

檔 號：

保存年限：

# 施羅德證券投資信託股份有限公司 函

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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6月4日

發文字號：施羅德業字第1130000092號

速別：普通件

密等及解密條件或保密期限：

附件：施羅德環球基金系列股東特別大會通知信(0000092\_附件\_施羅德環球基金系列股東特別大會通知信.pdf)

主旨：施羅德環球基金系列股東特別大會通知，詳後說明，請查照。

說明：

- 一、謹通知本公司總代理之施羅德環球基金系列（「境外基金公司」）將於西元（下同）2024年7月4日上午11時正（盧森堡時間）舉行股東特別大會，詳細議程及相關說明請詳附件「施羅德環球基金系列股東特別大會通知信」。
- 二、如 貴公司欲代表投資人投票，請於2024年7月2日下午5時前，將填妥、標註日期及簽署之「代表委任表格」透過電郵遞交至schrodersicavproxies@schroders.com，或透過掛號方式於2024年7月1日前寄達本公司基金營運作業部。
- 三、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



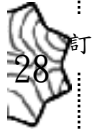


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北分公司、華泰商業銀行股份有限公司、京城商業銀行股份有限公司、臺灣土地銀行股份有限公司、兆豐國際商業銀行股份有限公司、板信商業銀行股份有限公司、渣打國際商業銀行股份有限公司、上海商業儲蓄銀行股份有限公司、永豐商業銀行股份有限公司理財商品部、臺灣新光商業銀行股份有限公司、陽信商業銀行股份有限公司、台中商業銀行股份有限公司、臺灣中小企業銀行股份有限公司、台新國際商業銀行股份有限公司、聯邦商業銀行股份有限公司、瑞士商瑞士銀行股份有限公司台北分公司、臺灣銀行股份有限公司、元大商業銀行股份有限公司、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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**IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice. Schroder Investment Management (Europe) S.A., as the Management Company to Schroder International Selection Fund, accepts full responsibility for the accuracy of the information contained in this letter and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement misleading.**

**4 June 2024**

Dear Shareholder,

## **Schroder International Selection Fund (the "Company") – Changes in relation to restriction of ownership and suspensions or deferrals**

We refer to the notice dated 4 June 2024 (the "**Notice**") regarding the extraordinary general meeting of shareholders of the Company to be held on 4 July 2024 (the "**EGM**").

Subject to the passing of the shareholders' resolution for the amendments to the articles of incorporation of the Company (the "**Articles**") as set out in the Notice, the following changes in relation to restriction of ownership and suspensions or deferrals (the "**Changes**") will be implemented on the date of the EGM.

### **Background and rationale**

In order to reflect current market practice regarding the circumstances in which (i) the board of directors of the Company (the "**Board of Directors**") may impose restrictions on any shares and (ii) the Company may suspend or defer the calculation of the net asset value per share of any share class, the issue and redemption of any shares and the right to switch shares, additional circumstances will be provided as follows.

### **Restriction of ownership**

In addition to the circumstances provided under the section "Compulsory Redemption" of the Prospectus, the Board of Directors may also impose restrictions on any shares and, if necessary, require redemption of shares to ensure that shares are neither acquired nor held by or on behalf of any person whose ownership may otherwise be detrimental to the Company.

Also, in relation to the Board of Director's power to impose the restrictions on any shares and, if necessary, require redemption of shares to ensure that shares are neither acquired nor held by or on behalf of any person in breach of the law or requirement of any country or governmental or regulatory authority, the condition that the directors shall have determined that any of them,

the Company, any of the investment managers or any other person as determined by the directors would suffer any disadvantage as a result of such breach will be removed.

The proposed changes are intended to give the Board of Directors more flexibility in imposing the restrictions as set out above.

### **Suspensions or deferrals**

In addition to the circumstances provided under the section “2.5 Suspensions or Deferrals” of the Prospectus, the Company may also suspend or defer the calculation of the net asset value per share of any share class in any sub-fund and the issue and redemption of the shares in such sub-fund, as well as the right to switch shares of any share class in any sub-fund into shares of a different share class of the same sub-fund or any other sub-fund where for any reason the prices of any investment owned by a class cannot be reasonably, promptly or accurately determined.

### **Implication of the Changes**

Save as disclosed above, (i) all other key features of the Company's sub-funds authorized by the Securities and Futures Commission (the “SFC”)<sup>1</sup> (each a “Fund” and collectively, the “Funds”) (including fees chargeable in respect of the Funds as stated in the Hong Kong offering documents) will remain the same; (ii) there will be no change to the risks applicable to the Funds; and (iii) there will also be no change in the operation and/or manner in which the Funds are being managed as a result of the Changes set out above. The Changes are also not expected to materially prejudice the rights or interests of existing investors.

The Hong Kong offering documents of the Company will be revised in due course to reflect the Changes and will be available free of charge at [www.schroders.com.hk](http://www.schroders.com.hk)<sup>2</sup> or upon request from the Hong Kong Representative of the Company, Schroder Investment Management (Hong Kong) Limited.

### **Costs and expenses in respect of the Changes**

The Funds will bear any costs and expenses associated with the Changes including legal, audit and regulatory charges, which are expected to be insignificant and are estimated to be approximately less than 0.01% of the net asset value of the Fund as of 1 March 2024.

