

檔 號：

保存年限：

# 施羅德證券投資信託股份有限公司 函

地址：台北市信義區信義路五段108號9樓

聯絡人：客戶服務部

電話：(02)8723-6888

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受文者：香港商香港上海匯豐銀行股份有限公司台北分公司

發文日期：中華民國113年4月8日

發文字號：施羅德業字第1130000045號

速別：普通件

密等及解密條件或保密期限：

附件：(0000045\_附件一\_金管會核准函.pdf、0000045\_附件二\_境外基金公司致股東通知信\_英文及中譯版.pdf)

主旨：本公司總代理之「施羅德環球基金系列－瑞士股票」合併未經核備基金事宜，詳後說明，請 查照。

說明：

- 一、謹通知「施羅德環球基金系列－瑞士股票」（「存續基金」，下稱「本基金」）將自西元2024年5月15日（「生效日」）起合併未經核備之「Schroder International Selection Fund — Sustainable Swiss Equity」（「消滅基金」）。
- 二、本合併案業經金融監督管理委員會「金管證投字第1130333618號函」核准（詳附件一）。
- 三、本基金之投資目標及策略將不受此次合併影響。有關本合併案之詳細說明及本基金各級別ISIN Code資訊，請詳附件二「境外基金公司致股東通知信」。
- 四、謹請 查照轉知。



正本：法商法國巴黎銀行台北分公司、高雄銀行 信託部、星展(台灣)商業銀行股份有限公司、彰化商業銀行股份有限公司、凱基商業銀行股份有限公司、中國信託商業銀行股份有限公司個人信託部、國泰世華商業銀行股份有限公司信託部、玉山商業銀行股份有限公司、安泰商業銀行股份有限公司、合作金庫商業銀行、第一



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商業銀行股份有限公司、遠東國際商業銀行股份有限公司、台北富邦商業銀行股份有限公司、華南商業銀行 信託部、香港商香港上海匯豐銀行股份有限公司台北分公司、華泰商業銀行股份有限公司、京城商業銀行股份有限公司、臺灣土地銀行股份有限公司、兆豐國際商業銀行股份有限公司、板信商業銀行股份有限公司、渣打國際商業銀行股份有限公司、上海商業儲蓄銀行股份有限公司、永豐商業銀行股份有限公司理財商品部、臺灣新光商業銀行股份有限公司、陽信商業銀行股份有限公司、台中商業銀行股份有限公司、臺灣中小企業銀行股份有限公司、台新國際商業銀行股份有限公司、聯邦商業銀行股份有限公司、瑞士商瑞士銀行股份有限公司台北分公司、臺灣銀行股份有限公司、元大商業銀行股份有限公司、王道商業銀行股份有限公司、群益金鼎證券股份有限公司、富達證券股份有限公司、富邦綜合證券股份有限公司、凱基證券股份有限公司、永豐金證券股份有限公司、元大證券股份有限公司、新加坡商瑞銀證券股份有限公司台北分公司、鉅亨證券投資顧問股份有限公司、國泰綜合證券股份有限公司、基富通證券股份有限公司、全球人壽保險股份有限公司、安聯人壽保險股份有限公司、法商法國巴黎人壽保險股份有限公司台灣分公司、國泰人壽保險股份有限公司投資型商品部、安達國際人壽保險股份有限公司、第一金人壽保險股份有限公司、富邦人壽保險股份有限公司、宏泰人壽保險股份有限公司、三商美邦人壽保險股份有限公司、台灣人壽保險股份有限公司、南山人壽保險股份有限公司、元大人壽保險股份有限公司、新光人壽保險股份有限公司投資企劃部、凱基人壽保險股份有限公司、台新人壽保險股份有限公司、合作金庫人壽保險股份有限公司、保誠人壽保險股份有限公司、英屬百慕達商友邦人壽保險股份有限公司台灣分公司、香港上海匯豐證券股份有限公司、好好證券股份有限公司

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檔 號：  
保存年限：

## 金融監督管理委員會 函

地址：22041新北市板橋區縣民大道2段7號1  
8樓

承辦人：李文聖  
電話：02-27747428  
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受文者：施羅德證券投資信託股份有限公司（代表人陳思伊女士  
）

