

荷寶基金通知

2018 年 11 月 1 日

富達投信甫於近日接獲「荷寶基金系列」之通知事項。相關書件如附件所示供參。

若您對本通知有任何相關問題，歡迎聯絡您專屬的業務專員。富達證券營業讓與予富達投信後，目前富達投信未擔任該系列基金之銷售機構，若有其他相關問題，建議您可洽詢該系列基金之總代理人。

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【富達投信獨立經營管理】各基金經金管會核准或同意生效，惟不表示絕無風險，基金經理公司以往之經理績效不保證基金之最低投資收益，基金經理公司除盡善良管理人之注意義務外，不負責各基金之盈虧，亦不保證最低之收益，投資人申購前應詳閱基金公開說明書。有關基金應負擔之費用(境外基金含分銷費用)已揭露於基金之公開說明書或投資人須知中，投資人索取公開說明書或投資人須知，可至富達投資服務網 <http://www.fidelity.com.tw>或境外基金資訊觀測站 <http://www.fundclear.com.tw>查詢，或請洽富達投信或銷售機構索取。Fidelity 富達, Fidelity International, 與Fidelity International 加上其F標章為FIL Limited 之商標。FIL Limited 為富達國際有限公司。富達證券投資信託股份有限公司為FIL Limited 在台投資100%之子公司。110台北市信義區忠孝東路五段68號11樓，富達投信服務電話 0800-00-9911。

SITE 2016 09-007

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
(節譯文)

ROBECO
The Investment Engineers

荷寶資本成長基金
可變資本投資公司
11/13 BOULEVARD DE LA FOIRE, L-1528 LUXEMBOURG
盧森堡大公國
盧森堡商業登記處號碼：B 58.959
(下稱「**本基金**」)

本基金股東通知信

2018年10月31日盧森堡

敬愛的投資人：

本基金董事會謹通知身為本公司之股東與投資人的您，有關本基金及其子基金(「**子基金**」)之若干變更。

1. 變更存託保管機構、行政代理機構、當地代理機構及上市代理機構

本董事會業已決定自2018年12月3日起，J.P. Morgan Bank Luxembourg S.A(「**JPM**」)將取代RBC Investor Services Bank S.A(「**RBC**」)成為本基金之存託保管機構、行政代理機構、當地代理機構和上市代理機構(「**移轉**」)。

就此服務提供者之變更，謹通知股東，為保障本基金及其子基金之權益，本董事會業已指明2018年11月30日及12月3日將視為非銀行營業日。在該等日期，將不執行申購及買回指示。

將RBC替換為JPM係為改變荷寶既有之委外安排。委外給JPM之決定係屬荷寶2017-2021年策略計畫之一部分，前述計畫預期增進投資以及客戶服務活動的國際成長。

2. 變更證券借貸代理人

承前述荷寶決定變更目前的委外予JPM，董事會亦決定以JPM取代ROBECO INSTITUTIONAL ASSET MANAGEMENT B.V.(「**RIAM**」)成為證券借貸代理人，並自2018年12月3日起生效。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)
(節譯文)

鑑於證券借貸代理人之變更，與證券借貸代理人所為之證券借貸及附賣回交易相關收益分享之協議將隨之變動：

a) 證券借貸所產生之收益係由 RIAM 與本基金拆分。RIAM 所分配之比率介於 20% 和 35% 之間，本基金則為 65% 至 80% 不等。業已同意各子基金的收益拆分比率。

自 2018 年 12 月 3 日起，除 JPM 基於證券借貸之回報所請求之費用外(亦即證券借貸代理人保留之證券借貸交易之收益比例)，證券借貸所產生之總收益將為相關子基金之利益。該費用等同於(A) 就任何產生 0.5% 或以下回報之貸款，其證券借貸所產生之收益的 25%，以及(B) 就任何產生超過 0.5% 回報之貸款，其證券借貸所產生之收益的 10%。

b) RIAM 目前並不從事證券借貸交易之附賣回協議。自 2018 年 12 月 3 日起，若 JPM 收受現金擔保品，JPM 將負責執行附賣回協議。除 JPM 基於回報所請求之費用外(亦即證券借貸代理人保留之附賣回協議收益之比例)，該等交易所產生之收益將為相關子基金之利益。該費用等同於(A) 若為回報 0.5% 或以下之交易，為該等交易所產生之收益的 25%，以及(B) 若為回報超過 0.5% 之交易，為該等交易所產生之收益的 10%。

