

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

## **Merger of share class - Fidelity Funds – Japan Value Fund (the “Sub-Fund”)**

17 April 2025

Dear Shareholder,

We are writing to you as a shareholder of Fidelity Funds - Japan Value Fund A-JPY share class to inform you that the board of directors of Fidelity Funds has decided to merge the A-JPY share class of the Sub-Fund (ISIN: LU0161332480, the “**Merging Share Class**”) into a new A2-JPY share class of the Sub-Fund (ISIN: LU2908689552, the “**Receiving Share Class**”) on 19 May 2025 or such earlier or later date as determined by the Board (the “**Effective Date**”).

Any terms not defined herein shall have the same meaning as in the extract overseas prospectus (the “**Prospectus**”) of Fidelity Funds (the “**SICAV**”), the Hong Kong covering document and the product key facts statement of the Sub-Fund (collectively, the “**Hong Kong Offering Documents**”).

The merger is intended to improve administration and distribution of the share class (by having a lower net asset value per share of the Receiving Share Class after the merger which should be more accessible to investors). Accordingly, we are of the view that the merger is in the interest of investors of the Sub-Fund.

The merger is conducted in accordance with article 22 of the articles of incorporation of the SICAV (the “**Articles**”).

### **Details of the Merging Share Class and the Receiving Share Class**

As of 31 January 2025, the total net asset value of the Merging Share Class was JPY 40,111,941,983. The Receiving Share Class will be launched on the Valuation day before the Effective Date.

Save for the net asset value per share, the characteristics (such as the ongoing charges and minimum investment) of the Merging Share Class are identical to those of the Receiving Share Class.

It is not intended to list the Receiving Share Class on the Luxembourg Stock Exchange.

### **Exchange ratio**

Shareholders will receive approximately 10 shares of the Receiving Share Class for each share of the Merging Share Class currently held and the precise multiple will depend on the net asset value of the class on the Valuation day before the Effective Date (calculated in accordance with the procedures as disclosed in the Hong Kong Offering Documents of the SICAV). The value of your investment will not be affected by the merger and will remain unchanged after the merger is completed.

Remaining Shareholders in the Merging Share Class will receive a notification confirming the number of shares they will be holding in the Receiving Share Class after the merger. Alternatively, they can check these details on their next Statement & Valuation or their online Fidelity Account.

### **Alternatives to Investors and Dealing cut-off of the Merging Share Class**

Shareholders are entitled to subscribe, redeem or switch in/out free of charge shares in the Merging Share Class until the usual dealing cut-off time OR 5:00 pm Hong Kong time<sup>1</sup> on 15 May 2025 (the “**Cut-Off Date**”). Dealing requests received on or before the Cut-Off Date in the Merging Share Class will be processed in accordance with the terms of the Hong Kong Offering Documents as set out under the section headed “Buying, Exchanging and Selling Shares” of the Prospectus and the section headed “Dealing in Shares by Hong Kong Investors” of the Hong Kong covering document. No dealing in Merging Share Class will be permitted after the Cut-Off Date. The Merging Share Class will be closed after the completion of the merger. Dealing in the Receiving Share Class will be allowed on the Effective Date.

<sup>1</sup> Different procedures and/or cut-off times may apply if dealing in shares is made through distributors. Please note that some distributors or other intermediaries may charge additional fees (such as switching or transaction fees) or expenses at their own discretion. For further information on these, please contact your financial adviser or your usual contact at the distributor / intermediary whom you transact with.

The management company believes that the continuation in accepting subscriptions until the Cut-Off Date is in the best interest of Merging Share Class as it will provide continuity for investors in Hong Kong, such that investors may make seamless investments in the Merging Share Class prior to and after the merger, and will minimise disruption to other distributors. The continuation of marketing of the Merging Share Class will allow investors' continuous access to the Sub-Fund's investment strategy and will benefit shareholders of the Merging Share Class by maintaining the asset size, thus providing economies of scale.

