

(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)

普徠仕(盧森堡)系列基金

可變資本投資公司 (Société d'investissement à capital variable)
註冊辦公室：European Bank & Business Center, 6c route de Trèves, L-2633
Senningerberg, Grand Duchy of Luxembourg



2021 年 12 月 21 日

親愛的股東，

主旨：重要通知：普徠仕(盧森堡)系列基金—存託機構、行政代理人、移轉及過戶代理人、註冊代理人之變更

台端為普徠仕(盧森堡)系列基金(下稱「**本公司**」)之投資人，謹致函通知如附件所載本公司經金融監督管理委員會(下稱「**金管會**」)¹核准之本公司及本公司子基金(以下合稱「**子基金**」)之存託機構、行政代理人、移轉及過戶代理人及當地代理人，將自合併生效日(定義如下)起自 J.P. Morgan Bank Luxembourg S.A. 變更為 J.P. Morgan SE, Luxembourg Branch (以下合稱「**本變更**」)。

本通知所使用之專有名詞與現行公開說明所定義者具有相同意義。

1. 存託機構、行政代理人、移轉及過戶代理人、註冊代理人之變更

作為調整JPMorgan在歐洲之銀行組織架構之一部分，J.P. Morgan Bank Luxembourg S.A. (下稱「**JPMBL**」)為本公司及子基金之存託機構、行政代理人、移轉及過戶代理人、註冊代理人，將被併入J.P. Morgan AG，而同時該公司之法律形式將自德國股份公司(Aktiengesellschaft)變更為歐洲公司(Societas Europaea)，而成為J.P. Morgan SE (下稱「**JPMSE**」)(下稱「**本合併**」)。

本合併應取得各合併實體之單一股東的同意，預計將於2021年底取得同意。

JPMBL之所有資產及負債將移轉至JPMSE盧森堡分公司，該分公司將以J.P. Morgan SE – Luxembourg Branch (下稱「**JPMSE Luxembourg**」)之形式營運。

¹ 金管會之授權非屬對產品之推介或背書，亦不保證產品之商業價值或其績效。此非表示該產品適合所有投資人，亦非對其適合任何特定投資人或投資人類別之背書。

本合併發生法律效力之日為法蘭克福地方法院於商業登記處登記本合併之日（下稱「合併日」），預計為2022年1月22日或其前後之日期。如本合併之合併日有任何變更或任何其他重大變更，本公司將另行通知台端。

依盧森堡之法律、命令及規則，JPMBL於合併日將不復存在。此外，自合併日起，JPMSE Luxembourg將作為JPMBL之法定繼受人，承擔JPMBL之職責，擔任本公司及本公司子基金之存託機構、行政代理人、移轉及過戶代理人、註冊代理人，並將承擔JPMBL與本公司簽定之現行契約下之所有權利及義務。因此，並未預期投資人於本公司與子基金之權利及利益將因本變更而受到重大損害。

自合併日起，JPMSE 將成為依德國法律所設立之歐洲公司（Societas Europaea），登記辦公地址為 Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany，並於法蘭克福地方法院商業登記處登記。

其將成為受歐洲中央銀行（ECB）、德國聯邦金融監理局（Bundesanstalt für Finanzdienstleistungsaufsicht, BaFin）及德國聯邦銀行（即德國中央銀行）直接審慎監管之信用機構。

盧森堡金融監管局（Commission de Surveillance du Secteur Financier，下稱「CSSF」）為本公司及子基金註冊地之盧森堡金融監管機構，且 CSSF 業已收到本合併之通知。JPMSE Luxembourg 經 CSSF 授權以擔任盧森堡集合投資計畫之存託銀行。CSSF 已確認就 JPMSE Luxembourg 承接擔任本公司及子基金之存託機構、行政代理人、移轉及過戶代理人及註冊代理人無反對意見。

JPMSE, Luxembourg 將於盧森堡商業及公司登記處（RCS）登記，編號為 B255938，並受上述母國監管機構之監管及 CSSF 之當地監管。

JPMBL 及 J.P. Morgan AG（其法律形式於合併日將變更為 J.P. Morgan SE）均為 J.P. Morgan 集團之成員公司。本合併將不會改變 JPMBL 向本公司及子基金提供之服務範圍。本公司及子基金之存託機構、行政代理人、移轉及過戶代理人、註冊代理人之地址或聯絡方式將不會變更，且本公司及子基金支付予存託機構、行政代理人、移轉及過戶代理人、註冊代理人之費用水準不會變更。

