

# 瀚亞證券投資信託股份有限公司 函

地址：(110)台北市信義區松智路1號4樓

電話：(02)8758-6688 分機：1793,1792,1791

聯絡人：吳旻純、李書新、游琇惠

受文者：各境外基金銷售機構

發文日期：中華民國110年4月14日

發文字號：(110)瀚亞字第0139號

密等及解密條件或保密期限：

速別：

附件：如文

主旨：謹通知本公司總代理之「瑞萬通博基金-中國領導企業基金」(下稱消滅基金)擬併入瑞萬通博旗下未經核准在台銷售之「Vontobel Fund II-mtx China A-Shares Leaders」(下稱存續基金)，詳如說明，敬請配合辦理。

說明：

- 一、依境外基金管理辦法第12條第6項第1款規定辦理。
- 二、依境外基金機構之決議，本公司總代理之「瑞萬通博基金-中國領導企業基金」自民國(下同)110年5月31日起將與瑞萬通博旗下未經核准在台銷售之「Vontobel Fund II-mtx China A-Shares Leaders」合併，本合併案重要時程如下：

相關作業	時間
消滅基金最後申購、轉申購及買回申請日	110年5月21日
停止受理消滅基金受益憑證之申購、轉申購及買回日(暫停交易日)	110年5月22日起至110年5月31日止
合併生效基準日	110年5月31日
合併後首次開放交易日 (以存續基金進行交易)	110年6月8日

其他注意事項：

1. 因臺灣與盧森堡存在時差，且為配合臺灣總代理人處理本合併案之時程，本合併案之暫停交易日及開放交易日爰配合調整。
2. 交易確認書及轉換比率之實際提供時間以境外基金機構提供時間為準。
3. 投資人於合併後持有基金之總資產價值將與其現行持有基金之總

資產價值一致，惟因合併前後基金之價格有所不同，故投資人所收受合併後基金之單位數將有別於其現行持有基金之單位數。

三、本合併案業經金融監督管理委員會(下稱金管會)110年4月8日金管證投字第1100335529號函核准，隨函檢附金管會核准函及中英文版股東通知信供參。合併存續之「Vontobel Fund II-mtx China A-Shares Leaders」未經金管會核准於國內募集銷售，除原「瑞萬通博基金-中國領導企業基金」採定時定額扣款之投資人得繼續其扣款外(不得提高扣款金額或增加扣款日期，且停止扣款後不得恢復扣款)，不得再受理投資人申購(含單筆，轉申購轉入或定期定額新申購)。請以顯著方式告知繼續扣款之原「瑞萬通博基金-中國領導企業基金」定期定額投資人，該「Vontobel Fund II-mtx China A-Shares Leaders」尚未經金管會核准於國內募集及銷售。

正本：土地銀行信託部、合作金庫商業銀行信託部、華南商業銀行信託部、彰化商業銀行信託處、上海商業儲蓄銀行信託部、國泰世華商業銀行信託部、國泰世華商業銀行財富管理商品部、高雄銀行信託部、兆豐國際商業銀行信託部、王道商業銀行信託部、台灣中小企業銀行信託部、京城商業銀行信託部、華泰商業銀行、臺灣新光商業銀行信託部、陽信商業銀行信託部、陽信商業銀行財富管理部、板信商業銀行股份有限公司、三信商業銀行信託部、聯邦商業銀行財富管理部、元大商業銀行股份有限公司、永豐銀行理財商品部、玉山商業銀行、凱基商業銀行信託部、日盛國際商業銀行、安泰商業銀行個金產品行銷部、中國信託商業銀行信託部、瑞興商業銀行股份有限公司、統一綜合證券股份有限公司、群益金鼎證券股份有限公司、永豐金證券股份有限公司、凱基證券股份有限公司、基富通證券股份有限公司、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、保誠人壽保險股份有限公司、安聯人壽保險股份有限公司、國泰證券投資信託股份有限公司、王道商業銀行股份有限公司

副本：

總經理 王伯莉

檔 號：  
保存年限：

## 金融監督管理委員會 函

地址：22041新北市板橋區縣民大道2段7號1  
8樓

承辦人：葉怡旻

電話：02-8773-5100分機7123

傳真：02-8773-4154

受文者：瀚亞證券投資信託股份有限公司(代表人夏邁爾先生)

發文日期：中華民國110年4月8日

發文字號：金管證投字第1100335529號

速別：普通件

密等及解密條件或保密期限：

附件：

主旨：所請貴公司代理之「瑞萬通博基金-中國領導企業基金」(Vontobel Fund-mtx China Leaders) 擬併入未核備之「Vontobel Fund II-mtx China A-Shares Leaders」及終止在國內募集及銷售一案，同意照辦，並請依說明事項辦理，請查照。

說明：

- 一、依據境外基金管理辦法第12條第6項規定、本會證券期貨局案陳貴公司110年3月8日(110)瀚亞字第0090號函、110年3月19日補充資料辦理。
- 二、請貴公司依境外基金管理辦法第12條第6項規定，於事實發生日起3日內，於本會指定之資訊傳輸系統(www.fundclear.com.tw) 辦理公告。
- 三、合併存續之「Vontobel Fund II-mtx China A-Shares Leaders」未經本會核准於國內募集銷售，除原「瑞萬通博基金-中國領導企業基金」採定時定額扣款之投資人得繼續其扣款外，不得再受理投資人申購，貴公司並應配合辦理下列事項：

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(一)以顯著方式告知繼續扣款之原「瑞萬通博基金-中國領導企業基金」定期定額投資人，該「Vontobel Fund II-mtx China A-Shares Leaders」尚未經本會核准於國內募集及銷售。

(二)對未全部贖回或繼續扣款之原「瑞萬通博基金-中國領導企業基金」定期定額投資人，應提供相關必要資訊。

(三)「Vontobel Fund II-mtx China A-Shares Leaders」於經本會核准前，不得於國內有其他募集或銷售之行為。

四、旨揭基金合併尚須經註冊地主管機關核准，如註冊地主管機關有不予核准或其他意見，請儘速向本會申報。

正本：瀚亞證券投資信託股份有限公司(代表人夏邁爾先生)

副本：中央銀行外匯局、中華民國證券投資信託暨顧問商業同業公會(代表人張錫先生)、臺灣集中保管結算所股份有限公司(代表人林修銘先生)

電話：202770470  
交 14:49:27 章

## **VONTOBEL FUND**

Investment company with variable capital  
11-13, Boulevard de la Foire, L-1528 Luxembourg  
R.C.S. Luxembourg B38170  
(the "Fund")

Luxembourg, 16 April 2021

### **NOTIFICATION TO INVESTORS OF THE SUB-FUND Vontobel Fund – mtx China Leaders (the "Merging Sub-Fund")**

Dear Investor,

The Fund's board of directors (the "Board of Directors") is notifying investors in the Merging Sub-Fund (the "Investors") that it has decided to merge the Merging Sub-Fund with the newly created Vontobel Fund II – mtx China A-Shares Leaders (the "Receiving Sub-Fund") (the "Merger").

