

# 天達環球策略基金(「本公司」) 股東大會通告及代表委任書

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## 特別大會及代表委任書

特別大會將於2018年5月23日下午4時30分(歐洲中部時間)舉行。倘您未能出席大會，我們強烈建議您盡快填妥及簽署代表委任書，並需於2018年5月18日下午3時正(歐洲中部時間)前，以隨附的商業回郵信封寄回至本公司於49 Avenue J.F. Kennedy L-1855 Luxembourg的註冊辦事處、傳真至(+352) 464 010 413或電郵至luxembourg-domiciliarygroup@statestreet.com。

## 週年大會及代表委任書

週年大會將於2018年6月14日下午4時正(歐洲中部時間)舉行。倘您未能出席大會，我們強烈建議您盡快填妥及簽署代表委任書，並以隨附的商業回郵信封寄回至本公司於49 Avenue J.F. Kennedy L-1855 Luxembourg的註冊辦事處。另外，已簽妥的委任書亦可傳真至(+352) 464 010 413，或電郵至luxembourg-domiciliarygroup@statestreet.com。您已簽妥的委任書必須於2018年6月12日下午4時正(歐洲中部時間)前交回，並由我們收訖方為有效。

## 查詢詳情

如欲索取有關隨附的進一步資料，請先聯絡您的財務及／或稅務顧問，或天達資產管理。有關我們基金的進一步資訊，您亦可瀏覽我們的網站[www.investecassetmanagement.com](http://www.investecassetmanagement.com)。



# 特別股東大會 通知

天達環球策略基金

可變更資本投資公司

註冊辦事處：49, Avenue J.F. Kennedy, L-1855 Luxembourg

R.C.S. Luxembourg B 139.420

(「本公司」)

親愛的投資人：

我們現特函誠意邀請您參加於2018年5月23日下午4時30分（歐洲中部時間）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之特別股東大會（「特別大會」），以商討以下議程所述本公司組織章程（「章程」）的修訂，並就有關修訂進行投票：

## 議程

修訂章程的建議旨在使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公開說明書一致。

### I. 章程已被修訂，以反映1915年8月10日經修訂之商業公司法例（「1915年法例」）的最新變動，詳情如下：

#### 1. 修訂章程第4條「註冊辦事處」第一段：刪除第二句及插入新的第二段，內容如下：

「4.1 本公司的註冊辦事處於盧森堡大公國盧森堡市成立。董事局可決定在同一行政區內遷移註冊辦事處。若把註冊辦事處遷移至盧森堡大公國內任何其他行政區，則須經股東大會以修訂本公司章程所須的方式採納決議。」

4.2 本公司董事局（「董事局」）可在同一行政區內遷移註冊辦事處，或遷移至盧森堡大公國內任何其他行政區，並相應地修訂本組織章程。」

修改理由：過往遷移註冊辦事處至盧森堡大公國另一個行政區需經股東通過，惟目前1915年法例第450-3 (2)條將遷移辦事處至盧森堡大公國內任何其他行政區的權力轉授董事局，前提是章程內須載有該權力轉授的規定。

#### 2. 修訂第16條「召開股東大會」第二及第三段，內容如下：

「[...] 16.2 股東大會必須由董事會董事局就代表本公司股本最少10%的一名或以上數名股東提出書面要求而召開。在此情況下，股東大會須在收到有關要求後一(1)個月內召開。」

16.3 所有股東大會的召開通知最少須載明會議的日期、時間、地點及議程，並須可透過刊登兩次（最少相隔八(8)天的時間）向盧森堡商業及公司登記處提交公告，並在會議前最少十五(15)天八(8)天於Mémorial-G，中央電子平台Recueil Électronique des Sociétés et Associations及一份盧森堡報章刊登。透過郵遞通知在此情況下，通知須在會議前八(8)天透過普通郵件發送至登記股東，但毋須提交證明證實已完成此程序。若所有股份以記名形式發行，召開通知只可透過掛號郵件獨立發送，並須在會議日期前最少八(8)天透過掛號郵件寄發至每名股東，或若受文者已個別同意透過其他有效取得資訊的通訊方式接收召開通知，則透過該等通訊方式寄發。[...]」

修改理由：1915年法例第450-3 (2)及450-8條第7及8段簡化召開股東大會的程序。新的已簡化召開程序將刊登次數由兩次減少至一次，並將通知期縮短至最少15天。然而，若股份以記名形式發行，1915年法例第450-9條准許較短的通知期，為最少8天，並只可依掛號郵件送達，不受刊登要求限制。在與每名股東協定其他通知方式後，亦可以該通知方式召開股東大會。已簡化的召開程序適用於任何股東大會（週年股東大會及特別股東大會）。

3. 修訂第17條「股東大會的進行」第一段，內容如下：

「17.1 年度股東大會須在每個財政年度末的六(6)個月之內（日期詳載於目前之章程內），於6月第二個星期四盧森堡時間下午4時，在盧森堡大公國內本公司註冊辦事處或有關會議的召開通知所指明的盧森堡大公國內其他地點舉行。若該日期並非營業日或屬法定或銀行假期，年度股東大會須在下一個營業日舉行。其他股東大會可在相關召開通知所指明的地點及時間舉行。[...]

修改理由：1915年法例不再要求章程指明週年股東大會的日期、時間及地點。儘管在章程中進行上述刪除，週年股東大會將繼續在6月第二個星期四（或若該日期並非營業日，則為下一個營業日）舉行。

4. 將第18條標題由「最低法定人數及投票」更改為「最低法定人數、大多數票及投票」。

5. 於第18條「最低法定人數、大多數票及投票」第一段後插入三段新段落，內容如下：

「[...] 18.2 若任何股東違反本組織章程或其簽訂的任何相關合約安排所述其之責任，董事局可暫停其投票權。」

18.3 股東可依個人身份決定暫時或永久不行使所有或部份投票權。棄權股東受有關棄權約束，而在通知本公司後，本公司需強制執行該棄權。

18.4 若一名或多名股東的投票權根據第18.2條被暫停或一名或多名股東根據第18.3條放棄行使投票權，該等股東仍可出席本公司任何股東大會，但在決定本公司股東大會是否符合最低法定人數及大多數票條件時，並不會計算其持有的股份。[...]

修改理由：1915年法例第450-1 (9)條容許章程規定若股東違反章程及其他本基金的合約安排（包括但不限於公開說明書及申請表格）所述其之責任，董事局可暫停其投票權。同一條文容許股東可自願決定永久或暫時放棄所有或部份投票權。

6. 於第19條「修訂組織章程」插入第二段，內容如下：

「19.2 若一名或多名股東的投票權根據第18.2條被暫停或一名或多名股東根據第18.3條放棄行使投票權，經必要的修正後，組織章程第18.4條的條文將適用。」

修改理由：與本通知第I部份第五段插入第18.2、18.3及18.4段所述保持一致。

7. 修訂第20條「股東大會延會」，內容如下：

「在符合1915年法例條文的規定下，董事會董事局可在任何股東大會期間將股東大會延期四(4)週舉行。董事會董事局須依代表本公司股本最少百分之三十(≥10%)之股東的要求下，將大會延期。在延期的情況下，任何股東大會已採納的決議案須被撤銷。」

修改理由：1915年法例第450-1 (6)條將要求股東大會延期的股東股本參與率門檻由20%降低至10%。

8. 修訂第21條「股東大會的會議紀錄」第二段，內容如下：

「[...] 21.2 若大會以公證證書形式記錄，則將於司法程序出示或向任何第三方提交的會議紀錄正本的任何副本和摘錄，須由保管證書正本的公證人核證為與正本相符之副本，或須由董事會董事局主席（若有）或其任何兩(2)名成員簽署。」

修改理由：1915年法例第444-4條使主席的任命變成非強制性。儘管非強制，但Kim McFarland將繼續擔任董事局主席。

9. 插入新的第22條「提問權」，內容如下：

「第22條. 提問權」

22.1 總計持有最少百分之十(10%) 股本或投票權的股東可以書面形式向董事局提出有關本公司管理層之交易相關問題。

22.2 若在一(1)個月內未有回應，相關股東可要求盧森堡地區法院處理商業事宜及參與簡易程序的內廳法官，委任一名或多名專家負責編製相關交易的報告。

修改理由：1915年法例第1400-3條賦予代表最少10%股本的一名或多名股東權利，以書面形式向董事局提出有關本公司運作的問題，以及在董事局並無回應上述問題時將行動升級的程序。

10. 修訂第28條「董事局會議的進行」（重新編號為29）第一、二及六段，內容如下：

“29.1 董事會董事局須可在其成員之間選出一名主席。董事局亦可選出一名秘書，其毋須為董事，須負責保管董事會董事局會議紀錄。

29.2 主席（若有）須主持董事會董事局所有會議，但若其缺席，董事會董事局可透過大多數票親自或委派代表出席該會議的董事投票同意，委任另一名董事擔任臨時主席。

[...]

