

# Manulife Advanced Fund SPC

(an exempted segregated portfolio company incorporated with limited liability under the laws of the Cayman Islands)

(the “Company”)

## SECOND SUPPLEMENT

to the

prospectus of the Company dated December 2012  
(as amended or supplemented from time to time)  
(the “Prospectus”)

relating to the

Asia Pacific Income and Growth Segregated Portfolio  
(the “Asia Pacific Income and Growth Fund”)

And

additional general update

2 April 2014

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**IMPORTANT: This Supplement should be read in conjunction with the Prospectus (including but not limited to the selling restrictions and relevant risk factors set out therein) and the product key fact statement of the Asia Pacific Income and Growth Fund (“Product Key Fact Statement”) which together form the offering documents of the Company vis-à-vis the Asia Pacific Income and Growth Fund. If you are in any doubt about the contents of this Supplement and/or the Prospectus and/or Product Key Fact Statement, you should seek independent professional financial advice.**

This Supplement has been prepared in connection with an initial and subsequent offer of Participating Shares in the Asia Pacific Income and Growth Fund (designated as: “Class AA (USD) Inc Shares”, “Class C (USD) Inc Shares”, “Class D (USD) Inc Shares”, “Class I (USD) Inc Shares” each Class being denominated in USD; “Class AA (AUD) Inc Hedged Shares” being denominated in AUD; and “Class AA (CAD) Inc Hedged Shares” being denominated in CAD; “Class AA (HKD) Inc Shares” denominated in HKD; as more particularly described in the schedule hereto (“**Schedule**”)) and hereinafter collectively referred to as “**Shares in the Asia Pacific Income and Growth Fund**”.

The Asia Pacific Income and Growth Fund has been authorized for public distribution in Hong Kong by the Hong Kong Securities and Futures Commission (the “**SFC**”) under Section 104 of the Securities and Futures Ordinance (as may be amended, supplemented or replaced from time to time). In granting such authorization, the SFC does not take responsibility for the financial soundness of the Company or for the correctness of any statements made or opinions expressed in this regard. SFC authorization is not a recommendation or endorsement of a product nor does it guarantee the commercial merits of a product or its performance. It does not mean the product is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The directors of the Company (the “**Directors**”) accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement misleading.

Unless otherwise stated, words and phrases used in this Supplement bear the meanings ascribed to them in the Prospectus. In addition, unless otherwise amended herein, the Prospectus remains in full force and effect. The information contained in this Supplement and/or the Prospectus and/or Product Key Fact Statement may be updated from time to time. Prospective investors should ask the Directors (or the relevant local intermediary) if any later version / updates in relation thereto have been issued. This Supplement is based on the laws and practices currently in force in the Cayman Islands.

It should be appreciated that the value of the Shares in the Asia Pacific Income and Growth Fund (and the income from them, if any) may fall as well as rise. Your attention is particularly drawn to the Prospectus (Section headed “Risk Factors”) and the Schedule hereto (Section headed “Specific Risk Factors Applicable to the Asia Pacific Income and Growth Fund”).

Other than Hong Kong, no action has been taken to permit the distribution of this Supplement in any jurisdiction where action would be required for such purpose. Accordingly, no person receiving a copy of this Supplement and/or an application form in any territory may treat the same as constituting an invitation to him to purchase or subscribe for Shares in the Asia Pacific Income and Growth Fund nor should he in any event use such an application form unless in the relevant territory such an invitation could lawfully be made without compliance with any registration or other legal requirement. Intermediaries should take note of this restriction. No offer or invitation to subscribe for Participating Shares may be made to the public in the Cayman Islands.

#### **Investor’s Reliance on U.S. Federal Tax Advice in this Supplement**

The discussion contained in this Supplement as to U.S. federal tax considerations is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties. Such discussion is written to support the promotion or marketing of the transactions or matters addressed herein. Each taxpayer should seek U.S. federal tax advice based on the taxpayer’s particular circumstances from an independent tax advisor.

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1. The contents of the Schedule hereto contain specific information relating to the Asia Pacific Income and Growth Fund and shall hereby form part of the Prospectus but only in relation to the offering of the Asia Pacific Income and Growth Fund and read as immediately following the information in Part II D of the Prospectus in relation thereto.
2. In addition, with respect to the Asia Pacific Income and Growth Fund, investors should also refer to the relevant tax considerations set out in the Prospectus (described under Section 8 of Part I of the Prospectus, headed “Taxation”). Notwithstanding the same, such information is not intended to be (and should not be viewed as) specific tax advice and investors should consult their own professional advisers in respect to their tax consequences from investing in the Company and/or the Asia Pacific Income and Growth Fund.
3. In relation to the Asia Pacific Income and Growth Fund, the Prospectus is also amended to reflect:
  - 3.1. the following additional relevant information to be inserted at the end of Section 11 of Part I of the Prospectus, headed “11. Documents”:

“Copies of the following documents relevant to the Asia Pacific Income and Growth Fund are available for inspection at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) free of charge at the offices of the General Adviser and Distributor and copies may be obtained at a reasonable charge:

(aaaa) Memorandum and Articles of Association of the Company;

(bbbb) Investment Management Agreement dated 31 March 2014 (as may be amended and supplemented from time to time) entered into between the Company for the account of the Asia Pacific Income and Growth Fund and MAMHK pursuant to which MAMHK was appointed, subject to the overall supervision of the Directors, as Investment Manager with powers of delegation;

(cccc) Global Custodial Services Agreement dated 31 March 2014 (as may be amended and supplemented from time to time) entered into between the Company (for the account of the Asia Pacific Income and Growth Fund) and Citibank International plc (Luxembourg Branch), pursuant to which the latter was appointed in relation to the Company as Custodian and Paying Agent;

(dddd) tri-partite Fund Administration Services Agreement dated 31 March 2014 (as may be amended and supplemented from time to time) entered into between the Company (for the account of the Asia Pacific Income and Growth Fund), Citigroup and Citibank, pursuant to which Citigroup was appointed in relation to the Company as the Administrator, Transfer Agent and Registrar, and Citibank was appointed by Citigroup as its delegate in relation to its duties as the Administrator, Transfer Agent and Registrar, and the Company consented to Citibank N.A., Hong Kong Branch being appointed by Citibank as its sub-delegate to deal with transfer agency functions for the Company;

(eeee) General Advisory and Distribution Agreement dated 31 March 2014 (as may be amended and supplemented from time to time) entered into between the Company (for the account of the Asia Pacific Income and Growth Fund) and the General Adviser and Distributor, pursuant to which the latter was appointed in relation to the Company as General Adviser and Distributor; and

(ffff) the latest published annual report and accounts (if any) and, if later, semi-annual report of the Company (if any).”

4. The following general update is made to the biographies of the directors' of the Investment Manager, where they appear throughout the Prospectus and the First Supplement:

“**Michael Huddart** – Mr. Huddart is Executive Vice President and General Manager, Greater China, Manulife (International) Limited, and the Chief Executive of Manulife Asset Management (Hong Kong) Limited. He is responsible for the overall development of Manulife's business operation in Hong Kong, Mainland China and Taiwan including individual insurance, employee benefits and wealth management. He also sits on the board of the above two companies.

Under Mr. Huddart's leadership, Manulife's operations in Hong Kong have grown substantially with vibrant insurance, wealth-management and pension businesses. There has also been significant growth from both the tied agency and independent distribution channels, with more than 5,500 tied agents and a large number of distribution partners.

Mr. Huddart is very active in the Hong Kong insurance industry. He is a member of the Insurance Advisory Committee, chaired by the Secretary for Financial Services and the Treasury, that advises the Hong Kong Chief Executive on matters relating to the administration of the Insurance Companies Ordinance and the carrying on of insurance business in Hong Kong. He is also Chairman of the Insurance Claims Complaints Bureau, having served as Chairman of the Hong

Kong Federation of Insurers (HKFI) from 2007 to 2008, and Chairman of the HKFI's Life Insurance Council from 2006 to 2007, and he continues to be the Chairman/Deputy Chairman of a number of HKFI Task Forces. He is also a member of the Professional Ethics Review Board of the Institute of Financial Planners of Hong Kong and of the organising committee for the HKMA Quality Award.

From 2000 to 2003, Mr. Huddart was General Manager of Manulife Taiwan, where he led the business to new heights with a premium growth of more than 1,000% during his four-year tenure. He also established Manulife Taiwan's leadership position by introducing the first investment-linked as well as the first universal-variable life products in the market.

Before moving to Taiwan, Mr. Huddart was Vice President for Business Development in Asia, based in Hong Kong. He was instrumental in several Manulife acquisitions (including that of the Japan business) and market entries in Asia. He has also been Manulife's Chief Actuary in Indonesia as well as the President Director of its former pension consulting business there.

Mr. Huddart holds a Bachelor of Science (honours) degree in actuarial science from City University in London, is a Fellow of the Institute of Actuaries of Australia, an Associate of the Society of Actuaries (USA) and also holds a Graduate Diploma in Financial Planning from the Financial Services Institute of Australia. His more than 30 years of practical experience in the life-insurance and pension-consulting fields have included many leadership positions.

**Craig Alan Merdian** has retired as a director of the Investment Manager with effect from 14 February 2014.

**David Thomas** – Mr Thomas joined Manulife in February 2014 as Senior Vice President, Human Resources, Asia and was appointed a director of the Investment Manager in February 2014.

Mr Thomas has had more than 25 years of human resources experience in global, regional and country roles and brings a broad, global perspective to the role having worked in the United Kingdom, United States, the Middle East and Asia. His subject matter expertise includes leadership and talent development, change management and organizational effectiveness.

Mr Thomas has a Bachelors of Management Science degree from Aston University, Birmingham, U.K., a postgraduate diploma in Human Resources Management from the University of Wales, Cardiff, U.K. and is a graduate of the Strategic Human Resources Management Program from Harvard Business School in Boston."

5. The following additional general update is made with respect to the implementation of the U.S. Foreign Account Tax Compliance Act ("**FATCA**"), which shall be moved from pages 2-3 of Part I of the Prospectus to appear as a new Section 8.4 of Part I of the Prospectus:

**"Foreign Account Tax Compliance Act ("FATCA")**

The Hiring Incentives to Restore Employment Act (the "Hire Act") was signed into U.S. law in March 2010 and includes provisions commonly referred to as the Foreign Account Tax Compliance Act or FATCA. Broadly speaking, regulations implementing the FATCA provisions require "foreign financial institutions" ("FFIs") to report to the U.S. Internal Revenue Service ("IRS") certain information on U.S. persons that hold accounts outside the U.S., as a safeguard against U.S. tax evasion. In addition, FATCA provisions generally impose a 30% withholding tax on certain U.S. source payments (including dividends and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividend income) when made to an entity that does not comply with FATCA provisions. Future regulations could also cause the 30% withholding to apply to payments otherwise attributable to U.S. source income (also known as "foreign passthru payments") to the extent provided in future Treasury regulations, but in no event before 1 January 2017. Certain regulations implementing the FATCA provisions will come into force on 1 July 2014.

The basic terms of the FATCA provisions currently appear to include each of the Segregated Portfolios as a 'Financial Institution' such that, in order to comply with FATCA, the Company may require all Shareholders to provide mandatory documentary evidence of their U.S. and/or non-U.S. status.

Based on legal and tax advice that the Company has received to date, in order to protect Shareholders from the effect of any FATCA withholding, it is the intention of the Company to be compliant with the requirements of FATCA. Hence, it is possible that this may require the Company and/or any distributor of Participating Shares and/or any other entity duly designated by the Company, as far as they may be legally permitted to do so to gather, store, use, process, disclose and report such information as is required under FATCA, including that on the holdings or investment returns, of any Shareholders to the IRS and/or any other relevant governmental or regulatory authority, and the Company may compulsorily redeem and/or withhold any payments to Shareholders in respect of Participating Shares held by such Shareholders in certain circumstances, including where such Shareholders fail to provide the information and documents required pursuant to FATCA, or are non-FATCA compliant financial institutions, or who fall within other categories specified in the FATCA provisions and regulations, provided that the Company has acted in good faith and on reasonable grounds and as permitted by applicable laws and regulations. It is possible that the administrative costs of the Company could increase as a result of complying with FATCA.

The Company fully intends to meet the obligations imposed on it under FATCA. In the unlikely event that it is unable to do so, the imposition of any withholding tax may result in material losses to the relevant Segregated Portfolio which has a significant exposure to U.S. source income.

The Cayman Islands and the U.S. have signed a FATCA intergovernmental agreement ("IGA"). The Cayman Islands IGA is a Model 1B agreement, meaning that FFIs in the Cayman Islands, like the Company, will be required to report tax information about U.S. account holders directly to the Cayman Islands Tax Information Authority which will in turn relay that information to the IRS. Under the IGA, the Company (or each Segregated Portfolio) is expected to be treated as a "Reporting Cayman Islands Financial Institutions". Reporting Cayman Islands Financial Institutions will not be subject to withholding under FATCA absent any "significant non-compliance" with their obligations under the IGA that does not resolve with a period of 18-months after notification of such non-compliance (as determined by the relevant U.S. authority).

Shareholders should consult their own tax advisors regarding the FATCA requirements with respect to their own situation. In particular, Shareholders who hold their Participating Shares through intermediaries should confirm the FATCA compliance status of those intermediaries to ensure that they do not suffer U.S. withholding tax on their investment returns.

By subscribing for Participating Shares, each Shareholder consents to the gathering, storage, use, processing, disclosure and reporting to any governmental or regulatory authority, including tax authorities, in the European Economic Area or in the United States of America (a "Regulatory Authority") from time to time by the Company and/or any distributor of Shares and/or any other entity duly designated by the Company (each, an "Information Recipient") of any information provided by such Shareholder to any Information Recipient ("Relevant Information") in connection with the satisfaction of requirements of the relevant Regulatory Authority as well as other applicable legal obligations relating to, but not limited to, information sharing and tax reporting and withholding of any payments due to Shareholders from the Company (collectively, "regulatory and legal requirements") that may be applicable to the Company and/or any Segregated Portfolio from time to time.

