

**MANULIFE GLOBAL FUND
SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE (SICAV)
31, Z.A. Bourmicht,
L-8070 Bertrange
Grand-Duché de Luxembourg
RCS Luxembourg B 26.141**

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

**NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY
AND
OTHER NOTICES**

Luxembourg, 16 October 2014

Dear Shareholder,

NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS OF THE COMPANY

An extraordinary meeting of shareholders of Manulife Global Fund (the “**Company**”) will be held at 101 Rue Cents, L-1319, Grand Duchy of Luxembourg at 11:00 a.m. Luxembourg time on 16 December 2014, for the purpose of considering and voting upon amendments to the articles of incorporation of the Company (the “**Articles**”) as proposed in the agenda below.

The changes are mainly prompted by the introduction of the European Union Undertakings for Collective Investment in Transferable Securities IV (UCITS IV) Directive and the subsequent changes in reference to the Luxembourg Law of 20 December 2002.

All terms used but not otherwise defined in this Notice of Extraordinary Meeting (the “**EGM Notice**”) shall have the meanings ascribed to them in the Articles.

Agenda of Extraordinary Meeting of Shareholders

1. To amend article 3 to replace the references to “the law of 20 December 2002” and to “the 2002 Law” by references to “the law of 17 December 2010” and “the 2010 Law” respectively.
2. To amend article 8 in order to supplement the definition of an “Unqualified Person” and to delete section (B) relating to the definition of “U.S. Person” to replace it by a cross-reference to the Prospectus of the Company where such term is defined.¹

¹ The changes are proposed in order to ensure that the definitions remain up-to-date and consistent with the use of such terms in the Prospectus for the purposes of the Company’s compliance with the provisions under the Foreign Account Tax Compliance Act.

3. To amend article 14 to clarify in the second paragraph that shareholder meetings may be presided by any person.
4. To amend article 16 (i) to replace the references to “the 2002 Law” by a reference to “the 2010 Law”, to replace the references to “Directive 85/611/EEC” by a reference to “Directive 2009/65/EC”, to replace the references to “first and second indents” by “(a) and (b)” and to replace the references to “as amended” by “as may be amended from time to time” and (ii) to provide that any Fund of the Company can, under the conditions of the law of 17 December 2010, invest into one or several other Funds of the Company and (iii) to allow for the possibility of creating feeder Funds.²
5. To amend article 20 to replace the reference to “Article 113 of the 2002 Law” by a reference to “Article 154 of the 2010 Law”.
6. To amend article 21 (i) to replace the reference to “the 2002 Law” by a reference to “the 2010 Law”, (ii) to clarify in the eighth last paragraph that shares of a given Class or Category may be converted into shares of the same Class or Category whether of another Fund or of the same Fund, (iii) to delete the references to mergers from the fifth last paragraph, (iv) to delete the words “or its merger with another Fund of the Company or with another Luxembourg UCITS, in each case” as well as the words “or merged” in the fourth last paragraph, (v) to delete the third and second last paragraphs and (vi) to add, at the end of the article two paragraphs relating to the merger provisions applicable under the 2010 Law.³
7. To amend article 22 to add a paragraph f) providing that the determination of the net asset value of Shares may be suspended in case of a merger of a Fund or of the Company, if justified with a view to protecting the interest of Shareholders, and to add a paragraph g) providing that the determination of the net asset value of Shares of a Fund that is a feeder fund may be suspended in case of suspension of the determination of the net asset value of Shares of the master fund.
8. To amend article 24 by deleting the last sentence relating to the payment of fees by the General Adviser, such provision being contained in the Company’s Prospectus.

² As permitted under the 2010 Law, by proposing these amendments, the Directors wish to retain the flexibility to create future Funds that may be able to invest up to 100% (and, at least 85%) of their net asset value into another UCITS.

