

16 May 2018

Dear Shareholder,

Annual General Meeting of Fidelity Funds II (“the Fund”)

Please find enclosed the Notice convening the Annual General Meeting of the Fund, that will be held on Thursday, 31 May 2018 at the registered office of the Fund in Luxembourg. The Annual General Meeting will commence at 12.00 noon Luxembourg time.

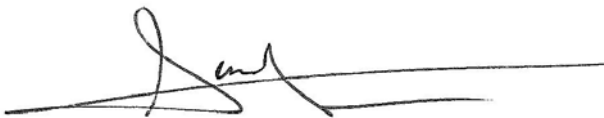
We would ask you to complete and sign the enclosed personalised Form of Proxy and return it to us in the envelope provided, irrespective of whether or not you intend to attend the meeting in person.

This is consistent with the provisions of the Luxembourg law dated 17 December 2010. The audited Annual Report and Accounts is now available and accessible to Shareholders on Fidelity’s website* at www.fidelity.com.hk/literature_download_en.

Shareholders may request to continue to receive hard copy audited Annual Report and Accounts free of charge by contacting the registered office of the Fund or their usual Fidelity service centre.

Should you have any queries about the Annual General Meeting or about any aspect of your investment in the Fund, please contact your Independent Financial Adviser or Fidelity Investor Hotline[^] +852 2629 2629.

Yours sincerely,



Florence Alexandre
FIL (Luxembourg) S.A.
Corporate Director

* The website has not been reviewed by the Securities and Futures Commission (“SFC”) in Hong Kong.

[^] 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).

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親愛的股東：

富達基金II（「基金」）股東週年大會

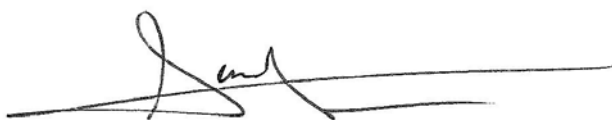
隨函附上即將召開的基金股東週年大會通知，大會謹訂於 2018年5月31日（星期四）假盧森堡的基金註冊辦事處舉行。是次股東週年大會將於盧森堡時間中午十二時正開始。

無論您是否有意親身出席股東週年大會，敬請填妥並簽署個人代表委任表格，並以隨函之回郵信封寄回本公司。

為符合日期為2010年12月17日的盧森堡法律條文的規定，我們謹此通知您經審核年報和報表已可透過富達網頁* www.fidelity.com.hk/literature_download_zh 查閱及下載（只提供英文版）。

您並可聯絡基金的註冊辦事處或慣常蒞臨的富達服務中心，要求繼續索取經審核年報和報表的印刷本，費用全免。

如您對股東週年大會或對基金投資的任何方面有任何疑問，請與閣下的財務顧問聯絡或致電富達投資熱線[^] +852 2629 2629查詢。



法人團體董事

FIL (Luxembourg) S.A.

Florence Alexandre 謹啟

二零一八年五月十六日

* 此網頁未經香港證券及期貨事務監察委員會審核。

[^] 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。

Fidelity Funds II
Société d'Investissement à Capital Variable
2a rue Albert Borschette, B.P. 2174
L-1021 Luxembourg
R.C.S B 76939

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Fidelity Funds II ("the Fund") will be held at the registered office of the Fund in Luxembourg on Thursday, 31 May 2018 at noon Luxembourg time to consider the following agenda:

- 1) Presentation of the Report of the Board of Directors for the year ended 31 January 2018.
- 2) Presentation of the Report of the Auditors for the year ended 31 January 2018.
- 3) Approval of the Annual Financial Statements for the financial year ended 31 January 2018.
- 4) Discharge of the Board of Directors.
- 5) Re-election of two Directors until the next annual general meeting of shareholders which will be held in 2019, namely:
 - Mrs Anne-Marie Brennan
 - FIL (Luxembourg) S.A. as Corporate Director
- 6) Election of one new Director until the next annual general meeting of shareholders which will be held in 2019, namely:
 - Mr Ian Smith
- 7) Re-election of PricewaterhouseCoopers Société coopérative, Luxembourg as Auditor of the Fund (Réviseur d'entreprises agréé) until the next annual general meeting of shareholders which will be held in 2019.
- 8) Consideration of such other business as may properly come before the meeting.

