

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 – European Growth 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**") and the "**Merging Fund**") into Manulife Global Fund – Dynamic Leaders Fund (the "**Dynamic Leaders Fund**") and the "**Receiving 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. Main Features of the European Growth Fund and the Dynamic Leaders Fund

Please refer to Appendix I for a comparison of investment objectives and policies, risk profiles, and fees and expenses for the European Growth Fund and the Dynamic Leaders Fund.

While the European Growth Fund primarily invests in equity and equity related securities in large capitalisation companies quoted on stock markets in Europe (including in the United Kingdom), or companies that have substantial business interests in Europe (the “**European Securities**”), the Dynamic Leaders Fund primarily invests in equity and equity related securities of large capitalisation companies listed globally, including, but not limited to, common stocks and depositary receipts, which is a wider geographical coverage of investments. The risk profiles of the European Growth Fund and the Dynamic Leaders Fund are broadly similar, having considered the degree of common key risk exposures and the similarities in the risk analysis outcome and risk indicator calculation. For a comparison of the specific risk factors (and, for Hong Kong Shareholders, the key risk factors as disclosed in the product key facts statements (“**KFS**”)) applicable to each of the Sub-Funds, please refer to section “Specific Risk Factors” in Appendix 1. Shareholders should also refer to the relevant sections of the Prospectus and (for Hong Kong Shareholders) the relevant KFS, which set out a description of the investment policy and specific risk factors of the European Growth Fund and the Dynamic Leaders Fund.

The Investment Manager of the European Growth Fund is T. Rowe Price International Limited, and the Investment Manager of the Dynamic Leaders Fund is Manulife Investment Management (US) LLC.

Both the European Growth Fund and the Dynamic Leaders Fund use the commitment approach to calculate global exposure. The net derivative exposure of both the European Growth Fund and the Dynamic Leaders Fund is up to 50% of their respective Net Asset Value.

As at 30 September 2024, the assets under management of the European Growth Fund and the Dynamic Leaders Fund were approximately USD 94.42 million and USD 35.56 million, respectively.

3. Changes to the Portfolio of the European Growth Fund prior to the Merger

The Investment Manager will commence repositioning the portfolio of the European Growth Fund no earlier than 10 Business Days prior to the Effective Date in order to structure it appropriately for the Merger.

It is expected that by the Effective Date, the portfolio of the European Growth Fund will be rebalanced where most of the securities will be liquidated and converted to liquid securities such as cash/cash equivalents in facilitating the transfer of assets into Dynamic Leaders Fund. Common securities among the portfolio of the European Growth Fund and the Dynamic Leaders Fund (if any) will be transferred in-specie, subject to the transferability of the securities.

Therefore, during this period, the European Growth Fund may not be able to adhere to its investment objective and policy and will hold proportionately more liquid securities such as cash/cash equivalents.

4. No Changes to the Dynamic Leaders Fund

There will be no repositioning in respect of the Dynamic Leaders Fund portfolio to accommodate the Merger and the Dynamic Leaders Fund will continue to adhere to its existing investment objective and policy upon the Merger taking effect.

5. The Merger

The European Growth Fund will be closed to subscription, redemption and switching requests from 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 (the “**Dealing Cut-Off Point**”). For the avoidance of doubt, with effect from the date of this Notice, the European Growth Fund is no longer allowed to be marketed to the public and shall not accept subscriptions from new investors. 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.

6. Impact to Shareholders of the European Growth 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 (as set out below), the total number of which will be determined by multiplying the number of Shares held in the relevant 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 Depositary and the Auditors of the Company. For the purpose of calculating the Net Asset Value per Share, the rules laid down in Article 23 of the Articles of Incorporation of the Company will apply to determine the value of the assets and liabilities of the European Growth Fund. 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.

Shareholders of the European Growth Fund will then be notified of their holding in the Dynamic Leaders Fund via a contract note and a merger confirmation letter both to be issued on the Effective Date, as well as reflected in their next monthly shareholders’ statement which is usually sent to Shareholders on the seventh Business Day of each month.

Details of the Classes and form of Shares that will be issued in the Dynamic Leaders Fund in place of Shareholders’ existing Shares in the European Growth Fund are set out below:

European Growth Fund		Dynamic Leaders Fund	
Share Class	ISIN	Corresponding Share Class	ISIN
Class AA	LU0314106062	Class AA Acc	LU2746668461
Class AA Acc	LU2089984558		
Class I3 ¹	LU1158939048	Class I3 Acc ¹	LU2228254152
Class I3 Acc ¹	LU2089989516		

The Classes of Shares of the European Growth Fund and the corresponding Share Classes of the Dynamic Leaders Fund listed above are denominated in USD. Shareholders in Class AA Shares and Class I3 Shares of the European Growth Fund should note that the corresponding Class in which Shares in the Dynamic Leaders Fund are Accumulating Classes that do not pay dividends.

