

MANULIFE GLOBAL FUND

ADDENDUM TO HONG KONG OFFERING DOCUMENT

2 February 2015

*No copy of the Hong Kong Offering Document dated 16 June 2014 of Manulife Global Fund (the “**Company**”) (together with the latest annual report and accounts and, if later, the most recent semi-annual report of the Company) may be distributed unless it is accompanied by this Addendum. This Addendum should, therefore, be read in conjunction with the Hong Kong Offering Document and together construed, as one document. Words and phrases used in this Addendum shall have the same meanings as are ascribed to them in the Hong Kong Offering Document.*

The Hong Kong Offering Document dated 16 June 2014 shall be varied as set out below, with immediate effect:–

1. UPDATES TO REFERENCES TO THE ARTICLES OF THE COMPANY:–

The ninth amendments to the Articles of the Company having been approved by an extraordinary meeting of the Shareholders on 16 December 2014 (the “**Amendments**”), the following updating changes shall accordingly be made to the Prospectus:–

- 1.1 On page 6 of the Prospectus, the meaning of “Articles” or “Articles of Incorporation” as set out in section 1 thereof shall be deleted in its entirety and replaced with the following:–

“means the Restated Articles of Incorporation of the Company dated 16 December 2014 as may be amended from time to time.”

- 1.2 On page 113 of the Prospectus, the reference to “Articles of Incorporation (as amended on 20 October 1989, 22 June 1992, 28 July 1995, 19 February 1997, 14 September 1998, 16 October 1998, 26 April 2002 and 15 November 2006 respectively)” appearing in section 1.1 of Appendix II thereof shall read instead as:–

“Articles of Incorporation (as amended on 20 October 1989, 22 June 1992, 28 July 1995, 19 February 1997, 14 September 1998, 16 October 1998, 26 April 2002, 15 November 2006 and 16 December 2014 respectively)”

- 1.3 On page 113 of the Prospectus, the reference to “extraordinary general meetings held on 20 October 1989, 22 June 1992, 28 July 1995, 19 February 1997, 14 September 1998, 16 October 1998, 26 April 2002 and 15 November 2006” appearing in section 1.3 of Appendix II thereof shall read instead as:–

“extraordinary general meetings held on 20 October 1989, 22 June 1992, 28 July 1995, 19 February 1997, 14 September 1998, 16 October 1998, 26 April 2002, 15 November 2006 and 16 December 2014”

- 1.4 On page 113 of the Prospectus, the third sentence of section 1.3 of Appendix II thereof shall be deleted in its entirety and replaced with the following:–

“The first amendments were published in the Recueil Special du Memorial of the Grand Duchy of Luxembourg on 28 December 1989, the second amendments were published in the same gazette on 27 July 1992, the third amendments in the same gazette on 15 September 1995, the fourth amendments were published in the same gazette on 29 March 1997, the fifth amendments were published in the same gazette on 10 December 1998, the sixth amendments were published in the same gazette on 20 November 1998, the seventh amendments were published in the same gazette on 27 May 2002, the eighth amendments were published in the same gazette on 8 January 2007 and the ninth amendments were published in the same gazette on 28 January 2015.”

- 1.5 On page 124 of the Prospectus, the first paragraph under Appendix III shall be deleted in its entirety and replaced with the following:–

“The constitution of the Company is contained in its Articles of Incorporation (as amended on 20 October 1989, 22 June 1992, 28 July 1995, 19 February 1997, 14 September 1998, 16 October 1998, 26 April 2002, 15 November 2006 and 16 December 2014 respectively), certain provisions of which are summarised below.”

