

October 17, 2022

**This document is important and requires your immediate attention.** This notice refers to the changes to the disclosure of the offering document (the "**Offering Document**") and the pooling agreement (the "**Policy**") of ManuFlex (MIL) (the "**Plan**") and is intended to provide a summary of those changes. You should refer to the Offering Document and the Policy for full details. Capitalised terms used in this notice, and which are not defined in this notice, have the same meanings as those defined in the Offering Document and/or the Policy (as the case may be). If you are in doubt about the contents of this document, you should seek independent professional advice. Manulife (International) Limited ("**Company**") accepts responsibility for the accuracy of information contained in this document as at the date of publication.

### **Notice to participating employers and members of the Plan**

Pursuant to clause 8 of the Policy, the Company may amend the Policy and/or the Plan by giving one month's written notice or such other period as approved by the Securities and Futures Commission ("**SFC**") (the "**Original Notice Period**"). This notice operates as the requisite notice under clause 8. The changes outlined in this notice will take effect from November 18, 2022 (the "**Effective Date**").

#### **1. Revised PRF Code related changes**

The SFC has revised the Code on Pooled Retirement Funds (the "**PRF Code**") with an aim to update the regulatory regime for SFC authorised pooled retirement funds. Accordingly, the Offering Document and the Policy will be revised, amongst others, to reflect the requirements of the revised PRF Code (the "**Revised PRF Code**"), as illustrated in this notice.

##### *Changes to the Offering Document*

The Offering Document will be amended to reflect the requirements of the Revised PRF Code. In particular:

- (a) the disclosure relating to each Investment Portfolio will be updated per the Revised PRF Code;
- (b) the risk factors associated with each Investment Portfolio will be updated, taking into account the latest requirements of the Revised PRF Code; and
- (c) certain cosmetic and stylistic changes will be made to the Offering Document, and the sequence of the contents of the Offering Document will be rearranged, to enhance clarity and readability.

##### *Changes to the Policy*

In addition, the Company has taken this opportunity to amend the Policy to ensure its compliance with Appendix B to the Revised PRF Code. In particular, the Policy will be amended to:

- (d) specify that the functions, duties and obligations of the key operators of the Policy are as set out in the Offering Document;
- (e) specify that any taxes and expenses charged to, or levied against, the Policy and any Investment Portfolios shall be on a basis deemed fair and reasonable by an actuary or other person of professional standing;

- (f) streamline the contents of the Policy by replacing the contents relating to the investment objectives and/or policies of the Investment Portfolios, and in respect of an Investment Portfolio that is a guaranteed fund, the guarantee features and conditions, with a simple statement that such information is set out in the Offering Document; and
- (g) reflect certain cosmetic and stylistic changes .

## **2. Other changes**

Besides the changes to the Policy and the Offering Document to reflect changes per the Revised PRF Code, certain other changes will be made to the Plan, including:

### *New notice period arrangement for changes to the Policy and/or the Plan*

- (a) The notice period for the Company to amend the Policy and/or the Plan will be changed from the Original Notice Period to the following:
  - (i) no notice period will apply to amendments to the Policy and/or the Plan that (A) are necessary to make possible compliance with fiscal or other statutory or regulatory requirements, whether imposed locally or overseas and regardless of whether such requirements having the force of law or not, or (B) are necessary to correct manifest error(s), or (C) do not require the SFC's prior approval; and
  - (ii) such other longer period of not more than one month as required by the SFC for amendments that do not fall under (i) above.

The changes under paragraph 2(a)(i) would allow the Company to have sufficient time to carry out any such assessment and implement any necessary changes to the terms of the Policy and/or the Plan, that do not require the SFC's prior approval.

### *Amendment to notice period requirement for fee changes*

- (b) The notice requirement of giving six months' prior notice (or such shorter notice period as approved by the SFC from time to time) for any change to the fees and charges will be changed to only apply to any increase in the fees and charges as set out in clause 18 "Schedule (II) - Fees and Charges" of the Policy.

### *Clarification*

- (c) The Policy and/or the Offering Document will be amended to reflect the existing arrangement that no security lending activities are carried out at both the Investment Portfolio and the underlying fund levels of the Plan.

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For the reasons in the preceding paragraphs, the Company considers that the changes to the Plan described in this notice would be in the interests of the policyholders/members and will not have any adverse impact on the Plan or the policyholders/members.

Issued by Manulife (International) Limited (Incorporated in Bermuda with limited liability)