

年度股東常會通知

謹通知瀚亞投資（「本公司」）年度股東常會將於 2018 年 4 月 13 日上午 11 時（盧森堡時間）於總公司召開，議程如下：

議程

1. 提交 2017 年 12 月 31 日結算之會計年度董事會報告。
2. 提交 2017 年 12 月 31 日結算之會計年度查核報告。
3. 通過 2017 年 12 月 31 日結算之會計年度財務報告，包含應付董事費用。
4. 解任 2017 年 12 月 31 日結算之會計年度內執行職務的董事會及會計師。
5. 選任 Mr Thomas Nummer 為本公司董事，任期至下一次年度股東常會為止，內容將於 2018 年 12 月 31 日結算之會計年度財務報告中詳細審議。
6. 重新選任 Mrs Francine Keiser、Mr Peter Martin Lloyd 及 Mr Guy Robert Strapp 為本公司董事，任期至下一次年度股東常會為止，內容將於 2018 年 12 月 31 日結算之會計年度財務報告中詳細審議。
7. 重新指派 KPMG 為本公司會計師，任期至下一次年度股東常會為止，內容將於 2018 年 12 月 31 日結算之會計年度財務報告中詳細審議。
8. 通過 2017 年 12 月 31 日結算之會計年度期間董事會宣布的股利，並授權董事會宣布預計於 2018 年 12 月 31 日結算之會計年度的股利。
9. 於本會議召開前提出的其他適當動議。

財務報告

財務報告，連同經查核之年度報告，可於本公司總公司取得。

投票

會議議程的決議並無法定最低出席人數限制，並由代表股東者或親自出席者的股份多數票決定。

投票安排

股東如不克出席股東會，最遲請於 2018 年 4 月 10 日營業結束前（盧森堡時間），將委託書（詳附件）寄至以下地址：

The Bank of New York Mellon (Luxembourg) S.A.

收件人：Transfer Agency

2-4 rue Eugène Ruppert, L-2453 Luxembourg

或傳真至：+(352) 24 52 42 33

或將委託書 pdf 檔寄至電子郵件信箱：LUXMB-TAControl@bnymellon.com

並將委託書正本郵寄至總公司。

奉董事會之命發布

年度股東常會委託書

專供瀚亞投資股東於 2018 年 4 月 13 日上午 11 時召開之年度股東常會（下稱「股東會」）使用

（請以正楷填寫）

授權人：

公司名稱及地址：

具備瀚亞投資（Eastspring Investments，以下簡稱「本公司」）註冊於盧森堡之可變動資本投資公司（société d'investissement à capital variable）之股東身分。本公司根據 2010 年 12 月 17 日修訂之盧森堡集合投資企業法（以下簡稱「2010 法律」）第 I 篇成立並且符合歐盟理事會 UCITS 指令，註冊辦公室地址為：26, boulevard Royal, L-2449 Luxembourg，並登記於盧森堡 Register of Trade and Companies，登記編號：B 81.110。故對其登記於本公司股東名冊上的所有股份，向本公司提出不可撤銷之委託，委由：

- Christophe Bécue，瀚亞投資（盧森堡）股份有限公司之執行經理且常駐於盧森堡，或
- Henk Ruitenbergh，瀚亞投資（盧森堡）股份有限公司之董事且常駐於盧森堡，或

由

以具有完全授權代理人身分代表，(1)親自出席 2018 年 4 月 13 日上午 11 時（盧森堡時間）或經決議後之任一日期（為避免疑義，其中包括任何休會、延期、或重新召集等），於本公司總公司註冊地召開之股東會，以及(2)在股東確認已經完全了解下述議程內容的情況下，參與討論和審慎依指示為下列議程進行表決。股東會因下列議程而召開：

1. 提交 2017 年 12 月 31 日結算之會計年度董事會報告。
2. 提交 2017 年 12 月 31 日結算之會計年度查核報告。
3. 通過 2017 年 12 月 31 日結算之會計年度財務報告，包含應付董事費用。
4. 解任 2017 年 12 月 31 日結算之會計年度內執行職務的董事會及會計師。
5. 選任 Mr Thomas Nummer 為本公司董事，任期至下一次年度股東常會為止，內容將於 2018 年 12 月 31 日結算之會計年度財務報告中詳細審議。
6. 重新選任 Mrs. Francine Keiser、Mr. Peter Martin Lloyd 及 Mr. Guy Robert Strapp 為本公司董事，任期至下一次年度股東常會為止，內容將於 2018 年 12 月 31 日結算之會計年度財務報表中詳細審議。
7. 重新指派 KPMG 為本公司會計師，任期至下一次年度股東常會為止，內容將於 2018 年 12 月 31 日結算之會計年度財務報表中詳細審議。
8. 通過 2017 年 12 月 31 日結算之會計年度期間董事會宣布的股利，並授權董事會宣布預計於 2018 年 12 月 31 日結算之會計年度的股利。

