

Manulife Advanced Fund SPC

(an exempted segregated portfolio company incorporated with limited liability under the laws of the Cayman Islands)

(the “**Company**”)

SUPPLEMENT

to the

prospectus of the Company dated December 2012
(as amended or supplemented from time to time)

(the “**Prospectus**”)

relating to the

Asia-Pacific Equity Income Segregated Portfolio
(the “**Asia-Pacific Equity Income Fund**”)

and

additional general updates

21 August 2013

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IMPORTANT: This Supplement should be read in conjunction with the Prospectus (including but not limited to the selling restrictions and relevant risk factors set out therein) and the product key fact statement of the Asia-Pacific Equity Income Fund (“Product Key Fact Statement”) which together form the offering documents of the Company vis-à-vis the Asia-Pacific Equity Income Fund. This Supplement also contains additional general updates to the Prospectus (as more particularly described below). If you are in any doubt about the contents of this Supplement and/or the Prospectus and/or Product Key Fact Statement, you should seek independent professional financial advice.

This Supplement has been prepared in connection with an initial and subsequent offer of Participating Shares in the Asia-Pacific Equity Income Fund (designated as: “Class AA (USD) Inc Shares”, “Class C (USD) Inc Shares”, “Class D (USD) Inc Shares” and “Class I (USD) Inc Shares”, each Class being denominated in USD; “Class AA (AUD) Inc Hedged Shares” denominated in AUD; and “Class AA (HKD) Inc Shares” denominated in HKD, as more particularly described in the schedule hereto (“**Schedule**”)) and hereinafter collectively referred to as “**Shares in the Asia-Pacific Equity Income Fund**”. This Supplement also contains additional general updates to the Prospectus as described in paragraph 4 below.

The Asia-Pacific Equity Income Fund has been authorized for public distribution in Hong Kong by the Hong Kong Securities and Futures Commission (the “**SFC**”) under Section 104 of the Securities and Futures Ordinance (as may be amended, supplemented or replaced from time to time). In granting such authorization, the SFC does not take responsibility for the financial soundness of the Company or for the correctness of any statements made or opinions expressed in this regard. SFC authorization is not a recommendation or endorsement of a product nor does it guarantee the commercial merits of a product or its performance. It does not mean the product is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.

The directors of the Company (the “**Directors**”) accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement misleading.

Unless otherwise stated, words and phrases used in this Supplement bear the meanings ascribed to them in the Prospectus. In addition, unless otherwise amended herein, the Prospectus remains in full force and effect. The information contained in this Supplement and/or the Prospectus and/or Product Key Fact Statement may be updated from time to time. Prospective investors should ask the Directors (or the relevant local intermediary) if any later version/updates in relation thereto have been issued. This Supplement is based on the laws and practices currently in force in the Cayman Islands.

It should be appreciated that the value of the Shares in the Asia-Pacific Equity Income Fund (and the income from them, if any) may fall as well as rise. Your attention is particularly drawn to the Prospectus (Section headed “Risk Factors”) and the Schedule hereto (Section headed “Specific Risk Factors Applicable to the Asia-Pacific Equity Income Fund”).

Other than Hong Kong, no action has been taken to permit the distribution of this Supplement in any jurisdiction where action would be required for such purpose. Accordingly, no person receiving a copy of this Supplement and/or an application form in any territory may treat the same as constituting an invitation to him to purchase or subscribe for Shares in the Asia-Pacific Equity Income Fund nor should he in any event use such an application form unless in the relevant territory such an invitation could lawfully be made without compliance with any registration or other legal requirement. Intermediaries should take note of this restriction. No offer or invitation to subscribe for Participating Shares may be made to the public in the Cayman Islands.

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1. The contents of the Schedule hereto contain specific information relating to the Asia-Pacific Equity Income Fund and shall hereby form part of the Prospectus but only in relation to the offering of the Asia-Pacific Equity Income Fund and read as immediately following the information in Part II C of the Prospectus in relation thereto.
2. In addition, with respect to the Asia-Pacific Equity Income Fund, investors should also refer to the relevant tax considerations set out in the Prospectus (described under Section 8 of Part I of the Prospectus, headed “Taxation”). Notwithstanding the same, such information is not intended to be (and should not be viewed as) specific tax advice and investors should consult their own professional advisers in respect to their tax consequences from investing in the Company and/or the Asia-Pacific Equity Income Fund.
3. In relation to the Asia-Pacific Equity Income Fund, the Prospectus is also amended to reflect:
 - 3.1. the following additional relevant information to be inserted at the end of Section 11 of Part I of the Prospectus, headed “11. Documents”:

“Copies of the following documents relevant to the Asia-Pacific Equity Income Fund are available for inspection at any time during normal business hours on any day (excluding Saturdays, Sundays and public holidays) free of charge at the offices of the General Adviser and Distributor and copies may be obtained at a reasonable charge:

 - (aaa) Memorandum and Articles of Association of the Company;
 - (bbb) Investment Management Agreement dated 30 July 2013 (as may be amended and supplemented from time to time) entered into between the Company for the account of the Asia-Pacific Equity Income Fund and MAMHK pursuant to which MAMHK was appointed, subject to the overall supervision of the Directors, as Investment Manager with powers of delegation;

- (ccc) Global Custodial Services Agreement dated 29 July 2013 (as may be amended and supplemented from time to time) entered into between the Company (for the account of the Asia-Pacific Equity Income Fund) and Citibank International plc (Luxembourg Branch), pursuant to which the latter was appointed in relation to the Company as Custodian and Paying Agent;
- (ddd) tri-partite Fund Administration Services Agreement dated 29 July 2013 (as may be amended and supplemented from time to time) entered into between the Company (for the account of the Asia-Pacific Equity Income Fund), Citigroup and Citibank, pursuant to which Citigroup was appointed in relation to the Company as the Administrator, Transfer Agent and Registrar, and Citibank was appointed by Citigroup as its delegate in relation to its duties as the Administrator, Transfer Agent and Registrar, and the Company consented to Citibank N.A., Hong Kong Branch being appointed by Citibank as its sub-delegate to deal with transfer agency functions for the Company;
- (eee) General Advisory and Distribution Agreement dated 30 July 2013 (as may be amended and supplemented from time to time) entered into between the Company (for the account of the Asia-Pacific Equity Income Fund) and the General Adviser and Distributor, pursuant to which the latter was appointed in relation to the Company as General Adviser and Distributor; and
- (fff) the latest published annual report and accounts (if any) and, if later, semi-annual report of the Company (if any)."

Additional General Updates

4. The Prospectus is further amended to reflect the following additional general updates:

Definitions

- 4.1 The following shall be inserted as a new defined term immediately after the entry for "A-Share" under Section 1 "DEFINITIONS" in Part I of the Prospectus:

“**Australian Dollars**” means the lawful currency for the time being and from time or “**AUD**” to time of Australia and references to “cent” shall be construed accordingly.”

Shares

- 4.2 The following shall be inserted as a new paragraph after the fifth paragraph under Section 2 "INCORPORATION AND STRUCTURE OF THE COMPANY" in Part I of the Prospectus:

“The Company may issue currency hedged Class(es) for certain Segregated Portfolios, and these are denoted by the word “Hedged”. For such Classes, the Company may hedge the currency exposure of the Class denominated in a currency other than the base currency of the relevant Segregated Portfolio. Where undertaken, the effects of such hedging may be reflected in such Segregated Portfolio’s Net Asset Value and, therefore, in the performance of such Class. Any expense arising from such hedging will be borne by the relevant Class in respect of which the hedging has been incurred. Such hedging may be entered into whether the base currency is declining or increasing in value relative to other currencies. Shareholders should note that where such hedging is undertaken it may substantially protect Shareholders in the relevant Class against a decrease in the value of currency exposure of the Class relative to the base currency of the relevant Segregated Portfolio, but it may also preclude Shareholders from benefiting from an increase in the value of the base currency. There can be no assurance that the hedging employed will fully eliminate the currency exposure to the underlying base currency.”

Dealing Procedures

4.3 The following updates shall be made in relation to subsequent subscriptions and payment details:

4.3.1 The 2nd paragraph of Section 6.1.1 of Part I of the Prospectus “Account Opening Forms and Subscription Forms” is amended to read as follows:

“Subsequent application for subscription of Participating Shares in any Segregated Portfolio should be made on or via such subscription forms ~~for~~ as specified by the Company and/ or the General Adviser and Distributor which may include online or electronic format (the “**Subscription Forms**”) and ~~returned~~ submitted to the General Adviser and Distributor with payment as detailed in the Subscription Forms.”

4.3.2 Section 6.1.3 of Part I of the Prospectus “Payment Details” is hereby amended by inserting the following as a new paragraph, immediately after the existing paragraph (v):

“(vi) For payment via telegraphic transfer (AUD):

Beneficiary Bank : Citibank, N.A. Hong Kong

Swift Code : CITIHKHX

Beneficiary Account Number: 5/170254/025

Beneficiary Name : CITI LUX-MAF SUBS ACCOUNT

Quoting : Name of the applicant and name of Fund

Correspondent Bank : Citibank N.A. (Sydney) (SWIFT: CITIAU2X)”

4.3.3 Section 6.1.3 of Part I of the Prospectus “Payment Details” is further amended by re-numbering the existing paragraph (vi) as paragraph (vii), and inserting the following new paragraph (viii) immediately after paragraph (vii):

“(viii) Payment by other methods – subsequent subscription(s) only:

For subsequent application for subscription of Participating Shares in any Segregated Portfolio, the General Adviser and Distributor may permit online/ electronic payment from a bank account in the name of the applicant. If such manner of payment is permitted, the necessary specific details will be set out in the relevant Subscription Forms.”

Personal data

4.4 The following is added at the end of Section 9. “GENERAL INFORMATION” of Part I of the Prospectus, as a new paragraph:

“9.14 Personal Data

Pursuant to relevant local laws (as amended from time to time) any information furnished in connection with an investment in the Company and/or any Segregated Portfolio may be held on computer and processed by the Company, its Investment Manager(s), Investment Adviser, Administrator, Custodian, General Adviser and Distributor, Registrar (each as defined herein and collectively referred to as the “**Service Providers**”) or their delegates as data processor as appropriate. Personal data shall not be held for longer than necessary with regard to the purpose of the data processing and observing applicable legal and regulatory periods of limitation.

Information (such as an investor's name, address and investment amount and other personal data) may be collected, stored and processed for the purposes of carrying out the services of the Company, its Service Providers or their delegates (including but not limited to matching for the purpose of processing or verifying your data, processing investor dealing(s) in the Company and/or any Segregated Portfolio(s), maintenance of investor register(s), know-your-client checks and related processes and investor communications such as mailing of financial reports and notices etc.) and to comply with legal obligations including legal obligations under applicable company law, and anti-money laundering and tax legislation. To the extent appropriate, such information may also be shared with the Company's affiliates or Service Providers or their delegates (which may be based within our outside your jurisdiction) and may also be used in connection with investments in other investment fund(s) managed or administered by the Company, the relevant Service Providers or their delegates or affiliates, but only in compliance with and within the limits of applicable laws and regulations.

Information shall only be disclosed to third parties where necessary for legitimate business interests and only in compliance with and within the limits of applicable laws and regulations. This may include disclosure to third parties such as auditors, other professional advisers, relevant regulators and authorities, agents of the Company, or its Service Providers with respect to compliance with inter alia anti-money laundering purposes or for compliance with foreign regulatory requirements.

Investors have the discretion to refuse to communicate the aforesaid information to one or more of the parties described above, in which case, such investor's subscription for investment in the Company and/or Segregated Portfolio(s) may be rejected.

In Hong Kong, any use or transfer of the aforesaid data for "direct marketing" purposes (as defined under applicable laws and regulations) will only be done with the consent (or an indication of no objection, as permitted) of the affected investor. In accordance with applicable data protection legislation, investors may withdraw any such consent.

Reasonable measures have been taken to ensure confidentiality of the personal data transmitted within the Company and to its Service Providers (e.g. preventing data access by malicious or other unauthorized, third parties etc.). However, due to the fact that the information is transferred electronically and may be made available outside of Hong Kong, the same level of confidentiality and the same level of protection in relation to data protection regulation as currently in force in Hong Kong may not be guaranteed while the information is kept abroad.

As noted above, the Company has taken reasonable measures to prevent unauthorized third parties from receiving knowledge of or having access to the aforesaid personal data, and accordingly neither the Company nor its Service Providers will be liable with respect to any unauthorized third party receiving knowledge of or having access to such personal data.

In accordance with applicable data protection legislation, investors also have a right of access and of rectification of the personal data in cases where such data is incorrect or incomplete by writing to the Privacy Officer (Address: Manulife Asset Management (Hong Kong) Limited, 22/F, Tower A, Manulife Financial Centre 223-231, Wai Yip Street, Kwun Tong, Kowloon, Hong Kong) for onward transmission to the Company, and the Company reserves the right to charge a reasonable fee for any such processing of such data access request."

Additional PRC Brokers – CITIC Securities Co., Ltd. and China International Capital Corporation Limited

4.5 The QFII holder has appointed CITIC Securities Co., Ltd. and China International Capital Corporation Limited as additional PRC Brokers:

4.5.1 the paragraph under “PRC Broker” in Section A8.5 of Part II of the Prospectus is deleted in its entirety and replaced with the following:

“The QFII holder has entered into a separate brokerage agreement with each of the following PRC Brokers to execute transactions on the Shanghai Stock Exchange (“**Shanghai SE**”) and/or the Shenzhen Stock Exchange (“**Shenzhen SE**”), in accordance with instructions from the QFII holder:

- UBS Securities Co. Limited is appointed to execute transactions for the China A Fund on the Shanghai SE only; and
- CITIC Securities Co., Ltd. is appointed to execute transactions for the China A Fund on the Shenzhen SE only.”

4.5.2 the paragraph under “PRC Broker” in Section B8.5 of Part II of the Prospectus is deleted in its entirety and replaced with the following:

“The QFII holder has entered into a separate brokerage agreement with each of the following PRC Brokers to execute transactions on the Shanghai Stock Exchange (“**Shanghai SE**”) and/or the Shenzhen Stock Exchange (“**Shenzhen SE**”), in accordance with instructions from the QFII holder:

- UBS Securities Co. Limited is appointed to execute transactions for the Bond Fund on both the Shanghai SE and the Shenzhen SE; and
- China International Capital Corporation Limited is appointed to execute transactions for the Bond Fund on the Shanghai SE only.”

Switching - Global RMB Income Strategy Fund

4.6 To enable switching between the Segregated Portfolios (except to the China A Fund and the Bond Fund), Section C6.3 “Switching” in Part II of the Prospectus in relation to the Global RMB Income Strategy Fund is amended by deleting the existing paragraph and replacing this with the following:

“C6.3.1 Switchings Switching from a Class of the Global RMB Income Strategy Fund to an equivalent Class in another Segregated Portfolio (or vice versa) is permitted, subject to compliance with minimum investment/holding requirements applicable to the Global RMB Income Strategy Fund and the relevant Segregated Portfolio – except that any switching into (or from) either the China A Fund or the Bond Fund is not allowed, until and unless the Directors determine otherwise.

C6.3.2 Switching Charge Up to 1% of the Net Asset Value of the Shares being switched.

Please refer to Section 6.6.3 of Part I of the Prospectus for details of the switching charge.”

