

宏利環球基金
Société d'investissement à capital variable
註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. Luxembourg B.26141

此乃重要文件，務須閣下即時垂注。閣下如有任何疑問，應徵詢獨立的專業意見。

**致宏利環球基金 – 環球股票基金股東通知書
(「本通知書」)**

2019年10月28日

親愛的股東：

宏利環球基金（「本公司」）董事會（「董事」）謹致函通知閣下，本公司現擬將宏利環球基金 – 環球反向策略基金（「環球反向策略基金」）併入宏利環球基金 – 環球股票基金（「環球股票基金」）（「合併」）。除非具體指明，否則本函所載之所有更改將於2019年12月20日（「生效日期」）生效，而本函構成對有關事項的股東通知。

除非另有指明，否則本通知書中所用詞語及字句具有與本公司售股章程（「售股章程」）中獲賦予者相同的涵義。

1. 合併的背景／理由

董事認為，環球反向策略基金的資產已降至其無法以具備經濟效益的方式來運作的水平，並確定投資目標大致相若、並由相同投資管理團隊監督的環球股票基金這項子基金作為合併對象。董事認為，環球反向策略基金與環球股票基金的股東預料因合併而同時受惠於環球股票基金投資規模提升以及達到規模經濟效益而可能令營運及行政開支下降。

根據本公司組織章程第21條規定，董事認為，於生效日期將環球反向策略基金併入環球股票基金乃符合股東的最佳利益。

2. 合併

於生效日期營業時間結束時，環球反向策略基金的資產及負債將會併入環球股票基金的資產及負債。於生效日期營業時間結束時，環球反向策略基金的股東若仍未行使其贖回或轉換股份的權利，將會成為環球股票基金的股東，而環球反向策略基金將不再存在。

環球反向策略基金的股東將會收取環球股票基金相應類別某個數目的股份，該股份總數釐定辦法，是將所持環球反向策略基金有關類別股份的數目乘以換股比率。每一類別換股比率的計算辦法，則是將環球反向策略基金有關類別股份於生效日期計算的每股資產淨值，除以環球股票基金相應股份類別於生效日期同一時間計算的每股資產淨值。

3. 對環球股票基金股東的影響

根據本公司組織章程第22條規定，並為方便進行合併，董事已決定，由生效日期前的交易日起至生效日期完結為止暫停環球股票基金股份的認購、贖回及轉換。凡本公司於該暫停期收到有關認購、贖回及轉換環球股票基金股份的指示將會留待生效日期後恢復辦理認購、贖回及轉換的下一個交易日處理。本公司已向存管處查詢，而存管處並無對上述所提出的暫停及恢復股份認購、贖回及轉換有任何異議。

合併完成時，環球股票基金的股東將一如以往繼續持有相同的環球股票基金股份，而該等股份所附帶權利將不會有變動。

除了管理資產增加可令每股股份應佔投資組合的交易費用輕微下降之外，本公司預料不會對環球股票基金的股東構成任何影響。環球股票基金投資組合將不會因應合併而重新調整，而環球股票基金將會在合併生效時繼續奉行其現有投資目標及策略。

合併不會對環球股票基金的投資目標、策略及風險取向構成影響，亦不會導致環球股票基金的營運及／或管理方式出現任何改變，不會導致環球股票基金或其股東所承擔的費用有所增加，亦不會對環球股票基金現有股東的任何權利或權益構成重大損害。

4. 合併開支

環球股票基金或其股東將毋須承擔籌備及完成合併的相關開支。

5. 股東權利

贖回及轉換股份

閣下如不欲參與合併，則可遵照售股章程（及如屬香港股東，則香港說明文件）之規定申請贖回閣下的股份，又或將之轉換為本公司另外一項或多項子基金股份（及如屬香港股東，該等子基金須獲香港證券及期貨事務監察委員會（「證監會」）獲准向香港公眾人士銷售¹），而毋須支付任何轉換或贖回費。

若閣下選擇贖回閣下的股份，贖回款項將按照售股章程（及如屬香港股東，則香港說明文件）的規定向閣下支付。若閣下選擇將閣下的股份轉換為本公司另一項子基金的持股，轉換款項將會遵照售股章程（及如屬香港股東，則香港說明文件）的規定而按適用於該子基金的認購價用作購入閣下所指定子基金的股份。

