

檔 號：

保存年限：

## 野村證券投資信託股份有限公司 函

地址：11049臺北市信義路5段7號30樓

承辦人：陳欣喬

電話：(02)87581571

受文者：鉅亨證券投資顧問股份有限公司

發文日期：中華民國109年3月25日

發文字號：野村信字第1090000151號

速別：普通件

密等及解密條件或保密期限：

附件：天達資產管理公司中英文特別股東大會通知書及代表委任書(0000151A00\_ATTCH2  
1.pdf)

主旨：謹通知本公司總代理之天達環球策略基金(GSF)各子基金  
之特別股東大會通知及代表委任書。

說明：

一、本公司經金融監督管理委員會核准，擔任天達環球策略基金  
系列境外基金之總代理人，在台灣募集及銷售，合先敘明。

二、天達環球策略基金系列境外基金將於109年4月21日上午11時  
(歐洲中部時間)召開特別股東大會。

三、其議程為天達環球策略基金(GSF)之名稱變更為「晉達環球  
策略基金」，該名稱變更將自109年6月2日生效。

四、如欲參與投票，請於隨附之中英文代表委任書上由有權人簽  
署(原留印鑑/簽名)並註明簽署日期。請於109年4月17日下午  
3時(歐洲中部時間)前傳真至+352 464 010 413，或郵電至luxem  
bourg-domiciliarygroup@statestreet.com。

五、詳細內容請參閱隨函附件之中英文特別股東通知書及代表委  
任書。

正本：中租證券投資顧問股份有限公司、鉅亨證券投資顧問股份有限公司

副本：

(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。)

**本文件至關重要  
並包含乙份股東會通知需您垂注  
而另一份委託書則須於股東會前回擲  
如有疑問，尚請尋求專業意見**

親愛的投資人，

### **晉達 - 天達資產管理的新名稱**

如您所知，於2020年3月16日，天達資產管理(「IAM」)自天達集團分割並成為一獨立之資產管理事業，並以新名稱晉達資產管理於倫敦及約翰尼斯堡雙重掛牌。

雖晉達資產管理現為一獨立之資產管理事業，其將會由相同之專責人員專注於滿足您的投資需求。

晉達資產管理業已提供以下有關其名稱變更之訊息予投資人：

「於選擇新名稱時，我們尋求一個與我們的傳統具有強烈聯結，可以感受到真實的我們，並於競爭市場中脫穎而出的名稱。

我們自1991年始於南非，那是世界發生變革性變動的一年，尤其在南非，終結種族隔離已邁出重要的步伐。

身為這變動的一環而成就了今日的我們。它教會我們主動投資的力量；及如何幫助我們的客戶、我們公司以及社區創造一個更好的未來。

雖然我們的名稱變更了，但卻不會變更我們是誰。我們的新名稱是晉達資產管理，用以表彰我們創辦公司的關鍵時刻。」



—  
Previously Investec  
Asset Management

**天達環球策略基金  
註冊辦事處：**  
49, Avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

**郵寄地址：**  
晉達資產管理香港有限公司  
香港中環金融街8號  
國際金融中心二期36樓3609-14室

**晉達資產管理基金中心  
環球**  
電話 +44 (0) 20 3938 1800  
傳真 +352 2460 9923  
enquiries@ninetyone.com

**南非**  
電話 0860 500 900  
傳真 0861 500 900  
saoffshore@ninetyone.com

**香港**  
電話 +852 2861 6888  
傳真 +852 2861 6861  
hongkong@ninetyone.com

**新加坡**  
電話 +65 6653 5550  
傳真 +65 6653 5551  
singapore@ninetyone.com

[www.ninetyone.com](http://www.ninetyone.com)

天達環球策略基金為可變資本投資公司，並於盧森堡大公國商業及公司登記處以編號B139420註冊。註冊地址如上所述。於美國以外，電話內容可被錄音以作為培訓、監測及法例規定的目的及確認投資者的指示之用。

由於天達環球策略基金（「GSF」）之名稱提及晉達資產管理之舊名稱「天達」，我們亦計畫變更GSF的名稱。本信函列出擬定之GSF新名稱、GSF服務提供者之新名稱（其為晉達集團之成員）及進行各該名稱變更之相對應日期。

