Manulife Investment Management

Manulife Funds

Singapore Prospectus

10 February 2021

MANULIFE FUNDS

PROSPECTUS DATED 10 FEBRUARY 2021

IMPORTANT INFORMATION FOR BRUNEI INVESTORS

Relating to the following sub-funds of Manulife Funds

Manulife Asia Pacific Investment Grade Bond Fund
Manulife SGD Income Fund

"This prospectus relates to a foreign collective investment scheme which is not subject to any form of domestic regulation by the Autoriti Monetari Brunei Darussalam (the "Authority"). The Authority is not responsible for reviewing or verifying any prospectus or other documents in connection with this collective investment scheme. The Authority has not approved this prospectus or any other associated documents nor taken any steps to verify the information set out in this prospectus and is not responsible for it.

The units to which this prospectus relates may be illiquid or subject to restrictions on their resale. Prospective purchasers should conduct their own due diligence on the units.

If you do not understand the contents of this prospectus you should consult a licensed financial adviser."

Brunei Filing Agent: YC LEE & LEE
Advocates & Solicitors
6th Floor, Kompleks Jalan Sultan
51-55 Jalan Sultan
Bandar Seri Begawan BS8811
Brunei Darussalam

Brunei Distributors:
1) Baiduri Capital Sdn Bhd
2) Standard Chartered Securities (B) Sdn Bhd (Manulife SGD Income Fund)

MANULIFE FUNDS

- MANULIFE SINGAPORE BOND FUND
- MANULIFE SINGAPORE EQUITY FUND
- MANULIFE ASIA PACIFIC INVESTMENT GRADE BOND FUND
- MANULIFE GLOBAL ASSET ALLOCATION – GROWTH FUND
- MANULIFE ASIA DIVERSIFIED BOND FUND (1)
- MANULIFE SGD INCOME FUND
- MANULIFE USD DIVERSIFIED INCOME FUND
- MANULIFE SELECT BALANCED PORTFOLIO FUND

PROSPECTUS

MANULIFE FUNDS

Directory

Manager

Manulife Investment Management (Singapore) Pte. Ltd. (formerly known as “Manulife Asset Management (Singapore) Pte. Ltd.”)
(Company Registration Number: 200709952G)
Registered address and business address: 8 Cross Street, #16-01, Manulife Tower, Singapore 048424

Board of Directors of the Manager

Michael Floyd Dommermuth

Wendy H. C. Lim

Chan Hock Fai

Murray James Collis

Trustee

HSBC Institutional Trust Services (Singapore) Limited

10 Marina Boulevard, Marina Bay Financial Centre Tower 2, #48-01, Singapore 018983

Custodian

The Hongkong and Shanghai Banking Corporation Limited

1 Queen's Road Central, Hong Kong

Auditors

Ernst and Young LLP

One Raffles Quay, North Tower, Level 18, Singapore 048583

Solicitors to the Manager

Allen & Gledhill LLP
One Marina Boulevard, #28-00, Singapore 018989

Solicitors to the Trustee

Shook Lin & Bok LLP

1 Robinson Road, #18-00 AIA Tower, Singapore 048542

MANULIFE FUNDS

Important Information

The manager of Manulife Funds (the "**Fund**"), Manulife Investment Management (Singapore) Pte. Ltd. (the "**Manager**" or "**Manulife IM (SG)**") accepts full responsibility for the accuracy of information contained in this Prospectus 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 Prospectus misleading. Unless otherwise stated, all terms not defined in this Prospectus have the same meanings as used in the deed of trust relating to the Fund (the "**Deed**"). You should consult the relevant provisions of the Deed and obtain independent professional advice in any event of any doubt or ambiguity relating thereto.

The 8 sub-funds of the Fund offered in this Prospectus, i.e. Manulife Singapore Bond Fund, Manulife Singapore Equity Fund, Manulife Asia Pacific Investment Grade Bond Fund, Manulife Global Asset Allocation – Growth Fund, Manulife Asia Diversified Bond Fund (1), Manulife SGD Income Fund, Manulife USD Diversified Income Fund and Manulife Select Balanced Portfolio Fund (the "**Sub-Funds**" and each a "**Sub-Fund**"), will not be listed on any stock exchange. There is no ready market for the units in any of the Sub-Funds. You may consequently only redeem your units in accordance with the provisions of the Deed. To reflect material changes, this Prospectus may be updated, amended, supplemented or replaced from time to time and you should check whether any more recent prospectus is available.

You should seek professional advice to ascertain (a) the possible tax consequences, (b) the legal requirements and (c) any foreign exchange transactions or exchange control requirements which you may encounter under the laws of the country of your citizenship, residence or domicile and which may be relevant to the subscription, holding or disposal of units in the Sub-Funds and should inform yourself of and observe all such laws and regulations in any relevant jurisdiction(s) that may be applicable to you. You will assume and be solely responsible for any and all tax of any jurisdiction or governmental or regulatory authority, including without limitation any state or local taxes or other like assessment or charges that may be applicable to any payment to you in respect of any Sub-Fund. None of the Sub-Funds will pay any additional amounts to you to reimburse you for any tax, assessment or charge required to be withheld or deducted from any payments made to you.

The units of each Sub-Fund are capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

The units of the Sub-Funds have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or under the securities laws of any state or other political subdivision of the United States of America and may not be offered, sold, transferred or delivered in the United States of America, its territories or possessions, any state of the United States of America, or the District of Columbia (the "**United States**"). The offering of the units of the Sub-Funds is being made outside the United States in accordance with Regulation S under the 1933 Act. The Fund and the Sub-Funds have not offered, sold or delivered and will not offer, sell or deliver any units in the United States or to or for the account or benefit of any U.S. Person (as defined in Regulation S) or "United States Person" (as defined in Section 7701(a) (30) of the US Internal Revenue Code, as amended and referred to herein as "US Taxpayers"). Currently the term US Taxpayer includes: An individual who is a citizen of the US or a resident alien for US federal income tax purposes; A corporation, an entity taxable as a corporation, or a partnership created or organized in or under the laws of the US or any state or political subdivision thereof or therein, including the District of Columbia (other than a partnership that is not treated as a US Person under the Treasury Regulations); An estate the income of which is subject to US federal income tax regardless of the source thereof; and any trust whose administration a court within the United States has primary supervision and all substantial decisions of which are under the control of one or more US fiduciaries. Persons who are aliens as to the United States but who have spent more than 183 days or more in the United States in any of the last two years should check with their tax advisers as to whether they may be considered residents of the United States. The Fund and Sub-Funds are not and will not be registered under the United States Investment Company Act of 1940, as amended (the "**1940 Act**"). Neither the United States Securities and Exchange Commission nor any state or other regulatory agency in the United States has passed upon the units or the adequacy or accuracy of this Prospectus.

The units of the Sub-Funds have not been, and will not be, qualified for sale under the securities laws of Canada or any province or territory of Canada, and may not be offered or sold, directly or indirectly, in Canada, or to any residents thereof.

The attention of such U.S. Persons and nationals or residents of Canada is drawn to Paragraph 10.5 regarding certain compulsory realisation powers of the Manager. The Manager reserves the right to exercise such powers in the event that it becomes aware that a Canadian national who is a holder of units in a Sub-Fund has ceased to be resident outside Canada and has re-established residency in Canada.

Personal Data Protection

Person data or information provided by you to the Manager and/or the Trustee (whether directly or indirectly through their appointed agents or authorised distributors) in connection with the subscription for Units (as defined in Paragraph 1.2 below) (the "**Data**") may be held by the Manager, the Trustee (as defined in Paragraph 1.4.1 below) and/or their related corporations (as defined under Section 6 of the Companies Act (Chapter 50) of Singapore) (the "**Recipient**") and/or any third party engaged by the Recipient to provide administrative, computer or other services. Each of the foregoing persons may collect, use, disclose, process and maintain such Data so as to enable each of the aforesaid entities to carry out their respective duties and obligations, or to enforce their respective rights and remedies, in connection with any investment made by you into the Fund or any law applicable to the respective parties. Subject to applicable laws and regulations, such Data may be transferred to other countries and territories outside Singapore. All such Data may be retained after Units held by the relevant Holder (as defined in Paragraph 1.4.2 below) have been realised. You have the right to access your Data and submit requests for the correction of any Data that are inaccurate or incomplete. If you wish to access your Data or request a correction, you should contact the Manager and/or Trustee in writing (which details are set out in Paragraphs 2 and 3 of this Prospectus respectively).

You should note that your Data collected may be used and disclosed to third parties including but not limited to regulatory authorities (to comply with legal, governmental or regulatory requirements), affiliates or related entities of the Manager and/or external parties appointed in relation to the operation of the Fund or the relevant Sub-Fund. You should also note that the collection, use and disclosure of data shall only be for the purpose relating to the Fund or the relevant Sub-Fund.

You may refuse to consent to the collection, use and disclosure of the Data. Where such refusal is made, the Manager acting in consultation with the Trustee and in the best interest of the Fund is entitled to reject any application to subscribe to Units submitted by you. Further, you should note that a notice of withdrawal of consent submitted by a Holder shall (a) also be deemed to be a request for realisation of all Units held by such Holder, and (b) not prevent the continued use or disclosure of Data for the purposes of compliance with any legal, governmental or regulatory requirements of any relevant jurisdiction or such other purposes as permitted under the Personal Data Protection Act 2012 of Singapore.

Please note that any notice for withdrawal of consent or objection to use given to the Manager's agents or authorised distributors is not deemed effective notice to the Manager.

This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such an offer or solicitation. The Manager may (in consultation with the Trustee) require the realisation of or compulsorily realise Units if it becomes aware that such Units are owned directly or beneficially by any person in breach of any law or requirement of a country or governmental or regulatory authority.

The managers of the following funds may from time to time use FDIs (as defined in Paragraph 6.5 of this Prospectus) for efficient portfolio management and/or hedging:

- **Manulife Singapore Bond Fund**
- **Manulife Singapore Equity Fund**
- **Manulife Asia Pacific Investment Grade Bond Fund**
- **Manulife Global Asset Allocation – Growth Fund**
- **Manulife Asia Diversified Bond Fund (1)**
- **Manulife SGD Income Fund**
- **Manulife USD Diversified Income Fund**
- **Manulife Select Balanced Portfolio Fund**

The managers of the following funds may from time to time use FDIs for the purposes of investment or optimising returns, efficient portfolio management and/or hedging:

- **The underlying funds into which the Manulife Select Balanced Portfolio Fund intends to invest into (the “MSBPF Underlying Funds”).**
- **The underlying funds into which the Manulife Global Asset Allocation – Growth Fund intends to invest into (the “MGAAGF Underlying Funds”).**

The net asset value (“NAV”) of the above funds that use FDIs may therefore have a certain level of volatility due to its investment policies or portfolio management techniques.

You should also consider the risks of investing in the Sub-Funds which are summarised in Paragraph 8 of this Prospectus. All enquiries in relation to the Fund or Sub-Funds should be directed to the Manager, or any agent or distributor appointed by the Manager.

MANULIFE FUNDS

Table of Contents

Contents **Page**

MANULIFE FUNDS

*The Sub-Funds of the Manulife Funds (the "**Fund**"), offered in this Prospectus are authorised schemes under the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"). A copy of this Prospectus has been lodged with and (where applicable) registered by the Monetary Authority of Singapore (the "**MAS**"). The MAS assumes no responsibility for the contents of this Prospectus. The lodgement or registration of this Prospectus by MAS does not imply that the SFA or any other legal or regulatory requirements have been complied with. The MAS has not, in any way, considered the investment merits of the Fund or the Sub-Funds. The meanings of terms not defined in this Prospectus can be found in the deed of trust (as may be amended) constituting the Fund and the Sub-Funds.*

1. Basic Information

1.1 The Fund

The Fund is an open-ended, umbrella unit trust constituted in Singapore and offering 8 separate and distinct portfolios of securities or obligations, each of which is a Sub-Fund. An umbrella fund offers a group of separate and distinct portfolios of securities or obligations, each of which being a sub-fund investing in different securities or portfolios of securities. The range of Sub-Funds will allow you to select and allocate your assets in different investment opportunities under the Fund.

1.2 The Sub-Funds

Currently, Manulife IM (SG) is offering units in the following Sub-Funds in this Prospectus:

(a) Manulife Singapore Bond Fund;

(b) Manulife Singapore Equity Fund;

(c) Manulife Asia Pacific Investment Grade Bond Fund;

(d) Manulife Global Asset Allocation – Growth Fund;

(e) Manulife Asia Diversified Bond Fund (1);

(f) Manulife SGD Income Fund;

(g) Manulife USD Diversified Income Fund; and

(h) Manulife Select Balanced Portfolio Fund.

Each Sub-Fund has its own investment objective and risks. Except for the Manulife Global Asset Allocation – Growth Fund, Manulife Asia Diversified Bond Fund (1) and Manulife USD Diversified Income Fund, where the base currency is US Dollar, the Sub-Funds' base currency is Singapore Dollar.

The Deed (as defined in Paragraph 1.4.1 below) provides for separate classes (each a "**Class**" and collectively, the "**Classes**") of units (each a "**Unit**") under each Sub-Fund. Please refer to the relevant Schedule for a description of the Classes of Units currently offered by each of the Sub-Funds.

1.3 Date of Registration and Expiry Date of Prospectus

The date of registration of this Prospectus with the MAS is 10 February 2021. This Prospectus shall be valid up to and including 09 February 2022, and shall expire on 10 February 2022.

1.4 Trust Deed and Supplemental Deeds

1.4.1 The deed of trust relating to the interests being offered for subscription or purchase (the "**Principal Deed**") is dated 22 June 2009 and the parties to the Principal Deed are Manulife Asset Management (Singapore) Pte. Ltd. (now known as "Manulife Investment Management (Singapore) Pte. Ltd.") as the manager of the Fund and HSBC Institutional Trust Services (Singapore) Limited as the trustee of the Fund (the "**Trustee**"). The Principal Deed has been amended by:

(i) the first amending and restating deed dated 17 August 2009,

(ii) the second amending and restating deed dated 29 June 2010,

(iii) the third amending and restating deed dated 30 September 2011,

(iv) the fourth amending and restating deed dated 21 January 2013,

(v) the fifth amending and restating deed dated 11 November 2013,

(vi) the sixth amending and restating deed dated 29 September 2014,

(vii) the seventh amending and restating deed dated 31 December 2014,

(viii) the eighth amending and restating deed dated 28 September 2015,

(ix) the ninth amending and restating deed dated 24 March 2016,

(x) the tenth amending and restating deed dated 18 April 2016,

(xi) the eleventh amending and restating deed dated 7 September 2016,

(xii) the twelfth amending and restating deed dated 16 September 2016,

(xiii) the thirteenth amending and restating deed dated 28 September 2016,

(xiv) the fourteenth amending and restating deed dated 7 October 2016,

(xv) the fifteenth amending and restating deed dated 27 January 2017,

(xvi) the sixteenth amending and restating deed dated 8 May 2017,

(xvii) the seventeenth amending and restating deed dated 9 February 2018,

(xviii) the first supplemental deed dated 19 August 2019 to the seventeenth amending and restating deed,

(xix) the eighteenth amending and restating deed dated 13 January 2020,

(xx) the first supplemental deed dated 13 February 2020 to the eighteenth amending and restating deed,

(xxi) the nineteenth amending and restating deed dated 3 August 2020, and

(xxii) the twentieth amending and restating deed dated 11 December 2020 (the "**Amending and Restating Deeds**"). The Principal Deed as amended by the Amending and Restating Deeds shall hereinafter be referred to as the "**Deed**".

The terms and conditions of the Deed shall be binding on each unitholder (each a "**Holder**") and persons claiming through such Holder as if such Holder and they had been a party to the Deed and as if the Deed contained covenants on such Holder and on the part of such persons to observe and be bound by the provisions of the Deed and an authorisation by each Holder and by such persons of all such acts and things as the Deed may require the Manager and/or the Trustee to do.

1.4.2 Copies of the Deed, supplemental deeds and amending and restating deeds, if any, shall be made available for inspection, free of charge at all reasonable times and for at least three hours during normal business hours at the business office of the Manager at 8 Cross Street, #16-01, Manulife Tower, Singapore 048424 and will be supplied by the Manager to any Holder upon request at a charge of S$25 per copy of the document.

1.5 Accounts and Reports

The latest copies of the annual and semi-annual accounts, the auditor's report on the annual accounts and the annual and semi-annual reports relating to each of the Sub-Funds (collectively known as the "**Reports**"), where available, may be obtained from the Manager upon request.

2. The Manager

2.1 The Manager

Manulife IM (SG) has its registered office at 8 Cross Street, #16-01, Manulife Tower, Singapore 048424.

The Manager has been managing discretionary funds since 1 July 2007. As at 30 November 2020, the Manager has approximately SGD24.70 billion of assets under management, of which approximately SGD22.69 billion are discretionary funds managed in Singapore. **Past performance of the Manager is not necessarily indicative of its future performance.**

The Manager is licensed and regulated by the MAS.

As at the date of this Prospectus, the Manager has, in respect of the Fund, delegated the transfer agency and accounting and valuation function to HSBC Institutional Trust Services (Singapore) Limited; the performance measurement and attribution services of the Fund to Manulife Investment Management (Hong Kong) Limited (formerly known as Manulife Asset Management (Hong Kong) Limited) ("**Manulife IM (HK)**"); and certain back-office functions inclusive of trade processing, corporate action processing, reconciliation and data management functions to Manulife Data Services Inc**.**

Under a Passive Hedging Calculation Agreement, the Manager has appointed The Hongkong and Shanghai Banking Corporation Limited ("**HSBC**") in Hong Kong to undertake certain foreign exchange passive hedging calculation services for and on behalf of the Manager in respect of certain Sub-Fund's hedged classes of Units (the "**Passive Hedging Calculation Agent**"). Specifically, the Passive Hedging Calculation Agent will undertake these calculations based on parameters set by the Manager and arrange for execution of the FX transactions with HSBC (and/or other counterparties) as per the Manager's instructions.

Subject to section 295 of the SFA, the Manager may be removed by notice in writing to the Manager given by the Trustee if (a) the Manager goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation) or (b) a judicial manager or a receiver is appointed over any of its assets. In addition, the Fund may be terminated by the Trustee if (a) the Manager goes into liquidation (except voluntary liquidation for the purpose of reconstruction or amalgamation) or (b) a receiver or judicial manager is appointed over the whole or a substantial part of the assets of the Manager.

Please refer to the Deed for further information on the role and responsibilities of the Manager and what happens if it becomes insolvent and to paragraph 13.3 of this Prospectus.

2.2 Directors of the Manager

(a) Michael Floyd Dommermuth

Based in Hong Kong, Mr. Dommermuth is Head of Wealth & Asset Management, Asia and Chief Executive Officer, Manulife IM (HK). He is a member of Manulife IM (HK)'s Executive Committee, Manulife's Asia Division Executive Committee, Manulife's Global Management Committee and Manulife Investment Management's Global Executive Committee.

Mr. Dommermuth leads the wealth and asset management businesses in Asia to address the large and growing wealth management market opportunity in the region. In this capacity, his responsibilities include setting the strategic direction for continued growth across the retail and institutional markets in the region. He is also responsible for business development, regulatory and business risk management, client relationship management and local operational efforts for the asset management franchise in Asia.

Prior to his current appointment, Mr. Dommermuth was President, International Asset Management for Manulife Investment Management (formerly known as Manulife Asset Management). Previous to this, he headed Manulife Financial's investment operations in Asia (ex-Hong Kong). Before relocating to Asia, he was based in Boston, where he led the firm's institutional spread-based business product development efforts from 2001 to 2004. Prior to joining Manulife Financial in 2001, Mr. Dommermuth was based in New York, London and Sydney as the head of various units of a global rating agency that covered leveraged finance and asset-backed securities.

Mr. Dommermuth holds a Bachelor of Science in mathematics and management science from Carnegie Mellon University, Pennsylvania, USA.

(b) Wendy H.C. Lim

Ms. Lim is the Chief Executive Officer for Manulife IM (SG) and is responsible for the growth and development of the firm's wealth and asset management business in Singapore. She works with the affiliated insurance company and distribution partners to develop and deliver investment and retirement solutions across the mutual fund, pension and investment-linked insurance platforms for high net-worth and retail clients, in addition to providing comprehensive asset management solutions for institutional clients.

In addition to her role as the Chief Executive Officer, Wendy was appointed the regional head of the high net-worth segment in Asia in late 2017. She has been tasked to champion a regional strategic initiative to develop and deliver investment solutions for clients of private banks in Asia.

Ms. Lim has spent the majority of her 25-plus year career in the financial services industry in Singapore and across the Asia Pacific region. She most recently served as the Chief Executive Officer, Singapore and Managing Director for Business Development and Marketing for Asia Pacific with BNY Mellon Investment Management. Prior to this, Ms. Lim was Managing Director, Retail Banking and Wealth Management Asia Pacific and General Manager for Marketing Asia Pacific, Europe and America at ANZ. She has also held senior positions at RBS and HSBC after starting her career in financial services at Citigroup.

Ms. Lim holds a Bachelor of Science and a Master of Business Administration (MBA) from Indiana State University in the US.

(c) Chan Hock Fai

Mr. Chan holds the title of Managing Director, Head of Equities, Singapore, of Manulife IM (SG).

Mr Chan has over 20 years of industry experience and deep knowledge of Singapore's asset management landscape. Before joining Manulife Asset Management, he spent ten years with Amundi Asset Management Singapore, most recently as Director of Investment where he managed Singapore, regional (Asia Pacific ex-Japan) and global multi-asset portfolios. Prior to this, he was Senior Investment Manager for APS Asset Management.

Mr. Chan holds a Bachelor of Science in Electrical Engineering (Honours) and Master of Science (Applied Finance) from the National University of Singapore and is a CFA charterholder.

(d) Murray James Collis

Mr Collis is Head of Fixed Income, Singapore and Deputy Chief Investment Officer, Fixed Income, Asia (ex-Japan). Based in Singapore, Mr Collis leads the firm's local fixed income teams in the Philippines, Malaysia, Vietnam, Indonesia, Taiwan, and Singapore. His responsibilities include leading all of the Singapore-based fixed income strategies, including the Sustainable Asia Bond strategy and oversee a local team of portfolio managers and credit analysts. He also contributes to the pan-Asian fixed income team in the management of pan-Asian strategies such as the Asian Total Return and Asian Bond Absolute Return strategies.

Mr Collis has 24 years of industry experience, 20 of which in portfolio management in markets including London, Hong Kong and Singapore. Before joining Manulife Investment Management, he was Head of Asian Fixed Income for Standish Mellon Asset Management, based in Singapore. Prior to that, he spent 16 years with First State Investments covering currencies, global bonds and credit.

Mr Collis holds a Bachelor of Commerce and a Bachelor of Economics from the University of Newcastle in Australia, and is a Certified Financial Technician (CFTe).

2.3 Key executives of the Manager

(a) Murray Collis

Mr Collis is a key executive of the Manager. Please refer to Paragraph 2.2 for details on Mr Collis.

(b) Alvin Ong

Based in Singapore, Mr Ong holds the title of Director, Portfolio Manager, Fixed Income, and is responsible for managing Singapore-based fixed income assets, including the Sustainable Asia Bond strategy.

Prior to joining Manulife IM (SG), Mr Ong was with AXA Investment Managers (Hong Kong), where he was a Portfolio Manager for Singapore dollar, Japanese yen and Hong Kong dollar fixed income portfolios. He began his career with the Monetary Authority of Singapore, where he managed global credit as well as Japanese yen fixed income portfolios. He was also ranked as one of the most astute investors in Singapore Bonds by The Asset Benchmark Research for three consecutive years since 2018.

Mr Ong holds a Bachelor of Electrical and Electronic Engineering from the Nanyang Technological University, Singapore and is a CFA charterholder. Mr Ong has completed a Certificate in Corporate Sustainability at NYU Stern and courses in Responsible Investment at the PRI Academy.

(c) Chan Hock Fai

Mr. Chan is a key executive of the Manager. Please refer to Paragraph 2.2 for details on Mr. Chan.

(d) Ng Hui Min

Ms Ng holds the title of Director, Equities, of Manulife IM (SG).

She has over 19 years of investment experience and has managed a range of investment strategies from retail portfolios to balanced institutional mandates. Prior to joining Manulife Investment Management, she spent 8 years in UOB Asset Management covering the real estate sector and was responsible for the Asia Pacific REITs strategy. She started her career as a sell side analyst with Kim Eng Securities, where she specialised in Singapore-listed consumer companies and small-cap companies.

Ms Ng holds a Bachelor of Business Studies (Honours) from the Nanyang Technological University, Singapore and holds the Chartered Financial Analyst (CFA) designation.

3. The Trustee and Custodian

3.1 The Trustee

The Trustee is HSBC Institutional Trust Services (Singapore) Limited whose registered address is at 10 Marina Boulevard, Marina Bay Financial Centre Tower 2, #48-01, Singapore 018983. The Trustee is regulated in Singapore by the MAS.

In accordance with the provisions of the Deed, the Trustee may be removed by notice in writing to the Trustee by the Manager if the Trustee goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation) or if a judicial manager or a receiver is appointed over any of its assets.

Please refer to the Deed for further information on the role and responsibilities of the Trustee and what happens if it becomes insolvent.

3.2 The Custodian

The custodian of the Fund (the "**Custodian**") is The Hongkong and Shanghai Banking Corporation Limited, whose registered address is at 1 Queen's Road Central, Hong Kong. The Custodian is regulated by the Hong Kong Monetary Authority and authorised as a registered institution by the Securities and Futures Commission of Hong Kong.

The Trustee has appointed the Custodian as the global custodian to provide custodial services to the Fund globally. The Custodian is entitled to appoint sub-custodians to perform any of the Custodian's duties in specific jurisdictions where the Fund invests.

The Custodian is a global custodian with direct market access in certain jurisdictions. In respect of markets for which it uses the services of selected sub-custodians, the Custodian shall act in good faith and use reasonable care in the selection and monitoring of its selected sub-custodians.

The criteria upon which a sub-custodian is appointed is pursuant to all relevant governing laws and regulations and subject to satisfying all requirements of the Custodian in its capacity as global custodian. Such criteria may be subject to change from time to time and may include factors such as the financial strength, reputation in the market, systems capability, operational and technical expertise. All sub-custodians appointed shall be licensed and regulated under applicable law to carry out the relevant financial activities in the relevant jurisdiction.

If the Custodian becomes insolvent, the Trustee may by notice in writing, terminate the custodian agreement entered into with the Custodian and appoint such person as the new custodian to provide custodial services to the Fund globally.

4. The Registrar and the Administrator

4.1 The Registrar

The registrar of the Fund is HSBC Institutional Trust Services (Singapore) Limited (the "**Registrar**") and the register of Holders (the "**Register**") is kept and maintained at 20 Pasir Panjang Road (East Lobby) #12-21 Mapletree Business City Singapore 117439 and is accessible to the public during usual business hours (subject to the closure of the Register and to such reasonable restrictions as the Registrar may impose but so that not less than three hours in each Business Day[1] shall be allowed for inspection).

The entries in each Register are conclusive evidence of the number of Units in any Sub-Fund or Class of Sub-Fund held by each Holder and the entries in each Register shall prevail if there is any discrepancy between the entries in the Register and the details appearing on any statement of holding, unless the Holder proves to the satisfaction of the Manager and the Trustee that the Register of Holders is incorrect.

[1] "**Business Day**" means any day other than Saturday, Sunday or gazetted public holiday on which commercial banks in Singapore are generally open for business, or where the context expressly requires, any day other than Saturday or Sunday on which commercial banks in Singapore or elsewhere are generally open for business, or any other day as the Manager and the Trustee may agree in writing.

4.2 The Administrator

The administrator of the Fund is HSBC Institutional Trust Services (Singapore) Limited whose registered office is at 10 Marina Boulevard, Marina Bay Financial Centre Tower 2, #48-01, Singapore 018983.

5. The Auditors

The auditors of the accounts for the Fund are Ernst and Young LLP (the "**Auditors**") whose registered office is at One Raffles Quay, North Tower, Level 18, Singapore 048583.

6. Structure, Investment Objective, Focus and Approach

6.1 Please refer to the relevant Schedule for details on the structure, investment objective, focus and approach of each of the Sub-Funds.

6.2 Classes of Units

The Manager is currently offering different Classes of Units as follows:

Class	**Intended investors**
Class A	All investors
Class B	(i) Any collective investment scheme or mutual fund managed by the Manulife Investment Management group; or (ii) Institutional investors (and such other persons as the Manager may from time to time determine in its sole discretion)
Class C	High net worth individuals or investors whose investment meets the minimum subscription amount for the Class of the relevant Sub-Fund
Class D	Institutional investors or such other investors who meet the requirements established from time to time by the Manager

Please refer to the relevant Schedule to this Prospectus for the Classes of Units offered for each Sub-Fund, the applicable fee and charges, minimum initial subscription, minimum subsequent subscription, minimum holding, minimum realization amount, the availability of a regular savings plan ("**RSP**") and the distribution policy for each Class of the Sub-Fund.

You should note that a separate NAV per Unit, which may differ as a consequence of variable factors will be calculated for each Class of the Sub-Funds.

6.3 Authorised Investments of the Fund

Each of the Sub-Funds constituted under the Fund is, subject to compliance with their respective investment objectives and the provisions of the Code on Collective Investment Schemes issued by the MAS ("**Code**"), authorised to invest in the following investments ("**Authorised Investments**"):

6.3.1 any Quoted Investment[2] which is selected by the Manager for the purpose of investment of the Deposited Property[3];

6.3.2 any Investment[4] in respect of which an application for listing or permission to deal has been made to any Recognised Stock Exchange[5] or OTC Market[6] and the subscription for or purchase of which is either conditional upon such listing or permission to deal being granted within a specified period not exceeding 12 weeks (or such other period as may be agreed between the Manager and the Trustee) or in respect of which the Manager is satisfied that the subscriptions or other transactions will be cancelled if the application is refused;

6.3.3 any Unquoted Investment[7] which is selected by the Manager for the purpose of investment of the Deposited Property;

6.3.4 any Investment which is a unit in any unit trust scheme or a share or participation in an open-ended mutual fund or other collective investment scheme;

6.3.5 the currency of any country or any contract for the spot purchase or sale of any such currency or any forward contract of such currency;

6.3.6 any Investment denominated in any currency;

6.3.7 any Investment which is a future, option, forward, swap, collar, floor or other derivative; and

6.3.8 any Investment which is not covered by Paragraphs 6.3.1 to 6.3.7 above, as selected by the Manager and approved by the Trustee.

6.4 Securities Lending / Repurchase Transaction

The Manager currently does not intend to carry out securities lending or repurchase transactions, but may in the future do so in accordance with the applicable provisions of the Code.

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[2] "**Quoted Investment**" means any Investment which is quoted or listed or in respect of which permission to deal is effective on any Recognised Stock Exchange or OTC Market (see footnotes below for the definitions of "Recognised Stock Exchange" and "OTC Market" respectively).

[3] "**Deposited Property**" means all of the assets for the time being comprised in a Sub-Fund or deemed to be held upon the trusts of the Deed for account of that Sub-Fund excluding any amount for the time being standing to the credit of the Distribution Account (as defined in the Deed) of that Sub-Fund.

