

# 宏利證券投資信託股份有限公司 函

機關地址：台北市松仁路八十九號六樓

聯絡人及電話：彭曉琪(02) 2757-5622

受文者：愛德蒙得洛希爾系列基金各銷售機構

發文日期：2019年2月13日

發文字號：宏投字第108055號

速別：

密等及解密條件或保密期限：

附件：致股東通知書中譯本

主旨：茲通知本公司總代理之愛德蒙得洛希爾歐洲中型股基金之變動，詳細內容請查詢股東通知書，敬請知悉。

- 一、本公司總代理之愛德蒙得洛希爾歐洲中型股基金轉為愛德蒙得洛希爾基金-歐洲中型股基金(EdR SICAV - Europe Midcaps)之子基金乙事詳細內容請查詢股東通知書，內容摘要如下：

我們謹此通知您，本公司執行董事會已決定同意由子基金愛德蒙得洛希爾基金-歐洲中型股基金(EdR SICAV - Europe Midcaps) (「吸收子基金」) 吸收合併愛德蒙得洛希爾歐洲中型股基金 (「被吸收子基金」)。法國愛德蒙得洛希爾基金之該檔子基金亦由愛德蒙得洛希爾資產管理公司 (法國) 所管理。

此次合併為愛德蒙得洛希爾資產管理公司 (法國) 所管理向一般大眾募集之基金變更之一環，以將在法國及國際間銷售的單一可變資本投資公司主要專業領域匯整統合。此一變化旨在促進管理資產之增長，從而優化其管理，最終有利於該可變資本投資公司之股東。

自2019年3月21日起，您將獲得與您在愛德蒙得洛希爾歐洲中型股基金中持有單位數量相同之愛德蒙得洛希爾基金-歐洲中型股基金之股份。

本次合併將自動進行，無需您任何行動。然而，若擬進行之合併不符您的需求，您有權依據被吸收基金及吸收子基金之公開說明書免費買回您的單位或股份。

- 二、以上詳細內容請參照致股東通知書。

- 三、本函屬重大影響投資人權益事項



正本：瑞士商瑞士銀行台北分行、華泰商業銀行、臺灣新光商業銀行、三信商業銀行、台新國際商業銀行、日盛國際商業銀行、安泰商業銀行、永豐金證券股份有限公司、元富證券股份有限公司、日盛證券股份有限公司、大眾綜合證券股份有限公司、華信證券投資顧問股份有限公司、宏遠證券投資顧問股份有限公司、先鋒投資顧問股份有限公司、基富通證券股份有限公司、鉅亨網證券投資顧問股份有限公司、核聚投資顧問股份有限公司、國泰人壽保險股份有限公司、

新光人壽保險股份有限公司、合作金庫人壽保險股份有限公司、三商美邦人壽保險股份有限公司、安聯人壽保險公司、法商法國巴黎人壽保險股份有限公司、全球人壽保險股份有限公司、台灣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、富邦人壽保險股份有限公司、第一金人壽保險股份有限公司、富盛證券投資顧問股份有限公司

副本：

代理總經理 梁雅倩



**EDMOND  
DE ROTHSCHILD**

(中文節譯文僅供參考，與原文相較可能不盡完整或有歧異，如有疑義應以英文本為準。)

(節譯文)

**Re: Information to unitholders of the “Edmond de Rothschild Europe Midcaps” UCITS**

關於：對「愛德蒙得洛希爾歐洲中型股基金」可轉讓證券集合投資計畫(UCITS)之單位持有人提供之資訊

ISIN code: A units 單位: FR0010177998

ISIN 編  
號: B units 單位: FR0010998112

BH units 單位: FR0012538056

Paris, 13/02/2019

巴黎，2019年2月13日

Re: Transformation of the Edmond de Rothschild Europe Midcaps Fund into a sub-fund of the EdR SICAV - Europe Midcaps SICAV by merger/absorption

關於：透過合併/吸收將愛德蒙得洛希爾歐洲中型股基金轉為愛德蒙得洛希爾基金-歐洲中型股基金(EdR SICAV - Europe Midcaps)之子基金。

Dear Sir or Madam,  
親愛的先生或女士，

You are a unitholder of the Edmond de Rothschild Europe Midcaps French Mutual Fund managed by Edmond de Rothschild Asset Management (France) and we thank you for the trust you have placed in us.

