

檔 號：  
保存年限：

# 鋒裕匯理證券投資信託股份有限公司 函

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受文者：滙豐(台灣)商業銀行股份有限公司

發文日期：中華民國112年5月3日  
發文字號：鋒裕投信字第1120000082號  
速別：普通件

密等及解密條件或保密期限：

附件：(112P000082\_1120000082\_112D2000195-01.pdf、112P000082\_1120000082\_112D2000196-01.pdf、112P000082\_1120000082\_112D2000197-01.pdf、112P000082\_1120000082\_112D2000198-01.pdf)

主旨：轉送鋒裕匯理基金股東臨時會相關事項，敬請查照。

說明：



- 一、依據境外基金管理辦法第45條規定辦理。
- 二、本公司接獲境外基金通知，由於未達法定人數，鋒裕匯理基金於 2023年5月2日召開之股東臨時會未能有效決定其議程項目。故再次通知鋒裕匯理基金將於2023年5月17日上午9時（盧森堡時間）在註冊辦事處5, Allée Scheffer, L-2520 Luxembourg召開股東臨時會，相關通知書及委託書請詳附件。
- 三、此會議之主要目的為新增「實物買回」、「實物申購」及「防制洗錢及資助恐怖主義」之相關敘述於公司章程。
- 四、上述決議之生效日自召開股東臨時會之日起生效。
- 五、若您無法親自出席本次會議，請填妥、載明日期並簽署所附之委託書，並於召開股東臨時會至少3個工作日前，透過電子郵件或傳真將其寄回（電子郵件地址：Proxies-Lux

embourg@amundi.com或傳真+35226868099)。

正本：臺灣銀行股份有限公司、臺灣土地銀行股份有限公司、合作金庫商業銀行、第一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、台北富邦商業銀行股份有限公司、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、王道商業銀行股份有限公司、臺灣中小企業銀行股份有限公司、渣打國際商業銀行股份有限公司、台中商業銀行股份有限公司、京城商業銀行股份有限公司、滙豐(台灣)商業銀行股份有限公司、法商法國巴黎銀行台北分公司、瑞興商業銀行股份有限公司、華泰商業銀行股份有限公司、臺灣新光商業銀行股份有限公司、陽信商業銀行股份有限公司、板信商業銀行股份有限公司、三信商業銀行股份有限公司、聯邦商業銀行股份有限公司、遠東國際商業銀行股份有限公司、元大商業銀行股份有限公司、永豐商業銀行股份有限公司、玉山商業銀行股份有限公司、凱基商業銀行股份有限公司、星展(台灣)商業銀行股份有限公司、台新國際商業銀行股份有限公司、安泰商業銀行股份有限公司、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、鉅亨證券投資顧問股份有限公司、安達國際人壽保險股份有限公司、永豐金證券股份有限公司、安聯人壽保險股份有限公司、凱基證券股份有限公司、安聯證券投資信託股份有限公司、富盛證券投資顧問股份有限公司、國泰證券投資顧問股份有限公司、容海國際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、野村證券投資信託股份有限公司、新光證券投資信託股份有限公司、法商法國巴黎人壽保險股份有限公司台灣分公司、國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、富邦人壽保險股份有限公司、宏泰人壽保險股份有限公司、新光人壽保險股份有限公司、全球人壽保險股份有限公司、台灣人壽保險股份有限公司、元大人壽保險股份有限公司、富邦綜合證券股份有限公司、元富證券股份有限公司、台新人壽保險股份有限公司

副本：

2023/05/03  
18:18:20  
章

(節譯文)

**鋒裕匯理基金**

(下稱「本公司」)

可變資本投資公司

註冊辦公室：5, Allée Scheffer

L-2520 Luxembourg

R.C.S. de Luxembourg B-68.806

盧森堡，2023 年 5 月 3 日

**致股東通知書**

由於未達法定人數，鋒裕匯理基金於 2023 年 5 月 2 日召開之股東臨時會未能有效決定其議程項目。因此，誠摯邀請股東參加於 2023 年 5 月 17 日星期三上午 09:00 整假 AMUNDI LUXEMBOURG 位於 5, Allée Scheffer, L-2520 Luxembourg 之辦公室舉行之新股東臨時會，議程如下：

- 1 增加下列之新條文第 34 條，名為「洗錢及資助恐怖主義」，該條提及本公司之義務及有權採取之措施，以完全遵守關於防制洗錢及資助恐怖主義所適用之國際及盧森堡法律及規定：

