

正本

檔 號：

保存年限：

富邦證券投資信託股份有限公司 函

地址：10557台北市敦化南路一段108號8樓

承辦人：王美月

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受文者：東亞證券股份有限公司

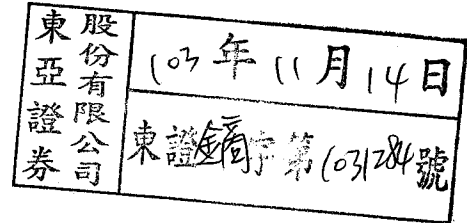
發文日期：中華民國103年11月5日

發文字號：富信字第1030000391號

速別：普通件

密等及解密條件或保密期限：

附件：如文



裝

主旨：本公司總代理之GAM Star基金「GAM Star Fund p.l.c.」將於2014年12月9日上午十時召開年度股東常會，請查照。

說明：

- 一、依據境外基金管理辦法第四十五條之規定，本公司於境外基金資訊觀測站公告相關訊息，並通知各銷售機構。
- 二、GAM Star基金將於2014年12月9日上午十時於GAM Fund Management Limited之辦事處（地址：George's Court, 54-62 Townsend Street, Dublin 2, Ireland）召開年度股東常會，就下列事項決議：
 - (一)通過本公司經修訂之公司章程大綱及細則。
 - (二)通過本公司截至2014年6月30日止期間之年報及經審核帳目。
 - (三)同意重新委任PricewaterhouseCoopers為本公司監察人。
 - (四)授權董事會核定監察人報酬。
- 三、股東開會通知之中、英譯資料請詳參附件。

訂

線

正本：台北富邦商業銀行股份有限公司信託部、台北富邦商業銀行股份有限公司財管商品部、富邦綜合證券股份有限公司、富邦人壽保險股份有限公司、國泰世華商業銀行股份有限公司、法商法國巴黎銀行台北分公司、東亞證券股份有限公司、京城商業銀行股份有限公司、元富證券股份有限公司、凱基證券股份有限公司

副本：



總經理 林弘立

本文件屬重要文件請立即參閱。若您有任何問題，請立即向您的法律、財務等專業顧問尋求建議。若您出售或已出售或移轉您所有股份，您應將本文件及其相關附件轉送予買家、受讓人或證券經紀商、銀行或其他經手交易之經理人。惟本文件不得在美國境內傳送或傳送至美國。

2014年10月31日

致 GAM Star Fund plc 股東

親愛的股東：

引言

如您所知，GAM Star Fund p.l.c.（以下稱「本公司」）為於1998年2月20日依1963年至2012年公司法設立登記於愛爾蘭之可變動資本投資公司，並經愛爾蘭中央銀行同意依1989年之歐盟法（可轉讓集合投資計畫）經營可轉讓集合投資計畫業務，並受2011年歐盟法（可轉讓集合投資計畫）（經修訂）（「UCITS 規範」）規範。本公司為一傘型公司旗下管理各自獨立之子基金（統稱「基金」，指稱各子基金時稱「本子基金」）。目前本公司管理58檔基金，分別為：

