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# Notice of Extraordinary General Meeting

## Investec Global Strategy Fund

Société d'Investissement à Capital Variable. Registered Office: 49, Avenue J.F. Kennedy, L-1855 Luxembourg, R.C.S. Luxembourg B 139.420 (the "Company")

Dear Shareholder,

Notice is hereby given and you are invited to attend an **EXTRAORDINARY GENERAL MEETING** of the Shareholders of the Company which will be held, before notary, at the registered office of the Company at 49, Avenue J.F. Kennedy, L-1855 Luxembourg, on 21 April 2020 at 11a.m. (CET) (the "**Meeting**"), to deliberate and vote on the amendments of the articles of incorporation of the Company (the "**Articles**").

The agenda is described below.

### Agenda

- a. Change of name of the Company and subsequent amendment of article 1 of the Articles to read as follows:

"There exists a public limited company (société anonyme) qualifying as an investment company with variable share capital (société d'investissement à capital variable) under the name "**Investec Global Strategy Fund**" "**Ninety One Global Strategy Fund**" (the "**Company**") which shall be governed by Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended from time to time (the "**2010 Law**"), the law of 10 August 1915 concerning commercial companies, as amended from time to time (the "**1915 Law**") to which the 2010 Law refers, the law of 6 April 2013 on dematerialised securities, as amended from time to time, the law of 1 August 2001 on the circulation of securities, as amended from time to time, as well as by the present articles of incorporation (the "**Articles of Incorporation**").

Unless otherwise indicated, any capitalised term in these Articles of Incorporation shall have the same meaning as that set out in the Company's prospectus (the "**Prospectus**")."

The Meeting will validly deliberate on this item if at least one-half of the share capital is present or represented and the resolution on the item will be validly passed by the affirmative vote of at least two-thirds of the votes validly cast at the Meeting, in conformity with article 19 of the Articles and article 450-3(2) of the amended Luxembourg law of 10 August 1915 on commercial companies (the “1915 Law”). If the resolution is passed by the requisite number of votes validly cast at the Meeting, the amended Articles of the Company shall come into force on 2 June 2020.

Copies of the amended Articles will be available free of charge, in English, at the registered office of the Company and they may be downloaded from the Ninety One website ([www.ninetyone.com/hk](http://www.ninetyone.com/hk)) if the resolutions are successfully passed at the Meeting.

Each share is entitled to one vote.

**By order of the Board**

Investec Global Strategy Fund

**Chairman**

25 March 2020

**Notes**

1. A shareholder entitled to attend and vote at the Meeting but who is unable to do so is entitled to appoint one or more proxies to attend and to vote instead of him/her. The proxy needs not be a shareholder in the Company. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarised certified copy of such power of attorney, in order to be valid, must either be deposited at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, returned by email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) or returned by fax on (+352) 464 010 413 by 3p.m. (CET) on 17 April 2020.

Please be advised that only shareholders on record as at 3p.m. (CET) on 15 April 2020 may be entitled to vote at this Meeting.

2. A form of proxy for use at the Meeting is enclosed. A form of proxy validly completed and returned for the Meeting will remain valid for any adjournment thereof as well as for a reconvened Meeting in case the quorum requirements of the Meeting are not met.
3. The Meeting hereby convened will validly deliberate upon the item of the above agenda if at least one half of the share capital of the Company is present or represented by proxy and the resolution on the item of the agenda will be validly passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting, in conformity with article 19 of the articles of incorporation of the Company and the 1915 Law.
4. If a quorum is not present within half an hour after the time appointed for the commencement of the Meeting, it will be reconvened at 11a.m. (CET) on 29 May 2020 and will be held at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Shareholders will be notified of such reconvened meeting. There are no quorum requirements for such reconvened meeting.
5. Once passed by the requisite majority of two thirds of the votes cast, the resolution will be binding on all shareholders, irrespective of how or whether they voted.

<sup>1</sup> The website has not been reviewed by the SFC.



# General Meeting

on 21 April 2020

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For use at the Extraordinary General Meeting of Shareholders of the Investec Global Strategy Fund (the “Company”) to be held in Luxembourg at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, on 21 April 2020 at 11a.m. (CET) (the “Meeting”).

Shareholder name: \_\_\_\_\_

Shareholder address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Shareholder account number: \_\_\_\_\_

I/We, the undersigned, being a Shareholder in the Company hereby appoint the Chairman of the meeting or (see Note 1)

Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

to act as my proxy to vote on my behalf at the Meeting and at any adjournment(s) thereof in relation to deliberate and vote on the amendment of article 1 of the articles of incorporation (the “Articles”) in order to change the name of the Company as set out in the agenda specified in the notice of the Meeting dated 25 March 2020 (the “Resolution”).

Please read the Notes below carefully.

