

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

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

Notice to Shareholders
("Notice")

25 March 2019

Dear Shareholder

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

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

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

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

1. Appointment of Management Company

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

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

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

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

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

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

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

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

3. Termination of the General Adviser

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

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

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

4. General and Administrative Updates

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

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

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

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

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

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

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

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

General

For Hong Kong Shareholders Only. The Company's Prospectus, the Hong Kong Covering Document and the Product Key Facts Statement of each Sub-Fund are available from the office of the Hong Kong Representative and are also available at www.manulifefunds.com.hk¹.

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

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

For and on behalf of the Board

¹ This website has not been reviewed by the SFC.