QFII related regulatory updates – China A Fund and Bond Fund

4.7 The following amendments are made to reflect updated regulatory provisions regarding the QFII regime in Mainland China:

4.7.1 the 3rd paragraph under Section A3. “QFII Regime” in Part II of the Prospectus is amended as follows and the reference to “QFII Local Custodian” in the second following paragraph is amended to read ““QFII Local Custodian” (and as further defined below)”:

~~“Repatriations by QFIIs are generally subject to restrictions and limitations the prior approval of SAFE or its local SAFE authority. However, if, In particular, if an Open-ended China Fund (as defined below) (the China A Fund is an Open-ended China Fund) experiences net redemptions, the maximum monthly net repatriation by the QFII holder (for the account of the Open-ended China Fund) cannot exceed 20% of the Open-ended China Fund’s Mainland China onshore assets as at the end of the preceding year. every month and the net amount to be repatriated by the QFII holder for the account of the Open-ended China Fund on each occasion does not exceed the equivalent of US\$50 million, the QFII Local Custodian (as defined below) may directly carry out the relevant procedures to repatriate investment capital on behalf of the QFII, and then report the same to the local authority of SAFE where the QFII Local Custodian is located for record. If the net amount to be repatriated by the QFII holder for the account of the Open-ended China Fund on any occasion exceeds the equivalent of US\$50 million, such repatriation shall be applied to the local authority of SAFE where the QFII Local Custodian is located for approval in advance. Investors should note that (i) the aforesaid restrictions may have an adverse impact on the Open-ended China Fund’s ability to meet the redemption requests and/or (ii) the aforesaid restrictions may be further amended by SAFE and/or relevant Mainland China authorities from time to time.”~~

4.7.2 the current paragraph (d) under Section A4. “Additional Investment Restrictions, Prohibitions and Borrowing Restrictions” in Part II of the Prospectus is deleted in its entirety, the subsequent paragraphs reordered alphabetically and any cross-reference to such paragraphs hereby amended accordingly. Moreover, the current paragraphs (c) and (g) (now referred to as paragraph (f)) under Section A4. “Additional Investment Restrictions, Prohibitions and Borrowing Restrictions” in Part II of the Prospectus are amended as follows:

“(c) Under QFII rules and regulations, capital remitted with respect to a QFII Quota is subject to an initial lock up period. In respect of the additional QFII Quota allocated to the China A Fund in the amount of US\$50 million, as described under Section A6.1.1 below, the lock-up period will expire on 15 April 2013 (the “**Lock-up Period**”), unless otherwise notified to Shareholders by the Investment Manager. After the Lock-up Period, the China A Fund may repatriate all investment capital ~~monthly~~ weekly according to the net difference between the subscription amount and redemption amount in that ~~month-week~~, subject to a maximum monthly net repatriation of 20% of the China A Fund’s Mainland China onshore assets as at the end of the preceding year.

(f) The QFII regime is governed by the ‘Measures for the Administration of Investment in Domestic Securities by Qualified Foreign Institutional Investors’ promulgated by the CSRC, People’s Bank of China and SAFE on 24 August 2006 and which came into effect on 1 September 2006 and the ‘Provisions on Relevant Issues in Relation to the Implementation of the Measures for the Administration of Investment in Domestic Securities by Qualified Foreign Institutional Investors’ promulgated by the CSRC on 27 July 2012 and which came into effect on the same day, and SAFE’s “The Regulations on Foreign Exchange Administration of Domestic Securities Investments of QFII” issued on 7 December 2012 and which came into effect on the same day.”

- 4.7.3 the 2nd and 3rd paragraphs under Section A5.7 “Repatriation Risk” in Part II of the Prospectus are amended as follows:

~~“With effect on and from 4 February 2013, s~~Subscription and redemption requests in respect of the China A Fund are accepted on a daily basis. However, under the QFII regime, remittance of investment capital into and repatriation of investment capital out of Mainland China may currently only be conducted on a ~~monthly~~ weekly basis. Pending remittance into Mainland China, subscription monies received will be invested/held offshore as permitted under the investment objectives. On the other hand, the payment of redemption proceeds will ~~only be made following the end of the relevant month and may vary depending on the time the relevant redemption request is received~~ normally be paid within ten (10) Business Days^{China A} after the relevant Dealing Day^{China A}, and in any event not more than one calendar month of receipt by the Sub-Administrator of all required and duly completed redemption documentation.

In particular, Shareholders should note that if the net monthly amount to be repatriated by the QFII holder for the account of the China A Fund on any occasion exceeds 20% of the China A Fund’s Mainland China onshore assets as at the end of the preceding year, this may have an adverse impact on the China A Fund’s ability to meet the redemption requests the equivalent of US\$50 million, ~~prior approval from SAFE is required~~. In this case, payment of the redemption proceeds may be delayed and paid to Shareholders as soon as practicable and in any event within seven (7) Business Days^{China A} after completion of the repatriation process. Please see A6.2.4 for details.”

- 4.7.4 the 1st paragraph under Section A6.2.3 “Redemption Procedures” in Part II of the Prospectus is amended as follows:

“Due to the capital repatriation restrictions in Mainland China where (i) there is a Lock-up Period subsequent to a new QFII Quota being granted, and (ii) thereafter, repatriation of funds from Mainland China for the account of the China A Fund is only permitted on a monthly weekly basis, subject to a maximum monthly net repatriation of 20% of the China A Fund’s Mainland China onshore assets as at the end of the preceding year. ~~where (a) repatriation of an amount exceeding US\$50 million each time is subject to approval of SAFE, (b) while in the case of repatriation of an amount at or below US\$50 million, only a filing with the local SAFE authority is required, sufficient time is required to deal with the applications for redemption from this Fund.”~~

- 4.7.5 the 2nd, 3rd and 4th paragraphs under Section A6.2.4 “Settlement of Redemption Proceeds” in Part II of the Prospectus are amended as follows:

“Redemption proceeds will normally be paid within ~~seven (7)~~ ten (10) Business Days^{China A} after the end of the relevant Dealing Day^{China A}, ~~calendar month when the redemption was effected.~~

~~For the 11 January 2013 Dealing Day^{China A}, redemption proceeds will normally be paid within seven (7) Business Days^{China A} after the 11 January 2013 Dealing Day^{China A}.~~

~~The above redemption proceeds will and in any event be paid by the later of either: (i) one calendar month from the relevant Dealing Day^{China A}; or (ii) seven (7) Business Days^{China A} after the end of the relevant~~ not more than one calendar month of receipt by the Sub-Administrator of all required and duly completed redemption documentation (or longer in specific circumstances if there are capital repatriation constraints).”

4.7.6 the paragraph under Section A6.2.5 “Redemption Limit” in Part II of the Prospectus is amended by adding the following as a new paragraph immediately after the existing paragraph:

“Furthermore, where the redemption requests for the China A Fund require or are likely to require the net monthly amount to be repatriated by the QFII holder for the account of the China A Fund to exceed 20% of the China A Fund’s Mainland China onshore assets as at the end of the preceding year, such redemptions requests will be deferred to the first Dealing Day^{China A} of the following month when such redemption requests will be processed (subject to further deferral if the deferred requests themselves exceed such 20% limit) in priority to later requests. Such deferred requests will not be processed on a pro rata basis.”

4.7.7 the 3rd paragraph under Section B3. “QFII Regime” in Part II of the Prospectus is amended as follows and the reference to “QFII Local Custodian” in the second following paragraph is amended to read ““QFII Local Custodian” (and as further defined below)”:

~~“Repatriations by QFIIs are generally subject to restrictions and limitations the prior approval of SAFE or its local SAFE authority. However, if, In particular, if an Open-ended China Fund (as defined below) (the Bond Fund is an Open-ended China Fund) experiences net redemptions, the maximum monthly net repatriation by the QFII holder (for the account of the Open-ended China Fund) cannot exceed 20% of the Open-ended China Fund’s Mainland China onshore assets as at the end of the preceding year. every month and the net amount to be repatriated by the QFII holder for the account of the Open-ended China Fund on each occasion does not exceed the equivalent of US\$50 million, the QFII Local Custodian (as defined below) may directly carry out the relevant procedures to repatriate investment capital on behalf of the QFII, and then report the same to the local authority of SAFE where the QFII Local Custodian is located for record. If the net amount to be repatriated by the QFII holder for the account of the Open-ended China Fund on any occasion exceeds the equivalent of US\$50 million, such repatriation shall be applied to the local authority of SAFE where the QFII Local Custodian is located for approval in advance. Investors should note that (i) the aforesaid restrictions may have an adverse impact on the Open-ended China Fund’s ability to meet the redemption requests and/or (ii) the aforesaid restrictions may be further amended by SAFE and/or relevant Mainland China authorities from time to time.”~~

4.7.8 the current paragraph (d) under Section B4. “Additional Investment Restrictions, Prohibitions and Borrowing Restrictions” in Part II of the Prospectus is deleted in its entirety, the subsequent paragraphs reordered alphabetically and any cross-reference to such paragraphs hereby amended accordingly. Moreover, the current paragraphs (c) and (g) (now referred to as paragraph (f)) under Section B4. “Additional Investment Restrictions, Prohibitions and Borrowing Restrictions” in Part II of the Prospectus are amended as follows:

“(c) Under QFII rules and regulations, capital remitted with respect to a QFII Quota is subject to an initial lock up period. In respect of the additional QFII Quota allocated to the Bond Fund in the amount of US\$50 million, as described under Section B6.1.1 below, the lock-up period will expire on 15 April 2013 (the “**Lock-up Period**”), unless further notified to Shareholders by the Investment Manager;. After the Lock-up Period, the Bond Fund may repatriate all investment capital ~~monthly according to the net difference between the subscription amount and redemption amount in that month~~ weekly, subject to a maximum monthly net repatriation of 20% of the Bond Fund’s Mainland China onshore assets as at the end of the preceding year.

- (f) The QFII regime is governed by the ‘Measures for the Administration of Investment in Domestic Securities by Qualified Foreign Institutional Investors’ promulgated by the CSRC, People’s Bank of China and SAFE on 24 August 2006 and which came into effect on 1 September 2006 and the ‘Provisions on Relevant Issues in Relation to the Implementation of the Measures for the Administration of Investment in Domestic Securities by Qualified Foreign Institutional Investors’ promulgated by the CSRC on 27 July 2012 and which came into effect on the same day, and SAFE’s “The Regulations on Foreign Exchange Administration of Domestic Securities Investments of QFII issued on 7 December 2012 and which came into effect on the same day.”

- 4.7.9 the 2nd paragraph under Section B5.7 “Repatriation Risk” in Part II of the Prospectus is amended as follows:

“In particular, Shareholders should note that if the net monthly amount to be repatriated by the QFII holder for the account of the Bond Fund on any occasion exceeds 20% of the Bond Fund’s Mainland China onshore assets as at the end of the preceding year, this may have an adverse impact on the Bond Fund’s ability to meet the redemption requests the equivalent of US\$50 million, ~~prior approval from SAFE is required~~. In this case, payment of the redemption proceeds may be delayed and paid to Shareholders as soon as practicable and in any event within seven (7) Business Days^{Bond Fund} after completion of the repatriation process. Please see B6.2.4 for details.”

- 4.7.10 the 1st paragraph under Section B6.2.3 “Redemption Procedures” in Part II of the Prospectus is amended as follows:

“Due to the capital repatriation restrictions in Mainland China ~~where~~ (i) there is a Lock-up Period subsequent to a new QFII Quota being granted, and (ii) thereafter, repatriation of funds from Mainland China for the account of the Bond Fund is only permitted on a monthly weekly basis, subject to a maximum monthly net repatriation of 20% of the Bond Fund’s Mainland China onshore assets as at the end of the preceding year, ~~where (a) repatriation of an amount exceeding US\$50 million each time is subject to approval of SAFE, (b) while in the case of repatriation of an amount at or below US\$50 million, only a filing with the local SAFE authority is required, sufficient time is required to deal with the applications for redemption from this Fund.~~”

- 4.7.11 the paragraph under Section B6.2.5 “Redemption Limit” in Part II of the Prospectus is amended by adding the following as a new paragraph immediately after the existing paragraph:

“Furthermore, where the redemption requests for the Bond Fund require or are likely to require the net monthly amount to be repatriated by the QFII holder for the account of the Bond Fund to exceed 20% of the Bond Fund’s Mainland China onshore assets as at the end of the preceding year, such redemptions requests will be deferred to the next Dealing Day^{Bond Fund} in the following month when such redemption requests will be processed (subject to further deferral if the deferred requests themselves exceed such 20% limit) in priority to later requests. Such deferred requests will not be processed on a pro rata basis.”

Investment Manager – Updates to biographies of directors

- 4.8 The following revisions are made to the following entries in Sections A8.1, B8.1 and C8.1 of Part II of the Prospectus to reflect updates to the directors of the Investment Manager:

- 4.8.1 in the entry for ‘Michael Floyd Dommermuth’, the 2nd last sentence is amended as follows:

“He has ~~a total of~~ more than 22 years’ capital market experience.”

- 4.8.2 the entry for ‘Christopher Franz Bendl’ is deleted in its entirety.

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SCHEDULE

D. ASIA-PACIFIC EQUITY INCOME SEGREGATED PORTFOLIO (THE “ASIA-PACIFIC EQUITY INCOME FUND”)

MANAGEMENT AND ADMINISTRATION

Registered Office of Company

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Office of the Company

Citigroup Fund Services (Cayman), Ltd.
Cayman Corporate Centre, 5th Floor
27 Hospital Road
PO Box 10293, Grand Cayman KY1-1003
Cayman Islands

Directors of the Company

Robert Allen Cook
Barry Hart Evans
Macaria Trinidad F. Gaspar
Shirley Choi Wah Lam
Jillian Avis Kathryn Smith

General Adviser and Distributor of the Company

Manulife Asset Management (Hong Kong) Limited
47th Floor, The Lee Gardens
33 Hysan Avenue, Causeway Bay
Hong Kong SAR

Investment Manager of the Asia-Pacific Equity Income Fund

Manulife Asset Management (Hong Kong) Limited
47th Floor, The Lee Gardens
33 Hysan Avenue, Causeway Bay
Hong Kong SAR

Custodian and Paying Agent of the Company

Citibank International plc (Luxembourg Branch)
31, Z.A. Bourmicht, L - 8070 Bertrange
Grand Duchy of Luxembourg

Administrator, Registrar and Transfer Agent of the Company

Citigroup Fund Services (Cayman), Ltd.
Cayman Corporate Centre, 5th Floor
27 Hospital Road
PO Box 10293, Grand Cayman KY1-1003
Cayman Islands

Sub-Administrator

Citibank International plc (Luxembourg Branch)
31, Z.A. Bourmicht, L - 8070 Bertrange
Grand Duchy of Luxembourg

Sub-Delegate of the Sub-Administrator

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Citibank Plaza
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Auditors of the Company

Ernst & Young Ltd.
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Legal Advisers to the Company as to matters of Hong Kong law vis-à-vis the Asia-Pacific Equity Income Fund:

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D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND		
D1.	Fund specific definitions	<p>“Dealing Day^{Asia-Pacific Equity Income Fund}”</p>	<p>means, for the purposes of the Asia-Pacific Equity Income Fund in relation to each Class and/or Series of Participating Shares, every Business Day^{general} on which the NAV per Participating Share of that Class and/or Series is calculated (or such other date as may be notified to investors). Further information in relation thereto is set out on page 16 below.</p>	
		<p>“Asia-Pacific Equity Income Fund”</p>	<p>means the Asia-Pacific Equity Income Segregated Portfolio. The Base Currency of this Fund is USD.</p>	
		<p>“Class AA (USD) Inc Shares”, “Class C (USD) Inc Shares” and “Class D (USD) Inc Shares”</p>	<p>means the Class AA (USD) Inc, Class C (USD) Inc and Class D (USD) Inc Shares, respectively, each denominated in USD.</p>	
		<p>“Class I (USD) Inc Shares”</p>	<p>means the “Class I (USD) Inc Shares” denominated in USD. For the purposes of the Asia-Pacific Equity Income Fund, Class I (USD) Inc Shares will not bear management fees and will only be available to Institutional Investors (which may include any collective investment scheme or mutual fund managed by any affiliate of the Investment Manager or any subsidiary of Manulife Financial) who at the time the relevant subscription form is received, have entered into an agreement with the Investment Manager or the Company in relation to fees and other matters including any minimum investment amounts, as applicable.</p>	
		<p>“Class AA (AUD) Inc Hedged Shares”</p>	<p>means the Class AA (AUD) Inc Hedged Shares denominated in AUD.</p>	
		<p>“Class AA (HKD) Inc Shares”</p>	<p>means the Class AA (HKD) Inc Shares denominated in HKD.</p>	
D2.	Fund Type	Equity Fund		
	Base Currency	USD		
	Classes Available for Investment	AA (USD) Inc, C (USD) Inc, D (USD) Inc and I (USD) Inc	AA (AUD) Inc Hedged	AA (HKD) Inc
	Currency of Denomination	USD	AUD	HKD

