



富達證券投資信託股份有限公司 (函)

受文者：上海商業儲蓄銀行股份有限公司

發文字號：(一〇七) 富證投字第 256 號

發文日期：中華民國 107 年 9 月 17 日

主旨：有關本公司 2018 年 9 月 10 日二度召開的富達基金 II 臨時股東會中，已通過富達基金 II - 美元貨幣基金之資產併入富達基金-美元現金基金之決議。詳如說明，請 查照。

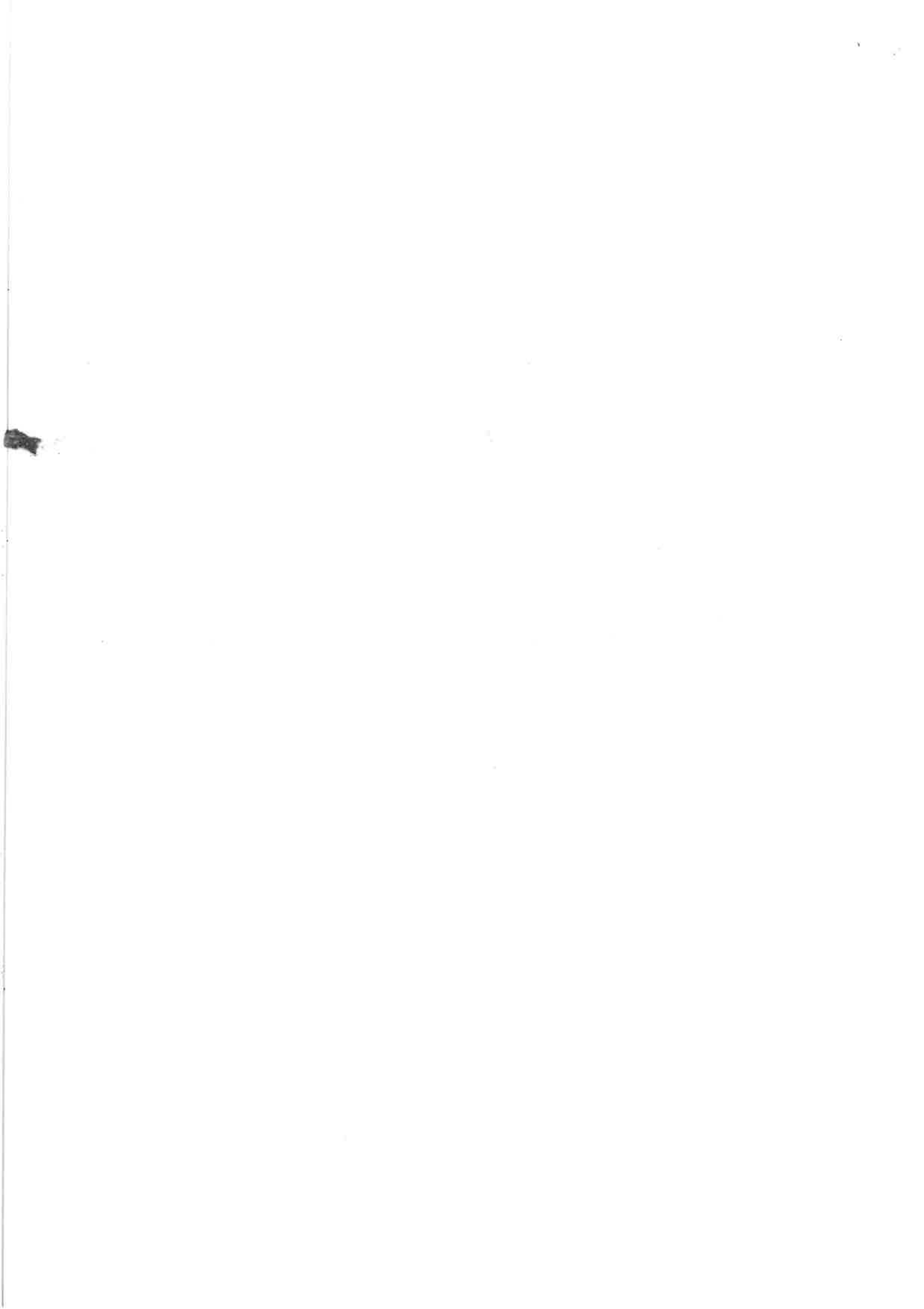
說明：

- 一、 2018 年 9 月 10 日二度召開的富達基金 II 臨時股東會中，已通過富達基金 II - 美元貨幣基金之資產併入富達基金-美元現金基金之決議。
- 二、 合併案將自 2018 年 11 月 19 日起生效或稍晚以富達基金 II 董事會決定的日期生效。富達基金 II 自合併生效日起不復存在。
- 三、 依據富達基金及富達基金 II 公開說明書，消滅基金和存續基金之年管理費、投資目標和 ISIN 等相關資料描述如附件。
- 四、 若您有任何相關疑問，請與您往來的富達業務專員聯絡。若您對以上變更有任何相關的疑問，請聯絡您專屬的服務專員及業務助理，或請致電富達客戶服務專線 0800-00-9911，我們將竭誠為您服務。

富達證券投資信託股份有限公司

董事長 王友華

董事長 王友華
謹啟



這是一份重要文件，您必須立刻閱讀，如有任何疑問，請洽富達服務專員諮詢。

為決議下列基金之合併提案之二度召開股東臨時會之結果通知：
富達基金II-美元貨幣基金併入富達基金-美元現金基金

重要事項

- 2018年9月10日二度召開的富達基金II臨時股東會中，已通過富達基金II-美元貨幣基金之資產併入富達基金-美元現金基金之決議。
- 合併案將自2018年11月19日起生效或稍晚以富達基金II董事會決定的日期生效。
- 富達基金II自合併生效日起不復存在。

基金股東的選擇

- 如果您不同意此合併案，此信函將提供其他選項供您選擇。

2018年9月17日

親愛的股東，您好!

