

宏利盈進基金 SPC

(一家根據開曼群島法律註冊成立的有限責任豁免獨立資產組合公司)

本公司日期為 2021 年 3 月的售股章程

(經不時修訂或補充)

(統稱「售股章程」)

的

第四份補充文件

有關關閉中國 A 股獨立資產組合及人民幣債券獨立資產組合的 P 類股份

及

其他雜項變動

2022 年 12 月

重要事項：本補充文件應與售股章程及相關產品資料概要（共同構成本公司相對於其獨立資產組合的發售文件）一併閱讀。除非本補充文件另有指明，否則本補充文件中所用的詞語及字句的涵義與售股章程中所賦予者相同。閣下如對本補充文件及／或售股章程及／或相關產品資料概要的內容有任何疑問，應徵詢獨立的專業財務意見。

本公司董事對售股章程及本補充文件所載資料的準確性承擔全部責任，並經一切合理查詢後確認，盡其所知所信，並無遺漏足以令其任何陳述具誤導成分的其他事實。

除非下文另有訂明，否則本補充文件所述的修訂均即時生效，以及除非本補充文件另有修訂，否則售股章程將維持十足效力及作用。

1. 關閉中國 A 股獨立資產組合（「中國 A 股基金」）及人民幣債券獨立資產組合（「債券基金」）的 P 類股份

1.1 售股章程第一部分更新如下，刪除 P 類股份所有提述：-

- 售股章程第 1 頁倒數第三段以下文取代：

「本公司及其某些獨立資產組合（其 AA 類股份供零售投資者投資的獨立資產組合）已獲香港證券及期貨事務監察委員會（「證監會」）按證券及期貨條例第 104 條（按其不時修訂、補充或替代的條款）認可在香港公開分銷。僅設有 C 類、D 類、I 類及／或 T 類股份（無 AA 類股份）的獨立資產組合未獲證監會認可，只符合有關類別所規定的最低投資額的非零售投資者或機構投資者（定義見本售股章程）（如適用）投資。各項不同的獨立資產組合的詳情及其在香港獲認可的情況載列於本售股章程第二部分。在給予上述認可時，證監會對本公司之財政狀況是否良好，或就此作出的任何聲明或表示的意見是否正確不承擔任何責任。證監會的認可不是對產品的推薦或認許，亦不擔保產品的商業利弊或其表現。這種認可不表示產品適合所有投資者，亦不是認許產品適合任何特定的投資者或特定類別的投資者。」

- 售股章程第一部分第 1 節對「P 類股份」的定義全部刪除；

- 售股章程第一部分第 1 節對「機構投資者」的定義更改如下：

「與 AA 類股份相關，指證券及期貨條例項下定義的「專業投資者」（請參見附件一），及與 I 類、I2 類、I3 類及 T 類股份相關，指高淨值個人、機構及／或其他符合可由總顧問及分銷商行使自行酌情權決定或豁免條件的投資者，及與任何其他類別或系列的參與股相關，指由總顧問及分銷商行使自行酌情權決定或豁免的定義或釋義。」

- 售股章程第一部分第 6 節標題為「6.1.1 開戶表格及認購表格」子分節的第四段以下文取代：

「認購參與股的所有申請應交回給總顧問及分銷商或分執行人（如適用）。請參見 AA 類、C 類、D 類、I 類、I2 類、I3 類及 T 類股份（依情況而定）的開戶及認購表格上所載詳情。任何申請均不可交給按照香港證券及期貨條例第五部分不是持牌或註冊從事第 1 類（證券交易）受規管活動的任何香港中介人或不屬法定或其他適用的豁免如此持牌或註冊要求的任何香港中介人。」

- 售股章程第一部分第 6 節標題為「6.2.1 贖回表格或轉換表格」子分節的第二段以下文取代：

「所有贖回及轉換（如允許）要求必須交回總顧問及分銷商或分執行人（如適用）。請參閱 AA 類、C 類、D 類、I 類、I2 類、I3 類及 T 類股份贖回表格及轉換表格（依情況而定）所載詳情。」

