

2018年8月 22日

這是一份重要文件，您必須立刻閱讀，如有任何疑問，請洽您的服務人員提供專業諮詢。

**為決議下列基金之合併提案之二度召開股東臨時會之通知：**

**富達基金 II - 美元貨幣基金  
將併入富達基金 - 美元現金基金**

**重要事項**

- 如 2018 年 7 月 20 日股東通知函所述，董事會建議將富達基金 II-富達美元貨幣基金併入富達基金-美元現金基金。
- 第一次股東臨時會已於 2018 年 8 月 17 日歐洲中部時間中午十二點召開，因未達法定人數而無法有效決議，因此將於 2018 年 9 月 10 日歐洲中部時間中午十二點再度召開股東臨時會。
- 基金董事會誠摯地邀請您對本合併提案投票，因此，請您務必小心閱讀。
- 重要事項包括：
  - 消滅基金的投資組合與存續基金幾乎相同。在本合併案生效日之前無須進行投資組合的調整。
  - 兩檔基金適用同樣的風險因素。
  - 存續基金的持續性開支低於消滅基金。
  - 如本合併案得以進行，富達基金 II 自生效日起不復存在。

**基金股東的選擇**

- 我們誠摯邀請您填寫隨函附上的股東委託書並於 2018 年 9 月 5 日歐洲中部時間上午十一點(英國時間上午十點)前寄達富達基金 II，或於 2018 年 9 月 5 日臺灣時間下午五點前寄達臺灣總代理人。如果您不同意本合併提案，本信函將提供其他選項供您選擇。

親愛的股東，您好!

特此通知富達基金 II (下稱「**本基金**」) 合併提案之股東臨時會已於 2018 年 8 月 17 日召開 (下稱「**第一次股東臨時會**」)，並於 2018 年 7 月 20 日寄送召開股東臨時會之通知函 (下稱「**通知函**」) 給基金股東 (下稱「**股東**」或「**您**」)，惟第一次股東臨時會因未達法定人數而無法有效決議。

由於第一次股東臨時會休會，謹此誠摯地邀請您出席再度召開的股東臨時會 (下稱「**二度召開股東臨時會**」)，該次會議將於 **2018 年 9 月 10 日歐洲中部時間中午 12 點**，在本基金位於盧森堡的登記辦事處舉行，相關議程如下：

**議程**

- I. 在消滅基金合併至對應的富達基金 (「**存續基金**」) (下稱「**合併案**」) 的通知函中，公告的詳細條件如下：

- 同意富達基金II—美元貨幣基金之資產撥入富達基金—美元現金基金，並且註銷消滅基金的A股股份以換取存續基金的A股累計股份，在2018年11月19日生效，或另於二度召開股東臨時會說明，授權董事會決定其他稍晚的生效日（下稱「生效日」）；

II. 同意於生效日關閉並終止本基金；及

III. 在二度召開股東臨時會提出之其他事項。

合併案是在考量股東的最佳利益的情況下提出。合併緣由及股東權利等相關資訊，請參考通知函。

二度召開股東臨時會無需法定人數要求，但需要在該會議上至少超過三分之二以上表決權之同意，以通過決議。

隨函附上股東委託書。董事會建議股東投票贊成通過所提之合併案與本基金之關閉與終止。股東將受邀參加二度召開股東臨時會並投票或是以書面指定其他人代表參加投票。該受託代表無需是基金之股東。

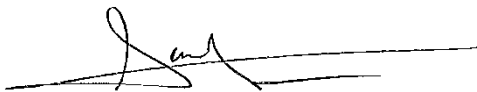
即使您想要親自參加二度召開股東臨時會，亦請填寫股東委託書並於**2018年9月5日歐洲中部時間上午11點（英國時間上午10點）**前寄達富達基金II，或於**2018年9月5日臺灣時間下午5點**前寄達臺灣總代理人。第一次股東臨時會所收到的股東委託書將保留並且在二次召開股東臨時會上仍維持效力，除非相關股東明確撤銷。若股東同意通過合併案，如前所述，您將在生效日前至少30天收到合併案之結果通知書（下稱「**結果通知書**」），讓您足以判斷本合併案對您的投資所造成之影響。若合併提案在二度召開股東臨時會決議沒有通過，將會揭露於結果通知書，合併案將不會進行且富達基金II將不會關閉。