2. AMENDMENTS TO THE INVESTMENT RESTRICTIONS OF THE COMPANY

- 2.1 On page 115 of the Prospectus, the first paragraph under section 2.3.1 of Appendix II thereof shall be deleted in its entirety and replaced with the following:–

“Each Sub-Fund may acquire the units of other Sub-Funds of the Company, of UCITS and/or other UCIs referred to in Paragraph 2.1.6, provided that, in aggregate, investments into such Sub-Funds of the Company, such UCITS and/or other UCIs do not exceed 10% of the net assets of the relevant Sub-Fund, unless otherwise provided for in the relevant Sub-Fund’s investment policy. If otherwise provided for in a Sub-Fund’s investment policy, investments made in units of other Sub-Funds of the Company, UCITS and/or other UCIs referred to in Paragraph 2.1.6 may be made for up to 20% of the net assets of the relevant Sub-Fund into one single Sub-Fund, UCITS and/or other UCI, provided that investments made in units of UCIs other than UCITS may not exceed, in aggregate, 30% of the net assets of the relevant Sub-Fund.”

- 2.2 On page 115 of the Prospectus, section 2.3.2 of Appendix II thereof shall be deleted in its entirety and may be ignored.

- 2.3 On page 115 of the Prospectus, sections 2.3.3 and 2.3.4 of Appendix II thereof shall be re-numbered as sections 2.3.2 and 2.3.3 respectively.

- 2.4 The following paragraph shall be inserted in Appendix II of the Prospectus as a new section 2.3.4:–

“2.3.4 When a Sub-Fund invests (the “investor Fund”) in shares of another Sub-Fund of the Company (the “target Fund”):

- the target Fund may not itself invest in the investor Fund;
- the target Fund may not invest more than 10% of its net assets in another Sub-Fund of the Company;

- any voting rights which may be attached to the shares of the target Fund will be suspended for the investor Fund for the duration of the investment;
- the net asset value of the shares of the target Fund may not be considered for the purpose of the requirement that the capital of the Company should be above the legal minimum as specified in the 2010 Law, currently €1,250,000."

2.5 The following paragraph shall be inserted in Appendix II of the Prospectus as a new section 2.3.5:–

"2.3.5 If so provided for in the relevant Sub-Fund's investment policy, a Sub-Fund ("Feeder") may invest at least 85% of its assets in units or shares of another UCITS ("Master") authorised according to Directive 2009/65/EC (or a portfolio of such UCITS)."

3. AMENDMENTS TO THE PROCEDURES OF TERMINATION/MERGER OF SUB-FUNDS

3.1 Pursuant to the Amendments, on page 128 of the Prospectus, the following statement which appears in the last sentence of the first paragraph under section 8 of Appendix III thereof shall be deleted and may be ignored:–

"or, upon at least 30 days' prior notice, merge such Sub-Fund with another Sub-Fund of the Company or with another Luxembourg undertaking for collective investment in transferable securities"

3.2 On page 128 of the Prospectus, the last two paragraphs under section 8 of Appendix III thereof shall be deleted in their entirety and replaced with the following:–

"If the Directors determine that for reasons other than (i) the minimum size of its assets; or (ii) changes in the economic and political situation affecting a Sub-Fund; or (iii) that it is in the best interests of the Shareholders, such Sub-Fund is to be terminated by compulsory redemption of all Shares of the Sub-Fund, such termination may be effected only upon the prior approval of the Shareholders of the Sub-Fund to be terminated at a duly convened meeting of the Shareholders which may be validly held without a quorum requirement and decided upon a simple majority of the Shares represented.

The Directors shall have the power, in accordance with the provisions of the 2010 Law, to merge a Sub-Fund, either as receiving or merging fund, with another Sub-Fund of the Company or with another UCITS (whether established in Luxembourg or another Member State and whether such UCITS is incorporated as a company or is a contractual type fund) or with a sub-fund of such UCITS. The Company shall send a notice to the Shareholders of the relevant Funds in accordance with the provisions of CSSF Regulation 10-5. Every Shareholder of the relevant Funds shall have the opportunity of requesting the redemption or the conversion of his own shares without any cost (other than the cost of disinvestment) during a period of at least 30 days before the effective date of the merger, it being understood that the effective date of the merger takes place within five business days after the expiry of such notice period.

