

檔 號：  
保存年限：

## 富盛證券投資顧問股份有限公司 函

地址：台北市信義區松德路 171 號 9 樓及 9 樓之一

承辦人：交易暨基金事務部

電子信箱：dealing@cgsice.com

電話：(02)2728-3222

受文者：如行文單位

發文日期：中華民國 108 年 8 月 8 日

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速別：

密等及解密條件或保密期限：普通

附件：

一、先機環球基金股東會決議內容通知書中英文版(共 2 份)。



主旨：謹就先機環球基金將於西元 2019 年 8 月 30 日下午 2 時(愛爾蘭時間)召開年度股東常會，其議案相關內容，依法通知貴公司，詳如說明，請查照。

說明：

- 一、先機環球基金將於西元 2019 年 8 月 30 日下午 2 時(愛爾蘭時間)於本公司營業處 33 Sir John Rogerson's Quay, Dublin 2, Ireland 召開年度股東常會，故依法通知貴公司。
- 二、先機環球基金本次年度股東常會所擬討論決議之一般事項如下：
  - A. 接受及審議截至 2018 年 12 月 31 日止年度的董事報告、查核會計師報告及財務報告；
  - B. 審閱本公司事務；
  - C. 重新指派 KPMG 為查核會計師；
  - D. 授權董事決定查核會計師之報酬。

正本：台灣銀行股份有限公司、台灣土地銀行股份有限公司、合作金庫商業銀行股份有限公司、華南商業銀行股份有限公司、彰化商業銀行股份有限公司、上海商業儲蓄銀行股份有限公司、國泰世華商業銀行股份有限公司、高雄銀行股份有限公司、兆豐國際商業銀行股份有限公司、花旗(台灣)商業銀行股份有限公司、台灣中小企業銀行股份有限公司、渣打國際商業銀行、台中商業銀行股份有限公司、京城商業銀行股份有限公司、華泰商業銀

行股份有限公司、台灣新光商業銀行股份有限公司、聯邦商業銀行股份有限公司、遠東國際商業銀行、元大商業銀行股份有限公司、星展(台灣)商業銀行股份有限公司、日盛國際商業銀行股份有限公司、安泰商業銀行股份有限公司、匯豐(台灣)商業銀行股份有限公司、凱基商業銀行股份有限公司、板信商業銀行股份有限公司、陽信商業銀行股份有限公司、三信商業銀行股份有限公司、台新國際商業銀行股份有限公司、玉山商業銀行股份有限公司、瑞興商業銀行股份有限公司、中國信託商業銀行股份有限公司、王道商業銀行股份有限公司、永豐商業銀行股份有限公司理財商品部、元大寶來證券股份有限公司、元富證券股份有限公司、國泰綜合證券股份有限公司、日盛證券股份有限公司、凱基證券股份有限公司、基富通證券股份有限公司、統一綜合證券股份有限公司、華南永昌綜合證券股份有限公司、先鋒證券投資顧問股份有限公司、安審宏觀證券投資顧問股份有限公司、核聚證券投資顧問股份有限公司、富達投信股份有限公司、新光證券投資信託股份有限公司、宏遠證券投資顧問股份有限公司、群益金鼎證券股份有限公司、安聯人壽保險股份有限公司、宏泰人壽保險股份有限公司、合作金庫人壽保險股份有限公司、英屬百慕達商安達人壽保險股份有限公司台灣分公司、元大人壽保險股份有限公司、台灣人壽保險股份有限公司國泰證券投資顧問股份有限公司、國泰證券投資信託股份有限公司。

副本：

董事長 蔡政宏

此為重要文件，需要 台端立即注意。倘若 台端對應採取的行動有任何疑問，應諮詢台端的投資顧問、稅務顧問及/或法律顧問（視情況而定）。

如 台端已出售或轉讓 台端在先機環球基金（下稱「本公司」）的所有股份，請立即將本文件送交該買受人或受讓人或經手出售或轉讓的股票經紀人、銀行或其他代理人，以便盡快將本文件轉交買受人或受讓人。

本公司董事就本文件所載之資訊負責。於董事之最大所知所信範圍內（已盡一切合理注意確保此為真），本文件所載之資訊與事實相符且未遺漏任何可能影響該資訊意涵之內容。

除本文另有規定或本通知書另有變更或其他說明外，本文件內大寫的用語應與本公司2018年9月28日的公開說明書（下稱「公開說明書」）內大寫的用語具有相同定義。

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### 先機環球基金

#### 股東通知書

（為依據 2011 年歐洲共同體（可轉讓證券集體投資計畫）條例（2011 年 S.I. 第 352 號及其修訂），於愛爾蘭成立之開放式可變資本有限責任投資公司，係一子基金間責任分離之可轉讓證券集體投資計畫）

