

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：105 台北市敦化南路一段108號8樓

承辦人：鄭存倩

電話：02-8771-6688分機37806

電子信箱：tsunchien.cheng@fubon.com

受文者：永豐金證券股份有限公司

發文日期：中華民國106年10月27日

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密等及解密條件或保密期限：

附件：如說明

裝

主旨：通知公司總代理之GAM Star基金「GAM Star Fund p.l.c.」將於2017年12月6日上午十時召開年度股東大會，敬請 查照。

說明：

一、本公司總代理GAM Star基金將於2017年12月6日上午十時，假GAM Fund Management Limited (地址：George's Court, 54-62 Townsend Street, Dublin 2, Ireland) 召開年度股東大會，本次議案簡述如下：

- (一)聽取並審酌截至2017年6月30日止期間之董事會報告、會計師報告及財務報表並且審議本公司之事務。
- (二)批准PricewaterhouseCoopers續任會計師。
- (三)授權董事會釐定會計師之年度報酬。
- (四)批准和採納本公司的修訂版章程大綱及細則，納入第34條和37條修訂內容。

二、檢附股東大會開會通知及投票表格中、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存投商品處、富邦綜合證券股份有限公司、富邦人壽保險股份有限公司商品行銷部、富邦人壽保險股份有限公司客戶關係管理部、國泰世華商業銀行股份有限公司、京城商業銀行股份有限公司、法商法國巴黎銀行台北分公司、永豐金證券股份有限公司、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 李明州



本函為重要文件，請您即時閱覽。若您對您應採取之行動有任何疑問，應即時諮詢您的獨立法律、財務或專業顧問。若您進行出售或已出售或轉讓您的所有股份，則應將本文件連同相關隨附文件轉交給購買人或受讓人，或轉交給經手出售或轉讓的股票經紀人、銀行或其他代理人，以便將該等文件交給購買人或受讓人。然而此等文件不應於美國境內傳遞或傳遞到美國境內。

2017年10月26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.（“本公司”）於1998年2月20日根據《公司法2014年》在愛爾蘭成立並註冊為一間資本可變的投資公司，並經愛爾蘭中央銀行（“中央銀行”）依據《歐洲經濟共同體（可轉讓證券集體投資組織）條例1989》批准為一項可轉讓證券集體投資組織且受《歐洲經濟共同體（可轉讓證券集體投資組織）條例2011》（以修訂版為準）（“UCITS條例”）規範。本公司為傘型基金公司，子基金（“基金”）的責任均屬互相獨立。本公司旗下目前擁有五十五隻基金，即（僅列示在台銷售基金）：GAM Star Asian Equity、GAM Star Asia-Pacific Equity、GAM Star China Equity、GAM Star European Equity、GAM Star Japan Equity、GAM Star US All Cap Equity及GAM Star Worldwide Equity。

本公司的董事會（“董事會”）召開本公司股東年度大會（“股東年度大會”），在會上將要求股東：

- a) 聽取並審酌截至2017年6月30日止期間之本公司之董事會報告、會計師報告及財務報表，並且審議本公司之事務；
- b) 批准 PricewaterhouseCoopers 連任本公司會計師；
- c) 授權董事會釐定會計師之年度報酬；和
- d) 批准並採納經修訂的本公司章程大綱及細則，納入組織章程細則第34條和37條修訂內容。

本通函及隨附文件就此等提案有相關說明，建議您仔細閱讀。

**a) 截至2017年6月30日止期間之本公司董事會報告、會計師報告及財務報表，並且審議本公司之事務**

請求本公司股東聽取並審酌截至2017年6月30日止期間之董事會報告、會計師報告及財務報表（可在網站 [www.gam.com](http://www.gam.com) 上查閱），並且審議本公司之事務。GAM 亦可應要求提供年度財務報表和/或半年度結算的紙本副本或檔案。

