

## 荷寶基金通知

2020 年 12 月 15 日

富達投信甫於近日接獲「荷寶基金系列」之在台總代理人野村證券投資信託股份有限公司之通知事項。相關書件如附件所示供參。

若您對本通知有任何相關問題，歡迎聯絡您專屬的業務專員。富達證券營業讓與予富達投信後，目前富達投信未擔任該系列基金之銷售機構，若有其他相關問題，建議您可洽詢該系列基金之總代理人。

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**【富達投信獨立經營管理】**各基金經金管會核准或同意生效，惟不表示絕無風險，基金經理公司以往之經理績效不保證基金之最低投資收益，基金經理公司除盡善良管理人之注意義務外，不負責各基金之盈虧，亦不保證最低之收益，投資人申購前應詳閱基金公開說明書。有關基金應負擔之費用(境外基金含分銷費用)已揭露於基金之公開說明書或投資人須知中，投資人索取公開說明書或投資人須知，可至富達投資服務網 <http://www.fidelity.com.tw>或境外基金資訊觀測站 <http://www.fundclear.com.tw>查詢，或請洽富達投信或銷售機構索取。Fidelity 富達, Fidelity International, 與Fidelity International 加上其F標章為FIL Limited 之商標。FIL Limited 為富達國際有限公司。富達證券投資信託股份有限公司為FIL Limited 在台投資100%之子公司。110台北市信義區忠孝東路五段68號11樓，富達投信服務電話 0800-00-9911。

SITE 2016 09-007

# 野村證券投資信託股份有限公司 函



地址：110 台北市信義路五段 7 號 30 樓  
聯絡電話：02-8758 1574  
聯絡人：黃久俐

受文者：如行文單位

發文日期：中華民國 109 年 12 月 2 日

發文字號：野村信字第 1090000641 號

速別：普通件

密等及解密條件或保密期限：

附件：中、英文股東通知書

主旨：謹函轉本公司總代理之荷寶資本成長基金系列境外基金(下稱本基金)公開說明書之變更事項。

說明：

一、本公司經金融監督管理委員會核准，擔任荷寶資本成長基金系列境外基金之總代理人在國內募集及銷售，合先敘明。

二、茲略摘要本次董事會通知荷寶資本成長基金系列境外基金公開說明書之變更事項：

1. 本基金之管理公司將由現行之 Robeco Luxembourg S.A. 變更為 Robeco Institutional Asset Management B.V.，針對此變更將不會對基金資產之管理產生任何影響，也不會向本基金收取任何額外費用，並將自 2021 年 1 月 1 日起生效。
2. 釐清固定收益子基金之基準指標避險說明。
3. 釐清「費用與開支」章節中所有子基金之服務費開支。
4. 關於子基金及股份類別的清算和合併，董事會決定刪除於清算時之一個月通知期限。
5. 釐清子基金投資策略中基準指標之揭露。
6. 其他變更事項請參閱隨函所附之中、英文股東通知書。

三、上述變更將反映於新版公開說明書中，而該等公開說明書及重要投資人資訊亦可至境外基金資訊觀測站 (<http://www.fundclear.com.tw>) 下載。

總經理

馬文玲

正本：彰化商業銀行股份有限公司、臺灣土地銀行股份有限公司、台灣新光商業銀行股份有限公司、台灣中小企業銀行股份有限公司、第一商業銀行股份有限公司、合作金庫商業銀行股份有限公司、兆豐國際商業銀行股份有限公司、凱基商業銀行股份有限公司、柏瑞證券投資信託股份有限公司、中租證券投資顧問股份有限公司、核聚證券投資顧問股份有限公司、新光證券投資信託股份有限公司、安泰商業銀行股份有限公司、鉅亨證券投資顧問股份有限公司、三信商業銀行股份有限公司、容海國際證券投資顧問股份有限公司、星展(台灣)商業銀行股份有限公司、王道商業銀行股份有限公司、基富通證券股份有限公司、高雄銀行股份有限公司、聯邦商業銀行股份有限公司、新光人壽保險股份有限公司