The Merger will take effect as of 31 May 2021 (the "Effective Merger Date"). The relevant net asset values as of 31 May 2021 as well as the exchange ratio, which are used for the exchange of shares of the Merging Sub-Fund into shares of the Receiving Sub-Fund, will be calculated on 31 May 2021.

The purpose of this notification is to inform you of the reasons for the Merger and how it impacts you as required by Article 72 of the Luxembourg law of 17 December 2010 on undertakings for collective investment as amended.

#### **1. RATIONALE FOR THE MERGER**

The Board of Directors has decided to proceed with the Merger for the following reasons:

The investment manager of the Merging Sub-Fund and the Receiving Sub-Fund, Vontobel Asset Management AG, intends to re-arrange its product range by offering a new fund with a more focused investment universe. The Receiving Sub-Fund will mainly invest in Chinese A-Shares, the onshore/domestic China market, which is expected to grow significantly faster than the China offshore market, the universe of the Merging Sub-Fund, in the coming years. Investors of the Merging Sub-Fund shall be provided with a new opportunity after the Merging Sub-Fund lastly did not attract large investor interest. By merging the Merging Sub-Fund into the Receiving Sub-Fund, the expected high growth of the China A-Shares market and the potential for new investments in the Receiving Sub-Fund should provide the benefit of economies of scale with the expectation that this should enable relatively lower costs in the future.

Therefore the Board of Directors believes it to be in the best interest of investors to merge the Merging Sub-Fund into the Receiving Sub-Fund.

## 2. IMPACT OF THE MERGER ON INVESTORS

The impact of the Merger on Investors is described below:

- The financial year of the Merging Sub-Fund ends on 31 August of each year and the financial year of the Receiving Sub-Fund ends on 31 March of each year. For the period from 1 September 2020 until the Effective Merger Date, the Merging Sub-Fund will be included in the annual report of Vontobel Fund for the period ending 31 August 2021.
- No change of service provider:  
The Merger will not result in a change of Management Company, Depositary, Investment Manager, Central Administration, Domiciliary Agent or Auditor for the Investors.

Vontobel Fund appointed Elvinger Hoss Prussen, société anonyme, 2, Place Winston Churchill, B.P. 425, L-2014 Luxembourg, Grand Duchy of Luxembourg as its legal advisor whereas Vontobel Fund II did not appoint a legal advisor.

- As indicated above, the main change is that the Receiving Sub-Fund will mainly invest in Chinese A-Shares, while the Merging Sub-Fund's investment in Chinese A-Shares was limited to 20% of its assets. A full comparison of the corresponding investment objectives and investment policies can be found in the table below.
- The effective management fees, the effective service fees currently applicable to the Merging Sub-Fund as well as the "ongoing charges" (see key investor information documents (the "KIIDs") will not change due to the Merger.
- The risk factors will change.
- The profile of the typical investor will change slightly and the risk profile will change.
- Reference Currencies of the Merging and Receiving Sub-Fund  
Both the Receiving Sub-Fund and the Merging Sub-Fund have the USD as their Reference Currency.
- Investors of the distributing Share Classes of the Merging Sub-Fund will be entitled to distributions as contemplated in Sales Prospectus of the Receiving Sub-Fund. Any dividend accruals of distributing Share Classes of the Merging Sub-Fund will be reflected in the net asset value of the respective Shares of the Receiving Sub-Fund after the Effective Merger Date.

Please note the following comparison, including any differences between the Receiving Sub-Fund and the Merging Sub-Fund:

	<b>Merging Sub-Fund</b>	<b>Receiving Sub-Fund</b>
	<b>Vontobel Fund – mtx China Leaders</b>	<b>Vontobel Fund II – mtx China A-Shares Leaders</b>
<b>Reference Currency</b>	USD	USD
<b>Investment objective</b>	The Sub-Fund aims to achieve the highest possible capital growth in USD.	The Sub-Fund aims to provide long term capital growth by being exposed to China A-Shares.
<b>Investment policy</b>	<p>While respecting the principle of risk diversification, the Sub-Fund's assets are invested mainly in equities, equity-like transferable securities, dividend rights certificates, participation certificates etc. issued by companies based in the People's Republic of China (including Hong Kong and Macao) and Taiwan or by companies which conduct the majority of their business in the People's Republic of China (including Hong Kong and Macao) and Taiwan.</p> <p>Up to 33% of the Sub-Fund's assets may be invested outside the aforementioned investment universe.</p> <p>The Sub-Fund may also hold cash.</p> <p>Investments in Chinese A-shares and B-shares shall not exceed a total of 20% of the Sub-Fund's assets.</p> <p><b>Use of derivatives</b></p> <p>The Sub-Fund may, for the purposes of</p>	<p>While respecting the principle of risk diversification, the assets of the actively managed Sub-Fund are mainly exposed to equities, equity-like transferable securities, dividend rights certificates, participation certificates etc. that qualify as or are linked to China A-Shares.</p> <p>The Sub-Fund may invest in China A-Shares through Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect.</p> <p>Based on systematic filtering of the eligible investment universe, the Investment Manager seeks to identify market-leading companies by analyzing fundamental data of the companies, such as return on invested capital, and their market position. Companies that provide the best outcome after the completion of the above described stock selection process ("Leaders") represent the investment pool for the Sub-Fund.</p> <p>The Investment Manager of the Sub-Fund puts</p>

