

柏瑞證券投資信託股份有限公司 函

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受文者：如行文單位

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密等及解密條件或保密期限：普通

附件：如說明

主旨：謹通知本公司總代理之 MFS 全盛系列基金（下稱「本基金」）有關公開說明書之變更事項，相關內容如後說明，請查照。

說明：

一、 本基金擬修訂公開說明書，本次修正內容主要重點如下：

- (一) 特定基金(包括：歐洲價值基金、全球資產配置基金、通脹調整債券基金及多元資產優選成長基金)有關「投資目標及政策」之披露資料補充；
- (二) 一般投資披露資料的補充，包括：ESG 披露資料、基準指標的使用、股權市場風險及債務市場風險及不動產投資信託相關風險；
- (三) 認購、贖回和轉換相關資訊的補充；及
- (四) 有關本基金之基金管理機構 MFS Investment Management Company (Lux) S.à r.l.，或作為投資經理的 Massachusetts Financial Services Company 之操作政策與程序資訊的其他更新及釐清。
- (五) 詳細內容說明，敬請參閱隨函所附之境外基金機構致股東通知書(中、英文版)。

二、 境外基金機構定 2020 年 8 月 18 日為全球統一公告通知日。

三、 上述變更將於 2020 年 9 月 18 日生效，並於最新版之公開說明書中載列。最新版之公開說明書可於境外基金資訊觀測站(<http://announce.fundclear.com.tw>) 中下載或可向本公司索取。

附件：境外基金機構致股東通知書(中、英文版)

正本：臺灣中小企業銀行信託部、合作金庫銀行信託部、日盛商業銀行個人理財處、陽信銀行信託部、兆豐國際商業銀行信託部、第一商業銀行信託處、臺灣銀行信託部、安泰商業銀行財富管理部、聯邦銀行財富管理部、華泰商業銀行信託部、臺灣新光銀行信託部、國泰世華銀行信託部、永豐銀行理財商品部、元大商業銀行股份有限公司信託部、凱基商業銀行信託處、華南商業銀行信託部、京城銀行信託部、台中商業銀行信託部、三信商業銀行信託部、花旗(台灣)商業銀行、中國信託商業銀行信託部、基富通證券股份有限公司、日盛證券股份有限公司、元大證券股份有限公司、鉅亨證券投資顧問股份有限公司、群益金鼎證券股份有限公司、中租投資顧問股份有限公司、永豐金證券股份有限公司、萬寶證券投資顧問股份有限公司、南山人壽保險股份有限公司、富邦人壽保險股份有限公司、全球人壽保險股份有限公司、安聯人壽保險股份有限公司、中國人壽保險股份有限公司、宏泰人壽保險股份有限公司、法國巴黎人壽保險股份有限公司、合庫人壽保險股份有限公司、台灣人壽保險股份有限公司、國泰人壽保險股份有限公司、安達人壽保險股份有限公司、元大人壽保險股份有限公司。

副本：陽信銀行財富管理部、華泰商業銀行財富管理部、臺灣新光銀行財富管理部、國泰世華銀行財富管理部、三信商業銀行財富管理部、京城銀行財富管理部。

總經理 董俊男



MFS 全盛基金
可變資本投資公司
À Compartiments Multiples

Siège social: 4, rue Albert Borschette, L-1246 Luxembourg
R.C.S.Luxembourg B 39.346

股東通告

本文件十分重要，請您立即閱讀。若有疑問，請徵詢專業人士意見。

2020 年 8 月 18 日，盧森堡

謹此通知 MFS 全盛基金（「公司」）股東，董事會¹已決定對本公司的發售文件（包括「投資者資訊要點」及本公司和／或若干子基金（「基金」）的相關基金說明書）作出若干修訂，其中包括下述變更。凡提及基金名稱之處，均應視為有前綴「MFS 全盛基金 -」（「MFS Meridian Funds -」）。

1. 策略／指標變更：(略譯)；
2. 各基金其他政策變更或披露資料補充；
3. 一般投資披露資料的補充；
4. 認購、贖回和轉換相關資訊的補充；及
5. 有關公司、作為管理公司的 MFS Investment Management Company (Lux) S.à r.l.（下稱「管理公司」），或作為投資經理的 Massachusetts Financial Services Company（下稱「投資經理」）之操作政策與程序資訊的其他更新及釐清。