請注意，GSF重新命名之提案須經GSF特別股東大會通過該議案。就此，您需採取之相關行動詳如下述，並載於後附之召集通知中。

我們雖計畫變更GSF的名稱，但GSF之子基金名稱將不會有任何變動。

### **提議變更GSF之名稱及特別股東大會**

我們計畫變更GSF的名稱為「晉達環球策略基金」。為此，我們必須於2020年4月21日上午11點（歐洲中部時間）假GSF註冊辦事室49, Avenue J.F. Kennedy, L-1855 Luxembourg 舉行之GSF特別股東大會（「本會議」）中，通過修訂GSF組織章程（「本章程」）之議案。

本函所附之本會議召集通知包含，議程、本章程之修訂提案及為使議案通過之程序事項與要求之細節。

截至基準日止之所有GSF股東均有權投票。有鑑於通過該決議之重要性，我們鼓勵並謹請您投票贊成該決議。若您無法親自出席本會議投票，我們亦敦促您填寫完成並簽署所附之委託書格式，且至遲須於2020年4月17日下午3點（歐洲中部時間）前以所附之商務回郵信封回擲；傳真至（+352）464010413；或寄電子郵件寄至luxembourg-domiciliarygroup@statestreet.com。

倘該決議於本會議經股東必要多數通過，該名稱變更將自2020年6月2日起生效。



### 晉達集團成員(即GSF服務提供者)之名稱變更

此外，涉及GSF管理的服務提供者，且隸屬於晉達集團成員者之新名稱，詳列於下方表格：

| 服務提供者          | 目前名稱  | 新名稱  | 預計名稱變更之日期         |
|----------------|---|--|-------------------|
| 管理公司           | 天達資產管理盧森堡有限公司                                 | 晉達資產管理盧森堡有限公司                              | 2020年3月16日<br>或前後 |
| 全球經銷商及服務提供者    | 天達資產管理根西島有限公司                                 | 晉達資產管理根西島有限公司                              | 2020年6月1日<br>或前後  |
| 投資經理、協調人及英國代理人 | 天達資產管理有限公司                                    | 晉達資產管理英國有限公司                               | 2020年3月16日<br>或前後 |
| 次投資經理          | 天達資產管理(私人)有限公司                                | 晉達資產管理南非(私人)有限公司                           | 2020年3月16日<br>或前後 |
| 次投資經理          | Investec Asset Management North America, Inc. | Ninety One North America, Inc.             | 2020年3月16日<br>或前後 |
| 次投資經理          | 天達資產管理香港有限公司                                  | 晉達資產管理香港有限公司                               | 2020年3月16日<br>或前後 |
| 次投資經理及新加坡代表    | 天達資產管理新加坡有限公司                                 | 晉達資產管理新加坡私人有限公司                            | 2020年3月16日<br>或前後 |
| 博茨瓦納代表         | 天達資產管理博茨瓦納(私人)有限公司                            | 晉達資產管理博茨瓦納私人有限公司                           | 2020年3月16日<br>或前後 |
| 香港代表           | 天達資產管理香港有限公司                                  | 晉達資產管理香港有限公司                               | 2020年3月16日<br>或前後 |
| 南非代表           | Investec Fund Managers SA (RF)(Pty) Limited   | Ninety One Fund Managers SA (RF) (Pty) Ltd | 2020年3月30日<br>或前後 |

### 基金文件更新及信函

GSF之新名稱（取決於股東會之核准）及晉達集團內之GSF服務提供者之新名稱將於2020年6月2日或其前後反映於經修訂之GSF公開說明書、本章程及主要投資人資訊文件。在此日期之後，所有來自我們的後續通訊皆將以GSF之新名稱為之。

經修訂之公開說明書、章程及重要投資人資訊文件之副本將得於網站[www.ninetyone.com](http://www.ninetyone.com)下載，及透過本函頂端所載之郵件地址或電子郵件免費索取。