任何有關閣下的股份之轉換或贖回可能會影響閣下的稅務狀況。因此，閣下應向閣下的專業顧問尋求指引，了解各註冊成立公司、營業所、國籍、居留權或居籍所屬國家的司法管轄區的任何適用稅項。

索取進一步資料的權利

應閣下要求，閣下可索取核數師就合併而編列的報告以及合併一般條款的副本。兩者均可於本公司註冊辦事處索取。

只適用於香港股東：本公司的售股章程、香港說明文件及有關各子基金的產品資料概要（「香港提呈發售文件」）於香港代表的辦事處可供索取，並載於 www.manulifefunds.com.hk²。反映合併的經更新香港提呈發售文件將於適當時候編備。

6. 一般資料

股東若需要有關本通知書所載任何事項的進一步資料，可於一般營業時間內隨時與本公司執行人 Citibank Europe plc, Luxembourg Branch 聯絡（電話號碼：(352) 45 14 14 316 或傳真號碼：(352) 45 14 14 850），或與香港分銷商宏利投資管理（香港）有限公司（前稱宏利資產管理（香港）有限公司）聯絡（電話號碼：(852) 2108 1110 或傳真號碼：(852) 2810 9510）。

¹ 證監會的認可並非對本公司或其子基金的推薦或認許，亦不保證本公司或其子基金或其表現的商業優點。此項認可不表示本公司或其子基金適合所有投資者，亦不表示證監會認許本公司或其子基金適合任何特定投資者或特定類別的投資者。

² 此網站未經證監會審閱。

就董事深知及確信（彼等已採取一切合理審慎措施以確保事實如此），本通知書所載資料均與事實相符，且無遺漏任何有可能影響該等資料於本通知書日期的含義的事實。董事願就本通知書內容的準確性承擔全部責任。

代表

宏利環球基金

董事會
謹啟

Manulife Global Fund
Société d'investissement à capital variable
Registered office: 31, Z.A. Bourmicht, L-8070 Bertrange
Grand Duchy of Luxembourg
R.C.S. Luxembourg B.26141

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.**

**Notice to Shareholders of the Manulife Global Fund – Global Equity Fund
("Notice")**

28 October 2019

Dear Shareholder

The board of directors (the "**Directors**") of Manulife Global Fund (the "**Company**") is writing to you to advise you of the proposed merger of Manulife Global Fund – Global Contrarian Fund (the "**Global Contrarian Fund**") into Manulife Global Fund – Global Equity Fund (the "**Global Equity Fund**") (the "**Merger**"). All changes set out in this letter take effect on 20 December 2019 (the "**Effective Date**"), unless specifically stated and this letter forms notice to Shareholders of that fact.

Words and phrases used in this Notice shall, unless otherwise provided, have the same meanings as are ascribed to them in the prospectus of the Company ("**Prospectus**").

1. Background / Rationale for the Merger

The Directors believe that the assets of the Global Contrarian Fund have decreased to a level whereby the Global Contrarian Fund cannot be operated in an economically efficient manner and have identified the Global Equity Fund as a Sub-Fund presenting a broadly similar investment objective that is overseen by the same investment management team to be merged with. The Directors believe that, as a result of the Merger, Shareholders of both the Global Contrarian Fund and the Global Equity Fund are expected to benefit from the increased scale of the investments in the Global Equity Fund and from economies of scales that may result in lower operating and administrative expenses.

In accordance with Article 21 of the Company's Articles of Incorporation, the Directors believe that it is in the best interest of Shareholders to merge the Global Contrarian Fund into the Global Equity Fund on the Effective Date.

2. The Merger

At the close of business on the Effective Date, the assets and liabilities of the Global Contrarian Fund will be merged into the assets and liabilities of the Global Equity Fund. At the close of business on the Effective Date, Shareholders of the Global Contrarian Fund who have not exercised their right to redeem or switch their Shares will become Shareholders of the Global Equity Fund and the Global Contrarian Fund will cease to exist.

