

檔 號：

保存年限：

# 萬寶證券投資顧問股份有限公司 函

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發文日期：中華民國109年5月15日

發文字號：寶基字第1090000029號

速別：普通件

密等及解密條件或保密期限：

附件：普信(盧森堡)系列基金特別股東常會開會通知書(中英文)

主旨：謹通知本公司總代理之普信(盧森堡)系列基金(下稱「本基金」)召開第二次特別股東常會(下稱「第二次股東會」)，請查照。

說明：

- 一、本基金原訂於 2020年4月24日召開之特別股東常會(下稱「第一次股東會」)因法定人數未達到門檻，故其議程無法有效地進行表決，因此本基金將於 2020年6月2日中歐時間下午3時30分在no. 36, rue Marie-Adélaïde, L-1010, Luxembourg召開第二次特別股東常會(下稱「第二次股東會」)。
- 二、第二次股東會主要提案是為修正本基金公司章程，係因1915年盧森堡公司法而產生的2017年改革，該改革為本基金公司章程提供了更大的靈活性，以及讓本基金公司章程的規定與基金的公開說明書一致。
- 三、2020年4月24日第一次股東會所使用之委託書，於2020年6月2日召開的第二次股東會仍然有效。
- 四、第二次股東會提案有關修正議程及投票安排之詳細內容，請參閱通知書(詳附件)。
- 五、第二次股東會之有效委託書需於2020年5月29日中歐時間下午5時之前郵寄到J. P. Morgan Bank Luxembourg S. A., European Bank & Business Centre, 6, route de Trèves,

L-2633 Senningerberg, Grand Duchy of Luxembourg 並註  
明：Ms Kerin Hercules 收，或傳真到+352 462685825或電  
郵到Luxembourg.Company.Admin@jpmorgan.com。

- 六、銷售機構暨投資人亦可把上述之委託書正本於2020年5月20日下午5時之前（台灣時間）郵寄至本公司基金作業事務部。  
地址：10486台北市中山區松江路87號4樓—基金作業事務部收。
- 七、如對第二次股東會通知書及隨附的文件有任何疑問，煩請與本公司聯絡。

正本：中國信託商業銀行股份有限公司、遠東國際商業銀行股份有限公司、安泰商業銀行股份有限公司、台新國際商業銀行股份有限公司、凱基證券股份有限公司、基富通證券股份有限公司、統一綜合證券股份有限公司、元大證券股份有限公司、容海國際證券投資顧問股份有限公司、上海商業儲蓄銀行股份有限公司、鉅亨證券投資顧問股份有限公司、中租證券投資顧問股份有限公司

副本：

總經理 李麗鶴

(中譯文)  
僅供參考，請以英文版本為主

普信（盧森堡）系列基金  
可變資本投資公司（Societe d'Investissement a Capital Variable）  
6C, route de Treves,  
L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S Luxembourg B 82 218

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## 普信（盧森堡）系列基金- 第二次特別股東常會通知書

2020 年 5 月 15 日, Senningerberg

親愛的股東，

### 有關於舉行第二次特別股東常會通知書

謹此通知，由於普信（盧森堡）系列基金（以下稱「本公司」）原訂於 2020 年 4 月 24 日舉行之特別股東常會因法定人數未達到門檻，故其議程無法有效地進行表決。為召開股東常會，其參與者所持股數至少需達到 993,691,496.68 股的 50%，但此次僅有 124,110,144 股，因此，本公司將於 2020 年 6 月 2 日中歐時間下午 3 時 30 分在 no. 36, rue Marie-Adélaïde, L-1010, Luxembourg 舉行第二次特別股東常會(以下稱「第二次股東會」)，對以下議程進行提議並表決。

除非明確說明，於 2020 年 4 月 24 日所使用的特別股東常會（以下稱「第一次股東會」）之委託書應在 2020 年 6 月 2 日舉行的第二次股東會仍然有效。

