

檔 號：
保存年限：

富盛證券投資顧問股份有限公司 函

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密等及解密條件或保密期限：普通

附件：股東通知書中英文版(共 2 份)。

主旨：先機環球基金（下稱「本公司」）將於西元 2023 年 2 月 22 日下午 2 時（愛爾蘭時間）召開先機亞太股票基金（係先機環球基金旗下之一檔子基金）之股東臨時會，詳如說明，敬請 查照。

說明：

- 一、 本公司總代理之先機亞太股票基金(下稱本子基金)將於西元 2023 年 2 月 22 日下午 2 時（愛爾蘭時間）召開股東臨時會。本次股東臨時會議程為通過本子基金增補文件之修訂，修訂內容已載明於西元 2023 年 1 月 17 日之股東通知書（下稱「通知書」）及通知書之附錄 A 中之標示內容所載，惟應遵循並符合相關法令規定（包括愛爾蘭中央銀行之規定）。
- 二、 本子基金所擬採取之若干行動及該等行動將涉及對本子基金增補文件之數項變更重點摘錄如下：
 - A. 本子基金投資目標與政策以及投資方法之所擬修訂。
 - B. 永續方法之更新。
 - C. 「先機亞太股票基金(Jupiter Pacific Equity Fund)」之中英文名稱擬變更為「先機亞太股票入息基金(Jupiter Asia Pacific Income Fund (IRL))」。
 - D. 營業日定義之所擬變更，茲提議修訂本子基金之營業日定義，以將雪梨涵蓋在內。
- 三、 上述擬修訂基金之投資目標與政策以及投資方法應經本次股東臨時會決議通過，提議變更之生效日（下稱「生效日」）為 2023 年 3 月 22 日或其前後之日。

- 四、 如不欲於上述變更後繼續持有本子基金，得透過發出買回交易指示之方式要求買回其持有之本子基金股份(惟須遵守以下所述之稀釋調整並依據公開說明書所定條款為之)，或將其持有之本子基金股份轉換至本公司另一子基金。此等買回或轉換可於任一交易日依據公開說明書所載程序為之。自本通知書所載日期起至生效日為止，本子基金股份之買回或轉換均毋須支付買回費、遞延銷售手續費及轉換費。
- 五、 股東臨時會決議結果本公司將另行以函文通知。相關內容請詳隨函檢附致股東通知書。

正本：台灣銀行股份有限公司、台灣土地銀行股份有限公司、合作金庫商業銀行股份有限公司、華南商業銀行股份有限公司、彰化商業銀行股份有限公司、上海商業儲蓄銀行股份有限公司、國泰世華商業銀行股份有限公司、高雄銀行股份有限公司、兆豐國際商業銀行股份有限公司、花旗(台灣)商業銀行股份有限公司、台灣中小企業銀行股份有限公司、渣打國際商業銀行、台中商業銀行股份有限公司、京城商業銀行股份有限公司、華泰商業銀行股份有限公司、台灣新光商業銀行股份有限公司、聯邦商業銀行股份有限公司、遠東國際商業銀行、元大商業銀行股份有限公司、星展(台灣)商業銀行股份有限公司、日盛國際商業銀行股份有限公司、安泰商業銀行股份有限公司、匯豐(台灣)商業銀行股份有限公司、凱基商業銀行股份有限公司、板信商業銀行股份有限公司、陽信商業銀行股份有限公司、三信商業銀行股份有限公司、台新國際商業銀行股份有限公司、玉山商業銀行股份有限公司、瑞興商業銀行股份有限公司、中國信託商業銀行股份有限公司、王道商業銀行股份有限公司、永豐商業銀行股份有限公司理財商品部、元大證券股份有限公司、元富證券股份有限公司、國泰綜合證券股份有限公司、日盛證券股份有限公司、凱基證券股份有限公司、基富通證券股份有限公司、統一綜合證券股份有限公司、華南永昌綜合證券股份有限公司、中租證券投資顧問股份有限公司、安睿宏觀證券投資顧問股份有限公司、富達投信股份有限公司、新光證券投資信託股份有限公司、宏遠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、群益金鼎證券股份有限公司、安聯人壽保險股份有限公司、宏泰人壽保險股份有限公司、合作金庫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、元大人壽保險股份有限公司、台灣人壽保險股份有限公司、國泰證券投資顧問股份有限公司、國泰證券投資信託股份有限公司、兆豐證券股份有限公司、好好證券股份有限公司、台北富邦商業銀行股份有限公司、法商法國巴黎人壽保險股份有限公司台灣分公司、第一金人壽投資型保險商品投資帳戶、台新人壽保險股份有限公司。

副本：第一商業銀行股份有限公司法國巴黎人壽投資專戶、第一商業銀行股份有限公司第一金人壽投資專戶。

董事長 蔡政宏

此為重要文件，需要 台端立即注意。倘若 台端對應採取的行動有任何疑問，應向 台端之投資顧問、稅務顧問及/或法律顧問 尋求專業意見（視情況而定）。

如 台端已出售或轉讓 台端對先機環球基金（下稱「本公司」）旗下子基金 - 先機亞太股票基金的所有股份，請立即將本文件送交該買受人或受讓人或經手出售或轉讓的股票經紀人、銀行或其他代理人，以便盡快將本文件轉交買受人或受讓人。

本公司董事就本文件所載之資訊負責。於董事之最大所知所信範圍內（已盡一切合理注意確保此為真），本文件所載之資訊與事實相符且未遺漏任何可能影響該資訊意涵之內容。

除文義另有所指或本通知書另有變更或其他說明外，本通知書所用詞彙應與本公司2022年11月30日的公開說明書（下稱「公開說明書」）所用詞彙具有相同定義。

先機環球基金
旗下之子基金

先機亞太股票基金

股東通知書

（為依據 2011 年歐洲共同體（可轉讓證券集體投資計畫）條例（2011 年 S.I.第 352 號及其修訂），於愛爾蘭成立之開放式可變資本有限責任投資公司，係一子基金間責任分離之可轉讓證券集體投資計畫）

訂於2023年2月22日下午2時（愛爾蘭時間）召開的先機亞太股票基金（係先機環球基金旗下一檔子基金）之股東臨時會開會通知檢附於本通知書後。不論 台端是否參加本次股東臨時會，均請依所載指示填妥並擲回委託書表格。

本通知書隨附之委託書表格，應以郵寄至MFD Secretaries Limited（地址：32 Molesworth Street, Dublin 2, Ireland，收件人：Paul Wymes）或以電郵發送至MFS-Dublin-MFDSecretaries@maples.com等方式擲回。委託書表格應於本次會議或其延會所訂開會時間至少48小時前送達至上述地址或以電郵寄達。股東填寫委託書表格時應特別注意。

先機亞太股票基金（下稱「本子基金」）

係先機環球基金（下稱「本公司」） 旗下之一檔子基金

2023年1月17日

親愛的股東，您好：

謹致函 台端，即本子基金之股東。本函旨在通知台端，並在適用情況下，尋求 台端同意，對於本子基金所擬採取之若干行動，而該等行動將涉及對本子基金增補文件之數項變更。相關修訂請詳見下文所述，該等修訂之進一步詳情則請參閱本通知書附錄A之標示內容。

董事保留得在毋須進一步通知股東之情況下，對於公開說明書及增補文件進行其他非重大變更之權利，惟任何重大變更仍須經股東之事前同意。

I. 本子基金投資目標與政策以及投資方法之所擬修訂

背景

茲提議變更本子基金之投資目標，以及對本子基金之投資政策及投資方法進行若干變更。董事經諮詢管理公司及投資管理公司後，認為此等變更將：

- 提供更多彈性，俾為本子基金創造具競爭力之收益；
- 擴大本子基金之投資機會；以及
- 反映投資管理公司之看法，即本子基金之投資重點從資產增值轉向長期資本增值與收益，以及採「系統化」程序之投資方法的變更，係本子基金持續成長之最佳機會。

投資目標與投資政策以及投資方法之所擬變更

投資目標

本子基金之現行投資目標係透過投資於由太平洋地區發行機構，或設於太平洋地區以外但其主要資產或業務經營位於太平洋地區之發行機構所發行之證券組成之多元化分散型投資組合，爭取資產增值，且其不擬集中投資於任何單一產業或類別。

茲提議變更本子基金之投資目標，變更後之本子基金投資目標將為爭取長期資本增值與收益。

投資政策

為達成本子基金修改後之投資目標，茲併提議對本子基金之投資政策及投資方法進行若干變更，詳如下文所述以及如本通知書附錄 A 之標示內容所載。

謹就主要提議摘述如下：

A. 本子基金主要投資之變更

目前，本子基金最少應投資其資產淨值之 70% 於由太平洋地區發行機構、或設於太平洋地區以外但其主要資產或業務經營位於太平洋地區之發行機構所發行之證券組成之多元化分散型投資組合。本子基金所投資之證券可包括普通股、美國存託憑證、全球存託憑證、優先股及權證，惟權證之任何投資不得超過本子基金資產淨值之 5%。

