野村證券投資信託股份有限公司 函

地址:11049臺北市信義路5段7號30樓

承辦人:賴韋婷 電話:87581577

受文者:上海商業儲蓄銀行股份有限公司信託部

發文日期:中華民國109年10月27日 發文字號:野村信字第1090000548號

速別:普通件

密等及解密條件或保密期限:

附件:中英譯股東通知書及委託書(0000548AP0_ATTCH45.pdf、0000548AP0_ATTCH46.pd

f \ 0000548AP0_ATTCH47. pdf \ 0000548AP0_ATTCH48. pdf)

主旨:NN(L)系列境外基金2020年11月11日股東臨時會通知。 說明:

一、本公司經金融監督管理委員會核准,擔任NN(L)系列境外基金之總代理人,在國內募集及銷售,合先敘明。

二、茲函轉NN(L)將於2020年11月11日召開股東臨時會,詳細議程請參閱隨函檢附之NN(L)中、英譯股東通知書及委託書。 三、請於函附之英文委託書上由有權人簽署(原留印鑑/簽名)並註明日期,中文委託書僅為方便您閱讀之翻譯本,簽署於中文委託書上將不具效力。請於2020年11月6日前E-mail至Legal Department of NN Investment Partners B.V.(電子信箱:Secretariat.Luxfunds@nnip.com),再以平信郵寄委託書正本至:Schenkkade 65, 2595 AS Den Haag, Netherlands。

四、銷售機構暨投資人亦可於2020年11月5日前將上述之英文委託書正本郵寄至野村證券投資信託股份有限公司基金事務部收, 地址:台北市110信義路五段7號30樓。

正本:臺灣土地銀行股份有限公司、星展(台灣)商業銀行信託部(T&O-WMO)、第一商業銀行股份有限公司信託處規劃部、台中商業銀行股份有限公司、高雄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、王道商業銀行股份有限





陽信商業銀行股份有限公司信託部、彰化商業銀行股份有限公司信託處、元大商 業銀行股份有限公司、國泰世華商業銀行股份有限公司信託部(統編12163963)、 遠東國際商業銀行股份有限公司投資顧問部、遠東國際商業銀行股份有限公司信 託部、臺灣新光商業銀行股份有限公司(信託部)、臺灣新光商業銀行股份有限公 司(財富管理部)、中國信託商業銀行股份有限公司、合作金庫商業銀行(信託部) 、法商法國巴黎銀行台北分公司信託部、瑞士商瑞士銀行股份有限公司台北分公 司、華南商業銀行股份有限公司、京城商業銀行股份有限公司信託部、上海商業 储蓄銀行股份有限公司信託部、板信商業銀行股份有限公司信託部、兆豐國際商 業銀行股份有限公司、台新國際商業銀行股份有限公司信託部、凱基商業銀行股 份有限公司、聯邦商業銀行股份有限公司財管部、臺灣中小企業銀行股份有限公 司、臺灣銀行股份有限公司信託部、華泰商業銀行股份有限公司信託部、台北富 邦商業銀行股份有限公司、瑞興商業銀行股份有限公司信託部、容海國際證券投 資顧問股份有限公司、元大證券股份有限公司、凱基證券股份有限公司、元富證 券股份有限公司、群益金鼎證券股份有限公司、核聚證券投資顧問股份有限公司 、富邦綜合證券股份有限公司、日盛證券股份有限公司、華南永昌綜合證券股份 有限公司、永豐金證券股份有限公司、柏瑞證券投資信託股份有限公司、統一綜 合證券股份有限公司、基富通證券股份有限公司、中國人壽保險股份有限公司、 元大人壽保險股份有限公司、全球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、南山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、國泰人壽保險股份有限公司、國際康健人壽保 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、 合作金庫人壽保險股份有限公司、安聯人壽保險股份有限公司、台灣人壽保險股 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、保 誠人壽保險股份有限公司、新光人壽保險股份有限公司、元大證券投資信託股份 有限公司、永豐證券投資信託股份有限公司、日盛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、合作金庫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、復華證券投資信託股份有限公司、富蘭克林華美證券 投資信託股份有限公司、聯邦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、統一證券投資信託股份有限公司、華南永昌證券投資信託股份有 限公司、中國信託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 、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、第一金證 券投資信託股份有限公司、新光產物保險股份有限公司國際保險業務分公司、瀚 亞證券投資信託股份有限公司、安睿宏觀證券投資顧問股份有限公司、三信商業 銀行股份有限公司(財管部)、三信商業銀行股份有限公司(信託部)、鉅亨證券投 資顧問股份有限公司、中租證券投資顧問股份有限公司、遠智證券股份有限公司