29.6 透過大多數票親自或委派代表出席該會議的董事投票同意，可作出決定。若出現票數相同的情況，主席（若有）則有決定票。[...]」

修改理由：1915年法例第444-4條使主席的任命變成非強制性。儘管非強制，但Kim McFarland將繼續擔任董事局主席。

11. 修訂第29條「董事局會議紀錄」（重新編號為30），內容如下：

「董事會董事局任何會議的紀錄須由主席，或在其缺席時由臨時主席或任何兩(2)名出席的董事簽署。該等可能於司法程序或其他情況出示的會議紀錄副本和摘錄須由主席（若有）或任何兩(2)名董事簽署。」

修改理由：1915年法例第444-4條使主席的任命變成非強制性。儘管非強制，但Kim McFarland將繼續擔任董事局主席。

12. 修訂第30條「利益衝突」（重新編號為31），內容如下：

「31.1 除1915年法例另有規定外，任何董事在已提交董事局作批准而與本公司利益有衝突屬於董事局權限範圍的交易內，直接或間接擁有與本公司利益有衝突的財務權益，必須告知董事會董事局有關利益衝突，並必須在董事會董事局會議紀錄內記錄其聲明。相關董事不可參與相關交易的討論，亦不可就相關交易進行投票。任何此等利益衝突必須於就任何事宜進行任何決議案前，在下一個股東大會中報告。」

31.2 若董事會董事局的決定與在正常情況下簽訂的現行運作日常交易有關，利益衝突規則並不適用。」

修改理由：1915年法例第4441-7條的主要變動釐清董事需要向其他董事局成員揭露的利益衝突性質。此僅限於本公司交易內與金錢或董事其他財務權益有關的衝突，包括直接及間接權益。

II. 僅針對整清目的進行之修改，詳情如下：

1. 於第6條「股份形式－股份登記冊－股份轉讓」插入新段落，內容如下：  
「[...] 6.2 與任何股東有關的死亡、民事權利暫停、解散、破產或無力償債或任何其他同類事件不應導致本公司解散。 [...]」
2. 修訂第6條「股份形式－股份登記冊－股份轉讓」現有第四段（重新訂為6.5），內容如下：  
「[...] 6.5 按照規則，股份可根據（其中包括）1915年法例的條文自由轉讓，惟受限於下文第12條及公開說明書所揭露的任何其他限制。轉讓非物質化形式的股份（若已發行）須根據適用法律進行。 [...]」
3. 修訂第9條「股份發行」第五段，內容如下：  
「[...] 9.5 如此訂定的每股認購價格須在董事局訂定規定及公開說明書所載的最長期限內支付。 [...]」
4. 修訂第9條「股份發行」第六段第二句，內容如下：  
「[...] 9.6 [...]若股東提出要求，全球分銷商及服務提供者（定義見公開說明書）可不時酌情決定以相關股份類別之指定貨幣以外的貨幣，支付此等註銷所得之資金。 [...]」
5. 修訂第9條「股份發行」第11段第三句，內容如下：  
「[...] 9.11 [...]除適用法律另行規定外，法定獨立稽核(réviseur d' entreprises agréé)必須向本公司提交有關出資資產的報告。 [...]」
6. 修訂第10條「股份贖回」第一段，內容如下：  
「10.1 任何股東均可根據董事局制定及公開說明書詳載的條款、條件及程序，向本公司要求贖回其所有或部份股份。 [...]」
7. 修訂第11條「股份轉換」第一段第二句，內容如下：  
「11.1 根據董事局制定及公開說明書詳載的條款、條件及程序，子基金[...]。在過往任何涉及將轉換股份的交易尚未徹底完成前，不可接收任何轉換要求。 [...]」
8. 修訂第12條「股份擁有權的限制和禁止」第一段B及C部份，內容如下：  
「[...]就此目的，董事局可[...]」  
B. 於任何時候要求股份名冊上的任何人士，或擬於股份名冊登記股份轉讓的任何人士，向本公司提供本公司就訂定有關登記會否導致受禁止人士擁有該等股份的實益權益而言，認為必需的任何陳述、保證或資料，並須提供誓章支持；  
C. 強制贖回或促使贖回代表受禁止人士或為其賬戶或利益持有，或發現違反或無法及時提供上述陳述、保證或資料的投資人持有的所有股份。為此，本公司將知會受禁止人士強制贖回股份的原因、贖回股份數量及將進行強制贖回的參考評價日。贖回價格須根據上文第10.2條訂定； [...]」
9. 修訂第25條「選舉、罷免董事與董事任期」（重新編號為26）第一及二段，內容如下：  
「26.1 董事由股東大會選出，→股東大會在會內訂定其薪酬及任期。  
26.2 董事任期不可超過六(6)年，而在委任繼任人之前，所有董事須繼續留任。然而，董事可重選連任。」

10. 修訂第31條「與第三方交易」（重新編號為32）第一段，內容如下：

「32.1 在所有情況下，經任何兩(2)名董事聯署或任何獲董事會董事局轉授有關簽署權力的人士聯署或單獨簽署（在該權力轉授的範圍內），本公司須對第三方承擔責任。[...]

11. 修訂第44條「適用法律」（重新編號為45），內容如下：

「所有不受本組織章程規管的事宜須根據1915年法例及2010年法例而訂定，有關法律已經或可能不時被修訂。」

III. 修訂第6條「股份形式 – 股份登記冊 – 股份轉讓」尾段，內容如下：

“[...] 6.6 經(i)簽立轉讓聲明，由轉讓人及受讓人或其代表簽署及訂立日期；(ii)本公司收到此轉讓聲明；及(iii)將轉讓記錄在公司的股份名冊內後，任何股份轉讓應對本公司及第三方生效。[...]

修改理由：為簡化股份轉換的操作程序，因此進行修改。

IV. 於第7條「股份類別」插入新的第六段，內容如下：

「“[...] 7.6 本公司日後可在未獲取股東同意的情況下，發行新的股份類別。董事局可按照有別於現有股份類別的條款及條件，發行該等新股份類別。」

修改理由：插入內容並非由1915年法例引致，而是為了進一步說明董事局的權力，以根據第7條發行額外股份類別，作為投資基金運作的一部份。

V. 刪去第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」14.1段第14項：

「[...] (14) 在適用範圍內，在本公司或其任何子基金（作為聯結基金）所投資的主基金暫停計算每股／單位資產淨值之後→[...]

修改理由：第14項與第八項重複，兩者意義相同。

VI. 修訂第33條「投資政策及限制」（重新編號為34）第五段，內容如下：

「[...] 34.5 按照風險分散原則，本公司獲准將每檔子基金應佔資產的100%投資於由歐盟成員國、其一個或多個地區機構、OECD或20國集團(G20)成員國、新加坡共和國、中華人民共和國香港特別行政區或一個或多個成員國為歐盟成員國之公共國際組織發行或擔保之不同可轉讓證券或貨幣市場工具，惟若本公司運用上述可能性，則須代表每檔相關子基金持有最少六種不同發行之證券。任何單一發行之證券不得超過該子基金淨資產總值／應佔資產總值之30%。[...]

修改理由：修改由盧森堡金融業監管委員會的行政操作改變而引致。

VII. 微幅修訂及格式上的修訂：

1. 將下列各項所有引用修訂為：

- a. 「認可法定稽核」為「獨立稽核」；
- b. 「公司章程」為「組織章程」；及
- c. 「董事會」修訂為「董事局」。

2. 基於格式、釐清及一致性作出微幅修改。

3. 章程重新編號。

### 其他事項

特別大會必須由代表本公司最少一半股本的股東親自或委派代表出席，方可有效商討上述事宜；而各項事宜的決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19條和1915年8月10日有關商業公司的盧森堡法例第450-3(2)條（經修訂）的情況下投票贊成，方可有效通過。若決議案在特別大會上獲所需的有效投票票數通過，本公司經修訂章程則會在2018年5月23日起生效。

若特別大會通過決議案，則經修訂章程的英文版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))下載。

每股股份享有一票表決權。

承董事局命

天達環球策略基金

秘書

### 附註

(1) 有權但未能參加特別大會並投票的股東可指派一名或多名代表出席，並代其投票。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簽署授權書的授權文件（如有），或該授權書的公證副本，必須於2018年5月18日下午3時（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](mailto:luxembourg-domiciliarygroup@statestreet.com)，或傳真至(+352) 464 010 413，方為有效。

請注意，僅於2018年5月18日下午3時（歐洲中部時間）前已載於紀錄的股東，方有權於此特別大會上投票。

(2) 隨附用於特別大會的代表委任書。就特別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，及在未能滿足特別大會的最低法定人數要求的情況下，於再次召開的特別大會上，本代表委任書亦為有效。

(3) 召開特別大會必須由代表本公司最少一半股本的股東親自或委派代表出席，方可有效商討上述事宜；而議程各項事宜的決議案必須經由最少三分之二的與會股東或代表，在符合本公司組織章程第19條和1915年法例的情況下投票贊成，方可有效通過。

(4) 如特別大會指定開始時間過後半小時內還未達到最低法定人數要求，該特別大會將於2018年6月27日下午4時30分（歐洲中部時間），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特別大會的通知。該再次召開的特別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）均受該決議案約束。



# Extraordinary General Meeting

**23 May 2018**

FORM OF PROXY 代表委任書

For use at the Extraordinary General 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 J.F. Kennedy, L-1855 Luxembourg, on 23 May 2018 at 4.30 p.m. (CET).