JPMBL 之業務營運將由 JPMSE 盧森堡分支機構（即 JPMSE Luxembourg）不受間斷地進行。且自合併日起，JPMSE Luxembourg 將承擔本公司及子基金之公開說明書中所述之責任及義務。JPMSE Luxembourg 之人員、業務職能及內部控制措施將實質上與 JPMBL 既有者相同。

2. 本變更之影響

如上述揭露外：

- (i) 本變更將不會導致子基金之特徵及所適用之風險產生任何變更，亦不會導致管理子基金之費用水平/成本產生任何變更；
- (ii) 子基金之營運及/或管理方法並無因本變更而導致之其他變更；及
- (iii) 本變更將不會影響子基金之既存股東，子基金股東之權利及利益將不會因本變更而受有重大損害。

與本公司及子基金變更相關之所有費用（包括法律及其他行政費用）將由存託機構負擔（亦即，若該費用於本合併前支付，由 JPMBL 負擔，或若該費用於本合併後支付，則由 JPMSE Luxembourg 負擔）。本公司及子基金或其投資人將毋須負擔相關費用。

如本變更不符合台端之投資需求，台端得隨時依公開說明書之內容請求免費買回您於相關子基金之股份。

公開說明書將被適時更新以反映此等變更，公開說明書得於通常營業時間至總代理人辦公室免費查閱。

感謝台端一直以來對普徠仕的信賴及信心。台端如對上述內容有任何疑問，請洽在台的總代理－萬寶證券投資顧問股份有限公司。

附件一子基金列表

1. 普徠仕新興市場債券基金（原名:普信全球新興市場債券型基金）（**本基金主要係投資於非投資等級之高風險債券且基金之配息來源可能為本金**）
2. 普徠仕新興市場股票基金（原名:普信全球新興市場股票型基金）
3. 普徠仕歐洲股票基金（原名:普信歐洲股票型基金）
4. 普徠仕全球焦點成長股票基金（原名:普信全球焦點成長股票型基金）
5. 普徠仕全球成長股票基金（原名:普信全球成長企業股票型基金）
6. 普徠仕全球高息債券基金（原名:普信全球高息債券型基金）（**本基金主要係投資於非投資等級之高風險債券且基金之配息來源可能為本金**）
7. 普徠仕全球天然資源股票基金（原名:普信全球天然資源股票型基金）
8. 普徠仕美國大型成長股票基金（原名:普信美國大型成長股票型基金）
9. 普徠仕美國小型公司股票基金（原名:普信美國小型公司股票型基金）
10. 普徠仕全球高收益債券基金（原名:普信全球高收益債券型基金）（**本基金主要係投資於非投資等級之高風險債券且基金之配息來源可能為本金**）
11. 普徠仕美國綜合債券社會責任基金（原名:普信美國複合收益債券型基金，自 2021 年 1 月 31 日起變更為普徠仕美國綜合債券基金）
12. 普徠仕亞洲（日本除外）股票社會責任基金（原名:普信亞洲（除日本）股票型基金，自 2021 年 1 月 31 日起變更為普徠仕亞洲（日本除外）股票基金）
13. 普徠仕美國大型價值股票基金（原名:普信美國大型價值股票型基金）



21 December 2021

Dear Shareholder,

Re.: Important Notice: T. Rowe Price Funds SICAV – Change of Depositary, Administration Agent, Registrar, Transfer Agent and Domiciliary Agent

We are writing to you as an investor of the T. Rowe Price Funds SICAV (the “**Company**”), to inform you that the depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the sub-funds of the Company authorized by the Financial Supervisory Commission (“**FSC**”)¹ as set out in the Appendix to this letter (collectively, the “**Sub-Funds**”), will change from J.P. Morgan Bank Luxembourg S.A. to J.P. Morgan SE, Luxembourg Branch, with effect from the Merger Date (as defined below) (collectively, the “**Changes**”).

All capitalised terms used in this notice and not defined herein shall have the meanings ascribed to them in the existing Prospectus.

1. Change of the depositary, administration agent, registrar, transfer agent and domiciliary agent

As part of an internal restructuring with the aim to streamline JPMorgan's banking entity structure across Europe, J.P. Morgan Bank Luxembourg S.A. (“**JPMBL**”), the depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the Sub-Funds, will merge into J.P. Morgan AG which at the same time will change its legal form from a German Stock Corporation (*Aktiengesellschaft*) to a European Company (*Societas Europaea*), being J.P. Morgan SE (“**JPMSE**”) (the “**Merger**”).

The Merger requires the approval by the sole shareholder of the merging entities, which is expected to be obtained by the end of 2021.

All of JPMBL's assets and liabilities will be transferred to the Luxembourg Branch of JPMSE, which will operate as J.P. Morgan SE – Luxembourg Branch (“**JPMSE Luxembourg**”).

