



FIL Investment Management (Hong Kong) Limited
Level 21, Two Pacific Place, 88 Queensway
Admiralty, Hong Kong

Tel: (852) 2629 2800
Fax: (852) 2629 6088

29 May 2018

Old Mutual Global Investors Series plc Shareholder Notice

Dear Investor,

Please find attached the Shareholder Notices we received from Old Mutual Global Investors Series plc for your kind attention.

For more information about the fund(s), related offering documents and other announcements, you can visit www.fidelity.com.hk.

Thank you for your continued support of Fidelity. Should you have any enquiries, please contact the Fidelity Investor Hotline[^] on +852 2629 2629.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Syn Yee Ooi', written in a cursive style.

Syn Yee Ooi
Head of Personal Investing, Hong Kong
FIL Investment Management (Hong Kong) Limited

[^] International Toll-free Number +800 2323 1122, available to calls from Australia, Canada, Japan, South Korea, Malaysia, New Zealand, the Philippines, Singapore, Taiwan, Thailand and USA. Service may not be available for certain mobile carriers. The "+" sign represents the International Access Prefix. China Toll-free Number: 4001 200632. The Fidelity Investor Hotline is available from 9am to 6pm, Monday to Friday (except Hong Kong public holidays).

Old Mutual Global Investors Series plc 股東通告

親愛的投資者：

本公司接獲 Old Mutual Global Investors Series plc 發出的股東通告，詳細內容請參閱附件。

歡迎您瀏覽富達網站 www.fidelity.com.hk 查閱更多基金資料、銷售及有關文件與其他通告。

感謝您對富達一直的支持。如有任何查詢，請致電富達投資熱線[^] +852 2629 2629。



富達基金（香港）有限公司
個人投資業務總監
黃心怡 謹啟

二零一八年五月二十九日

[^] 國際免費服務熱線為+800 2323 1122, 適用於以下地區：澳洲、加拿大、日本、南韓、馬來西亞、新西蘭、菲律賓、新加坡、台灣、泰國及美國。此服務可能不適用於部份流動電話服務供應商。號碼前的「+」符號代表國際直撥號碼。中國免費服務熱線為 4001 200632。富達投資熱線的服務時間為逢星期一至星期五上午 9 時至下午 6 時（香港公眾假期除外）。

「富達」、Fidelity、Fidelity International、Fidelity International 標誌及 F 標誌均為 FIL Limited 的商標。

Dear Shareholder

As an investor in one or more funds managed by Old Mutual Global Investors (OMGI) please find attached formal notification of some changes to the ownership of parts of the company and some of its associated companies.

We are providing this informal covering note in order to summarise some of the key aspects of the changes of ownership. However, we would like to emphasise that this note is neither comprehensive nor exhaustive. Full details of the changes are described in the attached notification, which you are strongly encouraged to read.

Background to the changes

OMGI's ultimate parent company is currently Old Mutual plc, an international financial services company. In March 2016, Old Mutual plc announced a new strategy called "managed separation" that seeks to unlock and create significant long-term value for its shareholders. This will be achieved through separation of its four underlying businesses from each other into four strong independent businesses.

One of these underlying businesses is known as Quilter plc, which itself was previously known as Old Mutual Wealth Management Limited. As part of Old Mutual plc's managed separation strategy, Quilter plc will be demerged from Old Mutual plc to become a standalone business.

OMGI and various associated companies are subsidiaries of Quilter plc. In December 2017, Quilter plc (then known as Old Mutual Wealth Management Limited) announced its intention to sell the part of OMGI's business that focuses primarily on managing investments in single asset classes to the management team of that part of the business (referred to as OMGI's "single-strategy business") and funds managed by TA Associates, the global growth private equity firm.

We would like to emphasise that the other principal part of OMGI's business, which focuses primarily on providing investment strategies across multiple different asset classes (referred to as the "multi-asset business") will remain a part of Quilter plc, and will be renamed "Quilter Investors" in due course.

Similarly, we would like to underline that the changes in the ownership of OMGI's single-strategy business will not lead to any material changes in the business or governance of the single-strategy business, nor to the way in which the funds managed by the single-strategy business are operated.