Each Shareholder is entitled, by writing to the contact person mentioned below, to receive a confirmation of the relevant Regulatory Authority and its location, as well as of the type of personal data that may be disclosed as part of the applicable Relevant Information by Information Recipients. The transfer of personal data to any countries located outside of the European Economic Area and the United States of America shall be notified beforehand to each Shareholder which shall deem to have consented to the notified transfer of personal data if they have not objected to such transfer in writing within 10 days of the date of notification.

Each Shareholder further agrees: (a) to inform any relevant Information Recipient as soon as possible of any change in any information provided to such Information Recipient (including any circumstances that would result in a change in the taxpayer status of such Shareholder); (b) to waive any and all rights of such Shareholder under any relevant law or regulation in any applicable jurisdiction, including but not limited to any professional or banking secrecy rules, that would prevent any relevant Information Recipient from meeting applicable regulatory and legal requirements; and (c) that the Company may, acting in good faith and on reasonable grounds and in accordance with applicable laws, withhold any payments to such Shareholder in respect of Participating Shares held by such Shareholder and/or compulsorily redeem the Participating Shares held by such Shareholder, if such Shareholder fails to provide any Relevant Information requested, or if such Shareholder, at any time, withdraws their consent, objects to a transfer of their personal data to a country located outside of the European Economic Area or the United States of America or contests the waiver provided above.

Each Shareholder has a right of access to, and correction of, any personal information held with the Information Recipients. The aforementioned rights can be exercised by any Shareholder by writing to the Administrator or their relevant distributor.”

6. The following paragraph is added to appear as a new second paragraph in Section 4.20 of the Section headed “4. Risk Factors” in Part I of the Prospectus:

“Please also refer to Section 8 of Part I of the Prospectus for a summary of some of the tax consequences potentially applicable to the Segregated Portfolios, including Section 8.4 of Part I of the Prospectus as it relates to FATCA.”

7. The below sentence is added after the first sentence in the last paragraph under Section A2 “Investment Objectives and Strategies” of Part II of the Prospectus in relation to the China A Segregated Portfolio:

“For the avoidance of doubt, the Investment Manager has no intention of investing in any urban investment bonds (城投債) or any asset backed securities (including asset backed commercial papers) or bonds which are rated below investment grade or unrated bonds.”

8. The below sentence is added at the end of the 6<sup>th</sup> paragraph under Section B2 “Investment Objectives and Strategies” of Part II of the Prospectus in relation to the Renminbi Bond Segregated Portfolio:

“The Bond Fund may not invest more than 10% of its net assets in urban investments bonds (城投債), and not more than 10% of its net assets in asset backed securities (including asset backed commercial papers).”

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## SCHEDULE

### **E. ASIA PACIFIC INCOME AND GROWTH SEGREGATED PORTFOLIO (THE “ASIA PACIFIC INCOME AND GROWTH FUND”)**

#### **MANAGEMENT AND ADMINISTRATION**

##### **Registered Office of Company**

P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

##### **Principal Office of the Company**

Citigroup Fund Services (Cayman), Ltd.  
Cayman Corporate Centre, 5th Floor  
27 Hospital Road  
PO Box 10293, Grand Cayman KY1-1003  
Cayman Islands

##### **Directors of the Company**

Robert Allen Cook  
Barry Hart Evans  
Macaria Trinidad F. Gaspar  
Shirley Choi Wah Lam  
Jillian Avis Kathryn Smith

##### **General Adviser and Distributor of the Company**

Manulife Asset Management (Hong Kong) Limited  
47th Floor, The Lee Gardens  
33 Hysan Avenue, Causeway Bay  
Hong Kong SAR

##### **Investment Manager of the Asia Pacific Income and Growth Fund**

Manulife Asset Management (Hong Kong) Limited  
47th Floor, The Lee Gardens  
33 Hysan Avenue, Causeway Bay  
Hong Kong SAR

##### **Custodian and Paying Agent of the Company**

Citibank International plc (Luxembourg Branch)  
31, Z.A. Bourmicht, L - 8070 Bertrange  
Grand Duchy of Luxembourg

##### **Administrator, Registrar and Transfer Agent of the Company**

Citigroup Fund Services (Cayman), Ltd.  
Cayman Corporate Centre, 5th Floor  
27 Hospital Road  
PO Box 10293, Grand Cayman KY1-1003  
Cayman Islands

##### **Sub-Administrator**

Citibank International plc (Luxembourg Branch)  
31, Z.A. Bourmicht, L - 8070 Bertrange  
Grand Duchy of Luxembourg

##### **Sub-Delegate of the Sub-Administrator**

Citibank N.A., Hong Kong Branch  
50th Floor, Citibank Tower  
Citibank Plaza  
3 Garden Road, Central  
Hong Kong SAR

##### **Auditors of the Company**

**Ernst & Young Ltd.**  
Suite 6401, 62 Forum Lane, Camana Bay  
P. O. Box 510, Grand Cayman, KY1-1106  
Cayman Islands

##### **Legal Advisers to the Company as to matters of Hong Kong law vis-à-vis the Asia Pacific Income and Growth Fund:**

Deacons, 5<sup>th</sup> Floor, Alexandra House  
Chater Road, Central  
Hong Kong SAR

##### **Legal Advisers to the Company as to matters of Cayman Islands law:**

Maples and Calder  
53rd Floor, The Center  
99 Queen's Road Central  
Hong Kong SAR

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND			
E1.	Fund specific definitions	<b>“Dealing Day</b> <sup>Asia Pacific Income and Growth Fund,</sup>	means, for the purposes of the Asia Pacific Income and Growth Fund in relation to each Class and/or Series of Participating Shares, every Business Day <sup>general</sup> on which the NAV per Participating Share of that Class and/or Series is calculated (or such other date as may be notified to investors). Further information in relation thereto is set out in section E.6 below.		
		<b>“Asia Pacific Income and Growth Fund”</b>	means the Asia Pacific Income and Growth Segregated Portfolio. The Base Currency of this Fund is USD.		
		<b>“Class AA (USD) Inc Shares”, “Class C (USD) Inc Shares”, “Class D (USD) Inc Shares”, and “Class I (USD) Inc Shares”</b>	means the Class AA (USD) Inc, Class C (USD) Inc, Class D (USD) Inc and Class I (USD) Inc Shares, respectively, each denominated in USD.		
		<b>“Class AA (AUD) Inc Hedged Shares”</b>	means the Class AA (AUD) Inc Hedged Shares denominated in AUD.		
		<b>“Class AA (CAD) Inc Hedged Shares”</b>	means the Class AA (CAD) Inc Hedged Shares denominated in CAD.		
		<b>“Class AA (HKD) Inc Shares”</b>	means the Class AA (HKD) Inc Shares denominated in HKD.		
E2.	Fund Type	Mixed Fund			
	Base Currency	USD			
	Classes Available for Investment	AA (USD) Inc, C (USD) Inc, D (USD) Inc, and I (USD) Inc	AA (AUD) Inc Hedged	AA (CAD) Inc Hedged	AA (HKD) Inc
	Currency of Denomination	USD	AUD	CAD	HKD
E3.	Investment Objectives and Strategies	<p>The investment objective of the Asia Pacific Income and Growth Fund is to provide investors with income and capital appreciation over the medium to longer term by investing primarily in equity and fixed income-related securities in the Asia Pacific ex-Japan region (the “Region”).</p> <p>The Asia Pacific Income and Growth Fund targets an asset allocation of 60% in equity securities and 40% in fixed income securities in the Region. However the Asia Pacific Income and Growth Fund may hold between 25% and 75% in either equity securities or fixed income securities in the Region in pursuance of its investment objective.</p>			



E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
		<p>The Asia Pacific Income and Growth Fund uses an investment process based on the fundamental analysis of individual securities and their ability to generate sustainable income. The Investment Manager will vary asset allocations over time to reflect market conditions and opportunities utilizing top-down investment views while taking into consideration bottom-up fundamental analysis.</p> <p>The Asia Pacific Income and Growth Fund will invest directly in equities and equity-related securities such as preferred stock and convertible bonds of companies that offer sustainable and growing dividend yields, and are domiciled in, or derive a significant income from, or have significant operations in the Region. The Asia Pacific Income and Growth Fund may also invest in real estate investment trusts (“REITs”) or similar investment vehicles, and investors should refer to section E7.1 of this Supplement for additional information.</p> <p>The Asia Pacific Income and Growth Fund will also directly invest in fixed income securities available in either the primary or secondary markets, issued by governments, agencies and corporate issuers in the Region including fixed income securities issued by companies listed on stock exchanges in the Region and fixed income securities issued by supranationals in the Region.</p> <p>The Asia Pacific Income and Growth Fund may invest up to 15% of the fund’s net assets in higher-yielding debt securities rated lower than investment grade, or if unrated, their equivalent. As such, an investment in this Asia Pacific Income and Growth Fund is accompanied by a higher degree of credit risk.</p> <p>The Asia Pacific Income and Growth Fund may also hold (up to 30% of its net assets) in cash or cash equivalents, or short-term money market instruments.</p> <p>The Asia Pacific Income and Growth Fund may invest (up to 10% of its net assets) in fixed income and fixed income-related securities of issuers outside the Region if the Investment Manager considers that such securities will achieve the goal of maximizing income generation and capital appreciation.</p> <p>The Investment Manager does not currently intend to enter into any securities lending, repurchase or reverse repurchase transactions in respect of the Asia Pacific Income and Growth Fund. Should this policy change, (unless otherwise agreed with the SFC) prior SFC approval will be obtained and at least one month’s prior notice will be given to affected Shareholders.</p> <p><b>The Investment Manager will seek to achieve the investment objectives of the Asia Pacific Income and Growth Fund, but investors should understand that all investments carry risks. The value of Shares in the Asia Pacific Income and Growth Fund and the income from them, if any, may fall as well as rise during the life of the Asia Pacific Income and Growth Fund and investors may not get back the amount originally invested. Investors are also reminded</b></p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
		that, in certain circumstances (described under Section 6.10 of Part I of the Prospectus, headed “Suspension of Dealing”), dealing in the Shares in the Asia Pacific Income and Growth Fund may be temporarily suspended.
E4.	<b>Applicable and Additional Investment Restrictions, Prohibitions and Borrowing Restrictions</b>	<p>For so long as the Asia Pacific Income and Growth Fund is authorised by the SFC, and unless otherwise agreed with the SFC, the Asia Pacific Income and Growth Fund will adhere to the investment restrictions, prohibitions and borrowing restrictions set out in Section 3.2 of Part I of the Prospectus.</p> <p>The Asia Pacific Income and Growth Fund will not invest more than 10% of its NAV in securities issued by or guaranteed by any single country with a credit rating below investment grade. For the avoidance of doubt a “single country” shall include a country, its government, a public or local authority or nationalized industry of that country.</p> <p>The Asia Pacific Income and Growth Fund may engage in exchange-traded or OTC financial derivatives instruments which may include, but are not limited to, currency forwards, non-deliverable forwards, currency options, currency swaps, interest rate options, interest rate swaps, and interest rate futures for hedging purposes only .</p>
E5.	<b>Specific Risk Factors Applicable to the Asia Pacific Income and Growth Fund</b>	In addition to the relevant risk factors set out in Section 4 of Part I of the Prospectus, prospective investors should note the following specific risk factors:-
E5.1	<b><i>Political, Socio-economic Policies – Asia Pacific region</i></b>	Investments in the Asia Pacific Income and Growth Fund may be sensitive to any significant change in political, social or economic policy in relation to countries in the Asia Pacific region, which is determined by the central government of the relevant country. Such sensitivity may adversely affect the capital growth and thus the performance of these investments.
E5.2	<b><i>Emerging Markets Risk</i></b>	Please refer to Section 4.4 of Part I of the Prospectus for general information relating to emerging markets risk.
E5.3	<b><i>Debt Instruments Risks</i></b>	Please refer to Sections 4.16 of Part I of the Prospectus for general information relating to interest rate, credit and downgrade risks of debt instruments.
E5.4	<b><i>Non-investment grade debt instruments risk</i></b>	Please refer to Sections 4.17 of Part I of the Prospectus for general information relating to non-investment grade debt instruments risk which involves higher risk to the fund.
E5.5	<b><i>Equity and Dividend Policy Risk</i></b>	The value of equity and equity-related securities will be affected by economic, political, market, and issuer-specific changes. Such changes may adversely affect securities, regardless of company specific performance. Additionally, different industries, financial markets, and securities can react differently to these changes. Such fluctuations of a portfolio’s value are often exacerbated in the short-term. The risk that one or more companies in a portfolio will fall. or fail to rise. can adversely