[4] "**Investment**" means subject to the provisions of the Code, any share, stock, warrant, option or other stock purchase right, interest-bearing instrument, bond, discount bond, note, discount note, exchange fund note, debenture, debenture stock, banker's acceptance, debt security, loan, loan convertible into security, loan stock, money market instrument, warrant, options, certificates of deposit, currency deposits, commercial paper, promissory note, unit or sub-unit in any unit trust scheme, participation in a mutual fund, other interests in collective investment schemes, share or other interest in a real estate investment trust company, share or unit or sub-unit or participation or other interest in any hedge fund, treasury bill, fixed or floating rate debt instrument, futures, forward, swap, floor, collar, index and forward currency exchange contract or other derivative or financial transaction or instrument or any other security which may be selected by the Manager for the purpose of investment of the Deposited Property of any Sub-Fund or which may for the time being form part thereof.

[5] "**Recognised Stock Exchange**" means any stock exchange or futures exchange or organised securities exchange or other market of sufficient repute in any part of the world as may be approved by the Manager and the Trustee and includes in relation to any particular authorised investment, any responsible firm, corporation or association in any part of the world which deals in the authorised investment as to be expected generally to provide in the opinion of the Manager a satisfactory market for such authorised investment.

[6] "**OTC Market**" means any over-the-counter market or over-the-telephone market in any country in any part of the world, and in relation to any particular Authorised Investment shall be deemed to include any responsible firm, corporation or association in any country in any part of the world dealing in the Authorised Investment which the Manager may from time to time elect.

[7] "**Unquoted Investment**" means any Investment which is not quoted, listed or dealt in on any Recognised Stock Exchange or OTC Market (see footnotes below for the definitions of "Recognised Stock Exchange" and "OTC Market" respectively).

6.5 Investment in and use of FDIs

The Manager currently intends to invest in financial derivative instruments ("**FDIs**") in respect of some of the Sub-Funds. Accordingly, investments in those Sub-Funds which invest in FDIs will be subject to risks associated with such FDIs. For more details, please refer to the table below:

Sub-Fund	**Underlying fund(s) or investments of the relevant Sub-Fund (where applicable)***
Manulife Singapore Bond Fund: may from time to time invest in FDIs for hedging and/or efficient portfolio management.	**N.A.**
Manulife Singapore Equity Fund: may from time to time invest in FDIs for hedging and/or efficient portfolio management.	**N.A.**
Manulife Asia Pacific Investment Grade Bond Fund: may from time to time invest in FDIs for hedging and/or efficient portfolio management.	**N.A.**
Manulife Global Asset Allocation – Growth Fund: may from time to time invest in FDIs for hedging and/or efficient portfolio management.	**Underlying funds into which the Manulife Global Asset Allocation – Growth Fund intends to invest into:** may from time to time invest in FDIs for the purposes of investment or optimising returns, hedging and/or efficient portfolio management.
Manulife Asia Diversified Bond Fund (1): may from time to time invest in FDIs for hedging and/or efficient portfolio management.	**N.A.**
Manulife SGD Income Fund: may from time to time invest in FDIs for hedging and/or efficient portfolio management.	**N.A.**
Manulife USD Diversified Income Fund: may from time to time invest in FDIs for hedging and/or efficient portfolio management.	**N.A.**
Manulife Select Balanced Portfolio Fund: may from time to time invest in FDIs for hedging and/or efficient portfolio management.	**Underlying funds into which the Manulife Select Balanced Portfolio Fund intends to invest into:** may from time to time use FDIs for the purposes of investment or optimising returns, efficient portfolio management and/or hedging.

* Where such underlying funds, real estate investment trusts ("**REITs**") and business trusts invest in FDIs, you should note that "FDIs Risk" as set out in Paragraph 8.2 of this Prospectus will apply to such underlying funds, REITs and business trusts (as the case may be).

6.5.1 In respect of those Sub-Funds currently investing in FDIs:

(a) The global exposure of each Sub-Fund to FDIs or embedded financial derivatives should not exceed 100% of the relevant Sub-Fund's NAV at all times, and the exposure relating to FDIs would be calculated by converting the derivative positions in the FDIs into equivalent positions in the underlying assets embedded in those FDIs. Each Sub-Fund currently use the commitment approach, as described in and calculated in accordance with the provisions of the Code, to determine their exposure to FDIs.

(b) The Manager will ensure that the risk management and compliance procedures are adequate and have been or will be implemented and that it has the necessary expertise to manage the risk relating to the use of FDIs.

(c) Although the use of FDIs in general may be beneficial or advantageous, FDIs involve risks which differ from, and are, possibly, greater than the risks associated with traditional securities investments. The risks presented by FDIs are further described in Paragraph 8.2.6 and Appendix 1 of this Prospectus.

(d) Where a Sub-Fund invests in financial derivatives on commodities, such transactions shall be settled in cash at all times or as may otherwise be required under the Code.

6.5.2 In respect of any Sub-Fund with MGF (as defined in Paragraph 8.2.11 below) underlying fund(s) (which it may invest 30% or more of its NAV in) currently investing in FDIs, please refer to Paragraph 21 of this Prospectus for more information on the use of FDIs by such MGF underlying fund(s).

6.6 Inclusion under Central Provident Fund Investment Scheme

The Sub-Funds that are currently included under the Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") are indicated in the relevant Schedules to this Prospectus.

<u>CPF interest rates</u>

Ordinary Account (OA) monies earn either the 3-month average of major local banks' interest rates or the legislated minimum interest of 2.5% p.a., whichever is higher.

Special and Medisave Account (SMA) monies earn either the current floor interest rate of 4% p.a. or the 12-month average yield of 10-year Singapore Government Securities (10YSGS) plus 1%, whichever is the higher.

Retirement Account (RA) monies credited each year are invested in newly issued Special Singapore Government Securities (SSGS), which will earn a fixed coupon rate equal to either the 12-month average yield of the 10YSGS plus 1% computed for the year or the current floor rate of 4% p.a., whichever is the higher. The interest rate earned by RA monies is the weighted average interest rate of the entire portfolio of these SSGS, which is adjusted yearly in January to take into account the coupon rates payable by new SSGS issuance.

As of the date of this Prospectus, the Government will maintain the OA interest rate at 2.5% p.a., and the SMA and RA interest rates at 4% p.a.. The interest rates on OA and SMA monies are reviewed quarterly, while the interest rate of RA monies is reviewed annually.

To enable CPF members to earn extra interest, only monies in excess of S$20,000 in your OA and S$40,000 in your Special Account (SA) can be invested. In addition, the Government will pay extra interest on the first S$60,000 of your combined balances (capped at S$20,000 for OA), and (in the case of CPF members aged 55 and above) you will also earn an additional 1% extra interest on the first S$30,000 of your combined CPF balances (capped at S$20,000 for OA). The extra interest earned on OA savings will go into your SA or RA to enhance your retirement savings.

Please refer to the CPF website for further information. You should note that the applicable interest rates for each of the CPF accounts may be varied by the CPF Board from time to time.

Subscriptions using CPF monies shall at all times be subject to amongst others the regulations and such directions or requirements imposed by the CPF Board from time to time.

7. Fees and Charges

Please refer to the relevant Schedule of each Sub-Fund for the fees and charges applicable to each Sub-Fund.

In relation to preliminary charge and/or realisation charge of each Sub-Fund, you should note that:

(a) As at the date of registration of this Prospectus, the preliminary charge payable by the Holder is retained by the distributors only. Additional fees may be payable to the distributors which are in addition to the maximum amount of preliminary charge disclosed above depending on the specific nature of the services provided by the distributors for the Sub-Fund; and

(b) The Manager may waive or reduce the preliminary charge or realisation charge payable by the Holder if you exchange or switch your Units as described in Paragraph 11 of this Prospectus.

8. Risks

8.1 General Risks

You should consider and satisfy yourself as to the risks of investing in the Sub-Funds. Investments in collective investment schemes are intended to produce returns over the medium to long term and are not suitable for short-term speculation. You should be aware that the price and value of the Units, and the income deriving or accruing from them, may fall or rise, and that there is the possible loss of the original amount invested. Before investing in any of the Sub-Funds, you should consider and satisfy yourself as to the risks of investing in the relevant Sub-Fund. The risks described below are not exhaustive and you should be aware that the Sub-Funds might be exposed to other risks of an exceptional nature from time to time. You should note that your principal may be at risk.

8.2 Specific Risks

In respect of a Sub-Fund investing all or substantially all its assets into an underlying fund, you should note that the underlying fund may be subject to changes from time to time in the investment objective, focus and approach, fees and charges as well as the need to comply with relevant laws, regulations or requirements of the jurisdiction governing such underlying fund or which may otherwise be properly and lawfully implemented. As you will not be directly holding the shares in the underlying fund, you will not be able to elect to accept or to reject these changes, if any, to the underlying fund.

8.2.1 **Currency risk**

The base currency of a Sub-Fund or a Class therein may not be denominated in Singapore Dollars, and the investments (including an underlying fund) and income of a Sub-Fund may be denominated in a number of different currencies other than the base currency of that Sub-Fund (or the Units thereof) and will thus be subject to fluctuations in currency exchange rates if the Manager or the sub-manager of the relevant Sub-Fund does not hedge the foreign currency exposure, and in certain cases, exchange controls regulations.

If a Sub-Fund has investments that are not denominated in the same base currency as the Sub-Fund or its Units, the Manager or the sub-manager of the relevant Sub-Fund reserves the discretion to hedge, whether fully, partially or not at all, the foreign currency exposure. If the Manager or the sub-manager of the relevant Sub-Fund hedges the foreign currency exposure, it will adopt an active policy. If partial hedging or no hedging is made, the value of the Units of the Sub-Fund or the Class will be affected and you should note that you will be subject to such currency or related exchange rate risks.

The Manager currently intends to fully hedge the foreign currency exposure of the Hedged classes of the Sub-Fund against the base currency of the Sub-Fund (please also see "Risk relating to Hedged classes" below for further details). You should note that the Manager does not currently intend to hedge the foreign currency exposure in relation to the non-Hedged classes of a Sub-Fund, thus you will be exposed to such currency or exchange rate risks.

8.2.2 **Risk relating to Hedged classes**

A Hedged class of a Sub-Fund will hedge its currency of denomination against the Sub-Fund's base currency or against the foreign currency exposure of the Sub-Fund's portfolio, on a best effort basis by the Manager, with an aim to reduce the impact of the fluctuations in exchange rates on the value of the investment made by you. The effects of hedging will be reflected in the NAV of the Hedged class. To the extent these hedging transactions are imperfect or are only placed over a portion of the foreign exchange exposure, such Hedged class will bear the resulting benefit or loss. There is no guarantee that it will be possible to remove all currency exposure.

8.2.3 **Securities risk**

Investment in securities in different markets is subject to general market, political and economic conditions and the value of securities fluctuate in response to the activities and performance results of the companies invested into.

8.2.4 **Unlisted securities risk**

Unlisted securities may involve a high degree of business and financial risks as these securities are less liquid than listed securities. Further the issuers of such securities may not be subject to the same disclosure and investor protection measures that are applicable to listed securities.

8.2.5 **Emerging market risk**

Compared to the developed markets, market risks in emerging markets can be greater, in particular those markets with characteristics such as authoritarian governments, political instability, or high taxation. Securities in these markets may be more volatile. This volatility may stem from political, economic, legal, trading liquidity, currency and interest-rate factors. There may also be the possibility of changes in government policies in some of these markets that may affect the ability to repatriate capital, income and proceeds. The securities may also be less liquid, which will affect the ability to acquire or dispose of these securities at the desired price and time. The laws and regulatory framework of these countries may be less stringent and the disclosure, accounting, auditing and financial standards may differ significantly from internationally recognised standards. Thus, information on the company's accounts of such securities may not be an accurate reflection of its financial position. Because of these market conditions, the Sub-Funds' strategic analysis, or the execution of it, could be flawed. Certain securities could become hard to value, or sell at a desired time and price. Such investment environment may bring negative impact on the Sub-Funds' NAV.

8.2.6 **FDIs risk**

Unless otherwise specified, the Manager may use FDIs where permitted, for hedging and/or efficient portfolio management purposes.

Participation in FDIs such as warrants, futures, options, forwards and other derivative instruments or contracts, for efficient portfolio management and/or hedging purposes, may expose the Sub-Funds to a higher degree of risk which the Sub-Funds would not otherwise be exposed to, in the absence of using such instruments.

The use of FDIs may lead to greater volatility in the NAV of the Sub-Funds. The volatility of securities is not constant. For example, changes in volatility may impact the value of certain options, especially for out-of-the-money options. Volatility also tends to be mean reverting. When volatility reaches a very high level, it is more likely to decline than to rise. Conversely, when volatility reaches a very low level it is more likely to rise than to decline.

The types and degrees of risk associated with such techniques and instruments vary depending upon the characteristics of the particular FDI and the assets of a Sub-Fund as a whole. Use of these instruments may result in investment exposures that are greater than their cost would suggest, meaning that a small investment in FDIs could have a large impact on a Sub-Fund's performance.

Although the use of FDIs in general may be beneficial or advantageous, FDIs involve risks which differ from, and are, possibly, greater than the risks associated with traditional securities investments. The risks presented by FDIs include, but are not limited to, management risk, market risk, credit risk, liquidity risk and leverage risk.

(a) ***Management risk:*** Management risk represents the risk to a Sub-Fund that the investment results of the use of such instruments are reliant upon the success of the investment manager in making investment decisions in the context of prevailing market conditions. A Sub-Fund's ability to use FDIs successfully depends on the investment manager's ability to accurately predict movements in stock prices, interest rates, currency exchange rates or other economic factors and the availability of liquid markets. If the investment manager's predictions are inaccurate, or if the FDIs do not work as anticipated, a Sub-Fund could suffer greater losses than if the Sub-Fund had not used such FDIs.

(b) ***Market risk:*** Market risk refers to the risk to a Sub-Fund from exposures to changes in the market value of its FDIs. There is a risk that the portfolio value of a Sub-Fund declines if a Sub-Fund is forced to unwind or close its FDIs positions under unfavourable conditions. In a down market, higher-risk securities and FDIs could become harder to value or a Sub-Fund may not be able to realise the true value of such securities. Thus, you should note that investments in any Sub-Funds are not bank deposits and are not insured or guaranteed by any deposit insurance or government agency. Prices may fall in value as rapidly as they may rise and it may not always be possible to dispose of such securities during such falls.

(c) ***Credit risk:*** Credit risk represents the risk to a Sub-Fund arising from the possibility of the insolvency, bankruptcy or default of a counterparty with which the Sub-Fund trades, which could result in substantial losses or a loss of the entire value of the FDIs to that Sub-Fund. A Sub-Fund will be exposed to credit risk of the counterparties with which it trades particularly in relation to FDIs that are not traded on a recognised market. Such instruments are not afforded the same protection as may be available to participants trading on organised exchanges (such as the performance guarantee of an exchange clearing house), if a counterparty or issuer of the relevant FDIs which a Sub-Fund holds fail to perform its contractual obligations.

(d) ***Liquidity risk:*** Liquidity risk exists when particular investments are difficult to be purchased or sold quickly, thus restricting investment opportunities. If a Sub-Fund's investment strategy involves FDIs, the performance of the Sub-Fund may be impaired because it may be unable to unwind or close its positions at an advantageous time, price or both. Counterparty liquidity can be reduced by lower credit ratings, and large cash outflows and margin calls can increase a Sub-Fund's liquidity risk. If a Sub-Fund has illiquid positions, its limited ability to liquidate these positions at short notice will compound its market risk.

(e) ***Leverage risk:*** The use of FDIs may introduce a form of leverage. While the use of leverage can increase returns, the potential for loss is also greater. Investments in FDIs typically require the posting of an initial margin which amount is generally small relative to the size of the contract so that transactions are geared. Additional margin on short notice may be required if the market moves against the investment positions. If no provision is made for the required margin within the prescribed time, the investment may be liquidated at a loss. Leverage tends to exaggerate the effect of any increase or decrease in the price of FDIs or value of the underlying securities and hence a relatively small market movement may have a potentially larger impact on FDIs than on standard bonds or equities.

Warrants on securities or on any other financial instrument offer a significant leverage effect, but are characterised by a high risk of depreciation. Investment in warrants may involve higher risks than investment in ordinary shares. The values of warrants are likely to fluctuate more than the prices of the underlying securities because of the greater volatility of warrant prices.

Other risks in using FDIs include the risk of mispricing or improper valuation of FDIs and the inability of FDIs to correlate perfectly with underlying assets, rates and indices. Many FDIs, in particular privately negotiated FDIs, are complex and often valued subjectively. Improper valuations can result in increased cash payment requirements to counterparties or a loss of value to a Sub-Fund. Also, the value of FDIs may not correlate perfectly, or at all, with the value of the assets, reference rates or indices they are designed to closely track.

8.2.7 **Interest rate and credit risk**

Investments in debt securities are subject to interest rate fluctuations. If interest rate movements cause a Sub-Fund's callable securities to be paid off substantially earlier or later than expected, the Sub-Fund's NAV could decline in value. In general, the prices of debt securities rise when interest rate falls, and fall when interest rate rises. The longer the term of a fixed income instrument, the more sensitive it will be to fluctuations in value from interest rate changes.

Investments in debt securities are also subject to credit risk where some issuers may be unable to meet their financial obligations, such as payment of principal and/or interest on an instrument, or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline. In addition, an issuer may suffer adverse changes in its financial condition that could lower the credit quality of a security, leading to greater volatility in the price of the security and in the value of Units of a Sub-Fund. A change in the quality rating of a bond or other security can also affect the security's liquidity and make it more difficult to sell.

Credit ratings of instruments invested by a Sub-Fund represent the rating agencies' and the Manager's in-house credit analysts' opinions regarding the instruments' credit quality and are not a guarantee of quality. Rating methodology relies on historical data, which may not be predictive of future trends and the credit ratings may not be changed in response to the subsequent change of circumstances.

The Manager has established a set of internal credit assessment standards and has put in place a credit assessment process to ensure that the investments by the Sub-Funds are in line with these standards. Information on the Manager's credit assessment process can be made available to investors upon request, in such form and manner as the Manager may decide, provided that investors shall agree in writing to keep the disclosed information confidential if so required by the Manager.

The value of bonds and fixed income instruments are therefore subject to interest rate fluctuations and credit risks.

8.2.8 **High-yield bonds risk**

The major risk factors in the high-yield bonds' performance are interest rate and credit risks. In general, high-yield bonds have higher credit risks, their prices can fall on bad news about the economy, an industry or a company. Price, yield and total return may fluctuate more than with less aggressive bonds.

8.2.9 **Tax exposure**

A Sub-Fund may be subject to tax exposure on its investments, whether in Singapore or elsewhere. Thus, tax exposure may be borne by a Sub-Fund and may impact a Sub-Fund's value.

8.2.10 **Counterparty risk**

This refers to the risk of loss in connection with the insolvency of an issuer or a counterparty and/or its failure to perform under its contractual obligations to a Sub-Fund.

8.2.11 **Mainland China tax**

Certain Sub-Funds invest in the sub-funds of the Luxembourg-domiciled Manulife Global Fund ("**MGF**") umbrella (each a "**MGF underlying fund**" and collectively, the "**MGF underlying funds**") which may from time to time invest in China A-shares ("**China A-Shares**" or "**A-Shares**") or Renminbi ("**RMB**")-denominated debt securities that are circulated in the China interbank bond market ("**CIBM**") via Bond Connect. The Manulife Asia Pacific Investment Grade Bond Fund (the "**MAPIGBF**") may also from time to time invest in RMB-denominated debt securities that are circulated in the CIMB via Bond Connect. Under current regulations in the People's Republic of China ("**PRC**" or "**China**"), foreign investors may invest in A-Shares listed on the Shanghai and Shenzhen Stock Exchanges and certain other investment products (including bonds) in the PRC, in general, through the following channels:

(a) Institutions that have obtained either Qualified Foreign Institutional Investor ("**QFII**") or RMB Qualified Foreign Institutional Investor ("**RQFII**") status, or by investing in participatory notes and other access products issued by institutions with QFII or RQFII status. Since only the QFII or RQFII's interests in A-Shares and certain other investment products are recognised under the PRC laws, any tax liability would, if it arises, be payable by the QFII or RQFII;

(b) Shanghai-Hong Kong ("**HK**") Stock Connect;

(c) Shenzhen-HK Stock Connect; and/or

(d) Bond Connect.

Enterprise Income Tax ("**EIT**")

Under current PRC Enterprise Income Tax Law ("**PRC EIT Law**") and regulations, any MGF underlying fund considered to be a tax resident of the PRC would be subject to PRC EIT at the rate of 25% on its worldwide taxable income. If any MGF underlying fund were considered to be a non-resident enterprise with a "permanent establishment" ("**PE**") in the PRC, it would be subject to PRC EIT at the rate of 25% on the profits attributable to the PE. The MGF, together with the investment managers of the MGF underlying funds, intend to operate the MGF underlying funds in a manner that will prevent them from being treated as tax residents of the PRC and from having a PE in the PRC, though this cannot be guaranteed. It is possible, however, that the PRC could disagree with such an assessment or that changes in PRC tax law could affect the PRC EIT status of the relevant sub-funds.

If the MGF underlying funds are non-PRC tax resident enterprises without PE in the PRC, the PRC-sourced income (including cash dividends, distributions, interest and capital gains) derived by them from any investment in PRC securities would be subject to PRC withholding income tax ("**WHT**") at the rate of 10%, unless exempt or reduced under the PRC EIT Law or a relevant tax treaty.

With effect on and from 17 November 2014, pursuant to Caishui [2014] No. 79 ("**Notice 79**"), PRC-sourced gains on disposal of shares and other equity investments (including A-Shares) derived by QFIIs or RQFIIs (without an establishment or place of business in the PRC or having an establishment or place of business in the PRC but the income so derived in the PRC is not effectively connected with such establishment or place) would be temporarily exempt from PRC EIT. For the avoidance of doubt, gains derived by QFIIs or RQFIIs prior to 17 November 2014 shall be subject to PRC EIT in accordance with current tax laws and regulations.

Pursuant to Caishui [2018] No. 108 ("**Notice 108**"), foreign institutional investors are exempt from EIT on bond interest income derived from 7 November 2018 to 6 November 2021. Such EIT exemption would not be applicable if the bond interest derived is connected with the foreign institutional investors' establishment or place in the PRC.

Value-added Tax ("**VAT**") and Surtaxes

The MGF underlying funds may also potentially be subject to PRC VAT at the rate of 6% on capital gains derived from trading of A-Shares. However, Caishui [2016] No. 36 ("**Notice 36**") and Caishui [2016] No. 70 ("**Notice 70**") provide a VAT exemption for QFIIs as well as RQFIIs in respect of their gains derived from the trading of PRC securities. In addition, urban maintenance and construction tax (currently at rates ranging from 1% to 7%), educational surcharge (currently at the rate of 3%) and local educational surcharge (currently at the rate of 2%) (collectively, the "**Surtaxes**") are imposed based on value-added tax liabilities. Since QFIIs and RQFIIs are exempt from value-added tax, they are also exempt from the applicable Surtaxes.

In respect of bond interest income derived by foreign institutional investors, VAT is exempted from 7 November 2018 to 6 November 2021 pursuant to Notice 108.

Stamp Duty

Stamp duty under the PRC laws ("**Stamp Duty**") generally applies to the execution and receipt of taxable documents, which include contracts for the sale of China A-Shares and China B-Shares traded on PRC stock exchanges. In the case of such contracts, PRC Stamp Duty is currently imposed on the seller but not on the purchaser, at the rate of 0.1%. The sale or other transfer by the relevant MGF underlying fund of A-Shares or B-Shares will accordingly be subject to PRC Stamp Duty, but the relevant MGF underlying fund will not be subject to PRC Stamp Duty when it acquires A-Shares and B-Shares.

Stock Connect Tax Consideration

Pursuant to Caishui [2014] No. 81 ("**Notice 81**"), Notice 36 and Caishui [2016] No. 127 ("**Notice 127**"), foreign investors investing in China A-Shares listed on the Shanghai Stock Exchange ("**SSE**") through the Shanghai-Hong Kong Stock Connect and those listed on the Shenzhen Stock Exchange ("**SZSE**") through the Shenzhen-Hong Kong Stock Connect (collectively, the "**Stock Connect**") would be temporarily exempt from PRC EIT and VAT on the gains on disposal of such A-Shares. Dividends would be subject to PRC EIT on a withholding basis at 10%, unless reduced under a double tax treaty with China upon application to and obtaining approval from the competent tax authority.

Bond Connect Tax Consideration

With the introduction of the Bond Connect program, eligible foreign investors can trade in bonds available on the CIBM

Aside from the above-mentioned general rules and Notice 108, the PRC tax authorities have not clarified whether income tax and other tax categories are payable on gains arising from the trading in securities that do not constitute shares or other equity investments, such as bonds and other fixed income securities, of QFIIs, RQFIIs and other investors through Bond Connect. It is therefore possible that the relevant tax authorities may, in the future, clarify the tax position and impose an income tax or WHT on realised gains derived from dealing in PRC fixed income securities.

Tax Provision – Gains on Disposal of Bonds and Fixed Income Securities

The investment managers of the MGF underlying funds and the Manager (as manager of the MAPIGBF) do not currently make any tax provision in respect of any potential PRC WHT, EIT, VAT and Surtaxes on gains derived from disposal of equity and bonds and other fixed income securities. However, in light of the above-mentioned uncertainty and in order to meet any potential tax liability for gains on disposal of bonds and other fixed income securities, the investment managers of the MGF underlying funds and the Manager reserve the right to provide for the WHT on such gains or income, and withhold WHT of 10% for the account of such MGF underlying fund or the MAPIGBF (as the case may be) in respect of any potential tax on the gross realised and unrealised capital gains. Upon any future resolution of the above-mentioned uncertainty or further changes to the tax law or policies, the investment managers and the Manager will, as soon as practicable, make relevant adjustments to the amount of tax provision (if any) as they consider necessary. The amount of any such tax provision will be disclosed in the accounts of the MGF underlying funds and the MAPIGBF (where applicable).

Any such WHT on gains on disposal of fixed income securities may reduce the income from, and/or adversely affect the performance of, the MGF underlying funds or the MAPIGBF (as the case may be). In light of the uncertainties of the tax position, QFIIs and RQFIIs are likely to withhold certain amounts in anticipation of PRC WHT on the gains on disposal of the relevant MGF underlying fund's or the MAPIGBF's (as the case may be) investments in China fixed income securities. The amount withheld will be retained by the relevant QFII and/or RQFII until the position with regard to PRC taxation of QFIIs and/or RQFIIs and the MGF underlying fund or the MAPIGBF (as the case may be) in respect of their gains and profits has been clarified. In the event that such position is clarified to the advantage of the QFII, RQFII and/or the MGF underlying fund or the MAPIGBF (as the case may be), the QFII or RQFII may rebate all or part of the withheld amount. The withheld amount so rebated shall be retained by the relevant MGF underlying fund or the MAPIGBF (as the case may be) and reflected in the value of its shares/Units. Notwithstanding the foregoing, no shareholder of the relevant MGF underlying fund who redeemed his/her shares in the relevant MGF underlying fund and no Holder of the MAPIGBF who redeemed his/her Units in the MAPIGBF, before the rebate of any withheld amounts shall be entitled to claim any part of such rebate.

It should also be noted that the actual applicable tax imposed by the PRC tax authorities may be different and may change from time to time. There is a possibility of the rules being changed and taxes being applied retrospectively. As such, any provision for taxation made by the investment managers of the MGF underlying funds or the Manager may be excessive or inadequate to meet final PRC tax liabilities. Consequently, shareholders of the MGF underlying funds or Holders of the MAPIGBF (as the case may be) may be advantaged or disadvantaged depending upon the final tax liabilities, the level of provision and when they subscribed and/or redeemed their shares in/from the relevant sub-funds.

If the actual applicable tax levied by the PRC tax authorities is higher than that provided for by the relevant investment manager or the Manager (as the case may be) so that there is a shortfall in the tax provision amount, you should note that the net asset value of the relevant MGF underlying fund or the MAPIGBF (as the case may be) may suffer more than the tax provision amount as that MGF underlying fund or the MAPIGBF (as the case may be) will ultimately have to bear the additional tax liabilities. In this case, the then existing and new shareholders or Holders (as the case may be) will be disadvantaged. On the other hand, if the actual applicable tax rate levied by the PRC tax authorities is lower than that provided for by the relevant investment manager or the Manager (as the case may be) so that there is an excess in the tax provision amount, shareholders who have redeemed shares in the relevant MGF underlying fund and Holders who have redeemed Units in the MAPIGBF before the PRC tax authorities' ruling, decision or guidance in this respect will be disadvantaged as they would have borne the loss from the investment manager's or the Manager's (as the case may be) over-provision. In this case, the then existing and new shareholders or Holders (as the case may be) may benefit if the difference between the tax provision and the actual taxation liability under that lower tax amount can be returned to the account of the relevant MGF underlying fund or the MAPIGBF (as the case may be) as assets thereof.

The above disclosure has been prepared based on an understanding of the laws, regulations and practice in the PRC in-force as of the date of registration of this Prospectus.

It is possible that the current tax laws, regulations and practice in the PRC will change, including the possibility of taxes being applied retrospectively, and that such changes may result in higher taxation on PRC investments than is currently contemplated.

8.2.12 **Political and Regulatory Risks**

Changes to government policies or legislation in the markets in which a Sub-Fund (or where applicable, an underlying fund of a Sub-Fund) may invest may adversely affect the political or economic stability of such markets. The laws and regulations of some of the markets through which a Sub-Fund (or where applicable, its underlying fund) may invest which affect foreign investment business continue to evolve in an unpredictable manner. There is a further risk that a government may prevent or limit the repatriation of foreign capital or the availability of legal redress through the courts. Although basic commercial laws are in place, they are often unclear or contradictory and subject to varying interpretation and may at any time be amended, modified, repealed or replaced in a manner adverse to the interests of the Sub-Fund (or where applicable, the underlying fund).

Investments in certain markets may also require the procurement of a substantial number of licences, regulatory consents, certificates and approvals, including licences for the Company, registration of relevant securities trading code(s) for a Sub-Fund (or where applicable, an underlying fund of a Sub-Fund) to conduct securities transactions at the relevant securities trading centre(s) or markets and clearance certificates from tax authorities. The inability to obtain a particular licence, regulatory consent, certificate or approval could adversely affect a Sub-Fund's (or where applicable, its underlying fund's) operations.

8.2.13 **Natural Resources Sector Risk**

By focusing on the natural resources sector, some Sub-Funds (or where applicable, their underlying funds) carry much greater risks of adverse developments than a Sub-Fund (or an underlying fund) that invests in a wider variety of industries. The securities of companies in the natural resources sector may experience more price volatility than securities of companies in other industries. Some of the commodities used as raw materials or produced by these companies are subject to broad price fluctuations as a result of industry wide supply and demand factors. As a result, companies in the natural resources sector often have limited pricing power over supplies or for the products that they sell which can affect their profitability. Concentration in the securities of companies with substantial natural resources assets will expose these Sub-Funds (or where applicable, their underlying funds) to price movements of natural resources to a greater extent than a more broadly diversified mutual fund. There is a risk that those Sub-Funds (or where applicable, their underlying funds) will perform poorly during an economic downturn or a slump in demand for natural resources.

8.2.14 **Liquidity and Volatility Risks**

The trading volume on some of the markets through which the Sub-Funds (or where applicable, their underlying funds) may invest may be substantially less than that in the world's leading stock markets. Accordingly, the accumulation and disposal of holdings in some investments may be time-consuming and may need to be conducted at unfavourable prices. Liquidity may also be less and volatility of prices greater than in the leading markets as a result of a high degree of concentration of market capitalisation and trading volume in a small number of companies.