### 費用及成本

本函所載之名稱變更將不會對GSF系列基金目前所收取的管理費用產生任何變更。關於進行名稱變更之成本，如法律及郵遞費用，將由GSF系列各基金依比例支付。



### 國際證券識別碼(ISIN)

GSF系列基金各股份級別之ISIN碼將不會變更。

### 更多資訊

若您對於本次名稱變更或本函所載之內容有任何疑問，請先聯繫您通常之財務顧問。亦或由我們的團隊協助您。請以本函頂端所載之聯絡資訊連絡我們。

有關我們基金的更多資訊，請瀏覽我們的網站[www.ninetyone.com](http://www.ninetyone.com)。

謹此感謝您持續投資。

誠摯地，



**Grant Cameron**  
董事



**Nigel Smith**  
董事

2020年3月25日

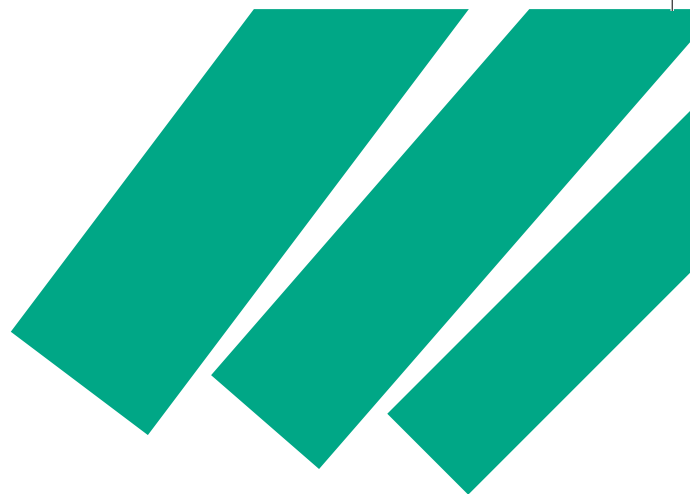
附件

GSF的董事對本函內容的正確性負責。據GSF董事所知及所信（其已採取一切合理的謹慎措施以確保確係如此），本函所載資訊均符合事實，並不致遺漏任何可能影響此等資訊重要性之事項。GSF的董事就此承擔責任。

除內文另有要求者外，本函中所有定義之詞彙與GSF公開說明書所載的定義詞彙具有相同涵義。



THIS DOCUMENT IS IMPORTANT AND CONTAINS A NOTICE OF A MEETING OF SHAREHOLDERS THAT REQUIRES YOUR ATTENTION AND A PROXY FORM TO BE RETURNED PRIOR TO THAT MEETING. IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.



25 March 2020

Dear Investor,

### **Ninety One – the new name for Investec Asset Management**

As you may be aware, Investec Asset Management ('IAM') separated from the Investec Group and became an independent asset management business dual listed in London and Johannesburg under the new name of Ninety One on 16 March 2020.

Although Ninety One is now an independent asset management business, it will have the same dedicated people focused on meeting your investment needs.

Ninety One has provided the following message to investors in regard to its name change:

“When choosing our new name, we sought one which had a strong connection to our heritage, that feels authentic to who we are and will stand out in a competitive market.

We started in South Africa in 1991. It was a year of transformative change around the world, none more so than in South Africa where significant steps were taken towards the ending of apartheid.

Being a part of that change made us the firm that we are today. It taught us the power of active investing; how it can help to create a better future, for our clients, for our firm and for our communities.

Whilst we are changing our name, we are not changing who we are. Our new name is Ninety One, recognising the momentous time in which we started our firm.”



—  
Previously Investec  
Asset Management

#### **Investec Global Strategy Fund**

**Registered office:**  
49, Avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

**Postal address:**  
PO Box 250  
Guernsey GY1 3QH  
Channel Islands

#### **Ninety One Fund Centres**

**Global**  
T+44 (0) 20 3938 1800  
F +352 2460 9923  
enquiries@ninetyone.com

**South Africa**  
T 0860 500 900  
F 0861 500 900  
saoffshore@ninetyone.com

**Hong Kong**  
T +852 2861 6888  
F +852 2861 6861  
hongkong@ninetyone.com

**Singapore**  
T +65 6653 5550  
F +65 6653 5551  
singapore@ninetyone.com

[www.ninetyone.com](http://www.ninetyone.com)

Investec Global Strategy Fund, société d'investissement à capital variable, is registered with the trade and companies register of the Grand Duchy of Luxembourg under number R.C.S. Luxembourg B139420. Registered office as above. Telephone calls may be recorded for training, monitoring and regulatory purposes and to confirm investors' instructions.

As the name of the Investec Global Strategy Fund ('GSF') refers to 'Investec', the old name of Ninety One, we plan to change the name of GSF. This letter sets out the proposed new name of GSF, the new names of GSF's service providers, which are members of the Ninety One group, and the respective dates when these name changes will be made.

Please note that the proposed renaming of GSF requires the passing of a resolution at an Extraordinary General Meeting of Shareholders of GSF. The action which you should take in this regard is explained below and within the enclosed convening notice.

Although we plan to change the name of GSF, there will be no changes to the names of the sub-funds of GSF.

#### **Proposed name change of GSF and an Extraordinary General Meeting of Shareholders**

We plan to change the name of GSF to 'Ninety One Global Strategy Fund'. To achieve this, we are required to amend the articles of incorporation of GSF (the 'Articles') by passing a resolution at an Extraordinary General Meeting of Shareholders of GSF to be held on 21 April 2020 at 11a.m. (CET) at the registered office of GSF at 49, Avenue J.F. Kennedy, L-1855 Luxembourg (the 'Meeting').