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

¹ Class I3 Shares and Class I3 Acc Shares are not offered to retail investors (including Hong Kong retail investors). Class I3 Shares and Class I3 Acc Shares are set up for any collective investment scheme or mutual fund managed by a Manulife Entity; or Institutional Investors who at the time of receipt of subscription have entered into an agreement with a Manulife Entity in relation to fees and, who meet the requirements as determined or waived by the Distributor at its sole discretion. The management fees of Class I3 Shares and Class I3 Acc Shares are separately agreed with the relevant Manulife entities.

7. Costs of the Merger

All costs of the Merger including legal, administrative and advisory costs associated with the transfer of assets and liabilities of the European Growth Fund to the Dynamic Leaders Fund will be borne by Manulife Investment Management (Ireland) Limited. The costs related to investment management decisions for managing the European Growth Fund prior to the Merger, including the repositioning costs (namely, the estimated costs of liquidating assets held by the European Growth Fund and are estimated to be approximately 0.1% of the asset under management of the European Growth Fund as of 30 September 2024), will be borne by the European Growth Fund. Accordingly, Shareholders of the European Growth Fund during the repositioning period prior to the Effective Date will be subject to such repositioning costs. No subscription fees will be levied on Shareholders by the Dynamic Leaders Fund as a result of the Merger.

All formation expenses in respect of the European Growth Fund have been fully amortised.

No other costs of the Merger will be attributed to the European Growth Fund.

8. Shareholders Rights

Redemption and Switch of Shares

If you do not wish to participate in the Merger, you may apply to redeem your Shares in the European Growth Fund or switch them into Shares of the same Class or Category in any other Sub-Fund(s), 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. Such redemption and/or switching requests will be accepted up to the Dealing Cut-Off Point. After the Dealing Cut-Off Point, redemption and/or switching requests received will be rejected and if you have not redeemed or switched your Shares, the Merger as described above in the section titled "Impact on the Shareholders of the European Growth Fund" will be binding on you. Dealing in Shares in the Dynamic Leaders Fund will begin the next Dealing Day after the Effective Date 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 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

Key Investor Information Documents (“**KIIDs**”) ² for the Dynamic Leaders Fund are available at: www.manulifeglobalfund.com³. For Hong Kong Shareholders, the Company’s Prospectus, Hong Kong Covering Document and 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.hk³.

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.

9. Suitability

The Directors have not examined the suitability of an investment in the Dynamic Leaders Fund versus your individual needs or risk tolerance. In order for you to consider whether the Dynamic Leaders Fund is appropriate for you, we strongly recommend that you read the Prospectus of the Company (and in the case of Hong Kong Shareholders, also the Hong Kong Covering Document) and relevant KIID². Please contact your independent adviser if you have any doubts as to the level of risk you wish to take.

10. Taxation

The tax consequences of the Merger may vary for individual Shareholders depending on the tax laws in the jurisdiction of your respective incorporation, establishment, citizenship, domicile or residence. 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.

For Hong Kong Shareholders only: Ordinarily, the Merger should not have any tax implications for Hong Kong Shareholders. Generally, no tax will be payable by Hong Kong Shareholders in respect of dividends or other income distributions of the Company or in respect of any capital gains arising on a sale, realisation or other disposal of Shares of the Company, except that Hong Kong profits tax may arise where such transactions form part of a trade, profession or business carried on in Hong Kong. However, Hong Kong Shareholders are advised to seek specific tax advice based on their specific circumstances.

² KIIDs or references to SRRI (which is the risk reward indicator in the KIID) are not relevant for (and will not be distributed to) Hong Kong Shareholders. Accordingly, the SFC has not reviewed the contents of the KIID website which contains information regarding Sub-Funds not authorised by the SFC.

³ This website has not been reviewed by the SFC.