A merger having as effect that the Company as a whole will cease to exist must be decided by the Shareholders of the Company before notary. No quorum is required and the decision shall be taken at a simple majority of the Shareholders present or represented and voting.”

4. AMENDMENTS TO THE CIRCUMSTANCES FOR SUSPENSION OF VALUATIONS

4.1 Pursuant to the Amendments, on page 129 of the Prospectus, the following two items shall be added as circumstances under which valuations of a Sub-Fund would be suspended under the first paragraph of section 9 of Appendix III thereof:–

“(f) following a decision to merge a Sub-Fund or the Company, if justified with a view to protecting the interest of Shareholders; or

(g) in case a Sub-Fund is a Feeder of another UCITS (or a sub-fund thereof), if the net asset value calculation of the Master UCITS (or the sub-fund thereof) is suspended.”

4.2 On page 129 of the Prospectus, the word “or” appearing at the end of item (d) under the first paragraph of section 9 of Appendix III thereof shall be deleted in its entirety and may be ignored.

5. Creation of Class I3 Shares for each of the American Growth Fund, Asia Total Return Fund, Asian Equity Fund, Asian Small Cap Equity Fund, Dragon Growth Fund, European Growth Fund, Global Contrarian Fund, Global Property Fund, Global Resources Fund, Greater China Opportunities Fund, Healthcare Fund, India Equity Fund, International Growth Fund, Japanese Growth Fund, Strategic Income Fund, U.S. Bond Fund, U.S. Small Cap Equity Fund, U.S. Special Opportunities Fund and U.S. Treasury Inflation-Protected Securities Fund

5.1 On page 7 of the Prospectus, the following definition of “Manulife Entity” shall be added to appear following the definition of “Major Currency” in section 1 thereof:–

“Manulife Entity” means any entity in the Manulife Financial group.

5.2 On page 11 of the Prospectus, the following bullet point shall be added to appear following the fourth bullet point in the second paragraph of section 3.1 thereof:–

“• Class I3 Shares are available for investment only by:

(i) any collective investment scheme or mutual fund managed by a Manulife Entity; or

(ii) Institutional Investors who at the time of receipt of subscription have entered into an agreement with a Manulife Entity in relation to fees;

and, who meet the requirements as determined or waived by the General Adviser and Distributor at its sole discretion.”

5.3 On page 23 of the Prospectus, the third sentence of the second paragraph under section 8.1 thereof shall be deleted in its entirety and replaced with the following sentence:-

“The price of Class HA, Class HC, Class HI, Class I, Class I2, Class I2 SGD Hedged, Class I3, Class J, Class T, Class S and Class S Hedged Shares will not be published and will be available at the registered office of the Company.”

5.4 On page 27 of the Prospectus, the following information shall be inserted in the table appearing in section 8.2.7 thereof:-

| Name of Share Class | Initial Charge | Initial Subscription Price (per Share) |
|--|--|---|
| Class I3 Shares of:- <ul style="list-style-type: none"> • American Growth Fund • Asia Total Return Fund • Asian Equity Fund • Asian Small Cap Equity Fund • Dragon Growth Fund • European Growth Fund • Global Contrarian Fund • Global Property Fund • Global Resources Fund • Greater China Opportunities Fund • Healthcare Fund • India Equity Fund • International Growth Fund • Japanese Growth Fund • Strategic Income Fund • U.S. Bond Fund • U.S. Small Cap Equity Fund • U.S. Special Opportunities Fund • U.S. Treasury Inflation-Protected Securities Fund | Currently, no initial charge will be imposed | US\$1.00 |

5.5 On page 30 of the Prospectus, the first sentence of the second paragraph under section 9.4.2.1 thereof shall be deleted in its entirety and replaced with the following sentence:-

“Performance fees may be levied in respect of each of the Classes AA (AUD Hedged), AA (CAD Hedged), AA (HKD), AA (AUD Hedged) Inc, AA (CAD Hedged) Inc, AA (HKD) Inc, HA, HC, HI, I, I2, I2 SGD Hedged, I3, S, S Hedged and T Shares although no such performance fees are currently levied in respect of any of these Classes.”

