

**First State Global Umbrella Fund plc**  
an umbrella fund with segregated liability between sub-funds  
(the "Company")

Notice is hereby given that the annual general meeting of the Company will be held at Arthur Cox Building, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland at 10.00 a.m. (Irish time) on 29 August 2014 for the following purposes:

**ORDINARY BUSINESS**

1. To receive and consider the reports of the directors and of the auditors and the financial statements of the Company for the period ended 31 December 2013.
2. To approve the re-appointment of PricewaterhouseCoopers as auditors of the Company.
3. To authorise the directors to fix the remuneration of the auditors.

**SPECIAL BUSINESS**

To consider and, if thought fit, pass the following as special resolutions of the shareholders of the Company:

4. **"RESOLVED** that the following changes be made to the articles of association of the Company in order to provide for the electronic preparation and distribution of any notice or document without the need to obtain the consent of shareholders in respect of such electronic distribution:

- (a) the articles of association of the Company be and are hereby amended by the insertion of the following definitions in Article 2 in alphabetical order:

<b><i>advanced electronic signature</i></b>	<i>Has the meaning given to that expression in the Electronic Commerce Act, 2000.</i>
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<b><i>electronic communication</i></b>	<i>Has the meaning given to that expression in the Electronic Commerce Act, 2000.</i>
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<b><i>electronic signature</i></b>	<i>Has the meaning given to that phrase in the Electronic Commerce Act, 2000.</i>
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- (b) the articles of association of the Company be and are hereby amended by the insertion of the following wording in Article 2 in replacement of the definition of "Writing":

<b><i>Writing</i></b>	<i>Written or printed or lithographed or photographed and any other modes of representing or reproducing words in a visible form.</i>
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- (c) the articles of association of the Company be and are hereby amended by the insertion of the following wording in Article 3:

- (i) *Expressions in these Articles referring to the execution of any document shall include any mode of execution under seal or under*

*hand or any mode of electronic signature as shall be approved by the Directors.*

- (j) *Expressions in these Articles referring to receipt of any electronic communication by the Company shall only be limited to circumstances where receipt of such electronic communication in such manner has been agreed to by the Company.*
- (k) *Unless the contrary intention appears, the use of the word "address" in these Articles includes any number or address used for the purpose of electronic communication.*

- (d) the articles of association of the Company be and are hereby amended by the insertion of the following wording in Article 132:

*"sent either by post or in electronic form" in replacement of the words "sent in electronic form"*

and the deletion of the following wording from Article 132:

*"Hard copies of these documents will be made available on request to every person entitled under the provisions of the Companies Acts to receive them."*

Such that Article 132 shall read as follows:

*A printed copy of every account, balance sheet and report which are laid before the Company in general meeting in accordance with these Articles together with the Auditor's and Custodian's report thereon shall not less than 21 days prior to the Meeting be sent either by post or in electronic form by electronic means to every person entitled under the provisions of the Companies Acts to receive them **PROVIDED THAT** this Article shall not require a copy of these documents to be sent to more than one of the joint holders of any shares.*

- (e) the articles of association of the Company be and are hereby amended by the deletion of the following wording in Article 139:

*, with the consent of a Member,*

Such that Article 139 shall read as follows:

*Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his address as appearing in the Register or sent in electronic form by electronic means. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.*

- (f) the articles of association of the Company be and are hereby amended by the insertion of the following wording in Article 143:

*(whether electronic signature, an advanced electronic signature or otherwise)*

Such that Article 143 shall read as follows:

*The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice or other document to be given by the Company may be written or printed.*

- (g) the articles of association of the Company be and are hereby amended by the deletion of the following wording in Article 144(b):

*, if with the consent of a Member,*

and the deletion of the following wording in Article 144(c):

*with the consent of a Member, sent*

Such that Article 144(b) and (c) shall read as follows:

- (b) *Any notice or other document if sent in electronic form by electronic means, shall be deemed to have been served 24 hours after the notice or other document was sent by electronic means and in proving such service it shall be sufficient to prove that the notice or document sent in electronic form by electronic means was properly addressed.*
- (c) *Any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall be delivered, sent or left at such address at the Member's risk or in electronic form by electronic means and shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.*
- (h) the articles of association of the Company be and are hereby amended by the insertion of the following after Article 144(c) and that the subsequent sections be renumbered accordingly:
- (d) *Each Member is hereby deemed to have consented to the receipt by such Member of electronic mail or other means of electronic communications approved by the Directors, including the receipt of any notice or document, including the Company's audited accounts, balance sheet and report which are laid before the Company in general meeting in accordance with these Articles together with the Auditor's and Custodian's report thereon, provided that the Company shall be required to send a physical copy of such notice or document to any Member on request."*

5. **"RESOLVED** that a minor change be made to the articles of association of the Company by the deletion of the words "shareholders" and "Shareholders" throughout the articles of association and the insertion of the word "Members" in their place."

**BY ORDER OF THE BOARD**

SIGNED:



For and on behalf of  
Bradwell Limited  
Secretary to the Company

Registered Office: Arthur Cox Building  
Earlsfort Terrace  
Dublin 2  
Ireland

Dated 21 July 2014

NOTE

Every member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote in his or her place. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised person need not be a member of the Company.

