

檔 號：
保存年限：

國泰證券投資顧問股份有限公司 函

地址：11047 台北市信義路5段108號6樓
傳真：(02)7711-7265

受文者：滙豐(台灣)商業銀行股份有限公司

發文日期：中華民國113年4月16日
發文字號：國泰投顧字第1130400006號
速別：普通件
密等及解密條件或保密期限：
附件：開會通知書與委託書(0400006A00_ATTCH1.pdf)

主旨：謹通知本公司總代理之摩根士丹利系列基金(Morgan Stanley Investment Funds)(下稱「本基金」)召開股東年度大會，請查照。

說明：

- 一、本基金將於2024年5月14日星期二歐洲中部時間上午10時30分召開股東年度大會。
- 二、股東出席會議的資格將參考本基金於2024年5月10日（「記錄日期」）的股東登記冊釐定。各股東參加會議及行使其股份所附帶的投票權的權利將參考該股東於記錄日期所持股份釐定。
- 三、不克出席之股東可填妥委託書，於開會通知書上所載期限及其指定方式送達；亦可於2024年4月30日前將委託書送達本公司代為轉交。（地址：11047臺北市信義區信義路5段108號6樓 國泰投顧 基金送件 收）。
- 四、會議之議程及詳細內容，請參閱開會通知書及委託書。
- 五、如有任何疑義，請聯繫本公司專屬您的服務窗口或洽張小姐(02)7710-9699分機9625。

正本：中央再保險股份有限公司、安聯人壽保險股份有限公司、全球人壽保險股份有限公司、宏泰人壽保險股份有限公司、富邦人壽保險股份有限公司商品行銷部、台



裝

訂

線

致 MORGAN STANLEY INVESTMENT FUNDS 股東之通知

盧森堡，2024 年 4 月 16 日

各位股東：

謹通知 台端，Morgan Stanley Investment Funds（「本公司」）即將召開股東年度大會（「會議」）。本次會議詳情已載於隨附的開會通知書中。本公司亦希望藉此機會提供本公司於 2023 年的概覽。

本公司概覽

本公司於 2023 年出現多項重要變動。此等變動包括：

- 截至2023年12月31日止12個月推出6檔子基金：

Morgan Stanley Investment Funds Floating Rate ABS Fund於2023年2月7日展開營運。

Morgan Stanley Investment Funds Global Credit Opportunities Fund於2023年2月28日展開營運。

Morgan Stanley Investment Funds Short Maturity Euro Corporate Bond Fund於2023年2月28日展開營運。

Morgan Stanley Investment Funds Tailwinds Fund於2023年11月21日展開營運。

Morgan Stanley Investment Funds Calvert Global Equity Fund於2023年11月28日展開營運。

Morgan Stanley Investment Funds Calvert Global High Yield Bond Fund於2023年11月28日展開營運。

- 截至2023年12月31日止12個月關閉3檔子基金：

Morgan Stanley Investment Funds Multi-Asset Risk Control Fund於2023年3月22日清算。

Morgan Stanley Investment Funds Global Multi-Asset Opportunities Fund於2023年9月18日清算。

Morgan Stanley Investment Funds China Equity Fund於2023年12月15日清算。

- 截至2023年12月31日止12個月，自本公司公開說明書（「公開說明書」）中移除未能在CSSF第12/540號通函規定的18個月推出期內推出之2檔子基金：

Morgan Stanley Investment Funds Frontier Markets Local Debt Fund於2023年1月18日自公開說明書中移除。

Morgan Stanley Investment Funds Calvert Sustainable Global Equity Engagement Fund於2023年11月8日自公開說明書中移除。

- 截至2023年12月31日止12個月變更下列子基金名稱：

Morgan Stanley

INVESTMENT MANAGEMENT

謹啟

Morgan Stanley Investment Funds

Société anonyme - Société d'Investissement à Capital Variable

Registered office: 6B, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 29 192

會議議案之決議並無最低出席人數之限制，議案之可決，以代表過半數股份的股東投票同意即通過。

所有有權投票之股東均有權委派代理人代其出席會議及投票。代理人毋須為股東，但可為本公司董事。

台端可使用隨附於開會通知書之委託書並透過以下方式擲回，以便於會議上進行投票：(i) 於隨附之委託書上簽名並註明日期後，將該填妥之委託書於 2024 年 5 月 10 日歐洲中部時間下午 5 時前寄回（請註明：收件人：Maria Parasiliti，c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg），或 (ii) 以電郵寄至 Luxembourg.company.secretarial@jpmorgan.com。在合理可行情況下，於此截止時間之後但在會議之前收取的委託書將獲接納，但概不保證一定會獲接納。倘若所收到之委託書未指明帳戶號碼，則將不予以考慮。

董事會

謹啟

	贊成	反對	棄權
6. 確認及批准向公司董事支付截至2023年12月31日止會計年度的薪酬 ⁵ 。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. 批准向公司董事支付自2024年1月1日開始之會計年度的薪酬 ⁶ 。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. 就截至2022年12月31日止會計年度的董事薪酬的文書錯誤向股東發出通知 ⁷ 。		毋須投票	
9. 重新委任Ernst & Young作為公司審計師，任期至將審議截至2024年12月31日止會計年度的經查核年度帳目的下一次股東年度大會為止。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