### **Redeeming your shares**

We hope that you will choose to remain invested in the Funds following the Changes, but if you do wish to redeem your holding in the Funds, you may do so at any time from the date of this notice in accordance with the Company's Hong Kong offering documents. We or the Company's transfer agent's delegate, The Hongkong and Shanghai Banking Corporation Limited, will execute your redemption instructions in accordance with the provisions of the Company's Hong Kong offering documents, free of charge, although in some countries local paying agents, correspondent banks or similar agents might charge transaction fees.

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<sup>1</sup> SFC authorization is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the scheme is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

<sup>2</sup> This website has not been reviewed by the SFC.

## **Enquiries**

If you have any questions or would like more information, please contact your usual professional advisor or the Hong Kong Representative at Level 33, Two Pacific Place, 88 Queensway, Hong Kong or calling the Schroders Investor Hotline on (+852) 2869 6968.

Yours faithfully,

**The Board of Directors**

**IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice. Schroder Investment Management (Europe) S.A., as the Management Company to Schroder International Selection Fund, accepts full responsibility for the accuracy of the information contained in this letter and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement misleading.**

## **Notice of the extraordinary general meeting of shareholders of Schroder International Selection Fund (the "Company")**

**4 June 2024**

### **THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY**

Notice is hereby given that an extraordinary general meeting of shareholders of the Company will be held at the premises of Etude Notaire Henri HELLINCKX, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg, on 4 July 2024 at 11:00 (Luxembourg time) (the "**EGM**"), for the purpose of considering the agenda as listed below.

The board of directors of the Company (the "**Board**") is proposing a number of amendments ("**Amendments**") to the articles of incorporation of the Company (the "**Articles**") including but not limited to:

- the removal of the possibility for a shareholder of the Company not to provide an address to the Company for the purpose of the register of shareholders;
- a general update of the Articles in order to bring them in line with current market practice.

The Amendments are more fully described in the agenda disclosed hereafter.

The agenda of the EGM will be the following:

### **AGENDA**

#### **SOLE RESOLUTION**

"Full restatement of the articles of incorporation of the Company (the "**Articles**") as follows:

1. Amendment of Article 1 to insert the definitions of the law of 10 August 1915 on commercial companies as amended ("1915 Law") and the law of 17 December 2010 relating to undertakings for collective investment as amended ("2010 Law").
2. Amendment of Article 2 to insert a provision on the power granted to the Board to determine the period for which classes of shares (which includes sub-funds) are established.
3. Amendment of Article 3 to reflect the insertion of the definitions mentioned above under item 1 and the definition of EU Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds so that the corporate object of the Company reads as follows (the changes are underlined and in strikethrough):

*"The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other assets as permitted by the ~~law of 17 December 2010 on undertakings for collective investment, as may be amended (the "2010 Law")~~ and, to the extent applicable, the EU Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the "MMF Regulation") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio.*

*The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the 2010 Law and, to the extent applicable, by the MMF Regulation."*

4. Amendment of Article 5 to:
  - clarify that the Board may issue fully paid shares at any time for cash or, subject to the conditions of the 2010 Law and the Prospectus, contribution in kind of securities and other eligible assets;
  - insert the definition of the Prospectus and references to "sales documents of the Company" have been amended to "Prospectus" throughout the Articles;
  - insert the precision that in case a merger requires the approval of the shareholders pursuant to this Article 5 and the provisions of the 2010 Law, only the approval of the shareholders of the class (which includes sub-funds) concerned by the merger shall be required;
  - remove the reference to "subject to regulatory approval" in relation to the decision to proceed with the compulsory redemption of a class of shares (which includes sub-funds), its liquidation, its reorganisation or its contribution into another class of shares (which includes sub-funds) of the Company;
  - update of the circumstances under which the liquidation of a class of shares (which includes sub-funds) can be decided, i.e. if any social, economic or political situation would constitute a compelling reason for such redemption or liquidation, or if justified

in the interests of the shareholders of the relevant class (which includes sub-funds); and

- clarify that the liquidation of a class of shares (which includes a sub-fund) has no implication on the remaining classes (which include sub-funds) or the Company as a whole and that only the liquidation of the last remaining class of shares (which include sub-funds) will result in the liquidation of the Company itself, which will be carried out pursuant to Article 28 and the 2010 Law.

5. Amendment of Article 6 to:

- remove references to allow for the possibility for shareholders not to provide an address; and
- insert a provision that shareholders are responsible for ensuring their details (including address) for the Register of Shareholders are kept up to date and shall bear any and all responsibility should any details be incorrect or invalid. Except for those shareholders who have individually accepted that all notices and announcements are sent to them by e-mail, all notices and announcements of the Company given to shareholders shall be validly made at such address.

6. Amendment of Article 8 to clarify the circumstances under which the Board may impose restrictions in relation to the holding of shares i.e. the Board shall have power to impose restrictions to ensure that no shares in the Company are acquired or held by any person whose ownership may otherwise be detrimental to the Company and specify that notices may be sent to a shareholder by any means of communication individually accepted by such shareholder. Also, in relation to the Board's power to impose the relevant restrictions on any person in breach of the law or requirement of any country or governmental or regulatory authority, the condition that the Directors shall have determined that any of them, the Company, any of the Company's investment managers or advisers or any other person as determined by the Directors would suffer any disadvantage as a result of such breach will be removed.