³ The clarification on the convertibility among shares of the same Class or Category whether of another Fund or of the same Fund is proposed in order to recognize the fact that AA Inc, AA (HKD), AA (CAD Hedged), AA (AUD Hedged), AA (HKD) Inc, AA (CAD Hedged) Inc and AA (AUD Hedged) Inc Classes, in addition to the AA Class (collectively, the “**AA Classes**”), are now available to investors and to provide flexibility to Shareholders by facilitating switching between shares of the AA Classes, which (apart from denomination currency and for some Classes, dividend policy) essentially share the same features and are therefore deemed to be of the same Category under the Prospectus for the purposes of switching, whether it is within the same Fund or between different Funds.

In addition, the proposed changes to the merger provisions reflect certain new rules under the 2010 Law, pursuant to which, mergers are now permitted not only with Luxembourg UCITS, but also with other EU-UCITS and mergers are now permitted between a corporate-type fund, like the Company, and a contractual type fund. The proposed amendments also include certain changes intended to render the relevant provisions regarding merger procedures more reader-friendly.

9. To amend article 25 by deleting the words “sent to registered Shareholders and/or published and” in the last paragraph.⁴
10. To amend article 26 to include references to interim dividends and to simplify the dividend and interim dividend provisions in order to state that the board of directors of the Company may decide to distribute interim dividends, but that no distributions can be made where as a result of such distributions the capital of the Company would fall below the legal minimum.
11. To amend article 27 by deleting the words “Articles 67-1 and 142 of” and by replacing “Article 107 of the 2002 Law” by “Article 146 of the 2010 Law” in the last paragraph.
12. To amend article 30 to replace the reference to “the 2002 Law” by a reference to “the 2010 Law”.
13. To make miscellaneous amendments to articles 4, 5, 6, 8, 10, 11, 12, 13, 14, 15, 16, 17, 19, 21, 22, 23, 24, 25 and 26 to harmonise the terminologies used throughout the Articles, to delete any outdated, redundant or superfluous information and to introduce a table of contents.
14. To decide that the restated Articles be solely drafted in English and not be followed by a French translation.

The resolutions at such extraordinary meeting shall be passed by a majority of two-thirds of the Shares represented and voting in favour of the contemplated changes to the Articles and the minimum quorum of presence shall be no less than 50% of the Shares in issue. The extraordinary meeting shall be held no earlier than one month from the date of this EGM Notice. Accordingly, any of the contemplated changes, if approved by the resolutions, shall not take effect until at least one month after this EGM Notice.

A draft of the restated Articles showing all the contemplated changes will be available for inspection at the registered office of the Company and at the office of the Hong Kong Representative.

Voting Arrangements

In order to vote at the meetings:

- The holders of registered Shares may be present in person or represented by a duly appointed proxy;
- Shareholders who cannot attend the Extraordinary Meeting in person are invited to send a duly completed and signed proxy form to Citibank International plc (Luxembourg Branch), 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg to arrive no later than 5:00 p.m. Luxembourg time on 12 December 2014. Hong Kong Shareholders may also send their proxy forms to Citibank N.A. Hong Kong Branch, 50th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong SAR at no later than 5:00 p.m. Hong Kong Time on 12 December 2014. Proxy forms for the Extraordinary Meeting will be sent to registered

⁴ From a cost-efficiency perspective for Shareholders, the Directors propose to reflect the normal position under Luxembourg company law to make the annual accounts available to all Shareholders in electronic form in lieu of sending hard copies to registered Shareholders at their expense.

Shareholders with this EGM Notice and can also be obtained from the registered office of the Company.

If you do not agree with the changes to be made to the Articles, you may apply to redeem or to switch your holding in the relevant Sub-Fund(s) in accordance with the redemption and/or switching procedures as set out in 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.

OTHER NOTICES

1. Amendments to Investment Restrictions

In addition to the proposed changes to the Company as described above, the Directors of the Company have, after considerable analysis and review, determined to amend the investment restrictions applicable to the Company as currently stated in sections 2.3.1 and 2.3.2 in Appendix II of the Prospectus of the Company.

