

宏利盈進基金 SPC (「本公司」)

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

此乃重要文件，務請閣下立即垂注。閣下如有任何疑問，應徵詢獨立的法律、財務或其他專業意見。本公司董事願就本通告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，盡其所知所信，本通告並無遺漏足以令任何陳述具誤導成分的其他事實。

除非另有指明，否則本通告中所用詞語及字句的涵義與本公司於 2020 年 1 月刊發的售股章程（「經修訂售股章程」）中所賦予的相同。

致股東通告

2020 年 1 月 13 日

致股東：

反映經修訂《單位信託及互惠基金守則》的規定之修訂及其他一般更新

A. 背景

本公司及其基金獲香港證券及期貨事務監察委員會（「證監會」）認可，因此須受證監會刊發的《單位信託及互惠基金守則》（「守則」）的適用規定所規限。守則已作出修訂。為反映經修訂守則的規定及其他一般更新，本公司於 2017 年 9 月刊發的售股章程（經修訂）（「售股章程」）及相關的基金產品資料概要（「產品資料概要」）已予修訂，經修訂及重述全球託管服務協議及各投資管理協議（及就美國銀行業股票基金而言，則為分投資管理協議）（統稱「該等協議」）亦已作出修改（如適用）。

B. 根據經修訂守則作出的變動

為反映經修訂守則的適用規定，以下主要變動（「變動」）已按需要反映在經修訂售股章程、經修訂產品資料概要及／或經修訂（及如適用，經重述）的該等協議中：

- (a) 託管人、投資管理人（及／或其受委人）—根據經修訂守則第 4 章及第 5 章下有關託管人及投資管理人（及／或相關受委人）的額外責任。
- (b) 投資限制：核心規定—經修訂守則第 7 章下有關投資限制及禁制的核心規定之修訂，包括但不限於以下相關修訂：投資分佈、商品投資限制、貸款限制、借款限制、金融衍生工具、證券融資交易及抵押品等。

根據經修訂守則作出的主要經修訂投資限制／規定概要載列於本通告附件 A。有關該等投資限制的進一步詳情，請參閱經修訂售股章程第二部分的相關附錄。

- (c) 加強對衍生工具風險淨額的披露—已對售股章程及各基金的产品資料概要作出修訂，以披露來自衍生工具投資的預計最高衍生工具風險淨額。

總體而言，除美國銀行業股票基金外，各基金的衍生工具風險淨額最高可達各基金最新可得資產淨值的 50%。美國銀行業股票基金不會為任何目的使用衍生工具。

各基金的衍生工具風險淨額乃根據證監會發出的規定和指引（可不時予以更新）計算出來。有關使用衍生工具的進一步資料，請參閱經修訂售股章程第二部分的相關附錄所載的基金具體資料。

為免生疑問，各基金的衍生工具使用並無改變。

(d) 其他修訂— 為反映經修訂守則的規定而對相關文件作出的其他相關修訂及加強披露，包括以下方面：

(i) 託管安排— 已加強披露各基金資產的託管安排；

(ii) 與關連人士的交易：為反映經修訂守則中關於與關連人士的交易及非金錢利益安排的規定而作出的修訂；

(iii) 未領取所得款項：加強披露於本公司終止時，處理股東的未領取所得款項的安排；

(iv) 抵押品政策— 已就基金可根據其現行投資政策使用的任何場外衍生工具，加強披露投資管理人的相關抵押品政策；及

(v) 利益衝突 - 已加強披露利益衝突政策。

股東可參閱相關經修訂發售文件（經修訂售股章程及經修訂產品資料概要），了解有關變動的進一步詳情。

C. 一般更新

經修訂售股章程亦已作出更新，以直接納入售股章程第一至第八份補充所反映的更新，同時反映以下一般更新（「一般更新」）：

(a) 關於投資管理人董事的更新— Damien Green 先生已獲委任為投資管理人董事，以代替 Guy Mills 先生，自 2020 年 1 月 1 日起生效。Green 先生的履歷已載入經修訂售股章程，而 Mills 先生的履歷則已刪除。