Beyond providing further specific details regarding changes to the ownership structures of a number of companies that are impacted by the change in ownership of OMGI's single-strategy business, the attached notification provides information on the steps you should take if you have any further questions.

We trust that this covering note provides a helpful summary of the changes fully described in the attached formal notification.

Hong Kong resident shareholders may contact the Hong Kong Representative whose office is at 24/F Henley Building, 5 Queen's Road Central, Hong Kong, Tel: +852 2810 8626, should they have any queries in connection to these matters.

Yours faithfully



Old Mutual Global Investors

IMPORTANT INFORMATION

If you have a relationship with more than one of the businesses in the Quilter Group you may receive more than one version of this letter. We have tried to keep such duplication to a minimum.

This letter does not constitute investment advice or an invitation to engage in any investment activity. If you require advice, you should speak to your financial adviser.

This letter is not an offer to sell, or a solicitation of an offer to purchase, securities in any jurisdiction. The securities in Quilter plc have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. No offer to the public has been made, nor will be made, in any jurisdiction in respect of securities in Quilter plc.

This document is not for publication or distribution, directly or indirectly, in or into the United States. The distribution of this document may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

親愛的股東：

茲附奉有關本公司的部分業務及其若干聯營公司的若干所有權變更之正式通知，供作為 Old Mutual Global Investors (OMGI) 所管理的一個或多個基金的投資者參閱。

提供此非正式說明頁旨在概述所有權變更的若干主要方面。然而，我們謹此強調，此說明頁並非全面詳盡。有關變更的全部詳情載於隨附的通知，敬希閣下閱覽。

變更的背景

OMGI 的最終母公司目前為國際金融服務公司 Old Mutual plc。於 2016 年 3 月，Old Mutual plc 宣布一項名為「分開管理」的新策略，旨在為其股東釋放及創造重大的長遠價值。這將透過把旗下四項相關業務分拆為四大獨立的業務來實現。

其中一項相關業務為 Quilter plc，前稱為 Old Mutual Wealth Management Limited。作為 Old Mutual plc 分開管理策略的一部分，Quilter plc 將從 Old Mutual plc 分拆出來並成為一項單獨業務。

OMGI 及多家聯營公司為 Quilter plc 的附屬公司。於 2017 年 12 月，Quilter plc (當時名為 Old Mutual Wealth Management Limited) 宣布其有意把 OMGI 旗下主要集中於單一資產類別投資管理的業務部分，出售予該部分業務的管理團隊 (稱為 OMGI 的「單一策略業務」) 及由 TA Associates (為一間全球增長的私人股權公司) 管理的基金。

謹此強調，OMGI 業務的其他主要部分 (主要集中於就多個不同資產類別提供投資策略 (稱為「多元資產業務」)) 仍將是 Quilter plc 的一部分，並將於適當時候易名為「Quilter Investors」。

同樣，我們亦強調 OMGI 的單一策略業務的所有權變更不會導致單一策略業務的業務或管治出現任何重大變更，亦不會導致單一策略業務所管理的基金的營運方式出現重大變更。

除了進一步提供有關受 OMGI 的單一策略業務所有權變更影響的若干公司的所有權結構變更的具體細節外，隨附的通知亦提供有關閣下有任何進一步疑問時應採取的步驟之資料。

我們相信，此說明頁提供有助了解變更的概要。變更詳情載於隨附的正式通知內。

如香港居民股東對此等事宜有任何疑問，請聯絡香港代表，其辦事處位於香港中環皇后大道中 5 號衡怡大廈 24 樓；電話：+852 2810 8626。

Old Mutual Global Investors



謹啟

重要提示

倘若閣下與 Quilter Group 旗下多項業務有關係，閣下可能會收到本函件的多個版本。我們已嘗試盡量減少重複。

本函件並不構成投資建議或提出參與任何投資活動的邀請。倘若閣下需要建議，應諮詢閣下的財務顧問。

本函件在任何司法管轄區並非出售證券的要約或遊說購買證券的要約。Quilter plc 的證券並未及將不會根據一九三三年《美國證券法》(經修訂) (「證券法」) 註冊，且不得在美國提呈發售或出售，惟根據證券法獲豁免註冊要求或屬不受證券法註冊要求規限之交易則除外。Quilter plc 的證券並未亦不會於任何司法管轄區向公眾提呈發售。

本文件不得在美國內直接或間接出版或分發或直接或間接出版或分發到美國。本文件之分發可能受若干司法管轄區法律之限制，而擁有本函件提到的任何文件或其他資料的人士應自行了解並遵守任何該等限制。若未能遵守此等限制，可能構成違反任何該等司法管轄區的證券法。

OLD MUTUAL GLOBAL INVESTORS SERIES PLC
33 Sir John Rogerson's Quay,
Dublin 2
Ireland

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 investment consultant, tax adviser and/or legal adviser as appropriate.