- 刪除售股章程第一部分第 7 節標題為「7.2.2.1 計算方法」的子分節中分標題「P 類」及與 P 類股份相關的段落。

1.2 售股章程第二部分（A）更新如下，以反映關閉中國 A 股基金的 P 類股份：-

售股章程第二部分（分節）	標題	更新																					
A1	可供投資的類別	可供投資的類別的一行以下文取代： - <table border="1" data-bbox="497 177 1002 233"> <thead> <tr> <th data-bbox="497 177 745 233">AA</th> <th data-bbox="745 177 1002 233">I</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>		AA	I																		
AA	I																						
A6.1	認購	編號為 A6.1、A6.1.3、A6.1.4、A6.1.5 及 A6.1.6 的行及其註腳更改如下： - <table border="1" data-bbox="497 312 1002 887"> <thead> <tr> <th data-bbox="497 312 573 363">A6.1</th> <th data-bbox="573 312 712 363">認購類別</th> <th data-bbox="712 312 857 363">AA</th> <th data-bbox="857 312 1002 363">I</th> </tr> </thead> <tbody> <tr> <td data-bbox="497 363 573 478">A6.1.3</td> <td data-bbox="573 363 712 478">最低初始投資額</td> <td data-bbox="712 363 857 478">20,000 港元（或等值的任何其他主要貨幣）。[#]</td> <td data-bbox="857 363 1002 478">不適用*</td> </tr> <tr> <td data-bbox="497 478 573 587">A6.1.4</td> <td data-bbox="573 478 712 587">最低持股額</td> <td data-bbox="712 478 857 587">20,000 港元（或等值的任何其他主要貨幣）。[#]</td> <td data-bbox="857 478 1002 587">不適用*</td> </tr> <tr> <td data-bbox="497 587 573 695">A6.1.5</td> <td data-bbox="573 587 712 695">最低其後投資額</td> <td data-bbox="712 587 857 695">1,000 港元（或等值的任何其他主要貨幣）。[#]</td> <td data-bbox="857 587 1002 695">不適用*</td> </tr> <tr> <td data-bbox="497 695 573 887">A6.1.6</td> <td data-bbox="573 695 712 887">初始收費</td> <td data-bbox="712 695 857 887">現時為不超過資產淨值的 5%。董事保留最高收取參與股每股資產淨值 6% 的權利。</td> <td data-bbox="857 695 1002 887">最高為參與股每股資產淨值的 6%。</td> </tr> </tbody> </table> <p data-bbox="497 911 1002 932">[#] 或董事（按其全權酌情決定權）釐定可接受的其他最低款額。</p> <p data-bbox="497 932 1002 952">* 除非董事按其酌情決定權另有指明。</p>		A6.1	認購類別	AA	I	A6.1.3	最低初始投資額	20,000 港元（或等值的任何其他主要貨幣）。 [#]	不適用*	A6.1.4	最低持股額	20,000 港元（或等值的任何其他主要貨幣）。 [#]	不適用*	A6.1.5	最低其後投資額	1,000 港元（或等值的任何其他主要貨幣）。 [#]	不適用*	A6.1.6	初始收費	現時為不超過資產淨值的 5%。董事保留最高收取參與股每股資產淨值 6% 的權利。	最高為參與股每股資產淨值的 6%。
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A6.2	贖回	編號為 A6.2、A6.2.1 及 A6.2.2 的各行及其註腳以下文取代：-												
		<table border="1"> <tr> <td>A6.2</td> <td>贖回類別</td> <td>AA</td> <td>I</td> </tr> <tr> <td>A6.2.1</td> <td>最低贖回額</td> <td>1,000 港元（或等值的任何其他主要貨幣）。▽</td> <td>1,000 港元（或等值的任何其他主要貨幣）（或董事可按其酌情權決定的其他款額）。</td> </tr> <tr> <td>A6.2.2</td> <td>贖回費</td> <td>贖回款項的 0.30%* 董事保留權利收取最高達贖回款項的 3%。</td> <td>最高為贖回款項的 5.30%。</td> </tr> </table>			A6.2	贖回類別	AA	I	A6.2.1	最低贖回額	1,000 港元（或等值的任何其他主要貨幣）。▽	1,000 港元（或等值的任何其他主要貨幣）（或董事可按其酌情權決定的其他款額）。	A6.2.2	贖回費
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		▽ 或董事（按其酌情決定權）可接受的較低款額。 * 包括本售股章程第一部分第 6.6.2 節列明的行政費。												
A9.	費用及收費	編號為 A9、A9.1 及 A9.2 的各行以下文取代：-												
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1.3 售股章程第二部分（B）更新如下，以反映關閉債券基金的 P 類股份：-