茲提議變更本子基金之投資政策，俾本子基金可透過將其不少於 70% 之資產淨值投資於下列發行機構所發行之股票及股票相關證券（下稱「**股票及股票相關證券**」），爭取達成其投資目標：(i) 在亞太地區（日本除外）組織設立、設立公司總部、上市或設立登記營業處之發行機構；或(ii) 其主要資產或業務經營所在地係位於亞太地區（日本除外）之發行機構。此外，本子基金對於新興市場或任何特定市值公司之資產配置比重將不設任何限制，且本子基金得投資於各種經濟部門。

股票及股票相關證券包括股票、存託憑證、優先股、股權連結型商品（連結股票績效之無槓桿債務證券）、權證（不超過本子基金資產淨值之 5%）、可轉換證券（例如可轉換優先股、認股權以及可轉換為普通股或優先股之債券）。

B. 本子基金之地域重心

目前，投資管理公司應著重之太平洋地區國家包括但不限於澳洲、孟加拉、柬埔寨、中國、香港、印度、印尼、日本、韓國、馬來西亞、紐西蘭、巴基斯坦、菲律賓、新加坡、斯里蘭卡、台灣、泰國及越南，且在不違反公開說明書投資限制第 2.1 條之規定下，該等證券須在全球之受規管市場上市、買賣或交易。

茲提議本子基金將廣泛投資於亞太地區（日本除外）。

C. 衍生性商品之使用

目前，衍生性金融商品可用作 (i) 避險用途、(ii) 有效管理投資組合及 / 或 (iii) 投資用途，惟須受中央銀行不時制訂的條件及限制之規範。因使用承諾法之故，本子基金必須確定其總曝險不會超過其資產淨值總額。運用此等衍生性金融商品所導致之槓桿程度極低，按承諾法計算將不超過本子基金資產淨值之 10%。使用承諾法計算總曝險時，本子基金將轉換各衍生性商品部位為該衍生性商品標的資產之同等部位市值。本子基金得建立之多頭與空頭部位預期範圍，係介於 0% 至 10% 之間之空頭曝險暨 0% 至 10% 之間之多頭曝險。

於進行所擬變更後，本子基金將不再為投資目的使用衍生性金融商品，且將僅為有效管理投資組合目的及為避險目的而使用衍生性金融商品，惟須受中央銀行不時制訂的條件及限制之規範。本子基金將使用承諾法來準確衡量、監控及管理運用衍生性金融商品所產生之「槓桿」效果以及計算總曝險。當使用承諾法來計算本子基金之槓桿水位時，該數值將不超過 100%。本子基金擬定之管理方式，係使本子基金在正常市況下，其多頭曝險最大值將介於 0%~10%，且空頭曝險最大絕對值將介於 0%~10%之預期範圍。

D. 提高對集體投資計畫之投資限額

目前，本子基金最多可將其資產淨值之 5%投資於開放型集體投資計畫。對集體投資計畫之投資應包括 UCITS 與另類投資基金在內。尤其是，如投資於開放型另類投資基金，將須遵守 2013 年中央銀行（監督與執行）法（第 48(1)條）2019 年（可轉讓證券集體投資計畫）條例第 114(6)條之規定。

茲提議本子基金最多可將其資產淨值之 10%投資於 UCITS 合格集體投資計畫，且本子基金投資於另類投資基金時，將僅依照中央銀行關於 UCITS 可投資之其他投資基金指引為之。

E. 對輔助性流動資產之投資

目前，本子基金可將其流動資產投資於短期證券，例如商業本票、銀行承兌匯票、定存單及經濟合作暨發展組織(OECD)會員國或任何跨國組織所發行之政府證券，惟前述證券須以美元計價，且在不違反公開說明書投資限制第 2.1 條之規定下，該等證券須在 OECD 會員國受規管市場上市、買賣或交易並且具有投資等級或更高之評等，或者在美國或歐盟受規管市場上市、買賣或交易。

茲提議本基金將可持有輔助性流動資產，即現金及可易於轉換為現金之各種工具（包括美國國庫券與政府公債、商業本票、短期貨幣市場工具及定存單）。

F. 基準貨幣及避險

本子基金之投資政策將予更新，更新後之規定將為本子基金資產得以基準貨幣以外之幣別計價，而基準貨幣與該資產幣別間之匯率變動則可能導致以基準貨幣表示之本子基金資產價值呈現貶值。本子基金得（但無義務）進行貨幣避險交易以對沖本子基金資產計價貨幣之外幣曝險，並藉此設法減輕該等匯率風險。本子基金亦可就個別股份類股對基準貨幣或對本子基金資產計價貨幣之貨幣曝險進行避險，以對沖本子基金資產之貨幣曝險。然而，並不保證該等減輕做法將可獲得成功。

投資方法

目前，本子基金由投資管理公司採「系統性」投資程序進行管理，該程序使用精細之電腦模型，分析大量資料以挑選投資標的。評估股票時會考量其評價吸引力、品質（對公司財務實力的一種衡量基準，例如以其財報作為基礎）、價格趨勢、穩定成長前景、投資氛圍

及公司經營等因素。此外，在建構本子基金之投資組合時，投資管理公司亦會考量其他標準，例如預期風險、交易成本及流動性等。

茲提議投資管理公司之公司研究與選股方法將強調管理經驗與治理機制、經證明可行之商業模式、資本紀律與配息政策、評價、長期成長潛力及公司股票之流動性狀況等考量因素。本子基金通常將持有相對集中之投資組合（約 30 檔股票），且平均持有期間通常超過一年。雖然本子基金一般會設法投資於承諾共享利潤之公司所發行的配息股票，但不保證所有投資標的公司均會發放股息。倘若本子基金之投資標的以產生收益為主，則資本成長潛力可能會降低。

II. 永續方法之更新

本子基金增補文件中標題為「永續方法」之項下說明將予更新，以反映本子基金將採行之永續方法。

III. 本子基金名稱之所擬變更

本公司董事已決議將本子基金之名稱由「先機亞太股票基金(Jupiter Pacific Equity Fund)」變更為「先機亞太股票入息基金(Jupiter Asia Pacific Income Fund (IRL))」。進行本次更名之理由係因本子基金投資目標與方法變更之故。請注意。此項變更毋須經股東同意，且僅作為提供資訊之用。

IV. 營業日定義之所擬變更

目前，本子基金營業日之定義係指都柏林與倫敦之零售銀行開門營業之日（不含週六、週日及國定假日）。就本子基金之預期投資配置而言，茲提議修訂本子基金之營業日定義，以將雪梨涵蓋在內，故新的本子基金營業日之定義將係指都柏林、倫敦及雪梨之零售銀行開門營業之日（不含週六、週日及國定假日）。目前預計本項所擬修訂將導致每一曆年度增加兩個非營業日。

股東同意

為核准本通知書所載本子基金增補文件之相關修訂（詳如附錄 A 之標示內容），下列決議案將於 2023 年 2 月 22 日下午 2 時（愛爾蘭時間）所召開之本子基金臨時股東會交付股東表決。

「通過本子基金增補文件之修訂，如日期為 2023 年 1 月 17 日之通知書（下稱「通知書」）及通知書之附錄 A 中之標示內容所載，惟應遵循並符合相關法令規定（包括愛爾蘭中央銀行之規定）。」

有關本次會議之正式開會通知，請見附錄 B，本次會議之委託書表格，則請見本通知書之附錄 C。

法定出席人數及表決權行使規定

為達到股東臨時會（包含其任何延會）之法定出席人數，須有至少兩名本子基金股東出席或代表出席股東臨時會（親自或委託代理人出席皆可）。

若於股東臨時會預定開會時間起半小時內仍不足法定出席人數，則股東臨時會將延至次一禮拜同一天，於同一時間和地點召開，或延至董事決定之其他日期、其他時間及地點召開（下稱「重新召集之股東臨時會」）。

若於重新召集之股東臨時會預定開會時間起半小時內仍不足法定出席人數，則該會議應予散會或休會（視情況而定）。

附錄 B 開會通知中所列議案將必須由股東親自或委由代理人於股東臨時會上以簡單多數決表決通過。股東臨時會開會通知中之所列議案如經必要多數決表決通過者，則不論個別股東如何（或是否）投票，將對所有股東產生拘束力。

股東臨時會（或重新召集之股東臨時會）之結果將於股東臨時會（或重新召集之股東臨時會）舉行後兩個營業日或其前後之日在 www.jupiteram.com/fund-changes 上公告。

董事建議

董事認為**附錄 A** 所載之上述本子基金增補文件之修訂係符合本子基金股東整體之最佳利益，故建議 台端投票贊成所提議案。

生效日

本通知書中所載之提議變更之生效日（下稱「生效日」）為 2023 年 3 月 22 日或其前後之日，惟該等變更應符合愛爾蘭中央銀行與其他相關主管機關之規定，且應經本子基金之多數股東（不論是親自出席或指派代理人出席）於本子基金股東臨時會以普通決議投票贊成通過該議案。