這些改變主要是由於為 1915 年盧森堡公司法而產生的 2017 年改革，該改革為公司章程提供了更大的靈活性，以及讓公司章程的規定與基金的公開說明書一致。

### 議程

- 1- 修改公司章程之第 4 條「註冊辦事處」：增加「董事會應安排對這些條款進行修改來反映另一個辦事處的移轉」。
- 2- 從第 6 條和第 11 條中刪除所有對無記名股票和相關憑證部分，並刪除第 7 條「遺失和受損的憑證」。
- 3- 在第 9 條「股東常會」中原本為「根據盧森堡法律，股東年度大會應於每年舉行，本公司股東會將於每年四月的最後一個星期五上午 11:30 在盧森堡大

公國 Niederaanven 地區之本公司的註冊辦事處舉行，或在會議通知中指定的盧森堡其他地方舉行。如果該日不是盧森堡營業日（「營業日」指在盧森堡的銀行營業之日），股東常會應在盧森堡的下一個營業日舉行」。修改為「根據盧森堡法律，股東常會應於每年舉行，依據本章程第二十四條，本公司股東常會應於會計年度結束後六個月內，在盧森堡大公國 Niederaanven 地區之本公司註冊辦事處舉行，或在會議通知中指定的盧森堡其他地方舉行」。

- 4- 修改第 10 條「法定人數和投票」，增加「董事會可中止任何違反法律、法規、要求和任何管轄規範或其他不利影響或損害公司的稅務狀況、註冊、良好地位或一般聲譽，或在董事會的判斷下，將導致公司或任何基金遭受重大或法律方面不利的影響。

股東可能永久或暫時剝奪行使其全部或部分投票權的權利。此約束將知會公司並對相關股東和公司具有約束力」。

- 5- 修改第 11 條「大會通知」，增加「此外，可以刊登通知於盧森堡一間在當地發行的報紙 Recueil Electronique des Sociétés et Associations，以及刊登通知在董事會決議的其他報紙上。董事會可以在會議召開至少 15 日之前做出決定。在這種情況下，股東將在會議召開至少八天前收到依《1915 年法律》發送的通知，但無證據顯示必須遵守此法律」。

- 6- 修改第 13 條「董事會議程」：(i) 將「每個董事使用的電纜，電報，電訊，電子郵件或電傳」的相關文字替換為「每個董事目前使用的電子郵件或任何其他電信方法」；(ii) 刪除以下有底線的句子「董事會可不時地依公司行政和管理需求，任命公司的高級管理人員、包括總經理、秘書、副總，助理秘書或其他的高級職員」；(iii) 增加「董事會可設立一個或多個委員會。該委員會的組成和權力，其成員的任命，罷免，薪酬和任期，以及其議事規則該由董事會決定。董事會應負責監督委員會的活動」；(iv) 刪除「董事會也可以將某些權力，權限和決定權下放給由其認為適合的一個或多人（無論是否為董事會中之成員）組成的任何委員會並行使其權力，權限或決定權，委員會的任何委員會議若未達法定人數不得舉行，除非出席會議的人中大多數是公司的董事成員」。

- 7- 第 15 條「投資政策的決策」中，將「由 OECD 另一成員國」改為「承如基金公開說明書所揭露之歐盟非成員國（包括但不限於 OECD 會員國，G20 成員國，香港或新加坡）」。

- 8- 將第 16 條「董事利益」的現行文字重修，並加上以下新內容：「任何與本公司直接或間接有財務上的利益衝突者，必須由董事會審議，並在會議記錄中針對其發言做完整記錄，利益衝突之董事不能參與這些審議。在下屆股東會議中，在將決議相關案件付諸表決前，應就任何董事可能與本公司利益相衝突的交易作出特別報告。

如果相關交易屬於公司的日常業務，並且在正常的市場條件下依迴避利益原則進行，則前款不適用。

除非其利益衝突之董事（或如果董事是法人，其董事，經理，高級職員或僱員中的任何一位），也是另一交易端的董事，經理，合夥人，成員，股東，高級職員或僱員，否則公司與任何其他一方的交易均不會受到影響。上文所述之相關董事若有與公司簽訂任何契約者，其合約與業務，均不得因從屬關係而禁止投票或採取任何被阻礙行為」。

