

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
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受文者：上海商業儲蓄銀行股份有限公司信託部

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附件：開會通知書及委託書(中英文)(0500006A00_ATTCH2.pdf)

主旨：謹通知本公司總代理之首域環球傘型基金有限公司(First State Global Umbrella Fund plc)(下稱「本基金」)召開臨時股東大會，請查照。

說明：

- 一、本基金將於2020年6月2日上午10點（愛爾蘭時間），於70 Sir John Rogerson' s Quay, Dublin 2, Ireland召開臨時股東大會。
- 二、擬於臨時股東大會提出三項特別決議，以處理本基金的組織備忘錄及章程（「備忘錄及章程」）之修正提案，以反映本基金更名為首源投資環球傘型基金有限公司（「名稱變更」），並更新公平評價及暫停交易條款以更貼近中央銀行目前之監管要求及/或目前之市場標準。此等變更不會重大改變本基金目前評價其資產之方式或本基金目前關於暫停交易之程序。
- 三、本基金將適時通知股東決議之結果，並向愛爾蘭公司註冊局及愛爾蘭中央銀行進行相關申請，而名稱變更及備忘錄及章程之更新預計於2020年9月22日當日或前後生效，並將於一個月前通知股東。屆時，將發布經修正之公開說明



書，以反映名稱變更及備忘錄及章程之更新。

四、不克出席之股東，可填妥委託書，於開會通知書所載期限及其指定方式送達；亦可於2020年5月25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 張俊彥先生 收)

五、臨時股東大會之議程及詳細內容，請參閱通知函及委託書。

六、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：國泰人壽保險股份有限公司投資型商品部、安聯人壽保險股份有限公司、國際康健人壽保險股份有限公司商品發展與策略部、英屬百慕達商安達人壽保險股份有限公司台灣分公司、台灣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、新光產物保險股份有限公司、全球人壽保險股份有限公司、富蘭克林華美證券投資信託股份有限公司、復華證券投資信託股份有限公司、群益證券投資信託股份有限公司、德信證券投資信託股份有限公司、安聯證券投資信託股份有限公司、凱基證券投資信託股份有限公司、台新證券投資信託股份有限公司、保德信證券投資信託股份有限公司、國泰證券投資信託股份有限公司、王道商業銀行股份有限公司數位理財部、國泰世華商業銀行股份有限公司信託部、三信商業銀行股份有限公司財富管理部、上海商業儲蓄銀行股份有限公司信託部、元大商業銀行股份有限公司信託部、永豐商業銀行股份有限公司理財商品部、日盛國際商業銀行股份有限公司信託處、臺灣新光商業銀行股份有限公司財富管理部、兆豐國際商業銀行股份有限公司信託部、合作金庫商業銀行信託部、合作金庫商業銀行財富管理部、華南商業銀行股份有限公司信託部、法商法國巴黎銀行台北分公司、陽信商業銀行股份有限公司信託部、臺灣中小企業銀行股份有限公司信託部、聯邦商業銀行股份有限公司財富管理部、國泰世華商業銀行股份有限公司財富管理商品部、台新國際商業銀行股份有限公司信託部、國泰綜合證券股份有限公司財富管理信託部、國泰綜合證券股份有限公司國際金融部、日盛證券股份有限公司國際市場部、凱基證券股份有限公司財富管理部、群益金鼎證券股份有限公司財富管理信託處、永豐金證券股份有限公司商品整合行銷部、元富證券股份有限公司、基富通證券股份有限公司、中租證券投資顧問股份有限公司、萬寶證券投資顧問股份有限公司、元富證券投資顧問股份有限公司、宏遠證券投資顧問股份有限公司、元大證券投資顧問股份有限公司、鉅亨證券投資顧問股份有限公司、霸菱證券投資顧問股份有限公司、高雄銀行股份有限公司、國泰證券投資顧問股份有限公司全權委託部、康和綜合證券股份有限公司

副本：

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

FIRST STATE GLOBAL UMBRELLA FUND PLC

首域環球傘型基金有限公司

*70 Sir John Rogerson's Quay
Dublin 2
Ireland*

節譯文

This circular is sent to you as a shareholder in First State Global Umbrella Fund plc. It is important and requires your immediate attention. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, investment consultant, bank manager, tax adviser, solicitor, attorney or other professional adviser. If you have sold or otherwise transferred your holding in First State Global Umbrella Fund plc, please send this circular (or, if applicable, a copy) and the accompanying proxy card to the stockbroker, bank manager, or other agent through whom the sale was effected for transmission to the purchaser or transferee.