任何沒有在此封信函所定義的專有名詞，都將與本基金公開說明書上同義。

董事會承擔此信函內容的準確性之責任並確認，經作出一切合理查詢後，就其所知及所信，相信在本文中並沒有遺漏足以誤導任何聲明的其他事實。

如果您對於本提案有任何相關問題，或如果您需要一份本基金公開說明書影本，請聯絡您專屬的客戶服務專員或致電富達投信客服專線0800-00-99-11。

此致



**Florence Alexandre**  
FIL (Luxembourg) S. A. 代表  
公司董事  
富達基金 II

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

**NOTICE OF RECONVENED EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO CONSIDER  
THE MERGER PROPOSAL OF FIDELITY FUNDS II – US DOLLAR CURRENCY FUND INTO  
FIDELITY FUNDS – US DOLLAR CASH FUND**

**Key Facts**

- As notified to Shareholders on 20 July 2018, the Board proposes to merge Fidelity Funds II - US Dollar Currency Fund into Fidelity Funds - US Dollar Cash Fund.
- The first Extraordinary General Meeting, called for 12 noon CET on 17 August 2018, was inquorate and as such is being reconvened for 10 September 2018 at 12 noon CET.
- The Board is inviting you to vote on this proposal and asks, therefore, that you read this letter carefully.
- Key matters of note include:
  - The portfolio of the Merging Fund is nearly identical to that of the Receiving Fund. No portfolio rebalancing and / or portfolio alignment is required in relation to the Merger prior to the Effective Date.
  - The Applicable Risk Factors for both funds are the same.
  - The Ongoing Charges Figure of the Receiving Fund is lower than that of the Merging Fund.
  - Should the Merger proceed, Fidelity Funds II will cease to exist as of the Effective Date.

**Shareholder Choices**

- We kindly request that you complete and return the enclosed Form of Proxy to Fidelity Funds II by 11.00 am CET (10.00 am UK time) on 5 September 2018, or complete and return the Form of Proxy to the Taiwan General Representative, to arrive no later than 5.00 pm Taiwan time on 5 September 2018.

Dear Shareholder

Notice is hereby given that the extraordinary general meeting of the shareholders of Fidelity Funds II (the “Fund”), which was held on 17 August 2018 (the “**First Meeting**”), further to a convening notice mailed to the shareholders of the Fund (the “**Shareholders**” or “**you**”) on 20 July 2018 (the “**Notice**”), could not validly deliberate on the agenda described in the Notice as the required quorum was not attained.

The First Meeting was, therefore, adjourned and Shareholders are invited to the reconvened extraordinary general meeting (the “**Reconvened Meeting**”), which will be held at the registered office of the Fund in Luxembourg on **10 September 2018 at 12 noon CET**, to consider the following agenda:

**AGENDA**

- III. In the context of the merger of the Merging Fund into the corresponding fund of Fidelity Funds (the “**Receiving Fund**”), (the “**Merger**”) under the conditions detailed in the Notice:
- to approve the allocation of the assets of **Fidelity Funds II – US Dollar Currency Fund** into **Fidelity Funds – US Dollar Cash Fund** and the cancellation of class A Shares in this Merging Fund in exchange for class A-ACC Shares in this Receiving Fund to become effective on 19 November 2018 or, as the case may be explained at the Reconvened Meeting, to give power to the Board to determine

any later date thereof (the “**Effective Date**”);

- II. To approve the closure and cessation of the existence of the Fund as of the Effective Date; and
- III. Such other business as may properly come before the Reconvened Meeting.

The Merger is being proposed in the interest of the Shareholders. For more information on the background and the rationale of the Merger, as well as your rights as Shareholders, please refer to the Notice.

No quorum is required for the Reconvened Meeting to deliberate validly on the agenda, and the passing of the resolutions requires the consent of two thirds of the votes cast at the Reconvened Meeting.

Enclosed is a Form of Proxy. The Board recommends that the Shareholders vote in favour of the proposed resolutions to approve the Merger and the closure and cessation of the existence of the Fund. Shareholders are invited to attend and vote at the Reconvened Meeting or you may appoint another person in writing to attend and vote at the Reconvened Meeting on your behalf. Such proxy need not be a Shareholder.