If you have sold or transferred all of your Shares in Old Mutual Global Investors Series plc (the "Company"), please pass this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee as soon as possible.

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus of the Company dated 29 November 2017 (as amended from time to time) (the "Prospectus"), the Supplements of the Funds, the Product Key Facts Statements of the Funds and the Hong Kong Supplement for the Company dated 31 January 2018 (collectively referred to as the "Offering Document"), unless otherwise defined. A copy of the Offering Document is available upon request during normal business hours from the registered office of the Company or from the office of the Hong Kong Representative, Old Mutual Global Investors (Asia Pacific) Limited.

23 May 2018

Dear Shareholder,

Re: Changes of controlling shareholder of the investment manager and Hong Kong representative of the Company and its sub-funds (the "Sub-Funds")

A. INTRODUCTION

The Company is authorised by the Central Bank of Ireland as a UCITS umbrella fund with segregated liability between sub-funds and is established as an open-ended investment company incorporated with limited liability under the laws of Ireland.

The purpose of this letter is to inform you, as a Shareholder of the relevant Sub-Funds of the Company, of a proposed change of ultimate shareholding of the investment manager and the Hong Kong representative of the Company and the Sub-Funds.

*Directors: Adrian Waters, Tom Murray,
Paul Simpson (U.K.), Bronwyn Wright and Jessica Brescia (U.K.)
Registered Office: as above
Company Registration No. 271517
(umbrella fund with segregated liability between sub-funds)*

B. PROPOSED CHANGES OF CONTROLLING SHAREHOLDER OF THE INVESTMENT MANAGER AND THE HONG KONG REPRESENTATIVE OF THE COMPANY AND THE SUB-FUNDS

(1) Background

Old Mutual Global Investors (UK) Limited (“**Investment Manager**”) currently acts as the investment manager of the Company and the Sub-Funds. Old Mutual Global Investors (Asia Pacific) Limited acts as the Hong Kong representative of the Company and the Sub-Funds (the “**Hong Kong Representative**”).

Currently, the Investment Manager and the Hong Kong Representative are wholly-owned by Old Mutual Global Investors Holdings Limited (“**OMGI Holdings**”). OMGI Holdings is wholly-owned by Quilter plc (formerly known as Old Mutual Wealth Management Limited, the parent entity of the Old Mutual Global Investors group of companies) (“**Parent Entity**”), which in turn is substantially owned by Old Mutual plc. As such, Old Mutual plc is currently the ultimate controlling shareholder of the Investment Manager and the Hong Kong Representative.

In early 2016, Old Mutual plc announced the proposed separation of its underlying business units, one of which includes the Parent Entity (“**Managed Separation**”).

(2) Proposed Change of Controlling Shareholder as a result of the Proposed Listing and Demerger

As part of the Managed Separation, the Parent Entity is proposed to be listed on the London Stock Exchange as a primary listing with a secondary listing on the Johannesburg Stock Exchange (“**Proposed Listing**”). Old Mutual plc will distribute most of its shares in the Parent Entity to existing shareholders of Old Mutual plc (the “**Demerger**”) and offer the balance (less than 10%) to new investors. The Parent Entity was re-registered as a public limited company and changed its name to Quilter plc on 27 March 2018.

As a result of the Demerger, Old Mutual plc will cease to be the ultimate controlling shareholder of the Investment Manager and the Hong Kong Representative, and the Parent Entity will become the new ultimate controlling shareholder of the Investment Manager and the Hong Kong Representative (“**First Change in Controlling Shareholder**”).

