

**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 financial advice.***

**Notice to Shareholders**

5 May, 2014

Dear Shareholder,

We are writing to inform you of some important 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 16 June 2014. This Notice, which summarizes the major changes for your easy reference, should be read in conjunction with 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 Revised Prospectus.

In order to streamline the share class structure of the Company, the board of directors of the Company (the "**Board**") has determined, in respect of certain Sub-Funds of the Company, to add: (a) Class AA Inc, Class AA (AUD Hedged) Inc, Class AA (CAD Hedged) Inc, Class AA (HKD) Inc and Class I2 SGD Hedged Shares, in respect of which interim dividends (if any) are to be declared monthly and which may, at the discretion of the Board, be paid out of both income and realized capital gains (and, in certain circumstances, may be paid out of capital) of the relevant Sub-Fund; and (b) Class AA (AUD Hedged), Class AA (CAD Hedged) and Class AA (HKD) Shares, in respect of which dividends (if any) are to be declared annually and paid out of investment income of the relevant Sub-Fund. Please note that any offer by the Company of such new Classes will be made in accordance with the applicable law, regulations and restrictions of the relevant jurisdiction(s) and, as a result, such new Classes may not be available for investment by you or in your country.

The Board has further decided that it is appropriate to implement the following changes in order to optimize the overall management of the various Sub-Funds and better meet the needs of investors:-

**1. Global Resources Fund**

**a. Change of Investment Manager**

After considerable analysis and review, the Board has determined that it is in the interests of the Shareholders of the Sub-Fund to replace the existing Investment Manager of the Sub-Fund, Manulife Asset Management (Hong Kong) Limited ("**MAM HK**"), with Manulife Asset Management (US) LLC ("**MAM US**"), as the new Investment Manager. MAM US has extensive investment experience in investing in the resources sector and has demonstrated repeated proficiency in its research and recommendations with a proven track record. MAM US is currently also the Investment Manager of the American Growth Fund, Global Contrarian Fund, Global Property Fund, Healthcare 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.

The change will take effect on 1 November 2014, being not less than one month from the date of this notice.

**b. Removal of the Sub-Investment Manager**

After considerable analysis and review, the Board has determined that it is in the interests of the Shareholders of the Sub-Fund to terminate the appointment of the existing Sub-Investment Manager of the Sub-Fund, Amundi S.A. To the best knowledge and belief of the Board, the removal of this Sub-Investment Manager will have no adverse impact on the Sub-Fund.

The removal of the Sub-Investment Manager will take effect on 1 November 2014, being not less than one month from the date of this notice.

Shareholders who do not agree to these changes may apply to redeem or to switch their holding in the relevant Sub-Fund(s) to Shares of the same Class or category in any other Sub-Fund(s) free of any switching or redemption charges before 1 November 2014. For further details on conversions and redemptions, please see "General" below.

## **2. *Asia Total Return Fund – Renaming of the existing Class AA Shares and Amendment of Dividend Policy***

The Board has determined that the existing Class AA Shares of the Sub-Fund shall be renamed as Class AA Inc Shares (as described above) with effect from 16 June 2014, being not less than one month from the date of this notice. The investment objective and policy, dealing procedures and current levels of the charges and expenses of the Sub-Fund remain unchanged.

Currently, after deduction of the fees and charges and other expenses attributable to the Sub-Fund, at least 85% of the available net investment income of the Sub-Fund will be distributed to Shareholders, with final dividends (if any) to be declared annually in respect of the Sub-Fund within 15 days after approval at the annual general meeting of the Company. Dividends (if any) will, unless Shareholders had previously indicated otherwise in writing to the Administrator or the Hong Kong Distributor of the Company their request that any dividends payable to them be paid in cash, be automatically reinvested in further shares of Class AA. If the amount of any dividend payable is less than US\$50.00, such dividend will also be reinvested in additional Class AA Shares, notwithstanding any previous indication to receive cash dividends.

