

富蘭克林證券投資顧問股份有限公司 函

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受文者：上海商業儲蓄銀行股份有限公司

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速別：

密等及解密條件或保密期限：

附件：共 2 件



主旨：富蘭克林坦伯頓開發中國家基金(美國註冊基金)特別股東大會會議通知，敬請 查照。

說明：

- 一、富蘭克林坦伯頓開發中國家基金謹訂於 2020 年 9 月 9 日美國東部時間中午 12 點於富蘭克林坦伯頓基金集團辦公室召開特別股東大會。
- 二、會議通知函以及相關資料隨附如下。若 貴公司對於本次會議之相關議題有任何寶貴意見，惠請 貴公司於 2020 年 8 月 26 日前回函予本公司，俾利彙整並轉寄予該公司。
- 三、附件：
 1. 會議通知(英文版及中文譯本)。
 2. 委託書(英文版及中文譯本)。

正本：上海商業儲蓄銀行股份有限公司

副本：

董事長 嚴守白



TEMPLETON DEVELOPING MARKETS TRUST

IMPORTANT SHAREHOLDER INFORMATION

These materials are for a Special Meeting of Shareholders (the “Meeting”) of Templeton Developing Markets Trust (the “Fund”), scheduled for September 9, 2020, at 12:00 p.m., Eastern time, at the offices of Franklin Templeton, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301-1923. The enclosed materials discuss several proposals (the “Proposals” or, each, a “Proposal”) to be voted on at the meeting, and contain the Notice of Special Meeting of Shareholders, proxy statement and proxy card(s). A proxy card is, in essence, a ballot. When you vote your proxy, it tells us how you wish to vote on important issues relating to the Fund. If you specify a vote on all Proposals, your proxy will be voted as you indicate. If you specify a vote on one or more Proposals, but not all, your proxy will be voted as specified on such Proposal(s) and, on the Proposal(s) for which no vote is specified, your proxy will be voted FOR such Proposal(s) in accordance with the Trustees’ recommendations beginning on page 1 of the proxy statement. If you simply sign, date and return the proxy card, but do not specify a vote on any Proposal, your proxy will be voted FOR the Proposals in accordance with the Trustees’ recommendations.

We urge you to spend a few minutes reviewing the Proposals in the proxy statement. Then, please fill out and sign the proxy card(s) or voting instruction form(s) and return it (them) prior to the Meeting on September 9, 2020, so that your vote will be counted. When shareholders return their proxies promptly, the Fund may be able to save money by not having to conduct additional solicitations, including other mailings. PLEASE COMPLETE, SIGN AND RETURN each proxy card or voting instruction form you receive.

In light of the COVID-19 pandemic, we are urging all shareholders to take advantage of voting by mail, Internet or telephone (separate instructions are listed on the enclosed proxy card to vote by telephone or through the Internet). Additionally, while we anticipate that the Meeting will occur as planned on September 9, 2020, there is a possibility that, due to the COVID-19 pandemic, the Meeting may be postponed or the location or approach may need to be changed, including the possibility of holding a virtual meeting for the health and safety of all Meeting participants. Should this occur, we will notify you by issuing a press release and filing an announcement with the Securities and Exchange Commission as definitive additional soliciting material. If you plan to attend the Meeting in person, please note that we will be holding the Meeting in accordance with any recommended and required social distancing and safety guidelines, as applicable.

We welcome your comments. If you have any questions or would like to quickly vote your shares, call AST Fund Solutions, LLC, our proxy solicitor, toll free at (800) 755-3105. Agents are available 9:00 a.m. – 10:00 p.m., Eastern time, Monday through Friday.

TELEPHONE AND INTERNET VOTING

For your convenience, you may vote by telephone or through the Internet, 24 hours a day.

Separate instructions are listed on the enclosed voting instruction form(s) or proxy card(s).



**FRANKLIN
TEMPLETON**

TEMPLETON DEVELOPING MARKETS TRUST

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

The Board of Trustees of Templeton Developing Markets Trust (the “Fund”) has called a Special Meeting of Shareholders (the “Meeting”) of the Fund, which will be held at the offices of Franklin Templeton, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301-1923 on September 9, 2020, at 12:00 p.m., Eastern time.

During the Meeting, shareholders of the Fund will be asked to vote on the following Proposals:

1. To approve a new Subadvisory Agreement with Franklin Templeton Investment Management Limited.
2. To approve the use of a “manager of managers” structure whereby the Fund’s investment manager would be able to hire and replace affiliated and unaffiliated subadvisers without shareholder approval.
3. To approve a change in the Fund’s classification from a diversified to a non-diversified fund.