The Sub-Funds (or where applicable, their underlying funds) may invest in companies which are less well established in their early stages of development. These companies may often experience significant price volatility and potential lack of liquidity due to the low trading volume of their securities. The absence of adequate liquidity may also arise when a particular security is difficult to sell at the desired moment during particular periods or in particular market conditions. In a down market, higher-risk securities and derivatives could become harder to value or sell at a fair price. Liquidity risk tends to compound other risks. For example, if a Sub-Fund (or where applicable, an underlying fund of a Sub-Fund) has a position in an illiquid asset, its limited ability to liquidate that position at short notice will compound its market risk.

Investors should also note that if sizeable realisation requests are received, the relevant Sub-Fund may need to liquidate its investments at a substantial discount in order to satisfy such requests and the Sub-Fund may suffer losses in trading such investments. As a result, this may have adverse impact on the relevant Sub-Fund and its investors.

Where a Sub-Fund (or where applicable, an underlying fund of a Sub-Fund) focuses on a specific geographic region, or market/industry sector, it may be subject to greater concentration risks than Sub-Funds (or where applicable, the underlying funds) which have broadly diversified investments.

As such, you should note that investments in any Sub-Funds are not bank deposits and are not insured or guaranteed by any deposit insurance or government agency. Prices may fall in value as rapidly as they may rise and it may not always be possible to dispose of such securities during such falls.

8.2.15 **Rating of Investment Risk**

There is no assurance that the ratings of each rating agency will continue to be calculated and published or that they will not be amended significantly. The past performance of a rating agency in rating an investment is not necessarily a guide to future performance.

8.2.16 **Small-Cap Risk**

Certain Sub-Funds (or where applicable, their underlying funds) may invest in, but are not restricted to, the securities of small and medium sized companies in the relevant markets. This can involve greater risk than is customarily associated with investment in larger and more established companies. In particular, smaller companies often have limited product lines, markets or financial resources, with less research information available about the company, and their management may be dependent on a few key individuals.

9. Subscription of Units

9.1 How to Buy Units

Units may be purchased by individuals or other persons[8]. Applications to subscribe for Units may only be made through any of the Manager's appointed agent, distributor or any other authorised sales channels, if applicable. You may have a choice of paying for Units with cash or (in the case of SGD denominated Classes with the exception of SGD denominated Class B Units) Supplementary Retirement Scheme ("**SRS**") monies. In the case of a CPFIS included Sub-Fund, details on the classes of Units available for purchase with CPF monies are set out in the relevant Schedules of this Prospectus.

If you are paying with SRS monies (where applicable), please instruct the relevant SRS operator bank to withdraw from your SRS account monies in respect of the Units applied for.

If you are paying with CPF monies (where applicable), please instruct the relevant CPF agent bank to withdraw from your CPF Investment Account monies in respect of the Units applied for.

If you apply through an authorised agent or distributor to purchase a number of Units, the authorised agent or distributor will in turn forward the application for the subscription or the realisation to the Manager on your behalf.

Where an application to purchase Units is made and the Manager accepts the application, Units are issued:

(i) in the case of subscriptions using cash – to the authorised agent or distributor or its nominee, whose name is entered into the Register as the Holder. The agent or distributor or its nominee will hold those Units on your behalf as applicant for the Units; and

(ii) in the case of subscriptions using SRS monies or CPF monies – except for purchase application made through an Investment Administrator under CPFIS in your name as applicant for the Units and whose name is entered into the Register as the Holder.

For compliance with the applicable laws, regulations, guidelines and notices on anti-money laundering and countering the financing of terrorism, the Manager or its approved distributors reserve the right to request such information as may, in the opinion of the Manager or its approved distributors, be necessary to verify the identity of an applicant.

You should note that subject to the Deed, the Manager, acting in consultation with the Trustee and in the best interests of the Fund, has the absolute discretion to reject your application for subscription of Units of the relevant Sub-Fund.

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[8] persons include, amongst others, corporations as defined in the Companies Act (Chapter 50) of Singapore and the Securities and Futures Act (Chapter 289) of Singapore.

9.2 Purchase Price of Units in the existing Classes of the Sub-Funds

The Sub-Funds are existing sub-funds under the Fund. Units of the existing Classes in each Sub-Fund will be issued as stated at Paragraph 9.4.2 below.

9.3 Initial Purchase Price and Initial Offer Period of Units in a new Sub-Fund or Units of a new Class of a Sub-Fund

The initial purchase price of Units in a new Sub-Fund or a Class of a Sub-Fund which has not been incepted as at the date of this Prospectus during its initial offer period as may be determined by the Manager (the "**Initial Offer Period**") shall be S$1.00 or $1.00 in the currency of the relevant Class per Unit (or such other amount or currency as may be determined by the Manager).

The Initial Offer Period for a new Sub-Fund or a new Class of a Sub-Fund is currently intended to be such period as may be determined by the Manager within 12 months from the date of registration of this Prospectus.

After the close of the Initial Offer Period for a new Sub-Fund or a new Class of a Sub-Fund, Units in such new Sub-Fund or new Class of a Sub-Fund will be issued on a forward pricing basis, and the issue price of Units shall not be ascertainable at the time of application (please see Paragraph 9.4.2 below for more details).

You should note that Manulife Asia Diversified Bond Fund (1) will be closed for subscriptions after its Initial Offer Period. The Sub-Fund or a Class of the Sub-Fund may subsequently be re-opened to new subscriptions for such period and to such investors at the discretion of the Manager, without notice to existing Holders of the Sub-Fund or the Class of the Sub-Fund.

The Manager reserves the right not to launch a new Sub-Fund, if applications for subscriptions for such new Sub-Fund received at the end of its Initial Offer Period amount to less than SGD5,000,000 (save in the case of the Manulife Asia Diversified Bond Fund (1) and Manulife USD Diversified Income Fund, where the Manager reserves the right not to launch the Sub-Fund if applications for subscriptions for the Sub-Fund received at the end of its Initial Offer Period amount to less than USD50 million and USD25 million respectively). If so, the relevant new Sub-Fund shall be deemed not to have commenced, and you will be immediately informed and any payment made by you for the purpose of subscription shall be returned to you in full (without any interest) less any applicable bank charges no later than 14 Business Days after the close of the relevant Initial Offer Period.

9.4 Dealing deadline and pricing basis

9.4.1 Dealing Deadline

The dealing deadline is 4 p.m. Singapore time ("**Dealing Deadline**") on a Dealing Day[9] in respect of each Sub-Fund.

Units in respect of applications received and accepted by the Manager before the Dealing Deadline will be issued at that Dealing Day's issue price per Unit as

[9] "**Dealing Day**", in connection with the issuance, cancellation and realisation of Units of the Sub-Fund, means every Business Day in Singapore or such other Business Day or Business Days in such jurisdictions and at such intervals as the Manager may from time to time with prior consultation of the Trustee determine Provided That reasonable notice of any such determination shall be given by the Manager to all Holders at such time and in such manner as the Trustee may approve.

calculated in accordance with Clause 11.2 of the Deed (the "**Issue Price**"). Applications received after the Dealing Deadline or on a day which is not a Dealing Day shall be treated as having been received on the next Dealing Day. *If you apply for the Units through the Manager's agents or distributors, you should consult the relevant agent or distributor to confirm the applicable deadline or cut off time in respect of which the application is required to be received by the relevant agent or distributor which may be earlier than the Dealing Deadline set out in this Prospectus.*

9.4.2 Pricing basis

The Units in respect of each Sub-Fund are issued on a forward pricing basis, the Issue Price shall not be ascertainable at the time of application.

In purchasing Units, you pay a fixed amount of money e.g., S$1,000 which will buy you the number of Units (truncated to the nearest two decimal places (or such other number of decimal places or such other method of rounding as the Manager may from time to time determine with the approval of the Trustee)) obtained from dividing the S$1,000 less the preliminary charge (if any) by the Issue Price when it has been ascertained later.

The Issue Price per Unit of each Class of the Sub-Fund shall be an amount equal to the NAV per Unit of that Class of the Sub-Fund and truncated to the nearest three decimal places (or by such other truncation or rounding method as the Manager may from time to time determine with the approval of the Trustee) as provided for in the Deed as at the Valuation Point[10] in relation to such Dealing Day.

The preliminary charge shall not be credited to the Fund or relevant Sub-Funds but shall be retained by the Manager or its approved distributors (as the case may be) for their own benefit. The amount of rounding adjustment will be retained by the relevant Sub-Fund.

The Manager may, subject to the prior approval of the Trustee, change the method of determining the Issue Price, and the Trustee shall determine if the Holders should be informed of such change.

9.5 Minimum Initial and Subsequent Subscription Amounts

Please refer to the respective Schedules of this Prospectus for the minimum initial and subsequent subscription amount of the relevant Sub-Fund (or Class of Sub-Fund, where applicable). For subscription applications made through the Manager's appointed agent, distributor or any other authorised sales channels, the Manager may permit and accept the applications even if the subscription amount falls below the minimum initial and/or subsequent subscription amount. You should note that the agents or the distributors appointed by the Manager may from time to time impose a higher minimum initial and/or subsequent subscription amount, in respect of an investor/Holder or each Sub-Fund or Class of Sub-Fund than that set out in the relevant Schedule.

[10] "**Valuation Point**" means the close of business of the last relevant market on a Dealing Day on which the NAV of a Class of the Sub-Fund or the Sub-Fund or the NAV of a Unit of a Class of the Sub-Fund or the Sub-Fund is to be determined under Clause 8 of the Deed or such other time as the Manager may with the approval of the Trustee determine and the Manager shall notify the Holders of such change if required by the Trustee.

9.6 Allotment of Units

The following is an illustration of the number of Units that you will receive based on an investment of S$1,000 at a notional Issue Price of S$1.050 (assuming a preliminary charge of 5%).

S$1,000 Gross investment sum	-	S$50 Preliminary charge (e.g. 5%)	=	S$950 Net investment sum
S$950 Net investment sum	/	S$1.050 Notional Issue Price (= NAV per Unit)	=	904.76 Units Number of Units allotted

Note: The above numerical example is purely illustrative and is not a forecast or indication of any expectation of the performance of any Sub-Fund or Class of the Sub-Fund. You should refer to the relevant Schedule for the applicable preliminary charges for the relevant Class of Units of the Sub-Fund.

9.7 Confirmation of Purchase

A confirmation note detailing the investment amount and the number of Units allocated in the relevant Sub-Fund will be sent to Holders within 14 Business Days from the receipt of subscription monies. For the avoidance of doubt, please note that Units will only be issued upon the receipt of cleared funds by the Manager.

9.8 Minimum Sub-Fund Size

The Manager has the discretion to terminate any Sub-Fund if the aggregate value of the Deposited Property is less than S$5,000,000 (and in the case of the Manulife Asia Diversified Bond Fund (1), less than US$15 million). Please refer to Paragraphs 20.6.6 to 20.6.10 for more details on the provisions relating to termination of a Sub-Fund.

9.9 Cancellation of Units by You

If you are subscribing for Units in any Sub-Fund for the first time, subject to Clause 13 of the Deed and to the terms and conditions for cancellation of Units imposed by the relevant distributor through whom the Units were purchased, you have the right to cancel your subscription of Units in the relevant Sub-Fund or Class of Sub-Fund within 7 calendar days from the date of subscription of Units (or such longer period as may be agreed between the Manager and the Trustee or such other period as may be prescribed by the MAS) by providing notice in writing to the Manager's authorised agents or distributors.

If you apply for the Units through the Manager's appointed agents or distributors, you should consult the relevant agent or distributor in relation to your application for the Units in any Sub-Fund.

10. Realisation of Units

10.1 Realisation Procedure

Holders may realise their Units on any Dealing Day by submitting the relevant realisation request to the Manager in such form as the Manager may determine. If you have subscribed for Units via the appointed agent of the Manager or distributor, you may realise your Units by submitting the relevant realisation request to the relevant agent or distributor in such form as the agent or distributor (as the case may be) may determine. Holders may realise their Units in full or partially, subject to Paragraph 10.2 below. Holders should note that subject to the Deed, any realisation of Units of the Sub-Fund may be limited by the total number of Units to be realised on any Dealing Day and may not exceed 10% of the total number of Units of the relevant Sub-Fund or Class then in issue (disregarding any Units of that Sub-Fund or Class which have been agreed to be issued), such limitation to be applied proportionately to all Holders of the Sub-Fund or Class who have validly requested realisations in relation to their Units of that Sub-Fund or Class on such Dealing Day. Any Units not realised shall be realised on the next Dealing Day, subject to the same limitation.

When a Holder makes a request to realise Units, the agent or distributor will in turn forward the realisation request to the Manager on the Holder's behalf.

Where a realisation request is made

(i) in the case of Units that have been subscribed by cash – realisation proceeds are paid by the Manager to the agent or distributor or its nominee in whose name the Units were registered, and these proceeds are paid by the agent or distributor or its nominee to you;

(ii) in the case of Units that have been subscribed using SRS monies – realisation proceeds are paid by the Manager to the relevant SRS Operator for credit of your SRS Account; and

(iii) in the case of Units that have been subscribed using CPF monies – realisation proceeds are paid by the Manager to the relevant CPF agent bank for credit of your CPF Investment Account.

No realisation of Units will be permitted on or after the Maturity Date (as defined in Schedule 5 of this Prospectus) of the Manulife Asia Diversified Bond Fund (1). Accordingly, realisation requests submitted or deemed to be submitted by Holders of the Sub-Fund on or after the Maturity Date will not be accepted by the Manager or the agent or distributor appointed by the Manager.

10.2 Minimum Realisation and Holding Requirements

For partial realisation of Units, the minimum realisation amount and balance after realisation must satisfy the minimum realisation and minimum holding requirements of the relevant Sub-Fund or Class of Sub-Fund as stated in the respective Schedules of this Prospectus. For realisation requests made through the Manager's appointed agent, distributor or any other authorised sales channels, the Manager may permit and accept the requests even if the realisation amount falls below the minimum realisation amount. You should note that the agents or distributors appointed by the Manager may from time to time impose a higher minimum realisation amount, in respect of a Holder or each Sub-Fund or Class of Sub-Fund than that set out in the relevant Schedule.

Notwithstanding the above, the Manager may in any particular case for any Sub-Fund or Class of a Sub-Fund or Holder, prescribe such minimum number or value of Units of such Sub-Fund or Class of a Sub-Fund which may/is to be held by the Holder. The distributors appointed by the Manager may from time to time also impose higher minimum holding requirements in respect of a Holder or each Sub-Fund or Class of Sub-Fund than that set out in the relevant Schedule.

10.3 Dealing deadline and pricing basis

10.3.1 **Dealing deadline**

As Units are realised on a forward pricing basis, the realisation price of Units cannot be determined at the time of request.

Realisation requests for Units received and accepted by the Manager by the Dealing Deadline (which is 4.00 p.m. Singapore time) on a Dealing Day in respect of the Sub-Fund shall be realised at that Dealing Day's Realisation Price (as defined below). Realisation requests received after the Dealing Deadline or on a day which is not a Dealing Day shall be treated as having been received on the next Dealing Day.

10.3.2 **Pricing basis**

The realisation price per Unit of any Sub-Fund or Class of a Sub-Fund (the "**Realisation Price**") on each Dealing Day shall be an amount equal to the NAV of the relevant Sub-Fund or Class of the Sub-Fund as at the Valuation Point in relation to such Dealing Day and as calculated in accordance with Clause 14.6 of the Deed, and by dividing such value by the number of Units of that Sub-Fund or Class of Sub-Fund in issue or deemed to be in issue as of that Valuation Point and truncated to the nearest three decimal places (or by such other truncation or rounding method as the Manager may from time to time determine with the approval of the Trustee).

The amount due to a Holder on the realisation of such Unit shall be the Realisation Price (less any realisation charge) and shall be truncated to three decimal places.

The Manager may, subject to the prior approval of the Trustee, change the method of determining the Realisation Price and the Trustee shall determine if the Holders should be informed of such change. Please also refer to Paragraph 13.2 below for related information.

10.4 Payment of Realisation Proceeds

The following is an illustration of the realisation proceeds that a Holder will receive based on a holding of 1,000 Units and a notional Realisation Price of S$1.100.

e.g.	1,000 Units	X	S$1.100	=	S$1,100
	Your realisation request		Notional Realisation Price (= NAV per Unit)		Realisation proceeds

* There is currently no realisation charge imposed on the realisation of the Units in each Class of the Sub-Funds.

Note: The above example is purely for illustrative purposes and is not to be construed as a forecast or indication of any past or future performance of any Sub-Fund or Class of a Sub-Fund.

Realisation proceeds shall normally be paid in Singapore Dollars or the currency of the Class by cheque or credited to the Holders' account or SRS account or CPF Investment Account, as applicable, within 7 Business Days (or such other period as may be permitted by the MAS) following receipt and acceptance of the realisation request by the Manager unless the realisation of Units has been suspended in accordance with Paragraph 13.1 of this Prospectus.

10.5 Compulsory Realisation

If the Manager becomes aware that any Units are owned directly or beneficially by any person in breach of any law or requirement of a country or governmental or regulatory authority, the Manager may (in consultation with the Trustee) require the realisation of or compulsorily realise such Units.

The Manager has the right (in consultation with the Trustee) to realise compulsorily any holdings of Units held by:

(a) any Holder:

  (i) who, in the opinion of the Manager, is or may be in breach of any applicable law or regulation in any jurisdiction; or

  (ii) where such realisation is, in the opinion of the Manager, necessary or desirable for the compliance of the Manager, the Sub-Funds or the Fund with any applicable law or regulation in any jurisdiction (including any regulatory exemption conditions); or

(b) any Holder whose holdings, in the opinion of the Manager:

  (i) may cause the Sub-Funds or the Fund to lose its authorised or registered status with any regulatory authority in any jurisdiction; or

  (ii) may cause the offer of the Units of the Sub-Funds, the Sub-Funds or the Fund, the prospectus of the Fund, the Deed, the Manager or the Trustee to become subject to any authorisation, recognition, approval, or registration requirements under any law or regulation in any other jurisdiction; or

(c) any Holder whose holdings, in the opinion of the Manager:

  (i) may cause a detrimental effect on the tax status of the Sub-Funds or the Fund in any jurisdiction or on the tax status of the Holders of the Sub-Funds; or

  (ii) may result in the Sub-Fund or the Fund, or other Holders of the Sub-Funds suffering any other legal or pecuniary or administrative disadvantage which the Sub-Funds or the Fund or the Holders might not otherwise have incurred or suffered; or

(d) any Holder who fails any anti-money laundering, anti-terrorist financing or know-your-client checks, or who is unable or unwilling to provide information and/or documentary evidence requested by the Manager for the purposes of any anti-money laundering, anti-terrorist financing or know-your-client checks.

11. Switching or Exchange of Units

11.1 Where allowed by the Manager, Holders of Units in a Sub-Fund or Class of a Sub-Fund (the "**Original Sub-Fund**") may switch all or any of the Units of the Original Sub-Fund to Units of the other Sub-Fund or another Class of the same or the other Sub-Fund, or (if there is more than one unit trust umbrella managed by the Manager) exchange all or any of the Units of the Original Sub-Fund into another sub-fund under any other unit trust umbrellas managed by the Manager (the "**New Sub-Fund**") subject to the following:

(i) no switching or exchange of Units may be made which would result in a Holder holding less than the minimum holding of either the Original Sub-Fund or the New Sub-Fund;

(ii) the minimum amount required to switch into or out from a Sub-Fund or Class of a Sub-Fund or to exchange such Units is the minimum holding of the New Sub-Fund;

(iii) where relevant, Units purchased with SRS monies may only be switched or exchanged to Units of another Sub-Fund which may be purchased with SRS monies; and

(iv) where relevant, Units in a CPFIS Included Sub-Fund may only be switched or exchanged to Units of another CPFIS Included Sub-Fund.

Switching of Units is currently not allowed for Manulife Asia Diversified Bond Fund (1).

The Manager reserves the right to impose such other terms and conditions on requested switching or exchange as it may determine.

11.2 Holders will have to give the Manager a notice of switching or exchange (as the case may be) in such form as the Manager may require in order to effect the switch or exchange. If the relevant notice is received by the Manager before the dealing deadline applicable to a common dealing day (i.e. a day which is a dealing day for both the Original Sub-Fund and the New Sub-Fund), the switch or exchange shall be made on that common dealing day. If the notice is received on a day which is not a common dealing day or is received after the applicable dealing deadline, the switch or exchange will be made on the next common dealing day.

11.3 The switching or exchange (as the case may be) will be effected according to the provisions of the Deed and units in the New Sub-Fund will be issued based on the formula provided in the Deed.

11.4 Where the Holder makes a switch or exchange of a Unit (as the case may be), the Manager shall be entitled to charge a Switching Fee as set out in the "Fees and Charges" table in the Schedules relating to the Sub-Funds.

11.5 As the Manager currently has only one Singapore-domiciled unit trust umbrella (i.e. the Fund) as at the date of registration of this Prospectus, exchange of Units between the Original Sub-Fund into a New Sub-Fund from another unit trust umbrella managed by the Manager is therefore not available to Holders of the Sub-Funds. Further, any switching or exchange of Units by Holders is currently only allowed between Classes of the same currency and management fee.

12. Obtaining Prices of Units

The indicative price (NAV per Unit) of each Sub-Fund or Class of Sub-Fund will be made available daily on the website at https://secure.fundsupermart.com/fsm/funds/daily-prices. The actual NAV per Unit is published 1 Business Day after the relevant Dealing Day.

You should note that the Manager does not accept any responsibility for any errors on the part of the publisher in the prices published in the abovementioned publication or for any non-publication of prices by such publisher and shall incur no liability in respect of any action taken or loss suffered by you in reliance upon such publication.

13. Suspension of Valuation and Dealing

13.1 Subject to the provisions of the Code, the Manager may at any time, with the approval of the Trustee, suspend the determination of the NAV of any Sub-Fund or Class, the issue of Units and the right of Holders of any Sub-Fund or Class of Sub-Fund to require the realisation of Units of the relevant Sub-Fund or Class of Sub-Fund under the provisions of the Deed which include, but are not limited to the following circumstances:

(i) during any period when any market for any material proportion[11] of the Investments for the time being constituting the relevant Deposited Property is closed otherwise than for ordinary holidays;

(ii) during any period when dealings on any such market including the Recognised Stock Exchange or the OTC Market on which any Authorised Investments forming part of the Deposited Property (whether of any particular Sub-Fund or of the Fund) are restricted or suspended;

(iii) during any period when, in the opinion of the Manager and the Trustee, there exists any state of affairs as a result of which withdrawal of deposits held for the account of that Sub-Fund or the realisation of any material proportion11 of the Investments for the time being constituting the relevant Deposited Property cannot be effected normally or without seriously prejudicing the interests of Holders of that Sub-Fund as a whole or within a particular Class of the Sub-Fund;

(iv) during any period during which there is, in the opinion of the Manager and the Trustee, any breakdown in the means of communication normally employed in determining the Value of any of the Investments or the amount of any cash for the time being comprised in the relevant Deposited Property or the amount of any liability of the Trustee for account of that Sub-Fund or the Fund or when for any other reason the Value of any such Investment or the amount of any such cash or liability cannot be promptly and accurately ascertained, including any period when the fair value of a material portion of any such Investment or the amount of any such cash or liability cannot be determined and for the purpose of this Paragraph, “fair value” of an Investment is the price that the Sub-Fund would reasonably expect to receive upon a current sale of the Investment;

(v) during any period when, in the opinion of the Manager and the Trustee, the transfer of funds which will or may be involved in the realisation of any material proportion[11]

[11] The “**material proportion**” of the Investments means such proportion of the Investments which when sold would in the opinion of the Manager in consultation with the Trustee cause the value of that Deposited Property to be significantly reduced.

of the Investments for the time being constituting the relevant Deposited Property cannot be effected promptly at normal rates of the exchange;

(vi) any 48 hours period (or such longer period as the Manager and the Trustee may agree) prior to the date of any meeting of Holders (or any adjourned meeting thereof);

(vii) any period when dealings in Units is suspended pursuant to any order or direction of the MAS;

(viii) any period when the business operations of the Manager or the Trustee in relation to the operation of any Sub-Fund or the Fund are substantially interrupted or closed as a result of or arising from pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God;

(ix) in respect of a Sub-Fund which is a feeder fund or a fund of funds, any period when the dealings in units or shares of the underlying entity or entities into which it is invested, are suspended or restricted; or

(x) such circumstances as may be required under the provisions of the Code,

and payment for any Units of that Sub-Fund or Class of Sub-Fund realised before the commencement of any such suspension but for which payment has not been made before the commencement thereof may, if the Manager and the Trustee so agree, be deferred until immediately after the end of such suspension. Such suspension shall take effect forthwith upon the declaration in writing thereof to the Trustee by the Manager and, subject to the provisions of the Code, shall terminate on the day following the first Business Day on which the condition giving rise to the suspension shall have ceased to exist (and such cessation having been confirmed by the Manager). The Manager shall as soon as practicable notify the Holders of the suspension and resumption of valuation and/or dealings in accordance with the requirements under the applicable laws and regulations.

13.2 If, immediately after any relevant day, the number of Units of any Sub-Fund or Class (as the case may be) in issue or deemed to be in issue, having regard to realisations and issues in respect of Units of that Sub-Fund or Class falling to be made by reference to that relevant day, would be less than such proportion (not exceeding ninety (90) per cent) as may be determined by the Manager from time to time of the number of Units of that Sub-Fund or Class in issue or deemed to be in issue on that relevant day, the Manager may with the approval of the Trustee, with a view to protecting the interests of all Holders of that Sub-Fund or Class, elect that the Realisation Price per Unit of that Sub-Fund or Class in relation to all (but not some only) of the Units of that Sub-Fund or Class falling to be realised by reference to that relevant day shall be the price per Unit of that Sub-Fund or Class which, in the opinion of the Manager, reflects a fairer value for the relevant Deposited Property having taken into account the necessity of selling a material proportion[11] of the Investments at that time constituting part of that Deposited Property, and by giving notice to the Holders of Units of that Sub-Fund or Class affected thereby within two (2) Business Days after the relevant day the Manager may, subject to the provisions of the Code, suspend the realisation of those Units of that Sub-Fund or Class for such reasonable period as may be necessary to effect an orderly realisation of Investments. For the purposes of this paragraph 13.2, the "**fairer value**" for the Deposited Property shall be determined by the Manager in consultation with an Approved Valuer and upon notification to the Trustee.

13.3 In respect of Sub-Funds established on or after 24 March 2016

Without prejudice to paragraph 13.1 and subject to the Code, the Trustee may only request suspension of the issue of Units of a Sub-Fund that is established on or after 24 March 2016 or Class of such Sub-Fund in the events set out in this Paragraph below where the Trustee determines that it would be in the best interests of the Holders and the Trust as a whole to suspend the issue of Units of such Sub-Fund that is established on or after 24 March 2016 or Class of the Sub-Fund.

Events referred to above are:

(a) the Manager goes into liquidation (except a voluntary liquidation for the purpose of reconstruction or amalgamation); or

(b) a receiver or judicial manager is appointed over the whole or a substantial part of the assets of the Manager; or

(c) the Manager convenes a meeting of its creditors or makes or proposes to make any arrangement or composition with or any assignment for the benefit of its creditors.

Such suspension shall take effect forthwith upon declaration in writing thereof to the Manager by the Trustee and, subject to the Code, shall terminate on the day following the first Business Day on which the condition giving rise to the suspension shall have ceased to exist (and such cessation having been confirmed by the Trustee).

14. Regular Savings Plan

14.1 The Manager does not currently offer a RSP for subscription of Units. Except in the case of the Manulife Asia Diversified Bond Fund (1), the authorised agents or distributors may, at their own discretion, offer regular savings arrangements. Information on such regular savings arrangements, such as minimum periodic contribution, timing of the investment deduction and Unit allocation, may be obtained from the authorised agent or distributor.

14.2 As a Holder, you may at any time cease your participation in the RSP (if any) in respect of a Sub-Fund without penalty by giving written notice to the relevant authorised agent or distributor of not less than such period of notice as may from time to time be required by the relevant authorised agent or distributor provided that the requisite notice period is not longer than the period between that Holder's periodic contributions.

15. Performance and Benchmarks of the Sub-Funds

15.1 Please refer to the respective Schedules of each Sub-Fund to view the past performance figures of the relevant Sub-Fund and benchmark.

16. Expense Ratios[12] and Turnover Ratios[13]

16.1 Please refer to the respective Schedule of each Sub-Fund to view the expense and turnover ratios of the Sub-Fund based on the relevant Sub-Fund's latest audited accounts.

17. Soft Dollar Commissions/Arrangements

17.1 The Manager and/or the investment managers of the underlying funds of the Sub-Funds (where applicable) (referred to collectively as "**the managers**" for the purpose of paragraph 17.1) may be entitled to receive and/or enter into soft-dollar commissions/arrangements in respect of the Fund, the Sub-Funds or the underlying funds of the Sub-Funds (as the case may be). The managers will comply with applicable regulatory and industry standards on soft-dollars. The soft-dollar commissions which the managers may receive include research and advisory services, economic and political analyses, portfolio analyses including valuation and performance measurements, market analyses, data and quotation services, computer hardware and software or any other information facilities to the extent that they are used to support the investment decision making process, the giving of advice, or the conduct of research or analysis in relation to the investments managed for clients.

Soft-dollar commissions/arrangements shall not include travel, accommodation, entertainment, general administrative goods and services, general office equipment or premises, membership fees, employees' salaries or direct money payment.

The managers shall not accept or enter into soft-dollar commissions/arrangements unless (a) such soft-dollar commissions/arrangements would reasonably be expected to assist the Manager in the management of the Fund, the Sub-Funds or the underlying funds of the Sub-Funds (as the case may be), (b) the managers shall ensure at all times that best execution is carried out for the transactions, and (c) no unnecessary trades are entered into in order to qualify for such soft-dollar commissions/arrangements.

The managers do not retain for their own account, cash or commission rebates arising out of transactions for the Fund, any of the Sub-Funds or any of the underlying funds of the Sub-Funds (as the case may be) executed in or outside Singapore.

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[12] In accordance with the Investment Management Association of Singapore (IMAS) Guidelines on Calculation of Expense Ratio, the following expenses, where applicable, may be excluded from the computation of the Sub-Funds' respective expense ratios:

(a) brokerage and other transaction costs associated with the purchase and sales of investments (such as registrar charges and remittance fees);
(b) interest expense;
(c) foreign exchange gains and losses of the fund, whether realised or unrealised;
(d) tax deducted at source or arising on income received, including withholding tax;
(e) front end loads, back end loads and other costs arising on the purchase or sale of a foreign unit trust or mutual fund, including any costs arising where a Singapore feeder fund invests into an off-shore parent-fund. Such expenses would generally be capitalised into the cost of the investment and will subsequently be reflected as a diminution in NAV when the investment is first marked to market after purchase; and
(f) dividends and other distributions paid to Holders.

[13] Turnover ratio means the number of times per year that a dollar of assets is reinvested. The turnover ratios of the respective Sub-Funds are calculated based on the lesser of purchases or sales of underlying investments of a scheme expressed as a percentage of daily average NAV of the Deposited Property of the respective Sub-Fund.

