

# Manulife Advanced Fund SPC

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

(the “Company”)

## EIGHTH SUPPLEMENT

to the

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

(altogether the “**Prospectus**”)

relating to

## General updates

November 2016

\* \* \*

**IMPORTANT: This Supplement should be read in conjunction with the Prospectus and the relevant product key fact statement(s) which together form the offering documents of the Company vis-à-vis its Segregated Portfolio(s). Words and phrases used in this Supplement shall, unless otherwise provided herein, have the same meanings as are ascribed to them in the Prospectus. If you are in any doubt about the contents of this Supplement and/or the Prospectus and/or the relevant product key fact statement(s), you should seek independent professional financial advice.**

The Directors of the Company accept full responsibility for the accuracy of the information contained in the Prospectus and this Supplement 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 amended herein, the Prospectus remains in full force and effect.

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1. The following general enhanced disclosures are made to the Prospectus to reflect (i) the acquisition of Citigroup Fund Services (Cayman), Ltd. (subsequently renamed as SS&C Fund Services (Cayman) Ltd.) (“**Citigroup**”) by SS&C Technologies Holdings, Inc. in March 2016, (ii) the execution of an Amended and Revised Fund Administration Services Agreement (“**Amended and Restated FASA**”) among the Company (for itself and for the account of each of the Segregated Portfolios), Citigroup and Citibank in connection therewith, whereby Citigroup has been appointed as Administrator and Principal Office and Citibank has been appointed as Sub-Administrator, Registrar and Transfer Agent in relation to the Company and each of the Segregated Portfolios, and (iii) the subsequent merger of Citigroup with GLOBEOP FINANCIAL SERVICES (CAYMAN) LIMITED (“**GlobeOp**”) in October 2016 pursuant to which GlobeOp (now renamed as SS&C Fund Services (Cayman) Ltd.) (“**SS&C**”) as the surviving entity has assumed the obligations and liabilities of Citigroup pursuant to the Amended and Restated FASA:

1.1. Unless otherwise stated herein, all existing references to “Citigroup Fund Services (Cayman), Ltd.” in the Prospectus should be read as referring instead to “SS&C Fund Services (Cayman) Ltd.”, as appropriate.

1.2. The first page of each of Section A to Section E of Part II of the Prospectus is hereby updated as follows:

1.2.1. the entry under “Administrator, Registrar and Transfer Agent of the Company” is replaced with the following:

**“Administrator of the Company**  
SS&C Fund Services (Cayman) Ltd.  
45 Market Street, Suite 3205, 2nd Floor  
Gardenia Court  
Camana Bay, Grand Cayman KY1-9003  
Cayman Islands”

1.2.2. the entry under “Principal Office of the Company” is replaced with the following:

**“Principal Office of the Company**  
c/o SS&C Fund Services (Cayman) Ltd.  
45 Market Street, Suite 3205, 2nd Floor  
Gardenia Court  
Camana Bay, Grand Cayman KY1-9003  
Cayman Islands”

1.2.3. the entry under “Sub-Administrator” is replaced with the following:

**“Sub-Administrator, Registrar and Transfer Agent of the Company**  
Citibank Europe plc, Luxembourg Branch  
31, Z.A. Bourmicht, L - 8070 Bertrange  
Grand Duchy of Luxembourg”

1.2.4. the entry under “Sub-Delegate of the Sub-Administrator” is replaced with the following:

**“Sub-Delegate of the Sub-Administrator, Registrar and Transfer Agent**  
Citibank N.A., Hong Kong Branch  
50th Floor, Champion Tower  
3 Garden Road, Central  
Hong Kong SAR”

- 1.3. The fifth to ninth paragraphs in Section 5.3 of Part I of the Prospectus are replaced with the following:

“SS&C Fund Services (Cayman) Ltd. (“**SS&C**”), a company incorporated in the Cayman Islands and a licensed mutual fund administrator pursuant to the Mutual Funds Law (as amended) of the Cayman Islands, has been appointed in relation to the Company and each of the Segregated Portfolios as the Administrator and Principal Office. Unless there is something in the subject or context inconsistent herewith or where the context requires otherwise, the term “**Administrator**” shall refer to SS&C acting in the capacities of Administrator and Principal Office. Citibank Europe plc, Luxembourg Branch (“**Citibank**”) has been appointed in relation to the Company and each of the Segregated Portfolios as the Sub-Administrator, Registrar and Transfer Agent (in these capacities, the “**Sub-Administrator**”) pursuant to a tripartite Amended and Restated Fund Administration Services Agreement among the Company (for itself and for the account of each of the Segregated Portfolios), SS&C and Citibank. With the consent of the Company, the Sub-Administrator has appointed Citibank N.A., Hong Kong Branch as a sub-delegate (the “**Sub-Delegate**”) to deal with transfer agency functions for the Company.

