

此係重要文件，請儘速閱讀。如果 台端無法確知自身應採取之行動，請立即向 台端自身之獨立法律、財務或專業顧問諮詢。如果 台端已出售或轉讓 台端之所有股份，煩請立即將本文件及相關隨附文件送交買受人、受讓人或經手出售或轉讓之股票經紀人、銀行或其他代理人，以利其轉交予買受人或受讓人。惟此等文件不得於美國境內轉發或轉發至美國。

2023 年 10 月 25 日

致 GAM Star Fund plc 之股東

親愛的股東，您好：

## 前言

謹此通知，GAM Star Fund plc（下稱「本公司」）將於2023年12月7日上午11時30分於本公司辦事處（地址：33 Sir John Rogerson's Quay, Dublin 2, Ireland）舉行年度股東大會。

## 背景

本公司係於1998年2月20日在愛爾蘭註冊成立之可變資本投資公司（公司編號為280599），且為經愛爾蘭中央銀行（下稱「中央銀行」）依據《1989年歐洲共同體（可轉讓證券集體投資事業）條例》所授權之可轉讓證券集體投資事業，並受經修訂之《2011年歐洲共同體（可轉讓證券集體投資事業）條例》所規限。本公司是一家子基金（以下合稱或各稱為「基金」）間負債分離之傘型公司。本公司目前共有32檔基金，亦即：GAM Star歐洲股票基金、GAM Star日本領先基金、GAM Star環球股票基金、GAM Star亞洲股票基金、GAM Star中華股票基金以及GAM Star美國全方位股票基金<sup>1/</sup>。

本公司董事（下稱「董事」）業已召集年度股東大會，本公司股東須於大會中：

- a) 接受及審議截至2023年6月30日止年度之本公司法定財務報表、董事報告、法定查核會計師就該等財務報表及報告所出具之報告，以及審閱本公司事務；
- b) 續聘 PricewaterhouseCoopers 為本公司之法定查核會計師，任期至下一次年度股東大會結束為止；以及
- c) 授權董事決定法定查核會計師截至2024年6月30日止年度之年度報酬。

謹建議 台端仔細閱讀與此等議案有關之本通知書及隨附文件。

<sup>1</sup> 中譯文僅列出臺灣登記之基金。

**a) 截至 2023 年 6 月 30 日止年度之董事報告、法定查核會計師就財務報表及本公司報告所出具之報告，以及審閱本公司事務**

本公司股東須接受及審議截至 2023 年 6 月 30 日止年度之董事報告、法定查核會計師就財務報表及本公司報告所出具之報告（可至 [www.gam.com](http://www.gam.com) 網站閱覽），以及審閱本公司事務。亦可向 GAM 索取年度財務報表及/或半年度業務表現之紙本或電子副本。

**b) 續聘本公司之法定查核會計師**

本公司股東須同意續聘 PricewaterhouseCoopers 為本公司之法定查核會計師。

**c) 查核會計師之報酬**

本公司股東須授權董事決定截至 2024 年 6 月 30 日止年度之法定查核會計師報酬。

**d) 可供查閱之文件**

下列文件將於每日正常營業時間（不含週六、週日及公定假日）在本公司辦事處（地址：33 Sir John Rogerson's Quay, Dublin 2, Ireland）免費提供索閱：

- i. 本公司之組織章程大綱及細則之現行版本；
- ii. 本公司公開說明書（含補充公開說明書及增補本）；以及
- iii. 本公司法定財務報表。

**e) 股東大會**

本通知書之隨附文件如下：

- 本公司年度股東大會之正式開會通知書，本次大會將於 2023 年 12 月 7 日上午 11 時 30 分（愛爾蘭時間）於本公司辦事處（地址：33 Sir John Rogerson's Quay, Dublin 2, Ireland）舉行，會中將審閱前揭第(a)項所詳述之議案，以及審閱並表決前揭第(b)項及第(c)項所列議案；以及
- 供本公司股東指派代理人就年度股東大會議案進行投票表決之委託書表格（亦即，本公司股東不欲親自出席年度股東大會）。