17.2 Underlying Funds

Manulife Global Asset Allocation – Growth Fund

In respect of an underlying fund into which Manulife Global Asset Allocation – Growth Fund may invest more than 10% of its asset value (referred to in this paragraph 17.2 as an "**Underlying Fund**"), all cash commissions received by the investment manager(s) or any investment adviser(s) or any of their associated persons arising out of the sale and purchase of investments for such Underlying Fund, are credited to the account of the Underlying Fund managed or advised by such investment manager(s) of the Underlying Fund. However, such persons may receive, and are entitled to retain, goods and services and other soft dollar benefits as may be permitted under relevant regulations (and for which such persons make no direct payment) from brokers and other persons through whom such investment transactions are carried out. These goods and services include, but are not limited to, qualifying research services, computer hardware and software obtained to enhance investment decision making and appropriate order execution services.

In all cases where such goods and services and other soft dollar benefits are retained by the investment manager(s) or any investment advisers (or any of their associated persons) of the Underlying Fund, such person shall ensure that the transaction execution is consistent with best execution standards and that any brokerage fees borne by the Underlying Fund will not exceed customary institutional full service brokerage rates for such transactions.

Manulife Select Balanced Portfolio Fund

The managers of an underlying fund into which Manulife Select Balanced Portfolio Fund may invest more than 10% of its asset value (a "**MSBPF Underlying Fund**") may from time to time receive or enter into soft-dollar and commission sharing arrangements in their management of a MSBPF Underlying Fund.

Should they receive or enter into such soft-dollar and commission sharing arrangements, they would comply with the applicable regulatory and industry standards on soft-dollars. The goods and services which the managers may receive under the soft-dollar and commission sharing arrangements (if any) may include research and advisory services, economic and political analyses, portfolio analyses including valuation and performance measurements, market analyses, data and quotation services, computer hardware and software or any other information facilities to the extent that they are used to support the investment decision making process, the giving of advice, or the conduct of research or analysis in relation to the investments managed for clients.

Goods and services received under soft-dollar and commission sharing arrangements (if any) would typically not include travel, accommodation, entertainment, general administrative goods and services, general office equipment or premises, membership fees, employees' salaries or direct money payment. The managers would usually not accept or enter into soft-dollar and commission sharing arrangements unless such soft-dollar and commission sharing arrangements would, in the opinion of the managers, assist the managers in their management of a MSBPF Underlying Fund, provided that the managers shall ensure at all times best execution is carried out for the transactions, and that no unnecessary trades are entered into in order to qualify for such soft-dollar and commission sharing arrangements.

18. Conflicts of Interest

18.1 The Manager and the Trustee will conduct all transactions with or for the Fund and the Sub-Funds on an arm's length basis.

18.2 The Manager or the Trustee or their respective associates or affiliates (together the "**Parties**") are or may be involved in other financial, investment and professional activities which may on occasion cause conflict of interest with the management of the Sub-Funds. Each of the Parties will ensure that the performance of their respective duties will not be impaired by any such involvement. If a conflict of interest does arise, the Parties will endeavour to ensure that it is resolved fairly and in the interest of the Holders.

18.3 The Manager or the Trustee may own, hold, dispose or otherwise deal with Units as though they were not a party to the Deed. If any conflict of interest arising as a result of such dealing, the Manager and the Trustee, following consultation, will resolve such conflict in a just and equitable manner as they deem fit. Associates of the Trustee may buy, hold and deal in any investments, enter into contracts or other arrangement with the Trustee and make profits from these activities. Such activities, where entered into, will be on an arm's length basis.

18.4 The Manager and the sub-managers of the Sub-Funds (referred to collectively as "the managers" for the purpose of paragraph 18) may from time to time have to deal with competing or conflicting interests of the Sub-Funds with other funds managed by the managers. For example, the managers may make a purchase or sale decision on behalf of some or all of the other funds managed by them without making the same decision on behalf of the Sub-Funds, as a decision on whether or not to make the same investment decision for the Sub-Funds depends on factors such as cash flows, portfolio balance and investment guidelines of the Sub-Funds. However, the managers will use reasonable endeavours at all times to act fairly and in the interests of the Sub-Funds. To the extent that another fund managed by the Managers intends to purchase or dispose substantially similar assets, the Managers will ensure that the assets purchased or disposed are allocated fairly and proportionately as far as possible and that the interests of all investors are treated equally.

19. Reports

19.1 Financial Year-End

The financial year-end of the Sub-Funds is 31 December of each year.

19.2 Distribution of Accounts and Reports

The annual report, annual accounts and the auditor's report on the annual accounts will be prepared and sent or made available within 3 months of the financial year-end (or such other period as may be permitted by the MAS). The semi-annual report and semi-annual accounts will be prepared and sent or made available within two months of the financial half-year end, i.e., 30 June (or such other period as may be permitted by the MAS). The Manager will provide you with hard copies of any reports and/ or accounts prepared if requested by you.

20. Other Material Information

20.1 Information on Investment

At the end of each quarter, Holders will receive a statement showing the value of their investment, including any transactions during the quarter. However, if there is/are any transaction(s) within a particular month, Holders will receive an additional statement at the end of that month.

20.2 Exemptions from Liabilities

You should note that the following paragraphs are extracts from the Deed and you should refer to the Deed for full details on the clauses relating to exemptions from liability and indemnities provided to the Trustee and the Manager under the Deed.

20.2.1 The Trustee shall be responsible for the safe custody of the Deposited Property of all the Sub-Funds. Any Authorised Investments forming part of the Deposited Property shall, whether in registered or bearer form, be paid or transferred to the order of the Trustee forthwith on receipt by the Manager and be dealt with as the Trustee may think proper for the purpose of providing for the safe custody thereof. The Trustee may act as custodian itself or may appoint such persons (including any Associate of the Trustee) as custodian or joint custodian (with the Trustee if acting as custodian or with any other custodian appointed by the Trustee) of the whole or any part of the Deposited Property and (where the Trustee is custodian) may appoint or (where the Trustee appoints a custodian) may empower such custodian or joint custodian (as the case may be) to appoint, with prior consent in writing to the Trustee, sub-custodians. The fees and expenses of any such custodian, joint custodian or sub-custodian shall be paid out of the relevant Deposited Property.

20.2.2 The Trustee may at any time procure that:

(i) the Trustee;

(ii) any officer of the Trustee jointly with the Trustee;

(iii) any nominee appointed by the Trustee;

(iv) any such nominee and the Trustee;

(v) any custodian, joint custodian or sub-custodian appointed under the Deed;

(vi) any company operating a depository or recognised clearing system in respect of the Authorised Investments involved; or

(vii) any broker, financial institution or other person (or in each case its nominee) with whom the same is deposited in order to satisfy any requirement to deposit margin or security;

take delivery of and retain and/or be registered as proprietor of any Authorised Investment in registered form held upon the trusts of the Deed.

20.2.3 Notwithstanding anything contained in the Deed:

(i) the Trustee shall not incur any liability in respect of or be responsible for losses incurred through the insolvency of or any act or omission of any depository or clearing system with which Authorised Investments may be deposited or any broker, financial institution or other person (or in each case its nominee) with whom Authorised Investments are deposited in order to satisfy any margin requirement except where the Trustee is in wilful default or has been grossly negligent;

(ii) the Trustee shall not incur any liability in respect of or be responsible for losses incurred through the insolvency of or any act or omission of any nominee, custodian, joint custodian or sub-custodian appointed by the Trustee except where the Trustee has failed to exercise reasonable skill and care in the selection, appointment and monitoring of such appointee (having regard to the market in which the relevant appointee is located) or the Trustee is in wilful default; and

(iii) the Trustee shall not incur any liability in respect of or be responsible for losses through the insolvency of or any act or omission of any sub-custodian not appointed by it.

20.2.4 Neither the Manager nor the Trustee shall incur any liability in respect of any action taken or thing suffered by them in reliance upon any notice, resolution, direction, consent, certificate, affidavit, statement, certificate of stock, plan or reorganisation or other paper or document believed to be genuine and to have been passed, sealed or signed by the proper parties.

20.2.5 Neither the Manager nor the Trustee shall incur any liability to the Holders for doing or (as the case may be) failing to do any act or thing which by reason of any provision of any present or future law or regulation made pursuant thereto, or of any decree, order or judgement of any court of competent jurisdiction, or by reason of any request, announcement or similar action (whether of binding legal effect or not) which may be taken or made by any person or body acting with or purporting to exercise the authority of any government (whether legally or otherwise) either they or either of them shall be directed or requested to do or perform or to forbear from doing or performing. If for any reason it becomes impossible or impracticable to carry out any of the provisions of the Deed neither the Manager nor the Trustee shall be under any liability therefor or thereby.

20.2.6 Neither the Manager nor the Trustee shall be responsible for the authenticity of any signature or any seal affixed to any instrument of transfer or form of application, endorsement or other document (sent by mail, facsimile, electronic means or otherwise) affecting the title to or transmission of Units or be in any way liable for any forged or unauthorised signature on or any seal affixed to such endorsement, instrument of transfer or other document or for acting or giving effect to any such forged or unauthorised signature or seal. The Manager and the Trustee respectively may nevertheless require that the signature of any Holder or Joint Holder to any document required to be signed by him under or in connection with the Deed shall be verified to their reasonable satisfaction.

20.2.7 Neither the Manager nor the Trustee shall incur any liability for the consequences of acting upon any resolution purported to have been passed at any meeting of Holders duly convened and held in accordance with the provisions contained in the Deed in respect whereof minutes have been made and signed even though it may be subsequently found that there was some defect in the constitution of the meeting or the passing of the resolution or that for any reason the resolution was not binding on the Holders.

20.2.8 Any indemnity expressly given to the Manager or the Trustee in the Deed is in addition to and without prejudice to any indemnity allowed by law PROVIDED THAT no provision in the Deed shall in any case where the Trustee or the Manager has failed to show the degree of care and diligence required of them as trustee and manager, exempt them or indemnify them against any liability for breach of trust.

20.3 Distribution

Distribution in respect of a Sub-Fund or Class will be at the Manager's sole discretion. If any distribution is made, such distribution may reduce the NAV of the Sub-Fund or Class.

20.4 Investment Guidelines

The investment guidelines issued by the MAS under the relevant appendix or appendices of the Code, which guidelines may be amended from time to time, shall apply to the Sub-Funds as applicable (unless otherwise permitted or waived by the MAS). In addition, the investment guidelines in the CPF Investment Guidelines issued by the CPF Board, which guidelines may be amended from time to time, shall apply to the Sub-Funds included under CPFIS over and above the investment guidelines under the relevant appendix or appendices of the Code.

20.5 Holders' Right to Vote

20.5.1 A meeting of Holders of the Fund duly convened and held in accordance with the provisions of Schedule 3 of the Deed shall be competent by Extraordinary Resolution:

(i) to sanction any modification, alteration or addition to the provisions of the Deed which shall be agreed by the Trustee and the Manager as provided in Clause 48 of the Deed;

(ii) to sanction a supplemental deed increasing the maximum permitted percentage of the Management Fee or the remuneration of the Trustee as provided in Clause 35 and Clause 36 respectively of the Deed;

(iii) to terminate the Fund as provided in Clause 40 of the Deed;

(iv) to remove the Auditors as provided in Clause 33.2 of the Deed;

(v) to remove the Manager as provided in Clause 38.1(d) of the Deed;

(vi) to remove the Trustee as provided in Clause 39.1(d) of the Deed;

(vii) to sanction a scheme of reconstruction whether by way of amalgamation, merger or dissolution affecting the Fund;

(viii) to direct the Trustee to take any action (including the termination of the Fund) under Section 295 of the SFA; and

(ix) to approve and sanction any matter tabled to them by the Manager and/or the Trustee at any extraordinary general meeting of the Fund,

and shall be competent to consent to the exercise of the rights of voting as provided in Clause 22.2 of the Deed but shall not have any further or other powers.

20.5.2 A meeting of Holders of any Sub-Fund duly convened and held in accordance with the provisions of Schedule 3 of the Deed shall be competent by Extraordinary Resolution:

(i) to sanction any modification, alteration or addition to the provisions of the Deed which shall be agreed by the Trustee and the Manager as provided in Clause 48 of the Deed to the extent that such modification, alteration or addition affects the Holders of the relevant Sub-Fund;

(ii) to sanction a supplemental deed increasing the maximum permitted percentage of the Management Fee or the remuneration of the Trustee as provided in Clause 35 and Clause 36 respectively of the Deed in relation to the relevant Sub-Fund;

(iii) to terminate the relevant Sub-Fund as provided in Clause 41 of the Deed;

(iv) to sanction a scheme of reconstruction whether by way of amalgamation, merger or dissolution of any of the Sub-Funds under the Fund in so far as the amalgamation, merger or dissolution affects the Holders of that Sub-Fund;

(v) to direct the Trustee to take any action (including the termination of the Sub-Fund) under Section 295 of the SFA; and

(vi) to approve and sanction any matter tabled to them by the Manager and/or the Trustee at any extraordinary general meeting of the Sub-Fund,

and shall be competent to consent to the exercise of the rights of voting as provided in Clause 22.2 of the Deed but shall not have any further or other powers.

20.5.3 A meeting of the Holders of Units in a Class duly convened and held in accordance with the provisions of Schedule 3 of the Deed shall be competent by Extraordinary Resolution:

(i) to sanction any modification, alteration or addition to the provisions of the Deed which shall be agreed by the Trustee and the Manager as provided in Clause 48 of the Deed to the extent that such modification, alteration or addition affects the Holders of the relevant Class;

(ii) to sanction a supplemental deed increasing the maximum permitted percentage of the Management Fee as provided in Clause 35 of the Deed or the maximum permitted percentage of the Trustee's Fee as provided in Clause 36 of the Deed in relation to the relevant Classes;

(iii) to terminate the relevant Class as provided in Clause 42 of the Deed;

(iv) to direct the Trustee to take any action (including the termination of the Class) under Section 295 of the Securities and Futures Act; and

(v) to approve and sanction any matter tabled to them by the Manager and/or the Trustee at any extraordinary general meeting of the Class,

and shall be competent to consent to the exercise of the rights of voting as provided in Clause 22.2 of the Deed but shall not have any further or other powers.

20.6 Termination

Termination of the Fund

20.6.1 Either the Manager or the Trustee may in its absolute discretion terminate the Fund by giving not less than 3 months' notice to the other. If the Fund is to be terminated under this Paragraph the Manager or the Trustee (as the case may be) shall give notice thereof in writing to the Holders not less than 3 months in advance of such termination.

20.6.2 The Fund may be terminated by the Trustee if:

(i) any law is passed or any direction is given by the MAS which renders it illegal or in the opinion of the Trustee impracticable or inadvisable to continue the Fund or if any approval or authorisation of the Fund is revoked or withdrawn;

(ii) within the period of 3 months after the date on which the Trustee gave notice in writing to the Manager that it wishes to retire under Clause 39.2 of the Deed, a new trustee has not been appointed in accordance with that Clause;

(iii) within the period of 3 months after the date on which the Trustee gave notice in writing to the Manager under Clause 38.1 of the Deed, a new manager has not been appointed in accordance with Clause 38.3 of the Deed;

(iv) within the period of 3 months after the date on which the Manager retired under Clause 38.5 of the Deed, a new manager has not been appointed in accordance with Clause 38.3 of the Deed;

(v) the Manager goes into liquidation (except voluntary liquidation for the purpose of reconstruction or amalgamation);

(vi) a receiver or judicial manager is appointed over the whole or a substantial part of the assets of the Manager; or

(vii) the Manager convenes a meeting of its creditors or makes or proposes to make any arrangement or composition with or any assignment for the benefit of its creditors.

The Trustee’s decision in any of the events specified in this Paragraph 20.6.2 shall be final and binding on the Manager and the Holders, and the Trustee shall be under no liability on account of any failure to terminate the Fund under this Paragraph 20.6.2 or otherwise.

20.6.3 The Fund may be terminated by the Manager:

(i) on any date if on such date the aggregate of the value of the Deposited Property of each Sub-Fund is less than S$ 5,000,000;

(ii) if the Trustee becomes a non qualified corporation under Clause 39.3 of the Deed; or

(iii) if any law is passed or any direction is given by the MAS which renders it illegal or in the opinion of the Manager impracticable or inadvisable to continue the Fund or if any approval or authorisation of the Fund is revoked or withdrawn.

The decision of the Manager in any of the events specified in this Paragraph 20.6.3 shall be final and binding upon the Trustee and the Holders but the Manager shall be under no liability on account of any failure to terminate the Fund under this Paragraph 20.6.3 or otherwise.

20.6.4 The party terminating the Fund shall give notice thereof to the Holders in the manner herein provided and by such notice fix the date at which such termination is to take effect which date shall not be less than 3 months or such other period as may be determined by the Manager with the Trustee's approval after the service of such notice.

20.6.5 The Fund may at any time be terminated by the Holders by Extraordinary Resolution and such termination shall take effect on the date on which the Extraordinary Resolution is passed or on such later date (if any) as the Extraordinary Resolution may provide.

Termination of a Sub-Fund

20.6.6 Either the Manager or the Trustee may in its absolute discretion terminate a Sub-Fund by giving not less than 3 months' notice to the other. If the Sub-Fund is to be terminated under this Paragraph the Manager or the Trustee (as the case may be) shall give notice thereof in writing to the Holders of that Sub-Fund not less than one month in advance of such termination.

20.6.7 A Sub-Fund may be terminated by the Trustee if any law is passed or any direction is given by the MAS which renders it illegal or in the opinion of the Trustee impracticable or inadvisable to continue that Sub-Fund or if any approval or authorisation of that Sub-Fund is revoked or withdrawn. The decision of the Trustee in such event shall be final and binding upon the Manager and the Holders but the Trustee shall be under no liability on account of any failure to terminate the Sub-Fund under this Paragraph 20.6.7 or otherwise.

20.6.8 A Sub-Fund may be terminated by the Manager:

(i) on any date if on such date the value of the relevant Deposited Property is less than S$5,000,000 or its equivalent in any applicable Foreign Currency as defined in the Deed (and in the case of the Manulife Asia Diversified Bond Fund (1), less than US$15 million or its equivalent in any applicable foreign currency as determined by the Manager from time to time with the approval of the Trustee);

(ii) if any law is passed or any direction is given by the MAS which renders it illegal or in the opinion of the Manager impracticable or inadvisable to continue that Sub-Fund or if any approval or authorisation of that Sub-Fund is revoked or withdrawn;

(iii) if the Manager in consultation with the Trustee is of the view that it is not in the best interest of Holders of Units in that Sub-Fund to continue the Sub-Fund; or

(iv) in the case where the Sub-Fund feeds into an underlying fund, if the amalgamation, reconstruction, reorganisation, dissolution, liquidation, merger or consolidation of any one of the sub-funds within the underlying fund that is corresponding to that Sub-Fund, if any, or a change in the investment manager or investment adviser of the underlying fund or the corresponding sub-fund (as the case may be).

The decision of the Manager in any of the events specified in this Paragraph 20.6.8 shall be final and binding upon the Trustee and the Holders of that Sub-Fund but the Manager shall be under no liability on account of any failure to terminate that Sub-Fund under this Paragraph 20.6.8 or otherwise.

20.6.9 The party terminating a Sub-Fund in accordance with this Paragraph shall give notice in writing of such termination to the Holders of that Sub-Fund and by such notice fix the date at which such termination is to take effect which date shall not be less than one month after the service of such notice (or such other date as may be necessary to comply with any law or direction of the MAS).

20.6.10 A Sub-Fund may at any time be terminated by the Holders of that Sub-Fund by Extraordinary Resolution and such termination shall take effect on the date on which the Extraordinary Resolution is passed or on such later date (if any) as the Extraordinary Resolution may provide.

Termination of a Class

20.6.11 The Manager may in its absolute discretion terminate a Class by not less than one month's notice to the Trustee. If the Class is to be terminated under this Paragraph the Manager shall give notice thereof in writing to the Holders of that Class not less than one month in advance of such termination.

20.6.12 A Class may be terminated by the Trustee if any law is passed or any direction is given by the MAS which renders it illegal or in the opinion of the Trustee impracticable or inadvisable to continue the Class or if any approval or authorisation of the Class is revoked or withdrawn. The decision of the Trustee in such event shall be final and binding upon the Manager and the Holders but the Trustee shall be under no liability on account of any failure to terminate the Class under this Paragraph 20.6.12 or otherwise.

20.6.13 A Class may be terminated by the Manager:

(i) if the Units of that Class in issue fall below a number to be determined by the Manager;

(ii) if the Manager is of the view that it is not in the best interest of Holders of Units in that Class to continue the Class; or

(iii) if any law is passed or any direction given by the MAS which renders it illegal or in the opinion of the Manager impracticable or inadvisable to continue that Class or if any approval or authorisation of that Class is revoked or withdrawn;

The decision of the Manager in any of the events specified in this Paragraph 20.6.13 shall be final and binding upon the Trustee and the Holders of that Class but the Manager shall be under no liability on account of any failure to terminate that Class under this Paragraph 20.6.13 or otherwise.

20.6.14 The party terminating a Class in accordance with this Paragraph shall give notice in writing of such termination to the Holders of that Class and by such notice fix the date at which such termination is to take effect which date shall not be less than one month after the giving of such notice (or such earlier date as may be necessary to comply with any law or direction given by the MAS).

20.6.15 A Class may at any time be terminated by the Holders of that Class by Extraordinary Resolution and such termination shall take effect on the date on which the Extraordinary Resolution is passed or on such later date (if any) as the Extraordinary Resolution may provide.

20.7 Valuation

20.7.1 Except where otherwise expressly stated in the Deed and subject always to the requirements of the Code, the value of the assets comprised in each Sub-Fund with reference to any Authorised Investment which is:

(i) a Quoted Investment, shall be calculated by reference to (as the case may be) the official closing price, the last known transaction price or the last transacted price on the Recognised Stock Exchange or OTC Market on which the Quoted Investment is traded on or before the Valuation Point in respect of the Dealing Day for which the value is to be determined or if there is no such official closing price or last known transacted price and if bid and offer quotations are made or if the Manager consider it more appropriate, the mean of the last offer or bid price quoted by any approved broker for that Investment, or other appropriate closing prices determined by the Managers in consultation with the Trustee in relation to that Investment; where Quoted Investment is listed, dealt or traded in more than one Recognised Stock Exchange or OTC Market, the Manager (or such person as the Manager shall appoint for the purpose) may in their absolute discretion select any one of such Recognised Stock Exchange or OTC Market for the foregoing purposes.

(ii) an Unquoted Investment, shall be calculated by reference to (a) the initial value thereof being the amount expended in the acquisition thereof (including in each case the amount of the stamp duties, commissions and other expenses in the acquisition thereof and the vesting thereof in the Trustee for the purpose of the Trust) or (b) the last bid prices quoted by responsible firms, corporations or associations on a Recognised Stock Exchange or an OTC Market at the time of calculation (or at such other time as the Manager may from time to time after consultation with the Trustee determine) or (c) where there is no Recognised Stock Exchange or an OTC Market, all calculations based on the value of Investments shall be made by reference to the price quoted by any person, firm or institution making a market in that Investment (and if there shall be more than one such market maker then such particular market maker as the Manager may designate);

(iii) cash, deposits and similar assets shall be valued at their face value (together with accrued interest) unless, in the opinion of the Manager (after consultation with the Trustee), any adjustment should be made to reflect the value thereof;

(iv) a unit or share in a unit trust or mutual fund or collective investment scheme shall be valued at the latest published or available NAV per unit or share, or if no NAV per unit or share is published or available, then at their latest available realisation price; and

(v) an Investment other than as described above, shall be valued in such manner and at such time as the Manager after consultation with the Trustee shall from time to time determine,

provided that, if the quotations referred to in paragraphs (i), (ii) or (iv) above are not available, or if the value of the Authorised Investment determined in the manner described in paragraphs (i), (ii) or (iv) above, in the opinion of the Manager, is not representative of the value of such Authorised Investment, then the value shall be such value as the Manager may with due care and in good faith consider in the circumstances to be fair value and is approved by the Trustee and the Manager shall notify the Holders of such change if required by the Trustee in accordance with the Code. For the purposes of this proviso, the “fair value” shall be determined by the Manager in consultation with an approved valuer and with the approval of the Trustee.

20.7.2 In exercising in good faith the discretion given in the above Paragraph 20.7.1, the Manager shall not assume any liability towards the Fund or Sub-Funds, and the Trustee shall not be under any liability in accepting the opinion of the Manager, notwithstanding that the facts may subsequently be shown to have been different from those assumed by the Manager.

20.7.3 Where a Sub-Fund is made up of more than one Class, the NAV of each Class shall be calculated by apportioning the NAV of the relevant Sub-Fund (obtained in accordance with Clauses 8.1, 8.2, 8.4 and 8.6 of the Deed provided that no deduction or addition shall be made in respect of expenses, charges or other amounts which are not common to all the Classes of that Sub-Fund) between the Classes and then deducting from or adding to the value of the portion of the NAV for each Class any expense, charge or other amount attributable to such class (including currency hedging costs, if applicable). For the avoidance of doubt, where any expense, charge or other amount payable out of or payable into the NAV of a Class under the Deed is attributable only to a particular Class of a Sub-Fund, such amount shall only be deducted from or added to the portion of the NAV of that Sub-Fund which is attributable to that Class and shall not affect the calculation or the NAV of the portion or portions of that Sub-Fund attributable to other Classes within that Sub-Fund.

20.7.4 In calculating the NAV of any Sub-Fund or any proportion thereof:

(i) every Unit relating to such Sub-Fund agreed to be issued by the Manager shall be deemed to be in issue and the Deposited Property of such Sub-Fund shall be deemed to include not only cash or other assets in the hands of the Trustee but also the value of any cash, accrued interest on bonds or other assets to be received in respect of Units of such Sub-Fund agreed to be issued after deducting therefrom or providing thereout the Preliminary Charge relating to such Sub-Fund and (in the case of Units issued against the vesting of Authorised Investments) any moneys payable out of the Deposited Property under Clause 10 of the Deed;

(ii) where Authorised Investments have been agreed to be purchased or otherwise acquired or sold but such purchase, acquisition or sale has not been completed, such Authorised Investments shall be included or excluded and the gross purchase, acquisition or net sale consideration excluded or included as the case may require as if such purchase, acquisition or sale had been duly completed; and

(iii) where in consequence of any notice or request in writing given under Clause 12, 13 or 14 of the Deed a reduction of such Sub-Fund by the cancellation of Units of such Sub-Fund is to be effected but such reduction has not been completed the Units of such Sub-Fund in question shall not be deemed to be in issue and any amount payable in cash and the value of any Authorised Investments to be transferred out of the Deposited Property of such Sub-Fund shall be deducted from the NAV of such Sub-Fund.

20.7.5 In calculating the NAV of any Sub-Fund, there shall be deducted or added, as the case may be, any amounts not provided for above which are payable out of the Deposited Property of such Sub-Fund including the following:

(i) any amount of management fee, the remuneration of the Trustee, the custodian fees, the valuation agent's fees, the Registrar's agent's fees, the securities transaction fees, the establishment costs of the Sub-Fund, the inception fee of the Trustee and any other expenses accrued but remaining unpaid attributable to such Sub-Fund;

(ii) the amount of tax, if any, on capital gains (including any provision made for unrealised capital gains) accrued and remaining unpaid attributable to such Sub-Fund;

(iii) the aggregate amount for the time being outstanding of any borrowings for the account of such Sub-Fund effected under Clause 21 together with the amount of any interest and expenses thereon accrued and remaining unpaid;

(iv) all such costs, charges, fees and expenses as the Manager may have determined under the provisions of the Deed attributable to such Sub-Fund;

(v) there shall be taken into account such sum as in the estimate of the Manager will fall to be paid or reclaimed in respect of taxation related to income up to the time of calculation of the NAV of the Deposited Property of such Sub-Fund;

(vi) there shall be added the amount of any tax, if any, on capital gains estimated to be recoverable and not received attributable to such Sub-Fund;

(vii) any value (whether of an Authorised Investment, cash or a liability) otherwise than in the currency the relevant Sub-Fund is denominated in (in this sub-paragraph, the "**relevant currency**") and any borrowing which is not in the relevant currency shall be converted into the relevant currency at the rate (whether official or otherwise) which the Manager shall, after consulting with or in accordance with a method approved by the Trustee, deem appropriate to the circumstances having regard amongst others to any premium or discount which may be relevant and to the costs of exchange;

(viii) where the current price of an Authorised Investment is quoted "ex" dividend, interest or other payment but such dividend, interest or other payment has not been received the amount of such dividend, interest or other payment shall be taken into account; and

(ix) there shall be taken into account such estimated sum approved by the Trustee as in the opinion of the Manager represents provision for any nationalisation, expropriation, sequestration or other restriction relating to the Deposited Property of such Sub-Fund.

20.7.6 **Dilution adjustment**

Each Sub-Fund is single priced and the NAV of a Sub-Fund may fall as a result of, *amongst others,* the transaction costs (such as broker commissions, custody transaction costs, stamp duties or sales taxes) incurred in the purchase and/or sale of its Authorised Investments and the spread between the buying and selling prices of such Authorised Investments caused by subscriptions, realisations and/or switching of Units in the relevant Sub-Fund. This effect is known as "**dilution**".

To protect the interest of Holders, the Manager shall, in consultation with the Trustee, have the discretion to apply a technique known as "dilution adjustment" or "swing pricing" ("**Swing Pricing**") in certain circumstances which the Manager deems appropriate. Swing pricing involves making upwards or downwards adjustments in the calculation of the NAV per Unit of a Sub-Fund or Class on a particular Dealing Day so that such transaction costs and dealing spreads in respect of the Authorised Investments are, as far as practicable, passed on to the investors who are subscribing, realising and/or switching Units on that Dealing Day.

Typically, the NAV is adjusted if the net subscriptions or realisation (including switches) on a particular Dealing Day reaches or exceeds a certain percentage (the "**Swing Threshold**") of the size of the Sub-Fund as of such relevant Dealing Day. The NAV will swing upwards for net subscription and downwards for net realisation. In the case where a Sub-Fund comprises different Classes, the NAV of each Class will be calculated separately but any adjustment will, in percentage terms, affect the NAV of each Class in an equal manner.

The need to apply Swing Pricing will depend upon various factors, including but not limited to (i) the amount of subscriptions and/or realisations (including switches) of Units on that Dealing Day, (ii) the impact of any transaction costs incurred in the purchase and/or sale of Authorised Investments of the relevant Sub-Fund (iii) the spread between the buying and selling prices of Authorised investments of the relevant Sub-Fund and (iv) market conditions such as situations of financial turmoil.

Please note that applying Swing Pricing when the Swing Threshold is reached or exceeded, only reduces the effect of dilution and does not eliminate it entirely. Dilution arising from a net subscription or realisation that is below the Swing Threshold will not be reduced.

Holders and potential investors into a Sub-Fund should also take note of the following:

(i) the Sub-Fund's performance will be calculated based on the NAV of the Sub-Fund after the Swing Pricing adjustment has been applied and therefore the returns of the Sub-Fund may be influenced by the level of subscription and/or realisation activity;

(ii) Swing Pricing could increase the variability of the returns of the relevant Sub-Fund since the returns are calculated based on the adjusted NAV per Unit; and

(iii) the fees and charges applicable to the Sub-Fund (including fees based on the NAV of the Sub-Fund) will be based on the NAV before the Swing Pricing adjustment is applied.