GAM Star Absolute Emerging Markets、GAM Star Absolute Return Bond、GAM Star Absolute Return Bond Defender、GAM Star Absolute Return Bond Plus、GAM Star Alpha Asia、GAM Star Alpha Spectrum、GAM Star Alpha Technology、GAM Star Alternative Fixed Income、GAM Star 亞洲股票基金、GAM Star 亞太股票基金、GAM Star Balanced、GAM Star Barclays Diversified Alternatives、GAM Star Capital Appreciation US Equity、GAM Star Cat Bond、GAM Star Cautious、GAM Star 中華股票基金、GAM Star Composite Global Equity、GAM Star Continental European Equity、GAM Star Credit Opportunities (EUR)、GAM Star Credit Opportunities (GBP)、GAM Star Credit Opportunities (USD)、GAM Star Defensive、GAM Star Discretionary FX、GAM Star Dynamic Global Bond、GAM Star Emerging Asia Equity、GAM Star Emerging Equity、GAM Star Emerging Market Rates、GAM Star 歐洲股票基金、GAM Star Flexible Global Portfolio、GAM Star Frontier Markets Bond、GAM Star GAMCO US Equity、GAM Star GEO、GAM Star Global Convertible Bond、GAM Star Global Diversified、GAM Star Global Equity、GAM Star Global Equity Inflation Focus、GAM Star Global Japan、GAM Star Global Leaders、GAM Star Global Macro、GAM Star Global Quality、GAM Star Global Rates、GAM Star Global Selector、GAM Star Growth、GAM Star Local Emerging Bond、GAM Star Local EM Rates and FX、GAM Star 日本股票基金、GAM Star Keynes Quantitative Strategies、GAM Star Local Emerging Bond、GAM Star Local EM Rates and FX、GAM Star MBS Total Return、GAM Star North American

Growth、GAM Star North of South EM Equity、GAM Star QFS Global Macro Currency、GAM Star Systematic FX、GAM Star Tactical Opportunities、GAM Star Technology、GAM Star Trading、GAM Star UK Diversified、GAM Star 美國全方位股票基金及 GAM Star 環球股票基金。

本公司董事（以下稱「董事」）為以下目的召開年度股東常會（以下稱「股東常會」）：

- a) 通過本公司經修訂之公司章程大綱及細則；
- b) 通過本公司截至 2014 年 6 月 30 日止期間之年報及經審核帳目；
- c) 同意重新委任 PricewaterhouseCoopers 為本公司監察人；
- d) 授權董事會核定監察人報酬。

本通知及附件係關於下述議案，建議您仔細閱讀。

a) 本公司章程大綱及細則之建議修訂

擬尋求本公司股東通過之章程大綱及細則修正內容詳列於本通知附件一。關於修正內容之說明如下：

建議修訂目的條款(r)，將中央銀行對關於成立任何全資子公司之規定載於本公司章程大綱及細則。

建議對細則第 2 條「特定投資」之定義進行一項簡單修訂，容許投資最多達淨資產之 100%於中華人民共和國政府所發行或擔保之證券。

建議新增細則第 149 條，容許 GAM Star Fund plc 可轉換成愛爾蘭集體資產管理公司。

b) 本公司截至 2014 年 6 月 30 日止之年度財務報告

擬尋求本公司股東通過截至 2014 年 6 月 30 日之年報及經查核帳目，年報及經審核帳目可於網站 (www.gam.com) 上查閱，股東亦可索取年報及／或半年度業績之紙本或電子版本。

c) 重新委任本公司監察人

本公司之股東將決議重新選任 PricewaterhouseCoopers 為監察人。

d) 監察人報酬

本公司之股東將決議授權董事核定監察人年度報酬。

e) 可供檢閱之文件

下列文件可免費於正常上班時間內（星期六、日及國定假日除外），於 GAM Fund Management Limited 辦公室（地址：George's Court, 54-62 Townsend Street, Dublin 2, Ireland）索取或查閱：

- i. 現行之本公司章程大綱及細則；
- ii. 預計修正後之本公司章程大綱及細則；
- iii. 本公司之公開說明書（含補充公開說明書及增補內容）；
- iv. 中央銀行之 UCITS 通知；及
- v. 本公司之最近期半年度財務報告及年度財務報告。

f) 股東會議

本通知附有以下文件：

- 於 2014 年 12 月 9 日上午十時，假 GAM Fund Management Limited（地址：George's Court, 54-62 Townsend Street, Dublin 2, Ireland）召開年度股東常會之正式通知，將決議如上列(a)至(d)之議案；
- 一份代理人委託書，使您可委託代理人代表您投票表決議案（即不親自出席會議）；及
- 附件一詳列擬修正之章程細則內容。

g) 股東之同意

以下決議需要 75%之股東（親自或代理）之同意始可通過：

- i. 通過本公司章程大綱及細則之修正

以下決議需要出席股東（親自或代理）之多數同意始可通過：

- ii. 通過截至 2014 年 6 月 30 日之年報及經查核帳目；
- iii. 重新委任 PricewaterhouseCoopers 為監察人；及
- iv. 授權董事會核定監察人報酬。