Enclosed with this letter is the convening notice of the Meeting which includes the agenda, the proposed amendment to the Articles and details of the procedural matters and requirements in order for the resolution to be passed.

All shareholders of GSF at the record date are eligible to vote. Given the importance of passing the resolution, we would encourage you to please vote in favour of the resolution. If you cannot be present at the Meeting to vote in person, we would urge you to please complete and sign the enclosed Form of Proxy, and return it to us no later than 17 April 2020 at 3p.m. (CET), using the business reply envelope supplied, or by fax to (+352) 464 010 413 or by email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com).

If the resolution is passed by the required majority of shareholders at the Meeting, the change of name will be effective from 2 June 2020.

### Name changes of the members of the Ninety One group which are service providers to GSF

In addition, the new names of the service providers involved in the management of GSF and which are members of the Ninety One group are detailed in the table below:

| Service provider   | Current name                                     | New name                                   | Scheduled date of name change |
|--|--|--|-------------------------------|
| Management Company   | Investec Asset Management Luxembourg S.A.        | Ninety One Luxembourg S.A.                 | On or around 16 March 2020    |
| Global Distributor and Service Provider                              | Investec Asset Management Guernsey Limited       | Ninety One Guernsey Limited                | On or around 1 June 2020      |
| Investment Manager, Co-Ordinator and United Kingdom Facilities Agent | Investec Asset Management Limited                | Ninety One UK Limited                      | On or around 16 March 2020    |
| Sub-Investment Manager   | Investec Asset Management (Pty) Limited          | Ninety One SA (Pty) Ltd                    | On or around 16 March 2020    |
| Sub-Investment Manager   | Investec Asset Management North America, Inc.    | Ninety One North America, Inc.             | On or around 16 March 2020    |
| Sub-Investment Manager   | Investec Asset Management Hong Kong Limited      | Ninety One Hong Kong Limited               | On or around 16 March 2020    |
| Sub-Investment Manager and Singapore Representative                  | Investec Asset Management Singapore Pte. Limited | Ninety One Singapore Pte. Limited          | On or around 16 March 2020    |
| Botswana Representative  | Investec Asset Management Botswana (Pty) Ltd     | Ninety One Botswana Proprietary Limited    | On or around 16 March 2020    |
| Hong Kong Representative   | Investec Asset Management Hong Kong Limited      | Ninety One Hong Kong Limited               | On or around 16 March 2020    |
| South African Representative   | Investec Fund Managers SA (RF) (Pty) Limited     | Ninety One Fund Managers SA (RF) (Pty) Ltd | On or around 30 March 2020    |

### Fund document updates and correspondence

The new name of GSF (which is subject to shareholder approval) and the new names of the service providers of GSF within the Ninety One group will be reflected as applicable in a revised Prospectus of GSF, the Articles and the Key Investor Information Documents on or around 2 June 2020. After this date, all subsequent correspondence from us will be under GSF's new name.

Revised copies of the Prospectus, Articles and Key Investor Information Documents will be available on our website, [www.ninetyone.com](http://www.ninetyone.com) and on request at the postal address or email address appearing at the top of this letter, free of charge.

### Fees and costs

The name changes set out in this letter will not result in any change in the current level of management fees charged to the GSF range of funds. The costs associated with implementing the changes, such as legal and mailing costs, will be paid by GSF pro rata across the range of funds.



### ISIN codes

There will be no change to the ISIN codes for each share class of the GSF range of funds.

### More information

If you have any questions regarding the name change or the contents of this letter, please contact your usual financial advisor in the first instance. Alternatively, our teams are available to help you. Please find their contact details at the top of this letter.

For more information on our funds, visit our website, [www.ninetyone.com](http://www.ninetyone.com)

Thank you for your continued investment.

Yours faithfully,



Grant Cameron  
Director



Nigel Smith  
Director

Enc.

The Directors of GSF are responsible for the accuracy of the contents of this letter. To the best of the knowledge and belief of the Directors of GSF (who have taken all reasonable care to ensure that such is the case) the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors of GSF accept responsibility accordingly.

All defined terms in this letter shall have the same meaning as those defined terms as set out in the Prospectus of GSF, unless the context requires otherwise.