7. Amendment of Article 10 to insert the possibility for shareholders to participate at any meeting by videoconference or any other means of telecommunication, in which case the meeting shall be deemed to be held at the registered office of the Company. Such video or other electronic means must allow to identify such shareholder, allow to effectively act at such meeting of shareholders and the proceedings of such meeting must be retransmitted continuously to such shareholder.

8. Amendment of Article 11 to:

- clarify that resolutions with respect to any class of shares (which include sub-funds) may be passed, unless otherwise required by law or otherwise, by a simple majority of votes cast of the shareholders of the relevant class of shares (which include sub-funds);
- insert the possibility for shareholders to vote by e-mail or any other electronic means capable of evidencing such voting forms; and



- insert the obligation that an attendance list shall be maintained for each general meeting of shareholders.
9. Amendment of Article 12 in order to clarify that documentation regarding the general meeting of shareholders will be made available at least eight days prior to the meeting at the registered office and in addition, the documentation may be made available by means of a website or via electronic storage service accessible via the internet.
10. Amendment of Article 14 to:
- insert the possibility to appoint a temporary chairperson by majority vote including where the chairperson is unable to act;
  - insert the possibility that written notice of any meeting of the Board can be given to all Directors in writing or by telefax, e-mail or any similar means of communication and such notice may also be waived by the consent of the Directors by e-mail; and
  - insert the possibility that Directors may appoint a proxy, cast their vote and circulate the resolutions passed by the Board in the form of a consent resolution by e-mail.
11. Amendment of Article 16 in order to insert the broadest power of the Board to perform all acts of disposition, management and administration within the limits of the Company's object and in compliance with the investment policy as set out in the Prospectus and that all powers not expressly reserved by law or the Articles to the general meeting of the shareholders fall within the competence of the Board.
12. Amendment of Article 17 on conflicts of interest in order to clarify that it relates to direct and indirect interests.
13. Amendment of Article 22 in order to insert additional circumstances where the Board may suspend the calculation of the net asset value per share as well as the subscription price and redemption price i.e. the Company may temporarily suspend the determination of the net asset value, the subscription price and redemption price of shares of any particular class (which includes sub-funds) and the issue and redemption of the shares in such class (which includes sub-funds) from its shareholder as well as conversion from and to shares of such class (which includes sub-funds) if for any reason the prices of any investment owned by a class (which includes sub-funds) cannot be reasonably, promptly or accurately determined.
14. Amendment of Article 23 to:
- amend the list of expenses payable by the Company to include fees and expenses payable to its management company and the administrative agents, the costs of preparing and printing of financial reports and other communication expenses;
  - insert the possibility for the Board to reallocate any asset or liability previously allocated by them if in their opinion circumstances so required and that the rights of investors and creditors regarding a class of shares (which includes a sub-fund) or raised by the constitution, operation or liquidation of a class of shares (which includes a sub-fund) are limited to the assets of this class of shares (which includes a sub-fund), and

the assets of a class of shares will be answerable exclusively for the rights of the shareholders relating to this class of shares and for those of the creditors whose claim arose in relation to the constitution, operation or liquidation of this class of shares. In the relations between the Company's shareholders, each class of shares is treated as a separate entity.

15. Amendment of Article 28 in order to indicate that operations of the liquidation and dissolution will be carried out pursuant to the 2010 Law.
16. Amendment of Article 30 in order to update the provisions in relation to the MMF Regulation on liquidity management procedure.
17. Amendment of Article 31 in order to include references to (i) "The total volume of money market instruments issues by the company under review" and (ii) "Assessment of the issuer's Environmental, Social, and Governance risk profile" which are elements to take into account in order to determine credit risk for sub-funds of the Company that qualify as money market funds within the meaning of the MMF Regulation.
18. General amendment of the Articles to reflect the new defined terms, as indicated above."

The draft of the revised Articles is available for inspection at, or may upon request be received from, the registered office of the Company in Luxembourg or at the office of the Hong Kong representative of the Company, Schroder Investment Management (Hong Kong) Limited (the "**Hong Kong Representative**").

## VOTING

The above resolution will require a quorum of 50% of the capital of the Company present or represented at the EGM and will be taken at a majority of 75% of the shares present or represented.

If the EGM is not able to deliberate and vote on the above mentioned proposal for lack of a quorum, a second extraordinary general meeting (the "**Reconvened EGM**") will be convened and held at the premises of Etude Notaire Henri HELLINCKX, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg, on 13 August 2024 at 11:00 (Luxembourg time), to consider and vote on the same agenda.

At such Reconvened EGM, there will be no quorum required and the above resolution will be adopted at a majority of 75% of the shares present or represented.

Forms of proxy (please see below, under "VOTING ARRANGEMENTS") received for the EGM to be held on 4 July 2024 will be used to vote at the Reconvened EGM, if any, to be convened on 13 August 2024 unless they have been revoked.