In the usual course of business, to minimise the impact to the variability of the return of the relevant Sub-Fund, the application of Swing Pricing will be triggered mechanically and on a consistent basis and applied only when the net transaction reaches or exceeds the Swing Threshold.

The Swing Threshold will be set with the objective of protecting the Holders' interest while minimising impact to the variability of the relevant Sub-Fund's return by ensuring that the NAV per Unit is not adjusted where the dilution impact on the Sub-Fund is, in the opinion of the Manager, not significant, and may be varied by the Manager in its discretion.

The amount of adjustment at any future point in time may vary depending on *inter alia* market conditions, but will under normal circumstances not exceed 2% of the NAV per Unit of a Sub-Fund or Class on the relevant Dealing Day. The Manager reserves the right to apply an adjustment of an amount not exceeding 2% of the NAV per Unit of a Sub-Fund or Class on the relevant Dealing Day where it deems appropriate and has the discretion to vary the amount of adjustment up to the 2% limit, in consultation with the Trustee, from time to time without giving notice to the relevant Holders.

Subject to the Deed and the applicable laws and regulations, the Manager may, in exceptional circumstances (including but not limited to volatile market conditions, market turmoil and illiquidity in the market) and in consultation with the Trustee temporarily apply an adjustment beyond 2% of the NAV per Unit on the relevant

Dealing Day if, in its opinion, it is in the interest of Holders to do so. In such cases, the Manager shall give notice to the relevant Holders as soon as practicable in such manner as the Manager and Trustee may agree.

20.8 U.S. Taxation - Foreign Account Tax Compliance Act (“FATCA”)

The Hiring Incentives to Restore Employment Act was signed into U.S. law in March 2010 and includes provisions commonly referred to as FATCA. Broadly, regulations implementing the FATCA provisions require financial institutions to report to the U.S. Internal Revenue Service (“**IRS**”) certain information on U.S. persons that hold accounts outside the U.S., as a safeguard against U.S. tax evasion. In addition, FATCA provisions generally impose a 30% withholding tax on certain U.S. source payments (including dividends and (effective 1 January 2019) gross proceeds from the sale or other disposal of property that can produce U.S. source income) when made to an individual or entity that does not comply with FATCA provisions. The 30% withholding could also apply to payments otherwise attributable to U.S. source income (also known as “foreign pass thru payments”) to the extent provided in future Treasury regulations, but in no event before 1 January 2019. Certain regulations implementing the FATCA provisions came into force on 1 July 2014.

The basic terms of FATCA provisions currently appear to include the Fund (or, alternatively, each Sub-Fund) as a ‘Financial Institution’ such that, in order to comply, the Fund (or each Sub-Fund) may require all Holders to provide mandatory documentary evidence of their U.S. and/or non-U.S. status.

Based on legal and tax advice that the Fund has received to date, in order to protect Holders from the effect of any FATCA withholding, it is the intention of the Fund to be compliant with the requirements of FATCA. Hence, it is possible that this may require the Fund and/or any distributor of Units and/or any other entity duly designated by the Fund, as far as they may be legally permitted to do so, to gather, store, use, process, disclose and report such information as is required under FATCA, including that on the holdings or investment returns, of any Holders to the IRS and/or any other relevant governmental or regulatory authority, and the Manager may (in consultation with the Trustee) compulsorily realise and/or withhold any payments to Holders in respect of Units held by such Holders in certain circumstances, including where such Holders fail to provide the information and documents required under FATCA, or are non-FATCA compliant financial institutions, or who fall within other categories specified in the FATCA provisions and regulations, provided that the Manager has acted in good faith and on reasonable grounds and as permitted by applicable laws and regulations.

The Fund fully intends to meet the obligations imposed on it under FATCA. To that end, the Fund has appointed the Manager to act as its sponsoring entity, and the Manager has in turn registered with the IRS to be treated as a sponsoring entity for the Fund. As a sponsoring entity to the Fund, the Manager has agreed to perform all of the FATCA obligations imposed on the Fund. Although unlikely, if the Fund (or the Manager, as the sponsoring entity of the Fund) fails to satisfy the obligations imposed on the Fund under FATCA, the imposition of any withholding tax may result in material losses to the Fund if it has a significant exposure to U.S.-source income.

Singapore and the U.S. have entered into a Model 1 FATCA intergovernmental agreement (“**IGA**”) meaning that foreign financial institutions (“**FFIs**”) in Singapore, like the Fund (or (if applicable) their sponsoring entities, on their behalf), will be required to report tax information about “U.S. reportable accounts” (as such term is defined in the IGA) directly to the

Singapore tax authorities which will in turn relay that information to the IRS. The Fund has determined that it is a Sponsored FFI that has not obtained a Global Intermediary Identification Number ("**GIN**") and, therefore, will not be subject to withholding under FATCA absent "significant non-compliance" (as determined by the relevant U.S. authority) by the Manager, as the sponsoring entity of the Fund, with the FATCA obligations that would have applied to the Fund if it were a reporting FFI under the IGA.

You are required to:

(a) Provide such information, documents and assistance in connection with the above as the Manager and/or the Trustee require from time to time; and

(b) Notify the Manager or any of their authorised agents or distributors in writing immediately if you are or become a US Taxpayer, or is holding Units for the account of or benefit of a US Taxpayer.

You are also deemed to have consented to the Manager, the Trustee and/or other service providers to the Sub-Fund carrying out their obligations in reporting and disclosing information on you and your investments to the US tax authorities and/or such Singapore authority as may be required under Singapore laws and regulations implemented as part of any IGA entered between Singapore and the U.S.

It is possible that administrative costs of the Fund could increase as a result of complying with FATCA. You should consult their own tax advisors regarding the FATCA requirements with respect to your own situation. In particular, Holders who hold their Units through intermediaries should confirm the FATCA compliance status of those intermediaries to ensure that they do not suffer U.S. withholding tax on their investment returns.

20.9 Common Reporting Standard ("CRS")

Singapore has implemented the Standard for Automatic Exchange of Financial Account Information in Tax Matters (for the wider approach) developed and published by the Organisation for Economic Co-operation and Development, commonly known as the Common Reporting Standard via the Income Tax (International Tax Compliance Agreements) (Common Reporting Standard) Regulations 2016 (the "**CRS Regulations**")

Pursuant to the CRS Regulations, the Manager, Trustee and/or other service providers to the Fund will be required to carry out due diligence and report financial account information to the Singapore and/or other relevant authorities. Accordingly you are required to provide such information, documents and assistance in connection with the aforementioned as may be required from time to time.

By subscribing for Units, you are also deemed to have consented to (and where such information or document contains personal data of any third party individuals, deemed to have obtained consent from such third party individuals for) the use of any such information and documents by the Manager, the Trustee and/or other service providers to the Fund to discharge their obligations under the CRS Regulations (including the disclosure of such information and documents to Singapore and other overseas tax authorities).

It is possible that administrative costs of the Fund could increase as a result of complying with the CRS Regulations. You should consult your own tax advisors regarding the CRS Regulations with respect to your own situation.

The Fund reserves the right to realise such number of Units held by you as may be necessary to discharge any tax liability attributable to you. The Fund reserves the right to refuse to register a transfer of Units until it receives a declaration as to your residency or status in the form prescribed by the Fund or its appointed agent.

The Fund may compulsorily realise your Units if, in the opinion of the Manager (and in consultation with the Trustee), (a) your ownership of Units may cause a detrimental effect on the tax status of the Sub-Funds or the Fund in any jurisdiction or on the tax status of the Holders of the Sub-Funds; or may result in the Sub-Fund or the Fund, or other Holders of the Sub-Funds suffering any legal or pecuniary or administrative disadvantage which the Sub-Funds or the Fund or Holders might not otherwise have incurred or suffered; or (b) if you fail any anti-money laundering, anti-terrorist financing or know-your-client checks, or are unable or unwilling to provide information and/or documentary evidence requested by the Manager for the purposes of any anti-money laundering, anti-terrorist financing or know-your-client checks.

21. Use of FDIs by MGF

Please refer to Appendix 1 of this Prospectus for information on the use of FDIs by the sub-funds of MGF into which certain of the Sub-Funds may invest 30% or more of their NAV in (the "**MGF Sub-Funds**").

22. Liquidity risk management

The Manager may employ liquidity risk management tools to manage the liquidity of the Sub-Funds. Please refer to paragraphs 10.1, 13 and 20.7.6 of this Prospectus for information on some of the liquidity management tools that may be employed. If the liquidity risk management tools are employed, Holders of the relevant Sub-Fund or Class may not be able to realise their Units in the relevant Sub-Fund or Class during any suspension period for the relevant Sub-Fund or Class, the realisation of their Units or the payment of the realisation proceeds for their Units may be delayed or the amount of the realisation proceeds that Holders will receive for their Units (upon application of Dilution Adjustment as described in paragraph 20.7.6) will be affected.

23. Queries and Complaints

If you have questions concerning your investment in the Fund or any Sub-Fund, you may call (65) 6501 5438 for assistance.

Schedule 1 - Manulife Singapore Bond Fund ("MSBF")

A. Investment Objectives of MSBF

The investment objective of MSBF is to provide you with a stable medium to long term return with capital preservation, through investing in primarily investment-grade SGD denominated fixed income and money markets instruments issued by Singapore and non-Singapore entities.

B. Investment Focus and Approach of MSBF

The fixed income and money markets instruments that MSBF intends to invest in would include, but is not limited to Singapore government bonds, Singapore corporate bonds, foreign corporate bonds, asset backed securities, commercial paper and fixed deposits. MSBF may also invest in collective investment schemes (including REITs). For so long as the MSBF is included under the CPFIS, its investment in collective investment schemes (including REITs) will be subject to the CPF investment guidelines and restrictions.

It is intended that a combination of top-down and bottom-up approaches be used. A top-down approach would be adopted primarily for interest-rate strategy and sector allocation strategy, through regular monitoring and assessment of economic fundamentals, technical, and quantitative analysis. Prevailing views of medium and long term directions of domestic interest rates, yield-curves and sectors would be regularly assessed and changed if necessary, which may in turn lead to an adjustment of portfolio interest-rate and sector strategy.

Credit rating assessment of rated securities is based primarily on the credit ratings by international rating agencies.

For non-rated securities, credit assessment is achieved through credit analysis of issuers by the Manager's in-house credit analysts which are located globally. Credit analysis would be done through qualitative assessment of the issuer and quantitative analysis of the issuer's financial statement. The covenants of each security would also be analysed by reviewing the relevant prospectus.

Benchmark

The Sub-Fund pursues an actively managed investment strategy and uses the Markit iBoxx ALBI Singapore Index as a benchmark for performance comparison purposes only. The Manager will invest in an unconstrained manner, relative to the benchmark, under normal market conditions and has the discretion to invest in securities not included in the benchmark. From time to time, depending on market conditions and the Manager's forward-looking expectations, the Sub-Fund's investment strategy may invest in a universe of securities that are similar to that of the constituents of and, as a result, have characteristics similar to the benchmark.

Product Suitability

The Sub-Fund is only suitable for investors who:

- seek stable medium to long term return with capital preservation; and
- are comfortable that the price and value of the Units as well as any derived or accrued income may fall or rise, with potential loss of the original amount invested.

You should consult your financial advisers if in doubt on whether the Sub-Fund is suitable for you.

C. Classes of Units of the Sub-Fund

The Manager is currently offering 4 Classes of Units in the Sub-Fund, namely:

	Accumulation Classes of Units
1.	Class A
2.	Class D
3.	Class B
	Distribution Classes of Units
4.	Class A-QDis

D. Distribution Policy

The Manager shall have the absolute discretion to determine whether a distribution is to be made in respect of the Sub-Fund or Classes as well as the rate and frequency of distributions to be made.

Currently, the Manager intends to declare quarterly distributions for the Distribution Classes of Units in Paragraph C on the 15th day of March, June, September and December (or the next Business Day if that day is not a Business Day) or such other date as the Manager may in its absolute discretion determine.

A Holder may at the time of an initial application for Units make a request in writing (a "**Distribution Reinvestment Mandate**") to elect for the automatic reinvestment of all (but not part) of the net amount of distributions to be received by him in the purchase of further Units of the same Sub-Fund or Class (as the case may be) (including fractions of Units, if any). Unless otherwise requested by a Holder in writing, all Holders shall be deemed to have elected to receive the net amount of distributions in cash.

Please note that any such election on the part of an existing Holder in a subsequent application for Units of the same Sub-Fund or Class shall automatically revoke all prior instructions relating to distributions and shall apply to all of the Units then held by that Holder. A Distribution Reinvestment Mandate may only be withdrawn by the Holder giving the Manager not less than 30 days' notice in writing prior to the date of any particular distribution. If a Holder has withdrawn the Distribution Reinvestment Mandate or has realised all his holdings before the distribution payment date, the distribution, if any, to be made to such Holder shall be the relevant amount in cash available for distribution in respect of such Holder's entire holding of Units at the date such distribution was declared. If you invest through an authorised agent or distributor, you may have to obtain additional information with regards to the distribution policy of the authorised agent or distributor and the election you made with the authorised agent or distributor at the time of initial application.

Distributions may be made out of income and/or net capital gains. In addition, the Manager may from time to time, after consulting the Auditors and with the approval of the Trustee, make distributions out of capital. **You should note that payment of dividends out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the relevant Class.**

You should note that the intention of the Manager to make the quarterly distribution for the Distribution Classes of Units is not guaranteed, and the Manager may in future review the distribution policy (including, but not limited to, the rate and/or frequency of distribution) depending on prevailing market conditions.

You should also note that any distributions made in respect of the Sub-Fund or Classes may reduce the NAV of the Sub-Fund or the relevant Class.

E. CPFIS Included Scheme

The MSBF (Class A) is included under the CPFIS – Ordinary Account and the CPFIS – Special Account for investment by CPF members. It has been classified by the CPF Board under the risk classification of “Low to Medium Risk – Narrowly Focused (Country – Singapore)”. You should note that only the Class A Units of MSBF may be purchased using CPF monies.

F. Fees and Charges

Charges and Fees Payable by Holder	
Preliminary charge	Currently up to 5% for cash and SRS investments, Maximum 5% 0% for CPF investments (or such rate or amount if any as the CPF Board may from time to time decide or allow)
Realisation charge	Currently 0%, Maximum 2%
Switching fee	Currently up to 1%, Maximum 1%
Fees Payable by the Sub-Fund^	
Trustee fee	Current: Less than 0.05% p.a.; Maximum: 0.1% p.a. of the NAV of the Sub-Fund Subject always to a minimum of S$10,000 p.a. (Subject to agreement between the Manager and the Trustee, the minimum trustee fee payable may be waived, suspended or varied in full or in part for such period of time as may be determined by the Manager and Trustee from time to time.)
Management fee	Class A: 0.75% p.a.

(a) Retained by Manager (b) Paid by Manager to financial adviser (trailer fee)	- (a) 40% to 50% of management fee - (b) 50% to 60%[14] of management fee Class D: 0.30% p.a. - (a) 100% of management fee - (b) 0%[14] of management fee Class B: 0% p.a.[15] Maximum 2% p.a. of the NAV of the Sub-Fund
Other fees and charges*	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund.

* Other fees and charges include (but are not limited to) valuation fees, custodian fees, fund administration fees, transfer agent fees, legal, professional fees, taxes and other out-of-pocket expenses.

As the Manager may invest in other collective investment schemes, it is estimated that each of such collective investment schemes will charge the following fees and charges:

(i)	Subscription fee or preliminary charges	-	Generally ranging from zero to 5%
(ii)	Realisation fee	-	Generally ranging from zero to 5%
(iii)	Management fee	-	Generally ranging from zero to 2% p.a.
(iv)	Performance fee (if applicable)	-	Generally ranging from zero to 25% p.a. (and in some cases only in excess of a hurdle rate of return)
(v)	Other fees* (which may include trustee/custodian fee, legal fees, audit fees and administrative costs)	-	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending, amongst others, on the proportion that each fee or charge bears to the NAV of the collective investment scheme

* The Sub-Fund may invest in collective investment schemes such as REITs which may be listed on the SGX-ST. Fees payable by investors in such REITs may also include, without limitation, other fees such as property management and lease management fees, acquisition fees, divestment fees, commissions (which may consist of underwriting and selling commissions payable to the underwriters of the REIT).

[14] Your financial adviser is required to disclose to you the amount of trailer fee it receives from the Manager.
[15] Subject to such separate fee arrangement as the Manager and the relevant investor may from time to time agree.

Actual fees incurred by the Sub-Fund as a result of its investment in each of such collective investment schemes may be higher or lower than the estimates above.

^ You should note that the fees and charges applicable to the Sub-Fund (including fees based on the NAV of the Sub-Fund) will be based on the NAV before Swing Pricing adjustment (if any) is applied. Please refer to paragraph 20.7.6 of this Prospectus for further details.

You should check with the authorised agent or distributor from whom you subscribed Units from on whether there are any other fees or charges which have not been set out in this Prospectus.

G. Specific Risks of Investments in MSBF

Please refer to the general risk factors described in Paragraph 8.1 and the list of risks set out in Paragraph 8.2 of this Prospectus under the sub-headings “Currency risk”, “Securities risk”, “Unlisted securities risk”, “Emerging market risk”, “FDIs risk”, “Interest rate and credit risk”, “Tax exposure” and “Counterparty risk”.

H. Minimum Initial Subscription, Minimum Subsequent Subscription and Regular Savings Plan

Minimum Initial Subscription	Minimum Subsequent Subscription	Regular Savings Plan*
S$1,000 (Class A) S$1,000,000 (Class D) S$1,000,000 (Class B)	S$100 (Class A) At the Manager’s discretion (Class D) At the Manager’s discretion (Class B)	Yes (Class A) Not available (Class D) Not available (Class B)

***** See Paragraph 14 of this Prospectus for further details on the RSP.

I. Minimum Realisation Amount and Minimum Holding

Holders may realise their holdings of Units in full or partially. Partial realisation of Units must meet minimum amounts and is subject to the Holder maintaining a minimum holding in the Sub-Fund, as described below:-

	Class A	Class D and Class B
Minimum Realisation Amount	S$100	At the Manager’s discretion

Minimum holdings upon partial realisation in terms of:-

Minimum Holdings	Class A	Class D and Class B
Number of Units	1,000 Units	10,000 Units

J. Past Performance and Benchmark of MSBF

The benchmark against which the performance of the MSBF is measured is the Markit iBoxx ALBI Singapore Index *.

The past performance of the Class incepted for more than 12 months and its benchmark performance as at 30 November 2020 are as follows:

	1 Year	3 Years	5 years	10 years	Since inception
			(*average annual compounded return)*		
Class A - Manulife Singapore Bond Fund *Inception date: 14 September 2009*	2.29%	3.06%	3.33%	2.83%	2.78%
Markit iBoxx ALBI Singapore Index *	7.92%	5.14%	4.37%	3.21%	3.18%

Source: Manulife IM (SG)

Class A-QDis, Class D and Class B of MSBF have not been incepted as at the date of registration of this Prospectus.

** On 2 September 2019, the benchmark was changed from Markit iBoxx ALBI Singapore Government to Markit iBoxx ALBI Singapore Index to align the MSBF's benchmark with the investment universe of the Sub-Fund. Previously, on 1 May 2017, the benchmark was changed from Singapore Government Bond Index All UOB to Markit iBoxx ALBI Singapore Government, as the Singapore Government Bond Index All UOB was discontinued on 1 June 2017.*

Notes:

1. Performance is calculated in SGD on a single pricing basis, with net income and dividends reinvested, taking into account the applicable initial charge and redemption charge (if any).

2. The Sub-Fund's or a Class's performance will be calculated based on the NAV of the Sub-Fund or the Class after Swing Pricing adjustment (if any) has been applied and therefore the returns of the Sub-Fund or the Class may be influenced by the level of subscription and/or realisation activity. Please refer to paragraph 20.7.6 of this Prospectus for further details.

Past performance of the MSBF or its benchmark is not necessarily indicative of its future or likely performance.

K. Expense and Turnover Ratios

The expense and turnover ratios are based on the latest audited accounts for the financial period ended 31 December 2019:

	Class A	**Class A-QDis, Class D and Class B**
Expense Ratio*	0.92%	N.A.
Turnover Ratio	131.36%	

*** *The past performance of the Class is not indicative of its future performance.***

Schedule 2 - Manulife Singapore Equity Fund ("MSEF")

A. Investment Objective of MSEF

The investment objective of MSEF is to achieve capital appreciation in the medium to long term by investing primarily in a diversified portfolio of equity and equity-related securities (a) issued by entities listed or to be listed on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"); (b) of entities domiciled or organised under the laws of Singapore; or (c) of entities (whether domiciled or organised in Singapore or elsewhere) which in the opinion of the Manager, have significant assets, business, production activities, trading or other business interests in Singapore.

B. Investment Focus and Approach of MSEF

(i) Investment focus and strategy

The Manager may invest a proportion of the Sub-Fund in warrants, bonds and convertible bonds issued by, or in respect of, such companies mentioned in Paragraph A above.

In order to minimise downside risks, especially when the equity markets are in the Manager's opinion volatile, the Sub-Fund may invest up to 20% of its Deposited Property in Singapore Dollar-denominated fixed income which include, but are not limited to, Singapore government securities, statutory board securities and corporate bonds issued by Singapore-incorporated companies.

The Manager may also invest in other collective investment schemes which may or may not be authorised or recognised under the SFA by the MAS for direct offers in Singapore (including REITs which may be listed on the SGX-ST). Investments in any single collective investment scheme will not exceed 10% of the Deposited Property of the Sub-Fund.

A minimum of 70% of the Deposited Property of the Sub-Fund will be invested in equity, equity-related securities and collective investment schemes investing primarily in equities. There is no specific target or emphasis for investing in any particular industry or sector. In the investment process, the Sub-Fund will take into account the secular and cyclical prospects for the industry that it is invested in.

(ii) Investment approach

Fundamental analysis is the core of the investment process. When evaluating a business, the focus will be on both quantitative evaluations e.g. earnings growth, cash-flow generation, return on capital employed, stock valuations including Price to Earnings (P/E), Price to Cashflow (P/CF), Price to Book Value (P/BV), Dividend Yield, Enterprise Value to Earnings Before Interest, Tax, Depreciation and Amortisation (EV/EBITDA), Discounted Cashflow (DCF) and analysing qualitative issues (e.g. management track record, corporate governance, strengths and weaknesses, identification of change (e.g. management change), restructuring, product innovation or competitive landscape (as and if applicable).

Benchmark

The Sub-Fund pursues an actively managed investment strategy and uses the MSCI Singapore Index as a benchmark for performance comparison purposes only. The Manager will invest in an unconstrained manner, relative to the benchmark, under normal market conditions and has the discretion to invest in securities not included in the benchmark. From time to time, depending on market conditions and the Manager's forward-looking expectations, the Sub-Fund's investment strategy may invest in a universe of securities that are similar to that of the constituents of and, as a result, have characteristics similar to the benchmark.

Product Suitability

The Sub-Fund is only suitable for investors who:

- seek capital appreciation in the medium to long term; and
- are comfortable that the price and value of the Units as well as any derived or accrued income may fall or rise, with potential loss of the original amount invested.

You should consult your financial advisers if in doubt on whether the Sub-Fund is suitable for you.

C. Classes of Units of the Sub-Fund

The Manager is currently offering 3 Classes of Units in the Sub-Fund, namely:

	Accumulation Classes of Units
1.	Class A
2.	Class B
	Distribution Classes of Units
3.	Class A-QDis

D. Distribution Policy

The Manager shall have the absolute discretion to determine whether a distribution is to be made in respect of the Sub-Fund or Classes as well as the rate and frequency of distributions to be made.

Currently, the Manager intends to declare quarterly distributions for the Distribution Classes of Units in Paragraph C on the 15th day of March, June, September and December (or the next Business Day if that day is not a Business Day) or such other date as the Manager may in its absolute discretion determine.

A Holder may at the time of an initial application for Units make a request in writing (a "**Distribution Reinvestment Mandate**") to elect for the automatic reinvestment of all (but not part) of the net amount of distributions to be received by him in the purchase of further Units of the same Sub-Fund or Class (as the case may be) (including fractions of Units, if any). Unless otherwise requested by a Holder in writing, all Holders shall be deemed to have elected to receive the net amount of distributions in cash.

Please note that any such election on the part of an existing Holder in a subsequent application for Units of the same Sub-Fund or Class shall automatically revoke all prior instructions relating to distributions and shall apply to all of the Units then held by that

Holder. A Distribution Reinvestment Mandate may only be withdrawn by the Holder giving the Manager not less than 30 days' notice in writing prior to the date of any particular distribution. If a Holder has withdrawn the Distribution Reinvestment Mandate or has realised all his holdings before the distribution payment date, the distribution, if any, to be made to such Holder shall be the relevant amount in cash available for distribution in respect of such Holder's entire holding of Units at the date such distribution was declared. If you invest through an authorised agent or distributor, you may have to obtain additional information with regards to the distribution policy of the authorised agent or distributor and the election you made with the authorised agent or distributor at the time of initial application.

Distributions may be made out of income and/or net capital gains. In addition, the Manager may from time to time, after consulting the Auditors and with the approval of the Trustee, make distributions out of capital. **You should note that payment of dividends out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the relevant Class.**

You should note that the intention of the Manager to make the quarterly distribution for the Distribution Classes of Units is not guaranteed, and the Manager may in future review the distribution policy (including, but not limited to, the rate and/or frequency of distribution) depending on prevailing market conditions.

You should also note that any distributions made in respect of the Sub-Fund or Classes may reduce the NAV of the Sub-Fund or the relevant Class.

E. Fees and Charges

Charges and Fees Payable by Holder	
Preliminary charge	Currently up to 5%, Maximum 5%
Realisation charge	Currently 0%, Maximum 2%
Switching fee	Currently up to 1%, Maximum 1%
Fees Payable by the Sub-Fund^	
Trustee fee	Current: Less than 0.05% p.a.; Maximum: 0.1% p.a. of the NAV of the Sub-Fund Subject always to a minimum of S$10,000 p.a. (Subject to agreement between the Manager and the Trustee, the minimum trustee fee payable may be waived, suspended or varied in full or in part for such period of time as may be determined by the Manager and Trustee from time to time.)
Management fee (a) Retained by Manager (b) Paid by	Class A: 1.5% p.a. - (a) 40% to 50% of management fee - (b) 50% to 60%[16] of management fee Class B: 0% p.a.[17]

[16] Your financial adviser is required to disclose to you the amount of trailer fee it receives from the Manager.

Manager to financial adviser (trailer fee)	Maximum 2% p.a. of the NAV of the Sub-Fund
Other fees and charges*	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund.

* Other fees and charges include (but are not limited to) valuation fees, custodian fees, fund administration fees, transfer agent fees, legal, professional fees, taxes and other out-of-pocket expenses.

As the Manager may invest in other collective investment schemes, it is estimated that each of such collective investment schemes will charge the following fees and charges:

(i)	Subscription fee or preliminary charges	-	Generally ranging from zero to 5%
(ii)	Realisation fee	-	Generally ranging from zero to 5%
(iii)	Management fee	-	Generally ranging from zero to 2% p.a.
(iv)	Performance fee (if applicable)	-	Generally ranging from zero to 25% p.a. (and in some cases only in excess of a hurdle rate of return)
(v)	Other fees* (which may include trustee/custodian fee, legal fees, audit fees and administrative costs)	-	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending, amongst others, on the proportion that each fee or charge bears to the NAV of the collective investment scheme

***** The Sub-Fund may invest in collective investment schemes such as REITs which may be listed on the SGX-ST. Fees payable by investors in such REITs may also include, without limitation, other fees such as property management and lease management fees, acquisition fees, divestment fees, commissions (which may consist of underwriting and selling commissions payable to the underwriters of the REIT).

Actual fees incurred by the Sub-Fund as a result of its investment in each of such collective investment schemes may be higher or lower than the estimates above.

^ You should note that the fees and charges applicable to the Sub-Fund (including fees based on the NAV of the Sub-Fund) will be based on the NAV before Swing Pricing adjustment (if any) is applied. Please refer to paragraph 20.7.6 of this Prospectus for further details.

[17] Subject to such separate fee arrangement as the Manager and the relevant investor may from time to time agree.

You should check with the authorised agent or distributor from whom you subscribed Units from on whether there are any other fees or charges which have not been set out in this Prospectus.

F. Specific Risks of Investments in MSEF

Please refer to the general risk factors described in Paragraph 8.1 and the list of risks set out in Paragraph 8.2 of this Prospectus under the sub-headings “Currency risk”, “Securities risk”, “Unlisted securities risk”, “Emerging market risk”, “FDIs risk”, “Interest rate and credit risk”, “Tax exposure”, “Counterparty risk” and “Small-Cap risk”.

G. Minimum Initial Subscription, Minimum Subsequent Subscription and Regular Savings Plan

Minimum Initial Subscription	Minimum Subsequent Subscription	Regular Savings Plan*
S$1,000 (Class A) S$1,000,000 (Class B)	S$100 (Class A) At the Manager’s discretion (Class B)	Yes (Class A) Not available (Class B)

***** See Paragraph 14 of this Prospectus for further details on the RSP.

H. Minimum Realisation Amount and Minimum Holding

Holders may realise their holdings of Units in full or partially. Partial realisation of Units must meet minimum amounts and is subject to the Holder maintaining a minimum holding in the Sub-Fund, as described below:-

	Class A	Class B
Minimum Realisation Amount	S$100	At the Manager’s discretion

Minimum holdings upon partial realisation in terms of:-

Minimum Holdings	Class A	Class B
Number of Units	1,000 Units	10,000 Units

I. Past Performance and Benchmark of MSEF

The benchmark against which the performance of MSEF is measured is the MSCI Singapore Index.

The past performance of the Class incepted for more than 12 months and its benchmark performance as at 30 November 2020 are as follows:

	1 Year	3 Years	5 years	10 years	Since inception
		(***average annual compounded return***)			
Class A - Manulife Singapore Equity Fund *Inception date: 14 September 2009*	-11.81%	-3.96%	2.63%	1.32%	2.73%
MSCI Singapore Index	-8.78%	-1.91%	4.37%	2.49%	4.05%

Source: Manulife IM (SG)

Class A-QDis and Class B of MSEF have not been incepted as at the date of registration of this Prospectus.

Notes:

1. Performance is calculated in SGD on a single pricing basis, with net income and dividends reinvested, taking into account the applicable initial charge and redemption charge (if any).

2. The Sub-Fund's or a Class's performance will be calculated based on the NAV of the Sub-Fund or the Class after Swing Pricing adjustment (if any) has been applied and therefore the returns of the Sub-Fund or the Class may be influenced by the level of subscription and/or realisation activity. Please refer to paragraph 20.7.6 of this Prospectus for further details.

Past performance of the MSEF or its benchmark is not necessarily indicative of its future or likely performance.

J. Expense and Turnover Ratios

The expense and turnover ratios are based on the latest audited accounts for the financial period ended 31 December 2019:

	Class A	Class A-QDis and Class B
Expense Ratio*	2.16%	N.A.
Turnover Ratio	68.35%	

* ***The past performance of the Class is not indicative of its future performance.***

Schedule 3 - Manulife Asia Pacific Investment Grade Bond Fund (“MAPIGBF”)

A. Investment Objectives of MAPIGBF

The investment objective of MAPIGBF is to maximize total returns from a combination of capital appreciation and income generation through investing primarily in a diversified portfolio of investment grade debt securities issued by governments, agencies, supra-nationals and corporate issuers in the Asia Pacific region.