—  
Previously Investec  
Asset Management

# 特別股東大會通知

天達環球策略基金  
可變資本投資公司  
註冊辦事處：49, Avenue J.F. Kennedy, L-1855 Luxembourg  
盧森堡商業登記編號 B 139.420  
（「本公司」）

親愛的股東：

謹通知並敬邀您參加本公司之**特別股東大會**，該會議將於公證人前，假本公司註冊辦事處49, Avenue J.F. Kennedy, L-1855 Luxembourg，於2020年4月21日上午11點（歐洲中部時間）舉行（「**本會議**」），以審議並表決本公司組織章程（「**本章程**」）之修訂。

議程如下所述。

## 議程

a) 變更本公司名稱並隨之修訂組織章程第1條如下：

「一符合可變資本投資公司（法文為société d'investissement à capital variable）資格之公眾有限公司（法文為société anonyme），名為「**天達環球策略基金**」「**晉達環球策略基金**」（「**本公司**」），並受2010年12月17日盧森堡法律第一部份關於集體投資計畫及其隨時之修訂（「**2010年法**」）、2010年法所參照之1915年8月10日關於商業公司法律及其隨時之修訂（「**1915年法**」）、2013年4月6日關於無實體化證券法律及其隨時之修訂、2001年8月1日關於證券流通法律及其隨時之修訂、與現行之組織章程（「**本章程**」）之規範。

除另有規定者外，本章程中之定義詞彙應與本公司之公開說明書（「**公開說明書**」）所使用者具有相同涵義。」

依本章程第19條及經修訂之1915年8月10日關於商業公司之盧森堡法律（「**1915年法**」）第450-3(2)條，倘有三分之二以上之股本出席或經代表出席，則本會議將得有效審議該項目；而該項目之決議將依本會議中有效表決之三分之二以上之贊成票而有效通過。倘該決議經本會議有效表決之必要票數投票通過，則經修訂之本章程將於2020年6月2日生效。

倘該決議於本會議成功通過，則經修訂之本章程副本將得於本公司註冊辦事處免費索取英文版本，且其亦得於晉達網站(www.ninetyone.com)下載之。

每股代表一表決權。

承董事會之命  
天達環球策略基金  
董事長

2020年3月25日

### 註

1. 有權出席本會議並投票之股東，倘其無法出席或投票，得委託一名或多名代理人代理其出席並投票。代理人無須為本公司之股東。委託代理人之文件及簽署人之授權書或其他授權文件（如有）或經公證人公證之授權書或授權文件副本，須於2020年4月17日下午3點（歐洲中部時間）前存放至本公司註冊辦事處49, Avenue J.F. Kennedy, L-1855 Luxembourg，或以電子郵件回覆至 luxembourg-domiciliarygroup@statestreet.com，或以傳真回覆至(+352) 464 010 413，始為有效。  
請注意，僅2020年4月15日下午3點（歐洲中部時間）前仍登記之股東方有權於本會議中投票。
2. 本會議所使用之委託書格式如附件所示。為本會議所填寫完成並回擲之委託書將於任何延會，及因本會議未達法定出席人數要求而重新召集之會議，持續有效。
3. 依本公司組織章程第19條及1915年法，倘有二分之一以上之本公司股本出席或以委託書代表出席，則依此召開之本會議將得有效審議該項目；而該項目之決議將依本會議中有效表決之三分之二以上之贊成票而有效通過。
4. 倘於本會議所指定開始時間之半小時內未達法定出席人數，則會議將於2020年5月29日上午11點（歐洲中部時間）重新召集，並假本公司註冊辦事處49, Avenue J.F. Kennedy, L-1855 Luxembourg舉行。股東將收到該等重新召集會議之通知。重新召集之會議並無法定出席人數之要求。
5. 無論股東如何或是否投票，一旦該決議經表決之三分之二之必要多數通過，其將對所有股東產生拘束力。



# 股東大會

2020年4月21日

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適用於2020年4月21日上午11點(歐洲中部時間)於天達環球策略基金(「本公司」)註冊辦事處49, Avenue J.F. Kennedy, L-1855 Luxembourg舉行之本公司特別股東大會(「大會」)。

股東名稱：

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股東地址：

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股東帳號：

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簽署人身為本公司之股東，茲委託會議主席或(見附註1)。

姓名：

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地址：

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擔任本人於本公司之特別股東大會及其任何延會上之代理人，就有關列於2020年3月25日特別股東大會通知所載議程中，修改組織章程(「本章程」)第1條以變更本公司名稱(「本決議」)之審議及表決，代表本人投票。