Pursuant to the amendments, the aggregate of investments by any Sub-Fund into other Undertakings for Collective Investment in Transferable Securities (UCITS) and/or other Undertakings for Collective Investments (UCIs) will be restricted to 10% of the net assets of the relevant Sub-Fund, unless otherwise provided for in such Sub-Fund's investment policy (in which case investments in any single UCITS and/or other UCI may be made for up to 20% of the net assets of the relevant Sub-Fund provided that aggregate investments made in other UCIs do not exceed 30% of the net assets of such Sub-Fund). In accordance with existing European rules and regulations, such revised investment restrictions would qualify the Sub-Funds for investment by other UCITS (which is not permissible under the current investment restrictions).

It is the opinion of the Directors of the Company that the amendment would be in the interests of the existing Shareholders by allowing other UCITS to invest into the Sub-Funds, which would in turn increase the assets under management of the relevant Sub-Funds and thereby allow for certain efficiencies to be achieved in the fees and expenses payable by such Sub-Funds.

The above changes to the investment restrictions will take effect as of the date of the Addendum (as defined below), being not less than one month from the date of these Other Notices (the "**Notice**").

2. Issuance of Reports

Shareholders are further informed that from the date of the Addendum, annual reports 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 and will no longer be sent to holders of registered Shares. Similarly, unaudited semi-annual reports of the Company will be available within two months of the end of the relevant financial half-year and will no longer be sent to holders of registered Shares.

All reports will be made available to holders of registered Shares in electronic form.

3. Non-issuance of New Share Certificates

Shareholders are finally informed that from the date of the Addendum, 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 Shareholders 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 wishing to convert their 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.

GENERAL

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.

The above changes will be reflected in the Addendum to the Prospectus of the Company (the “**Addendum**”) to be issued at a later date. This Notice, which summarises the amendments to the investment restrictions, issuance of reports and non-issuance of new share certificates for your easy reference, should be read in conjunction with the full text of the Addendum, which contains full and complete information about the changes, and the Prospectus of the Company.

If you do not agree with the changes to be made to the investment restrictions as described 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 until 17 November 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 redemption, the redemption proceeds will be paid to you in accordance with the provisions of the Prospectus of the Company. 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.

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 of the Company accept responsibility for the accuracy of the contents of this Notice.

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.

For and on behalf of the Board

MANULIFE GLOBAL FUND
SOCIETE D'INVESTISSEMENT A CAPITAL VARIABLE (SICAV)
31, Z.A Bourmicht,
L-8070 Bertrange
Grand-Duché de Luxembourg
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Please return this completed proxy form to Citibank International plc (Luxembourg Branch), 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg to arrive by 5:00 p.m. Luxembourg time on 12 December 2014. Hong Kong shareholders may also send their proxy forms to Citibank N.A. Hong Kong Branch, 50th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong SAR at no later than 5:00 p.m. Hong Kong time on 12 December 2014.

PROXY FORM

for the EXTRAORDINARY MEETING OF THE SHAREHOLDERS OF THE COMPANY

The undersigned, _____ residing in / with registered office at _____ and holder(s) of _____ shares of the Manulife Global Fund (the "Company") _____ (please insert the name of the sub-fund you are holding shares of) hereby appoint(s) as proxy with power of substitution: _____ (please insert name of proxyholder)

or, failing him/her, the Chairman of the Extraordinary Meeting to vote the said shares of the undersigned at the Extraordinary Meeting, which will be held at 101 Rue Cents, L-1319, Grand Duchy of Luxembourg at 11:00 a.m. Luxembourg time on 16 December 2014 or at any reconvened meeting having the same agenda, for the purpose of considering and voting upon the following matters:

AGENDA

In relation to the articles of incorporation of the Company (the "Articles"):

1. To amend article 3 to replace the references to "the law of 20 December 2002" and to "the 2002 Law" by references to "the law of 17 December 2010" and "the 2010 Law" respectively.
2. To amend article 8 in order to supplement the definition of an "Unqualified Person" and to delete section (B) relating to the definition of "U.S. Person" to replace it by a cross-reference to the Prospectus of the Company where such term is defined.
3. To amend article 14 to clarify in the second paragraph that shareholder meetings may be presided by any person.
4. To amend article 16 (i) to replace the references to "the 2002 Law" by a reference to "the 2010 Law", to replace the references to "Directive 85/611/EEC" by a reference to "Directive 2009/65/EC", to replace the references to "first and second indents" by "(a) and (b)" and to replace the references to "as amended" by "as may be amended from time to time" and (ii) to provide that any Fund of the Company can, under the conditions of the law of 17 December 2010, invest into one or several other Funds of the Company and (iii) to allow for the possibility of creating feeder Funds.