訂於2019年8月30日下午2時（愛爾蘭時間）召開的本公司股東常會開會通知檢附於本通知書後。不論 台端是否參加本次股東常會，請依所載指示填妥並擲回委託書表格。

本通知書隨附之委託書表格，應以傳真至+353 1 6670042（正本應隨後郵寄）、郵寄至 Tudor Trust Limited（地址：33 Sir John Rogerson's Quay, Dublin 2，收件人：Martin McDonnell）或以電郵發送至Martin.McDonnell@dilloneustace.ie（正本應隨後郵寄）等方式擲回。委託書表格應於本次會議或其延會所訂開會時間至少48小時前送達至上述地址。股東填寫委託書表格時應特別注意。

2019年8月5日

親愛的股東，您好：

如 台端所知，先機環球基金（下稱「本公司」）為根據愛爾蘭法律成立的有限責任可變資本投資公司，各子基金之間責任分別獨立，且經愛爾蘭中央銀行（下稱「中央銀行」）依據2011年歐洲共同體（可轉讓證券集體投資計畫）條例及其修訂（下稱「條例」）於1997年10月10日許可。本公司為一傘型公司，由若干子基金（以下合稱或各稱為「基金」）所組成。

本公司董事將於2019年8月30日下午2時（愛爾蘭時間）召開本公司股東常會，屆時將提請股東同意下列事項：

**A. 一般事項**

請注意，股東常會中將議決之一般事項，即：(i) 接受及審議截至2018年12月31日止年度的董事報告、查核會計師報告及財務報告；(ii) 審閱本公司事務；(iii) 重新指派KPMG為查核會計師；及(iv) 授權董事決定查核會計師之報酬。

**B. 交付本公司股東表決之議案**

因此，為通過上述一般事項，附錄 A 所載之普通決議案（下稱「普通決議案」）應於股東常會上提交股東表決。

本次股東常會之正式開會通知列於本通知書之附錄 A，委託書則列於附錄 B。

**C. 法定最低人數及投票規定**

兩名股東親自出席或委託代理人出席，即符合本公司本次會議的法定最低人數。若於本次會議預定開會時間起半小時內仍不足法定最低人數，則會議將延至次一禮拜同一天，於同一時間和地點召開，或延至董事決定之其他日期、其他時間及地點召開。如該延會預定開會時間起半小時內仍不足法定最低人數，以出席股東人數為法定最低人數。

附錄 A 開會通知中所載之普通決議案將必須由股東親自或委由代理人於股東常會上以簡單多數決表決通過。

**D. 董事建議**

董事認為前揭一般事項符合本公司股東整體之最佳利益，故建議 台端投票贊成所提議案。

**E. 應採取之行動**

為通過本文件所載提案，建議 台端先閱讀後附所有文件。

**本公司股東常會** 本文件附錄 A 為訂於2019年8月30日下午2時（愛爾蘭時間）於位於33 Sir John Rogerson's Quay, Dublin 2, Ireland之本公司登記營業處召開本公

司股東常會通知，會中將提出普通決議案交付股東表決。股東應親自出席股東常會，或填妥並擲回本通知書附錄 B 所附委託書表格，以行使表決權。若 台端希望透過代理人進行表決，則應填妥委託書，以傳真至+353 1 6670042（正本應隨後郵寄）、郵寄至 Tudor Trust Limited（地址：33 Sir John Rogerson's Quay, Dublin 2，收件人：Martin McDonnell）或以電郵發送至 Martin.McDonnell@dilloneustace.ie（正本應隨後郵寄）等方式擲回。委託書表格最遲必須於股東常會或其延會預定開會時間的 48 小時前送達方為有效，故最遲應於 2019 年 8 月 28 日下午 1 時 59 分（愛爾蘭時間）前送達。即便已指派代理人， 台端仍可參加會議並行使表決權。若 台端的基金股份係以代名人的名義登記，得以指示登記持有人代您投票的方式，行使該等股份的表決權。

F. 結語

台端如對此等事項有任何疑問，應按上述地址聯絡我們，或聯絡 台端的投資顧問

敬祝

鈞安

*Nicola Stronach*

董事

代表先機環球基金

**附錄 A**

**先機環球基金（下稱「本公司」）之  
股東常會開會通知**

謹此通知，本公司股東常會將於 2019 年 8 月 30 日下午 2 時（愛爾蘭時間）在 33 Sir John Rogerson's Quay, Dublin 2, Ireland 為下列目的舉行：