本函係致首域環球傘型基金有限公司之股東。本函為重要文件並請台端立即注意。如台端對於將採取之措施有任何疑慮，台端應立即諮詢台端的股票經紀人、投資顧問、銀行經理、稅務顧問、商務律師、顧問或其他專業顧問。如台端已出售或轉讓首域環球傘型基金有限公司之持股，請將本函（或如適用，本函之副本）及隨函附上之委託書交付予執行出售之股票經紀人、銀行經理、或其他代理人，使其交付予購買人或受讓人。

Unless otherwise defined, capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 10 December 2019 (the "Prospectus") and any supplements and the applicable local covering documents. A copy of the Prospectus is available upon request during normal business hours from the registered office of the Company. This circular has not been reviewed by the Central Bank of Ireland (the "Central Bank") and it is possible that changes thereto may be necessary to meet the Central Bank's requirements. The directors of First State Global Umbrella Fund plc (the "Directors") are of the opinion that there is nothing contained in this circular nor in the proposals detailed herein that conflicts with the guidance issued by, and regulations of, the Central Bank.

除本函另有定義外，定義詞彙應與本公司 2019 年 12 月 10 日之公開說明書（「公開說明書」）及任何當地增補文件所使用者具有相同涵義。公開說明書之副本將可於一般營業時間於本公司登記之營業處所供索取。本函尚未經愛爾蘭中央銀行（「中央銀行」）審查，可能為滿足中央銀行的要求須對其作變更。首域環球傘型基金有限公司之董事（「董事」）認為，本函所載之內容及提案中均不與中央銀行發布的指導方針及規範相衝突。

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

12 May 2020

2020 年 5 月 12 日

Notice to Shareholders of Extraordinary General Meeting of First State Global Umbrella Fund plc (the “Company”)

首域環球傘型基金有限公司 (「本公司」) 臨時股東大會通知函

Dear Shareholder,

親愛的股東，

The Directors of the Company wish to inform you of the extraordinary general meeting (the “EGM”) of the Company which is to be held at 10 am (Irish time) on 2 June 2020.

本公司董事謹通知台端，本公司之臨時股東大會(「臨時股東大會」)訂於 2020 年 6 月 2 日上午 10 時 (愛爾蘭時間) 舉行。

A notice of the EGM is enclosed as Appendix I (the “Notice”). Three special resolutions will be proposed at the EGM to deal with the proposed amendments to the Company’s memorandum and articles of association (the “M&A”) in order to reflect a change in the name of the Company to First Sentier Investors Global Umbrella Fund plc (the “Name Change”), and to update the fair valuation and suspensions provisions to more closely align with Central Bank’s current regulatory requirements and/or current market standards. These changes do not materially alter the way in which the Company currently values its assets or the Company’s current procedures regarding suspensions. 臨時股東大會通知函請見附件 I (「通知函」)。茲擬於臨時股東大會提出三項特別決議，以處理本公司的組織備忘錄及章程 (「備忘錄及章程」) 之修正提案，以反映本公司更名為首源投資環球傘型基金有限公司 (「名稱變更」)，並更新公平評價及暫停交易條款以更貼近中央銀行目前之監管要求及/或目前之市場標準。此等變更不會重大改變本公司目前評價其資產之方式或本公司目前關於暫停交易之程序。

The Name Change follows last year’s change of ownership of First State Investments from the Commonwealth Bank of Australia to Mitsubishi UFJ Trust and Banking Corporation, a wholly owned subsidiary of Mitsubishi UFJ Financial Group, Inc.. This change also reflects the investment manager’s intention to progress towards adopting a single global brand name in all markets. The name First Sentier Investors was chosen

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as it reflects the heritage and ongoing purpose of the investment manager, which the Company shares. The word 'First' allows us to keep a reference to our strong and successful heritage, while the word 'Sentier' means path which reflects our commitment to investing responsibly over the long term for the benefit of our clients and the communities in which we invest. First Sentier Investors continues to offer a comprehensive suite of active long-term investment capabilities across global and regional equities, cash and fixed income, infrastructure, and multi-asset solutions, all with a shared purpose to deliver sustainable investment success.