(3) Proposed Change of Controlling Shareholder as a result of the Transaction

On 18 December 2017, the Parent Entity announced that it has agreed to sell its entire Single-Strategy asset management business, which focuses each fund on one type of strategy rather than multi-asset strategies, by selling OMGI Holdings (which includes the Investment Manager and the Hong Kong Representative, being subsidiaries of OMGI Holdings) to both (i) members of the management that currently run the Single-Strategy asset management business of OMGI Holdings and its subsidiaries (“**Senior Management Team**”) and (ii) funds managed by TA Associates, a global growth private equity firm.

The Single-Strategy asset management business is the management arm of the Investment Manager business which focuses on single strategies rather than multi-asset strategies. The Sub-Funds are all managed by the Single-Strategy arm of the Investment Manager with the discretionary investment management functions of some sub-funds being delegated to investment advisers.

In connection with the sale of OMGI Holdings (“**Transaction**”), the Parent Entity has entered into a sale and purchase agreement (“**SPA**”) with Mintaka Bidco Limited (“**Purchaser**”) on 18 December 2017, where it has agreed to sell the entire issued capital of OMGI Holdings to the Purchaser (which is indirectly owned by (i) the Senior Management Team and (ii) funds managed by TA Associates) subject to the terms and conditions in the SPA.

The Purchaser is a wholly-owned subsidiary of Mintaka Midco Limited (“**Midco**”), which in turn is wholly-owned by Mintaka Topco Limited (“**Topco**”). The Purchaser, Midco and Topco are newly incorporated vehicles for the purposes of the Transaction. TA Associates Cayman, Ltd (“**TA Cayman**”) will control 44.80% of the voting rights in Topco through the private equity funds it manages (“**PE Funds**”) whereas the remaining 55.20% of the voting rights will be held by the Senior Management Team with each of the members holding less than 10% of the voting rights in Topco. The majority of the aggregate economic interest in Topco will be held by the PE Funds. Consequently, after the completion of the Transaction, TA Cayman will become the new ultimate controlling shareholder of the Investment Manager and the Hong Kong Representative (“**Subsequent Change in Controlling Shareholder**”).

Background Information on TA Associates

The PE Funds are established as limited partnerships in the Cayman Islands. TA Cayman is the general partner of the general partners of the PE Funds. TA Cayman's business is limited to acting as a general partner of the general partner of each of the PE Funds and will manage the PE Funds' investment in the business. The shareholders of TA Cayman comprise of 14 individuals with equal ownership of TA Cayman, each holding approximately 7.14% of its issued share capital.

TA Associates Management, L.P. is the investment adviser of the PE Funds. TA Associates Management, L.P. is a private equity firm specialising in equity and debt capital, mezzanine, management buyouts, private investment in public equity, turnaround, minority recapitalisation, leveraged recapitalisation or liquidity with leverage for shareholders, purchasing stocks from owners, expansion, growth capital and working capital for growth, mid-market, subordinated debt, and financing acquisition in middle market and mature companies. TA Associates Management, L.P. was founded in 1968 and is based in Boston, Massachusetts with additional offices in Menlo Park, California; Mumbai, India; Central, Hong Kong; and London, United Kingdom.

(4) Effective Date

Completion of the Demerger and Proposed Listing are subject to regulatory approvals (including the approvals for the listing of the Parent Entity on the London Stock Exchange and the Johannesburg Stock Exchange) as well as consent from the shareholders of Old Mutual plc and the satisfaction or, where applicable, waiver of certain conditions. Thus, the First Change in Controlling Shareholder should take effect after all the conditions to the completion of the Demerger (which includes

completion of the Proposed Listing) and First Change in Controlling Shareholder (such as obtaining the relevant regulatory approvals) are satisfied (or waived, if applicable). It is currently expected that the Demerger and Proposed Listing will be completed and the First Change in Controlling Shareholder will take effect on or around 25 June 2018, being no less than one month from the date of this notice (“**Effective Date of First Change in Controlling Shareholder**”).

The actual Effective Date of First Change in Controlling Shareholder will be announced on the website www.oldmutualwealth.co.uk/quilter. Please note that this website has not been reviewed by the Securities and Futures Commission in Hong Kong (“**SFC**”) and may contain information on funds not authorised by the SFC.