發文日期：中華民國113年3月8日  
發文字號：金管證投字第1130333618號  
速別：普通件  
密等及解密條件或保密期限：  
附件：

主旨：所請在國內代理募集及銷售之「施羅德環球基金系列－瑞  
士股票」（Schroder International Selection Fund -  
Swiss Equity）擬合併未經本會核准或申報生效在國內募  
集及銷售之「Schroder International Selection Fund  
- Sustainable Swiss Equity」一案，同意照辦，並請依  
說明事項辦理，請查照。

說明：

- 一、依據貴公司113年2月16日施羅德信字第113006號函及113  
年2月23日補正資料辦理。
- 二、貴公司應依境外基金管理辦法第12條第6項規定，於事實  
發生日起3日內經由本會指定之資訊傳輸系統（www.fundcl  
ear.com.tw）辦理公告。
- 三、若盧森堡主管機關嗣後有未同意本案合併事項之情事，請  
儘速向本會申報。

正本：施羅德證券投資信託股份有限公司（代表人陳思伊女士）  
副本：中華民國證券投資信託暨顧問商業同業公會（代表人劉宗聖先生）

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**4 April 2024**

Dear Shareholder,

## **Schroder International Selection Fund — Swiss Equity**

We are writing to advise you that the above sub-fund in which you are invested is due to receive assets from another sub-fund through a merger. This merger is not expected to have any impact on your investment. We have provided full details of this merger below.

On 15 May 2024 (the "Effective Date"), Schroder International Selection Fund — Sustainable Swiss Equity (the "Merging Fund") will merge into Schroder International Selection Fund — Swiss Equity (the "Receiving Fund"). Dealing in the Receiving Fund will not be interrupted by the merger.

The decision to merge the sub-funds was taken by the board of directors of Schroder International Selection Fund (respectively the "Board" and the "Company").

### **Background and rationale**

As the Merging Fund and Receiving Fund have a similar investment approach and risk profile, we believe that shareholders in both funds will benefit from this merger. The Merging Fund had approximately CHF 31.60 million in assets under management ("AUM") as at 29 December 2023, while the Receiving Fund had approximately 178.59 million AUM as of the same date. The merger is taking place because we do not believe we can grow the Merging Fund from its present low level of AUM. The Merging Fund was restructured from the sub-fund Schroder International Selection Fund - Swiss Equity Opportunities in February 2020. Over the past four years, the Merging Fund has had minimal inflows.

A merger into the Receiving Fund offers investors of the Merging Fund an alternative sub-fund with a broadly similar investment approach. Both the Merging Fund and the Receiving Fund focus on providing capital growth in excess of the Swiss Performance Index, after fees have been deducted, over a three to five-year period. The Merging Fund and the Receiving Fund's performance should be assessed against the same target benchmark and compared against the same comparator benchmark, the Swiss Leaders Index. Both the Merging Fund and the Receiving Fund have significant overlap at c.80% of portfolio holdings.

Both the Merging Fund and the Receiving Fund have environmental and/or social characteristics within the meaning of Article 8 under the Sustainable Finance Disclosure Regulation (SFDR). However, the Merging Fund's investment objective provides that individual holdings in the portfolio will meet the investment manager's sustainability criteria, while for the Receiving Fund sustainability is considered in the context of the overall portfolio. Both the Merging Fund and the Receiving Fund maintain a positive absolute sustainability score based on the investment manager's rating system and apply certain exclusions.

Both the Merging Fund and the Receiving Fund may use derivatives for the purposes of achieving investment gains, hedging risks and efficient portfolio management.

The Merging Fund and the Receiving Fund have different fund categories. The Merging fund is categorised as "Specialist Equity Fund" and the Receiving Fund is categorised as "Mainstream Equity Fund" but both fall within the category "Equity Funds" as defined in the prospectus of the Company (the "Prospectus").

The base currency of both the Merging Fund and the Receiving Fund is CHF.