The date when the Merger takes legal effect will be the date on which the local court of Frankfurt registers the Merger in the commercial register (the “**Merger Date**”), which is expected to be on or around 22 January 2022. We will notify you separately if there is any change in the Merger Date or any other material changes to the Merger.

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

On the Merger Date and in accordance with Luxembourg laws, rules and regulations, JPMBL will cease to exist. Also, from the Merger Date onwards, JPMSE Luxembourg will, as legal successor of JPMBL, take up JPMBL's functions to act as depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the sub-funds of the Company and will assume all rights and obligations that JPMBL currently has under the existing agreements with the Company. Accordingly, it is not expected that the investors' rights and interests in the Company and the Sub-Funds will be materially prejudiced as a result of the Changes.

Effective from the Merger Date, JPMSE will be a European Company (*Societas Europaea*) organized under the laws of Germany, with registered office at Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany and registered with the commercial register of the local court of Frankfurt.

It will be a credit institution subject to direct prudential supervision by the European Central Bank (ECB), the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin) and *Deutsche Bundesbank*, the German Central Bank.

The Commission de Surveillance du Secteur Financier ("**CSSF**") is the financial regulator in Luxembourg where the Company and the sub-Funds are domiciled and has been notified of the Merger. JPMSE Luxembourg is authorised by the CSSF to act as a depositary bank for Luxembourg undertakings for collective investment. The CSSF has confirmed no objection to JPMSE Luxembourg assuming the role of depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the Sub-Funds.

JPMSE Luxembourg will be registered in the Luxembourg Trade and Companies' Register (RCS) under number B255938 and will be subject to the supervision of the aforementioned home state supervisory authorities as well as local supervision by the CSSF.

Both JPMBL and J.P. Morgan AG (which at the Merger Date will change its legal form to J.P. Morgan SE) are members of the J.P. Morgan group of companies. The Merger does not change the scope of services provided to the Company and the Sub-Funds by JPMBL. There will be no change of address or contact details of the depositary, administration agent, registrar, transfer agent and domiciliary agent of the Company and the Sub-Funds and no change in the level of fees payable by the Company and the Sub-Funds to the depositary, administration agent, registrar, transfer agent and domiciliary agent.

The business operations of JPMBL will be carried on without interruption by a locally fully passported Luxembourg based branch of JPMSE (i.e. JPMSE Luxembourg) and the duties and obligations of JPMBL as stated in the Prospectus of the Company and the Sub-Funds will be taken up by JPMSE Luxembourg as of the Merger Date. The personnel, business functions and internal control measures of JPMSE Luxembourg will be substantially the same as those of JPMBL currently.

2. Implication of the Changes

Save as disclosed above:

- (i) the Changes will not result in any change to the features and risks applicable to the Sub-Funds and will not result in any change in the fee level/cost in managing the Sub-Funds;
- (ii) there are no other changes to the operation and/or manner in which the Sub-Funds are being managed as a result of the Changes; and
- (iii) the Changes will not affect existing Shareholders of the Sub-Funds, and the rights and interests of the Shareholders of the Sub-Funds will not be materially prejudiced as a result of the Changes.

All costs (including the legal and other administrative costs) associated with the Changes to the Company and the Sub-Funds will be borne by the Depositary (i.e. by JPMBL if costs are paid before the Merger, or by JPMSE Luxembourg if costs are paid after the Merger). The respective costs will not be borne by the Company and the Sub-Funds or its investors.

If the Changes do not suit your investment requirements, you may request to redeem your shares in the relevant Sub-Fund(s), free of charge, at any time in accordance with the content of the Prospectus.

The Prospectus will be updated to reflect the Changes in due course. The Prospectus may be inspected free of charge at the office of master agent during normal business hours.

Thank you for the continued trust and confidence that you have placed in T. Rowe Price. Should you have any queries in relation to this matter, please do not hesitate to contact the master agent Marbo Securities Consultant Co., Ltd. in Taiwan.

Appendix – List of the Sub-Funds

1. Emerging Markets Bond Fund
2. Emerging Markets Equity Fund
3. European Equity Fund
4. Global Focused Growth Equity Fund
5. Global Growth Equity Fund
6. Global High Income Bond Fund
7. Global Natural Resources Equity Fund
8. US Large Cap Growth Equity Fund
9. US Smaller Companies Equity Fund
10. Global High Yield Bond Fund
11. Responsible US Aggregate Bond Fund
12. Responsible Asian ex-Japan Equity Fund
13. US Large Cap Value Equity Fund