

**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

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**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 2 April 2015; 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 2014, 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.hk](http://www.eastspring.com.hk)<sup>1</sup> on or before 30 April 2015.

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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.

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<sup>1</sup> 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.

13 March 2015

EASTSRPING INVESTMENTS

By order of the Board of Directors

## Notice of Annual General Meeting of the Shareholders

Notice is hereby given that the Annual General Meeting of Shareholders (the "Meeting") of Eastspring Investments (the "Company") will be held on April 10, 2015, at 11 a.m. 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, 2014.
2. Presentation of the Report of the Auditor for the financial year ended December 31, 2014.
3. Approval of the Financial Statements for the financial year ended December 31, 2014, 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, 2014.
5. Election of Mr Guy Robert Strapp as Director 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, 2015.
6. Re-election of Mrs Francine Keiser, Mr Peter Martin Lloyd and Mr Manuel Hauser 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, 2015.
7. Re-appointment of KPMG Audit S.à r.l. 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, 2015.
8. Ratification of dividends paid out during the financial year ended December 31, 2014, and authorisation to declare further dividends in respect of the financial year ending December 31, 2015.
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 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, 2015, 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 email to [LUXMB-TAControl@bnymellon.com](mailto: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 10, 2015 at 11 a.m. (the "Meeting")**

The undersigned,  
Corporate Name and Registered Office

\_\_\_\_\_ ,  
being shareholder of Eastspring Investments (the "Company"), and with respect to all its share(s) held on the register of shareholders of the Company, hereby give(s) irrevocable Proxy to:

- Christophe Bécue, Conducting 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 act as its attorney with full power of substitution to represent it by its single signature at the Meeting to be held at the registered office of the Company, 26 Boulevard Royal, L-2449 Luxembourg, Grand-Duchy of Luxembourg, on **April 10, 2015, at 11 a.m.** or at any suitable date thereafter in order to deliberate upon, and vote in accordance with the below instructions (if no instruction is given the attorney will vote in favour) for the resolutions contained in the following agenda:

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

<b>Agenda of the Annual General Meeting</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
1. Approval of the Financial Statements for the financial year ended December 31, 2014, including fees payable to Directors			
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, 2014			
3. Election of Mr Guy Robert Strapp 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, 2015.			
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, 2015			
- 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, 2015			

Agenda of the Annual General Meeting	For	Against	Absten tion
- Re-election of Mr Manuel Hauser 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, 2015			
5. Re-appointment of KPMG Audit S.à r.l. 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, 2015			
6. Ratification of dividends paid out during the financial year ended December 31, 2014, and authorisation to declare further dividends in respect of the financial year ending December 31, 2015			

The undersigned hereby empowers the proxy-holder to state, in the event all shares are present or represented at the Meeting, that the undersigned has knowledge of the agenda of the Meeting and that the undersigned agrees that the Meeting is held without the convening notice as foreseen by the applicable laws and or the Articles of Association of the Company.

The proxy-holder is furthermore authorized to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfillment of the present proxy and to proceed, in accordance with the requirements of Luxembourg law.

The undersigned hereby undertakes to ratify whatsoever the attorney shall lawfully do or cause to be done by virtue of this deed and to indemnify the attorney against all costs and expenses properly incurred by the attorney under this power of attorney, which shall be irrevocable for a period of three months from the date hereof (but so that the exercise by us in person from time to time of any of the powers hereby conferred shall not itself be deemed to be a revocation).

The present proxy shall remain in full force and effect if the Meeting is, for whatever reason, postponed.

Made in \_\_\_\_\_ dated this \_\_\_\_\_ of April 2015.

Authorised Signature(s) acting on behalf of \_\_\_\_\_

\_\_\_\_\_  
Name:

Title:

\_\_\_\_\_  
Name:

Title:

The Form of Proxy must be returned no later than April 9, 2015, 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 to LUXMB-TAControl@bnymellon.com

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