As a result of this merger, the extent of the change to the risk/reward profile of the Receiving Fund is non-significant.

Both the Merging Fund and the receiving Fund have the same investment manager Schroder Investment Management (Switzerland) AG.

The decision to merge the Merging Fund into the Receiving Fund is in accordance with Article 5 of the articles of incorporation of the Company (the "Articles") and the provisions of the Prospectus and is in the interest of both sub-funds' shareholders.

### **Impact on the Receiving Fund's investment portfolio and performance**

We do not foresee any material impact on the Receiving Fund's investment portfolio or performance as a result of the merger. The Receiving Fund will continue to be managed in line with its investment objective and strategy after the merger.

Prior to the merger, the Merging Fund will dispose of any assets that are not in line with the Receiving Fund's investment portfolio or which cannot be held due to investment restrictions.

The Receiving Fund's investment portfolio will purchase additional exposure in line with its investment policy in order to reinvest the cash that will be received from the Merging Fund in the context of the merger.

We believe that the combined AUM of the Merging Fund and the Receiving Fund will offer potential economies of scale to both sets of investors in the future.

### **Expenses and costs of the merger**

The Merging Fund has no unamortised preliminary expenses and outstanding set-up costs. The expenses incurred in the merger, including the legal, advisory or administrative costs associated with the preparation and the completion of the merger, will be borne by the Company's management company, Schroder Investment Management (Europe) S.A. (the "Management Company").

The Merging Fund will bear the market-related transaction costs associated with the disposal of any investments that are not in line with the Receiving Fund. Transactions costs to be borne by the Merging Fund in relation to the disposal of assets and stamp duty are expected to represent less than 0.05%.

A dilution adjustment of 0.08% will be applied to the Receiving Fund's net asset value per share where applicable to ensure that existing shareholders in the Receiving Fund do not bear the costs associated with the Merging Fund investing cash amounts. We do not expect that the transaction costs will be significant and they will not have a material impact on the shareholders of the Receiving Fund and the Merging Fund.

Further information relating to dilution adjustments is available in the Prospectus in section 2.4 "Calculation of Net Asset Value". The Prospectus is available at [www.schroders.com](http://www.schroders.com).

### **Effective Date and rights of shareholders**

The merger will be implemented on the Effective Date (as defined above). As a shareholder in the Receiving Fund you have the right to redeem your holding or switch it into the same share class of one or more of the Company's other sub-funds prior to the merger. If you do not wish to continue to hold shares in the Receiving Fund you may at any time up to and including the deal cut-off at 13.00 Luxembourg time on 15 May 2024 send your instructions to redeem or switch your shares for execution prior to the merger. HSBC Continental Europe, Luxembourg ("HSBC") will carry out your instructions free of charge in accordance with the provisions of the Prospectus. Please note that some distributors, paying agents, correspondent banks or similar agents may charge you transaction fees. Please also note that they might have a local deal cut-off which is earlier than the Receiving Fund's cut-off time in Luxembourg, and we recommend that you check with them to ensure that your instructions reach HSBC before the deal cut-off given above.

Redemption and / or switching of shares may affect the tax status of your investment, so we recommend that you seek independent professional advice in these matters.

### Exchange ratio and treatment of accrued income

On the Effective Date, the net assets and liabilities of the Merging Fund, including any accrued income, will be calculated in its final net asset value per share for each share class and shareholders in the Merging Fund will be issued shares of an equal amount by value of shares in the Receiving Fund at the net asset value per share calculated on that day or at the initial issue price for the corresponding share class. Thereafter, accrued income will be accounted for on an on-going basis in the net asset value per share for each share class in the Receiving Fund. Any income accrued in the Receiving Fund prior to the merger will not be affected.

### Further information

The table<sup>1</sup> below summarises the annual investment management fees (the AMC) and on-going charges (the OGC) for the share classes of the Merging Fund and the Receiving Fund.