	<p>hedging (incl. currency hedging), efficient portfolio management and achieving the investment objective, make use of derivative financial.</p>	<p>particular effort into integrating ESG (environmental, social and governance) criteria in the investment process by directing investments into issuers who avoid financial risks because of ESG malpractices in accordance with the ESG criteria defined by the Investment Manager's Sustainable Equities team's "mtx" framework. The mtx framework incorporates an ESG investment process that includes a qualitative analysis of the material ESG risks by the portfolio manager. Material ESG risks include but are not limited to: treatment of employees, energy efficiency measures, board structures, product safety and business ethics. Inadequately managed sustainability issues can have material impact on the financial flexibility of a company. ESG analysis is therefore part of the Investment Manager's fundamental analysis serving to indicate whether a company has a consistent, overall sustainability risk management approach and handles controversies professionally. Controversies in focus include but are not limited to: severe human rights violation, severe and preventable contribution to environmental degradation, child labour as well as bribery and corruption.</p> <p>Up to 33% of the Sub-Fund's assets may be exposed to asset classes and instruments outside the aforementioned investment universe, in particular other equity markets than China-A Shares, the fixed-income asset class and money market instruments.</p> <p>The exposure to the above asset classes may also be achieved indirectly via UCITS and/or</p>
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		<p>other UCIs, including exchange traded funds as well as via derivatives, traded on exchange or over-the-counter. The exposure achieved via eligible UCITS and/or other UCIs may amount to a maximum of 10% of the Sub-Fund's net assets. The Sub-Fund may also hold cash.</p> <p>The Sub-Fund may also use derivative financial instruments such as currency forwards for hedging purposes.</p> <p><b>Benchmark</b></p> <p>The Sub-Fund is actively managed and its benchmark is the MSCI China A Onshore Net TR. The portfolio manager can, however, make investments for the Sub-Fund at his or her own discretion and the portfolio of the Sub-Fund is, therefore, likely to deviate significantly from the composition of the benchmark.</p> <p><b>Exercise of membership rights</b></p> <p>The Management Company may exercise the membership rights associated with the investments of this Sub-Fund actively, independently and exclusively in the interests of investors. It has delegated the exercise of membership rights to a company which specializes in the exercise of such rights. Membership rights are exercised on the basis of the principles stipulated by the Management Company. These principles are compatible with the sustainable investment policy pursued by this Sub-Fund.</p> <p>The exercise of membership rights encompasses both the exercise of voting and election rights and active engagement. Active engagement is understood to mean active and</p>
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		<p>constructive dialogue with the companies in which the Sub-Fund invests.</p> <p>The medium and long-term aim of voting and active engagement is to achieve improvements in corporate governance and in the areas of sustainable business and social, ethical and environmental responsibility, etc., and thereby to bring about a potential increase in shareholder value for the investor.</p> <p>The Board of Directors has allowed Hermes Equity Ownership Services Limited to exercise these membership rights accordingly, though this does not mean that any notable influence is exercised on the management of the companies concerned.</p> <p>Hermes Equity Ownership Services Limited will receive fees for its services that are estimated at approximately 0.05% per annum of the net assets of the Sub-Fund and will be borne by the Sub-Fund. Depending on the extent of the activities of Hermes Equity Ownership Services Limited, the actual fees charged to the Sub-Fund in a business year may be above or below the estimated amount.</p>																				
<p><b>Charges</b></p>	<p><b>Management Fee:</b> Service charge covering all the costs related to investment management and distribution services and which is payable at the end of each month.</p> <table border="1" data-bbox="512 1727 884 1982"> <thead> <tr> <th>Share Class &amp; Share Class Currency</th> <th>Max. Management Fee</th> </tr> </thead> <tbody> <tr> <td>A USD</td> <td>2.00%</td> </tr> <tr> <td>B USD</td> <td>2.00%</td> </tr> <tr> <td>C USD</td> <td>3.00%</td> </tr> <tr> <td>I USD</td> <td>1.00%</td> </tr> </tbody> </table>	Share Class & Share Class Currency	Max. Management Fee	A USD	2.00%	B USD	2.00%	C USD	3.00%	I USD	1.00%	<p><b>Management fee:</b> Service charge covering all the costs related to investment management and distribution services and which is payable at the end of each month.</p> <table border="1" data-bbox="1011 1727 1406 1982"> <thead> <tr> <th>Share Class &amp; Share Class Currency</th> <th>Max. Management Fee</th> </tr> </thead> <tbody> <tr> <td>A USD</td> <td>2.00%</td> </tr> <tr> <td>B USD</td> <td>2.00%</td> </tr> <tr> <td>C USD</td> <td>3.00%</td> </tr> <tr> <td>I USD</td> <td>1.00%</td> </tr> </tbody> </table>	Share Class & Share Class Currency	Max. Management Fee	A USD	2.00%	B USD	2.00%	C USD	3.00%	I USD	1.00%
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<p><b>Valuation Days</b></p>	<p>Daily, normally on each Business Day</p>																									