各項決議之法定人數門檻為至少兩個股東之出席（親自或代理）。若會議開始後半小時內出席人數未達法定門檻，則該次會議將延期，延期舉行之時間地點將另行通知股東。若延期會議開始 15 分鐘內之出席人數仍未達法定門檻，則出席股東人數即構成法定人數。

請閱讀代理人委託書上之注意事項，該說明將協助您填寫該表格，並請以傳真（+353 (0) 1 611 8000）、電子郵件（GAMproxy@gam.com）或郵寄方式將委託書回傳。您的委託書必須於會議時間 48 小時以前送達。即使您已委任代理人，您仍可親自出席會議並行使投票權。

h) 愛爾蘭證券交易所

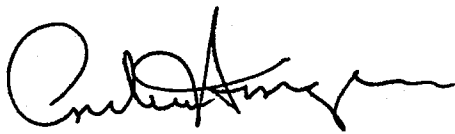
本通知已由本公司董事獲得愛爾蘭證券交易所之核准。

i) 建議

我們相信此次議案係為本公司股東之最大權益著想，建議您同意以上議案。

若本公司股東通過本公司章程大綱及細則之修正，則本公司之公開說明書將在必要範圍內隨之作相應之修正以確保與規範相符。

若您對本通知有任何疑問，請與本公司之祕書 Amy Carroll 連絡。地址：GAM Fund Management Limited, George's Court, 54-62 Townsend Street, Dublin 2, Ireland, 或電洽 +353 (0) 1 609 3900（愛爾蘭）；+852 2978 8566（香港），或來信 amy.carroll@gam.com。



Andrew Hanges

董事

GAM Star Fund plc

附件一

請參閱以下本公司章程細則之相關摘錄，特別標示出須提請股東決議之擬修正內容：

說明：
<u>新增</u>
刪除

章程大綱

目的條款(r) 修訂如下：

根據規例訂明及愛爾蘭中央銀行（「中央銀行」）訂定的條件，在取得中央銀行事先批准後，為本公司整體或本公司一或多於一隻已成立或將予成立的子基金（其投資、資產及股份由本公司保管人或保管人委任的副保管人持有）之利益就純粹應股東或股東代表要求購回股份並僅為在有關附屬公司所在國家從事管理、顧問或推銷業務之目的而成立或收購本公司任何全資子公司，並以本公司董事隨時認為適當的任何方式（包括股本、貸款或其他方式）注資任何該等子公司；

章程細則

修訂第 2 條以納入以下有關 ICAV 之定義：

ICAV 愛爾蘭集體資產管理公司。

第 2 條特定投資之定義修訂如下：

由任何成員國、其當地機關、非成員國或一個或以上成員國為成員的公共國際組織所發行或擔保之可轉讓證券及貨幣市場投資。個別發行人必須名列於公開說明書，並可來自下列名單：經合組織成員國政府（但有關發行必須屬投資級別）、歐盟、歐洲投資銀行、Euratom、亞洲發展銀行、歐洲中央銀行、歐洲理事會、Eurofima、非洲發展銀行、國際建設及發展銀行（世行）、The Inter-American Development Bank、歐洲建設及發展銀行、國際金融公司、國際貨幣基金、美國聯邦國家按揭協會、美國聯邦房屋貸款按揭公司、Government National Mortgage Association、Student Loan Marketing Association、Federal Home Loan Bank、Federal Farm Credit Bank、Tennessee Valley Authority、Straight A Funding LLC、新加坡政府、巴西政府（發行必須屬投資級別）及印度政府（發行必須屬投資級別）及