適用於天達環球策略基金（「本公司」）在2018年5月23日下午4時30分（歐洲中部時間）假座本公司於49, Avenue J.F. Kennedy, L-1855 Luxembourg的註冊辦事處舉行的特別股東大會。

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 registered Shareholder in the Company hereby appoint the Chairman of the meeting or (see Note 1).  
本人／吾等（下述簽署人）作為本公司的註冊股東，現委任大會主席或（見附註1）。

Name:

姓名：

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 in relation to deliberate and vote on the amendments to the Articles of Incorporation ("the Articles") of the Company as set out in the agenda specified in the notice of the convened meeting dated 30 April 2018 (the "Resolutions").  
作為本人的代表，於本公司的特別股東大會及其任何續會上，就有關刊於2018年4月30日召開會議通知的議程中有關本公司組織章程（「章程」）的修訂（「決議案」），全權代表本人投票。

Please read the Notes below carefully.

請仔細閱覽以下附註。

Please indicate how you wish your proxy to vote in respect of the Resolutions 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」的適當空格填上「✓」號，以顯示您希望代表如何就有關決議案作出投票。

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

就有關決議案而言，本人現指示代表依據下列所述作出投票（見附註2）：

Resolutions 決議案	FOR 贊成	AGAINST 反對
1. Amendments to the Articles as to reflect the recent changes to the amended law of 10 August 1915 on commercial companies 修訂章程，以反映1915年8月10日商業公司法例（經修訂）的最新變動	<input type="checkbox"/>	<input type="checkbox"/>
2. Amendments to the Articles only for clarification purposes 修訂章程，僅作釐清用途	<input type="checkbox"/>	<input type="checkbox"/>
3. Amendment to the last paragraph of article 6 “Form of shares – Register of shares – Transfer of shares” of the Articles 修訂章程第6條「股份形式 – 股份登記冊 – 股份轉讓」尾段	<input type="checkbox"/>	<input type="checkbox"/>
4. Insertion of a new sixth paragraph of article 7 “Classes of shares” of the Articles 於章程第7條「股份類別」插入新的第六段	<input type="checkbox"/>	<input type="checkbox"/>
5. Deletion of the fourteenth indent of paragraph 14.1 of article 14 “Suspension of calculation and publication of the net asset value per share, and/or the issue, redemption and conversion of shares” of the Articles 刪去章程第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」14.1段第14項：	<input type="checkbox"/>	<input type="checkbox"/>
6. Amendment to the fifth paragraph of article 33 “Investment policy and restrictions” (renumbered 34) of the Articles 修訂章程第33條「投資政策及限制」（重新編號為34）第五段	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of minor amendments and formatting to the Articles 通過章程的微幅修訂及格式	<input type="checkbox"/>	<input type="checkbox"/>

Please complete and return this Form of Proxy by 3. 00 p.m. (CET) on 18 May 2018 by fax to (+352) 464 010 413 or email to luxembourg-domiciliargroup@statestreet.com or mail to 49, Avenue J.F. 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2018年5月18日下午3時（歐洲中部時間）前填妥並交回此代表委任書，並連同授權書，或其他簽署授權書的授權文件（如有），或該授權書的公證副本，傳真至(+352) 464 010 413，或電郵至 luxembourg-domiciliargroup@statestreet.com，或郵寄至49, Avenue J.F. Kennedy, L-1855 Luxembourg。

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，即代表您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），以及依據盧森堡法律的規定在公司註冊處進行任何註冊，而下述簽署人承諾每當被要求時將認可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.

如此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。

Signature(s) 簽署

Date 日期

## Notes 附註

- 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.  
若您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，但必須親身代表您出席大會。若您希望委任上述主席作為代表，請毋須填寫此部份。
- Please indicate with a tick how you wish to vote in respect of each 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，顯示您對有關各項決議案的投票意願。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，代表可因而依其認為恰當的選擇作出投票或放棄投票。若您不擬就所持全部股份作出相同的投票，請與我們聯絡。
- To be valid, this Form of Proxy must be received by 3.00 p.m. (CET) on 18 May 2018. Please send this form via fax to (+352) 464 010 413 or email to luxembourg-domiciliarygroup@statestreet.com or mail to 49, Avenue J.F. 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2018年5月18日下午3時（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，或其他簽署授權書的授權文件（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 J.F. Kennedy, L-1855 Luxembourg。
- 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.  
如股東為公司，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。
- 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.  
如記錄為聯名股東，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，排名先後乃依股東名冊內的排名次序而定。
- 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。
- The Meeting hereby convened will validly deliberate upon the items of the above agenda if at least one half of the share capital of the Company is present or represented by proxy 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 19 of the Articles of the Company and the 1915 Law.  
召開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，方可有效商討上述事宜；而議程各項事宜的決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19條和1915年法例的情況下投票贊成，方可有效通過。
- 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 p.m. (CET) on 27 June 2018 and will be held at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Shareholders will be notified of such reconvened Extraordinary General Meeting. There are no quorum requirements for such reconvened meeting.  
如大會指定開始時間過後半小時內還未達到最低法定人數要求，該大會將於2018年6月27日下午4時30分（歐洲中部時間），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特別股東大會的通知。該再次召開的大會將不設有最低法定人數的要求。
- 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.  
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）均受該決議案約束。
- The amended and restated Articles of the Company shall come into force immediately upon the resolution being passed by the requisite number of votes validity cast at the Reconvened Extraordinary General Meeting.  
經修訂及重訂的本公司章程在有關決議案於再次召開特別股東大會上獲所需有效投票通過後即時生效。

# 股東週年大會 通告

天達環球策略基金  
可變更資本投資公司  
49, Avenue J.F. Kennedy  
L-1855 Luxembourg  
R.C.S.: B 139420  
(「本公司」)

## 會議召集通知

親愛的投資人：

本公司董事會誠摯邀請您參加於2018年6月14日下午4時整（歐洲中部時間）49 Avenue J.F. Kennedy L-1855 Luxembourg舉行的本公司投資人**股東週年大會**，大會議程如下：

## 議程

1. 提呈董事會報告。
2. 提呈會計師報告。
3. 通過截至2017年12月31日止的年度經審核的財務報表。
4. 分配截至2017年12月31日止的年度的業績淨額。
5. 同意董事卸任履行於截至2017年12月31日止的年度職務。
6. 重選任期截至2019年舉辦之下一股東週年大會的董事：
  - Kim Mary McFarland女士；
  - Grant David Cameron先生；
  - Gregory David Cremen先生；
  - John Conrad Green先生；
  - Claude Niedner先生；
  - Michael Edward Charles Ryder Richardson先生；
7. 重選KPMG Luxembourg, Société coopérative作為本公司的會計師，任期截至2019年舉辦之下一股東週年大會。
8. 投票通過就所支付最多但不超過200,000美元的董事總酬金由重選的董事攤分，且每名董事於本次股東週年大會至2019年舉辦之下一股東週年大會期間可獲發不多於35,000美元。
9. 任何其他事務。

投資人請注意，股東週年大會上可就議程上的項目作恰當的商議，並無任何法定人數要求；議程上各事項的議案可在本次股東週年大會上的大多數有效票下合法地通過。每一股份有權投一票。

投資人可由代表在股東週年大會上投票。

請注意，僅於2018年6月12日下午4時整（歐洲中部時間）記錄在冊的投資人，方有權於本次股東週年大會上投票。

若您無法參加本次股東週年大會，請在代表委任書上簽署及填上日期，並於2018年6月12日下午4時整（歐洲中部時間）前，傳真至(+352) 464 010 413、電郵至 [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) 或用隨附的回郵信封郵寄至本公司的註冊辦事處 49 Avenue J.F. Kennedy, L-1855 Luxembourg。

年度報告及帳目可於 [www.investecassetmanagement.com/igsfra](http://www.investecassetmanagement.com/igsfra) 下載。若您欲免費收取年度報告的印刷版本，請致電 +852 2861 6888 或電郵至 [investec.hk@investecmail.com](mailto:investec.hk@investecmail.com) 與我們聯絡。

# Annual General Meeting 股東週年大會

**14 June 2018 2018年6月14日**

FORM OF PROXY 代表委任書

I/We the undersigned \_\_\_\_\_ (Full Name(s) in block capitals)

\_\_\_\_\_ (Address in block capitals)

being the registered holder(s) of Shares of the Company hereby appoint the Chairman of the meeting or \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held in Luxembourg at 49 Avenue J.F. Kennedy, L-1855 Luxembourg, on 14 June 2018 at 4:00pm (CET) and any adjournment thereof. In respect of the undermentioned Resolutions, my/our proxy is to vote as indicated by an 'X' below. Where no indication is given, the proxy will vote or abstain as he/she thinks fit and in respect of the Member's total holding.