**f) 股東同意**

為於年度股東大會通過下列各項議案，須經有表決權之本公司股東親自或指派代理人於本公司股東大會以多數決同意：

- i. 續聘本公司之法定查核會計師；以及
- ii. 授權董事決定截至 2024 年 6 月 30 日止年度之法定查核會計師報酬。

本公司兩名股東親自出席或委託代理人出席，即符合年度股東大會各項議案之最低出席人數。若於本次會議預定開會時間起半小時內仍不足最低出席人數者，會議將延至次一禮拜同一天，於同一時間和地點召開，或延至董事決定之其他日期、其他時間及地點召開。如該延會預定開會時間起 15 分鐘內仍未達最低出席人數，則以出席股東人數為最低出席人數。

敬請閱讀委託書表格所載附註，此將有助於 台端完成該等委託書表格，並請將填妥之委託書以電郵寄至 [GAMproxy@gam.com](mailto:GAMproxy@gam.com)。台端指派代理人之委託書應於年度股東大會預定開會時間前至少 48 小時寄達，方生效力。台端縱已指派代理人，亦得親自出席年度股東大會並行使表決權。

#### g) 建議

我們認為所提年度股東大會議案係符合本公司股東整體之最佳利益，故建議本公司股東投票贊成該等年度股東大會議案。

台端如對本通知書有任何疑問，請聯繫本公司秘書—Tudor Trust Limited（地址：Rogerson's Quay, Dublin 2, Ireland），或發送電郵至 [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie)。

敬祝 商祺

Tudor Trust Limited  
GAM Star Fund plc 公司秘書



## 年度股東大會開會通知

### **GAM STAR FUND plc**

(下稱「本公司」)

謹此通知，本公司年度股東大會將於2023年12月7日上午11時30分（愛爾蘭時間）於本公司辦事處（地址：33 Sir John Rogerson's Quay, Dublin 2, Ireland）為下列目的舉行：

1. 接受及審議截至2023年6月30日止年度之本公司法定財務報表、董事報告、法定查核會計師就該等財務報表及報告所出具之報告，以及審閱本公司事務。
2. 續聘PricewaterhouseCoopers為本公司之法定查核會計師，任期至下一次年度股東大會結束為止。
3. 授權董事決定截至2024年6月30日止年度之法定查核會計師報酬。

日期：2023年10月25日

Tudor Trust Limited  
GAM Star Fund plc之秘書

- 有權出席及表決之股東有權指派代理人代表其本人出席、發言及行使表決權。
- 代理人毋須為股東。
- 委託書最遲必須於會議預定開會時間的48小時以前，送達本公司位於33 Sir John Rogerson's Quay, Dublin 2, Ireland之註冊辦事處，或以電子郵件寄達 [GAMproxy@gam.com](mailto:GAMproxy@gam.com)。

委託書表格  
GAM STAR FUND plc年度股東大會

注意：請填妥本表格並簽名後，以電子郵件寄至 [GAMproxy@gam.com](mailto:GAMproxy@gam.com)，最遲須於2023年12月5日上午11時30分前送達。

本人/吾等\_\_\_\_\_

(以正楷填寫)

為\_\_\_\_\_

(以正楷填寫)

GAM 股東編號

(以正楷填寫)

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為GAM Star Fund plc之股東，茲指定會議主席/下列人士

\_\_\_\_\_之\_\_\_\_\_，

作為本人/吾等之代理人，於預定在2023年12月7日上午11時30分（愛爾蘭時間）於本公司辦事處（地址：33 Sir John Rogerson's Quay, Dublin 2, Ireland）召開之GAM Star Fund p.l.c.年度股東大會及其任何延會代表本人/吾等出席、發言及行使表決權（如以下方框所示）。

日期：\_\_\_\_\_

簽名 \_\_\_\_\_

**審閱及審議事項**

接受及審議截至2023年6月30日止年度之本公司法定財務報表、董事報告、法定查核會計師就該等財務報表及報告所出具之報告，以及審閱本公司事務。

請在下方空格處打「X」以指明 台端希望如何進行表決。

**議案說明**

	贊成	反對	棄權
1. 續聘PricewaterhouseCoopers為本公司之法定查核會計師，任期至下一次年度股東大會結束為止。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. 授權董事決定截至2024年6月30日止年度之法定查核會計師報酬。	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### 委託書表格填寫說明

1. 台端如欲指派會議主席以外之人選，請刪除「會議主席」等字，並於指定空白處填入 台端欲指派之代理人姓名。
2. 代理人毋須為股東。
3. 經填妥之本委託書表格及授權書或其他授權文件（如有）（或其經公證之副本）應於本次會議預定開會時間前至少48小時，以電子郵件寄回至 [GAMproxy@gam.com](mailto:GAMproxy@gam.com)，或交付至本公司註冊辦事處或本表格所載地址，方生效力。台端應預留至少四天之郵寄時間。
4. 如為共同持有人，將以行使表決權之共同持有人中排名較前之持有人之表決權為準（不論親自或委託代理人行使表決權），而排除其他共同持有人之表決權，且為此目的，排名先後乃按共同持有人姓名於股東名冊之排序而定。

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.