FIL Investment Management (Luxembourg) S.A.，身為富達基金II及富達基金之管理公司，特此通知您在2018年9月10日再度召開的富達基金II臨時股東會(下稱「二度召開股東臨時會」)，已通過將富達基金II-美元貨幣基金(下稱「消滅基金」)之資產併入富達基金-美元現金基金(下稱「存續基金」)之決議。本合併案將自2018年11月19日起生效或稍晚以富達基金II董事會決定的日期生效(下稱「生效日」)。

在此信函的附件I中，消滅基金的股東以及/或是存續基金的股東(下稱「股東」或是「您」)可獲得進一步關於消滅基金及存續基金之訊息，包括受本合併案影響之類股級別及其相對應的基金代碼。

消滅基金與存續基金的費用比較

依據富達基金II公開說明書，消滅基金A類股的年管理費目前為1%。依據富達基金公開說明書，存續基金A類股之年管理費為0.40%。

消滅基金之股份類別的持續性開支(係截至2018年1月1日之預估數字)與存續基金相對應之股份類別的持續性開支(截至2018年4月30日)分列如下：

消滅基金與股份類別	持續性開支 ¹	存續基金與股份類別	持續性開支 ²
富達基金 II - 美元貨幣基金 A 股	1.18%	富達基金 - 美元現金基金 A 股累計美元	0.61%

消滅基金A股份類別之股東應了解相對應之存續基金股份類別也是累計股份，因此將不會派發股利。存續基金所投資賺取的所有利息及其他收入將予累計。

消滅基金與存續基金之投資目標與風險屬性比較

消滅基金與存續基金擁有相同的目標，即提供投資人與貨幣市場利率相符之報酬，並以資本安全與流動性為最主要考量，而所專業管理的投資組合涵蓋不同區域性或貨幣的債務證券及其他法律所允許的資產，藉此有機會達到定期收益與高流動性的投資目標。此外，它們的投資政策亦非常地類似。

消滅基金與存續基金的投資目標也很類似，如下表所示：

消滅基金的投資目標	存續基金的投資目標
富達基金 II - 美元貨幣基金： “主要投資於以美元為單位之債券及其他許可資產。”	富達基金 - 美元現金基金： “主要投資於以美元為單位之債務證券及其他被許可之資產。”

根據富達基金 II 公開說明書，消滅基金被歸類為低風險屬性基金。消滅基金與存續基金的淨資產價值是根據所投資的現金、政府債券以及/或是公司債之市值每日計算。此外，如基金的參考貨幣不同於投資人所使用的貨幣，也會有額外的匯率波動風險。