引用開始

**洗錢及資助恐怖主義**

**第 34 條**

本公司必須遵守關於防制洗錢及資助恐怖主義所適用之國際及盧森堡法律及規定，特別是 2004 年 11 月 12 日關於打擊洗錢及資助恐怖主義之盧森堡法律(可能不時修訂)，及不時採用之施行規定及盧森堡金融監理委員會(CSSF)之通函。

為遵守旨在防制洗錢及資助恐怖主義之國際及盧森堡法律、規定、通函等，本公司(及/或其任何受任人)得要求特定類型的帳戶文件，以使本公司能確認申購人及最終受益人的正確身分、申購款項來源，並持續監控業務關係。本公司(及/或其任何受任人)亦得要求申購人提供額外文件(不論係於開戶前或其後之任何時間)，直至本公司(及/或其任何受任人)合理確信其瞭解申購人之身分及經濟目的。此外，如為辨識申購人/股東而提供予本公司之資訊需更新(地址變更、最終受益人變更等)，申購人及股東有義務通知本公司。此等資訊

之更新使本公司得妥適聯繫股東，提供股東任何通知或就上述文件及資訊徵詢股東之意見。

遲延或未能向本公司提供及/或使本公司收受所需/最新文件及資訊，可能導致任何下單遲延或未執行，或任何款項被扣留。此外，於此等情況，本公司得採取其認為適當之措施，包括但不限於(a)在收到所需之資訊及文件前凍結股東之帳戶，或(b)在提供股東 30 個日曆日之通知以寄發所需文件後，強制買回股份(依據此等章程之第 7 條)。與股東不合作相關之任何費用(包括帳戶維護費用)將由股東負擔。

不完整、不正確或過時之聯絡資訊(例如姓名及地址)或股東不合作可能導致本公司因更正及重新取得聯繫而產生費用。於此情況下，除因本公司(或其服務供應商)所致之情形外，本公司保留向股東收取該等費用之權利。

引用結束

接著，第 34 條及第 35 條將分別重新編號為第 35 條及第 36 條。

2 加入下列允許實物買回之條款以使第 23 條更為完整：

經相關股東同意或要求，董事會得(於公平對待股東之原則下)以全部或一部實物之方式因應買回請求，此係透過將投資組合中之投資分配予買回股東，其價值等於銷售文件中所述之待買回股份之資產淨值。如法律或規定要求時，此等買回須經本公司核准之查核會計師出具特別審查報告，以確認董事會將決定提供與買回股份相對應之資產之數量、面額及價值。此等實物買回之費用，尤其是特別審查報告之費用，將由請求實物買回之股東或第三人負擔。於此情況下，擬轉讓資產之性質及類型應於公平合理之基礎上決定，且不損及相關子基金之其他股份持有人之利益。

3 加入下列允許實物申購之條款以使第 26 條更為完整：

本公司得同意於符合盧森堡法律規定之條件(尤其是本公司獨立查核會計師有義務提交評價報告)下，以可轉讓證券及/或其他經核准資產之實物出資發行股份，前提是該等資產符合本公司銷售文件中所述之相關子基金之投資政策及限制。因實物資產出資所生之任何費用由相關股東負擔。

4 為完整重述自股東臨時會決議之日起生效之公司章程，以反映股東臨時會通過之各項修正案，包括措辭之一致性調整、誤繕之更正或其他細部修改。

(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。)

5 決議上述議程決議之生效日自召開股東臨時會之日起生效。

6 其他事項。

董事會僅於其認為符合股東全體最佳利益之情況下，始行使經修訂章程下之任何權力。如董事會決定行使章程中賦予之任何權力，此等變更並未排除任何既有之事前通知之要求。

經修訂之章程草案文本得向本公司註冊辦公室索取。

股東應注意，新的股東臨時會無法定人數要求。決議得由出席及/或代表並投票表決三分之二以上之多數決通過。

若您希望親自出席會議，請至遲於會議召開前兩個工作日告知本公司您的意向，本公司將不勝感激。

若您無法親自出席本次會議，請填妥、載明日期並簽署所附之委託書，並於召開股東臨時會至少 3 個工作日前，透過電子郵件或傳真將其寄回(電子郵件地址：[Proxies-Luxembourg@amundi.com](mailto:Proxies-Luxembourg@amundi.com) 或傳真：+352/26.86.80.99)。

本公司最新之公開說明書及重要投資人資訊文件得於本公司之註冊辦公室免費索取。

鋒裕匯理基金董事會

## 委託書

簽署人

(公司名稱)-----

代表人 -----

(請用大寫)