11. Summary Timetable of Key Dates

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

14 October 2024	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.
29 November 2024	Commencement of rebalancing of the portfolio of the European Growth Fund in anticipation with the Merger.
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	Cut-off time for dealing Shares in the European Growth Fund (the “ Dealing Cut-Off Point ”), 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.
13 December 2024	Effective Date of the Merger, last Valuation Point for the European Growth Fund and calculation of the exchange ratio
16 December 2024	First day of dealing post-Merger in the Dynamic Leaders Fund

12. 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
For and on behalf of Manulife Global Fund

Appendix 1 – Comparison of the European Growth Fund and Dynamic Leaders Fund

	European Growth Fund <i>(Merging Fund)</i>	Dynamic Leaders Fund <i>(Receiving Fund)</i>
Portfolio Details		
Fund Range	Manulife Global Fund	Manulife Global Fund
Investment Manager	T. Rowe Price International Ltd	Manulife Investment Management (US) LLC
Sub-Fund Launch Date	11 December 2018	4 December 2020
Base Currency	USD	USD
Asset Under Management (as at 30 September 2024)	USD 94.42 million	USD 35.56 million
Investment Objectives and Policies		
Investment Objective	European Growth Fund aims to achieve capital growth from investing at least 70% of its net assets in a diversified portfolio of equity and equity related securities in large capitalisation companies quoted on stock markets in Europe (including in the United Kingdom), or companies that have substantial business interests in Europe. The main emphasis of the investment strategy of the Sub-Fund is on the assessment and selection of individual stocks within the European markets.	Dynamic Leaders Fund aims to achieve capital growth from investing at least 80% of its net assets in a concentrated portfolio of equity and equity related securities of large capitalisation companies listed globally (including in emerging markets from time to time), including, but not limited to, common stocks and depositary receipts.
Investment Policy	<p>While the European Growth Fund will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, the Sub-Fund is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. Hence, the Sub-Fund may invest more than 30% of its net assets in issuers located in the United Kingdom. The Sub-Fund's investments may be denominated in any currency.</p> <p>It is not the intention of the Sub-Fund to invest more than 10% of its net assets in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch).</p> <p>The Sub-Fund pursues an actively managed investment strategy and uses the MSCI Europe NR USD index as a benchmark for performance comparison purposes only. The Investment Manager will invest in an unconstrained manner, relative to the benchmark, under normal market conditions and has the discretion to invest in securities not included in the benchmark. From time to time, depending on market conditions and the Investment Manager's forward-looking expectations, the Sub-Fund's investment strategy may invest in a universe of securities that are similar to that of the constituents of and, as a result, have characteristics similar to the benchmark.</p>	<p>Large capitalisation companies generally refer to companies with a minimum market capitalisation of US\$10 billion at the time of investment. Such minimum threshold is subject to review by the Investment Manager from time to time, and may be subject to change over time at the discretion of the Investment Manager to reflect market developments.</p> <p>While the Sub-Fund will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, the Sub-Fund is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. Hence, the Sub-Fund may invest more than 30% of its net assets in issuers located in the United States. The Sub-Fund's investments may be denominated in any currency.</p> <p>The Sub-Fund pursues an actively managed investment strategy and uses the MSCI ACWI NR USD index as a benchmark for performance comparison purposes only. The Investment Manager will invest in an unconstrained manner, relative to the benchmark, under normal market conditions and has the discretion to invest in securities not included in the benchmark. From time to time, depending on market conditions and the Investment Manager's forward-looking expectations, the Sub-Fund's investment strategy may invest in a universe of securities that are similar to that of the constituents of and, as a result, have characteristics similar to the benchmark.</p> <p>In times of extreme market volatility or during severe adverse market conditions, the Investment Manager may temporarily hold a substantial portion (up to</p>