此等變更將於二零二零年九月十八日（「生效日期」）生效，並在本公司基金說明書下次更新時反映。

您不需要就本項通知採取任何行動。

1. 策略／指標變更

(略譯)

¹ 除非另有說明，大寫術語之語義與本公司本通告日期之前二零一九年十一月四日刊發的基金說明書中的含義相同。

2. 各基金的其他補充或釐清

下文所述各基金的其他披露資料變更僅作進一步釐清，不代表相關基金的管理有實際變化。

(略譯)。

(略譯)。

歐洲價值基金。將補充「投資目標及政策」中之披露資料，釐清歐洲價值基金的股票投資可涵蓋封閉型不動產投資信託（「REIT」）。有關不動產投資信託之相應披露資料將新增至「主要風險」中。

全球資產配置基金。目前如基金說明書所述，基金配置投資於股票與債務工具。將補充「投資目標及政策」中之披露資料，以下列新增文字說明釐清下列有關基金的股票投資：

(i) 基金的股票投資一般包含部分產生收益之股票；

(ii) 基金的股票投資選擇，主要根據個別發行人與工具的基本分析，可能納入定量篩檢工具；

(iii) 部分基金股票投資選擇根據投資經理的 **Blended Research®**方法，即依據對各發行人的基本面分析以及以系統化評估發行人的模型為基礎的定量研究，兩者之綜合結果。對於此部分，投資經理結合基本面評級與定量評級，以產生單一發行人的綜合評級。若投資經理無法取得基本面研究結果，則投資經理將發行人視為具有中性基本面等級。

通脹調整債券基金；將補充「投資目標及政策」中之披露資料，釐清基金的通貨膨脹調整投資可能包括通貨膨脹連動之交換。

多元資產優選成長基金、精慎財富基金與管理財富基金。將補充「投資目標及政策」中之披露資料，指出投資經理尋求降低各基金相對於全球股票市場報酬之波動，並以 **MSCI** 世界指數計量。

此外，披露資料將增加說明一完整市場週期的績效比較，投資經理認為各基金的比較適當。具體而言，基金說明書將聲明，依據各基金的主要投資策略，投資經理認為將基金績效（基金淨開支）與相對 **MSCI** 世界指數（美元）於一個完整週期相比尚屬合理，如下列所示：

基金	投資經理建議之適當績效比較
管理財富基金	美國銀行美林 3 個月美國國庫券指數加計 2%至 4%
多元資產優選成長基金	美國銀行美林美元 3 個月 LIBOR 固定期限指數（美元）加計 3%至 5%
精慎財富基金	美國銀行美林美元 3 個月 LIBOR 固定期限指數（美元）加計 3%至 5%

基金說明書將持續載明僅用於比較基金績效（包括波動度）之各基準指標，投資經理管理基金時不尋求達成特定報酬率，且不保證長期或特定年度或時期的基金績效將優於建議之績效比較。

多元資產優選成長基金。「投資政策及風險 - 技術及工具 - 反向買回協議的特定因素」中之披露資料將作出修改，釐清多元資產優選成長基金預期最高將投資淨資產的 10%至反向買回協議，

相比於目前的 5%預期水平有所提升。目前基金說明書允許公司的所有基金最高 10%可投資於反向買回協議。

歐洲大陸股票基金、歐洲核心股票基金、歐洲研究基金、歐洲價值基金、全球重點研究基金、英國股票基金及美國價值基金。這些基金的投資組合經理無意為其基金配置大量衍生工具。因此，已刪除「投資目標及政策」中有關衍生工具運用的披露資料，以及「主要風險」中有關衍生工具風險的披露資料。

3. 一般投資披露資料的補充

ESG 披露資料。 將在「投資目標及政策」中補充所有基金之披露資料，聲明投資經理可能將環境、社會及治理（ESG）因素納入基本面投資分析，與其他因素一同考量。這反應出投資經理認為 ESG 因素對企業長期價值具重要性，故將其納入投資分析。