(節譯文)

**荷寶資本成長基金**

**可變資本投資公司**

6 route de Trèves, L-2633 Senningerberg

盧森堡大公國

盧森堡商業登記處編號：B 58.959

(「**本基金**」)

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**致本基金股東通知書**

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盧森堡，2020 年 11 月 30 日

親愛的投資人，

本基金之董事會（「**董事會**」）謹通知台端其業已決定將本基金現行之管理公司 Robeco Luxembourg S.A.（「**現行管理公司**」）由 Robeco Institutional Asset Management B.V. 取代。該公司係依據荷蘭法律組成之投資管理公司，註冊辦公室位於荷蘭 Weena 850, NL-3034 DA Rotterdam，並且已依經修訂之 2009 年 7 月 13 日之 2009/65/EC 指令第 16（3）條經荷蘭金融市場管理局（AFM）核准於荷蘭境外擔任可變資本集合投資事業（UCITS）之管理公司（「**新管理公司**」），並將自 2021 年 1 月 1 日起生效。

管理公司變更之背景係因荷寶（Robeco）集團層面的組織重整，因而導致新管理公司吸收現行管理公司。促使本次變更之主要因素在於，新管理公司作為本基金之現行投資經理，能夠提供與現行管理公司相同之服務。此將可使荷寶（Robeco）集團內的公司治理結構整體精簡。

請注意，管理公司之變更將不會自本基金收取任何額外費用。任何相關費用將由新管理公司負擔。

管理公司之變更不會對本基金資產之管理產生任何影響，因為新管理公司曾為本基金之子基金之投資經理人。J.P. Morgan Bank Luxembourg S.A. 將仍作為本基金之存託銀行、行政代理、當地代理、註冊代理及過戶代理機構。

謹此通知，本基金之公開說明書（「**公開說明書**」）將予修訂以反映管理公司之變更。

此外，公開說明書將進一步修正，以反映關於本基金及其子基金（「**子基金**」）之其他變更。

- **釐清第 2.1 節「股份類別」中「若干類別的避險交易」乙項**

適用於固定收益子基金之基準指標避險說明已透過新增以下段落進行釐清：

*「對於使用基準指標之固定收益子基金，股份類別之避險再平衡調整頻率通常與其避險基準指標之避險再平衡調整頻率一致（例如每月一次）。因此，在波動的債券市場中，貨幣避險股份類別相較於貨幣避險股份類別的參考貨幣，可能會依資產變動而呈現過度或不足的避險。於此情形下，直到下次再平衡調整前，貨幣避險股份類別之參考貨幣以外之其他貨幣可能會影響貨幣避險股份類別的絕對績效。」*

**[略譯]**

- **釐清包含於所有子基金之服務費之開支**

公開說明書第 3.1 節「費用及開支」中已釐清獨立董事費用及實報實銷費用係由支付予管理公司之服務費支付之。

**[略譯]**

- **更新第 3.8 節「子基金的清算及合併」及第 3.9 節「股份類別的清算及合併」**

董事會已決定刪除子基金或股份類別於清算時之一個月通知期限。

- **釐清子基金之投資政策中基準指標之揭露**

有關子基金使用之基準指標之特別揭露已增訂至其投資政策中，俾符合 ESMA 之關於 UCITS 指令應用之問答集，以釐清 UCITS 之基準指標揭露義務。此等釐清將並不會對子基金之管理產生任何變化。

反映上述變更（包括管理公司之變更）之公開說明書稿本可於本基金之註冊辦公室免費索取。

(中譯文僅供參考，與原文相較不盡完整，亦有歧異，如有疑義應以英文本為準)

倘台端需要任何進一步之資訊，請聯繫現行管理公司、台端之財務顧問或台端之當地經銷商。

誠摯地，

代表  
董事會

[餘略]

**Robeco Capital Growth Funds**  
*Société d'Investissement à Capital Variable*  
6, route de Trèves, L-2633 Senningerberg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 58.959  
(the "**Fund**")

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## NOTICE TO SHAREHOLDERS OF THE FUND