(b) 關於稅務、防止洗黑錢／制裁及相關披露的更新，包括 FATCA、開曼群島及中國內地相關更新；

(c) 關於核數師名稱的更新 - Ernst & Young Ltd. 已更名為 EY Cayman；及

(d) 各類編輯及行政管理上的整理、更新（包括董事履歷及相關風險因素的更新），以及為澄清目的而作的一般修訂。

D. 變動及／或一般更新的影響

除本通告所述的變動及更新外，股東應注意：

- (a) 各基金將繼續按照其投資目標及政策進行管理。相關基金的營運及／或管理方式並無改變；
- (b) 除上述情況外，相關基金的特點及整體風險水平維持不變；
- (c) 執行上述變動不會導致相關基金的費用水平或管理成本改變；及
- (d) 上述變動及更新對相關基金投資者的權利及權益不會有重大的不利影響。

E. 可供查閱文件

經修訂售股章程及各基金的經修訂產品資料概要已上載於投資管理人網站 <http://www.manulifefunds.com.hk>¹。如經修訂售股章程進一步所述，經修改（及如適用，經重述）的該等協議於正常辦公時間內在總顧問及分銷商辦事處可供查閱。

F. 查詢

股東若需要有關本通告所載事項的進一步資料，可於當地正常辦公時間內致電(352) 45 14 14 316 或傳真至(352) 45 14 14 850 與 Citibank Europe plc, Luxembourg Branch 的分執行人聯絡，或可與宏利投資管理（香港）有限公司的總顧問及分銷商聯絡，AA 類股份投資者可致電(852) 2108 1110 或傳真至(852) 2810 9510，C 類、D 類、I 類及 P 類股份投資者則可致電(852) 2510 3055 或傳真至(852) 2907 2076。

為及代表董事會
宏利盈進基金 SPC

¹ 此網站未經證監會審閱。

附件 A

主要經修訂投資限制概要

各基金的投資限制的主要修訂如下：

- (a) 基金如果透過以下方式投資於任何單一實體或就任何單一實體承擔風險，則基金所作的投資或所承擔的風險的總值（政府證券及其他公共證券除外）不可超逾其最新可得資產淨值的 10%：
 - (i) 對該實體發行的證券作出投資；
 - (ii) 透過金融衍生工具的相關資產就該實體承擔的風險；及
 - (iii) 因與該實體就場外金融衍生工具進行交易而產生的對手方風險淨額；
- (b) 根據經修訂守則下的規定，基金如果透過以下方式投資於同一集團內的實體（即，一般而言，為按照國際公認會計準則編備的綜合財務報表而納入同一個集團的實體）或就同一集團內的實體承擔風險，則其所作的投資或所承擔的風險總值，不可超過其最新可得資產淨值的 20%：
 - (i) 對該等實體發行的證券作出投資；
 - (ii) 透過金融衍生工具的相關資產就該等實體承擔的風險；及
 - (iii) 因與該等實體就場外金融衍生工具進行交易而產生的對手方風險淨額；
- (c) 基金將現金存放在同一集團內一個或多個實體，則該等現金存款價值不可超過其最新可得資產淨值的 20%，但在經修訂守則中規定的某些情況下可超過 20% 的上限；
- (d) 除非經證監會另行批准並於基金投資政策中披露，否則基金不可投資於實物商品；
- (e) 根據經修訂守則下的規定，基金不得放貸、承擔債務、進行擔保、背書票據，或直接或或然地為任何人的責任或債項承擔責任或因與任何人的責任或債項有關連而承擔責任；
- (f) 基金的最高借款金額已從佔其最新可得資產淨值的 25% 降至 10%；
- (g) 根據經修訂守則，基金可為對沖或非對沖目的而取得金融衍生工具，但目前僅可為對沖目的而取得金融衍生工具，惟美國銀行業股票基金除外，該基金不會為任何目的使用衍生工具。基金的衍生工具風險淨額最高可達基金最新可得資產淨值的 50%。衍生工具風險淨額應根據該守則及證監會發出的規定及指引（可不時予以更新）計算出來。為免生疑問，為對沖目的而取得的金融衍生工具若不會產生任何剩餘的衍生工具風險承擔淨額，該等工具的衍生工具風險承擔淨額將不會計入 50% 限額；及
- (h) 為限制就各對手方承擔的風險，基金可向有關對手方收取抵押品，但抵押品須符合經修訂守則的規定。

Manulife Advanced Fund SPC (the “Company”)

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

This document is important and requires your immediate attention. If in doubt, you should seek independent legal, financial or other 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.