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D3.	Investment Objectives and Strategies	<p>The investment objective of the Asia-Pacific Equity Income Fund is to provide investors with a total return primarily through investing in equities and equity-related investments of companies that are listed, domiciled or have significant exposure to the Asia Pacific (excluding Japan) region or derive a significant proportion of their income from that region (“Asia-Pacific focused equities and equity-related investments”).</p> <p>The Asia-Pacific Equity Income Fund seeks to identify and hold companies with potential growing and sustainable dividend yields that also offer long-term sustainable growth potential, leading to growth in such dividend yields over time. The Asia-Pacific Equity Income Fund will primarily invest in stocks listed on the Asia-Pacific (excluding Japan) markets using an active management approach.</p> <p>The Asia-Pacific Equity Income Fund may invest (i) up to 100% of its net assets in (a) Asia-Pacific focused equities and equity-related investments, such as publicly traded common and preferred stocks, securities convertible into common or preferred stocks, including convertible bonds and debentures, exchange traded funds and real estate investment trusts (including real estate investment trust like companies and other real estate operating companies) and (b) other Asia-Pacific focused equities and equity-related investments such as American depositary receipts, global depositary receipts, warrants and rights issues and private placements; and (ii) up to 30% of its net assets in debt instruments (which may be of investment grade, below investment grade and/or unrated) such as bonds, notes, commercial paper, short-term bills, certificates of deposits, negotiated term deposits and convertible securities that are issued or distributed by governments, government agencies, quasi-government organizations, supra-national organizations, multinational organizations, financial institutions and other corporations, in units/shares of undertakings for collective investments schemes and/or other unregulated collective investment schemes and in cash, deposits, transferrable securities and money markets instruments.</p> <p>In times of extreme market volatility or during severe adverse market conditions, the Investment Manager may temporarily hold a substantial portion of the Asia-Pacific Equity Income Fund’s assets in cash or cash equivalents, or invest in short-term money market instruments to preserve the value of the assets in the investment portfolio of the Asia-Pacific Equity Income Fund.</p> <p>The Asia-Pacific Equity Income Fund will not invest in any financial derivatives instruments (either for hedging or non-hedging purposes), or structured deposits, or structured products.</p> <p>The Investment Manager does not currently intend to enter into any securities lending, repurchase or reverse repurchase transactions in respect of the Asia-Pacific Equity Income Fund. Should this policy change, (unless otherwise agreed with the SFC) prior SFC’s approval will be obtained and at least one month’s prior notice will be given to affected Shareholders and the Prospectus will be updated accordingly.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
		<p>Investors should note that insofar as the Asia-Pacific Equity Income Fund directly invests in real estate investment trusts (or similar investment vehicles), any dividend policy or dividend payout at the Asia-Pacific Equity Income Fund level may not be representative of the dividend policy or dividend payout of the relevant underlying real estate investment trust. Hong Kong investors should also note that the relevant underlying real estate investment trusts may not necessarily be authorised by the SFC in Hong Kong.</p> <p>The Investment Manager will seek to achieve the investment objectives of the Asia-Pacific Equity Income Fund, but investors should understand that all investments carry risks. The value of Shares in the Asia-Pacific Equity Income Fund and the income from them, if any, may fall as well as rise during the life of the Asia-Pacific Equity Income Fund and investors may not get back the amount originally invested. Investors are also reminded that, in certain circumstances (described under Section 6.10 of Part I of the Prospectus, headed “Suspension of Dealing”), dealing in the Shares in the Asia-Pacific Equity Income Fund may be temporarily suspended.</p>
D4.	Applicable and Additional Investment Restrictions, Prohibitions and Borrowing Restrictions	<p>For so long as the Asia-Pacific Equity Income Fund is authorised by the SFC, and unless otherwise agreed with the SFC, the Asia-Pacific Equity Income Fund will adhere to the investment restrictions, prohibitions and borrowing restrictions set out in Section 3.2 of Part I of the Prospectus.</p> <p>Section 3.2.9 of Part I of the Prospectus provides that no more than 10% of the latest available NAV of each Segregated Portfolio (which includes the Asia-Pacific Equity Income Fund) may be invested in units or shares in other collective investment schemes (an “Other Scheme”). For the avoidance of doubt, this investment restriction applies where such Other Scheme is a collective investment scheme that is a non-recognized jurisdiction scheme and not authorized by the SFC. Notwithstanding the aforesaid, the Asia-Pacific Equity Income Fund may invest in one or more Other Scheme(s) which are either recognized jurisdiction schemes or schemes authorized by the SFC. In such cases, the value of the Asia-Pacific Equity Income Fund’s holding of units or shares in each such Other Scheme(s) which are either recognized jurisdiction schemes or schemes authorized by the SFC may not exceed 30% of its total Net Asset Value.</p> <p>The Asia-Pacific Equity Income Fund will not invest more than 10% of its NAV in securities issued by or guaranteed by any single country with a credit rating below investment grade. For the avoidance of doubt a “single country” shall include a country, its government, a public or local authority or nationalized industry of that country.</p>
D5.	Specific Risk Factors Applicable to the Asia-Pacific Equity Income Fund	<p>In addition to the relevant risk factors set out in Section 4 of Part I of the Prospectus, prospective investors should note the following specific risk factors:-</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D5.1	<i>Equity and Dividend Policy Risk</i>	The value of equity and equity-related securities will be affected by economic, political, market, and issuer-specific changes. Such changes may adversely affect securities, regardless of company specific performance. Additionally, different industries, financial markets, and securities can react differently to these changes. Such fluctuations of a portfolio's value are often exacerbated in the short-term. The risk that one or more companies in a portfolio will fall, or fail to rise, can adversely affect the overall portfolio performance in any given period. Moreover, the Company has discretion as to whether or not to make any distribution of dividends, the frequency of distribution, the amount of dividends, and there is no guarantee of regular distribution.
D5.2	<i>Risks associated with Payment of Dividends, Fees and/or Expenses out of Capital</i>	The Asia-Pacific Equity Income Fund may at its discretion pay dividends out of capital or gross income of the relevant Class of Asia-Pacific Equity Income Fund while charging/paying all or part of its fees and expenses out of its capital, resulting in an increase in net distributable income for the payment of dividends by it. Therefore, the Asia-Pacific Equity Income Fund may effectively pay dividend out of capital. Payment of dividends out of capital amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. Any distributions involving payment of dividends effectively out of the capital of the Asia-Pacific Equity Income Fund may result in an immediate reduction of the Net Asset Value per Share in respect of such class after the distribution date.
D5.3	<i>Political, Socio-economic Policies – Asia Pacific region</i>	Investments in the Asia-Pacific Equity Income Fund may be sensitive to any significant change in political, social or economic policy in relation to countries in the Asia Pacific region, which is determined by the central government of the relevant country. Such sensitivity may adversely affect the capital growth and thus the performance of these investments.
D5.4	<i>Emerging Markets Risk</i>	Please refer to Section 4.4 of Part I of the Prospectus for general information relating to emerging markets risk.
D5.5	<i>Debt Instruments Risks</i>	Please refer to Sections 4.16 and 4.17 of Part I of the Prospectus for general information relating to interest rate, credit and downgrade risks of debt instruments, and non-investment grade debt instruments risk, respectively.
D6.	Dealing	
D6.0.1	<i>Dealing Procedures</i>	<p>Except as varied hereunder, the general dealing procedures set out in Section 6 of Part I of the Prospectus in respect of the existing Class(es) shall remain unchanged and shall govern all dealings in respect of Shares in the Asia-Pacific Equity Income Fund including any dealing in these Shares in the Asia-Pacific Equity Income Fund after the below mentioned initial offer period, and prospective investors should refer to the Prospectus accordingly.</p> <p>The specific dealing procedures described below are applicable to dealing orders in connection with this Asia-Pacific Equity Income Fund made through the General Adviser and Distributor. Orders placed through other distributors may be subject to different procedures from those described herein. Investors should consult their distributors before placing any orders.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND		
D6.0.2	Dealing Frequency	Daily on each Dealing Day ^{Asia-Pacific Equity Income Fund} .		
D6.0.3	Dealing Day ^{Asia-Pacific Equity Income Fund}	<p>The first Dealing Day^{Asia-Pacific Equity Income Fund} of Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (HKD) Inc, Class C (USD) Inc, Class D (USD) Inc and Class I (USD) Inc Shares following their respective Initial Offer Period shall be the Business Day^{general} following the relevant Inception Date or (where the relevant Inception Date is not a Business Day^{general}) the immediately following Business Day^{general} (or such other date as may be notified to prospective investors).</p> <p>Thereafter, Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (HKD) Inc, Class C (USD) Inc, Class D (USD) Inc and Class I (USD) Inc Shares will be available for dealing on each Dealing Day^{Asia-Pacific Equity Income Fund}.</p>		
D6.0.4	Classes	AA (USD) Inc, AA (AUD) Inc Hedged, AA (HKD) Inc, C (USD) Inc, D (USD) Inc and I (USD) Inc		
D6.1	Subscriptions			
D6.1	Classes	AA (USD) Inc, C (USD) Inc, D (USD) Inc and I (USD) Inc	AA (AUD) Inc Hedged	AA (HKD) Inc
D6.1.1	Initial Offer Price	USD10 per Share	AUD10 per Share	HKD100 per Share
D6.1.2	Minimum Initial Investment	<p>Class AA (USD) Inc – HKD20,000[#] (or the equivalent in any other Major Currencies)</p> <p>Class AA (AUD) Inc Hedged – AUD2,500[#] (or the equivalent in any other Major Currencies)</p> <p>Class AA (HKD) Inc – HKD20,000[#] (or the equivalent in any other Major Currencies)</p> <p>Class C (USD) Inc – USD1 million[#]</p> <p>Class D (USD) Inc – USD100,000[#]</p> <p>Class I (USD) Inc – USD3 million[#]</p>		

[#] Or such other minimum amount as may be determined by the Directors at their sole discretion

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D6.1.3	Minimum Holding	Class AA (USD) Inc – HKD20,000 [#] (or the equivalent in any other Major Currencies) Class AA (AUD) Inc Hedged – AUD2,500 [#] (or the equivalent in any other Major Currencies) Class AA (HKD) Inc – HKD20,000 [#] (or the equivalent in any other Major Currencies) Class C (USD) Inc – USD1 million [#] Class D (USD) Inc – USD100,000 [#] Class I (USD) Inc – USD30,000 [#]
D6.1.4	Minimum Subsequent Investment	Class AA (USD) Inc – HKD1,000 [#] (or the equivalent in any other Major Currencies) Class AA (AUD) Inc Hedged – AUD125 [#] (or the equivalent in any other Major Currencies) Class AA (HKD) Inc – HKD1,000 [#] (or the equivalent in any other Major Currencies) Class C (USD) Inc – USD10,000 [#] Class D (USD) Inc – USD1,000 [#] Class I (USD) Inc – USD30,000 [#]
D6.1.5	Initial Charge	For Class AA (USD) Inc, Class AA (AUD) Inc Hedged and Class AA (HKD) Inc: Currently up to 5% of the NAV per Share. The Directors reserve the right to charge up to 6% of the NAV per Share. For Class C (USD) Inc: There is no initial charge. For Class D (USD) Inc: Up to 5% of the NAV per Share. For Class I (USD) Inc: There is no initial charge.

[#] Or such other minimum amount as may be determined by the Directors at their sole discretion

