

# 先機環球基金通知

2019年2月26日

富達投信甫於近日接獲「先機環球基金系列」之在台總代理人富盛證券投資顧問 股份有限公司之通知事項。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

# 富盛證券投資顧問股份有限公司 函

地址:台北市信義區松德路 171 號 9 樓及 12 樓之一

承辦人:交易暨基金事務部 電子信箱:dealing@cgsice.com

電話: (02)2728-3222

受文者:各銷售機構

發文日期:中華民國 108年2月25日

發文字號:(108)富顧字第 03190225001 號

密等及解密條件或保密期限:普通

#### 附件:

一、金融監督管理委員會中華民國 107年11月6日金管證投字第1070338212號函文。

二、先機環球基金股東通知書中英文版(共2份)。

主 旨: 謹通知本公司總代理之 先機環球基金變更基金管理機構乙案,詳如說明,敬請 查照。

### 說明:

- 一、依境外基金管理辦法第12條第6項第4款辦理。
- 二、本公司總代理之先機環球基金系列提議委派先機環球投資(歐洲)有限公司 (Merian Global Investors (Europe) Limited) (下稱「管理公司」) 擔任先機環球基金(前英文名稱為 Old Mutual Global Investors Series plc) (下稱「本公司」) 之 UCITS 管理公司事宜,此項委派案擬於 2019 年 3 月 22 日或董事所決定之較晚日期(下稱「生效日」)實施變更。變更前後對照如下表:

變更前	變更後
先機環球投資(英國)有限公司	先機環球投資(歐洲)有限公司
Merian Global Investors (UK) Limited	Merian Global Investors (Europe) Limited

- 三、本變更案業經金融監督管理委員會於 2018 年 11 月 6 日金管證投字第 1070338212 號函核准,詳附件一。
- 四、公開說明書將進行下列變更,以反映上述委任案,以及因委任案所導致本公司組織架構的數項調整:
  - A. 「營業日」之定義將進行更新以將管理公司涵蓋在內,新的「營業日」定義將係指基金相關增補文件可能記載之地區內及該基金相關之零售銀行開門營業之日,或由管理公司或董事所擇定之任何其他日期。為免疑義,基金相關增補文件中所記載之「營業日」將不會發生

任何變動。

- B. 「投資管理公司」之定義將更新為係指先機環球投資(英國)有限公司,或經管理公司委派擔任本公司基金之投資管理公司暨次經銷商之任何繼任機構,其有權就基金資產指派投資顧問以及指派其他次經銷商。
- C. 「投資管理費」(將更名為「管理費」)一節將進行修訂,以反映各基金之管理費將支付予管理公司(而非投資管理公司),以及其他相應修訂(包括於各基金增補文件中之相應修訂)。
- D. 「首次申購費」一節將進行修訂,以反映申購特定基金類股股份時所 須支付之首次申購費將支付予管理公司(而非本公司)。
- E. 公開說明書中標題為「本公司之薪酬政策」一節將予更新,以針對管理公司之薪酬政策,而非本公司之薪酬政策進行揭露。
- F. 加入管理公司之資訊與概況說明。
- G. 如有必要,基金之投資政策將進行小幅度修訂,以確保在英國退出歐盟後基金仍可維持其現有之投資曝險。
- H. 其他因委任案所導致或與其有關之相應修訂。

## 五、詳細內容請詳附件二之股東通知書。

正本: 宏遠證券投資顧問股份有限公司、安睿證券投資顧問股份有限公司、富達投信股份 有限公司、群益金鼎證券股份有限公司、元大寶來證券股份有限公司、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、永豐商業銀行股份有限 公司理財商品部、元富證券股份有限公司、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、核聚證券投 資顧問股份有限公司、先鋒證券投資顧問股份有限公司、凱基證券股份有限公司、新光證 券投資信託股份有限公司、國泰綜合證券股份有限公司、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、日盛證券股份有限公司、中國信託商業銀行股份有 限公司、基富通證券股份有限公司、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、統一綜合證券股份有限

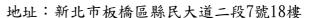
公司、華南永昌綜合證券股份有限公司、王道商業銀行股份有限公司、國票華頓證券投資信託股份有限公司。

副本:

董事長 蔡政宏

檔 號: 保存年限:

# 金融監督管理委員會 函



聯 絡 人:許淑芬

聯絡電話:(02)2774-7153 傳 真:(02)8773-4154

受文者:富盛證券投資顧問股份有限公司【代表人:蔡政宏先生

發文日期:中華民國107年11月6日

發文字號:金管證投字第1070338212號

速別:普通件

密等及解密條件或保密期限:

附件:如文

裝

訂

線

主旨:所報貴公司總代理之先機環球基金系列12檔境外基金擬自 委派生效日起變更基金管理機構為先機環球投資(歐洲) 有限公司(Merian Global Investors (Europe) Limited 一案,同意照辦,並請依說明事項辦理,請查照。



# 說明:

- 一、復貴公司107年10月11日富顧字第011801011001號函。
- 二、旨揭基金明細詳附件。
- 三、貴公司應依境外基金管理辦法第12條第6項規定,於事實發生日起3日內經由本會指定之資訊傳輸系統(www.fundclear.com.tw)辦理公告,並將修正後之公開說明書中譯本及投資人須知,依前揭辦法第37條及39條之規定於修正後3日內辦理公告。

正本:富盛證券投資顧問股份有限公司【代表人:蔡政宏先生】

副本:中華民國證券投資信託暨顧問商業同業公會、中央銀行外匯局、臺灣集中保管結

算所股份有限公司電018/11/06文





# 授權單位主管決行並鈐印



<u>+</u>-

線

# 先機環球基金 33 Sir John Rogerson's Quay Dublin 2, Ireland

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,應諮詢台端的股票經紀人、銀行經理人、律師、稅務顧問、會計師或其他獨立財務顧問(視情況而定)。

如 台端已出售或轉讓 台端對先機環球基金(前英文名稱為Old Mutual Global Investors Series plc) (下稱「本公司」)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(巴盡一切合理注 意確保此為真),本文件所載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。

本文件內大寫的用語應與經不時修訂之日期為2018年9月28日的本公司公開說明書(含基金增補文件)(下稱「公開說明書」)中大寫的用語具有相同定義。公開說明書可於一般營業時間內向行政管理公司之登記營業處索取。

請注意,愛爾蘭中央銀行(下稱「中央銀行」)並未審閱本函件。

2019年2月22日

親愛的股東,您好:

關於: 先機環球基金 (前英文名稱為Old Mutual Global Investors Series plc) (下稱「本公司」)

管理公司委任案及公開說明書之修訂

#### 1. 引言

本公司經愛爾蘭中央銀行(下稱「中央銀行」)許可為 UCITS 傘型基金,各子基金(下稱「基金」)之間責任分別獨立,並為根據愛爾蘭法律成立的有限責任開放式投資公司。

謹此致函通知 台端,即本公司之股東,有關提議委派先機環球投資(歐洲)有限公司(Merian Global Investors (Europe) Limited)(下稱「管理公司」)擔任本公司之 UCITS 管理公司事宜。

#### 2. 管理公司委任案

背景

本公司目前是一家經中央銀行許可之自行管理投資公司。

謹提議由本公司委派管理公司擔任其 UCITS 管理公司一職(下稱「委任案」)。

管理公司經中央銀行許可,得依據《條例》擔任基金管理公司以及依據 2013 年歐盟(另類投資基金經理人)條例(暨其修訂)擔任另類投資基金經理人(AIFM)。管理公司之主要業務為擔任投資基金之管理機構。

#### 委任案之緣由

委任案之緣由主要係為確保在英國脫歐後,本公司擁有一家設立於歐盟之基金管理公司,俾本公司之基金得繼續在歐洲經濟區(EEA)進行銷售。預期在委任案生效後,本公司之基金仍可由管理公司繼續在歐洲經濟區(EEA)進行跨境銷售。

在不斷演進之監管環境中,委任案亦具有提升本公司公司治理架構之效果。以管理公司型態作為 UCITS 基金偏好之組織與公司治理架構,係反映中央銀行所加諸之額外法規義務與要求,以及反映 UCITS 基金之運作中不斷提高之行政複雜度。