基準指標的使用。 將補充「投資目標及政策」中之披露資料，釐清基金基準指標的使用。具體而言，雖然基金的投資大致等同基準指標，部分卻很可能與指標權重計算不同，且基金很可能在指標範圍外進行投資，以從具吸引力的投資機會獲利。基金在其目標及投資策略範圍之主動管理將不會對投資組合部位偏離基準指標的程度進行限制，而應預期基金明顯偏離基準指標。

股權市場風險及債務市場風險。 將在「主要風險」中補充相關基金之披露資料，釐清相關公共衛生事件可能影響股權和債務市場的整體績效表現。

不動產投資信託相關風險。 投資不動產投資信託（「REIT」）的基金，在「主要風險」中之披露資料將作出聲明，釐清不動產投資信託可能操作槓桿、流動性可能降低，並可能因此與其他投資種類相較之下具有較高的波動度。

此外，將在「投資政策及風險 - 風險因素」中增加或補充以下項目的披露資料：

- 交易對手／第三方風險
- 網路安全風險
- 衍生工具風險
- 新興市場風險
- 股權市場風險
- 區域集中風險
- 利率風險
- 投資經理業務延續風險
- 投資選擇風險
- 發行人重點風險
- 大股東風險
- 投資組合證券借貸風險
- 抵押擔保證券風險
- 不動產相關投資風險
- 證券化工具風險
- 稅務風險
- 變動／浮動利率證券風險

4. 認購、贖回和轉換相關資訊的補充

目前基金說明書「其他實用資料 - 指令處理」中指出，交易指令截止時間為紐約市時間下午 1:00，通常為盧森堡時間下午 7:00，並可能因日光節約時間有所變化。將補充基金說明書，清楚聲明確切的交易指令截止時間為紐約市時間下午 1:00，不受紐約與盧森堡時差之影響。

5. 與基金資訊、營運政策或程序相關的其他更新和說明。

利益衝突。 將補充披露資料，釐清投資經理得以為其他客戶之交易指令（包括其他基金和投資經理管理的個別帳戶）為基金的投資組合證券決定整體交易指令之原因。具體而言，運用該整體交易可達到最佳執行，包括協議有利價格、獲得更及時或公正的執行、或降低整體佣金費用。投資經理不會為基金或其他客戶自身投資組合彙總指令，且為自身投資組合之指令總是最後交易。

將補充披露資料，以闡述利益衝突，即投資經理有理由偏好投資經理、其關係公司或員工投資管理之投資組合。投資經理認為已合理設立政策，以減輕此衝突引起之風險。

一般說明

自本通告日期至生效日期期間，股東可免費贖回其股份，無須支付任何適用贖回費；但任何適用後期收費（例如或有遞延銷售費，亦稱為「CDSC」）仍適用。

本公司註冊辦事處備有反映上述所有變更的更新版基金說明書（以及基金財務報告和公司章程）供投資者索取，地址是 49, Avenue J.F.Kennedy, c/o State Street Luxembourg, S.C.A., L-1855 Luxembourg, Grand-Duchy of Luxembourg，或 35, Boulevard du Prince Henri, L-1724, Luxembourg。

董事對本通知內容之準確性負責。

承董事會命



MFS MERIDIAN FUNDS
Société d'Investissement à Capital Variable
À Compartiments Multiples

Siège social: 4, rue Albert Borschette, L-1246 Luxembourg
R.C.S. Luxembourg B 39.346

NOTICE TO SHAREHOLDERS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.

Luxembourg, 18 August 2020

Notice is hereby given to the shareholders of MFS Meridian Funds (the "Company") that the Board of Directors¹ has resolved to make certain changes to the Company's offering documents, including the Key Investor Information Documents and prospectus (the "Prospectus") which relate to the Company and/or certain sub-funds (the "Funds"), including the changes described below. Any reference to a Fund name shall be preceded with "MFS Meridian Funds –".

1. Strategy/benchmark changes: Contrarian Value Fund, Euro Credit Fund, Global Credit Fund, Managed Wealth Fund;
2. Other Fund-specific policy changes or disclosure enhancements;
3. General investment disclosure enhancements;
4. Enhancements to information regarding purchases, redemptions and exchanges; and
5. Other updates and clarifications relating to information about the Company, MFS Investment Management Company (Lux) S.à r.l. as management company (the "Management Company") or Massachusetts Financial Services Company as investment manager (the "Investment Manager") operational policies and procedures.