公司財富管理部、王道商業銀行股份有限公司財富信託部、安泰商業銀行股份有限公司、玉山商業銀行股份有限公司信託部、日盛國際商業銀行股份有限公司、

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NN (L)

可變資本投資公司 80, route d'Esch, L-1470 Luxembourg 盧森堡大公國 盧森堡商業登記編號第 B 44.873 號 (「本公司」)

[節譯文]

致股東通知書

謹此通知,本公司股東臨時會將於 2020年11月11日下午 3 時(盧森堡時間)在公證人面前於 27 Boulevard Marcel Cahen, L-1311 Luxembourg 召開(「會議」),以考量並決議下列議程,俾更新本公司之公司章程(「章程」)如下:

1. 於章程第 14條「淨資產價值」第 14 段後新增段落如下,以符合相關規則與 盧森堡金融監理委員會於 2019 年 7 月 30 日「常見問答集」中有關擺動訂價 機制之規定:

「子基金申購或買回之交易包括實物交易,可造成基金資產之「稀釋」,這是因為當投資經理公司為提供大量現金流出及流入量而為證券交易時(如有),一名投資人申購或買回一子基金之股份之價格可能無法全盤反應出所生之交易與其它成本。為減輕影響並提升對於現有股東之保障,名為擺動單一訂價(Swinging Single Pricing, SSP)之機制得依董事會之決定,適用於本基金之個別子基金,詳如公開說明書所載。」

2. 修訂章程第 24 條「股東大會」第 1 段如下,以符合 1915 年 8 月 10 日商業公司法及其 2016 年之修訂:

「股東大會每年應於財務年度終了後六個月內,於盧森堡之本公司登記營業 處或開會通知所列任何其他地點召開。如本公司董事會依其裁量權認為情況 特殊,年度股東大會得於國外舉辦。」

3. 於章程第 26 條「子基金或股份級別之終止與合併及股份分拆及合併」末段 新增釐清之段落如下:

「本公司董事會得,依據監管核准(如適用),決定合併或分割任一股份級 別或子基金之股份級別。於盧森堡法律要求之範圍內,此等決定將於生效 前,以上述條款所述之相同方式進行公告或通知,且該公告及/或通知將包

含所擬之分割或合併相關資訊。本公司董事會亦得決定將該等股份級別合併 或分割議題提交予該等股份之股東大會。為此目的召開的股東大會並無最低 法定人數要求,且於該會議投票之人數達簡單多數即成決議。,

會議僅得於至少本公司發行之股本的 50% 須出席或代表該比例之股數出席時始得有效審視議程。相關決議如經本公司股東於會議上至少三分之二投票同意,始得有效作成決議。一股代表一票。會議之過半票數應依截至會議前五個日曆日午夜(盧森堡時間)所發行及流通在外之股數決定。

若未達法定人數,將另再召開股東臨時會。無論出席或代表出席本公司已發行股本之比例為何,第二次股東臨時會應有效審視議程。

謹請股東完成並簽署可於本公司登記辦公室取得之委託書,並請至遲於 2020 年 11 月 06 日下午 5 時(盧森堡時間)以電子郵件寄至位於 Schenkkade 65, 2595 AS Den Haag, Netherlands 之 Legal Department of NN Investment Partners B.V. (電子信箱: Secretariat.Luxfunds@nnip.com),並請隨後平信郵寄正本。

