

正本

檔 號：

保存年限：

富邦證券投資信託股份有限公司 函

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受文者：永豐金證券股份有限公司

發文日期：中華民國105年11月3日

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速別：普通件

密等及解密條件或保密期限：

附件：

主旨：通知本公司總代理之GAM Star基金「GAM Star Fund p.l.c.」將於2016年11月25日上午十時召開年度股東常會，惠請 查照。

說明：

一、本公司總代理之GAM Star基金將於2016年11月25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，本次議案簡述如下：

(一)通過本公司截至2016年6月30日止期間之董事會報告、會計師報告及財務報表，並且審議本公司事務；

(二)同意重新委任PricewaterhouseCoopers為本公司監察人；

(三)授權董事會核定監察人報酬；

(四)通過本公司經修訂之公司章程大綱及細則

二、檢附股東開會通知之中、英譯資料請詳參附件。

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、法商法國巴黎銀行台北分公司、京城商業銀行股份有限公司、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：



董事長 **胡德興**





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.

25 October 2016

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-six 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 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 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 Equity, 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 Local EM Rates and FX, GAM Star MBS Total Return, GAM Star North American Growth, GAM Star North of South EM Equity, 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 2016 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;

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 2016 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 2016, which are available for review on the website, 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 the accompanying draft M&A. A summary of the principal proposed amendments to the M&A is set out below and the M&A will also be amended to include all re-numbering and updating of cross references and dates, as appropriate. If approved, the proposed amendments will become effective on the date of their approval by shareholders.

Article 2 and Article 98

The UCITS Regulations provide that a UCITS may only invest in another UCITS or eligible collective investment scheme (collectively, an "Eligible Fund") if the Eligible Fund itself invests no more than 10% of net assets in other collective investment schemes and if the Eligible Fund's constitutive document restricts its investment in units of other UCITS or eligible collective investment schemes to 10% of assets. In order to address this point and clarify the Company can be classified as an "Eligible

Fund" into which other UCITS may invest, it is proposed to update the definitions section at Article 2 and Article 98 of the Articles of Association.

Article 12

It is proposed to update Article 12 to include a specific power to operate cash accounts in the name of a Fund or umbrella cash accounts in the name of the Company for the purposes of managing subscription monies, redemption monies, dividends and/or other cash flows to and from shareholders, in accordance with the requirements of the Central Bank.

Article 13

It is proposed to update Article 13(5) to reflect the provisions of the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2015, as amended (the "Central Bank UCITS Regulations") in respect of in-specie subscriptions for shares.

It is also proposed to include a new Article 13(6) to clarify the rights of the Company in the event of a delay in receipt of cleared funds for the subscription of shares, namely the ability to borrow an amount up to the value of the delayed subscription on or after the relevant settlement date and to charge the relevant investor for any interest or costs borne by the Company or its service providers as a result of such delay/failure to pay such subscription monies on the part of the shareholder. It is also proposed to clarify the Company will have the power to compulsorily redeem all or part of the shareholder's shares in the relevant Fund in order to meet such charges and expenses.

Article 19

It is proposed to update Article 19(d) reflect the provisions of the Central Bank UCITS Regulations in respect of the increase in any maximum repurchase fee for shares. Any increase in the maximum repurchase fee for shares requires the prior approval of shareholders on the basis of a simple majority of votes cast in a general meeting of the Company or with the prior written approval of all shareholders.

It is also proposed to update Article 19(i) in accordance with the requirements of the Central Bank UCITS Regulations in respect of the operation of any redemption gate. The Prospectus has already been updated to reflect these new requirements. Pursuant to the Central Bank UCITS Regulations, redemption requests which are carried over following the imposition of the redemption gate will not receive priority to any redemption requests received after the gate has been imposed. Instead, on the dealing day following the imposition of the gate, all redemption requests will be dealt with on a pro rata basis should the gate continue to apply. This is different from the provisions of the current M&A which outline unsatisfied redemption requests in the abovementioned situation will receive priority. As such, it is necessary to update this Article to comply with the Central Bank UCITS Regulations and to ensure the M&A and Prospectus consistently reflect these requirements. Until both the M&A and Prospectus consistently reflect these requirements, the Company will seek to avoid implementing a redemption gate (and Shareholders should note the Company has never previously implemented a redemption gate).

Article 52

It is proposed to update Article 52 to cross-refer to the notice periods for extraordinary general meetings as are required by the Companies Act 2014.

Article 146

The Companies Act 2014 requires a special resolution to approve the distribution of assets in specie on a winding up of the Company. It is proposed to update Article 146 to provide for a special resolution (instead of an ordinary resolution) to be passed in such circumstances.