Approval of the above items on the agenda will require the affirmative vote of a simple majority of the shares present or represented at the meeting with no minimum number of shares present or represented in order for a quorum to be reached. Each share is entitled to one vote, subject to the limitations imposed by the Articles of Incorporation of the Fund (the "Articles").

Shareholders are invited to attend and vote at the meeting or may appoint another person in writing to attend and vote on their behalf. Such proxy need not be a shareholder of the Fund.

Votes cast shall not include votes attaching to shares in respect of which the Shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote. A shareholder may act at the meeting by completing and executing the enclosed proxy and delivering it for the attention of the Company Secretary, Fidelity Funds II, 2a, rue Albert Borschette, BP 2174, L-1021 Luxembourg, by no later than noon Luxembourg time on Tuesday, 29 May 2018.

18 April 2018

By Order of the Board

富達基金 II
可變資本投資公司
2a rue Albert Borschette, B.P. 2174
L-1021 LUXEMBOURG
R.S.C B 76939

股東週年大會通告

茲通告：富達基金 II (「本基金」) 的股東週年大會謹訂於 2018 年 5 月 31 日 (星期四) 盧森堡時間中午十二時正，假本基金於盧森堡的註冊辦事處舉行，以便討論下列議程：

- 1) 提呈截至 2018 年 1 月 31 日止年度之董事會報告。
- 2) 提呈截至 2018 年 1 月 31 日止年度之核數師報告。
- 3) 通過截至 2018 年 1 月 31 日止財政年度之年度財務報表。
- 4) 董事會卸任。
- 5) 重選二(2)位董事，任期至 2019 年舉行之股東週年大會之時為止，如下：
 - Anne-Marie Brennan 夫人
 - FIL (Luxembourg) S.A. 作為法人團體董事
- 6) 選舉一(1)位新董事，任期至 2019 年舉行之股東週年大會之時為止，如下：
 - Ian Smith 先生
- 7) 重選 PricewaterhouseCoopers Société Coopérative, Luxembourg 為本基金的核數師 (Réviseur d'entreprises agréé)，任期至 2019 年舉行之股東週年大會之時為止。
- 8) 審議可能提呈大會的其他事項。

批准上述的議程項目將需要親身或委任代表出席於大會上以簡單多數贊成票通過，當中並無訂定出席或代表出席之最低法定人數。根據本基金組織章程 (「條款」) 的限制，每股股份有權投一票。

股東獲邀出席大會並於會上投票，或可以書面形式委任代理人代為出席大會及於會上投票。該等代表毋須為本基金的股東。

所投票數應不包括那些並無參與投票或已放棄投票或已投空白票或無效票的股東之有關股份所附的票數。股東可填妥隨函的委任表格並不遲於 2018 年 5 月 29 日 (星期二) 中午十二時正 (盧森堡時間) 交回 The Company Secretary, Fidelity Fund II, 2a, rue Albert Borschette, BP 2174, L-1021 Luxembourg，方為有效。

二零一八年四月十八日

承董事會命

**Form of Proxy
 (Annual General Meeting)**

1 **I/We**

CLIENT ACCOUNT NUMBER:

2 **Vote**

being the registered holder(s) of shares in Fidelity Funds II, having its registered office at 2a rue Albert Borschette, BP 2174, L-1021 Luxembourg, HEREBY APPOINT the Chairman of the Meeting, or:

as my/our proxy to vote on my/our behalf at the Annual General Meeting being held at 12 noon Luxembourg time on 31 May 2018 in Luxembourg and at any adjournments thereof. Please indicate below how you wish your votes to be cast on the resolution set out in the Notice of Annual General Meeting by placing an "X" in the relevant box below:

	FOR	AGAINST	ABSTAIN
Point 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Point 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy is further empowered to vote on resolutions concerning item 8 of the agenda. If the account holder is a minor, the proxy must be signed by legal representative. If the account holder is a company, the proxy must be signed by its legal representative or by a delegated authorised signatory.