Words and phrases used in this Notice shall, unless otherwise provided, have the same meanings as ascribed to them in the Prospectus of the Company dated January 2020 (the “Revised Prospectus”).

NOTICE TO SHAREHOLDERS

13 January 2020

Dear Shareholder,

Amendments to reflect requirements under the revised Code on Unit Trusts and Mutual Funds and miscellaneous General Updates

A. Background

The Company and its Funds are authorised by the Securities and Futures Commission in Hong Kong (“SFC”) and hence are subject to the applicable requirements under the Code on Unit Trusts and Mutual Funds (“Code”) issued by the SFC. The Code has been revised. The Prospectus of the Company dated September 2017 (as amended)(the “Prospectus”) and relevant Fund Product Key Facts Statement (“KFS”) have been amended and the Amended and Restated Global Custodial Services Agreement and respective Investment Management Agreements (and in respect of the U.S. Bank Equity Fund, the Sub-Investment Management Agreement)(collectively, the “Agreements”) have also been revised, as applicable, to reflect the requirements under the revised Code and miscellaneous general updates.

B. Changes pursuant to the revised Code

The following key changes (“Changes”) are reflected in the Revised Prospectus, revised KFS and/or amended (and where applicable, restated) Agreements, as necessary, to reflect applicable requirements under the revised Code:

- (a) Custodian, Investment Manager (and/or its delegate(s)) - additional obligations of the Custodian and the Investment Manager (and/or relevant delegate(s)) under Chapters 4 and 5 respectively of the revised Code.
- (b) Investment Restrictions: Core Requirements - amendments to the core requirements of the investment limitations and prohibitions under Chapter 7 of the revised Code, including but not limited to amendments in relation to the following: spread of investments, restriction on investment in commodities, restrictions on making loans, limitations on borrowing, financial derivative instruments, securities financing transactions and collateral etc.

A summary of the key revised investment restrictions/requirements pursuant to the revised Code are set out in Annex A to this Notice. For further details on these investment restrictions, please refer to the relevant Appendix in Part II of the Revised Prospectus.

- (c) Enhancement of disclosures on net derivative exposure - the Prospectus and the KFS of the Funds have been amended to include disclosures on the expected maximum net derivative exposure arising from derivative investments.

In summary, and except for U.S. Bank Equity Fund, each Fund's net derivative exposure may be up to 50% of the Fund's latest available Net Asset Value. The U.S. Bank Equity Fund will not use derivatives for any purposes.

The net derivative exposure of each Fund is calculated in accordance with the requirements and guidance issued by the SFC, which may be updated from time to time. For further information on derivatives use, please refer to the Fund specific information contained in the relevant Appendix in Part II of the Revised Prospectus.

For the avoidance of doubt, there is no change to the respective Fund's use of derivatives.

- (d) Other Amendments – other, and related, amendments and enhancement of disclosures to the relevant document(s) to reflect the requirements of the revised Code, including the following:
- (i) Custody arrangements: enhanced disclosures have been made on the custody arrangements in respect of each Fund's assets;
 - (ii) Transactions with connected persons: amendments to reflect the requirements under the revised Code on transactions with connected persons and soft dollars arrangements;
 - (iii) Unclaimed proceeds: enhanced disclosures on arrangements in handling unclaimed proceeds of Shareholders where the Company is terminated;
 - (iv) Collateral policy – enhanced disclosures relating to the the Investment Manager's collateral policy in respect of any over-the-counter derivatives a Fund may use in accordance with the Fund's existing investment policy have been included; and
 - (v) Conflicts of interest – enhanced disclosure on conflicts of interest policies.

Shareholders may refer to the relevant revised offering document (Revised Prospectus and revised KFS) for further details of the Changes.

C. General updates

The Revised Prospectus has also been updated to directly incorporate the updates reflected by the First to the Eighth Supplements to the Prospectus and also reflects the following general updates (“**General Updates**”):

- (a) Update to the directors of the Investment Manager – Mr Damien Green has been appointed in lieu of Mr Guy Mills as a director of the Investment Manager. Mr Green's appointment took effect from 1 January 2020. Accordingly, Mr Green's biography has been included, and Mr Mills' biography has been removed, in the Revised Prospectus;
- (b) Updates to tax, anti-money laundering/sanctions and related disclosures, including FATCA, Cayman Islands and Mainland China related updates;
- (c) Update to the name of the auditors – Ernst & Young Ltd. have been renamed EY Cayman; and
- (d) Miscellaneous editorial and administrative tidy-ups, updates (including updates to director biographies and relevant risk factors) and general clarificatory amendments.

