

(中譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

(節譯文)

亨德森遠見基金 (SICAV) (本公司)

可變資本投資公司

年度股東常會會議通知

謹通知亨德森遠見基金股東，亨德森基金之年度常會將在 2016 年 10 月 13 日星期四上午 11 點 (盧森堡時間)，於註冊營業地 (盧森堡 2 Rue de Bitbourg L-1273) 舉行，以討論並表決下列議案：

議程

1. 同意董事及獨立稽核就截至 2016 年 6 月 30 日為止之年度會計出具之報告。
2. 同意截至 2016 年 6 月 30 日經查核之年度會計。
3. 淨收益分派。
4. 董事提議之股利分派 (若有)。
5. 解除董事執行委任職務時產生之責任。
6. 改選 Iain Clark、Les Aitkenhead、Tony Sugrue、Jean-Claude Wolter、Jeremy Vickerstaff, Steven de Vries 以及 James Bowers 為董事會成員。
7. 同意選任 Kevin Adams 以及 Joanna Dentskevich 為董事會成員。
8. 同意獨立董事 Iain Clark (董事長)、Les Aitkenhead、Tony Sugrue、Jean-Claude Wolter 以及 Joanna Dentskevich (董事們) 之報酬。
9. 重新選任 PricewaterhouseCoopers, Société coopérative 為本公司之法定會計師。
10. 其他事項。

董事會

備註：

所有股東有權出席或委託出席上開會議。股東有權指定一個或一個以上之受託人代表其出席並表決。委託書持有人不須為股東。以 RBC Investor Services Trust Singapore Limited 為名義持有人之投資人，委託書應於 2016 年 10 月 4 日前提交予 RBC Investor Services Trust Singapore Limited，地址為 CSR Team, 77 Robinson Road #18-00, Robinson 77, Singapore 068896。

股東得自亨德森基金註冊營業地、代表人及經銷商辦公室以及 www.henderson.com 取得本公司經查核之年度報告及帳目。

(中譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

(節譯文)

亨德森遠見基金 (「本公司」)

委託書表格

以 RBC Investor Services Trust Singapore Limited 為名義持有人之投資人，請將本委託書於 2016 年 10 月 4 日前回傳給 RBC Investor Services Trust Singapore Limited，地址為 CSR Team, 77 Robinson Road #18-00, Robinson 77, Singapore 068896。

本人/我們，即下述簽署人

_____ 位於 _____
(姓名) (住址/公司地址)

_____ 持有 _____ 股份

_____ 子基金

茲委託 _____ */或會議主席，於 2016 年 10 月 13 日星期四上午 11 點 (盧森堡時間) 召開之本公司年度常會中，代理本人/我們，並為本人/我們投票，並於會議延期而需討論年度常會通知所載議程之時，對該議程所及之任何或所有相關議案進行考量，及以簽署人名義並代簽署人投票。

* 若您有意委託主席以外之第三人，請完成本部分。若您希望選擇委託主席，則毋須填寫本表格。請勿填入您的姓名。

年度常會

議程

	同意	反對
1. 同意董事及獨立稽核就截至 2016 年 6 月 30 日為止之年度會計出具之報告	<input type="checkbox"/>	<input type="checkbox"/>
2. 同意截至 2016 年 6 月 30 日經查核之年度會計	<input type="checkbox"/>	<input type="checkbox"/>
3. 淨收益分派	<input type="checkbox"/>	<input type="checkbox"/>
4. 董事提議之股利分派 (若有)	<input type="checkbox"/>	<input type="checkbox"/>
5. 解除董事執行委任職務時產生之責任	<input type="checkbox"/>	<input type="checkbox"/>

(中譯文僅供參考，如與英文原文有任何歧異，應以英文為準。)

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|---|--------------------------|--------------------------|
| 6. 改選董事會 | | |
| (a) 改選 Iain Clark (為獨立董事) | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) 改選 Les Aitkenhead (為獨立董事) | <input type="checkbox"/> | <input type="checkbox"/> |
| (c) 改選 Tony Sugrue (為獨立董事) | <input type="checkbox"/> | <input type="checkbox"/> |
| (d) 改選 Jean-Claude Wolter (為獨立董事) | <input type="checkbox"/> | <input type="checkbox"/> |
| (e) 改選 Jeremy Vickerstaff | <input type="checkbox"/> | <input type="checkbox"/> |
| (f) 改選 Steven de Vries | <input type="checkbox"/> | <input type="checkbox"/> |
| (g) 改選 James Bowers | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. 同意選任 Kevin Adams 為董事會成員 | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. 同意選任 Joanna Dentskevich 為董事會成員 | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. 同意獨立董事之報酬： | | |
| (a) 同意 Iain Clark (董事長) 每年總報酬為 38,500 歐元 | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) 同意 Les Aitkenhead 每年總報酬為 33,500 歐元 | <input type="checkbox"/> | <input type="checkbox"/> |
| (c) 同意 Tony Sugrue 每年總報酬為 33,500 歐元 | <input type="checkbox"/> | <input type="checkbox"/> |
| (d) 同意 Jean-Claude Wolter 每年總報酬為 33,500 歐元 | <input type="checkbox"/> | <input type="checkbox"/> |
| (e) 同意 Joanna Dentskevich 每年總報酬為 33,500 歐元 | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. 同意重新選任 PricewaterhouseCoopers Société Cooperative
為本公司之法定會計師 | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. 其他 | <input type="checkbox"/> | <input type="checkbox"/> |

備註：

簽署人知悉本會議通過有效決議並無出席法定人數限制。出席或代表出席股東之簡單多數決即得通過決議。

若無特定之投票指示，任何經簽署之年度常會委託書應就董事會提案投以贊成票。

經本人/多人於 2016 年____月____日簽署

簽署_____

HENDERSON HORIZON FUND (SICAV) (the “Company”)

