

**21 December 2021**

Dear Shareholder, Unitholder,

**Schroder Alternative Solutions  
Schroder International Selection Fund  
Schroder Investment Fund  
Schroder Matching Plus  
Schroder Selection Fund  
Schroder Special Situations Fund (the "Funds")**

## **Restructure of J.P. Morgan Bank Luxembourg S.A., the depositary and the administrator**

We are writing to inform you of a restructure of the Funds' depositary and administrator.

As part of the implementation of the J.P. Morgan legal entity strategy within Europe, J.P. Morgan Bank Luxembourg S.A., the depositary and the administrator, will merge into J.P. Morgan AG. At the same time it will change its legal form from a German Stock Corporation (*Aktiengesellschaft*) to a European Company (*Societas Europaea*), named J.P. Morgan SE (the "Merger").

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.

As from the Merger Date, J.P. Morgan SE will, as legal successor of J.P. Morgan Bank Luxembourg S.A., continue to act as depositary and administrator through its Luxembourg Branch.

As such, **J.P. Morgan SE, Luxembourg Branch** will assume all rights and obligations that J.P. Morgan Bank Luxembourg S.A. currently has under the existing agreements with the Funds.

With effect from the Merger Date, J.P. Morgan SE will be a European Company (*Societas Europaea*) organised 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 under number HRB 16861.

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.

J.P. Morgan SE, Luxembourg Branch will be authorised by the Luxembourg Financial Sector Supervisory Commission (*Commission de Surveillance du Secteur Financier*, "CSSF") to act as depositary and fund administrator.

J.P. Morgan SE, Luxembourg Branch will be registered in the Luxembourg Trade and Companies' Register (RCS) under number B255938 and will be subject to the supervision of the home State supervisory authorities mentioned above, as well as local supervision by the CSSF.

Both J.P. Morgan Bank Luxembourg S.A. 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 Funds by J.P. Morgan Bank Luxembourg S.A.. There will be no change of address or contact details of the depositary and administrator.

There will be no additional costs to shareholders or unitholders as a result of this change and the way in which the Funds are managed and operated will not be impacted by this change.

If you have any questions or would like more information about Schroders' products please visit [www.schroders.com](http://www.schroders.com) or contact your local Schroders office, your usual professional adviser, or Schroder Investment Management (Europe) S.A. on (+352) 341 342 202.

Yours faithfully,

The Board of Directors

**IMPORTANT: This letter is important and requires your immediate attention. If you have any questions about the content of this letter, you should seek independent professional advice. Schroder Investment Management (Europe) S.A., as the Management Company to Schroder International Selection Fund, accepts full responsibility for the accuracy of the information contained in this letter and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement misleading.**

**21 December 2021**

Dear Shareholder,

## **Schroder International Selection Fund (the "Company") – Change of depositary and administrator**

We are writing to inform you of a change of depositary and administrator of the Company and its sub-funds including those which are authorised by the Securities and Futures Commission ("SFC")<sup>1</sup> as set out in the Appendix A to this letter ("Funds").

### **Internal Restructuring of the Depositary and Administrator of the Company and the Funds**

Currently, J.P. Morgan Bank Luxembourg S.A. ("JPMBL") is the Depositary and Administrator of the Company and the Funds. JPMBL and its affiliates are collectively referred to as "JPMorgan" in this letter.

As part of an internal restructuring with the aim to streamline JPMorgan's banking entity structure across Europe, three banking entities in the JPMorgan group domiciled respectively in Germany, Luxembourg and Ireland and their branches across the region will be merged into a single European bank ("**Merger**"). The Merger requires the approval by the sole shareholder of the merging entities (i.e. J.P. Morgan International Finance Limited), which has been obtained in the end of November 2021. 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 "**Effective Date**"), which is expected to be on or around 22 January 2022.

JPMBL will be one of the impacted legal entities of the Merger. In particular, the Merger will involve JPMBL merging into J.P. Morgan AG, which in turn will simultaneously change its legal form from a German Stock Corporation (*Aktiengesellschaft*) to a European company (*Societas Europaea*) known as J.P. Morgan Societas Europaea ("**JPMSE**") organised 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 under number HRB 16861. It will be a credit institution subject to direct prudential supervision by the European Central Bank (ECB), the German Federal Financial Supervisory Authority

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

(*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin) and Deutsche Bundesbank, the German Central Bank. 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**").