鑑於上述，與 JPM 所為之新的收益分享安排預期將對本基金有利。然而，在某些情況下，由於該等與 JPM 之安排，本基金可能會產生較高費用，例如證券借貸交易及附賣回協議之收益不如預期時。

為免疑義，RIAM 將持續為本基金辦理相關子基金現金部位之相關附買回及附賣回協議。此等交易所生之成果(正或負)均僅由本基金負擔。RIAM 不會就附賣回及附賣回交易收取任何費用(投資顧問費用及分配予其用以彌補其直接或間接營運成本及費用之特定費用除外)。

3. 個人資料

本董事會謹通知您，身為未來存託保管機構、行政代理機構、當地代理機構和上市代理機構以及證券借貸代理人之 JPM 將使用及處理投資人資訊。投資人資訊包括個人資料如身分識別資料、帳戶資訊及股東及/或其代表、授權簽署人或最終受益人之契約及其他文件及交易資訊。股東有權免費使用自己相關之個人資料，如必要時，得要求修正並刪除該等資料。自 2018 年 12 月 3 日起，您得撥打+352 46 26 85 200 或寄送電郵至[Robeco.TA@jpmorgan.com]聯絡 JPM 以行使前述權利。為履行其義務，JPM 須傳輸及處理個人資料。請注意，若股東或投資人反對 JPM 處理要求之個人資料，將無法繼續持有本基金之股份。有關傳輸及處理資料之詳細資訊揭露於公開說明書修正版並得向本基金索取。

4. 變更註冊辦公室

由於即將變更當地代理機構，本董事會亦決定毋須召開本基金之臨時股東大會情況下(依章程第 4 條規定之程序)，自 2018 年 12 月 3 日起將註冊辦公室遷移至尼德蘭芬市之 6 route de Trèves, L-2633 Senningerberg，並據此修正本基金之設立章程(「章程」)。

因此，自 2018 年 12 月 3 日起，章程第 4 條修正如下：本公司之註冊辦公室設立於盧森堡大公國尼德蘭芬市之 *Senningerberg*。

5. (與台灣登記基金無關，略譯)

6. 變更總報酬交換曝險

為有效投資組合管理及作為本基金工具之目的，目前各子基金得投資總報酬交換以提高整體績效(總報酬交換之潛在曝險最多可達相關子基金資產淨值的 100%)。自 2018 年 12 月 3 日起，所有子基金不得投資總報酬交換。

7. (與台灣登記基金無關，略譯)

8. (與台灣登記基金無關，略譯)

前載之變更將不會對本基金或其股東應支付或所負擔之費用及開支造成任何變動。

所有前載擬定變更所產生之成本將由 RIAM 負擔，惟存託保管機構變更之相關成本，各子基金將負擔最高 1000 歐元(包含)。各子基金超過 1000 歐元之存託保管機構變更成本將由 RIAM 負擔，惟本董事會認為該等成本不會對各子基金之資產淨值造成重大開支。

自 2018 年 12 月 3 日起，公開說明書修正版之初稿及本章程修正版可於註冊辦公室供索取。

謹請股東注意，如公開說明書所載，本基金未收取任何買回費，任何不同意前述變更之股東得免費買回其股份。

除另有定義，本信函定義之詞彙應與公開說明書具有相同意思。

如您欲詢問任何詳細資料(或於可索取時，索取公開說明書更新之影本)，請聯絡您通常之(荷寶)銷售人員或本基金之註冊辦公室，或您可造訪網站 www.robeco.com/luxembourg。

此致並代表荷寶資本成長基金

Robeco Capital Growth Funds
Société d'investissement à capital variable
11/13 boulevard de la Foire, L-1528 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 58.959
(the "**Fund**")

NOTICE TO SHAREHOLDERS OF THE FUND

Luxembourg, 31 October 2018

Dear Investor,

As a Shareholder and Investor in the Fund, the board of directors of the Fund (the "**Board of Directors**") hereby informs you of certain changes concerning the Fund and its sub-funds (the "**Sub-funds**").