Share class	Merging Fund		Receiving Fund	
	AMC	OGC	AMC	OGC
<b>A Acc CHF</b>	1.50%	1.86%	1.25%	1.60%
<b>A Acc EUR Hedged</b>	N/A	N/A	1.25%	1.63%
<b>A Acc GBP Hedged</b>	N/A	N/A	1.25%	1.63%
<b>A Acc USD Hedged</b>	N/A	N/A	1.25%	1.63%
<b>A Dis CHF AV</b>	N/A	N/A	1.25%	1.60%
<b>A1 Acc CHF</b>	1.50%	2.36%	1.50%	2.35%
<b>B Acc CHF</b>	1.50%	2.46%	1.25%	2.20%
<b>B Dis CHF AV</b>	N/A	N/A	1.25%	2.20%
<b>C Acc CHF</b>	0.75%	1.06%	0.75%	1.05%
<b>C Dis AV</b>	N/A	N/A	0.75%	1.05%
<b>I Acc<sup>2</sup> CHF</b>	0.00%	0.08%	0.00%	0.06%
<b>IZ Acc CHF</b>	Up to 0.75%	0.81%	Up to 0.75%	0.81%
<b>Z Acc</b>	N/A	N/A	Up to 0.75%	0.93%

<sup>1</sup> 'N/A' is shown where a share class has not been launched yet in the Merging Fund.

<sup>2</sup> This Share Class will be launched in the Receiving Fund on the Effective date of the merger.

<b>Z Acc EUR Hedged</b>	N/A	N/A	Up to 0.75%	0.96%
<b>Z Acc GBP Hedged</b>	N/A	N/A	Up to 0.75%	0.96%
<b>Z Acc USD Hedged</b>	N/A	N/A	Up to 0.75%	0.96%
<b>Z Dis</b>	N/A	N/A	Up to 0.75%	0.93%

Luxembourg law requires that an audit report to be prepared by the Company's approved statutory auditor in relation to the merger. This audit report will be available free of charge on request from the Management Company.

We hope that you will choose to remain invested in the Receiving Fund after the merger. If you would like more information, or have any questions about the merger, please contact your local Schroders office, your usual professional adviser or the Management Company on (+352) 341 342 202.

Yours faithfully,

**The Board of Directors**

**Appendix**

The following is a list of share classes and respective ISIN codes affected by this merger.

<b>Share class</b>	<b>Share class currency</b>	<b>ISIN Code</b>
A Accumulation	CHF	LU0106244287
A Accumulation	EUR Hedged	LU1015430058
A Accumulation	GBP Hedged	LU1015430306
A Accumulation	USD Hedged	LU1015430215
A Distribution	CHF	LU0063575806
A1 Accumulation	CHF	LU0133713858
B Accumulation	CHF	LU0106244360
B Distribution	CHF	LU0063575988
C Accumulation	CHF	LU0106244444
C Distribution	CHF	LU0063576010
IZ Accumulation	CHF	LU2016220936
Z Accumulation	CHF	LU1281938040
Z Accumulation	EUR Hedged	LU1281938552
Z Accumulation	GBP Hedged	LU1281939014
Z Accumulation	USD Hedged	LU1281938719
Z Distribution	CHF	LU1281938396



本信函為境外基金公司致股東通知信之中文簡譯摘要，僅供台灣投資人參考，文義如與英文版股東通知信有任何差異或不一致的地方，請以英文版本為準。

2024年4月4日

親愛的股東：

## 施羅德環球基金系列 — 瑞士股票 (Schroder International Selection Fund — Swiss Equity)

我們謹此通知您，您所投資的上述子基金將透過合併而自另一個子基金取得資產。本合併預計不會對您的投資產生任何影響。有關本合併的詳細資訊謹說明如下。

於2024年5月15日（下稱「生效日」），Schroder International Selection Fund — Sustainable Swiss Equity（下稱「消滅基金」）將與 Schroder International Selection Fund — Swiss Equity（施羅德環球基金系列 — 瑞士股票）（下稱「存續基金」）合併。存續基金之交易將不會受到合併之影響。