您為法國共同基金—愛德蒙得洛希爾歐洲中型股基金之單位持有人，該基金係由愛德蒙得洛希爾資產管理公司（法國）所管理，茲感謝您對我們的信任。

### 1. The change 本次變更

We are writing to inform you that the Executive Board of our Company has decided to carry out a merger by absorption of the Edmond de Rothschild Europe Midcaps Fund (the “absorbed fund”) by the EdR SICAV - Europe Midcaps Sub-fund (the “absorbing sub-fund”). This sub-fund of the French Edmond de Rothschild SICAV is also managed by Edmond de Rothschild Asset Management (France).

我們謹此通知您，本公司執行董事會已決定同意由子基金愛德蒙得洛希爾基金-歐洲中型股基金(EdR SICAV - Europe Midcaps)（「吸收子基金」）吸收合併愛德蒙得洛希爾歐洲中型股基金（「被吸收子基金」）。法國愛德蒙得洛希爾基金之該檔子基金亦由愛德蒙得洛希爾資產管理公司（法國）所管理。



This merger is taking place as part of a change in the funds managed by Edmond de Rothschild Asset Management (France) that are offered to the general public, bringing together the main areas of expertise within a single SICAV marketed globally, both in France and internationally. This change aims to further the growth of the assets under management and thus optimise their management, which should ultimately benefit the SICAV's shareholders.

此次合併為愛德蒙得洛希爾資產管理公司（法國）所管理向一般大眾募集之基金變更之一環，以將在法國及國際間銷售的單一可變資本投資公司主要專業領域匯整統合。此一變化旨在促進管理資產之增長，從而優化其管理，最終有利於該可變資本投資公司之股東。

We would like to draw your attention to the fact that the EdR SICAV - Europe Midcaps Sub-fund has been created for the sole purpose of absorbing the Edmond de Rothschild Europe Midcaps Fund and taking over all aspects of its management.

特請您留意子基金愛德蒙得洛希爾基金- 歐洲中型股基金(EdR SICAV - Europe Midcaps)之創建，其唯一目的是吸收愛德蒙得洛希爾歐洲中型股基金，並全方面進行接管。

This change will, however, directly influence governance, as you will become a shareholder of the SICAV and will hold shares and fractions of shares. As a shareholder, you will be entitled to vote at Ordinary and Extraordinary General Shareholders' Meetings, enabling you to participate in the governance of the SICAV. In fact, the main events occurring in the life of the SICAV (e.g., statutory amendments, mergers, etc.) will need to be approved or endorsed by the General Shareholder's Meeting, whereas previously, as the Fund has no corporate responsibility, only the Management Company could act on behalf of the holders of the UCITS and defend their exclusive interest.

然而，這一變化將直接影響治理，因為您將成為該可變資本投資公司(SICAV)之股東，並將持有股份和部分零股。身為股東，您有權在普通和特別股東大會中進行表決以參與可變資本投資公司之治理。事實上，可變資本投資公司存續期間中所發生之主要事件（例如，法定變更、合併等事宜）需經股東大會同意或許可，而先前由於本基金並不負公司責任，僅管理公司得代表可轉讓證券集合投資計畫(UCITS)之持有人行事並捍衛其專屬權益。

The French Financial Markets Authority (Autorité des Marchés Financiers - AMF) approved this merger by absorption on 04/01/2019. It will take place on 21/03/2019 on the basis of the net asset values dated 20/03/2019.

法國金融市場管理局（Autorité des Marchés Financiers - AMF）業於2019年1月4日核准本次吸收合併。其將於2019年3月21日依據2019年3月20日之資產淨值進行。

From 21/03/2019, you will receive the same number of shares in the EdR SICAV - Europe Midcaps Sub-fund as the number of units you hold in the Edmond de Rothschild Europe Midcaps Fund.