請注意，在取得股東對**附錄 B** 所列議案之同意後，投資管理公司必須於(i)緊接生效日前最多兩個營業日，及(ii)緊接生效日後最多兩個營業日之期間調整投資組合，俾其得符合新的投資目標與政策及投資方法。在重新調整部位之期間，本子基金之投資組合有可能會暫時不符合當時本子基金發行文件所載投資目標與政策以及投資方法之某些要素，且本子基金於此一期間可能不一定符合投資目標與政策及投資方法。投資管理公司將努力儘速有效地完成該等調整。投資管理公司將與管理公司及存託機構合作，並以符合股東利益與中央銀行規定之方式進行該等調整。

應採取之行動

為考量本文件所載提案，建議 台端先閱讀隨附之所有文件。

本文件附錄 B 為本子基金訂於 2023 年 2 月 22 日下午 2 時 (愛爾蘭時間) 於 32 Molesworth Street, Dublin 2, Ireland 召開股東臨時會之開會通知, 會中將提出修訂本子基金投資目標與政策及投資方法之普通決議案以交付股東表決。股東應親自出席股東臨時會, 或填妥並擲回本通知書附錄 C 所附委託書表格, 以行使表決權。若 台端希望透過代理人進行表決, 則應填妥委託書表格, 並以郵寄至 MFD Secretaries Limited (地址: 32 Molesworth Street, Dublin 2, 收件人: Paul Wymes) 或以電郵發送至 MFS-Dublin-MFDSecretaries@maples.com 等方式擲回。委託書表格最遲必須於股東臨時會或其延會預定開會時間的 48 小時前送達方為有效, 故最遲應於 2023 年 2 月 20 日下午 1 時 59 分 (愛爾蘭時間) 前送達。即便已指派代理人, 台端仍可參加會議並行使表決權。台端之本子基金股份如以代名人之名義登記, 則 台端僅得以指示登記持有人代您投票的方式, 行使該等股份的表決權。

股東如不欲於上述變更後繼續持有本子基金, 得透過發出買回交易指示之方式要求買回其持有之本子基金股份 (惟須遵守以下所述之稀釋調整並依據公開說明書所定條款為之), 或將其持有之本子基金股份轉換至本公司另一子基金。此等買回或轉換可於任一交易日依據公開說明書所載程序為之。自本通知書所載日期起至生效日為止, 本子基金股份之買回或轉換均毋須支付買回費、遞延銷售手續費及轉換費。

本子基金如有淨流出 (亦即淨買回), 則本公司可能會適用稀釋調整。適用稀釋調整可能導致本子基金股份買回價格之降低。若有買回稀釋調整, 將使得本子基金遇到淨買回時之每股資產淨值降低。稀釋調整將以儘可能對所有股東公平方式為之。有關稀釋調整之詳情, 請參閱公開說明書。

成本

與進行上述所擬變更有關之成本與支出, 包括但不限於: 法律費用、印製及發布本通知書 (包含其附錄) 及公開說明書修訂本之相關成本, 以及舉行股東臨時會之成本等, 將由管理公司或投資管理公司負擔, 本子基金及/或本子基金之股東將無須負擔該等費用。

預期本子基金投資組合中大約 86% 之資產將因所擬修訂而重新調整。此一程序可能在生效日以前開始進行。與該等重新調整有關之外顯交易成本 (例如: 經紀費、交易稅及印花稅等) 將由管理公司或投資管理公司負擔。任何與本子基金投資組合重新調整有關之隱含交易成本 (亦即, 證券買價及賣價之間之剩餘價差) 將由本子基金負擔, 並於發生時反映在本子基金之資產淨值上。該等隱含交易成本預計將約為本子基金 2022 年 12 月 30 日資產淨值的 0.44%。

更新公開說明書

在取得股東對附錄 A 所載議案為同意之前提下, 本公司擬修訂公開說明書以反映上述相關變更。該等變更將納入公開說明書修訂本, 本公司亦將適時發布該公開說明書修訂本。

公開說明書，如經相關主管機關核准，將於一般營業時間內在本公司之行政管理公司登記營業處或於 www.jupiteram.com 免費提供索閱。

台端如對此等事項有任何疑問，應按上述地址聯絡本公司，或聯絡 台端之投資顧問。

敬祝
鈞安

董事
代表先機環球基金

附錄 A

本子基金增補文件之所擬修訂

以下係本子基金增補文件之相關摘錄，以刪除線及底線顯示所擬修訂。

說明：
插入
刪除
移動

投資目標與政策

先機亞太股票本基金之目標係透過投資於由太平洋地區發行機構，或設於太平洋地區以外但其主要資產或業務經營位於太平洋地區之發行機構所發行之證券組成之多元化分散型投資組合，爭取資產增值。其不擬集中投資於任何單一產業或類別長期資本增值與收益。

投資人應瞭解：不保證本基金將可達成其投資目標。

先機亞太股票本基金係透過將其不少於最少應投資先機亞太股票基金資產淨值之 70% 之資產淨值投資於下列由太平洋地區發行機構，或設於太平洋地區以外但其主要資產或業務經營位於太平洋地區之發行機構所發行之股票及股票相關證券(下稱「股票及股票相關證券」)，爭取達成其投資目標：組成之多元化分散型投資組合(i)在亞太地區(日本除外)組織設立、設立公司總部、上市或設立登記營業處之發行機構；或(ii)其主要資產或業務經營所在地係位於亞太地區(日本除外)之發行機構。

先機亞太股票基金所投資之證券可包括普通股、美國存託憑證、全球存託憑證、優先股及權證，惟權證之任何投資不得超過先機亞太股票基金資產淨值之 5%。

本基金對於新興市場或任何特定市值公司之資產配置比重均未設有限制，且本基金得投資於各種經濟部門。

股票及股票相關證券包括股票、存託憑證、優先股、股權連結型商品(連結股票績效之無槓桿債務證券)、權證(不超過本基金資產淨值之 5%)、可轉換證券(例如可轉換優先股、認股權以及可轉換為普通股或優先股之債券)。

先機亞太股票本基金可透過滬港股票市場交易互聯互通機制(詳見後文子標題「滬港通」項下之說明)及深港股票市場交易互聯互通機制(詳見後文子標題「深港通」項下之說明)(以下合稱「中華通」)，投資及直接取得在上海證券交易所及深圳證券交易所上市之特定合資格中國 A 股。

透過中華通取得之中國 A 股部位將不超過先機亞太股票本基金資產淨值之 20%。

先機亞太股票本基金最多可將其資產淨值之 $\leq 10\%$ 投資於以投資前述任何資產為目標之開放型 UCITS 合格集體投資計畫。對集體投資計畫之投資應包括 UCITS 與另類投資基金在內。尤其是，如投資於開放型另類投資基金，將須遵守 2013 年中央銀行(監督與執行)法

(第 48(1)條)2019 年(可轉讓證券集體投資計畫)條例(「中央銀行 UCITS 條例」)第 114(6)條之規定。本基金投資於另類投資基金(AIFs)時，將僅依照中央銀行關於 UCITS 可投資之其他投資基金指引為之。

投資管理公司應著重之太平洋地區國家包括但不限於澳洲、孟加拉、柬埔寨、中國、香港、印度、印尼、日本、韓國、馬來西亞、紐西蘭、巴基斯坦、菲律賓、新加坡、斯里蘭卡、台灣、泰國及越南，且在不違反公開說明書投資限制附件三第 2.1 條之規定下，該等證券將在全球之受規管市場上市、買賣或交易。

先機亞太股票本基金得將其持有輔助性流動資產投資於短期證券，例如即現金及可易於轉換為現金之各種工具(包括美國國庫券與政府公債、商業本票、短期貨幣市場工具及銀行承兌匯票、定存單)及經濟合作暨發展組織(OECD)會員國或任何跨國組織所發行之政府證券，惟前述證券須以美元計價，且在不違反公開說明書投資限制第 2.1 條之規定下，該等證券須在 OECD 會員國受規管市場上市、買賣或交易並且具有投資等級或更高之評等，或者在美國或歐盟受規管市場上市、買賣或交易。

先機亞太股票本基金最多亦可將其資產淨值之 15%，投資於在全球受規管市場上市、買賣或交易的不動產投資信託(REITs)。

在不違反公開說明書附件三投資限制第 2.1 條之規定下，本基金所投資之該等證券將在全球之受規管市場上市、買賣或交易。

在遵守中央銀行不時規定之條件與限制下，先機亞太股票本基金可為有效管理投資組合目的及為避險目的而使運用投資技術及工具，該等投資技術及工具得為交易所買賣或店頭衍生性商品，包括如期貨(例如貨幣期貨合約)、選擇權、期貨選擇權、遠期結算交易、可轉換證券、混合證券、結構型債券、信用違約交換及交換協議。先機亞太股票基金亦得以間接投資之形式投資於上述之若干證券或市場。除了本段所述衍生性商品之運用外，亦將使用標的證券之參與憑證來進行此等間接投資，倘此種投資為取得相關證券或市場曝險之更為實際、有效率或花費較低的方法者。就連結股票之參與憑證而言，先機亞太股票基金之曝險將針對發行機構(包含本身受規管之全球投資銀行與金融機構所擁有及經營之受規管和未受規管實體在內)，而非參與憑證所連結之標的證券。連結股票之參與憑證為店頭市場商品，其得(但通常不會)使用槓桿且得用來進入具有較高進入障礙之市場。該等衍生性商品可用作(i)避險用途、(ii)有效管理投資組合及/或(iii)投資用途，惟須受中央銀行不時制訂之條件及限制之規範。所有因衍生性金融商品投資所生之曝險，將由先機亞太股票基金之標的資產予以備兌保障。有關該等投資技術與工具之使用，請詳見公開說明書「衍生性金融商品」一節之說明。