## RECORD DATE

The majority applicable for this EGM will be determined by reference to the shares issued and in circulation on 29 June 2024 at midnight (Luxembourg time) (the "**Record Date**"). Each shareholder's right to be represented at the EGM and to exercise the voting rights attached to his shares will be determined by reference to the shares held by the shareholder at the Record Date.

## VOTING ARRANGEMENTS

All shareholders are entitled to attend and each share is entitled to one vote.

Shareholders who cannot attend the EGM may vote by proxy by returning the enclosed form of proxy duly completed and signed prior to 17:00 (Hong Kong time) on 2 July 2024, by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or to the Company's Hong Kong Representative at Level 33, Two Pacific Place, 88 Queensway, Hong Kong.

Shareholders, or their representatives, wishing to participate in the EGM in person are requested, for organizational purposes, to kindly notify the Company Secretary in writing of their attendance by no later than 18:00 (Luxembourg time) on 2 July 2024 either by mail to the Company at 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg or by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or by fax on (+352) 341 342 342.

## IMPLEMENTATION OF THE AMENDMENTS OF THE ARTICLES

While the Articles will be amended upon the passing of the shareholders' resolution, please note that the amendments to Articles 8 and 22 will only be implemented in respect of any sub-funds of the Company authorized by the Securities and Futures Commission ("**SFC**")<sup>1</sup> in Hong Kong with at least one-month's prior notification being provided to shareholders and relevant regulatory approval being obtained.

## ENQUIRIES

If you have any questions or would like more information, please contact your usual professional advisor or the Hong Kong Representative at Level 33, Two Pacific Place, 88 Queensway, Hong Kong or calling the Schroders Investor Hotline on (+852) 2869 6968.

Yours faithfully,

**The Board of Directors**

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<sup>1</sup> SFC authorization is not a recommendation or endorsement of a scheme nor does it guarantee the commercial merits of a scheme or its performance. It does not mean the scheme is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

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

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此乃重要函件，務請閣下即時垂閱。閣下如對本函件的內容有任何疑問，應尋找獨立專業的意見。施羅德環球基金系列的管理公司Schroder Investment Management (Europe) S.A. 就本函件所載資料之準確性承擔全部責任，並在作出一切合理查詢後確認，盡其所知所信，本函件並無遺漏足以令本函件的任何陳述具誤導成分的其他事實。

親愛的股東：

## 施羅德環球基金系列（「本公司」） - 有關擁有權的限制及暫停或順延的更改

我們茲提述日期為 2024 年 6 月 4 日有關將於 2024 年 7 月 4 日舉行的本公司股東的股東特別大會（「股東特別大會」）的通知（「該通知」）。

待該通知所載關於修訂本公司的組織章程（「組織章程」）的股東決議案獲得通過後，以下有關擁有權的限制及暫停或順延的更改（「更改」）將於股東特別大會召開之日起實施。

### 背景資料和原因

為反映在有關 (i) 本公司董事會（「董事會」）可對任何股份施加限制及 (ii) 本公司可暫停或順延計算任何股份類別的每股資產淨值、發行和贖回任何股份以及股份轉換的權利之情況下的目前市場慣例，額外情況將予提供如下。

### 擁有權的限制

除發行章程「強制贖回」一節規定的情況外，董事會亦可對任何股份施加限制，及在必要時要求贖回股份，以確保股份不會由其擁有權可能對本公司造成損害的任何人士或其代表所購入或持有。

此外，就董事會對任何股份施加限制及在必要時要求贖回股份以確保股份不會由或代表違反任何國家或政府或監管機構的法律或規定的任何人士購入或持有之權力而言，有關董事須確定任何董事、本公司、任何投資經理或任何由董事確定的其他人士因該等違反行為蒙受損失之條件將予移除。

建議的更改旨在讓董事會更靈活地施加上述限制。

### 暫停或順延

除發行章程「2.5 暫停或順延」一節規定的情況外，在某一類別所擁有的任何投資的價格因任何理由而無法合理、及時或準確地釐定的情況下，本公司亦可暫停或順延計算任何子基金任何股份類別的每股資產淨值及發行和贖回該子基金的股份，以及將任何子基金任何股份類別的股份轉換為同一子基金或任何其他子基金不同股份類別的股份之權利。

### 更改的影響

除上文所披露者外，(i)本公司獲證券及期貨事務監察委員會（「證監會」）認可<sup>1</sup>的子基金（各自為「基金」及統稱「各基金」）的所有其他主要特點（包括於香港發售文件所述應就各基金收取的費用）將維持不變；(ii)各基金所適用的風險將不會有任何變更；及(iii)各基金的營運及／或管理方式亦將不會因上文所載的更改而有任何變更。預期更改亦不會對現有投資者的權利或權益造成重大損害。

本公司的香港發售文件將於適當時候作出修訂，以反映更改，並將可於 [www.schroders.com.hk](http://www.schroders.com.hk)<sup>2</sup>免費查閱或向本公司香港代表人施羅德投資管理（香港）有限公司索取。