自2019年3月21日起，您將獲得與您在愛德蒙得洛希爾歐洲中型股基金中持有單位數量相同之愛德蒙得洛希爾基金- 歐洲中型股基金之股份。

The share classes taken from the absorbed Fund's unit classes will keep the same ISIN codes and only their names will change, as set out in the table below:

從被吸收基金之單位級別中所取得之股份類別將維持相同之 ISIN 編號，僅其名稱將發生變化，如下表所示：



Current situation within the Edmond de Rothschild Europe Midcaps Fund 愛德蒙得洛希爾歐洲中型股基金之現狀	Situation after the transaction within the EdR SICAV - Europe Midcaps Sub-fund 愛德蒙得洛希爾基金-歐洲中型股基金 子基金交易後狀況
A units: FR0010177998	A EUR shares: FR0010177998
A 單位: FR0010177998	A 歐元股份: FR0010177998
B units: FR0010998112	A USD shares: FR0010998112
B 單位: FR0010998112	A 美元股份: FR0010998112
BH units: FR0012538056	A USD shares (H): FR0012538056
BH 單位: FR0012538056	A 美元股份(避險): FR0012538056

The method used to calculate the exchange ratio for the merger is explained in Appendix 3.  
計算本次合併換股比率之方法在附錄 3 中說明。

The merger will occur automatically with no action required from you. If, however, the projected merger does not suit your needs, you are entitled to redeem your units or shares free of charge in accordance with the prospectus of the absorbed Fund and absorbing Sub-fund.

本次合併將自動進行，無需您任何行動。然而，若擬進行之合併不符您的需求，您有權依據被吸收基金及吸收子基金之公開說明書免費買回您的單位或股份。

The statutory auditors' reports on the terms for implementation of the merger will be made available, upon request and free of charge, to unitholders of the absorbed Fund from the registered office of Edmond de Rothschild Asset Management (France).

法定查核會計師關於合併執行條款之報告將依請求免費提供予愛德蒙得洛希爾資產管理公司（法國）註冊辦事處之被吸收基金之單位持有人。

The expenses for the merger transaction, as well as, for example, those for the statutory auditors, will be paid by the companies in the Edmond de Rothschild Group.

本合併交易之費用，以及例如查核會計師費用等，將由愛德蒙得洛希爾集團之公司支付。

## 2. Impact of the changes 變更之影響

Risk profile:  
風險概況

- Change to the risk/reward profile: NO
- 風險/報酬概況之變更：否
- Increase in the risk/reward profile: NO
- 風險/報酬概況之增加：否

The absorbing sub-fund will maintain the same investment restrictions and limitations and risk profile currently in force for the absorbed Fund. The risk profile will nonetheless be specified, by referring to the risk associated with small-caps and mid-caps.

吸收子基金將維持被吸收子基金目前有效的投資限制、限額及風險狀況。然而，風險概況將藉由參酌與小型股及中型股相關的風險而明訂。

However, during this merger, the following changes will be made:



惟在此合併期間，將進行下列變更：

- The statutory auditor of the absorbing sub-fund is PRICEWATERHOUSECOOPERS AUDIT (instead of Cabinet DIDIER KLING & ASSOCIES - Grant Thornton for the absorbed fund).
- 由 PRICEWATERHOUSECOOPERS AUDIT 擔任吸收子基金之法定查核會計師（而非被吸收子基金之法定查核會計師 Cabinet DIDIER KLING & ASSOCIES - Grant Thornton）。
- The end of the accounting period for the absorbing sub-fund will be the last stock exchange trading day of September (instead of the last stock exchange trading day of December for the absorbed Fund). The first year of the EdR SICAV - Europe Midcaps Sub-fund will end on the last trading day of September 2019.
- 吸收子基金的會計期間結束日將是 9 月的最後一個證券交易所交易日（而非 12 月份被吸收基金的最後一個證券交易所交易日）。子基金愛德蒙得洛希爾基金- 歐洲中型股基金的第一年度將於 2019 年 9 月的最後一個交易日結束。
- Increase in fees: YES
- 費用增加：是

The presentation of direct management fees is different within the prospectus of the absorbing sub-fund. These fees are segmented into two separate blocks: financial management fees and administrative fees external to the management company (unlike the absorbed fund where management fees and administrative fees were grouped together in a single rate).

直接管理費用的表達在吸收子基金的公開說明書中會有所不同。此等費用分為兩個獨立項目：財務管理費及管理公司外部的行政管理費（與被吸收子基金是將管理費及行政管理費按單一費率組合在一起不同）。

Furthermore, the maximum fees incl. tax (management fees and administrative fees) have increased by 0.10% for each share class of the absorbing sub-fund.