本基金資產得以基準貨幣以外之幣別計價，而基準貨幣與該資產幣別間之匯率變動則可能導致以基準貨幣表示之本基金資產價值呈現貶值。本基金得(但無義務)進行貨幣避險交易以對沖本基金資產計價貨幣之外幣曝險，並藉此設法減輕該等匯率風險。本基金亦可就個別股份類股對基準貨幣或對本基金資產計價貨幣之貨幣曝險進行避險，以對沖本基金資產之貨幣曝險。然而，並不保證該等減輕做法將可獲得成功。

先機亞太股票本基金將使用承諾法來準確衡量、監控及管理運用衍生性金融商品所產生之「槓桿」效果以及計算總曝險。因使用承諾法之故，先機亞太股票基金必須確定其總曝險不會超過其資產淨值總額。運用此等衍生性金融商品所導致之槓桿程度極低，按承諾法計

算將不超過先機亞太股票基金資產淨值之10%。使用承諾法計算總曝險時，先機亞太股票基金將轉換各衍生性商品部位為該衍生性商品標的資產之同等部位市值。當使用承諾法來計算本基金之槓桿水位時，該數值將不超過100%。

先機亞太股票本基金得依據中央銀行規定運用衍生性商品，以便在各種不同期間內取得合成多頭及合成空頭部位(視當時市況及投資管理公司對該等市況之看法)。先機亞太股票基金得建立之多頭與空頭部位預期範圍，係介於0%至10%之間之空頭曝險暨0%至10%之間之多頭曝險。本基金擬定之管理方式，係使本基金在正常市況下，其多頭曝險最大值將介於0%~10%，且空頭曝險最大絕對值將介於0%~10%之預期範圍。

先機亞太股票基金以美元計價，但亦持有其他幣別計價之資產，是以資產淨值可能因匯率波動而漲跌。先機亞太股票基金不擬針對因匯率波動所衍生之匯率風險進行例常性避險，但仍可能不時進行避險。投資管理公司可能為了規避匯兌風險、增加對某一貨幣之曝險或將匯率波動之曝險從某一貨幣轉移至另一貨幣等目的，而進行外匯交易。並非所有情況均有適合之避險交易，且無法保證先機亞太股票基金將於任一時間進行該等交易。該等交易不必然成功，且可能排除先機亞太股票基金自相關外幣波動獲利之機會。

投資方法

先機亞太股票本基金採主動式管理，此意指投資管理公司可自由選擇投資標的，以尋求達成先機亞太股票本基金之投資目標。在尋求達成其投資目標時，先機亞太股票本基金希望所締造之扣除費用後報酬率能高於 MSCI AC Asia Pacific ex Japan Index (下稱「指數」)之報酬率，且在連續三年期間內淨股息均用於再投資。

前揭指數代表了亞太地區(日本除外)已開發及新興市場大型與中型股類別之績效。

先機亞太股票基金由投資管理公司採「系統性」投資程序進行管理，該程序使用精細之電腦模型，分析大量資料以挑選投資標的。評估股票時會考量其評價吸引力、品質(對公司財務實力的一種衡量基準，例如以其財報作為基礎)、價格趨勢、穩定成長前景、投資氛圍及公司經營等因素。此外，在建構先機亞太股票基金之投資組合時，投資管理公司亦會考量其他標準，例如預期風險、交易成本及流動性等。

投資管理公司之公司研究與選股方法乃強調管理經驗與治理機制、經證明可行之商業模式、資本紀律與配息政策、評價、長期成長潛力及公司股票之流動性狀況等考量因素。

本基金通常將持有相對集中之投資組合(約30檔股票)，且平均持有期間通常超過一年。

雖然本基金一般會設法投資於承諾共享利潤之公司所發行的配息股票，但不保證所有投資標的公司均會發放股息。倘若本基金之投資標的以產生收益為主，則資本成長潛力可能會降低。

前揭指數所代表之市場係先機亞太股票本基金所主要投資之市場。雖然先機亞太股票本基金有相當大部分之投資可能係該指數之成分股，但投資管理公司並非尋求複製該指數之績效，而是尋求所締造之報酬率於扣除費用後能高於該指數。

尤其是，先機亞太股票本基金可能投資於未被納入該指數成分之公司，且其選股及投資組合建構程序(如前所述)意味著先機亞太股票本基金所持有之公司、產業、類別與國家之部

位數量及權重，有可能大幅偏離該指數，因此，先機亞太股票本基金之風險與報酬概況可能與該指數有明顯差異。

如前所述，先機亞太股票本基金之投資組合建構涉及對風險、交易成本與流動性之考量。在該投資組合建構之過程中將實施多項控管措施，以確保風險不會集中於任何單一公司、產業、類別或國家。

附錄 B

股東臨時會開會通知

**先機環球基金
(下稱「本公司」)**

**先機亞太股票基金
(下稱「本子基金」)**

謹此通知，本子基金股東臨時會將於 **2023 年 2 月 22 日下午 2 時** (愛爾蘭時間) 在 32 Molesworth Street, Dublin 2, Ireland 為下列目的舉行：

決議事項

1. 通過本子基金增補文件之修訂，如日期為 2023 年 1 月 17 日之通知書 (下稱「通知書」) 及通知書之附錄 A 中之標示內容所載，惟應遵循並符合相關法令規定 (包括愛爾蘭中央銀行之規定)。

承本公司董事會命

日期：2023 年 1 月 17 日

有權出席及投票之股東，得指派一名或數名代理人代其出席及投票。代理人毋須亦為股東。

於愛爾蘭都柏林登記 - 號碼：271517

附錄 C

**股東臨時會
委託書表格**

**先機環球基金
(下稱「本公司」)**

**先機亞太股票基金
(下稱「本子基金」)**

本人/吾等 _____

任職於/設址於 _____

係上述本子基金之股東，

茲指定 _____

其任職於/設址於 _____

，或如未指派特定人或經指定之代理人（備註 2&3）無法出席股東臨時會時，則委託會議主席，若其不克出席，則委託設址於 32 Molesworth Street, Dublin 2, Ireland 之 MFD Secretaries Limited 之任一代表，擔任本人/吾等之代理人，於 **2023 年 2 月 22 日下午 2 時（愛爾蘭時間）** 於 32 Molesworth Street, Dublin 2, Ireland 召開之本子基金股東臨時會及其任何延會，以下述方式代本人/吾等行使表決權。

簽名 _____

2023 年 ____ 月 ____ 日

請在下方標題為「議決事項」項下之空格處打「X」以指明 台端希望如何對議案進行表決；如為投票表決，請於下方議案之空格處填寫總票數中「贊成」、「反對」及/或「棄權」之票數。

議決事項：

普通決議案	贊成	反對	棄權
通過本子基金增補文件之修訂，如日期為 2023 年 1 月 17 日之通知書（下稱「通知書」）及通知書之附錄 A 中之標示內容所載，惟應遵循並符合相關法令規定（包括愛爾蘭中央銀行之規定）。			

有權出席上述會議及投票之股東，得指派代理人代其出席及投票。代理人毋須為股東。除以上另有指示外，代理人應依其認為適當者進行表決。

**先機環球基金
委託書表格**

備註

1. 如 台端已出售或轉讓 台端之所有股份，請立即將本通知書及附隨之委託書表格送交該買受人或受讓人或經手出售或轉讓的股票經紀人、銀行或其他代理人，以便盡快將本文件轉交買受人或受讓人。
2. 股東得於本次會議前透過委託書投票。
3. 股東可自行選擇指定代理人。如有指定，請刪除「會議主席」等文字，並於空格處填入指定之代理人姓名。
4. 委託人如為公司，則本表格必須蓋上公司印章或由獲正式授權指派之主管或代理人代表公司親筆簽署。請確實記載簽名人之權限。
5. 如指派代理人之文件係經授權書而簽訂，請確實檢附經公證人公證之該授權書正本於委託書表格後。
6. 如為共同持有人，應以行使表決權之共同持有人中排名為首位者之表決權為準（不論其係親自或透過代理人投票），排除其他共同持有人之表決權，且為此目的，排名首位以共同持有人之姓名列在股東名簿之順序決定之。
7. 本委託書擲回時如未指明指定之代理人應如何表決，則該代理人將自行審酌如何表決，或是否於表決時棄權。
8. 本委託書之「棄權」表決選項，係供股東得針對任一特定議案為棄權。根據法律及本公司章程規定，棄權不構成投票，且就針對任一特定議案計算「贊成」或「反對」票數比例時，棄權票均不計入。
9. 對本表格所為任何變動必須簽署姓名縮寫，方為有效。
10. 本表格（包括經公證人公證之授權書或權限文件正本）應於本次會議或其延會預定開會時間的 48 小時之前填妥並交回至位於本公司登記營業處之 MFD Secretaries Limited（地址：32 Molesworth Street, Dublin 2, Ireland，收件人：Paul Wymes），或以電郵寄送至 MFS-Dublin-MFDSecretaries@maples.com，方為有效。
11. 倘若有指定代理人因旅行限制、疾病或因防範措施之施行而臨時無法出席本次會議，且委託書表格已填妥並於本次會議或其延會預定召開時間 48 小時前交回至本公司登記營業處，則依照委託書規定，當該指定代理人無法出席時，將視同委託會議主席或 MFD Secretaries Limited 之一名代表為其代理人。