#### 委任案之可能影響

自生效日起,本公司將成為一家外部管理型之投資公司,且將不再以自行管理投資公司之形式營運。

根據中央銀行之規定,對本公司數家服務提供商之委派以及相關合約等將做出調整,以反映管理公司出現在本公司之組織架構一事。

管理公司將成為由本公司委派之經銷商,且有指派次經銷商之權限。

投資管理公司將繼續獲委派擔任本公司及其旗下基金之投資管理機構,管理公司 則會繼續將與基金有關之投資管理職責委由投資管理公司辦理。

如上所述,隨著管理公司承擔起確保本公司遵循《UCITS條例》與《中央銀行基金管理公司指引》下諸多義務之責任,本公司之公司治理架構亦將隨之變更。

各基金之管理費將支付予管理公司(而非投資管理公司)。管理公司應從管理費中支付投資管理公司(如有適用,並包括相關投資顧問與過渡經理人)之費用與佣金。

申購特定基金類股股份時所須支付之首次申購費將支付予管理公司(而非本公司)。

然而,委任案不會導致基金投資組合之投資管理特色、風險程度、本公司與基金之相關風險有任何變動或自基金資產支付之費用發生任何淨增加。除以上所揭露者外,委任案亦不會導致本公司與基金之現行運作或管理方式發生任何變化。此外,委任案亦不致使本公司與基金之收費水位/管理成本發生任何變化。就此而言,預期委任案不會對股東之權利造成任何不利影響,且整體而言亦將符合股東之最佳利益。與委任案有關之一切支出與費用,包括但不限於法律費用、印製及

發布本通知之費用等,將由本公司負擔。該等支出與費用約為 190,000 美元。 與委任案有關之一切支出與費用將根據各基金之資產淨值按比例分配予所有基 金。

#### 3. 生效日

本公司董事(下稱「**董事**」)擬於 2019 年 3 月 22 日或董事所決定之較晚日期 (下稱「**生效日**」)實施上述變更。倘董事決定上述變更應於較晚日期生效時, 則將於 www.merian.com 網站上公告。

#### 4. 股份之買回

股東如不欲於委任案生效後繼續持有相關基金,得透過發出買回交易指示之方式 要求買回其持有之基金股份。此等買回可在生效日前,於任一交易日依據公開說 明書所載程序為之。該等基金股份之買回毋須支付買回費。

#### 5. 公開說明書之變更

公開說明書將進行更新,以反映上述委任案,以及因委任案所導致本公司組織架 構的數項調整。

尤其是,公開說明書將進行下列變更:

- (a) 「營業日」之定義將進行更新以將管理公司涵蓋在內,新的「營業日」定義 將係指基金相關增補文件可能記載之地區內及該基金相關之零售銀行開門 營業之日,或由管理公司或董事所擇定之任何其他日期。為免疑義,基金相 關增補文件中所記載之「營業日」將不會發生任何變動。
- (b) 投資管理公司目前係由本公司指派,並為本公司之經銷商。在委任案後,投資管理公司將改由管理公司指派,並將擔任基金之次經銷商。因此,「投資管理公司」之定義將更新為係指先機環球投資(英國)有限公司,或經管理公司委派擔任本公司基金之投資管理公司暨次經銷商之任何繼任機構,其有權就基金資產指派投資顧問以及指派其他次經銷商。
- (c) 「投資管理費」(將更名為「管理費」)一節將進行修訂,以反映各基金之管理費將支付予管理公司(而非投資管理公司),以及其他相應修訂(包括於各基金增補文件中之相應修訂)。
- (d) 「首次申購費」一節將進行修訂,以反映申購特定基金類股股份時所須支付 之首次申購費將支付予管理公司(而非本公司)。
- (e) 公開說明書中標題為「本公司之薪酬政策」一節將予更新,以針對管理公司之薪酬政策,而非本公司之薪酬政策進行揭露。
- (f) 加入管理公司之資訊與概況說明。

- (g) 如有必要,基金之投資政策將進行小幅度修訂,以確保在英國退出歐盟後基金仍可維持其現有之投資曝險。
- (h) 其他因委任案所導致或與其有關之相應修訂。

此外,公開說明書亦將做出其他雜項修訂與更新。

有關進一步詳情,請參閱修訂後之公開說明書。修訂後之公開說明書將於生效日 或其前後,於一般營業時間在行政管理公司之登記營業處免費提供索閱。

#### 6. 疑問

請注意,台端毋須對本函做出回覆,蓋本函僅作為通知之用。然而,本公司亦謹 此誠邀 台端與本公司代表就本函內容進行討論。

本公司謹此告知 台端,如 台端認為有必要者,亦應與 台端之專業顧問就本 函進行討論。除 台端之專業顧問外,不得向任何人揭露本函之內容。本函係專 門向 台端發出,且僅與 台端對本公司所持有之股份有關。

