

**Manulife Global Fund**  
Société d'investissement à capital variable  
Registered office: 31, Z.A. Bourmicht, L-8070 Bertrange  
Grand Duchy of Luxembourg

***This document is important and requires your immediate attention. If in doubt, you should seek independent professional advice.***

**Notice to Shareholders**  
**("Notice")**

25 March 2019

Dear Shareholder

We are writing to inform you of certain changes to Manulife Global Fund (the "**Company**").

These changes will be reflected in the revised prospectus of the Company (the "**Revised Prospectus**") to be dated April 2019. This Notice, which summarizes the changes for your ease of reference, should be read in conjunction with the current Prospectus of the Company (the "**Prospectus**") and, when available, the full text of the Revised Prospectus (which contains full and complete information about these changes).

Words and phrases used in this Notice shall, unless otherwise provided, have the same meanings as are ascribed to them in the Prospectus.

The board of directors of the Company (the "**Directors**" or the "**Board**") has decided that it is appropriate to implement the following changes in order to optimize the management of the Company and its sub-funds (each a "**Sub-Fund**", collectively, the "**Sub-Funds**") and to better meet the needs of investors:-

**1. Appointment of Management Company**

The Company is currently a self-managed open-ended investment company under Luxembourg law.

The Board has decided that in order to optimize the overall management of the Company and the Sub-Funds, Carne Global Fund Managers (Luxembourg) S.A. ("**Carne Luxembourg**") will be appointed as the management company of the Company and as a result the Company will cease to be a self-managed open-ended investment company.

The Board is of the view that this appointment is in the best interest of the Shareholders of the Company, as the appointment of Carne Luxembourg as the management company will provide significant additional fund governance resources appropriate to an investment company such as the Company, thereby enhancing the governance and risk management processes and operational efficiency of the Company, while aligning with latest regulatory trends and market practice.

Carne Luxembourg was incorporated in 2009 and is a management company authorized under Chapter 15 of the 2010 Law by the CSSF. Carne Luxembourg is an independent management company that focuses exclusively on the provision of UCITS management company and alternative investment fund manager services.

Once appointed, Carne Luxembourg will be responsible for the investment management, distribution and general administration functions of the Company with power to delegate such functions. In this capacity, Carne Luxembourg will be subject to the overall supervision and control of the Directors of the Company.

Similar to the existing arrangement with the Board, Carne Luxembourg will appoint and delegate at all times (i) its investment management functions in respect of the Sub-Funds to the respective existing Investment Managers, (ii) its function in respect of the distribution of Shares to the Distributor, and (iii) its administrative functions in respect of the Company to Citibank Europe plc, Luxembourg Branch, the Administrator, Registrar and Paying Agent. Except for the appointment of Carne Luxembourg as the management company, all existing Investment Managers and, where applicable, Sub-Investment Managers to whom investment management functions in respect of the Company have been delegated will remain unchanged upon the appointment of the management company.

## **2. Imposition of the management company fee and additional other expenses**

In connection with the aforementioned appointment, each Sub-Fund will additionally bear a management company fee of a maximum of 0.015% per annum, which is payable monthly and calculated on the average net assets of the Sub-Fund for the relevant month. The Company will also pay any reasonable out-of-pocket expenses and other incidental operating expenses of Carne Luxembourg as the management company, which amount will be apportioned as between and borne by the Sub-Funds pro rata to the Net Asset Value of each Sub-Fund.

## **3. Termination of the General Adviser**

Currently, Manulife Asset Management International Holdings Limited is the General Adviser and Distributor of the Company.

As a result of the aforementioned appointment, the role of General Adviser will no longer be required by the Company and will therefore be terminated. Manulife Asset Management International Holdings Limited will continue to be the Distributor of the Company.

All the above changes will take effect as of 30 April 2019.

## **4. General and Administrative Updates**

The Prospectus will also be updated to reflect general and administrative updates including the following:

- (a) Updated disclosures on FATCA and PRC taxation;
- (b) Updated disclosures on the risk management process in respect of the Sub-Funds as a result of the appointment of Carne Luxembourg as the management company; and
- (c) Other miscellaneous formatting, administrative and/or clarificatory updates.