Completion of the SPA is subject to the satisfaction or, where applicable, waiver of certain conditions. Thus, the Subsequent Change in Controlling Shareholder will only take effect after all the conditions to the completion of the SPA are satisfied (or waived, if applicable). It is currently expected that the SPA will be completed and the Subsequent Change in Controlling Shareholder will take effect on or around 29 June 2018 to 30 September 2018, being no less than one month from the date of this notice (“**Effective Date of Subsequent Change in Controlling Shareholder**”).

An announcement on the actual Effective Date of Subsequent Change in Controlling Shareholder will be published on the website www.omglobalinvestors.com. Please note that this website has not been reviewed by the SFC and may contain information on funds not authorised by the SFC.

In the event that either the First Change in Controlling Shareholder or the Subsequent Change in Controlling Shareholder do not materialise, a separate notice will be issued to Shareholders.

(5) Implications of the First and Subsequent Change in Controlling Shareholder (collectively, the “Changes in Controlling Shareholder”)

Despite the Changes in Controlling Shareholder, the business, organisation and corporate governance of the Investment Manager and the Hong Kong Representative will continue as normal. The Investment Manager will continue to comply with and meet the criteria for acceptability under Chapter 5 of the Code on Unit Trusts and Mutual Funds. The Hong Kong Representative will continue to comply with the relevant requirements under Chapter 9 of the Code on Unit Trusts and Mutual Funds.

The Changes in Controlling Shareholder will not result in a change to the manner in which the Sub-Funds currently operate or are being managed.

The Changes in Controlling Shareholder will not result in (i) a change in the investment objective and policies and risk profile of the Sub-Funds; and (ii) a change in the fee level / cost in managing the Sub-Funds.

The Investment Manager and the Hong Kong Representative have confirmed that the Changes in Controlling Shareholder will not lead to any material impact on or change in the management, operations, systems and controls of the Investment Manager and the Hong Kong Representative. We believe that the Changes in Controlling Shareholder will not affect the capacity or ability of the Investment Manager and the Hong Kong Representative to continue to perform their role in respect of

the Sub-Funds, or otherwise affect the day-to-day management or operation of the Sub-Funds. As a consequence, we believe that the Changes in Controlling Shareholder will not adversely affect your rights and interests as a Shareholder of the Sub-Funds.

All the costs and expenses associated with the First Change in Controlling Shareholder set out above including but not limited to legal fees, costs in relation to printing and issuance of this document will be borne by the Parent Entity and will not be borne by the Sub-Funds nor the Shareholders of the Sub-Funds.

All the costs and expenses associated with the Subsequent Change in Controlling Shareholder set out above including but not limited to legal fees, costs in relation to printing and issuance of this document will be borne by Mintaka Bidco Limited and will not be borne by the Sub-Funds nor the Shareholders of the Sub-Funds.

C. REPURCHASE OF SHARES

Shareholders who do not wish to remain in the relevant Sub-Fund(s) after the Changes in Controlling Shareholder take effect may request to repurchase their Shares in the relevant Sub-Fund(s) by placing a repurchase order. Such repurchase can be made on any Dealing Day prior to the Effective Date of First Change in Controlling Shareholder or Subsequent Change in Controlling Shareholder as the case may be in accordance with the procedures set out in the Offering Document.

D. CHANGES TO THE OFFERING DOCUMENT

The Offering Document of the Company will be updated in view of the above changes. Please refer to the revised Offering Document of the Company for further details. A copy of the revised Offering Document of the Company will be available free of charge upon request during normal business hours from the registered office of the Company or from the office of the Hong Kong Representative and on the website www.omglobalinvestors.com. Please note that this website has not been reviewed by the SFC and may contain information on funds not authorised by the SFC.

E. CONCLUSION

Should you have any questions relating to these matters, you should either contact us at the above address or alternatively you should contact your investment consultant.

Hong Kong resident shareholders may contact the Hong Kong Representative whose office is at 24/F Henley Building, 5 Queen's Road Central, Hong Kong, Tel: +852 2810 8626, should they have any queries in connection to these matters.

Yours sincerely,

Jessica Brescia

Director

For and on behalf of

Old Mutual Global Investors Series plc

IMPORTANT INFORMATION

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This letter does not constitute investment advice or an invitation to engage in any investment activity. If you require advice, you should speak to your financial adviser.