- 9- 第 22 條第 2 款 (vi) 項「淨資產價值的決定」修改如下：「交換 (SWAPS)將依據對應有價證券（於營業結束日或當日中）之公允價值及交換(SWAPS) 之條件進行估值」。
- 10- 第 28 條「擺盪定價（稀釋調整）」增加以下措詞：「擺盪定價旨在透過降低公司收益被稀釋的負面影響，來保護所有股東的利益。

相較於計算基金淨值時所用的市價中間值，基金買入或賣出標的證券所實際支出的總成本，有可能較高，也可能較低。令兩者出現差距的因素主要有買賣交易資費、買價與賣價差幅、手續費、其他市場及買賣操作因素等。這些差距經過時間的累積若不作處理，並且予以反映在基金淨值的計算上，那麼對基金股份持有人的權益恐將造成傷害。

為消弭這種所謂「稀釋」效果之影響起見，我們在任何營業日上只要確認某基金股份的買賣交易，將會令其難以對標的證券作重大之買進或賣出操作，那麼我們會儘速將基金淨值調整到最能真確反映相關交易所實際應有之價格及成本的水準；這種處理方式通稱擺盪定價，而調整之金額則稱為擺盪因數，市場條件及交易數量不同，則因數大小亦將隨之而有不同，這表示稀釋調整數隨時都在變動中。

一般來說，擺盪定價程序的應用是適用於所有基金上，以何種原則作為擺盪定價程序的基礎，包括後台作業的應用，淨申購/贖回相關的觸發水位，以及擺盪定價的數學計算方式，都會定期做檢視。

我們很難準確推測價格擺盪會出現在什麼時間點，但大致上可以說，當基金股份申購交易量較大時，淨值大半會往上作調整；反之當基金股份贖回交易量較大時，淨值大半會往下作調整。要估計擺盪定價發生的原因，還是要看有價證券本身的性質與市場狀況。相關的調整機制在公司最新的公開說明書有所揭露，這些機制隨時都有可能做調整並定期做檢視」。

## 投票安排

依據 2020 年 3 月 20 日盧森堡法規有關於舉行公司和其他法人會議的規範，本公司決定：股東僅能透過委託書授予股東常會主席，依其委託書上的指示行使股東投票權。

第二次股東會之有效委託書需於 2020 年 5 月 29 日中歐時間下午 5 時之前郵寄到 J.P. Morgan Bank Luxembourg S.A., European Bank & Business Centre, 6, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg 並註明：Ms Kerin Hercules 收，或傳真到+352 462685825 或電郵到 Luxembourg.Company.Admin@jpmorgan.com。股東可經由 Luxembourg.Company.Admin@jpmorgan.com 詢問 Ms Kerin Hercules 來取得空白委託書。

重新召開會議無需達到法定人數要求，且重新召開會議的決議將與第一次股東會相同條件下獲得通過。

普信董事會敬上

**T. ROWE PRICE FUNDS SICAV**  
**Société d'Investissement à Capital Variable**  
**6C, route de Trèves**  
**L-2633 Senningerberg**  
**Grand-Duché de Luxembourg**  
**RCS Luxembourg B 82.218**

**NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY**

Senningerberg, 15 May, 2020

Dear Shareholder,

**Reconvening notice to the Extraordinary General Meeting of Shareholders (EGM)**

We advise that the quorum for the EGM of T. Rowe Price Funds SICAV (the "**Company**") convened on 24 April 2020 was not met, and therefore the EGM was not able to validly decide on its agenda. The quorum required that 50% of the 993,691,496.68 shares in issue be represented to convene the EGM. A total of 124,110,144 shares were represented. Shareholders are therefore convened to a second Extraordinary General Meeting of the Company to be held at 36, rue Marie-Adélaïde, L-1010 Luxembourg on 02 June 2020 at 15h30CEST for the purpose of considering and voting upon the same agenda, as stated below (the "**Reconvened Meeting**").