### 有關更改的費用及開支

各基金將承擔與更改有關的任何費用及開支，包括法律、審計及監管的費用，預期有關費用及開支並不重大，估計約為少於基金於截至2024年3月1日的資產淨值的0.01%。

### 將閣下的股份贖回

我們希望在更改後，閣下仍將選擇投資於各基金，但如閣下有意將閣下在各基金的持股贖回，則閣下可於本通知日期起任何時間根據本公司的香港發售文件進行有關贖回。我們或本公司的轉讓代理人的代表香港上海滙豐銀行有限公司將根據本公司的香港發售文件的條款免費執行閣下的贖回指示，惟在某些國家，當地付款代理人、往來銀行或類似代理人可收取交易費用。

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<sup>1</sup>證監會的認可並非對計劃作出推薦或認許，亦非對計劃的商業利弊或其業績表現的保證。證監會的認可不表示計劃適合所有投資者，或認許計劃適合任何特定投資者或某類別投資者。

<sup>2</sup>此網站未經證監會審閱。

## 查詢

閣下如有任何疑問或需要更多資料，請聯絡閣下常用的專業顧問或香港代表人（地址為香港金鐘道88號太古廣場二座33字樓）或致電施羅德投資熱線電話(+852) 2869 6968 查詢。

## 董事會

謹啟

2024年6月4日

此乃重要函件，務請閣下即時垂閱。閣下如對本函件的內容有任何疑問，應尋找獨立專業的意見。施羅德環球基金系列的管理公司Schroder Investment Management (Europe) S.A.就本函件所載資料之準確性承擔全部責任，並在作出一切合理查詢後確認，盡其所知所信，本函件並無遺漏足以令本函件的任何陳述具誤導成分的其他事實。

## 施羅德環球基金系列（「本公司」）的股東特別大會通知

### 本公司的股東特別大會

謹此通知，本公司的股東特別大會將於 2024 年 7 月 4 日上午 11 時正（盧森堡時間）在 Etude Notaire Henri HELLINCKX, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg 的處所舉行（「股東特別大會」），以審議下列議程。

本公司董事會（「董事會」）建議對本公司的組織章程（「組織章程」）作出多項修訂（「修訂」）包括但不限於：

- 移除本公司股東不就股東名冊目的向本公司提供地址的可能性；
- 對組織章程整體作出更新，以使其符合現行市場慣例。

修訂的完整內容將在下文披露的議程中載述。

股東特別大會的議程如下：

### 議程

#### 單一決議案

「本公司的組織章程（「組織章程」）的完整重述如下：

1. 修訂第 1 條，以加插於 1915 年 8 月 10 日頒佈有關商業公司法（經修訂）（「1915 年法律」）及於 2010 年 12 月 17 日頒佈有關集體投資計劃的法律（經修訂）（「2010 年法律」）的定義。

2. 修訂第 2 條，以加插一項規定，賦予董事會釐定股份類別（包括子基金）成立期限的權力。
3. 修訂第 3 條，以反映在第 1 項下加插上述定義以及加插歐洲議會(EU)2017/1131 規例及歐盟理事會 2017 年 6 月 14 日有關貨幣市場基金的規例的定義，從而使本公司的企業目標如下（修改內容以底線和刪除線表示）：

「本公司的獨有目標是將其可用資金投放於可轉讓證券、貨幣市場工具及 ~~2010 年 12 月 17 日有關集體投資計劃的法律（可予修訂）~~（「~~2010 年法律~~」）允許的其他資產，並在適用範圍內投放於歐洲議會(EU)2017/1131 規例及歐盟理事會 2017 年 6 月 14 日有關貨幣市場基金的規例（「貨幣市場基金規例」）允許的其他資產，目的是分散投資風險並給予其股東其管理投資組合的成果。

本公司可在 2010 年法律第一部份及（在適用範圍內）貨幣市場基金規例允許的全面範圍內採取任何其認為對實現和發展其目的有益的任何措施和從事任何業務。」

4. 修訂第 5 條，以：
  - 澄清董事會可隨時發行繳足股款的股份以換取現金，或根據 2010 年法律和發行章程的條件，以實物證券和其他合資格的資產出資；
  - 加插發行章程的定義，而在組織章程全文中「本公司銷售文件」之提述已修訂為「發行章程」；
  - 加插精準提述，以說明倘合併需要根據本第 5 條和 2010 年法律的規定獲得股東批准，則僅需獲得與合併有關的類別（包括子基金）的股東之批准；
  - 就有關強制贖回某股份類別（包括子基金）、其清盤、其重組或將其併入本公司另一股份類別（包括子基金）之決定，移除「須經監管機構批准」的提述；
  - 更新可決定清盤某股份類別（包括子基金）的情況，即任何社會、經濟或政治局勢會否構成充分理由進行有關贖回或清盤，或是否在符合相關類別（包括子基金）的股東的利益上具正當理由；及