消滅基金與存續基金的風險屬性如下表所示：

適用風險因素*				
基金名稱	適用於所有 基金之一般風險	固定收益 相關風險	特定工具 相關風險	衍生性商品 相關風險
富達基金 II - 美元貨幣基金	√	√	√	√
富達基金 - 美元現金基金	√	√	√	√

*有關這些風險因素的其他資訊，請參考富達公開說明書第 1 部分 1.2 的「風險因素」章節。

歸類為貨幣/現金型基金，消滅基金與存續基金同樣具有投資貨幣/現金型基金的風險。上表所列之「衍生性商品相關風險」係指再買回風險。如欲索取進一步的相關訊息，建議您詳閱消滅基金與存續基金的投資人須知及富達基金公開說明書(得向富達基金的登記辦事處或向臺灣總代理人索取或是上 www.fidelityinternational.com 網站查詢)。

截至 2018 年 8 月 31 日，消滅基金與存續基金的基金規模如下表所示：

¹ 本持續性開支是一個預估數字，因為基於去年度的費用計算所得之數字已不具代表性。本預估數字是根據 2018 年 1 月 1 日起不再免除年度經理費的決定為基礎計算所得之數字。實際的數字可能不同於本預估數字。

² 有關股份類別的持續性開支是根據截至 2018 年 4 月 30 日止(存續基金)有關股份類別應支付的持續性開支計算，按有關股份類別於同期的平均資產淨值之百分比列示。該數字可能每年變動。

基金名稱	基金規模
富達基金 II - 美元貨幣基金	353,016,000 美元
富達基金 - 美元現金基金	1,234,645,000 美元

基金合併的影響

因為存續基金的資產規模因素，現金流轉投資至存續基金所產生之任何交易成本，預估對您的影響不大。此外，合併案應不致造成存續基金之績效被稀釋的情況。

富達基金II董事會及富達基金董事會相信合併案是股東的最佳利益。由於富達基金II相較於富達基金不再提供差異化，以及鑑於消滅基金與存續基金的投資組合幾乎相同之事實，本合併案將簡化產品線，以提供客戶更具有競爭力的產品，並同時達到規模經濟。為此目的，本合併案將分別依據富達基金II章程(下稱「**富達基金II章程**」)第21條之1規定及富達基金章程(下稱「**富達基金章程**」)第21條之1規定，以及遵循2010年12月17日盧森堡法關於集體投資事業第8章之規定。

基金合併的成本

您不需要負擔任何基金合併之費用。因本合併案所產生的費用，包括法律、稽核、法定與郵寄費用，都將由投資經理人，即FIL Fund Management Limited(及/或任何FIL集團之所屬公司)承擔。消滅基金目前並無未償付之未攤銷開辦費用。

生效日歐洲中部時間(CET)下午 6 點後所產生任何可歸責於消滅基金之額外收入或費用，將由存續基金來承擔。

下一步

就本合併案之生效，您不需要採取任何行動。生效日當天，**您所持有的消滅基金股份類別將會併入相對應的存續基金股份類別**。換算比率將按生效日前的最後營業日結束時之最新資產淨值計算，您可在生效日後之次日營業日就您取得之存續基金新的股份進行交易。就存續基金股份進行之交易不會受到本合併案的影響。

如果您不同意本合併案，您有權免費贖回您所持有的消滅基金以及/或者存續基金的現有股份，或是將您所持有之現有股份免費轉換至任何可提供給您的富達基金。自您收到此信函起直到**2018年11月12日歐洲中部時間下午1點(惟臺灣截止時間為臺灣時間下午4點30分)***之間的任何評價日，您都可選擇免費贖回或轉換，且贖回或轉換通常是以後續計算所得之資產淨值來計算。贖回款項將依據富達基金 II 公開說明書以及/或是富達基金公開說明書之規定(視何者適用)，直接撥付至您的銀行帳戶。

為保障您的權益，消滅基金的股東應注意，所有在消滅基金申購的新股份，以及贖回與轉換消滅基金的現有股份，均將在2018年11月12日歐洲中部時間下午1點(惟臺灣截止時間為臺灣時間下午4點30分)*暫停申購、贖回或轉換，且不再被接受，截至上述交易截止時間為止，消滅基金不會再行銷給任何地區的一般大眾。消滅基金以及/或是存續基金的股東，特別是不贊成合併案或是在二度召開臨時股東會投票權票的股東，應注意萬一沒有在上述期間內執行免費轉換或贖回之權利，其持股將自動參與合併。消滅基金的股東可自2018年11月20日以存續基金交易。