公開說明書與關鍵投資人資訊文件（下稱「KIID」）以及本公司組織大綱及章程、最近期之年報及半年報，可在一般營業時間內向本公司登記營業處或本公司登記公開銷售所在地司法轄區之本公司當地代表免費索取，詳見以下所載資訊。

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should seek professional advice from your investment consultant, tax adviser and/or legal adviser as appropriate.

If you have sold or transferred all of your Shares in Jupiter Pacific Equity Fund, a Sub-Fund of Jupiter Asset Management Series plc (the "Company"), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

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

Unless the context otherwise requires and except as varied or otherwise specified in this Circular, capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 30 November 2022 (the "Prospectus").

CIRCULAR TO SHAREHOLDERS OF
JUPITER PACIFIC EQUITY FUND
a sub-fund of
JUPITER ASSET MANAGEMENT SERIES PLC

(An open-ended investment company with variable capital incorporated with limited liability in Ireland and with segregated liability between sub-funds established as an undertaking for collective investment in transferable securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No 352 of 2011 as amended))

NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING (THE "EGM") OF THE SHAREHOLDERS OF JUPITER PACIFIC EQUITY FUND, A SUB-FUND OF THE COMPANY, TO BE HELD ON 22 FEBRUARY 2023 AT 2.00PM (IRISH TIME) IS ATTACHED TO THIS CIRCULAR. WHETHER OR NOT YOU PROPOSE TO ATTEND THE EGM YOU ARE REQUESTED TO COMPLETE AND RETURN THE PROXY FORMS IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED THEREON.

The Proxy Form is attached to this Circular and should be returned by post for the attention of Paul Wymes, MFD Secretaries Limited, 32 Molesworth Street, Dublin 2, Ireland, or by email to MFS-Dublin-MFDSecretaries@maples.com. To be valid the Proxy Forms must be received at the above address or by email, not later than 48 hours before the time fixed for the holding of the meeting or adjourned meeting. Shareholders should pay particular attention when completing the Proxy Form.

JUPITER PACIFIC EQUITY FUND (the “Sub-Fund”)
a sub-fund of
JUPITER ASSET MANAGEMENT SERIES PLC (the “Company”)

17 January 2023

Dear Shareholder,

We are writing to you as a Shareholder of the Sub-Fund. The purpose of this letter is to notify you and, where applicable, to seek your approval in relation to certain actions that are proposed to be taken in relation to the Sub-Fund, and which will involve a number of changes to the Supplement for the Sub-Fund. The amendments are more particularly described below and further details regarding the amendments are highlighted in Appendix A attached to this Circular.

The Directors reserve the right to make other non-material changes to the Prospectus and Supplement without further notice to Shareholders, however any material changes will require the prior approval of Shareholders.

I. Proposed Changes to the Investment Objective and Policies, and Investment Approach of the Sub-Fund

Background

It is proposed to change the investment objective and make certain changes to the investment policies and investment approach of the Sub-Fund that in the opinion of the Directors, in consultation with the Manager and the Investment Manager, will serve to:

- provide more flexibility to generate a competitive yield for the Sub-Fund;
- broaden the investment opportunity for the Sub-Fund; and
- reflect the Investment Manager's view that a shift in the investment focus of the Sub-Fund from asset growth to long term capital growth and income and a change in investment approach from a 'systematic' process represent the best opportunity to continue to grow the Sub-Fund.

Proposed changes to the Investment Objective and Investment Policies and Investment Approach

Investment Objective

Currently, the investment objective of the Sub-Fund is to seek to achieve asset growth through investment in a well-diversified portfolio of securities of Pacific region issuers or of issuers established outside the Pacific region which have a predominant proportion of their assets or business operations in the Pacific region and it is not proposed to concentrate investments in any one industry or sector.

It is proposed to change the investment objective of the Sub-Fund so that the investment objective of the Sub-Fund will be to seek to achieve a long-term capital growth and income.

Investment Policies

In order to achieve the revised investment objective of the Sub-Fund, it is proposed that certain changes be made to the investment policies and investment approach of the Sub-Fund in the manner as more particularly described below and as highlighted in Appendix A attached to this Circular.

A summary of the key proposals is as follows:

A. Change of the primary investment of the Sub-Fund

Currently, the Sub-Fund will not invest less than 70% of its Net Asset Value in a well-diversified portfolio of securities of Pacific region issuers or of issuers established outside the Pacific region which have a predominant proportion of their assets or business operations in the Pacific region. The securities in which the Sub-Fund may invest shall include ordinary shares or common stock, ADRs, GDRs, preference shares and warrants provided that investments in warrants shall not comprise more than 5% of the Net Asset Value of the Sub-Fund.

It is proposed that the investment policy of the Sub-Fund be changed so that the Sub-Fund will aim to achieve its investment objective by investing not less than 70% of its Net Asset Value in equity and equity related securities ("**Equity and Equity Related Securities**") of issuers which (i) are incorporated, headquartered, listed or have their registered office in the Asia Pacific region (excluding Japan); or (ii) which have a predominant proportion of their assets or business operations in the Asia Pacific region (excluding Japan). Also, the Sub-Fund will have no restrictions as to the proportion of assets allocated to emerging markets, companies of any particular market capitalisation and may invest across a range of economic sectors.

Equity and Equity Related Securities shall include equities, depositary receipts, preference shares, equity linked notes (unleveraged debt securities linked to the performance of equities), warrants (not more than 5% of the Sub-Fund's Net Asset Value), convertible securities (such as convertible preference shares, share purchase rights and bonds convertible into common or preferred shares).

B. Geographical focus of the Sub-Fund

Currently, the countries in the Pacific region which the Investment Manager shall focus on, though not exclusively, are Australia, Bangladesh, Cambodia, China, Hong Kong, India, Indonesia, Japan, Korea, Malaysia, New Zealand, Pakistan, the Philippines, Singapore, Sri Lanka, Taiwan, Thailand and Vietnam and, subject to the investment restriction 2.1 of Schedule III in the Prospectus, the securities will be listed, traded or dealt in on a Regulated Market worldwide.

It is proposed that the Sub-Fund will invest in the Asia Pacific region (excluding Japan) generally.

C. Change in use of derivatives

Currently, financial derivative instruments may be used for (i) hedging purposes, (ii) efficient portfolio management, and/or (iii) investment purposes, subject to the conditions and within the limits from time to time laid down by the Central Bank. As the Sub-Fund uses the commitment approach it must ensure that its global exposure does not exceed its total Net Asset Value. The use of such financial derivative instruments will result in minimal leverage of up to 10% of the Net Asset Value of the Sub-Fund under the commitment approach. In using the commitment approach for the calculation of global exposure, the Sub-Fund will convert each derivative position into the market value of an equivalent position in the underlying asset of that derivative. The expected range for the long and short positions the Sub-Fund may take is between 0% to 10% short exposures in combination with 0% to 10% long exposures.

After the proposed changes, the Sub-Fund will no longer use financial derivative instruments for investment purposes and may only employ financial derivative instruments for hedging purposes and efficient portfolio management, subject to the conditions and within the limits from time to time laid down by the Central Bank. The Sub-Fund will use the commitment approach methodology to accurately measure, monitor and manage the "leverage" effect produced by the use of financial derivative instruments and for the calculation of its global exposure. Where the commitment approach is used to calculate the leverage of the Sub-Fund, it will not exceed 100%. It is intended that the Sub-Fund will be managed to operate in normal circumstances within an anticipated range of a maximum value of 0-10% long exposure and maximum absolute value of 0-10% short exposure.

D. Increase in investment limit in collective investment schemes

Currently, the Sub-Fund may invest up to 5% of its Net Asset Value in open-ended collective investment schemes. Investment in collective investment schemes shall include both UCITS and alternative investment funds. In particular, any investment in open-ended alternative investment funds will be subject to Regulation 114(6) of the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2019.