D. Implication of Changes and/or General Updates

Notwithstanding the Changes and updates noted in this Notice, Shareholders should note that:

- (a) each Fund will continue to be managed in accordance with its investment objectives and policy. There will be no other change to the operation and/or manner in which the relevant Fund is being managed;
- (b) save as described above, there will be no change to the features and overall risk profile of the relevant Fund;
- (c) there will be no change to the level of fees or costs in managing the relevant Fund arising from the implementation of the Changes above; and
- (d) the above mentioned Changes and updates will not materially prejudice the rights and interests of investors of the relevant Fund.

E. Availability of Documents

A copy of the Revised Prospectus and revised KFS of the Funds are available on the website of the Investment Manager at <http://www.manulifefunds.com.hk>¹. A copy of the amended (and where applicable, restated) Agreements is available for inspection at the offices of General Adviser and Distributor during normal working hours, as further described in the Revised Prospectus.

F. Enquiries

Shareholders requiring further information about the matters set out in this Notice may contact the Sub-Administrator, Citibank Europe plc, Luxembourg Branch on telephone number (352) 45 14 14 316 or fax number (352) 45 14 14 850, or the General Adviser and Distributor, Manulife Investment Management (Hong Kong) Limited, on telephone number (852) 2108 1110 or fax number (852) 2810 9510 (relating to Class AA Shares), or telephone number (852) 2510 3055 or fax number (852) 2907 2076 (relating to Class C, Class D, Class I and Class P Shares) at any time during normal local business hours.

**For and on behalf of the Board
Manulife Advanced Fund SPC**

¹ This website has not been reviewed by the SFC.

ANNEX A

SUMMARY OF KEY REVISED INVESTMENT RESTRICTIONS

The key amendments to the investment restrictions of each Fund are as follows:

- (a) the aggregate value of the Fund's investments in, or exposure to, any single entity (other than Government and other public securities) through the following may not exceed 10% of its latest available Net Asset Value:
 - (i) investments in securities issued by that entity;
 - (ii) exposure to that entity through underlying assets of financial derivative instruments; and
 - (iii) net counterparty exposure to that entity arising from transactions of over-the-counter financial derivative instruments;
- (b) subject to the requirements under the revised Code, the aggregate value of the Fund's investments in, or exposure to, entities within the same group (i.e. generally, entities which are included in the same group for the purposes of consolidated financial statements prepared in accordance with internationally recognized accounting standards) through the following may not exceed 20% of its latest available Net Asset Value:
 - (i) investments in securities issued by those entities;
 - (ii) exposure to those entities through underlying assets of financial derivative instruments; and
 - (iii) net counterparty exposure to those entities arising from transactions of over-the-counter financial derivative instruments;
- (c) the value of the Fund's cash deposits made with the same entity or entities within the same group may not exceed 20% of its latest available Net Asset Value provided that the 20% limit may be exceeded in certain circumstances specified in the revised Code;
- (d) the Fund may not invest in physical commodities unless otherwise approved by the SFC and disclosed in the investment policy of the Fund;
- (e) subject to the requirements under the revised Code, the Fund may not lend, assume, guarantee, endorse or otherwise become directly or contingently liable for or in connection with any obligation or indebtedness of any person;
- (f) the maximum borrowing of the Fund has been reduced from 25% to 10% of its latest available Net Asset Value;
- (g) under the revised Code, financial derivative instruments may be acquired for hedging and non-hedging purposes but, the Fund currently may acquire financial derivative instruments for hedging purposes only, save for the U.S. Bank Equity Fund, which will not use derivatives for any purposes. The Fund's net derivative exposure may be up to 50% of its latest available Net Asset Value. Net derivative exposure shall be calculated in accordance with the Code and the requirements and guidance issued by the SFC which may be updated from time to time. For the avoidance of doubt, financial derivative instruments acquired for hedging purposes will not be counted towards the 50% limit so long as there is no residual derivative exposure arising from such hedging arrangement; and
- (h) to limit the exposure to each counterparty, the Fund may receive collateral from such counterparty, provided that the collateral complies with the requirements in the revised Code.