- 澄清某一股份類別（包括子基金）的清盤對其餘類別（包括子基金）或本公司整體而言並無影響，及只有最後一個剩餘股份類別（包括子基金）的清盤方會導致對本公司自身的清盤，而有關清盤將根據第 28 條及 2010 年法律進行。
5. 修訂第 6 條，以：
- 移除允許股東不提供地址的提述；及
  - 加插一項規定，股東有責任確保其在股東名冊中的詳細資料（包括地址）保持最新，並應承擔任何詳細資料不正確或無效的任何及所有責任。除個別接受透過電子郵件接收所有通知及公告的股東外，本公司均按股東提供的地址向股東有效發出所有通知及公告。
6. 修訂第 8 條，以澄清董事會可對持有股份施加限制的情況，即董事會有權施加限制，以確保本公司股份不會由其擁有權可能對本公司造成損害的任何人士所購入或持有，並訂明可透過股東個別接受的任何通訊方式向該股東發出通知。此外，就董事會對違反任何國家或政府或監管機構的法律或規定的任何人士施加相關限制之權力而言，有關董事須確定任何董事、本公司、本公司的任何投資經理或顧問或任何由董事確定的其他人士因該等違反行為蒙受損失之條件將予移除。
7. 修訂第 10 條，以加插股東透過視像會議或任何其他電訊方式參與任何會議的可能性，在該情況下，會議應被視為在本公司的註冊辦事處舉行。此類視像或其他電子方式必須允許識別該股東的身份、允許其在有關股東大會上有效行事，並且必須向該股東持續轉播有關會議的議事情況。
8. 修訂第 11 條，以：
- 澄清有關任何股份類別（包括子基金）的決議案可由相關股份類別（包括子基金）的股東以過半數的有效投票通過，除非法律或其他規例另有規定；
  - 加插股東透過電子郵件或任何其他能夠證明該投票表格的電子方式進行投票的可能性；及
  - 加插一項義務，規定應就每次股東大會保存一份出席名單。
9. 修訂第 12 條，以澄清有關股東大會的文件將至少在會議前八天在註冊辦事處提供，

以及此外，有關文件可透過網站或可透過互聯網可用的電子儲存服務提供。

10. 修訂第 14 條，以：

- 加插以大多數投票委任臨時主席的可能性，包括在主席未能行事的情況下；
- 加插有關任何董事會會議的書面通知均可以書面形式或透過傳真、電子郵件或任何類似的通訊方式發送給所有董事，而該通知亦可經董事透過電子郵件同意後豁免之可能性；及
- 加插有關董事透過電子郵件並以同意決議案的形式委任一名代表、作出其投票及傳閱董事會通過的決議案之可能性。

11. 修訂第16條，以加插董事會在本公司目標的限制範圍內，根據發行章程所載的投資政策，履行所有處置、管理及行政行為之最廣泛權力，以及法律或組織章程沒有明確保留予股東大會的所有權力均屬於董事會的權限範圍。

12. 修訂第17條關於利益衝突的內容，以澄清其與直接及間接利益相關。

13. 修訂第22條，以加插董事會可暫停計算每股資產淨值及認購價和贖回價的情況，即在某一類別所擁有的任何投資的價格因任何理由而無法合理、及時或準確地釐定的情況下，本公司可暫停釐定任何特定類別（包括子基金）的股份的資產淨值、認購價和贖回價及暫停向其股東發行和贖回該類別（包括子基金）的股份以及將該類別（包括子基金）的股份轉換和將股份轉換為該類別（包括子基金）的股份。

14. 修訂第23條，以：

- 修訂本公司應付開支清單，以包含應付予其管理公司和行政代理人的費用和開支、編製和印刷財務報告的成本及其他通訊開支；
- 加插董事會在其認為情況需要時重新分配其先前已分配的任何資產或負債的可能性，投資者和債權人就某股份類別（包括子基金）或因某股份類別（包括子基金）的組成、運作或清盤而產生的權利僅限於此股份類別（包括子基金）的資產，而某股份類別的資產將僅對與此股份類別有關的股東的權利及申索乃因此股份類別的組成、運作或清盤而產生的債權人的權利而負責。在本公司股東之間的關係中，每一股份類別均被視為一個獨立實體。

15. 修訂第28條，以表明清盤和解散工作將根據2010年法律進行。
16. 修訂第30條，以更新與貨幣市場基金規例有關流動性管理程序的規定。
17. 修訂第31條，以包含以下內容之提述：(i)「接受審查的公司發行的貨幣市場工具總量」及(ii)「發行人的環境、社會及管治風險狀況的評估」，這些提述是釐定本公司符合貨幣市場基金規例定義下的貨幣市場基金的子基金的信用風險時需予考慮的因素。
18. 對組織章程作出整體修訂，以反映上述新界定的術語。」

經修訂的組織章程草擬稿可在本公司位於盧森堡的註冊辦事處或本公司香港代表人施羅德投資管理（香港）有限公司（「香港代表人」）的辦事處查閱或索取。

### 表決

上述決議案所需的法定人數將為出席或代表出席股東特別大會並佔本公司股本 50%的人數，以及將由出席或代表出席 75%的股份之大多數通過。

倘股東特別大會因未達到法定人數而無法對上述建議進行審議和表決，則將於 2024 年 8 月 13 日上午 11 時正（盧森堡時間）在 Etude Notaire Henri HELLINCKX, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg 的處所召開並舉行第二次股東特別大會（「重新召開的股東特別大會」），以對相同議程進行審議和表決。

在重新召開的股東特別大會上，將無法定人數的規定，上述決議案將由出席或代表出席 75%的股份之大多數通過。

就 2024 年 7 月 4 日舉行的股東特別大會收到的代表委任表格（請參見下文「表決安排」）將用於在 2024 年 8 月 13 日召開的重新召開的股東特別大會（如有）上投票，除非表格已被廢除。