名稱變更係因去年首域投資之所有權自 Commonwealth Bank of Australia 變更至 Mitsubishi UFJ Trust and Banking Corporation，該公司為 Mitsubishi UFJ Financial Group, Inc. 全資持有之子公司。此項變更亦反映投資經理擬朝於所有市場均採用單一全球品牌名稱的方向邁進。選擇首源投資之名稱係因其反映投資經理及本公司共同傳承及持續追求之目標。「首」(First) 字使我們仍能保留對我們堅強且成功傳統的引述，而「源」(Sentier) 字則指一條反映我們承諾透過長期為我們的客戶及我們投資社群的利益所行進的負責任投資大道。為達成可持續投資成功的共同目標，首源投資廣續提供對於全球及區域性股票、現金及固定收益、基礎建設以及多重資產解決方案之全面且主動式之長期投資能力。

At the time of preparing this notice, the world is in the midst of the developing crisis connected to COVID-19. Further, "Stay at Home" measures are currently in effect in Ireland that advise against unnecessary journeys and public gatherings. In order to ensure that the EGM may proceed on 2 June 2020 in compliance with Irish Government guidance, arrangements have been made for a quorum of two shareholders only to be present at the EGM. If the Stay at Home measures remain in force on the date of the EGM, Shareholders must not attend the EGM in person and should instead submit proxy votes on all resolutions and any questions for the Company in the manner set out below by 29 May 2020.

備製此通知時，全球正處於與新型冠狀病毒 (COVID-19) 相關且持續發展的危機當中。此外，愛爾蘭目前正在實施「居家令」措施，建議避免不必要之旅行及公開集會。為確保臨時股東大會得遵循愛爾蘭政府之指引於 2020 年 6 月 2 日召開，茲已安排僅由法定人數之兩名股東出席臨時股東大會。若居家令措施持續實施至臨時股東大會，則股東不得親自出席臨時股東大會，並應改於 2020 年 5 月 29 日前，依下列方式向本公司提交所有決議之委託投票單及任何問題。

Any other Shareholder who travels to attend the EGM while the Stay at Home measures are in force will be refused entry to the meeting. It is therefore important

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that on this occasion Shareholders participate in the business of the EGM by submitting both their proxy votes and any questions for the Company in advance of the EGM.

任何其他股東於居家令措施生效期間，前往參加臨時股東大會者，將被拒絕進入會議。因此，在此情形下，股東藉由於臨時股東大會前提交其委託投票單及任何問題予本公司之方式參與臨時股東大會，至屬重要。

The only attendees physically present at the EGM will be representatives of the Company's secretary. It is currently anticipated that this will be at the Company's registered office, 70 Sir John Rogerson's Quay, Dublin 2, Ireland, but the representatives of the Company's secretary may amend the physical location, if necessary to comply with COVID-19 related restrictions.

臨時股東大會上唯一親自出席之人為本公司秘書之代表人。目前預計將於本公司登記之營業處所：70 Sir John Rogerson's Quay, Dublin 2, Ireland 舉行，惟本公司秘書之代表人得於必要時變更實際地點，以遵守 COVID-19 之相關限制。

The current situation in relation to COVID-19 is evolving and we will notify Shareholders should the date or the procedures for holding an effective and safe EGM change. The well-being of our Shareholders is important to us and we thank you for your understanding in these exceptional circumstances.

關於 COVID-19 之狀況目前正持續發展中，若召開有效且安全之臨時股東大會之日期或程序有所變更，我們將通知股東。股東之安康對我們而言係屬重要，我們謹此感謝台端對於此等特殊情況之理解。

A proxy card is enclosed as Appendix II to enable you to vote at the EGM and you are urged to complete and return it as soon as possible and in any event by no later than 48 hours before the EGM. Please read the notes printed on the proxy card which will assist you in completing and returning it to the Company.