As a result of the appointment of Carne Luxembourg as the management company and the termination of Manulife Asset Management International Holdings Limited's role of General Adviser, an updated privacy notice regarding the collection, recording, adaptation, transfer and other processing and use of personal data by and on behalf of the Company will be issued to reflect such changes (including that personal information may be received from and disclosed to Carne Luxembourg) and made available under "Privacy Notice" on the website [www.manulifeglobalfund.com](http://www.manulifeglobalfund.com) with effect from the date of the Revised Prospectus.

If you do not agree with the appointment of Carne Luxembourg as the new management company of the Company, you may apply to redeem or to switch your holding in the Sub-Fund to Shares of the same Class or category in any other Sub-Fund(s) free of any switching or redemption charges until 29 April 2019.

You can only switch your holding into Shares of the same Class or category (provided that Shares of Classes AA, AA (AUD Hedged), AA (CAD Hedged), AA (CAD), AA (HKD), AA Inc, AA (AUD Hedged) Inc, AA (CAD Hedged) Inc, AA (HKD) Inc, AA (SGD Hedged) Inc, AA (USD) MDIST (G), AA (AUD Hedged) MDIST (G), AA (CAD Hedged) MDIST (G), AA (HKD) MDIST (G) and/or AA (SGD Hedged) MDIST (G) (collectively, the "**AA Classes**") and Shares of Classes P (USD) Inc, P (AUD Hedged) Inc, P (SGD Hedged) Inc, P (USD) MDIST (G), P (AUD Hedged) MDIST (G) and P (SGD Hedged) MDIST (G) (collectively, the "**P Classes**") in any Sub-Fund shall, for the purposes of switching, be deemed to be within the same category) and may be switched to Shares of any of the AA Classes and P Classes, respectively, whether in the same Sub-Fund or another Sub-Fund, which is offered or sold in your jurisdiction pursuant to the provisions of the relevant offering documents, and such a conversion is subject to all applicable minimum initial investment amount and minimum holding requirements as well as investor eligibility criteria being complied with.

In the case of redemption, the redemption proceeds will be paid to you in accordance with the provisions of the Prospectus. In the case of a switch, the conversion proceeds will be utilised to purchase Shares of Sub-Fund(s) specified by you at the share price(s) applicable in accordance with the provisions of the Prospectus. A switch or redemption of your Shares may affect your tax position. You should therefore seek independent professional advice on any applicable tax in the country of your respective citizenship, domicile or residence.

Please note that, except as otherwise described above, the above changes (i) will have no effect on the investment objective, strategy and risk profiles of the Sub-Funds, (ii) will not result in any change in the operations and/or manner in which the Company and the Sub-Funds are being managed, (iii) will not lead to an increase in the fees to be borne by any of the Sub-Funds or their investors, and (iv) will not materially prejudice

any of the rights or interests of the existing investors of the Sub-Funds. The costs and expenses relating to the appointment of Carne Luxembourg as the new management company of the Company are estimated to be approximately EUR 100,000 and will be borne by the Company. Such costs and expenses will be allocated to the Sub-Funds by reference to their Net Asset Values.

**General**

For Hong Kong Shareholders Only. The Company's Prospectus, the Hong Kong Covering Document and the Product Key Facts Statement of each Sub-Fund are available from the office of the Hong Kong Representative and are also available at [www.manulifefunds.com.hk](http://www.manulifefunds.com.hk)<sup>1</sup>.

Shareholders requiring further information about any of the matters set out in this Notice may contact the Administrator of the Company, Citibank Europe plc, Luxembourg Branch, at telephone number (352) 45 14 14 316 or fax number (352) 45 14 14 850 or the Hong Kong Distributor, Manulife Asset Management (Hong Kong) Limited, at telephone number (852) 2108 1110 or fax number (852) 2810 9510 at any time during normal business hours.