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
		affect the overall portfolio performance in any given period. Moreover, the Company has discretion as to whether or not to make any distribution of dividends, the frequency of distribution, the amount of dividends, and there is no guarantee of regular distribution.
E5.6	<b>Risks associated with Payment of Dividends, Fees and/or Expenses out of Capital</b>	The Asia Pacific Income and Growth Fund may at its discretion pay dividends out of capital or gross income of the relevant Class of Asia Pacific Income and Growth Fund while charging / paying all or part of its fees and expenses out of its capital, resulting in an increase in net distributable income for the payment of dividends by it. Therefore, the Asia Pacific Income and Growth Fund may effectively pay dividend out of capital. Payment of dividends out of capital amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. Any distributions involving payment of dividends effectively out of the capital of the Asia Pacific Income and Growth Fund may result in an immediate reduction of the Net Asset Value per Share in respect of such class after the distribution date.
E5.7	<b>Over-the-counter Market Risk</b>	Please refer to Section 4.8 of Part I of the Prospectus for general information relating to over-the-counter market risk.
E5.8	<b>Counterparty Risk</b>	Please refer to Section 4.9 of Part I of the Prospectus for general information relating to counterparty risk.
E5.9	<b>Hedging Risk</b>	Please refer to Section 4.10 of Part I of the Prospectus for general information relating to hedging risk.
6.	<b>Dealing</b>	
E6.0.1	<b>Dealing Procedures</b>	<p>Except as varied hereunder, the general dealing procedures set out in Section 6 of Part I of the Prospectus in respect of the existing Class(es) shall remain unchanged and shall govern all dealings in respect of Shares in the Asia Pacific Income and Growth Fund including any dealing in these Shares in the Asia Pacific Income and Growth Fund after the below mentioned initial offer period, and prospective investors should refer to the Prospectus accordingly.</p> <p>The specific dealing procedures described below are applicable to dealing orders in connection with this Asia Pacific Income and Growth Fund made through the General Adviser and Distributor. Orders placed through other distributors may be subject to different procedures from those described herein. Investors should consult their distributors before placing any orders.</p> <p><b>Additional Payment Details:</b>  For <b>Canadian Dollar (CAD)</b> payment via telegraphic transfer:  Beneficiary Bank: Citibank, N.A. Hong Kong  Swift Code: CITIHKHX</p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND			
		Beneficiary Account Number: 5/170254/033 Beneficiary Name: CITI LUX-MAF SUBS ACCOUNT Quoting: Name of the applicant and name of Fund Correspondent Bank: Citibank N.A. (Toronto) (SWIFT: CITICATTBCH)			
E6.0.2	<b>Dealing Frequency</b>	Daily on each Dealing Day <sup>Asia Pacific Income and Growth Fund</sup> .			
E6.0.3	<b>Dealing Day</b> <sup>Asia Pacific Income and Growth Fund</sup>	<p>The first Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> of Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (CAD) Inc Hedged, Class AA (HKD) Inc, Class C (USD) Inc and Class D (USD) Inc and Class I (USD) Inc Shares following their respective Initial Offer Period shall be the Business Day<sup>general</sup> following the relevant Inception Date or (where the relevant Inception Date is not a Business Day<sup>general</sup>) the immediately following Business Day<sup>general</sup> (or such other date as may be notified to prospective investors).</p> <p>Thereafter, each Class of Shares will be available for dealing on each Dealing Day<sup>Asia Pacific Income and Growth Fund</sup>.</p>			
E6.0.4	<b>Classes</b>	<b>AA (USD) Inc, AA (AUD) Inc Hedged, AA (CAD) Inc Hedged, AA (HKD) Inc, C (USD) Inc, D (USD) Inc and I (USD) Inc</b>			
E6.1	<b>Subscriptions</b>				
	<b>Classes</b>	<b>AA (USD) Inc, C (USD) Inc, D (USD) Inc, and I (USD) Inc</b>	<b>AA (AUD) Inc Hedged</b>	<b>AA (CAD) Inc Hedged</b>	<b>AA (HKD) Inc</b>
E6.1.1	<b>Initial Offer Price (per Share)</b>	USD10	AUD10	CAD10	HKD100
E6.1.2	<b>Minimum Initial Investment</b>	<p>Class AA (USD) Inc – HKD20,000<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (AUD) Inc Hedged – AUD2,500<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (CAD) Inc Hedged – CAD2,500<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (HKD) Inc – HKD20,000<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class C (USD) Inc – USD1 million<sup>#</sup></p> <p>Class D (USD) Inc – USD100,000<sup>#</sup></p> <p>Class I (USD) Inc – USD3 million<sup>#</sup></p> <p><sup>#</sup> Or such other minimum amount as may be determined by the Directors at their sole discretion</p>			

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
<b>E6.1.3</b>	<b>Minimum Holding</b>	<p>Class AA (USD) Inc – HKD20,000<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (AUD) Inc Hedged – AUD2,500<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (CAD) Inc Hedged – CAD2,500<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (HKD) Inc – HKD20,000<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class C (USD) Inc –USD1 million<sup>#</sup></p> <p>Class D (USD) Inc –USD100,000<sup>#</sup></p> <p>Class I (USD) Inc – USD30,000<sup>#</sup></p> <p><i><sup>#</sup> Or such other minimum amount as may be determined by the Directors at their sole discretion</i></p>
<b>E6.1.4</b>	<b>Minimum Subsequent Investment</b>	<p>Class AA (USD) Inc – HKD1,000<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (AUD) Inc Hedged – AUD125<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (CAD) Inc Hedged – CAD125<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class AA (HKD) Inc – HKD1,000<sup>#</sup> (or the equivalent in any other Major Currencies)</p> <p>Class C (USD) Inc –USD10,000<sup>#</sup></p> <p>Class D (USD) Inc – USD1,000<sup>#</sup></p> <p>Class I (USD) Inc – USD30,000<sup>#</sup></p> <p><i><sup>#</sup> Or such other minimum amount as may be determined by the Directors at their sole discretion</i></p>
<b>E6.1.5</b>	<b>Initial Charge</b>	<p>For Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (CAD) Inc Hedged and Class AA (HKD) Inc: Currently up to 5% of the NAV per Share. The Directors reserve the right to charge up to 6% of the NAV per Share.</p> <p>For Class C (USD) Inc: There is no initial charge.</p> <p>For Class D (USD) Inc: Up to 5% of the NAV per Share.</p> <p>For Class I (USD) Inc: There is no initial charge.</p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
E6.1.6	<i>Initial Offer Period</i>	<p><b>For Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (CAD) Inc Hedged and Class AA (HKD) Inc Shares:</b></p> <p>Starting from 9.00 a.m. (Hong Kong time) on 2 April 2014 to 4:00 pm (Hong Kong time) on 9 April 2014 (or such other dates as the Directors may determine at their sole discretion).</p> <p><b>For Class C (USD) Inc, Class D (USD) Inc and Class I (USD) Inc Shares :</b> Subscription upon request.</p> <p>Applications for subscription of the aforesaid Classes made during the relevant Initial Offer Period must be received by the General Adviser and Distributor on or before 4.00 p.m. (Hong Kong time) on the last day of the relevant Initial Offer Period. In order to be a valid subscription application, payment of the subscription monies relating thereto must be received on a cleared funds basis on or before the end of the relevant Initial Offer Period.</p> <p>The Directors may exercise their discretion to close subscriptions to any or all Class(es) of the Asia Pacific Income and Growth Fund without prior notice if the total subscription monies received in respect of all Classes of the Asia Pacific Income and Growth Fund reach USD 3 billion (or such other amount as the Directors may determine at their sole discretion) (the “<b>Target Threshold</b>”) before the end of the Initial Offer Period; or</p> <p>In such an event, in respect of the affected Classes of the Asia Pacific Income and Growth Fund only, the Directors:</p> <ul style="list-style-type: none"> <li>• will advise the early closure of the Initial Offer Period and/or closure of the Asia Pacific Income and Growth Fund to new subscriptions (as the case may be) by notifying new subscribers of the same (and whether their subscription applications have been rejected in whole or in part) as soon as is practicable. In respect of applications which have been rejected in whole or in part, the subscription monies received will be returned (in full or in part, as the case may be) to the applicant (either by telegraphic transfer to the applicant’s bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant’s own risk; and</li> <li>• reserve the right at their sole discretion (and without necessarily referring to the abovementioned Target Threshold) to reopen the Asia Pacific Income and Growth Fund and/or any Class thereof to new subscriptions during such period or thereafter.</li> </ul> <p><b>Investors should note that applications for subscription of the Shares in the Asia Pacific Income and Growth Fund made during the Initial Offer Period cannot be withdrawn or amended.</b></p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
E6.1.7	<b>Allotment of Shares in the Asia Pacific Income and Growth Fund</b>	<p>The Directors may exercise their discretion not to issue any Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (CAD) Inc Hedged, Class AA (HKD) Inc, Class C (USD) Inc, Class D (USD) Inc and/or Class I (USD) Inc Shares in the event that (i) the combined minimum aggregate investment of USD 5 million (or such other minimum amount as may be determined by the Directors at their sole discretion) is not received during the above mentioned Initial Offer Period; or (ii) the Directors, at their discretion, are of the opinion that it is not in the best interests of investors or commercially viable to proceed with such issue.</p> <p>In the circumstance noted above (or generally where a subscription application is rejected in whole or in part), any subscription monies paid by the applicant will be returned (in full or in part, as the case may be) to the applicant (either by telegraphic transfer to the applicant's bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant's own risk.</p>
E6.1.8	<b>Subsequent Subscription</b>	<p>After the relevant Initial Offer Period, and subject to the afore-mentioned Directors' discretion to close the Asia Pacific Income and Growth Fund, Shareholders and prospective investors can submit their applications for subscription of Shares in the Asia Pacific Income and Growth Fund on each Dealing Day<sup>Asia Pacific Income and Growth Fund</sup>.</p> <p>Applications for subscription of the Shares must be received by the General Adviser and Distributor on or before 4.00 p.m. (Hong Kong time) on the relevant Dealing Day<sup>Asia Pacific Income and Growth Fund</sup>. Applications for subscription received after 4.00 p.m. (Hong Kong time) on a relevant Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> will be processed on the next Dealing Day<sup>Asia Pacific Income and Growth Fund</sup>.</p> <p>Applications for subscription of the Shares for a particular Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> must be supported with subscription monies settled on a cleared funds basis within three (3) Business Days<sup>general</sup> after the relevant Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> (in respect of subscriptions made in HKD) or five (5) Business Days<sup>general</sup> after the relevant Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> (in respect of subscriptions made in USD, AUD or CAD) in order to be a valid application for subscription of the Shares.</p> <p>For any late payments, the Company may charge interest on any overdue monies on a daily basis until payment is received in full, at such rate as the Company considers reasonable. Regardless of whether interest is charged, the Company has the right to cancel any allotment of Shares, in which case the Company shall be entitled to claim from an investor the amount (if any) by which the original subscription price, together with any accrued interest exceeds the redemption price prevailing on the date of cancellation. In addition, the Company reserves its right to claim all losses arising directly or indirectly from the failure to receive cleared funds from the investor within the specified period or at all.</p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
		<p>The Directors may exercise their discretion to close subscriptions to any or all Class(es) of the Asia Pacific Income and Growth Fund after the close of the Initial Offer Period without prior notice if the total Net Asset Value in respect of all Classes of the Asia Pacific Income and Growth Fund exceeds the Target Threshold at anytime after the close of the Initial Offer Period, including but not limited to when the Directors determine that the Asia Pacific Income and Growth Fund does not have sufficient and/or ready access to appropriate instruments to invest the additional subscription proceeds in a timely manner.</p> <p>In such an event, in respect of the affected Classes of the Asia Pacific Income and Growth Fund only, the Directors:</p> <ul style="list-style-type: none"> <li>• will advise the closure of the Asia Pacific Income and Growth Fund to new subscriptions by notifying new subscribers of the same (and whether their subscription applications have been rejected in whole or in part) as soon as is practicable. In respect of applications which have been rejected in whole or in part, the subscription monies received (in full or in part as the case may be) will be returned to the applicant (either by telegraphic transfer to the applicant's bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant's own risk; and</li> <li>• reserve the right at their sole discretion (and without necessarily referring to the abovementioned Target Threshold) to reopen the Asia Pacific Income and Growth Fund to new subscriptions.</li> </ul> <p>Once an application for subscription of the Shares in the Asia Pacific Income and Growth Fund is made, any subsequent request for withdrawal or amendment shall be dealt with at the sole discretion of the Directors. The Directors reserve the right to reject such request.</p>
<b>E6.1.9</b>	<b><i>Suspension of Subscriptions</i></b>	<p>In exceptional circumstances and having regard to the interests of the Shareholders, the Directors may in certain circumstances (described under Section 6.10 of Part I of the Prospectus, headed "Suspension of Dealing") suspend the subscription of relevant Shares in the Asia Pacific Income and Growth Fund for the whole or any part of a period during which the determination of the NAV of the Company, or of any Segregated Portfolio, or any Class and/or Series of the Asia Pacific Income and Growth Fund, is suspended. In such circumstance, subscription monies (i.e. in full or part, as the case may be) paid by the applicant will be returned to the applicant (either by telegraphic transfer to the applicant's bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant's own risk.</p>
<b>E6.1.10</b>	<b><i>Subscription Payment Details</i></b>	<p>For payment of all subscription monies, please refer to Sections 6.1.3 and 6.1.4 of Part I of the Prospectus for details.</p>