請詳閱以下附註。

請於下列「贊成」或「反對」之適當空格填上「勾」號，以指示您對有關本決議代理人之投票意向。

關於本決議，本人指示代理人依據下述進行投票(見附註2)；

| 決議                     | 贊成                       | 反對                       |
|------------------------|--------------------------|--------------------------|
| 變更本公司名稱並隨之修訂組織章程第1條如下： | <input type="checkbox"/> | <input type="checkbox"/> |

「一符合可變資本投資公司(法文為société d'investissement à capital variable)資格之公眾有限公司(法文為société anonyme)，名為「天達環球策略基金」「晉達環球策略基金」「本公司」，並受2010年12月17日盧森堡法律第一部份關於集體投資計畫及其隨時之修訂(「2010年法」)、2010年法所參照之1915年8月10日關於商業公司法律及其隨時之修訂(「1915年法」)、2013年4月6日關於無實體化證券法律及其隨時之修訂、2001年8月1日關於證券流通法律及其隨時之修訂、與現行之組織章程(「本章程」)之規範。

除另有規定者外，本章程中之定義詞彙應與本公司之公開說明書(「公開說明書」)所使用者具有相同涵義。」

請於2020年4月17日下午3點(歐洲中部時間)前填妥並回擲本委託書格式，並連同簽署人之授權書或其他書面之授權文件(如有)，或經公證人公證之授權書或授權文件複本，傳真至(+352) 464 010 413，或寄電子郵件至luxembourg-domiciliarygroup@statestreet.com，或郵寄至49, Avenue J.F. Kennedy, L-1855 Luxembourg。

於下方簽署即代表您同意委託書持有人有權作出任何陳述、進行所有投票、簽署所有會議紀錄及其他文件，作出一切合法、必要或有助完成及履行本委託之行為(即使現有文件並未正式述及)，並依據盧森堡法律之規定於本公司註冊處(Companies' Registrar)進行任何註冊。簽署人並承諾在任何時候被要求時將追認由委託書持有人所為之所有前述行為。

如本次特別股東大會因任何原因休會、延期或再次召集，現有之委託書仍為有效。

本委託，及簽署人及委託書持有人之權利、義務及責任均受盧森堡法律規範，不受法律衝突原則之限制。

因本委託而衍生、與之相關及因而出現之任何索賠、爭議或糾紛，應由簽署人及委託書持有人向盧森堡市之法院提出，而各簽署人及代理人因此所為之任何行為或程序茲此受到該法院之專屬管轄，並放棄對該法院專屬管轄或審判地提出任何異議。

|      |     |
|------|-----|
| 簽署人： | 日期： |
|------|-----|

**附註：**

1. 若您希望委託會議主席以外之人士，請刪除上述「會議主席」之文字，並於所示適當位置填寫受委託人之姓名及地址。該名人士毋需為股東，但必須親自出席會議以代表您。若您希望委任主席作為代理人(如上所載)，請毋須填寫此部份。
2. 請填上「勾」號，以指示您對有關決議之投票意向。若已簽署並回擲之委託書並未就投票作出任何特定指示，代理人得因此依其認為適當之選擇進行投票或放棄投票。若您不希望就所持全部股份作出相同之投票，請與我們聯繫。
3. 本委託書須於2020年4月17日下午3點(歐洲中部時間)前收受方為有效。請將本委託書，連同簽署人之授權書或其他書面授權文件(如有)，或經公證人公證之授權書或授權文件副本，傳真至(+352) 464 010 413，或電郵至luxembourg-domiciliarygroup@statestreet.com，或郵寄至49, Avenue J.F. Kennedy, L-1855 Luxembourg。
4. 倘股東為公司，本委託書格式須蓋用其常用章或由其合法授權之人員或顧問簽署。
5. 於共同登記持有之情形，於排名首位之股東親自或代理投票後，其他共同股東不得進行投票。就此，優先順位應以股東名冊內之姓名順序而定。
6. 本委託書適用於特別股東大會，並於任何延期會議，及因特別股東大會未達法定出席人數要求而重新召集之特別股東大會，持續有效。
7. 依本公司組織章程第19條及1915年法，倘有二分之一以上之本公司股本出席或以委託書代表出席，則依此召開之本會議將得有效審議該項目；而該項目之決議將依本會議中有效表決之三分之二以上之贊成票而有效通過。
8. 倘於本會議所指定開始時間之半小時內未達法定出席人數，則會議將於2020年5月29日上午11點(歐洲中部時間)重新召集，並假本公司註冊辦事處49, Avenue J.F. Kennedy, L-1855 Luxembourg舉行。股東將收到該等重新召集會議之通知。重新召集之會議並無法定出席人數之要求。
9. 無論股東如何或是否投票，一旦該決議經表決之三分之二之必要多數通過，其將對所有股東產生拘束力。
10. 當決議於重新召集之特別股東大會取得所需有效票數通過後，經修訂及重編之本公司章程應於2020年6月2日生效。



