

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

***This document is important and requires your immediate attention. If in doubt, you should seek independent professional advice. The Directors of the Company accept full responsibility for the accuracy of the information contained in this Notice 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.***

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

14 October 2024

Dear Shareholder

The board of directors (the "**Directors**") of Manulife Global Fund (the "**Company**") is writing to you to advise you of the proposed merger (the "**Merger**") of Manulife Global Fund – European Growth Fund (the "**European Growth Fund**") into Manulife Global Fund – Dynamic Leaders Fund (the "**Dynamic Leaders Fund**"). All changes set out in this letter take effect on 13 December 2024 (the "**Effective Date**"), unless specifically stated and this letter forms notice to Shareholders of that fact.

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

**1. Background / Rationale for the Merger**

The Board is of the view that the proposed Merger will provide Shareholders with a more competitive investment offering that will better meet Shareholders' needs and objective.

The Dynamic Leaders Fund has a wider investment universe which comprises of equity and equity related securities of large capitalisation companies listed globally, including listed equity and equity-related securities of companies located in Europe which are the primary investment of the European Growth Fund. As such, the Merger will provide Shareholders of the European Growth Fund with the benefit of investing in a broader range of assets and geographical markets and a more diversified strategy under the Dynamic Leaders Fund, which is not constrained to investing only in a single region. Current Shareholders of the European Growth Fund will therefore benefit from a greater diversification of investments (and, in particular be subject to less exposure to the volatility risk and political risk associated with investing in Europe) after the Merger.

Further, by combining the portfolios and assets under management of the European Growth Fund and the Dynamic Leaders Fund into a single Sub-Fund, the Merger is expected to benefit the Shareholders in the European Growth Fund as it will create a larger pool of assets which enable the Investment Manager to manage the assets in a more efficient and effective manner. Further, the Merger is expected to bring about economies of scale from a fund management perspective that may result from lower operating and administrative expenses arising from an increased size of asset under management in the longer term.

Therefore, in accordance with Article 21 of the Company's Articles of Incorporation, the Directors believe that it is in the best interest of Shareholders to merge the European Growth Fund into the Dynamic Leaders Fund on the Effective Date.

## **2. The Merger**

At the close of business on the Effective Date, the assets and liabilities of the European Growth Fund will be merged into the assets and liabilities of the Dynamic Leaders Fund. Shareholders of the European Growth Fund who have not exercised their right to redeem or switch their Shares before the Dealing Cut-Off Point will become Shareholders of the Dynamic Leaders Fund and the European Growth Fund will cease to exist on or around the Valuation Point on the Effective Date.

The Shareholders of the European Growth Fund will receive a number of Shares of the corresponding Class in the Dynamic Leaders Fund, the total number of which will be determined by multiplying the number of Shares in such Class in the European Growth Fund by the exchange ratio. The exchange ratio will be calculated for each Class by dividing the Net Asset Value per Share of such Class in the European Growth Fund calculated on the Effective Date by the Net Asset Value per Share in the corresponding Share Class in the Dynamic Leaders Fund calculated at the same time on the Effective Date. The calculation of the exchange ratio will be verified by the Depository and the Auditors of the Company. Any accrued income on the investments of the European Growth Fund as at the Effective Date will be reflected in the Net Asset Value per Share of the European Growth Fund and thus will be reflected in the Net Asset Value per Share of the Dynamic Leaders Fund.

## **3. Impact on the Shareholders of the Dynamic Leaders Fund**

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

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

In addition, the Merger is not expected to have any impact on the performance of the Dynamic Leaders Fund and it is not expected that such performance will be diluted.

## **4. Costs of the Merger**

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

## **5. Shareholders Rights**

### *Redemption and Switch of Shares*

If you do not wish to participate in the Merger, you may apply to redeem your Shares or switch them into Shares of the same Class or Category in any other Sub-Funds free of any switching or redemption charges. However, your bank or financial adviser may charge you fees in respect of such switching/redemption instructions. You are advised to contact your bank, distributor or financial adviser should you have any questions.

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

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

You can only switch your holding into Shares of the same Class or Category in other Sub-Fund(s), which is/are offered or sold in your jurisdiction pursuant to the provisions of the relevant offering documents, and such switch is subject to all applicable minimum initial investment amount and minimum holding requirements as well as investor eligibility criteria being complied with. For the purposes of switching, each of the following shall be deemed to be within the same Category: (1) Shares of AA/R Classes and Shares of P Classes in any Sub-Fund; and (2) other Classes of Shares in any Sub-Fund as the Directors may from time to time decide.