**A. 審議及審閱事項：**

1. 接受及審議截至 2018 年 12 月 31 日止年度的董事報告、查核會計師報告及財務報告。
2. 審閱本公司事務。

**B. 議決事項：**

1. 重新指派 KPMG 擔任本公司之查核會計師。
2. 授權董事決定本公司查核會計師之報酬。

**承董事會命**

代表  
Tudor Trust Limited  
公司秘書

日期：2019 年 8 月 5 日

備註：有權出席上述會議及投票之股東，得指派代理人代其出席及投票。代理人毋須為股東。

附錄 B

委託書表格

先機環球基金（下稱「本公司」）之  
股東常會

持有人身分證號	帳戶名稱與敘述

本人/吾等 \_\_\_\_\_  
係上述本公司 \_\_\_\_\_ 股之股東並有表決權，茲指定 \_\_\_\_\_，或如未指派特定人時，則委託 33 Sir John Rogerson's Quay, Dublin 2 之 Martin McDonnell，或如該人未出席，則委託 33 Sir John Rogerson's Quay, Dublin 2 之 Derval Keane，或如該人未出席，則委託 Tudor Trust Limited 之任一代表，擔任本人/吾等\*的代理人，於 2019 年 8 月 30 日下午 2 時（愛爾蘭時間）假本公司之登記營業處 33 Sir John Rogerson's Quay, Dublin 2, Ireland 召開之本公司股東常會及其任何延會，以下述方式代本人/吾等\*行使表決權。

(\*依情形刪除)

簽名 \_\_\_\_\_

2019 年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

(\*共同持有人僅需一位簽名)

請在下方標題為「議決事項」項下之空格處打「X」以指明您希望如何對每一議案進行表決；如為投票表決，請於下方每一議案之空格處填寫總票數中「贊成」、「反對」及/或「棄權」之票數。

**審議及審閱事項**

1. 接受及審議截至 2018 年 12 月 31 日止年度的董事報告、查核會計師報告及財務報告。
2. 審閱本公司事務。

**議決事項**

<b>股東決議</b>	<b>贊成/是</b>	<b>反對/否</b>	<b>棄權</b>
<b>普通決議案</b>			
1. 重新指派 KPMG 擔任本公司之查核會計師。			
2. 授權董事決定本公司查核會計師之報酬。			

除以上另有指示外，代理人應依其認為適當者進行表決。



## 備註

1. 如 台端已出售或轉讓 台端之所有股份，請立即將本通知書及附隨之委託書表格送交該買受人或受讓人或經手出售或轉讓的股票經紀人、銀行或其他代理人，以便盡快將本文件轉交買受人或受讓人。
2. 股東可自行選擇指定代理人。如有指定，請於空格處填入指定的代理人姓名。
3. 如股東並未填上自行選擇的代理人，則假設其欲委託上述其中一名其他人士代其行事。
4. 委託人如為公司，則本表格必須蓋上公司印章或由獲正式授權指派的主管或代理人代表公司親筆簽署。請確實記載簽名人之權限。
5. 如指派代理人之文件係經委託書而簽訂，請確實檢附經公證人公證之該委託書正本於委託書表格後。
6. 如為共同持有人，應以行使表決權之共同持有人中排名為首位者之表決權為準，排除其他共同持有人之表決權，且為此目的，排名首位以共同持有人之姓名列在股東名簿之順序決定之。
7. 本委託書擲回時如未指明指定之代理人應如何表決，則該代理人將自行審酌如何表決，或是否於表決時棄權。
8. 對本表格所為任何變動必須簽署姓名縮寫，方為有效。
9. 本委託書表決指示中之「棄權」選項，係供股東得針對任一特定議案為棄權。根據法律規定，棄權不構成投票，且就針對任一特定議案計算「贊成」或「反對」票數比例時，棄權票均不計入。
10. 本表格（包括經公證人公證之授權書或權限文件正本）應於本次會議或其延會預定開會時間的 48 小時之前填妥並擲回至 **Tudor Trust (Ireland) Limited**（收件人：**Martin McDonnell**，地址：**33 Sir John Rogerson's Quay, Dublin 2**），方為有效。委託書表格可傳真至本公司（收件人：**Martin McDonnell, Tudor Trust (Ireland) Limited, 33 Sir John Rogerson's Quay, Dublin 2**），或者將簽署版本傳真至 **Tudor Trust (Ireland) Limited**（傳真號碼：**+353 1 6670042**），或是以電郵發送至 **Martin.McDonnell@dilloneustace.ie**。

5 August, 2019

Dear Shareholder,

As you are aware, Merian Global Investors Series plc (the "Company") is an investment company with variable capital and with segregated liability between sub-funds, incorporated with limited liability under the laws of Ireland, authorised on 10 October, 1997 by the Central Bank of Ireland (the "Central Bank") pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as may be amended (the "Regulations"). The Company is an umbrella company, which comprises a number of sub-funds (collectively the "Funds"), or when referred to individually, (a "Fund").

