

霸菱證券投資顧問股份有限公司 函

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受文者:各銷售機構/壽險公司

發文日期:中華民國 108 年 8 月 23 日

發文字號:霸台字新字第 108000821069 號

速別:普通件

密等及解密題件或保密期限:普通

附件:股東通知函

主旨:謹通知霸菱東歐基金(「繼受子基金」)之單位持有人,關於合併至繼受子基金之事項,請 查照。

說明:

- 一、 依照境外基金管理辦法第 12 條第 6 項辦理。
- 二、霸菱投顧接獲境外基金機構通知,擬將霸菱俄羅斯基金(「被合併基金」)合併至霸菱 東歐基金(「本合併」)。被合併基金為開放式投資公司,根據盧森堡法律註冊成立, 並以可變資本之形式成為具公共有限責任公司資格之投資公司。
- 三、 如本合併經被合併基金股東投票同意,本合併透過吸收和概括移轉被合併基金之所有資產和負債至繼受子基金之方式進行合併,並自 2019 年 10 月 16 日起生效(「生效日」)。
- 四、本合併不會對繼受子基金之單位持有人造成不利影響。繼受子基金之投資目標及政策及 風險狀況將保持不變,預期繼受子基金之投資組合不會在生效日前或生效日後立即進行 再平衡。以合併方式產生之任何形式的費用、成本、報酬或收費將由霸菱國際基金經理 (愛爾蘭)公司直接承擔。在此方面,不會向被合併基金或繼受子基金之股份或單位持 有人收取任何費用,因此合併基金之總淨資產價值不會受合併影響。
- 五、 根據合併,繼受子基金中之單位持有人將繼續持有繼受子基金中之相同單位。附屬於該 等單位之權利不會有任何變動。繼受子基金之單位持有人得於生效日前要求買回其繼受 子基金之單位,而無須任何費用。
- 六、 請注意,本合併無須單位持有人會議或投票,因此台端無需採取任何行動。
- 七、 敬請 貴公司配合將前述變更事宜於 2019 年 9 月 9 日通知所屬投資人,建議可於對帳 單、網路揭露或依循 貴公司處理辦法辦理。
- 八、 建議詳讀附件股東通知函,如有任何疑問煩請來電: 02-6638-8172 朱家葳小姐。

電影證券投資顧問股份有限公司

姓名:林志明 職稱:董事長



(中文節譯文僅供參考,與原文相較可能不盡完整或有歧異,如有疑義應以英文本為準。)

台端為霸菱環系列基金之單位持有人,謹以本文件通知台端(「本通知」)。本通知屬重要文件,需要台端立即注意。如對於所應採取之行動有任何疑問,台端應立即向股票經紀商、律師或其他專業顧問諮詢。如台端已將所持之信託單位出售或轉讓,請盡快將本通知送交予經手出售或轉讓的股票經紀商或其他代理人,以便其儘速轉交購買人或受讓人。

本單位信託之基金管理機構霸菱國際基金經理(愛爾蘭)公司(「基金管理機構」)之董事(「董事」)認為,本通知 之內容及詳載於本通知之提案,與中央銀行發佈之準則及規定並無牴觸。

董事已採取一切合理之謹慎措施,確保在本通知發布之日,本通知中包含之資訊與事實相符,且未遺漏任何該等資訊重要內容之事項。董事會對本通知中所含之資訊負責。

除本通知另有定義外,定義詞彙應與本單位信託 2018年 12月 28日之公開說明書(「公開說明書」)具有相同涵義。

霸菱國際基金經理(愛爾蘭)公司

登記營業處所 70 Sir John Rogerson's Quay Dublin 2 Ireland

2019年9月9日

親愛的單位持有人

台端作為霸菱東歐基金(「繼受子基金」)之單位持有人,謹通知台端關於合併至繼受子基金之事項。

合併

擬將霸菱俄羅斯基金(「被合併基金」)合併至霸菱東歐基金(「本合併」)。

被合併基金為開放式投資公司,根據盧森堡法律註冊成立,並以可變資本(sociétéd'investissementàcapitalvariable)之形式成為具公共有限責任公司(sociétéanonyme)資格之投資公司。並受 2010 年 12 月 17 日盧森堡集合投資計畫法律及其後之修訂(「2010 年法」)第一部分規範,其登記營業處為 6, rue Lou Hemmer, L-1748 Senningerberg,於盧森堡貿易和公司登記處登記,編號為 B 57.763。

董事:Barbara Healy、James Cleary、Alan Behen、Paul Smyth、David Conway、 Julian Swayne (UK)、Timothy Schulze (US)、Peter Clark (UK) 註冊於愛爾蘭:161794;受愛爾蘭中央銀行監管 如本合併經被合併基金股東投票同意,本合併應依據 2010 年法第 1 (20) lit. a)條或 2009/65/EC 指令經修正後之第 2 (1) p) (i)條(「UCITS 指令」)之規定,透過吸收和概括移轉被合併基金之所有資產和負債至繼受子基金之方式進行合併,並 自 2019 年 10 月 16 日起生效(「生效日」)。