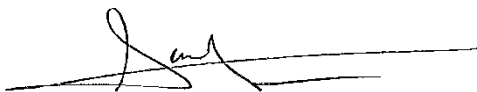
Even if you intend to attend the Reconvened Meeting in person, please complete and return the Form of Proxy to the Fund, to arrive no later than **11.00 am CET** (10.00 am UK time) on **5 September 2018**, or complete and return the Form of Proxy to the Taiwan General Representative, to arrive no later than 5.00 pm Taiwan time on 5 September 2018. Proxies received for the First Meeting will be held and will remain valid for the Reconvened Meeting, unless explicitly revoked by the relevant Shareholder. If Shareholders approve the Merger, as specified above, you will receive a notice informing you of the outcome of the Reconvened Meeting at least 30 days before the Effective Date (the “**EGM Outcome Letter**”), which will enable you to make an informed judgment of the impact of the Merger on your investment. If the Merger is not approved at the Reconvened Meeting, this will be disclosed in the EGM Outcome Letter and in which case the Merger will not proceed and Fidelity Funds II will not be closed.

Any terms not defined herein shall have the same meaning as in the Fund’s Prospectus (the “**Prospectus**”).

The Board accepts full responsibility for the accuracy of the content of this letter and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

If you have any questions related to this proposal or if you want to request a copy of the Prospectus, please contact your usual financial adviser or Fidelity Hotline 0800-00-99-11.

Yours sincerely



**Florence Alexandre**  
Representative of FIL (Luxembourg) S.A.  
Corporate Director  
Fidelity Funds II

委託書  
(二度召開股東臨時會)

此委託書用於2018年9月10日在2a rue Albert Borschette, BP 2174, L-1021, 盧森堡所舉行之富達基金II之股東臨時會及任何再度召開之股東臨時會。  
請勿改變任何代碼，否則此委託書將無效。

1 我 / 我們

客戶姓名：

客戶帳戶號碼：

2 投票

本人 / 我們為富達基金II股份之登記持有人，茲委任大會主席，或：

為本人/我們之代表，代表本人/我們出席於2018年9月10日(以及任何再度召開)舉行之股東臨時會，以及如下所述，為本人/我們與以本人/我們之名義對於2018年8月22日所發出之會議通知作決議。

請於下文適當方框內畫上「x」號，表明您對股東臨時會通知內所載決議案之投票意願。

決議案1	贊成	反對	棄權
對於您所擔任股東之基金，表達是否同意該基金之合併：  富達基金II - 美元貨幣基金併入富達基金 - 美元現金基金，自2018年11月19日生效 或 如臨時股東會上說明授權富達基金II董事會所決定的其他稍晚之生效日(下稱「生效日」) (參見附註1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

決議案2

表達是否同意於生效日  
關閉與終止富達基金II系列基金

(參見附註1)

全部股東之簽名(您必須在此簽名) - 請確保依表格之指示完成表格之所有相關事項

帳戶所有人

簽名：

日期：

請填妥此表格放進信封並交還，收件最遲不得晚於2018年9月5日歐洲中部時間上午11點(英國時間上午10點/香港時間下午5點/臺灣時間下午5點)。

1. 如欲委任主席以外之任何人士為代表，則請刪去「大會主席」，並在空格內填上擬委任代表之姓名，其無須為富達基金II之另一股東。
2. 請表明您的投票意願。如無指示，您的代表人得於會議上自行斟酌進行投票或放棄投票。
3. 倘為聯名持有股份，則任一名聯名持有人均可委任一名代表，但在股東名冊排名較首位之持有人之投票(親自或由代表投出)將優先於其他聯名股東。
4. 請簽署本表格及署名日期，並在2018年9月5日歐洲中部時間上午11點(英國時間上午10點/香港時間下午5點/臺灣時間下午5點)前註明「委託書投票」交還富達基金II，地址為：2a rue Albert Borschette, BP 2174. L-1021 Luxembourg。
5. 您於本表格內提供之資料將由富達或其他關係企業持有並於電腦中處理。這可能涉及網際網路等電子媒體傳送資料。您的資料將獲保密處理，未經您同意，除非法律要求進行揭露，否則不會向任何其他第三方透露。