

宏利香港系列（「本系列」）

—宏利全天候投資組合—穩定增長基金—
—宏利全天候投資組合—增長基金—
—宏利全天候投資組合—進昇增長基金—
（各稱及統稱「被合併基金」）

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。

管理人願就本通告（「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其任何陳述具誤導成分的其他事實。

除另有指明，否則本通告中所用之詞語及字句的涵義與本系列日期為 2020 年 1 月的售股章程（經日期為 2020 年 6 月的售股章程的第一份補編修訂或補充（統稱「售股章程」）中所賦予者相同。

致單位持有人通告

2021 年 2 月 26 日

親愛的單位持有人：

被合併基金合併至宏利 STARS 收益及增長基金¹（「接收基金」）

茲提述日期為 2021 年 1 月 20 日通告（「**合併通告**」）有關各被合併基金建議合併至宏利 STARS 收益及增長基金（「**該等合併**」），以及夾附的各被合併基金單位持有人特別大會通告（「**特別大會通告**」）。

請注意，特別大會通告載列的特別決議案已於 2021 年 2 月 25 日舉行的特別大會上由各被合併基金各自的單位持有人通過。據此，被合併基金將於 2021 年 3 月 29 日（「**合併日期**」）全部合併至接收基金。

如各合併通告所訂明，單位持有人於被合併基金中持有的單位將於合併日期轉換為接收基金的單位。單位持有人應注意，於合併日期，被合併基金及接收基金的每單位資產淨值未必相同。因此，儘管閣下所持有的單位總價值（為湊整而作出的調整（如有）除外）將維持不變，惟閣下所獲得的接收基金單位數量可能與以往所持有的被合併基金單位數量有所不同。

倘不欲於合併日期之後持有接收基金的單位，則單位持有人可於 2021 年 3 月 23 日（即合併日期之前四個營業日）前繼續轉換及贖回其所持有的被合併基金單位。轉換及贖回要求必須在不遲於 2021 年 3 月 23 日下午 4 時正（香港時間）的交易截止時間送抵予管理人。轉換及贖回被合併基金單位現時可獲豁免所有轉換及贖回費用。請注意，部分分銷商、付款代理、代理銀行或中介機構可能會自行決定向閣下收取贖回及／或交易費用或開支。

倘於該等合併前，被合併基金遭大量贖回，管理人可應用售股章程中風險因素「流動性風險」所載之任何流動性風險管理工具（例如：贖回的限制等），以確保單位持有人獲公平待遇。

該等合併建議應不會對被合併基金或接收基金構成香港利得稅影響。被合併基金單位持有人應注意，根據該等合併建議把被合併基金單位轉換為接收基金單位，可能會就稅務目的而言被視為處置被合併基金單位，而從中產生的任何收益或需繳納稅項。在一般情況下，單位持有人毋須就處置單位而變現的收益繳納香港利得稅，惟倘單位持有人在香港購入或處置單位作為行業、專業或業務或其中一部分，而收

¹ STARS 為「Strategic and Tactical Asset Rebalancing Strategy」（策略性及戰略性資產重組比重策略）中各個英文大寫字母的縮寫。

益就香港利得稅而言構成收入性質，則可能須就有關收益繳納香港利得稅。收益歸類為收入或資本將視乎單位持有人的特定情況而定。單位持有人應按其特定稅務狀況徵詢其本身專業顧問的意見。

信託契約、售股章程、本系列、被合併基金及接收基金之產品資料概要及最新財務報告的副本於一般辦公時間內在管理人辦事處可供免費查閱。

倘閣下對此等事宜有任何疑問，或需要有關本通告所載任何事宜的進一步資料，閣下可按以下地址：香港銅鑼灣希慎道 33 號利園一期 16 樓，或致電(852) 2108-1110 與管理人聯絡。

管理人
宏利投資管理（香港）有限公司

謹啟

Manulife Hong Kong Series (the “Series”)

*- Manulife All-weather Portfolio - Managed Growth Fund -
- Manulife All-weather Portfolio - Growth Fund -
- Manulife All-weather Portfolio - Growth Plus Fund -
(each a “Merging Fund” and collectively, the “Merging Funds”)*

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

The Manager accepts full responsibility for the accuracy of the information contained in this notice (“Notice”) and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement in this Notice 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 Series dated January 2020, as amended or supplemented by the First Addendum to the prospectus dated June 2020 (altogether the “Prospectus”).