本公司董事會

NN(L)

Société d'investissement à capital variable 80, route d'Esch, L-1470 Luxembourg Grand Duchy of Luxembourg R.C.S. Luxembourg – B 44.873 (the "Company")

NOTICE TO SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of the shareholders of the Company will be held before notary at, 27 Boulevard Marcel Cahen, L-1311 Luxembourg on **11 November 2020 at 03.00 p.m.** Luxembourg time (the "**Meeting**") to consider and resolve upon the following agenda so as to update the articles of incorporation of the Company (hereinafter the "**Articles**") as follows:

- 1. Insertion of a new paragraph after the 14th paragraph of the Article 14 "Net Assets Value" to comply with regulations and the Commission de surveillance du secteur financier's "Frequently Asked Questions" on swing pricing mechanisms of 30 July 2019, as follows:
 - "Transactions, including transactions in kind, in or out of a Sub-Fund can create "dilution" of a Sub-Fund's assets because the price at which an investor subscribes or redeems Shares in a Sub-Fund may not entirely reflect the dealing and other costs that arise when the investment manager, if any, has to trade in securities to accommodate cash inflows and outflows. In order to mitigate this effect and enhance the protection of existing shareholders, the mechanism known as "Swinging Single Pricing" ("SSP") may be applied at the discretion of the Board of Directors for each of the Sub-Funds of the Fund, as further described in the Prospectus."
- 2. Amendment of the first paragraph of the Article 24 "General meetings of shareholders" to comply with the law on commercial companies of 10 August 1915, as modified in 2016, as follows:

 "The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, within six (6) months of the end of each financial year. The annual general meeting may be held abroad if the Board of Directors, acting with sovereign powers, decides that exceptional circumstances warrant this."
- 3. Insertion of a new paragraph at the end of the Article 26 "Termination and amalgamation of Sub-Funds or share classes and share splits and consolidations" for clarification purposes, as follows:

 "The Board of Directors may also, subject to regulatory approval (if required), decide to consolidate or split any Share(s) within a Share-Class or a Sub-Fund. To the extent required by Luxembourg law, such decision will be published or notified in the same manner as described above in these Articles before it becomes effective and the publication and/or notification will contain information in relation to the proposed split or consolidation. The Board of Directors may also decide to submit the question of the consolidation or split of Share(s) to a meeting of holders of such Share(s). No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast."

The Meeting will validly deliberate on the agenda only if at least 50% of the issued share capital of the Company is present or represented. The related resolutions will be validly adopted if approved by at least two thirds of the votes cast by shareholders of the Company at the Meeting. Each share is entitled to one vote. The majority at the Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) five calendar days prior to the Meeting.

If the quorum is not reached, another Extraordinary General Meeting shall be convened. The second Extraordinary General Meeting shall validly deliberate on the agenda regardless of the proportion of the issued share capital of the Company present or represented.

Shareholders are kindly asked to complete and sign a proxy available at the registered office of the Company and to return it to the Legal Department of NN Investment Partners B.V. at Schenkkade 65, 2595 AS Den Haag, Netherlands, no later than by 06 November 2020, 5:00 p.m. Luxembourg time by email (email address: Secretariat.Luxfunds@nnip.com), followed by the original by regular mail.

The Board of Directors of the Company

NN (L)

可變資本投資公司

註冊辦公室: 80, route d'Esch, L-1470 Luxembourg

盧森堡大公國

盧森堡商業登記處編號-B 44.873

(節譯文)

供NN (L) 於2020年11月11日下午三時(盧森堡時間)召開之股東臨時會使用 之委託書

請以正楷中文填寫

本人/我們	名	姓	帳戶號码	馬
第一持有人:				
第二持有人: (如適用)				
(若有超過二位名	之共同股東,請完整填?	寫其他持有人姓名)	
)(「本公司」) 茲指定本公司股東臨時	會(「會議」)之		
	,以於2020年11月11日 Cahen, L-1311 Luxembo	下午三時(盧森堡	時間) 在27	,

