

## 富達證券股份有限公司 (函)

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受文者：第一金人壽保險股份有限公司

發文字號：(一〇四) 富券業字第 114 號

發文日期：中華民國 104 年 4 月 14 日

主旨：富達基金-歐洲進取基金(FF European Aggressive Fund)將併入到富達基金-歐洲動能基金(FF European Dynamic Growth Fund)，詳如說明，敬請 查照。

說明：

- 一、 富達基金董事會(下稱「董事會」)決議將富達基金-歐洲進取基金(下稱「消滅基金」)併入到富達基金-歐洲動能基金(下稱「存續基金」)，將於 2015 年 7 月 20 日起生效(下稱「生效日」)。
- 二、 旨揭將進行合併之基金及其目前在台灣銷售之相關類股如下表：

基金名稱		股份類別	基金代碼
消滅基金	富達基金－歐洲進取基金	A 股歐元	LU0083291335
	富達基金－歐洲進取基金	Y 股累計歐元	LU0318939500
存續基金	富達基金－歐洲動能基金	A 股歐元	LU0119124781
	富達基金－歐洲動能基金	A 股累計美元避險	LU0997586515
	富達基金－歐洲動能基金	Y 股累計歐元	LU0318940003
	富達基金－歐洲動能基金	Y 股歐元	LU0936577138

三、 交易配合事項：

- (一) 免費贖回及轉換：自即日起至 2015 年 7 月 13 日(含)止，本公司將提供上列消滅及存續基金之免費贖回及轉換。如果消滅基金的投資人在 2015 年 7 月 13 日交易截止時間前，沒有贖回或是轉換其股份，其既有股份將自動轉換到存續基金相對應的股份類別
- (二) 消滅基金暫停交易期間：自 2015 年 7 月 14 日(含)至 2015 年 7 月 20 日(含)消滅基金將暫停交易。消滅基金的投資人自 2015 年 7 月 21 日之營業時間起，可以交易新發行之存續基金股份。

四、 有關本次基金合併相關事宜，詳如附件。如有任何疑問，請與專屬的富達服務專員聯繫。

**總經理 陳能耀**

富達證券股份有限公司  
總經理 陳能耀



這是一份重要文件，您必須立刻閱讀，如有任何疑問，請洽您的服務人員提供專業諮詢

### 富達基金重要變更通知

2015 年 4 月 14 日

親愛的投資人，您好

#### 富達基金-歐洲進取基金將併入到富達基金-歐洲動能基金

茲此通知您，富達基金董事會（下稱「董事會」）決議將富達基金-歐洲進取基金（下稱「消滅基金」）併入到富達基金-歐洲動能基金（下稱「存續基金」），將於 2015 年 7 月 20 日起生效（下稱「生效日」）。我們的檔案顯示，您是其中一檔或兩檔基金之投資人（下稱「投資人」或是「您」）。如欲得知更多受影響之持股的相關訊息，請參考附錄一所列之基金代碼（ISIN Codes）。

董事會之所以決定採取此行動的理由，是因為存續基金的基金經理人近期接管消滅基金。消滅基金與存續基金有相似的投資目標，因此，基於董事會的一致目標是合理化富達基金之範圍，且為避免在同一股票型基金分類中有兩檔基金採取幾乎相同之策略，董事會決定將消滅基金之資產併入存續基金之資產。該兩檔基金之年管理費均相同，我們預期對存續基金的股東沒有影響。

董事會相信所提議之合併方案（下稱「合併案」）符合投資人的最佳利益，同時合併案亦將依富達基金章程（下稱「章程」）第 21 條規定進行。

謹提供合併案的進一步細節如下，您無須採取任何行動。然而，不欲參與合併案的投資人，可以轉換到其他富達基金或是賣出其持股，無論是轉換或是賣出持股都是免費。

#### 消滅基金與存續基金之投資目標、風險屬性與持續性開支比較

消滅基金投資目標如下：

主要投資於歐洲公司的股票證券。基金經理人依循積極選股策略，可自行選擇投資任何公司，不論規模或所屬產業。一般而言，基金將集中投資為數不多的公司，所以，投資組合之多元化較少。這類投資適合可承受較高風險的投資人。

存續基金投資目標如下：

本基金主要投資於總公司設於歐洲，或在歐洲經營主要業務的企業的積極管理組合，以提供長線資本增長。基金一般偏重市值介乎 10 億至 100 億歐元的中型公司。

消滅基金與存續基金的風險屬性如下表所示：

	適用風險因素*			
	適用於所有基金 之一般風險	股票相關風險	國家、集中度及 風格相關風險	衍生性商品 相關風險
富達基金－歐洲進取基金	√	√	√	√
富達基金－歐洲動能基金	√	√	√	√