為使台端得在臨時股東大會投票，隨函附上附件 II 之委託書。謹請台端儘速完成並回擲，且無論如何至遲於須臨時股東大會開始前 48 小時為之。請詳閱委託書上之附註以協助台端填寫完成並將其回擲本公司。

The quorum for the EGM is two Shareholders present in person or by proxy. If a quorum is not present within half an hour of the time appointed for the EGM, it will be necessary to adjourn it. In that event, the EGM will stand 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

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as the Directors may determine.

臨時股東大會的法定人數為兩名股東親自或委託出席。如於指定之臨時股東大會時間半小時內未達到法定人數，該臨時股東大會須予以延期。在此情況下，臨時股東大會將在次週的同一天、同一時間及地點，或其他董事決定的日期、時間及地點進行延期之臨時股東大會。

The Directors accept responsibility for the accuracy of the information contained in this circular and the Notice and are of the opinion that the proposed Name Change and corresponding M&A updates are in the best interests of Shareholders of the Company as a whole and accordingly recommend that you agree to them.

董事對於本函及通知函中所含資訊之正確性負責，且董事會認為所擬名稱變更及相應之備忘錄及章程更新符合本公司股東整體之最佳利益，並基此建議台端予以同意。

The Board currently expects that, once the special resolutions are passed, Shareholders will be notified in due course of the results of the EGM, the relevant filings will be made with the Companies Registration Office and the Central Bank and the Name Change and M&A updates are expected to take effect on or around 22 September 2020 upon giving one month's prior notice to Shareholders. At that point, a revised Prospectus will be issued to reflect the Name Change and M&A updates.

董事會目前預計，特別決議一旦通過，將適時通知股東臨時股東大會決議之結果，並向愛爾蘭公司註冊局及中央銀行進行相關申請，而名稱變更及備忘錄及章程之更新預計於 2020 年 9 月 22 日當日或前後生效，並將於一個月前通知股東。屆時，將發布經修正之公開說明書，以反映名稱變更及備忘錄及章程之更新。

Should you have any questions, and given attendance at the EGM in person is not possible you should either contact us at 70 Sir John Rogerson's Quay, Dublin 2, Ireland or alternatively:

倘台端有任何疑問，且鑑於目前親自出席臨時股東大會並不可行，台端應透過 70 Sir John Rogerson's Quay, Dublin 2, Ireland 地址聯繫我們，或者：

European Shareholders may also contact their usual First State representative or the Client Services Team via the following means:

歐洲之股東得聯絡其於首域通常之代表，或透過下述方法聯絡客戶服務團隊：

- by telephone: from the UK on 0800 917 1717 and from abroad on +44 131

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

525 8872 (telephone calls may be recorded for your security);

- by email: info@firststate.co.uk; or
- in writing: Client Services, First State Investments (UK) Ltd, 23 St Andrew Square, Edinburgh EH2 1BB, United Kingdom.
- 電話：從英國致電：0800 917 1717 及從海外致電：+44 131 525 8872 (為保障台端，通話內容或被錄音)；
- 電子郵件：info@firststate.co.uk；或
- 書面：客戶服務 · First State Investments (UK) Ltd, 23 St Andrew Square, Edinburgh EH2 1BB, United Kingdom。

Hong Kong Shareholders may also contact:

- by telephone: the investment manager's Investor Services Hotline on +852 2846 7566 or fax +852 2868 4742 (telephone calls may be recorded for your security);
- by email: info@firststate.com.hk; or
- in writing: Hong Kong Representative, First State Investments (Hong Kong) Limited, 25th Floor, One Exchange Square, 8 Connaught Place, Central, Hong Kong.

(略譯)

Yours sincerely

誠摯地



On behalf of the Board of Directors
First State Global Umbrella Fund plc

代表

首域環球傘型基金有限公司董事會

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

APPENDIX I

附件 I

**Notice of Extraordinary General Meeting
of
First State Global Umbrella Fund plc
(the “Company”)**

首域環球傘型基金有限公司 (「本公司」)
臨時股東大會通知函

Notice is hereby given that the extraordinary general meeting of the Company (the “EGM”) will be held on 2 June 2020 at 10 am (Irish time) for the transaction of the following business:

謹此通知台端，本公司的臨時股東大會 (「臨時股東大會」) 將於 2020 年 6 月 2 日上午 10 時 (愛爾蘭時間) 舉行，以處理下列業務：

Ordinary Business

一般業務

1. To read the notice convening the EGM.
宣讀臨時股東大會召集通知。
2. To transact any other ordinary business of the Company.
處理本公司任何其他一般業務。

Special Business

特別業務

3. Subject to and with effect from approval from the Companies Registration Office and the Central Bank of Ireland, to amend the Company’s memorandum and articles of association (the “M&A”) as set out in the first schedule to this Notice and to approve the changing of the name of the Company to First Sentier Investors Global Umbrella Fund plc.