E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
		<p>The Directors reserve the right at their sole discretion to accept or reject any application for Shares in the Asia Pacific Income and Growth Fund in whole or in part during the Initial Offer Period or subsequently on any Dealing Day<sup>Asia Pacific Income and Growth Fund</sup>. If an application is rejected in whole or in part, subscription monies (i.e. in full or part, as the case may be) paid by the applicant will be returned to the applicant (either by telegraphic transfer to the applicant's bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant's own risk.</p>
<b>E6.2</b>	<b>Redemptions</b>	
	<b>Classes</b>	<p><b>AA (USD) Inc, AA (AUD) Inc Hedged, AA (CAD) Inc Hedged, AA (HKD) Inc, C (USD) Inc, D (USD) Inc and I (USD) Inc</b></p>
<b>E6.2.1</b>	<b>Minimum Redemption Amount</b>	<p>Class AA (USD) Inc – HKD1,000<sup>#</sup> (or the equivalent in any other Major Currencies)  Class AA (AUD) Inc Hedged – AUD125<sup>#</sup> (or the equivalent in any other Major Currencies)  Class AA (CAD) Inc Hedged – CAD125<sup>#</sup> (or the equivalent in any other Major Currencies)  Class AA (HKD) Inc – HKD1,000<sup>#</sup> (or the equivalent in any other Major Currencies)  Class C (USD) Inc – USD10,000<sup>#</sup>  Class D (USD) Inc – USD1,000<sup>#</sup>  Class I (USD) Inc – USD10,000<sup>#</sup>  <sup>#</sup> Or such other minimum amount as may be determined by the Directors at their sole discretion</p>
<b>E6.2.2</b>	<b>Redemption Charge</b>	<p>There is no redemption charge.</p>
<b>E6.2.3</b>	<b>Redemption Procedures</b>	<p>Valid applications for redemption of Shares in the Asia Pacific Income and Growth Fund containing all required information, as detailed in the Redemption Form and received before 4:00 p.m. (Hong Kong time) on the relevant Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> (the "<b>Redemption Dealing Cut-Off Time</b>"<sup>Asia Pacific Income and Growth Fund</sup>) will be processed by reference to the redemption price on the same Dealing Day<sup>Asia Pacific Income and Growth Fund</sup>. All requests for redemption must be directed to, and received by the General Adviser and Distributor by the dealing cut-off time specified above.</p> <p>Any application for redemption received after the Redemption Dealing Cut-Off Time<sup>Asia Pacific Income and Growth Fund</sup> will be dealt with by reference to the redemption price on the next Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> and, if received during a period of suspension of dealings and not retracted prior to the termination of such period of suspension, will be dealt with by reference to the Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> immediately following the termination of suspension of dealings.</p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
E6.2.4	<b>Settlement of Redemption Proceeds</b>	<p>For payment of redemption proceeds, please refer to the 2<sup>nd</sup> and 3<sup>rd</sup> paragraphs of Section 6.7 of Part I of the Prospectus for details. Redemption payments (net of any fees and charges) will be made after the original redemption request has been dealt with by the Administrator or the Sub-Administrator (or, where the Shareholders have elected in writing to provide subsequent instructions by fax, the relevant faxed instructions have been dealt with by the Administrator or the Sub-Administrator). No third party or cash payment will be allowed.</p> <p>Notwithstanding Section 6.7 of Part I of the Prospectus, redemption proceeds in respect of the Asia Pacific Income and Growth Fund will normally be paid within five (5) Business Days<sup>general</sup> after the relevant Dealing Day<sup>Asia Pacific Income and Growth Fund</sup>, and in any event not more than one calendar month of receipt by the Sub-Administrator of all required and duly completed redemption documentation. <b>Investors are therefore reminded that the payment of redemption proceeds may be delayed if the redemption procedures set out above are not followed.</b></p>
E6.2.5	<b>Redemption Limit</b>	<p>With a view to protecting the interests of Shareholders, the Company is not bound to redeem on any Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> more than 10% in aggregate of the total number of Shares in issue of the relevant Class and/or Series (as the case may be). Such limitation will be applied pro rata to all Shareholders who have requested such redemption. If the Company receives requests on any Dealing Day<sup>Asia Pacific Income and Growth Fund</sup> for the redemption of more than 10% in aggregate of the total number of Shares in issue of the relevant Class and/or Series (as the case may be), it may defer redemptions in excess of such 10% limit to the next Dealing Day<sup>Asia Pacific Income and Growth Fund</sup>, when such redemption requests will be effected (subject to further deferral if the deferred requests themselves exceed 10% of the total number of Shares in issue of the relevant Class and/or Series (as the case may be)) in priority to later requests.</p>
E6.2.6	<b>Suspension of Redemptions</b>	<p>In exceptional circumstances and having regard to the interests of the Shareholders, the Directors may in certain circumstances (described under Section 6.10 of Part I of the Prospectus, headed "Suspension of Dealing") suspend the redemption of the relevant Shares in the Asia Pacific Income and Growth Fund and/or delay the payment of redemption monies for the whole or any part of a period during which the determination of the NAV of the Company, or of any Segregated Portfolio, or any Class and/or Series of the Asia Pacific Income and Growth Fund, is suspended.</p>
E6.3	<b>Switching</b>	
E6.3.1	<b>Switchings</b>	<p>Switching from a Class of the Asia Pacific Income and Growth Fund to an equivalent Class in another Segregated Portfolio (or vice versa) is permitted, subject to compliance with minimum investment/holding requirements applicable to the Asia Pacific Income and Growth Fund and the relevant Segregated Portfolio – except that any switching into (or from) either the China A Fund or the Bond Fund is not allowed, until and unless the Directors determine otherwise.</p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
E6.3.2	<b>Switching Charge</b>	<p>Up to 1% of the Net Asset Value of the Shares being switched.</p> <p>Please refer to Section 6.6.3 of Part I of the Prospectus for details of the switching charge.</p>
E6.4	<b>Subsequent Dealing Prices</b>	<p>Please refer to Section 6.5 of Part I of the Prospectus for details of the subsequent subscription and redemption prices.</p> <p>The NAV for Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (CAD) Inc Hedged and Class AA (HKD) Inc Shares are calculated and published daily in the South China Morning Post and Hong Kong Economic Journal.</p>
E7.	<b>Dividends</b>	
	<b>Classes</b>	<p><b>AA (USD) Inc, AA (AUD) Inc Hedged, AA (CAD) Inc Hedged, AA (HKD) Inc, C (USD) Inc, D (USD) Inc and I (USD) Inc</b></p>
E7.1	<b>Dividend policy</b>	<p>Subject to the Articles and applicable law, the Company has discretion as to whether or not to make any distribution of dividends, the frequency of distribution, the amount of dividends, and there is no guarantee of regular distribution. It is currently intended that dividends will be declared after the end of each month and which, subject to applicable law, may be paid out of capital or gross income of the relevant Class of Asia Pacific Income and Growth Fund while charging / paying all or part of the Classes fees and expenses to / out of the capital of the relevant Class of the Asia Pacific Income and Growth Fund and will (unless otherwise determined by the Company) be in the respective currency of denomination of the relevant Class of the Asia Pacific Income and Growth Fund. The dividends declared (if any) will be paid within three weeks of such declaration.</p> <p>The payment of dividends out of capital of the relevant Class amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. For the avoidance of doubt, under Cayman Islands law, such payment of dividend does not result in redemption of Shares or a repurchase of Shares.</p> <p>The payment of fees and expenses out of the capital of the relevant Class, resulting in an increase in net distributable income available for payment of dividends, also indirectly amounts to payment of dividends effectively out of capital of the relevant Class and may result in an immediate reduction of the Net Asset Value per Share of the relevant Class after the distribution date.</p> <p>The composition of such dividends (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the past 12 months ("<b>Dividend Composition Information</b>"), is available from the General Adviser and Distributor, Manulife Asset Management (Hong Kong) Limited, on request and at <a href="http://www.manulifefunds.com.hk">www.manulifefunds.com.hk</a>.</p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
		<p>If there is a change to this policy, prior approval will be sought from the SFC and affected Shareholders will receive at least one month's prior written notification.</p> <p>Any dividend declared will be paid out to the Shareholder unless the Shareholder has already indicated in writing to the General Adviser and Distributor that such dividend be automatically reinvested in further Shares of the relevant Class. However where the amount of dividend payable to a Shareholder in respect of each Class is less than USD50.00, the dividend will instead be reinvested for the account of such Shareholder in Shares of that Class. Any such Shares will be issued on the date of payment of dividends.</p> <p>Any distribution payment which remains unclaimed after a period of six years from the date of original payment shall be forfeited and revert to the capital of the Asia Pacific Income and Growth Fund. Thereafter neither the Shareholder nor any of his successors shall have any rights to the distribution payment. This policy may change with prior written notice to Shareholders.</p> <p>Any payment of dividends will be subject to compliance with the Articles and applicable law.</p> <p>Investors should note that insofar as the Asia Pacific Income and Growth Fund directly invests in real estate investment trusts (or similar investment vehicles), any dividend policy or dividend payout at the Asia Pacific Income and Growth Fund level may not be representative of the dividend policy or dividend payout of the relevant underlying real estate investment trust. Hong Kong investors should also note that the relevant underlying real estate investment trusts may not necessarily be authorised by the SFC in Hong Kong.</p>
E8.	<b>Service Providers</b>	
E8.1	<b>Investment Manager</b>	<p>MAMHK, appointed by the Company as the Investment Manager of the Asia Pacific Income and Growth Fund, has sole responsibility for the daily investment management of the Asia Pacific Income and Growth Fund and for ensuring that the investment objectives, strategies, guidelines and restrictions of the Asia Pacific Income and Growth Fund as set out in the Prospectus and relevant rules and regulations are observed and complied with in all aspects.</p> <p>MAMHK is a subsidiary of Manulife Financial. MAMHK was incorporated in Hong Kong in 1994, and is licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 9 (asset management) regulated activities in Hong Kong.</p> <p>The directors of the Investment Manager are:</p> <p><b>Robert Allen Cook</b> – Please see Section 5.1 of Part I of the Prospectus for brief biographical details on Mr. Cook.</p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
		<p><b>Michael Floyd Dommermuth</b> – Mr. Dommermuth is Senior Vice President &amp; Managing Director for Manulife Asset Management (Asia), a division of MAMHK, overseeing all investment activities across Asia and Japan. He is responsible for managing Manulife’s rapidly growing assets within the region and ensuring Manulife’s investments complement the regulatory landscape. Prior to his current appointment, Mr. Dommermuth headed Manulife’s investment operations in Asia, ex-Hong Kong. From 2001 to 2004, he headed the company’s institutional spread-based business product development efforts based in Boston. Before joining Manulife in 2001, Mr. Dommermuth was head of various units within a global rating agency, including leveraged finance and asset-backed securities based in New York, London and Sydney. He has more than 22 years’ capital market experience. He is a graduate of Carnegie-Mellon University where he received a Bachelor of Science degree in Mathematics and Management Science.</p> <p><b>Michael Huddart</b> – Mr. Huddart is Executive Vice President and General Manager, Greater China, Manulife (International) Limited, and the Chief Executive of Manulife Asset Management (Hong Kong) Limited. He is responsible for the overall development of Manulife’s business operation in Hong Kong, Mainland China and Taiwan including individual insurance, employee benefits and wealth management. He also sits on the board of the above two companies.</p> <p>Under Mr. Huddart’s leadership, Manulife’s operations in Hong Kong have grown substantially with vibrant insurance, wealth-management and pension businesses. There has also been significant growth from both the tied agency and independent distribution channels, with more than 5,500 tied agents and a large number of distribution partners.</p> <p>Mr. Huddart is very active in the Hong Kong insurance industry. He is a member of the Insurance Advisory Committee, chaired by the Secretary for Financial Services and the Treasury, that advises the Hong Kong Chief Executive on matters relating to the administration of the Insurance Companies Ordinance and the carrying on of insurance business in Hong Kong. He is also Chairman of the Insurance Claims Complaints Bureau, having served as Chairman of the Hong Kong Federation of Insurers (HKFI) from 2007 to 2008, and Chairman of the HKFI’s Life Insurance Council from 2006 to 2007, and he continues to be the Chairman/Deputy Chairman of a number of HKFI Task Forces. He is also a member of the Professional Ethics Review Board of the Institute of Financial Planners of Hong Kong and of the organising committee for the HKMA Quality Award.</p> <p>From 2000 to 2003, Mr. Huddart was General Manager of Manulife Taiwan, where he led the business to new heights with a premium growth of more than 1,000% during his four-year tenure. He also established Manulife Taiwan’s leadership position by introducing the first investment-linked as well as the first universal-variable life products in the market.</p>

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
		<p>Before moving to Taiwan, Mr. Huddart was Vice President for Business Development in Asia, based in Hong Kong. He was instrumental in several Manulife acquisitions (including that of the Japan business) and market entries in Asia. He has also been Manulife's Chief Actuary in Indonesia as well as the President Director of its former pension consulting business there.</p> <p>Mr. Huddart holds a Bachelor of Science (honours) degree in actuarial science from City University in London, is a Fellow of the Institute of Actuaries of Australia, an Associate of the Society of Actuaries (USA) and also holds a Graduate Diploma in Financial Planning from the Financial Services Institute of Australia. His more than 30 years of practical experience in the life-insurance and pension-consulting fields have included many leadership positions.</p> <p><b>David Thomas</b> – Mr Thomas joined Manulife in February 2014 as Senior Vice President, Human Resources, Asia and was appointed a director of the Investment Manager in February 2014.</p> <p>Mr Thomas has had more than 25 years of human resources experience in global, regional and country roles and brings a broad, global perspective to the role having worked in the United Kingdom, United States, the Middle East and Asia. His subject matter expertise includes leadership and talent development, change management and organizational effectiveness.</p> <p>Mr Thomas has a Bachelors of Management Science degree from Aston University, Birmingham, U.K., a postgraduate diploma in Human Resources Management from the University of Wales, Cardiff, U.K. and is a graduate of the Strategic Human Resources Management Program from Harvard Business School in Boston.</p>
<b>E9.</b>	<b>Fees And Charges</b>	
<b>E9.1</b>	<b>Management Fee (as a % per annum of the NAV)<sup>#</sup></b>	<p>For Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (CAD) Inc Hedged and Class AA (HKD) Inc: 1.50%</p> <p>For Class C (USD) Inc: Up to 0.90%</p> <p>For Class D (USD) Inc: 1.10%</p> <p>For Class I (USD) Inc: nil</p> <p>Please refer to Section 7.2.1 of Part I of the Prospectus for details of the maximum management fees.</p> <p><sup>#</sup> <i>For the avoidance of doubt, for so long as the Asia Pacific Income and Growth Fund is authorised by the SFC in Hong Kong, the Investment Manager will not obtain any rebate on any fees or charges levied by an underlying scheme or its management company</i></p>
<b>E9.2</b>	<b>Performance Fee</b>	There is no performance fee payable in respect of any Class of the Asia Pacific Income and Growth Fund.