<b>Prior notice for subscription, conversion and redemption requests</b>	Before 2.45 p.m. on a Business Day	Before 2.45 p.m. on a Business Day																																												
<b>Settlement</b>	The subscription price, including subscription fee, taxes, commissions and other fees, where applicable, must have been paid onto the relevant Fund's account within three (3) Business Days following the Subscription Day.	The payment of the issue price must be received by the Depository within two business days following the subscription day.																																												
<b>Payment of redemption proceeds</b>	The redemption price shall normally be paid no later than three (3) Business Days after the Redemption Day.	The redemption price shall normally be paid no later than two (2) Business Days after the Redemption Day.																																												
<b>Ongoing charges</b>	<table border="1"> <thead> <tr> <th>Share Class &amp; Share Class Currency</th> <th>Latest Ongoing charges (p.a.)</th> </tr> </thead> <tbody> <tr> <td>A USD</td> <td>2.18%</td> </tr> <tr> <td>B USD</td> <td>2.18%</td> </tr> <tr> <td>C USD</td> <td>2.78%</td> </tr> <tr> <td>I USD</td> <td>1.26%</td> </tr> <tr> <td>R USD</td> <td>0.47%</td> </tr> <tr> <td>N USD</td> <td>1.30%</td> </tr> <tr> <td>AN USD</td> <td>1.30%</td> </tr> <tr> <td>N GBP</td> <td>1.09%</td> </tr> <tr> <td>G USD</td> <td>0.81%</td> </tr> <tr> <td>HR (hedged) CHF</td> <td>0.53%</td> </tr> </tbody> </table>	Share Class & Share Class Currency	Latest Ongoing charges (p.a.)	A USD	2.18%	B USD	2.18%	C USD	2.78%	I USD	1.26%	R USD	0.47%	N USD	1.30%	AN USD	1.30%	N GBP	1.09%	G USD	0.81%	HR (hedged) CHF	0.53%	<table border="1"> <thead> <tr> <th>Share Class &amp; Share Class Currency</th> <th>Latest Ongoing charges (p.a.)</th> </tr> </thead> <tbody> <tr> <td>A USD</td> <td>2.18% (Estimated)</td> </tr> <tr> <td>B USD</td> <td>2.18% (Estimated)</td> </tr> <tr> <td>C USD</td> <td>2.78% (Estimated)</td> </tr> <tr> <td>I USD</td> <td>1.26% (Estimated)</td> </tr> <tr> <td>R USD</td> <td>0.47% (Estimated)</td> </tr> <tr> <td>N USD</td> <td>1.30% (Estimated)</td> </tr> <tr> <td>AN USD</td> <td>1.30% (Estimated)</td> </tr> <tr> <td>N GBP</td> <td>1.09% (Estimated)</td> </tr> <tr> <td>G USD</td> <td>0.81% (Estimated)</td> </tr> <tr> <td>HR (hedged) CHF</td> <td>0.53% (Estimated)</td> </tr> </tbody> </table>	Share Class & Share Class Currency	Latest Ongoing charges (p.a.)	A USD	2.18% (Estimated)	B USD	2.18% (Estimated)	C USD	2.78% (Estimated)	I USD	1.26% (Estimated)	R USD	0.47% (Estimated)	N USD	1.30% (Estimated)	AN USD	1.30% (Estimated)	N GBP	1.09% (Estimated)	G USD	0.81% (Estimated)	HR (hedged) CHF	0.53% (Estimated)
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<b>Typical investor profile</b>	This Sub-Fund is aimed at private and institutional investors with a long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and to achieve a reasonable investment return and high capital gains, while being aware of the associated price fluctuations.	This Sub-Fund is aimed at private and institutional investors with a long-term investment horizon, who wish to invest in a broadly diversified portfolio of shares and to achieve long-term capital growth, while being aware of the associated price fluctuations.																																												

<p><b>Risk profile</b></p>	<p>Reference to the provisions on risk and derivatives in the general part of the prospectus.</p> <p>Investments may be made in countries where the local stock exchanges may not yet qualify as recognized stock exchanges within the meaning of the investment restrictions set out in this Sales Prospectus;</p> <p>Accordingly, pursuant to the investment and borrowing restrictions defined in section 9 of the General Part, investments in securities listed on stock exchanges which do not qualify as recognized exchanges or markets and other non-listed investments may not exceed 10% of the net assets of each of these Sub-Funds;</p> <p>Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations.</p>	<p>Investments may be made in countries where the local stock exchanges may not yet qualify as recognized stock exchanges within the meaning of the investment restrictions set out in this Sales Prospectus;</p> <p>Accordingly, pursuant to the investment and borrowing restrictions defined in section 9 of the General Part, investments in securities listed on stock exchanges which do not qualify as recognized exchanges or markets and other non-listed investments may not exceed 10% of the net assets of each of these Sub-Funds;</p> <p>Investments in equities are subject to price fluctuations at all times. Investments in foreign currencies are also subject to currency fluctuations;</p> <p>This Sub-Fund's investments may be subject to a higher degree of risk. The stock markets and the economies of emerging markets are generally volatile. This Sub-Fund's investments in certain emerging markets may also be adversely affected by political developments and/or changes in local laws, taxes and exchange controls. Finally, in some countries, it is difficult to clearly identify what conditions of ownership apply to certain companies as a result of ongoing privatization processes;</p> <p>The procedures for settling securities transactions are associated with higher risks in the emerging markets than in developed markets. These higher risks are partly due to the fact that the Sub-Fund must use brokers and counterparties which do not have a very high level of capitalization, and the safekeeping of assets may in some countries be undependable, so that upon subscription or</p>
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		redemption, Sub-Fund shares may be worth less, or more, than at the time they were created.
<b>Risk classification</b>	The Sub-Fund applies the commitment approach to determine the global risk entailed in its investments.	The Sub-Fund will apply the commitment approach to determine the global risk entailed in its investments.

- **Rebalancing of the portfolio**  
Ahead of the Merger, the Investment Manager of the Merging Sub-Fund intends to rebalance the Merging Sub-Fund's portfolio by selling all or part of the portfolio of the Merging Sub-Fund prior to the merger. A part of the proceeds may be invested, amongst other things, in one or several exchange-traded and/or non-exchange-traded index-linked funds that provide exposure to the China A-Shares market (the "index-linked fund(s)"), in order to facilitate the transfer of assets to the Receiving Sub-Fund. The resulting cash amount and the assets, including the index-linked fund(s), will be transferred to the Receiving Sub-Fund. The Receiving Sub-Fund will after the Merger acquire eligible assets in accordance with the investment policy of the receiving sub-fund. These transactions will incur transaction costs.
- **SRRI (synthetic risk and return indicator)**  
The synthetic risk and return indicator in the Key Investor Information Documents for the Share Classes of the Merging Sub-Fund, which is six (6), will not change as a result of the merger.
- **The cut-off times for subscription, redemption and conversion requests will not change as a result of the Merger. The settlement cycle will change: For the Receiving Sub-Fund the payment of the issue price must be received by the Depositary within two business days following the subscription day instead of three business days as currently of the Merging Sub-Fund. These provisions apply to redemption and conversion applications mutatis mutandis.**
- **The ISINs of the share classes of the Merging Sub-Fund will be replaced according to the information in the Appendix 1 by the corresponding ISINs of the to be launched Share Classes of the Receiving Sub-Fund.**

### 3. EXCHANGE OF THE SHARES

Investors of the Merging Sub-Fund will receive shares in the same currency and Share Class in the Receiving Sub-Fund in exchange for all the shares they hold in the Merging Sub-Fund.

The exchange ratio will be calculated on the basis of the valid net asset values on the effective merger date (defined below), for the affected Share Classes of the Merging Sub-Fund, and the corresponding net asset value for the Receiving Sub-Fund's Share Classes. The Share Classes of the Receiving Sub-Fund will be launched with a share price of 100 in the currency of the relevant Share class.

