

Manulife Global Fund
Société d'investissement à capital variable
Registered office: 31, Z.A. Bourmicht, L-8070 Bertrange
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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF IN DOUBT, PLEASE SEEK PROFESSIONAL ADVICE.**

Notice to Shareholders of the following sub-funds of Manulife Global Fund ("Notice"):

**Asian Equity Fund
China Value Fund
Dragon Growth Fund
Emerging Eastern Europe Fund
European Growth Fund
Global Equity Fund
Japan Equity Fund
U.S. Equity Fund
U.S. Special Opportunities Fund¹
(the "Sub-Funds")**

28 May 2021

Dear Shareholder

The board of directors (the "**Directors**") of Manulife Global Fund (the "**Company**") is writing to you to advise you of the proposed merger of certain Classes of Shares of the Sub-Funds (collectively, the "**Mergers**", each a "**Merger**") intended to take effect on 30 June 2021 (the "**Effective Date**").

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

1. Rationale for the Mergers

In order to minimise administrative costs of operating multiple Classes of Shares having similar features in the same Sub-Fund chargeable to the relevant Sub-Fund (such as out of pocket expenses payable to the Administrator), the Directors of the Company have, in accordance with the powers vested by article 16 of the Company's articles of incorporation, decided to consolidate each Merging Class (as set out in Appendix I) with the corresponding Receiving Class (as set out in Appendix I) on the basis that the Merging Classes and the Receiving Classes are expected to have lower ongoing costs and will have the same Management Fees², currency of denomination and distribution policy as from the Effective Date, and that such consolidation is likely to lead to economies of scale for Shareholders of the Merging Classes and Receiving Classes. Particularly, the Mergers of the assets of the Merging Classes into the assets of the Receiving Classes is likely to result in a larger pool of assets for the Receiving Classes, subject to redemptions, and therefore it is expected that the percentage of ongoing costs of each Receiving Class after the Mergers will be reduced. Accordingly, the Mergers are in the best interest of Shareholders.

For avoidance of doubt, the Mergers do not require the approval of the Shareholders.

¹ In respect of U.S. Special Opportunities Fund, this notice relates to Class T Shares, which are not offered for sale to the public of Hong Kong.

² As from the Effective Date, the Management Fees for Class AA Shares of certain Sub-Funds will be reduced, and the minimum investment, minimum holding and minimum subsequent investment requirements for Class AA Shares of all Sub-Funds will be lowered. Shareholders of Class T of U.S. Special Opportunities Fund would be subject to a lower Management Fee after the Merger.

2. Impact on Shareholders of the Merging Classes

Shareholders of the Merging Classes are expected to be subject to lower ongoing costs and will be subject to the same Management Fees³, currency of denomination and distribution policy in the corresponding Receiving Classes after the Mergers. Please refer to Appendix I for further details.

The minimum investment, minimum holding and minimum subsequent investment of Class AA Shares as from the Effective Date will also be reduced from HK\$20,000, HK\$20,000 and HK\$1,000 to US\$1,000, US\$1,000 and US\$100 (or the equivalent in any other Major Currency³) respectively. Therefore, Shareholders of Merging Classes will be subject to reduced minimum investment, minimum holding and minimum subsequent investment requirements after the Mergers.

Shareholders of Class A Shares, who are currently subject to a redemption charge of up to 1% of the Redemption Price within the first two years of subscription, will no longer be subject to any redemption charge after the Mergers. However, Shareholders of Class A Shares should also note that any subsequent investments in Class AA Shares will be subject to an initial charge of up to 5% of the subscription amount.

Please refer to Appendix II for the assets under management of each Merging Class.

For avoidance of doubt, there will be no changes in (i) the features and risks applicable to the Sub-Funds; and (ii) the operation and/or manner in which the Sub-Funds are being managed following the Mergers.

The Merging Classes will be closed to subscription requests from 1.00 p.m. Luxembourg time (and in the case of Hong Kong Shareholders, 5.00 p.m. Hong Kong Time) on 24 June 2021 (the "**Subscription Cut-Off Point**"), and will be closed to 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 28 June 2021 (the "**Redemption Cut-Off Point**"). Subscriptions requests for the Merging Classes received after the Subscription Cut-Off Point will be rejected. Redemption and switching requests in respect of the Merging Classes received after the Redemption Cut-Off Point will be processed on 2 July 2021. For the avoidance of doubt, with effect from the date of this Notice, the Merging Classes will no longer be allowed to be marketed to the public and the Company shall not accept subscriptions of the Merging Classes from new investors.

3. On the Effective Date of the Mergers

At the close of business on the Effective Date, Shareholders of the Merging Classes who have not exercised their right to redeem or switch their Shares will have their Shares in the Merging Classes switched for Shares in the Receiving Classes, and the Merging Classes shall cease to exist.

The number of Shares in the Receiving Classes that Shareholders will receive in exchange for their Shares in the Merging Classes will be calculated by multiplying the number of Shares held in the Merging Classes by the exchange ratio. The exchange ratio will be calculated for each Merging Class by dividing the Net Asset Value per Share of such Merging Class calculated on the Effective Date by the Net Asset Value per Share in the corresponding Receiving Class calculated at the same time on the Effective Date. For avoidance of doubt, there will be no change in the total value of the Shares held by Shareholders following the Mergers.

Shareholders of the Merging Classes will then be notified of their holding in Shares of the corresponding Receiving Class via a contract note and a confirmation letter to be issued on the Business Day after 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. Shareholders of the Merging Classes may re-commence dealing in the Shares of the Receiving Classes as of 2 July 2021.

³ means any of U.S. Dollars, Pound Sterling, Swiss Francs, Euro, Japanese Yen, Hong Kong Dollars, Singapore Dollars, Canadian Dollars and Australian Dollars.