		30%) of the Sub-Fund's assets in cash or cash equivalents, or invest in short-term money market instruments for the preservation of the value of the assets in the investment portfolio.
Permissible Concentrations	While the Sub-Fund will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, the Sub-Fund is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. Hence, the Sub-Fund may invest more than 30% of its net assets in issuers located in the United Kingdom.	While the Sub-Fund will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, the Sub-Fund is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. Hence, the Sub-Fund may invest more than 30% of its net assets in issuers located in the United States.
Denomination of Sub-Fund Investments	The Sub-Fund's investments may be denominated in any currency.	The Sub-Fund's investments may be denominated in any currency.
Below Investment Grade Sovereign Debt	It is not the intention of the Sub-Fund to invest more than 10% of its net assets in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch).	Not applicable
Securities Lending, Repurchase, Reverse Repurchase, and similar Over-the-Counter transactions	The Sub-Fund does not currently intend to enter into securities lending, repurchase, reverse repurchase, and similar over-the-counter transactions.	The Sub-Fund does not currently intend to enter into securities lending, repurchase, reverse repurchase, and similar over-the-counter transactions.
Financial Derivative Instruments	The Sub-Fund may use FDIs for investment, efficient portfolio management and/or hedging purposes. The major FDIs which may be used by the Sub-Fund for such purposes include, but are not limited to, warrants, futures, options, forwards and other derivative instruments or contracts.	The Sub-Fund may use FDIs for efficient portfolio management and/or hedging purposes. The major FDIs which may be used by the Sub-Fund for such purposes include, but are not limited to, warrants, options, futures, swaps and forwards.
Global Exposure Calculation	Commitment Approach	Commitment Approach
Net Derivative Exposure (applicable to Hong Kong Shareholders only)	Up to 50% of the Sub-Fund's Net Asset Value	Up to 50% of the Sub-Fund's Net Asset Value
Specific Risk Factors	<ul style="list-style-type: none"> • Changes resulting from the United Kingdom's exit from the EU • Unlisted Securities Risk • Natural Resources Sector Risk • Currency Risks • Taxation Risk • FDI Risks 	<ul style="list-style-type: none"> • Geographical Concentration Risk • Changes resulting from the United Kingdom's exit from the EU • Currency Risks • Liquidity and Volatility Risks • Taxation Risk • FDI Risks
Key Risk Factors in the KFS (applicable to Hong Kong Shareholders only)	<ul style="list-style-type: none"> • Investment Risk • Equity Market Risk • Geographical Concentration Risk • Risk relating to the UK's exit from the EU • Currency Risk • Use of FDIs 	<ul style="list-style-type: none"> • Investment Risk • Equity Market Risk • Geographical Concentration Risk • Currency Risk • Use of FDIs • RMB Class(es) Related Risks
SRRI ⁴	6	6

⁴ The SRRI is not relevant for Hong Kong Shareholders and may not be relevant for Shareholders in other jurisdictions.

Fees, Expenses and Ongoing Charges

	European Growth Fund <i>(Merging Fund)</i>	Dynamic Leaders Fund <i>(Receiving Fund)</i>
Management Company Fee	Up to 0.013% per annum of Net Asset Value	Up to 0.013% per annum of Net Asset Value
Management Fees	Class AA and Class AA Acc – 1.50% per annum of Net Asset Value Class I3 ¹ and Class I3 Acc ¹ – To be separately agreed with the relevant Manulife Entity	Class AA Acc – 1.50% per annum of Net Asset Value Class I3 Acc ¹ – To be separately agreed with the relevant Manulife Entity
Initial Charge	Class AA and Class AA Acc – Up to 5% of subscription amount Class I3 ¹ and Class I3 Acc ¹ – N/A	Class AA Acc – Up to 5% of subscription amount Class I3 Acc ¹ – N/A
Redemption Charges	N/A	N/A
Switching Charges	Up to 1% of the total Redemption Price payable on redeemed Shares	Up to 1% of the total Redemption Price payable on redeemed Shares
Ongoing Charges Over a Year	Class AA – 1.71% ⁵ Class AA Acc – 1.71% ⁶ Class I3 ¹ – 0.18% ⁷ Class I3 Acc ¹ – 0.17% ⁸	Class AA Acc – 1.80% ⁹ Class I3 Acc ¹ – 0.61% ⁸

Other Information

	European Growth Fund <i>(Merging Fund)</i>	Dynamic Leaders Fund <i>(Receiving Fund)</i>
Currency of Denomination	Class AA, Class AA Acc, Class I3 ¹ and Class I3 Acc ¹ – USD	Class AA Acc and Class I3 Acc ¹ – USD
Distribution Frequency	Class AA and Class I3 ¹ – Annual Class AA Acc and Class I3 Acc ¹ – No dividends will be paid in respect of such Class	Class AA Acc and Class I3 Acc ¹ – No dividends will be paid in respect of such Class
Minimum Initial Investment <i>(or the equivalent in any other Major Currency)</i>	Class AA and Class AA Acc – US\$1,000 ¹⁰ Class I3 ¹ and Class I3 Acc ¹ – N/A	Class AA Acc – US\$1,000 ¹⁰ Class I3 Acc ¹ – N/A
Minimum Holding	Class AA and Class AA Acc – US\$1,000 ¹¹ Class I3 ¹ and Class I3 Acc ¹ – N/A	Class AA Acc – US\$1,000 ¹¹ Class I3 Acc ¹ – N/A
Minimum Subsequent Investment <i>(or the equivalent in any other Major Currency)</i>	Class AA and Class AA Acc – US\$100 Class I3 ¹ and Class I3 Acc ¹ – N/A	Class AA Acc – US\$100 Class I3 ¹ and Class I3 Acc ¹ – N/A

⁵ This figure is based on expenses for the year ending December 2023.

⁶ As the share class has been launched for less than a year, this figure is estimated on the basis of the expenses of Class AA Shares of the Sub-Fund.