#### **b) 本公司會計師之續任**

請求本公司股東批准 PricewaterhouseCoopers 續任本公司會計師。

#### **c) 會計師之薪酬**

請求本公司股東授權董事會釐定會計師之年度報酬。

#### **d) 本公司之章程大綱及細則的擬作修訂**

待本公司股東批准並採納之章程大綱及細則（“章程”）之修正案詳列在隨附的附件A。

章程擬作修訂之理由載列如下。

擬對章程第 34 條進行修訂，以澄清股份轉讓可根據《2000 年電子商務法》以電子書面形式有效進行，以及因此證券所有權轉移生效之轉讓文件無需以手寫或蓋章之方式為之。

擬對章程第 37 條進行修訂，以充分反映董事可拒絕登記股份轉讓之情況。

#### **e) 可供查驗的文件**

可以在任何一天（星期六、星期天和公共假日除外）的正常營業時間內前往管理機構 GAM Fund Management Limited 位於 George's Court, 54–62 Townsend Street, Dublin 2 免費獲取和查驗下列文件：

- i. 現行的公司章程大綱及細則；
- ii. 擬修訂的公司章程大綱及細則；
- iii. 公司的公開說明書（包括補充和附錄）；及
- iv. 公司的法定財務報表。

#### **f) 股東會議**

本通函附有下列文件：

- 2017 年 12 月 6 日星期三上午 10 時整在 GAM Fund Management Limited 位於 George's Court, 54–62 Townsend Street, Dublin 2, Ireland 的辦公室舉行公司年度股東大會的正式通知，屆時將會對上述提案（a）至（d）項進行審酌和表決；
- 委託書格式，您可透過委託書對提案進行投票（即如您無意出席，則無需親自參加會議）；及
- 對公司章程大綱及細則的修正案。

#### **g) 股東核准**

為核准下列決議，各議案需要親自出席或透過委託書參與股東會議進行表決之股東之多數決同意：

- i. 重新任命公司的會計師；及
- ii. 授權董事會釐定會計師之年度報酬。

為核准下列決議，需要 75%有權於公司股東大會表決的股東親自出席或透過委託書參與股東會議，並對決議投下贊成票：

- iii. 批准和採納經修訂的公司章程大綱及細則，納入第 34 條和 37 條的修訂內容。

每項決議的法定人數為兩名公司股東親自出席或透過委託書參與。如果會議開始後半個小時內仍然沒有達到法定人數，會議應延期，並通知股東下次會議的日期、時間和地點。如果於延期會議開始後十五分鐘內出席人數仍然沒有達到法定人數，那麼，出席的股東即為法定人數。

請閱讀委託書格式上所載之附注，該附注將協助您填寫該表格，並用下列方式將委託書交付給我們，傳真：**+353 (0) 1 611 7941**，電郵：**GAMproxy@gam.com**，或用隨附的郵資預付信封。指派代理人之委託書必須在會議開始時間前至少 48 個小時收到。即使任命了代理人，您也可以親自出席會議並投票。

#### **h) 建議**

我們認為提交之提案有利於公司全體股東的最佳利益，因此建議您對提案投下贊成票。

若對本通函有任何疑問，請聯絡公司秘書，GAM Fund Management Limited，地址：George's Court, 54–62 Townsend Street, Dublin 2, Ireland，電話：+ 353 (0) 1 609 3900，電郵：[amy.carroll@gam.com](mailto:amy.carroll@gam.com)。您也可以聯絡我們在香港的客戶服務團隊，地址：香港銅鑼灣利園一期 23 樓 2302 室，電話：+852 2525 0015，電郵：[hkclientsupport@gam.com](mailto:hkclientsupport@gam.com)。