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, or at the office of the Hong Kong Representative, GAM Hong Kong Limited at Suite 2302, 23/F, Lee Garden One, Causeway Bay, Hong Kong:

- 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, including the Hong Kong Covering Document and Key Facts Statements in respect of those Funds which have been authorized by the Hong Kong Securities and Futures Commission¹; 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 25 November 2016 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.

¹ SFC authorization is not a recommendation or endorsement of a product nor does it guarantee the commercial merits of a product or its performance. It does not mean the product is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

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.

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, 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.

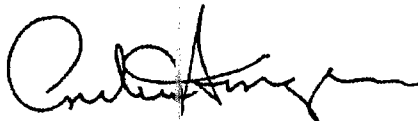
i) Recommendation

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, via telephone on + 353 (0) 1 609 3900, or via email at amy.carroll@gam.com. You may also contact our Client Services Team in Hong Kong at Suite 2302, 23/F, Lee Garden One, Causeway Bay, Hong Kong, via telephone on +852 2525 0015, or via email at hkclientsupport@gam.com.

Yours faithfully,



Andrew Hanges
Director
GAM Star Fund plc

NOTICE OF ANNUAL GENERAL MEETING

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

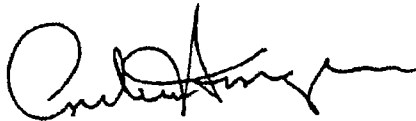
NOTICE is hereby given that the Annual General Meeting of the Company will be held at the offices of GAM Fund Management Limited, George's Court, 54-62 Townsend Street, Dublin 2, Ireland on 25 November, 2016 at 10:00am for the following purposes:

1. To receive and consider the Directors' report, the Auditor's report and the Financial Statements for the period ended 30 June 2016 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.

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 25th day of October 2016.



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 23 NOVEMBER, 2016.

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 25 November, 2016 or at any adjournment thereof.

Dated the _____ day of _____ 2016.

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 2016 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

- | | Yes | No | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1. To approve the reappointment of PricewaterhouseCoopers as Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To authorise the Directors to fix the remuneration of the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

SPECIAL RESOLUTIONS

- | | Yes | No | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 3. To approve and adopt the revised Memorandum and Articles of Association of the Company. | <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, 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.

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受人、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。

2015年10月25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」）於1998年2月20日依據2014公司法在愛爾蘭註冊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）（以修訂版為準）（「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56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 Spectrum、GAM Star Alpha Technology、GAM Star Alternative Fixed Income、GAM Systematic Alternative Risk Premia、GAM Star 亞洲股票基金、GAM Star 亞太股票基金、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 中華股票基金、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 Emerging Market Rates、GAM Star 歐洲股票基金、GAM Star European Long Short、GAM Star Flexible Global Portfolio、GAM Star Flexible Moderate、GAM Star GAMCO US Equity、GAM Star Global Diversified、GAM Star Global Equity、GAM Star Global Quality、GAM Star Global Rates、GAM Star Global Selector、GAM Star Smaller Companies、GAM Star Growth、GAM Star India Equity、GAM Star Interest Trend、GAM Star 日本股票基金、GAM Star Keynes Quantitative Strategies、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 Systematic Global Equity Market Neutral、GAM Star Tactical Opportunities、GAM Star Target

Return Plus、GAM Star Technology、GAM Star UK Diversified、GAM Star 美國全方位股票基金及 GAM Star 環球股票基金。

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

- a) 通過本公司截至 2016 年 6 月 30 日止期間之董事會報告、會計師報告及財務報表，並且審議本公司事務；
- b) 同意重新委任 PricewaterhouseCoopers 為本公司監察人；
- c) 授權董事會核定監察人報酬；
- d) 通過本公司經修訂之公司章程大綱及細則。

本通知及所附文件係關於下述議案，建議您仔細閱讀。

- a) **本公司截至 2016 年 6 月 30 日止期間之董事會報告、會計師報告及財務報表，並且審議本公司事務**

擬尋求本公司股東通過截至 2016 年 6 月 30 日止期間之董事會報告、會計師報告及財務報表（可於網站 www.gam.com 上查閱），並且審議本公司事務；股東亦可索取年報及／或半年度報告之紙本或電子版本。

- b) **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。

- c) **監察人報酬**

本公司之股東將決議授權董事會核定監察人年度報酬。

- d) **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（以下稱「章程」）修正內容詳列於本通知附件之修正草案。關於章程主要修正內容之說明如下，並且將依適當之條文編排與參照及日期修訂，相關修訂將於股東會通過之日生效：