**FORM OF PROXY**  
**First State Global Umbrella Fund plc**  
**an umbrella fund with segregated liability between sub-funds**

Please list  
your  
shareholder  
name and  
address here

I/We \_\_\_\_\_  
of \_\_\_\_\_



being a member/members of the Company hereby appoint \_\_\_\_\_  
or failing him/her, the Chairman of the meeting or failing him or her Ms. Sarah Cunniff, Mr. Dara Harrington, Mr. David O'Shea, Ms. Sylvie McLaughlin, Mr. Andrew O'Connor, Ms. Grainne O'Reilly or Ms. Louise O'Leary of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland as my/our proxy to vote for me/us on my/our behalf including, in the absence of any directors of the Company choosing a member present, including himself/herself, to be Chairman of the annual general meeting, at the annual general meeting of the Company to be held at 10.00 a.m. (Irish time) on 29 August 2014 and at any adjournment thereof.

Please sign  
and date  
here

Signed \_\_\_\_\_



Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

RESOLUTIONS		FOR	AGAINST
<b>Ordinary Business</b>			
1.	To receive and consider the reports of the directors and of the auditors and the financial statements for the year ended 31 December 2013.		
2.	To approve the re-appointment of PricewaterhouseCoopers as auditors of the Company.		
3.	To authorise the directors to fix the remuneration of the auditors.		
<b>Special Business</b>			
4.	To consider and, if thought fit, pass as a special resolution the special business in item 4 of the notice of the meeting to amend the articles of association of the Company to provide for the electronic preparation and distribution of any notice or document (including copies of every account, balance sheet and report which are laid before the Company in general meeting together with the reports of the auditors and custodian of the Company thereon) without having previously to obtain the consent of shareholders in respect of such electronic distribution.		
5.	To consider and, if thought fit, pass as a special resolution the special business in item 5 of the notice of the meeting to amend the articles of association of the Company to replace the words "shareholders" and "Shareholders" with "Members".		

If you wish this form to be used *in favour of any Resolution*, please mark "X" in the box above under the heading "For". If you wish this form to be used *against any Resolution*, please mark "X" in the box above under the heading "Against". Otherwise, the Proxy will vote as he or she thinks fit.

**NOTES:**

- (a) Unless otherwise instructed, the proxy will vote as he or she thinks fit.
- (b) Where this form of proxy is executed by a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorised.
- (c) **This instrument of proxy, to be valid, must be sent to arrive, or be lodged, at the offices of Bradwell Limited, Arthur Cox Building, Earlsfort Terrace, Dublin 2, Ireland marked for the attention of Ms. Louise O'Leary not later than 48 hours before the time fixed for the meeting. The meeting will take place at 10.00 a.m. (Irish time) on 29 August 2014.**

# **FIRST STATE GLOBAL UMBRELLA FUND PLC**

**an umbrella fund with segregated liability between sub-funds**

**Arthur Cox Building**

**Earlsfort Terrace**

**Dublin 2**

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**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 First State Global Umbrella Fund plc (the “Company”), please pass this document 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.**

**Capitalised terms used herein shall bear the same meaning as capitalised terms used in the prospectus of the Company dated 19 June 2013 and as supplemented from time to time (the “Prospectus”). A copy of the Prospectus is available upon request during normal business hours from the registered office of the Company.**

**The Company is authorised by the Central Bank as a UCITS umbrella pursuant to the UCITS Regulations.**

**Please note that the Central Bank of Ireland has not reviewed this letter.**

21 July 2014

Dear Shareholder,

**Re: Approval of amendments to the Articles of Association**

## **1. INTRODUCTION**

The purpose of this letter is to explain certain proposed minor amendments to the Company's Articles of Association (“Articles of Association”) which are to be considered as items of special business at the forthcoming annual general meeting (“AGM”) to be held on 29 August 2014.

You will have the right to consider and vote on the proposed changes at the AGM.

## **2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

We would like to amend and update the Articles of Association as set out below. None of the proposed changes have any impact on the operation of the sub-funds of the Company.

### **2.1 ELECTRONIC DISTRIBUTION OF NOTICES AND DOCUMENTS**

The Company was established before the widespread use of email and the internet. The Articles of Association currently only allow for notices and documents to be sent to you by post unless you have consented for notices or documents to be sent to you in electronic form by electronic means.

We would like to change the Articles of Association in order to provide for the electronic preparation and distribution of any notice or document without the need to obtain the consent of Shareholders in respect of such electronic distribution. In practice, this will allow us to send you an electronic copy of the annual and semi-annual reports in the future.

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Registered Office: Arthur Cox Building, Earlsfort Terrace, Dublin 2

Registered Number: 288284

Directors: Peter Blessing, James Breyley (Australian); Hans Vogel (German); Michael Stapleton (Australian); Christian Turpin (British)  
First State Global Umbrella Fund PLC is regulated by the Central Bank of Ireland.