### Impact of the merger

Save as disclosed herein, the Merging Share Class and the Receiving Share Class have the same rights attached, and there is no change in the investment objective, fee structure and other changes of the Receiving Share Class as a result of the merger.

### Costs and expenses

Please note that any costs associated with the merger will be borne by the management company of the SICAV. There are no unamortised preliminary expenses outstanding in respect of the Merging Share Class.

### Tax

The redemption or switching of your holding in the Sub-Fund may be deemed as a disposal for tax purposes in your local jurisdiction. Generally, Hong Kong investors will not be subject to any Hong Kong tax on capital gains realised on the redemption or switching of any shares. However, if any acquisition, switching or redemption of shares is or forms part of a trade, profession or business carried on in Hong Kong, gains realised may attract Hong Kong profits tax. We do not however provide tax advice so please consult your tax advisor to assess the potential impact based on your individual circumstances.

The Board accepts full responsibility for the accuracy of the information contained in 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.

The Hong Kong Offering Documents will be updated in due course to reflect the merger.

We would like to thank you for your investment. If you have any questions related to the closure of the Share Class, or if you would like to request for a copy of the current Hong Kong Offering Documents, the Articles (available for inspection free of charge at all times during normal office hours), the latest audited annual report and accounts and unaudited semi-annual report and accounts of the SICAV (which are also available at [www.fidelity.com.hk](http://www.fidelity.com.hk)<sup>2</sup>) or other material agreements relating to the SICAV, please contact your usual financial adviser or the Fidelity Investor Hotline<sup>3</sup> at +852 2629 2629, or you can write to the Hong Kong Representative at Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong.

Yours faithfully,



### Christopher Brealey

Permanent Representative of FIL Holdings (Luxembourg) S.A.  
Corporate Director, Fidelity Funds

<sup>2</sup> This website has not been reviewed by the SFC.

<sup>3</sup> 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. The "+" sign represents the International Access Prefix. China Toll-free Number: 4001 200632. Service may not be available for certain mobile carriers; call may incur charges imposed by the service providers. The Fidelity Investor Hotline is available from 9am to 6pm, Monday to Friday (except Hong Kong public holidays).

此乃重要函件，務請即時細閱。如有任何疑問，請諮詢專業意見。

## 股份類別的合併 — 富達基金 – 日本價值型基金（「子基金」）

親愛的股東：

由於閣下是富達基金 – 日本價值型基金 A 類別股份 - 日圓的股東，我們特此致函通知閣下，富達基金董事會已決定，自 2025 年 5 月 19 日或董事會所釐定較早或較遲的日期（「生效日期」）起，將子基金的 A 類別股份 - 日圓（ISIN 代碼：LU0161332480，「被兼併股份類別」）併入子基金的新 A2 類別股份 - 日圓（ISIN 代碼：LU2908689552，「接收股份類別」）。

本函件未有定義的任何特定詞彙，具有與富達基金（「本 SICAV」）的海外認購章程摘錄（「認購章程」）、香港說明文件及子基金的產品資料概要（統稱「香港發行文件」）中所載相同的涵義。

是次合併旨在改善股份類別的行政管理及分銷（合併後接收股份類別的每股資產淨值較低，應可讓投資者更容易參與）。因此，我們認為合併符合子基金投資者的利益。

是次合併根據本 SICAV 的公司組織章程（「組織章程」）第 22 條進行。

### 被兼併股份類別及接收股份類別的詳情

截至 2025 年 1 月 31 日，被兼併股份類別的總資產淨值為 40,111,941,983 日圓。接收股份類別將於生效日期前的估值日推出。

除每股資產淨值外，被兼併股份類別的特點（例如經常性開支及最低投資額）與接收股份類別相同。

接收股份類別不擬於盧森堡證券交易所上市。

### 兌換比率

股東將就目前持有的每股被兼併股份類別股份獲得約 10 股接收股份類別股份，具體倍數將取決於生效日期前估值日該類別的資產淨值（按照本 SICAV 的香港發行文件所披露的程序計算）。閣下投資的價值不受是次合併所影響，其在合併完成後將維持不變。

