

AVIVA INVESTORS

Société d'Investissement à Capital Variable
Registered office: 2, rue du Fort Bourbon, L-1249 Luxembourg
R.C.S. Luxembourg B 32 640
(the "Fund")

**CONVENING NOTICE
TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholder,

The board of directors of the Fund (the "Board") hereby convenes you to the annual general meeting of the Fund (the "Meeting") to be held at the registered office of the Fund located 2, rue du Fort Bourbon, L-1249 Luxembourg on **Tuesday 7th April 2015 at 3 p.m. CET** or at any adjournment thereof, for the purpose of considering and voting upon the agenda below:

Agenda

1. Hearing of the directors' report and the independent auditor's report for the accounting year ended 31st December 2014;
2. Approval of the audited annual accounts of the Fund for the accounting year ended 31st December 2014;
3. Allocation of results as proposed by the Board for the accounting year ended 31st December 2014;
4. Ratification of dividends paid in 2014;
5. Discharge of the directors for the performance of their duties during the accounting year ended 31st December 2014;
6. Statutory nominations:
 - a. Ratification of the co-optation of Mrs Gemma Cowie as director of the Fund on 12th February 2015, in replacement of Edward Potter;
 - b. Appointment of Mrs Gemma Cowie as director;
 - c. Renewal of mandates as directors of:
 - i. Emmanuel Babinet,
 - ii. Jacques Elvinger,
 - iii. Mark Flaherty,
 - iv. Timothy Lucas;
7. Approval of director's fees for the accounting year ending 31st December 2015;
8. Renewal of PricewaterhouseCoopers (PWC) mandate as independent auditor of the Fund;
9. Any other business which may be properly brought before the Meeting.

Quorum

Resolutions on the agenda of the Meeting may be passed without an attendance quorum by a simple majority of votes expressed by the shareholders present or represented at the Meeting.

Voting arrangements

Your rights to attend a general meeting and to exercise a voting right attaching to your shares are determined in accordance with the shares you held at the record date (1st April 2015 at midnight).

AVIVA INVESTORS

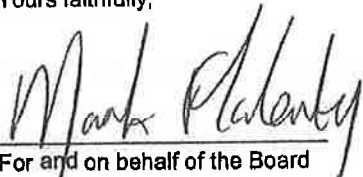
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You may vote in person or by proxy. Should you wish to attend the Meeting in person, you have to give notice of your intention to attend at least five full days before the Meeting. You will be admitted subject to verification of your identity and evidence of your shareholding.

The audited annual accounts, the directors' report and the independent auditor's report are available, free of charge, upon request at the Registrar and Transfer Agent of the Fund, RBC Investor Services Bank S.A. at the following number: +352 40 28 20 201

The enclosed proxy form should be returned to PO Box 1375, L-1013 Luxembourg, to the attention of Aviva Investors Luxembourg S.A. Legal Department, **before 6 p.m. CET on 3rd April 2015.**

Yours faithfully,


For and on behalf of the Board

(中譯本)

英傑華投資

可變資本投資公司 (SICAV)

註冊辦公室: 2, rue du Fort Bourbon, L-1249 Luxembourg

R.C.S. Luxembourg B 32 640

(下稱「本公司」)

年度股東大會通知

親愛的股東：

本公司之董事會(下稱董事會)在此召集，本公司之年度股東大會(下稱本會議)將在本公司之註冊辦公室地址 2, rue du Fort Bourbon, L-1249 Luxembourg 於 2015 年 4 月 7 日星期二下午三點(盧森堡時間)舉行，或在任何休會期間，為下列議程進行研討與投票。

議程:

1. 聽證會計年度截至 2014 年 12 月 31 日之董事報告與稽核報告
2. 核准本公司會計年度截至 2014 年 12 月 31 日之審核年報
3. 會計年度截至 2014 年 12 月 31 日之分配結果
4. 由董事會在本公司 2014 年批准支付之股息
5. 會計年度 2014 年 12 月 31 日止將允予解職之董事
6. 法定任命:
 - a. 批准 2015 年 2 月 12 日指派 Gemma Cowie 取代 Edward Potter 作為本公司之董事
 - b. 任命 Gemma Cowie 為本公司董事
 - c. 重新指派董事:
 - i. Emmanuel Babinet
 - ii. Jacques Elvinger
 - iii. Mark Flaherty
 - iv. Timothy Lucas
7. 核准會計年度截至 2015 年 12 月 31 日董事之費用
8. 重新指派 PricewaterhouseCoopers (PWC) 為本公司之獨立稽核員
9. 其他任何適於會議中提出之業務

最低法定出席人數

本會議議程之決議不需經最低法定出席人數通過，只需經本會議中出席或代理之股東之多數決議。

投票安排

若您欲參與年度股東大會且執行投票權利，您的權利將依據基準日(2015年4月1日午夜)時之持股狀況。

您可本人親自參加或透過代理委任書參加。若您希望本人親自參加，請於大會五天前通知本公司。確認您的身分和持股狀況後無誤後，即可參加股東大會。

年報、董事報告和稽核師報告將可免費向本公司轉單機構 RBC Investor Services Bank S.A. 索取:+352 40 28 20 201。

隨函附上之代理委任書需在 2015 年 4 月 3 日下午六點(盧森堡時間)前，回覆給英傑華投資盧森堡有限公司法務遵循處，郵寄地址為 PO Box 1375, L-1013 Luxembourg。