We will notify you separately if there is any change in the Effective Date or any other material changes to the Merger.

The Commission de Surveillance du Secteur Financier ("**CSSF**") is the financial regulator in Luxembourg where the Company is domiciled and has been notified of the Merger. JPMSE Luxembourg is authorised by the CSSF to act as a depositary and fund administrator for Luxembourg undertakings for collective investment. The CSSF has confirmed no objection to JPMSE Luxembourg assuming the role of Depositary and Administrator of the Company and the 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 home State supervisory authorities mentioned above, as well as local supervision by the CSSF.

On the Effective Date and in accordance with Luxembourg laws, JPMBL will cease to exist and the depositary and administration functions of JPMBL will transfer from JPMBL to JPMSE Luxembourg, and JPMSE Luxembourg will succeed JPMBL as the Depositary and Administrator of the Company and the Funds. JPMSE Luxembourg will assume all rights and obligations that JPMBL currently has under its existing agreements with the Company and accordingly the rights and obligations of the Company and the Funds with respect to the Depositary and Administrator will not be impacted. 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 Hong Kong offering documents and/or the constitutive documents of the Company and the Funds will be taken up by JPMSE Luxembourg as of the Effective Date. There will be no changes to the scope of services provided to the Company and the Funds, and no change in the level of fees payable by the Company and the Funds to the Depositary and Administrator. The address and contact details of the Depositary and Administrator will remain the same, and the personnel, functions and internal control measures of JPMSE Luxembourg will be substantially the same as those of JPMBL currently.

Save as disclosed above, there will be no other change in the operation or manner in which the Company and the Funds are being managed. There will be no impact on the features and risks applicable to the Company and the Funds. There will be no change to the fee level / cost in managing the Company and the Funds. The changes will not materially prejudice the shareholders' rights or interests. All costs (including the legal and other administrative costs) associated with the changes to the Company and the Funds above will be borne by Schroder Investment Management (Europe) S.A., the Company's management company.

The Hong Kong offering documents of the Company and the Funds will be revised to reflect the above change and will be available free of charge at [www.schroders.com.hk](http://www.schroders.com.hk)<sup>2</sup> or upon request from the Hong Kong Representative of the Company and the Funds, Schroder Investment Management (Hong Kong) Limited.

### **Options available to investors**

We hope that you will choose to remain invested in the Funds following these changes, but if you do wish to redeem your holding in the Funds before the changes become effective, you may do so at any time up

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<sup>2</sup> This website has not been reviewed by the SFC.

to and including the dealing cut-off at 5:00 p.m. Hong Kong time on 21 January 2022. Please ensure that your redemption instruction reaches the Hong Kong Representative before this deadline. We will execute your redemption instructions in accordance with the provisions of the Hong Kong offering documents of the Company and the Funds. Local agents might also have a local dealing cut-off which is earlier than that described above, so please check with them to ensure that your instructions reach the Hong Kong Representative before the dealing cut-off at 5:00 p.m. Hong Kong time on 21 January 2022.

### **Enquiries**

If you have any questions or would like more information, please contact your usual professional advisor or the Hong Kong Representative at Level 33, Two Pacific Place, 88 Queensway, Hong Kong or calling the Schroders Investor Hotline on (+852) 2869 6968.

The Board of Directors

## **Appendix A**

1. All China Equity
2. Asian Bond Total Return
3. Asian Dividend Maximiser
4. Asian Equity Yield
5. Asian Local Currency Bond
6. Asian Opportunities
7. Asian Smaller Companies
8. Asian Total Return
9. BRIC (Brazil, Russia, India, China)
10. China Opportunities
11. Emerging Asia
12. Emerging Europe
13. Emerging Markets
14. Emerging Markets Debt Absolute Return
15. Emerging Markets Multi-Asset (formerly known as Emerging Multi-Asset Income)
16. EURO Bond
17. EURO Corporate Bond
18. EURO Equity
19. EURO Government Bond
20. EURO Liquidity
21. EURO Short Term Bond
22. European Dividend Maximiser
23. European Large Cap
24. European Smaller Companies
25. European Value
26. Frontier Markets Equity
27. Global Bond
28. Global Cities
29. Global Climate Change Equity
30. Global Corporate Bond
31. Global Credit Income
32. Global Dividend Maximiser
33. Global Emerging Market Opportunities
34. Global Energy
35. Global Equity Alpha
36. Global Equity
37. Global Equity Yield
38. Global Gold
39. Global High Yield
40. Global Inflation Linked Bond
41. Global Multi-Asset Income
42. Global Smaller Companies
43. Global Sustainable Growth
44. Global Target Return
45. Greater China
46. Hong Kong Dollar Bond
47. Hong Kong Equity
48. Indian Equity
49. Japanese Equity