Proxies received for the EGM on 24 April 2020 (the "**Meeting**") shall remain valid for the EGM on 02 June 2020 unless expressly revoked.

The changes are mainly prompted by the introduction of the 2017 reform of the Luxembourg company law of 1915 that provides more flexibility to the articles of incorporation and by the need to align the provisions of the articles of incorporation to those of the prospectus of the fund.

**AGENDA**

- 1- To amend article 4 "REGISTERED OFFICE", by the insertion of the sentence "The Board shall arrange that these Articles are amended to reflect a transfer to another commune."
- 2- To delete of all the references to the bearer shares and the related certificates from articles 6 and 11 and deletion of article 7 "Lost and Damaged Certificates"
- 3- To replace in article 9 "GENERAL MEETINGS" the sentence "The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in the commune of Niederanven in the Grand-Duchy of Luxembourg at the registered office of the Company, or at such other place in the Grand-Duchy of Luxembourg as may be specified in the notice of meeting, on the last Friday of the month of April of each year at 11.30 a.m.. If such day is not a business day ("Business Day") (being a day on which the banks in Luxembourg are open for business) in Luxembourg, the annual general meeting shall be held on the next following Business Day in Luxembourg." with the following sentence " The annual general meeting of Shareholders shall be held, in accordance with Luxembourg law, in the commune of Niederanven in the Grand-Duchy of Luxembourg at the registered office of the Company, or at such other place in the Grand-Duchy of Luxembourg as may be specified in the notice of meeting, within six months of the Company's accounting year end as determined in Article 24 hereof."
- 4- To amend article 10 "QUORUM AND VOTES" by the insertion of the sentence "The Board may suspend the voting rights attached to all Shares held by a Shareholder who is in breach of any law, regulation, or requirement or any jurisdiction or otherwise adversely

affects or prejudices the tax status, residence, good standing or general reputation of the Company or who could in the Board's judgement, otherwise cause the Company or any Fund to suffer material or legal disadvantage.

A Shareholder may individually undertake not to exercise, permanently or temporarily, all or part of its voting rights. Such a waiver binds the relevant Shareholder and the Company as from its notification to the Company."

- 5- To amend article 11 "CONVENING NOTICE" by the insertion of the sentence "Alternatively, notice may be published in the Recueil Electronique des Sociétés et Associations in Luxembourg, in a newspaper published in Luxembourg, and in such other newspaper as the board of directors may decide at least 15 days prior to a meeting. In such a case, Shareholders will receive a notice sent in accordance with the 1915 Law, at least 8 days prior to the meeting, without proof that this formality has been complied with having to be given."
- 6- To amend article 13 "PROCEEDINGS OF DIRECTORS" by (i) replacing the references to "cable, telegram, telex, electronic mail or telefax of each director" with the following "electronic mail or any other telecommunication method currently in use of each director"; (ii) by deleting from the following wording the sentence underlined "The Board from time to time may appoint the officers of the Company including a general manager, a secretary, and any assistant general managers, assistant secretaries or other officers considered necessary for the operation and management of the Company."; (iii) by adding the following wording "The Board may create one or several committees. The composition and the powers of such committee(s), the terms of the appointment, removal, remuneration and duration of the mandate of its/their members, as well as its/their rules of procedure are determined by the Board. The Board shall be in charge of the supervision of the activities of the committee(s)." (iv) and by deleting the following wording "The Board may also delegate certain of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of the Board or not) as it thinks fit, provided that the majority of the members of the committee are directors of the Company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the Company"
- 7- To replace in article 15 "DETERMINATION OF THE INVESTMENT POLICY" following wording "by another member state of the OECD" with "a non-Member State of the European Union, as disclosed in the prospectus of the Company (including but not limited to OECD member states, G20 member states, Hong Kong or Singapore)"
- 8- To restate the current text of Article 16 "DIRECTORS' INTEREST" with the following new text "Any director having a direct or indirect financial interest conflicting with that of the Company in a transaction which has to be considered by the Board, must advise the Board thereof and cause a record of his statement to be included in the minutes of the meeting. That director may not take part in these deliberations. At the next following general shareholders' meeting, before any other resolution is put to vote, a special report shall be made on any transactions in which any of the directors may have had an interest conflicting with that of the Company.