The Shareholders of the Global Contrarian Fund will receive a number of Shares of the corresponding Class in the Global Equity Fund, the total number of which will be determined by multiplying the number of Shares in such Class in the Global Contrarian Fund by the exchange ratio. The exchange ratio will be

calculated for each Class by dividing the Net Asset Value per Share of such Class in the Global Contrarian Fund calculated on the Effective Date by the Net Asset Value per Share in the corresponding Share Class in the Global Equity Fund calculated at the same time on the Effective Date.

3. Impact on the Shareholders of the Global Equity Fund

In accordance with Article 22 of the Company's Articles of Incorporation and in order to facilitate the Merger, the Directors have decided to suspend subscriptions, redemptions and switches of Shares of the Global Equity Fund commencing on the Dealing Day prior to the Effective Date and ending at the end of the Effective Date. All instructions in respect of subscription, redemption and switching of Shares of the Global Equity Fund received by the Company during such suspension period will be processed after resumption of subscriptions, redemptions and switches of Shares on the Dealing Day following the Effective Date. The Depositary has been consulted, and does not have any objection to the proposed suspension and resumption of subscriptions, redemptions and switches of Shares as set out in this paragraph.

Upon the Merger, Shareholders of the Global Equity Fund will continue to hold the same Shares in the Global Equity Fund as before and there will be no change in the rights attached to such Shares.

Save for an increase in assets under management, which may marginally decrease the trading costs of the portfolio attributable to each Share, it is not expected that there will be any impact on the Shareholders of the Global Equity Fund. There will be no re-positioning in respect of the Global Equity Fund portfolio to accommodate the Merger. The Global Equity Fund will continue to adhere to its existing investment objective and policy upon the Merger taking effect.

The Merger will have no effect on the investment objective, strategy and risk profile of the Global Equity Fund, will not result in any change in the operations and/or manner in which the Global Equity Fund are being managed, will not lead to an increase in the fees to be borne by any of the Global Equity Fund or its Shareholders, and will not materially prejudice any of the rights or interests of the existing Shareholders of the Global Equity Fund.

4. Costs of the Merger

There will be no costs associated with the preparation and the completion of the Merger charged to the Global Equity Fund or the Shareholders of the Global Equity Fund.

5. Shareholders Rights

Redemption and Switch of Shares

If you do not wish to participate in the Merger, you may apply to redeem your Shares or switch them into Shares of one or more of the other Sub-Funds of the Company (in the case of Hong Kong Shareholders, which are authorised by the Securities and Futures Commission of Hong Kong ("**SFC**") for sale to the public in Hong Kong¹) in accordance with the provisions of the Prospectus (and in the case of Hong Kong Shareholders, the Hong Kong Covering Document), free of any switching or redemption charges.

If you choose to redeem your Shares, the redemption proceeds will be paid to you in accordance with the provisions of the Prospectus (and in the case of Hong Kong Shareholders, the Hong Kong Covering Document). If you choose to switch your Shares to a holding in a different Sub-Fund of the Company, the

¹ The SFC's authorisation is not a recommendation or endorsement of the Company or its Sub-Funds nor does it guarantee the commercial merits of the Company or its Sub-Funds or their performance. It does not mean the Company or its Sub-Funds are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors.

proceeds will be utilised to purchase Shares in the Sub-Fund(s) specified by you at the Subscription Price applicable to that Sub-Fund in accordance with the provisions of the Prospectus (and in the case of Hong Kong Shareholders, the Hong Kong Covering Document).

Any switching or redemption of your Shares may affect your tax position. You should therefore seek guidance from your professional advisers on any applicable taxes in the jurisdiction of your respective incorporation, establishment, citizenship, domicile or residence.

Right to obtain further information

You may obtain, upon request, a copy of the report of the auditor on the Merger as well as a copy of the common terms of merger. Both are available at the registered office of the Company.

For Hong Kong Shareholders only: The Company's Prospectus, the Hong Kong Covering Document and the Product Key Facts Statement of the Sub-Funds (the "**Hong Kong Offering Documents**") will be available from the office of the Hong Kong Representative and at www.manulifefunds.com.hk². The updated version of the Hong Kong Offering Documents reflecting the Merger will be made available in due course.

6. General Information

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 Investment Management (Hong Kong) Limited (previously known as 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.

Yours faithfully

Board of Directors

For and on behalf of Manulife Global Fund

² This website has not been reviewed by the SFC.