(女士/小姐/先生) -----

(請用大寫)

為鋒裕匯理基金(下稱「本公司」，其註冊辦公室位於 5, Allée Scheffer, L – 2520 Luxembourg)[-----]股之持有人，茲指派本會議之主席擔任他(她)的特別代理人並有權複委託，他(她)並授予所有於本公司於 2023 年 5 月 17 日上午 09:00 整於盧森堡召開討論下列議程之股東臨時會中代表他(她)的權力：

### 議程：

- 1 增加下列之新條文第 34 條，名為「洗錢及資助恐怖主義」，該條提及本公司之義務及有權採取之措施，以完全遵守關於防制洗錢及資助恐怖主義所適用之國際及盧森堡法律及規定：

引用開始

#### 洗錢及資助恐怖主義

##### 第 34 條

本公司必須遵守關於防制洗錢及資助恐怖主義所適用之國際及盧森堡法律及規定，特別是 2004 年 11 月 12 日關於打擊洗錢及資助恐怖主義之盧森堡法律(可能不時修訂)，及不時採用之施行規定及盧森堡金融監理委員會(CSSF)之通函。

為遵守旨在防制洗錢及資助恐怖主義之國際及盧森堡法律、規定、通函等，本公司(及/或其任何受任人)得要求特定類型的帳戶文件，以使本公司能確認申購人及最終受益人的正確身分、申購款項來源，並持續監控業務關係。本公司(及/或其任何受任人)亦得要求申購人提供額外文件(不論係於開戶前或其後之任何時間)，直至本公司(及/或其任何受任人)合理確

(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。)

信其瞭解申購人之身分及經濟目的。此外，如為辨識申購人/股東而提供予本公司之資訊需更新(地址變更、最終受益人變更等)，申購人及股東有義務通知本公司。此等資訊之更新使本公司得妥適聯繫股東，提供股東任何通知或就上述文件及資訊徵詢股東之意見。

遲延或未能向本公司提供及/或使本公司收受所需/最新文件及資訊，可能導致任何下單遲延或未執行，或任何款項被扣留。此外，於此等情況，本公司得採取其認為適當之措施，包括但不限於(a)在收到所需之資訊及文件前凍結股東之帳戶，或(b)在提供股東 30 個日曆日之通知以寄發所需文件後，強制買回股份(依據此等章程之第 7 條)。與股東不合作相關之任何費用(包括帳戶維護費用)將由股東負擔。

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引用結束

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2 加入下列允許實物買回之條款以使第 23 條更為完整：

經相關股東同意或要求，董事會得(於公平對待股東之原則下)以全部或一部實物之方式因應買回請求，此係透過將投資組合中之投資分配予買回股東，其價值等於銷售文件中所述之待買回股份之資產淨值。如法律或規定要求時，此等買回須經本公司核准之查核會計師出具特別審查報告，以確認董事會將決定提供與買回股份相對應之資產之數量、面額及價值。此等實物買回之費用，尤其是特別審查報告之費用，將由請求實物買回之股東或第三人負擔。於此情況下，擬轉讓資產之性質及類型應於公平合理之基礎上決定，且不損及相關子基金之其他股份持有人之利益。

3 加入下列允許實物申購之條款以使第 26 條更為完整：

本公司得同意於符合盧森堡法律規定之條件(尤其是本公司獨立查核會計師有義務提交評價報告)下，以可轉讓證券及/或其他經核准資產之實物出資發行股份，前提是該等資產符合本公司銷售文件中所述之相關子基金之投資政策及限制。因實物資產出資所生之任何費用由相關股東負擔。

(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。)

- 4 為完整重述自股東臨時會決議之日起生效之公司章程，以反映股東臨時會通過之各項修正案，包括措辭之一致性調整、誤繕之更正或其他細部修改。
- 5 決議上述議程決議之生效日自召開股東臨時會之日起生效。
- 6 其他事項。

議程項目	同意	反對
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若第一次召開之本會議無法順利達成決議，則代理人可在後續所有議程相同之會議中，針對上述議程的所有相關動議與上述狀況，代表簽署人參與所有議程討論與表決、核准並簽署所有交易及程序、進行複委託，以及概括而言採取所有履行代理之職所必要或有益行動，並於必要時給予追認。

簽署於[ ]，於 2023 年[ ]

\_\_\_\_\_  
(簽名)