請注意：中譯文係由本公司進行翻譯作為參考使用，若有任何疑問，請以境外基金機構所寄發之英文原文為準。



英國保誠集團成員

9. 於本會議召開前提出的其他適當動議。

茲授權代理人將依表決權行使之指示，表決下列議程中各項議案（其中，為避免疑義，如無特殊指示則代理人將表決贊成）：

議程重點	贊成	棄權	反對
1. 通過 2017 年 12 月 31 日結算之會計年度財務報表，包含應付董事費用。			
2. 解任 2017 年 12 月 31 日結算之會計年度內執行職務的董事會及會計師。			
3. 選任 Mr Thomas Nummer 為本公司董事，任期至下一次年度股東常會為止，內容將於 2018 年 12 月 31 日結算之會計年度財務報告中詳細審議。			
4. 重新選任 Mrs. Francine Keiser 為本公司董事，任期至下一次年度股東常會為止，內容將於 2017 年 12 月 31 日結算之會計年度財務報表中詳細審議。			
重新選任 Mr. Peter Martin Lloyd 為本公司董事，任期至下一次年度股東常會為止，內容將於 2017 年 12 月 31 日結算之會計年度財務報表中詳細審議。			
重新選任 Mr. Guy Robert Strapp 為本公司董事，任期至下一次年度股東常會為止，內容將於 2017 年 12 月 31 日結算之會計年度財務報表中詳細審議。			
5. 重新指派 KPMG 為本公司會計師，任期至下一次年度股東常會為止，內容將於 2018 年 12 月 31 日結算之會計年度財務報表中詳細審議。			
6. 通過 2017 年 12 月 31 日結算之會計年度期間董事會宣布的股利，並授權董事會宣布預計於 2018 年 12 月 31 日結算之會計年度的股利。			

茲授權代理人，在股東會中提出聲明、進行表決、簽署會議記錄及其他文件、執行其他根據盧森堡法律規定下，為達成委託目的，採取所有必要或有益的合法措施和決定；亦授權代理人，在盧森堡 Register of Trade and Companies 進行公司事項登記，以及在盧森堡 Mémorial C，Recueil des Sociétés et Associations 刊登公告。授權人茲批准並確認代理人應依據本授權委託書合法執行，並補償代理人因本授權委託書所生之全部成本及支出。

本委託書以及授權人和代理人的權利、義務、和法律責任，隸屬盧森堡大公國的法律管轄，以排除法律衝突的規則。

頁 3/4

Notice of Annual General Meeting of the Shareholders

Dear Shareholder,

Notice is hereby given that the Annual General Meeting of Shareholders (the "Meeting") of Eastspring Investments (the "Company") will be held on April 13, 2018, at 11 a.m. Luxembourg time at the registered office of the Company, as set out below, with the following agenda:

Agenda

1. Presentation of the Report of the Board of Directors for the financial year ended December 31, 2017.
2. Presentation of the Report of the Auditor for the financial year ended December 31, 2017.
3. Approval of the Financial Statements for the financial year ended December 31, 2017, including fees payable to Directors.
4. Discharge of the Board of Directors and of the Auditor with respect to the performance of their duties for the financial year ended December 31, 2017.
5. Election of Mr Thomas Nummer as Director of the Company until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018.
6. Re-election of Mrs Francine Keiser, Mr Peter Martin Lloyd and Mr Guy Robert Strapp as Directors of the Company until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018.
7. Re-appointment of KPMG Audit Société cooperative as Auditor of the Company to serve until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018.
8. Ratification of dividends paid out during the financial year ended December 31, 2017, and authorisation to declare further dividends in respect of the financial year ending December 31, 2018.
9. Consideration of such other business as may properly come before the meeting.

Financial Statements

The Financial Statements, together with the Audited Annual Report, will be made available at the registered office of the Company and may be communicated to Shareholders upon request.

Voting

Resolutions on the agenda of the Meeting will require no quorum and will be taken at the majority of the votes expressed by the Shareholders present or represented at the Meeting.

Voting Arrangements

Shareholders who cannot attend the Meeting may vote by proxy by returning the enclosed Form of Proxy no later than April 10, 2018, close of business in Luxembourg, to the following address:

- The Bank of New York Mellon (Luxembourg) S.A.
Attn. Transfer Agency
2-4 rue Eugène Ruppert, L-2453 Luxembourg

Or by fax to (+352) 24 52 42 33 or pdf using the following email address LUXMB-TAControl@bnymellon.com

The original Form of Proxy shall then be sent by mail to the registered office of the Company.