Please indicate how you wish your proxy to vote in respect of the Resolution set out below by placing a 'tick' in the appropriate box under either 'for' or 'against'.

In respect of the Resolution, I direct my proxy to vote as follows (see Note 2);

Resolution	For	Against
<p>Change of name of the Company and subsequent amendment of article 1 of the articles of incorporation to read as follows: "There exists a public limited company (société anonyme) qualifying as an investment company with variable share capital (société d'investissement à capital variable) under the name "<del>Investec Global Strategy Fund</del>" "<b>Ninety One Global Strategy Fund</b>" (the "Company") which shall be governed by Part I of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended from time to time (the "<b>2010 Law</b>"), the law of 10 August 1915 concerning commercial companies, as amended from time to time (the "<b>1915 Law</b>") to which the 2010 Law refers, the law of 6 April 2013 on dematerialised securities, as amended from time to time, the law of 1 August 2001 on the circulation of securities, as amended from time to time, as well as by the present articles of incorporation (the "<b>Articles of Incorporation</b>").</p> <p>Unless otherwise indicated, any capitalised term in these Articles of Incorporation shall have the same meaning as that set out in the Company's prospectus (the "<b>Prospectus</b>")."</p>	<input type="checkbox"/>	<input type="checkbox"/>

**Please complete and return this Proxy form by 3p.m. (CET) on 17 April 2020 by fax to (+352) 464 010 413 or email to luxembourg-domiciliarygroup@statestreet.com or mail using the enclosed business reply envelope to 49, Avenue J.F. Kennedy, L-1855 Luxembourg, together with the Power of Attorney, or other written authority (if any) under which it is signed, or a notarially certified copy of such power of authority.**

By signing the below you agree that the proxyholder is authorised to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy, even if not formally mentioned in the present documents, and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Companies' Registrar, while the undersigned promises to ratify all said actions taken by the proxyholder whenever requested.

The present proxy will remain in force if the Meeting, for whatsoever reason, is adjourned, postponed or reconvened.

This proxy, and the rights, obligations and liabilities of the undersigned and the proxyholder hereunder, shall be governed by the laws of Luxembourg, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder before the courts of Luxembourg-City, and each of the undersigned and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such action or proceeding and waives any objection to the jurisdiction or venue of such courts.

<hr/>	<hr/>
Signed	Date

## Notes

1. If you wish to appoint someone other than the Chairman of the meeting, please delete the words 'the Chairman of the meeting' above, and insert the name and address of your appointee in the section provided. This person needs not be a Shareholder, but must attend the meeting in person to represent you. If you wish to appoint the Chairman as your proxy, as above, please leave the section blank.
2. Please indicate with a tick how you wish to vote in respect of the resolution. If the Form of Proxy is signed and returned without any specific direction as to voting, the proxy is therefore directed to vote or abstain from voting as he or she thinks fit. If you do not wish to vote the same way in respect of all your shares, please contact us.
3. To be valid, this Form of Proxy must be received by 3p.m. (CET) on 17 April 2020. Please send this form via fax to (+352) 464 010 413 or email to [luxembourg-domiciliarygroup@statestreet.com](mailto:luxembourg-domiciliarygroup@statestreet.com) or mail using the enclosed business reply envelope to 49, Avenue J.F. Kennedy, L-1855 Luxembourg, together with the Power of Attorney, or other written authority (if any) under which it is signed, or a notarially certified copy of such power of authority.
4. In the case of a shareholder that is a corporation, this Form of Proxy must be either under its common seal or under the hand of a duly authorised officer or attorney.
5. In the case of joint holders of record, the vote of the senior 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 seniority shall be determined by the order in which the names stand in the register of shareholders.
6. This Form of Proxy is for use at the Meeting and will remain valid for any adjournment thereof as well as for a reconvened extraordinary general meeting in case the quorum requirements for the Meeting are not met.
7. The Meeting hereby convened will validly deliberate upon the item of the above agenda if at least one half of the share capital of the Company is present or represented by proxy and the resolution on the item of the agenda will be validly passed by the affirmative vote of at least two thirds of the votes validly cast at the Meeting, in conformity with article 19 of the Articles of the Company and the 1915 Law.
8. If a quorum is not present within half an hour after the time appointed for the commencement of the meeting, it will be reconvened at 11a.m. (CET) on 29 May 2020 and will be held at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg. Shareholders will be notified of such reconvened extraordinary general meeting. There are no quorum requirements for such reconvened meeting.
9. Once passed by the requisite majority of two thirds of the votes cast, the resolution will be binding on all shareholders, irrespective of how or whether they voted.
10. The amended and restated Articles of the Company shall come into force on 2 June 2020 upon the resolution being passed by the requisite number of votes validity cast at the Meeting.