因為本合併之結果,被合併基金將無須清散即為解散,且其股東將自生效日起獲得繼受子基金之單位。

被合併基金之稽核將審核於生效日對資產和負債進行估價所採用之標準,以及生效日確定時之匯率與實際匯率之計算方法。

對單位持有人預期之影響

本合併不會對繼受子基金之單位持有人造成不利影響。繼受子基金之投資目標及政策及風險狀況將保持不變,預期繼受子基金之投資組合不會在生效日前或生效日後立即進行再平衡。

以合併方式產生之任何形式的費用、成本、報酬或收費將由霸菱國際基金經理(愛爾蘭)公司直接承擔。在此方面,不會向被合併基金或繼受子基金之股份或單位持有人收取任何費用,因此合併基金之總淨資產價值不會受合併影響。

根據合併,繼受子基金中之單位持有人將繼續持有繼受子基金中之相同單位。附屬於該等單位之權利不會有任何變動。

繼受子基金之單位持有人得於生效日前要求買回其繼受子基金之單位,而無須任何費用。

請注意,本合併無須單位持有人會議或投票,因此台端無需採取任何行動。

如 台端對所載事項有任何疑問,請聯絡 台端之銷售代表。

董事

代表

霸菱國際基金經理(愛爾蘭)公司



This notice (the "**Notice**") is sent to you as a unitholder of Barings Global Umbrella Fund. It is important and requires your immediate attention. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, solicitor or attorney or other professional advisor. If you sold or otherwise transferred your holding in the Unit Trust, please send this Notice to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The directors (the "Directors") of Baring International Fund Managers (Ireland) Limited (the "Manager"), the manager of the Unit Trust, are of the opinion that there is nothing contained in this Notice nor in the proposals detailed herein that conflicts with the guidance issued by and regulations of the Central Bank.

The Directors have taken all reasonable care to ensure that, as at the date of this Notice, the information contained in this Notice is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility for the information contained in this Notice.

Unless otherwise indicated, all capitalised terms in this Notice shall have the same meaning as described in the prospectus for the Unit Trust dated 28 December 2018 (the "Prospectus").

BARING INTERNATIONAL FUND MANAGERS (IRELAND) LIMITED

Registered Office 70 Sir John Rogerson's Quay Dublin 2 Ireland

9 September 2019

Dear Unitholder

We are writing to you as a Unitholder to notify you of a merger into the Barings Eastern Europe Fund (the "Receiving Sub-Fund").

Merger

It is intended that the Baring Russia Fund (the "Absorbed Fund") will be merged into the Barings Eastern Europe Fund (the "Merger").

The Absorbed Fund is an open-ended investment company, incorporated and existing under the laws of the Grand Duchy of Luxembourg in the form of an investment company with variable capital (société d'investissement à capital variable) qualifying as public limited company (société anonyme) and is subject to part I of the Luxembourg law dated 17 December 2010 on undertakings for collective investments, as amended (the "2010 Law"), having its registered office at 6, rue Lou Hemmer, L-1748 Senningerberg, registered with the Luxembourg Trade and Companies' Register under number B 57.763.

The Merger shall take place, subject to a Absorbed Fund shareholder vote in connection with the Merger, by way of a merger by absorption and universal transfer of all the assets and liabilities of the Absorbed Fund into the Receiving Sub-Fund in the meaning of article 1 (20) lit. a) of the 2010 Law or article 2 (1), lit. p) (i) of Directive 2009/65/EC, as amended (the "UCITS Directive") with effect as of 16 October 2019 (the "Effective Date").

As a result of the Merger, the Absorbed Fund will be dissolved without going into liquidation and shareholders of the Absorbed Fund will receive Units of the Receiving Sub-Fund as of the Effective Date.

The auditor of the Absorbed Fund will review the criteria adopted for valuation of the assets and the liabilities on the Effective Date and the calculation method of the exchange ratio and the actual exchange ratio as determined on the Effective Date.

Expected impact on the Unitholders

The Merger will not have a detrimental impact on the Unitholders of the Receiving Sub-Fund. The investment objective and policies and risk profile of the Receiving Sub-Fund will remain the same and no rebalancing of the Receiving Sub-Fund's portfolio is anticipated to be undertaken immediately before or immediately after the Effective Date.

The expenses, costs, remunerations or charges in any form whatsoever incurred with respect to the Merger will be borne directly by Baring International Fund Managers (Ireland) Limited. No cost will be charged to the share- or Unitholders of the Absorbed Fund or Receiving Sub-Fund in this respect, therefore the aggregate net asset values of the Merging Funds will not be impacted by the Merger.

Pursuant to the Merger, Unitholders in the Receiving Sub-Fund will continue to hold the same Units in the Receiving Sub-Fund as before. There will be no change in the rights attaching to such Units.

Unitholders of the Receiving Sub-Fund may request the redemption of their Units in the Receiving Sub-Fund free of any charges prior to the Effective Date.

Please note that no Unitholder meeting or vote is necessary in connection with the Merger and therefore no action is required by you.

Should you have any queries in relation to this matter, do not hesitate to contact your sales representative.

Director

For and on behalf of

BARING INTERNATIONAL FUND MANAGERS (IRELAND) LIMITED