The exchange ratio will be calculated according to the following formula:

$$X_n = (Y_n \times W_n) / Z_n$$

$X_n$  = Number of shares in the given share class of the Receiving Sub-Fund to be allocated to the investors of the Merging Sub-Fund.

$Y_n$  = Net asset value as of 31 May 2021, per share of the given share class of the Merging Sub-Fund.

$W_n$  = Number of shares issued for the given share class of the Merging Sub-Fund on 31 May 2021.

$Z_n$  = Net asset value per share of the share class of the Receiving Sub-Fund as of 31 May 2021 (= 100).

The number and price of shares to be received by investors of the Merging Sub-Fund in the Receiving Sub-Fund may therefore be different, but the overall value of the investment will remain the same.

### 4. OPTION TO REDEEM SHARES IN THE MERGING SUB-FUND WITHOUT CHARGE

Investors in the Merging Sub-Fund are hereby notified that they have the right to redeem their shares from the date of this communication until 21 May 2021 at no additional charge other than the charges withheld by the Merging Sub-Fund to cover transaction costs in compliance with applicable law.

Redemption orders must be received via the Fund's Administrator, distributors and other entities authorized to accept redemption applications prior to 2.45 p.m. (Luxembourg time) on 21 May 2021. Any Investor that does not make such a redemption request will become an investor in the Receiving Sub-Fund.

Shares in the Merging Sub-Fund will not be redeemed, converted or issued between 21 May 2021, 2.45 p.m. (Luxembourg time) and 31 May 2021, 2.45 p.m. Incoming subscription, conversion and redemption orders for the Merging Sub-Fund will be rejected during this period of time. Investors may re-submit rejected orders after 31 May 2021, 2.45 p.m. when subscription, conversion and redemption orders for the Receiving Sub-Fund will be processed.

## **5. CONDITIONS**

Investors in the Merging Sub-Fund, who do not redeem their shares in accordance with section 4, will receive shares in the same currency and corresponding Share Class in the Receiving Sub-Fund in exchange for all the shares they hold in the Merging Sub-Fund as set out in Appendix 1.

The exchange ratio will be calculated on the basis of the net asset value as of the Effective Merger Date of the Share Classes of the Merging Sub-Fund and the corresponding net asset value of the Share Classes of the Receiving Sub-Fund, which will be 100 per share in the relevant share class currency. The exchange ratios will be calculated using the methods described under section 3.

The Merger will become effective in accordance with the common merger proposal as of 31 May 2021. The net asset value as of 31 May 2021 will be calculated on 31 May 2021 in order to determine the exchange ratio set out in section 3.

Investors in the Merging Sub-Fund will not receive any cash payments.

All assets and liabilities of the Merging Sub-Funds will be valued as at the Effective Merger Date as set out in the consolidated Articles of Association and the Sales Prospectus of Vontobel Fund II.

The Merging Sub-Fund's liabilities include unpaid fees which are due and costs reflected in the net assets of the Merging Sub-Fund.

## **6. MERGER COSTS**

The legal, advisory or administrative costs incurred in connection with the preparation and execution of this Merger will not be charged to the Merging Sub-Fund. Any such costs will be borne by the Management Company.

## **7. TAX IMPACT**

The Merger will not subject the Merging Sub-Fund, the Receiving Sub-Fund or the Fund to taxation in Luxembourg.

Investors may however be subject to taxation in their tax domiciles or other jurisdictions where they pay taxes.

**Notwithstanding the above and as taxation regimes differ widely from country to country, investors are advised to consult their tax advisers as to the tax implications of the Merger specific to their individual cases.**

## **8. DOCUMENTS AND INFORMATION RELATING TO THE MERGER**

Capitalised terms used, but not specifically defined in this notification shall have the same meaning given to such term in the Fund's Sales Prospectus.

A current version of the Fund's Sales Prospectus is available at the Fund's registered office, together



with the audit report, confirmation from the Depositary and the Key Investor Information Documents for all Share Classes affected as well as further information on the Merger free of charge.

Investors are advised to read the enclosed Key Investor Information Documents of the Receiving Sub-Fund. The Key Investor Information Documents for all Share Classes affected and further information on the Merger are also available at [www.vontobel.com/am](http://www.vontobel.com/am).

**Investors should consult their own financial, legal and/or tax advisors should they have any questions regarding the Merger.**

Yours sincerely,

**On behalf of the Board of Directors**

Appendixes:

- Share Classes of the Merging Sub-Fund and the Receiving Sub-Fund
- Key Investor Information Documents

Appendix 1

Share Classes of the Merging Sub-Fund			Share Classes of the Receiving Sub-Fund		
Share Class & Share Class Currency	Application Of Income	ISIN	Share Class & Share Class Currency	Application Of Income	ISIN
A USD	Distribution (annually)	LU0278091896	A USD	Distribution (annually)	LU2262959849
B USD	Accumulation	LU0278091979	B USD	Accumulation	LU2262959922
C USD	Accumulation	LU0278092191	C USD	Accumulation	LU2262960003
I USD	Accumulation	LU0278092514	I USD	Accumulation	LU2262960185
R USD	Accumulation	LU0420007105	R USD	Accumulation	LU2262960268
N USD	Accumulation	LU1683483983	N USD	Accumulation	LU2262960342
AN USD	Distribution (annually)	LU1683484015	AN USD	Distribution (annually)	LU2262960425
N GBP	Accumulation	LU1845360210	N GBP	Accumulation	LU2262960698
G USD	Accumulation	LU1859275551	G USD	Accumulation	LU2262960771
HR (hedged) CHF	Accumulation	LU2054207209	HR (hedged) CHF	Accumulation	LU2262960854

**Appendix 2**

**Key Investor Information Documents**

## 瑞萬通博基金

具有可變資本之投資公司

11-13, Boulevard de la Foire, L-1528 Luxembourg

RCS Luxembourg B38170

(以下簡稱「基金」)

盧森堡，2021 年 4 月 16 日

### 致子基金投資人之通知

瑞萬通博基金 – 中國領導企業基金

(以下稱「合併子基金」)

親愛的投資人

基金的董事會(下稱「董事會」)特此通知合併子基金的投資人(下稱「投資人」)，合併子基金已決定合併至新成立的瑞萬通博基金 – mtX China A-Shares Leaders (下稱「本合併」)。