⁷ This figure is based on the expenses for the year ending January 2024.

⁸ This figure is based on the expenses for the year ending May 2024 for European Growth Fund and based on the expenses for the year ending June 2024 for Dynamic Leaders Fund where the impact of the Merger was not taken into account.

⁹ As the share class is newly launched, this is only an estimate based on the sum of the estimated ongoing expenses which would have been chargeable to the share class for the period from 1 January 2023 to 31 December 2023 expressed as a percentage of the estimated average net asset value of the share class for the corresponding period. This figure may vary from year to year. This estimated figure was calculated based on circumstances that may no longer apply post-Merger.

¹⁰ or such lower amount as the Directors (or their delegates) may (at their discretion) accept

¹¹ unless otherwise specified by the Directors (or their delegates)

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，務請閣下即時垂注。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－歐洲增長基金股東通知書
(「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」及「被合併基金」）併入宏利環球基金－領先動力基金（「領先動力基金」及「接收基金」）（「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，否則本通知書所用的詞語及字句的涵義與本公司售股章程（「售股章程」）中所賦予者相同。

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，預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. 歐洲增長基金及領先動力基金的主要特點

有關歐洲增長基金及領先動力基金的投資目標及政策、風險狀況，以及費用及開支的比較請參閱附錄一。

歐洲增長基金主要投資於在歐洲（包括英國）股票市場掛牌的大型公司，或在歐洲有重大業務利益的公司的股票及股票相關證券（「歐洲證券」），而領先動力基金則主要投資於全球上市的大型公司股票及股票相關證券，包括但不限於普通股及預託證券，投資項目的地理涵蓋範圍更廣。考慮到共同主要風險承擔的程度及風險分析結果及風險指標計算的相似性，歐洲增長基金及領先動力基金的風險狀況大致相似。有關適用於各子基金的具體風險因素（以及就香港股東而言，產品資料概要（「產品資料概要」）中披露的主要風險因素）的比較，請參閱附錄一「具體風險因素」一節。股東亦應參閱售股章程及（就香港股東而言）相關產品資料概要的相關章節，當中載有歐洲增長基金及領先動力基金的投資政策及具體風險因素的說明。

歐洲增長基金的投資管理人為T. Rowe Price International Limited，而領先動力基金的投資管理人為Manulife Investment Management (US) LLC。

歐洲增長基金及領先動力基金均使用承擔法來計算整體風險承擔。歐洲增長基金及領先動力基金的風險承擔淨額為其各自資產淨值的最多50%。

截至2024年9月30日，歐洲增長基金及領先動力基金的資產管理規模分別約為9,442萬美元及3,556萬美元。

3. 歐洲增長基金的投資組合在合併前的變動

投資管理人將在不早於生效日期前10個營業日開始對歐洲增長基金的投資組合重新定位，以便為合併對其作出適當的建構。

預期至生效日期，歐洲增長基金的投資組合將會重新調整，其中大部分證券將被變現及轉換為現金／現金等價物等流動證券，以便將資產轉移到領先動力基金。歐洲增長基金及領先動力基金的投資組合共同持有的證券（如有）將視乎證券的可轉讓性以實物形式轉移。

因此，在此期間，歐洲增長基金可能無法奉行其投資目標及政策，並且將持有較高比例的高流動性證券，例如現金／現金等價物。

4. 領先動力基金沒有變動

領先動力基金的投資組合不會因合併而重新定位，而領先動力基金在合併生效後將會繼續奉行其現有投資目標及政策。

5. 合併

歐洲增長基金將於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）停止接受認購、贖回及轉換申請（「交易截止時間」）。為免產生疑問，由本通知書日期起，歐洲增長基金將不再獲允許向公眾銷售，亦不接受新投資者認購。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。

6. 對歐洲增長基金股東的影響

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（如下文所述），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股份類別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。計算每股資產淨值時，將採用本公司的組織章程第23條規定的規則來釐定歐洲增長基金的資產及負債的價值。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。

歐洲增長基金的股東然後將透過將於生效日期發出的成交單據及合併確認函獲告知其在領先動力基金的持股，持股亦將在其下一份股東月結單中反映，該月結單一般在每月第七個營業日寄予股東。

有關領先動力基金將予發行以取代股東在歐洲增長基金的現有股份的類別及股份形式的詳情如下：

歐洲增長基金		領先動力基金	
股份類別	ISIN	相應股份類別	ISIN
AA類別	LU0314106062	AA累積類別	LU2746668461
AA累積類別	LU2089984558		
I3類別 ¹	LU1158939048	I3累積類別 ¹	LU2228254152
I3累積類別 ¹	LU2089989516		