* 如果股份交易是透過銷售機構，可能會適用不同之程序，如需進一步的相關訊息，請洽您的財務顧問。

本合併案生效以後，您可在富達基金 II 以及富達基金的登記辦事處免費索取跟本次合併案有關的法定稽核所出具之稽核報告影本，其中將包括資產評價標準、計算方法及消滅基金股份併入存續基金股份的實際換算比率。

在盧森堡合併案對於消滅基金或存續基金都沒有當地的稅務影響。消滅基金的股東應留意的是，合併有可能會被視為稅務目的所作的股份處分，端賴於個人情況以及股東所居住在不同的管轄區域之稅法而定。

同樣的，請留意當您贖回或轉換所持有之股份，亦可能會被視為為了稅務目的而所作之股份處分。如果您對於稅務方面有任何疑問，我們建議您尋求稅務專家之建議。

於郵寄之日，富達基金董事會以及富達基金 II 董事會對此封信函內容的準確性負責，經其所有合理詢問後，謹此確認已盡其所知且相信此信函之陳述並無遺漏其他任何事實以致產生誤導。

如果您對於本合併案有任何相關問題，或如果您需要一份富達基金 II 以及/或是富達基金公開說明書影本，請聯絡您專屬的客戶服務專員或致電富達投信客服專線 0800-00-99-11。

此致

C.P. Brealey

Christopher Brealey
FIL Investment Management (Luxembourg) S.A 之董事

附件 I - 股份類別及相對應之基金代碼列表

基金名稱	股份類別	ISIN 代碼
富達基金 II - 美元貨幣基金	A 股	LU0115011255
富達基金 - 美元現金基金	A 股累計美元	LU0261952922

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

**NOTICE OF OUTCOME OF THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS OF FIDELITY FUNDS II TO CONSIDER THE
MERGER OF FIDELITY FUNDS II – US DOLLAR CURRENCY FUND INTO
FIDELITY FUNDS – US DOLLAR CASH FUND**

Key Facts

- At the reconvened Extraordinary General Meeting of the shareholders of Fidelity Funds II held on 10 September 2018 the allocation of the assets of Fidelity Funds II – US Dollar Currency Fund into Fidelity Funds – US Dollar Cash Fund was approved.
- The merger will become effective on 19 November 2018 or such later date as may be decided by the board of directors of Fidelity Funds II.
- Fidelity Funds II will cease to exist as of the effective date of the merger.

Shareholder Choices

- If you do not welcome the Merger, this letter sets out the options available to you.

17 September 2018

Dear Shareholder,

FIL Investment Management (Luxembourg) S.A., in its capacity as management company of both Fidelity Funds II and Fidelity Funds, wishes to inform you that at the reconvened Extraordinary General Meeting of the shareholders of Fidelity Funds II (the "**Reconvened EGM**") held on 10 September 2018 it was approved to allocate the assets of Fidelity Funds II – US Dollar Currency Fund (the "**Merging Fund**") into Fidelity Funds – US Dollar Cash Fund (the "**Receiving Fund**"). This merger will become effective on 19 November 2018 or such later date as may be decided by the board of directors of Fidelity Funds II (the "**FFII Board**"), (the "**Effective Date**").

In Appendix I to this letter, the shareholders in the Merging Fund and/or the Receiving Fund (the "**Shareholders**" or "**you**") can find further information on the Merging Fund and the Receiving Fund, including the ISIN Codes corresponding to the holdings impacted by the Merger.

Fee comparison of the Merging and Receiving Fund

According to the Prospectus of Fidelity Funds II (the "FFII Prospectus"), the annual management fee of the Merging Fund is currently 1.00% for the A class of Shares. According to the Prospectus of Fidelity Funds (the "FF Prospectus"), the annual management fee of the Receiving Fund is currently 0.40% for the A Shares.