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Luxembourg, 30 November 2020

Dear Shareholder,

The board of directors of the Fund (the "**Board**") would like to inform you about its decision to replace Robeco Luxembourg S.A., the current management company of the Fund (the "**Current Management Company**") by Robeco Institutional Asset Management B.V., an investment management company organised under the laws of the Netherlands and having its registered office at Weena 850, NL-3034 DA Rotterdam, the Netherlands, which has been approved by the Dutch Authority for the Financial Markets (AFM) to act as management company of UCITS outside the Netherlands according to Article 16 (3) of the Directive 2009/65/EC of 13 July 2009, as amended (the "**New Management Company**"), with effect from 1 January 2021.

The change of management company takes place within the context of an organizational restructuring at the level of the Robeco group resulting in the absorption of the Current Management Company by the New Management Company. It is mainly motivated by the fact that the New Management Company, being the current investment manager of the Fund, is in a position to provide the same services as the Current Management Company. This will result in an overall simplification of the corporate governance structure within the Robeco group.

Please note that the change of management company will not entail any additional fees charged by the Fund. Any costs related to the change will be borne by the New Management Company.

The change of management company will not have any impact on the management of the assets of the Fund as the New Management Company was the investment manager of the sub-funds of the Fund. J.P. Morgan Bank Luxembourg S.A. will remain the depositary bank, the administrative, domiciliary, registrar and transfer agent of the Fund.

Please be informed that the prospectus of the Fund (the "**Prospectus**") will be amended to reflect the change of management company.

In addition, the Prospectus will be further amended in order to provide for additional changes concerning the Fund and its sub-funds (the "**Sub-funds**"):

- **Clarification of sub-section "Hedging Transactions for certain Classes" in section 2.1 "Classes of Shares"**

The description of the benchmark hedging applied to fixed income Sub-funds has been clarified by the insertion of the following paragraph:

*"For fixed income Sub-funds that have a Benchmark, in general, the hedge rebalance frequency of the Share Class is aligned with the hedge rebalance frequency of its hedged Benchmark (e.g. monthly). Therefore, in a volatile bond market the Currency Hedged Share Class may exhibit over- or under-hedging compared to the Reference Currency of the Currency Hedged Share Class based on asset movement. In this case, currencies other than the Reference Currency of the Currency Hedged Share Class may have an impact on the absolute performance of the Currency Hedged Share Class until the next rebalancing moment."*

- **Clarification of the tax regime for German investors and additional restrictions applicable to Sub-funds qualifying as "equity funds" under the German Investment Tax Act**

The provisions as contained in Appendix I to this notice have been added in section "2.9 Taxation" and Appendix II – Investment Restrictions of the Prospectus in relation to the Sub-funds qualifying as "equity funds" under the German Investment Tax Act.

- **Clarification of the expenses included in the service fee for all Sub-funds**

It has been clarified in section 3.1 "Fees and Expenses" of the Prospectus that independent directors' fees and out-of-pocket expenses are paid out of the service fee paid to the management company.

- **Restructuring of the Performance Fees description**

The Board has decided to redraft paragraph "d. Performance Fee" in section 3.1 "Fees and Expenses" of the Prospectus in order to:

- remove calculation methodology category B;
- clarify calculation methodology category A in view of the implementation of ESMA Final Report – Guidelines on performance fee in UCITS and certain types of AIFs; and
- move all the applicable details and examples of performance fees calculation to "Appendix V – Performance Fee".

- **Update of sub-section 3.8 "Liquidation and merger of Sub-funds" and sub-section 3.9 "Liquidation and merger of Classes of Shares"**

The Board has decided to remove the one month notice period for the liquidation of a sub-fund or a share class.

- **Clarification of benchmark disclosures in the Sub-funds' investment policies**

Specific disclosures relating to the benchmarks used by the Sub-funds have been added to their investment policies in compliance with ESMA's Q&A on the application of the UCITS Directive clarifying benchmark disclosure obligations for UCITS. These clarifications will not involve any change in the management of the Sub-funds.