Société d'investissement à capital variable

NOTICE OF MEETING OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given to the shareholders of Henderson Horizon Fund that the ANNUAL GENERAL MEETING of Henderson Horizon Fund will be held at its registered office at 2 Rue de Bitbourg L-1273 Luxembourg at 11 am (Luxembourg time) on Thursday 13th October 2016 for the purpose of considering and voting upon the following matters:

AGENDA

1. Approval of the Reports of the Directors and of the Independent Auditor on the annual accounts for the period ended 30th June 2016.
2. Approval of the audited annual accounts at 30th June 2016.
3. Allocation of net results.
4. Distribution of dividends (if any) as recommended by the Directors.
5. Discharge of liabilities to the Directors for the exercise of their mandate.
6. Re-election of Iain Clark, Les Aitkenhead, Tony Sugrue, Jean-Claude Wolter, Jeremy Vickerstaff, Steven de Vries and James Bowers to the Board of Directors.
7. Approval of the Election of Kevin Adams and Joanna Dentskevich to the Board of Directors.
8. Approval of the remuneration of the Independent Directors Iain Clark (as Chairman of the Board), Les Aitkenhead, Tony Sugrue, Jean-Claude Wolter and Joanna Dentskevich (as Directors).
9. Re-Election of PricewaterhouseCoopers, Société coopérative as the Statutory Auditor of the Company.
10. Miscellaneous.

The Board of Directors

Notes:

All shareholders are entitled to attend or be represented at the above Meeting. A shareholder is entitled to appoint one or more proxies to attend and vote in his place. A proxy holder is not required to be a shareholder. To be valid, Forms of Proxy must be lodged at Henderson Horizon Fund, c/o Company Secretary, 2 Rue de Bitbourg, L-1273 Grand Duchy of Luxembourg not less than 48 hours before the time appointed for the Meeting.

The audited Annual Report and Accounts of the Company may be obtained from the registered office of Henderson Horizon Fund, at the offices of the representatives and distributors and electronically at www.henderson.com.

Henderson Horizon Fund (the "Company")**Form of Proxy**

Please return to Henderson Horizon Fund, c/o Company Secretary, 2 Rue de Bitbourg, L-1273 Grand Duchy of Luxembourg (or alternatively use the pre-paid envelope) not less than 48 hours before the time appointed for the Meeting.

I/We, the undersigned

_____ of _____
 (Name) (Residing at / registered office at)

_____ shares
 Being the holder(s) of

_____ of the sub-fund (s)

hereby appoint _____*/ or the Chairman of the Meeting to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on **Thursday 13th October 2016 at 11 am (Luxembourg time)** and at any adjournment thereof which shall consider the Agenda as shown in the Notice of Annual General Meeting, 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.

* Please complete this space only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

Annual General Meeting

Agenda

	FOR	AGAINST
1. Approval of the Reports of the Directors and of the Independent Auditor on the annual accounts for the period ended 30 th June 2016.	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the audited annual accounts for the year ended 30 th June 2016.	<input type="checkbox"/>	<input type="checkbox"/>
3. Allocation of net results.	<input type="checkbox"/>	<input type="checkbox"/>
4. Distribution of dividends (if any) as recommended by the Directors.	<input type="checkbox"/>	<input type="checkbox"/>
5. Discharge of liabilities to the Directors for the exercise of their mandate.	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of the Board of Directors:		
a) Re-election of Iain Clark (as an Independent Director)	<input type="checkbox"/>	<input type="checkbox"/>
b) Re-election of Les Aitkenhead (as an Independent Director)	<input type="checkbox"/>	<input type="checkbox"/>
c) Re-election of Tony Sugrue (as an Independent Director)	<input type="checkbox"/>	<input type="checkbox"/>
d) Re-election of Jean-Claude Wolter (as an Independent Director)	<input type="checkbox"/>	<input type="checkbox"/>
e) Re-election of Jeremy Vickerstaff	<input type="checkbox"/>	<input type="checkbox"/>
f) Re-election of Steven de Vries	<input type="checkbox"/>	<input type="checkbox"/>

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| | g) Re-election of James Bowers | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. | Approval of the election of Kevin Adams to the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. | Approval of the election of Joanna Dentskevich to the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. | Approval of the remuneration of the Independent Directors: | | |
| | a) Approval of the remuneration of €38,500 gross per annum for Iain Clark (Chairman). | <input type="checkbox"/> | <input type="checkbox"/> |
| | b) Approval of the remuneration of €33,500 gross per annum for Les Aitkenhead. | <input type="checkbox"/> | <input type="checkbox"/> |
| | c) Approval of the remuneration of €33,500 gross per annum for Tony Sugrue. | <input type="checkbox"/> | <input type="checkbox"/> |
| | d) Approval of the remuneration of €33,500 gross per annum for Jean-Claude Wolter. | <input type="checkbox"/> | <input type="checkbox"/> |
| | e) Approval of the remuneration of €33,500 gross per annum for Joanna Dentskevich | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. | Re-election of PricewaterhouseCoopers Société Cooperative as the Statutory Auditor of the Company. | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. | Miscellaneous. | <input type="checkbox"/> | <input type="checkbox"/> |

Notes:

The undersigned is aware that no quorum is needed for the Meeting to pass a valid resolution. Resolutions will be passed by a simple majority of the shareholders present or represented.
 In case no specific voting instructions are given, any signed proxy for the AGM shall be voted in favour of the proposals made by the Board of Directors.

As witness my/our hand (s) this ____ day of _____ 2016.

Signature _____