By order of the Board of Directors

**Form of Proxy for use at the Annual General Meeting of the Shareholders of
Eastspring Investments to be held on April 13, 2018 at 11 a.m. Luxembourg time (the "Meeting")**

The undersigned,
Corporate Name and Registered Office

(the "**Shareholder**"), being a shareholder of **Eastspring Investments**, an investment company with variable capital (*société d'investissement à capital variable*) qualifying as an undertaking for collective investment in transferable securities within the meaning of Part I of the law of 17 December 2010 relating to undertakings for collective investment, as amended, having its registered office at 26, boulevard Royal, L-2449 Luxembourg, and registered with the Register of Trade and Companies of Luxembourg under the number B 81.110 (the "**Company**"), and with respect to all my/our shares recorded in the register of Shareholders of the Company, hereby gives irrevocable proxy to:

Christophe Bécue, Conducting Officer at Eastspring Investments (Luxembourg) SA, professionally residing in Luxembourg, or

Henk Ruitenbergh, Director at Eastspring Investments (Luxembourg) SA, professionally residing in Luxembourg, or

To

to whom is granted full power of substitution to (i) represent me/us by his/her sole signature at the **annual general meeting of the shareholders** of the Company to be held at the registered office of the Company on April 13, 2018 at 11 a.m. Luxembourg time or at any suitable date thereafter (including, for the avoidance of doubt, any adjournment, postponement or reconvening thereof) (the "**Meeting**"), and (ii) participate in the discussions and vote as indicated below regarding the matters mentioned below of which the Shareholder acknowledges having been fully informed.

The Meeting has been called for the following agenda:

1. Presentation of the Report of the Board of Directors for the financial year ended December 31, 2017.
2. Presentation of the Report of the Auditor for the financial year ended December 31, 2017.
3. Approval of the Financial Statements for the financial year ended December 31, 2017, including fees payable to Directors.
4. Discharge of the Board of Directors and of the Auditor with respect to the performance of their duties for the financial year ended December 31, 2017.
5. Election of Mr Thomas Nummer as Director of the Company until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018.
6. Re-election of Mrs Francine Keiser, Mr Peter Martin Lloyd and Mr Guy Robert Strapp as Directors of the Company until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018.
7. Re-appointment of KPMG Audit Société cooperative as Auditor of the Company to serve until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018.

8. Ratification of dividends paid out during the financial year ended December 31, 2017, and authorisation to declare further dividends in respect of the financial year ending December 31, 2018.
9. Consideration of such other business as may properly come before the meeting.

Each proxyholder is hereby empowered and instructed to vote in accordance with the below instructions (whereby, for the avoidance of doubt, omission to give specific instructions to the contrary must be construed as an instruction to vote **in favour** of the proposed resolutions):

	Agenda points	In favour	Abstain	Against
1.	Approval of the Financial Statements for the financial year ended December 31, 2017, including fees payable to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Discharge of the Board of Directors and of the Auditor with respect to the performance of their duties for the financial year ended December 31, 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Election of Mr Thomas Nummer to serve as Director of the Company until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	- Re-election of Mrs Francine Keiser to serve as Director of the Company until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- Re-election of Mr Peter Martin Lloyd to serve as Director of the Company until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	- Re-election of Mr Guy Robert Strapp to serve as Director of the Company until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Re-appointment of KPMG Audit Société cooperative as Auditor of the Company to serve until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Ratification of dividends paid out during the financial year ended December 31, 2017, and authorisation to declare further dividends in respect of the financial year ending December 31, 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxyholder is empowered to pass, approve and sign all minutes or other documents, and take any measures or decisions which may be necessary or useful, in connection with the authority herein granted, with full power of substitution and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Luxembourg Register of Trade and Companies and to any publication in the *Mémorial C, Recueil des Sociétés et des Associations*, while the undersigned promises to ratify all said actions taken by the proxyholder whenever requested and to indemnify the proxyholder against any and all costs and expenses properly incurred by him/her under this proxy.

This proxy and the rights, obligations and liabilities of the undersigned and the proxyholder(s) hereunder, shall be governed by the laws of the Grand Duchy of Luxembourg, to the exclusion of its rules on conflicts of laws.

The present proxy will remain in force if the Meeting, for whatever reason, is adjourned, postponed or reconvened and shall be irrevocable for a period of three months from the date hereof (but so that the exercise by the Shareholder in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation).

Made in _____ dated this _____ 2018.

Name:
Title:

Name:
Title:

The present proxy must be returned no later than April 10, 2018, close of business in Luxembourg, to the Bank of New York Mellon (Luxembourg) S.A., Attn. Transfer Agency Department, 2-4 rue Eugène Ruppert, L-2453 Luxembourg, either by fax to (+352) 24 52 42 33 or pdf using the following email address LUXMB-TAControl@bnymellon.com

The original Form of Proxy shall then be sent by mail to the registered office of the Company.