5. To amend article 20 to replace the reference to “Article 113 of the 2002 Law” by a reference to “Article 154 of the 2010 Law”.
6. To amend article 21 (i) to replace the reference to “the 2002 Law” by a reference to “the 2010 Law”, (ii) to clarify in the eighth last paragraph that shares of a given Class or Category may be converted into shares of the same Class or Category whether of another Fund or of the same Fund, (iii) to delete the references to mergers from the fifth last paragraph, (iv) to delete the words “or its merger with another Fund of the Company or with another Luxembourg UCITS, in each case” as well as the words “or merged” in the fourth last paragraph, (v) to delete the third and second last paragraphs and (vi) to add, at the end of the article two paragraphs relating to the merger provisions applicable under the 2010 Law.
7. To amend article 22 to add a paragraph f) providing that the determination of the net asset value of Shares may be suspended in case of a merger of a Fund or of the Company and to add a paragraph g) providing that that the determination of the net asset value of Shares of a Fund that is a feeder fund may be suspended in case of suspension of the determination of the net asset value of Shares of the master fund.
8. To amend article 24 by deleting the last sentence relating to the payment of fees by the General Adviser, such provision being contained in the Company’s prospectus.
9. To amend article 25 by deleting the words “sent to registered Shareholders and/or published and” in the last paragraph.
10. To amend article 26 to include references to interim dividends and to simplify the dividend and interim dividend provisions in order to state that the board of directors of the Company may decide to distribute interim dividends, but that no distributions can be made where as a result of such distributions the capital of the Company would fall below the legal minimum.
11. To amend article 27 by deleting the words “Articles 67-1 and 142 of” and by replacing “Article 107 of the 2002 Law” by “Article 146 of the 2010 Law” in the last paragraph.
12. To amend article 30 to replace the reference to “the 2002 Law” by a reference to “the 2010 Law”;
13. To decide miscellaneous amendments to articles 4, 5, 6, 8, 10, 11, 12, 13, 14, 15, 16, 17, 19, 21, 22, 23, 24, 25 and 26 to harmonise the terminology used throughout the Articles, to delete any outdated, redundant or superfluous information and to introduce a table of contents.
14. To decide that the restated articles of the Company be solely drafted in English and not be followed by a French translation.

In order to express your vote, please tick only one box in each row:

For	Against	Items
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All items 1 to 14 of the agenda above

OR

For	Against	Items
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Item 1 regarding the amendment of Article 3 of the Articles

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Item 2 regarding the amendment of Article 8 of the Articles

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Item 3 regarding the amendment of Article 14 of the Articles

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Item 4 regarding the amendment of Article 16 of the Articles

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Item 5 regarding the amendment of Article 20 of the Articles

Item 6 regarding the amendment of Article 21 of the Articles

Item 7 regarding the amendment of Article 22 of the Articles

Item 8 regarding the amendment of Article 24 of the Articles

Item 9 regarding the amendment of Article 25 of the Articles

Item 10 regarding the amendment of Article 26 of the Articles

Item 11 regarding the amendment of Article 27 of the Articles

Item 12 regarding the amendment of Article 30 of the Articles

Item 13 regarding the miscellaneous amendments to articles 4, 5, 6, 8, 10, 11, 12, 13, 14, 15, 16, 17, 19, 21, 22, 23, 24, 25 and 26 of the Articles

Item 14 regarding the decision to solely draft the restated Articles of Incorporation in English

Signature(s) of shareholder(s) (all joint holders must sign)

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