中華人民共和國政府。

增加第 149 條轉換為 ICAV 如下：

根據中央銀行規定及可適用之法律，本公司獲准向中央銀行申請以延續或其他方式註冊為 ICAV（「轉換」）。受股東以特別決議案批准轉換及法律規定的有關其他事宜限制，本公司或其代表須按照可適用之法律、中央銀行及本文之規定作出一切所需之作爲以使轉換生效。

年度股東常會開會通知
GAM STAR FUND p.l.c. (以下稱「本公司」)

謹此通知本公司將於 2014 年 12 月 9 日上午十時，假 GAM Fund Management Limited (地址：George's Court, 54-62 Townsend Street, Dublin 2, Ireland) 召開年度股東常會，以決議以下議案：

1. 通過本公司經修訂之公司章程大綱及細則；
2. 通過本公司截至 2014 年 6 月 30 日止期間之年報及經審核帳目；
3. 同意重新委任 PricewaterhouseCoopers 為本公司監察人；
4. 授權董事會核定監察人報酬。

有權參加會議及投票之股東，得指定一位或以上之代理人代其出席及投票。

代理人不須為股東。

2014 年 10 月 31 日

Andrew Hanges

董事

GAM Star Fund p.l.c.

GAM STAR FUND p.l.c.年度股東常會之代理人委託書

註：請填妥並簽名後，於 2014 年 12 月 7 日上午十時以前，以電子郵件 (GAMproxy@gam.com)、傳真 (+353 (0) 1 611 8000)，或以附件之回郵信封將此表格寄回。

本人 _____ (大寫)

GAM 股東編號 (大寫)

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謹此指定 _____，為本人之代理人，若其不克出席則指定本公司之任何董事或會議主席為本人之代理人，代表本人於 2014 年 12 月 9 日上午十時於 GAM Fund Management Limited (地址：George's Court, 54-62 Townsend Street, Dublin 2, Ireland) 舉行之 GAM Star Fund p.l.c.年度股東常會或任何後續會議行使投票權。

2014 年 ____月____日

簽名 _____

請在下列空格中畫「X」表示您的選擇。

普通決議

- | | 同意 | 反對 |
|--------------------------------------|--------------------------|--------------------------|
| 1. 通過董事會報告及截至 2014 年 6 月 30 日止之財務報告。 | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. 重新委任 PricewaterhouseCoopers 為監察人。 | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. 授權董事會核定監察人報酬。 | <input type="checkbox"/> | <input type="checkbox"/> |

特別決議

- | | 同意 | 反對 |
|---------------|--------------------------|--------------------------|
| 4. 修正本公司章程大綱。 | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. 修正本公司章程細則。 | <input type="checkbox"/> | <input type="checkbox"/> |

1. 本公司股東有權參加會議及投票，且有權指定代理人代其出席及投票。代理人不須為股東。
2. 即使您欲親自出席會議，亦請您填妥並回傳此委託書：您仍有權親自出席及投票。本代理人委託書及委任書或其他經簽署或公證之授權文件(若有)，須於會議時間 48 小時以前，以電子郵件 (GAMproxy@gam.com)、傳真 (+353 (0) 1 611 8000) 或郵寄至本公司上述地址，方為有效。您應至少預留四天之久寄送時間。
3. 聯合股東之情形，首位者之投票(無論親自或委任代理人)將被接受，其他聯合股東則再無投票權。此處所稱之首位者係按股東名冊上之排名順序而定。

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD SEEK ADVICE FROM YOUR INDEPENDENT LEGAL, FINANCIAL OR PROFESSIONAL ADVISOR IMMEDIATELY. IF YOU SELL OR HAVE SOLD OR TRANSFERRED ALL OF YOUR SHARES, YOU SHOULD PASS THIS DOCUMENT, TOGETHER WITH THE RELEVANT ACCOMPANYING DOCUMENTS, TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS MADE FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE. HOWEVER, SUCH DOCUMENTS SHOULD NOT BE FORWARDED IN OR INTO THE UNITED STATES.