本合併將於 2021 年 5 月 31 日生效(下稱「合併生效日」)。2021 年 6 月 1 日將計算截至 2021 年 5 月 31 日的基金淨資產價值，以及將合併子基金的股份轉換成存續子基金股份的轉換率。

本通知的目的是為了通知您本合併的原因及影響。本合併係適用現行 2010 年 12 月 17 日生效施行且規範集合投資事業的法律第 72 條。

#### 1. 本合併原因

董事會決定進行本合併係基於下列原因：

合併子基金和存續子基金的投資經理人 Vontobel Asset Management AG 欲藉由發行更專精於投資領域之新基金此一方式重新布局產品類別。存續子基金主要將投資於中國 A 股、境內/國內中國市場，被預期在未來數年會更快速成長，相較於投資於境外市場的合併子基金而言。因合併子基金之投資人在合併子基金已無法吸引更多投資利益，應該給予合併子基金之投資人新的投資機會。藉由將合併子基金併入存續子基金，預期高度成長的中國 A 股市場及對於存續子基金的潛在投資機會將能提供經濟效益，相對在未來亦能降低成本。

綜合以上，董事會認為將合併子基金合併為存續子基金符合投資者的最佳利益。

## 2. 本合併對投資者的影響

本合併對於投資者的影響如下：

- 合併子基金之財政年度於每年 8 月 31 日結束，而存續子基金之財政年度則於每年 3 月 31 日結束，自 2020 年 9 月 1 日起至預期之合併生效日(2021 年 5 月 31 日)，合併子基金會被包含於瑞萬通博基金於 2021 年 8 月 31 日之年度報告中。

- 服務提供商維持不變：

本合併對於投資者不會導致資產管理公司、投資經理人、保管單位、中央管理人員、當地代理人、法律顧問或審計師的改變。

瑞萬通博基金指定 Elvinger Hoss Prussen, société anonyme, 2, Place Winston Churchill, B.P. 425, L-2014 Luxembourg, Grand Duchy of Luxembourg 為法律顧問，瑞萬通博基金 II 並未指派法律顧問。

- 如上述，最主要的改變是存續子基金將主要投資於中國 A 股，而合併子基金僅能投資 20%的資產於中國 A 股。完整關於兩子基金有關於投資目標與政策的比較，可見於下方表格。

- 合併子基金的管理費、服務費及「持續性費用」(內容請詳重要投資人須知文件)並不會所變動。

- 風險因素將會改變。

- 本合併將使典型投資者的條件稍有改變，風險層面亦有改變

- 合併及存續子基金的參考貨幣

存續子基金及合併子基金均以美元作為參考貨幣。

- 合併子基金之配息級別投資者將有權按銷售說明書進行分配。 合併子基金之配息股份類別的任何應計股息，將於有效合併日期後反映於存續子基金之股份類別的資產淨值上。

請注意以下存續子基金與合併子基金之間的差異

	合併子基金	存續子基金
	Vontobel Fund – mtX China Leaders	Vontobel Fund II – mtX China A-Shares Leaders
參考貨幣	美元	美元
投資目標	基金目標旨在實現以美元取得最高可能之資本成長。	基金之目標在於透過持有中國 A 股獲取長期之資本成長。
投資策略	<p>依據風險分散原則，子基金主要投資設於中國(包含香港、澳門)及台灣之公司或主要營運活動位於中國(包含香港、澳門)及台灣之公司所發行的股票、具有股權性質的可轉讓證券、利率分享權證等。子基金最高有 33%的資產可能在上述投資範圍之外投資。</p> <p>子基金可持有現金標的。</p> <p>投資於中國 A 股及 B 股不得超過子基金資產之 20%。</p> <p>衍伸性金融商品的使用</p> <p>子基金可以為了避險(包含貨幣避險)、投資組合管理以及達成投資目標，使用衍伸性金融商品。</p>	<p>依據風險分散原則，本檔主動式管理之子基金主要投資於具有中國 A 股資格，或連結中國 A 股之股票、具有股權性質的可轉讓證券、利率分享權證等。</p> <p>子基金可透過滬港通及/或深港通投資中國 A 股。投資經理人於投資市場中使用系統篩選以辨識具有市場領導地位之公司，藉由分析公司之基本數據，例如投資報酬率以及其市場地位。透過上述選股程序表現最佳之公司意味著該公司會成為子基金之投資目標。</p> <p>子基金之投資經理人致力於投資過程中整合 ESG(環境、社會及公司治理)之標準，藉由投資於那些避免財務風險之發行人，以符合投資經理人" mtX" 規範架構。" mtX" 規範架構包含 ESG 投資程序，由投資組合經理人對 ESG 實質風險進行定性分析。ESG 之實質風險包括但不限於：員工待遇、能源節約方法、董事架構、產品安全性以及商業道德。針對持續性的議題管理不適當可能對公司的財務靈活性有實質影響。ESG 分析是投資經理人基本分析之一部分，這可用於皆是一間公司是否具有一致的、整體的和持續性的風險管理方法以及處理爭議問題是否具有專業性。爭議問題包括但不限於：嚴重違反人權、嚴重減損環境、童工以及賄賂貪腐。</p> <p>子基金最高有 33%的資產可能投資於在上述以外</p>