1. Change of Depositary, Administration Agent, Domiciliary Agent and Listing Agent

The Board of Directors has decided to replace RBC Investor Services Bank S.A. ("**RBC**") with J.P. Morgan Bank Luxembourg S.A. ("**JPM**") as Depositary, Administration Agent, Domiciliary Agent and Listing Agent (the "**Migration**") with effect from 3 December 2018.

With respect to this change of service providers, Shareholders are informed that in order to protect the interest of the Fund and the Sub-funds, the Board of Directors has indicated that 30 November and 3 December 2018 will be considered as non-Bank Business Days. On these days, no subscription and redemption orders will be executed.

The replacement of RBC with JPM is to change Robeco's current outsourcing arrangements. The decision to outsource to JPM is part of Robeco's strategic plan for 2017-2021, which envisages further international growth in both investment and client-servicing activities.

2. Change of Lending Agent

The Board of Directors has decided to replace Robeco Institutional Asset Management B.V. ("**RIAM**") with JPM as Lending Agent with effect from 3 December 2018 following Robeco's decision to change its current outsourcing arrangements to JPM.

As a result of the change of Lending Agent, the income sharing arrangement with the Lending Agent relating to securities lending and reverse repurchase transactions will be changed:

a) The income generated by securities lending transactions is currently split between RIAM and the Fund. The income split varies between 20% and 35% for RIAM, and between 65% and 80% for the Fund. An income split percentage has been agreed for each Sub-fund.

As from 3 December 2018, the gross income of securities lending transactions will be for the benefit of the relevant Sub-fund except for a fee applied by JPM (i.e. the percentage of the income of the securities lending transactions that is retained by the Lending Agent), based on the securities lending returns. This fee amounts to (A) 25% of the income from these securities lending transactions for any loans which generate a return of 0.5% or less and (B) 10% of the income from these securities lending transactions for any loans which generate a return greater than 0.5%.

b) RIAM currently does not conclude reverse repurchase transactions in relation to securities lending transactions. From 3 December 2018, if cash collateral is received, JPM will be responsible for conducting reverse repurchase transactions. The result generated by these transactions will be for the benefit of the Sub-fund except for a fee applied by JPM (i.e. the percentage of the income of the reverse repurchase transactions that is retained by the Lending Agent), based on the returns. This fee amounts to (A) 25% of the income from these transactions if the return is 0.5% or less and (B) 10% of the income from these transactions if the return is greater than 0.5%.

In light of the above, it is expected that the new income sharing arrangement with JPM will be in favor of the Fund. However there may be circumstances where, due to the arrangement with JPM, a higher fee for the Fund may be incurred, for instance when income from securities lending and reverse repurchase transactions is lower than expected.

For the avoidance of doubt, RIAM will continue to conduct repurchase and reverse repurchase transactions with respect to cash positions of the relevant Sub-fund on behalf of the Fund. The result generated from these transactions (positive or negative) is solely for the account of the Fund. RIAM does not receive a fee for repurchase or reverse repurchase transactions other than its investment adviser fee and the ad hoc fees allocated to it to cover its direct and indirect operational costs and fees.

3. Personal Data

The Board of Directors would like to inform you that JPM, as future Depositary, Administration Agent, Domiciliary Agent, Listing Agent and Lending Agent will receive access to and process Investor information. Investor information includes personal data such as identification data, account information, contractual and other documentation and transactional information of Shareholders and/or their representatives, authorised signatories or ultimate beneficial owners. Shareholders are authorized to access personal data relating to them free of charge, and may request correction or deletion of that data, if necessary. You may contact JPM at +352 46 26 85 200 or : Robeco.TA@jpmorgan.com, to exercise these rights as from 3 December 2018. The transfer and processing of data is necessary for the performance of the duties of JPM. Please note that should a Shareholder or an Investor object to the processing of the required personal data, this would prevent maintaining the holding of Shares in the Fund. Further information in relation to the transfer and processing of data is disclosed in the revised Prospectus and can be obtained from the Fund.