50. Japanese Opportunities
51. Japanese Smaller Companies
52. Latin American
53. Middle East
54. Multi-Asset Growth and Income
55. QEP Global Active Value
56. QEP Global Quality
57. Strategic Bond
58. Taiwanese Equity
59. UK Equity
60. US Dollar Bond
61. US Dollar Liquidity
62. US Large Cap
63. US Small & Mid-Cap Equity
64. US Smaller Companies

此乃重要函件，務請閣下垂閱。閣下如對本函件的內容有任何疑問，應尋找獨立專業顧問的意見。施羅德環球基金系列的管理公司Schroder Investment Management (Europe) S.A.就本函件所載資料之準確性承擔全部責任，並在作出一切合理查詢後確認，盡其所知所信，本函件並無遺漏足以令本函件的任何陳述具誤導成分的其他事實。

親愛的股東：

## 施羅德環球基金系列（「本公司」） - 存管處及行政管理人的變更

我們茲致函通知閣下，本公司及其子基金（包括本函件附錄 A 所載該等獲證券及期貨事務監察委員會（「證監會」）認可<sup>1</sup>的子基金（「各基金」））的存管處及行政管理人之變更。

### 本公司及各基金的存管處及行政管理人的內部重組

目前，J.P. Morgan Bank Luxembourg S.A.（「JPMBL」）為本公司及各基金的存管處及行政管理人。JPMBL及其相關聯公司於本函件內統稱為「JPMorgan」。

作為旨在精簡JPMorgan橫跨歐洲的銀行實體架構之內部重組的一部分，JPMorgan集團中分別在德國、盧森堡及愛爾蘭註冊的三個銀行實體及其在該地區的分行將合併為一間單一歐洲銀行（「合併」）。合併需要獲得合併實體的唯一股東（即J.P. Morgan International Finance Limited）的批准，而有關批准已於2021年11月底取得。合併生效之日期將為法蘭克福當地法院在商業登記處註冊合併之日期（「生效日」），預期為2022年1月22日或前後。

JPMBL 將成為合併中其中一個受影響的法律實體。尤其是，合併將涉及 JPMBL 併入 J.P. Morgan AG，而 J.P. Morgan AG 則會同時將其法律形式從一間德國股份公司 (*Aktiengesellschaft*) 更改為一間根據德國法律成立稱為 J.P. Morgan Societas Europaea（「JPMSE」）的歐洲公司 (*Societas*

<sup>1</sup> 證監會的認可並非對計劃作出推薦或認許，亦非對計劃的商業利弊或其業績表現的保證。證監會的認可不表示計劃適合所有投資者，或認許計劃適合任何特定投資者或某類別投資者。



*Europaea*），其註冊辦事位於Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany，並在法蘭克福當地法院的商業登記處註冊，編號為HRB 16861。其將成為受歐洲中央銀行（ECB）、德國聯邦金融監管局（*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin）及德國中央銀行 Deutsche Bundesbank直接審慎監管的信貸機構。JPMBL的所有資產及負債將轉移至 JPMSE的盧森堡分行，該分行將作為J.P. Morgan SE – Luxembourg Branch（「JPMSE Luxembourg」）營運。

如生效日有任何變更或合併有任何其他重大變動，我們將另行通知閣下。

Commission de Surveillance du Secteur Financier（盧森堡金融業管理局）（「CSSF」）是本公司註冊所在地盧森堡的金融監管機構，其已獲告知合併事宜。JPMSE Luxembourg獲CSSF認可擔任盧森堡集體投資計劃的存管處及基金行政管理人。CSSF已確認其不反對 JPMSE Luxembourg 履行作為本公司及各基金的存管處及行政管理人的職能。JPMSE Luxembourg 將於盧森堡商業和公司登記處（RCS）註冊，編號為 B255938，並將接受上述所在國家監管機構的監管及 CSSF 的當地監管。