謹致問候

Andrew Hanges  
董事  
GAM Star Fund plc

## 附錄 1

### GAM STAR FUND PLC 章程之修訂案

#### 股份轉讓

34. 所有股份轉讓應當以一般或常用格式或董事會批准的其他格式進行書面轉讓（包括根據《電子商務法 2000 年》的規定透過電子通訊或其他方式的電子格式），但無需蓋章。未經本公司事先同意，不得進行認購人股份轉讓。不得向美國人士轉讓任何股份，除非根據美國法律可獲得豁免，並獲得董事會或其妥善授權的代理批准。

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37. 董事會得單獨依其考量拒絕登記任何股份轉讓（未悉數繳足股份）而不給予任何理由，此外，倘若轉讓導致轉讓人或受讓人於相關基金、基金類別或系列的持股低於最低持股數量，從而違反或違背本公司組織章程細則或基金說明書，或倘若受讓人無權獲取、購買或持有本公司、基金、相關類別或系列之股份或未能提供董事會就投資於本公司所要求之任何資料或聲明，則董事會亦可在此情況下拒絕登記任何股份轉讓。



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.

[ ] 2017

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 Act 2014 as an investment company with variable capital on 20 February 1998 and is authorised by the Central Bank of Ireland (the "Central Bank") 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-five Funds in the Company; namely GAM Star Absolute Return Bond, GAM Star Absolute Return Bond Defender, GAM Star Absolute Return Bond Plus, GAM Star Alpha Spectrum, GAM Star Alpha Technology, GAM Star Alternative Fixed Income, GAM Systematic Alternative Risk Premia, GAM Star Asian Equity, GAM Star Asia-Pacific Equity, GAM Star Balanced, GAM Star Capital Appreciation US Equity, GAM Star Cat Bond, GAM Star Cautious, GAM Star China A Equity, GAM Star China Bond, GAM Star China Equity, GAM Star China Focus, GAM Star Composite Global Equity, GAM Star Continental European Equity, GAM Star Continental Growth & Value, 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 Dynamic Growth, GAM Star Emerging Equity, GAM Star Emerging Market Rates, GAM Star European Equity, GAM Star European Long Short, GAM Star Flexible Global Portfolio, GAM Star GAMCO US Equity, GAM Star Global Diversified, GAM Star Global Quality, GAM Star Global Rates, GAM Star Global Selector, GAM Star Global Smaller Companies, GAM Star Growth, GAM Star India Equity, GAM Star Interest Trend, GAM Star Japan Equity, GAM Star Keynes Quantitative Strategies, GAM Star MBS Total Return, GAM Star North American Growth, GAM Systematic Alternative Risk Premia Ex-A, GAM Systematic Core Macro, GAM Systematic Global Equity Market Neutral, GAM Star Tactical Opportunities, GAM Star Target Return, GAM Star Target Return Plus, GAM Star Technology, 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) Receive and consider the Directors' report, the auditor's report and the financial statements of the Company for the period ended 30 June 2017 and to review the Company's affairs;
- b) Approve the reappointment of PricewaterhouseCoopers as auditors of the Company;
- c) Authorise the Directors to fix the annual remuneration of the Auditors; and
- d) Approve and adopt a revised Memorandum and Articles of Association of the Company incorporating amendments to Article 34 and Article 37 of the Articles of Association.

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

**a) The Directors' report, the auditor's report and the financial statements of the Company for the period ended 30 June 2017 and review of the Company's affairs**

Shareholders of the Company are asked to receive and consider the Directors' report, the auditor's report and the financial statements for the period ended 30 June 2017, which are available for review on the website, [www.gam.com](http://www.gam.com) and to review the Company's affairs. 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.

**b) Reappointment of the Company's Auditors**

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

**c) Auditors' Remuneration**

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

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

The proposed amendments to be incorporated into the revised Memorandum & Articles of Association ("M&A"), which the Company's shareholders will be asked to approve and adopt, are detailed in full in Appendix A attached hereto.

The rationale of the proposed amendments to the M&A is set out below.