By Order of the Board of Trustees,

Lori A. Weber
Secretary and Vice President

July 20, 2020

Please sign and promptly return all of the proxy card(s) or voting instruction form(s) in the enclosed self-addressed envelope, or vote your shares by telephone or through the Internet, regardless of the number of shares you own, prior to the Meeting on September 9, 2020, so your vote may be counted.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE SPECIAL SHAREHOLDER MEETING TO BE HELD ON SEPTEMBER 9, 2020**

**The Notice of Special Meeting of Shareholders, proxy statement and form of proxy card are available on the Internet at <https://vote.proxyonline.com/Franklin/docs/TDMT2020.pdf>.
The form of proxy card on the Internet site cannot be used to cast your vote.**

If you have any questions, would like to vote your shares, or wish to obtain directions to be able to attend the Meeting and vote in person, please call AST Fund Solutions, LLC, our proxy solicitor, toll free at (800) 755-3105.

中文翻譯，僅供參考

富蘭克林坦伯頓開發中國家基金 (TEMPLETON DEVELOPING MARKETS TRUST)

重要股東訊息

這些資料係為謹訂於 2020 年 9 月 9 日美國東岸時間中午 12 時在位於美國佛羅里達州羅德岱堡東南 2 街 300 號，郵遞區號：FL 33301-1923 (300 S.E. 2nd Street, Fort Lauderdale, Florida 33301-1923) 的富蘭克林坦伯頓基金集團辦公室召開富蘭克林坦伯頓開發中國家基金（以下簡稱本基金）特別股東大會的說明。隨附的資料是在會議中進行投票的提案，尚且包含特別股東大會會議通知、委託書說明書以及委託書。委託書在本質上即是選票。當您以委託書投票時，就是告知您希望對本基金的重要事項要如何投票。如果您對所有提案表示意見，您的委託書將會如您所指示進行投票。如果您對一項或數項提案表示意見，而不是所有提案時，您的委託書對這類提案將會如您所指示投票，並且對您未有指示的提案以同意該提案處理。如果您謹簽名、標上日期和寄回所附的委託書，卻未對任何一項提案表示任何意見，則您的委託書將會被視為同意每一項提案。

我們極力主張您利用一些時間檢閱委託書說明書內的提案。然後，填寫並在委託書或是投票表決表格簽名，於 2020 年 9 月 9 日前寄回給我們，這樣我們才能知道您想要如何投票。當股東們儘速寄回委託書，本基金才能無須執行額外跟催作業如寄發跟催信而節省費用。敬請股東們完成填寫、簽名並寄回委託書或是投票表決表格！

鑑於 COVID-19 大流行，我們極力主張所有股東利用郵寄、網路或電話進行投票（隨附的委託書有說明可透過電話或網路進行投票）。此外，雖然我們預期會議將按計劃於 2020 年 9 月 9 日舉行，但由於 COVID-19 大流行，會議有可能被推遲，或者會議的地點或方式可能需要更改，包括為所有會議參與者的健康和 safety 舉行虛擬會議的可能性。如果發生這種情況，我們將通知您，藉由透過發布新聞稿並向美國證券交易委員會（SEC）申報的方式。如果您計劃親自參加會議，請注意，我們將根據社交距離和安全準則（如適用）的任何建議以及

要求舉行會議。

我們歡迎您的批評指教。若您有任何疑問或是想儘速為您的股份投票，您可以致電我們的委託書徵求公司 AST Fund Solutions, LLC，免付費電話為 800-755-3105，其星期一至星期五的營業時間為美國東岸時間早上九時至晚上十時。

電話及網路投票

為了您的便利，您得以電話或是透過網路的全天 24 小時服務進行投票。如果您符合電話投票或透過網路投票的資格，亦會另外附上指示。

中文翻譯，僅供參考

富蘭克林坦伯頓開發中國家基金 (TEMPLETON DEVELOPING MARKETS TRUST)

特別股東大會通知

富蘭克林坦伯頓開發中國家基金（以下簡稱本基金）董事會已召集本基金的特別股東大會（以下簡稱股東大會），其將於 2020 年 9 月 9 日美國東岸時間中午 12 時在位於美國佛羅里達州羅德岱堡東南 2 街 300 號，郵遞區號：FL 33301-1923（300 S.E. 2nd Street, Fort Lauderdale, Florida 33301-1923）的富蘭克林坦伯頓基金集團辦公室召開會議。