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D6.1.6	<i>Initial Offer Period</i>	<p>For Class AA (USD) Inc, Class AA (AUD) Inc Hedged and Class AA (HKD) Inc Shares:</p> <p>Starting from 9.00 a.m. (Hong Kong time) to 4:00 p.m. (Hong Kong time) on 21 August 2013 (or such other dates as the Directors may determine at their sole discretion).</p> <p>Class C (USD) Inc, Class D (USD) Inc and Class I (USD) Inc Shares will be available for subscription upon request thereafter.</p> <p>Applications for subscription of the aforesaid Classes made during the relevant Initial Offer Period must be received by the General Adviser and Distributor on or before 4pm (Hong Kong time) on the last day of the relevant Initial Offer Period. In order to be a valid subscription application, payment of the subscription monies relating thereto must be received on a cleared funds basis on or before the end of the relevant Initial Offer Period.</p> <p>The Directors may exercise their discretion to close subscriptions to any or all Class(es) of the Asia-Pacific Equity Income Fund without prior notice if the total subscription monies received in respect of all Classes of the Asia-Pacific Equity Income Fund reach USD3 billion (or such other amount as the Directors may determine at their sole discretion) (the “Target Threshold”) before the end of the Initial Offer Period; or</p> <p>In such an event, in respect of the affected Classes of the Asia-Pacific Equity Income Fund only, the Directors:</p> <ul style="list-style-type: none"> • will advise the early closure of the Initial Offer Period and/or closure of the Asia-Pacific Equity Income Fund to new subscriptions (as the case may be) by notifying new subscribers of the same (and whether their subscription applications have been rejected in whole or in part) as soon as is practicable. In respect of applications which have been rejected in whole or in part, the subscription monies received will be returned (in full or in part, as the case may be) to the applicant (either by telegraphic transfer to the applicant’s bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant’s own risk; and • reserve the right at their sole discretion (and without necessarily referring to the abovementioned Target Threshold) to reopen the Asia-Pacific Equity Income Fund and/or any Class thereof to new subscriptions during such period or thereafter. <p>Investors should note that applications for subscription of the Shares in the Asia-Pacific Equity Income Fund made during the Initial Offer Period cannot be withdrawn or amended.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D6.1.7	Allotment of Shares in the Asia-Pacific Equity Income Fund	<p>The Directors may exercise their discretion not to issue any Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (HKD) Inc, Class C (USD) Inc, Class D (USD) Inc and/or Class I (USD) Inc Shares in the event that (i) the combined minimum aggregate investment of USD5 million (or such other minimum amount as may be determined by the Directors at their sole discretion) is not received during the above mentioned Initial Offer Period; or (ii) the Directors, at their discretion, are of the opinion that it is not in the best interests of investors or commercially viable to proceed with such issue.</p> <p>In the circumstance noted above (or generally where a subscription application is rejected in whole or in part), any subscription monies paid by the applicant will be returned (in full or in part, as the case may be) to the applicant (either by telegraphic transfer to the applicant's bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant's own risk.</p>
D6.1.8	Subsequent Subscription	<p>After the relevant Initial Offer Period, and subject to the afore-mentioned Directors' discretion to close the Asia-Pacific Equity Income Fund, Shareholders and prospective investors can submit their applications for subscription of Shares in the Asia-Pacific Equity Income Fund on each Dealing Day^{Asia-Pacific Equity Income Fund}.</p> <p>Applications for subscription of the Shares must be received by the General Adviser and Distributor on or before 4pm (Hong Kong time) on the relevant Dealing Day^{Asia-Pacific Equity Income Fund}. Applications for subscription received after 4pm (Hong Kong time) on a relevant Dealing Day^{Asia-Pacific Equity Income Fund} will be processed on the next Dealing Day^{Asia-Pacific Equity Income Fund}.</p> <p>Applications for subscription of the Shares for a particular Dealing Day^{Asia-Pacific Equity Income Fund} must be supported with subscription monies settled on a cleared funds basis within three (3) Business Days^{general} after the relevant Dealing Day^{Asia-Pacific Equity Income Fund} (in respect of subscriptions made in HKD) or five (5) Business Days^{general} after the relevant Dealing Day^{Asia-Pacific Equity Income Fund} (in respect of subscriptions made in USD or AUD) in order to be a valid application for subscription of the Shares.</p> <p>For any late payments, the Company may charge interest on any overdue monies on a daily basis until payment is received in full, at such rate as the Company thinks appropriate. Regardless of whether interest is charged, the Company has the right to cancel any allotment of Shares, in which case the Company shall be entitled to claim from an investor the amount (if any) by which the original subscription price, together with any accrued interest exceeds the redemption price prevailing on the date of cancellation. In addition, the Company reserves its right to claim all losses arising directly or indirectly from the failure to receive cleared funds from the investor within the specified period or at all.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
		<p>The Directors may exercise their discretion to close subscriptions to any or all Class(es) of the Asia-Pacific Equity Income Fund after the close of the Initial Offer Period without prior notice if the total Net Asset Value in respect of all Classes of the Asia-Pacific Equity Income Fund exceeds the Target Threshold at anytime after the close of the Initial Offer Period, including but not limited to when the Directors determine that the Asia-Pacific Equity Income Fund does not have sufficient and/or ready access to appropriate instruments to invest the additional subscription proceeds in a timely manner.</p> <p>In such an event, in respect of the affected Classes of the Asia-Pacific Equity Income Fund only, the Directors:</p> <ul style="list-style-type: none"> • will advise the closure of the Asia-Pacific Equity Income Fund to new subscriptions by notifying new subscribers of the same (and whether their subscription applications have been rejected in whole or in part) as soon as is practicable. In respect of applications which have been rejected in whole or in part, the subscription monies received (in full or in part as the case may be) will be returned to the applicant (either by telegraphic transfer to the applicant's bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant's own risk; and • reserve the right at their sole discretion (and without necessarily referring to the abovementioned Target Threshold) to reopen the Asia-Pacific Equity Income Fund to new subscriptions. <p>Once an application for subscription of the Shares in the Asia-Pacific Equity Income Fund is made, any subsequent request for withdrawal or amendment shall be dealt with at the sole discretion of the Directors. The Directors reserve the right to reject such request.</p>
D6.1.9	<i>Suspension of Subscriptions</i>	<p>In exceptional circumstances and having regard to the interests of the Shareholders, the Directors may in certain circumstances (described under Section 6.10 of Part I of the Prospectus, headed "Suspension of Dealing") suspend the subscription of relevant Shares in the Asia-Pacific Equity Income Fund for the whole or any part of a period during which the determination of the NAV of the Company, or of any Segregated Portfolio, or any Class and/or Series of the Asia-Pacific Equity Income Fund, is suspended. In such circumstance, subscription monies (i.e. in full or part, as the case may be) paid by the applicant will be returned to the applicant (either by telegraphic transfer to the applicant's bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant's own risk.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D6.1.10	Subscription Payment Details	<p>For payment of all subscription monies, please refer to Sections 6.1.3 and 6.1.4 of Part I of the Prospectus for details.</p> <p>The Directors reserve the right at their sole discretion to accept or reject any application for Shares in the Asia-Pacific Equity Income Fund in whole or in part during the Initial Offer Period or subsequently on any Dealing Day^{Asia-Pacific Equity Income Fund}. If an application is rejected in whole or in part, subscription monies (i.e. in full or part, as the case may be) paid by the applicant will be returned to the applicant (either by telegraphic transfer to the applicant's bank account or by cheque via registered mail, as the case may be) in the original currency of the subscription paid but without interest and at the applicant's own risk.</p>
D6.2	Redemptions	
	Classes	AA (USD) Inc, AA (AUD) Inc Hedged, AA (HKD) Inc, C (USD) Inc, D (USD) Inc and I (USD) Inc
D6.2.1	Minimum Redemption Amount	<p>Class AA (USD) Inc – HKD1,000[#] (or the equivalent in any other Major Currencies)</p> <p>Class AA (AUD) Inc Hedged – AUD125[#] (or the equivalent in any other Major Currencies)</p> <p>Class AA (HKD) Inc – HKD1,000[#] (or the equivalent in any other Major Currencies)</p> <p>Class C (USD) Inc – USD 10,000[#]</p> <p>Class D (USD) Inc – USD 1,000[#]</p> <p>Class I (USD) Inc – USD 10,000[#]</p>
D6.2.2	Redemption Charge	There is no redemption charge.
D6.2.3	Redemption Procedures	<p>Valid applications for redemption of Shares in the Asia-Pacific Equity Income Fund containing all required information, as detailed in the Redemption Form and received before 4:00 p.m. (Hong Kong time) on the relevant Dealing Day^{Asia-Pacific Equity Income Fund} (the “Redemption Dealing Cut-Off Time”^{Asia-Pacific Equity Income Fund}) will be processed by reference to the redemption price on the same Dealing Day^{Asia-Pacific Equity Income Fund}. All requests for redemption must be directed to, and received by the General Adviser and Distributor by the dealing cut-off time specified above.</p> <p>Any application for redemption received after the Redemption Dealing Cut-Off Time^{Asia-Pacific Equity Income Fund} will be dealt with by reference to the redemption price on the next Dealing Day^{Asia-Pacific Equity Income Fund} and, if received during a period of suspension of dealings and not retracted prior to the termination of such period of suspension, will be dealt with by reference to the Dealing Day^{Asia-Pacific Equity Income Fund} immediately following the termination of suspension of dealings.</p>

[#] Or such other minimum amount as may be determined by the Directors at their sole discretion

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D6.2.4	Settlement of Redemption Proceeds	<p>For payment of redemption proceeds, please refer to the 2nd and 3rd paragraphs of Section 6.7 of Part I of the Prospectus for details. Redemption payments (net of any fees and charges) will be made after the original redemption request has been dealt with by the Administrator or the Sub-Administrator (or, where the Shareholders have elected in writing to provide subsequent instructions by fax, the relevant faxed instructions have been dealt with by the Administrator or the Sub-Administrator). No third party or cash payment will be allowed.</p> <p>Notwithstanding Section 6.7 of Part I of the Prospectus, redemption proceeds in respect of the Asia-Pacific Equity Income Fund will normally be paid within five (5) Business Days^{general} after the relevant Dealing Day^{Asia-Pacific Equity Income Fund}, and in any event not more than one calendar month of receipt by the Sub-Administrator of all required and duly completed redemption documentation. Investors are therefore reminded that the payment of redemption proceeds may be delayed if the redemption procedures set out above are not followed.</p>
D6.2.5	Redemption Limit	<p>With a view to protecting the interests of Shareholders, the Company is not bound to redeem on any Dealing Day^{Asia-Pacific Equity Income Fund} more than 10% in aggregate of the total number of Shares in issue of the relevant Class and/or Series (as the case may be). Such limitation will be applied pro rata to all Shareholders who have requested such redemption. If the Company receives requests on any Dealing Day^{Asia-Pacific Equity Income Fund} for the redemption of more than 10% in aggregate of the total number of Shares in issue of the relevant Class and/or Series (as the case may be), it may defer redemptions in excess of such 10% limit to the next Dealing Day^{Asia-Pacific Equity Income}, when such redemption requests will be effected (subject to further deferral if the deferred requests themselves exceed 10% of the total number of Shares in issue of the relevant Class and/or Series (as the case may be)) in priority to later requests.</p>
D6.2.6	Suspension of Redemptions	<p>In exceptional circumstances and having regard to the interests of the Shareholders, the Directors may in certain circumstances (described under Section 6.10 of Part I of the Prospectus, headed “Suspension of Dealing”) suspend the redemption of the relevant Shares in the Asia-Pacific Equity Income Fund and/or delay the payment of redemption monies for the whole or any part of a period during which the determination of the NAV of the Company, or of any Segregated Portfolio, or any Class and/or Series of the Asia-Pacific Equity Income Fund, is suspended.</p>
D6.3	Switching	
D6.3.1	Switchings	<p>Switching from a Class of the Asia-Pacific Equity Income Fund to an equivalent Class in another Segregated Portfolio (or vice versa) is permitted, subject to compliance with minimum investment/holding requirements applicable to the Asia-Pacific Equity Income Fund and the relevant Segregated Portfolio – except that any switching into (or from) either the China A Fund or the Bond Fund is not allowed, until and unless the Directors determine otherwise.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D6.3.2	Switching Charge	<p>Up to 1% of the Net Asset Value of the Shares being switched.</p> <p>Please refer to Section 6.6.3 of Part I of the Prospectus for details of the switching charge.</p>
D6.4	Subsequent Dealing Prices	<p>Please refer to Section 6.5 of Part I of the Prospectus for details of the subsequent subscription and redemption prices.</p> <p>The NAV for Class AA (USD) Inc, Class AA (AUD) Inc Hedged and Class AA (HKD) Inc Shares are calculated and published daily in the South China Morning Post and Hong Kong Economic Journal.</p>
D7.	Dividends	
	Classes	<p>AA (USD) Inc, AA (AUD) Inc Hedged, AA (HKD) Inc, C (USD) Inc, D (USD) Inc and I (USD) Inc</p>
D7.1	Dividend policy	<p>Subject to the Articles and applicable law, the Company has discretion as to whether or not to make any distribution of dividends, the frequency of distribution, the amount of dividends, and there is no guarantee of regular distribution. It is currently intended that dividends will be declared after the end of each month and which, subject to applicable law, may be paid out of capital or gross income of the relevant Class of Asia-Pacific Equity Income Fund while charging/paying all or part of the Classes fees and expenses to/out of the capital of the relevant Class of the Asia-Pacific Equity Income Fund and will (unless otherwise determined by the Company) be in the respective currency of denomination of the relevant Class of the Asia-Pacific Equity Income Fund. The dividends declared (if any) will be paid within three weeks of such declaration.</p> <p>The payment of dividends out of capital of the relevant Class amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment. For the avoidance of doubt, under Cayman Islands law, such payment of dividend does not result in redemption of Shares or a repurchase of Shares.</p> <p>The payment of fees and expenses out of the capital of the relevant Class, resulting in an increase in net distributable income available for payment of dividends, also indirectly amounts to payment of dividends effectively out of capital of the relevant Class and may result in an immediate reduction of the Net Asset Value per Share of the relevant Class after the distribution date.</p> <p>The composition of such dividends (i.e. the relative amounts paid out of (i) net distributable income and (ii) capital) for the past 12 months ("Dividend Composition Information"), is available from the General Adviser and Distributor, Manulife Asset Management (Hong Kong) Limited, on request and at www.manulifefunds.com.hk.</p> <p>If there is a change to this policy, prior approval will be sought from the SFC and affected Shareholders will receive at least one month's prior written notification.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
		<p>Any dividend declared will be paid out to the Shareholder unless the Shareholder has already indicated in writing to the General Adviser and Distributor that such dividend be automatically reinvested in further Shares of the relevant Class. However where the amount of dividend payable to a Shareholder in respect of each Class is less than USD50.00, the dividend will instead be reinvested for the account of such Shareholder in Shares of that Class. Any such Shares will be issued on the date of payment of dividends.</p> <p>Any distribution payment which remains unclaimed after a period of six years from the date of original payment shall be forfeited and revert to the capital of the Asia-Pacific Equity Income Fund. Thereafter neither the Shareholder nor any of his successors shall have any rights to the distribution payment. This policy may change with prior written notice to Shareholders.</p> <p>Any payment of dividends will be subject to compliance with the Articles and applicable law.</p>
D8.	Service Providers	
D8.1	Investment Manager	<p>MAMHK, appointed by the Company as the Investment Manager of the Asia-Pacific Equity Income Fund, has sole responsibility for the daily investment management of the Asia-Pacific Equity Income Fund and for ensuring that the investment objectives, strategies, guidelines and restrictions of the Asia-Pacific Equity Income Fund as set out in the Prospectus and relevant rules and regulations are observed and complied with in all aspects.</p> <p>MAMHK is a subsidiary of Manulife Financial. MAMHK was incorporated in Hong Kong in 1994, and is licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 9 (asset management) regulated activities in Hong Kong.</p> <p>The directors of the Investment Manager are:</p> <p>Robert Allen Cook – Please see Section 5.1 of Part I of the Prospectus for brief biographical details on Mr. Cook.</p> <p>Michael Floyd Dommermuth – Mr. Dommermuth is Senior Vice President & Managing Director for Manulife Asset Management (Asia), a division of MAMHK, overseeing all investment activities across Asia and Japan. He is responsible for managing Manulife’s rapidly growing assets within the region and ensuring Manulife’s investments complement the regulatory landscape. Prior to his current appointment, Mr. Dommermuth headed Manulife’s investment operations in Asia, ex-Hong Kong. From 2001 to 2004, he headed the company’s institutional spread-based business product development efforts based in Boston. Before joining Manulife in 2001, Mr. Dommermuth was head of various units within a global rating agency, including leveraged finance and asset-backed securities based in New York, London and Sydney. He has more than 22 years’ capital market experience. He is a graduate of Carnegie-Mellon University where he received a Bachelor of Science degree in Mathematics and Management Science.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
		<p>Michael Huddart – Mr. Huddart is Executive Vice President and Chief Executive Officer, Hong Kong, Manulife (International) Limited, and the Chief Executive of Manulife Asset Management (Hong Kong) Limited. He is responsible for the overall development of Manulife’s business operation in Hong Kong, including individual insurance, employee benefits and wealth management. He also sits on the board of the above two companies.</p> <p>Under Mr. Huddart’s leadership, Manulife’s operations in Hong Kong have grown substantially with vibrant insurance, wealth-management and pension businesses. There has also been significant growth from both the tied agency and independent distribution channels, with more than 4,200 tied agents and a large number of distribution partners.</p> <p>Mr. Huddart is very active in the Hong Kong insurance industry. He is a member of the Insurance Advisory Committee, chaired by the Secretary for Financial Services and the Treasury, that advises the Hong Kong Chief Executive on matters relating to the administration of the Insurance Companies Ordinance and the carrying on of insurance business in Hong Kong. He is also Chairman of the Insurance Claims Complaints Bureau, having served as Chairman of the Hong Kong Federation of Insurers (HKFI) from 2007 to 2008, and Chairman of the HKFI’s Life Insurance Council from 2006 to 2007, and he continues to be the Chairman/Deputy Chairman of a number of HKFI Task Forces. He is also a member of the Professional Ethics Review Board of the Institute of Financial Planners of Hong Kong and of the organising committee for the HKMA Quality Award.</p> <p>From 2000 to 2003, Mr. Huddart was General Manager of Manulife Taiwan, where he led the business to new heights with a premium growth of more than 1,000% during his four-year tenure. He also established Manulife Taiwan’s leadership position by introducing the first investment-linked as well as the first universal-variable life products in the market.</p> <p>Before moving to Taiwan, Mr. Huddart was Vice President for Business Development in Asia, based in Hong Kong. He was instrumental in several Manulife acquisitions (including that of the Japan business) and market entries in Asia. He has also been Manulife’s Chief Actuary in Indonesia as well as the President Director of its former pension consulting business there.</p> <p>Mr. Huddart holds a Bachelor of Science (honours) degree in actuarial science from City University in London, is a Fellow of the Institute of Actuaries of Australia, an Associate of the Society of Actuaries (USA) and also holds a Graduate Diploma in Financial Planning from the Financial Services Institute of Australia. His more than 30 years of practical experience in the life-insurance and pension-consulting fields have included many leadership positions.</p>

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
		<p>Craig Alan Merdian – Mr. Merdian is Senior Vice President and Chief Financial Officer, Asia of Manulife Financial. He is based in Hong Kong and provides leadership to regional and local finance teams of 10 territories across Asia. He is also responsible for the regional financial affairs, including actuarial, controllership, taxation, treasury, risk management, investor relations, other financial operations as well as business development. He has worked extensively in Asia over the past 16 years. He has 30 years of life insurance experience in financial management, strategic planning and corporate development. His appointment aligns the Asia division’s senior leadership team with Manulife Financial’s strategy to continue business growth and to expand presence and distribution channels in the Asia region. Prior to joining Manulife Financial, Mr. Merdian was Executive Vice President and Chief Financial Officer of the international operation of a major insurance company for four years. Prior to that, he held senior positions with a leading United States insurance company for 10 years. From 1995 to 1997, he established a Singapore office for a leading actuarial consulting firm. He successfully built a life insurance consulting practice with responsibility for leading projects in Indonesia, Japan, Malaysia, Singapore and Taiwan. He graduated from Drake University with a Bachelor of Science in Business Administration degree. He is both a Fellow of the Society of Actuaries in North America and a Certified Public Accountant in the State of Iowa.</p>
D9.	Fees And Charges	
D9.1	Management Fee (as a % per annum of the NAV) ##	<p>For Class AA (USD) Inc, Class AA (AUD) Inc Hedged and Class AA (HKD) Inc: 1.75%</p> <p>For Class C (USD) Inc: Up to 0.90%</p> <p>For Class D (USD) Inc: 1.10%</p> <p>For Class I (USD) Inc: Not applicable</p> <p>Please refer to Section 7.2.1 of Part I of the Prospectus for details of the maximum management fees.</p>
D9.2	Performance Fee	There is no performance fee payable in respect of any Class of the Asia-Pacific Equity Income Fund.
D9.3	Custodian and Administrator Fee	Please refer to the provisions in Section 7.3 of Part I of the Prospectus for further details.