These changes will be effective on **18 September 2020** (the "Effective Date") and will be reflected in the next update of the Company's Prospectus.

You are not required to take any action in respect of this Notice.

1. Strategy/Benchmark Changes

Euro Credit Fund and Global Credit Fund. For each of the Euro Credit Fund and the Global Credit Fund, the Fund's investment strategy will be changed such that the Fund will be allowed to use derivatives more extensively for hedging and/or investment purposes as allowed per applicable regulations. Based on this

¹ Capitalized terms, unless otherwise defined, shall have the same meaning given in the Prospectus of the Company dated 4 November 2019, prior to the date of this Notice.

change, each Fund will use a relative Value at Risk (VaR) methodology to calculate global exposure under its Risk Management Process. The expected range of leverage for each Fund will be 0 to 275% using the sum-of-notionals methodology and 0 to 125% using the commitment approach. Each Fund's maximum "relative VaR" is 200% of the VaR of its benchmark (Bloomberg Barclays Euro-Aggregate Corporate Index for the Euro Credit Fund, and Bloomberg Barclays Global Aggregate Credit Index for the Global Credit Fund).

Disclosure under "Key Risks" will be enhanced for each Fund to reflect that it may have a net leveraged exposure of more than 100% of its net asset value, and will be exposed to the credit risk of counterparties with whom it undertakes derivatives transactions (subject to applicable regulatory limits on such exposure).

In addition, it will be clarified that each of the Euro Credit Fund and the Global Credit Fund may invest up to 10% in contingent convertible bonds, an increase from the current limit of 5%.

Contrarian Value Fund. Currently, as stated under "Investment Objective and Policy" in the Prospectus, the Contrarian Value Fund may invest up to 20% of net assets in cash and cash-equivalent instruments, and may invest up to 5% in short exposure through the use of derivatives. As of the Effective Date, the description of the Fund's strategy will be changed to reflect that the Fund may only invest up to 10% in cash and cash-equivalent instruments. In addition, reference to short exposure through derivatives will be deleted to reflect that the Fund's portfolio managers will not seek short exposure as part of the Fund's investment strategy.

Managed Wealth Fund. As currently described under "Investment Objective and Policy" in the Prospectus, the Managed Wealth Fund's investments consist of (i) direct investments in equity securities and (ii) a tactical asset allocation overlay using derivative instruments to seek to decrease the volatility of the Fund's returns by varying its exposure to different asset classes, markets and/or currencies. The features of the tactical asset allocation overlay are not changing.

Currently the Fund normally focuses its direct investments in equity securities of companies located in developed and emerging market countries. Further, the Fund's direct investments are selected according to the Investment Manager's Blended Research® methodology, whereby fundamental and quantitative analyses of equity securities are combined into a blended rating used, together with other factors, in constructing the portfolio. As of the Effective Date, the description of the Fund's strategy will be changed to reflect that it will normally focus on U.S. equity securities (but will also continue to invest in non-U.S. equity securities, including emerging markets securities). In addition, the Fund's investments will be selected based on the Investment Manager's fundamental analysis alone, and accordingly the description of the Blended Research® methodology will be deleted from the description of the Fund's investment strategy.

Further, currently under "Investment Objective and Policy" it is stated that Fund's expected range of leverage, as measured using the commitment approach, will vary between 0% and 150%. As of the Effective Date, the maximum expected rate of leverage will be reduced to 100%, and disclosure under "Key Risks" regarding potential leverage in excess of 100% will be deleted.

Finally, the Fund's secondary benchmark will change from the MSCI All Country World Index to the MSCI World Index.

2. Other Fund-Specific Enhancements or Clarifications

Each of the Fund-specific disclosure changes below is provided for additional clarification, and does not represent an actual change in the management of the relevant Fund.