台端如對此等事宜有任何疑問,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

Nicola Stronach

董事

代表先機環球基金

## MERIAN GLOBAL INVESTORS SERIES PLC 33 Sir John Rogerson's Quay Dublin 2, Ireland

This document is important and requires your immediate attention. If you are in doubt as to the action you should take, you should seek advice from your stockbroker, bank manager, solicitor, tax adviser, accountant or other independent financial adviser where appropriate.

If you have sold or transferred all of your Shares in Merian Global Investors Series plc (formerly known as Old Mutual Global Investors 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.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus for the Company dated 28 September 2018 including the Supplements of the Funds (as amended from time to time) (the "Prospectus"). A copy of the Prospectus is available upon request during normal business hours from the registered office of the Administrator.

Please note that the Central Bank of Ireland (the "Central Bank") has not reviewed this letter.

22 February 2019

Dear Shareholder,

Re: Merian Global Investors Series plc (formerly known as Old Mutual Global Investors Series plc) (the "Company")

Proposed appointment of a management company and amendments to the Prospectus

#### 1. INTRODUCTION

The Company is authorised by the Central Bank of Ireland (the "Central Bank") as a UCITS umbrella fund with segregated liability between sub-funds (the "Funds") and is established as an open-ended investment company incorporated with limited liability under the laws of Ireland.

We are writing to you, as a shareholder of the Company, to notify you of the proposed appointment of the Merian Global Investors (Europe) Limited (the "**Manager**") as the UCITS management company of the Company.

#### 2. THE PROPOSED APPOINTMENT OF THE MANAGER

#### **Background**

The Company is currently authorised by the Central Bank as a self-managed investment company.

It is proposed that the Company will appoint the Manager as its UCITS management company (the "**Proposed Appointment**").

The Manager is authorized by the Central Bank to act as a fund management company pursuant to the Regulations and an Alternative Investment Fund Manager (AIFM) pursuant to the European Communities (Alternative Investment Fund Managers) Regulations, 2013, as amended. Its principal business is acting as manager of investment funds.

#### Rationale for the Proposed Appointment

The rationale for the Proposed Appointment is primarily to ensure that the Company has an EU domiciled fund management company, post Brexit, so the Funds of the Company can continue to be marketed within the EEA. It is expected that once the Proposed Appointment has taken effect the Funds of the Company can continue to be marketed within the EEA on a cross-border basis by the Manager.

The Proposed Appointment will also have the effect of enhancing the Company's corporate governance structure in an evolving regulatory environment. The emergence of the management company as the preferred organisational and corporate governance structure for UCITS funds is a reflection of the additional regulatory obligations and requirements imposed by the Central Bank and the increasing administrative complexity associated with the operation of UCITS funds.

#### Implications of the Proposed Appointment

With effect from the Effective Date, the Company will become an externally managed investment company and will cease to operate as a self-managed investment company.

The appointment of the Company's various service providers and the related contracts will, pursuant to the requirements of the Central Bank, be adjusted to reflect the presence of the Manager in the Company's organisational structure.

The Manager will become the appointed Distributor of the Company with the power to appoint sub-distributors.

The Investment Manager will continue its appointment as the investment manager of the Company and its Funds and the Manager will at all times continue to delegate the investment management function in respect of the Funds to the Investment Manager.

As outlined above, the Company's corporate governance structure will change with the Manager assuming responsibility for ensuring compliance with many of the Company's obligations under the UCITS Regulations and the Central Bank's Fund Management Companies Guidance.

The Management Fee in respect of each Fund will be payable to the Manager instead of the Investment Manager. Out of the Management Fee, the Manager shall pay the fees and commissions payable to the Investment Manager (including the relevant Investment Adviser and transition manager where applicable).

The initial charge which is payable on subscriptions of certain classes of Shares will be paid to the Manager instead of the Company.