It is proposed that the Sub-Fund will invest up to 10% of its Net Asset Value in UCITS eligible collective investment schemes and the Sub-Fund will only invest in alternative investment funds per the Central Bank's Guidance in relation to UCITS Acceptable Investments in Other Investment Funds.

E. Investment in ancillary liquid assets

Currently, the Sub-Fund may invest its liquid assets in short-term securities such as commercial paper, bankers' acceptances, certificates of deposit and government securities issued by an OECD member country or by any supranational entity provided that the foregoing securities are denominated in USD and subject to the investment restriction 2.1 of Schedule III in the Prospectus, the securities are listed, traded or dealt in on a Regulated Market in an OECD member country and are rated Investment Grade or better or on Regulated Markets in the US or in the EU.

It is proposed that the Sub-Fund may hold ancillary liquid assets, that is cash and a range of instruments that can be readily converted to cash (including U.S. treasury bills and government bonds, commercial paper, short term money market instruments and certificates of deposit).

F. Base Currency and Hedging

The investment policies of the Sub-Fund will be updated to provide that assets of the Sub-Fund may be denominated in a currency other than the Base Currency and changes in the exchange rate between the Base Currency and the currency of the asset may lead to a depreciation of the value of the Sub-Fund's assets as expressed in the Base Currency. The Sub-Fund may (but is not obliged to) seek to mitigate this exchange rate risk by entering into currency hedging transactions to hedge the foreign currency exposure of the currencies in which the assets of the Sub-Fund are denominated. The Sub-Fund may also hedge the currency exposure of individual Share Classes against the Base Currency or the currencies in which the assets of the Sub-Fund are denominated in order to hedge the currency exposure of assets of the Sub-Fund. No assurance, however, can be given that such mitigation will be successful.

Investment Approach

Currently, the Sub-Fund is managed by the Investment Manager adopting a "systematic" investment process, which uses sophisticated computer models to analyse large volumes of data to select investments. Stocks are assessed in terms of the attractiveness of their valuation, quality (a measure of a company's financial strength, for example based on its financial statements), price trends, stable growth prospects, sentiment and company management. In addition, the Investment Manager takes other criteria, such as expected risk, trading costs and liquidity into consideration when constructing the Sub-Fund's portfolio.

It is proposed that the Investment Manager's approach to company research and stock selection places emphasis on considerations such as management experience and governance arrangements, proven business model, capital discipline and distribution policy, valuation, secular growth potential as well as the liquidity profile of the company's shares. The Sub-Fund will typically hold a relatively concentrated portfolio (approximately 30 stocks) and average holding period is typically in excess of a year. Although the Sub-Fund will generally seek to invest in dividend-paying stocks of companies that are committed to sharing profits, it is not guaranteed that all underlying investments will generate dividends. To the extent that underlying investments of the Sub-Fund are income producing, the potential for capital growth may be reduced.

II. Updates to the sustainability approach

The section headed "Sustainability Approach" in the Supplement of the Sub-Fund will be updated to reflect the sustainability approach to be adopted by the Sub-Fund.

III. Proposed change to the name of the Sub-Fund

The Directors of the Company have resolved to change the name of the Sub-Fund from "Jupiter Pacific Equity Fund" to "Jupiter Asia Pacific Income Fund (IRL)". The reason for the change of name is due to the

change in the investment objective and approach of the Sub-Fund. Please note that this change does not require shareholders' approval and is provided for information purposes only.

IV. Proposed change to the definition of Business Day

Currently, the definition of Business Day of the Sub-Fund means a day (excluding Saturdays, Sundays and public holidays) on which retail banks are open for business in Dublin and London. In connection with the expected investment allocation of the Sub-Fund, it is proposed to amend the definition of Business Day of the Sub-Fund to include Sydney so that the new definition of Business Day of the Sub-Fund will mean a day (excluding Saturdays, Sundays and public holidays) on which retail banks are open for business in Dublin, London and Sydney. This proposed amendment is currently expected to result in two additional non-Business Days in a calendar year.

Shareholder Approval

To approve the amendments to the Supplement of the Sub-Fund as set out in this Circular and as highlighted in Appendix A, the following resolution will be put to Shareholders at an extraordinary general meeting of the Shareholders of the Sub-Fund to be held on 22 February 2023 at 2.00PM (Irish time).

"To adopt the amendments to the Supplement of the Sub-Fund as set out in the circular dated 17 January 2023 (the "Circular") and as highlighted in Appendix A attached to the Circular, subject to and in accordance with the relevant regulatory requirements (including the requirements of the Central Bank of Ireland)".

Formal notice of this meeting is set out in Appendix B and a Proxy Form for the meeting is set out in Appendix C attached to this Circular.

Quorum and Voting Requirements

For the EGM (including any adjourned EGM) to be quorate, at least two Shareholders of the Sub-Fund must be present or represented (either in person or by proxy) at the EGM.

If within half an hour from the time appointed for the EGM, such a quorum is not present, the EGM shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine (the "**Reconvened EGM**").

If at the Reconvened EGM, such a quorum is not present within half an hour from the time appointed for holding the Reconvened EGM, then the meeting shall be dissolved, or adjourned (as the case may be).

The resolution set out in the Notice in **Appendix B** will need to be duly passed by a simple majority of the votes cast in person or by proxy at the EGM. If the resolution set out in the notice of the EGM is passed by the requisite majority, it will be binding on all shareholders, irrespective of how (or whether) they voted.

The result of the EGM (or Reconvened EGM as the case may be) will be posted to www.jupiteram.com/fund-changes on or around two Business Days after the EGM (or Reconvened EGM) has taken place.

Directors' recommendation

The Directors consider that the amendments to the Supplement of the Sub-Fund as outlined in Appendix A and as described above are in the best interests of the Shareholders of the Sub-Fund as a whole and recommend that you vote in favour of the proposed resolution.

Effective Date

The effective date ("**Effective Date**") of the proposed changes set out in this Circular shall, subject to the requirements of the Central Bank of Ireland and any other relevant competent regulatory authority, and subject to the passing of an ordinary resolution in favour of that proposal by a majority of Shareholders in respect of the Sub-Fund, present in person or by proxy, who cast votes at the EGM of the Shareholders of the Sub-Fund, be on or around 22 March 2023.

Please note that, subject to the Shareholders' approval being obtained for the resolution set out in Appendix B, during a period between (i) up to two Business Days immediately preceding the Effective Date; and (ii) up to two Business Days immediately following the Effective Date, the Investment Manager will be required to adjust the portfolio so that it is in alignment with the new investment objective and policy and investment approach. During this period of repositioning, the Sub-Fund's portfolio may, on a temporary basis, not be in alignment with certain elements of the investment objective and policy and investment approach of the Sub-Fund as set out in the current Offering Document at that time and the Sub-Fund may not always be compliant with its investment objective and policy and investment approach during this period. The Investment Manager will endeavour to complete the adjustment as quickly and efficiently as possible. The Investment Manager will carry out such adjustment in a manner that is in the interests of Shareholders and in accordance with the requirements of the Central Bank while liaising with the Manager and the Depositary.

Action to be taken

In order to consider the proposals set out in this document, you are advised first to read all the enclosed documentation.

In **Appendix B** to this document you will find a Notice of the EGM of the Shareholders of the Sub-Fund to be held at 32 Molesworth Street, Dublin 2, Ireland on 22 February 2023 at 2.00PM (Irish time) at which an ordinary resolution to amend the investment objective and policies and investment approach of the Sub-Fund will be put to Shareholders. Shareholders should vote either by attending the EGM or by completing and returning the form of proxy in Appendix C enclosed with this Circular. If you wish to vote by proxy you should complete and return the form **by post for the attention of Paul Wymes, MFD Secretaries Limited, 32 Molesworth Street, Dublin 2 or by email to MFS-Dublin-MFDSecretaries@maples.com**. To be valid, forms of proxy must be received not later than 48 hours before the time fixed for holding the EGM (or any adjourned meeting) and therefore by 20 February 2023, at 1.59 PM (Irish time) at the latest. You may attend and vote at the meeting even if you have appointed a proxy. If your Shares in a Sub-Fund are registered in the name of a nominee, you can exercise your vote in relation to those Shares only by directing the registered holder to vote on your behalf.

Shareholders who do not wish to remain in the Sub-Fund after the abovementioned changes may repurchase their Shares in the Sub-Fund, subject to the dilution adjustment as set out in this paragraph below and in accordance with the terms specified in the Prospectus, by placing a repurchase order or

convert their Shares in the Sub-Fund to another sub-fund(s) of the Company. Such repurchase or conversion can be made on any Dealing Day in accordance with the procedures set out in the Prospectus. From the date of this Circular until the Effective Date, no redemption charge, no contingent deferred sales charge and no switching fee shall be payable on the repurchase or conversion of the Shares of the Sub-Fund.

The Company may charge a dilution adjustment when there are net outflows (i.e. net redemptions) from the Sub-Fund. The charging of a dilution adjustment may reduce the repurchase price of the Shares in the Sub-Fund. Where a redemption dilution adjustment is made, it will reduce the Net Asset Value per Share where the Sub-Fund receives net redemptions. The dilution adjustment will be imposed in a manner that will, so far as practicable, ensure fair treatment to all Shareholders. Please refer to the Prospectus for details of the dilution adjustment.