委託書持有人亦獲授權得根據盧森堡法律規定為任何陳述、進行所有投票、簽署所有會議記錄及其他文件，以及從事及辦理就完成及履行其基於本委託書之職責而言係屬合法、必要或有助益之一切行為。

若本次會議因故休會或延期，本委託書仍屬有效。

請透過以下方式交回本委託書：(i) 於委託書上簽名並註明日期後，將該填妥之委託書於 2024 年 5 月 10 日歐洲中部時間下午 5 時前寄回（請註明：收件人：Maria Parasiliti，c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg），或 (ii) 以電郵寄至 luxembourg.company.secretarial@jpmorgan.com。在合理可行情況下，於此截止時間之後但在會議之前收取的委託書將獲接納，但概不保證一定會獲接納。

帳戶號碼

若未註明帳戶號碼，投票將不計入考慮

2024 年 _____ 於 _____ 簽署

簽名⁸ _____

⁵公司之非執行董事已按比例收取每年 80,000 歐元的薪酬。如公司公開說明書所揭露，該等薪酬從固定行政管理費中支取。換言之，董事薪酬不會對公司任何子基金的總開支比率造成任何影響。Zoe Parish 並未就其擔任董事一職自公司收取任何酬金，蓋其屬摩根士丹利全職員工，薪酬由摩根士丹利支付。此外，獲任命之主席已按比例收取每年 10,000 歐元的額外薪酬，同樣從固定行政管理費中支取。

⁶公司之非執行董事將按比例收取每年 80,000 歐元的薪酬。如公司公開說明書所揭露，該等薪酬從固定行政管理費中支取。換言之，董事薪酬不會對公司任何子基金的總開支比率造成任何影響。Zoe Parish 不會就其擔任董事一職自公司收取任何酬金，蓋其屬摩根士丹利全職員工，薪酬由摩根士丹利支付。此外，獲任命之主席將按比例收取每年 10,000 歐元的額外薪酬，同樣從固定行政管理費中支取。

⁷公司之非執行董事於截至 2022 年 12 月 31 日止會計年度收取的年度薪酬為 65,000 歐元，而非每年 80,000 歐元。增加的 15,000 歐元僅適用於截至 2023 年 12 月 31 日止之會計年度，而不適用於截至 2022 年 12 月 31 日止之會計年度。

⁸簽名毋須公證。

On 31 August 2023, Morgan Stanley Investment Funds Sustainable US High Yield Bond Fund changed its name to Morgan Stanley Investment Funds US High Yield Bond Fund.

On 31 August 2023, Morgan Stanley Investment Funds US Dollar High Yield Bond Fund changed its name to Morgan Stanley Investment Funds US High Yield Middle Market Bond Fund.

On 29 September 2023, Morgan Stanley Investment Funds International Equity (Ex US) Fund changed its name to Morgan Stanley Investment Funds International Resilience Fund.

On 20 October 2023, Morgan Stanley Investment Funds Sustainable Global High Yield Bond Fund changed its name to Morgan Stanley Investment Funds Global High Yield Bond Fund.

- In the twelve months to 31 December 2023, the following sub-funds were merged:

On 20 October 2023, the Morgan Stanley Investment Funds Global High Yield Bond Fund was merged into the Morgan Stanley Investment Funds Sustainable Global High Yield Bond Fund (this latter was renamed Morgan Stanley Investment Funds Global High Yield Bond Fund on the same date).

On 27 October 2023, the Morgan Stanley Investment Funds Latin American Equity Fund was merged into the Morgan Stanley Investment Funds Emerging Leaders Equity Fund.

- In the twelve months to 31 December 2023, 182 share classes were launched. For a complete list, please refer to the Annual Report. In the twelve months to 31 December 2023, 33 (not including merged share classes) share classes were closed. For a complete list, please refer to the Annual Report.

We believe the developments and initiatives outlined above continue to improve the cost effectiveness and governance of the Company. The assets of the Company are approximately \$66.7bn at end of December 2023.

Annual Report

Please be advised that the annual report will be available to download at:

<http://www.morganstanleyinvestmentfunds.com>

If you require a copy of the report to be sent to you, please call our Client Service Administrator team in Luxembourg and elsewhere on the numbers below.