The Proposed Appointment will not, however, result in any change in the investment management, features, level of risk in the Funds' portfolios, risks applicable to the Company and the Funds or net increase in the fees payable out of the assets of the Funds. The Proposed Appointment will also not result in a change to the manner in which the Company and the Funds currently operates or is being managed save as disclosed above. It will also not result in a change in the fee level / cost in managing the Company and the Funds. In this regard, it is anticipated that the Proposed Appointment will have no adverse effect on the rights of Shareholders and will be generally in their best interests. All costs and expenses associated with the Proposed Appointment including but not limited to legal fees, costs in relation to printing and issuance of this notice, which will be approximately USD\$190,000 will be borne by the Company. The costs and expenses associated with the Proposed Appointment will be allocated to all the Funds pro rata to the Net Asset Value of each Fund.

#### 3. EFFECTIVE DATE

The directors of the Company (the "Directors") intend to effect the above changes on 22 March 2019 or such later date as determined by the Directors (the "Effective Date"). If the Directors determine

that the changes will take effect on a later date, this will be announced on the website www.merian.com.

#### 4. REPURCHASE OF SHARES

Shareholders who do not wish to remain in the relevant Fund(s) after the Proposed Appointment takes effect may request to repurchase their Shares in the Fund by placing a repurchase order. Such repurchase can be made on any Dealing Day prior to the Effective Date in accordance with the procedures set out in the Prospectus. No redemption charge shall be payable on the repurchase of the Shares of the Fund.

#### 5. CHANGES TO THE PROSPECTUS

The Prospectus will be updated to reflect the Proposed Appointment, and the various adjustments to the Company's organisational structure that the Proposed Appointment brings.

In particular, the following changes will be made to the Prospectus:

- (a) The definition of "Business Day" will be updated to include reference to the Manager so that the new definition of "Business Day" will mean any day on which retail banks are open for business in such jurisdictions and in respect of such Funds as may be specified in the relevant Supplement relating to that Fund or any other day as the Manager or Directors may determine. For the avoidance of doubt, there is no change to the "Business Day" as specified in the relevant Supplement relating to the relevant Fund.
- (b) Currently, the Investment Manager is appointed by the Company and is the distributor of the Company. After the Proposed Appointment, the Investment Manager will be appointed by the Manager and will act as the Sub-Distributor of the Funds. Accordingly, the definition of "Investment Manager" will be updated to mean Merian Global Investors (UK) Limited or any successor thereto appointed by the Manager to act as Investment Manager and Sub-Distributor of the Company's Funds with the power to appoint Investment Advisers in relation to the assets of a Fund and to appoint other Sub-Distributors.
- (c) The section "Investment Management Fee" (to be renamed as "Management Fee") will be amended to reflect that the Management Fee for each Fund will be payable to the Manager instead of the Investment Manager and other consequential amendments as a result thereof (including in the Supplement relating to each Fund).
- (d) The section headed "Initial Charge" will be amended to reflect that the initial charge which is payable on subscriptions of certain classes of Shares will be paid to the Manager instead of the Company.
- (e) The section headed "Remuneration Policy of the Company" in the Prospectus will be updated to disclose the remuneration policy of the Manager instead of the remuneration policy of the Company.
- (f) Inclusion of information and profile of the Manager.
- (g) Where necessary, minor drafting amendments will be made to the investment policies of the Funds in order to ensure that the Funds are able to maintain their current investment exposures after Britain has left the European Union.
- (h) Other consequential and drafting amendments as a result of or in connection with the Proposed Appointment.

In addition, there will also be other miscellaneous amendments and updates to the Prospectus.

Please refer to the revised Prospectus for further details. A copy of the revised Prospectus will be available on or around the Effective Date, free of charge upon request during normal business hours from the registered office of the Administrator.

#### 6. ENQUIRIES

Please note that you do not need to respond to this letter as it is for notification purposes only. However, you are invited to discuss the contents of this letter with a representative from the Company.

We advise that you also discuss this letter with your own professional advisers as you find necessary. This letter should not be disclosed to anyone other than your professional advisers. This letter has been specifically addressed to you and relates solely to the shares you currently hold in the Company.

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 sincerely,

Nicola Stronach

Director
For and on behalf of
Merian Global Investors Series plc