The Directors of the Company will convene an Annual General Meeting (the "AGM") of the Shareholders of the Company on 30 August, 2019 at 2.00PM (Irish time) at which Shareholders will be asked to approve the following:

**A. Ordinary Business**

Please take note of the ordinary business to be attended to at the AGM, namely, (i) the receipt and consideration of the Report of the Directors, the Report of the Auditor and the Financial Statements for the year ended 31<sup>st</sup> December, 2018; (ii) the review of the Company's affairs (iii) the re-appointment of KPMG as auditors; and (iv) the authorisation of the Directors to fix remuneration of the auditors.

**B. Resolutions to be put to Shareholders of the Company**

Accordingly, in order to adopt the ordinary business outlined above, the ordinary resolutions (the "Ordinary Resolutions") as set out in Appendix A shall be put to the Shareholders at the AGM.

Formal notice of the AGM is set out in Appendix A and a Proxy Form for the AGM is set out in Appendix B attached to this Circular.

**C. Quorum and Voting Requirements**

Two Members present in person or by proxy shall be a quorum for the purposes of the meeting of the Company, if a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

The Ordinary Resolutions set out in the Notice in Appendix A will need to be duly passed by a simple majority of the votes cast in person or by proxy at the AGM.

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should seek advice from your investment consultant, tax adviser and/or legal adviser as appropriate.

If you have sold or transferred all of your Shares in Merian Global Investors Series plc (the "Company"), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires and except as varied or otherwise specified in this Circular, capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 28 September 2018 (the "Prospectus").

**CIRCULAR TO SHAREHOLDERS OF**

**MERIAN GLOBAL INVESTORS SERIES PLC**

(An open-ended investment company with variable capital incorporated with limited liability in Ireland and with segregated liability between sub-funds established as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No 352 of 2011 as amended))

**NOTICE CONVENING THE ANNUAL GENERAL MEETING (THE "AGM") OF THE COMPANY, TO BE HELD ON 30 AUGUST, 2019 AT 2.00PM (IRISH TIME) IS ATTACHED TO THIS CIRCULAR. WHETHER OR NOT YOU PROPOSE TO ATTEND THE AGM YOU ARE REQUESTED TO COMPLETE AND RETURN THE PROXY FORMS IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED THEREON.**

The Proxy Form is attached to this Circular and should be returned by fax to +353 1 6670042 (with original to follow by post), or by post for the attention of Martin McDonnell, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2 or by email to Martin.McDonnell@dillonustace.ie (with original to follow by post). To be valid the Proxy Forms must be received at the above address, not later than 48 hours before the time fixed for the holding of the meeting or adjourned meeting. Shareholders should pay particular attention when completing the proxy form.

**D. Directors' recommendation**

The Directors consider that the ordinary business as described above is in the best interests of the Shareholders of the Company as a whole and recommend that you vote in favour of the proposed resolutions.

**E. Action to be taken**

In order to consider the proposals set out in this document, you are advised first to read all the enclosed documentation.

**AGM of the Company.** In Appendix A to this document you will find a Notice of the AGM of the Shareholders of the Company to be held at the registered office of the Company at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 30 August, 2019 at 2.00PM (Irish time) at which the relevant Ordinary Resolutions will be put to the Shareholders. Shareholders should vote either by attending the AGM or by completing and returning the form of proxy in Appendix B enclosed with this Circular. If you wish to vote by proxy you should complete and return the form by fax to +353 1 6670042 (with original to follow by post), or by post for the attention of Martin McDonnell, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2 or by email to [Martin.McDonnell@dillonustace.ie](mailto:Martin.McDonnell@dillonustace.ie) (with original to follow by post). To be valid, forms of proxy must be received not later than 48 hours before the time fixed for holding the AGM (or any adjourned meeting) and therefore by 28 August, 2019 at 1.59 PM (Irish time) at the latest. You may attend and vote at the meeting even if you have appointed a proxy. If your Shares in a Fund are registered in the name of a nominee, you can exercise your vote in relation to those Shares only by directing the registered holder to vote on your behalf.

**F. Conclusion**

Should you have any questions relating to these matters, you should either contact us at the above address or alternatively you should contact your investment consultant.

