

EASTSPRING INVESTMENTS
Société d'Investissement à Capital Variable
Registered Office: 26 boulevard Royal,
L-2449 Luxembourg
Grand Duchy of Luxembourg
R.C.S Luxembourg B 81 110

NOTICE TO SHAREHOLDERS

**This document is important and requires your immediate attention.
If in doubt, please seek independent professional advice.**

Dear Hong Kong Shareholder,

Annual General Meeting

The Board of Directors of Eastspring Investments (the “**Company**”) would like to inform you that the annual general meeting of the shareholders of the Company (the “**AGM**”) will be convened.

Details of (i) the time, date and location of the AGM; (ii) the agenda item; and (iii) the voting arrangements, are set out in the following documents which accompany this notice:

- Convening Notice to the Annual General Meeting of the Shareholders of the Company to be held in Luxembourg (the “**AGM Notice**”); and
- Proxy Form.

Appointing a proxy

If you cannot be personally present at the AGM and wish to be represented, you are entitled to appoint a proxy, in which case you should do the following (please ignore the instructions contained in the section “Voting Arrangements” in the AGM Notice):

- please complete and sign the Proxy Form; and
- return the Proxy Form, duly completed and signed, to the Nominee (HSBC Institutional Trust Services (Asia) Limited):
 - ◇ first by fax to: (852) 2801 4928 by no later than 4pm (Hong Kong time) on 4 April 2019; and
 - ◇ then by mailing the original to the following address: HSBC Institutional Trust Services (Asia) Limited, 17/F Tower 2 & 3, HSBC Centre, 1 Sham Mong Road, Kowloon, Hong Kong.

Financial Statements

The Financial Statements, together with the Audited Annual Report as at 31 December 2018, will be published in English only and made available free of charge upon request at the registered office of the Hong Kong representative, Eastspring Investments (Hong Kong) Limited. The Audited Annual Report will be published in electronic format and uploaded to www.eastspring.com.hk¹ on or before 30 April 2019.

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The Board of Directors of the Company accepts responsibility for the accuracy of the contents of this notice to Hong Kong shareholders as at the date of its publication.

¹ The website has not been reviewed by the Securities and Futures Commission.

If you have any questions or concerns about the foregoing, please contact the Hong Kong Representative, Eastspring Investments (Hong Kong) Limited, at 13/F One International Finance Centre, 1 Harbour View Street, Central, Hong Kong and (852) 2868-5330, or your usual contact agent.

20 March 2019

EASTSRPING INVESTMENTS

By order of the Board of Directors

Notice of Annual General Meeting of the Shareholders

Dear Shareholder,

Notice is hereby given that the Annual General Meeting of Shareholders (the "Meeting") of Eastspring Investments (the "Company") will be held on April 12, 2019, at 11 a.m. Luxembourg time at the registered office of the Company, as set out below, with the following agenda:

Agenda

1. Presentation of the Report of the Board of Directors for the financial year ended December 31, 2018.
2. Presentation of the Report of the Auditor for the financial year ended December 31, 2018.
3. Approval of the Financial Statements for the financial year ended December 31, 2018, including fees payable to Directors.
4. Discharge of the Board of Directors and of the Auditor with respect to the performance of their duties for the financial year ended December 31, 2018.
5. Election of Mr Xavier Bernard Maurice Meyer as new Director of the Company, subject to CSSF approval, until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019.
6. Re-election of Mrs Francine Keiser, Mr Peter Martin Lloyd and Mr Thomas Nummer as Directors of the Company until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019.
7. Re-appointment of KPMG Audit Société cooperative as Auditor of the Company to serve until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019.
8. Ratification of dividends paid out during the financial year ended December 31, 2018, and authorisation to the Board to declare further dividends until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019.
9. Consideration of such other business as may properly come before the meeting.

Financial Statements

The Financial Statements, together with the Audited Annual Report, will be made available at the registered office of the Company and may be communicated to Shareholders upon request.

Voting

Resolutions on the agenda of the Meeting will require no quorum and will be taken at the majority of the votes expressed by the Shareholders present or represented at the Meeting.

Voting Arrangements

Shareholders who cannot attend the Meeting may vote by proxy by returning the enclosed Form of Proxy no later than April 9, 2019, close of business in Luxembourg, to the following address:

- The Bank of New York Mellon (Luxembourg) S.A.
Attn. Transfer Agency
2-4 rue Eugène Ruppert, L-2453 Luxembourg

Or by fax to (+352) 24 52 42 33 or pdf using the following email address LUXMB-TAControl@bnymellon.com

The original Form of Proxy shall then be sent by mail to the registered office of the Company.