25 October 2023

To the Members of  
GAM Star Fund plc

Dear Member,

#### Introduction

This document gives notice that the Annual General Meeting ("**AGM**") of GAM Star Fund plc (the "**Company**") will be held at the office of Company 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 7 December 2023 at 11:30 a.m. (Irish time).

#### Background

The Company incorporated and registered in Ireland under company number 280599 and registered as an investment company with variable capital on 20 February 1998 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 Company is an umbrella company with segregated liability between sub-funds (the "**Funds**", or when referred to individually, a "**Fund**"). Currently there are thirty two Funds in the Company, namely; GAM Star European Equity; Gam Star Japan Leaders; GAM Star Continental European Equity; GAM Star Worldwide Equity; GAM Star Asian Equity; GAM Star China Equity; GAM Star US All Cap Equity; GAM Star Alpha Technology; GAM Star Flexible Global Portfolio; GAM Star Emerging Market Rates; GAM Star Global Rates; GAM Star Global Selector; GAM Star Capital Appreciation US Equity; GAM Star Global Balanced; GAM Star Composite Global Equity; GAM Star Credit Opportunities (EUR); GAM Star Credit Opportunities (GBP); GAM Star Credit Opportunities (USD); GAM Star GAMCO US Equity; GAM Star Disruptive Growth; GAM Sustainable Emerging Equity; GAM Star Alpha Spectrum; GAM Star CAT Bond; GAM Systematic Alternative Risk Premia; GAM Star Global Cautious; GAM Star Global Growth; GAM Star Global Defensive; GAM Star Global Dynamic Growth; GAM Star Tactical Opportunities; GAM Star MBS Total Return; GAM Star Interest Trend; GAM Sustainable Climate Bond.



The directors of the Company (the "**Directors**") have convened an **AGM** of the Members of the Company at which Members of the Company will be asked to:

- a) Receive and consider the Company's statutory financial statements for the year end 30 June 2023, the report of the directors and the report of the statutory auditors on those financial statements and that report and to review the Company's affairs;
- b) Re-appoint PricewaterhouseCoopers as statutory auditors of the Company until the conclusion of the next AGM; and
- c) Authorise the Directors to approve the annual remuneration of the statutory auditors for the year ending 30 June 2024.

This Circular and the enclosed documentation, which you are encouraged to read carefully, relate to these proposals.

**a) The Report of the directors, the report of the statutory auditors on those financial statements and that report of the Company for the year ended 30 June 2023 and review of the Company's affairs**

Members of the Company are asked to receive and consider the Report of the directors, the report of the statutory auditors on those financial statements and the report of the Company for the year ended 30 June 2023, 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 Statutory Auditors**

Members of the Company are asked to approve the re-appointment of PricewaterhouseCoopers as statutory auditors to the Company.

**c) Auditors' Remuneration**

Members of the Company are asked to authorise the Directors to approve the remuneration of the statutory auditors for the year ending 30 June 2024.

**d) 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 Company 33 Sir John Rogerson's Quay, Dublin 2, Ireland:

- i. the current Memorandum and Articles of Association of the Company;
- ii. the Prospectus (including Supplements and Addenda) of the Company; and
- iii. the statutory financial statements of the Company.



#### e) General Meetings

This Circular is accompanied by the following documents:

- Formal notice of the AGM of Members of the Company to be held on 7 December 2023 at 11:30 a.m. (Irish time) at the offices of the Company 33 Sir John Rogerson's Quay, Dublin 2, Ireland, at which the proposal detailed in paragraph (a) above will be considered and the proposals detailed in paragraphs (b) and (c) listed above, will be considered and voted upon; and
- A proxy form which will allow Members of the Company to cast their votes by proxy on the AGM proposals (i.e., without attending the AGM in person should they not wish to do so).