NOTICE TO UNITHOLDERS

26 February 2021

Dear Unitholder,

Mergers of the Merging Funds into Manulife STARS Income and Growth Fund¹ (the “Receiving Fund”)

We refer to the Notices dated 20 January 2021 (the “**Merger Notices**”) in respect of the proposed mergers of each of the Merging Funds into the Manulife STARS Income and Growth Fund (the “**Mergers**”), together with the enclosed Notices of Extraordinary General Meeting of Unitholders of each of the Merging Funds (the “**EGM Notices**”).

Please be informed that the Extraordinary Resolutions set out in the EGM Notices were passed at the Extraordinary General Meetings held on 25 February 2021 by the respective Unitholders of each of the Merging Funds. As such, the Merging Funds will all be merged into the Receiving Fund on 29 March 2021 (the “**Merger Date**”).

As specified in each of the Merger Notices, Units held by Unitholders in the Merging Funds will be exchanged for Units in the Receiving Fund on the Merger Date. Unitholders should note that the Net Asset Value per Unit of a Merging Fund and the Receiving Fund on the Merger Date may not necessarily be the same. Therefore, while the overall value of your holding (except for rounding adjustments, if any) will remain the same, you may receive a different number of Units in the Receiving Fund from what you previously held in a Merging Fund.

If you do not wish to hold Units in the Receiving Fund after the Merger Date, Unitholders may continue to switch and redeem their holdings in a Merging Fund up to 23 March 2021 (i.e. four Business Days prior to the Merger Date). The switching and redemption requests must be received by the Manager no later than the Dealing Deadline at 4:00 p.m. (Hong Kong time) on 23 March 2021. Switching and redemption of Units in the Merging Funds are currently free of any switching and redemption charges. Please note that some distributors, paying agents, correspondent banks or intermediaries may charge you redemption and/or transaction fees or expenses at their own discretion.

Should there be any significant redemption from the Merging Fund(s) prior to the Mergers, the Manager may apply any liquidity risk management tools specified in the risk factor entitled “Liquidity risk” in the Prospectus (for example, restrictions on redemption, etc.) to ensure Unitholders are treated fairly.

¹ STARS is an acronym for Strategic and Tactical Asset Rebalancing Strategy.

The proposed Mergers should have no Hong Kong profits tax implications to the Merging Funds or the Receiving Fund. Unitholders of the Merging Funds should note that the exchange of Units in the Merging Funds for Units in the Receiving Fund pursuant to the proposed Mergers may be considered as a disposal of the Units in the Merging Funds for tax purposes and any gains derived may be subject to tax. Generally, Unitholders should not be liable to Hong Kong profits tax on gains realised on the disposal of Units, except where the acquisition and disposal of Units are or form part of a trade, profession or business carried on by the Unitholders in Hong Kong and the gains are revenue in nature for Hong Kong profits tax purposes. The classification of a gain as revenue or capital will depend on the particular circumstances of the Unitholders. Unitholders should take advice from their own professional advisors as to their particular tax position.

Copies of the Trust Deed, the Prospectus, the product key facts statements and the latest financial reports of the Series, the Merging Funds and the Receiving Fund will be available for inspection, free of charge, at the office of the Manager stated below during normal working hours.

Should you have any questions relating to these matters, or should you require further information about the matters set out in this Notice, you may contact the Manager at 16th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, or by phone at (852) 2108 1110.

Yours faithfully,

The Manager
Manulife Investment Management (Hong Kong) Limited