Blended Research® European Equity Fund and Global Equity Income Fund. Disclosure under "Investment Objective and Policy" will be enhanced to provide additional detail on the Investment Manager's Blended Research® methodology, whereby security selection decisions take into account both fundamental and quantitative analyses in a "blended" rating. Specifically, disclosure is being enhanced to state that security selection decisions are ultimately made based on an optimization process that takes into account a security's blended rating, together with a number of other factors in the portfolio such as issuer, industry, and sector weightings, market capitalization, and measures of expected volatility of the Fund's returns. Further, the Fund's portfolio managers have the discretion to adjust the optimization process and the Fund's ultimate investments based on factors such as the desired portfolio characteristics and the portfolio managers' qualitative assessment of the optimization results.

Contrarian Value Fund. As currently stated under "Investment Objective and Policy," the Fund may invest a relatively large percentage of its assets in a small number of countries or a particular geographic region. Additional disclosure regarding the risk of geographic concentration will be added under "Key Risks."

European Value Fund. Disclosure under "Investment Objective and Policy" will be enhanced to clarify that the European Value Fund's equity investments may include closed-ended Real Estate Investment Trusts ("REITs"). Corresponding disclosure under "Key Risks" regarding REITs will also be added.

Global Total Return Fund. As currently stated in the Prospectus, the Fund allocates its investments across equity and debt instruments. Disclosure under "Investment Objective and Policy" will be enhanced with the following additional language to clarify the following regarding the Fund's equity investments:

- (i) the Fund's equity investments normally include a portion of income-producing equities;
- (ii) the Fund's equity investments are selected primarily based on fundamental analysis of individual issuers and instruments, which may consider quantitative screening tools;
- (iii) a portion of the Fund's equity investments are selected according to the Investment Manager's Blended Research® methodology, *i.e.*, blending the results of fundamental analysis of individual issuers, and quantitative research based on models that systematically evaluate issuers. For this segment, the Investment Manager combines the fundamental rating with the quantitative rating to create a blended rating for an issuer. When the Investment Manager's fundamental rating is not available, the Investment Manager treats the issuer as having a neutral fundamental rating.

Inflation-Adjusted Bond Fund. Disclosure under "Investment Objective and Policy" will be enhanced to clarify that the Fund's inflation-adjusted investments may include inflation-linked swaps.

Prudent Capital Fund, Prudent Wealth Fund and Managed Wealth Fund. Disclosure under "Investment Objective and Policy" will be added to specify that the Investment Manager seeks to reduce volatility of each Fund's returns relative to global equity markets, as measured by the MSCI World Index.

Further, disclosure will be added to specify performance comparisons, over a full market cycle, which the Investment Manager believes are appropriate for each Fund. Specifically, the Prospectus will state that in light of each Fund's principal investment strategies, the Investment Manager believes it is reasonable to compare the Fund's performance (net of Fund expenses) over a full market cycle relative to the performance of the MSCI World Index (USD), as well as to the following:

Fund	Appropriate Performance Comparison as Suggested by Investment Manager
Managed Wealth Fund	The BofA Merrill Lynch 0-3 Month U.S. Treasury Bill Index plus 2% to 4%
Prudent Capital Fund	The BofA Merrill Lynch U.S. Dollar LIBOR (3 M Constant Maturity) (USD) plus 3% to 5%
Prudent Wealth Fund	The BofA Merrill Lynch U.S. Dollar LIBOR (3 M Constant Maturity) (USD) plus 3% to 5%

The Prospectus will continue to note that the Fund's benchmarks are indicated for performance (including volatility) comparison only, that the Investment Manager does not seek to achieve a specific rate of return in managing the Fund and there is no assurance that the Fund will outperform the suggested performance comparison over the long term or for any year or period of years.

Prudent Capital Fund. Disclosure under "Investment Policies and Risks – Techniques and Instruments – Specific Factors for Reverse Repurchase Agreements" will be revised to clarify that it is expected that the Prudent Capital Fund will invest up to 10% of net assets in reverse repurchase agreements, an increase from the current expected level of 5%. The Prospectus currently permits all Funds of the Company to invest up to 10% in reverse repurchase agreements.