第 2 條及第 98 條

UTICS 條例規定，UCITS 僅可投資於其他 UCITS 或合資格集合投資計畫（以下稱「合資格基金」），前提是合資格基金本身於其他集合投資計畫之投資不超過淨

資產的 10%，並且合資格基金之組成文件將其投資於其他 UCITS 或合資格集合投資計畫之投資比例限於 10% 以下。為了說明上述規定及闡明本公司該當於其他 UCITS 可投資之合資格基金，而修訂章程細則第 2 條及第 98 條定義部分。

第 12 條

依據中央銀行規定要件，擬修訂第 12 條，而得以基金名義運作現金帳戶或以本公司名義運作傘行現金帳戶，以管理申購款項、贖回款項、股息及/或股東間其他金流之特別權利。

第 13 條

擬修訂第 13(5)條，以反映 2013 年愛爾蘭中央銀行(監督與執行)法案第 48(1)條(可轉讓證券集合投資計畫)2015 年條例(經修訂，簡稱央行 UCITS 條例)，有關以實物認購股份之規定。

亦擬新增第 13(6)條，以闡明本公司於延遲收受股份申購結算資金之權利，亦即在相關結算日當日或其後能夠借入一筆不超過延遲申購價值之金額，以及向相關投資人收取公司或其服務提供者因延遲/未能支付股東申購款而承擔之任何利息或成本。同時也闡明公司將有權強制贖回股東之全部或部分股份，以支付前述之費用

第 19 條

擬修訂第 19(d)條，以反映央行 UCITS 條例有關提高股份最高贖回費之規定，提高股份最高贖回費須經股東會普通決議通過，或經全體股東之書面同意。

擬依據央行 UCITS 條例之規範，修訂贖回門之操作，公開說明書已更新以反映此等新規定。依央行 UCITS 規則，實施贖回門後之結轉之贖回請求，對實施贖回門後所收到之任何贖回請求沒有優先權。在實施贖回門後之交易日期，贖回們繼續適用，所有贖回請求將按比例處理。依目前章程規定，前述情形中未受滿足之贖回請求將具有優先權，因此有修訂本條之必要，以符合央行 UCITS 條例之規範，並與公開說明書相符。在章程與公開說明書依致反映前述要求之前，奔公司將盡力避免實施贖回門(股東應注意，本公司從未實施贖回門)。

第 52 條

擬修訂第 52 條，以符合 2014 年公司法就股東臨時會通知期間之規範。

第 146 條

2014 年公司法規定，於公司清算時，應以特別決議通過實物分配基金資產，故擬修訂第 146 條，以規定實物分配應經特別決議通過。

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）；及
- iv. 本公司之法定財務報告。

f) 股東會議

本通知附有以下文件：

- 於 2016 年 11 月 25 日，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，屆時將決議如上列(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
- 擬修正之章程細則內容。

g) 股東之同意

以下決議需要出席股東（親自或代理）之多數同意始可通過：

- i. 重新委任 PricewaterhouseCoopers 為監察人；及
- ii. 授權董事會核定監察人報酬。

以下決議需要 75% 之股東（親自或代理）之同意始可通過：

- iii. 通過本公司章程大綱及細則之修正

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 7941）、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會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)，或來信 amy.carroll@gam.com。或與香港客戶付團隊聯絡。地址：香港銅鑼灣利園一期 23 樓 2302 室，電話：+852 2978 8566(香港)，或來信 hkclientsupport@gam.com。

Andrew Hanges
董事
GAM Star Fund plc

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 2016 年 11 月 25 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. 通過本公司截至 2015 年 6 月 30 日止期間之董事會報告、會計師報告及財務報表，並且審議本公司事務；
2. 同意重新委任 PricewaterhouseCoopers 為本公司監察人；
3. 授權董事會核定監察人報酬；
4. 通過本公司經修訂之公司章程大綱及細則。

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。

2016 年 10 月 25 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 2015 年 12 月 20 日上午十時以前，以電子郵件（GAMproxy@gam.com）、傳真（+353 (0) 1 611 7941），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 2016 年 11 月 25 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。

2016 年 ____ 月 ____ 日

簽名 _____

審議事項

通過本公司截至 2015 年 6 月 30 日止期間之董事會報告、會計師報告及財務報表，並且審議本公司事務。

請在下列空格中畫「X」表示您的選擇。

普通決議

1. 重新委任 PricewaterhouseCoopers 為監察人。
2. 授權董事會核定監察人報酬。

同意	反對
<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

特別決議

3. 修正本公司章程大綱及細則。

同意	反對
<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 7941）或郵寄至本公司上述地址，方為有效。您應至少預留四天之寄送時間。

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。