售股章程第二部分（分節）	標題	更新										
B1	可供投資的類別	可供投資的類別的一行以下文取代：-										
		AA	I	I3								
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B9.	費用及收費	編號為 B9、B9.1 及 B9.2 的各行以下文取代：-				
		B9.	費用及收費類別	AA	I	I3
		B9.1	管理費（每年資產淨值的百分率）	1.00%.	最高為 0.75%。	將與相關宏利實體另行協定。
B9.2	業績表現費（超額回報或 I 類超額回報的百分率（依情況而定））（參見本售股章程第一部分第 7.2 節）	不適用	不適用	不適用		

2. 本公司的核數師的名稱由 EY Cayman Ltd 更改為 Ernst & Young Ltd.。

2.1 本公司的核數師的名稱由 EY Cayman Ltd.更改為 Ernst & Young Ltd.。因此，售股章程所有「EY Cayman Ltd.」的提述均以「Ernst & Young Ltd.」取代。

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Manulife Advanced Fund SPC

(an exempted segregated portfolio company incorporated
with limited liability under the laws of the Cayman Islands)

FOURTH SUPPLEMENT

to the

prospectus of the Company dated March 2021

(as amended or supplemented from time to time)

(altogether the “**Prospectus**”)

relating to closure of Class P Shares of the China A Segregated Portfolio and the Renminbi Bond
Segregated Portfolio

and

other miscellaneous changes

December 2022

* * *

IMPORTANT: This Supplement should be read in conjunction with the Prospectus and the relevant product key fact statement(s) which together form the offering documents of the Company vis-à-vis its Segregated Portfolio(s). Words and phrases used in this Supplement shall, unless otherwise provided herein, have the same meanings as are ascribed to them in the Prospectus. If you are in any doubt about the contents of this Supplement and/or the Prospectus and/or the relevant product key fact statement(s), you should seek independent professional financial advice.

The Directors of the Company accept full responsibility for the accuracy of the information contained in the Prospectus and this Supplement 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.

Unless otherwise stated below, the amendments noted herein are effective immediately and unless otherwise amended herein, the Prospectus remains in full force and effect.

* * *

1. Closure of Class P Shares of the China A Segregated Portfolio (the “China A Fund”) and the Renminbi Bond Segregated Portfolio (the “Bond Fund”)

1.1 Part I of the Prospectus is updated as follows to remove all references to Class P Shares:-

- replace the last paragraph on page 1 of the Prospectus with the following:

“The Company and certain of its Segregated Portfolios (whose Class AA Shares are available for investment by retail investors) have been authorized for public distribution in Hong Kong by the Hong Kong Securities and Futures Commission (the “SFC”) under Section 104 of the Securities and Futures Ordinance (as may be amended, supplemented or replaced from time to time). Those Segregated Portfolios which consist of Class C, Class D, Class I and/or Class T Shares only (without Class AA Shares) are not authorized by the SFC and are only available for investment by non-retail investors who meet the minimum investment amounts required for the relevant Class(es) or by Institutional Investors (as defined in this Prospectus), as applicable. Details of the different Segregated Portfolios, and their authorized status in Hong Kong, are set out in Part II of this Prospectus. In granting such authorization, the SFC does not take responsibility for the financial soundness of the Company or for the correctness of any statements made or opinions expressed in this regard. SFC authorization is not a recommendation or endorsement of a product nor does it guarantee the commercial merits of a product or its performance. It does not mean the product is suitable for all investors nor is it an endorsement of its suitability for any particular investor or class of investors.”