The draft Prospectus reflecting the abovementioned changes (including the change of management company) is available free of charge at the Fund's registered office.

Should you require further information, please contact the Current Management Company, your financial advisor or your local distributor.

Yours faithfully,

On behalf of the Board

## Appendix I - Clarification of the tax regime for German investors and additional restrictions applicable to Sub-funds qualifying as "equity funds" under the German Investment Tax Act

### ➤ Clarification of the tax regime for German investors

The following provisions have been added in section "2.9 Taxation" of the Prospectus applicable to Sub-funds qualifying as "equity funds" under the German Investment Tax Act:

#### *"Tax Information for German Investors"*

Generally, each Sub-fund should qualify as an investment fund pursuant to sec. 1(2) and (4) of the German Investment Tax Act as applicable from 1 January 2018 ("**GInvTA**"), and not as a special investment fund pursuant to sec. 26 GInvTA. German Investors are thus taxable with the following income from the Sub-funds (so-called "Investment Income"):

- distributions, including dividends and repayments of contributed capital from the Sub-funds,
- the so-called "lump-sum taxation amount", and
- capital gains from the disposal (i.e. redemption or sale) of shares in the Sub-funds.

The lump-sum taxation amount is attributed to German Investors as deemed taxable income on an annual basis on 2 January of each calendar year with respect to the preceding calendar year. The lump-sum taxation amount is calculated as follows: redemption price (or alternatively stock exchange price or market price) per Sub-fund share at the beginning of the calendar year multiplied by 70% of the so-called "basic interest rate" (Basiszins) as published by the German Federal Ministry of Finance (for the lump-sum taxation amount with respect to the calendar year 2019 that is attributed on 2 January 2020: 0.52% p.a.). The lump sum taxation amount is reduced by the actual distributions of the respective calendar year. The lump-sum taxation amount is further capped by reference to the sum of (i) the actual increase of the redemption price (or stock exchange price or market price, as applicable) of the Sub-fund share during the calendar year plus (ii) the actual annual distributions.

The Investment Income is as a rule subject to:

- (i) German income tax at a flat tax rate of 25% (plus solidarity surcharge and church tax, if applicable) in the case of German Investors holding the Sub-fund's shares as private assets ("**Private Investors**"),
- (ii) German income tax at the personal progressive income tax rate (up to 45% plus solidarity surcharge and church tax, if applicable) and German trade tax at the respective local trade tax rate in the case of German Investors holding the Sub-fund shares as business assets ("**Business Investors**"), and
- (iii) German corporate income tax at a rate of 15% (plus solidarity surcharge) and trade tax at the respective local trade tax rate in the case of German Investors qualifying as corporate tax subjects ("**Corporate Investors**").

However, the Sub-funds mentioned in Appendix II in the section "Additional information for German tax purposes" intend to qualify as "Equity Funds" for German tax purposes. In case of a qualification as "Equity Fund", the following tax exemptions apply to German Investors of the respective Sub-funds:

- (i) Private Investors benefit from a 30% tax exemption on any Investment Income for German income tax purposes,
- (ii) business Investors benefit from a 60% tax exemption on any Investment Income for German income tax purposes and a 30% tax exemption on any Investment Income for German trade tax purposes, and
- (iii) corporate Investors benefit from a 80% tax exemption on any Investment Income for German corporate income tax purposes and a 40% tax exemption on any Investment Income for German trade tax purposes.

*The partial tax exemptions under (ii) and (iii) with regard to Business Investors and Corporate Investors do not apply (i) to life and health insurance companies if the Sub-fund shares are attributable to their capital investments (Kapitalanlagen), (ii) to credit or financial services institutions if the Sub-fund shares are attributable to their trading assets (Handelsbestand) and (iii) to finance companies owned directly or indirectly to more than 50% by credit or financial services institutions if the Sub-fund shares are at the time of the acquisition attributable to the short-term assets (Umlaufvermögen). In these cases, the partial tax exemption for Private Investors (i.e. 30%) applies.*