被兼併股份類別的剩餘股東將接獲通知，確認合併後其將持有的接收股份類別股份數量。有關股東亦可在下一份報表及估值或其網上富達帳戶查閱該等詳情。

### 投資者可選擇的方案以及被兼併股份類別的交易截止日期

股東有權在 2025 年 5 月 15 日（「截止日期」）的一般交易截止時間或香港時間下午 5 時<sup>1</sup>前，免費認購、贖回或轉入 / 轉出被兼併股份類別的股份。在截止日期或之前收到的被兼併股份類別的交易要求，將根據香港發行文件（即認購章程標題為「購買、轉換和出售股份」一節及香港說明文件標題為「香港投資者進行股份交易」一節）所述的條款處理。在截止日期後，被兼併股份類別的交易將不獲批准。被兼併股份類別將於合併完成後終止。接收股份類別將自生效日期起獲准進行交易。

管理公司認為，在截止日期前繼續接受認購，可為香港投資者提供連續性，以便其在合併前後持續地投資於被兼併股份類別，並將盡量減少對其他分銷商的干擾，因此符合被兼併股份類別的最佳利益。持續推廣被兼併股份類別將使投資者能夠持續參與子基金的投資策略，並能夠維持相關資產規模，使被兼併股份類別的股東受惠，從而帶來規模經濟效益。

<sup>1</sup> 若透過分銷商買賣股份，交易程序及 / 或截止時間可能有所不同。請注意，部份分銷商或其他中介商可能會酌情收取額外的費用（例如轉換或交易費）或開支。詳情請向閣下的財務顧問查詢，或與閣下慣常進行交易的分銷商 / 中介商聯絡。

## 合併的影響

除本文所披露外，被兼併股份類別及接收股份類別具有相同的權利，且合併不會改變接收股份類別的投資目標、費用結構或造成其他變動。

## 成本及開支

請注意，與合併相關的任何成本將由本 SICAV 的管理公司承擔。被兼併股份類別並無未償還的未攤銷初期費用。

## 稅務

在閣下的當地司法管轄區，就稅務目的而言，贖回或轉換閣下的子基金持倉可能被視作出售投資。一般而言，香港投資者毋須就贖回或轉換任何股份而變現的資本收益繳納任何香港稅項。然而，若任何股份認購、轉換或贖回屬於或構成在香港經營行業、專業或業務的一部份，則有關已變現收益可能須繳納香港利得稅。然而，我們並不提供稅務意見，因此請諮詢閣下的稅務顧問，以根據個人情況評估潛在影響。

董事會對本函件所載資料的準確性承擔全部責任，並確認已作出一切合理的查詢，盡其所知及所信，並無遺漏其他事項，致使本函件所載的任何陳述含有誤導成份。

香港發行文件將於適當時候作出更新，以反映是次合併。

感謝閣下投資於富達基金。如對該股份類別的終止有任何疑問，或欲索取最新的香港發行文件、組織章程（可於一般辦公時間內隨時免費查閱）、本 SICAV 最新經審核的年報與帳目及未經審核的半年報告與帳目（亦可於 [www.fidelity.com.hk](http://www.fidelity.com.hk)<sup>2</sup> 下載），或與本 SICAV 有關的其他重要協議的副本，請聯絡閣下的慣常財務顧問，或致電富達投資熱線<sup>3</sup> +852 2629 2629 查詢，閣下亦可致函香港代表（地址為香港金鐘道 88 號太古廣場二座 21 樓）。



FIL Holdings (Luxembourg) S.A. 常設代表

富達基金公司董事

**Christopher Brealey** 謹啟

2025 年 4 月 17 日

<sup>2</sup> 該網頁未經證監會審核。

<sup>3</sup> 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。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。此服務可能不適用於部份流動電話服務供應商；通話可能經由服務供應商收取費用。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）。