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# 特別股東大會通知

## 天達環球策略基金

可變更資本投資公司

註冊辦事處：49, Avenue J.F. Kennedy, L-1855 Luxembourg R.C.S.Luxembourg B 139.420  
(「本公司」)

親愛的股東：

我們現特函誠意邀請閣下出席於2020年4月21日上午11時(歐洲中部時間)假座本公司位於49, Avenue J.F. Kennedy, L-1855 Luxembourg的註冊辦事處及於公證人前召開的本公司特別股東大會(「大會」)，以商討本公司組織章程(「組織章程」)的修訂，並就有關修訂進行投票：

以下為大會議程。

### 議程

a. 更改本公司名稱及相應修訂組織章程第1條，內容如下：

「一家名為「**Investec Global Strategy Fund**」「**Ninety One Global Strategy Fund**」的公眾有限公司(société anonyme)(「本公司」)，符合可變更資本投資公司(société d'investissement à capital variable)的資格，須受2010年12月17日關於集體投資計劃的盧森堡法律第一部份(經不時修訂)(「**2010年法例**」)、2010年法例所引用的1915年8月10日針對商業公司的法律(經不時修訂)(「**1915年法例**」)、2013年4月6日有關無紙化證券的法律(經不時修訂)、2001年8月1日有關證券流通的法律(經不時修訂)，以及現時組織章程(「**組織章程**」)所規管。

除非另有訂明，本組織章程所用詞彙與本公司發售章程(「**發售章程**」)所界定者具有相同涵義。」

大會必須由代表本公司最少一半股本的股東親身或委派代表出席，方可有效商討上述事宜；而有關事宜的決議案必須經由最少三分之二的與會股東或代表，在符合本公司組織章程第19條和1915年8月10日有關商業公司的盧森堡法例第450-3(2)條(經修訂)(「**1915年法例**」)的情況下投票贊成，方可有效通過。若決議案在大會上獲所需的有效投票票數通過，本公司經修訂組織章程則會在2020年6月2日生效。

若大會通過決議案，則經修訂組織章程的英文本可於本公司的註冊辦事處免費索取，亦可從晉達網站(www.ninetyone.com/hk)下載。

每股股份享有一票表決權。

承董事局命  
天達環球策略基金  
主席

2020年3月25日

### 附註

1. 有權但未能參加大會並投票的股東可指派一名或多名代表出席，並代其投票。代表不必為本公司股東。委任代表之文件連同授權書或其他簽署授權書的授權文件(如有)，或該授權書的公證副本，必須於2020年4月17日下午3時(歐洲中部時間)前送達本公司位於49, Avenue J.F. Kennedy, L-1855 Luxembourg之註冊辦事處，或電郵至luxembourg-domiciliarygroup@statestreet.com或傳真至(+352) 464 010 413，方為有效。

請注意，僅於2020年4月15日下午3時(歐洲中部時間)前已載於紀錄的股東，方有權於此大會上投票。

2. 隨附用於大會的代表委任書。就大會有效填妥並交回的代表委任書於任何有關的延會上仍然有效，及在未能滿足特別股東大會的最低法定人數要求的情況下，於再次召開的大會上，本代表委任書亦為有效。
3. 召開大會必須由代表本公司最少一半股本的股東親身或委派代表出席，方可有效商討上述事宜；而議程內有關事宜的決議案必須經由最少三分之二的與會股東或代表，在符合本公司組織章程第19條和1915年法例的情況下投票贊成，方可有效通過。
4. 如大會指定開始時間過後半小時內還未達到最低法定人數要求，該大會將押後至2020年5月29日上午11時(歐洲中部時間)，於本公司位於49, Avenue J.F. Kennedy, L-1855 Luxembourg的註冊辦事處再次召開。各股東將會收到有關再次召開大會的通知。該再次召開的大會將不設有最低法定人數的要求。
5. 一旦獲得指定的三分二大多數票數通過，所有股東(無論其如何投票或有否投票)均受該決議約束。

<sup>1</sup>此網站並未經證監會審閱。





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# 股東大會

2020年4月21日

適用於天達環球策略基金(「本公司」)在2020年4月21日上午11時(歐洲中部時間)假座本公司於49, Avenue J.F. Kennedy, L-1855 Luxembourg的註冊辦事處舉行的特別股東大會(「大會」)。

股東名稱：

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股東地址：

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股東賬戶號碼：

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本人／吾等(下述簽署人)作為本公司的股東，現委任大會主席或(見附註1)

姓名：

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地址：

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作為本人的代表，代為出席本公司的特別股東大會及其任何續會，以商討2020年3月25日的特別股東大會通知所述議程載列為更改本公司名稱而修訂組織章程(「組織章程」)第1條(「決議案」)，並代表本人投票。

請仔細閱覽附註。

請於下列「贊成」或「反對」的適當空位填上「✓」號，以顯示閣下希望代表如何就有關決議案作出投票。  
就有關決議案而言，本人現指示代表按照下列所述作出投票(見附註2)：