The foregoing paragraph does not apply if the relevant transaction falls within the ordinary course of business of the Company and is entered into at arms' length under normal market conditions.

No transaction between the Company and any other party shall be affected or invalidated by the mere fact that a director (or, in case a director is a legal person, any one of its directors, managers, officers or employees), is a director, manager, associate, member, shareholder, officer or employee of that other party. Any such director related as described above to any other party with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation, be prevented from considering, voting or acting upon any matters with respect to such contract or other business."

9- To amend article 22, 2 (vi) "DETERMINATION OF NET ASSET VALUE" as follows "the swaps will be valued at the fair value based on the underlying securities (at the close of business or intraday) and the terms of the swap"

10- To insert article 28 "SWING PRICING (DILUTION ADJUSTMENT)" containing the following wording: "Swing pricing is intended to protect the interests of all Shareholders by mitigating the negative impact of dilution on the Company's returns.

The actual total cost of purchasing or selling the underlying securities in a Fund may be higher or lower than the mid-market value used in calculating the Net Asset Value. The difference can be attributed to a variety of factors including dealing charges, commissions, taxes and dealing spreads as well as other market and trading considerations and can, over time, have a materially disadvantageous effect on a Shareholder's interest in a Fund if not otherwise accounted for in the calculation of the Net Asset Value.

To prevent the effect of dilution, on business days when the amount of trading in a Fund's Shares will precipitate significant purchases or sales of underlying securities, the Fund's Net Asset Value will be adjusted by an amount estimated to more closely reflect the actual prices and costs of the underlying transactions (swing pricing). These adjustment amounts, called swing factors, can vary with market conditions and transaction volumes and this means that the amount of dilution adjustment applied can change at any time. Ordinarily, the swing pricing process is applied on a systematic basis across all Funds. However, the principles on which the process is based, including the operational application, the net subscription / redemption related trigger points and the swing factor calculation methodology, are periodically reviewed.

It is not possible to predict accurately whether a price swing will occur at any point in time. In general, the Net Asset Value per Share applied to all subscription and redemption requests, in the relevant Fund on that day, will be adjusted upward when there is strong demand to buy Fund Shares and downward when there is strong demand to redeem Fund Shares. The estimated swing factors, based on the securities held and market conditions, and any relevant adjustment are set out in the Company's current prospectus. These estimates are reviewed regularly and can change at any time."

## **Voting arrangements**

Pursuant to and in accordance with the Grand Ducal Regulation of 20 March 2020 introducing measures concerning the holding of meetings of companies and other legal entities, the Company has determined that Shareholders may only express their votes by granting a proxy to the Chairman of the Meeting, who will exercise your voting rights in accordance with your instructions by means of the proxy form.

To be valid, the proxy form should be returned no later than Friday 29 May 2020 by 17h00 CET to J.P. Morgan Bank Luxembourg S.A., European Bank & Business Centre, 6, route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg attention of Ms Kerin Hercules, or by fax (+352 462685825) or email ([Luxembourg.Company.Admin@jpmorgan.com](mailto:Luxembourg.Company.Admin@jpmorgan.com)). A Proxy form can be obtained by contacting Ms Hercules by email on [Luxembourg.Company.Admin@jpmorgan.com](mailto:Luxembourg.Company.Admin@jpmorgan.com).

To be able to deliberate on the agenda of the Reconvened Meeting, only one share need be represented. The resolutions will be passed under the same conditions as for the Meeting.

Yours faithfully,

The Board of Directors