As Sub-Administrator, Citibank is responsible for the general administration of the Company for the Company’s own account and for the account of each of the Segregated Portfolios, which includes amongst other things, arranging for the calculation of the Net Asset Value of the Segregated Portfolios. In providing its services, the Sub-Administrator may rely on information, data or services supplied by third parties including providers of automatic pricing services, brokers, market makers, intermediaries, the Investment Manager(s), and any administrator or valuation agent of other collective investments into which the Company for the account of the Segregated Portfolios may invest.

As Registrar, Citibank is responsible for receiving and processing applications for the subscription, transfer, switching (if allowed), and redemption of the Participating Shares and, maintaining the principal register of Participating Shareholders in relation to the Segregated Portfolios.

As Transfer Agent, Citibank is responsible for all necessary transfer agency functions including application and transaction processing, maintaining the share register, and services related to these functions.

Each of the Administrator and the Sub-Administrator will only be responsible for their own acts or omissions and will not be responsible to the Company or any other person for each other’s acts or omissions in the performance of their respective duties and obligations as Administrator and Sub-Administrator, respectively. In the absence of negligence, fraud or wilful default on the part of the Administrator, the Sub-Administrator or Sub-Delegate, they will not be liable or otherwise be responsible for any loss or damage suffered by the Company as a result of the performance of their respective duties as Administrator, Sub-Administrator and Sub-Delegate, respectively.”

- 1.4. In the first sentence of the third paragraph of Section 7.3 of Part I of the Prospectus, the reference to “Administrator, Registrar and Transfer Agent” is replaced with “Administrator and Principal Office”.

- 1.5. The third paragraph in Section 7.3 of Part I of the Prospectus is replaced with the following:

“SS&C Fund Services (Cayman) Ltd., in relation to its duties as the Administrator and Principal Office, is entitled to an annual fee of US\$5,000 per Segregated Portfolio for providing, amongst other things, general administration, registration, related transactional and processing services attributable to the relevant Segregated Portfolio.

1.6. In Section 11 of Part I of the Prospectus:

1.6.1. paragraph (e) thereto shall be deleted in its entirety and replaced with the following:

“(e) tri-partite Amended and Restated Fund Administration Services Agreement dated 21 March 2016 (as may be amended and supplemented from time to time) entered into between the Company (for itself and for the account of each of the Segregated Portfolios), SS&C and Citibank, pursuant to which SS&C was appointed in relation to the Company as the Administrator and Principal Office, and Citibank was appointed in relation to the Company as the Sub-Administrator, Registrar and Transfer Agent, and the Company consented to Citibank N.A., Hong Kong Branch being appointed by Citibank as its sub-delegate to deal with registrar and transfer agency functions for the Company;”

1.6.2. each of paragraphs (dd) to (dddd) thereto shall be deleted in their entirety and paragraphs (ee) to (eeee) and (ff) to (ffff) thereto shall be correspondingly redesignated as paragraphs (dd) to (dddd) and (ee) to (eeee), respectively.

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# 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

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)  
(統稱「**售股章程**」)

第八份補充

2016年11月

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**重要提示：此補充應與售股章程及有關產品資料概要（共同構成本公司對於各獨立資產組合的銷售文件）一併閱讀。除本補充另有提述外，本補充內所用詞彙及字句與售股章程中所述者具有相同涵義。如閣下對此補充及／或售股章程及／或有關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。**

本公司各董事（「董事」）對售股章程及此補充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。

除非本補充另有修訂，否則售股章程將維持十足效力及作用。

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1. 售股章程已作出下列一般加強披露，以反映 (i) Citigroup Fund Services (Cayman), Ltd. (其後易名為 SS&C Fund Services (Cayman) Ltd.) (「**Citigroup**」) 於 2016 年 3 月被 SS&C Technologies Holdings, Inc. 收購，(ii) 本公司 (為本公司本身及每一獨立資產組合的賬戶)、Citigroup 與 Citibank 就本公司而簽訂經修訂和修改基金執行服務協議 (「**經修訂和修改基金執行服務協議**」)；據此，Citigroup 獲委任為執行人及主要辦事處，而 Citibank 則就本公司及每一獨立資產組合而獲委任為分執行人、過戶登記處及轉讓代理，及 (iii) 其後 Citigroup 與 GLOBEOP FINANCIAL SERVICES (CAYMAN) LIMITED (「**GlobeOp**」) 於 2016 年 10 月合併；據此，GlobeOp (現已易名為 SS&C Fund Services (Cayman) Ltd.) (「**SS&C**」) (作為尚存實體) 已根據經修訂和修改基金執行服務協議而承擔 Citigroup 的義務和責任：

1.1. 除非此補充另有規定，否則售股章程內所有關於「Citigroup Fund Services (Cayman), Ltd.」的現有提述應指「SS&C Fund Services (Cayman) Ltd.」(如適用)。