For the avoidance of doubt, for so long as the Asia-Pacific Equity Income Fund is authorised by the SFC in Hong Kong, the Investment Manager will not obtain any rebate on any fees or charges levied by an underlying scheme or its management company.

D.	Name of Fund	ASIA-PACIFIC EQUITY INCOME FUND
D9.4	Formation Expenses	<p>The costs of establishing the Asia-Pacific Equity Income Fund and the authorisation of the Class AA (USD) Inc, Class AA (AUD) Inc Hedged, Class AA (HKD) Inc, Class C (USD) Inc, Class D (USD) Inc and Class I (USD) Inc Shares in the Cayman Islands by the CIMA and with the SFC in Hong Kong amounted to approximately USD72,000 in aggregate and shall be borne by the Asia-Pacific Equity Income Fund and deducted from its assets for the account of each of the relevant Class and/or Series (as the case may be) in proportion to their respective Net Asset Values.</p> <p>The abovementioned expenses shall be amortised over the first five financial years of the Asia-Pacific Equity Income Fund commencing from the first Business Day^{general} following the Inception Date or such other period as the Directors may determine.</p>
D9.5	Other Fees and Charges	<p>The ongoing operational expenses of the Asia-Pacific Equity Income Fund throughout its life (the “Asia-Pacific Equity Income Expenses”) shall be borne by the Asia-Pacific Equity Income Fund and deducted from its assets for the account of each of the relevant Class and/or Series (as the case may be) in proportion to their respective Net Asset Values. The Asia-Pacific Equity Income Fund Expenses include all taxes, auditors’ fees and legal charges payable by the Asia-Pacific Equity Income Fund, the cost of printing all statements, accounts and reports to Shareholders relating to the Asia-Pacific Equity Income Fund and all other costs, charges and expenses which, in the opinion of the Investment Manager, have been properly incurred in the administration and investment activities of the Asia-Pacific Equity Income Fund.</p> <p>Upon the termination of a Class and/or Series (as the case may be) of the Asia-Pacific Equity Income Fund, the Asia-Pacific Equity Income Fund Expenses (if any) attributable to that Class and/or Series (as the case may be) will be written off against the account of that Class and/or Series.</p> <p>No expenses arising out of any advertising or promotional activities in connection with the Asia-Pacific Equity Income Fund may be paid from any of its assets.</p>
D10.	First Report And Accounts	<p>The first annual report and accounts issued for the Asia-Pacific Equity Income Fund will be for the period ending 30 June 2014.</p>

宏利盈進基金 SPC

(一家根據開曼群島法律註冊成立的有限責任
豁免獨立資產組合公司)

(「本公司」)

有關

亞太股票收益獨立資產組合
(「亞太股票收益基金」)

及

其他一般更新
的

本公司日期為 2012 年 12 月的售股章程

(經不時修訂或補充)
(「售股章程」)

補充

2013 年 8 月 21 日

* * *

重要提示：此補充應與售股章程（包括但不限於當中所載的銷售限制及有關風險因素）及亞太股票收益基金的產品資料概要（共同構成本公司對於亞太股票收益基金的銷售文件）一併閱讀。此補充亦載有對售股章程的其他一般更新（更具體內容載於下文）。如閣下對此補充及/或售股章程及/或產品資料概要的內容有任何疑問，應徵詢獨立專業財務意見。

本補充乃就亞太股票收益基金的參與股（稱為「AA類（美元）Inc 股份」、「C類（美元）Inc 股份」、「D類（美元）Inc 股份」及「I類（美元）Inc 股份」（各類別均以美元計價）；「AA類（澳元）Inc 對沖股份」（以澳元計價）；及「AA類（港元）Inc 股份」（以港元計價），更具體內容載於本補充的附表（「附表」）（下文統稱為「亞太股票收益基金股份」的首次及其後發售而編製。本補充亦載有如下文第 4 段所載對售股章程的其他一般更新。

亞太股票收益基金已獲香港證券及期貨事務監察委員會（「證監會」）按證券及期貨條例第 104 條（可不時修訂、補充或替代）認可在香港公開分銷。縱使給予上述認可，證監會對本公司之財政狀況是否良好，或就此作出的任何聲明或發表的意見是否正確概不承擔任何責任。證監會的認可不是對產品的推薦或認許，亦不擔保產品的商業利弊或其表現。這種認可不表示產品適合所有投資者，亦不是認許產品適合任何特定的投資者或投資者類別。

本公司各董事（「董事」）對本文件所載資料的準確性承擔全部責任，並於作出一切合理查詢後確認，就其深知及確信，並無遺漏會使任何陳述產生誤導的任何其他事實。

除非另有規定，否則此補充所用詞語及字句與售股章程中所述者具有相同涵義。此外，除非本補充另有修訂，否則售股章程將維持十足效力及作用。此補充及/或售股章程及/或產品資料概要所載的資料可不時予以更新。有意的投資者應向董事（或有關的當地中介人）查詢是否已刊發任何較新版本/更新。此補充乃以開曼群島現時生效的法律和慣例為基礎。

務須瞭解亞太股票收益基金的股份的價值（及從其產生的收入（如有））可跌亦可升。閣下尤應注意售股章程（標題「風險因素」一節）及此補充的附表（標題為「適用於亞太股票收益基金的特定風險因素」一節）。

有關方面未有採取任何行動以獲准在需要為此採取行動的任何司法管轄區（香港除外）派發此補充。因此，任何人士在任何屬地收到此補充及/或申請表格，概不視此舉構成邀請該名人士購買或認購亞太股票收益基金的股份，或該名人士在任何情況下不應使用該申請表格，除非在有關屬地，該項邀請可在毋須遵照任何註冊或其他法律規定之情況下提出。中介人應留意此項限制。參與股不可在開曼群島公開提呈發售或作出認購邀請。

* * *

1. 此補充的附表載與亞太股票收益基金有關的特定資料，並且謹應構成售股章程的一部分，惟僅與發售亞太股票收益基金有關及應當作為緊接售股章程第二部分 C 的資料之後的有關部分。
2. 此外，對於亞太股票收益基金，投資者亦應參閱售股章程所載的相關稅務考慮（載於售股章程第一部分第 8 節標題「稅務」項下）。儘管有上述稅務考慮，惟該等資料並不擬（且不應視之為）特定稅務意見，以及投資者應就其因投資於本公司及/或亞太股票收益基金而產生的稅務後果諮詢其本身的專業顧問。
3. 就亞太股票收益基金而言，售股章程亦予以修訂以反映：
 - 3.1. 在售股章程第一部分第 11 節標題為「11. 文件」下的結尾加插以下有關新增資料：

「下列有關亞太股票收益基金的文件副本於任何日子（星期六、日及公眾假期除外）正常辦公時間內任何時候在總顧問及分銷商的辦事處可供免費查閱，以及於支付合理費用後亦可取得副本：

(aaa) 本公司的組織章程大綱和章程；

(bbb) 本公司為亞太股票收益基金的賬戶與宏利資產香港訂立的日期為 2013 年 7 月 30 日的投資管理協議（可不時修訂及補充），據此，宏利資產香港獲委任為有轉授權的投資管理人，但須受董事全面監督；

- (ccc) 本公司(為亞太股票收益基金的賬戶)與 Citibank International plc (Luxembourg Branch) 訂立的日期為 2013 年 7 月 29 日的全球託管服務協議(可不時修訂及補充), 據此, 後者與本公司有關而獲委任為託管人及支付代理;
- (ddd) 本公司(為亞太股票收益基金的賬戶)與 Citigroup 及 Citibank 訂立的日期為 2013 年 7 月 29 日的三方基金執行服務協議(可不時修訂及補充), 據此, Citigroup 與本公司有關而獲委任為執行人、轉讓代理及過戶登記處, 而 Citibank 就 Citigroup 作為執行人、轉讓代理及過戶登記處的職責而獲 Citigroup 委任為其受委人, 而且本公司同意, 花旗銀行香港分行獲 Citibank 委任為其分受委人以為本公司處理轉讓代理的職能;
- (eee) 本公司(為亞太股票收益基金的賬戶)與總顧問及分銷商訂立的日期為 2013 年 7 月 30 日的總顧問及分銷協議(可不時修訂及補充), 據此, 後者與本公司有關而獲委任為總顧問及分銷商; 及
- (fff) 最新公布的年報及年度賬目(如有), 及如遲於前者, 本公司的半年度報告(如有)。」

其他一般更新

4. 售股章程予以進一步修訂以反映以下其他一般更新:

定義

- 4.1 在緊接售股章程第一部分第 1 節「定義」下的「A 股」內容之後加插以下新定義詞彙:

「「澳元」或「AUD」 指澳洲當時及不時的法定貨幣, 而提及「仙」亦應作相應地解釋。」

股份

- 4.2 在售股章程第一部分第 2 節「本公司的註冊成立及結構」下的第五段之後加插以下新一段:

「本公司可就若干獨立資產組合發行貨幣對沖類別, 並以「對沖」一詞表示。就該等類別而言, 本公司可對沖以有關獨立資產組合基礎貨幣以外的貨幣計價的類別之貨幣風險。有關對沖一經進行, 其影響可能在該獨立資產組合的資產淨值中反映, 並因而在該類別的表現中反映。有關對沖所產生的任何支出將由已產生該對沖的有關類別承擔。不論基礎貨幣相對於其他貨幣的價值是下跌或上升, 均可進行有關對沖。股東應注意, 如進行有關對沖, 可能會大大保障有關類別股東避免該類別的貨幣投資相對於有關獨立資產組合基礎貨幣的貨幣價值下跌, 但亦可能妨礙股東受惠於基礎貨幣價值的上升。概不能保證運用對沖將完全消除相關基礎貨幣的貨幣風險。」

交易程序

4.3 以下更新乃就隨後認購及付款詳情而作出：

4.3.1 售股章程第一部分第 6.1.1 節「開戶表格及認購表格」之第二段修訂如下：

「隨後申請認購任何獨立資產組合的參與股應以或透過本公司及 / 或總顧問和分銷商訂明的認購表格（可包括網上或電子形式）（「認購表格」）作出，並將之連同認購表格詳細列明的付款交回予總顧問及分銷商。」

4.3.2 售股章程第一部分第 6.1.3 節「付款詳情」茲予修訂，在緊接現有的第 (v) 段之後加插以下新一段：

「(vi) 如以電匯付款（澳元）：

收款銀行：Citibank, N.A. Hong Kong

SWIFT 編碼：CITIHKHX

收款賬號：5/170254/025

收款人名稱：CITI LUX-MAF SUBS ACCOUNT

參照資料：申請人姓名及基金名稱

代理銀行：Citibank N.A. (Sydney) (SWIFT 編碼：CITIAU2X)」

4.3.3 售股章程第一部分第 6.1.3 節「付款詳情」進一步修訂，將現有第 (vi) 段重新編號為第 (vii) 段，並在緊接第 (vii) 段之後加插以下新一段為第 (viii) 段：

「(viii) 其他付款方法 僅適用於隨後認購：

就隨後申請認購任何獨立資產組合的參與股而言，總顧問和分銷商可允許透過網上 / 電子形式從以申請人的名義開立的銀行賬戶中付款。如該付款方式獲允許，所需的具體詳情將載於有關認購表格。」

個人資料

4.4 在售股章程第一部分第 9 節「一般資料」的結尾加入下文為新一段：

「9.14 個人資料

根據有關當地法律（經不時修訂），就投資本公司及 / 或任何獨立資產組合而提供的任何資料可能會儲存於電腦中，並經由本公司、本公司的投資管理人、投資顧問、執行人、託管人、總顧問及分銷商、過戶登記處（合稱「服務供應商」，各自之定義見本文件）或其受委人作為數據處理人（如適當）處理。個人資料的保存時間不得超過以數據處理和遵守適用法律及監管期限為目的之所需時間。

資料（如投資者的姓名、地址、投資金額及其他個人資料）可被收集、儲存及處理以供本公司、本公司的服務供應商或彼等的受委人進行服務（包括但不限於為處理或核證閣下的資料進行配對、處理投資者於本公司及/或任何獨立資產組合進行之買賣、保存投資者登記冊、「認識你的客戶」核對及相關程序和投資者通訊，如郵寄財務報告及通告等）及履行法律責任，包括適用公司法，以及防止洗黑錢及稅務法例下的法律責任。在適當的範圍內，該等資料亦可能由本公司的關聯公司或服務供應商或彼等的受委人（可能駐於閣下司法管轄區以外的地區）共享，亦可能會用於由本公司、有關服務供應商或彼等的受委人或關聯實體管理和執行的其他投資基金的有關投資，但僅在遵從適用法律及法規及在適用法律及法規的限制範圍內方可使用。

資料僅應在為了合法商業利益所必要和僅在遵從適用法律及法規及在適用法律及法規的限制範圍內方可披露予第三方。這可能包括就符合（其中包括）防止洗黑錢之目的或符合外國監管規定而披露予第三方，例如核數師、其他專業顧問、有關監管機構及機關、本公司的代理或其服務供應商。

投資者有權酌情決定拒絕將上述資料傳達予上文所述的一方或多方，在這種情況下，該投資者對本公司及/或獨立資產組合的投資提出的認購可能會被拒絕。

在香港，以「直接促銷」為目的（定義見適用法律及法規）而使用或轉讓上述資料必須得到受影響投資者的同意（或表示不反對即屬允許）。根據適用的資料保障法例，投資者可撤回任何該等同意。

為了確保於本公司內傳遞和傳遞至服務供應商的個人資料得以保密（例如：防止惡意或其他未經授權的第三方存取資料等），本公司已採取合理措施。然而，由於資料乃經電子形式傳輸及可能會傳輸至香港以外的地方，故此當資料存於境外，則可能無法保證其保密及保障的程度等同於現時在香港生效的資料保障規例。

正如上文所述，本公司已採取合理措施，以防止未經授權的第三方知悉或存取上述個人資料，因此，本公司或其服務供應商不會就任何未經授權的第三方知悉或存取該等個人資料而承擔責任。

根據適用的資料保障法例，投資者亦有權存取及更正個人資料，如該等資料乃不正確或不完整，投資者可致函個人資料主任（地址：香港九龍觀塘偉業街**223-231**號宏利金融中心**A**座**22**樓宏利資產管理（香港）有限公司）以轉交本公司，而本公司保留權利就處理任何該等資料存取要求而徵收一項合理費用。」

4.5 QFII 持有人已委任中信證券股份有限公司及中國國際金融有限公司為新增的中國經紀：

4.5.1 售股章程第二部分第 A8.5 節「中國經紀」下的一段整段刪除，並以下文取代：

「QFII 持有人已跟下列各中國經紀簽訂獨立經紀協議，藉此按照 QFII 持有人的指示於上海證券交易所（「上交所」）及 / 或深圳證券交易所（「深交所」）執行交易：