This letter is not an offer to sell, or a solicitation of an offer to purchase, securities in any jurisdiction. The securities in Quilter plc have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. No offer to the public has been made, nor will be made, in any jurisdiction in respect of securities in Quilter plc.

This document is not for publication or distribution, directly or indirectly, in or into the United States. The distribution of this document may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

OLD MUTUAL GLOBAL INVESTORS SERIES PLC
33 Sir John Rogerson's Quay,
Dublin 2
Ireland

此為重要文件，需要閣下即時留意。倘若閣下對應採取的行動有任何疑問，應向閣下的投資顧問、稅務顧問及／或法律顧問（視乎何者適用而定）尋求意見。

如閣下已出售或轉讓閣下在 Old Mutual Global Investors Series plc（「本公司」）的所有股份，請立即將本文件送交買方或承讓人或經手出售或轉讓的股票經紀、銀行或其他代理，以便盡快將本文件轉交買方或承讓人。

本公司董事對本文件所載之資料負責。就董事所深知及確信（彼等已作出一切合理之謹慎措施確保如是），本文件所載之資料均為根據事實，並無遺漏任何事情可能影響該等資料之涵義。

除另有界定者外，本通知內所使用的經界定詞語，應與本公司日期為 2017 年 11 月 29 日的招股說明書（不時經修訂）（「招股說明書」）、各基金的附件、各基金的產品資料概要及本公司日期為 2018 年 1 月 31 日的香港補充文件（統稱「發售文件」）內所使用的經界定詞語具有相同涵義。股東可於一般辦公時間內在本公司的註冊辦事處或香港代表先機環球投資（亞太）有限公司的辦事處索取發售文件的副本。

親愛的股東：

關於：本公司及其子基金（「子基金」）的投資經理及香港代表之控股股東變更

A. 引言

本公司乃獲愛爾蘭中央銀行認可作為一個根據愛爾蘭法律以開放式投資有限公司成立的 UCITS 傘子型基金，各子基金之間獨立負債。

本函件旨在通知閣下（作為本公司相關子基金之股東）有關本公司及子基金的投資經理及香港代表之最終控股權變更建議。

B. 本公司及子基金的投資經理及香港代表之控股股東變更建議

(1) 背景

*董事：Adrian Waters、Tom Murray、
Paul Simpson（英國）、Bronwyn Wright 及 Jessica Brescia（英國）*
註冊辦事處：見上文
公司註冊編號 271517
(各子基金之間獨立負債的傘子型基金)

Old Mutual Global Investors (UK) Limited (「**投資經理**」) 現時擔任本公司及子基金的投資經理。先機環球投資(亞太)有限公司擔任本公司及子基金的香港代表(「**香港代表**」)。

目前，投資經理及香港代表由 Old Mutual Global Investors Holdings Limited (「**OMGI Holdings**」) 全資擁有。OMGI Holdings 由 Quilter plc (前稱 Old Mutual Wealth Management Limited，為 Old Mutual Global Investors 集團公司的母公司) (「**母公司**」) 全資擁有，而 Quilter plc 則由 Old Mutual plc 擁有大部分權益。因此，Old Mutual plc 目前為投資經理及香港代表的最終控股股東。

於 2016 年年初，Old Mutual plc 宣布建議將其四項相關業務單位(其中包括母公司)分開(「**分開管理**」)。

(2) 基於建議上市及分拆的控股股東變更建議

作為分開管理的一部分，現建議母公司將以倫敦證券交易所作第一上市，並以約翰內斯堡證券交易所作第二上市(「**建議上市**」)。Old Mutual plc 會將其大部分母公司股份分派予 Old Mutual plc 的現有股東(「**分拆**」)，並把餘下的股份(少於 10%)向新投資者發售。母公司已於 2018 年 3 月 27 日重新註冊為一間公眾有限公司，並易名為 Quilter plc。

基於分拆，Old Mutual plc 將不再為投資經理及香港代表的最終控股股東，而母公司將成為投資經理及香港代表的新最終控股股東(「**控股股東第一次變更**」)。