本人/我們為下述簽署人 \_\_\_\_\_ (請以英文正楷填寫姓名)

of \_\_\_\_\_

\_\_\_\_\_ (請以英文正楷填寫地址)

作為本公司的註冊股東現委任大會主席或 \_\_\_\_\_

為本人/我們的代表於2018年6月14日下午4時整(歐洲中部時間)於盧森堡49 Avenue J.F. Kennedy, L-1855 Luxembourg召開的股東週年大會及任何延期會議上代表本人/我們投票。就下列議決，本人/我們的代表根據以下填上「X」號的事項投票。若未有註明，代表可依照他/她認為恰當且依股東的總持股數投票或棄權。

Agenda 議程	FOR 贊成	AGAINST 反對
1. Presentation of the Report of the Board of Directors. 提呈董事會報告。	<input type="checkbox"/>	<input type="checkbox"/>
2. Presentation of the Report of the Auditor. 提呈會計報告。	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the audited financial statements for the year ended 31 December 2017. 通過截至2017年12月31日止的年度經審核的財務報表。	<input type="checkbox"/>	<input type="checkbox"/>
4. Allocation of the net results for the year ended 31 December 2017. 分配截至2017年12月31日止的年度的業績淨額。	<input type="checkbox"/>	<input type="checkbox"/>
5. Discharge of Directors with respect to the performance of their duties during the year ended 31 December 2017. 同意董事卸任履行於截至2017年12月31日止的年度職務。	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect as Directors for a term ending at the next Annual General Meeting to be held in 2019: 重選任期截至2019年舉辦之下一股東週年大會的董事： - Ms. Kim Mary McFarland 女士； - Mr. Grant David Cameron 先生； - Mr. Gregory David Cremen 先生； - Mr. John Conrad Green 先生； - Mr. Claude Niedner 先生； - Mr. Michael Edward Charles Ryder Richardson 先生。	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect KPMG Luxembourg Société cooperative as Auditor of the Company for a term ending at the next Annual General Meeting to be held in 2019. 重選KPMG Luxembourg Société coopérative 作為本公司的會計師，任期截至2019年舉辦之下一股東週年大會。	<input type="checkbox"/>	<input type="checkbox"/>
8. To vote upon payment of total combined remuneration of the Directors up to but not exceeding US\$200,000 to be apportioned between the re-elected Directors, with no single Director receiving more than US\$35,000 for the period from this Annual General Meeting to the next Annual General Meeting to be held in 2019. 投票通過就所支付最多但不超過200,000美元的董事總酬金由重選的董事攤分，且每名董事於本次股東週年大會至2019年舉辦之下一股東週年大會期間可獲發不多於35,000美元。	<input type="checkbox"/>	<input type="checkbox"/>
9. Any other business. 任何其他事務。	<input type="checkbox"/>	<input type="checkbox"/>

The proxyholder will vote on any of the resolutions on the agenda of the meeting and such other business as may properly come before the meeting as he/she may think fit.

代表可就大會議程的任何議案及於會前提出的其他適當事項，按他/她認為恰當作出投票。

The proxyholder is furthermore 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.

代表亦獲授權作出任何陳述、作出所有投票、簽署所有會議記錄及其他文件、作出任何合法、必須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，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 Annual General Meeting, for whatsoever reason, is adjourned, postponed or reconvened. 若本次股東週年大會因任何原因休會、延期或再召開，現有的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、義務及責任受盧森堡法律約束，並不受制於國際司法法規。

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。

**Account number(s) 賬戶號碼**

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<b>Signature(s) 簽署</b>	<b>Date 日期</b>

**Notes 附註**

1. To be valid, this Form of Proxy must be received by Mrs. Monica Fernandes at the registered office of the Company at 49 Avenue J.F. Kennedy L-1855 Luxembourg, by fax on (+352) 464 010 413, by email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) or by mail in the enclosed business reply envelop no later than 4:00pm (CET) on 12 June 2018.  
本代表委任書必須於2018年6月12日下午4時整(歐洲中部時間)前傳真至(+352) 464 010 413、發送電郵至[luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com)，或以隨附的商業回郵信封寄回本公司位於49 Avenue JF Kennedy L-1855 Luxembourg的註冊辦事處，由 Monica Fernandes 女士收訖方為有效。
2. If the registered holder 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.  
若註冊持有人為公司，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。
3. 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.  
若記錄為聯名股東，則就任何決議案投票時，本公司將接受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之排名次序而定。









# Convening notices and Forms of Proxy for the Investec Global Strategy Fund (the 'Company')

## **This booklet contains:**

Notice of the Extraordinary General Meeting ('EGM') .....	Page 2
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Notice of Annual General Meeting ('AGM') .....	Page 10
AGM Form of Proxy .....	Page 11

## **Notice of the EGM and Form of Proxy**

The EGM is on 23 May 2018 at 4:30pm (CET). If you cannot be present, we would urge you to complete and sign the Form of Proxy, and return it to us using the business reply envelope supplied to the registered office of the Company at 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Alternatively, the signed Form can be sent by fax to (+352) 464 010 413 or by email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com). For your vote to be valid, your signed Form needs to be received by us no later than 3:00pm (CET) on 18 May 2018.

## **Notice of the AGM and Form of Proxy**

The AGM is on 14 June 2018 at 4:00pm (CET). If you cannot be present, we would urge you to complete and sign the Form of Proxy, and return it to us using the business reply envelope supplied to the registered office of the Company at 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Alternatively, the signed Form can be sent by fax to (+352) 464 010 413 or by email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com). For your vote to be valid, your signed Form needs to be received by us no later than 4:00pm (CET) on 12 June 2018.

## **More information**

If you would like further information regarding the enclosed, please contact your financial and/or tax advisor in the first instance, or Investec Asset Management. For further information on our funds, please visit our website, [www.investecassetmanagement.com](http://www.investecassetmanagement.com).



# Notice of Extraordinary General Meeting

Investec Global Strategy Fund  
Société d'Investissement à Capital Variable  
Registered Office: 49, Avenue J.F. Kennedy, L-1855 Luxembourg  
R.C.S. Luxembourg B 139.420  
(the "Company")

Dear Shareholder,

Notice is hereby given and you are invited to attend an Extraordinary General Meeting of the shareholders of the Company (the "Meeting") which will be held, before notary, at the registered office of the Company at 49, Avenue J.F. Kennedy, L-1855 Luxembourg, on 23 May 2018 at 4:30 p.m. (CET), to deliberate and vote on the amendments of the articles of incorporation of the Company (the "Articles") as described in the following agenda:

## AGENDA

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.

### I. The Articles have been amended to reflect the recent changes to the amended law of 10 August 1915 on commercial companies (the "1915 Law") as described below:

1. Amendment to the first paragraph of article 4 "Registered office" of the Articles by deleting its second sentence and by the insertion of a new second paragraph, which shall read as follows:

~~"4.1 The registered office of the Company is established in the Municipality of Luxembourg, Grand Duchy of Luxembourg. Within the same municipality, the registered office may be transferred by means of a decision of the board of directors. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by means of a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association."~~

4.2 The board of directors of the Company (the "Board of Directors") may transfer the registered office of the Company within the same municipality, or to any other municipality in the Grand Duchy of Luxembourg and amend these Articles of Incorporation accordingly."

Rationale for the change: whereas previously a transfer of the registered office to another municipality of the Grand Duchy of Luxembourg required shareholder approval, now article 450-3 (2) of the 1915 Law delegates the power to decide on a transfer of seat to any other municipality within the Grand Duchy of Luxembourg to the Board of Directors, provided that such delegation of powers is provided for in the Articles.

2. Amendment to the second and third paragraphs of article 16 "Convening of general meetings of shareholders", which shall read as follows:

~~"[...] 16.2 It must be convened by the board of directors~~ Board of Directors upon the written request of one or more several shareholders representing at least ten percent (10%) of the Company's share capital. In such case, the general meeting of shareholders shall be held within a period of one (1) month from the receipt of such request.

~~16.3 The convening notice for every general meeting of shareholders shall contain at least the date, time, place and agenda of the meeting and shall may be made through announcements published twice, with a minimum interval of eight (8) days, and eight (8) days filed with the Luxembourg Trade and Companies Register and published at least fifteen (15) days before the meeting, in the Mémorial-G, on the Recueil Électronique des Sociétés et Associations and in a Luxembourg newspaper. Notices by mail In such cases, notices shall be sent by ordinary mail eight (8) days before the meeting to the registered shareholders, but no proof that this formality has been complied with need be given. Where all the shares are in registered form, the convening notices may be exclusively made by registered letter only and shall be dispatched to each shareholder by registered mail at least eight (8) days before the date scheduled for the meeting, or if the addressees have individually accepted to receive the convening notices by another means of communication ensuring access to the information, by such means of communication. [...]"~~

## CONVENING NOTICE

Rationale for the change: article 450-3 (2) and article 450-8, paragraphs 7 and 8 of the 1915 Law simplify the procedure for convening meetings of shareholders. The new simplified convening process reduces the number of publications from two to one and shortens the notice period to a minimum of 15 days. However, where the shares are in registered form, article 450-9 of the 1915 Law permits a shorter notice period of at least of 8 days and service by registered letter only, displacing the publication requirement. Other forms of notice to convene shareholder meetings are possible, subject to the agreement by each shareholder to that form of notice. The simplified convening process applies to any general meeting of shareholders (AGM and EGM).

3. Amendment to the first paragraph of article 17 "Conduct of general meetings of shareholders", which shall read as follows:
- "17.1 The annual general meeting of shareholders shall be held within six (6) months of the end of each financial year in the Grand Duchy of Luxembourg at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the convening notice of such meeting, on the date set out in the current Prospectus, on the second Thursday of June at 4:00 p.m. Luxembourg time. If such day is not a Business Day or is a legal or banking holiday, the annual general meeting shall be held on the next business day. Other meetings of shareholders may be held at such place and time as may be specified in the respective convening notices. [...]"

Rationale for the change: the 1915 Law no longer requires that the Articles mention the date, time and location of the AGM. Notwithstanding these deletions from the Articles, the AGM will continue to be on second Thursday of June (or if this is not a business day, on the next business day thereafter).

4. Change of denomination of article 18 "Quorum and vote" as "Quorum, majority and vote".
5. Insertion of three new paragraphs after the first paragraph of article 18 "Quorum, majority and vote", which shall read as follows

"[...] 18.2 The Board of Directors may suspend the voting rights of any shareholder in breach of his or her obligations as described by these Articles of Incorporation or any relevant contractual arrangement entered into by such shareholder.