The OCF of the A Shares in the Merging Fund (an estimated figure as at 1 January 2018) and the OCF of corresponding Share class in the Receiving Fund as at 30 April 2018 are as follows:

Merging Fund and Class of Shares	Ongoing Charge¹	Receiving Fund and Class of Shares	Ongoing Charge²
FFII – US Dollar Currency Fund Class A Shares	1.18%	FF – US Dollar Cash Fund Class A-ACC-USD Shares	0.61%

The Shareholders of the A Shares in the Merging Fund should note that the corresponding Share class in the Receiving Fund is accumulating as well, and hence it does not pay any dividends. All interest and other income earned on the investments of the Receiving Fund will be accumulated.

Comparison of the investment objectives and the risk profiles of the Merging Fund and the Receiving Fund

The Merging Fund and the Receiving Fund have the same aim which is to provide investors with a return in line with money market rates where both capital security and liquidity are primary considerations from professionally managed portfolios of debt securities and other assets permitted by law in different geographical areas and currencies, with the opportunity to achieve the objective of regular income and high liquidity. The investment policies which govern the Merging Fund and Receiving Fund are also very similar.

The investment objectives of the Merging Fund and of the Receiving Fund are similar and are described in the table below:

Investment Objective of the Merging Fund	Investment Objective of the Receiving Fund
<p>Fidelity Funds II – US Dollar Currency Fund:</p> <p>"Invests primarily in US Dollar denominated debt securities and other permitted assets."</p>	<p>Fidelity Funds – US Dollar Cash Fund:</p> <p>"Invests principally in US Dollar denominated debt securities and other permitted assets."</p>

According to the FFII Prospectus, the risk profile of the Merging Fund is low. The Net Asset Value of the Merging Fund and the Receiving Fund is calculated daily on the basis of the market value of underlying cash, government bonds and/or corporate bond investments. Also, there may be additional risk through exchange rate fluctuations in case the reference currency of the fund is different from the currency of the investor.

The risk profiles of the Merging Fund and of the Receiving Fund are described in the table below:

¹ This ongoing charges figure is an estimate as the figure based on last year's expenses is no longer representative. This estimated figure is calculated on the basis of the decision to cease a waiver of the management fee with effect from 1 January 2018. The actual figure may be different from this estimated figure.

² The ongoing charge figure is based on ongoing expenses chargeable to the relevant class for the year ended 30 April 2018 expressed as a percentage of the average net asset value of the relevant class for the same period. This figure may vary from year to year.

Applicable Risk Factors*				
	GENERAL RISKS THAT APPLY TO ALL FUNDS	FIXED INCOME RELATED RISK	SPECIFIC INSTRUMENT RELATED RISKS	DERIVATIVES RELATED RISKS
Fidelity Funds II - US Dollar Currency Fund	√	√	√	√
Fidelity Funds - US Dollar Cash Fund	√	√	√	√

* For further information on these risk factors, please refer to the section 1.2 "Risk Factors" under Part I in the latest Prospectus of Fidelity Funds.

To clarify, as currency/cash fund, the Merging Fund and the Receiving Fund are both subject to Risk of Investing in Currency/Cash Fund. "Specific Instrument Related Risks" mentioned in the above table refer to risks associated with repurchase transactions. For further information, you are recommended to read the Investor Brochure for the relevant Share class in the Merging Fund and the Receiving Fund, as well as the FF Prospectus (available at the registered offices of Fidelity Funds or the Taiwan General Representative or at www.fidelityinternational.com).

As at 31 August 2018, the fund size of the Merging Fund and Receiving Fund was as follows:

Fund Name	Fund Size
Fidelity Funds II – US Dollar Currency Fund	US\$ 353,016,000
Fidelity Funds – US Dollar Cash Fund	US\$ 1,234,645,000

Impact of the Merger

Due to the size of the assets of Fidelity Funds – US Dollar Cash Fund, the impact on its Shareholders of any transactional costs incurred in relation to the re-investment of the cash inflow from the corresponding Merging Fund is assessed to be insignificant. In addition, the Merger should not trigger a dilution in the performance of the Receiving Fund.