(3) 基於交易的控股股東變更建議

於 2017 年 12 月 18 日，母公司宣布，其已同意透過出售 OMGI Holdings (包括投資經理及香港代表，兩者均為 OMGI Holdings 的附屬公司)，把其全部單一策略資產管理業務(每項基金專注於一類策略而非多元資產策略) 出售予(i)目前經營 OMGI Holdings 及其附屬公司的單一策略資產管理業務的管理成員公司(「**高級管理團隊**」)及(ii)由 TA Associates (為一間全球增長的私人股權公司)管理的基金。

單一策略資產管理業務為投資經理業務的管理部門，專注於單一策略而非多元資產策略。子基金現時均由投資經理的單一策略部門管理，而部分子基金的全權投資管理職能轉授予投資顧問。

就出售 OMGI Holdings (「**交易**」)而言，母公司已於 2017 年 12 月 18 日與 Mintaka Bidco Limited (「**買方**」) 訂立買賣協議(「**買賣協議**」)，據此，其已同意根據買賣協議的條款及條件向買方(由 (i) 高級管理團隊及(ii) TA Associates 管理的基金間接擁有)出售 OMGI Holdings 之全部已發行股本。

買方為 Mintaka Midco Limited (「**Midco**」) 的全資附屬公司，而 Midco 則由 Mintaka Topco Limited (「**Topco**」) 全資擁有。買方、Midco 及 Topco 為就交易目的而新成立的公司。TA Associates Cayman, Ltd (「**TA Cayman**」) 將透過其管理的私募股權基金(「**私募股權基金**」)

控制 Topco 的 44.80% 投票權，而其餘 55.20 % 的投票權將由高級管理團隊持有，而各成員公司持有 Topco 少於 10% 的投票權。Topco 的大部分總經濟權益將由私募股權基金持有。因此，交易完成後，TA Cayman 將成為投資經理及香港代表的新最終控股股東（「**控股股東其後變更**」）。

TA Associates 的背景資料

私募股權基金於開曼群島成立為有限合夥企業。TA Cayman 為私募股權基金的普通合夥人的普通合夥人。TA Cayman 的業務限於作為每個私募股權基金的普通合夥人的普通合夥人，並將管理私募股權基金的投資業務。TA Cayman 的股東包括 14 名於 TA Cayman 中持有相同擁有權益的個人，各持有其已發行股本約 7.14%。

TA Associates Management, L.P. 為私募股權基金的投資顧問。TA Associates Management, L.P. 為一間私人股權公司，專門從事股權及債務資本、夾層交易、管理層收購、私人投資公開股權、轉虧為盈項目、少數股東資本重組、槓桿資本重組或向股東提供槓桿資金、向擁有人購買股票、擴展項目、資本增長及增長所需營運資本、中間市場、次級債務，以及於中間市場及就發展成熟公司進行融資收購。TA Associates Management, L.P. 於 1968 年創立，駐於馬薩諸塞州波士頓，並在加利福尼亞州門洛帕克、印度孟買、香港中環及英國倫敦設有其他辦事處。

(4) 生效日期

分拆及建議上市之完成須待獲得監管批准（包括母公司獲批准於倫敦證券交易所及約翰內斯堡證券交易所上市）、獲得 Old Mutual plc 股東的同意，以及達成或（如適用）獲豁免若干條件後，方告作實。因此，控股股東第一次變更應待分拆完成（包括建議上市完成）及控股股東第一次變更之所有條件（例如取得相關監管批准）達成或獲豁免（如適用）後，方告生效。目前預期分拆及建議上市將於 2018 年 6 月 25 日（即本通知日期後不少於一個月）（「**控股股東第一次變更之生效日期**」）或左右完成，而控股股東第一次變更亦將於控股股東第一次變更之生效日期生效。

控股股東第一次變更之實際生效日期將會在網站 www.oldmutualwealth.co.uk/quilter 公佈。請注意，此網站未經香港的證券及期貨事務監察委員會（「**證監會**」）審閱，故可能載有未經證監會認可的基金之資料。