Morgan Stanley Investment Management Client Service Administration - Contacts

General email: cslux@morganstanley.com

United Kingdom / Nordic Countries: Tel: (+352) 34 64 61 10

Germany / Austria / Switzerland / Liechtenstein: Tel: (+352) 34 64 61 20

France / Benelux: Tel: (+352) 34 64 61 30

Spain / Portugal / South America: Tel: (+352) 34 64 61 40

Italy / Greece: Tel: (+352) 34 64 61 50

Asia: Tel: (+65) 6834 6232 email: sgcsa@morganstanley.com

US Offshore and Americas: Tel: (+1)800 231 2026

**NOTICE TO THE SHAREHOLDERS OF
MORGAN STANLEY INVESTMENT FUNDS**

Luxembourg, 16 April 2024

Dear Shareholder,

You are invited to attend the Morgan Stanley Investment Funds (the "Company") annual general meeting to be held on Tuesday, 14 May 2024, at 10.30 a.m. CET at the registered office of the Company with the following agenda (the "Meeting"):

1. Presentation of the report of the Board of Directors and the report of the auditor for the financial year ended 31 December 2023.
2. Approval of the audited annual accounts and of the allocation of the results for the financial year ended 31 December 2023.
3. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 31 December 2023.
4. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 31 December 2023.
5. Re-appointment of Susanne van Dootingh, Diane Hosie, Zoë Parish, Carine Feipel, and Arthur J. Lev as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2024, or until their successors are appointed.
6. Ratification and approval of the payment of the remuneration to the directors of the Company for the financial year ended 31 December 2023.¹
7. Approval of the payment of the remuneration to the directors of the Company for the financial year commencing 1 January 2024.²
8. Notification to shareholders of a clerical error regarding the remuneration of the directors for the financial year ended 31 December 2022.³
9. Re-appointment of the auditor of the Company, Ernst & Young S.A., to serve until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2024.

The Board of Directors recommends that Shareholders vote in favour of the proposed resolutions.

¹ Non-executive directors of the Company received a remuneration amounting to EUR 80,000 *per annum* on a pro rata basis. The amount is taken from the fixed administration charge, as disclosed in the Company's prospectus. This means that the directors' remuneration does not have any impact on the total expense ratio of any of the Company's sub-funds. Zoë Parish did not receive any compensation from the Company for her role as director as she is a full-time employee of, and remunerated by, Morgan Stanley. Separately, the appointed chairperson received an additional remuneration amounting to EUR 10,000.- *per annum* on a pro rata basis also taken from the fixed administration charge.

² Non-executive directors of the Company will receive a remuneration amounting to EUR 80,000 *per annum* on a pro rata basis. The amount is taken from the fixed administration charge, as disclosed in the Company's prospectus. This means that the directors' remuneration will not have any impact on the total expense ratio of any of the Company's sub-funds. Zoë Parish will not receive any compensation from the Company for her role as director as she is a full-time employee of, and remunerated by, Morgan Stanley. Separately, the appointed chairperson will receive an additional remuneration amounting to EUR 10,000.- *per annum* on a pro rata basis also taken from the fixed administration charge.

³ Non-executive directors of the Company received a remuneration amounting to EUR 65,000.- for the financial year ended 31 December 2022 and not EUR 80,000.- *per annum*. This increase of EUR 15,000.- was applied only for the financial year ended 31 December 2023 and not for the financial year ended 31 December 2022.

<Title> <Forename> <Surname>
<Address Line 1>
<Address Line 2>
<Address Line 3>
<Postal Code> <Town/City>
<Country>

Proxy Form

I / We the undersigned _____, being shareholder(s) of Morgan Stanley Investment Funds (the "Company"), and with respect to my/our shares held on the Register of the Company or via a nominee, hereby give(s) irrevocable proxy to _____ or to the Chairperson of the Meeting with full power of substitution, to represent me/us at the annual general meeting to be held on 14 May 2024 at 10.30 am CET at the registered office of the Company and at any postponement or adjournment thereof in order to deliberate upon the following agenda (the "Meeting"), to the extent that I am still a shareholder on 10 May 2024, and in my/our name and on my/our behalf to vote on the matters in the following agenda⁴:

	In Favour	Against	Abstention
1. Presentation of the report of the Board of Directors and the report of the auditor for the financial year ended 31 December 2023.		no vote required	
2. Approval of the audited annual accounts and of the allocation of the results for the financial year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of the distributions as detailed in the audited annual accounts for the financial year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Granting of discharge to the directors of the Company with respect to the performance of their duties for the financial year ended 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of Susanne van Dootingh, Diane Hosie, Zoë Parish, Carine Feipel, and Arthur J. Lev as directors of the Company until the next annual general meeting of shareholders which will deliberate on the audited annual accounts for the financial year ending 31 December 2024, or until their successors are appointed.			
5.1 Re-appointment of Susanne van Dootingh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Re-appointment of Diane Hosie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

⁴ In absence of mark in the appropriate box, the proxyholder is empowered to cast votes at his discretion.

Please return the present proxy (i) by post duly completed, dated and signed and marked for the attention of Maria Parasiliti, c/o J.P. Morgan SE, Luxembourg Branch, Company Secretarial Department, European Bank & Business Centre, 6C, route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg, prior to 10 May 2024 at 5 p.m. CET, or (ii) by email at luxembourg.company.secretarial@jpmorgan.com. Where reasonably possible, proxies received after this deadline, but prior to the Meeting, will be accepted but this cannot be guaranteed.

Account Number

if the account number is not indicated, then the vote will NOT be taken into account

Made in _____ dated this _____ 2024

Signature.⁸ _____

⁸ It is not necessary that the signature(s) be notarised.