To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Notice is in accordance with the facts and does not omit anything likely to affect the import of such information as at the date of this Notice. The Directors accept responsibility for the accuracy of the contents of this Notice accordingly.

**For and on behalf of the Board**

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<sup>1</sup> This website has not been reviewed by the SFC.

**宏利環球基金**  
Société d'investissement à capital variable  
註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange  
Grand Duchy of Luxembourg

此乃重要文件，務須閣下即時垂注。閣下如有任何疑問，應徵詢獨立的專業意見。

**致股東通知書**  
(「本通知書」)

2019年3月25日

親愛的股東：

本函旨在知會閣下若干有關宏利環球基金(「本公司」)的更改。

此等更改將會在日期將訂為2019年4月的本公司經修訂售股章程(「經修訂售股章程」)內獲得反映。本通知書概述各項更改以便閣下參照，應與本公司現行售股章程(「售股章程」)及載列有關此等更改的全部及完整資料的經修訂售股章程(備妥後)一併閱讀。

除非另有指明，否則本通知書中所用詞語及字句具有與售股章程中獲賦予者相同的涵義。

本公司董事會(「董事」或「董事會」)已決定，為了優化本公司及其各項子基金(各稱為一項「子基金」，統稱「該等子基金」)的管理，並更能迎合投資者的需要，本公司宜實施下列更改：

**1. 委任管理公司**

本公司現為盧森堡法律下的自行管理開放式投資公司。

董事會已決定，為優化本公司及該等子基金的整體管理，Carne Global Fund Managers (Luxembourg) S.A.(「Carne Luxembourg」)將獲委任為本公司的管理公司，而本公司因而不再生為自行管理的開放式投資公司。

董事會認為，是項委任符合本公司股東的最佳利益，由於委任Carne Luxembourg為管理公司將會提供適用於投資公司(例如本公司)的重要額外基金管治資源，從而提升本公司的管治及風險管理過程和運作效率，同時符合最新監管趨勢和市場慣例。

Carne Luxembourg於2009年註冊成立，乃根據2010年法律第15章而獲CSSF認可的管理公司。Carne Luxembourg是專注於提供UCITS管理公司及另類投資基金管理人服務的獨立管理公司。

獲委任後，Carne Luxembourg將負責本公司的投資管理、分銷和一般行政管理職能，有權轉授該等職能。擔任此職位期間，Carne Luxembourg將須接受本公司董事的整體監督和控制。

類似與董事會訂立的現有安排，Carne Luxembourg將一直(i)將其就該等子基金的投資管理職能委任並轉授予各自的現有投資管理人，(ii)將其就股份分銷的職能委任並轉授予分銷商，及(iii)將其就本公司的行政職能委任並轉授予Citibank Europe plc, Luxembourg Branch、執行人、過戶處及支付代理。除委任Carne Luxembourg為管理公司外，凡已就本公司而獲轉授投資管理職能的現有投資管理人及(如適用)分投資管理人於委任管理公司後將維持不變。

## 2. 徵收管理公司費及額外的其他費用

就上述任命，每項子基金將另外承擔最高每年 0.015% 的管理公司費(按月支付，並按該子基金於有關月份的平均淨資產計算)。本公司並會支付 **Carne Luxembourg** 作為管理公司而產生的任何合理整支費用及其他附帶營運開支，有關款項將由該等子基金按每項子基金的資產淨值比例分攤。

## 3. 終止總顧問任命

目前，**Manulife Asset Management International Holdings Limited** 乃本公司的總顧問兼分銷商。

基於上述任命，本公司將不再需要總顧問一職，並將因而終止。**Manulife Asset Management International Holdings Limited** 將繼續擔任本公司的分銷商。

所有上述更改將於 2019 年 4 月 30 日生效。

## 4. 一般及行政更新

售股章程亦將予更新，以反映包括以下各項的一般及行政更新：

- (a) 有關 FATCA 及中國稅項的更新披露；
- (b) 因委任 **Carne Luxembourg** 為管理公司，就該等子基金的風險管理過程的更新披露；及
- (c) 其他雜項格式、行政及／或澄清更新。