Costs

The costs and expenses associated with making the proposed changes set out above, including but not limited to legal fees, costs in relation to printing and issuance of this Circular (including its Appendices) and the revised Prospectus and costs for holding of the EGM will be borne by the Manager or the Investment Manager, and will not be borne by the Sub-Fund and/or Shareholders of the Sub-Fund.

It is expected that approximately 86% of the assets of the portfolio of the Sub-Fund will be rebalanced as part of the proposed amendments. This process may commence prior to the Effective Date. The explicit transaction costs associated with this rebalancing (such as brokerage fees, transaction taxes and stamp duties) will be borne by the Manager or the Investment Manager. Implicit transaction costs (i.e. the remaining spread difference between the selling and buying price of securities) associated with the realignment of the portfolio of the Sub-Fund will be borne by the Sub-Fund and reflected in the Net Asset Value of the Sub-Fund as and when incurred. These implicit transaction costs are estimated at approximately 0.44% of the Net Asset Value as of 30 December 2022 of the Sub-Fund.

Updating the Prospectus

Subject to the Shareholders' approval being obtained for the resolution set out in Appendix A, the Company proposes to amend the Prospectus to reflect the changes, where relevant, described above. These changes will be incorporated into the revised Prospectus which will be issued in due course.

Copies of the Prospectus, subject to the relevant regulatory approval, will be available free of charge upon request during normal business hours from the registered office of the Administrator of the Company or at www.jupiteram.com.

Should you have any questions relating to these matters, you should either contact us at the above address or alternatively you should contact your investment consultant.

Yours faithfully,

Director
For and on behalf of
Jupiter Asset Management Series plc

APPENDIX A

PROPOSED AMENDMENTS TO THE SUPPLEMENT OF THE SUB-FUND

Please find below the relevant extracts from the Supplement of the Sub-Fund highlighting the proposed amendments thereto.

Legend:
<u>Insertion</u>
Deletion
moved text

Investment Objective and Policies

~~The objective of the Jupiter Pacific Equity Fund is to seek to achieve asset growth through investment in a well-diversified portfolio of securities of Pacific region issuers or of issuers established outside the Pacific region which have a predominant proportion of their assets or business operations in the Pacific region. It is not proposed to concentrate investments in any one industry or sector.~~ long term capital growth and income.

Investors should be aware that there is no guarantee that the Fund will achieve its investment objective.

~~The Jupiter Pacific Equity Fund will not invest~~ aim to achieve its investment objective by investing not less than 70 per cent. % of the Net Asset Value of the Jupiter Pacific Equity Fund in a well-diversified portfolio of securities of Pacific region issuers or of issuers established outside the Pacific region Fund in equity and equity related securities ("Equity and Equity Related Securities") of issuers which (i) are incorporated, headquartered, listed or have their registered office in the Asia Pacific region (excluding Japan); or (ii) which have a predominant proportion of their assets or business operations in the Asia Pacific region (excluding Japan).

~~The securities in which the Jupiter Pacific Equity Fund may invest shall include ordinary shares or common stock, ADRs, GDRs, preference shares and warrants provided that investments in warrants shall not comprise more than 5 per cent. of the Net Asset Value of the Jupiter Pacific Equity Fund.~~

The Fund has no restrictions as to the proportion of assets allocated to emerging markets, companies of any particular market capitalisation and may invest across a range of economic sectors.

Equity and Equity Related Securities shall include equities, depositary receipts, preference shares, equity linked notes (unleveraged debt securities linked to the performance of equities), warrants (not more than 5% of the Fund's Net Asset Value), convertible securities (such as convertible preference shares, share purchase rights and bonds convertible into common or preferred shares).

~~The Jupiter Pacific Equity Fund may invest in and have direct access to certain eligible China A Shares listed on the Shanghai Stock Exchange and Shenzhen Stock Exchange via the Shanghai-Hong Kong Stock Connect (as further described in the sub-section headed "Shanghai-Hong Kong Stock Connect" below) and the Shenzhen-Hong Kong Stock Connect (as further described in the sub-section headed "Shenzhen-Hong Kong Stock Connect" below) (collectively, the "Stock Connects").~~

~~Exposure to China A Shares through the Stock Connects will not be more than 20% of the Jupiter Pacific Equity Fund's Net Asset Value.~~

~~The Jupiter Pacific Equity Fund may invest up to 5 per cent.10% of its Net Asset Value in open-ended UCITS eligible collective investment schemes whose objective is to invest in any of the foregoing. Investment in collective investment schemes shall include both UCITS and alternative investment funds. In particular, any investment in open-ended alternative investment funds will be subject to Regulation 114(6) of the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2019 (the "Central Bank UCITS Regulations"). The Fund will only invest in AIFs per the Central Bank's Guidance in relation to UCITS Acceptable Investments in Other Investment Funds.~~

~~The countries in the Pacific region which the Investment Manager shall focus on, though not exclusively, are Australia, Bangladesh, Cambodia, China, Hong Kong, India, Indonesia, Japan, Korea, Malaysia, New Zealand, Pakistan, the Philippines, Singapore, Sri Lanka, Taiwan, Thailand and Vietnam and, subject to the investment restriction 2.1 of Schedule III in the Prospectus, the securities will be listed, traded or dealt in on a Regulated Market worldwide.~~

~~The Jupiter Pacific Equity Fund may invest its hold ancillary liquid assets in short term securities such as, that is cash and a range of instruments that can be readily converted to cash (including U.S. treasury bills and government bonds, commercial paper, bankers' acceptances, short term money market instruments and certificates of deposit and government securities issued by an OECD member country or by any supranational entity provided that the foregoing securities are denominated in USD and subject to the investment restriction 2.1 of Schedule III in the Prospectus, the securities are listed, traded or dealt in on a Regulated Market in an OECD member country and are rated Investment Grade or better or on Regulated Markets in the US or in the EU.)~~

~~The Jupiter Pacific Equity Fund may also invest up to 15 per cent.% of its Net Asset Value in REITs listed, traded or dealt in on Regulated Markets worldwide.~~

~~Subject to the investment restriction 2.1 of Schedule III in the Prospectus, the securities in which the Fund invests will be listed, traded or dealt in on a Regulated Market worldwide.~~

~~The Fund may employ investment techniques and instruments for efficient portfolio management purposes and for hedging purposes, subject to the conditions and within the limits from time to time laid~~

~~down by the Central Bank. These techniques and instruments which may be exchange-traded or over-the-counter derivatives, such as and shall include futures (such as currency future contracts), options, options on futures, forward settled transactions, convertible securities, hybrid securities, structured notes, credit default swaps and swap agreements. The Jupiter Pacific Equity Fund may also invest in certain securities or markets, as described above, using forms of indirect investment. In addition to the derivative usage outlined herein such indirect investment will be achieved using participation notes on the underlying securities, where such investment represents a more practical, efficient or less costly way of gaining exposure to the relevant security or market. In relation to equity linked participation notes, the Jupiter Pacific Equity Fund's exposure will be to the issuer (which includes regulated and unregulated entities owned and operated by global investment banks and financial institutions which themselves are regulated), rather than the referenced securities that the participation notes relate to. Equity linked participation notes are OTC products which may, though will typically not, be leveraged and are used to access markets where there are otherwise high barriers to entry. Such derivative instruments may be used for (i) hedging purposes, (ii) efficient portfolio management, and/or (iii) investment purposes, subject to the conditions and within the limits from time to time laid down by the Central Bank. All exposure arising through the investment in financial derivative instruments will be covered by the underlying assets of the Jupiter Pacific Equity Fund. For further details on the use of such investment techniques and instruments, please refer to the section of the Prospectus headed "Financial Derivative Instruments".~~

~~Assets of the Fund may be denominated in a currency other than the Base Currency and changes in the exchange rate between the Base Currency and the currency of the asset may lead to a depreciation of the value of the Fund's assets as expressed in the Base Currency. The Fund may (but is not obliged to) seek to mitigate this exchange rate risk by entering into currency hedging transactions to hedge the foreign currency exposure of the currencies in which the~~

assets of the Fund are denominated. The Fund may also hedge the currency exposure of individual Share Classes against the Base Currency or the currencies in which the assets of the Fund are denominated in order to hedge the currency exposure of assets of the Fund. No assurance, however, can be given that such mitigation will be successful.