合併子基金的決定是由施羅德環球基金系列（下稱「本公司」）董事會（下稱「董事會」）所作成。

### 背景與原因

由於消滅基金及合併基金具有相似的投資方式和風險配置，我們相信二檔基金的股東將自本合併中受益。截至2023年12月29日，消滅基金的管理資產（下稱「AUM」）約為3,160萬瑞士法郎，而存續基金在同一日期的AUM約為1億7,859萬瑞士法郎。之所以進行本合併，是因為我們認為消滅基金無法從目前較低的AUM規模中成長。消滅基金係於2020年2月自Schroder International Selection Fund - Swiss Equity Opportunities的子基金重組而來。在過去四年間，消滅基金的資金流入非常有限。

消滅基金合併入存續基金，將為消滅基金的投資人提供一個投資方式大致相同的替代子基金。消滅基金和存續基金均致力於在扣除費用後，在三至五年的時間內實現超過Swiss Performance Index的資本增長。消滅基金和存續基金的績效表現評估為相同的目標指標，亦有相同的比較指標，即Swiss Leaders Index。消滅基金和存續基金的投資組合持有的標的約有80%重疊。

消滅基金和存續基金在歐盟永續金融揭露規範（SFDR）第8條的意義下都具有環境和/或社會特性。然而，消滅基金的投資目標規定投資組合中的個別持有標的須符合投資經理的永續性標準，而存續基金則將永續性考慮納入整個投資組合的範疇。消滅基金和存續基金根據投資經理的投資評估系統皆在永續性評分採取正向絕對分數並適用一定的排除原則。

消滅基金和存續基金均可使用衍生性商品以實現投資收益、避險及有效管理投資組合。

消滅基金和存續基金屬於不同的基金類別。消滅基金被歸類為「專業股票基金」，而存續基金被歸類為「主流股票基金」，但兩者都屬於本公司公開說明書（下稱「公開說明書」）中定義的「股票基金」類別。

消滅基金和存續基金的基準貨幣均為瑞士法郎。

本次合併不會對存續基金的風險/報酬屬性造成顯著改變。

消滅基金和存續基金的投資經理均為 Schroder Investment Management (Switzerland) AG（施羅德投資管理(瑞士)有限公司）。

將消滅基金併入存續基金的決定係根據本公司設立章程（下稱「章程」）第 5 條及公開說明書的規定，並符合兩檔子基金股東的利益。

### **對存續基金的投資組合及績效表現的影響**

我們預計合併對存續基金的投資組合或績效表現不會產生任何實質影響。存續基金在合併後將繼續按照其投資目標及策略進行管理。

在合併之前，消滅基金將處分與存續基金的投資組合不符或因投資限制而無法持有的任何資產。

在合併下，為重新投資從消滅基金獲得的現金，存續基金的投資組合可能根據其投資政策購買額外的標的。

我們相信，消滅基金和存續基金的合併資產管理規模將為二基金的投資人在未來提供潛在的規模經濟效益。

### **本合併的成本及費用**

消滅基金沒有未攤銷的前期費用或未支付的設立成本。合併所產生的費用，包括與準備及完成合併相關的法律、顧問、行政成本將由本公司的管理公司 — 施羅德投資管理（歐洲）股份公司（Schroder Investment Management (Europe) S.A.，下稱「管理公司」）承擔。

處分與存續基金投資組合不符的任何投資所生的相關市場交易成本將由消滅基金承擔。與資產處置和印花稅相關的交易成本，預計將由消滅基金承擔，並預計將佔比例不到 0.05%。

如在適用之情形，存續基金的每股淨資產價值將進行 0.08% 的稀釋調整，以確保存續基金的現有股東不承擔與消滅基金投入現金相關的成本。我們不預期將產生顯著的交易成本，且不會對存續基金和消滅基金的股東產生重大影響。

有關稀釋調整的更多資訊請參見公開說明書第 2.4 節「計算淨資產價值」。公開說明書可於以下連結處取得 [www.schroders.com](http://www.schroders.com)。