Yours faithfully,  
*Nicola Stronach*

Director  
For and on behalf of  
Merian Global Investors Series plc

**APPENDIX A**

**NOTICE OF ANNUAL GENERAL MEETING OF  
MERIAN GLOBAL INVESTORS SERIES PLC (THE "COMPANY")**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of the Company will be held at 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 30 August, 2019 at 2.00PM (Irish Time) for the following purposes:

**A. FOR CONSIDERATION AND REVIEW**

1. To receive and consider the Report of the Directors, the Report of the Auditor and the Financial Statements for the year ended 31<sup>st</sup> December 2018.
2. To review the Company's affairs.

**B. RESOLUTIONS**

1. To re-appoint KPMG as auditors of the Company.
2. To authorise the Directors to fix remuneration of the auditors of the Company.

By order of the Board

For and on behalf of  
Tudor Trust Limited  
Company Secretary

Dated this 5 day of August 2019

Note: A Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Shareholder.

**APPENDIX B**  
**PROXY FORM**  
**ANNUAL GENERAL MEETING OF**  
**MERIAN GLOBAL INVESTORS SERIES PLC**  
 (the "Company")

Holder ID	Account ID & Description

I/We of \_\_\_\_\_ shares in the above named Company and entitled to vote, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or in the absence of the appointment of any specified person, Martin McDonnell of 33 Sir John Rogerson's Quay, Dublin 2, Ireland or failing him Derval Keane of 33 Sir John Rogerson's Quay, Dublin 2, Ireland, or failing her any representative from Tudor Trust Limited as my/our\* proxy to vote for me/us\* on my/our\* behalf in the manner indicated below, at the Annual General Meeting of the shareholders of the Company to be held at the registered office of the Company, 33 Sir John Rogerson's Quay, Dublin 2, Ireland, on the 30 August, 2019 at 2.00PM (Irish Time) and at any adjournment thereof.

(\*delete as appropriate)

Signed \_\_\_\_\_ Dated this \_\_\_\_ day of \_\_\_\_\_, 2019  
 (\*Only one joint holder is required to sign)

Please indicate with an "X" in the spaces below, under the heading Resolutions, how you wish your vote to be cast for each resolution or, in the event of a poll being called, insert the number of total votes to be cast "for", "against" and/or "abstain" for each resolution in the spaces below.

**FOR CONSIDERATION AND REVIEW**

1. To receive and consider the Report of the Directors, the Report of the Auditor and the Financial Statements for the year ended 31<sup>st</sup> December 2018.
2. To review the Company's affairs.

**RESOLUTIONS**

Resolution of Shareholders	For/Yes	Against/No	Abstain
<b>Ordinary Resolutions</b>			
1. To re-appoint KPMG as auditors of the Company.			
2. To authorise the Directors to fix the remuneration of the auditors of the Company.			

Unless otherwise instructed above the proxy shall vote as (s)he sees fit.

McDonnell, Tudor Trust (Ireland) Limited, 33 Sir John Rogerson's Quay,  
Dublin 2 or signed copies can be sent by facsimile to Tudor Trust (Ireland)  
Limited at +353 1 6670042, or returned by email to  
Martin.McDonnell@stilloneustace.ie, not less than 48 hours before the time  
fixed for holding the meeting or adjourned meeting.

#### Notes

1. If you have sold or otherwise transferred all of your Shares, please pass this Circular and accompanying proxy form as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.
2. A member may appoint a proxy of his own choice. If the appointment is made insert the name of the person appointed as proxy in the space provided.
3. If the Shareholder does not insert a proxy of his/her own choice it shall be assumed that they wish to appoint one of the other persons mentioned above to act for them.
4. If the appointer is a corporation, this form must be under the common seal or under the hand of some duly appointed officer or attorney duly authorised on its behalf and please ensure that you indicate the capacity in which you are signing.
5. If the instrument appointing a proxy is signed under a power of attorney, please ensure that you enclose an original or a notarially certified copy of such power of attorney with your proxy form.
6. In the case of joint holders, the vote of the first named of joint holders 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, the first named shall be determined by the order in which the names of the joint holders stand in the register of Shareholders.
7. If this form is returned without any indication as to how the person appointed proxy shall vote he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
8. The "Abstain" option in the voting instructions on the Proxy Form is provided to enable a member to abstain from voting on any particular resolution. An abstention is not a vote in accordance with law and will not be counted in calculating the proportion of votes cast "for" or "against" a particular resolution.
9. Any alterations made to this form must be initialled to be valid.
10. To be valid, this form, including notarially certified copy of such power or authority must be completed and returned to Tudor Trust (Ireland) Limited for the attention of Martin McDonnell at 33 Sir John Rogerson's Quay, Dublin 2. A proxy form may be faxed to the Company for the attention of Martin