### 紀錄日

適用於此股東特別大會的大多數將參考於 2024 年 6 月 29 日（「紀錄日」）午夜（盧森堡時間）已發行及流通的股份數目而決定。各股東出席股東特別大會的代表權及行使其持有股份所附的投票權將參考股東於紀錄日持有之股份數目而決定。

## 表決安排

所有股東均有權出席及每股股份享有一票表決權。

未能出席股東特別大會的股東可透過代表在會上投票，惟須於2024年7月2日下午5時正（香港時間）前將隨函附上的代表委任表格填妥及簽署，並透過電郵遞交至 [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) 或交回本公司香港代表人（地址為香港金鐘道88號太古廣場二座33字樓）。

股東或彼等的代表人如欲親自參加股東特別大會，需在不遲於2024年7月2日下午6時正（盧森堡時間）以書面形式郵寄至本公司地址 5, rue Höhenhof, L-1736 Senningerberg, Luxembourg）或電郵至 [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) 或傳真至(+352) 341 342 342 通知本公司秘書，以作籌備目的。

## 組織章程的修訂的實施

儘管組織章程將於股東決議案通過後作出修訂，惟請注意，組織章程第8及22條的修訂僅針對本公司獲香港證券及期貨事務監察委員會（「證監會」）認可<sup>1</sup>的任何子基金而實施，並須向股東提供至少一個月的事先通知及取得相關監管機構的批准。

## 查詢

閣下如有任何疑問或需要更多資料，請聯絡閣下常用的專業顧問或香港代表人（地址為香港金鐘道88號太古廣場二座33字樓）或致電施羅德投資熱線電話(+852) 2869 6968 查詢。

董事會

謹啟

2024年6月4日

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<sup>1</sup> 證監會的認可並非對計劃作出推薦或認許，亦非對計劃的商業利弊或其業績表現的保證。證監會的認可不表示計劃適合所有投資者，或認許計劃適合任何特定投資者或某類別投資者。

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SCHRODER INTERNATIONAL SELECTION FUND (THE "EGM") TO BE HELD ON 4 JULY 2024 AT 11:00 OR ANY ADJOURNMENT THEREOF**

施羅德環球基金系列有關 2024 年 7 月 4 日上午 11 時正舉行之股東特別大會（「股東特別大會」）及其任何續會所使用的代表委任表格

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS 請以正楷書寫

I/We 本人／吾等

First Name(s) 名 Last Name 姓 Account Number 帳戶號碼

First holder: \_\_\_\_\_

首名持有人：\_\_\_\_\_

Second holder: \_\_\_\_\_

次名持有人：\_\_\_\_\_

(if applicable 如適用)

(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN FULL)

(如聯名股東多於兩名，其他股東的全名亦應提供)

holder(s) of \_\_\_\_\_ (number of) shares<sup>1</sup> of \_\_\_\_\_ of **SCHRODER INTERNATIONAL SELECTION FUND** (the "**Company**") or ISIN code hereby appoint(s) the chairman of the EGM (the "**Chairman**") as my/our proxy (i) to vote for me/us and on my/our behalf on the extraordinary resolution on the agenda of the EGM to be held at the premises of Etude Notaire Henri HELLINCKX, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg, on 4 July 2024 at 11:00 Luxembourg time or at any reconvening or adjournment thereof (if this proxy is not expressly revoked) and vote as indicated hereunder on my/our behalf on the following agenda with any such \_\_\_\_\_

<sup>1</sup> Please insert the total number of shares held in the relevant sub-fund. If you hold shares in more than one sub-fund, please list all your holdings on the reverse side of this form of proxy indicating respective ISIN codes as well.

請填上在相關子基金所持的股份總數量。閣下如持有多於一項子基金股份，請於本代表委任表格背面列出閣下所有持股資料，並指明相關 ISIN 編碼。

amendments or changes as the proxy holder may deem appropriate as well as on such other items as may be brought before such meeting and (ii) in general to perform any acts, sign any documents and take any decisions on behalf of the undersigned as may be or seem appropriate or useful to the proxy holder in relation with the present proxy.

為施羅德環球基金系列（「本公司」）或 ISIN 編碼 \_\_\_\_\_

子基金股份數量 \_\_\_\_\_<sup>1</sup> 之持有人，謹此委任股東特別大會主席（「主席」）作為本人／吾等的代表，以(i)代表本人／吾等於 2024 年 7 月 4 日上午 11 時正（盧森堡時間）在 Etude Notaire Henri HELLINCKX, 101, rue Cents, L-1319 Luxembourg, Grand Duchy of Luxembourg 的處所舉行的股東特別大會或其任何重新召開的會議或續會（如此代理沒有被明確廢除）就議程的特別決議案投票，並代表本人／吾等對以下議程，以及代理持有人可能認為適當的任何修訂或更改以及可能在有關會議上提出的其他項目進行投票，及(ii)通常代表下方簽署人履行任何作為、簽署任何文件和作出任何對代理持有人而言可能或視作適當或有用且與出席的代表有關之決定。

If you want your representative to vote in a certain way on the Resolution, please indicate with an 'X' in one of the spaces below how you wish your votes to be cast. If you fail to select any of the given options, your representative can vote as he/she chooses or can decide not to vote at all. If you appoint the Chairman as your representative and you do not indicate how you wish your votes to be cast, the Chairman will vote in favour of the Resolution.