~~The Jupiter Pacific Equity Fund will use the commitment approach methodology to accurately measure, monitor and manage the "leverage" effect produced by the use of financial derivative instruments and for the calculation of its global exposure. As the Jupiter Pacific Equity Fund uses Where the commitment approach it must ensure that its global exposure does not exceed its total net asset value. The use of such financial derivative instruments will result in minimal leverage of up to 10 per cent. of the Net Asset Value of the Jupiter Pacific Equity Fund under the commitment approach. In using the commitment approach for the calculation of global exposure, the Jupiter Pacific Equity Fund will convert each derivative position into the market value of an equivalent position in the underlying asset of that derivative. is used to calculate the leverage of the Fund, it will not exceed 100 %.~~

~~The Jupiter Pacific Equity Fund may use derivatives to acquire synthetic long and synthetic short positions over a variety of time periods (depending on current market conditions and the Investment Manager's view relative to those conditions) in accordance with the requirements of the Central Bank. The expected range for the long and short positions the Jupiter Pacific Equity Fund may take is between 0% to 10% short exposures in combination with 0% to 10% long exposures. It is intended that the Fund will be managed to operate in normal circumstances within an anticipated range of a maximum value of 0-10% long exposure and maximum absolute value of 0-10% short exposure.~~

~~The Jupiter Pacific Equity Fund is denominated in USD but will hold assets denominated in other currencies. Consequently the Net Asset Value may rise and fall as a result of exchange rate fluctuations. The Jupiter Pacific Equity Fund does not propose to hedge routinely the exchange rate exposure arising as a result of currency fluctuations but may do so from time to time. The Investment Manager may enter into foreign exchange transactions to hedge against exchange risk, to increase exposure to a currency or to shift exposure to currency fluctuations from one currency to another. Suitable hedging transactions may not be available in all circumstances and there can be no assurance that the Jupiter Pacific Equity Fund will engage in such transactions at any given time. Such transactions may not be successful and may eliminate any chance for the Jupiter Pacific Equity Fund to benefit from favourable fluctuations in relevant foreign currencies.~~

Investment Approach

~~The Jupiter Pacific Equity Fund is actively managed, which means the Investment Manager has freedom to select the investments in order to seek to achieve the investment objective of the Jupiter Pacific Equity Fund.~~

~~In seeking to achieve its investment objective, the Jupiter Pacific Equity Fund aims to deliver a return, net of fees, greater than that of the MSCI AC Asia Pacific ex Japan Index (the "Index") with net dividends re-invested over rolling 3 year periods.~~

~~The Index represents the performance of the large and mid-cap segments of developed and emerging markets in the Asia Pacific region excluding Japan.~~

~~The Jupiter Pacific Equity Fund is managed by the Investment Manager adopting a "systematic" investment process, which uses sophisticated computer models to analyse large volumes of data to select investments. Stocks are assessed in terms of the attractiveness of their valuation, quality (a measure of a company's financial strength, for example based on its financial statements), price trends, stable growth prospects, sentiment and company management. In addition, the Investment Manager takes other criteria, such as expected risk, trading costs and liquidity into consideration when constructing the Jupiter Pacific Equity Fund's portfolio.~~

~~The Investment Manager's approach to company research and stock selection places emphasis on considerations such as management experience and governance arrangements, proven business model, capital discipline and distribution policy, valuation, secular growth potential as well as the liquidity profile of the company's shares.~~

The Fund will typically hold a relatively concentrated portfolio (approximately 30 stocks) and average holding period is typically in excess of a year.

Although the Fund will generally seek to invest in dividend-paying stocks of companies that are committed to sharing profits, it is not guaranteed that all underlying investments will generate dividends. To the extent that underlying investments of the Fund are income producing, the potential for capital growth may be reduced.

The Index is a representation of the markets in which the ~~Jupiter Pacific Equity Fund~~ primarily invests. Although a large proportion of the ~~Jupiter Pacific Equity Fund's~~ investments may be components of the Index, the Investment Manager does not seek to replicate the performance of the Index; it is seeking to deliver a return, net of fees, greater than the Index.

In particular, the ~~Jupiter Pacific Equity Fund~~ may invest in companies which are not included in the Index and the stock selection and portfolio construction process, as set out above, mean that the number of holdings and weightings of the companies, industries, sectors and countries of the holdings of the ~~Jupiter Pacific Equity Fund~~ may diverge materially from the Index. Therefore, the risk and return profile of the ~~Jupiter Pacific Equity Fund~~ will ~~likely~~may be significantly different to that of the Index.

As set out above, the portfolio construction of the ~~Jupiter Pacific Equity Fund~~ involves considering risk, trading costs and liquidity. As part of this portfolio construction process, various controls are in place aiming to ensure risks are not concentrated in any one company, industry, sector or country.

APPENDIX B

NOTICE OF EXTRAORDINARY GENERAL MEETING OF

**JUPITER ASSET MANAGEMENT SERIES PLC
(THE "COMPANY")**

**JUPITER PACIFIC EQUITY FUND
(THE "SUB-FUND")**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of the Shareholders of the Sub-Fund will be held at 32 Molesworth Street, Dublin 2, Ireland on **22 February 2023 at 2.00 p.m.** (Irish time) for the following purpose:

Resolutions

1. To adopt the amendments to the Supplement of the Sub-Fund as set out in the circular dated 17 January 2023 (the "Circular") and as highlighted in Appendix A attached to the Circular, subject to and in accordance with the relevant regulatory requirements (including the requirements of the Central Bank of Ireland).

By order of the Board of Directors of the Company

Dated this 17 January 2023

A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him/her and a proxy need not also be a Member.

Registered in Dublin, Ireland – No: 271517

APPENDIX C

EXTRAORDINARY GENERAL MEETING

PROXY FORM

**JUPITER ASSET MANAGEMENT SERIES PLC
(THE "COMPANY")**

**JUPITER PACIFIC EQUITY FUND
(THE "SUB-FUND")**

I/We _____

of _____

being (a) shareholder(s) of the above named Sub-Fund hereby

appoint _____

of _____

or in the absence of the appointment of any specified person or in the event of a nominated proxy (note 2&3) being unable to attend the Extraordinary General Meeting, the Chairperson of the Meeting or failing him any representative of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2, Ireland as my/our proxy to vote for me/us on my/our behalf in the manner indicated below at the Extraordinary General Meeting of the members of the Sub-Fund to be held at 32 Molesworth Street, Dublin 2, Ireland on **22 February 2023 at 2.00 p.m. (Irish time)** and at any adjournment thereof.

Signed _____

Dated this _____

2023

Please indicate with an "X" in the spaces below, under the heading Resolution, how you wish your vote to be cast for the resolution or, in the event of a poll being called, insert the number of total votes to be cast "for", "against" and/or "abstain" for the resolution in the spaces below.

RESOLUTION:

Ordinary Resolution	For	Against	Abstain
To adopt the amendments to the Supplement of the Sub-Fund as set out under in the Circular dated 17 January 2023 (the "Circular") and as highlighted in Appendix A attached to the Circular, subject to and in accordance with the relevant regulatory requirements (including the requirements of the Central Bank of Ireland).			

A Shareholder entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a Shareholder. Unless otherwise instructed above the proxy shall vote as (s)he sees fit.

**JUPITER ASSET MANAGEMENT SERIES PLC
FORM OF PROXY**

Notes

1. If you have sold or otherwise transferred all of your Shares, please pass this Circular and accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee.
2. A member may vote by proxy in advance of the meeting.
3. A member may appoint a proxy of his own choice. If the appointment is made delete the words "the Chairperson of the meeting" and insert the name of the person appointed as proxy in the space provided.
4. If the appointer is a corporation, this form must be under the Common Seal or under the hand of some duly appointed officer or attorney duly authorised on its behalf and please ensure that you indicate the capacity in which you are signing.
5. If the instrument appointing a proxy is signed under a power of attorney, please ensure that you enclose an original or a notarially certified copy of such Power of Attorney with your Proxy Form.
6. In the case of joint holders, the vote of the first named of joint holders 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, the first named shall be determined by the order in which the names of the joint holders stand in the Register of Members.
7. If this form is returned without any indication as to how the person appointed proxy shall vote he will exercise his discretion as to how he votes or whether he abstains from voting.
8. The voting "Abstain" option on the Proxy Form is provided to enable a member to abstain from voting on any particular resolution. An abstention is not a vote in accordance with law or the Company's Articles of Association and will not be counted towards calculating the proportion of votes cast "for" or "against" a particular resolution.
9. Any alterations made to this form must be initialled to be valid.
10. To be valid, this form, including notarially certified copy of such power or authority must be completed and deposited at the Registered Office of the Company, **MFD Secretaries Limited, 32 Molesworth Street, Dublin 2, Ireland, Attn: Paul Wymes, or by email to MFSDublin-MFDSecretaries@maples.com** not less than 48 hours

before the time fixed for holding the meeting or adjourned meeting.

11. Should an appointed proxy be unable to attend the meeting at short notice due to travel restrictions, an illness or as a precautionary measure the proxy form, having been completed and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting or adjourned meeting, provides that in their absence the Chairperson of the Meeting or a representative of MFD Secretaries Limited will be deemed to have been appointed as the proxy.

Copies of the Prospectus and Key Investor Information Documents ("KIIDs"), as well as the Memorandum and Articles of Association and the latest annual and semi-annual reports of the Company, are available free of charge upon request during normal business hours from the registered office of the Company or from the local representatives of the Company in the jurisdictions in which the Company is registered for public distribution, as set out below.