	<p>之投資範圍和投資工具，包含中國 A 股以外之股票、固定收益資產以及貨幣市場工具。</p> <p>上述資產類別可以間接透過 UCITS(歐盟可轉讓證券集合投資計畫)和 UCIs(盧森堡集資投資企業法)來持有，包含在櫃買進行 ETF 交易或衍生性金融商品。上述投資額度之最小值為子基金淨資產之 10%。</p> <p>本子基金可持有現金。</p> <p>子基金可就避險因素（包含貨幣避險）使用衍生性金融商品。</p> <p><b>基準</b> 本基金為主動管理基金，以 MSCI China A Onshore TR 為基準。然而基金經理人可以依照自身的判斷為子基金進行投資，因此子基金的投資組合有可能顯著地偏離基準。</p> <p><b>股東權利行使</b> 管理公司可以為投資人之利益主動地、獨立地及絕對地行使股東權利。股東權利之行使依管理公司之規定為主。上述管理公司之規定並不排除子基金應遵循之投資政策。</p> <p>股東權之行使包含投票權、選舉權以及主動參加權。主動參加權是指與子基金所投資之公司主動且具有建設性之對話。</p> <p>投票權及主動參加權之中期、長期目標在於使公司治理、永續經營、社會、道德以及環境等領域達到改善，藉此對投資人所持有之股份價值有增加之潛力。</p> <p>董事會已允許 Hermes Equity Ownership</p>
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		<p>Services Limited 行使上述之股東權利，然但不表示行使股東權會對於公司之管理運作具有顯著影響。Hermes Equity Ownership Services Limited 將會收到大約每年子基金淨資產 0.05% 之服務費，這筆費用將由子基金支付。取決於Hermes Equity Ownership Services Limited 實際行使之程度，實際上支付之金額會與上述預估金額有落差。</p>																																												
<p><b>手續費</b></p>	<p>總結參考公開說明書部分。</p> <p><b>管理費:</b> 費用包含投資管理和分銷服務相關的所有費用，並在每個月底支付。</p> <table border="1" data-bbox="454 896 917 1344"> <thead> <tr> <th>Share Class &amp; Share Class Currency</th> <th>Max. Management Fee</th> </tr> </thead> <tbody> <tr><td>A USD</td><td>2.00%</td></tr> <tr><td>B USD</td><td>2.00%</td></tr> <tr><td>C USD</td><td>3.00%</td></tr> <tr><td>I USD</td><td>1.00%</td></tr> <tr><td>R USD</td><td>2.00%</td></tr> <tr><td>N USD</td><td>1.50%</td></tr> <tr><td>AN USD</td><td>1.50%</td></tr> <tr><td>N GBP</td><td>1.50%</td></tr> <tr><td>G USD</td><td>1.00%</td></tr> <tr><td>HR (hedged) CHF</td><td>2.00%</td></tr> </tbody> </table> <p>此外，下列服務費率（由資產管理公司、保管人、行政及當地代理人支付的費用產生）依子基金的股份類別收取：          → Maximum: 1.0494% p.a.</p> <p>其他合併子基金可收取之費用依照公開說明書第 20.4 章「其他費用」中說明辦理。</p> <p>此外，可能會因發行、贖回和轉換收取費用。</p> <p>申購手續費: 最高 5.0%          贖回手續費: 最高 0.3%          轉換手續費: 最高 1.0%</p>	Share Class & Share Class Currency	Max. Management Fee	A USD	2.00%	B USD	2.00%	C USD	3.00%	I USD	1.00%	R USD	2.00%	N USD	1.50%	AN USD	1.50%	N GBP	1.50%	G USD	1.00%	HR (hedged) CHF	2.00%	<p>總結參考公開說明書部分。</p> <p><b>管理費:</b> 費用包含投資管理和分銷服務相關的所有費用，並在每個月底支付。</p> <table border="1" data-bbox="957 896 1460 1332"> <thead> <tr> <th>Share Class &amp; Share Class Currency</th> <th>Max. Management Fee</th> </tr> </thead> <tbody> <tr><td>A USD</td><td>2.00%</td></tr> <tr><td>B USD</td><td>2.00%</td></tr> <tr><td>C USD</td><td>3.00%</td></tr> <tr><td>I USD</td><td>1.00%</td></tr> <tr><td>R USD</td><td>2.00%</td></tr> <tr><td>N USD</td><td>1.50%</td></tr> <tr><td>AN USD</td><td>1.50%</td></tr> <tr><td>N GBP</td><td>1.50%</td></tr> <tr><td>G USD</td><td>1.00%</td></tr> <tr><td>HR (hedged) CHF</td><td>2.00%</td></tr> </tbody> </table> <p>此外，下列服務費率（由資產管理公司、保管人、行政及當地代理人支付的費用產生）依子基金的股份類別收取：          → Maximum: 1.0494 % p.a.</p> <p>其他合併子基金可收取之費用依照公開說明書第 20.4 章「其他費用」中說明辦理。</p> <p>此外，可能會因發行、贖回和轉換收取費用。</p> <p>申購手續費: 最高 5.0%          贖回手續費: 最高 0.3%          轉換手續費: 最高 1.0%</p>	Share Class & Share Class Currency	Max. Management Fee	A USD	2.00%	B USD	2.00%	C USD	3.00%	I USD	1.00%	R USD	2.00%	N USD	1.50%	AN USD	1.50%	N GBP	1.50%	G USD	1.00%	HR (hedged) CHF	2.00%
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<b>典型投資者簡介</b>	該子基金專為具長期投資目標的私人或機構投資者設計，且希望投資於廣泛多元化的股票以獲得合理的投資回報和資本利得，並同時注意相關的價格波動。	該子基金專為具長期投資目標的私人或機構投資者設計，且希望投資於廣泛多元化的股票以獲得長期的資本成長，並同時注意相關的價格波動。																																												
<b>風險簡介</b>	<p>可參考公開說明書一般部分關於風險之規定。</p> <p>投資的國家有可能其當地股票交易所尚未被認定為具有資格的股票交易所，相關投資限制載於基金銷售說明書；</p> <p>根據公開說明書第 9 章中規定，投資列出於尚</p>	<p>可參考公開說明書一般部分中的風險規定。</p> <p>投資的國家有可能其當地股票交易所尚未被認定為具有資格的股票交易所，相關投資限制載於基金銷售說明書；</p>																																												

	<p>未被認為具有資格的股票交易所之股票，以及未列出之股票，不得超過子基金淨資產之 10%；</p> <p>投資於股票會隨時受價格波動的影響，外幣投資也受貨幣波動的影響。</p>	<p>根據公開說明書第 9 章中規定，投資列出於尚未被認為具有資格的股票交易所之股票，以及未列出之股票，不得超過子基金淨資產之 10%；</p> <p>投資於股票會隨時受價格波動的影響，外幣投資也受貨幣波動的影響。</p> <p>該子基金投資可能承受較高程度之風險，股票市場以及新興市場之經濟狀況是易受波動的。子基金投資於特定新興市場可能因當地之政治發展及法律變動而有不利之影響。</p> <p>在某些國家由於持續私有化之過程，難以明確分辨某些公司之所有權狀態。</p> <p>證券交易之風險於新興市場中會高於已發展市場，這些高風險有部分是因為子基金必須透過沒有極高資產的承銷商及交易對手，並且在有些國家對於資產之保管較不可靠，因此於申購或贖回時相較於基金發行時股份可能會有所增減。</p>
<p><b>風險分級</b></p>	<p>子基金投資產生之全球風險係採用承諾法評估。</p>	<p>子基金投資產生之全球風險將採用承諾法評估。</p>