取決於愛爾蘭公司註冊局及愛爾蘭中央銀行之核准並依其生效，修正本公司之組織備忘錄及章程 (「備忘錄及章程」) 如通知函附表一所載，並同意將本公司之名稱變更為首源投資環球傘型基金有限公司。

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

4. Subject to and with effect from approval from the Companies Registration Office and the Central Bank of Ireland, to amend the Company's M&A as set out in the second schedule to this Notice.

取決於愛爾蘭公司註冊局及愛爾蘭中央銀行之核准並依其生效，修正本公司之備忘錄及章程如通知函附表二所載。

5. Subject to and with effect from approval from the Companies Registration Office and the Central Bank of Ireland, to amend the Company's M&A as set out in the third schedule to this Notice.

取決於愛爾蘭公司註冊局及愛爾蘭中央銀行之核准並依其生效，修正本公司之備忘錄及章程如通知函附表三所載。

A copy of the draft amended M&A (showing the proposed changes) (in English only) is available by contacting your usual First State representative or the Client Services Team by the means set out above. Hong Kong Shareholders may contact the Hong Kong Representative First State Investments (Hong Kong) Limited by the means set out above.

修訂版備忘錄及章程的稿件副本 (載列擬訂變更) (僅提供英文本) 得透過上述方式聯繫台端於首域通常之代表或客戶服務團隊索取。(餘略)

Dated: 12 May 2020

日期：2020年5月12日



**For and on behalf of
Matsack Trust Limited
Secretary**

謹代表 Matsack Trust Limited
秘書處

**Registered Office of the Company
70 Sir John Rogerson's Quay
Dublin 2 Ireland**

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

本公司登記之營業處所
70 Sir John Rogerson's Quay
Dublin 2 Ireland

Registered in Ireland. Registered Number 288284

登記於愛爾蘭。登記編號 **288284**

Note: A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

註：有權出席臨時股東大會並行使投票權之成員均有權指派一位或多位代理人以其名義出席臨時股東大會並行使投票權。代理人毋須為本公司成員。

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

**First Schedule to the Notice of Extraordinary General Meeting
of First State Global Umbrella Fund plc**

首域環球傘型基金有限公司臨時股東大會通知函附表一

Amendments to the Memorandum and Articles of Association

組織備忘錄及章程之修訂

1. Paragraph 1 of the Memorandum of Association is deleted and replaced in its entirety with the following:

刪除組織備忘錄第 1 項，並以下述內容完全取代：

The name of the Company is “First Sentier Investors Global Umbrella Fund public limited company”.

本公司之名稱為「首源投資環球傘型基金有限公司」。

2. Article 2 of the Articles of Association is amended such that the definition of “Company” is deleted and replaced in its entirety with the following:

修訂章程第 2 條，將「本公司」之定義刪除，並以述下內容完全取代：

First Sentier Investors Global Umbrella Fund plc.

首源投資環球傘型基金有限公司。

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

**Second Schedule to the Notice of Extraordinary General Meeting
of First State Global Umbrella Fund plc**

首域環球傘型基金有限公司臨時股東大會通知函附表二

Amendments to the Memorandum and Articles of Association

組織備忘錄及章程之修訂

1. Article 18 (d) is deleted and replaced in its entirety with the following:
刪除第 18 (d) 條，並以下述內容完全取代：

The value of any Investment which is not listed or dealt in on a Regulated Market or of any Investment which is normally listed or dealt in on a Regulated Market but in respect of which the price is unrepresentative or currently unavailable shall be the probable realisation value thereof as ascertained with care and in good faith by either (1) the Responsible Person or (2) a competent person appointed by or on behalf of the Responsible Person and approved for the purpose by the Depositary. For this purpose the Directors may also value such Investment by any other means, provided that the value is approved by the Depositary.