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# Notice of Extraordinary General Meeting

## Investec Global Strategy Fund

Société d'Investissement à Capital Variable. Registered Office: 49, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg B 139.420 (the "Company")

Dear Shareholder,

Notice is hereby given and you are invited to attend an EXTRAORDINARY GENERAL MEETING of the Shareholders of the Company which will be held, before notary, at the registered office of the Company at 49, Avenue J.F. Kennedy, L-1855 Luxembourg, on 21 April 2020 at 11a.m. (CET) (the "Meeting"), to deliberate and vote on the amendments of the articles of incorporation of the Company (the "Articles").

The agenda is described below.

### Agenda

- a. Change of name of the Company and subsequent amendment of article 1 of the Articles to read as follows:

"There exists a public limited company (société anonyme) qualifying as an investment company with variable share capital (société d'investissement à capital variable) under the name "~~Investec Global Strategy Fund~~" "Ninety One Global Strategy Fund" (the "Company") which shall be governed by Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended from time to time (the "2010 Law"), the law of 10 August 1915 concerning commercial companies, as amended from time to time (the "1915 Law") to which the 2010 Law refers, the law of 6 April 2013 on dematerialised securities, as amended from time to time, the law of 1 August 2001 on the circulation of securities, as amended from time to time, as well as by the present articles of incorporation (the "Articles of Incorporation").

Unless otherwise indicated, any capitalised term in these Articles of Incorporation shall have the same meaning as that set out in the Company's prospectus (the "Prospectus")."

The Meeting will validly deliberate on this item if at least one-half of the share capital is present or represented and the resolution on the item will be validly passed by the affirmative vote of at least two-thirds of the votes validly cast at the Meeting, in conformity with article 19 of the Articles and article 450-3(2) of the amended Luxembourg law of 10 August 1915 on commercial companies (the "1915 Law"). If the resolution is passed by the requisite number of votes validly cast at the Meeting, the amended Articles of the Company shall come into force on 2 June 2020.

Copies of the amended Articles will be available free of charge, in English, at the registered office of the Company and they may be downloaded from the Ninety One website ([www.ninetyone.com](http://www.ninetyone.com)) if the resolutions are successfully passed at the Meeting.

Each share is entitled to one vote.

**By order of the Board**

Investec Global Strategy Fund

**Chairman**

25 March 2020

**Notes**

1. A shareholder entitled to attend and vote at the Meeting but who is unable to do so is entitled to appoint one or more proxies to attend and to vote instead of him/her. The proxy needs not be a shareholder in the Company. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarised certified copy of such power of attorney, in order to be valid, must either be deposited at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, returned by email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) or returned by fax on (+352) 464 010 413 by 3p.m. (CET) on 17 April 2020.

Please be advised that only shareholders on record as at 3p.m. (CET) on 15 April 2020 may be entitled to vote at this Meeting.

2. A form of proxy for use at the Meeting is enclosed. A form of proxy validly completed and returned for the Meeting will remain valid for any adjournment thereof as well as for a reconvened Meeting in case the quorum requirements of the Meeting are not met.
3. The Meeting hereby convened will validly deliberate upon the item of the above agenda if at least one half of the share capital of the Company is present or represented by proxy and the resolution on the item of the agenda will be validly passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting, in conformity with article 19 of the articles of incorporation of the Company and the 1915 Law.
4. If a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, it will be reconvened at 11a.m. (CET) on 29 May 2020 and will be held at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Shareholders will be notified of such reconvened meeting. There are no quorum requirements for such reconvened meeting.
5. Once passed by the requisite majority of two thirds of the votes cast, the resolution will be binding on all shareholders, irrespective of how or whether they voted.



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# General Meeting

on 21 April 2020

For use at the Extraordinary General Meeting of Shareholders of the Investec Global Strategy Fund (the “Company”) to be held in Luxembourg at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, on 21 April 2020 at 11a.m. (CET) (the “Meeting”).

Shareholder name: \_\_\_\_\_

Shareholder address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Shareholder account number: \_\_\_\_\_

I/We, the undersigned, being a Shareholder in the Company hereby appoint the Chairman of the meeting or (see Note 1)

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

to act as my proxy to vote on my behalf at the Meeting and at any adjournment(s) thereof in relation to deliberate and vote on the amendment of article 1 of the articles of incorporation (the “Articles”) in order to change the name of the Company as set out in the agenda specified in the notice of the Meeting dated 25 March 2020 (the “Resolution”).