Signature:

Dated:

I intend to attend the meeting in person

3 **Notes**

1. If you wish to appoint another person to represent you in place of the Chairman, please delete "the Chairman of the meeting" and insert in the space provided the name of the appointee, who does not need be another shareholder of Fidelity Funds II.
2. Please indicate how you wish your proxy to vote. If you do not do so, your proxy may vote, or may abstain from voting, at the meeting at his/her discretion.
3. In the case of joint holdings, any of the joint holders may appoint a proxy but the vote (in person or by proxy) of the most senior, in the order in which names appear in the register, shall be accepted to the exclusion of the other joint holders.
4. Please date and sign the form and return it to Fidelity Funds II, 2a rue Albert Borschette, BP 2174, L-1021 Luxembourg, so as to arrive not later than noon (Luxembourg time) on 29 May 2018.
5. The information you provide on this form will be held and processed on computer by Fidelity or associated companies. This may involve the transfer of data by electronic media including the Internet. Your information will be held in confidence and not passed to any other third party without your permission or unless we are required to do so by law.
6. With regard to point 5 and 6 to the agenda (re-election / election of Directors), please note that in case a Director/candidate withdraws from election on or before the date of the Annual General Meeting, your votes will remain valid with regard to the appointment of the other Directors/candidates.

代表委任表格 (股東週年大會)

本人／吾等

客戶帳號：

1

2

投票

為富達基金II (註冊辦事處位於2a rue Albert Borschette, BP 2174, L-1021 Luxembourg) 的註冊股東，謹此委任大會主席或

為本人／吾等之代表，代表本人／吾等在訂於2018年5月31日中午十二時正 (盧森堡時間) 假盧森堡舉行之股東週年大會 (或任何續會) 上投票。

請在下列適當方格內填上「X」號，以指示閣下希望代表應如何就股東週年大會通知內列明的決議投票。

	贊成	反對	棄權
第3項	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第4項	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第5項	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第6項	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第7項	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
第8項	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

代表亦獲授權就議程的第8項決議案投票。如帳戶持有人是未成年人，則此委任表格須由其法律代表簽署。如帳戶持有人是一家公司，則此委任表格須由其法律代表或指定獲授權簽署人簽署。

簽名：

日期：

本人打算親自出席大會

3

附註

- 倘閣下擬委任大會主席以外之任何人士為代表，請刪去「大會主席」字樣，並在空欄內填上受委人之姓名，該受委人毋須為富達基金II的另一名股東。
- 請閣下指示希望代表如何投票。倘無此指示，則代表可於會上自行決定投票，或放棄投票權。
- 倘屬聯名股東，可由任何一名聯名股東委任代表，但由具優先投票權的股東 (即股東名冊排名首位人士) (不論親自或委任代表) 作出的投票，將可凌駕其他聯名股東。
- 請在此委任表格中填寫日期及簽名，並交回富達基金II，地址為：2a rue Albert Borschette, BP 2174, L-1021 Luxembourg，到達時間不得遲於2018年5月29日中午十二時正 (盧森堡時間)。
- 閣下在此委任表格中提供的資料將存放於富達或其聯營公司的電腦系統，處理過程可能涉及包括互聯網在內的電子媒體資料傳輸。吾等將對閣下的資料予以保密，未經閣下許可或除非法律要求吾等如此行事，吾等不會把該等資料交予任何第三方。
- 關於議程的第5及6項 (董事重選 / 選舉)，請注意倘有董事 / 候選人在股東週年大會當日或以前退出選舉，閣下就委任其他董事/候選人的投票會維持有效。