任何未於監管市場掛牌或交易之投資，或任何雖於監管市場掛牌或交易，惟其價格不具代表性或目前無法取得其價格之投資，其價值應為由下列之人審慎且誠信地確定之可變現價值：(1) 負責人或 (2) 經負責人指派或代表負責人，並經存託機構為此目的核准之有權人員。為此目的，董事亦得以任何其他經存託機構核准之方式評價該等投資。

2. Article 18 (g) is amended by the insertion of the following sentence at the end of the existing paragraph:

修訂第 18 (g) 條，於現有段落末增訂下列句子：

A review of this amortised cost valuation vis-à-vis market valuation will be carried out in accordance with the requirements of the Central Bank.
按攤銷後成本評價相對於按市場價值評價之審查將依據中央銀行之要求進行。

3. Article 18 (i) is amended by the deletion of the words “the price appearing to the Directors with the approval of the Depositary to be”.

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

修訂第 18 (i) 條，刪除「董事經存託機構核准所訂之價格」之文字。

4. Article 18 (I) is amended by the deletion of the words “with the approval of the Depository”.

修訂第 18 (I) 條，刪除「經存託機構核准」之文字。

5. Article 22 (a) is amended as follows:

修訂第 22 (a) 條如下：

~~Any such suspension shall be publicised in a newspaper circulating in the European Union if in the opinion of the Directors it is likely to exceed fourteen~~
~~(14) days and shall be notified to investors requesting issue or repurchase of the relevant class of Participating Shares by the Directors at the time of application or the making of the irrevocable request to repurchase. Any such request which is not withdrawn shall (save those in respect of which the Directors have accepted a withdrawal) shall, subject to Article 13 and Article 19, be dealt with on the first Dealing Day after the suspension is lifted.~~

倘董事認為暫停交易可能逾十四 (14) 天，則任何該等暫停交易應於流通於歐盟之報紙上公告，且應由董事於投資人提出申請或不可撤回之買回請求時，通知要求發行或買回參與股份相關類別之投資人。任何該等未經撤回之請求應 (除董事已接受撤回者外) 應根據第 13 條及第 19 條之規定，於恢復交易後之第一個交易日處理。

6. Article 22 (c) is amended by the deletion of the words “shall cause another notice to be placed in a newspaper circulating in the European Union stating that the period of suspension has ended and”.

修訂第 22 (c) 條，刪除「應於流通於歐盟之報紙上另行刊登通知，載明暫停交易期間已結束及」之文字。

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

**Third Schedule to the Notice of Extraordinary General Meeting
of First State Global Umbrella Fund plc**

首域環球傘型基金有限公司臨時股東大會通知函附表三

Amendments to the Memorandum and Articles of Association

組織備忘錄及章程之修訂

1. Article 21 (a) is amended by the deletion of “or” at the end of sub-section (iv), the inclusion of “or” at the end of sub-section (v) and the inclusion of a new sub-section (vi) as follows:

修訂第 21 (a) 條，於第 (iv) 款句末刪除「或」字、於第 (v) 款句末新增「或」字並新增第 (vi) 款如下：

any period when the Directors determine that it is in the best interests of the Shareholders to do so.

於董事認為如此將符合股東最大利益之任何期間。

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

Appendix II

附件二

Proxy Card

委託書

First State Global Umbrella Fund plc

(the “Company”)

首域環球傘型基金有限公司

(「本公司」)

I/We (name of Member) _____
(the “Member”) of (address of Member) _____
_____ being a

member of the Company hereby appoint/s the Chairperson (or failing him/her), Barry O’Connor of 70 Sir John Rogerson’s Quay, Dublin 2, Ireland (or failing him), Tara Doyle of 70 Sir John Rogerson’s Quay, Dublin 2, Ireland (or failing her), Gavin Coleman of 70 Sir John Rogerson’s Quay, Dublin 2, Ireland (or failing him), Jim Murphy of 70 Sir John Rogerson’s Quay, Dublin 2, Ireland as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the extraordinary general meeting of the Company to be held on 2 June 2020 and at any adjournment of the meeting.

