別大會上代表本人／吾等就所有 * / _____ * 本人／吾等之股份投票（* 倘閣下擬就代表閣下登記之部分但並非所有股份投票，請刪去「所有」一詞，並寫上閣下擬投票之股份數目）。JPMFAL 茲獲授權及指示按本人／吾等之下列指示，指示 JPMIS 或其合法授權人就載於股東特別大會通告之議程投票：

議程	「是」	「否」	「棄權」
對公司章程作出一般更新，以於公司章程內引入將於 2018 年 12 月 3 日或任何其他由本基金的董事決定而不遲於 2019 年 1 月 21 日的日期生效的條文，主要以遵守規例（定義見下文），特別是 - 修訂第 3 條，以更新對適用於本基金的法律及規例的提述，有關條文載列如下： 「本公司的唯一目的是將其可用資金投資於 (i) 《2010 年 12 月 17 日有關集體投資企業的法律》（經不時修訂）（「法律」）之第一部分及／或 (ii) 《歐洲議會及理事會 2017 年 6 月 14 日有關貨幣市場基金的歐盟第 2017/1131 號規例》（「規例」）（取適用者）所允許的金融資產，以分散投資風險並為其股東提供管理其資產的成果。 本公司可在法律及／或規例允許的最大範圍內，為實現及發展其目的採取及進行任何其可能視為有用的措施及經營活動。」 - 修訂第 5 條，以（其中包括）規定各子基金 (i) 可符合作為規例所允許的短期或標準可變資產淨值貨幣市場基金，短期低流動性資產淨值貨幣市場基金或短期公共債務固定資產淨值貨幣市場基金之資格（詳情於基金章程中披露），並 (ii) 將投資於流動金融資產或規例所允許的其他類型的投資。 - 修訂第 8 條，以規定董事會有權 (i) 拒絕發行股份或登記任何股份轉讓；或 (ii) 強制贖回任何現有持股；或 (iii) 施加其可能認為必要的該等限制或 (iv) 要求提供其可能認為必要的該等資料，以確保任何持股集中程度可能有損本基金或任何符合作為貨幣市場基金資格的子基金的流通性之人士不得購入或直接或間接持有股份。 - 就符合作為貨幣市場基金資格的子基金而言，修訂第 16 條，以（其中包括）： - 規定董事會有權按照法律的第一部分及／或規例及任何其他適用規例釐定子基金的投資政策及策略（進一步詳情將於基金章程中概述）； - 概述本基金的合資格資產，當中可包括金融市場票據、證券化產品、資產抵押商業票據、信貸機構存款、金融衍生工具（在規例限制範圍內）、回購及反向回購協議以及其他貨幣市場基金的單位；			

議程	「是」	「否」	「棄權」
○ 概述本基金的風險分散規定，特別是明確提述本基金擬將其資產 5% 以上所投資的金融市場票據之單獨或共同發行或擔保的所有政府、機構或組織；及 ○ 規定除非基金章程另有規定，否則本基金不會將任何子基金資產的 10% 以上投資於規例所界定的貨幣市場基金。 - 修訂第 21 條，以賦予董事會權力按照規例的條文應用流通性費用或限額機制（進一步詳情將於基金章程中披露）。 - 修訂第 22 條，以（其中包括）： ○ 規定，按照規例，董事會可決定暫停任何符合作為貨幣市場基金資格的子基金之贖回，最長為期 15 個營業日；及 ○ 增補及澄清董事會獲允許暫停釐定某子基金之股份資產淨值以及發行、轉換及贖回價的情況，特別是當子基金將其大部分資產所投資的一項或多項相關投資基金的資產淨值計算暫停的情況下。 - 修訂第 23 條，以（其中包括）概述符合作為貨幣市場基金資格的子基金可持有的資產以及適用的估值方法。 - 修訂第 24 條，以規定對於以規例下的合資格資產作實物支付的認購，可予以發行股份。 - 修訂第 30 條，以澄清所有未受公司章程規管的事項均應按照《1915 年 8 月 10 日盧森堡商業公司法律》、法律及／或規例（取適用者）釐定。 - 加插第 31 條，以詳細說明本基金的內部信貸質素評估及流通性管理程序。 - 加插第 32 條，以： ○ 概述向投資者提供資料的方式；及 ○ 規定單憑投資於本基金或尋求投資於本基金，即表明投資者知悉電子訊息渠道可能被用於披露銷售文件所載的若干資料，並確認其可以使用互聯網及令投資者可以獲取經電子資料渠道提供的資料或文件之電子訊息系統。 - 對公司章程作出視為必要的任何其他更改，以遵守規例、任何有關實施授權法案或措施的規定，及對公司章程作出一般更新。			

倘閣下擬 JPMIS 或其授權人就閣下所持之**所有**股份投票，請在上表適當方格加剔號。

倘閣下擬 JPMIS 或其授權人僅就閣下之**部分**股份投票，請於有關方格指明所投票股份之數目。倘閣下指明之股份數目多於實際代表閣下持有之股份數目，則 JPMIS 或其授權人將按與上述相同之比例，為以 JPMIS 名義代表閣下登記之股份總數投票。

個人： 簽署 _____ 日期 _____	公司： 公司蓋印 _____ 於以上人士見證下蓋印 _____ 日期 _____
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附註：

- 指示表格必須於 2018 年 7 月 6 日下午 6 時正（香港時間）前送達 JPMFAL（香港郵政總局信箱 11448 號），方為有效。指示表格可首先傳真至 (852) 2868 1577，惟指示表格之正本必須隨後於 2018 年 7 月 6 日下午 6 時正（香港時間）前郵寄至 JPMFAL（香港郵政總局信箱 11448 號）。除非於上述截止時間前以書面方式明確表示撤銷，否則於上述截至時間前已接獲的就 2018 年 5 月 25 日舉行的第一次股東特別大會之指示表格，於重新召開的股東特別大會上依然有效。
- JPMFAL 將有權依賴及就任何由或聲稱由聯名客戶（或其中任何一人）發出且獲 JPMFAL 信納之指示而行事。