By order of the Board of Directors

**Form of Proxy for use at the Annual General Meeting of the Shareholders of
Eastspring Investments to be held on April 12, 2019 at 11 a.m. Luxembourg time (the "Meeting")**

The undersigned,
Corporate Name and Registered Office

(the "**Shareholder**"), being a shareholder of **Eastspring Investments**, an investment company with variable capital (*société d'investissement à capital variable*) qualifying as an undertaking for collective investment in transferable securities within the meaning of Part I of the law of 17 December 2010 relating to undertakings for collective investment, as amended, having its registered office at 26, boulevard Royal, L-2449 Luxembourg, and registered with the Register of Trade and Companies of Luxembourg under the number B 81.110 (the "**Company**"), and with respect to all my/our shares recorded in the register of Shareholders of the Company, hereby gives irrevocable proxy to:

Spyridon Smeros, Senior Compliance Officer at Eastspring Investments (Luxembourg) SA, professionally residing in Luxembourg, or

Henk Ruitenbergh, Director at Eastspring Investments (Luxembourg) SA, professionally residing in Luxembourg, or

To

to whom is granted full power of substitution to (i) represent me/us by his/her sole signature at the **annual general meeting of the shareholders** of the Company to be held at the registered office of the Company on April 12, 2019 at 11 a.m. Luxembourg time or at any suitable date thereafter (including, for the avoidance of doubt, any adjournment, postponement or reconvening thereof) (the "**Meeting**"), and (ii) participate in the discussions and vote as indicated below regarding the matters mentioned below of which the Shareholder acknowledges having been fully informed.

The Meeting has been called for the following agenda:

1. Presentation of the Report of the Board of Directors for the financial year ended December 31, 2018.
2. Presentation of the Report of the Auditor for the financial year ended December 31, 2018.
3. Approval of the Financial Statements for the financial year ended December 31, 2018, including fees payable to Directors.
4. Discharge of the Board of Directors and of the Auditor with respect to the performance of their duties for the financial year ended December 31, 2018.
5. Election of Mr Xavier Bernard Maurice Meyer as new Director of the Company, subject to CSSF approval, until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019.
6. Re-election of Mrs Francine Keiser, Mr Peter Martin Lloyd and Mr Thomas Nummer as Directors of the Company until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019.
7. Re-appointment of KPMG Audit Société cooperative as Auditor of the Company to serve until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019.
8. Ratification of dividends paid out during the financial year ended December 31, 2018, and authorisation to the Board to declare further dividends until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019.
9. Consideration of such other business as may properly come before the meeting.

Each proxyholder is hereby empowered and instructed to vote in accordance with the below instructions (whereby, for the avoidance of doubt, omission to give specific instructions to the contrary must be construed as an instruction to vote **in favour** of the proposed resolutions):

Agenda points	In favour	Abstain	Against
1. Approval of the Financial Statements for the financial year ended December 31, 2018, including fees payable to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Discharge of the Board of Directors and of the Auditor with respect to the performance of their duties for the financial year ended December 31, 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mr Xavier Bernard Maurice Meyer to serve as new Director of the Company, subject to CSSF approval, until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. - Re-election of Mrs Francine Keiser to serve as Director of the Company until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Re-election of Mr Peter Martin Lloyd to serve as Director of the Company until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- Re-election of Mr Thomas Nummer to serve as Director of the Company until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of KPMG Audit Société cooperative as Auditor of the Company to serve until the next Annual General Meeting of Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of dividends paid out during the financial year ended December 31, 2018, and authorisation to the Board to declare further dividends until the next Annual General Meeting of the Shareholders which will deliberate on the Financial Statements for the financial year ending December 31, 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxyholder is empowered to pass, approve and sign all minutes or other documents, and take any measures or decisions which may be necessary or useful, in connection with the authority herein granted, with full power of substitution and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the Luxembourg Register of Trade and Companies and to any publication in the *Mémorial C, Recueil des Sociétés et des Associations*, while the undersigned promises to ratify all said actions taken by the proxyholder whenever requested and to indemnify the proxyholder against any and all costs and expenses properly incurred by him/her under this proxy.

This proxy and the rights, obligations and liabilities of the undersigned and the proxyholder(s) hereunder, shall be governed by the laws of the Grand Duchy of Luxembourg, to the exclusion of its rules on conflicts of laws.

The present proxy will remain in force if the Meeting, for whatever reason, is adjourned, postponed or reconvened and shall be irrevocable for a period of three months from the date hereof (but so that the exercise by the Shareholder in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation).

Made in _____ dated this _____ 2019.

Name:

Title:

Name:

Title:

The present proxy must be returned no later than April 9, 2019, close of business in Luxembourg, to the Bank of New York Mellon (Luxembourg) S.A., Attn. Transfer Agency Department, 2-4 rue Eugène Ruppert, L-2453 Luxembourg, either by fax to (+352) 24 52 42 33 or pdf using the following email address LUXMB-TAControl@bnymellon.com

The original Form of Proxy shall then be sent by mail to the registered office of the Company.