買賣協議之完成須待達成或（如適用）獲豁免若干條件後，方告作實。因此，控股股東其後變更將只有待買賣協議完成之所有條件達成或獲豁免（如適用）後，方告生效。目前預期買賣協議將於 2018 年 6 月 29 日至 2018 年 9 月 30 日（即本通知日期後不少於一個月）（「**控股股東其後變更之生效日期**」）或左右完成，以及控股股東其後變更亦將於控股股東其後變更之生效日期或左右生效。

有關控股股東其後變更之實際生效日期之公告將會在網站 www.omglobalinvestors.com 刊登。請注意，此網站未經證監會審閱，故可能載有未經證監會認可的基金之資料。

倘控股股東第一次變更或控股股東其後變更未能實現，將另行通知股東。

(5) 控股股東第一次及其後變更（統稱「**控股股東變更**」）的影響

雖然控股股東變更，但投資經理及香港代表的業務、組織及企業管治將繼續如常運作，而投資經理將繼續遵循並符合單位信託及互惠基金守則第 5 章下的接納準則。香港代表將繼續遵守單位信託及互惠基金守則第 9 章的有關規定。

控股股東變更將不會導致子基金目前的運作或被管理方式有所變更。

控股股東變更將不會導致(i)子基金的投資目標及政策以及風險狀況有所變更；以及(ii)子基金管理費用水平／成本有所變更。

投資經理及香港代表已確認控股股東變更將不會對投資經理及香港代表的管理、營運、系統和控制造成任何重大影響或變更。我們認為控股股東變更將不會影響投資經理及香港代表繼續履行有關子基金職能的實力或能力，或以其他方式影響子基金的日常管理或營運。因此，我們相信控股股東變更將不會對閣下作為子基金股東的權利和權益產生不利影響。

上述控股股東第一次變更涉及的所有成本及開支，包括但不限於法律費用、有關印刷及刊發本文件之成本將由母公司承擔，且不會由子基金或子基金股東承擔。

上述控股股東其後變更涉及的所有成本及開支，包括但不限於法律費用、有關印刷及刊發本文件之成本將由 Mintaka Bidco Limited 承擔，且不會由子基金或子基金股東承擔。

C. 購回股份

如股東不欲在控股股東變更後繼續投資於相關子基金，可透過發出購回指示要求購回其於相關子基金持有的股份。購回可於控股股東第一次變更或控股股東其後變更之生效日期（視乎情況而定）前的任何交易日根據發售文件所載的程序進行。

D. 發售文件的變更

本公司的發售文件將根據上述變更而更新。請參閱經修訂的本公司發售文件，以瞭解進一步詳情。股東可於一般辦公時間內，在本公司之註冊辦事處或香港代表之辦事處免費索取經修訂的本公司發售文件副本，亦可於網站 www.omglobalinvestors.com 查閱。請注意，此網站未經證監會審閱，故可能載有未經證監會認可的基金之資料。

E. 總結

如閣下對此等事宜有任何疑問，請按上述所載地址聯絡我們，或聯絡閣下的投資顧問。

如香港居民股東對此等事宜有任何疑問，請聯絡香港代表，其辦事處位於香港中環皇后大道中 5 號衡怡大廈 24 樓，電話：+852 2810 8626。

代表

Old Mutual Global Investors Series plc

Jessica Brescia

董事

謹啟

2018 年 5 月 23 日

重要提示

倘若閣下與 Quilter Group 旗下多項業務有關係，閣下可能會收到本函件的多個版本。我們已嘗試盡量減少重複。

本函件並不構成投資建議或提出參與任何投資活動的邀請。倘若閣下需要建議，應諮詢閣下的財務顧問。

本函件在任何司法管轄區並非出售證券的要約或遊說購買證券的要約。Quilter plc 的證券並未及將不會根據一九三三年《美國證券法》(經修訂) (「證券法」) 註冊，且不得在美國提呈發售或出售，惟根據證券法獲豁免註冊要求或屬不受證券法註冊要求規限之交易則除外。Quilter plc 的證券並未亦不會於任何司法管轄區向公眾提呈發售。

本文件不得在美國內直接或間接出版或分發或直接或間接出版或分發到美國。本文件之分發可能受若干司法管轄區法律之限制，而擁有本函件提到的任何文件或其他資料的人士應自行了解並遵守任何該等限制。若未能遵守此等限制，可能構成違反任何該等司法管轄區的證券法。