本人/我們 (成員姓名) _____
(「成員」)於(成員地址) _____ 為
本公司成員之一，茲指派主席 (或其不克出席)、地址位於 70 Sir John Rogerson’s Quay, Dublin 2, Ireland 之 Barry O’Connor (或其不克出席)、地址位於 70 Sir John Rogerson’s Quay, Dublin 2, Ireland 之 Tara Doyle (或其不克出席)、地址位於 70 Sir John Rogerson’s Quay, Dublin 2, Ireland 之 Gavin Coleman (或其不克出席)、地址位於 70 Sir John Rogerson’s Quay, Dublin 2, Ireland 之 Jim Murphy 為成員之代理人，代表成員於本公司 2020 年 6 月 2 日召開之臨時股東大會及任何該會之延期會議出席、發言及投票。

The proxy is to vote as follows:

代理人依下列方式進行投票：

Voting instructions to Proxy

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

委託書投票指示 (choice to be marked with an “X”) (以「X」標示選取項目)			
Name or description of resolutions: 決議名稱或概述	In Favour 同意	Abstain 棄權	Against 反對
<p>1. Subject to and with effect from approval from the Companies Registration Office and the Central Bank of Ireland, to amend the Company’s memorandum and articles of association as set out in the first schedule to notice of extraordinary general meeting dated 2 June 2020 and to approve the changing of the name of the Company to First Sentier Investors Global Umbrella Fund plc.</p> <p>取決於愛爾蘭公司註冊局及愛爾蘭中央銀行之核准並依其生效，修正本公司之組織備忘錄及章程如 2020 年 6 月 2 日臨時股東大會通知函附表一所載，並同意將本公司之名稱變更為首源投資環球傘型基金有限公司。</p>			
<p>2. Subject to and with effect from approval from the Companies Registration Office and the Central Bank of Ireland, to amend the Company’s memorandum and articles of association as set out in the second schedule to notice of extraordinary general meeting dated 2 June 2020 .</p> <p>取決於愛爾蘭公司註冊局及愛爾蘭中央銀行之核准並依其生效，修正本公司之組織備忘錄及章程如 2020 年 6 月 2 日臨時股東大會通知函附表二所載。</p>			
<p>3. Subject to and with effect from approval from the Companies Registration Office and the</p>			

(中譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

<p>Central Bank of Ireland, to amend the Company's memorandum and articles of association as set out in the third schedule to notice of extraordinary general meeting dated 2 June 2020 .</p> <p>取決於愛爾蘭公司註冊局及愛爾蘭中央銀行之核准並依其生效，修正本公司之組織備忘錄及章程如 2020 年 6 月 2 日臨時股東大會通知函附表三所載。</p>			
<p><i>Unless otherwise indicated the proxy shall vote as he or she thinks fit</i> 除另有指明外，代理人將依其意見投票</p>			
<p>Signature of Member _____ 成員簽名 _____</p> <p>Dated : _____ 日期 : _____</p>			

NOTES:

註：

- (a) To be effective this form must be deposited at 70 Sir John Rogerson's Quay, Dublin 2, Ireland, not later than 48 hours before the time of the meeting. A faxed or emailed copy will be accepted and can be sent to fscompliance@matheson.com. 為使本表生效，本表必須於大會開始前至遲於 48 小時前送達 70 Sir John Rogerson's Quay, Dublin 2, Ireland。可接受傳真或電子郵件影本，得傳送至 fscompliance@matheson.com。
- (b) Unless otherwise instructed the proxy will vote as he thinks fit.
除另有指明外，代理人將依其意見投票。
- (c) In the case of joint shareholders the signature of the first named shareholder will suffice.
如為共同股東，則第一位列名股東之簽名效力即為已足。
- (d) In the case of a corporation, the form of proxy should be executed under its

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common seal or under the hand of an officer or attorney of it duly authorised in writing.

如為公司，委託書表格應加蓋公司印章，或由經其書面授權之高階主管或顧問親筆簽署。

- (e) **If you wish to appoint a proxy of your choice delete the words “the Chairperson” and insert the name of the proxy you wish to appoint (who need not be a member of the Company).**

如台端希望指派台端所選擇之代理人，請刪除「董事會主席」一詞，並新增台端希望指派之代理人之姓名（其不需為本公司成員之一）。