- remove the definition of “Class P Shares” in Section 1 of Part I of the Prospectus in its entirety;
- replace the definition of “Institutional Investor” in Section 1 of Part I of the Prospectus with the following:

“means, in relation to the Class AA Shares, a “professional investor” as such term is defined under the SFO (please refer to the Appendix 1), and in relation to the Class I, Class I2, Class I3 and Class T Shares, a high net worth individual, institution and/or such other investor who meets the requirements as may be determined or waived by the General Adviser and Distributor at its sole discretion, and, in relation to any other Class or Series of Participating Shares, such definition or interpretation as may be determined or waived by the General Adviser and Distributor at its sole discretion.”

- replace the fourth paragraph of the sub-sub-section headed “6.1.1 Account Opening Forms and Subscription Forms” in Section 6 of Part I of the Prospectus with the following:

“All applications for subscription of the Participating Shares should be returned to the General Adviser and Distributor or the Sub-Administrator (as applicable). Please refer to the details set out in the respective Account Opening Forms or Subscription Forms for Class AA, Class C, Class D, Class I, Class I2, Class I3 and Class T Shares (as the case may be). No application should be lodged with any intermediary in Hong Kong who is not licensed or registered to carry on Type 1 (dealing in securities) regulated activity under Part V of the SFO or who does not fall within the statutory or other applicable exemption from the requirement to be so licensed or registered.”

- replace the second paragraph of the sub-sub-section headed “6.2.1 Redemption Forms or Switching Forms” in Section 6 of Part I of the Prospectus with the following:

“All requests for redemption and switching (if allowed) must be returned to the General Adviser and Distributor or the Sub-Administrator (as applicable). Please refer to the details set out in the respective Redemption Forms and Switching Forms (as the case may be) for Class AA, Class C, Class D, Class I, Class I2, Class I3 and Class T Shares.”

- remove the sub-heading “P Class” and the paragraph relating to Class P Shares in the sub-

sub-sub-section headed “7.2.2.1 Calculation methodology” in Section 7 of Part I of the Prospectus.

- 1.2 Part II (A) of the Prospectus is updated as follows to reflect the closure of Class P Shares of the China A Fund:-

Part II of the Prospectus (sub-section)	Heading	Updates			
A1	Classes Available for Investment	Replace the row on Classes available for investment with the following:-			
		AA		I	
A6.1	Subscriptions	Replace the rows numbered A6.1, A6.1.3, A6.1.4, A6.1.5 and A6.1.6 and the footnotes therein with the following:-			
		A6.1	Subscriptions		
			Classes	AA	I
		A6.1.3	Minimum Initial Investment	HK\$20,000 (or the equivalent in any other Major Currency). [#]	N/A*
		A6.1.4	Minimum Holding	HK\$20,000 (or the equivalent in any other Major Currency). [#]	N/A*
		A6.1.5	Minimum Subsequent Investment	HK\$1,000 (or the equivalent in any other Major Currency). [#]	N/A*
		A6.1.6	Initial Charge	Currently up to 5% of the NAV. The Directors reserve the right to charge up to 6% of the NAV per Participating Share.	Up to 6% of the NAV per Participating Share.
		[#] or such other minimum amount as may be determined by the Directors at their sole discretion. [*] unless otherwise specified by the Directors at their discretion.			