18.3 A shareholder may individually decide not to exercise, temporarily or permanently, all or part of his or her voting rights. The waiving shareholder is bound by such waiver and the waiver is mandatory for the Company upon notification of the latter.

18.4 In case the voting rights of one or several shareholders are suspended in accordance with article 18.2 or the exercise of the voting rights has been waived by one or several shareholders in accordance with article 18.3, such shareholders may attend any general meeting of the Company but the shares they hold are not taken into account for the determination of the conditions of quorum and majority to be complied with at the general meetings of the Company. [...]"

Rationale for the change: article 450-1 (9) of the 1915 Law allows that the Articles may provide that the Board of Directors may suspend the voting rights of shareholders in the event of a breach of their obligations under the Articles and other contractual arrangement with the Fund, including, without limit, the Prospectus and Application Form. The same article allows that a shareholder may voluntarily decide to waive all or part of his or her voting rights, on a permanent or temporary basis.

6. Insertion of a second paragraph of article 19 "Amendments of the Article of Incorporation", which shall read as follows:
- "19.2 In case the voting rights of one or several shareholders are suspended in accordance with article 18.2 or the exercise of the voting rights has been waived by one or several shareholders in accordance with article 18.3, the provisions of article 18.4 of the Articles of Incorporation apply mutatis mutandis."

Rationale for the change: to align with the insertion of paragraphs 18.2, 18.3 and 18.4 as described above at paragraph 5 of section I of this Notice.

7. Amendment to article 20 "Adjournment of general meetings of shareholders", which shall read as follows:
- "Subject to the provisions of the 1915 Law, the ~~board of directors~~ Board of Directors may, during any general meeting of shareholders, adjourn such general meeting of shareholders for four (4) weeks. The ~~board of directors~~ Board of Directors shall do so at the request of shareholders representing at least ~~twenty ten~~ percent (210%) of the share capital of the Company. In the event of an adjournment, any resolution already adopted by the general meeting of shareholders shall be cancelled."

Rationale for the change: article 450-1 (6) of the 1915 Law decreases the threshold for shareholder's to request the adjournment of a general shareholders' meeting from a share capital participation of 20% to 10%.

## CONVENING NOTICE

8. Amendment to the second paragraph of article 21 "Minutes of general meetings of shareholders", which shall read as follows:

"[...] 21.2 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, if any, of the board of directors Board of Directors or by any two (2) of its members."

Rationale for the change: article 444-4 of the 1915 Law makes the appointment of a chairman optional. Notwithstanding this optionality, Kim McFarland will continue to be the Chairman of the Board of Directors.

9. Insertion of a new article 22 "Right to ask questions", which shall read as follows:

"Article 22. Right to ask questions"

22.1 Shareholders holding together at least ten percent (10%) of the share capital or the voting rights may submit questions in writing to the Board of Directors relating to transactions in connection with the management of the Company.

22.2 In the absence of a response within one (1) month, the relevant shareholders may request the president of the chamber of the district court in Luxembourg dealing with commercial matters and sitting as in summary proceedings to appoint one or several experts in charge of drawing up a report on such related transactions."

Rationale for the change: article 1400-3 of the 1915 Law introduces a right for one or more shareholders representing at least 10% of the share capital to address written questions to the board of directors with respect to the Company's operations and an escalation process if those questions are not addressed by the Board of Directors.

10. Amendment to the first, second and sixth paragraph of article 28 "Conduct of meetings of the Board of Directors" (renumbered 29), which shall read as follows:

"29.1 The ~~board of directors~~ Board of Directors shall may elect among its members a chairman. It may also choose a secretary, who ~~does needs~~ not need to be a director and who shall be responsible for keeping the minutes of the meetings of the ~~board of directors~~ Board of Directors.

29.2 The chairman, ~~if any~~, shall chair all meetings of the ~~board of directors~~ Board of Directors, but in his ~~or her~~ absence, the ~~board of directors~~ Board of Directors may appoint another director as chairman pro tempore by vote of the majority of directors present ~~or represented~~ at such meeting.

[...]

29.6 Decisions shall be taken by a majority vote of the directors present or represented at such meeting. In the case of a tie, The chairman, if any, shall have a casting vote. [...]"

Rationale for the change: article 444-4 of the 1915 Law makes the appointment of a chairman optional. Notwithstanding this optionality, Kim McFarland will continue to be the Chairman of the Board of Directors.

11. Amendment to article 29 "Minutes of meetings of the Board of Directors" (renumbered 30), which shall read as follows:

"The minutes of any meeting of the ~~board of directors~~ Board of Directors shall be signed by the chairman or, in his ~~or her~~ absence, by the chairman pro tempore or by any two (2) directors present. Copies or excerpts of such minutes which may be produced in judicial proceedings or otherwise shall be signed by the chairman, ~~if any~~, or by any two (2) directors."

Rationale for the change: article 444-4 of the 1915 Law makes the appointment of a chairman optional. Notwithstanding this optionality, Kim McFarland will continue to be the Chairman of the Board of Directors.

12. Amendment to article 30 "Conflict of interest" (renumbered 31), which shall read as follows:

"31.1 Save as otherwise provided by the 1915 Law, any director who has, directly or indirectly, an financial interest conflicting with the interest of the Company in connection with a transaction submitted to the approval of the board of directors which conflicts with the Company's interest, falling within the competence of the Board of Directors must inform the ~~b~~Board of ~~d~~Directors of such conflict of interest and must have his or her declaration recorded in the minutes of the ~~b~~Board of ~~d~~Directors meeting. The relevant director may not take part in the discussions on and may not vote on the relevant transaction. Any such conflict of interest must be reported to the next general meeting of shareholders prior to such meeting taking any resolution on any other item.

31.2 The conflict of interest rules shall not apply where the decision of the ~~b~~Board of ~~d~~Directors relates to current-operations day-to-day transactions entered into under normal conditions."

Rationale for the change: the key change brought to article 444-7 of the 1915 clarifies the nature of the conflicting interest which a director is required to disclose to other members of the board. Only a conflict linked to a monetary or other financial interest of a director in a transaction by the Company is covered. Both a direct and indirect interest is captured.

**II. Changes only for clarification purposes as described below:**

1. Insertion of a new paragraph in article 6 "Form of shares – Register of shares – Transfer of shares", which shall read as follows:  
"[...] 6.2 Death, suspension of civil rights, dissolution, bankruptcy or insolvency or any other similar event regarding any of the shareholders shall not cause the dissolution of the Company. [...]"
2. Amendment to the existing fourth paragraph of article 6 (renamed 6.5) "Form of shares – Register of shares – Transfer of shares", which shall read as follows:  
"[...] 6.5 The shares are, as a rule, freely transferable in accordance with the provisions, inter alia, of the 1915 law, subject however to Article 12 below and to any additional restriction disclosed in the Prospectus. The transfer of dematerialised shares (if issued) shall be made in accordance with applicable laws. [...]"
3. Amendment to the fifth paragraph of article 9 "Issue of shares", which shall read as follows:  
"[...] 9.5 The subscription price per share so determined shall be payable within a maximum period of time as provided determined by the Board of Directors and reflected in the Prospectus. [...]"
4. Amendment to the second sentence of the sixth paragraph of article 9 "Issue of shares", which shall read as follows:  
"[...] 9.6 [...] If requested by a shareholder, the Global Distributor and Service Provider (as defined in the Prospectus) acting in its discretion may, from time to time, determine to pay such cancellation proceeds in currencies other than the designated currency of the relevant class of shares. [...]"
5. Amendment to the third sentence of the eleventh paragraph of article 9 "Issue of shares", which shall read as follows:  
"[...] 9.11 [...] A report relating to the contributed assets must be delivered to the Company by its statutory independent auditor (réviseur d'entreprises agréé) save as otherwise provided for under applicable laws. [...]"
6. Amendment to the first paragraph of article 10 "Redemption of shares", which shall read as follows:  
"10.1 Any shareholder may request the redemption of all or part of his or her shares by the Company, under the terms, conditions and procedures set forth by the Board of Directors and laid out in the Prospectus. [...]"
7. Amendment to the second sentence of the first paragraph of article 11 "Conversion of shares", which shall read as follows:  
"11.1 [...] Sub-Fund under the terms, conditions and procedures set forth by the Board of Directors and set out in the Prospectus. The conversion request may not be accepted until any previous transaction involving the shares to be converted has been fully settled. [...]"
8. Amendment to sections B and C of the first paragraph of article 12 "Restrictions and prohibitions on the ownership of shares", which shall read as follows:  
"[...] For such purposes the Board of Directors may [...]  
B. require at any time any person entered in the register of shares, or any person seeking to register a transfer of shares therein, to furnish the Company with any representations, warranties or information, supported by affidavit, which the Company may consider necessary for the purpose of determining whether such registry results in beneficial ownership of such shares by a Prohibited Person;  
C. compulsorily redeem or cause to be redeemed all shares held by a, on behalf or for the account or benefit of, Prohibited Persons, or, investors who are found to be in breach of, or have failed to provide, the abovementioned representations, warranties or information in a timely manner. To that end, the Company will notify the Prohibited Person of the reasons which justify the compulsory redemption of shares, the number of shares to be redeemed and the indicative Valuation Day on which the compulsory redemption will occur. The redemption price shall be determined in accordance with Article 10.2 above; [...]"
9. Amendment to the first and second paragraphs of article 25 "Election, removal and term of office of directors" (renumbered 26), which shall read as follows:  
"26.1 The directors shall be elected by the general meeting of shareholders. The general meeting of shareholders which shall determine their remuneration and term of office.  
26.2 The term of office of a director may not exceed six (6) years and each director shall hold office until a successor is appointed. Directors may however be re-elected for successive terms."