於 2023 年 5 月 2 日召開的第一次股東臨時會之範圍內收到的委託書仍為有效，惟另有收到本委託書之情況則不在此限。

為使本委託書有效，必須於召開股東臨時會至少 3 個工作日前透過電子郵件或傳真將此已填妥、載明日期並完成簽署之委託書寄回 Amundi Luxembourg S.A.( 電子郵件地址：Proxies-Luxembourg@amundi.com 或 傳真：+352/26.86.80.99)。



**AMUNDI FUNDS**  
(the "Company")  
Société d'Investissement à Capital Variable  
Registered office: 5, Allée Scheffer  
L-2520 Luxembourg  
R.C.S. de Luxembourg B-68.806

Luxembourg, May 3, 2023

**NOTICE TO SHAREHOLDERS**

Due to the lack of quorum, the extraordinary general meeting of Amundi Funds convened on May 2, 2023 was not able to validly decide on the items of its agenda. Thus, the Shareholders are kindly invited to attend a new extraordinary general meeting to be held at the offices of AMUNDI LUXEMBOURG, 5, Allée Scheffer, L-2520 Luxembourg on Wednesday May 17, 2023 at 09:00 am with the following agenda:

- 1 To add the following new article 34 named "Money Laundering and Terrorist Financing" and that refers to the obligations of the company and measures it will be entitled to take with the objective to fully comply with applicable international and Luxembourg laws and regulations regarding the prevention of money laundering and terrorist financing :

QUOTE

**MONEY LAUNDERING AND TERRORIST FINANCING**

*Article 34*

*The Company must comply with applicable international and Luxembourg laws and regulations regarding the prevention of money laundering and terrorist financing, including in particular with the - Luxembourg law of 12 November 2004 on the fight against money laundering and terrorist financing, as may be amended from time to time, and implementing regulations and CSSF circulars adopted from time to time.*

*To comply with international and Luxembourg laws, regulations, circulars, etc. aimed at preventing money laundering and the financing of terrorism, the Company (and/or its delegates) may require certain types of account documentation to allow the Company to ensure proper identification of subscriber and ultimate beneficial owners and the origin of subscription proceeds and to monitor the business relationship on an ongoing basis. The Company (and/or its delegates) may ask subscriber for additional documentation as well (either before opening an account or at any time afterward) until the Company (and/or its delegates) is reasonably satisfied it understands the identity and economic purpose of the subscriber. Additionally, the subscriber as well as Shareholders are obliged to inform the Company if the information which have been provided to the Company in order to identify the subscriber/Shareholder needs to be updated (in case of address changes, change of the beneficial owner(s), etc.). Such updated information allows the Company to properly contact shareholders to provide them with any notice or solicit them with the view to be provided with the above mentioned document and information.*

*Delay or failure to provide to the Company and/or for the Company to receive the required/up-to-date documentation and information may result in having any order delayed or not executed, or any proceeds withheld. Furthermore, in such case, the Company may take the measures that it considers to be appropriate, including but not limited to, (a) the blocking of the Shareholder's account until the receipt of the information and documents required or (b) the compulsory redemption of the Shares (as per article 7 of these Articles) after having provided a 30 calendar days' notice to the Shareholder in order to send the*

*required documentation. Any costs (including account maintenance costs) which are related to non-cooperation of the Shareholder will be borne by the Shareholder.*

*Incomplete, incorrect or out-of-date contact details (e.g. name and address) or lack of cooperation of a Shareholder may cause costs to the Company in order to correct and re-establish contact. In this event, excluding any situation caused by the Company (or its service providers), the Company reserves the right to charge such costs to the Shareholders.*

UNQUOTE

Consecutively, articles 34 and 35 will be renumbered respectively in article 35 and 36.

- 2** To complete article 23 with following provisions that allow redemption in kind :

*With the consent of or upon request of the Shareholder(s) concerned, the Board may (subject to the principle of equal treatment of shareholders) satisfy redemption requests in whole or in part in kind by allocating to the redeeming Shareholders investments from the portfolio in value equal to the net asset value attributable to the Shares to be redeemed as described in the sales documents. Such redemption will, if required by law or regulation, be subject to a special audit report by the approved statutory auditor of the Company confirming the number, the denomination and the value of the assets which the Board will have determined to be contributed in counterpart of the redeemed Shares. The costs for such redemptions in kind, in particular the costs of the special audit report, will be borne by the Shareholder requesting the redemption in kind or by a third party. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares in the relevant Sub-fund.*

- 3** To complete article 26 with following provisions that allow subscription in kind :

*The Company may agree to issue Shares against a contribution in kind of transferable securities and/or other permitted assets, in compliance with the conditions set forth by Luxembourg law, in particular the obligation for the independent auditor of the Company to deliver a valuation report and provided that such assets comply with the investment policy and restrictions of the relevant Sub-fund as described in the sales documents of the Company. Any costs incurred in connection with a contribution in kind of assets shall be borne by the relevant Shareholders.*

- 4** To completely restate the Articles of Incorporation with effect as of the date that will be resolved by the extraordinary general meeting in order to reflect the various amendments adopted by the extraordinary general meeting, including wording alignments, corrections of clerical errors or other minor modifications.