The FFII Board and the board of directors of Fidelity Funds (the "FF Board") believe that the Merger is in the best interests of the Shareholders. As Fidelity Funds II no longer offers a differentiated identity compared with Fidelity Funds and in view of the fact that the portfolio of Merging Fund is nearly identical to that of the Receiving Fund, the Merger will streamline the product range, providing a more competitive offering to clients whilst achieving economies of scale. The Merger will proceed in accordance with article 21.bis of the Articles of Incorporation of Fidelity Funds II (the "FFII Articles") and the Articles of Incorporation of Fidelity Funds (the "FF Articles") respectively, as well as in compliance with Chapter 8 of the Luxembourg Law of 17 December 2010 on undertakings for collective investment.

Costs of the Merger

You will not bear any costs of the Merger. The expenses triggered by the Merger, including any legal, audit, regulatory and mailing charges will be borne by the Investment Manager (FIL Fund Management Limited) (and/or any of its affiliates within FIL Group). There are no unamortised preliminary expenses outstanding in respect of the Merging Fund.

Any additional income and expenses attributable to the Merging Fund accruing after 6.00 pm CET on the Effective Date, will be borne by the Receiving Fund.

Next Steps

You do not need to take any action to effect the Merger. On the Effective Date, **your existing Shares in the Merging Fund will be converted into Shares of the corresponding class in the relevant Receiving Fund.** The exchange ratio will be determined on the basis of the last available Net Asset Value of the Share class concerned as at close of business on the last Business Day before the Effective Date. You may deal in your newly issued Shares in the Receiving Fund from the next Business Day after the Effective Date. Any dealing in your Shares in the Receiving Fund will not be impacted by the Merger.

If you do not welcome the Merger, you have the right to redeem your existing Shares in the Merging Fund and/or the Receiving Fund or switch your existing Shares into any other fund of Fidelity Funds available to you, both free of any redemption or switching charges. Redemptions or switches free of charge can be instructed on any Valuation Date starting from the date of this letter **until 1.00 pm CET (4.30 pm Taiwan time)* on 12 November 2018** and will normally be dealt with at the next calculated Net Asset Value. Redemption proceeds will be paid directly to your bank account in accordance with the FFII Prospectus and/or FF Prospectus, as appropriate.

In order to protect your interests, Shareholders of the Merging Fund should note that all subscriptions of new Shares in the Merging Fund, as well as redemptions and switches of existing Shares in the Merging Fund will be suspended and will no longer be accepted at 1.00 pm CET (4.30 pm Taiwan time)* on 12 November 2018 and the Merging Fund will no longer be marketed to the public in any jurisdiction as of the above dealing cut-off time. Shareholders in the Merging Fund and/or the Receiving Fund, especially those who voted against the Merger or who abstained from voting at the Reconvened EGM, should note that in case they do not make use of their right for a free switch or redemption within the timelines set out above, their holding will automatically take part in the Merger. Shareholders of the Merging Fund will be able to place deals in the Receiving Fund from 20 November 2018.

Copies of the audit report prepared by the approved statutory auditor of Fidelity Funds II and Fidelity Funds in relation to validation of the criteria adopted for the valuation of the assets, the calculation method and the actual exchange ratio of Shares of the Merging Fund into Shares of the Receiving Fund, will be available free of charge at the registered offices of Fidelity Funds II and Fidelity Funds post the Merger.

The Merger will have no tax implications in Luxembourg for the Merging Fund or Receiving Fund. Shareholders of the Merging Fund should note that the Merger may be treated as a disposal of Shares for tax purposes, depending on personal circumstances and the tax legislation in the various jurisdictions where Shareholders are residents.

Equally, please note that the redemption or the switching of your holding may be deemed as a disposal for tax purposes. If you have any concerns about your tax position, we recommend that you seek independent tax advice.

* Different procedures may apply if dealing in Shares is made through local Distributors. For further information on these, please contact your financial adviser.

The FF Board and the FFII Board accept full responsibility for the accuracy of the content of this letter as at the date of the mailing, 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 herein misleading.

If you have any questions related to this proposal or if you want to request a copy of the FFII Prospectus and/or the FF Prospectus, please contact your usual financial adviser or Fidelity Hotline 0800-00-99-11.

Yours sincerely

C.P. Brealey

Christopher Brealey
Director, FIL Investment Management (Luxembourg) S.A

Appendix I - List of Share classes and corresponding ISIN Codes

Fund	Class	ISIN Code
Fidelity Funds II – US Dollar Currency fund	A Shares	LU0115011255
Fidelity Funds – US Dollar Cash Fund	Class A -ACC-USD Shares	LU0261952922