10. Amendment to the first paragraph of article 31 "Dealing with third parties" (renumbered 32), which shall read as follows:

"32.1 The Company shall be bound towards third parties in all circumstances by the joint signature of any two (2) directors or by the joint signature or the sole signature of any person(s) to whom such signatory power may have been delegated by the ~~board of directors~~ Board of Directors, within the limits of such delegation. [...]"

11. Amendment to article 44 "Applicable law" (renumbered 45), which shall read as follows:

"All matters not governed by these Articles of Incorporation shall be determined in accordance with the 1915 Law and the 2010 Law, as such laws have been or may be amended from time to time."

**III. Amendment to the last of article 6 "Form of shares – Register of shares – Transfer of shares", which shall read as follows:**

"[...] 6.6 Any transfer of shares shall become effective towards the Company and third parties by (i) the execution of a declaration of transfer, signed and dated by both the transferor ~~and transferee~~ or their its representatives, (ii) receipt of this declaration of transfer by the Company; and (iii) recording of the transfer in the Company's share register. [...]"

Rationale for the change: the change is motivated to simplify the operational process of effecting share transfers.

**IV. Insertion of a new sixth paragraph of article 7 "Classes of shares", which shall read as follows:**

"[...] 7.6 The Company may, in the future, offer new classes of shares without the approval of the shareholders. Such new classes of shares may be issued by the Board of Directors on terms and conditions that differ from the existing classes of shares."

Rationale for the change: the insertion is not motivated by the 1915 Law but rather it further clarifies the power of the Board of Directors to issue additional classes of shares under article 7 as is investment funds practice.

**V. Deletion of the fourteenth indent of paragraph 14.1 of article 14 "Suspension of calculation and publication of the net asset value per share, and/or the issue, redemption and conversion of shares":**

"[...] (14) ~~Following the suspension of the calculation of the net asset value per share/unit at the level of a master fund in which the Company or any of its Sub-Funds invests as its capacity as feeder fund of such master fund, to the extent applicable: [...]"~~

Rationale for the change: the fourteenth indent was repetition of the eighth indent, both having the same meaning.

**VI. Amendment to the fifth paragraph of article 33 "Investment policy and restrictions" (renumbered 34), which shall read as follows:**

"[...] 34.5 In accordance with the principle of risk-spreading the Company is authorised to invest up to 100% of the assets attributable to each Sub-Fund in different transferable securities and money market instruments issued or guaranteed by a Member State of the EU, by one or more of its local authorities, by a member state of the OECD or the Group of twenty (G20), by the Republic of Singapore by the Hong Kong Special Administrative Region of the People's Republic of China or by a public international body of which one or more Member States of the EU are members provided that if the Company uses the possibility described above, it shall hold on behalf of each relevant Sub-Fund securities from at least six different issues. The securities from any single issue shall not account for more than 30% of its total net assets/the total assets attributable to that Sub-Fund. [...]"

Rationale for the change: the change is motivated by the change of administrative practice of the Luxembourg Supervisory Authority.

**VII. Minor amendments and formatting as described below:**

1. Amendment to all references to:
  - a. "approved statutory auditor" as "independent auditor";
  - b. "articles of association" as "Articles of Incorporation"; and
  - c. "board of directors" as "Board of Directors".
2. Minor changes due to formatting, clarification and consistency.
3. Renumbering of the Articles.

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**CONVENING NOTICE****Miscellaneous**

The Meeting will validly deliberate on these items if at least one-half of the share capital is present or represented and the resolution on each item 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 19 of the Articles and article 450-3(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 Articles of the Company shall come into force on 23 May 2018.

Copies of the amended Articles will be available free of charge, in English, at the registered office of the Company and they may be download from the Investec Asset Management website ([www.investecassetmanagement.com](http://www.investecassetmanagement.com)) if the resolutions are successfully passed at the Meeting.

Each share is entitled to one vote.

By order of the Board

Investec Global Strategy Fund

Secretary

**Notes**

- (1) 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 notarised certified copy of such power of attorney, in order to be valid, must either be deposited at the registered office of the Company, 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 p.m. (CET) on 18 May 2018.  
Please be advised that only shareholders on record as at 3.00 p.m. (CET) on 18 May 2018 may be entitled to vote at this Meeting.
- (2) 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.
- (3) The Meeting hereby convened will validly deliberate upon the items of the above agenda if at least one half of the share capital of the Company is present or represented by proxy 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 19 of the articles of incorporation of the Company and the 1915 Law.
- (4) 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 p.m. (CET) on 27 June 2018 and will be held at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Shareholders will be notified of such reconvened meeting. There are no quorum requirements for such reconvened meeting.
- (5) 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.

# Extraordinary General Meeting

**23 May 2018**

FORM OF PROXY 代表委任書

For use at the Extraordinary General 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 J.F. Kennedy, L-1855 Luxembourg, on 23 May 2018 at 4.30 p.m. (CET).

適用於天達環球策略基金（「本公司」）在2018年5月23日下午4時30分（歐洲中部時間）假座本公司於49, Avenue J.F. Kennedy, L-1855 Luxembourg的註冊辦事處舉行的特別股東大會。

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 registered Shareholder in the Company hereby appoint the Chairman of the meeting or (see Note 1).  
本人／吾等（下述簽署人）作為本公司的註冊股東，現委任大會主席或（見附註1）。

Name:

姓名：

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 in relation to deliberate and vote on the amendments to the Articles of Incorporation ("the Articles") of the Company as set out in the agenda specified in the notice of the convened meeting dated 30 April 2018 (the "Resolutions").  
作為本人的代表，於本公司的特別股東大會及其任何續會上，就有關刊於2018年4月30日召開會議通知的議程中有關本公司組織章程（「章程」）的修訂（「決議案」），全權代表本人投票。

Please read the Notes below carefully.

請仔細閱覽以下附註。

Please indicate how you wish your proxy to vote in respect of the Resolutions 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」的適當空格填上「✓」號，以顯示您希望代表如何就有關決議案作出投票。

**GSF | FORM OF PROXY**

In respect of the Resolutions, 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）：

Resolutions 決議案	FOR 贊成	AGAINST 反對
1. Amendments to the Articles as to reflect the recent changes to the amended law of 10 August 1915 on commercial companies 修訂章程，以反映1915年8月10日商業公司法例（經修訂）的最新變動	<input type="checkbox"/>	<input type="checkbox"/>
2. Amendments to the Articles only for clarification purposes 修訂章程，僅作釐清用途	<input type="checkbox"/>	<input type="checkbox"/>
3. Amendment to the last paragraph of article 6 "Form of shares – Register of shares – Transfer of shares" of the Articles 修訂章程第6條「股份形式 – 股份登記冊 – 股份轉讓」尾段	<input type="checkbox"/>	<input type="checkbox"/>
4. Insertion of a new sixth paragraph of article 7 "Classes of shares" of the Articles 於章程第7條「股份類別」插入新的第六段	<input type="checkbox"/>	<input type="checkbox"/>
5. Deletion of the fourteenth indent of paragraph 14.1 of article 14 "Suspension of calculation and publication of the net asset value per share, and/or the issue, redemption and conversion of shares" of the Articles 刪去章程第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」14.1段第14項：	<input type="checkbox"/>	<input type="checkbox"/>
6. Amendment to the fifth paragraph of article 33 "Investment policy and restrictions" (renumbered 34) of the Articles 修訂章程第33條「投資政策及限制」（重新編號為34）第五段	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of minor amendments and formatting to the Articles 通過章程的輕微修訂及格式	<input type="checkbox"/>	<input type="checkbox"/>

Please complete and return this Form of Proxy by 3.00 p.m. (CET) on 18 May 2018 by fax to (+352) 464 010 413 or email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) or mail to 49, Avenue J.F. 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2018年5月18日下午3時（歐洲中部時間）前填妥並交回此代表委任書，並連同授權書，或其他簽署授權書的授權文件（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](mailto:luxembourg-domiciliarygroup@statestreet.com)，或郵寄至 49, Avenue J.F. Kennedy, L-1855 Luxembourg。

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的規定在公司註冊處進行任何註冊，而下述簽署人承諾每當被要求時將追認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。

