

**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.**

**15 December 2017**

Dear Shareholder,

### **Annual General Meeting of Shareholders of Schroder Alternative Solutions (the "Company")**

Please find enclosed the convening notice of the annual general meeting of shareholders of the Company (the "Meeting") 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 Tuesday, 16 January 2018, at 11 a.m. Luxembourg time, to vote on the resolutions which are outlined in the enclosed notice (the "Notice"). The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on Thursday, 11 January 2018 (referred to as "Record Date"). At the Meeting, each share entitles the holder to one vote. The rights of shareholders to attend the Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

### **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 Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, by no later than 5:00 pm, Hong Kong time on Friday, 12 January 2018. 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 2017 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).

### **Recommendation**

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

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

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Rodewald', written in a cursive style.

**Cord Rodewald**  
Authorised Signatory

Enclosed: AGM convening notice and form of proxy

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(「本公司」)股東年度大會

謹此隨函附上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 2018 年 1 月 16 日(星期二)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(「通知」)詳述之決議案進行表決。股東大會的大多數出席人數將按照於 2018 年 1 月 11 日(星期四)午夜(盧森堡時間)(稱為「紀錄日」)本公司已發行的股份數目決定。每名股東就其持有的每股股份，在股東大會上享有一票投票權。股東參與股東大會和行使其持有股份所附的投票權的權利，將按照各股東在紀錄日持有之股份數目決定。

### 代表委任表格

閣下如未能親身出席股東大會，可使用附函代表委任表格委任大會主席或任何人士，代表閣下投票。填妥之代表委任表格必須在 2018 年 1 月 12 日(星期五)下午 5 時正(香港時間)前送達本公司香港代表人施羅德投資管理(香港)有限公司，而香港代表人將會盡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

閣下可向施羅德投資管理(香港)有限公司免費索取本公司截至 2017 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<http://www.schroders.com.hk>下載。

### 建議

董事會認為股東大會的通知所載的所有決議符合股東的整體最佳利益，建議股東投票贊成該等決議。

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

A handwritten signature in black ink, appearing to read 'Rodewald', written in a cursive style.

**Cord Rodewald**

授權簽署

謹啟

**2017年12月15日**

附件：股東大會通知書和代表委任表格

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

Notice is hereby given that the annual general meeting of shareholders of **Schroder Alternative Solutions** (the "Company") will be held at the registered office of the Company on Tuesday, 16 January 2018, 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 2017;
4. Discharge of the directors of the Company with respect to the performance of their duties for the year ended 30 September 2017;
5. Acknowledgement of the resignation as director of Ketil Petersen as of 7 April 2017, and confirmation of the co-optation of Michel Vermeulen as director from 16 October 2017;
6. Election of Michel Vermeulen as director until the next annual general meeting of shareholders to be held in 2019;
7. Re-election of Eric Bertrand as director until the next annual general meeting of shareholders to be held in 2019;
8. Re-election of Mike Champion as director until the next annual general meeting of shareholders to be held in 2019;
9. Re-election of Marie-Jeanne Chèvremont-Lorenzini as director until the next annual general meeting of shareholders to be held in 2019;
10. Re-election of Daniel de Fernando Garcia as director until the next annual general meeting of shareholders to be held in 2019;
11. Re-election of Bernard Herman as director until the next annual general meeting of shareholders to be held in 2019;
12. Re-election of Achim Kuessner as director until the next annual general meeting of shareholders to be held in 2019;
13. Re-election of Richard Mountford as director until the next annual general meeting of shareholders to be held in 2019;
14. Re-election of Neil Walton as director until the next annual general meeting of shareholders to be held in 2019;
15. Determination of the directors' fees;
16. Re-election of PricewaterhouseCoopers société coopérative as independent auditor until the following annual general meeting of shareholders to be held in 2019;
17. Allocation of the results for the accounting year ended 30 September 2017.

## Voting

Resolutions on the agenda of the annual general meeting of shareholders of the Company (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. The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on Thursday, 11 January 2018 (referred to as "Record Date"). At the Meeting, each share entitles the holder to one vote. The rights of shareholders to attend the Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date.

Changes to the register of shareholders after this time will be disregarded in determining the rights of any person to attend or to vote at the Meeting.

## Voting Arrangements

Holders of registered shares who cannot attend the Meeting may vote by proxy by returning the enclosed form of proxy to the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, by no later than 5:00 pm, Hong Kong time on Friday, 12 January 2018. The Hong Kong Representative will then immediately forward such forms to the Company's management company, Schroder Investment Management (Luxembourg) S.A.

Shareholders, or their representatives, wishing to participate in the Meeting in person are requested to notify the Company Secretary in writing of their attendance by no later than 11:00 a.m. Luxembourg time on Friday, 12 January 2018, either by mail to the Company at 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg or by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by fax on (+352) 341 342 342.