The Board has decided to amend the dividend policy in relation to the Class AA Shares (upon being renamed as Class AA Inc Shares) of the Sub-Fund such that dividends may be paid out of both income and realized capital gains (and, in certain circumstances, out of capital) of the Sub-Fund (instead of only out of investment income). In addition, as opposed to what is described in the paragraph above, dividends (if any) after the renaming of the Class AA Shares will be paid in cash to Shareholders unless such Shareholders had previously indicated otherwise in writing to the Administrator or the Hong Kong Distributor of the Company their request that any dividends payable to them be reinvested in additional Class AA Inc Shares. For the avoidance of doubt, Shareholders who had not, prior to the renaming of the Class AA Shares, requested that dividends payable to them be paid in cash will be deemed, after the renaming of the Class AA Shares, to have requested that any dividends payable to them be reinvested in additional Class AA Inc Shares (unless they further indicate in writing to the Administrator or the Hong Kong Distributor of the Company their request to now receive cash dividends). If the amount of any dividend payable is less than US\$50.00, such dividend will also be reinvested in additional Class AA Inc Shares. Please refer to Section 10 of the Revised Prospectus for further details regarding such amended dividend policy.

The Board has further determined that, after renaming the existing Class AA Shares of the Sub-Fund as Class AA Inc Shares, a new Class of Shares - Class AA Shares - of the Sub-Fund will be created, which will have the same investment objective, policy and restrictions applicable to the (renamed) Class AA Inc Shares. Dividends (if any) in respect of the new Class AA Shares of the Sub-Fund will be declared annually and paid out of investment income of the Sub-Fund. Please refer to the relevant information table under Appendix I of the Revised Prospectus with specific reference to the Sub-Fund for further details of the features of the new Class AA Shares.

## **3. *Removal of Performance Fees applicable to Class A, Class AA and Class T Shares of Sub-Funds managed by Manulife Asset Management entities***

The Board has determined that all performance fees currently applicable to Class A, Class AA and Class T Shares (as applicable) of the following Sub-Funds of the Company (in respect of which any of MAM HK, MAM US or Manulife Asset Management (Europe) Limited (as the case may be) currently acts as Investment Manager) shall no longer be payable with effect from 16 June 2014, being not less than one month from the date of this notice:

**Manulife Asset Management (Hong Kong) Limited**

Asia Total Return Fund  
Asian Equity Fund  
Asian Small Cap Equity Fund  
Dragon Growth Fund  
India Equity Fund  
Japanese Growth Fund  
Taiwan Equity Fund

**Manulife Asset Management (US) LLC**

American Growth Fund  
Global Contrarian Fund  
Global Property Fund  
Global Resources Fund  
Healthcare 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

**Manulife Asset Management (Europe) Limited**

European Growth Fund  
International Growth Fund

No performance fees have accrued, or are payable, in respect of Class A, Class AA or Class T Shares of any of the above Sub-Funds for the current performance period.

**4. Dragon Growth Fund – Renaming of Class AA Shares**

The Board has determined that the Class AA Shares of the Sub-Fund shall be renamed as Class AA (HKD) Shares with effect from 16 June 2014, as such Class AA Shares are currently, and will continue to be, denominated in Hong Kong Dollars. The investment objective and policy, dealing processes, dividend policy and current levels of the charges and expenses of the Sub-Fund remain unchanged.

**General**

If you do not agree with the change to be made to the dividend policy applicable to Class AA (to be renamed as Class AA Inc) Shares of the Asia Total Return Fund as described in section 2 above, you may apply to redeem or to switch your holding in the relevant Sub-Fund(s) to Shares of the same Class or category in any other Sub-Fund(s) free of any switching or redemption charges before 16 June 2014. You can only switch your holding into Shares of the same Class or category of another Sub-Fund (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 AA (HKD) Inc shall, for the purposes of switching, be deemed to be within the same category), 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 a redemption, the redemption proceeds will be paid to you in accordance with the provisions of the Revised 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 Revised 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.

Shareholders requiring further information about any of the matters set out in this Notice may contact the Administrator of the Company, Citibank International plc (Luxembourg Branch) at telephone number (352) 45 14 14 258 or fax number (352) 45 14 14 332) 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**