

**The notice contains important information that requires your immediate attention.
Should you have any query about this notice, please seek independent professional advice.**

August 25, 2021

To Policyowners of Manulife Investment Plus (“MI Plus”) / Manulife Investment Solutions (“MISo”) / Alpha / Alpha Regular Investor (“ARI”) / Matrix (each a “Plan” and collectively, the “Plans”)

Merger of the Underlying Fund

We would like to notify you that the following merging underlying fund (the “**Merging Underlying Fund**”) corresponding to the following investment choices (each an “**Investment Choice**” and collectively, the “**Investment Choices**”) under the Plans will be merged into the following receiving underlying fund (the “**Receiving Underlying Fund**”), which will be effective on October 8, 2021 (the “**Effective Date**”).

Name of Plan	Name of Investment Choice	Name of Merging Underlying Fund	Name of Receiving Underlying Fund
MI Plus and MISo	Manulife Inv Ninety One Global Energy Fund	Ninety One Global Strategy Fund - Global Energy Fund	Ninety One Global Strategy Fund - Global Environment Fund
Alpha, ARI and Matrix	MIL Ninety One Global Energy Fund		

Underlying Fund Level

Background and rationale for the merger

According to the shareholder notice of Ninety One Global Strategy Fund (the “**GSF**”) (both the Merging Underlying Fund and Receiving Underlying Fund being sub-funds of which) dated August 10, 2021 (the “**Shareholder Notice**”), the Merging Underlying Fund has experienced a steady decline in assets from a peak of approximately US\$2.5 billion in assets under management (“**AUM**”) in April 2011 to approximately US\$370 million in AUM on July 23, 2021. This trend has accelerated over the past 4 years and the Merging Underlying Fund is not expected to attract significant inflows in the future.

Following a review of the Merging Underlying Fund, the board of directors of GSF believes that it is in the best interests of investors to merge the Merging Underlying Fund into the Receiving Underlying Fund.

The Receiving Underlying Fund invests with a focus on companies considered by its investment manager (the “**Investment Manager**”) to contribute to positive environmental change through sustainable decarbonisation, which are typically committed to renewable energy, resource efficiency or electrification. Due to the growth potential the Investment Manager believes is associated with such companies, over time the Merging Underlying Fund has increased its allocation to renewable energy and environmental companies which are also held by the Receiving Underlying Fund. For the avoidance of doubt, the Merging Underlying Fund’s allocation to the sub-sector of renewable energy and environmental companies is consistent with the investment policy of the Merging Underlying Fund which covers the wider energy sector. The Investment Manager believes that investors would benefit from greater exposure to companies considered by the Investment Manager to contribute to positive environmental change. This is something the merger will facilitate.

Key comparison of the Merging Underlying Fund and the Receiving Underlying Fund

While the Merging Underlying Fund and the Receiving Underlying Fund state that capital growth and total returns (comprised of capital growth and income) are their investment objectives respectively, both underlying funds have the primary investment focuses on providing long-term capital growth to investors. The Merging Underlying Fund and the Receiving Underlying Fund both are equity funds which primarily invest in global equities. While the Merging Underlying Fund has a broad focus on the energy sector (including oil, gas and renewable energy) and seeks to primarily invest in shares of companies involved in the exploration, production or distribution of oil, gas and other energy sources and companies which service the energy industry, the Receiving Underlying Fund invests with a focus on and seeks to primarily invest in shares of companies which are considered by the Investment Manager as contributing to positive environmental change through sustainable decarbonisation, which are typically committed to renewable energy, resource efficiency or electrification. In addition, the Receiving Underlying Fund is an SFC-authorized fund¹ classified as a Green/ESG fund pursuant to the SFC circular dated April 11, 2019 while the Merging Underlying Fund is an SFC-authorized fund¹ but not a Green/ESG fund. The Receiving Underlying Fund will also have a relatively higher permitted investment exposure to Mainland China securities. Please refer to the appendix of the Shareholder Notice for a detailed comparison between the Merging Underlying Fund and the Receiving Underlying Fund.

¹ Securities and Futures Commission (“**SFC**”) authorisation 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.

The Merging Underlying Fund and the Receiving Underlying Fund also have a co-portfolio manager in common and are both supported by the same investment team. Therefore, there will be no change in entity in performing investment management function after the merger.

Given the difference in investment focus between the two funds and the fact that the Receiving Underlying Fund is a green/ESG fund, there are some key risks which are relevant to the Merging Underlying Fund but are not applicable to the Receiving Underlying Fund and vice versa. Investors of the Merging Underlying Fund will become subject to additional/different risks of the Receiving Underlying Fund after the merger, in particular, the environmental sector risk and the green/ESG investment policy risk. Please refer to the appendix of the Shareholder Notice for details.

The management fees, administration servicing fees and distribution fees of the Receiving Underlying Fund are the same as those of the Merging Underlying Fund. After the merger, the ongoing charge of the Receiving Underlying Fund is expected to be materially in line with or lower than the current ongoing charge of the Merging Underlying Fund as of August 10, 2021.