\* 有關這些風險因素的其他資訊，請參考最新的富達基金公開說明書第 1.2 部分的“風險因素”章節。

如欲索取進一步的相關訊息，建議您閱讀投資人須知中存續基金相關股份類別，以及富達基金公開說明書（下稱「公開說明書」）（得向富達基金的登記辦事處或是上  
<https://www.fidelity.com.tw/web/customer-service/information-download-offshore.page>網站查詢）。

截至 2015 年 3 月 2 日止，消滅基金目前在台灣銷售之股份類別與相對應存續基金之股份類別的持續性開支（下稱「持續性開支」）如下：

股份類別	富達基金－歐洲進取基金 持續性開支 <sup>1</sup>	富達基金－歐洲動能基金 持續性開支 <sup>1</sup>
A股歐元	1.94%	1.93%
Y股累計歐元	1.19%	1.18%

董事會相信合併案將不會引起存續基金之績效被減弱的情況。

### 基金合併的成本

因合併案所產生的法定費用，包括法律、稽核與郵寄費用，都將由富達基金之投資經理人（即 FIL Fund Management Limited）承擔。消滅基金目前並無未償付之未攤銷開辦費用。生效日（歐洲中部時間（CET））下午 6 點後所產生任何可歸責於消滅基金之額外負債，將由存續基金來承擔。

### 下一步

如果您同意這些變更，您無須採取任何行動。合併案將會依照章程與公開說明書中之規定進行。所有消滅基金之發行、轉換與贖回股份，都將在 2015 年 7 月 13 日當天交易截止時間後暫停。消滅基金的投資人自 2015 年 7 月 21 日之營業時間起，可以交易新發行之存續基金股份。在合併案期間，消滅基金所產生的任何累積投資收益，都將包含在最終每股資產淨值內，且這些累積收益在合併案結束後將持續被計入存續基金的每股資產淨值內。如果消滅基金的投資人在 2015 年 7 月 13 日前，沒有贖回或是轉換其股份，其既有股份將自動轉換到存續基金相對應的股份類別。

消滅基金股份類別被併入到存續基金相對應股份類別的換股比率，是依據 2015 年 7 月 17 日營業時間截止時的股份類別最後可得之資產淨值來決定。

如果您不同意這些變更，我們將提供您免費轉換您的消滅基金及/或存續基金之既有股份到任何其它富達基金平台上的任一檔基金，或是您可選擇免費贖回您的消滅基金及/或存續基金之既有股份。如果您想贖回或是轉換，您應聯繫您專屬的客戶服務專員或是致電富達證券客服專線 0800-00-99-11。從您收到本信函時起至 2015 年 7 月 13 日當天交易截止時間前的任何評價日，您都可選擇免費贖回或轉換，且後續並將依計算所得之資產淨值進行處理。如果股份交易是透過銷售機構，可能會適用不同之程序。如需進一步的相關訊息，請洽您專屬的客戶服務專員。

若有需要，您可在富達基金的登記辦事處免費索取富達基金的法定稽核就合併案所出具之稽核報告。

<sup>1</sup> 持續性開支代表了基金整年度所負擔的費用，是參考每股資產淨值，且係在基金會計年度底所計算出來的，每年的數值會不一樣。對於新的股份類別，持續性開支的預估是直到基金會計年度底。持續性開支種類包括管理費、行政費、保管費、交易費用、股東通知成本、主管機關註冊費用、董事費用（如適用的話）及銀行費用。但其不包括績效費用（如適用的話）、投資組合的交易成本，除了當買賣費用是發生在購買/出售另一集合投資事業所發生並由基金支付的費用。

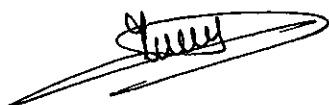
在盧森堡合併案對於消滅基金或存續基金都沒有稅務影響。然被消滅基金的投資人應留意的是，合併有可能會被視為稅務目的所作的股份處分，端賴於個人情況以及投資人所居住在不同的管轄區域之稅法而定。同樣的，請留意當您贖回或轉換所持有之股份，亦可能會被視為為了稅務目的而所作之股份處分。如果您對稅務有任何疑慮，我們建議您尋求稅務專家之建議。