如閣下希望閣下的代表對決議案以某一方式投票，請於下面適當的空格填上「X」以表示閣下的投票意願。如閣下未能選擇任何既定的選項，閣下的代表可按照他／她的選擇投票，或決定不投票。如閣下委任主席為閣下的代表及閣下並無表明閣下的投票意願，則主席將對決議案投以贊成票。

## VOTING INSTRUCTIONS 表決指示

<b>AGENDA</b> 議程	<b>For</b> 贊成	<b>Against</b> 反對	<b>Abstain</b> 棄權
<p><b><u>Sole Resolution</u></b> <b><u>單一決議案</u></b></p> <p>Amendment of the articles of incorporation of the Company as set out in the convening notice of the EGM and amendment of the corporate object of the Company, so as to read as follows: 修訂股東特別大會召開通知所載的本公司組織章程及修訂本公司的企業目標，如下：</p>			

<p><i>"The exclusive object of the Company is to place the funds available to it in transferable securities, money market instruments and other assets as permitted by the <del>law of 17 December 2010 on undertakings for collective investment, as may be amended (the "2010 Law")</del> and, to the extent applicable, the EU Regulation 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds (the "MME Regulation") with the purpose of spreading investment risks and affording its shareholders the results of the management of its portfolio. The Company may take any measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose to the full extent permitted by Part I of the <u>2010 Law</u> and, to the extent applicable, by the <u>MME Regulation</u>."</i></p> <p>「本公司的獨有目標是將其可用資金投放於可轉讓證券、貨幣市場工具及 <del>2010 年 12 月 17 日有關集體投資計劃的法律</del>（可予修訂）（「<del>2010 年法律</del>」）允許的其他資產，並在適用範圍內投放於歐洲議會(EU)2017/1131 規例及歐盟理事會 2017 年 6 月 14 日有關貨幣市場基金的規例（「<u>貨幣市場基金規例</u>」）允許的其他資產，目的是分散投資風險並給予其股東其管理投資組合的成果。本公司可在 <u>2010 年法律</u> 第一部份及（在適用範圍內）<u>貨幣市場基金規例</u> 允許的全面範圍內採取任何其認為對實現和發展其目的有益的任何措施和從事任何業務。」</p>			
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The draft of the revised articles of incorporation of the Company is available for inspection at, or may upon request be received from, the registered office of the Company in Luxembourg or at the office of the Hong Kong representative of the Company, Schroder Investment Management (Hong Kong) Limited (the "**Hong Kong Representative**").

本公司經修訂的組織章程草擬稿可在本公司位於盧森堡的註冊辦事處或本公司香港代表人施羅德投資管理（香港）有限公司（「香港代表人」）的辦事處查閱或索取。

Date: \_\_\_\_\_

日期

Name, address and Signature(s)<sup>2</sup>: \_\_\_\_\_

姓名、地址及簽署

**Notes 附註:**

- a) If you are not able to attend the EGM, please return the relevant form of proxy duly dated and signed and marked prior to 17:00 (Hong Kong time) on 2 July 2024, by e-mail to [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) or to the Company's Hong Kong Representative at Level 33, Two Pacific Place, 88 Queensway, Hong Kong. 如閣下未能出席股東特別大會，請於 2024 年 7 月 2 日下午 5 時正（香港時間）前，將已妥為註明日期、簽署並標記的相關代表委任表格透過電郵遞交至 [schrodersicavproxies@schroders.com](mailto:schrodersicavproxies@schroders.com) 或交回本公司香港代表人（地址為香港金鐘道 88 號太古廣場二座 33 字樓）。
- b) The majority applicable for this EGM will be determined by reference to the shares issued and in circulation on 29 June 2024 at midnight (Luxembourg time) (the "**Record Date**"). Each shareholder's right to be represented at the EGM and to exercise the voting rights attached to his shares will be determined by reference to the shares held by the shareholder at the Record Date. Changes to the register of shareholders after this time will be disregarded in determining the rights of any person to vote at the EGM. 適用於此股東特別大會的大多數將參考於 2024 年 6 月 29 日（「紀錄日」）午夜（盧森堡時間）已發行及流通的股份數目而決定。各股東出席股東特別大會的代表權及行使其持有股份所附的投票權將參考股東於紀錄日持有之股份數目而決定。就決定任何人在股東特別大會上投票的權利，股東名冊於紀錄日之後的變更將不予理會。

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<sup>2</sup> A shareholder must insert his full name and registered address in CAPITAL LETTERS. The form of proxy must in the case of an individual shareholder be signed by the shareholder or his appointed agent and in the case of a corporate shareholder be signed on its behalf by duly authorised officer(s) or its/their appointed agent(s).

股東必須以正楷填寫全名和註冊地址。如股東為個人，本代表委任表格必須由該股東或其委任代理人簽署。如股東為公司，則必須由該公司的授權人或其委任代理人簽署。