**Cord Rodewald**  
Authorised Signatory



**Alastair Woodward**  
Authorised Signatory

## 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」）股東年度大會將於 2018 年 1 月 16 日（星期二）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 2017 年 9 月 30 日的財政報告；
4. 就本公司董事於截至 2017 年 9 月 30 日年度期間履行之職責，解除其職責；
5. 確認自 2017 年 4 月 7 日起 Ketil Petersen 先生辭任董事，並確認自 2017 年 10 月 16 日起選任 Michel Vermeulen 先生為董事；
6. 選舉 Michel Vermeulen 擔任董事，直至 2019 年舉行的股東年度大會；
7. 重選 Eric Bertrand 擔任董事，直至 2019 年舉行的股東年度大會；
8. 重選 Mike Champion 擔任董事，直至 2019 年舉行的股東年度大會；
9. 重選 Marie-Jeanne Chèvremont-Lorenzini 擔任董事，直至 2019 年舉行的股東年度大會；
10. 重選 Daniel de Fernando Garcia 擔任董事，直至 2019 年舉行的股東年度大會；
11. 重選 Bernard Herman 擔任董事，直至 2019 年舉行的股東年度大會；
12. 重選 Achim Kuessner 擔任董事，直至 2019 年舉行的股東年度大會；
13. 重選 Richard Mountford 擔任董事，直至 2019 年舉行的股東年度大會；
14. 重選 Neil Walton 擔任董事，直至 2019 年舉行的股東年度大會；
15. 決定董事酬金；
16. 重選 PricewaterhouseCoopers société coopérative 擔任獨立核數師，直至 2019 年舉行的股東年度大會；
17. 年度截至 2017 年 9 月 30 日的業績分配。

## 表決

本公司股東年度大會（「股東大會」）議程上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。股東大會的大多數出席人數將按照於 2018 年 1 月 11 日（星期四）午夜（盧森堡時間）（稱為「紀錄日」）本公司已發行的股份數目決定。每名股東就其持有的每股股份，在股東大會上享有一票投票權。股東參與股東大會和行使其持有股份所附的投票權的權利，將按照各股東在紀錄日持有之股份數目決定。

就決定任何人出席會議或在股東大會上投票的權利，股東名冊於紀錄日之後的變更將不予理會。

## 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，應把填妥的代表委任表格在不遲於 2018 年 1 月 12 日（星期五）下午 5 時正（香港時間）交回本公司香港代表人施羅德投資管理(香港)有限公司，而香港代表人將會盡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.。

欲親自參加股東大會的股東或其代表須不遲於 2018 年 1 月 12 日（星期五）上午 11 時正（盧森堡時間），通過郵寄至位於 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg 的本公司，或電郵至 [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) 或傳真至 (+352) 341 342 342，以書面方式通知本公司秘書出席會議。

此致



**Cord Rodewald**

授權簽署

謹啟



**Alastair Woodward**

授權簽署



**Form of Proxy for use at the annual general meeting of shareholders of Schroder Alternative Solutions (the "Company") to be held on Tuesday, 16 January 2018, at 11:00 CET**

施羅德另類投資方略(「本公司」)有關2018年1月16日星期二中歐時間11時舉行之  
股東年度大會(「股東大會」)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)  
(如聯名股份持有人多於兩名, 其他持有人的全名亦應提供)

holder(s) of \_\_\_\_\_ (number of) shares\* of \_\_\_\_\_ sub-fund of  
the Company hereby appoint the Chairman of the annual general meeting of shareholders of the Company  
(the "Meeting") or

為本公司 \_\_\_\_\_ 子基金股份數量 \_\_\_\_\_ \*之持有人, 謹此委任本公司股東大會主席  
(「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 Tuesday, 16 January 2018 at 11:00 a.m. Luxembourg  
time.

作為本人/吾等的代表, 代表本人/吾等於2018年1月16日(星期二)上午11時正(盧森堡時間), 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

\_\_\_\_\_

\* Please insert the total number of shares held in the relevant sub-fund. If you hold shares in more than one sub-fund,  
please append all your holdings to this form of proxy. 請填上在相關子基金所持的股份數量。閣下如持有多於一項子基金的  
股份, 請於本代表委任表格背後詳列所有持股資料。

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，請於下面適當的空格填上「X」以表示閣下對股東大會決議案的投票意願。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，就股東大會議程上的決議案和股東大會前可能按程序提出的其他事務進行投票。