上列歐洲增長基金的股份類別及領先動力基金的相應股份類別均以美元計價。歐洲增長基金AA類別股份及I3類別股份的股東應注意，這些領先動力基金股份所屬的相應類別是不會支付股息的累積類別。

此外，預期合併不會對歐洲增長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。

7. 合併成本

合併所有成本，包括與將歐洲增長基金的資產及負債轉移至領先動力基金相關的法律、行政及顧問費用，將由 **Manulife Investment Management (Ireland) Limited** 承擔。合併前管理歐洲增長基金的投資管理決策相關成本，包括重新定位的成本（即變現歐洲增長基金所持資產的估計費用，截至2024年8月31日估計約為歐洲增長基金資產管理規模的0.1%），將由歐洲增長基金承擔。因此，歐洲增長基金的股東在生效日期前的重新定位期間將承擔該等重新定位成本。領先動力基金股東將不會因合併而被徵收任何認購費。

歐洲增長基金所有成立費用已全部攤銷。

合併其他成本將毋須由歐洲增長基金承擔。

8. 股東權利

贖回及轉換股份

閣下如不欲參與合併，可申請贖回歐洲增長基金的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。該等贖回及／或轉換要求在交易截止時間之前將獲受理。於交易截止時間之後收到的贖回及／或轉換要求將被拒絕，而若閣下尚未贖回或轉換閣下的股份，則上文標題「對歐洲增長基金股東的影響」一節所述的合併將會對閣下具約束力。領先動力基金的股份交易將根據售股章程（及如屬香港股東，則為香港說明文件）的規定在生效日期後的下一個交易日開始。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類別的股份及P類別的股份；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。

¹ I3類別股份及I3累積類別股份並不向零售投資者（包括香港零售投資者）提呈發售。I3類別股份及I3累積類別股份為由宏利實體管理的任何集體投資計劃或互惠基金或於收到認購要求時就費用事宜已與宏利實體訂立協議的機構投資者而設立，兩者均須符合分銷商確定的要求或獲分銷商全權酌情豁免要求。I3類別股份及I3累積類別股份的管理費將與相關宏利實體另行協定。

索取進一步資料的權利

領先動力基金的投資者資料概要文件（「**KIIDs**」）²載於www.manulifeglobalfund.com³。就香港股東而言，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.hk³查閱。

閣下可要求索取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。

9. 適合程度

董事並未因應閣下的個別需要或風險承受能力來審視投資於領先動力基金的適合程度。為方便閣下考慮領先動力基金是否適合閣下，董事會強烈建議閣下閱讀本公司售股章程（及如屬香港股東，則亦請閱覽香港說明文件）及有關**KIID**²。若閣下對願意承擔的風險水平有任何疑問，請聯絡閣下的獨立顧問。

10. 稅項

合併的稅務後果對個別股東可能有所不同，視乎閣下各自註冊成立、成立、公民身份、居住或居藉的司法管轄區的稅務法律而定。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、居藉或居住的司法管轄區的適用稅項向專業顧問尋求指引。

僅適用於香港股東：一般而言，合併對香港股東不應有任何稅務影響。一般情況下，對於本公司的股息或其他收益分派，或因出售、變現或以其他方式處置本公司股份所獲得的任何資本收益，香港股東均無需繳納任何稅項，但若有關交易構成在香港進行的行業、專業或業務的一部分，則需繳納香港利得稅。然而，香港股東應根據其具體情況尋求特定稅務意見。

² **KIIDs**或對**SRRI**（即**KIID**所載的風險回報指標）的提述與香港股東無關（亦不會向香港股東分發）。因此，證監會並未審閱載有關於未獲證監會認可的子基金的資料的**KIID**網站的內容。

³ 此網站未經證監會審閱。

11. 重要日期時間表摘要

合併將按下列時間表進行。

	向歐洲增長基金及領先動力基金股東郵寄信函的日期。
2024年10月14日	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。
2024年11月29日	就預計合併開始重新調整歐洲增長基金的投資組合。
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)	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。
2024年12月13日	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
2024年12月16日	領先動力基金於合併後的首個交易日