The distribution of any notice or document to Shareholders in electronic form without the consent of the relevant Shareholders is permitted by, and in accordance with, Irish laws and regulations as well as the requirements of the Central Bank.

Please refer to the attached notice of the AGM for details of the proposed amendments to be made to the relevant Articles of Association in connection with the above change.

If the change is approved at the AGM, this will allow us to send you an electronic copy of the annual and semi-annual reports in the future. Going forward, all annual reports of the Company (in English) will continue to be sent to Shareholders in paper form within a period of four months after the end of each accounting year (31 December in each year). All semi-annual reports of the Company (in English) will continue to be sent to Shareholders in paper form within a period of two months after the end of the semi-annual period (30 June in each year). If the change is approved by Shareholders at the AGM, we will provide advance notice of when we intend to start sending electronic copies of the annual and semi-annual reports and / or where such annual and semi-annual reports, in printed and electronic forms, can be obtained within the relevant timeframe. Hong Kong Shareholders will continue to receive notices relating to the Company and its sub-funds in paper form unless such Hong Kong Shareholders have given their consent to receiving such notices in electronic form.

## **2.2 CHANGE OF TERM "SHAREHOLDERS"**

We would like to make a minor change to the Articles of Association by replacing the references "shareholders" and "Shareholders" with "Members" throughout the document for consistency. Subject to Shareholder approval at the AGM, this change will be applied to Articles 13(5), 18(k), 19(g) and 19(h)(i) of the Articles of Association.

## **3. NOTICE OF MEETING TO CONSIDER AND VOTE ON THE PROPOSED CHANGES**

You will find enclosed a notice of the AGM which will be held at the offices of Bradwell Limited, Arthur Cox Building, Earlsfort Terrace, Dublin 2, Ireland on 29 August 2014 at 10.00 a.m. (Irish time).

At the AGM, Shareholders will be asked to consider the items of ordinary business set out in the notice of the AGM.

In addition, Shareholders will be asked to consider, as items of special business, the special resolutions approving the proposed amendments to the Articles of Association.

The changes to the Articles of Association require the approval of the Shareholders by way of special resolutions. This means that at least 75% of the Shareholders present and voting in person or by proxy at the AGM must vote in favour of each of the resolutions. A copy of the special resolutions to be adopted can be found in the notice of the AGM.

The precise terms of the proposed amendments are set out in the notice of the AGM and will be available for inspection at the offices of Bradwell Limited, Arthur Cox Building, Earlsfort Terrace, Dublin 2, Ireland from the date of dispatch of this letter until the close of business on the Business Day in Ireland preceding the AGM. This information will also be available for inspection at the place at which the AGM will be held for at least 15 minutes prior to the meeting and during the meeting.

Subject to Shareholder approval at the AGM, the changes to the Articles of Association will take effect on the date of the meeting.



#### **4. PROXY FORM**

- The form of proxy accompanying the notice of the AGM enclosed with this letter should be completed and returned as per the instructions on the form. Please send the completed form:-
- By post to  
Ms Louise O'Leary,  
Bradwell Limited,  
Arthur Cox Building,  
Earlsfort Terrace,  
Dublin 2,  
Ireland
- or by email to [louise.oleary@arthurcox.com](mailto:louise.oleary@arthurcox.com)
- or by fax to +353 1 618 0618

Please send the completed form as soon as possible and in any event, not later than 48 hours before the AGM. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the AGM.

#### **5. REDEMPTION OF SHARES**

Shareholders who do not wish to remain in the Company following the implementation of the proposed change (if the relevant resolutions are passed) will have the opportunity to redeem their Shares free of charge on any Dealing Day prior to 29 August 2014 under the normal redemption procedures as set out in the Prospectus.

#### **6. CONCLUSION**

The Directors of the Company consider that the proposed changes to the Articles of Association are in the best interests of the Shareholders as a whole and recommend that you vote in favour of the proposals.

Should you have any questions relating to these matters, you should either contact the Administrator at 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland or alternatively you should contact your investment consultant, tax adviser and/or legal adviser, as appropriate.

Hong Kong Shareholders may also contact:

- the Investment Manager's Investor Services Hotline on +852 2846 7566, fax +852 2868 4742, telephone calls may be recorded for your security;
- by email: [info@firststate.com.hk](mailto:info@firststate.com.hk);
- or in writing: Hong Kong Representative, First State Investments (Hong Kong) Limited, at 6th Floor, Three Exchange Square, Central, Hong Kong.

UK Shareholders may also contact the Client Services Team:

- by telephone: from the UK (0800 587 4141) and from abroad (+44 131 525 8870), telephone calls may be recorded for your security;
- by email: [enquiries@firststate.co.uk](mailto:enquiries@firststate.co.uk);
- in writing: Client Services, 23 St Andrew Square, Edinburgh, EH2 1BB, United Kingdom.
- by contacting your usual First State representative.

The Directors of the Company accept responsibility for the accuracy of the contents of this letter.

Yours sincerely,

A handwritten signature in black ink, consisting of a series of fluid, connected strokes. The signature is positioned above the printed name and company details.

Director  
For and on behalf of  
First State Global Umbrella Fund plc