- 5** To resolve that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting.

- 6** Miscellaneous.

The Board will only exercise any of the powers under the amended Articles if it considers it to be in the best interests of the shareholders as a whole. The changes do not remove any existing requirements to provide advance notice should the Board decide to exercise any powers given in the Articles.

The draft text of the amended Articles will be made available upon request at the registered office of the Company.

Shareholders are advised that no quorum is required at this new extraordinary general meeting. Decisions may be approved by a majority of two-thirds of the shares present and/or represented and voting.

If you wish to attend the meeting in person, we would be most grateful if you would communicate your intention to us at latest two business days before the meeting.

If you are unable to attend the meeting in person, please complete, date and sign the enclosed proxy form and return it by email or by fax **at least 3 business days before the extraordinary general meeting is held** (**Email** : [Proxies-Luxembourg@amundi.com](mailto:Proxies-Luxembourg@amundi.com) or **Fax** : +352/26.86.80.99).

The latest prospectus of the Company and Key Investor Information Documents are available on request free of charge at its registered office.

The Board of Directors of AMUNDI Funds

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## PROXY FORM

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The undersigned,

(Name of Company)-----

Represented by -----

(in upper case)

(Mrs/Miss/Mr.) -----

(in upper case)

owner of [-----] shares in **AMUNDI FUNDS** (the "Company"), of which the registered office is located at 5, Allée Scheffer, L – 2520 Luxembourg, hereby appoints as his (her) special proxy with power of substitution, the Chairman of the Meeting to whom he (she) grants all powers in order to represent him (her) at the extraordinary general meeting of the Company, to be held on **May 17, 2023 at 09:00 am** in Luxembourg with the following agenda:

### AGENDA:

- 1 To add the following new article 34 named "Money Laundering and Terrorist Financing" and that refers to the obligations of the company and measures it will be entitled to take with the objective to fully comply with applicable international and Luxembourg laws and regulations regarding the prevention of money laundering and terrorist financing :

#### QUOTE

#### MONEY LAUNDERING AND TERRORIST FINANCING

##### *Article 34*

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*delayed or not executed, or any proceeds withheld. Furthermore, in such case, the Company may take the measures that it considers to be appropriate, including but not limited to, (a) the blocking of the Shareholder's account until the receipt of the information and documents required or (b) the compulsory redemption of the Shares (as per article 7 of these Articles) after having provided a 30 calendar days' notice to the Shareholder in order to send the required documentation. Any costs (including account maintenance costs) which are related to non-cooperation of the Shareholder will be borne by the Shareholder.*

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- 4** To completely restate the Articles of Incorporation with effect as of the date that will be resolved by the extraordinary general meeting in order to reflect the various amendments adopted by the extraordinary general meeting, including wording alignments, corrections of clerical errors or other minor modifications.

- 5** To resolve that the effective date of the resolutions of the above agenda shall become effective on the date of the extraordinary general meeting.

- 6** Miscellaneous.

Items of the Agenda	For	Against
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and at all subsequent meetings that may be convened with the same agenda in the event that the first Meeting proves unsuccessful, to take part in all deliberations and to vote in the name of the undersigned on all motions relating to said agenda and the aforementioned conditions, approve and sign all transactions and proceedings, act as substitute, and in general, do all that is necessary or useful for the execution of the present proxy, promising ratification if required.

Signed at [\_\_\_\_\_], on [\_\_\_\_\_], 2023.

\_\_\_\_\_  
(Signature)

A proxy received in the framework of the first extraordinary general meeting convened for May 2, 2023 remains valid, except in case of reception of the present proxy.

To be valid, this proxy has to be completed, dated and signed and returned to Amundi Luxembourg S.A. by email or by fax **at least 3 business days before** the extraordinary general meeting is held (**Email:** [Proxies-Luxembourg@amundi.com](mailto:Proxies-Luxembourg@amundi.com) or **Fax :** **+352/26.86.80.99**).