12. 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

附錄一 – 歐洲增長基金及領先動力基金的比較

	歐洲增長基金 (被合併基金)	領先動力基金 (接收基金)
投資組合詳情		
基金系列	宏利環球基金	宏利環球基金
投資管理人	T. Rowe Price International Ltd	Manulife Investment Management (US) LLC
子基金推出日期	2018年12月11日	2020年12月4日
基礎貨幣	美元 (USD)	美元 (USD)
資產管理規模 (截至2024年9月30日)	9,442萬美元	3,556萬美元
投資目標及政策		
投資目標	歐洲增長基金旨在透過將最少 70% 的淨資產投資於多元化的大型公司股票及股票相關證券組合，以達致資本增長。該等公司須為在歐洲（包括英國）股票市場掛牌，或在歐洲有重大業務利益的公司。子基金的投資策略主要著重於對歐洲市場內的個別股票進行評估和挑選。	領先動力基金旨在透過將其最少 80% 的淨資產投資於全球上市的大型公司股票及股票相關證券（不時包括新興市場）的集中投資組合，包括但不限於普通股及預託證券，以達致資本增長。
投資政策	<p>儘管歐洲增長基金將會在適用法律及法規的規限下根據其投資目標及策略進行投資，惟子基金對於其淨資產投資於任何一個國家或行業的比例並無任何限制。因此，子基金可將其超過30%的淨資產投資於位於英國的發行機構。子基金的投資可以任何貨幣計價。</p> <p>子基金並不擬將其超過10%的淨資產投資於由任何信用評級低於投資級別（即低於穆迪的Baa3或標準普爾或惠譽的BBB-）的單一主權國（包括有關政府、公共或地方當局）所發行或擔保的證券。</p> <p>子基金奉行主動管理投資策略，並採用MSCI明晟歐洲淨回報美元指數，而該基準指數只用於業績表現比較的基礎。在正常市況下，投資管理人會以不受限制的方式，相對於基準指數進行投資，並可酌情決定投資於未納入基準指數之證券。基於市況及投資管理人的前瞻性預期，子基金投資策略可不時投資於與基準指數成份股範圍相若的證券，且因此該等證券具有與基準指數相若的特徵。</p>	<p>大型公司一般指投資時市值至少達100億美元的公司。該最低門檻須由投資經理不時檢討，並可能由投資管理人酌情隨時間而更改以反映市場發展。</p> <p>儘管子基金將會在適用法律及法規的規限下根據其投資目標及策略進行投資，惟子基金對於其淨資產投資於任何一個國家或行業的比例並無任何限制。因此，子基金可將其超過30%的淨資產投資於位於美國的發行機構。子基金的投資可以任何貨幣計價。</p> <p>子基金奉行主動管理投資策略，並採用MSCI明晟ACWI全球淨回報美元指數，而該基準指數只用於業績表現比較的基礎。在正常市況下，投資管理人會以不受限制的方式，相對於基準指數進行投資，並可酌情決定投資於未納入基準指數之證券。基於市況及投資管理人的前瞻性預期，子基金投資策略可不時投資於與基準指數成份股範圍相若的證券，且因此該等證券具有與基準指數相若的特徵。</p> <p>在市場極端波動時或在嚴重不利市況下，投資管理人可暫時將子基金重大部分（最多30%）的資產持有現金或現金等價物，或投資於短期貨幣市場票據，以保留子基金投資組合內資產的價值。</p>
容許集中程度	儘管子基金將會在適用法律及法規的規限下根據其投資目標及策略進行投資，惟子基金對於其淨資產投資於任何一個國家或行業的比例並無任何限制。因此，子基金可將其超過 30% 的淨資產投資於位於英國的發行機構。	儘管子基金將會在適用法律及法規的規限下根據其投資目標及策略進行投資，惟子基金對於其淨資產投資於任何一個國家或行業的比例並無任何限制。因此，子基金可將其超過 30% 的淨資產投資於位於美國的發行機構。
子基金投資項目的結算貨幣	子基金的投資可以任何貨幣計價。	子基金的投資可以任何貨幣計價。