**決議案**

**贊成**

**反對**

更改本公司名稱及相應修訂組織章程第1條，內容如下：

「一家名為「**Investec Global Strategy Fund**」**「Ninety One Global Strategy Fund**」的公眾有限公司(société anonyme)(「**本公司**」)，符合可變更資本投資公司(société d'investissement à capital variable)的資格，須受2010年12月17日關於集體投資計劃的盧森堡法律第一部份(經不時修訂)(「**2010年法例**」)、2010年法例所引用的1915年8月10日針對商業公司的法律(經不時修訂)(「**1915年法例**」)、2013年4月6日有關無紙化證券的法律(經不時修訂)、2001年8月1日有關證券流通的(經不時修訂)，以及現時組織章程(「**組織章程**」)所規管。

除非另有訂明，否則本組織章程所用詞彙與本公司發售章程(「發售章程」)所界定者具有相同涵義。」

請於**2020年4月17日下午3時(歐洲中部時間)**之前填妥並交回此代表委任書。請將此代表委任書連同授權書，或其他簽署授權書的授權文件(如有)，或該授權書的公證副本，傳真至**(+352) 464 010 413**，或電郵至**luxembourg-domiciliarygroup@statestreet.com**，或郵寄至**49, Avenue J.F. Kennedy, L-1855 Luxembourg**。

一經於下文簽署，即代表閣下同意授權代表作出任何陳述、進行所有投票、簽署所有會議紀錄及其他文件、作出一切合法、必需或有助完成及履行此代表委任書的事情(即使現有文件並沒有正式提及)，以及按照盧森堡法律在公司註冊處進行任何註冊，而下述簽署人承諾每當被要求時將追認由代表作出的所有前述行為。

倘是次特別股東大會因任何原因休會、延期或再召開，此代表委任書仍然有效。

此代表委任書，以及下述簽署人及代表的權利、義務及責任受盧森堡法律約束，並不受制於法律衝突規則。

由此委任引起、與之相關及因而出現的任何索償、糾紛或爭論，應由下述簽署人及代表向盧森堡市的法院提出，而每名下述簽署人及代表因應任何此等行動或訴訟將會受到此等法院的專屬管轄，並放棄對此等法院的專屬管轄或場地提出任何異議。

簽署	日期

**附註：**

1. 若閣下希望委任大會主席以外的人士為代表，請刪除上述「大會主席」的字眼，並在所示適當位置填寫委任代表的姓名和地址。該名人士毋須為股東，但必須親身代表閣下出席大會。若閣下希望委任上述主席作為代表，請毋須填寫此部份。
2. 請填上「✓」號，顯示閣下對有關決議案的投票意願。若已簽署並交回代表委任書，但並無作出任何特定投票指示，代表可因而按其認為恰當的選擇作出投票或放棄投票。若閣下不擬就所持全部股份作出相同的投票，請與我們聯絡。
3. 本代表委任書必須於2020年4月17日下午3時(歐洲中部時間)前收訖方為有效。請將本代表委任書連同授權書，或其他簽署授權書的授權文件(如有)，或該授權書的公證副本，傳真至(+352) 464 010 413或電郵至luxembourg-domiciliarygroup@statestreet.com或郵寄至49, Avenue J.F. Kennedy, L-1855 Luxembourg。
4. 倘股東為公司，則本代表委任書須另行加蓋公司印鑑，或經由公司負責人或正式授權人親筆簽署。
5. 倘記錄為聯名股東，則就任何決議案投票時，本公司將接納排名最先之股東之投票(不論親身或委派代表)，而其他聯名股東再無投票權。就此方面而言，排名先後乃按股東名冊內之排名次序而定。
6. 本代表委任書適用於特別股東大會，並於任何有關的延會上仍然有效，及在未能滿足特別股東大會的最低法定人數要求的情況下，於再次召開的特別股東大會上，本代表委任書亦為有效。
7. 召開大會必須由代表本公司最少一半股本的股東親身或委派代表出席，方可有效商討上述事宜；而議程各項事宜的決議案必須經由最少三分之二的與會股東或代表，在符合本公司組織章程第19條和1915年法例的情況下投票贊成，方可有效通過。
8. 如大會指定開始時間過後半小時內還未達到最低法定人數要求，該大會將押後至2020年5月29日上午11時(歐洲中部時間)，於本公司位於49, Avenue J.F. Kennedy, L-1855 Luxembourg的註冊辦事處再次召開。各股東將會收到有關再次召開特別股東大會的通知。該再次召開的大會將不設有最低法定人數的要求。
9. 一旦獲得指定的三分二大多數票數通過，所有股東(無論其如何投票或有否投票)均受該決議約束。
10. 經修訂及重訂的本公司組織章程在有關決議案於大會上獲所需有效投票通過後於2020年6月2日生效。