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

*Right to Obtain Further Information*

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

For Hong Kong Shareholders only: The Company's Prospectus, the Hong Kong Covering Document and the product key facts statements of the Sub-Funds are available during usual business hours on any weekday (Saturdays and public holidays excepted) at the office of the Hong Kong Representative free of charge and are also available at [www.manulifeim.com.hk](http://www.manulifeim.com.hk)<sup>1</sup>.

## 6. Summary Timetable of Key Dates

The Merger will take place in accordance with the timeframe set out below.

<b>14 October 2024</b>	Date of shareholder letter mailing to the European Growth Fund and Dynamic Leaders Fund.  First day for Shareholders of the European Growth Fund and Dynamic Leaders Fund to switch or redeem their Shares free of any switching or redemptions fees.
<b>29 November 2024</b>	Commencement of rebalancing of the portfolio of the European Growth Fund in anticipation with the Merger.
<b>At 1.00 p.m. Luxembourg time (and in the case of Hong Kong Shareholders, 5.00 p.m. Hong Kong Time) on 6 December 2024</b>	Cut-off time for dealing Shares in the European Growth Fund (the " <b>Dealing Cut-Off Point</b> "), after which Shareholders of the European Growth Fund will not be able to switch or redeem their Shares free of any switching or redemption fees.

<sup>1</sup> This website has not been reviewed by the SFC.

**13 December 2024**

Effective Date of the Merger, last Valuation Point for the European Growth Fund and calculation of the exchange ratio

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**16 December 2024**

First day of dealing post-Merger in the Dynamic Leaders Fund

## **7. General Information**

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

Yours faithfully

**Board of Directors**

**For and on behalf of Manulife Global Fund**

**宏利環球基金**  
可變資本投資公司  
註冊辦事處：31, Z.A. Bourmicht, L-8070 Bertrange  
Grand Duchy of Luxembourg

*此乃重要文件，務請閣下立即垂注。閣下如有疑問，應尋求獨立的專業意見。本公司董事對本通知書所載資料的準確性承擔全部責任，並且在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。*

**致宏利環球基金－領先動力基金股東通知書（「通知書」）**

2024年10月14日

親愛的股東：

宏利環球基金（「**本公司**」）董事會（「**董事**」）茲致函通知閣下，本公司現擬將宏利環球基金－歐洲增長基金（「**歐洲增長基金**」）併入宏利環球基金－領先動力基金（「**領先動力基金**」）（「**合併**」）。除非具體指明，否則本函所載之所有更改將於2024年12月13日（「**生效日期**」）生效，而本函構成對有關事項的股東通知。

除非另有指明，否則本通知書中所使用的詞語及字句的涵義與本公司售股章程（「**售股章程**」）所賦予者相同。

### **1. 合併背景／理由**

董事會認為，合併建議將為股東提供更具競爭力的投資項目，更能滿足股東的需求及目標。

領先動力基金的投資範圍較廣，涵蓋全球各地上市大型公司的股票及股票相關證券，其中包括位於歐洲的公司的上市股票及股票相關證券，即歐洲增長基金的主要投資。因此，合併將為歐洲增長基金的股東帶來裨益，將可受惠於投資於領先動力基金下更廣泛類型的資產及地區市場及更多元化的策略，而不局限於只投資於單一地區。因此，歐洲增長基金現有股東於合併後將受惠於更多元化的投資（及尤其是減少承受與投資於歐洲相關的波動風險及政治風險）。

此外，將歐洲增長基金及領先動力基金的投資組合及資產管理規模合併為一個單一子基金，期合併將有利歐洲增長基金的股東，因為其將可構建更大規模的資產組合，以便投資管理人以更有效率及有效的方式管理資產。此外，從基金管理角度而言，預期合併可帶來規模經濟優勢，由於資產管理規模擴大，長遠有望降低營運及行政開支。

因此，根據本公司組織章程第21條，董事認為於生效日期將歐洲增長基金合併至領先動力基金符合股東最佳利益。

### **2. 合併**

於生效日期營業時間結束時，歐洲增長基金的資產及負債將會併入領先動力基金的資產及負債。於交易截止時間前尚未行使其贖回或轉換股份的權利之歐洲增長基金股東，將會成為領先動力基金的股東，而歐洲增長基金於生效日期的估值時間或前後將不再存在。