由於委任 **Carne Luxembourg** 為管理公司及終止 **Manulife Asset Management International Holdings Limited** 的總顧問職位，將會刊發關於由本公司及其代表收集、記錄、修改、轉移及以其他方式處理及使用個人資料的經更新私隱通知，以反映該等更改(包括可能從 **Carne Luxembourg** 獲得及向其披露的個人資料)，並會由經修訂售股章程日期起載於網站 [www.manulifeglobalfund.com](http://www.manulifeglobalfund.com) 內「私隱通知」項下。

若閣下不同意委任 **Carne Luxembourg** 為本公司的新管理公司，閣下可在直至 2019 年 4 月 29 日止期間申請贖回閣下所持有的子基金股份或轉換為任何其他子基金同一類別或分類的股份(免收任何轉換或贖回費)。

閣下只可將本身的持股轉換為同一類別或分類的股份(惟就轉換而言，任何子基金的 AA、AA(澳元對沖)、AA(加元對沖)、AA(加元)、AA(港元)、AA 收益、AA(澳元對沖)收益、AA(加元對沖)收益、AA(港元)收益、AA(新加坡元對沖)收益、AA(美元)每月派息(G)、AA(澳元對沖)每月派息(G)、AA(加元對沖)每月派息(G)、AA(港元)每月派息(G)及／或 AA(新加坡元對沖)每月派息(G) 股份類別(統稱「AA 類別」)的股份須視作同一分類，而任何子基金的 P(美元)收益、P(澳元對沖)收益、P(新加坡元對沖)收益、P(美元)每月派息(G)、P(澳元對沖)每月派息(G)及 P(新加坡元對沖)每月派息(G) 股份類別(統稱「P 類別」)的股份須視作同一分類，並可分別轉換成為任何 AA 類別及 P 類別的股份，不論股份屬同一項子基金還是另一項子基金，而該子基金乃根據有關發售文件規定而在閣下的司法管轄區發售或出售，且該項轉換須受所有適用的最低初次投資額及最低持股要求的限制，並須符合投資者資格的標準。

如屬贖回，贖回款項將按照售股章程的規定向閣下支付。如屬轉換，轉換款項將會遵照售股章程規定而按適用股價用作購入閣下所指定子基金的股份。轉換或贖回閣下的股份或會影響閣下的稅務狀況。因此，閣下應就本身作為公民、本籍或居住的國家的任何適用稅項而徵詢獨立專業意見。

敬請留意：除非上文另有說明，否則上述更改：(i) 將不會對該等子基金的投資目標、策略及風險取向有任何影響，(ii) 不會導致本公司及該等子基金的運作及／或管理方式有任何改變，(iii) 不會導致任何該等子基金或其投資者所須承擔的費用有所增加，及(iv) 不會嚴重影響該等子基金現有投資者的任何權

利或權益。有關委任Carne Luxembourg為本公司新管理公司的費用及開支估計約為100,000歐元，將由本公司承擔。該等費用及開支將參照各子基金的資產淨值而由該等子基金分攤。

### **一般資料**

只適用於香港股東：本公司的售股章程、香港說明文件及有關每項子基金的产品資料概要於香港代表的辦事處可供索取，並載於[www.manulifefunds.com.hk](http://www.manulifefunds.com.hk)<sup>1</sup>。

股東若需要有關本通知書所載任何事項的進一步資料，可於當地一般辦公時間內隨時與本公司執行人Citibank Europe plc, Luxembourg Branch 聯絡(電話號碼：(352) 45 14 14 316 或傳真號碼：(352) 45 14 14 850)，或與香港分銷商宏利資產管理(香港)有限公司聯絡(電話號碼：(852) 2108 1110 或傳真號碼：(852) 2810 9510)。

就董事深知及確信(彼等已採取一切合理審慎措施以確保事實如此)，本通知書所載資料均與事實相符，且無遺漏任何有可能影響該等資料於本通知書日期的含義的事實。董事願就本通知書內容的準確性承擔全部責任。

代表  
董事會

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<sup>1</sup> 此網站未經證監會審閱。