B. Investment Focus and Approach of MAPIGBF

The Sub-Fund will invest primarily in investment grade debt securities denominated in local and foreign currencies, issued by governments, agencies, supra-nationals and corporate issuers in the Asia Pacific region. The Sub-Fund may from time to time also invest up to 10% of its assets in debt securities issued in the United States (“**U.S.**”) and European regions if the Manager is of the view that such securities will achieve the aim of maximizing the total investment returns of the Sub-Fund.

The type of debt securities that the Sub-Fund intends to invest in would include, but is not limited to government bonds, corporate bonds, financial bonds, and the issuers or guarantors of the bonds shall have a minimum credit rating of BBB- and above by Standard & Poor’s (or other equivalent ratings). The Sub-Fund may employ derivatives for the purpose of hedging and/or efficient portfolio management.

The Sub-Managers employ a combination of top-down and bottom-up approaches which provides the mechanism for the Sub-Managers to establish the yield, duration and credit strategies, through economic and market analysis. At the same time, it facilitates the Sub-Managers to select individual securities that are undervalued, with consideration of the financial condition of the issuers as well as the collateralisation and other features of the securities.

Benchmark

The Sub-Fund pursues an actively managed investment strategy and uses the 70% JP Morgan Asia Credit Investment Grade Index (SGD Hedged) + 30% JP Morgan Emerging Local Markets Index Plus Asia (SGD) as a benchmark for performance comparison purposes only. The Sub-Managers will invest in an unconstrained manner, relative to the benchmark, under normal market conditions and have the discretion to invest in securities not included in the benchmark. From time to time, depending on market conditions and the Sub-Manager’s forward-looking expectations, the Sub-Fund’s investment strategy may invest in a universe of securities that are similar to that of the constituents of and, as a result, have characteristics similar to the benchmark.

Product Suitability

The Sub-Fund is only suitable for investors who:

- seek to maximize total returns from a combination of capital appreciation and income generation; and
- are comfortable that the price and value of the Units as well as any derived or accrued income may fall or rise, with potential loss of the original amount invested.

You should consult your financial advisers if in doubt on whether the Sub-Fund is suitable for you.

C. Sub-Managers of the Sub-Fund

The sub-managers of the Sub-Fund are Manulife IM (HK) and Manulife IM (Europe) ("the **Sub-Managers**"). Manulife IM (HK) is regulated by the Securities and Futures Commission of Hong Kong and has been managing collective investment schemes or discretionary funds in Hong Kong since 2000. Manulife Investment Management (Europe) Limited ("**Manulife IM (Europe)**") is regulated by the Financial Conduct Authority in the United Kingdom and has been managing collective investment schemes or discretionary funds in the United Kingdom for nineteen years. If any of the Sub-Managers becomes insolvent, the Manager may terminate the sub-investment management agreement entered into with the relevant Sub-Manager.

D. Classes of Units of the Sub-Fund

The Manager is currently offering 7 Classes of Units in the Sub-Fund, namely:

	Accumulation Classes of Units
1.	Class A
2.	Class D
3.	Class B
	Distribution Classes of Units
4.	Class A-MDis
5.	Class A-MDis USD Hedged
6.	Class D-MDis
7.	Class B-MDis

E. Distribution Policy

The Manager shall have the absolute discretion to determine whether a distribution is to be made in respect of the Sub-Fund or Classes as well as the rate and frequency of distributions to be made. Currently, the Manager intends to declare monthly distributions for the Distribution Classes of Units in Paragraph D on the 15th day of each month (or the next Business Day if that day is not a Business Day) or such other date as the Manager may in its absolute discretion determine.

A Holder may at the time of an initial application for Units make a request in writing ("a **Distribution Reinvestment Mandate**") to elect for the automatic reinvestment of all (but not part) of the net amount of distributions to be received by him in the purchase of further Units of the same Sub-Fund or Class (as the case may be) (including fractions of Units, if any). Unless otherwise requested by a Holder in writing, all Holders shall be deemed to have elected to receive the net amount of distributions in cash.

Please note that any such election on the part of an existing Holder in a subsequent application for Units of the same Sub-Fund or Class shall automatically revoke all prior instructions relating to distributions and shall apply to all of the Units then held by that Holder. A Distribution Reinvestment Mandate may only be withdrawn by the Holder giving the Manager not less than 30 days' notice in writing prior to the date of any particular distribution. If a Holder has withdrawn the Distribution Reinvestment Mandate or has realised all his holdings before the distribution payment date, the distribution, if any, to be made to such Holder shall be the relevant amount in cash available for distribution in respect of such Holder's entire holding of Units at the date such distribution was declared. If you invest through an authorised agent or distributor, you may have to obtain additional information with regards to the distribution policy of the authorised agent or distributor and the election you made with the authorised agent or distributor at the time of initial application.

Distributions may be made out of income and/or net capital gains. In addition, the Manager may from time to time, after consulting the Auditors and with the approval of the Trustee, make distributions out of capital. **You should note that payment of dividends out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the relevant Class.**

You should note that the intention of the Manager to make the monthly distribution for the Distribution Classes of Units is not guaranteed, and the Manager may in future review the distribution policy (including, but not limited to, the rate and/or frequency of distribution) depending on prevailing market conditions.

You should also note that any distributions made in respect of the Sub-Fund or Classes may reduce the NAV of the Sub-Fund or the relevant Class.

F. CPFIS Included Scheme

The MAPIGBF (Class A) is included under the CPFIS – Ordinary Account and the CPFIS – Special Account for investment by CPF members. It has been classified by the CPF Board under the risk classification of "Low to Medium Risk – Narrowly Focused (Regional – Asia)". You should note that only the Class A Units of MAPIGBF may be purchased using CPF monies.

G. Fees and Charges

Charges and Fees Payable by Holder	
Preliminary charge	Currently up to 5% for cash and SRS investments, Maximum 5% 0% for CPF investment (or such rate or amount if any as the CPF Board may from time to time decide or allow)
Realisation charge	Currently 0%, Maximum 2%
Switching fee	Currently up to 1%, Maximum 1%

Fees Payable by the Sub-Fund^	
Trustee fee	Current: Less than 0.05% p.a.; Maximum: 0.1% p.a. of the NAV of the Sub-Fund Subject always to a minimum of S$10,000 p.a. (Subject to agreement between the Manager and the Trustee, the minimum trustee fee payable may be waived, suspended or varied in full or in part for such period of time as may be determined by the Manager and Trustee from time to time.)
Management fee (a) Retained by Manager (b) Paid by Manager to financial adviser (trailer fee)	Class A: 0.75% p.a. - (a) 40% to 50% of management fee - (b) 50% to 60%[18] of management fee Class D: 0.40% p.a. - (a) 100% of management fee - (b) 0%[18] of management fee Class B: 0% p.a.[19] Maximum 2% p.a. of the NAV of the Sub-Fund
Other fees and charges*	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund.

* Other fees and charges include (but are not limited to) valuation fees, custodian fees, fund administration fees, transfer agent fees, legal, professional fees, taxes and other out-of-pocket expenses.

^ You should note that the fees and charges applicable to the Sub-Fund (including fees based on the NAV of the Sub-Fund) will be based on the NAV before Swing Pricing adjustment (if any) is applied. Please refer to paragraph 20.7.6 of this Prospectus for further details.

You should check with the authorised agent or distributor from whom you subscribed Units from on whether there are any other fees or charges which have not been set out in this Prospectus.

H. Specific Risks of Investments in MAPIGBF

Please refer to the general risk factors described in Paragraph 8.1 and the list of risks set out in Paragraph 8.2 of this Prospectus under the sub-headings “Currency risk”, “Securities risk”, “Unlisted securities risk”, “Emerging market risk”, “FDIs risk”, “Interest rate and credit risk”, “Counterparty risk”, “Tax exposure” and “Risk relating to Hedged classes”. In addition, the Sub-Fund may be affected by the risks set out below.

[18] Your financial adviser is required to disclose to you the amount of trailer fee it receives from the Manager.
[19] Subject to such separate fee arrangement as the Manager and the relevant investor may from time to time agree.

(1) Risk of Subordinated Bonds

For subordinated bonds, the right to claim back the principal and any unpaid interests is ranked lower than the other types of bond. Thus, the risk of not being able to recover the principal and any unpaid interests will correspondingly be higher.

(2) Liquidity Risk of Bond Market

When there is insufficient liquidity in the bond market or when the Sub-Fund needs to urgently sell off its bonds (e.g. due to downgrade in the credit ratings of the issuer), there is a risk that the Sub-Fund may have to sell off its bonds below cost or below the current market value, and the NAV of the Sub-Fund could be adversely affected as a result.

(3) Mainland China Investment Risks

Investing in the securities markets in Mainland China is subject to the risks of investing in emerging markets generally as well as to specific risks relating to the Mainland China market.

Investors should note that the legal system and regulatory framework of Mainland China are still developing, making it more difficult to obtain and/or enforce judgments and such could limit the legal protection available to investors. Military conflicts, either internal or with other countries, are also a risk. In addition, currency fluctuations, currency convertibility and fluctuations in inflation and interest rates have had, and may continue to have, negative effects on the economy and securities markets of Mainland China. Mainland China's economic growth has historically been driven in a large degree by exports to the U.S. and other major export markets. Therefore, a slow-down in the global economy may have a negative impact on the continued growth of the Chinese economy.

Many of the recent economic reforms in Mainland China are unprecedented and may be subject to adjustment and modification, which may not always have a positive effect on foreign investment in securities of PRC issuers. Governmental interventions in the financial markets in Mainland China have increased in recent years, which may lead to severe price volatility for financial instruments.

In view of the relatively smaller number of securities issues currently available in Mainland China, the choice of investments available to the Sub-Fund is limited when compared with the choices available in other more developed markets and the national regulatory and legal framework for capital markets in Mainland China are not as well developed. There may be a low level of liquidity of securities markets in Mainland China. This may lead to severe price volatility under certain circumstances.

Chinese companies are required to follow Mainland China accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be significant differences between financial statements prepared by accountants following Mainland China accounting standards and practice and those prepared in accordance with international accounting standards.

The PRC securities markets are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions and in interpreting and applying the relevant regulations.

Investments in Mainland China are likely to be sensitive to any significant change in the political, social and economic landscapes in Mainland China. Mainland China's economy has been in a state of transition over the past 40 years from a planned economy to a more market-oriented economy, which differs from the economies of developed countries in many ways, such as in the level of government involvement, control of foreign exchange and allocation of resources. The Chinese government plays a major role in the economic reforms and will continue to exercise significant control over Mainland China's economy, including potentially by the adoption of corrective measures to control the growth of economy, which may have an adverse impact on the securities markets of Mainland China and thus the performance of the Sub-Fund.

The Chinese government strictly regulates the payment of foreign currency-denominated obligations and sets monetary policy. Through its policies, the government may provide preferential treatment to particular industries or companies. The policies set by the government may have a substantial effect on the Chinese economy and the investments of the Sub-Fund.

Political changes, social instability and adverse diplomatic developments in Mainland China could result in the imposition of additional government restrictions including the expropriation of assets, confiscatory taxes or nationalisation of some or all of the property held by the underlying issuers of the shares.

In light of the above mentioned factors, the price of securities of PRC issuers may fall significantly in certain circumstances.

(4) Mainland China Tax

Please refer to paragraph 8.2.11 of the Prospectus for general information relating to Mainland China Tax risk.

The Manager does not currently make any tax provision in respect of any potential PRC WHT, EIT, VAT and Surtaxes; however, the Manager reserves the right to do so when it thinks appropriate. The amount of any such tax provision will be disclosed in the accounts of the Sub-Fund.

The tax laws, regulations and practice in Mainland China are constantly changing, and they may be changed with retrospective effect. In this connection, the Sub-Fund may be subject to additional taxation that is not anticipated as at the date hereof or when the relevant investments are made, valued or disposed of. The income from and/or the value of the relevant investments in the Sub-Fund may be reduced by any of those changes.

(5) Risks Associated with Investments via the Bond Connect

The Bond Connect program is an initiative launched in July 2017 established by China Foreign Exchange Trade System & National Interbank Funding Centre ("**CFETS**"), China Central Depository & Clearing Co., Ltd. ("**CCDC**"), Shanghai Clearing House ("**SHCH**"), Hong Kong Exchanges and Clearing Limited ("**HKEx**") and Central Money Markets Unit of the HKMA (as defined below) (“**CMU**”) to facilitate investors from Mainland China and Hong Kong to trade in each other's bond markets through connection between the Mainland China and Hong Kong financial institutions.

Under the prevailing PRC regulations, eligible foreign investors are allowed to invest in the bonds available on the China interbank bond market (“**CIBM**”) through the northbound trading of the Bond Connect ("**Northbound Trading Link**"). There is no investment quota for the Northbound Trading Link.

Under the Northbound Trading Link, eligible foreign investors are required to appoint the CFETS or other institutions recognised by the People's Bank of China (“**PBOC**”) as registration agents to apply for registration with the PBOC.

The Northbound Trading Link refers to the trading platform that is located outside of Mainland China and is connected to CFETS for eligible foreign investors to submit their trade requests for bonds circulated in the CIBM through the Bond Connect. HKEx and CFETS will work together with offshore electronic bond trading platforms to provide electronic trading services and platforms to allow direct trading between eligible foreign investors and approved onshore dealers in Mainland China through CFETS.

Eligible foreign investors may submit trade requests for bonds circulated in the CIBM through the Northbound Trading Link provided by offshore electronic bond trading platforms, which will in turn transmit their requests for quotation to CFETS. CFETS will send the requests for quotation to a number of approved onshore dealers (including market makers and others engaged in the market making business) in Mainland China. The approved onshore dealers will respond to the requests for quotation via CFETS, and CFETS will send their responses to those eligible foreign investors through the same offshore electronic bond trading platforms. Once the eligible foreign investor accepts the quotation, the trade is concluded on CFETS.

On the other hand, the settlement and custody of bond securities traded in the CIBM under the Bond Connect will be done through the settlement and custody link between the CMU, as an offshore custody agent, and the CCDC and the SHCH, as onshore custodian and clearing institutions in Mainland China. Under the settlement link, CCDC or the SHCH will effect gross settlement of confirmed trades onshore and the CMU will process bond settlement instructions from the CMU members on behalf of eligible foreign investors in accordance with its relevant rules.

Pursuant to the prevailing regulations in Mainland China, the CMU, being the offshore custody agent recognised by the Hong Kong Monetary Authority (the “**HKMA**”), opens omnibus nominee accounts with the onshore custody agent recognised by the PBOC (i.e., the CCDC and Interbank Clearing Company Limited). All bonds traded by eligible foreign investors will be registered in the name of the CMU, which will hold such bonds as a nominee owner.

The Sub-Fund's investments in bonds through the Bond Connect will be subject to a number of additional risks and restrictions that may affect the Sub-Fund's investments and returns.

The Bond Connect is relatively new. Laws, rules, regulations, policies, notices, circulars or guidelines relating to the Bond Connect (the "**Applicable Bond Connect Regulations**") as published or applied by any of the Bond Connect Authorities (as defined below) are untested and are subject to change from time to time. There can be no assurance that the Bond Connect will not be restricted, suspended or abolished. If such event occurs, the Sub-Fund's ability to invest in the CIBM through the Bond Connect will be adversely affected, and if the Sub-Fund is unable to adequately access the CIBM through other means, the Sub-Fund's ability to achieve its investment objective will be adversely affected. "**Bond Connect Authorities**" refers to the exchanges, trading systems, settlement systems, governmental, regulatory or tax bodies which provide services and/or regulate Bond Connect and activities relating to Bond Connect, including, without limitation, the PBOC, the HKMA, the HKEx, the CFETS, the CMU, the CCDC and the SHCH and any other regulator, agency or authority with jurisdiction, authority or responsibility in respect of Bond Connect.

The Sub-Fund may also be exposed to risks associated with settlement procedures and default of counterparties. The counterparty which has entered into a transaction with the Sub-Fund may default in its obligation to settle the transaction by delivery of the relevant security or by payment for value.

Potential lack of liquidity due to low trading volume of certain debt securities in the CIBM may result in prices of certain debt securities traded on such market fluctuating significantly. The Sub-Fund is therefore subject to liquidity risks. The debt securities traded in the CIBM may be difficult or impossible to sell, and this would affect the Sub-Fund’s ability to acquire or dispose of such securities at their intrinsic value.

Under the prevailing Applicable Bond Connect Regulations, eligible foreign investors who wish to participate in the Bond Connect may do so through an offshore custody agent, registration agent or other third parties (as the case may be), who would be responsible for making the relevant filings and account opening with the relevant authorities. The Sub-Fund is therefore subject to the risk of default or errors on the part of such agents.

Trading through the Bond Connect is performed through newly developed trading platforms and operational systems. There is no assurance that such systems will function properly (in particular, under extreme market conditions) or will continue to be adapted to changes and developments in the market. In the event that the relevant systems fails to function properly, trading through the Bond Connect may be disrupted. The Sub-Fund's ability to trade through the Bond Connect (and hence to pursue its investment strategy) may therefore be adversely affected. In addition, where the Sub-Fund invests in the CIBM through the Bond Connect, it may be subject to risks of delays inherent in the order placing and/or settlement.

The CMU is the "nominee holder" of the bonds acquired by the Sub-Fund through the Bond Connect. Whilst the Applicable Bond Connect Regulations expressly provide that investors enjoy the rights and interests of the bonds acquired through the Bond Connect in accordance with applicable laws, how a beneficial owner (such as the Sub-Fund) of the relevant bonds exercises and enforces its rights over such securities in the courts in China is yet to be tested. Even if the concept of beneficial ownership is recognized under Chinese law, those securities may form part of the pool of assets of such nominee holder available for distribution to creditors of such nominee holder and/or a beneficial owner may have no rights whatsoever in respect thereof.

(6) Renminbi Currency and Conversion Risks

The Renminbi is not currently a freely convertible currency and is subject to foreign exchange control imposed by the PRC government. Such control of currency conversion and movements in the Renminbi exchange rates may adversely affect the operations and financial results of companies in the PRC as well as the investment returns on Renminbi denominated securities. Insofar as the Sub-Fund may invest in the PRC, it will be subject to the risk of the PRC government's imposition of restrictions on the repatriation of funds or other assets out of the country, limiting the ability of the Sub-Fund to satisfy payments to investors, as well as the risk of fluctuation for foreign exchange rates, including the risk of depreciation of Renminbi. These risks, if materialised, will result in substantial losses for the Sub-Fund.

I. Minimum Initial Subscription, Minimum Subsequent Subscription and Regular Savings Plan

Classes of Units	**Minimum initial subscription**	**Minimum subsequent subscription**	**Regular Savings Plan***
Class A	$1,000 (in the currency of the Class)	$100 (in the currency of the Class)	Yes
Class D	S$1,000,000	At the Manager's discretion	Not Available
Class B	S$1,000,000	At the Manager's discretion	Not Available

***** See Paragraph 14 of this Prospectus for further details on the RSP.

J. Minimum Realisation Amount and Minimum Holding

Holders may realise their holdings of Units in full or partially. Partial realisation of Units must meet minimum amounts and is subject to the Holder maintaining a minimum holding in the Sub-Fund, as described below:-

	Class A	**Class D**	**Class B**
Minimum Realisation Amount	$100 (in the currency of the Class)	At the Manager's discretion	At the Manager's discretion

Minimum holdings upon partial realisation in terms of:-

Minimum Holdings	**Class A**	**Class A-MDis and Class A-MDis USD Hedged**	**Class D, Class D-MDis, Class B and Class B-MDis**
Number of Units	1,000 Units	5,000 Units	10,000 Units

K. Past Performance and Benchmark of MAPIGBF

The benchmark against which the performance of the MAPIGBF is measured is the 70% JP Morgan Asia Credit Investment Grade Index (SGD Hedged) + 30% JP Morgan Emerging Local Markets Index Plus Asia (SGD).

The past performance of the Classes incepted for more than 12 months and their benchmark performance as at 30 November 2020 are as follows:

	1 Year	**3 Years**	**5 Years**	**Since inception**
		(*average annual compounded return*)		
Class A - Manulife Asia Pacific Investment Grade Bond Fund *Inception date: 21 January 2014*	0.26%	2.18%	2.48%	2.87%
Class A-MDis - Manulife Asia Pacific Investment Grade Bond Fund *Inception date: 21 January 2014*	0.27%	2.18%	2.47%	2.86%
70% JP Morgan Asia Credit Investment Grade Index (SGD Hedged) + 30% JP Morgan Emerging Local Markets Index Plus Asia (SGD)	-2.56%	1.61%	2.59%	3.28%

Source: Manulife IM (SG)

Class B of MAPIGBF was incepted on 4 February 2014 and was fully redeemed on 3 January 2017, thus the past performance of Class B as at 30 November 2020 is not available.

Class A-MDis USD Hedged, Class D, Class D-MDis and Class B-MDis of MAPIGBF have not been incepted as at the date of registration of this Prospectus.

Notes:

1. Performance is calculated in SGD on a single pricing basis, with net income and dividends reinvested, taking into account the applicable initial charge and redemption charge (if any).

2. The Sub-Fund's or a Class's performance will be calculated based on the NAV of the Sub-Fund or the Class after Swing Pricing adjustment (if any) has been applied and therefore the returns of the Sub-Fund or the Class may be influenced by the level of subscription and/or realisation activity. Please refer to paragraph 20.7.6 of this Prospectus for further details.

Past performance of the MAPIGBF or its benchmark is not necessarily indicative of its future or likely performance.

L. Expense and Turnover Ratios

The expense and turnover ratios are based on the latest audited accounts for the financial period ended 31 December 2019:

	Class A	**Class A-MDis**	**Class A-MDis USD Hedged**	**Class D**	**Class D-MDis**	**Class B**	**Class B-MDis**
Expense Ratio*	0.90%	0.90%	N.A.	N.A.	N.A.	N.A.	N.A.
Turnover Ratio	74.15%						

***** ***The past performance of the Classes is not indicative of their future performance.***

Schedule 4 - Manulife Global Asset Allocation – Growth Fund ("MGAAGF")

A. Investment Objectives of MGAAGF

The investment objective of MGAAGF is to achieve long term capital growth while also managing downside risk.

B. Investment Focus and Approach of MGAAGF

The Sub-Fund aims to meet its objective by investing primarily in a managed portfolio of collective investment schemes (including exchange traded funds ("**ETFs**") and REITs) and cash. The Sub-Fund targets, at the end of each month, an asset allocation of up to 60% into schemes with underlying investments comprising primarily of equities, commodity ETFs and/or REITs, subject to any applicable limits under the Code. The rest of the assets of the Sub-Fund are invested into cash and schemes with underlying investments primarily in bonds and/or money market instruments.

The investments of the Sub-Fund may be allocated in different geographical regions without a bias toward any single country, sector, or industry.

As at the date of this Prospectus, the Fund may invest in commodity ETFs with underlying assets in precious metals such as gold and silver, which are in the view of the Sub-Manager highly correlated based on their historical returns. The Fund may from time to time also invest in commodity ETFs with direct investments in physical commodities from other commodity sectors such as energy, agriculture and base metals.

The Sub-Manager implements its tactical views by using an investment process that combines the top-level analysis with portfolio construction and daily risk monitoring. Top-level analysis refers to top layer asset allocation decisions and these decisions are made by the Sub-Manager by assessing the Macro themes, Fundamental factors, Sentiment and Technical factors ("**MFST**"). This MFST analysis also aids in determining the stage of the economic cycle. Bottom layer of security selection / sector and country allocation within each asset class is done by the underlying funds' investment managers. Once the portfolio of the Sub-Fund is constructed, it is continuously being reviewed which may lead to portfolio re-balancing or changes as the Sub-Manager deems necessary.

Asset allocation decisions are typically made to manage the overall volatility and long term return of the Sub-Fund's portfolio in response to changes in the stage of economic cycle, market and asset class volatility.

The Sub-Fund may invest in any collective investment scheme (and (where applicable) any class(es) therein) including but not limited to the following funds, each of which the Sub-Fund may invest 30% or more of its asset value into (each a "**MGAAGF Underlying Fund**"):

- Manulife Global Fund – U.S. Equity Fund (formerly known as Manulife Global Fund – American Growth Fund), share class I
- Manulife Global Fund – European Growth Fund, share class I
- Manulife Global Fund – Asian Equity Fund, share class I
- Manulife Global Fund – U.S. Special Opportunities Fund, share class I
- Manulife Global Fund – Asia Total Return Fund, share class I

- Manulife Global Fund – U.S. Bond Fund, share class I
- Manulife Singapore Bond Fund, Class B
- Manulife Asia Pacific Investment Grade Bond Fund, Class B

* The Manager may from time to time invest in any class of units of each of the MGAAGF Underlying Funds and may from time to time switch all or any of its units of an MGAAGF Underlying Fund to units of the other MGAAGF Underlying Fund or another class of the same MGAAGF Underlying Fund or the other MGAAGF Underlying Fund.

The investment objectives and policies of the MGAAGF Underlying Funds are as set out in the table below.

Name of MGAAGF Underlying Fund	**Investment objective**	**Investment policy**
Manulife Global Fund – U.S. Equity Fund (formerly known as Manulife Global Fund - American Growth Fund)	The investment objective of MGF-USEF is to aim to achieve capital growth by investing at least 70% of its net assets in a portfolio of equity and equity related securities of North American companies, with the main emphasis on the U.S. Such equity and equity related securities include common stocks, preferred stocks and depositary receipts. The MGF-USEF will invest at least 70% of its net assets in securities of a carefully selected list of large capitalisation companies. MGF-USEF may also invest its remaining assets in smaller and medium-sized quoted companies.	While the MGF-USEF will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, it is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. MGF-USEF's investments are primarily denominated in U.S. Dollars. It is not the intention of MGF-USEF to invest more than 10% of its net assets in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch). While MGF-USEF uses the S&P 500 TR USD index as a benchmark for performance comparison purposes, MGF-USEF pursues an actively managed investment strategy and may deviate significantly from the benchmark from time to time. While this deviation may result in performance that is meaningfully different than that of the benchmark, MGF-USEF's investment strategy will

		tend to invest in a universe of securities that are similar to that of the constituents of the benchmark.
Manulife Global Fund – European Growth Fund	The investment objective of MGF-EGF is to aim to achieve capital growth from investing at least 70% of its net assets in a diversified portfolio of equity and equity related securities in large capitalisation companies quoted on stock markets in Europe (including in the United Kingdom), or companies that have substantial business interests in Europe. The main emphasis of the investment strategy of the MGF-EGF is on the assessment and selection of individual stocks within the European markets.	While MGF-EGF will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, it is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. Hence, MGF-EGF may invest more than 30% of its net assets in issuers located in the United Kingdom. MGF-EGF's investments may be denominated in any currency. It is not the intention of MGF-EGF to invest more than 10% of its net assets in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch). While MGF-EGF uses the MSCI Europe NR USD index as a benchmark for performance comparison purposes, MGF-EGF pursues an actively managed investment strategy and may deviate significantly from the benchmark from time to time. While this deviation may result in performance that is meaningfully different than that of the benchmark, MGF-EGF's investment strategy will tend to invest in a universe of securities that are similar to that of the constituents of the benchmark.
Manulife Global Fund – Asian Equity Fund	The investment objective of MGF-AEF is to aim to achieve capital growth by investing at least 70%	While the MGF-AEF will invest in accordance with its investment objective and strategy, subject to

	of its net assets in a diversified portfolio of equity and equity related securities of companies listed on stock markets throughout Asia, including those in Australia, Hong Kong, Indonesia, Malaysia, New Zealand, the PRC, the Philippines, Singapore, South Korea, Taiwan and Thailand, but not any of the stock exchanges in Japan. Such equity and equity related securities include common stocks, preferred stocks and depositary receipts.	applicable laws and regulations, the MGF-AEF is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector and in issuers of any market capitalisation. Hence, the MGF-AEF may invest more than 30% of its net assets in issuers located in any of the PRC, South Korea and Taiwan. The MGF-AEF's investments may be denominated in any currency. The MGF-AEF may invest directly in certain China A-Shares listed on the SSE or the SZSE via Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect respectively. In any event where the MGF-AEF invests in China A-Shares, it is expected that the MGF-AEF will not hold more than 30% of its net assets in China A-Shares. It is not the intention of MGF-AEF to invest more than 10% of its net assets in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch). In times of extreme market volatility or during severe adverse market conditions, MGF-AEF may temporarily hold a substantial portion (up to 30%) of MGF-AEF's net assets in cash or cash equivalents, or invest in short-term money market instruments, to preserve the value of the assets in the investment portfolio of MGF-AEF. While MGF-AEF uses the MSCI AC Asia ex-Japan NR USD index as a

		benchmark for performance comparison purposes, MGF-AEF pursues an actively managed investment strategy and may deviate significantly from the benchmark from time to time. While this deviation may result in performance that is meaningfully different than that of the benchmark, MGF-AEF's investment strategy will tend to invest in a universe of securities that are similar to that of the constituents of the benchmark.
Manulife Global Fund – U.S. Special Opportunities Fund	MGF-USSOF has, as its primary objective, the maximisation of total returns from a combination of current income and capital appreciation. To pursue this objective, the MGF-USSOF will invest at least 70% of its net assets and up to 100% of its net assets in U.S. and non-U.S. fixed-income securities rated BB+ by Standard & Poor's or Fitch or/ Ba1 by Moody's or lower (i.e. below investment grade) and their unrated equivalents. Such fixed-income securities may be issued by governments, agencies, supra-nationals and corporate issuers. MGF-USSOF will invest at least 70% of its net assets in issuers located in the United States.	While the MGF-USSOF will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, the MGF-USSOF is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. The MGF-USSOF's investments may be denominated in any currency. The MGF-USSOF may invest up to 20% of its net assets in debt instruments with loss-absorption features, including, but not limited to, total loss-absorbing capacity eligible instruments, contingent convertible bonds, certain types of senior non-preferred debt and other similar instruments with write-down or bail-in features related to the issuers' regulatory capital ratio. These instruments may be subject to contingent write-down or contingent conversion to equity on the occurrence of trigger event(s). It is not the intention of the MGF-USSOF to invest more than 10% of their net assets in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local

		authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch). In times of extreme market volatility or during severe adverse market conditions, the MGF-USSOF may temporarily hold a substantial portion (up to 30%) of the MGF-USSOF's net assets in cash or cash equivalents, or invest in short-term money market instruments, to preserve the value of the assets in the investment portfolio of the MGF-USSOF. While MGF-USSOF uses the ICE/BofAML US High Yield TR USD index as a benchmark for performance comparison purposes, MGF-USSOF pursues an actively managed investment strategy and may deviate significantly from the benchmark from time to time. While this deviation may result in performance that is meaningfully different than that of the benchmark, MGF-USSOF's investment strategy will tend to invest in a universe of securities that are similar to that of the constituents of the benchmark.
Manulife Global Fund – Asia Total Return Fund	The investment objective of MGF-ATRF is to aim to maximize total returns from a combination of capital appreciation and income generation. The MGF-ATRF invests at least 70% of its net assets in a diversified portfolio of fixed income securities issued by governments, agencies, supra-nationals and corporate issuers in Asia. The MGF-ATRF may also invest (up to 30% of its net assets) in cash and fixed income securities of other issuers outside Asia if the investment manager	It is not the intention of the MGF-ATRF to invest more than 10% of its net assets in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch). In times of extreme market volatility or during severe adverse market conditions, the MGF-ATRF may temporarily hold a substantial

	considers that such securities will achieve the goal of maximizing capital appreciation and income generation. While the MGF-ATRF will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, the MGF-ATRF is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. Hence, the MGF-ATRF may invest more than 30% of its net assets in issuers located in the PRC. The MGF-ATRF invests in securities denominated in Asian currencies or other currencies. It may invest in local currency bonds with unhedged currency exposure to achieve currency gains. The MGF-ATRF may also hedge for efficient portfolio management purposes. The MGF-ATRF may invest (up to 40% of its net assets) in higher-yielding debt securities rated lower than investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch), or if unrated, their equivalent. Thus, an investment in MGF-ATRF is accompanied by a higher degree of credit risk. While MGF-ATRF uses the JPMorgan ELMI TR and JPM Asia Credit TR USD indices as benchmarks for performance comparison purposes, MGF-ATRF pursues an actively managed investment strategy and may deviate significantly from the benchmarks from time to time. While this deviation may result in performance that is meaningfully	portion (up to 30%) of the MGF-ATRF's net assets in cash or cash equivalents, or invest in short-term money market instruments, to preserve the value of the assets in the investment portfolio of the MGF-ATRF.

	different than that of the benchmarks, MGF-ATRF's investment strategy will tend to invest in a universe of securities that are similar to that of the constituents of the benchmarks.	
Manulife Global Fund – U.S. Bond Fund	MGF-USBF has, as its primary objective, the maximisation of total returns from a combination of current income and capital appreciation. To pursue this objective, the MGF-USBF will normally invest at least 75% of its net assets in U.S. Dollars denominated fixed-income securities with an intended average credit rating of A and above. Such fixed-income securities may be issued by governments, agencies, supra-nationals and corporate issuers. MGF-USBF may invest up to 25% of its net assets in higher-yielding debt securities rated lower than investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch).	While the MGF-USBF will invest in accordance with its investment objective and strategy, subject to applicable laws and regulations, the MGF-USBF is not otherwise subject to any limitation on the portion of its net assets that may be invested in any one country or sector. The MGF-USBF will invest at least 70% of its net assets in issuers located in the United States. The MGF-USBF may invest up to 20% of its net assets in debt instruments with loss-absorption features, including, but not limited to, total loss-absorbing capacity eligible instruments, contingent convertible bonds, certain types of senior non-preferred debt and other similar instruments with write-down or bail-in features related to the issuers' regulatory capital ratio. These instruments may be subject to contingent write-down or contingent conversion to equity on the occurrence of trigger event(s). It is not the intention of the MGF-USBF to invest more than 10% of its net assets in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody's or BBB- by Standard & Poor's or Fitch). In times of extreme market volatility or during severe adverse market conditions, the MGF-USBF may

		temporarily hold a substantial portion (up to 50%) of the MGF-USBF's net assets in cash or cash equivalents, or invest in short-term money market instruments, to preserve the value of the assets in the investment portfolio of the MGF-USBF. While MGF-USBF uses the Bloomberg Barclays US Aggregate Bond TR USD index as a benchmark for performance comparison purposes, MGF-USBF pursues an actively managed investment strategy and may deviate significantly from the benchmark from time to time. While this deviation may result in performance that is meaningfully different than that of the benchmark, MGF-USBF's investment strategy will tend to invest in a universe of securities that are similar to that of the constituents of the benchmark.
Manulife Singapore Bond Fund	Please refer to Schedule 1 of this Prospectus.	Please refer to Schedule 1 of this Prospectus.
Manulife Asia Pacific Investment Grade Bond Fund	Please refer to Schedule 3 of this Prospectus.	Please refer to Schedule 3 of this Prospectus.