此外，包括吸收子基金下每一股份稅項（管理費及行政費用）之最高費用已增加 0.10%。

For example, the Fund's A unit currently has a maximum management fee set at 2.00% inclusive of tax. The A EUR share of the absorbing sub-fund will have a maximum financial management fee set at 1.95% incl. tax, in addition to which administrative fees external to the management company will be a maximum of 0.15% incl. tax.

例如，本基金 A 單位目前最高管理費設定為 2.00%（含稅）。吸收子基金中 A EUR 股份之最高財務管理費定為 1.95%（含稅），管理公司外部的行政管理費用最高為 0.15%（含稅）。

In Appendix 1, you will find a table summarising all amendments resulting from this merger and in Appendix 2 you will find a comparative table of the fees.

在附錄 1 中，您將找到一份摘要此次合併產生的所有變更事項之表格，而在附錄 2 中，您將找到費用對照表。

### 3. Important notes:

重要通知：



### Information on the tax treatment of your investment:

#### 與您的投資相關之稅務處理資訊：

The tax treatment applicable to each unitholder depends on their personal situation.  
各單位持有人所適用之稅務待遇取決於其個人狀況而定。

Appendix 4 provides a more detailed description of the elements relative to the tax treatment applicable to unitholders of the EdR Europe Midcaps Fund (“absorbed fund”) who are domiciled or established in France. If you have any questions, please contact your tax advisor.

附錄 4 規定了與適用於在法國註冊或設立之愛德蒙得洛希爾歐洲中型股基金（「被吸收子基金」）單位持有人相關稅務處理要件之更進一步說明。如您有任何疑問，請聯繫您的稅務顧問。

We also suggest that you carefully read the Key Investor Information Document (KIID) of the “absorbing sub-fund”, the EdR SICAV - Europe Midcaps, attached to this letter; the KIID and the prospectus are also available:

我們另建議您仔細閱讀本通知書所附之「吸收子基金」愛德蒙得洛希爾基金- 歐洲中型股基金之主要投資人資訊文件（KIID）；主要投資人資訊文件及公開說明書亦可以下列方式取得：

- from the registered office of the management company, EDMOND DE ROTHSCHILD ASSET MANAGEMENT (France) – they will be sent to you within eight working days of receipt of a written request.

自管理公司愛德蒙得洛希爾資產管理公司（法國）之註冊辦事處取得－其將在收到書面請求後之八個工作日內發送予您。

Registered office: 47 Rue du Faubourg Saint-Honoré – 75401 Paris Cedex 08 – France

註冊辦事處地址：47 Rue du Faubourg Saint-Honoré – 75401 Paris Cedex 08 – France

- online at <http://funds.edram.com>
- 線上取得：<http://funds.edram.com>

### Important things for investors to remember:

#### 投資者重要注意事項：

If you agree to this change, it will occur automatically with no action required from you.

如果您同意本項變更，該變更將會自動進行，無需您任何行動。

If, however, it does not suit your needs, you are entitled to redeem your units, free of charge, knowing that neither the absorbed fund nor the absorbing sub-fund has a redemption fee.

惟若本項變更不符您的需求，您有權免費買回您的單位，並瞭解被吸收子基金及吸收子基金均不收取買回手續費。

If you are unsure about how to proceed in relation to this change, please contact your financial advisor or distributor.

若您不確定如何處理本項變更，請聯繫您的財務顧問或分銷商。

We remain at your disposal should you require any additional information.

若您需要任何其他資訊，我們將隨時為您服務。



Yours faithfully,  
誠摯地，

**Didier Deleage**  
**Chief Executive Officer**  
總裁





Appendices:

附錄：

- Appendix 1: Comparison table of amended items
- 附錄 1：變更項目對照表
- Appendix 2: Comparative table of fees
- 附錄 2：費用對照表
- Appendix 3: Exchange ratio for the merger
- 附錄 3：合併換股比率
- Appendix 4: Applicable taxation
- 附錄 4：適用稅項
- Appendix 5: Key Investor Information Document (KIID) of the EdR SICAV - Europe Midcaps UCITS
- 附錄 5：愛德蒙得洛希爾基金- 歐洲中型股基金可轉讓證券集合投資計畫之主要投資人資訊文件 (KIID)