E.	Name of Fund	ASIA PACIFIC INCOME AND GROWTH FUND
E9.3	<b>Custodian and Administrator Fee</b>	Please refer to the provisions in Section 7.3 of Part I of the Prospectus for further details.
E9.4	<b>Formation Expenses</b>	<p>The costs of establishing the Asia Pacific Income and Growth Fund and the authorisation of the Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (CAD) Inc Hedged, Class AA (HKD) Inc, Class C (USD) Inc, Class D (USD) Inc and Class I (USD) Inc Shares in the Cayman Islands by the CIMA and with the SFC in Hong Kong amounted to approximately USD50,000 in aggregate and shall be borne by the Asia Pacific Income and Growth Fund and deducted from its assets for the account of each of the relevant Class and/or Series (as the case may be) in proportion to their respective Net Asset Values.</p> <p>The abovementioned expenses shall be amortised over the first five financial years of the Asia Pacific Income and Growth Fund commencing from the first Business Day<sup>general</sup> following the Inception Date or such other period as the Directors may determine.</p>
E9.5	<b>Other Fees and Charges</b>	<p>The ongoing operational expenses of the Asia Pacific Income and Growth Fund throughout its life (the "<b>Asia Pacific Income and Growth Expenses</b>") shall be borne by the Asia Pacific Income and Growth Fund and deducted from its assets for the account of each of the relevant Class and/or Series (as the case may be) in proportion to their respective Net Asset Values. The Asia Pacific Income and Growth Fund Expenses include all taxes, auditors' fees and legal charges payable by the Asia Pacific Income and Growth Fund, the cost of printing all statements, accounts and reports to Shareholders relating to the Asia Pacific Income and Growth Fund and all other costs, charges and expenses which, in the opinion of the Investment Manager, have been properly incurred in the administration and investment activities of the Asia Pacific Income and Growth Fund.</p> <p>Upon the termination of a Class and/or Series (as the case may be) of the Asia Pacific Income and Growth Fund, the Asia Pacific Income and Growth Fund Expenses (if any) attributable to that Class and/or Series (as the case may be) will be written off against the account of that Class and/or Series.</p> <p>No expenses arising out of any advertising or promotional activities in connection with the Asia Pacific Income and Growth Fund may be paid from any of its assets.</p>
E10.	<b>First Report And Accounts</b>	The first annual report and accounts issued for the Asia Pacific Income and Growth Fund will be for the period ending 30 June 2014.

# 宏利盈進基金SPC

(一家根據開曼群島法律註冊成立的有限責任  
豁免獨立資產組合公司)

(「本公司」)

有關

亞太收益及增長獨立資產組合  
(「亞太收益及增長基金」)

及

其他一般更新  
的

本公司日期為2012年12月的售股章程

(經不時修訂或補充)  
(「售股章程」)

第二份補充

2014年4月2日

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**重要提示：**此補充應與售股章程(包括但不限於當中所載的銷售限制及有關風險因素)及亞太收益及增長基金的產品資料概要(共同構成本公司對於亞太收益及增長基金的銷售文件)一併閱讀。如閣下對此補充及/或售股章程及/或產品資料概要的內容有任何疑問，應徵詢獨立專業財務意見。

本補充乃就亞太收益及增長基金的參與股(稱為「AA類(美元) Inc股份」、「C類(美元) Inc股份」、「D類(美元) Inc股份」及「I類(美元) Inc股份」(各類別均以美元計價)；「AA類(澳元) Inc對沖股份」(以澳元計價)；「AA類(加元) Inc對沖股份」(以加元計價)；及「AA類(港元) Inc股份」(以港元計價)，更具體內容載於本補充的附表(「附表」)) (下文統稱為「亞太收益及增長基金股份」)的首次及其後發售而編製。

亞太收益及增長基金已獲香港證券及期貨事務監察委員會(「證監會」)按證券及期貨條例第104條(可不時修訂、補充或替代)認可在香港公開分銷。縱使給予上述認可，證監會對本公司之財政狀況是否良好，或就此作出的任何聲明或發表的意見是否正確概不承擔任何責任。證監會的認可不是對產品的推薦或認許，亦不擔保產品的商業利弊或其表現。這種認可不表示產品適合所有投資者，亦不是認許產品適合任何特定的投資者或投資者類別。



本公司各董事（「董事」）對本文件所載資料的準確性承擔全部責任，並於作出一切合理查詢後確認，就其深知及確信，並無遺漏會使任何陳述產生誤導的任何其他事實。

除非另有規定，否則此補充所用詞語及字句與售股章程所述者具有相同涵義。此外，除非本補充另有修訂，否則售股章程將維持十足效力及作用。此補充及/或售股章程及/或產品資料概要所載的資料可不時予以更新。有意的投資者應向董事（或有關的當地中介人）查詢是否已刊發任何較新版本/更新。此補充乃以開曼群島現時生效的法律和慣例為基礎。

務須瞭解亞太收益及增長基金股份的價值（及從其產生的收入（如有））可跌亦可升。閣下尤應注意售股章程（標題「風險因素」一節）及此補充的附表（標題為「適用於亞太收益及增長基金的特定風險因素」一節）。

有關方面未有採取任何行動以獲准在需要為此採取行動的任何司法管轄區（香港除外）派發此補充。因此，任何人士在任何屬地收到此補充及/或申請表格，概不視此舉構成邀請該名人士購買或認購亞太收益及增長基金股份，或該名人士在任何情況下不應使用該申請表格，除非在有關屬地，該項邀請可在毋須遵照任何註冊或其他法律規定之情況下提出。中介人應留意此項限制。參與股不可在開曼群島公開提呈發售或作出認購邀請。

#### **投資者對本補充之美國聯邦稅務意見的依賴**

本補充所載有關美國聯邦稅務考慮的論述並非擬作為或編製用作為，以及不可用作為避免處罰之目的。有關論述乃為支持本補充所指交易或事宜的推廣或營銷而編製。各納稅人應根據納稅人的具體情況尋求獨立稅務顧問提供美國聯邦稅務的意見。

\* \* \*

1. 此補充的附表載有與亞太收益及增長基金有關的特定資料，並且謹應構成售股章程的一部分，惟僅與發售亞太收益及增長基金有關及應當作為緊接售股章程第二部分D的資料之後的有關部分。
2. 此外，對於亞太收益及增長基金，投資者亦應參閱售股章程所載的相關稅務考慮（載於售股章程第一部分第8節標題「稅務」項下）。儘管有上述稅務考慮，惟該等資料並不擬（且不應視之為）特定稅務意見，以及投資者應就其因投資於本公司及/或亞太收益及增長基金而產生的稅務後果諮詢其本身的專業顧問。
3. 就亞太收益及增長基金而言，售股章程亦予以修訂以反映：
  - 3.1. 在售股章程第一部分第11節標題為「11.文件」下的結尾加插以下有關新增資料：

「下列有關亞太收益及增長基金的文件副本於任何日子（星期六、日及公眾假期除外）正常辦公時間內任何時候在總顧問及分銷商的辦事處可供免費查閱，以及可於支付合理費用後取得副本：

- (aaaa) 本公司的組織章程大綱和章程；
- (bbbb) 本公司為亞太收益及增長基金的賬戶與宏利資產香港訂立的日期為2014年3月31日的投資管理協議（可不時修訂及補充），據此，宏利資產香港獲委任為有轉授權的投資管理人，但須受董事全面監督；
- (cccc) 本公司（為亞太收益及增長基金的賬戶）與Citibank International plc (Luxembourg Branch) 訂立的日期為2014年3月31日的全球託管服務協議（可不時修訂及補充），據此，後者與本公司有關而獲委任為託管人及支付代理；
- (dddd) 本公司（為亞太收益及增長基金的賬戶）與Citigroup及Citibank 訂立的日期為2014年3月31日的三方基金執行服務協議（可不時修訂及補充），據此，Citigroup與本公司有關而獲委任為執行人、轉讓代理及過戶登記處，而Citibank就Citigroup作為執行人、轉讓代理及過戶登記處的職責而獲Citigroup委任為其受委人，而且本公司同意，花旗銀行香港分行獲Citibank委任為其分受委人以為本公司處理轉讓代理的職能；
- (eeee) 本公司（為亞太收益及增長基金的賬戶）與總顧問及分銷商訂立的日期為2014年3月31日的總顧問及分銷協議（可不時修訂及補充），據此，後者與本公司有關而獲委任為總顧問及分銷商；及
- (ffff) 最新公布的年報及年度賬目（如有），及如遲於前者，本公司的半年度報告（如有）。」

4. 以下一般更新乃就投資管理人董事的簡歷（在售股章程及第一份補充均有提述）而作出：

「**Michael Huddart** – Huddart先生現為宏利人壽保險（國際）有限公司行政副總裁兼大中華區的總經理，亦為宏利資產管理（香港）有限公司首席行政總監，負責宏利於香港、中國內地及台灣的業務的整體發展，包括個人保險、僱員福利及財富管理等業務。其亦為上述兩家公司之董事。

在Huddart先生的領導下，宏利在香港的各線保險、財富管理及退休金業務大幅增長。代理人及各獨立機構經銷渠道的規模亦不斷壯大。宏利目前擁有五千五百多位代理人及多家分銷夥伴。

Huddart先生熱心參與推動香港的保險業發展，現為保險業諮詢委員會會員，該會由財經事務及庫務局局長出任主席，負責就保險業公司條例及在香港經營保險業務等事項向香港行政長官提供意見。Huddart先生亦為保險索償投訴局主席，並曾任2007至2008年度香港保險業聯會（「香港保聯」）主席及2006至2007年度香港保聯壽險總會主席。他亦繼續擔任香港保聯多

個專責小組的主席/副主席。同時，他亦為香港財務策劃師學會專業操守理事會理事及香港管理專業協會優質管理獎的籌辦委員會成員。

於2000至2003年，Huddart先生為宏利台灣之總經理，於任內四年為宏利台灣創下驕人業績，保費增長逾十倍。此外，他更透過推出台灣前所未有的投資相連產品及靈活投資人壽計劃，成功奠定宏利台灣在當地的領導地位。

派駐台灣前，Huddart先生在香港出任宏利亞洲區業務拓展部副總裁，曾參與宏利多個收購項目（包括日本業務的收購計劃），以及策劃開拓區內具潛質的市場。他亦曾擔任宏利印尼的首席精算師，並為宏利早前於當地經營的退休顧問業務之總裁。

Huddart先生畢業於倫敦城市大學，取得精算學榮譽理學士學位，現為澳洲精算學會及美國精算學會會員，並持有澳洲金融服務學會財務策劃深造文憑。其於壽險及退休顧問工作方面擁有逾三十年的實務經驗，其間擔任多個領導層要職。」

**Craig Alan Merdian**（馬定安）由2014年2月14日起已辭任投資管理人董事一職。

**David Thomas**—Thomas先生於2014年2月加入宏利擔任亞洲人力資源高級副總裁一職，並於2014年2月獲委任為投資管理人董事。

Thomas先生在全球、地區和國家具有超過25年管理人力資源的經驗，由於他曾在英國、美國、中東和亞洲工作，故上任後能帶來廣泛的全球視野，他的專長包括領袖和人才培訓、改善管理和提升組織效能。

Thomas先生畢業於英國伯明翰阿斯顿大學，取得管理理學士學位，並獲英國加的夫威爾士大學頒發人力資源管理研究文憑，亦是波士頓哈佛商學院策略人力資源管理課程的畢業生。

5. 以下其他一般更新乃有關美國《外國賬戶稅務遵從法案》(Foreign Account Tax Compliance Act) (「**FATCA**」)的實施而作出，並將從售股章程第一部分第2至3頁轉移至售股章程第一部分新增的第8.4節：

#### 《外國賬戶稅務遵從法案》(Foreign Account Tax Compliance Act) (「**FATCA**」)

《獎勵聘僱恢復就業法案》(「**聘僱法案**」)已於2010年3月獲簽署成為美國法律，並包括一般稱為《外國賬戶稅務遵從法案》或**FATCA**的條文。總體上而言，實施**FATCA**條文的規例規定「外國財務機構」(「**FFI**」)須向美國國家稅務局(「**IRS**」)申報在美國境外持有賬戶的美國人士之若干資料，以防止逃避美國稅項。此外，**FATCA**條文一般就向不遵從**FATCA**條文的實體於若干美國來源付款(包括股息及來自出售或以其他方式處置可產生美國來源利息或股息收入的財產所得之總收益)，徵收**30%**的預扣稅。未來的規例可能導致**30%**的預扣稅或許應用於歸屬於美國來源收入的付款(亦稱為「外國轉付款項」)，以未來財政部規例為限，但無論如何在2017年1月1日前不會生效。實施**FATCA**條文的若干規例將於2014年7月1日生效。

FATCA條文的基本條款目前看似將各獨立資產組合列為「財務機構」，因此，為了遵從FATCA，本公司可能要求所有股東提供美國及/ 或非美國身份的法定證明文件。

根據本公司至今已收到的法律及稅務意見，為了保障股東免受任何FATCA預扣稅的影響，本公司擬遵從FATCA的規定。因此，本公司及/ 或參與股的任何分銷商及/ 或本公司正式指定的任何其他實體可能需要在法律許可的範圍內向IRS及/ 或任何其他相關政府或監管機構收集、儲存、使用、處理、披露及申報根據FATCA所要求的資料，包括任何股東的持倉或投資回報的資料，以及本公司可在若干情況下（包括有關股東無法提供FATCA規定之資料及文件，或為不遵從FATCA之財務機構，或為FATCA條文及規例列明為其他類別之人士）強制贖回及/ 或扣起就股東持有的參與股向有關股東支付的任何款項，惟本公司須秉誠和具合理之理由且在適用法律和法規允許的情況下行事。本公司的行政成本可能會因須遵從FATCA而增加。

