

天利(盧森堡)
可變資本投資公司
註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 50 216
(下稱「本公司」)
Bertrange, 西元 2016 年 7 月 13 日

親愛的股東：

茲誠邀各股東出席天利(盧森堡)將於 2016 年 7 月 29 日下午 2 時正(歐洲中部夏日時間)假本公司註冊辦事處(地址：31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg)舉行之股東年度大會(下稱「年度大會」)，旨在考慮及表決下列議程：

議程

1. 審閱截至 2016 年 3 月 31 日止財務年度之董事會報告及獨立會計師查核報告；
2. 通過截至 2016 年 3 月 31 日止財務年度之本公司經查核年度報表；
3. 淨結果之分配；
4. 解除董事於截至 2016 年 3 月 31 日止財務年度履行其義務之(連帶及單獨)責任；
5. 延展對 Marie-Jeanne CHÈVREMONT-LORENZINI 女士至 2017 年召開之股東年度大會前擔任董事之委任；
6. 延展對 Claude KREMER 先生至 2017 年召開之股東年度大會前擔任董事之委任；
7. 延展對 Dominik KREMER 先生至 2017 年召開之股東年度大會前擔任董事之委任；
8. 延展對 Tony POON 先生至 2017 年召開之股東年度大會前擔任董事之委任；
9. 重新委任 PricewaterhouseCoopers, Société Cooperative 作為獨立查核會計師，至 2017 年召開之股東年度大會止。

謹此通知各股東，年度大會議程中各項議案並無法定出席人數之規定，而有關決定將由投票之表決權簡單多數贊成票通過而作出。

各股有一表決權。股東得出具委託書於年度大會為行為。

年度大會適用之法定出席人數及多數決規定應依年度大會前五日午夜(即西元 2016 年 7 月 24 日午夜)(歐洲中部夏日時間)(下稱「基準日」)已發行股數認定。股東出席年度大會並行使其股份所生表決權之權利依該股東於基準日所持有股數認定。

股東得免費於本公司註冊辦事處取得年度報告、經核可之法定查核會計師報告及管理階層報告。

擬出席年度大會之股東應於年度大會至少五天前以掛號郵寄至下列地址以確認出席：31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg。

若台端擬委託代表出席年度大會，請將已填妥、並註明日期及經簽署之隨附委託書寄交回 Citibank Europe plc 盧森堡分行 之辦事處(地址為 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg.)或以傳真為之，註明收件人：Carole BENINGER (傳真號碼：+352 45 14 14 439)。務請台端於 2016 年 7 月 25 日下午 5 點前(歐洲中部夏日時間)交回已填妥之委託書。

天利(盧森堡)－董事會

謹啓



天利(盧森堡)

可變資本投資公司

註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. Luxembourg B 50 216
(下稱「本公司」)

委託書
(中譯文)

投資人帳號：_____

請將填妥之委託書郵寄至本公司之行政管理人，Citibank Europe plc 盧森堡分行 之辦事處(地址為 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg.)或以傳真至+352 45 14 14 439，註明收件人：Carole BENINGER，於 2016 年 7 月 25 日下午 5 點前(歐洲中部夏日時間)送達。

投資人帳號：_____

立書人，

(公司名稱)_____ (以正楷填寫)

由_____ (夫人/女士/先生) 代表，
(以正楷填寫)

茲授權(代表人姓名)_____ (以正楷填寫)

或若該代表人不克出席，則為大會主席，代表彼/彼等出席：

將於 2016 年 7 月 29 日下午 2 時正(歐洲中部夏日時間)假本公司盧森堡的註冊辦事處舉行之天利(盧森堡)股東年度大會(「股東年度大會」)，或就考慮以下議程而舉行之任何延會或重新召開的會議，旨在考慮及以立書人之名義及代表立書人就下列載述之議程有關的任何及一切事宜投票：

議程

		贊成	反對	棄權
1.	審閱截至 2016 年 3 月 31 日止財務年度之董事會報告及獨立會計師查核報告；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	通過截至 2016 年 3 月 31 日止財務年度之本公司經查核年度報表；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	淨結果之分配；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	解除董事於截至 2016 年 3 月 31 日止財務年度履行其義務之(連帶及單獨)責任；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	延展對 Marie-Jeanne CHÈVREMONT-LORENZINI 女士至 2017 年召開之股東年度大會前擔任董事之委任；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	延展對 Claude KREMER 先生至 2017 年召開之股東年度大會前擔任董事之委任；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	延展對 Dominik KREMER 先生至 2017 年召開之股東年度大會前擔任董事之委任；	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	延展對 Tony POON 先生至 2017 年召開之股東年度大會前	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	擔任董事之委任；			
10.	重新委任 PricewaterhouseCoopers, Société Cooperative 作為獨立查核會計師，至 2017 年召開之股東年度大會止。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

立書人瞭解，股東年度大會通過一項有效決議案並無法定出席人數之規定。

各項決議案將由投票之表決權簡單多數決通過。

日期：2016 年 _____ 月 _____ 日

(簽署)

備註：請於空格內標明台端之選項。如空格留空，委託書不會視為有效。委託書必須於西元 2016 年 7 月 25 日下午 5 點前(歐洲中部夏日時間)送達 Citibank Europe plc 盧森堡分行之辦事處(地址為 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg.)，註明收件人：Carole BENINGER (傳真號碼：+352 45 14 14 439)，方為有效。



Threadneedle (Lux)
Société d'Investissement à Capital Variable
Registered Office: 31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. LUXEMBOURG B-50.216
(the "Company")

Bertrange, July 13, 2016

Dear Shareholder,

We are pleased to invite you to the following annual general meeting of the shareholders of Threadneedle (Lux), which will take place at the Company's registered office, 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, on July 29, 2016 at 2.00 p.m. CEST (the "**Annual General Meeting**") for the purpose of considering and voting upon the following agenda:

AGENDA

1. Review of the reports of the Board of Directors and of the Independent Auditor for the financial year ended March 31, 2016;
2. Approval of the audited annual accounts of the Company for the financial year ended March 31, 2016;
3. Allocation of the Net Results;
4. Discharge of the liabilities of the Directors, jointly and individually, with respect to the performance of their duties during the financial year ended March 31, 2016;
5. Renewal of the mandate as Director of Ms Marie-Jeanne CHÈVREMONT-LORENZINI to serve until the next annual general meeting of Shareholders, to be held in 2017;
6. Renewal of the mandate as Director of Mr Claude KREMER to serve until the next annual general meeting of Shareholders, to be held in 2017;
7. Renewal of the mandate as Director of Mr Dominik KREMER to serve until the next annual general meeting of Shareholders, to be held in 2017;
8. Renewal of the mandate as Director of Mr Tony POON to serve until the next annual general meeting of Shareholders, to be held in 2017;
9. Re-appointment of PricewaterhouseCoopers, *Société Cooperative*, as Independent Auditor of the Company to serve until the next annual general meeting of Shareholders, to be held in 2017;

Shareholders are advised that no quorum is required for resolution of the items on the agenda of the Annual General Meeting and that decisions will be taken by the affirmative vote of the simple majority of the votes cast at the Annual General Meeting.

Each share is entitled to one vote. A shareholder may act at the Annual General Meeting by proxy.

The quorum and the majority requirements applicable at the Annual General Meeting shall be determined according to the shares issued and outstanding at midnight CEST on the fifth day prior to such Annual General Meeting, i.e. July 24, 2016 at midnight (the "**Record Date**"). The rights of a shareholder to attend the Annual General Meeting and to exercise a voting right attaching to his shares are determined in accordance with the shares held by this shareholder at the Record Date.

The annual report, the report of the approved statutory auditors and the management report are available to shareholders upon request free of charge at the registered office of the Company.

Shareholders wishing to participate at the Annual General Meeting must confirm their participation at least 5 days before the Annual General Meeting by registered mail to the following address: 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg.

Should you be unable to attend this Meetings in person, please complete and sign the enclosed proxy form and return it either via mail to Citibank Europe plc, Luxembourg Branch, 31, Z.A. Bourmicht, L-8070 Bertrange, Grand-Duchy of Luxembourg, or by fax for the attention of Ms Carole BENINGER at fax number +352 45 14 14 439 prior to July 25, 2016 at 5.00 p.m. CEST.

Yours faithfully,

Threadneedle (Lux) – The Board of Directors



Threadneedle (Lux)
 Société d'Investissement à Capital Variable
Registered Office: 31, Z.A. Bourmicht, L-8070 Bertrange
 Grand Duchy of Luxembourg
R.C.S LUXEMBOURG B-50.216
 (the "Company")

PROXY FORM

Please return the completed proxy form by mail to the Company's Administrator, Citibank Europe plc, Luxembourg Branch at 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg or by fax to (352) 45 14 14 439 for the attention of Ms Carole BENINGER prior to July 25, 2016 at 5.00 p.m. CEST.

Investor Account Number: _____

The Undersigned, (company name / name of shareholder(s)):

_____ (in capital letters)

represented by (Mrs/Ms/Mr): _____ (in capital letters)

Number of shares: _____

Hereby appoint (name of proxy): _____ (in capital letters)

Or failing whom, the chairman of the meeting to be my/our proxy to vote on my/our behalf at the Annual General Meeting of Shareholders of **THREADNEEDLE (LUX)** (the "**Annual General Meeting**") to be held on on July 29, 2016 at 2.00 p.m. CEST at the registered office of the Company, and at any adjourned or reconvened meeting which shall consider the following agenda; there to consider and, in the name and on behalf of the undersigned, to vote on any and all matters relative to the agenda hereunder mentioned:

AGENDA

		<i>For</i>	<i>Against</i>	<i>Abstain</i>
1	Review of the reports of the Board of Directors and of the Independent Auditor for the financial year ended March 31, 2016;	N/A		

		<i>For</i>	<i>Against</i>	<i>Abstain</i>
2	Approval of the audited annual accounts of the Company for the financial year ended March 31, 2016;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Allocation of the Net Results;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Discharge of the liabilities of the Directors, jointly and individually, with respect to the performance of their duties during the financial year ended March 31, 2016;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Renewal of the mandate as Director of Mrs Marie-Jeanne CHÉVREMONT-LORENZINI to serve until the next annual general meeting of Shareholders, to be held in 2017;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Renewal of the mandate as Director of Mr Claude KREMER to serve until the next annual general meeting of Shareholders, to be held in 2017;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Renewal of the mandate as Director of Mr Dominik KREMER to serve until the next annual general meeting of Shareholders, to be held in 2017;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Renewal of the mandate as Director of Mr Tony POON to serve until the next annual general meeting of Shareholders, to be held in 2017;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Re-appointment of PricewaterhouseCoopers, <i>Société Cooperative</i> , as Independent Auditor of the Company to serve until the next annual general meeting of Shareholders, to be held in 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The undersigned is aware that no quorum is needed for the Annual General Meeting to pass a valid resolution.

Resolutions will be passed by a simple majority of the votes cast.

Made in _____, on _____, 2016

(Signature)

NB. Please fill in the boxes to state your choices. If the boxes are left blank, the proxy will not be considered as valid. The Proxy form, to be valid, must reach Citibank Europe plc, Luxembourg Branch, attn. Ms Carole BENINGER at fax number +352 45 14 14 439 prior to July 25, 2016 at 5.00 p.m. CEST.