本基金股東將受邀對下列提案在股東大會中進行投票：

1. 同意核准本基金與富蘭克林坦伯頓投資管理公司簽訂新次顧問合約。
2. 同意核准本基金採用多重經理公司架構，藉此本基金經理公司無須股東同意即得以雇用或更換關係或非關係企業次顧問公司。
3. 同意核准本基金的類別從分散配置型基金更改為非分散配置型基金。

依據董事會指示

羅利 偉伯 (Lori A. Weber)
副總裁及秘書

2020 年 7 月 20 日

無論您持有之基金股數多寡，請您於 2020 年 9 月 9 日前簽署並利用隨附已載明收件人地址之信封儘速寄回您的委託書或投票指示表格。

有關取得訂於 2020 年 9 月 9 日舉辦特別股東大會

委託書資料的重要通知

特別股東大會通知、委託書說明書以及委託書得於

<https://vote.proxyonline.com/Franklin/docs/TDMT2020.pdf> 線上取得。載於網站的委託書表格無法用來投票您的意見。

若您有任何疑問、想要對您的股份投票，或是希望想獲取親自參與會議投票的方式，您可以致電我們的委託書徵求公司 AST Fund Solutions, LLC，免付費電話為 800-755-3105。



PROXY CARD

TEMPLETON DEVELOPING MARKETS TRUST

SIGN, DATE AND VOTE ON THE REVERSE SIDE

YOUR VOTE IS IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. THE MATTER WE ARE SUBMITTING FOR YOUR CONSIDERATION IS SIGNIFICANT TO THE FUND AND TO YOU AS A FUND SHAREHOLDER. PLEASE TAKE THE TIME TO READ THE PROXY STATEMENT AND CAST YOUR PROXY VOTE TODAY!

PROXY VOTING OPTIONS



1. **MAIL** your signed and voted proxy back in the postage paid envelope provided



2. **ONLINE** at <https://vote.proxyonline.com/franklin/14473/> using your proxy voting number found below



3. **PHONE** dial toll-free (888) 227-9349 to reach an automated touchtone voting line



4. **LIVE** with a live operator when you call toll-free (800) 755-3105 Monday through Friday 9 a.m. to 10 p.m. Eastern time

CONTROL NUMBER  **12345678910**

PROXY IN CONNECTION WITH THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 9, 2020

The undersigned hereby revokes all previous proxies for his/her shares of the Templeton Developing Markets Trust (the "Fund") and appoints Alison E. Baur, Steven J. Gray and Lori A. Weber, and each of them, proxies of the undersigned with full power of substitution to vote all shares of the Fund that the undersigned is entitled to vote at the Fund's Special Meeting of Shareholders ("Meeting") to be held at the offices of Franklin Templeton, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301-1923 at 12:00 p.m., Eastern time on September 9, 2020, including any postponements or adjournments thereof, upon the matter set forth on the reverse side and instructs them to vote upon any other matters that may properly be acted upon at the Meeting.

This proxy is solicited on behalf of the Board of Trustees on behalf of the Fund. The Board unanimously recommends that you vote "FOR" the proposals. The proxy will be voted as specified by the undersigned. **If no specification is made, this proxy shall be voted in accordance with the Trustees' recommendations as set forth in the Proxy Statement, including voting FOR a new Subadvisory Agreement with Franklin Templeton Investment Management Limited.** If any other matters properly come before the Meeting to be voted on, the proxy holders will vote, act and consent on those matters in accordance with the views of management.

Please refer to the Proxy Statement for a discussion of the Proposals.

PLEASE VOTE, DATE AND SIGN ON THE REVERSE SIDE HEREOF AND RETURN THE SIGNED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE. IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 9, 2020. The Proxy Statement is also available at <https://vote.proxyonline.com/franklin/docs/TDMT2020.pdf>.

SHAREHOLDER PRIVACY: To ensure your privacy there is no personal information required to view or request proxy materials and/or vote. The control number listed above is a unique identifier created for this proxy and this proxy only. It is not linked to your account number nor can it be used in any other manner other than this proxy.

[PROXY ID NUMBER HERE]

[BAR CODE HERE]

[CUSIP HERE]

TEMPLETON DEVELOPING MARKETS TRUST

PROXY CARD

YOUR SIGNATURE IS REQUIRED FOR YOUR VOTE TO BE COUNTED.

Please sign exactly as your name(s) appear(s) on the proxy card. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer who should state his or her title.