*Please note that this information is not exhaustive. No comment is made on the specific matters that must be taken into account in individual cases, and no specific statements can be made on the taxation of individual investors of the Sub-funds. Given the complexity of German tax law and especially the GInvTA, (potential) investors of the Sub-funds are strongly advised to consult their own tax advisors."*

➤ **Additional investment restrictions:**

The following provisions have been added in "Appendix II – Investment Restrictions" of the Prospectus applicable to sub-funds qualifying as "equity funds" under the German Investment Tax Act:

**Additional investment restrictions for German tax purposes:**

*The Sub-funds of the following categories:*

- (a) *Global Equity Sub-funds (Appendix I Section 1.);*
- (b) *Regional & Country Equity Sub-funds (Appendix I Section 2.); and*
- (c) *Theme Equity Sub-funds (Appendix I Section 3.) (except for the Sub-fund Robeco Sustainable Property Equities),*

*intend to qualify for German tax purposes as a so-called "Equity Funds" in terms of sec. 2(6) of the GInvTA as applicable from 1 January 2018 onwards.*

*"Equity Funds" are defined as funds, which according to their investment conditions invest continuously more than 50% of their gross assets (defined as the value of the assets without considering liabilities) in "Equity Participations" within the meaning of sec. 2(8) GInvTA.*

*To this end, the aforementioned Sub-funds will invest continuously more than 50% of their gross assets in Equity Participations within the meaning of sec. 2(8) GInvTA.*

*Corporate actions, subscriptions/redemptions and market movements may temporarily cause a Sub-fund not to meet this Equity Participation-ratio. In such a case, the Sub-fund will take possible and reasonable measures to re-establish the indicated investment level without undue delay after getting knowledge of the shortfall.*

*"Equity Participations" within the meaning of sec. 2(8) of the GInvTA are defined as:*

- *shares in a corporation, which are admitted to official trading at an exchange or an organized market recognized by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht);*
- *shares in a corporation, which does not qualify as a "real estate company" for German purposes and which either (i) is resident in an EU member state or an EEA member state and is subject to corporate income tax in that state without being exempted from such tax or (ii) is resident in a third country and is subject to a corporate income tax in that state at a rate of at least 15% without being exempted from such tax;*
- *fund units in an Equity Fund with 51% of the Equity Fund units' value or, if the investment conditions of the Equity Fund provide for a higher minimum Equity Participation-ratio, with the respective higher percentage of the Equity Fund units' value;*

- *fund units in a so-called "Mixed Fund" (i.e. a fund, which according to its investment conditions invests continuously at least 25% of its gross assets in Equity Participations within the meaning of sec. 2(8) GInvTA) with 25% of the Mixed Fund units' value or, if the investment conditions of the Mixed Fund provide for a higher minimum Equity Participation-ratio, with the respective higher percentage of the Mixed Fund units' value.*

*In accordance with sec. 2 (6) sentences 2 and 3 and sec. 2(7) sentences 2 and 3 of the GInvTA, for purposes of calculating their own Equity Participation-ratios, the Sub-funds will also consider the actual Equity Participation-ratios of target funds published on each valuation day, provided that a valuation takes place at least once per week.*

*Pursuant to sec. 2(8) sentence 5 GInvTA the following participations do not qualify as Equity Participations:*

- *shares in partnerships, even if the partnerships are holding themselves shares in corporations;*
- *shares in corporations, which pursuant to sec. 2(9) sentence 6 of the GInvTA qualify as real estate;*
- *shares in corporations which are exempt from income taxation, to the extent these corporations are distributing their profits, unless the distributions are subject to a taxation of at least 15% and the investment fund is not exempt from this taxation;*
- *shares in corporations,*
  - *whose income is directly or indirectly to more than 10% derived from shares in corporations that do not fulfil the requirements of sec. 2(8) sentence 1 no. 2 lit. a) or b) of the GInvTA, or whose market value consists to more than 10% of directly or indirectly held shares in corporations that do not fulfil the requirements of sec. 2(8) sentence 1 no. 2 lit. a) or b) of the GInvTA."*