<b>AGENDA</b> 議程	<b>For</b> 贊成	<b>Against</b> 反對	<b>Abstain</b> 棄權
1. Approval of the financial statements for the accounting year ended 30 September 2017 通過截至2017年9月30日會計年度的財政報告			
2. Discharge of the board of directors with respect to the performance of their duties for the year ended 30 September 2017 同意本公司各董事已履行截至2017年9月30日的職務			
3. Acknowledgement of the resignation as director of Ketil Petersen as of 7 April 2017, and confirmation of the co-optation of Michel Vermeulen as director from 16 October 2017 確認自2017年4月7日起Ketil Petersen先生辭任董事，並確認自2017年10月16日起選任Michel Vermeulen先生為董事			
4. Election of Michel Vermeulen as director until the next annual general meeting of shareholders to be held in 2019 選舉Michel Vermeulen擔任董事，直至2019年舉行的股東年度大會			
5. Re-election of Eric Bertrand as director until the next annual general meeting of shareholders to be held in 2019 重選Eric Bertrand擔任董事，直至2019年舉行的股東年度大會			
6. Re-election of Mike Champion as director until the next annual general meeting of shareholders to be held in 2019 重選Mike Champion擔任董事，直至2019年舉行的股東年度大會			
7. Re-election of Marie-Jeanne Chèvremont-Lorenzini as director until the next annual general meeting of shareholders to be held in 2019 重選Marie-Jeanne Chèvremont-Lorenzini擔任董事，直至2019年舉行的股東年度大會			
8. Re-election of Daniel de Fernando Garcia as director until the next annual general meeting of shareholders to be held in 2019 重選Daniel de Fernando Garcia擔任董事，直至2019年舉行的股東年度大會			
9. Re-election of Bernard Herman as director until the next annual general meeting of shareholders to be held in 2019 重選Bernard Herman擔任董事，直至2019年舉行的股東年度大會			
10. Re-election of Achim Küssner as director until the next annual general meeting of shareholders to be held in 2019 重選Achim Kuessner擔任董事，直至2019年舉行的股東年度大會			
11. Re-election of Richard Mountford as director until the next annual general meeting of shareholders to be held in 2019			

重選Richard Mountford擔任董事，直至2019年舉行的股東年度大會			
12. Re-election of Neil Walton as director until the next annual general meeting of shareholders to be held in 2019 重選Neil Walton擔任董事，直至2019年舉行的股東年度大會			
13. Determination of the directors' fees 決定董事酬金			
14. Re-election of PricewaterhouseCoopers société coopérative as independent auditor until the following annual general meeting of shareholders to be held in 2019 重選PricewaterhouseCoopers société coopérative 擔任獨立核數師，直至2019年舉行的股東年度大會			
15. Allocation of the results for the accounting year ended 30 September 2017 年度截至2017年9月30日的業績分配			

Name, address and signature(s) 姓名、地址及簽署<sup>1</sup>: \_\_\_\_\_

Date日期: \_\_\_\_\_

<sup>1</sup> A shareholder must insert his full name and registered address in CAPITAL LETTERS. The form of proxy must in the case of an individual shareholder be signed by the shareholder or his appointed agent and in the case of a corporate shareholder be signed on its behalf by duly authorised officer(s) or its/their appointed agent(s). 股東必須以正楷填寫全名和註冊地址。如股東為個人，本代表委任表格必須由該股東或其委任的代理人簽署。如股東為公司，則必須由該公司的授權人或其委任代理人簽署。

## NOTES 備註

- a) The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on Thursday, 11 January 2018 (referred to as "Record Date"). At the Meeting, each share entitles the holder to one vote. The rights of the shareholders to attend the Meeting and to exercise the voting right attached to their shares are determined in accordance with the shares held at the Record Date. Changes to the register of shareholders after this time will be disregarded in determining the rights of any person to attend or to vote at the Meeting.

股東大會的大多數出席人數將按照於2018年1月11日（星期四）午夜（盧森堡時間）（稱為「紀錄日」）本公司已發行的股份數目決定。每名股東就其持有的每股股份，在股東大會上享有一票投票權。股東參與股東大會和行使其持有股份所附的投票權的權利，將按照各股東在紀錄日持有之股份數目決定。就決定任何人出席會議或在股東大會上投票的權利，股東名冊於紀錄日之後的變更將不予理會。

- b) If you are not able to attend the Meeting, please return the form of proxy duly completed to the Company's Hong Kong Representative, Schroder Investment Management (Hong Kong) Limited, Level 33, Two Pacific Place, 88 Queensway, Hong Kong by no later than 5:00 pm Hong Kong time on Friday, 12 January 2018.

閣下如未能出席股東大會，請填妥本代表委任表格，在不遲於2018年1月12日（星期五）下午5時正（香港時間）送達位於香港金鐘道88號太古廣場二座33字樓的本公司香港代表人施羅德投資管理（香港）有限公司。

- c) Shareholders, or their representatives, wishing to participate in the Meeting in person are requested to notify the Company Secretary in writing of their attendance by no later than 11:00 am, Luxembourg time, on Friday, 12 January 2018, either by mail to the Company at 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg or by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com), or by fax (+352) 341 342 342.

欲親自參加股東大會的股東或其代表須不遲於2018年1月12日（星期五）上午11時正（盧森堡時間）通過郵寄至位於5, rue Höhenhof, L-1736 Senningerberg, Luxembourg的本公司，或電郵至[schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) 或傳真至 (+352) 341 342 342，以書面方式通知本公司秘書出席會議。