- UBS Securities Co. Limited 獲委任，以僅於上交所就中國 A 股基金執行交易；及
- 中信證券股份有限公司獲委任，以僅於深交所就中國 A 股基金執行交易。」

4.5.2 售股章程第二部分第 B8.5 節「中國經紀」下的一段整段刪除，並以下文取代：

「QFII 持有人已跟下列各中國經紀簽訂獨立經紀協議，藉此按照 QFII 持有人的指示於上海證券交易所（「上交所」）及 / 或深圳證券交易所（「深交所」）執行交易：

- UBS Securities Co. Limited 獲委任，以於上交所及深交所就債券基金執行交易；及
- 中國國際金融有限公司獲委任，以僅於上交所就債券基金執行交易。」

轉換 — 環球人民幣收益策略基金

4.6 為了使獨立資產組合（中國 A 股基金及債券基金除外）之間能進行轉換，售股章程第二部分第 C6.3 節「轉換」中，有關環球人民幣收益策略基金的部分將予修訂，刪除現有段落，並以下文取代：

「C6.3.1 轉換 獲准從環球人民幣收益策略基金的一個類別轉換至另一獨立資產組合的等同類別（或反之亦然），惟須符合適用於環球人民幣收益策略基金及相關獨立資產組合的最低投資 / 持股額要求 — 然而，直至及除非董事另有決定，否則不能轉換至（或轉換自）中國 A 股基金或債券基金。

C6.3.2 轉換費 最高為所轉換股份之資產淨值的 1%

有關轉換費的詳情，請參閱售股章程第一部分第 6.6.3 節。」

4.7 作出以下修訂以反映中國內地QFII制度的最新監管條文：

4.7.1 售股章程第二部分第A3.節「QFII制度」下的第3段作出以下修訂，下文第二段所提及的「QFII中國託管人」已修訂為「QFII中國託管人（及如下文進一步定義）」：

「QFII匯回資金一般須經SAFE或SAFE地方當局事先批准受到限制和局限。然而尤其是，如開放式中國基金（定義見下文）（中國A股基金為開放式中國基金）每個月有淨贖回，則QFII持有人（為開放式中國基金的賬戶）每月匯回的淨款額不得超過開放式中國基金於截至上年底的中國內地境內資產的20%。而QFII持有人為開放式中國基金賬戶每次匯回的淨款額不超過五千萬美元的等值。QFII中國託管人（定義見下文）可代表QFII直接辦理有關的匯回投資資本的程序，然後將此事向QFII中國託管人所在地的SAFE地方當局報告以記錄在案。如有任何一次QFII持有人為開放式中國基金賬戶匯回的淨款額超過五千萬美元的等值，均必須事先向QFII中國託管人所在地的SAFE地方當局申請批准投資者應注意，(i)上述限制可能對開放式中國基金應付贖回要求之能力造成不利影響及/或(ii)SAFE及/或有關中國內地機關可能會就上述限制不時作出進一步修訂。」

4.7.2 在售股章程第二部分第A4.節「額外投資限制、禁止及借貸限制」中，現有的(d)段整段刪除，隨後的段落按字母順序重新排序，該等段落之任何相互參照茲作出相應的修訂。此外，在售股章程第二部分第A4.節「額外投資限制、禁止及借貸限制」中，現有的(c)及(g)段（現稱為(f)段）作出以下修訂：

「(c) 根據QFII規則及規例，就QFII額度匯回的資本須受一個初始鎖定期規限。就中國A股基金獲分配為數5,000萬美元的新增QFII額度而言，如下文第A6.1.1節所載，除非投資管理人另行通知股東，否則鎖定期將於2013年4月15日屆滿（「鎖定期」）。鎖定期屆滿後，中國A股基金每月星期可按該月份星期內認購與贖回款額之間的淨差額匯回所有投資資本，惟每月匯回的淨款額最高為中國A股基金於截至上年底的中國內地境內資產的20%。」

(f) QFII制度由中國證監會、中國人民銀行及SAFE在2006年8月24日頒布並於2006年9月1日實施的《合格境外機構投資者境內證券投資管理辦法》及中國證監會於2012年7月27日頒布並於同日實施的《關於實施〈合格境外機構投資者境內證券投資管理辦法〉有關問題的規定》及SAFE於2012年12月7日頒布並於同日實施的《合格境外機構投資者境內證券投資外匯管理規例》管限。」

4.7.3 售股章程第二部分第 A5.7 節「匯回風險」下的第 2 及第 3 段作出以下修訂：

~~「由 2013 年 2 月 2 日（包括該日在內）起，中國 A 股基金將每日接受認購及贖回要求。然而，在 QFII 制度下，將投資資本匯入中國內地或從中國內地匯出投資資本現時只可每月星期進行。正待匯入中國內地的已收認購款項將按照投資目標所准許在境外投資 / 持有。另一方面，支付贖回所得款項只會在有關月份結束後才作出，並且或會視乎收到有關贖回要求的時間而有所不同，通常於有關交易日^{中國 A} 之後十（10）個營業日^{中國 A} 內支付，以及在任何情況下不超過分執行人收到所有要求及填妥的贖回文件後一個曆月支付。」~~

尤其是，股東應注意，如 QFII 持有人為中國 A 股基金每月匯回的淨款額在任何情況下超過五千萬美元的等值，必需事先獲 SAFE 批准中國 A 股基金於截至上年底的中國內地境內資產的 20%，這可能對中國 A 股基金應付贖回要求之能力造成不利影響。在此情況下，贖回款項的支付會有延誤，而將在切際可行範圍內盡快及無論如何於完成匯回程序後七（7）個營業日^{中國 A} 內支付。詳情請參閱第 A6.2.4 節。」

4.7.4 售股章程第二部分第 A6.2.3 節「贖回程序」下的第 1 段作出以下修訂：

~~「在中國內地由於資本匯回的限制，(i) 授予新 QFII 額度後有鎖定期，及 (ii) 其後為中國 A 股基金賬戶從中國內地匯回資金僅准許每月星期一次，惟每月匯回的淨款額最高為中國 A 股基金於截至上年底的中國內地境內資產的 20% 而且 (a) 凡匯回的款額超過五千萬美元須經 SAFE 批准，(b) 雖然匯回款額等於或低於五千萬美元，僅須報當地 SAFE 存檔，但是處理基金贖回的申請需要有足夠時間。」~~

4.7.5 售股章程第二部分第 A6.2.4 節「贖回款項的結算」下的第 2、第 3 及第 4 段作出以下修訂：

~~「贖回所得款項通常會於進行贖回的有關曆月結束後七（7）個營業日^{中國 A} 內支付。」~~

~~就 2013 年 1 月 11 日交易日^{中國 A} 而言，贖回款項通常於 2013 年 1 月 11 日交易日^{中國 A} 後七（7）個營業日^{中國 A} 內支付。」~~

，以及在任何情況下上述贖回款項將在 (i) 有關交易日^{中國 A} 起計一個曆月；或 (ii) 不超過分執行人收到所有要求及填妥的贖回文件後一個曆月的有關曆月結束後（7）個營業日^{中國 A} 兩者之中的較後者之前（或如在資本匯回限制的特殊情況下，則為較長的時間）支付。」

- 4.7.6 售股章程第二部分第A6.2.5節「贖回限額」下的一段作出修訂，在緊接現有的段落後加入以下新一段：

「此外，當中國A股基金的贖回要求需要或相當可能需要QFII持有人為中國A股基金賬戶每月匯回的淨款額超過中國A股基金於截至上年底的中國內地境內資產的20%，該等贖回要求將被順延至下一個月份的首個交易日^{中國A}，屆時辦理該等贖回要求將優先於其後的要求（但如順延的贖回要求本身超過該20%限額，則會進一步順延）。該等被順延的要求將不會按比例處理。」

- 4.7.7 售股章程第二部分第B3.節「QFII制度」下的第3段作出以下修訂，下文第二段所提及的「QFII中國託管人」已修訂為「QFII中國託管人（及如下進一步定義）」：

「QFII匯回資金一般受到限制和局限須經SAFE或SAFE地方當局事先批准。然而尤其是，如開放式中國基金（定義見下文）（債券基金為開放式中國基金）每月有淨贖回，而QFII持有人為中國開放式基金賬戶每次匯回的淨款額不超過五千萬美元的等值，QFII中國託管人（定義見下文）可代表QFII直接辦理有關的匯回投資資本的程序，然後將此事向QFII中國託管人所在地的SAFE地方當局報告以記錄在案。如有任何一次QFII持有人為中國開放式基金賬戶匯回的淨款額超過五千萬美元的等值，必須事先向QFII中國託管人所在地的SAFE地方當局申請批准則QFII持有人（為開放式中國基金賬戶）每月匯回的淨款額不得超過開放式中國基金於截至上年底的中國內地境內資產的20%。投資者應注意(i)上述限制可能對開放式中國基金應付贖回要求之能力造成不利影響及/或(ii)SAFE及/或相關中國內地機關可能會就上述限制不時作出進一步修訂。」

- 4.7.8 在售股章程第二部分第B4.節「額外投資限制、禁止及借貸限制」中，現有的(d)段整段刪除，隨後的段落按字母順序重新排序，該等段落之任何相互參照茲作出相應的修訂。此外，在售股章程第二部分第B4.節「額外投資限制、禁止及借貸限制」中，現有的(c)及(g)段（現稱為(f)段）作出以下修訂：

「(c) 根據QFII規則及規例，就QFII額度匯回的資本須受一個初始鎖定期規限。就債券基金獲分配為數5,000萬美元的新增QFII額度而言，如下文第B6.1.1節所載，除非投資管理人另行通知股東，否則鎖定期將於2013年4月15日屆滿（「鎖定期」）。鎖定期屆滿後，債券基金可每月星期可按該月份內認購與贖回款額之間的淨差額匯回所有投資資本，惟每月匯回的淨款額過最高為債券基金於截至上年底的中國內地境內資產的20%。」

- (f) QFII 制度由中國證監會、中國人民銀行及SAFE在2006年8月24日頒布並於2006年9月1日實施的《合格境外機構投資者境內證券投資管理辦法》及中國證監會於2012年7月27日頒布並於同日實施的《關於實施〈合格境外機構投資者境內證券投資管理辦法〉有關問題的規定》及SAFE於2012年12月7日頒布並於同日實施的《合格境外機構投資者境內證券投資外匯管理規例》管限。」

4.7.9 售股章程第二部分第B5.7節「匯回風險」下的第2段作出以下修訂：

「尤其是，股東應注意，如QFII持有人為債券基金每月匯回的淨款額在任何情況下超過五千萬美元的等值，必需事先獲SAFE批准債券基金於截至上年底的中國內地境內資產的20%，這可能對債券基金應付贖回要求之能力造成不利影響。在此情況下，贖回款項的支付會有延誤，而將在切際可行範圍內盡快及無論如何於完成匯回程序後七(7)個營業日^{債券基金}內支付。詳情請參閱第B6.2.4節。」

4.7.10 售股章程第二部分第B6.2.3節「贖回程序」下的第1段作出以下修訂：

「在中國內地由於資本匯回的限制，(i) 授予新QFII 額度後有鎖定期，及(ii) 其後為債券基金賬戶從中國內地匯回資金僅准許每月星期一次，惟每月匯回的淨款額最高為債券基金於截至上年底的中國內地境內資產的20%而且(a) 凡匯回的款額超過五千萬美元須經SAFE批准，(b) 雖然匯回款額等於或低於五千萬美元僅須報當地SAFE存檔，但是處理基金贖回的申請需要有足夠的時間。」

4.7.11 售股章程第二部分第B6.2.5節「贖回限額」下的一段作出修訂，在緊接現有的段落後加入以下新一段：

「此外，當債券基金的贖回要求需要或相當可能需要QFII 持有人為債券基金賬戶每月匯回的淨款額超過債券基金於截至上年底的中國內地境內資產的20%，該等贖回要求將被順延至下一月份的下一個交易日^{債券基金}，屆時辦理該等贖回要求將優先於其後的要求（但如順延的贖回要求本身超過該20%限額，則會進一步順延）。該等被順延的要求將不會按比例處理。」

投資管理人—董事簡歷更新

4.8 售股章程第二部分第A8.1、第B8.1及第C8.1節中作出下列修改，以反映投資管理人的董事資料更新：

4.8.1 「Michael Floyd Dommermuth」項下倒數第二句作出以下修訂：

「他有總計超過22年的資本市場經驗。」

4.8.2 「Christopher Franz Bendl」一項整項刪除。

* * *

附表

D. 亞太股票收益獨立資產組合 (「亞太股票收益基金」)

管理及執行

本公司的註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

本公司董事

Robert Allen Cook
Barry Hart Evans
Macaria Trinidad F. Gaspar
林任賽華
Jillian Avis Kathryn Smith

亞太股票收益基金的投資管理人

宏利資產管理 (香港) 有限公司
香港特別行政區
銅鑼灣希慎道 33 號
利園 47 樓

本公司的執行人、過戶登記處及轉讓代理

Citigroup Fund Services (Cayman), Ltd.
Cayman Corporate Centre, 5th Floor
27 Hospital Road
PO Box 10293, Grand Cayman KY1-1003
Cayman Islands

分執行人的分受委人

花旗銀行香港分行
香港特別行政區
中環花園道 3 號
花旗銀行廣場
花旗銀行大廈 50 樓

本公司對於亞太股票收益基金的
香港法律事務的法律顧問

的近律師行
香港特別行政區
中環遮打道
歷山大廈 5 樓

本公司的主要辦事處

Citigroup Fund Services (Cayman), Ltd.
Cayman Corporate Centre, 5th Floor
27 Hospital Road
PO Box 10293, Grand Cayman KY1-1003
Cayman Islands

本公司總顧問及分銷商

宏利資產管理 (香港) 有限公司
香港特別行政區
銅鑼灣希慎道 33 號
利園 47 樓

本公司的託管人及支付代理

Citibank International plc (Luxembourg Branch)
31, Z.A. Bourmicht, L - 8070 Bertrange
Grand Duchy of Luxembourg

分執行人

Citibank International plc (Luxembourg Branch)
31, Z.A. Bourmicht, L - 8070 Bertrange
Grand Duchy of Luxembourg

本公司的核數師

Ernst & Young Ltd.
Suite 6401, 62 Forum Lane, Camana Bay
P. O. Box 510, Grand Cayman, KY1-1106
Cayman Islands

本公司開曼群島法律事務法律顧問

Maples and Calder
香港特別行政區
皇后大道中 99 號
中環中心 53 樓

D.	基金名稱	亞太股票收益基金		
D1.	基金的特定定義	「交易日 ^{亞太股票收益基金} 」	就亞太股票收益基金有關各參與股類別及/或系列而言，指計算該類別及/或系列每股參與股資產淨值的每個營業日 ^{一般} （或可通知投資者的其他日期）。有關該方面的進一步資料載於下文第16頁。	
		「亞太股票收益基金」	指亞太股票收益獨立資產組合。此基金的基礎貨幣為美元。	
		「AA類（美元）Inc股份」，「C類（美元）Inc股份」and「D類（美元）Inc股份」	分別指AA類（美元）Inc、C類（美元）Inc及D類（美元）Inc股份（各類別均以美元計價）。	
		「I類（美元）Inc股份」	指「I類（美元）Inc股份」（以美元計價）。就亞太股票收益基金而言，I類（美元）Inc股份不會承擔管理費，並且將僅可供在收到有關認購表格時已與投資管理人及本公司訂立有關費用及其他事宜（包括任何最低投資額）的協議（如適用）的機構投資者（可包括由投資管理人任何關聯實體或宏利金融任何附屬公司管理的任何集體投資計劃或互惠基金）認購。	
		「AA類（澳元）Inc對沖股份」	指AA類（澳元）Inc對沖股份（以澳元計價）。	
		「AA類（港元）Inc股份」	指AA類（港元）Inc股份（以港元計價）。	
D2.	基金類型	股票基金		
	基礎貨幣	美元		
	可供投資的類別	AA（美元）Inc、C（美元）Inc、D（美元）Inc及I（美元）Inc	AA（澳元）Inc對沖	AA（港元）Inc
	結算貨幣	美元	澳元	港元