5.6 On page 32 of the Prospectus, the first sentence of the first paragraph under section 9.5.1 thereof shall be deleted in its entirety and replaced with the following paragraph:-

“Although an initial charge of up to 6% may be deducted from any subscription monies received from investors, no such initial charge is presently levied on Shareholders in respect of Class A, Class HC, Class HI, Class I, Class I3 and Class J Shares.”

5.7 On page 32 of the Prospectus, the last sentence of the second paragraph under section 9.5.1 thereof shall be deleted in its entirety and replaced with the following sentence:-

“No redemption charge is presently levied in respect of Class AA, Class AA (AUD Hedged), Class AA (CAD Hedged), Class AA (HKD), Class AA Inc, Class AA (AUD Hedged) Inc, Class AA (CAD Hedged) Inc, Class AA (HKD) Inc, Class I, Class I2, Class I2 SGD Hedged, Class I3, Class J, Class S, Class S Hedged or Class T Shares.”

5.8 On page 34 of the Prospectus, the third sentence of the first paragraph under section 10.2.1 thereof shall be deleted in its entirety and replaced with the following sentence:-

“The Company is liable in Luxembourg to a tax of 0.01% per annum in respect of the aggregate Net Asset Value of Class HI, Class I, Class I3 and Class J Shares of all the Sub-Funds, such tax being payable quarterly on the basis of the value of the net assets of the Company at the end of the relevant calendar quarter.”

5.9 On page 40 of the Prospectus, the first table appearing in Appendix I thereof shall be updated to insert a new Class I3 for each of the American Growth Fund, Asia Total Return Fund, Asian Equity Fund, Asian Small Cap Equity Fund, Dragon Growth Fund, European Growth Fund, Global Contrarian Fund, Global Property Fund, Global Resources Fund, Greater China Opportunities Fund, Healthcare Fund, India Equity Fund, International Growth Fund, Japanese Growth Fund, Strategic Income Fund, U.S. Bond Fund, U.S. Small Cap Equity Fund, U.S. Special Opportunities Fund and U.S. Treasury Inflation-Protected Securities Fund.

5.10 The following information regarding Class I3 Shares for each of the American Growth Fund, Asia Total Return Fund, Asian Equity Fund, Asian Small Cap Equity Fund, Dragon Growth Fund, European Growth Fund, Global Contrarian Fund, Global Property Fund, Global Resources Fund, Greater China Opportunities Fund, Healthcare Fund, India Equity Fund, International Growth Fund, Japanese Growth Fund, Strategic Income Fund, U.S. Bond Fund, U.S. Small Cap Equity Fund, U.S. Special Opportunities Fund and U.S. Treasury Inflation-Protected Securities Fund shall be inserted into the relevant tables appearing in Appendix I of the Prospectus in respect of each of the above Sub-Funds:-

| | |
|--|---|
| Class | I3 |
| Currency of Denomination | USD |
| Distribution Frequency | Annually |
| Minimum Initial Investment | N/A |
| Minimum Holding | N/A |
| Minimum Subsequent Investment | N/A |
| Initial Charge | N/A |
| Switching Charge | Up to 1% of the Net Asset Value of the shares being switched |
| Redemption Charge | N/A |
| Management Fee (as a % p.a. of the NAV) | To be separately agreed with the relevant Manulife Entity |
| Performance Fee | N/A |
| Formation Expenses | Formation expenses of Class I3 Shares amounted to approximately US\$22,000 in aggregate |

6. APPOINTMENT OF A NEW DIRECTOR TO THE BOARD OF DIRECTORS OF THE COMPANY

Mr. Clive Anderson has been appointed to the Board of Directors of the Company, such appointment having been approved by the Shareholders at the annual general meeting of the Company on 17 October 2014. Accordingly, on page 9 of the Prospectus, the list of Directors appearing in section 2 thereof shall be updated to include the following:–