若業已指定主席為代理人者,請在下表其中一格中填入「X」以表示您對會議議程之決議希望作出之投票結果²。若另有指定其他代理人,該代理人將有權出席會議並依您的指示對會議議程之決議或其他會議前適當提出之業務事項為您投票。

議程	同意	不同意	棄權
1. 於章程第14條「淨資產價值」第14段後新增段落如下,以符合相關規則與盧森堡金融監理委員會於2019年7月30日「常見問答集」中有關擺動訂價機制之規定: 「子基金申購或買回之交易包括實物交易,可造成基金資產之「稀釋」,這是因為當投資經理公司為			

请填入持有相關子基金股份之總數量。若持有超過一個子基金股份,請於本委託書背面列出所 有持股。

²若空格留白,本委託書將視為授予會議主席概括授權,使其得就前開議程投票。

NN (L)

可變資本投資公司

註冊辦公室:80, route d'Esch, L-1470 Luxembourg

盧森堡大公國

盧森堡商業登記處編號-B 44.873

	議程	同意	不同意	棄權
	提供大量現金流出及流入量而為證券交易時(如 有),一名投資人申購或買回一子基金之股份之價 格可能無法全盤反應出所生之交易與其它成本。為 減輕影響並提升對於現有股東之保障,名為擺動單 一訂價(Swinging Single Pricing, SSP)之機制得依 董事會之決定,適用於本基金之個別子基金,詳如 公開說明書所載。」			
2.	修訂章程第24條「股東大會」第1段如下,以符合 1915年8月10日商業公司法及其2016年之修訂: 「股東大會每年應於財務年度終了後六個月內,於 盧森堡之本公司登記營業處或開會通知所列任何其 他地點召開。如本公司董事會依其裁量權認為情況 特殊,年度股東大會得於國外舉辦。」			
3.	於章程第26條「子基金或股份級別之終止與合併及股份分拆及合併」末段新增釐清之段落如下:「本公司董事會得,依據監管核准(如適用),決定合併或分割任一股份級別或子基金之股份級別。於廬森堡法律要求之範圍內,此等決定將於生效前,以上述條款所述之相同方式進行公告或通知,且該公告及/或通知將包含所擬之分割或合併相關資訊。本公司董事會亦得決定將該等股份級別合併或分割議題提交予該等股份之股東大會。為此目的召開的股東大會並無最低法定人數要求,且於該會議投票之人數達簡單多數即成決議。」			

若未以書面向法務部門(聯繫方式詳參下述)進行明確指示,任何為出席會議而回傳之有效委託書,於本公司其他議程相同之股東會(稱為「續行股東會」)仍然有效,惟其須於續行股東會時仍符合有效之條件。為續行股東會而於期限內回傳之新的有效委託書,應視撤回就會議回傳之任何委託書。

日期:	
簽署:	

NN (L)

可變資本投資公司

註冊辦公室: 80, route d'Esch, L-1470 Luxembourg

盧森堡大公國

盧森堡商業登記處編號-B44.873

請至遲於2020年11月6日下午五點前(盧森堡時間)以電子郵件(電子郵件信箱:Secretariat.Luxfunds@nnip.com)回傳委託書予地址位於Schenkkade 65, 2595 AS Den Haag, Netherlands之NN Investment Partners B.V.之法務部門,並請隨後以平信郵寄正本。

NN (L)

I/We

First holder:

Société d'investissement à capital variable

Registered office: 80, route d'Esch, L-1470 Luxembourg

Grand-Duchy of Luxembourg R.C.S. Luxembourg, B 44.873

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NN (L) TO BE HELD ON 11 NOVEMBER 2020 AT 03.00 P.M. LUXEMBOURG TIME

Last Name

Account Number

First Name(s)