4. Change of registered office

As a result of the expected change of Domiciliary Agent, the Board of Directors has also decided to transfer the Fund's registered office to 6 route de Trèves, L-2633 Senningerberg, in the municipality of Niederanven, with effect from 3 December 2018 and to amend the articles of incorporation of the Fund (the "**Articles**") accordingly, without convening an extraordinary general meeting of Shareholders of the Fund (following the procedure provided by Article 4 of the Articles).

Therefore, as from 3 December 2018, Article 4 of the Articles shall read as follows: "*The registered office of the Corporation is established in Senningerberg, in the municipality of Niederanven, in the Grand Duchy of Luxembourg*".

5. Change of calculation method of the performance fee

The calculation method of the Performance Fee has been adjusted. The main changes are:

- the two calculation methodologies currently in place use *an Index-Adjusted NAV per Share* as basis for the Performance Fee calculation: as from 3 December 2018, this will be changed to the *NAV per Share*.
- The Performance Fee is currently calculated and *accrued within the NAV per Share on each Valuation Day*; as of 3 December 2018 the Performance Fee will be calculated on each Valuation Day *but is accrued with the NAV per Share one day in arrears* (that is, on the Valuation Day after the relevant Valuation Day).
- In case of redemption or switch of Shares before the end of a performance period, any accrued Performance Fee with respect to such Shares, will as of 3 December 2018 crystallize on that Valuation Day and become directly payable to the Investment Manager. In the current situation the accrued Performance Fee would be paid to the Investment Manager at the end of the financial year.
- In the current situation the daily Performance Fee is calculated on each Valuation Day and included in the cumulative Performance Fee since inception (or since the last reset). As of 3 December 2018 daily Performance Fee will only be calculated and included in the cumulative Performance Fee in the case of outperformance since inception (or the last reset). In case of underperformance since inception (or the last reset) the daily Performance Fee will be 0.

The text of Section 3 under 4 and Appendix V of the prospectus have been updated accordingly.

6. Change to exposure to total return swaps

Currently, each Sub-fund may invest in total return swaps, for efficient portfolio management and as tools for the Fund, to increase its overall performance (potential exposure to total return swaps can be up to a maximum of 100% of the relevant Sub-fund's net asset value). With effect from 3 December 2018, all Sub-funds may no longer invest in total return swaps.

7. Amendment of the investment policies of the Sub-funds Robeco QI Emerging Markets Active Equities, Robeco QI Emerging Markets Enhanced Index Equities, Robeco QI Asia-Pacific Active Equities and Robeco QI Global Conservative Equities

These Sub-funds will now have the possibility to invest "*up to 10% of [their] total assets in UCIs and/or UCITS that may be managed by an Affiliated Entity [as defined in the Prospectus] and/or Shares in Sub-funds of the Company*".

8. Amendment of the investment policy of the Sub-fund Robeco Global FinTech Equities

The investment policy of the Sub-fund has been amended so that it may now invest up to 30% of its net assets (instead of 10% previously) in China A-Shares and China B-Shares issued by companies in the PRC and listed on PRC stock exchanges.

It is anticipated that the above changes will not result in any change to the current fees and expenses payable to or borne by the Fund or its Shareholders.

All costs incurred in connection with the proposed changes set out above will be borne by RIAM except that any costs in connection with the change of the Depositary up to EUR 1,000 per Sub-fund (inclusive) will be borne by each Sub-fund. Any costs in connection with the change of Depositary which exceeds EUR 1,000 per Sub-fund will be borne by RIAM but the Board of Directors considers that these costs are not significant in terms of the current Net Asset Value of each Sub-fund.

Draft versions of the revised Prospectus and the revised Articles are available at the registered office of the Fund as from 3 December 2018.

Shareholders are reminded that, as provided in the Prospectus, the Fund does not charge any redemption fee and Shareholders who disagree with the changes outlined above may redeem their Shares free of charge.

Any defined term in this letter shall have the same meaning as in the Prospectus unless otherwise defined herein.

If you require any further details (or require a copy of the updated Prospectus, once available), please contact your usual (Robeco) sales person or the registered office of the Fund or you can visit the website at www.robeco.com/luxembourg.

Yours faithfully,
On behalf of Robeco Capital Growth Funds