“ Clive Anderson

51 Bras Basah Road #09-00
Singapore, 189554”

7. CHANGE OF CONDUCTING PERSONS OF THE COMPANY

Isaac Cheuk Pang Wong has resigned as Conducting Person of the Company and has been replaced by Donna Cotter with effect from 31 July 2014. Accordingly, all existing references to Isaac Cheuk Pang Wong in his capacity as Conducting Person appearing on pages 9, 22 and 23 in the Prospectus shall be deleted and replaced with Donna Cotter. In particular, the name and address of Isaac Cheuk Pang Wong appearing in the list of Conducting Persons on page 9 of the Prospectus shall be deleted and replaced with the name of Donna Cotter and her address at 16th Floor, The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong SAR.

8. CHANGE OF ADDRESS OF THE GENERAL ADVISOR AND DISTRIBUTOR

All existing references to the address of the General Advisor and Distributor appearing on pages 9 and 23 in the Prospectus shall be deleted and replaced with the new address of the General Advisor and Distributor at The Goddard Building, Haggatt Hall, St. Michael, Barbados.

9. CHANGE OF DIRECTORSHIP OF THE GENERAL ADVISOR

Craig Doughty, Trevor Kreeel, Claudio Macchi and Isaac Cheuk Pang Wong have resigned and been replaced by Clive Anderson, David Thomas, Donna Cotter and Steve Chiu as directors of the General Advisor with effect from 1 July 2014. Accordingly, paragraph 7(d)(ii) of Appendix II appearing on page 122 of the Prospectus shall be deleted in its entirety and replaced with the following:–

“The Directors of the General Adviser are Clive Anderson, David Thomas, Donna Cotter and Steve Chiu, each of whose address for the purpose of this Prospectus is The Goddard Building, Haggatt Hall, St. Michael, Barbados.”

10. CHANGE OF DIRECTORSHIP OF THE CYPRUS SUBSIDIARY

Robert A. Cook has resigned and been replaced by Clive Anderson as director of the Cyprus Subsidiary with effect from 17 October 2014. Accordingly, the name of Robert A. Cook appearing on page 122 of the Prospectus shall be deleted and replaced with the name of Clive Anderson.

11. NON-ISSUANCE OF NEW SHARE CERTIFICATES

11.1 On page 23 of the Prospectus, the second and third paragraphs under section 7 thereof shall be deleted in their entirety and replaced with the following:–

“Shares are available in either certificated registered form or non-certificated registered form. However, from 2 February 2015, the Distributor will not accept any instructions to issue a certificate in respect of any registered Shares and accordingly, no further Share certificates will be issued to existing and future investors. Although bearer Shares have been issued in the past, no further bearer Shares will be issued. Fractions of registered Shares to three decimal places will be issued where appropriate. It is recommended that investors hold registered Shares in non-certificated form, as this will enable Shares to be switched or redeemed more easily.

Holders of bearer Shares or certificated registered Shares may request to convert their Shares to non-certificated registered Shares only. All costs incurred in such conversion shall be borne by the relevant Shareholder.”

11.2 On page 30 of the Prospectus, the third sentence under section 8.5 thereof shall be deleted in its entirety and may be ignored.

11.3 On page vii of the Hong Kong Covering Document, the second paragraph under section 3.2.7 thereof shall be deleted in its entirety and may be ignored.

12. UPDATES ON SECTION 11.2 (REPORTS)

12.1 On page 39 of the Prospectus, the second sentence in the first paragraph under section 11.2 thereof shall be deleted in its entirety and replaced with the following:–

“The annual report and accounts of the Company together with an investment management report will be made available to Shareholders within four months of the relevant financial year-end.”