PLEASE COMPLETE IN BLOCK CAPITAL LETTERS

Second holder: (if applicable)			
(IF THERE ARE MORE THAN TWO JOINT SHAREHOLDERS, ATTACH THE OTHER NAMES IN	ULL)		
holder(s) of (number of) shares¹ of sub-fund of NN (L) (the "Company") hereby appoint(s) the Chairman of the Extraordinary General Meeting of Shareholders (the "Meeting") of the Company or (insert name of representative:)			
as my/our proxy to vote for me/us and on my/our behalf on the resolutions on the 27 Boulevard Marcel Cahen, L-1311 Luxembourg, on 11 November 2020 at 03.00 p.m. (Lu If you have appointed the Chairman as your proxy, please indicate with an 'X' in the bound be cast on each of the resolutions on the agenda of the Meeting ² . If you have appointed be entitled to attend the Meeting and to vote on your behalf according to your instruction the Meeting and on any other business as may properly come before the Meeting.	xembourg t xes below h another re	ime). ow you wish presentative,	your votes to he or she wi
AGENDA	For	Against	Abstain
 Insertion of a new paragraph after the 14th paragraph of the Article 14 "Net Assets Value" to comply with regulations and the Commission de surveillance du secteur financier's "Frequently Asked Questions" on swing pricing mechanisms of 30 July 2019, as follows: "Transactions, including transactions in kind, in or out of a Sub-Fund can create "dilution" of a Sub-Fund's assets because the price at which an investor subscribes or redeems Shares in a Sub-Fund may not entirely reflect the dealing and other costs that arise when the investment manager, if any, has to trade in securities to accommodate cash inflows and outflows. In order to mitigate this effect and enhance the protection of existing shareholders, the mechanism known as "Swinging Single Pricing" ("SSP") may be applied at the discretion of the Board of Directors for each of the Sub-Funds of the Fund, as further described in the Prospectus." Amendment of the first paragraph of the Article 24 "General meetings of shareholders" to comply with the law on commercial companies of 10 August 1915, as modified in 2016, as follows: 		y	
"The annual general meeting of shareholders shall be held in Luxembourg, either at the Company's registered office or at any other location in Luxembourg, to be specified in the notice of the meeting, within six (6) months of the end of each financial year. The annual general meeting may be held abroad if the Board of Directors, acting with sovereign powers, decides that exceptional circumstances warrant this."			

¹ Please insert 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.

² If the boxes are left blank, the proxy will be considered as giving a general mandate to the Chairman of the Meeting to vote on the resolutions.

NN (L)

Société d'investissement à capital variable

Registered office: 80, route d'Esch, L-1470 Luxembourg

Grand-Duchy of Luxembourg R.C.S. Luxembourg, B 44.873

AGENDA	For	Against	Abstain
3. Insertion of a new paragraph at the end of the Article 26 "Termination and amalgamation of Sub-Funds or share classes and share splits and consolidations" for clarification purposes, as follows: "The Board of Directors may also, subject to regulatory approval (if required), decide to consolidate or split any Share(s) within a Share-Class or a Sub-Fund. To the extent required by Luxembourg law, such decision will be published or notified in the same manner as described above in these Articles before it becomes effective and the publication and/or notification will contain information in relation to the proposed split or consolidation. The Board of Directors may also decide to submit the question of the consolidation or split of Share(s) to a meeting of holders of such Share(s). No quorum is required for this meeting and decisions are taken by the simple majority of the votes cast."			

Without specific instruction in writing to the Legal Department (see below for contact details), any valid proxy which was returned for attendance at the Meeting will remain valid in case of another shareholders' meeting of the Company with the same agenda (referred to as "Adjourned General Meeting") if the conditions for its validity are still met at the Adjourned General Meeting. A valid new proxy returned on time for the Adjourned General Meeting shall be deemed to constitute a revocation of any proxy returned with respect to the Meeting.

Date:	
Signature(s):	

Proxy form to return to the Legal Department of NN Investment Partners B.V. at Schenkkade 65, 2595 AS Den Haag, Netherlands no later than by 06 November 2020, 5:00 p.m. Luxembourg time by email, (email address: Secretariat.Luxfunds@nnip.com), followed by the original by regular mail.