此致

僅代表董事會

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附件三

PROXY FORM – ANNUAL GENERAL MEETING OF SHAREHOLDERS

The undersigned, _____, with account number _____,

being the holder of _____ shares in the Fund, hereby appoints as his/her proxy, for all his/her shares held in the Fund, _____ or, failing, the Chairman of the Meeting or, in his absence, Cindy Joller or Carolina Saura, to represent him/her, with power of substitution, at the Annual General Meeting of Shareholders of the Fund (the "Meeting") to be held at the registered office of the Fund on

Tuesday 7th April 2015 at 3 p.m. CET

as well as at any other meeting of shareholders which may be held subsequently as a result of delay or adjournment with the same agenda ;

For that purpose, the proxy shall take part in all proceedings, vote or abstain, adopt any amendments of the said agenda and of the resolutions presented to the meeting, sign all deeds and minutes and in general do all that could be useful or necessary for the execution of this mandate.

AGENDA

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
1. Hearing of the directors' report and the independent auditor's report for the accounting year ended 31 st December 2014			
2. Approval of the audited annual accounts of the Fund for the accounting year ended 31 st December 2014			
3. Allocation of results as proposed by the Board for the accounting year ended 31 st December 2014			
4. Ratification of dividends paid in 2014			
5. Discharge of the directors for the performance of their duties during the accounting year ended 31 st December 2014			
6. Statutory nominations, i.e.:			
a. Ratification of the co-optation of Mrs Gemma Cowie as director of the Fund on 12 th February 2015, in replacement of Edward Potter			
b. Appointment of Mrs Gemma Cowie as director			
c. Renewal of mandates as directors of:			
i. Emmanuel Babinet			

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ii. Jacques Elvinger			
iii. Mark Flaherty			
iv. Timothy Lucas			
7. Approval of director's fees for the accounting year ending 31 st December 2014			
8. Renewal of PricewaterhouseCoopers (PWC) mandate as independent auditor of the Fund			
9. Any other business which may be properly brought before the Meeting			

Notes: Shareholders should indicate with a cross (x) the manner in which they wish their votes to be cast. In the absence of specific instructions their special attorney may resolve, as though fit.

To be effective, this proxy must be returned, duly completed and signed, to PO Box 1375, L-1013 Luxembourg, to the attention of Aviva Investors Luxembourg S.A. Legal Department to arrive no later than **6 p.m. CET on 3rd April 2015**

Resolutions on the agenda of the Meeting may be passed without an attendance quorum by a simple majority of votes expressed by the shareholders present or represented at the Meeting.

This proxy is given in _____ on the _____ day of _____ 2015 by:

Name (in block print): _____

Signature: _____

英傑華投資
 可變資本投資公司 (SICAV)
 註冊辦公室: 2, Rue du Fort Bourbon, L-1249 Luxembourg
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年度股東大會代理委任書

簽署人_____，帳號_____，係本公司_____股數之持有人，在此僅指派代理人_____或是年度股東大會之主席，或是主席缺席時由Cindy Joller 或 Carolina Saura，於本公司之註冊辦公室所舉行之年度股東大會代表簽署人全數持有本公司之股數，大會時間

盧森堡時間2015年4月7日星期二下午3點

或在因延遲或休會而另行舉行之股東會議中代表簽署人，就下列議程進行投票表決。

因此，本委任書將代表簽署人對以下議程表示意見，並且接受任何議程之調整或大會之結果和會議記錄，和任何有助於本大會順利執行之事項。

議程

	贊成	反對	放棄
1. 聽證會計年度截至2014年12月31日之董事報告與稽核報告			
2. 核准本公司會計年度截至2014年12月31日之審核年報			
3. 會計年度截至2014年12月31日之分配結果			
4. 由董事會在本公司2014年批准支付之股息			
5. 會計年度2014年12月31日止將允予解職之董事			
6. 法定任命: a. 批准2015年2月12日指派Gemma Cowie取代Edward Potter作為本公司之董事 b. 任命Gemma Cowie為本公司董事 c. 重新指派董事: i. Emmanuel Babinet ii. Jacques Elvinger iii. Mark Flaherty iv. Timothy Lucas			
7. 核准會計年度截至2014年12月31日董事之費用			
8. 重新指派PricewaterhouseCoopers (PWC)為本公司之獨立稽核員			
9. 其他任何適於會議中提出之業務			

註釋：股東應在希望投票的地方以（x）表示。若缺乏明確的指示，則將由特殊的律師適當的處置。

欲生效，本代理委任書需在填妥和簽署後，在盧森堡時間**2015年4月3日下午6點**(盧森堡時間)之前交回至本公司之註冊辦公室。

本會議議程之決議不需經最低法定出席人數通過，只需經本會議中出席或代理之股東之多數決議。

本代理委任書是於2015年_____月_____日，位於_____簽署：

姓名（正楷）：_____

簽名：_____