#### f) Members' Approval

For the sanctioning of the following resolutions at the AGM, a majority of the votes cast in person or by proxy by the Members of the Company entitled to vote thereon in a general meeting of the Company are required to be voted in favour of each resolution:

- i. the reappointment of the Company's statutory auditors; and
- ii. the authorisation of the directors to approve the remuneration of the statutory auditors for the year ending 30 June 2024.

The quorum for each resolution at the AGM is two Members 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 applicable Meeting shall be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members / 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 email to [GAMproxy@gam.com](mailto:GAMproxy@gam.com). Your appointment of proxy must be received not later than 48 hours before the time appointed for the AGM.** You may attend and vote at the AGM even if you have appointed a proxy.

#### g) Recommendation

We believe that the proposed resolutions being put forward at the AGM are in the best interests of the Members of the Company as a whole and recommend therefore, that Members of the Company vote in favour of the AGM proposals.

For any queries regarding this circular, please contact the Company Secretary, Tudor Trust Limited, 33 Sir John Rogerson's Quay, Dublin 2, Ireland or via email [tudortrust@dilloneustace.ie](mailto:tudortrust@dilloneustace.ie)

Yours faithfully,



Tudor Trust Limited  
Company Secretary  
GAM Star Fund plc

## **NOTICE OF ANNUAL GENERAL MEETING**

### **GAM STAR FUND plc (the "Company")**

**NOTICE** is hereby given that the Annual General Meeting of all the Members of the Company will be held at the offices of the Company, 33 Sir John Rogerson's Quay, Dublin 2, Ireland on 7 December 2023 at 11:30 a.m. (Irish time) for the following purposes:

1. To receive and consider the Company's statutory financial statements for the year end 30 June 2023, the report of the directors and the report of the statutory auditors on those financial statements and that report and to review the Company's affairs;
2. To re-appoint PricewaterhouseCoopers as statutory auditors of the Company until the conclusion of the next Annual General Meeting; and
3. To authorise the directors to approve the remuneration of the statutory auditors for the year ending 30 June 2024.

Dated: 25 October 2023



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Tudor Trust Limited  
Secretary  
GAM Star Fund plc

- A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him/her;
- A proxy need not be a member;
- The form of proxy must be deposited at the registered office of the Company, 33 Sir John Rogerson's Quay, Dublin 2, Ireland or returned by email to [GAMproxy@gam.com](mailto:GAMproxy@gam.com) no later than 48 hours before the commencement of the meeting.

**PROXY FORM**  
**FOR THE ANNUAL GENERAL MEETING OF GAM STAR FUND plc**

**NOTE: PLEASE COMPLETE AND SIGN THIS FORM AND RETURN IT BY EMAIL TO [GAMproxy@gam.com](mailto:GAMproxy@gam.com) TO REACH US NO LATER THAN 11:30 ON 5 DECEMBER 2023.**

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

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

GAM Shareholder Number  
(in block capitals)

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being shareholder of the GAM Star Fund plc hereby appoint the Chairperson of the meeting/the following person

\_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend, speak and vote for me/us on my/our behalf as indicated in the boxes below at the Annual General Meeting of GAM Star Fund p.l.c. to be held at the offices of the Company 33, Sir John Rogerson's Quay, Dublin 2, Ireland on 7 December 2023 at 11:30 a.m. (Irish time) or at any adjournment thereof.

Dated: \_\_\_\_\_

Signature \_\_\_\_\_

**For Consideration and Review**

To receive and consider the Company's statutory financial statements for the year end 30 June 2023, the report of the directors and the report of the statutory auditors on those financial statements and that report and to review the Company's affairs;

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

**Description of Resolution**

1. To re-appoint PricewaterhouseCoopers as statutory auditors of the Company until the conclusion of the next Annual General Meeting.

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

2. To authorise the directors to approve the remuneration of the statutory auditors for the year ending 30 June 2024.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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### Explanatory notes for completing the Proxy Form

1. If you wish to appoint a person other than the Chairperson, delete the words "the Chairperson of the meeting" and insert the name of the person you wish to appoint as your proxy in the space provided.;
2. A proxy need not be a member of the company;
3. To be valid, this completed proxy form (together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney) must be returned by email to [GAMproxy@gam.com](mailto:GAMproxy@gam.com), 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;
4. 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.