董事會接受此信函內容的準確性之責任，經其所有合理詢問後，謹此確認已盡其所知且相信此信函之陳述並無遺漏其他任何事實以致產生誤導。

任何沒有在此封信函所定義的專有名詞，都將與公開說明書上同義。

如果您對於此提議之合併案有任何相關問題，請聯繫您專屬的客戶服務專員或是致電富達證券客服專線 0800-00-99-11。

敬啟者，



**Marc Wathelet**  
FIL (Luxembourg) S.A.之董事  
法人董事，富達基金

附錄一 – 基金代碼(ISIN Codes)列表

基金	股份類別	基金代碼
富達基金 – 歐洲進取基金	A 股歐元	LU0083291335
富達基金 – 歐洲進取基金	Y 股累計歐元	LU0318939500
富達基金 – 歐洲動能基金	A 股歐元	LU0119124781
富達基金 – 歐洲動能基金	A 股累計美元避險	LU0997586515
富達基金 – 歐洲動能基金	Y 股累計歐元	LU0318940003
富達基金 – 歐洲動能基金	Y 股歐元	LU0936577138

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.  
IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.

### Important Changes to Fidelity Funds

14 April 2015

Dear Shareholder,

#### Merger of Fidelity Funds – European Aggressive Fund into Fidelity Funds – European Dynamic Growth Fund

We are writing to notify you of the decision taken by the Board of Directors of Fidelity Funds (the "**Board**") to merge Fidelity Funds – European Aggressive Fund (the "**Merging Fund**") into Fidelity Funds – European Dynamic Growth Fund (the "**Receiving Fund**") with effect from 20 July 2015 (the "**Effective Date**"). Our records show that you are a shareholder (the "**Shareholders**" or "**you**") in one or both of these funds. For more information on the impacted holdings, please refer to the ISIN Codes enlisted in Appendix I attached hereto.

The reason why the Board has decided to take this action is because the portfolio manager of the Receiving Fund recently took over the management of the Merging Fund. The Merging Fund and the Receiving Fund have similar investment objectives. As such, in view of the Board's constant aim to rationalize Fidelity Funds' range, and in order to avoid having two funds under the Equity Funds category running strategies that are nearly identical, the Board has decided to merge the assets of the Merging Fund into those of the Receiving Fund. Both funds have the same annual management charge and we anticipate no impact for Shareholders in the Receiving Fund.

The Board believes that the proposed merger (the "**Merger**") is in the best interests of Shareholders and the Merger will be conducted in accordance with Article 21.bis of the Articles of Incorporation of Fidelity Funds (the "**Articles**").

Further details on the Merger are provided below and there is no need for you to take any action. However, Shareholders who do not wish to participate in the Merger may switch into another fund within Fidelity Funds available to them or sell their holdings, both free of charge.

#### Comparison of investment objectives, risk profiles and ongoing charges of the Merging Fund and the Receiving Fund

The investment objective of the Merging Fund is as follows:

*Invests principally in equity securities of European companies. Following an aggressive approach, the manager is free to select any company regardless of size or industry. Typically, the fund will concentrate its investments in a more limited number of companies and therefore the resulting portfolio will be less diversified. This will suit investors prepared to accept the higher risk associated with this type of investment.*

The investment objective of the Receiving Fund is as follows:

The fund aims to achieve long-term capital growth, principally through investment in an actively managed portfolio of companies that have their head office or exercise a predominant part of their activity in Europe. The fund will typically have a bias towards medium sized companies with a market capitalisation of between 1 and 10 billion Euros.

The risk profiles of the Merging Fund and of the Receiving Fund are described in the table below:

	Applicable Risk Factors*			
	GENERAL RISKS THAT APPLY TO ALL FUNDS	EQUITY RELATED RISK	COUNTRY, CONCENTRATION AND STYLE RELATED RISK	DERIVATIVES RELATED RISKS
Fidelity Funds - European Aggressive Fund	√	√	√	√
Fidelity Funds - European Dynamic Growth Fund	√	√	√	√

\* For further information on these risk categories, please refer to the section 1.2. "Risk Factors" in the latest Fidelity Funds Prospectus.

You should read the Investor Brochure for the relevant Share classes in the Receiving Fund, as well as the Fidelity Funds Prospectus (the "**Prospectus**") for further information (available at the registered office of Fidelity Funds or at <https://www.fidelity.com.tw/web/customer-service/information-download-offshore.page> ).

As at 2 March 2015, the Ongoing Charges Figure (the "**OCF**") of the existing Share classes in the Merging Fund and the corresponding Share classes in the Receiving Fund currently registered for sale in Taiwan were as follows:

Classes of Shares	OCF <sup>1</sup> of Fidelity Funds – European Aggressive Fund	OCF <sup>1</sup> of Fidelity Funds – European Dynamic Growth Fund
A-EUR	1.94%	1.93%
Y-ACC-EUR	1.19%	1.18%

The Board believes that the Merger will not trigger a dilution in the performance of the Receiving Fund.