31 October 2014

To the Shareholders of
GAM Star Fund plc

Dear Shareholder

Introduction

As you are aware, GAM Star Fund p.l.c. (the “Company”) was incorporated and registered in Ireland under the Companies Acts, 1963 to 2012 as an investment company with variable capital on 20 February 1998 and is authorised by the Central Bank of Ireland as an Undertaking for Collective Investment in Transferable Securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 1989, and is subject to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended) (the “UCITS Regulations”). The Company is an umbrella company with segregated liability between sub-funds (the “Funds”, or when referred to individually, a “Fund”). Currently there are fifty-eight Funds in the Company; namely GAM Star Absolute Emerging Markets, GAM Star Absolute Return Bond, GAM Star Absolute Return Bond Defender, GAM Star Absolute Return Bond Plus, GAM Star Alpha Asia, GAM Star Alpha Spectrum, GAM Star Alpha Technology, GAM Star Alternative Fixed Income, GAM Star Asian Equity, GAM Star Asia-Pacific Equity, GAM Star Balanced, GAM Star Barclays Diversified Alternatives, GAM Star Capital Appreciation US Equity, GAM Star Cat Bond, GAM Star Cautious, GAM Star China Equity, GAM Star Composite Global Equity, GAM Star Continental European Equity, GAM Star Credit Opportunities (EUR), GAM Star Credit Opportunities (GBP), GAM Star Credit Opportunities (USD), GAM Star Defensive, GAM Star Discretionary FX, GAM Star Dynamic Global Bond, GAM Star Emerging Asia Equity, GAM Star Emerging Equity, GAM Star Emerging Market Rates, GAM Star European Equity, GAM Star Flexible Global Portfolio, GAM Star Frontier Markets Bond, GAM Star GAMCO US Equity, GAM Star GEO, GAM Star Global Convertible Bond, GAM Star Global Diversified, GAM Star Global Equity, GAM Star Global Equity Inflation Focus, GAM Star Global Japan, GAM Star Global Leaders, GAM Star Global Macro, GAM Star Global Quality, GAM Star Global Rates, GAM Star Global Selector, GAM Star Growth, GAM Star Local Emerging Bond, GAM Star Local EM Rates and FX, GAM Star Japan Equity, GAM Star Keynes Quantitative Strategies, GAM Star Local Emerging Bond, GAM Star Local EM Rates and FX, GAM Star MBS Total Return, GAM Star North American Growth, GAM Star North of South EM Equity, GAM Star QFS Global Macro Currency, GAM Star Systematic FX, GAM Star Tactical Opportunities, GAM Star Technology, GAM Star Trading, GAM Star UK Diversified, GAM Star US All Cap Equity and GAM Star Worldwide Equity.

The directors of the Company (the "Directors") have convened an Annual General Meeting of the shareholders of the Company ("AGM") at which shareholders will be asked to:

- a) Adopt a revised Memorandum and Articles of Association of the Company;
- b) Adopt the annual report and audited accounts of the Company for the period ended 30 June 2014;
- c) Approve the reappointment of PricewaterhouseCoopers as auditors of the Company; and
- d) Authorise the Directors to fix the annual remuneration of the Auditors.

This Circular and the enclosed documentation, which I would encourage you to read carefully, relate to these proposals.

a) Proposed amendments to the Company's Memorandum and Articles of Association

The proposed amendments incorporated in the revised Memorandum & Articles of Association, which the Company's shareholders will be asked to adopt, are detailed in full in Appendix I of this Circular. An explanation of the amendments has been set out for you below:

An amendment to Objects Clause (r) is proposed which the Central Bank requires to be included in the Memorandum and Articles of Association with respect to the establishment of any wholly owned subsidiaries.

A minor amendment is proposed to the definition of "Specific Investments" in Article 2 to allow investment of up to 100% of net assets in securities issued or guaranteed by the Government of the People's Republic of China.