Rebalancing and merger procedure

Within the two weeks leading up to the merger, the Merging Underlying Fund will rebalance its portfolio for alignment with that of the Receiving Underlying Fund and will no longer be fully invested in accordance with its investment policy and will hold relatively higher levels of cash, which may make up a relatively larger portion of the assets of the Merging Underlying Fund. Dealing of the Merging Underlying Fund will be closed at 5:00 pm Hong Kong time on October 5, 2021.

The assets and liabilities of the Merging Underlying Fund will be transferred to the Receiving Underlying Fund on the Effective Date, i.e. October 8, 2021. The Merging Underlying Fund will be merged into the Receiving Underlying Fund with the same share class and currency denomination.

Merger costs

All legal, advisory and administrative costs associated with the merger will be borne by the management company of GSF and not by investors.

The initial set up costs for the Merging Underlying Fund have already been amortised and, therefore, none of these costs will be included in the costs of the merger.

The costs of rebalancing the Merging Underlying Fund's portfolio will be borne by the Merging Underlying Fund. It is not anticipated that these costs will be more than 0.50% of the net asset value of the Merging Underlying Fund. Investors of the Merging Underlying Fund who remain in the Merging Underlying Fund during the rebalancing period (i.e. within the two weeks leading up to the merger as indicated above) will be subject to the rebalancing cost.

Investment Choice Level

After the merger, the Investment Choices will be linked to the Receiving Underlying Fund and the name of the Investment Choices will be changed accordingly as follows:

	Current	New
Name of Investment Choice	Manulife Inv Ninety One Global Energy Fund	Manulife Inv Ninety One Global Environment Fund
	MIL Ninety One Global Energy Fund	MIL Ninety One Global Environment Fund

While the share class of the Merging Underlying Fund and Receiving Underlying Fund is the same, the name of the share class will be updated from "Class A" to "Class A Acc" for better clarity. For avoidance of doubt, there will be no changes in the management fees / investment management fees and the risk level of the Investment Choices after the merger. Further, the merger will have no impact on the number of units you are holding in the Investment Choices.

Trading Timeline

Due to the close of dealing in the Merging Underlying Fund mentioned above, the valuation and dealing of the Investment Choices will be suspended from October 6, 2021 to October 8, 2021 (both days inclusive). All instructions (including but not limited to any lump sum and regular subscription, redemption and switching) received by us during the aforesaid suspension period will be processed after the resumption of valuation and dealing for the Investment Choices on October 11, 2021 after the merger. During the suspension, policyowners may withdraw or change his/her instructions in respect of any subscription, redemption or switching of units of the Investment Choices.

Pursuant to the relevant Principal Brochures relating to the Investment Choices, Manulife (International) Limited (Incorporated in Bermuda with limited liability) ("**Manulife**") may suspend dealing and determination of the net asset value of an investment choice in the circumstances that in the opinion of Manulife, acting in good faith and commercially reasonable manner, it is not practical or is prejudicial to the interest of the policyowners to realize any underlying investments or assets of the investment choice.

Your Action**(i) For existing holding of notional units of the Investment Choice(s)**

If you are holding any notional units of the Investment Choice(s) and no longer wish to hold such Investment Choice(s), you may switch out such holding free of charge starting from the date of this notice **until 3:00pm on October 5, 2021**, both dates inclusive (the “**Period**”), to any other investment choice(s) that is/are open for subscription under the respective Plans.

Please note that the minimum switching amount requirement of the Plans is waived during the Period when you instruct us to switch your entire units of the Investment Choice(s) to any other available investment choice(s) under the respective Plans that is/are open for subscription at the time of switching. We would very much appreciate your provision of switching instruction by sending the completed and signed prescribed form to our Administration Office within the Period.

(ii) For existing regular subscription to the Investment Choice(s)

If you have arranged regular subscription to the Investment Choice(s), you may change such subscription allocation instruction to any other investment choice(s) that is/are open for subscription under the respective Plans free of charge, by sending a completed and signed prescribed form to our Administration Office **before 3:00pm on October 5, 2021**, to update your regular subscription allocation instruction. Please be reminded that the minimum subscription amount requirements under the Plans are still applicable.

If we do not receive any instruction from you by the end of the Period, your existing holding and/or future allocation will remain in the Investment Choices linked to the Receiving Underlying Fund after the Effective Date.

Please refer to the Principal Brochure – Investment Choice Brochure of the relevant Plans and the offering documents of the underlying fund linked to other investment choices for further details about such other investment choices and the corresponding underlying fund, including but not limited to the investment objective and policies, risk factors and related fees and charges. The offering documents of the underlying fund (including the Receiving Underlying Fund) corresponding to the investment choices under the Plans are made available by Manulife upon request.

If you have any enquiry, please do not hesitate to contact your Manulife Insurance Advisor or call our Customer Service Hotline at (852) 2108 1110 (in relation to MI Plus and MISo) and (852) 2510 3941 (in relation to ARI, Alpha and Matrix) in Hong Kong or (853) 8398 0383 in Macau during office hours: 9:00am - 6:00pm, Monday to Friday.

Customer Services

Individual Financial Products

Manulife (International) Limited

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