• 重新調整投資組合

於本合併前，合併子基金的投資經理人打算重新調整合併子基金的投資組合，出售投資組合的部分或全部。一部分的基金將會被投資於與中國 A 股市場指數連接的在交易所交易或不在交易所交易之基金，以促進存續子基金之資產轉移。出售取得的現金及資產 (包含上述指數連結型基金) 將會被移轉至存續子基金，之後存續子基金將會依照其投資政策取得合格的投資資產。這些交易將會產生交易費用。

• SRRI (合成風險和收益指標)

合併子基金中主要投資人資料文件的綜合風險及收益指標 (六 (6))，不會因為合併而改變

- 本合併不會影響申購、贖回及提出轉換要求之截止期間。然交割期間會有所改變：申購存續子基金之發行價格必須於申購後之二個工作日內支付予保管機構，取代現況之申購合併子基金後三個工作日。上述規定於基金贖回及轉換亦準用之。

- 合併子基金股份級別的 ISIN 將會被即將發行的股份級別取代，詳情請見附錄 1

### 3. 股份交換

合併子基金中其他股份類別的投資者，將在存續子基金中取得相同貨幣和股份類別的股份，以交換他們在合併子基金中持有的所有股份。

交換比率將根據合併子基金股份類別的資產淨值，及有效合併日期 (定義於下方) 的收購子基金股份類別之相應資產淨值計算。存續子基金之股份類別將會以相關的股份類別之貨幣的 100 發行。

交換比率將根據以下公式計算：

$$X_n = (Y_n \times W_n) / Z_n$$

$X_n$  = 分配給合併子基金投資者在存續子基金的的當前股份數量

$Y_n$  = 合併子基金類別中，每股股份於 2021 年 5 月 31 日 (有效合併日期) 前的資產淨值。

$W_n$  = 2021 年 5 月 31 日 (有效合併日期) 的合併子基金類別的已發行股份數目。

$Z_n$  = 截至 2021 年 5 月 31 日 (有效合併日)，存續子基金的每股資產淨值。

就其他類別而言，合併子基金投資者於存續子基金中所取得的股份數目及價格能會有所不同，但整體投資將維持不變。

### 4. 可選擇無償贖回或轉換為存續子基金股份

合併子基金的投資者將有權在本通知日期至 2021 年 5 月 21 日將其股份贖回，除基金為支付符合適用法規的交易費用外，無需額外費用。

贖回申請必須在 2021 年 5 月 21 日下午 2 點 45 分 (CET) 之前送達基金管理機構、承銷機構和其他有權接受贖回申請的單位。投資人未提出贖回申請者將成為存續子基金的投資人。

合併子基金的股份將在 2021 年 5 月 21 日下午 2 點 45 分 (CET) 至 2021 年 5 月 31 日下午 2 點 45 分 (CET) 之間暫停贖回、轉換或發行。新的申購、轉換、贖回申請將會在這段期間被拒絕。投資者可在 2021 年 5 月 31 日本合併後重新提交被拒絕的申請，即存續子基金的新申購、轉換和贖回。

## 5. 條件

合併子基金中其他類別的投資者如未按照第 4 條贖回者，將在存續子基金中收到同貨幣及對應類別的股份，以換取其原持有的所有股份（見附錄 1）。

交換比率將根據合併子基金有效合併日期之資產淨值，及存續子基金的對應資產淨值計算，且存續基金股份將會以每股 100 相關的股份類別之貨幣發行。交換比率將使用第 3 點所述的方法計算。

本合併將根據 2021 年 5 月 31 日的共同合併提案生效。截至 2021 年 5 月 31 日的資產淨值將於 2021 年 5 月 31 日計算，以決定第 3 點中所規定的比率。

合併子基金的投資人將不會收到任何現金付款。

合併子基金的所有資產和負債將在有效合併日按照合併公司章程和基金公開說明書中規定的進行估值。

合併子基金的負債包括到期的未付費用以及合併子基金淨資產中反映的成本。

## 6. 合併成本

因為準備本合併而產生的法律、顧問及行政成本均不得向任何子基金收取。任何此類費用將由管理公司承擔。

## 7. 稅務影響

此一併購下，合併子基金、存續子基金、基金將不受盧森堡徵稅。  
但投資人可能會需要向其住所或稅務管轄機關繳納稅金。

• 由於不同國家的稅收與規範不同，在此建議投資人應向其稅務顧問諮詢有關此一併購的稅務建議。

## 8. 本合併相關文件及資訊

本通知中明確定義的術語，與基金銷售說明書中的該術語具有相同的含義。

基金公開說明書的現行版本可於註冊辦公室取得。

本合併的相關資訊也可於 [www.vontobel.com/am](http://www.vontobel.com/am) 取得。

如果投資人對於本合併有任何疑問，建議向其財務、法律或稅務顧問進行諮詢。

所有基金級別的稽核報告、保管銀行的確認、公開說明書的現行版本、重要投資人須知資訊文件及本合併的進一步資訊皆可從註冊辦公室免費索取。

此致

**董事會代表**

附件：

- 合併及存續子基金級別
- 重要投資人須知

附件 1

合併子基金股份級別			存續子基金股份級別		
股份級別及幣別	收益應用	ISIN	股份級別及幣別	收益應用	ISIN
A USD	分配(每年)	LU0278091896	A USD	分配(每年)	LU2262959849
B USD	累積	LU0278091979	B USD	累積	LU2262959922
C USD	累積	LU0278092191	C USD	累積	LU2262960003
I USD	累積	LU0278092514	I USD	累積	LU2262960185
R USD	累積	LU0420007105	R USD	累積	LU2262960268
N USD	累積	LU1683483983	N USD	累積	LU2262960342
AN USD	分配(每年)	LU1683484015	AN USD	分配(每年)	LU2262960425
N GBP	累積	LU1845360210	N GBP	累積	LU2262960698
G USD	累積	LU1859275551	G USD	累積	LU2262960771
HR (hedged) CHF	累積	LU2054207209	HR (hedged) CHF	累積	LU2262960854

附件 2

重要投資人須知