SIGNATURE (AND TITLE IF APPLICABLE)

DATE

SIGNATURE (IF HELD JOINTLY)

DATE

TO VOTE, MARK ONE CIRCLE IN BLUE OR BLACK INK. Example: ●

THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS A VOTE FOR THE FOLLOWING:

A. PROPOSALS

	FOR	AGAINST	ABSTAIN
1. To approve a new Subadvisory Agreement with Franklin Templeton Investment Management Limited.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. To approve the use of a "manager of managers" structure whereby the Fund's investment manager would be able to hire and replace affiliated and unaffiliated subadvisers without shareholder approval.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. To approve a change in the Fund's classification from a diversified to a non-diversified fund.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

You can vote on the internet, by telephone or by mail. Please see the reverse side for instructions.

PLEASE VOTE ALL YOUR BALLOTS IF YOU RECEIVED MORE THAN ONE BALLOT DUE TO MULTIPLE INVESTMENTS IN THE FUND. REMEMBER TO SIGN AND DATE ABOVE BEFORE MAILING IN YOUR VOTE. THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

THANK YOU FOR VOTING

[PROXY ID NUMBER HERE]

[BAR CODE HERE]

[CUSIP HERE]



中文翻譯，僅供參考

委託書

富蘭克林坦伯頓開發中國家基金
簽名、標示日期及投票在另一頁

不論您所持有的基金股數多寡，您的投票都是重要的。
請詳閱委託書內容，並請於今日投票！

股東姓名及地址

委託書投票方式



1. 郵寄：請利用隨函所附之已付郵資信封儘速寄回您的委託書。



2. 網路：請使用以下您的控制碼(委託書投票碼)登入網站

<https://vote.proxyonline.com/franklin/14473/>



3. 電話：請撥打免付費專線(888) 227-9349，將可透過按鍵式電話投票



4. 線上：可撥打免付費專線(800)-755-3105，與線上人員聯繫(星期一至星期五早上9點至晚上10點，美國東部時間)。

控制碼

➡ 此份是樣本

特別股東大會委託書

2020年9月9日

於下方簽名表示撤銷股東先前在富蘭克林坦伯頓開發中國家基金(以下稱「本基金」)股份之委託書，且指派並完全授權Alison E. Baur, Steven J. Gray 和 Lori A. Weber 及他們其中一人，代替股東行使所持有之全球基金全部股份於2020年9月9日美國東部時間中午12點於美國佛羅里達州羅德岱堡東南2街300號(300 S.E., 2nd Street, Fort Lauderdale, Florida 33301-1923)舉行之特別股東大會(以下稱「股東會」)中得行使之投票權並參加以下提案之投票(不論會議延期或休會)且授權他們投票表決任何可能於股東會中提出之決議事項。

在此謹代表本基金董事會徵求委託書。董事會一致建議您投票“同意”此合併案。委託書將按照股東的投票指示進行投票。如未作指示，將依委託書中董事的建議投票，包括投票同意本基金與富蘭克林坦伯頓投資管理公司簽訂新次顧問合約。倘若股東會舉行並進行投票之前有任何其他事項產生，委託書持有者將與管理團隊之觀點一致，進行投票表決該提議事項。

提案的討論請參考公開說明書/委託書說明

敬請於今天簽名、填上日期並用隨函所附的信封寄回您的委託書。

有關2020年9月9日舉行的特別股東大會之委託書說明的重要通知。委託書說明也可於

<https://vote.proxyonline.com/Franklin/docs/TDMT2020.pdf> 取得。

富蘭克林坦伯頓開發中國家基金

您的投票能被計算，須要您的簽名

請確實依本委託書所列之姓名簽名。若為聯名戶，須由一位或多位聯名股東親自簽名。受託人和其他信託人應該表明他們簽署的能力，在名字出現的地方簽名。若為公司戶，簽名的人應該為被授權人。

簽名(職稱，如適用)

日期

簽名(若為聯名股東)

日期

請用藍色或黑色墨水的筆如例子所顯示標記您的投票：●

董事會一致建議您投票核准贊成以下提案：

	贊成	反對	棄權
1. 同意核准本基金與富蘭克林坦伯頓投資管理公司簽訂新次顧問合約。	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. 同意核准本基金採用多重經理公司架構，藉此本基金經理公司無須股東同意即得以雇用或更換關係或非關係企業次顧問公司。	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. 同意核准本基金的類別從分散配置型基金更改為非分散配置型基金。	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

您可以透過網際網路、電話或郵寄的方式投票。請參閱另一頁的說明。

如果您有多個投資帳戶而收到超過一個委託書，請所有的委託書都投票。

請在您郵寄之前確認於上方已簽名並且填上日期。此委託書僅在有簽名並標示日期有效。

感謝您的投票!