本公司擬完全履行根據FATCA所施加的責任。惟若在不利情況下未能實行，徵收任何預扣稅將對有顯著美國來源收入之有關獨立資產組合造成重大損失。

開曼群島與美國已經簽署FATCA政府間協議（「IGA」）。開曼群島IGA為模式1B協議，即在開曼群島的FFI(如本公司) 將須直接向開曼群島稅務資料局申報有關美國賬戶持有人的稅務資料，而該局繼而會將資料傳交IRS。根據IGA，預期本公司（或各獨立資產組合）將被視作「申報開曼群島財務機構」。申報開曼群島財務機構於不存在任何經通知後18個月內(由美國有關當局釐定)仍未解決彼等根據IGA下義務之「重大不遵從」情況下，該等機構將根據FATCA無須遵從預扣稅規定。

股東應就與其本身的情況相關之FATCA規定諮詢其稅務顧問。特別是透過中介人持有其參與股的股東應確認該等中介人的FATCA遵從狀況，以確保彼等並不就其投資回報而蒙受美國預扣稅。

各股東透過認購參與股，即同意由本公司及/ 或任何股份分銷商及/ 或任何由本公司正式指定之任何其他實體（各稱為「資料接收者」）不時向任何政府或監管機構，包括歐洲經濟區或美國的稅務機關（「監管機構」）收集、儲存、使用、處理、披露及申報由有關股東就符合相關監管機構之規定及其他有關但不限於與資料分享及報稅相關及本公司扣起欠負股東之任何付款而可能不時適用於本公司及/ 或任何獨立資產組合之適用法律義務（統稱為「監管及法律規定」）而提供予任何資料接收者之任何資料（「相關資料」）。

各股東有權通過書面形式向下述之聯絡人接收一項有關相關監管機構及其位置，以及可由資料接收者披露為適用相關資料一部分之個人資料類型的確認書。轉移個人資料至任何位於歐洲經濟區及美國以外之國家應事前通知各股東，倘股東於通知日期10天內並無以書面形式反對有關轉移，則應視為已同意已通知之個人資料轉移。

各股東亦同意：(a)在提供予資料接收者任何之相關資料有任何變更時（包括會導致該股東之納稅人狀況有所變更之任何情況）盡快通知該資料接收者；(b)放棄有關股東根據在任何適用司法管轄區內任何相關法律或法規（包括但不限於任何專業或銀行保密規則）而會妨礙任何相關資料接收者符合適用監管及法律規定之任何及所有權利；及(c)本公司可秉誠和具合理之理由且根據適用法律，扣起就該股東持有之參與股而支付予該股東之款項及/或倘該股東未能提供任何被要求之相關資料，或倘該股東在任何時候撤回其同意、反對轉移其個人資料至位於歐洲經濟區或美國以外之國家或爭奪上述放棄之權利，則本公司可強制贖回該股東所持之參與股。

各股東有權存取及修正資料接收者持有之任何個人資料。上述權利可由任何股東以書面形式向執行人或其相關分銷商行使。

6. 在售股章程第一部分標題為「4. 風險因素」一節第4.20節加插以下段落為新增之第二段：

「請同時參考售股章程第一部分第8節有關可能適用於獨立資產組合之部分稅務後果之摘要，包括售股章程第一部分第8.4節，因其與FATCA有關。」

7. 在有關中國A股獨立資產組合售股章程第二部分第A2節「投資目標及策略」最後一段之首句之後，加入以下句子：

「為免生疑，投資管理人無意投資任何城投債或任何資產抵押證券（包括資產抵押商業票據）或低於投資級別或並無評級的債券。」

8. 在有關人民幣債券獨立資產組合售股章程第二部分第B2節「投資目標及策略」第6段末，加入以下句子：

「債券基金未必以超過其資產淨值的10%投資城投債，以及未必以超過其資產淨值的10%投資資產抵押證券（包括資產抵押商業票據）。」

\* \* \*

## 附表

### E. 亞太收益及增長獨立資產組合（「亞太收益及增長基金」）

#### 管理及執行

##### 本公司的註冊辦事處

P.O. Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

##### 本公司董事

Robert Allen Cook  
Barry Hart Evans  
Macaria Trinidad F. Gaspar  
林任賽華  
Jillian Avis Kathryn Smith

##### 亞太收益及增長基金的投資管理人

宏利資產管理（香港）有限公司  
香港特別行政區  
銅鑼灣希慎道33號  
利園47樓

##### 本公司的執行人、過戶登記處及轉讓代理

Citigroup Fund Services (Cayman), Ltd.  
Cayman Corporate Centre, 5th Floor  
27 Hospital Road  
PO Box 10293, Grand Cayman KY1-1003  
Cayman Islands

##### 分執行人的分受委人

花旗銀行香港分行  
香港特別行政區  
中環花園道3號  
花旗銀行廣場  
花旗銀行大廈50樓

##### 本公司對於亞太收益及增長基金的 香港法律事務的法律顧問

的近律師行  
香港特別行政區  
中環遮打道  
歷山大廈5樓

##### 本公司的主要辦事處

Citigroup Fund Services (Cayman), Ltd.  
Cayman Corporate Centre, 5th Floor  
27 Hospital Road  
PO Box 10293, Grand Cayman KY1-1003  
Cayman Islands

##### 本公司總顧問及分銷商

宏利資產管理（香港）有限公司  
香港特別行政區  
銅鑼灣希慎道33號  
利園47樓

##### 本公司的託管人及支付代理

Citibank International plc (Luxembourg Branch)  
31, Z.A. Bourmicht, L - 8070 Bertrange  
Grand Duchy of Luxembourg

##### 分執行人

Citibank International plc (Luxembourg Branch)  
31, Z.A. Bourmicht, L - 8070 Bertrange  
Grand Duchy of Luxembourg

##### 本公司的核數師

**Ernst & Young Ltd.**  
Suite 6401, 62 Forum Lane, Camana Bay  
P. O. Box 510, Grand Cayman, KY1-1106  
Cayman Islands

##### 本公司開曼群島法律事務法律顧問

Maples and Calder  
香港特別行政區  
皇后大道中99號  
中環中心53樓

E.	基金名稱	亞太收益及增長基金			
E1.	基金的特定定義	<p>「交易日<sup>亞太收益及增長基金</sup>」</p> <p>「亞太收益及增長基金」</p> <p>「AA類（美元）Inc 股份」、「C類（美元）Inc 股份」、「D類（美元）Inc 股份」及「I類（美元）Inc 股份」</p>	<p>就亞太收益及增長基金有關各參與股類別及/或系列而言，指計算該類別及/或系列每股參與股資產淨值的每個營業日<sup>一般</sup>（或可通知投資者的其他日期）。有關該方面的進一步資料載於下文第E6.節。</p> <p>指亞太收益及增長獨立資產組合。此基金的基礎貨幣為美元。</p> <p>分別指AA類（美元）Inc、C類（美元）Inc、D類（美元）Inc及I類（美元）Inc股份（各類別均以美元計價）。</p>		
		「AA類（澳元）Inc 對沖股份」	指AA類（澳元）Inc對沖股份（以澳元計價）。		
		「AA類（加元）Inc 對沖股份」	指AA類（加元）Inc對沖股份（以加元計價）。		
		「AA類（港元）Inc 股份」	指AA類（港元）Inc股份（以港元計價）。		
E2.	基金類型	混合基金			
	基礎貨幣	美元			
	可供投資的類別	AA類（美元）Inc、C類（美元）Inc、D類（美元）Inc及I類（美元）Inc	AA類（澳元）Inc對沖	AA類（加元）Inc對沖	AA類（港元）Inc
	結算貨幣	美元	澳元	加元	港元
E3.	投資目標及策略	<p>亞太收益及增長基金的投資目標是主要透過投資於亞太(日本除外)地區(「地區」)股票及固定收益相關的證券，為投資者提供中長期收益及資本增值。</p> <p>亞太收益及增長基金的目標資產分配是60%地區股票證券及40%地區固定收益證券。然而，亞太收益及增長基金可依據其投資目標持有介乎25%至75%的地區股票證券或地區固定收益證券。</p>			

E.	基金名稱	亞太收益及增長基金
		<p>亞太收益及增長基金運用一個以個別證券的基本因素分析及其產生可持續收入的能力為基礎的投資過程。投資管理人將運用由上而下的投資意見，同時考慮到由下而上的基本因素分析，改變資產分配，以反映市場狀況和機會。</p> <p>亞太收益及增長基金將直接投資於股票及股票相關證券，例如：提供可持續和不斷增長的股息收益率，並且在地區註冊或在地區產生重大收入，或在地區有重大業務的公司的優先股及可轉換債券。亞太收益及增長基金亦可投資於房地產投資信託基金（「REITs」）或類似投資工具，投資者應參閱本補充第E7.1節所載的其他資料。</p> <p>亞太收益及增長基金亦將直接投資於固定收益證券，當中可以是地區政府、機構和公司於初級及二級市場發行的證券，包括在地區證券交易所上市的公司的固定收益證券及由地區超國家組織發行的固定收益證券。</p> <p>亞太收益及增長基金可將基金淨資產最多達<b>15%</b>投資於評級低於投資級別（或如未獲評級，則其同等評級）的較高收益債務證券。因此，投資於此亞太收益及增長基金可能涉及較高程度的信貸風險。</p> <p>亞太收益及增長基金亦可持有（最多達其淨資產<b>30%</b>）現金或現金等價物，或短期貨幣市場票據。</p> <p>亞太收益及增長基金可投資（最多達其淨資產<b>10%</b>）地區以外的發行人的固定收益和固定收益相關的證券，只要投資管理人認為有關證券將達到盡量提升產生收益和資本增值的目標。</p> <p>投資管理人目前無意就亞太收益及增長基金訂立任何證券借貸、回購或反向回購交易。倘若此政策有變，（除非與證監會另有協定）將會事先取得證監會的批准並向受影響的股東發給至少一個月的事先通知。</p> <p>投資管理人將尋求達致亞太收益及增長基金的投資目標，但是投資者應明白，所有投資均有風險。亞太收益及增長基金股份的價值及由其而來的收入（如有）在亞太收益及增長基金存續期限內可跌亦可升，</p>



E.	基金名稱	亞太收益及增長基金
		而投資者未必可收回其原來的投資金額。茲亦提醒投資者，在某些情況下（在售股章程第一部分第6.10節標題為「暫停交易」下有所說明），亞太收益及增長基金股份的買賣可能會被暫停。
E4.	適用及額外投資限制、禁止及借貸限制	<p>在亞太收益及增長基金一直獲證監會認可期間，以及除與證監會另有協定外，亞太收益及增長基金將依循售股章程第一部分第3.2節所載的投資限制、禁止及借貸限制。</p> <p>亞太收益及增長基金不會將其資產淨值10%以上投資於由信貸評級低於投資級別的任何單一國家所發行或擔保的證券。為免產生疑問，「單一國家」應包括一個國家、其政府、該國家的公共或當地機構或國有化行業。</p> <p>亞太收益及增長基金僅可就對沖目的而從事交易所買賣或場外交易的金融衍生工具，其中可能包括但不限於貨幣遠期、非交割遠期、貨幣期權、貨幣掉期、利率期權、利率掉期及利率期貨。</p>
E5.	適用於亞太收益及增長基金的特定風險因素	除了售股章程第一部分第4節所載列的有關風險因素外，有意的投資者應注意下列特定風險因素：
E5.1	<i>政治、社會經濟政策—亞太區</i>	在亞太收益及增長基金的投資可能會對亞太區國家的政治、社會或經濟政策的任何重大變更敏感，上述政策由有關國家的中央政府決定。這種敏感性可能對資本增長，以及從而對以此等投資的業績表現有不利影響。
E5.2	<i>新興市場風險</i>	有關新興市場風險的一般資料，請參閱售股章程第一部分第4.4節。
E5.3	<i>債務票據風險</i>	有關債務票據的利率、信貸及降級風險的一般資料，請參閱售股章程第一部分第4.16節。
E5.4	<i>非投資級別債務票據風險</i>	有關非投資級別債務票據風險（使本基金涉及較高風險）的一般資料，請參閱售股章程第一部分第4.17節。
E5.5	<i>股票及派息政策風險</i>	股票及股票相關證券的價值將受到經濟、政治、市場及發行人特定的轉變所影響。不論公司特定的業績表現如何，該等轉變或會對證券造成不利影響。此外，不同的行業、金融市場及證券對此等轉變的反應可能會不同。投資組合價值的波動通常會在短期內惡化。投資組合內一家或多家公司的表現將下跌或無法上升，這風險可能對整體投資組

E.	基金名稱	亞太收益及增長基金
		合在任何指定期間內的表現構成不利影響。除此以外，本公司擁有酌情權決定是否作出任何股息分派、分派的頻次、股息款額，以及概不保證會作出定期分派。
E5.6	<b>有關從資本撥付股息、費用及/或支出的風險</b>	亞太收益及增長基金可酌情決定從亞太收益及增長基金有關類別的資本或總收入撥付股息，而同時從其資本收取/支付全部或部分的費用及支出，導致供其支付股息的可分派淨收入有所增加。因此，亞太收益及增長基金可能實質從資本撥付股息。從資本撥付的股息相當於退回或提取投資者部分的原投資額或該原投資額應佔的任何資本收益。任何涉及實質從亞太收益及增長基金資本撥付股息的分派，可導致該類別於緊隨分派日期後的每股資產淨值即時減少。
E5.7	<b>場外交易市場風險</b>	有關場外交易市場風險的一般資料，請參閱售股章程第一部分第4.8節。
E5.8	<b>交易對手風險</b>	有關交易對手風險的一般資料，請參閱售股章程第一部分第4.9節。
E5.9	<b>對沖風險</b>	有關對沖風險的一般資料，請參閱售股章程第一部分第4.10節。
E6.	<b>交易</b>	
E6.0.1	<b>交易程序</b>	<p>除本條規定作出改變外，售股章程第一部分第6節所述有關現有類別的一般交易程序應維持不變，並且應管限亞太收益及增長基金股份的所有交易，包括下文所述初始提呈發售期後亞太收益及增長基金此等股份的任何交易。有意的投資者應相應參閱售股章程。</p> <p>下文所述的特定交易程序適用於與透過總顧問及分銷商作出的與亞太收益及增長基金有關的交易指示。透過其他分銷商作出的指示可能須遵從與售股章程所述不同的程序。投資者作出指示前應徵詢其分銷商。</p> <p><b>其他付款詳情：</b>  通過電匯支付加元：  收款銀行：Citibank, N.A. Hong Kong  Swift編碼：CITIHKHX</p>