4. **Costs of the Mergers**

All costs of the Mergers including legal, administrative and advisory costs will be borne by the general distributor of the Company, Manulife Investment Management International Holdings Limited.

All preliminary expenses of the Merging Classes have been amortised.

5. **Taxation**

The tax consequences of the Mergers 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 Mergers should not have any tax implications for Hong Kong Shareholders. 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.

If you do not wish to participate in the Mergers, you may apply to redeem your Shares or switch them into Shares of one or more of the other sub-funds of the Company (in the case of Hong Kong Shareholders, sub-funds which are authorised by the Securities and Futures Commission of Hong Kong ("SFC") for sale to the public in Hong Kong⁴) in accordance with the provisions of the Prospectus (and in the case of Hong Kong Shareholders, the Hong Kong Covering Document), free of any switching or redemption charges. Such redemption and/or switching requests will be accepted up to the Redemption Cut-Off Point. After the Redemption Cut-Off Point, redemption and/or switching requests received will be rejected and if you have not redeemed or switched your Shares, the Mergers as described above will be binding on you.

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). For avoidance of doubt, for purposes of this Notice, Shareholders of the Merging Classes may switch to Shares of AA Classes and R Classes, whether in the same Sub-Fund or another Sub-Fund, which is 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.

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).

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.

⁴ The SFC's authorisation is not a recommendation or endorsement of the Company or its Sub-Funds nor does it guarantee the commercial merits of the Company or its Sub-Funds or their performance. It does not mean the Company or its Sub-Funds are suitable for all investors nor is it an endorsement of their suitability for any particular investor or class of investors.

General Information

For Hong Kong Shareholders only: The Company's Prospectus, the Hong Kong Covering Document and the Product Key Facts Statement of the Sub-Funds (the "**Hong Kong Offering Documents**") are available from the office of the Hong Kong Representative and at www.manulifefunds.com.hk⁵. The updated version of the Hong Kong Offering Documents reflecting the Mergers will be made available in due course.

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.

To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Notice is in accordance with the facts and does not omit anything likely to affect the import of such information as at the date of this Notice. The Directors accept responsibility for the accuracy of the contents of this Notice accordingly.

Yours faithfully

Board of Directors

For and on behalf of Manulife Global Fund

⁵ This website has not been reviewed by the SFC.

Appendix I

Sub-Fund	Merging Classes					Receiving Classes				
	Share Class	Currency of Denomination	Management Fee (as a % p.a. of the NAV)	Distribution Type	Ongoing Charges ⁶	Share Class	Currency of Denomination	Management Fee (as a % p.a. of the NAV) as from the Effective Date	Distribution Type	Estimated Ongoing Charges as from the Effective Date ⁷
Asian Equity Fund	A	USD	1.50%	Annual	1.78%	AA	USD	1.50%	Annual	1.77%
China Value Fund	A	USD	1.50%	Annual	1.71%	AA	USD	1.50%	Annual	1.70%
Dragon Growth Fund	A	USD	1.50%	Annual	1.71%	AA	USD	1.50%	Annual	1.70%
Emerging Eastern Europe Fund	A	USD	1.50%	Annual	1.91%	AA	USD	1.50%	Annual	1.89%
European Growth Fund	A	USD	1.50%	Annual	1.78%	AA	USD	1.50%	Annual	1.77%
Global Equity Fund	A	USD	1.50%	Annual	1.69%	AA	USD	1.50%	Annual	1.68%
Japan Equity Fund	A	USD	1.50%	Annual	1.82%	AA	USD	1.50%	Annual	1.81%
U.S. Equity Fund	A	USD	1.50%	Annual	1.69%	AA	USD	1.50%	Annual	1.68%
U.S. Special Opportunities Fund	T ⁸	USD	1.25%	Net Monthly	1.57%	AA Inc	USD	1.00%	Net Monthly	1.34%

⁶ The ongoing charges figure is expressed as a percentage of the sum of expenses over the average net asset value of the share class for the 12 month period ending 31 December 2020.

⁷ In order to take into account (i) the merger of the Merging Classes and Receiving Classes; and (ii) the revised Management Fees (save in respect of Class AA Shares of China Value Fund and European Growth Fund, wherein the Management Fee will not be revised) on the Effective Date, this figure is estimated on the basis of the sum of the current ongoing charges of both the relevant Merging Class and the Receiving Class for the 12 month period ending 31 December 2020 expressed as a percentage of the sum of the average net asset values of the relevant Merging Class and the Receiving Class over the same period, as adjusted for the revised Management Fee (save in respect of Class AA Shares of China Value Fund and European Growth Fund) and savings in out-of-pocket expenses resulting from the Mergers as from the Effective Date. This figure may vary from year to year.

⁸ This Class of Shares is not offered for sale to the public of Hong Kong.

Appendix II

Sub-Fund	Share Class	Assets Under Management[^] (USD)	Share Class	Assets Under Management[^] (USD)
Asian Equity Fund	A	143,803,603	AA	7,513,937
China Value Fund	A	863,518,825	AA	22,927,447
Dragon Growth Fund	A	238,641,043	AA	149,610,237
Emerging Eastern Europe Fund	A	142,975,261	AA	19,546,964
European Growth Fund	A	92,632,992	AA	1,875,478
Global Equity Fund	A	154,939,983	AA	2,807,385
Japan Equity Fund	A	38,460,298	AA	1,227,347
U.S. Equity Fund	A	262,702,540	AA	5,526,388
U.S. Special Opportunities Fund	T ¹	44,426	AA Inc	76,052

¹ **This Class of Shares is not offered for sale to the public of Hong Kong.**

[^] Calculated as of 12 May 2021

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