### **生效日及股東的權利**

合併將於生效日（定義如前）實施。作為存續基金的股東，您有權於合併前贖回您的持股，或轉換至一檔或多檔相同股份級別的本公司其他子基金。如果您不希望繼續持有存續基金的股份，您可以隨時於香港時間 2024 年 5 月 15 日（包括該日）下午 5 時之前，發送贖回或轉換股份的指示，以在合併之前執行。滙豐銀行（HSBC Continental Europe, Luxembourg）將依公開說明書的規定免費執行您的贖回或轉換指示。請注意，某些承銷商、付款代理人、中間銀行或類似代理人可能會收取交易費用。亦請注意當地代理人之當地交易截止時間可能早於存續基金在盧森堡的交易截止時點，因此我們建議您向他們查詢，以確保您的指示於上述交易截止時間前送達滙豐銀行。

贖回及/或轉換股份可能會影響您投資的稅務狀況，因此我們建議您就此尋求獨立的專家意見。

### **換股比率及應計收入的處理**

於生效日，消滅基金的淨資產和負債（包括任何應計收入），將根據各股份級別每股最終淨資產價值加以計算。消滅基金各股份級別的股東，將按照該日計算的存續基金股份每股淨資產價值或相應股份級別的初次發行價格，獲得相等價值的存續基金股份。此後，應計收入將持續計入存續基金各股份級別的每股淨資產價值。合併前在存續基金中的任何應計收入將不受影響。

## 進一步資訊

消滅基金及存續基金各股份級別的年度投資管理費用（下稱「AMC」）與持續性費用（下稱「OGC」）簡述如下表<sup>1</sup>。

股份級別	消滅基金		存續基金	
	AMC	OGC	AMC	OGC
<b>A Acc CHF</b>	1.50%	1.86%	1.25%	1.60%
<b>A Acc EUR Hedged</b>	N/A	N/A	1.25%	1.63%
<b>A Acc GBP Hedged</b>	N/A	N/A	1.25%	1.63%
<b>A Acc USD Hedged</b>	N/A	N/A	1.25%	1.63%
<b>A Dis CHF AV</b>	N/A	N/A	1.25%	1.60%
<b>A1 Acc CHF</b>	1.50%	2.36%	1.50%	2.35%
<b>B Acc CHF</b>	1.50%	2.46%	1.25%	2.20%
<b>B Dis CHF AV</b>	N/A	N/A	1.25%	2.20%
<b>C Acc CHF</b>	0.75%	1.06%	0.75%	1.05%
<b>C Dis AV</b>	N/A	N/A	0.75%	1.05%
<b>I Acc<sup>2</sup> CHF</b>	0.00%	0.08%	0.00%	0.06%
<b>IZ Acc CHF</b>	Up to 0.75%	0.81%	Up to 0.75%	0.81%
<b>Z Acc</b>	N/A	N/A	Up to 0.75%	0.93%
<b>Z Acc EUR Hedged</b>	N/A	N/A	Up to 0.75%	0.96%
<b>Z Acc GBP Hedged</b>	N/A	N/A	Up to 0.75%	0.96%
<b>Z Acc USD Hedged</b>	N/A	N/A	Up to 0.75%	0.96%
<b>Z Dis</b>	N/A	N/A	Up to 0.75%	0.93%

盧森堡法律要求本公司經核准的法定審計師編製與本合併相關的審計報告。此審計報告可向管理公司免費索取。

我們希望您在合併後選擇繼續投資於存續基金。如您想要更多資訊，或對合併有任何問題，請致電施羅德投信客服專線電話(02) 8723 6888 查詢。

## 施羅德環球基金系列董事會

謹啟

<sup>1</sup> N/A 表示該股份級別未於消滅基金中發行。

<sup>2</sup> 此股份級別將在合併生效日於存續基金中發行。

附錄

以下為受到此合併影響的股份級別及其個別 ISIN 代碼清單。(下表僅列示台灣註冊之級別)

基金名稱/股份級別	股份級別幣別	ISIN 代碼
施羅德環球基金系列－瑞士股票(瑞士法郎)A-累積	CHF	LU0106244287
施羅德環球基金系列－瑞士股票(瑞士法郎)A1-累積	CHF	LU0133713858
施羅德環球基金系列－瑞士股票(瑞士法郎)C-累積	CHF	LU0106244444