1.2. 售股章程第二部分第A至第E節每節首頁更新如下：

1.2.1 以下列資料取代「本公司的執行人、過戶登記處及轉讓代理」項下的資料：

**「本公司的執行人**

SS&C Fund Services (Cayman) Ltd.  
45 Market Street, Suite 3205, 2nd Floor  
Gardenia Court  
Camana Bay, Grand Cayman KY1-9003  
Cayman Islands」

1.2.2 以下列資料取代「本公司的主要辦事處」項下的資料：

**「本公司的主要辦事處**

c/o SS&C Fund Services (Cayman) Ltd.  
45 Market Street, Suite 3205, 2nd Floor  
Gardenia Court  
Camana Bay, Grand Cayman KY1-9003  
Cayman Islands」

1.2.3 以下列資料取代「分執行人」項下的資料：

**「本公司的分執行人、過戶登記處及轉讓代理**

Citibank Europe plc, Luxembourg Branch  
31, Z.A. Bourmicht, L - 8070 Bertrange  
Grand Duchy of Luxembourg」

1.2.4 以下列資料取代「分執行人的分受委人」項下的資料：

**「分執行人、過戶登記處及轉讓代理的分受委人**

花旗銀行香港分行  
香港特別行政區  
中環花園道3號  
冠君大廈50樓」

1.3. 以下列文字取代售股章程第一部分第5.3節第五至第九段：

「**SS&C Fund Services (Cayman) Ltd.** (**「SS&C」**) (一家在開曼群島註冊成立並根據開曼群島互惠基金法(經修訂)獲發互惠基金管理人牌照的公司)已就本公司及每一獨立資產組合獲委任為執行人及主要辦事處。除非與售股章程中的主旨或內容不一致或其他文意另有規定，否則**「執行人」**一詞應指以執行人及主要辦事處身份行事的**SS&C**。根據本公司(為其本身及各獨立資產組合)、**SS&C**及**Citibank Europe plc, Luxembourg Branch** (**「Citibank」**)訂立的三方經修訂及重訂基金執行服務協議，**Citibank**則已就本公司及每一獨立資產組合而獲委任為分執行人、過戶登記處及轉讓代理(以此等身份行事，**「分執行人」**)。經本公司同意，分執行人已委任花旗銀行香港分行為分受委人(**「分受委人」**)以為本公司處理轉讓代理的職能。

作為分執行人，**Citibank**為本公司本身及每一獨立資產組合而負責本公司的一般行政，其中包括安排計算獨立資產組合的資產淨值。在提供其服務時，分執行人可倚賴第三方(包括自動訂價服務供應商、經紀、市場莊家、中介人、投資管理人及本公司可為獨立資產組合而投資的其他集體投資的任何執行人或估值代理人)所提供的資訊、數據或服務。

作為過戶處，**Citibank**負責接收及處理有關認購、轉讓、轉換(如獲准)及贖回參與股份的申請，以及設存與獨立資產組合有關的參與股東的主股東名冊。

作為轉讓代理，**Citibank**負責一切必要的轉讓代理職能，包括處理申請及交易、設存股東名冊，以及與此等職能有關的服務。

執行人及分執行人將只會為其本身的作為或不作為負責，而不會互相為對方在分別以執行人與分執行人身份履行各自的職責及責任時的作為或不作為而對本公司或任何其他人士負責。執行人、分執行人或分受委人如無疏忽、欺詐或故意行為不當，彼等將毋須就本公司因彼等分別以執行人、分執行人及分受委人身份分別履行各自的職責而蒙受的任何損失或損害而承擔法律責任或其他責任。」

1.4. 售股章程第一部分第7.3節第三段第一句提及「執行人、過戶處及轉讓代理」之處以「執行人及主要辦事處」取代。

1.5. 以下列文字取代售股章程第一部分第7.3節第三段：

「**SS&C Fund Services (Cayman) Ltd.** 因其擔任執行人及主要辦事處的職責，有權就其向有關獨立資產組合提供(其中包括)一般行政、註冊、相關交易及辦理服務而收取每個獨立資產組合5,000美元的年費。」

1.6. 售股章程第一部分第 11 節：

1.6.1. 刪除該節 (e) 段整段，並以下列文字取代：

「(e) 本公司(為其本身及各獨立資產組合)與 SS&C 及 Citibank 訂立的日期為 2016 年 3 月 21 日的三方經修訂及重訂基金執行服務協議(可不時修訂及補充)；據此，SS&C 就本公司而獲委任為執行人及主要辦事處，而 Citibank 就本公司而獲委任為分執行人、過戶登記處及轉讓代理，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；」

1.6.2. 刪除該節 (dd) 至 (dddd) 各段整段，而該節 (ee) 至 (eeee) 及 (ff) 至 (ffff) 各段則相應分別重訂為 (dd) 至 (dddd) 段及 (ee) 至 (eeee) 段。

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