Signature(s) 簽署

Date 日期

## Notes 附註

- 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。
- Please indicate with a tick how you wish to vote in respect of each 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，顯示閣下對有關各項決議案的投票意願。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，代表可因而按其認為恰當的選擇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。
- To be valid, this Form of Proxy must be received by 3.00 p.m. (CET) on 18 May 2018. Please send this form via fax to (+352) 464 010 413 or email to luxembourg-domiciliarygroup@statestreet.com or mail to 49, Avenue J.F. 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2018年5月18日下午3時（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，或其他簽署授權書的授權文件（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 J.F. Kennedy, L-1855 Luxembourg。
- 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。
- 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。
- 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。
- The Meeting hereby convened will validly deliberate upon the items of the above agenda if at least one half of the share capital of the Company is present or represented by proxy 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 19 of the Articles of the Company and the 1915 Law.  
召開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，方可有效商討上述事宜；而議程各項事宜的決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19條和1915年法例的情況下投票贊成，方可有效通過。
- 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 p.m. (CET) on 27 June 2018 and will be held at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Shareholders will be notified of such reconvened Extraordinary General Meeting. There are no quorum requirements for such reconvened meeting.  
如大會指定開始時間過後半小時內還未達到最低法定人數要求，該大會將押後至2018年6月27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特別股東大會的通知。該再次召開的大會將不設有最低法定人數的要求。
- 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.  
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）均受該決議案約束。
- The amended and restated Articles of the Company shall come into force immediately upon the resolution being passed by the requisite number of votes validity cast at the Reconvened Extraordinary General Meeting.  
經修訂及重訂的本公司章程在有關決議案於再次召開特別股東大會上獲所需有效投票通過後即時生效。

# Notice of the Annual General Meeting

Investec Global Strategy Fund  
Société d'investissement à capital variable  
49, Avenue J.F. Kennedy  
L-1855 Luxembourg  
R.C.S.: B139420  
(the 'Company')

## Convening Notice

Dear Shareholder,

The Board of Directors of the Company has the pleasure of inviting you to attend the **ANNUAL GENERAL MEETING** of shareholders of the Company which will be held at 4.00pm (CET) at 49, Avenue J.F. Kennedy, L-1855 Luxembourg, on 14 June 2018, with the following agenda:

## Agenda

1. Presentation of the Report of the Board of Directors.
2. Presentation of the Report of the Auditor.
3. Approval of the audited financial statements for the year ended 31 December 2017.
4. Allocation of the net results for the year ended 31 December 2017.
5. Discharge of Directors with respect to the performance of their duties during the year ended 31 December 2017.
6. To re-elect as Directors for a term ending at the next Annual General Meeting to be held in 2019:
  - Ms. Kim Mary McFarland;
  - Mr. Grant David Cameron;
  - Mr. Gregory David Cremen;
  - Mr. John Conrad Green;
  - Mr. Claude Niedner;
  - Mr. Michael Edward Charles Ryder Richardson;
7. To re-elect KPMG Luxembourg, Société coopérative as Auditor of the Company for a term ending at the next Annual General Meeting to be held in 2019.
8. To vote upon payment of total combined remuneration of the Directors up to but not exceeding US\$200,000 to be apportioned between the re-elected Directors, with no single Director receiving more than US\$35,000 for the period from this Annual General Meeting to the next Annual General Meeting to be held in 2019.
9. Any other business.

Shareholders are informed that the Annual General Meeting may validly deliberate on the items of the agenda without any quorum requirement and the resolution on each item of the agenda may validly be passed at the majority of the votes validly cast at such Annual General Meeting. Each share is entitled to one vote.

A shareholder may act at the Annual General Meeting by proxy.

Please be advised that only shareholders on record by 4:00pm (CET) on 12 June 2018 may be entitled to vote at this Annual General Meeting.

Should you not be able to attend this Annual General Meeting, you are kindly requested to date, sign and return the Form of Proxy to the registered office of the Company at 49, Avenue J.F. Kennedy, L-1855 Luxembourg, by fax on (+352) 464 010 413, by email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) or by mail in the enclosed business reply envelope, no later than 4:00pm (CET) on 12 June 2018.

Copies of the Annual Report & Accounts for GSF can be found on our website, [www.investecassetmanagement.com/igsfra](http://www.investecassetmanagement.com/igsfra).

If you would like to request a printed copy, free of charge, please contact us on +852 2861 6888 or by email to [investec.hk@investecmail.com](mailto:investec.hk@investecmail.com).

# Annual General Meeting 股東週年大會

**14 June 2018 2018年6月14日**

FORM OF PROXY 代表委任書

I/We the undersigned \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
(Full Name(s) in block capitals)

\_\_\_\_\_  
\_\_\_\_\_  
(Address in block capitals)

being the registered holder(s) of Shares of the Company hereby appoint the Chairman of the meeting or \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to  
vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held in Luxembourg at 49 Avenue J.F. Kennedy, L-1855 Luxembourg, on 14 June 2018 at 4:00pm (CET) and any adjournment thereof. In respect of the undermentioned Resolutions, my/our proxy is to vote as indicated by an 'X' below. Where no indication is given, the proxy will vote or abstain as he/she thinks fit and in respect of the Member's total holding.

本人/我們為下述簽署人 \_\_\_\_\_  
\_\_\_\_\_  
(請以英文正楷填寫姓名)

of \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ (請以英文正楷填寫地址)

作為本公司的註冊股東現委任大會主席或 \_\_\_\_\_  
為本人/我們的代表於2018年6月14日下午4時整(歐洲中部時間)於盧森堡49 Avenue J.F. Kennedy, L-1855 Luxembourg召開的股東週年大會及任何延期會議上代表本人/我們投票。就下列議決，本人/我們的代表根據以下填上「X」號的事項投票。若未有註明，代表可依照他/她認為恰當且依股東的總持股數投票或棄權。

Agenda 議程	FOR 贊成	AGAINST 反對
1. Presentation of the Report of the Board of Directors. 提呈董事局報告。	<input type="checkbox"/>	<input type="checkbox"/>
2. Presentation of the Report of the Auditor. 提呈審計師報告。	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the audited financial statements for the year ended 31 December 2017. 通過截至2017年12月31日止的年度經審核的財務報表。	<input type="checkbox"/>	<input type="checkbox"/>
4. Allocation of the net results for the year ended 31 December 2017. 分配截至2017年12月31日止的年度的業績淨額。	<input type="checkbox"/>	<input type="checkbox"/>
5. Discharge of Directors with respect to the performance of their duties during the year ended 31 December 2017. 同意董事卸任履行於截至2017年12月31日止的年度的職務。	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect as Directors for a term ending at the next Annual General Meeting to be held in 2019: 重選任期截至2019年度下一次股東週年大會的董事： – Ms. Kim Mary McFarland 女士； – Mr. Grant David Cameron 先生； – Mr. Gregory David Cremen 先生； – Mr. John Conrad Green 先生； – Mr. Claude Niedner 先生； – Mr. Michael Edward Charles Ryder Richardson 先生。	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect KPMG Luxembourg Société cooperative as Auditor of the Company for a term ending at the next Annual General Meeting to be held in 2019. 重選KPMG Luxembourg Société coopérative 作為本公司的審計師，任期截至2019年度下一次股東週年大會。	<input type="checkbox"/>	<input type="checkbox"/>
8. To vote upon payment of total combined remuneration of the Directors up to but not exceeding US\$200,000 to be apportioned between the re-elected Directors, with no single Director receiving more than US\$35,000 for the period from this Annual General Meeting to the next Annual General Meeting to be held in 2019. 投票通過就所支付最多但不超過200,000美元的董事總酬金由重選的董事攤分，每名董事就是次股東週年大會至2019年度下一次股東週年大會期間可獲發不多於35,000美元。	<input type="checkbox"/>	<input type="checkbox"/>
9. Any other business. 任何其他事務。	<input type="checkbox"/>	<input type="checkbox"/>

The proxyholder will vote on any of the resolutions on the agenda of the meeting and such other business as may properly come before the meeting as he/she may think fit.

代表可就大會議程的任何議案及於會前提出的其他適當事項，按他/她認為恰當的作出投票。

The proxyholder is furthermore 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.

代表亦獲授權作出任何陳述、作出所有投票、簽署所有會議記錄及其他文件、作出任何合法、必須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，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 Annual General Meeting, for whatsoever reason, is adjourned, postponed or reconvened. 倘是次股東週年大會因任何原因休會、延期或再召開，現時的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、義務及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。

**Account number(s) 賬戶號碼**

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Signature(s) 簽署

Date 日期

**Notes 附註**

1. To be valid, this Form of Proxy must be received by Mrs. Monica Fernandes at the registered office of the Company at 49 Avenue J.F. Kennedy L-1855 Luxembourg, by fax on (+352) 464 010 413, by email to luxembourg-domiciliarygroup@statestreet.com or by mail in the enclosed business reply envelop no later than 4:00pm (CET) on 12 June 2018.  
本代表委任書必須於2018年6月12日下午4時正(歐洲中部時間)前傳真至(+352) 464 010 413、發送電郵至luxembourg-domiciliarygroup@statestreet.com，或以隨附的商業回郵信封寄回本公司位於49 Avenue JF Kennedy L-1855 Luxembourg的註冊辦事處，由Monica Fernandes女士收訖方為有效。
2. If the registered holder 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.  
倘註冊持有人為公司，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。
3. 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之排名次序而定。







致 天達環球策略基金系列投資人：

主 旨：謹函轉本公司總代理之天達環球策略基金(GSF)各子基金之致投資人通知信。

說明：

- 一、 本公司經金融監督管理委員會(以下簡稱金管會)核准，自 105 年 4 月 1 日起擔任天達環球策略基金系列境外基金之總代理人，在國內募集及銷售，合先敘明。
- 二、 謹函轉天達環球資產管理公司致投資人通知信，有關資料私隱法律的變動，詳細內容請參閱隨函附件之中英文致投資人通知信。

如您對上述內容有任何疑問，請您撥本公司電話：

(02)8101-5501 分機 571 陳小姐。

野村證券投資信託股份有限公司 敬啟

中 華 民 國                      一   〇   七   年   四   月   三   十   日



野村證券投資信託股份有限公司

11049台北市信義路五段7號30樓 客服專線：02-8758-1568 [www.nomurafunds.com.tw](http://www.nomurafunds.com.tw)