Continental European Equity Fund, European Core Equity Fund, European Research Fund, European Value Fund, Global Research Focused Fund, U.K. Equity Fund and U.S. Value Fund. The portfolio managers for these Funds do not intend to obtain a material level of exposure to derivatives for these Funds. Accordingly, disclosure regarding the use of derivatives under "Investment Objective and Policy," as well as disclosure regarding derivatives risks under "Key Risks," has been deleted.

3. General Investment Disclosure Enhancements

ESG Disclosure. Disclosure under "Investment Objective and Policy" will be enhanced for all Funds to state that the Investment Manager may consider environmental, social and governance (ESG) factors in its fundamental investment analysis, alongside other factors. This reflects that the Investment Manager incorporates ESG factors into investment analysis to the extent the Investment Manager perceives they are material to the long-term value of a company.

Use of Benchmarks. Disclosure under "Investment Objective and Policy" will be enhanced for all Funds to clarify the Funds' use of benchmarks. Specifically, although the Fund's investments will generally be represented in the benchmark, components are likely to be weighted differently from the benchmark and the Fund is likely to invest outside of the benchmark to take advantage of attractive investment opportunities. The Fund is actively managed within its objectives and the investment strategy will not restrict the extent to which portfolio holdings may deviate from the benchmark. It is expected that the Fund's deviation from the benchmark will be significant.

Equity Market Risk and Debt Market Risk. Disclosure will be enhanced under "Key Risks" for the relevant Funds to clarify that public health-related events may affect the overall performance of equity and debt markets.

REIT Risk. For those Funds that invest in real estate investment trusts ("REITs"), disclosure under "Key Risks" will be clarified to state that REITs may employ leverage, may be less liquid and therefore may be more volatile than other types of investments.

In addition, disclosure will be added or enhanced with respect to the following items under "Investment Policies and Risks – Risk Factors":

- Counterparty/Third-Party Risk
- Cybersecurity Risk
- Derivatives Risk
- Emerging Markets Risk
- Equity Market Risk
- Geographic Concentration Risk
- Interest Rate Risk
- Investment Manager Business Continuity Risk
- Investment Selection Risk
- Issuer Focus Risk
- Large Shareholder Risk
- Lending of Portfolio Securities Risk
- Mortgage-Backed Securities Risk
- Real Estate-Related Investment Risk
- Securitized Instruments Risk
- Taxation Risk
- Variable/Floating Rate Securities Risk

4. Enhancements to Information Regarding Purchases, Redemptions and Exchanges

The Prospectus currently specifies under "Other Practical Information – Order Processing" that the Trade Order Cut-Off Time is 1:00pm New York City time, which is normally 7:00pm Luxembourg time although the time difference may vary due to daylight savings time. The Prospectus will be enhanced to state explicitly that the definitive Trade Order Cut-Off Time is 1:00pm New York City time, regardless of the time difference between New York City and Luxembourg.

5. Other updates and clarifications relating to the Fund information, operational policies and procedures.

Conflicts of Interest. Disclosure will be enhanced to clarify the reasons why the Investment Manager may decide to aggregate trading orders for the Funds' portfolio securities with trading orders for other clients (including other funds and separate accounts managed by the Investment Manager). Specifically, such aggregated trades can be used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges. The Investment Manager will not aggregate orders for the Funds or other client with those of its own proprietary portfolios, and orders for proprietary portfolios will always be traded last.

Disclosure will also be enhanced to discuss the conflict of interest whereby the Investment Manager has an incentive to favor those portfolios under its management that the Investment Manager, its affiliates or their employees have invested in. The Investment Manager believes it has policies reasonably designed to mitigate the risks posed by this conflict.

General

During the period from the date of this Notice until the Effective Date, shareholders may redeem their shares free of any redemption fee; however, any applicable Back-End Load (e.g., contingent deferred sales charge, or "CDSC") will still apply.

Updated Prospectuses reflecting all changes noted above (along with the Funds' financial reports and Articles of Incorporation) shall be available at 49, Avenue J.F. Kennedy, c/o State Street Luxembourg, S.C.A., L-1855 Luxembourg, Grand-Duchy of Luxembourg or at 35 Boulevard du Prince Henri, L-1724, Luxembourg, the registered office of the Company.

The Directors accept responsibility for the accuracy of the contents of this Notice.

By order of the Board of Directors