It is proposed that Article 34 of the Articles of Association be amended to clarify that a transfer of shares may be effected by transfer in writing in electronic form in accordance with the requirements of the Electronic Commerce Act 2000 and that accordingly it is not necessary that an instrument of transfer be executed under hand or seal to effect the transfer of title to securities.

It is proposed to amend Article 37 of the M&A to more fully reflect the circumstances in which the Directors may decline to register a transfer of shares.

#### **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; and
- iv. the statutory financial statements 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 Wednesday 6<sup>th</sup> December 2017 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
- The proposed amendments to the Company's Memorandum and Articles of Association.

#### **g) Shareholders' Approval**

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:

- i. the reappointment of the Company's Auditors; and
- ii. the authorisation of the Directors to fix the remuneration of the Auditors.

For the sanctioning of the following resolutions, 75% of the votes cast in person or by proxy by the shareholders entitled to vote thereon in a general meeting of the Company, are required to vote in favour of each resolution:

- iii. the approval and adoption of the revised Memorandum and Articles of Association incorporating amendments to Article 34 and Article 37 of the Articles of Association.

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 7941, by email to [GAMproxy@gam.com](mailto: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) 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.

For any queries regarding this circular, please contact the Company Secretary, GAM Fund Management Limited, at George's Court, 54–62 Townsend Street, Dublin 2, Ireland, via telephone on + 353 (0) 1 609 3900, or via email at [amy.carroll@gam.com](mailto:amy.carroll@gam.com).

Yours faithfully,

Andrew Hanges  
Director  
GAM Star Fund plc

## APPENDIX 1

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF GAM STAR FUND PLC

#### TRANSFER OF SHARES

34. All transfers of shares shall be effected by transfer in writing in any usual or common form or in any other form approved by the Directors (including in electronic form whether via an electronic communication or otherwise in accordance with the requirements of the Electronic Commerce Act 2000 as may be amended, supplemented, consolidated or replaced from time to time) but need not be under seal. No transfer of Subscriber Shares may be effected without the prior written consent of the Company. No transfer of any share may be made to a United States person except pursuant to an exemption available under the laws of the United States and with the approval of the Directors or their duly authorised agent.

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37. The Directors, may in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares (not being fully paid shares) and, in addition, may decline to register any transfer of shares in circumstances in which as a result of such transfer, the transferor or transferee would hold less than the Minimum Shareholding for the relevant Fund, class or Series, a provision of the Articles or prospectus of the Company is breached or contravened, or the transferee is a person who is not entitled to acquire, purchase or hold shares in the Company, Fund, relevant class or Series or fails to provide any information or declarations required by the Directors relating to any investment in the Company.



## 年度股東大會通告

### **GAM STAR FUND p.l.c. (“本公司”)**

茲通告本公司年度股東大會將於2017年12月6日星期三上午10時整於George's Court, 54–62 Townsend Street, Dublin 2, Ireland的GAM Fund Management Limited辦事處舉行，目的如下：

1. 聽取並審酌截至2017年6月30日止期間之董事會報告、會計師報告及財務報表並且審議本公司之事務。
2. 批准PricewaterhouseCoopers續任會計師。
3. 授權董事會釐定會計師之年度報酬。
4. 批准和採納本公司的修訂版章程大綱及細則，納入第34條和37條修訂內容。

有權出席大會並於會上投票的股東有權委任一名或多名代理人代其出席及投票。

代理人毋須為股東。

日期：2017年10月26日。

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

委託書表格

GAM STAR FUND p.l.c.年度股東大會適用

注意：請填妥和簽署本表格並透過電子郵件（GAMproxy@gam.com）或傳真（+353 (0) 1 611 7941）或使用隨附預付郵資的信封交回，到達我方時間不遲於2017年12月4日星期一上午10時整。

本人/吾等 \_\_\_\_\_  
(大寫/正楷)

代表 \_\_\_\_\_  
(大寫/正楷)

GAM股東編號 \_\_\_\_\_  
(大寫/正楷)