前揭基金均經金管會核准或同意生效，惟不表示絕無風險。基金經理公司以往之經理績效不保證基金之最低投資收益；基金經理公司除盡善良管理人之注意義務外，不負責本基金之盈虧，亦不保證最低之收益，投資人申購前應詳閱基金公開說明書。有關基金應負擔之費用（含分銷費用）已揭露於基金公開說明書及投資人須知，本公司及銷售機構均備有基金公開說明書（或中譯本）或投資人須知，投資人亦可至公開資訊觀測站或境外基金資訊觀

A JOINT VENTURE WITH

ALLSHORES



此乃重要文件，務請即時詳閱。  
如有任何疑問，請諮詢專業意見。

天達資產管理基金中心	
香港	南非
電話 +852 2861 6888	電話 0860 500 900
傳真 +852 2861 6861	傳真 0861 500 900
investec.hk@investecmail.com	saoifshore@investecmail.com
新加坡	所有其他股東
電話 +65 6653 5550	電話 +44 (0)20 7597 1800
傳真 +65 6653 5551	傳真 +352 2460 9923
investec.sg@investecmail.com	enquiries@investecmail.com
www.investecassetmanagement.com	

親愛的投資人：

#### 資料私隱法律的變動

我們特此致函天達環球策略基金的投資人，以通知您歐洲資料私隱法律的重要變動。有關變動旨在讓您對個人資料使用和聯絡方式有較大控制，並加強您個人資料的保障。

本信函載有重要資料，務請您閱讀。

#### 最新發展

歐盟的《一般資料保護規範》（General Data Protection Regulation，GDPR）將於 2018 年 5 月 25 日生效。

因此，天達資產管理正準備發布一份新的私隱須知，方便您了解我們收集和使用您個人資料的方法、時間及原因，以及我們保障您個人資料的方法。請注意，我們並不會改變使用您個人資料的方式。準備發布新私隱須知的目的，是提高我們處理您個人資料的透明度，亦有助您了解我們使用您個人資料時您所擁有的權利，以及我們在有關方面的責任。

新私隱須知將於 2018 年 5 月 11 日前後發布。

#### 新私隱須知有何重點？

天達資產管理致力保障我們所持有您的個人資料，並符合我們須遵守的監管規定。私隱須知讓您了解我們如何履行對您的責任。下文是新私隱須知的重點概述：







我們在甚麼時候及基於甚麼原因使用您的個人資料？

作為基金經理人，我們在以下情況使用個人資料：

1. 我們為您提供服務而必須使用個人資料時，包括為您的投資進行買賣、與您就投資及其任何變動進行溝通；
2. 為遵從我們的法律責任，例如我們的財務監管責任，以及有關核實身份、洗錢防治、對話錄音及監控交易的規定；
3. 在為維護我們的合法權益而必須使用個人資料時。合法權益是指我們（及有時候是其他第三方）基於業務或商業原因使用您的資料。但即使如此，我們的合法權益不得不公平地損害您的權利及最佳利益。合法權益包括監控對話，以作為培訓、品質及安全性用途、測試我們的產品及服務以確保其發揮最佳潛力、就我們的私隱須知更新及其他文件修訂聯絡您，以及委任第三方承包商以協助我們（及我們的基金）提供服務；
4. 在獲得您同意的情況下，例如您已同意收到我們針對市場提供的資訊，或您已同意或指示我們向第三方（例如您的財務顧問）提供資訊。

我們是否與其他人士分享您的個人資料？

請放心，我們不會出售、租借或買賣您的個人資料。

我們將會與第三方分享您的個人資料，其將有責任保障您個人資料安全及機密。有關第三方將包括天達資產管理集團旗下公司、法律規定我們將您個人資料交予的人士（例如稅務及監管當局）、身份核實機構，以及與我們及/ 或我們的基金簽約為您投資提供服務的第三方服務供應商。在某些情況下，上述第三方將位於歐洲經濟區以外的國家。

私隱須知讓您進一步了解我們將揭露您個人資料的對象、揭露的原因及保障的方式。

您有何權利及如何行使權利？

相信您亦知道，您就我們持有您的個人資料擁有若干權利，包括就我們持有但您認為錯誤或不完整的任何資料提出疑問的權利。若我們不再需要保留資料，您亦有權要求我們刪除、清除及停止使用您的個人資料。

私隱須知載有您權利的進一步資料，以及您為行使權利而聯絡我們的方法。





如何可了解更多？

以上是新私隱須知的重點概述。您可在 2018 年 5 月 11 日前後，到訪 [www.investecassetmanagement.com](http://www.investecassetmanagement.com) 瀏覽上述各個主題的更多資料及詳情，以及私隱須知的其他資料。

您亦可透過本函上方所載屬於您地區的郵政地址、電郵地址或電話號碼索取副本。

我們樂意提供協助

若您有任何疑問，或希望了解進一步資料，天達團隊樂意為您效勞。團隊的聯絡資料載於本函上方。

感謝您一直以來的支持。

Grant Cameron

董事

謹啟

John Green

董事

2018 年 4 月 30 日



**Investec Global Strategy Fund**

**Registered office:**

49, Avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

**Postal address:**

Investec Asset Management Hong Kong Limited  
Suites 3609 - 3614, 36/F, Two International Finance Centre  
8 Finance Street, Central, Hong Kong

**THIS DOCUMENT IS IMPORTANT AND  
REQUIRES YOUR IMMEDIATE ATTENTION.  
IF IN DOUBT, PLEASE  
SEEK PROFESSIONAL ADVICE.**

30 April 2018

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[www.investecassetmanagement.com](http://www.investecassetmanagement.com)

Dear Investor,

**Data privacy law is changing**

We are writing to you as an investor in the Investec Global Strategy Fund to let you know about important changes to European data privacy law. These changes are designed to enable you to have more control over how your data is used and how you're contacted. The changes also aim to help better protect your personal data.

We encourage you to read this letter as it contains important information.

**What's happening?**

The General Data Protection Regulation, known as the GDPR, will apply from 25 May 2018.

As a result, Investec Asset Management is publishing a new Privacy Notice to make it easier for you to find out how, when and why we collect and use your personal information, as well as how we protect your personal information. Please note, we won't be changing the ways we use your personal information. Rather, the purpose of the new Privacy Notice is to give you greater transparency over what we do with your personal information. The Privacy Notice also provides you with information regarding your rights in relation to our use of your personal information and our responsibilities in that regard.

The new Privacy Notice will be published on or around 11 May 2018.

**What are the key aspects of the new Privacy Notice?**

At Investec Asset Management we are committed to protecting the personal information we hold about you and meeting our regulatory requirements. Our Privacy Notice provides you with transparency on how we fulfil our responsibilities to you. The following paragraphs provide a summary of the key aspects of our new Privacy Notice:





## **When and why do we use your personal information?**

As a fund manager, we use personal information in the following ways:

1. where it is necessary for us to provide our services to you, which includes, for example undertaking transactions in relation to your investments, communicating with you about your investments and any changes to them;
2. to comply with our legal obligations, such as our financial regulatory obligations, as well as requirements regarding identity verification and anti-money-laundering and the recording of calls and monitoring of trades;
3. where it is necessary for our legitimate interests. A legitimate interest is when we (and sometimes other third parties) have a business or commercial reason to use your information. But even then, our legitimate interest must not unfairly go against what is right and best for you. A legitimate interest includes monitoring calls for training, quality and security purposes, testing our products and services to ensure that they are performing to their best potential, contacting you about updates to our Privacy Notice and other document amendments and appointing third party contractors to assist us (and our funds) in carrying out our services;
4. where you have given your consent, such as when you have agreed to receive marketing communications from us, or where you have consented or instructed us to provide information to a third party (such as your financial advisor).

## **Will we share your personal information with others?**

You can rest assured that we will not sell, rent or trade your personal information.

We will share your personal information with third parties, who will have a duty to keep your personal information secure and confidential. These third parties will include companies within the Investec Asset Management Group, persons who the law requires us to send your personal information to (for example tax and regulatory authorities), identification agencies and third party service providers contracted by us and/or our funds to help service your investment with us. Sometimes these third parties will be located in countries outside of the European Economic Area.

The Privacy Notice provides you with further information about who we will disclose your personal information to, why we do this and how it is protected.

## **What are your rights and how do you exercise them?**

As you may be aware, you have certain rights in relation to the personal information we hold about you, including a right to question any information we have about you that you think is wrong or incomplete. You also have the right to ask us to delete, remove or stop using your personal information if there is no need for us to keep it.

Included within the Privacy Notice is further information about your rights, and how you can contact us to exercise them.







### **How do you find out more?**

The above is a brief summary of the key aspects of our new Privacy Notice. There is a lot more information and detail on each of the above topics, and other information within the Privacy Notice, which you can view online at [www.investecassetmanagement.com](http://www.investecassetmanagement.com) on or around 11 May 2018.

Alternatively you may request a copy using any of the postal address, email address or telephone number for your region, which appear at the top of this letter.

### **We're here to help**

If you have any questions or you would like further information our teams are available to help. Please find their contact details at the top of this letter.

Thank you for your continued support.

Yours faithfully,

**Grant Cameron**  
Director

**John Green**  
Director