E.	基金名稱	亞太收益及增長基金			
		收款賬號：5/170254/033 收款人名稱：CITI LUX-MAF SUBS ACCOUNT 參照資料：申請人姓名及基金名稱 代理銀行：Citibank N.A. (Toronto) (SWIFT編碼：CITICATTBCH)			
E6.0.2	交易次數	每日，於每個交易日 <sup>亞太收益及增長基金</sup> 。			
E6.0.3	交易日 <sup>亞太收益及增長基金</sup>	AA類(美元)Inc、AA類(澳元)Inc對沖、AA類(加元)Inc對沖、AA類(港元)Inc、C類(美元)Inc、D類(美元)Inc及I類(美元)Inc股份各自的初始提呈發售期以後的第一個交易日 <sup>亞太收益及增長基金</sup> 應為有關開始日期後的營業日 <sup>一般</sup> 或(如有關開始日期並非營業日 <sup>一般</sup> )緊接下一個營業日 <sup>一般</sup> (或可通知有意的投資者的其他日期)。  其後，各股份類別將於每個交易日 <sup>亞太收益及增長基金</sup> 可供買賣。			
E6.0.4	類別	<b>AA類(美元)Inc、AA類(澳元)Inc對沖、AA類(加元)Inc對沖、AA類(港元)Inc、C類(美元)Inc、D類(美元)Inc及I類(美元)Inc</b>			
E6.1	認購				
	類別	AA類(美元)Inc、C類(美元)Inc、D類(美元)Inc及I類(美元)Inc	AA類(澳元)Inc對沖	AA類(加元)Inc對沖	AA類(港元)Inc
E6.1.1	初始提呈發售價(每股)	10美元	10澳元	10加元	100港元
E6.1.2	最低初始投資額	AA類(美元)Inc–20,000港元 <sup>#</sup> (或任何其他主要貨幣的等值) AA類(澳元)Inc對沖–2,500澳元 <sup>#</sup> (或任何其他主要貨幣的等值) AA類(加元)Inc對沖–2,500加元 <sup>#</sup> (或任何其他主要貨幣的等值) AA類(港元)Inc–20,000港元 <sup>#</sup> (或任何其他主要貨幣的等值) C類(美元)Inc–1百萬美元 <sup>#</sup> D類(美元)Inc–100,000美元 <sup>#</sup> I類(美元)Inc–3百萬美元 <sup>#</sup> <sup>#</sup> 或由董事按其全權酌情權可決定的其他最低金額			

E.	基金名稱	亞太收益及增長基金
E6.1.3	<b>最低持股額</b>	AA類（美元）Inc–20,000港元 <sup>#</sup> （或任何其他主要貨幣的等值） AA類（澳元）Inc對沖–2,500澳元 <sup>#</sup> （或任何其他主要貨幣的等值） AA類（加元）Inc對沖–2,500加元 <sup>#</sup> （或任何其他主要貨幣的等值） AA類（港元）Inc–20,000港元 <sup>#</sup> （或任何其他主要貨幣的等值） C類（美元）Inc–1百萬美元 <sup>#</sup> D類（美元）Inc–100,000美元 <sup>#</sup> I類（美元）Inc–30,000美元 <sup>#</sup> <sup>#</sup> 或由董事按其全權酌情權可決定的其他最低金額
E6.1.4	<b>最低其後投資額</b>	AA類（美元）Inc–1,000港元 <sup>#</sup> （或任何其他主要貨幣的等值） AA類（澳元）Inc對沖–125澳元 <sup>#</sup> （或任何其他主要貨幣的等值） AA類（加元）Inc對沖–125加元 <sup>#</sup> （或任何其他主要貨幣的等值） AA類（港元）Inc–1,000港元 <sup>#</sup> （或任何其他主要貨幣的等值） C類（美元）Inc–10,000美元 <sup>#</sup> D類（美元）Inc–1,000美元 <sup>#</sup> I類（美元）Inc–30,000美元 <sup>#</sup> <sup>#</sup> 或由董事按其全權酌情權可決定的其他最低金額
E6.1.5	<b>初始收費</b>	AA類（美元）Inc、AA類（澳元）Inc對沖、AA類（加元）Inc對沖及AA類（港元）Inc：現時最高達每股資產淨值的5%。董事保留權利收取最高達每股資產淨值的6%。 C類（美元）Inc：無任何初始收費。 D類（美元）Inc：最高達每股資產淨值的5%。 I類（美元）Inc：無任何初始收費。

E.	基金名稱	亞太收益及增長基金
E6.1.6	初始提呈發售期	<p><b>AA類（美元）Inc、AA類（澳元）Inc對沖、AA類（加元）Inc對沖及AA類（港元）Inc股份：</b></p> <p>自2014年4月2日香港時間上午九時開始至2014年4月9日香港時間下午四時（或董事按其全權酌情權可決定的其他日期）。</p> <p><b>C類（美元）Inc、D類（美元）Inc及I類（美元）Inc股份：</b>應要求可供認購。</p> <p>於有關初始提呈發售期期間作出的上述各類別的認購申請必須在有關初始提呈發售期的最後一日香港時間下午四時或之前由總顧問及分銷商收妥。有關上述各類別的認購款項付款必須在有關初始提呈發售期結束當日或之前按已結算妥當的資金的形式收妥，認購申請方為有效。</p> <p>如於初始提呈發售期結束前就亞太收益及增長基金所有類別收到的總認購款項達到<b>30億美元</b>（或董事按其全權酌情權可決定的其他金額）（「<b>目標限額</b>」），董事可行使其酌情權截止接受亞太收益及增長基金任何或所有類別的認購，而毋須事先通知；或</p> <p>在該情況下，只就亞太收益及增長基金的受影響類別而言，董事：</p> <ul style="list-style-type: none"> <li>• 將在切實可行範圍內盡快向亞太收益及增長基金的新認購人通知，亞太收益及增長基金的初始提呈發售期提早結束及/或截止接受新認購（視情況而定）（及有關新認購人的認購申請是否已被全部或部分拒絕）。就已被全部或部分拒絕的申請而言，所收到的認購款項將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式（視情況而定）全部或部分（視情況而定）以所支付的原認購貨幣但不附利息退回給申請人，風險由申請人承擔；及</li> <li>• 保留權利在該期間或以後按其全權酌情權（及毋須參照上述目標限額）重新開放亞太收益及增長基金及/或其任何類別供新認購。</li> </ul> <p><b>投資者應注意，於初始提呈發售期內作出的亞太收益及增長基金股份認購申請不可撤銷或修改。</b></p>

E.	基金名稱	亞太收益及增長基金
E6.1.7	亞太收益及增長基金股份的分配	<p>發生下列任何情況，董事可行使其酌情權不發行任何AA類（美元）Inc、AA類（澳元）Inc對沖、AA類（加元）Inc對沖、AA類（港元）Inc、C類（美元）Inc、D類（美元）Inc及/I類（美元）Inc股份：(i) 合計最低總投資額5百萬美元（或董事可按其全權酌情權決定的其他最低款額）在上述初始提呈發售期內未有收到，或(ii)董事按其酌情權認為繼續進行有關發行不符合投資者的最佳利益或在商業上不可行。</p> <p>在上述情況下（或如認購申請被全部或部分拒絕的一般情況下），申請人所支付的任何認購款項將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式（視情況而定）全部或部分（視情況而定）以所支付的原認購貨幣但不附利息退回給申請人，風險由申請人承擔。</p>
E6.1.8	其後認購	<p>有關初始提呈發售期以後，以及在前述董事可按其酌情決定權結束亞太收益及增長基金的規限下，股東及準投資者可於每個交易日亞太收益及增長基金提交其認購亞太收益及增長基金股份的申請。</p> <p>股份的認購申請必須在有關交易日亞太收益及增長基金香港時間下午四時或之前由總顧問及分銷商收妥。於有關交易日亞太收益及增長基金香港時間下午四時後收妥的認購申請將於下一個交易日亞太收益及增長基金處理。</p> <p>某特定交易日亞太收益及增長基金的股份認購申請必須於有關交易日亞太收益及增長基金後三(3)個營業日一般內（就以港元認購而言）或於有關交易日亞太收益及增長基金後五(5)個營業日一般內（就以美元、澳元或加元認購而言）一併提供按已結算妥當的資金的形式支付的認購款項，方可成為認購股份的有效申請。</p> <p>如有任何遲交付款，本公司可對任何逾期款項按本公司認為合理的利率每日收取利息，直至付款悉數收訖為止。不論有否收取利息，本公司有權取消任何股份分配，在該情況下，本公司有權向投資者申索原認購價與任何應計利息合計較取消日期當時贖回價多出的款項（如有）。此外，本公司保留權利申索因未能在指定期間或任何時間內從投資者收到已結算妥當的資金而直接或間接產生的所有損失。</p>

E.	基金名稱	亞太收益及增長基金
		<p>如於初始提呈發售期結束後任何時間(包括但不限於在董事決定亞太收益及增長基金並不具備充足準備及/或未準備妥當使用其他適當的工具將額外的認購款項作適時投資時)亞太收益及增長基金所有類別的總資產淨值超過目標限額,董事可行使其酌情權於初始提呈發售期結束後截止接受亞太收益及增長基金任何或所有類別的認購,而毋須事先通知。</p> <p>在該情況下,只就亞太收益及增長基金的受影響類別而言,董事:</p> <ul style="list-style-type: none"> <li>• 將在切實可行範圍內盡快通知亞太收益及增長基金的新認購人,亞太收益及增長基金截止接受新認購(及其認購申請是否已被全部或部分拒絕)。就已被全部或部分拒絕的申請而言,所收到的認購款項將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式(視情況而定)全部或部分(視情況而定)以所支付的原認購貨幣但不附利息退回給申請人,風險由申請人承擔;及</li> <li>• 保留權利按其全權酌情權(及毋須參照上述目標限額)重新開放亞太收益及增長基金供新認購。</li> </ul> <p>一旦作出亞太收益及增長基金股份的認購申請,隨後提出的任何撤銷或修改要求,應由董事全權酌情決定處理。董事保留權利拒絕上述要求。</p>
<b>E6.1.9</b>	<b>暫停認購</b>	<p>在特殊情況下,經考慮到股東的利益以後,董事可在某些情況下(在舊股章程第一部分第6.10節標題「暫停交易」下述明)在暫停釐定本公司、或任何獨立資產組合、或亞太收益及增長基金任何類別及/或系列的資產淨值的整個或任何部分期間,暫停亞太收益及增長基金有關股份的認購。在該等情況下,申請人所支付的認購款項(即全部或部分(視情況而定))將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式(視情況而定)以所支付的原認購貨幣但不附利息退回給申請人,風險由申請人承擔。</p>
<b>E6.1.10</b>	<b>認購付款詳情</b>	<p>有關所有認購款項的支付,詳情請參閱舊股章程第一部分第6.1.3及6.1.4節。</p>

E.	基金名稱	亞太收益及增長基金
		<p>董事保留權利按其全權酌情權在初始提呈發售期間或其後任何交易日<sup>亞太收益及增長基金</sup>接受或拒絕亞太收益及增長基金股份的全部或部分申請。如申請被全部或部分拒絕，申請人所支付的認購款項（即全部或部分（視情況而定））將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式（視情況而定）以所支付的原認購貨幣但不附利息退回給申請人，風險由申請人承擔。</p>
E6.2	<b>贖回</b>	
	<b>類別</b>	<p><b>AA類(美元)Inc、AA類(澳元) Inc對沖、AA類(加元)Inc對沖、AA類(港元)Inc、C類(美元)Inc、D類(美元)Inc及I類(美元)Inc</b></p>
E6.2.1	<b>最低贖回額</b>	<p>AA類（美元）Inc–1,000港元<sup>#</sup>（或任何其他主要貨幣的等值）  AA類（澳元）Inc對沖–125澳元<sup>#</sup>（或任何其他主要貨幣的等值）  AA類（加元）Inc對沖–125加元<sup>#</sup>（或任何其他主要貨幣的等值）  AA類（港元）Inc–1,000港元<sup>#</sup>（或任何其他主要貨幣的等值）  C類（美元）Inc–10,000美元<sup>#</sup>  D類（美元）Inc–1,000美元<sup>#</sup>  I類（美元）Inc–10,000美元<sup>#</sup>  <sup>#</sup> 或由董事按其全權酌情權可決定的其他最低金額</p>
E6.2.2	<b>贖回費</b>	概無任何贖回費。
E6.2.3	<b>贖回程序</b>	<p>含有贖回要求表格上詳細列明的所有要求的資料及於有關交易日<sup>亞太收益及增長基金</sup>香港時間下午四時（「贖回交易截止時間<sup>亞太收益及增長基金</sup>」）前收到的亞太收益及增長基金股份的有效贖回申請，將參照同一個交易日<sup>亞太收益及增長基金</sup>的贖回價處理。所有贖回要求均必須於上文指明的交易截止時間前送交並由總顧問及分銷商收妥。</p> <p>於贖回交易截止時間<sup>亞太收益及增長基金</sup>後收到的任何贖回申請將參照下一個交易日<sup>亞太收益及增長基金</sup>的贖回價處理，而如於暫停交易期內收到而且未於該暫停期終止前撤銷，將參照緊接暫停交易終止後的交易日<sup>亞太收益及增長基金</sup>處理。</p>