為上述列名公司之股東，茲委任 \_\_\_\_\_

位於 \_\_\_\_\_ 或如其未能出席，本公司的任何董事，或如其未能出席，則為大會主席擔任本人/吾等的受委託代理人，以代表本人/吾等於2017年12月6日星期三上午10時正在George's Court, 54-62 Townsend Street, Dublin 2, Ireland的GAM Fund Management Limited辦事處舉行的GAM Star Fund p.l.c.年度股東大會及其任何延期會議上為本人/吾等投票。

日期：2017年 \_\_\_\_\_ 月 \_\_\_\_\_ 日。

簽名： \_\_\_\_\_

供審酌和審議

聽取和審酌截至2017年6月30日止期間之董事會報告、會計師報告及財務報表，並且審議本公司之事務。

請於以下空格處以“X”指示您決定作出的投票選擇。

普通決議案

- 1. 批准PricewaterhouseCoopers續任會計師。
- 2. 授權董事會釐定會計師之年度報酬。

贊成	反對	棄權
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

特別決議案

- 3. 批准並採納本公司的修訂版章程大綱及細則，納第34條和37條修訂內容。

贊成	反對	棄權
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

1. GAM Star Fund的登記股東有權出席大會並於會上投票或有權委任代理人代其出席和投票。代理人毋須為股東。
2. 如您預計親身出席大會，亦請填妥並交回本委託書：您仍有權親自出席大會並於會上投票。本委託書及簽署本表格的授權書或其他授權文件（如有）或該授權書或授權文件經公證人核證之副本，必須不遲於大會指定舉行時間前48小時透過電子郵件（GAMproxy@gam.com）或傳真（+353 (0) 1 611 7941）交回或存於位於表格中所示地址的本公司註冊辦事處，方為有效。您應預留至少四日郵寄時間。
3. 如屬聯名股東，優先股東不論是親身或經由委託書作出的投票應予採納，而其他聯名股東的投票將不計在內。就此而言，優先次序乃按照股東登記名冊內的順序而定。





**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 Wednesday 6<sup>th</sup> December, 2017 at 10:00 for the following purposes:

1. To receive and consider the Directors' report, the Auditor's report and the Financial Statements for the period ended 30 June 2017 and to review the Company's affairs.
2. To approve the reappointment of PricewaterhouseCoopers as Auditors.
3. To authorise the Directors to fix the annual remuneration of the Auditors.
4. To approve and adopt a revised Memorandum and Articles of Association of the Company incorporating amendments to Article 34 and Article 37 of the Articles of Association.

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

A proxy need not be a member.

Dated this [ ] day of October 2017.

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 7941, OR IN THE ENCLOSED PRE-PAID ENVELOPE, TO REACH US NO LATER THAN 10:00 ON MONDAY 4<sup>th</sup> DECEMBER 2017.**

I/We \_\_\_\_\_  
(in block capitals)

of \_\_\_\_\_  
(in block capitals)

GAM Shareholder Number \_\_\_\_\_  
(in block capitals)

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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 Wednesday 6<sup>th</sup> December 2017 or at any adjournment thereof.

Dated the \_\_\_\_\_ day of October 2017.

Signature \_\_\_\_\_

**FOR CONSIDERATION AND REVIEW**

To receive and consider the Directors' report, the Auditor's report and the Financial Statements for the period ended 30 June 2017 and to review the Company's affairs.

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

**ORDINARY RESOLUTIONS**

1. To approve the reappointment of PricewaterhouseCoopers as Auditors.
2. To authorise the Directors to fix the remuneration of the Auditors.

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SPECIAL RESOLUTIONS**

3. To approve and adopt the revised Memorandum and Articles of Association of the Company incorporating amendments to Article 34 and Article 37 of the Articles of Association.

Yes	No	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 notarially certified copy thereof) must be returned by email to [GAMproxy@gam.com](mailto:GAMproxy@gam.com), by fax to +353 (0) 1 611 7941, 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.