Benchmark

The Sub-Fund is actively managed. There is no benchmark against which the performance of the Sub-Fund is measured as there is no suitable benchmark that reflects the dynamic asset allocation strategy of the Sub-Fund.

Product Suitability

The Sub-Fund is <u>only</u> suitable for investors who:

- seek to achieve long term capital growth whilst also managing downside risk; and
- are comfortable that the price and value of the Units as well as any derived or accrued income may fall or rise, with potential loss of the original amount invested.

You should consult your financial advisers if in doubt on whether the Sub-Fund is suitable for you.

C. Management Company, Investment Managers, Manager and Sub-Managers of the MGAAGF Underlying Funds

The MGF Management Company is appointed as the management company of MGF.

The MGF Management Company is domiciled in and incorporated under the laws of the Grand Duchy of Luxembourg. It is regulated by the *Commission de Surveillance du Secteur Financier* of Luxembourg, and has been managing CISs or discretionary funds since 2009.

The investment manager of MGF-USEF, MGF-USSOF and MGF-USBF is Manulife Investment Management (US) LLC (formerly known as "Manulife Asset Management (US) LLC") ("**Manulife IM (US)**"). Manulife IM (US) is domiciled in the U.S. and is regulated by the Securities and Exchange Commission in the U.S. and (as the successor to certain affiliated advisory firms) has managed collective investment schemes or discretionary funds since 1992.

The investment manager of MGF-AEF, the co-investment manager of MGF-ATRF and one of the sub-managers of MAPIGBF is Manulife IM (HK). Manulife IM (HK) is a wholly owned subsidiary of Manulife Investment Management International Holdings Limited and is domiciled in Hong Kong SAR and is licensed with and regulated by the Hong Kong Securities and Futures Commission. Manulife IM (HK) has been managing collective investment schemes or discretionary funds since 2000.

The other co-investment manager of MGF-ATRF and other sub-manager of MAPIGBF is Manulife IM (Europe). Manulife IM (Europe) is domiciled in the United Kingdom and is regulated by the Financial Conduct Authority in the United Kingdom. Manulife IM (Europe) has been managing collective investment schemes or discretionary funds for nineteen years.

The investment manager of MGF-EGF is T. Rowe Price International Ltd ("**T. Rowe**"). T.Rowe is domiciled in the United Kingdom and has been managing collective investment schemes or discretionary funds since 2000. It is authorised and regulated by the Financial Conduct Authority in the United Kingdom.

The manager of MSBF and MAPIGBF is Manulife IM (SG). Please refer to Paragraph 2.1 of this Prospectus for more information on Manulife IM (SG).

D. Sub-Manager of the Sub-Fund

The sub-manager of the Sub-Fund is Manulife IM (HK). Manulife IM (HK) is regulated by the Securities and Futures Commission of Hong Kong.

E. Classes of Units of the Sub-Fund

The Manager is currently offering 6 Classes of Units in the Sub-Fund, namely:

	Accumulation Classes of Units
1.	Class A-SGD
2.	Class A-SGD Hedged
3.	Class B-SGD

	Distribution Classes of Units
4.	Class A-MDis SGD
5.	Class A-MDis SGD Hedged
6.	Class A-MDis USD

F. Distribution Policy

The Manager shall have the absolute discretion to determine whether a distribution is to be made in respect of the Sub-Fund or Classes as well as the rate and frequency of distributions to be made. Currently, the Manager intends to declare monthly distributions for the Distribution Classes of Units in Paragraph E on 15th day of each month (or the next Business Day if that day is not a Business Day) or such other date as the Manager may in its absolute discretion determine.

A Holder may at the time of an initial application for Units make a request in writing ("a **Distribution Reinvestment Mandate**") to elect for the automatic reinvestment of all (but not part) of the net amount of distributions to be received by him in the purchase of further Units of the same Sub-Fund or Class (as the case may be) (including fractions of Units, if any). Unless otherwise requested by a Holder in writing, all Holders shall be deemed to have elected to receive the net amount of distributions in cash.

Please note that any such election on the part of an existing Holder in a subsequent application for Units of the same Sub-Fund or Class shall automatically revoke all prior instructions relating to distributions and shall apply to all of the Units then held by that Holder. A Distribution Reinvestment Mandate may only be withdrawn by the Holder giving the Manager not less than 30 days' notice in writing prior to the date of any particular distribution. If a Holder has withdrawn the Distribution Reinvestment Mandate or has realised all his holdings before the distribution payment date, the distribution, if any, to be made to such Holder shall be the relevant amount in cash available for distribution in respect of such Holder's entire holding of Units at the date such distribution was declared. If you invest through an authorised agent or distributor, you may have to obtain additional information with regards to the distribution policy of the authorised agent or distributor and the election you made with the authorised agent or distributor at the time of initial application.

Distributions may be made out of income and/or net capital gains and/or, after prior consultation with the Trustee, capital. **You should note that payment of dividends out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the relevant Class.**

You should note that the intention of the Manager to make the monthly distribution for the Distribution Classes of Units is not guaranteed, and the Manager may in future review the distribution policy (including, but not limited to, the rate and/or frequency of distribution) depending on prevailing market conditions.

You should also note that any distributions made in respect of the Sub-Fund or Classes may reduce the NAV of the Sub-Fund or the relevant Class.

G. Fees and Charges

Charges and Fees Payable by Holder	
Preliminary charge	Currently up to 5%, Maximum 5%
Realisation charge	Currently 0%, Maximum 2%
Switching fee	Currently up to 1%, Maximum 1%
Fees Payable by the Sub-Fund^	
Trustee fee	Current: Less than 0.05% p.a.; Maximum: 0.1% p.a. of the NAV of the Sub-Fund Subject always to a minimum of US$8,000 p.a. (Subject to agreement between the Manager and the Trustee, the minimum trustee fee payable may be waived, suspended or varied in full or in part for such period of time as may be determined by the Manager and Trustee from time to time.)
Management fee (a) Retained by Manager (b) Paid by Manager to financial adviser (trailer fee)	Class A: 1.35% p.a. - (a) 40% to 50% of management fee - (b) 50% to 60%[20] of management fee Class B: 0% p.a.[21] Maximum 2% p.a. of the NAV of the Sub-Fund
Other fees and charges*	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund.

* Other fees and charges include (but are not limited to) valuation fees, custodian fees, fund administration fees, transfer agent fees, legal, professional fees, taxes and other out-of-pocket expenses.

^ You should note that the fees and charges applicable to the Sub-Fund (including fees based on the NAV of the Sub-Fund) will be based on the NAV before Swing Pricing adjustment (if any) is applied. Please refer to paragraph 20.7.6 of this Prospectus for further details.

You should check with the authorised agent or distributor from whom you subscribed Units from on whether there are any other fees or charges which have not been set out in this Prospectus.

[20] Your financial adviser is required to disclose to you the amount of trailer fee it receives from the Manager.
[21] Subject to such separate fee arrangement as the Manager and the relevant investor may from time to time agree.

Fees Charged by MSBF and MAPIGBF: Please refer to Schedules 1 and 3 of this Prospectus.	
Fees Charged by share class I of the other MGAAGF Underlying Funds (hereinafter referred to as "MGAAGF MGF Underlying Funds")[22]	
Preliminary charge	Currently Nil, Maximum 6%
Redemption charge	Currently Nil, Maximum of 1% of Redemption Price (as defined in the Luxembourg Prospectus)
Management fee[23]	All MGAAGF MGF Underlying Funds, except MGF-ATRF: Up to 1.10% p.a. of the NAV of share class I of each MGAAGF MGF Underlying Fund MGF-ATRF: Up to 1.0% p.a. of the NAV of share class I of MGF-ATRF
Management company fee	Maximum of 0.015% p.a.
Depositary fee	The fee paid by MGF for this service varies depending upon the markets in which the assets of MGF are invested and custodied, and typically ranges from 0.003% p.a. to 0.40% p.a. of the NAV of the relevant sub-fund of MGF (excluding transaction charges and reasonable disbursements and out-of-pocket expenses).
Administrator, Registrar, Listing Agent and Transfer Agent fees	MGF pays fees for these services at commercial rates agreed from time to time between the parties plus reasonable out-of-pocket expenses. The maximum fee paid for these services by MGF will be 0.5% p.a. of its NAV (excluding reasonable out-of-pocket expenses).
Other fees and charges*	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending, amongst others, on the proportion that each fee or charge bears to the NAV of the relevant MGAAGF MGF Underlying Fund.

* Other fees and charges include (but are not limited to) valuation fees, legal, professional fees, taxes and other out-of-pocket expenses.

You should also note that MGAAGF will receive full rebates of the management fee incurred by MGAAGF for its investments in any collective investment scheme managed by the Manulife Investment Management group (including MGAAGF Underlying Funds*).*

H. Specific Risks of Investments in MGAAGF

Please refer to the general risk factors described in Paragraph 8.1 and the list of risks set out in Paragraph 8.2 of this Prospectus under the sub-headings "Currency risk", "Securities risk", "Unlisted securities risk", "Emerging market risk", "FDIs risk", "Interest rate and credit

[22] Further details are available in the Luxembourg Prospectus which may be obtained from the Manager.

[23] The annual management fees charged by each MGAAGF MGF Underlying Fund may be increased to a maximum of 6% of the NAV of the relevant MGAAGF MGF Underlying Fund by giving not less than 3 months' prior notice of the proposed increase to the Holders in that MGAAGF MGF Underlying Fund.

risk", "High-yield bonds risk", "Counterparty risk", "Risk relating to Hedged classes", "Small-Cap risk", "Political and regulatory risk", "Natural resources sector risk", "Liquidity and volatility risk" and "Rating of investment risk". In addition, the Sub-Fund may be affected by the risks set out below.

(1) Collateralised / Securitised product risk

The following statements are intended to provide you with information on the basic features of, and the risks associated with investment in, ABSs, MBSs, CMBSs, CMOs (as defined below) and pass-through securities.

(i) **Asset-Backed Security ("ABS")**: ABSs are securities that are backed (or securitised) by a discrete pool of self-liquidating financial assets. Asset-backed securitisation is a financing technique in which financial assets, in many cases themselves less liquid, are pooled and converted into instruments that may be offered and sold in the capital markets.

In a basic securitisation structure, an entity (often a financial institution and commonly known as a "sponsor"), originates or otherwise acquires a pool of financial assets (such as mortgage loans) either directly or through an affiliate. It then sells the financial assets, again either directly or through an affiliate, to a specially created investment vehicle that issues securities "backed" or supported by those financial assets, hence the term "asset-backed securities".

(ii) **Mortgage-Backed Security ("MBS")**: MBSs are debt obligations that represent claims to the cash flows from pools of mortgage loans, most commonly on residential property. Mortgage loans are purchased from banks, mortgage companies, and other originators and then assembled into pools by a governmental, quasi-governmental, or private entity. The securitisation process is as described above, and the securities issued by the entity represent claims on the principal and interest payments made by borrowers on the loans in the pool.

Most MBSs available in the U.S. are issued by Ginnie Mae, or Fannie Mae and Freddie Mac. Ginnie Mae, backed by the U.S. government, guarantees that investors receive timely payments. Fannie Mae and Freddie Mac also provide certain guarantees and, while not backed by the U.S. government, have special authority to borrow from the U.S. Treasury[24]. Some private institutions, such as brokerage firms, banks, and homebuilders, also securitised mortgages, known as "private-label" mortgage securities.

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[24] On 7 September 2008, Fannie Mae and Freddie Mac were placed under the conservatorship of the Federal Housing Finance Agency ("**FHFA**") by the U.S. government. The Treasury and the FHFA have established Preferred Stock Purchase Agreements, contractual arrangements between the Treasury and the conserved entities. Under these agreements, the Treasury will ensure that each company maintains a positive net worth. These agreements support market stability by providing additional security and clarity to government sponsored enterprises ("**GSE"**) debt holders – senior and subordinated – and support mortgage availability by providing additional confidence to investors in GSE mortgage backed securities. This commitment will eliminate any mandatory triggering of receivership and will ensure that the conserved entities have the ability to fulfil their financial obligations.

(iii) **Collateralised Mortgage Obligation ("CMO")**: CMOs, a type of MBS, are bonds that represent claims to specific cash flows from large pools of home mortgages. The streams of principal and interest payments on the mortgages are segregated to the different classes of CMO interests known as tranches. Each tranche may have different credit ratings, principal balances, coupon rates, prepayment risks, and maturity dates (ranging from a few months to twenty years).

(iv) **Commercial Mortgage-Backed Security ("CMBS")**: Unlike residential MBSs, CMBSs are backed by income-producing commercial real estate. In a CMBS transaction, many single mortgage loans of varying size, property type and location are pooled and transferred to a trust. The trust issues a series of bonds that may vary in yield, duration and payment priority. Nationally recognized rating agencies then assign credit ratings to the various bond classes ranging from investment grade (AAA/Aaa through BBB-/Baa3) to below investment grade (BB+/Ba1 through B-/B3) and an unrated class which is subordinate to the lowest rated bond class.

(v) **Pass-through securities**: These securities are issued under a structure where various mortgages are pooled together and used as collateral to back pass-through securities which "passes through" to the holder a proportionate share of the cash flow (net of fees) produced by the collateral pool. These securities could be issued by various agencies such as Ginnie Mae, Fannie Mae and Freddie Mac.

The above securities provide exposure, synthetically or otherwise, to underlying assets and the risk/return profile is determined by the cash flows derived from such assets. They are, by nature, not necessarily homogenous and the underlying assets can take many forms including, but not limited to, residential or commercial mortgages. They may employ leverage which can cause the instruments to be more volatile than if they had not employed leverage. During periods of market volatility, these securities may have a heightened risk of exposure to liquidity or credit downgrade issues.

The structure of asset-backed securities (ABS, MBS and CMBS) is intended, among other things, to insulate investors from the corporate credit risk of the sponsor that originated or acquired the financial assets. However, payment under such structures depends primarily on the cash flows generated by the assets in the underlying pool and other rights designed to ensure timely payment, such as liquidity facilities, guarantees or other features generally known as credit enhancements. For example, MBS loans are repaid by homeowners while CMBS loans are repaid by real estate investors who rely on tenants and customers to provide the cash flow to repay the mortgages. Thus, any factor which could potentially affect general economic activity or the cash flows from borrowers and properties creates a risk (e.g. credit risk of the borrower and property).

Structures such as CMBS and CMOs may employ tranching of the underlying cash flows based on the levels of credit risk/yield/duration. This creates a sequential payment structure generally referred to as the "waterfall". Each month the cash flows received from all of the pooled loans is paid to the investors, starting with those investors holding the highest rated securities, until all accrued interest on those securities is paid. Then interest is paid to the holders of the next highest rated securities and so on. The same process occurs with principal as payments are received. If there is a shortfall in contractual loan payments from the borrowers or if loan collateral is liquidated and does not generate sufficient proceeds to meet payments on all tranches, the investors in the most subordinate tranche class will incur a loss with further losses impacting more senior tranches in reverse order of priority.

Generally, rising interest rates tend to extend the duration of fixed rate mortgage-related securities making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, a MGAAGF MGF Underlying Fund holding mortgage-related securities may exhibit additional volatility (extension risk). Mortgage-related securities are also subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. Absent protection, such prepayments would return principal to investors precisely when their options for reinvesting those MGAAGF MGF Underlying Funds may be relatively unattractive. This can reduce the returns of a MGAAGF MGF Underlying Fund because the MGAAGF MGF Underlying Fund may need to reinvest those funds at the lower prevailing interest rates. In addition, investments in securitised or structured credit products may be less liquid than other securities. The lack of liquidity may cause the current market price of assets to become disconnected from the underlying asset value and, consequently, MGAAGF MGF Underlying Funds investing in securitised products may be more susceptible to liquidity risk.

In a down market, higher-risk securities and derivatives could become harder to value or sell at a fair price.

(2) Additional risks specific to MGF – AEF

(i) **Mainland China Investment Risks**

Investing in the securities markets in Mainland China is subject to the risks of investing in emerging markets generally as well as to specific risks relating to the Mainland China market.

You should note that the legal system and regulatory framework of Mainland China are still developing, making it more difficult to obtain and/or enforce judgments and such could limit the legal protection available to you. Military conflicts, either internal or with other countries, are also a risk. In addition, currency fluctuations, currency convertibility and fluctuations in inflation and interest rates have had, and may continue to have, negative effects on the economy and securities markets of Mainland China. Mainland China's economic growth has historically been driven in a large degree by exports to the U.S. and other major export markets. Therefore, a slow-down in the global economy may have a negative impact on the continued growth of the Chinese economy.

Many of the recent economic reforms in Mainland China are unprecedented and may be subject to adjustment and modification, which may not always have a positive effect on foreign investment in joint stock limited companies in Mainland China or in A-Shares, B-Shares and H-Shares. Governmental interventions in the financial markets in Mainland China have increased in recent years, which may lead to severe price volatility for financial instruments.

In view of the relatively smaller number of A-Share, B-Share and H-Share issues currently available in Mainland China, the choice of investments available to MGF-AEF is limited when compared with the choices available in other more developed markets and the national regulatory and legal framework for capital markets and joint stock companies in Mainland China are not as well developed. There may be a low level of liquidity of A-Share and B-Share markets in Mainland China, which are relatively small in terms of both combined total market value and the number of A-Shares and B-Shares which are available for investment. This may lead to severe price volatility under certain circumstances.

Chinese companies are required to follow Mainland China accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be significant differences between financial statements prepared by accountants following Mainland China accounting standards and practice and those prepared in accordance with international accounting standards.

Both the Shanghai and Shenzhen securities markets are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions and in interpreting and applying the relevant regulations.

Investments in Mainland China are likely to be sensitive to any significant change in the political, social and economic landscapes in Mainland China. Mainland China's economy has been in a state of transition over the past 40 years from a planned economy to a more market-oriented economy, which differs from the economies of developed countries in many ways, such as in the level of government involvement, control of foreign exchange and allocation of resources. The Chinese government plays a major role in the economic reforms and will continue to exercise significant control over Mainland China's economy, including potentially by the adoption of corrective measures to control the growth of economy, which may have an adverse impact on the securities markets of Mainland China and thus the performance of MGF-AEF.

The Chinese government strictly regulates the payment of foreign currency-denominated obligations and sets monetary policy. Through its policies, the government may provide preferential treatment to particular industries or companies. The policies set by the government may have a substantial effect on the Chinese economy and the investments of MGF-AEF.

Political changes, social instability and adverse diplomatic developments in Mainland China could result in the imposition of additional government restrictions including the expropriation of assets, confiscatory taxes or nationalisation of some or all of the property held by the underlying issuers of the shares.

In light of the above mentioned factors, the price of shares of Chinese companies may fall significantly in certain circumstances.

(ii) **Mainland China Tax**

Please refer to paragraph 8.2.11 of this Prospectus for general information relating to Mainland China Tax.

The investment manager of MGF-AEF does not currently make any tax provision in respect of any potential PRC WHT, EIT, VAT and Surtaxes; however, the investment manager reserves the right to do so when it thinks appropriate. The amount of any such tax provision will be disclosed in the accounts of MGF-AEF.

The tax laws, regulations and practice in Mainland China are constantly changing, and they may be changed with retrospective effect. In this connection, MGF-AEF may be subject to additional taxation that is not anticipated as at the date of registration of this Prospectus or when the relevant investments are made, valued or disposed of. The income from and/or the value of the relevant investments in MGF-AEF may be reduced by any of those changes.

(iii) **Risks Associated with Investments via Stock Connect**

MGF-AEF may also seek to implement its investment programme through investing in the SSE or the SZSE via the HKEx. Under the “northbound trading link” of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect respectively, Hong Kong and international investors (including MGF-AEF) are able to trade certain eligible SSE Securities or SZSE Securities (the list of eligible securities being subject to review from time to time) through Hong Kong brokers, who route the transactions through the HKEx to the SSE or the SZSE, as the case may be. For each of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, investors are able to trade China A-Shares subject to a daily maximum of RMB52 billion.

Investment in Stock Connect securities is subject to various risks associated with the legal and technical framework of Stock Connect.

You should note that Stock Connect is a pilot programme and the two-way stock trading link between the SEHK and the SSE or the SZSE is relatively new. The application and interpretation of the relevant regulations are therefore relatively untested and there is no certainty as to how they will be applied. The current Stock Connect regulations are subject to change, which may take retrospective effect. In addition, there can be no assurance that the Stock Connect regulations will not be abolished. Accordingly, there can be no assurance that MGF-AEF will be able to obtain investment opportunities through the two-way stock trading link.

A stock may be recalled from the scope of SSE Securities or SZSE Securities, as the case may be, for trading via Stock Connect for various reasons, and in such event the stock can only be sold and is restricted from being bought. The investment manager's ability to implement MGF-AEF's investment strategies may be adversely affected as a result.

SSE Securities and SZSE Securities are settled by HKSCC with ChinaClear, the PRC's central clearinghouse, on behalf of Hong Kong investors. During the settlement process, HKSCC acts as nominee on behalf of Hong Kong executing brokers; as a result, SSE Securities and SZSE Securities will not be in the name of MGF-AEF, its custodian, or any of its brokers during this time period. MGF-AEF may be exposed to counterparty risk with respect to ChinaClear. If ChinaClear is insolvent, MGF-AEF's ability to take action directly to recover MGF-AEF assets would be limited. The HKSCC, as nominee holder, would have the exclusive right, but not the obligation, to take any legal action or court proceeding to enforce any rights of investors. Recovery of MGF-AEF assets may be subject to delays and expenses, which may be material.

While MGF-AEF's ownership of SSE Securities and SZSE Securities is reflected on the books of the custodian's records, MGF-AEF has only a beneficial interest in such securities. Stock Connect regulations provide that investors, such as MGF-AEF, enjoy the rights and benefits of SSE Securities and SZSE Securities purchased through Stock Connect. However, Stock Connect is a new programme, and the status of MGF-AEF's beneficial interest in the SSE Securities and the SZSE Securities acquired through Stock Connect is untested. To the extent that HKSCC is deemed to be performing safekeeping functions with respect to assets held through it, it should be noted that the custodian and MGF-AEF will have no legal relationship with HKSCC and no direct legal recourse against HKSCC if MGF-AEF suffers losses resulting from the performance or insolvency of HKSCC.

Similarly, HKSCC is responsible for the exercise of shareholder rights with respect to corporate actions (including all dividends, rights issues, merger proposals or other shareholder votes). While HKSCC endeavors to keep beneficial owners such as MGF-AEF, through their brokers, informed of corporate actions in relation to SSE Securities and SZSE Securities acquired through Stock Connect and provide them with the opportunity to provide voting instructions, such beneficial owners will need to comply with the relevant arrangements and deadlines specified and therefore may not have sufficient time to consider proposals or provide instructions. Carrying out corporate actions in respect to SSE Securities and SZSE Securities is subject to local regulations, rules and practice. Under the current market practice in Mainland China, multiple proxies are not available. This may limit MGF-AEF's ability to appoint proxies to attend or participate in shareholders' meetings in respect of SSE Securities and SZSE Securities.

Under Stock Connect, trading in SSE Securities and SZSE Securities is subject to market rules and disclosure requirements in the PRC stock market. Any changes in laws, regulations and policies of the A-Shares market or rules in relation to Stock Connect may affect share prices. The investment manager should also take note of the foreign shareholding restrictions and disclosure obligations applicable to A-Shares. MGF-AEF is subject to restrictions on trading (including restriction on retention of proceeds) in A-Shares as a result of its interest in the A-Shares. The investment manager is solely responsible for compliance with all notifications, reports and relevant requirements in connection with its interests in A-Shares. Under current Mainland China rules, once an investor holds more than 5% of the shares of a company listed on the SSE or the SZSE, the investor is required to disclose its interest within three working days and during which it cannot trade the shares of that company. The investor is also required to disclose any change in its shareholding and comply with related trading restrictions in accordance with Mainland China rules.

Although certain aspects of the Stock Connect trading process are subject to Hong Kong law, PRC rules applicable to share ownership will apply. In addition, transactions using Stock Connect are neither subject to the Hong Kong Investor Compensation Fund nor the China Securities Investor Protection Fund.

Investment via Stock Connect is premised on the functioning of the operational systems of the relevant market participants. In turn, the ability of such market participants to participate in the Stock Connect is subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house. Further, Stock Connect program requires routing of orders across the border. Although the SEHK and market participants endeavour to develop new information technology systems to facilitate routing of orders across the border, there is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both the PRC and Hong Kong markets and therefore trading via the Stock Connect could be disrupted. This may, in turn, affect MGF-AEF's ability to access the A-Share market (and hence to pursue their investment strategy).

Stock Connect is generally available only on business days when both the PRC and Hong Kong stock markets are open for trading and banking services are available in both markets on the corresponding settlement days. When either or both the SEHK and SSE or SZSE is/are closed, investors will not be able to trade Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities at times that may otherwise be beneficial to such trades. Because the programme is a new one, the technical framework for Stock Connect has only been tested using simulated market conditions. If there is high trade volume or there are unexpected market conditions, Stock Connect may be available only on a limited basis, if at all. Both the PRC and Hong Kong regulators are permitted to (independently of each other) suspend Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect in response to certain market conditions. In addition, each of Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect is subject to a daily quota measuring total purchases and sales of securities via the relevant Stock Connect. Buy orders and sell orders offset each other for purposes of the quota. If either the daily or aggregate quota is exceeded, further buy orders will be rejected, either until the next trading day (in the case of the daily quota) or until the next trading day when sufficient aggregate quota is available. These quotas are not particular to either MGF-AEF or the investment manager; instead, they apply to all market participants generally. Thus, the investment manager will not be able to control the use or availability of the quota. If the investment manager is unable to purchase additional Stock Connect securities, it may affect the investment manager's ability to implement the MGF-AEF's investment strategy.

MGF-AEF, whose base currency is not RMB, may also be exposed to currency risk due to the need for the conversion into RMB for investments in SSE Securities and SZSE Securities via Stock Connect. During any such conversion, MGF-AEF may also incur currency conversion costs. The currency exchange rate may be subject to fluctuation and where RMB has depreciated, MGF-AEF may incur a loss when it converts the sale proceeds of SSE Securities and SZSE Securities into its base currency.

(3) Additional risk specific to MGF – EGF

(i) **Changes resulting from the United Kingdom's exit from the EU**

In a referendum held on 23 June 2016, the electorate of the United Kingdom (the "**UK**") resolved to leave the EU. The result has led to political and economic instability and volatility in the financial markets of the UK and more broadly across Europe. It may also lead to weakening consumer, corporate and financial confidence in such markets as the UK finalises the terms of its exit from the EU. The extent of the impact will depend in part on the nature of the arrangements that are put in place between the UK and the EU following the eventual exit deal and the extent to which the UK continues to apply laws that are based on EU legislation. The longer term process to implement the political, economic and legal framework that is agreed between the UK and the EU is likely to lead to continuing uncertainty and periods of exacerbated volatility in both the UK and in wider European markets. The UK's exit from the EU, the anticipation of the exit or the terms of the exit could also create significant uncertainty in the UK (and potentially global) financial markets, which may materially and adversely affect the performance of any MGAAGF MGF Underlying Funds that may have investments in portfolio companies with significant operations and/or assets in the UK and/or the EU, the net asset value, such MGAAGF MGF Underlying Fund's earnings and returns to Shareholders. It could also potentially make it more difficult to raise capital in the EU and/or increase the regulatory compliance burden which could restrict any such MGAAGF

MGF Underlying Fund's future activities and thereby negatively affect returns.

Volatility resulting from this uncertainty may mean that the returns of any relevant MGAAGF MGF Underlying Fund and its investments are adversely affected by market movements, potential decline in the value of the Sterling and/or Euro, and any downgrading of UK sovereign credit rating. This may also make it more difficult, or more expensive, for any such MGAAGF MGF Underlying Fund to execute prudent currency hedging policies.