Please read the Notes below carefully.

Please indicate how you wish your proxy to vote in respect of the Resolution set out below by placing a 'tick' in the appropriate box under either 'for' or 'against'.

In respect of the Resolution, I direct my proxy to vote as follows (see Note 2);

| Resolution   | For                      | Against                  |
|--|--------------------------|--------------------------|
| <p>Change of name of the Company and subsequent amendment of article 1 of the articles of incorporation to read as follows: "There exists a public limited company (société anonyme) qualifying as an investment company with variable share capital (société d'investissement à capital variable) under the name "<del>Investec Global Strategy Fund</del>" "Ninety One Global Strategy Fund" (the "Company") which shall be governed by Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended from time to time (the "2010 Law"), the law of 10 August 1915 concerning commercial companies, as amended from time to time (the "1915 Law") to which the 2010 Law refers, the law of 6 April 2013 on dematerialised securities, as amended from time to time, the law of 1 August 2001 on the circulation of securities, as amended from time to time, as well as by the present articles of incorporation (the "Articles of Incorporation").</p> <p>Unless otherwise indicated, any capitalised term in these Articles of Incorporation shall have the same meaning as that set out in the Company's prospectus (the "Prospectus")."</p> | <input type="checkbox"/> | <input type="checkbox"/> |

Please complete and return this Proxy form by 3p.m. (CET) on 17 April 2020 by fax to (+352) 464 010 413 or email to luxembourg-domiciliarygroup@statestreet.com or mail using the enclosed business reply envelope to 49, Avenue J.F. Kennedy, L-1855 Luxembourg, together with the Power of Attorney, or other written authority (if any) under which it is signed, or a notarially certified copy of such power of authority.

By signing the below you agree that the proxyholder is authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy, even if not formally mentioned in the present documents, and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Companies' Registrar, while the undersigned promises to ratify all said actions taken by the proxyholder whenever requested.

The present proxy will remain in force if the Meeting, for whatsoever reason, is adjourned, postponed or reconvened.

This proxy, and the rights, obligations and liabilities of the undersigned and the proxyholder hereunder, shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder before the courts of Luxembourg-City, and each of the undersigned and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such action or proceeding and waives any objection to the jurisdiction or venue of such courts.

|        |       |
|--------|-------|
| _____  | _____ |
| Signed | Date  |

## Notes

1. If you wish to appoint someone other than the Chairman of the meeting, please delete the words 'the Chairman of the meeting' above, and insert the name and address of your appointee in the section provided. This person needs not be a Shareholder, but must attend the meeting in person to represent you. If you wish to appoint the Chairman as your proxy, as above, please leave the section blank.
2. Please indicate with a tick how you wish to vote in respect of the resolution. If the Form of Proxy is signed and returned without any specific direction as to voting, the proxy is therefore directed to vote or abstain from voting as he or she thinks fit. If you do not wish to vote the same way in respect of all your shares, please contact us.
3. To be valid, this Form of Proxy must be received by 3p.m. (CET) on 17 April 2020. Please send this form via fax to (+352) 464 010 413 or email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) or mail using the enclosed business reply envelope to 49, Avenue J.F. Kennedy, L-1855 Luxembourg, together with the Power of Attorney, or other written authority (if any) under which it is signed, or a notarially certified copy of such power of authority.
4. In the case of a shareholder that is a corporation, this Form of Proxy must be either under its common seal or under the hand of a duly authorised officer or attorney.
5. In the case of joint holders of record, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders.
6. This Form of Proxy is for use at the Meeting and will remain valid for any adjournment thereof as well as for a reconvened extraordinary general meeting in case the quorum requirements for the Meeting are not met.
7. The Meeting hereby convened will validly deliberate upon the item of the above agenda if at least one half of the share capital of the Company is present or represented by proxy and the resolution on the item of the agenda will be validly passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting, in conformity with article 19 of the Articles of the Company and the 1915 Law.
8. If a quorum is not present within half an hour after the time appointed for the commencement of the meeting, it will be reconvened at 11a.m. (CET) on 29 May 2020 and will be held at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Shareholders will be notified of such reconvened extraordinary general meeting. There are no quorum requirements for such reconvened meeting.
9. Once passed by the requisite majority of two thirds of the votes cast, the resolution will be binding on all shareholders, irrespective of how or whether they voted.
10. The amended and restated Articles of the Company shall come into force on 2 June 2020 upon the resolution being passed by the requisite number of votes validity cast at the Meeting.



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