A6.2	Redemptions	Replace the rows numbered A6.2, A6.2.1 and A6.2.2 and the footnotes with the following:-		
		A6.2	Redemptions	
		Classes	AA	I
A6.2.1	Minimum Redemption Amount	HK\$1,000 (or the equivalent in any other Major Currency). [▽]	HK\$1,000 (or the equivalent in any other Major Currency) (or such other amount as the Directors may determine in their discretion).	
A6.2.2	Redemption Charge	0.30%* of the redemption proceeds The Directors reserve the right to charge up to a maximum of 3% of the redemption proceeds.	Up to 5.30% of the redemption proceeds.	
		[▽] or such lower amount as the Directors may (at their discretion) accept. [*] inclusive of the administrative charge set out in Section 6.6.2 of Part I of this Prospectus.		
A9.	Fees and Charges	Replace the rows numbered A9, A9.1 and A9.2 with the following:-		
		A9.	Fees And Charges	
		Classes	AA	I
A9.1	Management Fee (as a % p.a. of the NAV)	1.50%.	Up to 1.25%.	
A9.2	Performance Fee (as a % of the Excess Return or Class I Excess Return (as the case may be)) (see Section 7.2 of Part I of this Prospectus)	Not applicable.	Not applicable.	

1.3 Part II (B) of the Prospectus is updated as follows to reflect the closure of Class P Shares of the Bond Fund:-

Part II of the Prospectus (sub-section)	Heading	Updates																													
B1	Classes Available for Investment	Replace the row on Classes available for investment with the following:- <table border="1" data-bbox="490 284 960 339"> <tr> <td data-bbox="490 284 652 339">AA</td> <td data-bbox="656 284 807 339">I</td> <td data-bbox="810 284 960 339">I3</td> </tr> </table>					AA	I	I3																						
AA	I	I3																													
B6.1	Subscriptions	Replace the rows numbered B6.1, B6.1.3, B6.1.4, B6.1.5 and B6.1.6 and the footnotes therein with the following:- <table border="1" data-bbox="490 411 1011 1161"> <thead> <tr> <th data-bbox="490 411 565 459">B6.1</th> <th data-bbox="568 411 703 459"><i>Subscriptions Classes</i></th> <th data-bbox="706 411 829 459">AA</th> <th data-bbox="833 411 956 459">I</th> <th data-bbox="959 411 1011 459">I3</th> </tr> </thead> <tbody> <tr> <td data-bbox="490 464 565 603">B6.1.3</td> <td data-bbox="568 464 703 603"><i>Minimum Initial Investment</i></td> <td data-bbox="706 464 829 603">HK\$20,000 (or the equivalent in any other Major Currency).[#]</td> <td data-bbox="833 464 956 603">N/A*</td> <td data-bbox="959 464 1011 603">N/A</td> </tr> <tr> <td data-bbox="490 608 565 746">B6.1.4</td> <td data-bbox="568 608 703 746"><i>Minimum Holding</i></td> <td data-bbox="706 608 829 746">HK\$20,000 (or the equivalent in any other Major Currency).[#]</td> <td data-bbox="833 608 956 746">N/A*</td> <td data-bbox="959 608 1011 746">N/A</td> </tr> <tr> <td data-bbox="490 751 565 890">B6.1.5</td> <td data-bbox="568 751 703 890"><i>Minimum Subsequent Investment</i></td> <td data-bbox="706 751 829 890">HK\$1,000 (or the equivalent in any other Major Currency).[#]</td> <td data-bbox="833 751 956 890">N/A*</td> <td data-bbox="959 751 1011 890">N/A</td> </tr> <tr> <td data-bbox="490 895 565 1161">B6.1.6</td> <td data-bbox="568 895 703 1161"><i>Initial Charge</i></td> <td data-bbox="706 895 829 1161">Currently up to 5% of the NAV. The Directors reserve the right to charge up to 6% of the NAV per Participating Share.</td> <td data-bbox="833 895 956 1161">Up to 6% of the NAV per Participating Share.</td> <td data-bbox="959 895 1011 1161">N/A</td> </tr> </tbody> </table> <p data-bbox="490 1185 1011 1225">[#] or such other minimum amount as may be determined by the Directors at their sole discretion.</p> <p data-bbox="490 1225 1011 1249">[*] unless otherwise specified by the Directors at their discretion.</p>					B6.1	<i>Subscriptions Classes</i>	AA	I	I3	B6.1.3	<i>Minimum Initial Investment</i>	HK\$20,000 (or the equivalent in any other Major Currency). [#]	N/A*	N/A	B6.1.4	<i>Minimum Holding</i>	HK\$20,000 (or the equivalent in any other Major Currency). [#]	N/A*	N/A	B6.1.5	<i>Minimum Subsequent Investment</i>	HK\$1,000 (or the equivalent in any other Major Currency). [#]	N/A*	N/A	B6.1.6	<i>Initial Charge</i>	Currently up to 5% of the NAV. The Directors reserve the right to charge up to 6% of the NAV per Participating Share.	Up to 6% of the NAV per Participating Share.	N/A
B6.1	<i>Subscriptions Classes</i>	AA	I	I3																											
B6.1.3	<i>Minimum Initial Investment</i>	HK\$20,000 (or the equivalent in any other Major Currency). [#]	N/A*	N/A																											
B6.1.4	<i>Minimum Holding</i>	HK\$20,000 (or the equivalent in any other Major Currency). [#]	N/A*	N/A																											
B6.1.5	<i>Minimum Subsequent Investment</i>	HK\$1,000 (or the equivalent in any other Major Currency). [#]	N/A*	N/A																											
B6.1.6	<i>Initial Charge</i>	Currently up to 5% of the NAV. The Directors reserve the right to charge up to 6% of the NAV per Participating Share.	Up to 6% of the NAV per Participating Share.	N/A																											
B6.2	Redemptions	Replace the rows numbered B6.2, B6.2.1 and B6.2.2 and the footnotes therein with the following:- <table border="1" data-bbox="490 1337 1011 1460"> <thead> <tr> <th data-bbox="490 1337 565 1385">B6.2</th> <th data-bbox="568 1337 703 1385"><i>Redemptions Classes</i></th> <th data-bbox="706 1337 829 1385">AA</th> <th data-bbox="833 1337 956 1385">I</th> <th data-bbox="959 1337 1011 1385">I3</th> </tr> </thead> <tbody> <tr> <td data-bbox="490 1390 565 1460">B6.2.1</td> <td data-bbox="568 1390 703 1460"><i>Minimum Redemption Amount</i></td> <td data-bbox="706 1390 829 1460">HK\$1,000 (or the equivalent)</td> <td data-bbox="833 1390 956 1460">HK\$1,000 (or the equivalent in</td> <td data-bbox="959 1390 1011 1460">N/A</td> </tr> </tbody> </table>					B6.2	<i>Redemptions Classes</i>	AA	I	I3	B6.2.1	<i>Minimum Redemption Amount</i>	HK\$1,000 (or the equivalent)	HK\$1,000 (or the equivalent in	N/A															
B6.2	<i>Redemptions Classes</i>	AA	I	I3																											
B6.2.1	<i>Minimum Redemption Amount</i>	HK\$1,000 (or the equivalent)	HK\$1,000 (or the equivalent in	N/A																											