### Costs of the Merger

The expenses triggered by the Merger, including any legal, audit, regulatory and mailing charges will be borne by FIL Fund Management Limited, the Investment Manager of Fidelity Funds. There are no unamortised preliminary expenses outstanding in respect of the Merging Fund. Any additional liabilities attributable to the Merging Fund, accruing after 6.00 pm CET on the Effective Date, will be borne by the Receiving Fund.

### Next Steps

If you agree with these changes you do not need to take any action. The Merger will proceed as set out in the Articles and the Prospectus. All issues, switching and redemptions of Shares in the Merging Fund will be suspended from dealing cut off time on 13 July 2015. Shareholders of the Merging Fund may deal in their newly issued Shares in the Receiving Fund from the open for business on 21 July 2015. Any accrued income on investments in the Merging Fund at the time of the Merger will be included in the final Net Asset Value per Share and such accrued income will be accounted for on an on-going basis after the Merger in the Net Asset Value per Share of the Receiving Fund. If Shareholders of the Merging Fund have not redeemed or switched their Shares by 13 July 2015, their existing Shares will be automatically converted into Shares of the corresponding Share class in the Receiving Fund.

<sup>1</sup> The OCF represents the charges taken from the fund over a year and are stated with reference to the Net Asset Value per Share. It is calculated at the fund's financial year end and may vary from year to year. For new Share classes, the OCF is estimated until the fund's financial year end. The types of charges included in the OCF are management fees, administration fees, custodian and depositary fees and transaction charges, shareholder reporting costs, regulatory registration fees, Directors fees (where applicable) and bank charges. It excludes: performance fees (where applicable); portfolio transaction costs, except in the case of an entry/exit charge paid by the fund when buying or selling units in another collective investment undertaking.



The exchange ratio for the conversion of the Shares in the Merging Fund into the corresponding Shares in the Receiving Fund will be determined on the basis of the last available Net Asset Value of the Share classes concerned on 17 July 2015 as of close of business..

If you are **not** in agreement with these changes, we are offering you a free switch of your existing Shares in the Merging Fund and/or in the Receiving Fund into any other fund offered by Fidelity as available to you, or you may choose to redeem your existing Shares in the Merging Fund and/or in the Receiving Fund free of charge. If you wish to redeem or switch, you should contact either your financial adviser or call Fidelity Service Centre at 0800-00-99-11. Redemptions or switches free of charge can be instructed on any Valuation Date until dealing cut off time on 13 July 2015 starting from the receipt of this letter, and will normally be dealt with at the next calculated Net Asset Value. Different procedures may apply if dealing in Shares is made through Distributors. For further information on these please contact your usual contact.

Upon request, copies of the audit report prepared by the approved statutory auditor of Fidelity Funds in relation to the Merger may be obtained free of charge at the registered office of Fidelity Funds.

The proposed Merger will have no tax implications for the Merging Fund or the Receiving Fund in Luxembourg. Shareholders of the Merging Fund should note that the Merger may be treated for tax purposes as a disposal of Shares depending on personal circumstances and the tax legislation in the various jurisdictions where Shareholders are resident. Equally, please note that the redemption or the switching of your holding may be deemed as a disposal for tax purposes. If you have any concerns about your tax position, we recommend that you seek independent tax advice.

The Board accepts full responsibility for the accuracy of the content of this letter and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Any terms not defined in this letter shall have the same meaning as in the Prospectus.

If you have any questions related to this proposal please contact either your financial adviser or call Fidelity Service Centre at 0800-00-99-11.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Marc Wathelet', enclosed within a large, stylized oval or loop.

**Marc Wathelet**  
Director, FIL (Luxembourg) S.A.  
Corporate Director, Fidelity Funds

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**Appendix I - List of ISIN Codes**

<b>Fund</b>	<b>Class</b>	<b>ISIN Code</b>
Fidelity Funds – European Aggressive Fund	A-Euro	LU0083291335
Fidelity Funds – European Aggressive Fund	Y-ACC-Euro	LU0318939500
Fidelity Funds – European Dynamic Growth Fund	A-Euro	LU0119124781
Fidelity Funds – European Dynamic Growth Fund	A-ACC-USD(hedged)	LU0997586515
Fidelity Funds – European Dynamic Growth Fund	Y-ACC-Euro	LU0318940003
Fidelity Funds – European Dynamic Growth Fund	Y-Euro	LU0936577138