**APPENDIX 1**

**附錄 1**

**Comparison table of amended items**

**變更項目對照表**

	<b>Absorbed Fund</b> <b>EdR Europe Midcaps</b> <b>(Current position)</b>  被吸收子基金 愛德蒙得洛希爾歐洲中型股基金 (現況)	<b>Absorbing sub-fund</b> <b>EdR SICAV – Europe Midcaps</b> <b>(position after the merger)</b>  吸收子基金 愛德蒙得洛希爾基金-歐洲中型股基金 (交易後狀況)
Legal form 法律形式	French Mutual Fund (FCP) 法國共同基金(FCP)	Société d'Investissement à Capital Variable (open-ended investment company – SICAV) 可變資本投資公司(開放式投資公司— SICAV)
Statutory auditor 法定查核會計師	Cabinet Didier Kling & Associés Grant Thornton	PRICEWATERHOUSECOOPERS AUDIT
Accounting year- end 會計年度終了	Last stock exchange trading day of December 12月份最後一個證券交易所交易日	The last stock exchange trading day of <b>September.</b> The first financial year will end on the last working stock exchange trading day of September 2019. 9月份最後一個證券交易所交易日。 第一個會計年度將於2019年9月份之最後 一個證券交易所之營業交易日結束。
Investment between sub-funds 子基金間投資	N/A	The Sub-fund may invest up to 10% of its net assets in another Sub-fund of the Edmond de Rothschild SICAV.  子基金可將其資產淨值之10%投資於 愛德蒙得洛希爾基金之另一子基金。  The overall investment in other Sub- funds of the SICAV is limited to 10% of net assets. 投資 SICAV 其他子基金之總額限為資 產淨值之10%。



**APPENDIX 2**

**附錄 2**

**Comparative table of fees**

**費用對照表**

	<b>Current situation within the Edmond de Rothschild Europe Midcaps Fund</b> 愛德蒙得洛希爾歐洲中型股基金現況	<b>Situation after the transaction within the EdR SICAV - Europe Midcaps Sub-fund</b> 愛德蒙得洛希爾基金-歐洲中型股基金交易後狀況	
Subscription fee not payable to the Fund/Sub-fund 非應付本基金/子基金之申購費	A, B, BH, BR, CR and E units: Maximum 3% A、B、BH單位：最高3%	A EUR, A USD, A USD (H), CR USD, CR EUR and R EUR shares : Maximum 3% A 歐元、A 美元、A 美元(避險)：最高3%	
Subscription fee payable to the Fund/Sub-fund 應付本基金/子基金之申購費	None 無	None 無	
Redemption fee payable and not payable to the Fund/Sub-fund 應付及非應付本基金/子基金之買回費	None 無	None 無	
Maximum management fees, incl. tax* 最高管理費含稅*	A units: Max. 2.00% incl. taxes* A 單位：最高 2.00% 含稅*	Financial management fees 財務管理費用	A EUR shares: Max. 1.95% incl. taxes* A 歐元股份：最高 1.95% 含稅*
		Administrative fees external to the Management Company ** 管理公司外部行政管理費用**	A EUR shares: Max. 0.15% incl. taxes* A 歐元股份：最高 0.15% 含稅*
	B units: Max. 2.00% incl. taxes* B 單位：最高 2.00% 含稅*	Financial management fees 財務管理費用	A USD shares: Max. 1.95% incl. taxes* A 美元股份：最高 1.95% 含稅*
		Administrative	A USD shares:



		fees external to the Management Company ** 管理公司外部行政管理費用**	Max. 0.15% incl. taxes* A 美元股份：最高 0.15% 含稅*
	BH units: Max. 2.00% incl. taxes* BH 單位：最高 2.00% 含稅*	Financial management fees 財務管理費用	A USD (H) shares: Max. 1.95% incl. taxes* A 美元(避險)股份：最高 1.95% 含稅*
		Administrative fees external to the Management Company ** 管理公司外部行政管理費用**	A USD (H) shares: Max. 0.15% incl. taxes* A 美元(避險)股份：最高 0.15% 含稅*
Maximum indirect fees, incl. tax*** 最高間接費用含稅***	None 無	This Sub-fund invests a maximum of 10% of its net assets in other UCIs. Immaterial fees 本子基金最多將其資產淨值之 10% 投資於其他集合投資計畫。非重大費用	
Indirect subscription and redemption fees 間接申購及買回費用	None 無	None 無	
Performance fees 績效費	A, B, BH units: A、B、BH 單位:	A EUR, A USD, A USD (H), CR USD, CR EUR, R EUR, I EUR, I USD (H) shares: A 歐元、A 美元、A 美元(避險)股份:	
	15% per year of the outperformance compared with the benchmark index, Stoxx Europe Small 200 (NR) with net dividends reinvested. 每年優於績效指標 Stoxx Europe Small 200 (NR) 15% 之績效，股利淨額再投資。	15% per year of the outperformance compared with the benchmark index, Stoxx Europe Small 200 (NR) with net dividends reinvested. 每年優於績效指標 Stoxx Europe Small 200 (NR) 15% 之績效，股利淨額再投資。	

\*Including all taxes.

\*包含所有稅項。

\*\* In case of an increase of administrative fees external to the Management Company less than or equal to 0.10% incl. tax per year, shareholders of the Sub-fund shall be informed by any means. In



this case, the Management Company will not be required to inform shareholders in a specified manner or provide the opportunity to redeem their shares free of charge.

\*\*如果管理公司外部行政管理費用之增加小於或等於0.10%，包含每年稅項，則應以任何方式通知子基金的股東。在此情況下，管理公司無需以特定方式通知股東或提供免費買回股份的機會。

\*\*\* apart from possible performance fees

\*\*\*可能產生之績效費用不在此限。



### APPENDIX 3

#### 附錄 3

#### Exchange ratio for the merger 合併換股比率

The exchange ratio will be one to one, i.e. one share from the equivalent class of the EdR SICAV - Europe Midcaps Sub-fund (absorbing sub-fund) for one unit of the Edmond de Rothschild Europe Midcaps Fund (absorbed fund).

換股比率為 1:1，即以子基金愛德蒙得洛希爾基金- 歐洲中型股基金（吸收子基金）的相當類別中之一股，交換愛德蒙得洛希爾歐洲中型股基金（被吸收子基金）之一單位。

For example, on 14 December 2018, the net asset value of the A unit of the Edmond de Rothschild Europe Midcaps Fund stood at €380.64, which would constitute the initial net asset value of the A EUR share of the EdR SICAV - Europe Midcaps Sub-fund, since the exchange ratio is 1, as illustrated below.

例如，於 2018 年 12 月 14 日，愛德蒙得洛希爾歐洲中型股基金 A 單位之資產淨值為 380.64 歐元，因為交換比率為 1，此將構成子基金愛德蒙得洛希爾基金- 歐洲中型股基金 A 歐元股份之初始資產淨值，如下圖所示。

$$\text{Exchange ratio} = \frac{\text{Net asset value of the A unit of the absorbed fund}}{\text{Net asset value of the A EUR share in the absorbing sub-fund}} = 1$$

$$\text{換股比率} = \frac{\text{被吸收子基金之 A 單位資產淨值}}{\text{吸收子基金之 A 歐元股份資產淨值}} = 1$$

Accordingly, no balancing payments or fractions will be paid as part of this transaction.

因此，作為本交易之一部，將不會支付任何差額或部份給付。

All share classes of the absorbing sub-fund will benefit from the historical net asset values of the corresponding unit classes of the absorbed Fund.

吸收子基金的所有股份類別將獲益於被吸收基金相應單位類別之歷史資產淨值。



## APPENDIX 4

### 附錄 4

#### Applicable taxation

#### 適用稅項

#### Tax treatment applicable to legal entities established outside France

#### 適用於在法國境外設立的法人實體的稅務處理

They may be subject to tax at their place of tax residence or in other jurisdictions where they pay taxes. The tax implications of the merger may vary depending on the laws and regulations in force in the country of residence, nationality, domicile or establishment. If you have any questions about potential tax liability due to the implementation of the merger, you are strongly encouraged to contact your professional tax advisor.

渠等可能在其稅務居住地或在其納稅之其他司法管轄區納稅。合併的稅務影響可能因居住國、國籍、住所或企業的現行法規而有所歧異。若您對實施合併所可能產生之稅務責任有任何疑問，我們強烈建議您聯繫您的專業稅務顧問。

(餘略)