低於投資級別的主權債務	子基金並不擬將其超過10%的淨資產投資於由任何信用評級低於投資級別（即低於穆迪的Baa3或標準普爾或惠譽的BBB-）的單一主權國（包括有關政府、公共或地方當局）所發行或擔保的證券。	不適用
證券借貸、回購、反向回購協議或相似的場外交易	子基金無意訂立任何證券借貸、回購、反向回購協議或相似的場外交易。	子基金無意訂立任何證券借貸、回購、反向回購協議或相似的場外交易。
金融衍生工具	子基金可使用FDIs作投資、有效管理投資組合及/或對沖目的。子基金為上述目的可使用的FDIs主要包括（但不限於）認股證、期貨、期權、遠期及其他衍生工具或合約。	子基金可使用FDIs作投資、有效管理投資組合及/或對沖目的。子基金為上述目的可使用的FDIs主要包括（但不限於）認股證、期權、期貨、掉期及遠期。
整體風險承擔計算	承擔法	承擔法
風險承擔淨額（僅適用於香港股東）	子基金資產淨值的最多50%	子基金資產淨值的最多50%
具體風險因素	<ul style="list-style-type: none"> • 英國脫離歐盟造成的變動 • 非上市證券風險 • 天然資源行業風險 • 貨幣風險 • 稅務風險 • FDI風險 	<ul style="list-style-type: none"> • 地域集中風險 • 英國脫離歐盟造成的變動 • 貨幣風險 • 流通性及波動風險 • 稅務風險 • FDI風險
產品資料概要的主要風險因素（僅適用於香港股東）	<ul style="list-style-type: none"> • 投資風險 • 股票市場風險 • 地域集中風險 • 有關英國脫離歐盟的風險 • 貨幣風險 • 使用FDIs 	<ul style="list-style-type: none"> • 投資風險 • 股票市場風險 • 地域集中風險 • 貨幣風險 • 使用FDIs • 人民幣類別相關風險
綜合風險回報指標（SRRI ⁴ ）	6	6

⁴ SRRI與香港股東並不相關，亦未必與其他司法管轄區的股東相關。

費用、開支及經常性開支比率

	歐洲增長基金 (被合併基金)	領先動力基金 (接收基金)
管理公司收費	每年資產淨值的最多0.013%	每年資產淨值的最多0.013%
管理費	AA類別及AA累積類別 – 每年資產淨值的1.50% I3類別 ¹ 及I3累積類別 ¹ – 將與相關宏利實體另行協定	AA累積類別 – 每年資產淨值的1.50% I3類別 ¹ – 將與相關宏利實體另行協定
初次收費	AA類別及AA累積類別 – 最高為認購金額的5% I3類別 ¹ 及I3累積類別 ¹ – 不適用	AA累積類別 – 最高為認購金額的5% I3累積類別 ¹ – 不適用
贖回收費	不適用	不適用
轉換收費	最高為就贖回的股份應付的總贖回價的1%	最高為就贖回的股份應付的總贖回價的1%
全年經常性開支比率	AA類別 – 1.71% ⁵ AA累積類別 – 1.71% ⁶ I3類別 ¹ – 0.18% ⁷ I3累積類別 ¹ – 0.17% ⁸	AA累積類別 – 1.80% ⁹ I3累積類別 ¹ – 0.61% ⁸

其他資料

	歐洲增長基金 (被合併基金)	領先動力基金 (接收基金)
結算貨幣	AA類別、AA累積類別、I3類別 ¹ 及I3累積類別 ¹ – 美元 (USD)	AA累積類別及I3累積類別 ¹ – 美元 (USD)
派息次數	AA類別及I3類別 ¹ – 每年 AA累積類別及I3累積類別 ¹ – 該等類別將不會派發股息	AA累積類別及I3累積類別 ¹ – 該等類別將不會派發股息
最低初次投資額 (或等值的任何其他主要貨幣)	AA類別及AA累積類別 – 1,000美元 ¹⁰ I3類別 ¹ 及I3累積類別 ¹ – 不適用	AA累積類別 – 1,000美元 ¹⁰ I3累積類別 ¹ – 不適用
最低持股額	AA類別及AA累積類別 – 1,000美元 ¹¹ I3類別 ¹ 及I3累積類別 ¹ – 不適用	AA累積類別 – 1,000美元 ¹¹ I3累積類別 ¹ – 不適用
最低隨後投資額 (或等值的任何其他主要貨幣)	AA類別及AA累積類別 – 100美元 I3類別 ¹ 及I3累積類別 ¹ – 不適用	AA累積類別 – 100美元 I3類別 ¹ 及I3累積類別 ¹ – 不適用

⁵ 此數字是根據截至2023年12月年度的費用計算。

⁶ 由於這是新推出的股份類別，此數字是根據子基金AA累積類別股份的開支作估計。

⁷ 此數字是根據截至2024年1月年度的費用計算。

⁸ 此數字是根據歐洲增長基金截至2024年5月年度及領先動力基金截至2024年6月年度的費用計算，並未計及合併的影響。

⁹ 由於這是新推出的股份類別，此數字僅為根據由2023年1月1日至2023年12月31日期間可向股份類別收取的估計經常性費用之總和計算的估計數字，以佔股份類別於相應期間的估計平均淨資產價值百分比表示。此數字每年均可能有所變動。此估計數字根據合併後可能不再適用的情況計算得出。

¹⁰ 或董事（或其代表）可（酌情）接納的較低款額。

¹¹ 除非董事（或其代表）另行訂明則作別論。