				in any other Major Currency). [▽]	any other Major Currency) (or such other amount as the Directors may determine in their discretion).	
		B6.2.2	Redemption Charge	0.30%* of the redemption proceeds. The Directors reserve the right to charge up to a maximum of 3% of the redemption proceeds.	Up to 5.30% of the redemption proceeds.	N/A
		[▽] or such lower amount as the Directors may (at their discretion) accept. [*] inclusive of the administrative charge set out in Section 6.6.2 of Part I of this Prospectus.				
B9.	Fees and Charges	Replace the rows numbered B9, B9.1 and B9.2 with the following:-				
		B9.	Fees And Charges Classes	AA	I	I3
		B9.1	Management Fee (as a % p.a. of the NAV)	1.00%.	Up to 0.75%.	To be separately agreed with the relevant Manulife entity.
		B9.2	Performance Fee (as a % of the Excess Return or Class I Excess Return (as the case may be)) (see Section 7.2 of Part I of this Prospectus)	N/A	N/A	N/A

2. Change of name of the auditors of the Company from EY Cayman Ltd. to Ernst & Young Ltd.

2.1 The name of the auditors of the Company is changed from EY Cayman Ltd. to Ernst & Young Ltd.. Accordingly, all references to “EY Cayman Ltd.” throughout the Prospectus are replaced with “Ernst & Young Ltd.”.

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