Article 149, a new article, is proposed to be included to allow the possibility of converting GAM Star Fund plc to an Irish Collective Asset-management Vehicle.

b) The annual report of the Company for the period ended 30 June 2014

Shareholders of the Company are asked to adopt the Company's annual report and audited accounts for the period ended 30 June 2014, which are available for review on the website, www.gam.com. A hard copy or a soft copy of the annual financial statements and/or half-yearly results can also be obtained from GAM upon request.

c) Reappointment of the Company's Auditors

Shareholders of the Company are asked to approve the reappointment of PricewaterhouseCoopers as Auditors to the Company.

d) Auditors' Remuneration

Shareholders of the Company are asked to authorise the Directors to fix the annual remuneration of the Auditors.

e) Documents available for inspection

Copies of the following documents may be obtained and may also be inspected free of charge during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the office of the Manager, GAM Fund Management Limited at George's Court, 54-62 Townsend Street, Dublin 2:

- i. the current Memorandum and Articles of Association constituting the Company;
- ii. the proposed revised Memorandum and Articles of Association of the Company;

- iii. the Prospectus (including Supplements and Addenda) of the Company;
- iv. the UCITS Notices of the Central Bank; and
- v. the most recent semi-annual reports and annual reports of the Company.

f) Shareholders' Meeting

This Circular is accompanied by the following documents:

- Formal notice of the annual general meeting of shareholders of the Company to be held on 9 December 2014 at 10.00am at the offices of GAM Fund Management Limited, George's Court, 54-62 Townsend Street, Dublin 2, Ireland, at which the proposals (a) to (d) listed above, will be considered and voted upon;
- A proxy form which will allow you to cast your votes by proxy on the proposals (i.e. without attending the meeting in person should you not wish to do so); and
- Appendix I detailing the proposed amendments to the Company's Articles of Association.

g) Shareholders' Approval

For the sanctioning of the following resolutions, 75% of the shareholders of the Company, present in person or by proxy, who cast votes at the meeting of shareholders of the Company, are required to vote in favour of each resolution:

- i. the adoption of the revised Memorandum & Articles of Association.

For the sanctioning of the following resolutions, a majority of the shareholders of the Company, present in person or by proxy, who cast votes at the meeting of shareholders of the Company, are required to vote in favour of each resolution:

- ii. the adoption of the annual report and the audited accounts for the period ended 30 June 2014;
- iii. the reappointment of the Company's Auditors; and
- iv. the authorisation of the Directors to fix the remuneration of the Auditors.

The quorum for each resolution is two shareholders of the Company present in person or by proxy. If within half an hour from the time appointed for the Meeting, a quorum is not present, the Meeting shall be adjourned and shareholders will be notified of the date, time and place of the subsequent adjourned Meeting. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the shareholders present shall be a quorum.

Please read the notes printed on the proxy forms, which will help you to complete them, and **return them to us by fax to +353 (0) 1 611 8000, by email to GAMproxy@gam.com, or in the pre-paid envelope enclosed. Your appointment of proxy must be received not later than 48 hours before the time appointed for the Meeting.** You may attend and vote at the Meeting even if you have appointed a proxy.

h) The Irish Stock Exchange

The approval of the Irish Stock Exchange for this Circular has been sought and obtained by the Directors of the Company.

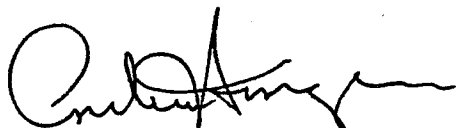
i) Recommendation

We believe that the proposed resolutions are in the best interests of the shareholders of the Company as a whole and recommend therefore, that you vote in favour of the proposals.

If the shareholders of the Company sanction the resolutions adopting a revised Memorandum of Association and revised Articles of Association, the Prospectus of the Company will, to the extent necessary, be amended to ensure consistency with the provisions thereof.