D.	基金名稱	亞太股票收益基金
D3.	投資目標及策略	<p>亞太股票收益基金的投資目標是主要透過投資於在亞太區（日本除外）上市、註冊或有重大投資或收入來源有重大比重來自該區內之公司的股票及股票相關投資（「專注於亞太區的股票及股票相關投資」）而為投資者提供總回報。</p> <p>亞太股票收益基金尋求物色及持有的公司可提供具增長潛力及持續穩定的股息收益率，亦提供可長期持續增長的潛力，以致該等股息收益率在未來有所增長。亞太股票收益基金會運用積極管理方法，主要投資於在亞太區（日本除外）市場上市的股票。</p> <p>亞太股票收益基金可 (i) 將其淨資產最多 100% 投資於 (a) 專注於亞太區的股票及股票相關投資，如公開交易的普通股和優先股、可轉換為普通股或優先股的證券，包括可轉換債券及債權證、交易所買賣基金及房地產投資信託基金（包括房地產投資信託基金類似公司及其他房地產經營公司）及 (b) 其他專注於亞太區的股票及股票相關投資，如美國預託證券、全球預託證券、認股權證及供股和私人配售；及 (ii) 將其淨資產最多 30% 投資於投資級別、低於投資級別及 / 或未獲評級的債務工具，如由政府、政府機構、半政府組織、超國家組織、跨國組織、財務機構及其他公司所發行或分銷的債券、票據、商業票據、短期票據、存款證、議定定期存款及可轉換證券、集體投資計劃及 / 或其他不受規管集體投資計劃的單位 / 股份，以及現金、存款、可轉換證券和貨幣市場票據。</p> <p>市場極其波動或市場條件嚴重不利時，投資管理人可暫時以現金或現金等價物持有亞太股票收益基金大部分的資產，或投資於短期貨幣市場票據以保留亞太股票收益基金的投資組合的資產價值。</p> <p>亞太股票收益基金不會投資於任何金融衍生工具（為對沖或非對沖目的）、或結構性存款、或結構性產品。</p> <p>投資管理人目前無意就亞太股票收益基金訂立任何證券借貸、回購或反向回購交易。倘若此政策有變，（除非與證監會另有協定）將會事先取得證監會的批准並向受影響的股東發給至少一個月的事先通知及售股章程將相應作出更新。</p>

D.	基金名稱	亞太股票收益基金
		<p>投資者應注意，雖然亞太股票收益基金直接投資房地產投資信託基金（或類似投資工具），但在亞太股票收益基金層面的任何股息政策或股息派付，未必代表相關房地產投資信託基金的股息政策或股息派付。香港投資者亦應該注意，有關相關房地產投資信託基金未必一定獲香港證監會認可。</p> <p>投資管理人將尋求達致亞太股票收益基金的投資目標，但是投資者應明白，所有投資均有風險。亞太股票收益基金股份的價值及由其而來的收入（如有）在亞太股票收益基金存續期限內可跌亦可升，而投資者未必可收回其原來的投資金額。茲亦提醒投資者，在某些情況下（在售股章程第一部分第6.10節標題為「暫停交易」下有所說明），亞太股票收益基金股份的買賣可能會被暫停。</p>
D4.	適用及額外投資限制、禁止及借貸限制	<p>在亞太股票收益基金一直獲證監會認可期間，以及除與證監會另有協定外，亞太股票收益基金將依循售股章程第一部分第3.2節所載的投資限制、禁止及借貸限制。</p> <p>售股章程第一部分第3.2.9節規定，各獨立資產組合（包括亞太股票收益基金）投資於其他集體投資計劃（「其他計劃」）的單位或股份不可超過其最新可獲得資產淨值的10%。為免產生疑問，此投資限制在該其他計劃為一個非獲認可司法管轄區計劃而未獲證監會認可的集體投資計劃時應用。儘管有上文所述，亞太股票收益基金可投資於一個或多個為獲認可司法管轄區計劃或為獲證監會認可的計劃之其他計劃。在該等情況下，亞太股票收益基金在各個該等其他計劃持有的單位或股份的價值不可超過其總資產淨值的30%。</p> <p>本基金不會將其資產淨值10%以上投資於由信貸評級低於投資級別的任何單一國家所發行或擔保的證券。為免產生疑問，「單一國家」應包括一個國家、其政府、該國家的公共或當地機構或國有化行業。</p>
D5.	適用於亞太股票收益基金的特定風險因素	<p>除了售股章程第一部分第4節所載列的有關風險因素外，有意的投資者應注意下列特定風險因素：</p>

D.	基金名稱	亞太股票收益基金
D5.1	股票及派息政策 風險	股票及股本相關證券的價值將受到經濟、政治、市場及發行人特定的轉變所影響。不論公司特定的業績表現如何，該等轉變或會對證券造成不利影響。此外，不同的行業、金融市場及證券對此等轉變的反應可能會不同。投資組合價值的波動通常會在短期內惡化。投資組合內一家或多家公司的表現將下跌或無法上升，這風險可能對整體投資組合在任何指定期間內的表現構成不利影響。除此以外，本公司擁有酌情權決定是否作出任何股息分派、分派的頻次、股息款額，以及概不保證會作出定期分派。
D5.2	有關從資本撥付 股息、費用及/或 支出的風險	亞太股票收益基金可酌情決定從亞太股票收益基金有關類別的資本或總收入撥付股息，而同時從其資本收取/支付全部或部分的費用及支出，導致供其支付股息的可分派淨收入有所增加。因此，亞太股票收益基金可能實質從資本撥付股息。從資本撥付的股息相當於退回或提取投資者部分的原投資額或該原投資額應佔的任何資本收益。任何涉及實質從亞太股票收益基金資本撥付股息的分派，可導致該類別於緊隨分派日期後的每股資產淨值即時減少。
D5.3	政治、社會經濟 政策 — 亞太區	在亞太股票收益基金的投資可能會對亞太區國家的政治、社會或經濟政策的任何重大變更敏感，上述政策由有關國家的中央政府決定。這種敏感性可能對資本增長，以及從而對此等投資的業績表現有不利影響。
D5.4	新興市場風險	有關新興市場風險的一般資料，請參閱售股章程第一部分第4.4節。
D5.5	債務工具風險	有關債務工具的利率、信貸及降級風險，及非投資級別債務票據風險的一般資料，請分別參閱售股章程第一部分第4.16及4.17節。
D6.	交易	
D6.0.1	交易程序	<p>除本條規定作出改變外，售股章程第一部分第6節所述有關現有類別的一般交易程序應維持不變，並且應管限亞太股票收益基金股份的所有交易，包括下文所述初始提呈發售期後亞太股票收益基金此等股份的任何交易。有意的投資者應相應參閱售股章程。</p> <p>下文所述的特定交易程序適用於與透過總顧問及分銷商作出的與亞太股票收益基金有關的交易指示。透過其他分銷商作出的指示可能須遵從與售股章程所述不同的程序。投資者作出指示前應徵詢其分銷商。</p>

D.	基金名稱	亞太股票收益基金		
D6.0.2	交易次數	每日，於每個交易日 <small>亞太股票收益基金</small> 。		
D6.0.3	交易日 <small>亞太股票收益基金</small>	<p>AA類(美元) Inc、AA類(澳元) Inc對沖、AA類(港元) Inc、C類(美元) Inc、D類(美元) Inc及I類(美元) Inc股份各自的初始提呈發售期以後的第一個交易日 <small>亞太股票收益基金</small> 應為有關開始日期後的營業日^{一般}或(如有關開始日期並非營業日^{一般})緊接下一個營業日^{一般}(或可通知有意的投資者的其他日期)。</p> <p>其後，AA類(美元) Inc、AA類(澳元) Inc對沖、AA類(港元) Inc、C類(美元) Inc、D類(美元) Inc及I類(美元) Inc股份將於每個交易日 <small>亞太股票收益基金</small> 可供買賣。</p>		
D6.0.4	類別	<p style="text-align: center;">AA類(美元) Inc、AA類(澳元) Inc對沖、 AA類(港元) Inc、 C類(美元) Inc、 D類(美元) Inc及I類(美元) Inc</p>		
D6.1	認購			
	類別	<p>AA類(美元) Inc、 C類(美元) Inc、 D類(美元) Inc及 I類(美元) Inc</p>	<p>AA類(澳元) Inc對沖</p>	<p>AA類(港元) Inc</p>
D6.1.1	初始提呈發售價	每股 10 美元	每股 10 澳元	每股 100 港元
D6.1.2	最低初始投資額	<p>AA類(美元) Inc – 20,000 港元[#](或任何其他主要貨幣的等值)</p> <p>AA類(澳元) Inc對沖 – 2,500 澳元[#](或任何其他主要貨幣的等值)</p> <p>AA類(港元) Inc – 20,000 港元[#](或任何其他主要貨幣的等值)</p> <p>C類(美元) Inc – 1百萬美元[#]</p> <p>D類(美元) Inc – 100,000 美元[#]</p> <p>I類(美元) Inc – 3百萬美元[#]</p>		

[#] 或由董事按其全權酌情權可決定的其他最低金額

D.	基金名稱	亞太股票收益基金
D6.1.3	最低持股額	AA類(美元) Inc – 20,000 港元# (或任何其他主要貨幣的等值) AA類(澳元) Inc對沖 – 2,500 澳元# (或任何其他主要貨幣的等值) AA類(港元) Inc – 20,000 港元# (或任何其他主要貨幣的等值) C類(美元) Inc – 1百萬美元# D類(美元) Inc –100,000 美元# I類(美元) Inc –30,000 美元#
D6.1.4	最低其後投資額	AA類(美元) Inc – 1,000 港元# (或任何其他主要貨幣的等值) AA類(澳元) Inc對沖 – 125 澳元# (或任何其他主要貨幣的等值) AA類(港元) Inc– 1,000 港元# (或任何其他主要貨幣的等值) C類(美元) Inc – 10,000 美元# D類(美元) Inc – 1,000 美元# I類(美元) Inc –30,000 美元#
D6.1.5	初始收費	AA類(美元) Inc、AA類(澳元) Inc對沖及AA類(港元) Inc：現時最高達每股資產淨值的5%。董事保留權利收取最高達每股資產淨值的6%。 C類(美元) Inc：無任何初始收費。 D類(美元) Inc：最高達每股資產淨值的5%。 I類(美元) Inc：無任何初始收費。

或由董事按其全權酌情權可決定的其他最低金額

D.	基金名稱	亞太股票收益基金
D6.1.6	初始提呈發售期	<p>AA類（美元）Inc、AA類（澳元）Inc對沖及AA類（港元）Inc 股份：</p> <p>自2013年8月21日香港時間上午九時開始至香港時間下午四時（或董事按其全權酌情權可決定的其他日期）。</p> <p>C類（美元）Inc、D類（美元）Inc及I類（美元）Inc 股份其後將應要求可供認購。</p> <p>於有關初始提呈發售期期間作出的上述各類別的認購申請必須在有關初始提呈發售期的最後一日香港時間下午四時或之前由總顧問及分銷商收妥。有關上述各類別的認購款項付款必須在有關初始提呈發售期結束當日或之前按已結算妥當的資金的形式收妥，認購申請方為有效。</p> <p>如於初始提呈發售期結束前就亞太股票收益基金所有類別收到的總認購款項達到30億美元（或董事按其全權酌情權可決定的其他金額）（「目標限額」），董事可行使其酌情權截止接受亞太股票收益基金任何或所有類別的認購，而毋須事先通知；或</p> <p>在該情況下，只就亞太股票收益基金的受影響類別而言，董事：</p> <ul style="list-style-type: none"> • 將在切實可行範圍內盡快向亞太股票收益基金的新認購人通知，亞太股票收益基金的初始提呈發售期提早結束及/或截止接受新認購（視情況而定）（及有關新認購人的認購申請是否已被全部或部分拒絕）。就已被全部或部分拒絕的申請而言，所收到的認購款項將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式（視情況而定）全部或部分（視情況而定）以所支付的原認購貨幣但不附利息退回給申請人，風險由申請人承擔；及 • 保留權利在該期間或以後按其全權酌情權（及毋須參照上述目標限額）重新開放亞太股票收益基金及/或其任何類別供新認購。 <p>投資者應注意，於初始提呈發售期內作出的亞太股票收益基金股份認購申請不可撤銷或修改。</p>

D.	基金名稱	亞太股票收益基金
D6.1.7	亞太股票收益基金股份的分配	<p>發生下列任何情況，董事可行使其酌情權不發行任何AA類(美元) Inc、AA類(澳元) Inc對沖、AA類(港元) Inc、C類(美元) Inc、D類(美元) Inc及/或I類(美元) Inc股份：(i) 合計最低總投資額5百萬美元(或董事可按其全權酌情權決定的其他最低款額) 在上述初始提呈發售期內未有收到，或(ii) 董事按其酌情權認為繼續進行有關發行不符合投資者的最佳利益或在商業上不可行。</p> <p>在上述情況下(或如認購申請被全部或部分拒絕的一般情況下)，申請人所支付的任何認購款項將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式(視情況而定)全部或部分(視情況而定)以所支付的原認購貨幣但不附利息退回給申請人，風險由申請人承擔。</p>
D6.1.8	其後認購	<p>有關初始提呈發售期以後，以及在前述董事可按其酌情決定權結束亞太股票收益基金的規限下，股東及準投資者可於每個交易日^{亞太股票收益基金}提交其認購亞太股票收益基金股份的申請。</p> <p>股份的認購申請必須在有關交易日^{亞太股票收益基金}香港時間下午四時或之前由總顧問及分銷商收妥。於有關交易日^{亞太股票收益基金}香港時間下午四時後收妥的認購申請將於下一個交易日^{亞太股票收益基金}處理。</p> <p>某特定交易日^{亞太股票收益基金}的股份認購申請必須於有關交易日^{亞太股票收益基金}後三(3)個營業日^{一般}內(就以港元認購而言)或於有關交易日^{亞太股票收益基金}後五(5)個營業日^{一般}內(就以美元或澳元認購而言)一併提供按已結算妥當的資金的形式支付的認購款項，方可成為認購股份的有效申請。</p> <p>如有任何遲交付款，本公司可對任何逾期款項按本公司認為適當的利率每日收取利息，直至付款悉數收訖為止。不論有否收取利息，本公司有權取消任何股份分配，在該情況下，本公司有權向投資者申索原認購價與任何應計利息合計較取消日期當時贖回價多出的款項(如有)。此外，本公司保留權利申索因未能在指定期間或任何時間內從投資者收到已結算妥當的資金而直接或間接產生的所有損失。</p>

D.	基金名稱	亞太股票收益基金
		<p>如於初始提呈發售期結束後任何時間（包括但不限於在董事決定亞太股票收益基金並不具備充足準備及/或未準備妥當使用其他適當的工具將額外的認購款項作適時投資時）亞太股票收益基金所有類別的總資產淨值超過目標限額，董事可行使其酌情權於初始提呈發售期結束後截止接受亞太股票收益基金任何或所有類別的認購，而毋須事先通知。</p> <p>在該情況下，只就亞太股票收益基金的受影響類別而言，董事：</p> <ul style="list-style-type: none"> • 將在切實可行範圍內盡快通知亞太股票收益基金的新認購人，亞太股票收益基金截止接受新認購（及其認購申請是否已被全部或部分拒絕）。就已被全部或部分拒絕的申請而言，所收到的認購款項將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式（視情況而定）全部或部分（視情況而定）以所支付的原認購貨幣但不附利息退回給申請人，風險由申請人承擔；及 • 保留權利按其全權酌情權（及毋須參照上述目標限額）重新開放亞太股票收益基金供新認購。 <p>一旦作出亞太股票收益基金股份的認購申請，隨後提出的任何撤銷或修改要求，應由董事全權酌情決定處理。董事保留權利拒絕上述要求。</p>
D6.1.9	暫停認購	<p>在特殊情況下，經考慮到股東的利益以後，董事可在某些情況下（在售股章程第一部分第6.10節標題「暫停交易」下述明）在暫停釐定本公司、或任何獨立資產組合、或亞太股票收益基金任何類別及/或系列的資產淨值的整個或任何部分期間，暫停亞太股票收益基金有關股份的認購。在該等情況下，申請人所支付的認購款項（即全部或部分（視情況而定））將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式（視情況而定）以所支付的原認購貨幣但不附利息退回給申請人，風險由申請人承擔。</p>