E.	基金名稱	亞太收益及增長基金
<b>E6.2.4</b>	<b>贖回款項的結算</b>	<p>有關贖回款項的支付，詳情請參閱售股章程第一部分第6.7節第2及第3段。贖回款項（扣除任何費用和收費）將於贖回要求書正本已由執行人或分執行人處理（或者，如股東已書面選擇以傳真提交其後指示，則為有關的已傳真指示已由執行人或分執行人處理）後支付。向任何第三方或以現金支付贖回款項均不允許。</p> <p>儘管有售股章程第一部分第6.7節，惟亞太收益及增長基金的贖回款項將通常於有關交易日<sup>亞太收益及增長基金</sup>後五(5)個營業日<sup>一般</sup>內及在任何情況下不超過分執行人收到所有要求及填妥的贖回文件後一個曆月支付。茲因此提醒投資者，如不遵照上文所述贖回程序，贖回款項的支付或會被延誤。</p>
<b>E6.2.5</b>	<b>贖回限額</b>	<p>為了保護股東的利益，本公司毋須於任何交易日<sup>亞太收益及增長基金</sup>贖回總計超過有關類別及/或系列（視情況而定）已發行股份總數的10%。該項限制將按比例應用於所有已要求贖回的股東。如本公司於任何交易日<sup>亞太收益及增長基金</sup>收到贖回要求總計超過有關類別及/或系列（視情況而定）已發行股份總數的10%，其可將超過該10%限額的贖回要求順延到下一個交易日<sup>亞太收益及增長基金</sup>，屆時上述贖回要求將優先於其後的要求獲得辦理（但是如順延的要求本身超過有關類別及/或系列（視情況而定）已發行股份總數的10%，則會進一步順延）。</p>
<b>E6.2.6</b>	<b>暫停贖回</b>	<p>在特殊情況下，經考慮到股東的利益以後，董事可在某些情況下（在售股章程第一部分第6.10節標題「暫停交易」下述明）在暫停釐定本公司、或任何獨立資產組合、或亞太收益及增長基金任何類別及/或系列的資產淨值的整個或部分期間，暫停亞太收益及增長基金有關股份的贖回及/或延遲支付贖回款項。</p>
<b>E6.3</b>	<b>轉換</b>	
<b>E6.3.1</b>	<b>轉換</b>	<p>獲准從亞太收益及增長基金的一個類別轉換至另一獨立資產組合的等同類別（或反之亦然），惟須符合適用於亞太收益及增長基金及相關獨立資產組合的最低投資/持股額要求-然而，直至及除非董事另行決定，否則不能轉換至（或轉換自）中國A股基金或債券基金。</p>

<b>E.</b>	<b>基金名稱</b>	<b>亞太收益及增長基金</b>
<b>E6.3.2</b>	<b>轉換費</b>	最高達所轉換股份之資產淨值的1%。  有關轉換費的詳情，請參閱售股章程第一部分第6.6.3節。
<b>E6.4</b>	<b>其後交易價格</b>	有關其後認購價及贖回價的詳情，請參閱售股章程第一部分第6.5節。  AA類（美元）Inc、AA類（澳元）Inc對沖、AA類（加元）Inc對沖及AA類（港元）Inc股份的資產淨值每日計算及在南華早報及信報公布。
<b>E7.</b>	<b>股息</b>	
	<b>類別</b>	<b>AA類(美元)Inc、AA類(澳元)Inc對沖、AA類(加元)Inc對沖、AA類(港元)Inc、C類(美元)Inc、D類(美元)Inc及I類(美元) Inc</b>
<b>E7.1</b>	<b>派息政策</b>	<p>根據章程及適用法律，本公司擁有酌情權決定是否作出任何股息分派、分派的頻次、股息款額，概不保證會作出定期分派。現時的意向是股息將在每月結束後宣派，並且根據適用法律，其可能會從亞太收益及增長基金有關類別的資本或總收入撥付，而同時從亞太收益及增長基金有關類別的資本收取/支付類別全部或部分的費用和支出及將（除非本公司另有決定）以亞太收益及增長基金有關類別各自的計價貨幣宣派。所宣派的股息（如有）將在有關宣派三個星期內支付。</p> <p>從有關類別資本撥付的股息相當於退回或提取投資者部分的原投資額或該原投資額應佔的任何資本收益。為免產生疑問，根據開曼群島法律，有關股息派付並不導致股份贖回或股份回購。</p> <p>從有關類別的資本撥付費用和支出導致供支付股息的可分派淨收入有所增加，亦間接地相當於實質從有關類別的資本撥付股息的分派，並可能導致有關類別於緊隨分派日期後的每股資產淨值即時減少。</p> <p>有關過往12個月的股息組成（即從(i)可分派淨收入及(ii)資本所撥付的相對金額）（「股息組成資料」）可向總顧問及分銷商-宏利資產管理（香港）有限公司索取，以及瀏覽網站<a href="http://www.manulifefunds.com.hk">www.manulifefunds.com.hk</a>。</p>

E.	基金名稱	亞太收益及增長基金
		<p>此政策如有任何改變，將向證監會尋求批准，而受影響股東將收到至少一個月的書面通知。</p> <p>任何已宣派股息將支付予股東，除非股東向總顧問及分銷商另行書面表明彼等的股息將自動再投資於有關類別的額外股份。然而，如應派予每一類別股東的股息款額少於<b>50.00</b>美元，則有關股息將會為該股東的賬戶而再投資於該類別的股份。任何該等股份將於派付股息當日發行。</p> <p>於原派付日期起計六年後尚未領取的所有分派支付應予沒收及復歸為亞太收益及增長基金的資本。其後，股東或其任何繼承人均無權獲取有關分派支付。此項政策如有改變，會事先向股東發出書面通知。</p> <p>任何股息派付將須符合章程及適用法律。</p> <p>投資者應注意，雖然亞太收益及增長基金直接投資於房地產投資信託基金（或類似投資工具），但在亞太收益及增長基金層面的任何股息政策或股息派付，未必代表有關相關房地產投資信託基金的股息政策或股息派付。香港投資者亦應注意，有關相關房地產投資信託基金未必一定獲香港證監會認可。</p>
E8.	服務供應商	
E8.1	投資管理人	<p>宏利資產香港獲本公司委任為亞太收益及增長基金的投資管理人，全權負責亞太收益及增長基金的日常投資管理，以及負責確保售股章程列明的亞太收益及增長基金的投資目標、策略、指引及限制及有關規則和規例在所有方面均得以遵守及遵從。</p> <p>宏利資產香港是宏利金融的附屬公司，<b>1994</b>年在香港註冊成立，獲發牌在香港從事第<b>1</b>類（證券交易）、第<b>4</b>類（就證券提供意見）、第<b>5</b>類（就期貨合約提供意見）及第<b>9</b>類（提供資產管理）受規管活動。</p> <p>投資管理人的董事為：</p> <p><b>Robert Allen Cook</b>—Cook先生的簡歷詳情請參閱售股章程第一部分第<b>5.1</b>節。</p>

E.	基金名稱	亞太收益及增長基金
		<p><b>Michael Floyd Dommermuth</b>—Dommermuth先生是宏利資產管理（亞洲），宏利資產香港的一個部門，的高級副總裁及常務董事，監督全亞洲及日本的所有投資活動。他負責管理宏利在該地區高速增長的資產，並確保宏利的投資符合當地的規管情況。在擔任現職以前，<b>Dommermuth</b>先生領導宏利在亞洲（香港除外）的投資業務。從<b>2001</b>至<b>2004</b>年，他主管該公司在波士頓的機構開發分散業務產品工作。<b>2001</b>年加入宏利以前，<b>Dommermuth</b>先生在一家環球評級機構主管各種部門，包括設在紐約、倫敦及悉尼的槓桿融資及資產抵押證券部。他有超過<b>22</b>年的資本市場經驗。他畢業於卡內基美隆大學，獲數學及管理科學理學士學位。</p> <p><b>Michael Huddart</b>—Huddart先生現為宏利人壽保險（國際）有限公司行政副總裁兼大中華區的總經理，亦為宏利資產管理（香港）有限公司首席行政總監，負責宏利於香港、中國內地及台灣的整體發展的業務，包括個人保險、僱員福利及財富管理等業務。其亦為上述兩家公司之董事。</p> <p>在<b>Huddart</b>先生的領導下，宏利在香港的各線保險、財富管理及退休金業務大幅增長。代理人及各獨立機構經銷渠道的規模亦不斷壯大。宏利目前擁有五千五百多位代理人及多家分銷夥伴。</p> <p><b>Huddart</b>先生熱心參與推動香港的保險業發展，現為保險業諮詢委員會會員，該會由財經事務及庫務局局長出任主席，負責就保險業公司條例及在香港經營保險業務等事項向香港行政長官提供意見。<b>Huddart</b>先生亦為保險索償投訴局主席，並曾任<b>2007</b>至<b>2008</b>年度香港保險業聯會（「香港保聯」）主席及<b>2006</b>至<b>2007</b>年度香港保聯壽險總會主席。他亦繼續擔任香港保聯多個專責小組的主席/副主席。同時，他亦為香港財務策劃師學會專業操守理事會理事及香港管理專業協會優質管理獎的籌辦委員會成員。</p> <p>於<b>2000</b>至<b>2003</b>年，<b>Huddart</b>先生為宏利台灣之總經理，於任內四年為宏利台灣創下驕人業績，保費增長逾十倍。此外，他更透過推出台灣前所未有的投資相連產品及靈活投資人壽計劃，成功奠定宏利台灣在當地的領導地位。</p>

E.	基金名稱	亞太收益及增長基金
		<p>派駐台灣前，Huddart先生在香港出任宏利亞洲區業務拓展部副總裁，曾參與宏利多個收購項目（包括日本業務的收購計劃），以及策劃開拓區內具潛質的市場。他亦曾擔任宏利印尼的首席精算師，並為宏利早前於當地經營的退休顧問業務之總裁。</p> <p>Huddart先生畢業於倫敦城市大學，取得精算學榮譽理學士學位，現為澳洲精算學會及美國精算學會會員，並持有澳洲金融服務學會財務策劃深造文憑。其於壽險及退休顧問工作方面擁有逾三十年的實務經驗，其間擔任多個領導層要職。</p> <p><b>David Thomas</b> – Thomas先生於2014年2月加入宏利擔任亞洲人力資源高級副總裁一職，並於2014年2月獲委任為投資管理人董事。</p> <p>Thomas先生在全球、地區和國家具有超過25年管理人力資源的經驗，由於他曾在英國、美國、中東和亞洲工作，故上任後能帶來廣泛的全球視野，他的專長包括領袖和人才培訓、改善管理和提升組織效能。</p> <p>Thomas先生畢業於英國伯明翰阿斯頓大學，取得管理理學士學位，並獲英國加的夫威爾士大學頒發人力資源管理研究文憑，亦是波士頓哈佛商學院策略人力資源管理課程的畢業生。</p>
E9.	費用及收費	
E9.1	管理費（每年資產淨值的百分率） <sup>#</sup>	<p>AA類（美元）Inc、AA類（澳元）Inc對沖、AA類（加元）Inc對沖及AA類（港元）Inc: 1.50%</p> <p>C類（美元）Inc: 最高達0.90%</p> <p>D類（美元）Inc: 1.10%</p> <p>I類（美元）Inc: 不適用</p> <p>有關最高管理費的詳情，請參閱售股章程第一部分第7.2.1節。</p> <p><sup>#</sup> 為免產生疑問，在亞太收益及增長基金在香港獲證監會認可期間，投資管理人不會對由相關計劃或其管理公司徵收的任何費用或收費收取任何回佣。</p>
E9.2	業績表現費	亞太收益及增長基金任何類別並無任何應付業績表現費。

E.	基金名稱	亞太收益及增長基金
E9.3	<b>託管人及執行人費</b>	進一步的詳情請參閱售股章程第一部分第7.3節的規定。
E9.4	<b>成立費</b>	<p>成立亞太收益及增長基金及CIMA在開曼群島和證監會在香港認可AA類（美元）Inc、AA類（澳元）Inc對沖、AA類（加元）Inc對沖、AA類（港元）Inc、C類（美元）Inc、D類（美元）Inc及I類（美元）Inc股份的費用合共約50,000美元，應由亞太收益及增長基金承擔，並按各有關類別及/或系列（視情況而定）的資產淨值的比例從其各自賬下的資產扣除。</p> <p>上述費用應於亞太收益及增長基金從開始日期後首個營業日<sup>一般</sup>開始的首五個財政年度或董事可決定的其他期間內分攤。</p>
E9.5	<b>其他費用及收費</b>	<p>亞太收益及增長基金在其整個存續期內的持續營運費用（「<b>亞太收益及增長基金費用</b>」）應由亞太收益及增長基金承擔，並按各有關類別及/或系列（視情況而定）的資產淨值的比例從其各自賬下的資產扣除。亞太收益及增長基金費用包括亞太收益及增長基金應付的所有稅項、核數師費用及法律費用、與亞太收益及增長基金有關的股東的所有報表、賬目及報告的印刷費及投資管理人認為在亞太收益及增長基金的管理及投資活動中正當招致的所有其他費用、收費及支出。</p> <p>亞太收益及增長基金某類別及/或系列（視情況而定）終止後，屬該類別及/或系列（視情況而定）的亞太收益及增長基金費用（如有）將在該類別及/或系列的賬戶撇除。</p> <p>與亞太收益及增長基金有關的任何廣告或推廣活動產生的任何費用，概不從其任何資產支付。</p>
E10.	<b>首次報告及賬目</b>	亞太收益及增長基金將就截至2014年6月30日止期間發出其首次年度報告和賬目。