歐洲增長基金的股東將會收到領先動力基金相應類別某個數目的股份，該股份總數的釐定方法是將所持歐洲增長基金有關類別股份的數目乘以換股比率。每一類別換股比率的計算方法是將歐洲增長基金有關類別股份於生效日期計算的每股資產淨值，除以領先動力基金相應類別股份於生效日期同一時間計算的每股資產淨值。換股比率的計算將由存管處及本公司的核數師核實。歐洲增長基金截至生效日期的任何投資應計收入將反映於歐洲增長基金每股資產淨值，因此亦將反映於領先動力基金每股資產淨值。

### 3. 對領先動力基金股東的影響

合併後，領先動力基金的股東將一如以往繼續持有相同的領先動力基金股份，而該等股份附帶的權利將不會有任何變更。

除了資產管理規模增加可能令每股股份應佔投資組合的交易費用輕微下降之外，預期不會對領先動力基金的股東構成任何影響。領先動力基金投資組合不會因應合併而重新定位。領先動力基金將會在合併生效後繼續奉行其現有投資目標及政策。

此外，預期合併不會對領先動力基金的業績表現產生任何影響，亦預期該業績表現不會被攤薄。

### 4. 合併成本

籌備及完成合併的相關成本不會向領先動力基金或領先動力基金的股東支取。

### 5. 股東權利

#### *贖回及轉換股份*

閣下如不欲參與合併，可申請贖回股份或將其轉換為任何其他子基金的相同類別或分類的股份，而毋須支付任何轉換或贖回費用。然而，閣下的銀行或財務顧問可能會就該等轉換／贖回指示向閣下收取費用。倘若閣下有任何疑問，建議閣下聯絡閣下的銀行、分銷商或財務顧問。

若閣下選擇贖回閣下的股份，贖回所得款項將根據售股章程（及如屬香港股東，則為香港說明文件）的規定向閣下支付。若閣下選擇將閣下的股份轉換為本公司另一個子基金的持股，轉換所得款項將根據售股章程（及如屬香港股東，則為香港說明文件）的規定用作以適用於該子基金的認購價購買閣下指定的子基金股份。

閣下只能將閣下的持股轉換為其他子基金的相同類別或分類的股份，而該等股份乃根據售股章程的規定在閣下的司法管轄區發售或出售，以及該轉換須符合所有適用的最低初次投資額及最低持股額要求的限制，並須符合投資者資格的準則。就轉換而言，以下每個股份類別須被視為屬於同一分類：(1)任何子基金的AA/R類型的股份及P類型的股份；及(2)董事可不時決定的任何子基金的其他股份類別。

閣下股份的任何轉換或贖回均可能影響閣下的稅務狀況。因此，閣下應就各自註冊成立、成立、公民身份、居住或居藉的司法管轄區的任何適用稅項向專業顧問尋求指引。

#### *索取進一步資料的權利*

閣下可索取PricewaterhouseCoopers Société cooperative就合併而編製的核數師報告的副本，以及合併一般條款的副本。兩者均可於本公司註冊辦事處索取。

僅適用於香港股東：本公司的售股章程、香港說明文件及子基金的產品資料概要可於任何工作日（星期六及公眾假期除外）之一般辦公時間在香港代表的辦事處免費索取，亦可於[www.manulifeim.com.hk](http://www.manulifeim.com.hk)<sup>1</sup>查閱。

<sup>1</sup>此網站未經證監會審閱。

## 6. 重要日期時間表摘要

合併將按下列時間表進行。

<b>2024年10月14日</b>	向歐洲增長基金及領先動力基金股東郵寄信函的日期。 歐洲增長基金及領先動力基金股東可無需支付任何轉換或贖回費用進行轉換或贖回股份的首天。
<b>2024年11月29日</b>	就預計合併開始重新調整歐洲增長基金的投資組合。
<b>2024年12月6日下午1時正盧森堡時間（及如屬香港股東，則為香港時間下午5時正）</b>	歐洲增長基金股份交易截止時間（「交易截止時間」），在此之後，歐洲增長基金的股東將無法在免付任何轉換或贖回費用的情況下轉換或贖回其股份。
<b>2024年12月13日</b>	合併生效日期、歐洲增長基金的最後估值時間及計算換股比率
<b>2024年12月16日</b>	領先動力基金於合併後的首個交易日

## 7. 一般資料

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

代表

宏利環球基金  
董事會

謹啟