For any queries regarding this circular, please contact Amy Carroll, Company Secretary, GAM Fund Management Limited, at George's Court, 54-62 Townsend Street, Dublin 2, Ireland, or via telephone on + 353 (0) 1 609 3900, or in Hong Kong on +852 2978 8566, or via email at amy.carroll@gam.com.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Andrew Hanges', with a stylized flourish at the end.

Andrew Hanges
Director
GAM Star Fund plc

Addition of Article 149, *Conversion to ICAV* to read as follows:

In accordance with the requirements of the Central Bank and applicable law, the Company is permitted to apply to the Central Bank to be registered as an ICAV by way of continuation or otherwise (the "Conversion"). Subject to the approval of Shareholders of the Conversion by way of Special Resolution and such other matters as required by law, the Company or its delegate(s) shall do all such acts and things as may be necessary to give effect to the Conversion in accordance with applicable law, the requirements of the Central Bank and these presents.

NOTICE OF ANNUAL GENERAL MEETING

GAM STAR FUND p.l.c. (THE "COMPANY")

NOTICE is hereby given that the Annual General Meeting of the Company will be held at the offices of GAM Fund Management Limited, George's Court, 54-62 Townsend Street, Dublin 2, Ireland on 9 December, 2014 at 10:00am for the following purposes:

1. To adopt the revised Memorandum and Articles of Association of the Company.
2. To adopt the Report of the Directors and the Financial Statements for the period ended 30 June 2014.
3. To re-appoint PricewaterhouseCoopers as Auditors.
4. To authorise the Directors to fix the remuneration of the Auditors.

A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him.

A proxy need not be a member.

Dated this 31st day of October 2014.

Andrew Hanges
Director
GAM Star Fund p.l.c.

PROXY FORM

FOR THE ANNUAL GENERAL MEETING OF GAM STAR FUND p.l.c.

NOTE: PLEASE COMPLETE AND SIGN THIS FORM AND RETURN IT BY EMAIL TO GAMproxy@gam.com, BY FAX TO +353 (0) 1 611 8000, OR IN THE ENCLOSED PRE-PAID ENVELOPE, TO REACH US NO LATER THAN 10:00 ON 7 DECEMBER, 2014.

I/We _____ (in block capitals)

of _____ (in block capitals)

GAM Shareholder Number (in block capitals) [Grid of 10 boxes]

being shareholder of the above named Company hereby appoint _____

of _____ or failing him/her any director of the Company or failing him/her the Chairman of the meeting with my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the holders of Shares of the GAM Star Fund p.l.c. to be held at the offices of GAM Fund Management Limited, George's Court, 54-62 Townsend Street, Dublin 2, Ireland at 10:00 on 9 December, 2014 or at any adjournment thereof.

Dated the _____ day of _____ 2013.

Signature _____

Please indicate with an "X" in the spaces below how you wish your vote to be cast.

ORDINARY RESOLUTIONS

Yes

No

- 1. To adopt the Report of the Directors and the Financial Statements for the period ended 30 June 2014.
2. To re-appoint PricewaterhouseCoopers as Auditors.
3. To authorise the Directors to fix the remuneration of the Auditors.

Grid of boxes for voting on Ordinary Resolutions (3 rows x 2 columns)

SPECIAL RESOLUTIONS

Yes

No

- 4. To adopt a revised Memorandum of Association of the Company
5. To adopt a revised Articles of Association of the Company.

Grid of boxes for voting on Special Resolutions (2 rows x 2 columns)

- 1. A registered Member of the GAM Star Fund p.l.c. is entitled to attend and vote at the meeting or is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a Member.
2. Even if you intend to attend the meeting in person, please complete and return this proxy form: you will still be entitled to attend and vote at the meeting in person, if you so wish. To be valid this Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof) must be returned by email to GAMproxy@gam.com, by fax to +353 (0) 1 611 8000, or be deposited at the registered offices of the Company at the address indicated on the form, not less than 48 hours before the time appointed for the meeting. You should allow at least four days for posting.
3. In the case of joint Members, 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 Members and for this purpose seniority shall be determined by the order in which the names appear in the register of Members.