D.	基金名稱	亞太股票收益基金
D6.1.10	認購付款詳情	<p>有關所有認購款項的支付，詳情請參閱售股章程第一部分第 6.1.3 及 6.1.4 節。</p> <p>董事保留權利按其全權酌情權在初始提呈發售期間或其後任何交易日^{亞太股票收益基金}接受或拒絕亞太股票收益基金股份的全部或部分申請。如申請被全部或部分拒絕，申請人所支付的認購款項（即全部或部分（視情況而定））將透過電匯至申請人的銀行賬戶或經掛號郵件郵寄支票的方式（視情況而定）以所支付的原認購貨幣但不附利息退回給申請人，風險由申請人承擔。</p>
D6.2	贖回	
	類別	<p>AA (美元) Inc、AA (澳元) Inc 對沖、AA (港元) Inc、C (美元) Inc、D (美元) Inc 及 I (美元) Inc</p>
D6.2.1	最低贖回額	<p>AA類 (美元) Inc – 1,000 港元[#] (或任何其他主要貨幣的等值)</p> <p>AA類 (澳元) Inc 對沖 – 125 澳元[#] (或任何其他主要貨幣的等值)</p> <p>AA類 (港元) Inc – 1,000 港元[#] (或任何其他主要貨幣的等值)</p> <p>C類 (美元) Inc – 10,000 美元[#]</p> <p>D類 (美元) Inc – 1,000 美元[#]</p> <p>I類 (美元) Inc – 10,000 美元[#]</p>
D6.2.2	贖回費	概無任何贖回費。
D6.2.3	贖回程序	<p>含有贖回要求表格上詳細列明的所有要求的資料及於有關交易日^{亞太股票收益基金}香港時間下午四時（「贖回交易截止時間^{亞太股票收益基金}」）前收到的亞太股票收益基金股份的有效贖回申請，將參照同一個交易日^{亞太股票收益基金}的贖回價處理。所有贖回要求均必須於上文指明的交易截止時間前送交並由總顧問及分銷商收妥。</p> <p>於贖回交易截止時間^{亞太股票收益基金}後收到的任何贖回申請將參照下一個交易日^{亞太股票收益基金}的贖回價處理，而如於暫停交易期內收到而且未於該暫停期終止前撤銷，將參照緊接暫停交易終止後的交易日^{亞太股票收益基金}處理。</p>

[#] 或董事按其全權酌情決定權可決定的其他最低款額

D.	基金名稱	亞太股票收益基金
D6.2.4	贖回款項的結算	<p>有關贖回款項的支付，詳情請參閱售股章程第一部分第6.7節第2及第3段。贖回款項（扣除任何費用和收費）將於贖回要求書正本已由執行人或分執行人處理（或者，如股東已書面選擇以傳真提交其後指示，則為有關的已傳真指示已由執行人或分執行人處理）後支付。向任何第三方或以現金支付贖回款項均不允許。</p> <p>儘管有售股章程第一部分第6.7節，惟亞太股票收益基金的贖回款項將通常於有關交易日^{亞太股票收益基金}後五(5)個營業日^{一般}內及在任何情況下不超過分執行人收到所有要求及填妥的贖回文件後一個曆月支付。茲因此提醒投資者，如不遵照上文所述贖回程序，贖回款項的支付或會被延誤。</p>
D6.2.5	贖回限額	<p>為了保護股東的利益，本公司毋須於任何交易日^{亞太股票收益基金}贖回總計超過有關類別及/或系列（視情況而定）已發行股份總數的10%。該項限制將按比例應用於所有已要求贖回的股東。如本公司於任何交易日^{亞太股票收益基金}收到贖回要求總計超過有關類別及/或系列（視情況而定）已發行股份總數的10%，其可將超過該10%限額的贖回要求順延到下一個交易日^{亞太股票收益基金}，屆時上述贖回要求將優先於其後的要求獲得辦理（但是如順延的要求本身超過有關類別及/或系列（視情況而定）已發行股份總數的10%，則會進一步順延）。</p>
D6.2.6	暫停贖回	<p>在特殊情況下，經考慮到股東的利益以後，董事可在某些情況下（在售股章程第一部分第6.10節標題「暫停交易」下述明）在暫停釐定本公司、或任何獨立資產組合、或亞太股票收益基金任何類別及/或系列的資產淨值的整個或部分期間，暫停亞太股票收益基金有關股份的贖回及/或延遲支付贖回款項。</p>
D6.3	轉換	
D6.3.1	轉換	<p>獲准從亞太股票收益基金的一個類別轉換至另一獨立資產組合的等同類別（或反之亦然），惟須符合適用於亞太股票收益基金及相關獨立資產組合的最低投資/持股額要求 - 然而，直至及除非董事另行決定，否則不能轉換至（或轉換自）中國A股基金或債券基金。</p>

D.	基金名稱	亞太股票收益基金
D6.3.2	轉換費	<p>最高達所轉換股份之資產淨值的 1%。</p> <p>有關轉換費的詳情，請參閱售股章程第一部分第 6.6.3 節。</p>
D6.4	其後交易價格	<p>有關其後認購價及贖回價的詳情，請參閱售股章程第一部分第 6.5 節。</p> <p>AA 類（美元）Inc、AA 類（澳元）Inc 對沖及 AA 類（港元）Inc 股份的資產淨值每日計算及在南華早報及信報公布。</p>
D7.	股息	
	類別	<p>AA（美元）Inc、AA（澳元）Inc 對沖、AA（港元）Inc、C（美元）Inc、D（美元）Inc 及 I（美元）Inc</p>
D7.1	派息政策	<p>根據章程及適用法律，本公司擁有酌情權決定是否作出任何股息分派、分派的頻次、股息款額，概不保證會作出定期分派。現時的意向是股息將在每月結束後宣派，並且根據適用法律，其可能會從亞太股票收益基金有關類別的資本或總收入撥付，而同時從亞太股票收益基金有關類別的資本收取 / 支付類別全部或部分的費用和支出及將（除非本公司另有決定）以亞太股票收益基金有關類別各自的計價貨幣宣派。所宣派的股息（如有）將在有關宣派三個星期內支付。</p> <p>從有關類別資本撥付的股息相當於退回或提取投資者部分的原投資額或該原投資額應佔的任何資本收益。為免產生疑問，根據開曼群島法律，有關股息派付並不導致股份贖回或股份回購。</p> <p>從有關類別的資本撥付費用和支出導致供支付股息的可分派淨收入有所增加，亦間接地相當於實質從有關類別的資本撥付股息的分派，並可能導致有關類別於緊隨分派日期後的每股資產淨值即時減少。</p> <p>有關過往 12 個月的股息組成（即從 (i) 可分派淨收入及 (ii) 資本所撥付的相對金額）（「股息組成資料」）可向總顧問及分銷商 - 宏利資產管理（香港）有限公司索取，以及瀏覽網站 www.manulifefunds.com.hk。</p> <p>此政策如有任何改變，將向證監會尋求批准，而受影響股東將收到至少一個月的事先書面通知。</p>

D.	基金名稱	亞太股票收益基金
		<p>任何已宣派股息將支付予股東，除非股東向總顧問及分銷商另行書面表明彼等的股息將自動再投資於有關類別的額外股份。然而，如應派付予每一類別股東的股息款額少於50.00美元，則有關股息將會為該股東的賬戶而再投資於該類別的股份。任何該等股份將於派付股息當日發行。</p> <p>於原派付日期起計六年後尚未領取的所有分派支付應予沒收及復歸為亞太股票收益基金的資本。其後，股東或其任何繼承人均無權獲取有關分派支付。此項政策如有改變，會事先向股東發出書面通知。</p> <p>任何股息派付將須符合章程及適用法律。</p>
D8.	服務供應商	
D8.1	投資管理人	<p>宏利資產香港獲本公司委任為亞太股票收益基金的投資管理人，全權負責亞太股票收益基金的日常投資管理，以及負責確保售股章程列明的亞太股票收益基金的投資目標、策略、指引及限制及有關規則和規例在所有方面均得以遵守及遵從。</p> <p>宏利資產香港是宏利金融的附屬公司，1994年在香港註冊成立，獲發牌在香港從事第1類（證券交易）、第4類（就證券提供意見）、第5類（就期貨合約提供意見）及第9類（提供資產管理）受規管活動。</p> <p>投資管理人的董事為：</p> <p>Robert Allen Cook – Cook先生的簡歷詳情請參閱售股章程第一部分第5.1節。</p> <p>Michael Floyd Dommermuth – Dommermuth先生是宏利資產管理（亞洲），宏利資產香港的一個部門，的高級副總裁及常務董事，監督全亞洲及日本的所有投資活動。他負責管理宏利在該地區高速增長的資產，並確保宏利的投資符合當地的規管情況。在擔任現職以前，Dommermuth先生領導宏利在亞洲（香港除外）的投資業務。從2001至2004年，他主管該公司在波士頓的機構開發分散業務產品工作。2001年加入宏利以前，Dommermuth先生在一家環球評級機構主管各種部門，包括設在紐約、倫敦及悉尼的槓桿融資及資產抵押證券部。他有超過22年的資本市場經驗。他畢業於卡內基美隆大學，獲數學及管理科學理學士學位。</p>

D.	基金名稱	亞太股票收益基金
		<p>Michael Huddart – Huddart 先生現為宏利人壽保險（國際）有限公司行政副總裁兼香港區首席行政總監，亦為宏利資產管理（香港）有限公司首席行政總監，負責整體發展宏利於香港的業務，包括個人保險、僱員福利及財富管理等業務。其亦為上述兩家公司之董事。</p> <p>在 Huddart 先生的領導下，宏利在香港的各線保險、財富管理及退休金業務大幅增長。代理人及各獨立機構經銷渠道的規模亦不斷壯大。宏利目前擁有四千二百多位代理人及多家分銷夥伴。</p> <p>Huddart 先生熱心參與推動香港的保險業發展，現為保險業諮詢委員會會員，該會由財經事務及庫務局局長出任主席，負責就保險業公司條例及在香港經營保險業務等事項向香港行政長官提供意見。Huddart 先生亦為保險索償投訴局主席，並曾任 2007 至 2008 年度香港保險業聯會（「香港保聯」）主席及 2006 至 2007 年度香港保聯壽險總會主席。他亦繼續擔任香港保聯多個專責小組的主席/副主席。同時，他亦為香港財務策劃師學會專業操守理事會理事及香港管理專業協會優質管理獎的籌辦委員會成員。</p> <p>於 2000 至 2003 年，Huddart 先生為宏利台灣之總經理，於任內四年為宏利台灣創下驕人業績，保費增長逾十倍。此外，他更透過推出台灣前所未有的投資相連產品及靈活投資人壽計劃，成功奠定宏利台灣在當地的領導地位。</p> <p>派駐台灣前，Huddart 先生在香港出任宏利亞洲區業務拓展部副總裁，曾參與宏利多個收購項目（包括日本業務的收購計劃），以及策劃開拓區內具潛質的市場。他亦曾擔任宏利印尼的首席精算師，並為宏利早前於當地經營的退休顧問業務之總裁。</p> <p>Huddart 先生畢業於倫敦城市大學，取得精算學榮譽理學士學位，現為澳洲精算學會及美國精算學會會員，並持有澳洲金融服務學會財務策劃深造文憑。其於壽險及退休顧問工作方面擁有逾三十年的實務經驗，其間擔任多個領導層要職。</p>

D.	基金名稱	亞太股票收益基金
		<p>Craig Alan Merdian (馬定安) – 馬先生為宏利金融亞洲區高級副總裁及首席財務官。他常駐香港，領導全亞洲的區域財務團隊及十個亞洲地區的地方財務團隊。他還負責區域財政事務，包括精算、財務總監事務、稅務、司庫、風險管理、投資者關係、其他財政操作，以及業務拓展。過去十六年以來，他在亞洲做了廣泛的工作。他在人壽保險業，有三十年豐富經驗，遍及財務管理、策略規劃及公司拓展等方面。其委命使亞洲分部的高級領導團隊與宏利金融在亞洲地區繼續增長業務、擴大市場及擴展推銷渠道的策略相互配合。加入宏利金融前，馬先生在某大保險公司任職四年擔任國際業務執行副總裁兼首席財務官。在此以前，他在一家首要美國保險公司擔任高級職務達十年之久。1995至1997年，他為某大精算諮詢公司開辦了新加坡分公司。他亦成功創辦人壽保險諮詢業務，負責在印尼、日本、馬來西亞、新加坡及台灣的主要項目。他畢業於德雷克大學，獲商業管理理學士學位，是北美精算師協會及愛荷華州註冊會計師協會會員。</p>
D9.	費用及收費	
D9.1	管理費 (每年資產淨值的百分率) **	<p>AA類 (美元) Inc、AA類 (澳元) Inc 對沖及 AA類 (港元) Inc: 1.75%</p> <p>C類 (美元) Inc: 最高達 0.90%</p> <p>D類 (美元) Inc: 1.10%</p> <p>I類 (美元) Inc: 不適用</p> <p>有關最高管理費的詳情，請參閱售股章程第一部分第 7.2.1 節。</p>
D9.2	業績表現費	亞太股票收益基金任何類別並無任何應付業績表現費。
D9.3	託管人及執行人費	進一步的詳情請參閱售股章程第一部分第 7.3 節的規定。

** 為免產生疑問，在亞太股票收益基金在香港獲證監會認可期間，投資管理人不會對由相關計劃或其管理公司徵收的任何費用或收費收取任何回佣。

D.	基金名稱	亞太股票收益基金
D9.4	成立費	<p>成立亞太股票收益基金及CIMA在開曼群島和證監會在香港認可AA類(美元) Inc、AA類(澳元) Inc對沖、AA類(港元) Inc、C類(美元) Inc、D類(美元) Inc及I類(美元) Inc股份的費用合共約72,000美元，應由亞太股票收益基金承擔，並按各有關類別及/或系列(視情況而定)的資產淨值的比例從其各自賬下的資產扣除。</p> <p>上述費用應於亞太股票收益基金從開始日期後首個營業日^{一般}開始的首五個財政年度或董事可決定的其他期間內分攤。</p>
D9.5	其他費用及收費	<p>亞太股票收益基金在其整個存續期內的持續營運費用(「亞太股票收益基金費用」)應由亞太股票收益基金承擔，並按各有關類別及/或系列(視情況而定)的資產淨值的比例從其各自賬下的資產扣除。亞太股票收益基金費用包括亞太股票收益基金應付的所有稅項、核數師費用及法律費用、與亞太股票收益基金有關的股東的所有報表、賬目及報告的印刷費及投資管理人認為在亞太股票收益基金的管理及投資活動中正當招致的所有其他費用、收費及支出。</p> <p>亞太股票收益基金某類別及/或系列(視情況而定)終止後，屬該類別及/或系列(視情況而定)的亞太股票收益基金費用(如有)將在該類別及/或系列的賬戶撇除。</p> <p>與亞太股票收益基金有關的任何廣告或推廣活動產生的任何費用，概不從其任何資產支付。</p>
D10.	首次報告及賬目	<p>亞太股票收益基金將就截至2014年6月30日止期間發出其首次年度報告和賬目。</p>