於生效日及根據盧森堡法律，JPMBL將不再存在及JPMBL的存管及行政管理職能將從JPMBL轉移至 JPMSE Luxembourg，而JPMSE Luxembourg將接替JPMBL擔任本公司及各基金的存管處及行政管理人。JPMSE Luxembourg 將履行JPMBL目前根據其與本公司現有協議項下的所有權利及義務，因此本公司及各基金有關存管處及行政管理人的權利及義務將不會受影響。JPMBL的業務營運將不受中斷由 JPMSE位於盧森堡並可於當地全面通行的分行（即 JPMSE Luxembourg）繼續進行，而本基金及各基金的香港發售文件及／或組成文件所載JPMBL的職責及義務則自生效日起將由 JPMSE Luxembourg接管。提供予本公司及各基金的服務範圍將無任何變更，而本公司及各基金應付存管處及行政管理人的費用水平亦無任何變更。存管處及行政管理人的地址及聯繫方式將維持不變，JPMSE Luxembourg的人員、職能及內部控制措施將與JPMBL目前的大致相同。

除上文所披露者外，本公司及各基金的營運或管理方式將不會有其他變更。本公司及各基金的特點及所適用的風險將不會有任何影響。本公司及各基金的管理費用水平／成本將無任何變更。有關更改將不會對股東的權利或權益造成嚴重損害。所有與以上本公司及各基金的更改有關的成本（包括法律及其他行政成本），將由本公司的管理公司Schroder Investment Management (Europe) S.A.承擔。

本公司及各基金的香港發售文件將作出修訂，以反映上述變更，並將於網站 [www.schroders.com.hk](http://www.schroders.com.hk)<sup>2</sup> 可供免費查閱或向本公司及各基金的香港代表人施羅德投資管理（香港）有限公司索取。

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<sup>2</sup> 此網站未經證監會審閱。

## 投資者的選擇

我們希望在此等更改後，閣下仍將選擇投資於各基金，但如閣下有意在更改生效前將閣下在各基金的持股贖回，則閣下可於直至2022年1月21日（包括該日在內）下午5時正（香港時間）交易截止時間前任何時間進行有關贖回。請確保閣下的贖回指示於此截止時間前送抵香港代表人。我們將根據本公司及各基金的香港發售文件的條款執行閣下的贖回指示。當地代理人亦可實施一個較上述時間為早的當地交易截止時間，故請與該等當地代理人確定，以確保閣下的指示可於2022年1月21日下午5時正（香港時間）交易截止時間前送抵香港代表人。

## 查詢

閣下如有任何疑問或需要更多資料，請聯絡閣下常用的專業顧問或香港代表人（地址為香港金鐘道88號太古廣場二座33字樓）或致電施羅德投資熱線電話(+852) 2869 6968查詢。

## 董事會

2021年12月21日

## 附錄 A

1. 寰宇中國股票
2. 亞洲債券
3. 亞洲股息
4. 亞洲收益股票
5. 亞幣債券
6. 亞洲優勢
7. 亞洲小型公司
8. 亞洲總回報
9. 金磚四國（巴西、俄羅斯、印度、中國）
10. 中國優勢
11. 新興亞洲
12. 新興歐洲
13. 新興市場
14. 新興市場債券
15. 新興市場股債（前稱新興市場股債收息）
16. 歐元債券
17. 歐元企業債券
18. 歐元股票
19. 歐元政府債券
20. 歐元流動
21. 歐元短期債券
22. 歐洲股息
23. 歐洲大型股
24. 歐洲小型公司
25. 歐洲價值股票
26. 新領域股票
27. 環球債券
28. 環球城市
29. 環球氣候變化策略
30. 環球企業債券
31. 環球收息債券
32. 環球股息

33. 新興市場股債優勢
34. 環球能源
35. 環球進取股票
36. 環球股票
37. 環球收益股票
38. 環球黃金
39. 環球高收益
40. 環球通貨膨脹連繫債券
41. 環球股債收息
42. 環球小型公司
43. 環球持續增長
44. 環球目標回報
45. 大中華
46. 港元債券
47. 香港股票
48. 印度股票
49. 日本股票
50. 日本優勢
51. 日本小型公司
52. 拉丁美洲
53. 中東海灣
54. 環球股債增長收息
55. 環球計量精選價值
56. 環球計量優勢股票
57. 策略債券
58. 台灣股票
59. 英國股票
60. 美元債券
61. 美元流動
62. 美國大型股
63. 美國中小型股票
64. 美國小型公司