12.2 On page 39 of the Prospectus, the fourth and fifth sentences in the first paragraph under section 11.2 thereof shall be deleted in their entirety and replaced with the following:–

“Unaudited semi-annual reports will be available within two months of the end of the relevant financial half-year. All reports will be made available to holders of registered Shares in electronic form.”

13. PAYMENT OF REDEMPTION PROCEEDS TO THIRD PARTIES

13.1 On page 29 of the Prospectus, the last sentence in the third paragraph under section 8.4.2 thereof shall be deleted in its entirety and replaced with the following:–

“Except with the prior consent of the relevant Shareholders and as permitted by the relevant distributor at its discretion and subject to satisfaction of all relevant procedures as determined by the relevant distributor from time to time, no payment of redemption proceeds will be made to any third party.”

13.2 On page ix of the Hong Kong Covering Document, the last paragraph under section 3.4.4 thereof shall be deleted in its entirety and replaced with the following:–

“Except with the prior consent of the relevant Shareholders and as permitted by the Hong Kong Distributor at its discretion and subject to satisfaction of all relevant procedures as determined by the Hong Kong Distributor from time to time, no payment of redemption proceeds will be made to any third party.”

14. Formation Expenses of Class AA (AUD Hedged) Shares, AA (CAD Hedged), AA (HKD), AA (AUD Hedged) Inc, AA (CAD Hedged) Inc, AA (HKD) Inc of the American Growth Fund, Asian Small Cap Equity Fund, Global Contrarian Fund, Global Property Fund, Asia Total Return Fund, Strategic Income Fund, U.S. Bond Fund and U.S. Special Opportunities Fund

The description of the formation expenses of Class AA (AUD Hedged) Shares, AA (CAD Hedged), AA (HKD), AA (AUD Hedged) Inc, AA (CAD Hedged) Inc, AA (HKD) Inc for each of the Asian Small Cap Equity Fund, Global Contrarian Fund, Global Property Fund, Asia Total Return Fund, Strategic Income Fund, U.S. Bond Fund and U.S. Special Opportunities Fund as set out in the relevant tables appearing in Appendix I of the Prospectus in respect of each of the above Sub-Funds shall be ignored in its entirety and replaced with the following:–

“Formation expenses of Class AA (AUD Hedged), AA (CAD Hedged), AA (HKD), AA (AUD Hedged) Inc, AA (CAD Hedged) Inc, AA (HKD) Inc of the American Growth Fund, Asian Small Cap Equity Fund, Global Contrarian Fund, Global Property Fund, Asia Total Return Fund, Strategic Income Fund, U.S. Bond Fund and U.S. Special Opportunities Fund amounted to approximately US\$42,000 in aggregate and are amortised over a 5-year period commencing from the inception date.”

15. CLARIFICATION REGARDING SHARE SWITCHING PROCEDURE

15.1 The first sentence in the first paragraph under, respectively, section 8.3.1 on page 28 of the Prospectus and section 3.3.1 on page vii of the Hong Kong Covering Document shall be deleted in its entirety and replaced with the following:–

“Shareholders may switch some or all of their Shares in one Sub-Fund to Shares in another Sub-Fund only within the same Class or category, provided that Shares of Classes AA, AA (AUD Hedged), AA (CAD Hedged), AA (HKD), AA Inc, AA (AUD Hedged) Inc, AA (CAD Hedged) Inc and/or AA (HKD) Inc (collectively, the “**AA Classes**”) in any Sub-Fund shall, for the purposes of switching, be deemed to be within the same category and may be switched to Shares of any of the AA Classes whether in the same Sub-Fund or another Sub-Fund.”

Save as varied above, the provisions of the Hong Kong Offering Document shall remain valid and in effect.

The Directors of the Company have taken all reasonable care to ensure that the information contained in this Addendum is true and accurate in all material respects and that no other material facts have been omitted which would make misleading any statement of fact or opinion contained in this Addendum and accept responsibility accordingly.

The Board

Manulife Global Fund

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