(4) Additional risk specific to MGF – USSOF and MGF – USBF

(i) **Risks associated with investments in debt instruments with loss-absorption features (including contingent convertible debt securities ("CoCos"))**

Debt instruments with loss-absorption features present more significant risks relative to traditional debt securities particularly given that instruments of this type can be written down or converted to equity as the result of the triggering of predetermined criteria relating to solvency and/or regulatory required capital levels (e.g. when the issuer is near or at the point of non-viability or when the issuer's capital ratio falls to a specified level), that may be beyond the control of the issuer. Such trigger events are complex and difficult to predict, and can result in a partial or total reduction in the value of the associated securities.

Upon the occurrence of a triggering event, there is potential for price and/or volatility contagion across the asset class. Investments in securities with loss-absorption features may also expose investors to liquidity, valuation and sector concentration risks.

Where set out in its investment strategy, a MGAAGF MGF Underlying Fund may invest in CoCos, which should be considered high risk and highly complex. Upon the occurrence of a trigger event, CoCos may be converted into shares of the issuer (potentially at a discounted price), or may be permanently written down to zero. Coupon payments for CoCos are discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time.

Where set out in its investment strategy, a MGAAGF MGF Underlying Fund may invest in senior non-preferred debt securities, certain types of which may be subject to loss-absorption mechanisms, and can potentially be at risk of write-downs which will compromise their standing within the issuer's creditor hierarchy structure and result in a substantial loss in value (including total loss of principal invested).

In particular, where set out in its investment strategy, a MGAAGF MGF Underlying Fund may invest in CoCos, which should be considered high risk and highly complex. Upon the occurrence of a trigger event, CoCos may be converted into shares of the issuer (potentially at a discounted price), or may be permanently written down to zero. The risks presented by CoCos include the following:

(a) ***Trigger level risk***: Trigger levels relate to a minimum level of capital and/or solvency threshold for a financial institution, below which a CoCo may convert into shares or a write-down may occur. Trigger levels differ depending upon the specific terms of the bond issuance and regulatory requirements. It may be difficult to anticipate the triggering down events that would result in a conversion into shares or a write-down. This may lead to a partial or total loss of the investment.

(b) ***Capital structure inversion risk***: In some cases (for example when the write-down trigger is activated), CoCos could incur some losses ahead of equity holders, thereby reversing the usual creditor hierarchy.

(c) ***Coupon cancellation***: Coupon payments from CoCos are entirely discretionary and may be cancelled by the issuer at any point, for any length of time. Discretionary payments may sometimes be required to be cancelled, in whole or in part, if the issuer has insufficient reserves or due to regulatory requirements. The cancellation of payments is not an event of default and interest payments that are missed do not accrue to a future date but are permanently forgone. In addition, dividends on ordinary or preference shares may still be paid notwithstanding a cancellation of coupon payments on the CoCos.

(d) ***Call extension risk***: CoCos are generally issued as perpetual instruments, callable at predetermined levels subject to the permission of the relevant regulator. It cannot be assumed that the perpetual CoCo will be called on call date. CoCos are a form of permanent capital. The MGAAGF MGF Underlying Fund may not receive return of principal if expected on call date or indeed at any date.

(e) ***Write-down risk***: Should a CoCo undergo a write-down, the MGAAGF MGF Underlying Fund may lose some or all of the original investment in the CoCo.

(f) ***Yield/Valuation risk***: CoCos often tend to compare favourably from a yield standpoint, comparing to more highly rated debt issues of the same issuer or similarly rated debt issues of other issuers. However, the risks associated with CoCos, such as, for example, the risk of conversion/write-down or coupon cancellation is higher.

(g) ***Subordinated instruments***: CoCos are unsecured and subordinated instruments and will rank junior in priority of payment to the current and future claims of all senior creditors and certain subordinated creditors of the issuer.

(h) ***Unknown risk***: As CoCos are relatively new, it is difficult to predict how they may react in a stressed market environment. In the event that a single issuer activates a trigger or suspends coupon payments, potential price contagion and volatility to the entire asset class is possible. This risk may in turn be reinforced depending on the level of underlying instrument arbitrage. Furthermore, in an illiquid market, price formation may be increasingly difficult, making CoCos difficult to dispose of.

(i) ***Conversion risk***: It might be difficult for the relevant Investment Manager to assess how the CoCos will behave upon conversion. In the case of conversion into equity, the relevant Investment Manager might be forced to sell these new equity shares. A forced sale may lead to a liquidity issue for these shares.

(j) ***Industry concentration risk***: CoCos are issued by banking/insurance institutions. If a MGAAGF MGF Underlying Fund invests significantly in CoCos its performance will depend to a greater extent on the overall condition of the financial services industry than a MGAAGF MGF Underlying Fund following a more diversified strategy.

(k) ***Liquidity risk***: In certain circumstances, finding a buyer for CoCos may be difficult and the seller may have to accept a significant discount to the expected value of the CoCo in order to sell it, which increases the risk of investment losses.

I. Minimum Initial Subscription, Minimum Subsequent Subscription and Regular Savings Plan

	Minimum Initial Subscription	**Minimum Subsequent Subscription**	**Regular Savings Plan***
Class A	$1,000 (in the currency of the Class)	S$100 (in the currency of the Class)	Yes
Class B	S$1,000,000	At the Manager's discretion	Not available

***** See Paragraph 14 of this Prospectus for further details on the RSP.

J. Minimum Realisation Amount and Minimum Holding

Holders may realise their holdings of Units in full or partially. Partial realisation of Units must meet minimum amounts and is subject to the Holder maintaining a minimum holding in the Sub-Fund, as described below:-

	Class A	**Class B**
Minimum Realisation Amount	$100 (in the currency of the Class)	At the Manager's discretion

Minimum holdings upon partial realisation in terms of:-

Minimum Holdings	**Class A**	**Class B**
Number of Units	1,000 Units	10,000 Units

K. Past Performance and Benchmark of MGAAGF

The performance of the MGAAGF is not measured against any benchmark as there is no suitable benchmark that reflects the dynamic asset allocation strategy of the MGAAGF.

Class A-SGD Hedged and Class B-SGD of MGAAGF have not been incepted as at the date of registration of this Prospectus.

The past performance of the Classes incepted for more than 12 months as at 30 November 2020 is as follows:

	1 Year	3 Years	5 Years	Since inception
		(*average annual compounded return*)		
Class A-MDis SGD - Manulife Global Asset Allocation – Growth Fund *Inception Date: 9 October 2014*	-1.12%	-0.42%	0.27%	2.02%
Class A-MDis SGD Hedged - Manulife Global Asset Allocation – Growth Fund *Inception Date: 9 October 2014*	-0.11%	-1.21%	0.56%	0.64%
Class A-MDis USD - Manulife Global Asset Allocation – Growth Fund *Inception Date: 13 March 2015*	0.92%	-0.27%	1.29%	0.94%
Class A-SGD - Manulife Global Asset Allocation – Growth Fund *Inception Date: 2 November 2016*	-1.09%	-0.49%	N.A.	0.84%

Source: Manulife IM (SG)

Notes:

1. Performance is calculated in the respective currency of the Class on a single pricing basis, with net income and dividends reinvested, taking into account the applicable initial charge and redemption charge (if any).

2. The Sub-Fund's or a Class's performance will be calculated based on the NAV of the Sub-Fund or the Class after Swing Pricing adjustment (if any) has been applied and therefore the returns of the Sub-Fund or the Class may be influenced by the level of subscription and/or realisation activity. Please refer to paragraph 20.7.6 of this Prospectus for further details.

Past performance of the MGAAGF is not necessarily indicative of its future or likely performance.

L. Expense and Turnover Ratios

The expense and turnover ratios are based on the latest audited accounts for the financial period ended 31 December 2019:

	Class A-SGD	**Class A-MDis SGD**	**Class A-MDis SGD Hedged**	**Class A-MDis USD**	**Class A-SGD Hedged and Class B-SGD**
Expense Ratio*	1.92%	1.92%	1.92%	1.92%	N.A.
Turnover Ratio	586.33%				

*** *The past performance of the Classes is not indicative of their future performance.***

As at 31 December 2019, the turnover ratios of the MGAAGF Underlying Funds are as follows:

Name of MGAAGF Underlying Fund	**Turnover ratio**
MGF-USEF	28.50%
MGF-EGF	51.70%
MGF-AEF	67.44%
MGF-USSOF	25.10%
MGF-ATRF	73.69%
MGF-USBF	174.79%
MSBF	Please refer to Schedule 1 of this Prospectus.
MAPIGBF	Please refer to Schedule 3 of this Prospectus.

Schedule 5 - Manulife Asia Diversified Bond Fund (1) ("MADBF")

A. Investment Objectives of MADBF

MADBF aims to provide regular income and return of capital at maturity.

B. Investment Focus and Approach of MADBF

The Sub-Fund aims to achieve its objective by investing primarily in USD-denominated debt securities issued by governments, agencies, supra-nationals and corporate issuers in Asia. The Sub-Fund may invest up to 30% of the Sub-Fund's NAV in debt securities issued by issuers outside Asia. The Sub-Fund may also invest in money market instruments and term deposits from time to time.

The type of debt securities that the Sub-Fund intends to invest in would include, but is not limited to a portfolio of bonds which have maturities approximately 3 years from the inception date of the Sub-Fund. The initial portfolio of bonds will have an average credit rating of at least BBB- by Standard & Poor's (or other equivalent ratings). The Sub-Fund may from time to time invest in FDIs for hedging and/or efficient portfolio management.

The investment style of the Sub-Fund will be a combination of bottom up analysis and a buy and hold approach. The Manager will run relative value analysis and implement sector allocations. Individual securities that offer the strongest risk/reward profiles within the various countries and industries are then selected. The fundamentals, valuations, and technical factors of the securities are monitored on an on-going basis.

C. Maturity and Automatic Termination of MADBF

The Sub-Fund shall terminate on the earlier of the following dates:

(i) such Dealing Day during the life of the Sub-Fund on which the value of the Deposited Property of the Sub-Fund falls below USD 15 million and if such termination is in the opinion of the Manager appropriate to protect the interests of existing Holders (the "**Early Termination Date**"); or

(ii) on the date falling 3 years from the inception date of the Sub-Fund (or if such date is not a Business Day, the next Business Day) (the "**Maturity Date**").

Notwithstanding the above, the life of the Sub-Fund may be extended by a period of up to 6 months if the Manager is of the opinion that it is in the interests of the Sub-Fund to do so. In this event, references to "Maturity Date" in this Prospectus shall be construed as such extended maturity date on which the Manager deems appropriate.

Upon termination of the Sub-Fund, any remaining assets of the Sub-Fund will be liquidated in accordance with Clause 44 of the Deed, and the net cash proceeds will be paid to Holders within 14 days of the Early Termination Date or the Maturity Date (as the case may be) or within such other period as may be permitted by the MAS.

For the avoidance of doubt, no realisation of Units will be permitted on and after the Maturity Date and accordingly, realisation requests submitted or deemed to be submitted by Holders on or after the Maturity Date will not be accepted by the Manager or its appointed agents or distributors.

Benchmark

The Sub-Fund is actively managed. There is no benchmark against which the performance of the Sub-Fund is measured as there is no suitable benchmark that reflects the investment strategy of the Sub-Fund.

Product Suitability

The Sub-Fund is only suitable for investors who:

- seek regular income and return of capital at maturity; and
- are comfortable that the price and value of the Units as well as any derived or accrued income may fall or rise, with potential loss of the original amount invested.

You should consult your financial advisers if in doubt on whether the Sub-Fund is suitable for you.

D. Classes of Units of the Sub-Fund

The Manager is currently offering 11 Classes of Units in the Sub-Fund, namely:

	Distribution Classes of Units
1.	Class A-QDis USD
2.	Class A-QDis SGD Hedged
3.	Class A-QDis AUD Hedged
4.	Class A-QDis EUR Hedged
5.	Class A-QDis GBP Hedged
6.	Class A-QDis CHF Hedged
7.	Class A-QDis HKD Hedged
8.	Class A-QDis CNH Hedged
9.	Class A-QDis JPY Hedged
10.	Class A-QDis CAD Hedged
11.	Class A-QDis NZD Hedged

E. Distribution Policy

The Manager shall have the absolute discretion to determine whether a distribution is to be made in respect of the Sub-Fund or Classes as well as the rate and frequency of distributions to be made.

Currently, the Manager intends to declare quarterly distributions for the Distribution Classes of Units in Paragraph D on the 10th calendar day of January, April, July and October during the life of the Sub-Fund following the inception of the Sub-Fund or such other date as the Manager may in its absolute discretion determine.

Distributions may be made out of income and/or net capital gains. In addition, the Manager may from time to time, after consulting the Auditors and with the approval of the Trustee, make distributions out of capital. **You should note that payment of dividends out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the relevant Class.**

You should note that the intention of the Manager to make the quarterly distribution for the Distribution Class of Units is not guaranteed, and the Manager may in future review the distribution policy (including, but not limited to, the rate and/or frequency of distribution) depending on prevailing market conditions.

You should also note that any distributions made in respect of the Sub-Fund or Classes may reduce the NAV of the Sub-Fund or the relevant Class.

F. Fees and Charges

Charges and Fees Payable by Holder	
Preliminary charge	Currently up to 3%, Maximum 5%
Realisation charge*	Currently 1.5%, Maximum 2%
Switching fee**	Not applicable.
Fees Payable by the Sub-Fund^^	
Trustee fee	Current: Less than 0.05% p.a.; Maximum: 0.1% p.a. of the NAV of the Sub-Fund Subject always to a minimum of US$8,000 p.a. (Subject to agreement between the Manager and the Trustee, the minimum trustee fee payable may be waived, suspended or varied in full or in part for such period of time as may be determined by the Manager and Trustee from time to time.)
Management fee (for each Class of Units in the Sub-Fund) (a) Retained by Manager (b) Paid by Manager to financial adviser (trailer fee)	Currently: 1st year - up to 1% of the amount of subscriptions received at the end of its Initial Offer Period less any cancellations received^ 2nd & 3rd year – up to 0.5% p.a. of the NAV of the relevant Class After 3rd year (if applicable) – up to 0.20% p.a. of the NAV of the relevant Class - (a) 25% to 50% of management fee - (b) 50% to 75%[25] of management fee Maximum: 2% p.a. of the NAV of the Sub-Fund

[25] Your financial adviser is required to disclose to you the amount of trailer fee it receives from the Manager.

Other fees and charges***	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund.

* It is currently intended that the realisation charge will be retained by the Sub-Fund.
** Switching of Units is currently not allowed for the Sub-Fund.

^ The Management Fee for the first year of the Sub-Fund will begin to accrue from the close of its Initial Offer Period , and will be payable on the Maturity Date or the Early Termination Date (as the case may be).

*** Other fees and charges include (but are not limited to) valuation fees, custodian fees, fund administration fees, transfer agent fees, legal, professional fees, taxes and other out-of-pocket expenses.

^^ You should note that the fees and charges applicable to the Sub-Fund (including fees based on the NAV of the Sub-Fund) will be based on the NAV before Swing Pricing adjustment (if any) is applied. Please refer to paragraph 20.7.6 of this Prospectus for further details.

You should check with the authorised agent or distributor from whom you subscribed Units from on whether there are any other fees or charges which have not been set out in this Prospectus.

G. Specific Risks of Investments in MADBF

Please refer to the general risk factors described in Paragraph 8.1 and the list of risks set out in Paragraph 8.2 of this Prospectus under the sub-headings “Currency risk”, “Risk relating to Hedged classes”, “Securities risk”, “Emerging market risk”, “FDIs risk”, “Interest rate and credit risk”, “Tax exposure” and “Counterparty risk”.

H. Minimum Initial Subscription, Minimum Subsequent Subscription and Regular Savings Plan

The minimum initial subscription amount for a Class of Units in the Sub-Fund is $1,000 in the relevant share class currency.

As the Sub-Fund will be closed for subscription after its Initial Offer Period as described in Paragraph 9.3 of this Prospectus, there will be no minimum subsequent subscription amount for the Classes of Units in the Sub-Fund.

RSP is currently not available for the Classes of Units in the Sub-Fund.

I. Minimum Realisation Amount and Minimum Holding

Holders may realise their holdings of Units in full or partially. Partial realisation of Units must meet minimum amounts (if any) and is subject to the Holder maintaining a minimum holding of 1,000 Units of the relevant Class in the Sub-Fund.

There is currently no minimum realisation amount for the Classes of Units in the Sub-Fund.

J. **Past Performance and Benchmark of MADBF**

There is no benchmark against which the performance of the MADBF is measured as there is no suitable benchmark that reflects the investment strategy of the Sub-Fund.

MADBF has not been launched, thus a track record of at least 12 months is not available for MADBF as at the date of registration of this Prospectus.

K. **Expense and Turnover Ratios** MADBF has not been launched, thus the expense ratio based on figures in the Sub-Fund’s latest audited accounts and the turnover ratio are not available for MADBF as at the date of registration of this Prospectus.

Schedule 6 - Manulife SGD Income Fund (“MSIF”)

A. Investment Objectives of MSIF

MSIF aims to provide investors with long-term capital appreciation and/or income in SGD terms through investing primarily in Asian investment grade fixed income or debt securities.

B. Investment Focus and Approach of MSIF

The Sub-Fund will invest in a diversified portfolio of primarily Asian investment grade fixed income or debt securities with a minimum credit rating of BBB- by Standard & Poor's, Baa3 by Moody's or BBB- by Fitch (or their respective equivalents) and cash. The type of debt securities that the Sub-Fund intends to invest in will be broadly diversified and would include, but is not limited to those issued by governments, agencies, supra-nationals and corporates, with no specific emphasis on any single country or sector. The Sub-Fund may employ derivatives for the purpose of hedging and/or efficient portfolio management.

The Sub-Fund may also invest up to 30% of its NAV in non-investment grade bonds, that is, bonds with a long-term credit rating of less than BBB- by Standard & Poor's, Baa3 by Moody's or BBB- by Fitch (or their respective equivalents). Unrated bonds will be subject to the Manager’s internal rating process and follow its internal equivalent rating of investment grade or non-investment grade accordingly.

The Sub-Fund may invest in Singapore Dollar and non-SGD denominated bonds including but not limited to bonds denominated in currencies such as US Dollar, Euro, Japanese Yen and Australian Dollar. The non-SGD denominated bonds will be hedged back to Singapore Dollar.

In addition, the Sub-Fund may invest up to 10% in aggregate of its NAV in other collective investment schemes.

The Manager’s investment process for the strategy is driven by fundamental research of each market that the investment team invests in. This involves intensive credit research and a thorough analysis of each country’s bond market, including the macroeconomic and political trends of individual countries. This top-down approach includes both quantitative and qualitative measures. The team then assesses how these key themes are likely to impact the local market both in absolute terms and relative to other markets.

The Manager’s investment team’s research is proprietary in nature and generates distinctive investment ideas. Given that the Manager believes the Asian bond markets are generally under-researched, the team maintains its own toolkit in which it documents and templates its research, such as quarterly market assessment reports on each investable market as well as individual sector and credit issuer analysis. This rigorous research process is followed by its investment teams in each market in Asia and globally in order to capture and evaluate market dynamics on a structured and methodological basis.

Benchmark

The Sub-Fund is actively managed. There is no benchmark against which the performance of the Sub-Fund is measured as there is no suitable benchmark that reflects the investment strategy of the Sub-Fund.

Product Suitability

The Sub-Fund is only suitable for investors who:

- seek long-term capital appreciation and/or income in SGD terms; and
- are comfortable that the price and value of the Units as well as any derived or accrued income may fall or rise, with potential loss of the original amount invested.

You should consult your financial advisers if in doubt on whether the Sub-Fund is suitable for you.

C. Classes of Units of the Sub-Fund

The Manager is currently offering 16 Classes of Units in the Sub-Fund, namely:

	Accumulation Classes of Units
1.	Class A-SGD
2.	Class C-SGD
3.	Class D-SGD
4.	Class B-SGD
	Distribution Classes of Units
5.	Class A-QDis SGD
6.	Class A-QDis USD Hedged
7.	Class A-QDis AUD Hedged
8.	Class C-QDis SGD
9.	Class C-QDis USD Hedged
10.	Class C-QDis AUD Hedged
11.	Class C-QDis CAD Hedged
12.	Class C-QDis EUR Hedged
13.	Class D-QDis SGD
14.	Class B-QDis SGD
	Decumulation Classes of Units
15.	Class A-QDis SGD Decumulation
16.	Class C-QDis SGD Decumulation

D. Distribution Policy

The Manager shall have the absolute discretion to determine whether a distribution is to be made in respect of the Sub-Fund or Classes as well as the rate and frequency of distributions to be made. **In particular the Manager reserves its rights to adopt a**

different dividend distribution policy (including, but not limited to, the rate of distribution) in respect of a de-cumulating Class from the other Classes of the Sub-Fund.

In respect of the Distribution Classes of Units of the Sub-Fund, the current distribution policy of the Manager is to declare up to 4.00% per annum of the NAV on a quarterly basis on the 15th day of March, June, September and December (or the next Business Day if that day is not a Business Day) or such other date as the Manager may in its absolute discretion determine. In respect of the Decumulation Classes of Units of the Sub-Fund, the current distribution policy of the Manager is to declare 6.00% per annum of the NAV on a quarterly basis on the 15th day of March, June, September and December (or the next Business Day if that day is not a Business Day) or such date as may be determined by the Manager. **You should note that the reference to distribution rate sought to be achieved in respect of a Class of the Sub-Fund is not and should not be interpreted to be a prediction, projection or forecast as to the future or likely performance of the Sub-Fund.**

A Holder may at the time of an initial application for Units make a request in writing (a "**Distribution Reinvestment Mandate**") to elect for the automatic reinvestment of all (but not part) of the net amount of distributions to be received by him in the purchase of further Units of the same Sub-Fund or Class (as the case may be) (including fractions of Units, if any). Unless otherwise requested by a Holder in writing, all Holders shall be deemed to have elected to receive the net amount of distributions in cash.

Please note that any such election on the part of an existing Holder in a subsequent application for Units of the same Sub-Fund or Class shall automatically revoke all prior instructions relating to distributions and shall apply to all of the Units then held by that Holder. A Distribution Reinvestment Mandate may only be withdrawn by the Holder giving the Manager not less than 30 days' notice in writing prior to the date of any particular distribution. If a Holder has withdrawn the Distribution Reinvestment Mandate or has realised all his holdings before the distribution payment date, the distribution, if any, to be made to such Holder shall be the relevant amount in cash available for distribution in respect of such Holder's entire holding of Units at the date such distribution was declared. If you invest through an authorised agent or distributor, you may have to obtain additional information with regards to the distribution policy of the authorised agent or distributor and the election you made with the authorised agent or distributor at the time of initial application.

Distributions for the Sub-Fund may be made out of income, net capital gains or capital of the Sub-Fund. In particular, in respect of all Classes (save for the Decumulation Classes), the Manager may from time to time, after consulting the Auditors and with the approval of the Trustee, distribute among the Holders an amount which represents part of the capital. In respect of the Decumulation Classes, the requirement for consent of the Trustee to make distributions out of capital is not required provided that the distribution declared is in accordance with the intended distribution rate for the relevant Class as determined by the Manager and notified to the Trustee by the Manager in writing from time to time.

You should note that payment of dividends out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the relevant Class. In particular, the Decumulation Classes are intended to be de-cumulating where distributions may result in a substantial amount of the initial capital being

returned to Holders of the Classes. This may, over time, cause the NAV of the relevant Class to drop below the minimum number of Units as may be determined by the Manager in accordance with Clause 42.4(a) of the Deed. In such a scenario, the Manager has the absolute discretion to terminate the relevant Class in accordance with the Deed.

You should also note that the distribution rates disclosed above for the Distribution Classes and Decumulation Classes of Units and the intention of the Manager to make the quarterly distribution for the Distribution Classes and Decumulation Classes of Units are not guaranteed, and the Manager may in future review the distribution policy (including, but not limited to, the rate and/or frequency of distribution) depending on prevailing market conditions. Any distributions made in respect of the Sub-Fund or Classes may reduce the NAV of the Sub-Fund or the relevant Class.

E. Fees and Charges

Charges and Fees Payable by Holder	
Preliminary charge	Currently up to 3%, Maximum 5%
Realisation charge	Currently 0%, Maximum 2%
Switching fee	Currently up to 1%, Maximum 1%
Fees Payable by the Sub-Fund^	
Trustee fee	Current: Less than 0.05% p.a.; Maximum: 0.1% p.a. of the NAV of the Sub-Fund Subject always to a minimum of S$10,000 p.a. (Subject to agreement between the Manager and the Trustee, the minimum trustee fee payable may be waived, suspended or varied in full or in part for such period of time as may be determined by the Manager and Trustee from time to time.)
Management fee (for each Class of Units in the Sub-Fund) (a) Retained by Manager (b) Paid by Manager to financial adviser (trailer fee)	Currently: Class A - 1% p.a. - (a) 40% to 50% of management fee - (b) 50% to 60%[26] of management fee Class C - 0.8% p.a. - (a) 40% to 50% of management fee - (b) 50% to 60%[26] of management fee Class D – up to 0.5% p.a. - (a) 100% of management fee - (b) 0%[26] of management fee Class B - 0% p.a.[27] Maximum: 2% p.a. of the NAV of the Sub-Fund

[26] Your financial adviser is required to disclose to you the amount of trailer fee it receives from the Manager.
[27] Subject to such separate fee arrangement as the Manager and the relevant investor may from time to time agree.

Other fees and charges*	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund.

* Other fees and charges include (but are not limited to) valuation fees, custodian fees, fund administration fees, transfer agent fees, legal, professional fees, taxes and other out-of-pocket expenses.

As the Manager may invest in other collective investment schemes, it is estimated that each of such collective investment schemes will charge the following fees and charges:

(i)	Subscription fee or preliminary charges	-	Generally ranging from zero to 5%
(ii)	Realisation fee	-	Generally ranging from zero to 3%
(iii)	Management fee	-	Generally ranging from zero to 2% p.a.
(iv)	Administration and Custodian fees	-	Maximum 0.75% p.a., subject to minimum of US$40,000 p.a. per fund
(v)	Other fees (which may include legal fees, audit fees and statutory fees)	-	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending, amongst others, on the proportion that each fee or charge bears to the NAV of the collective investment scheme

Actual fees incurred by the Sub-Fund as a result of its investment in each of such collective investment schemes may be higher or lower than the estimates above.

^ You should note that the fees and charges applicable to the Sub-Fund (including fees based on the NAV of the Sub-Fund) will be based on the NAV before Swing Pricing adjustment (if any) is applied. Please refer to paragraph 20.7.6 of this Prospectus for further details.

You should check with the authorised agent or distributor from whom you subscribed Units from on whether there are any other fees or charges which have not been set out in this Prospectus.

F. Specific Risks of Investments in MSIF

Please refer to the general risk factors described in Paragraph 8.1 and the list of risks set out in Paragraph 8.2 of this Prospectus under the sub-headings “Currency risk”, “Risk relating to Hedged classes”, “Securities risk”, “High-yield bonds risk”, “Emerging market risk”, “FDIs risk”, “Interest rate and credit risk”, “Tax exposure” and “Counterparty risk”. In addition, the Sub-Fund may be affected by the risk set out below.

(1) Liquidity risk of bond market

When there is insufficient liquidity in the bond market or when the Sub-Fund needs to urgently sell off its bonds (e.g. due to downgrade in the credit ratings of the issuer), there is a risk that the Sub-Fund may have to sell off its bonds below cost or below the current market value, and the NAV of the Sub-Fund could be adversely affected as a result.

(2) Risk relating to Decumulation Class

You should note that the Decumulation Classes of the Sub-Fund are intended to be de-cumulating where the intended distribution rate may result in a substantial amount of the initial capital being returned to Holders. This may, over time, cause the NAV of the relevant Class to fall. Where the NAV of such Class fall such that the number of Units of the Class falls below minimum number as may be determined by the Manager in accordance with Clause 42.4(a) of the Deed, the Manager may, in its sole discretion, terminate the Class in accordance with the Deed. The Manager may also terminate a de-cumulating Class (i) if the Manager is of the view that it is not in the best interest of Holders of Units in the relevant Class to continue the Class; or (ii) in its absolute discretion, by giving not less than one month's notice to the Trustee. Please see paragraph 20.6.13(i) of this Prospectus for further details.

G. Minimum Initial Subscription, Minimum Subsequent Subscription and Regular Savings Plan

The minimum initial subscription amount and the minimum subsequent subscription amount for the Classes of Units are as follows:

Classes of Units	Minimum initial subscription	Minimum subsequent subscription	Regular Savings Plan*
Class A	$1,000 (in the currency of the Class)	$100 (in the currency of the Class)	Yes
Class C	$100,000 (in the currency of the Class)	$10,000 (in the currency of the Class)	Yes
Class D	S$1,000,000	At the Manager's discretion	Not Available
Class B	S$1,000,000	At the Manager's discretion	Not Available

* See Paragraph 14 of this Prospectus for further details on the RSP.

H. Minimum Realisation Amount and Minimum Holding

Holders may realise their holdings of Units in full or partially. Partial realisation of Units must meet minimum amounts and is subject to the Holder maintaining a minimum holding in the Sub-Fund, as described below:-

	Class A	Class C	Class B	Class D
Minimum Realisation Amount	$100 (in the currency of the Class)	$1,000 (in the currency of the Class)	At the Manager's discretion	At the Manager's discretion

Minimum holdings upon partial realisation in terms of:-

Minimum Holdings	Class A	Class C	Class B	Class D
Number of Units	1,000 Units	10,000 Units	10,000 Units	10,000 Units

I. Past Performance and Benchmark of MSIF

There is no benchmark against which the performance of MSIF is measured as there is no suitable benchmark that reflects the investment strategy of the Sub-Fund.

Class C-QDis CAD Hedged, Class C-QDis EUR Hedged, Class B-SGD, Class A-QDis SGD Decumulation and Class C-QDis SGD Decumulation of MSIF have not been incepted as at the date of registration of this Prospectus.

The past performance of the Classes incepted for more than 12 months as at 30 November 2020 is as follows:

	1 Year	3 years (*average annual compounded return*)	Since inception (*average annual compounded return*)
Manulife SGD Income Fund Class A-SGD *Inception date: 24 November 2016*	0.58%	2.13%	2.80%
Manulife SGD Income Fund Class A-QDis SGD *Inception date: 18 November 2016*	0.58%	2.15%	2.72%
Manulife SGD Income Fund Class A-QDis USD Hedged *Inception date: 26 January 2017*	1.09%	2.63%	3.18%

Manulife SGD Income Fund Class A-QDis AUD Hedged *Inception date: 14 November 2017*	-1.16%	1.50%	1.44%
Manulife SGD Income Fund Class C-SGD *Inception date: 4 January 2017*	0.83%	2.34%	3.04%
Manulife SGD Income Fund Class C-QDis SGD *Inception date: 18 November 2016*	0.79%	2.36%	2.93%
Manulife SGD Income Fund Class C-QDis USD Hedged *Inception date: 6 December 2016*	1.39%	2.87%	3.45%
Manulife SGD Income Fund Class C-QDis AUD Hedged *Inception date: 31 May 2017*	-1.04%	1.75%	2.14%
Manulife SGD Income Fund Class D-SGD *Inception date: 1 June 2017*	1.09%	2.64%	2.86%
Manulife SGD Income Fund Class D-QDis SGD *Inception date: 29 May 2017*	1.09%	2.64%	2.87%
Manulife SGD Income Fund B-QDis SGD *Inception date: 3 April 2018*	1.57%	N.A.	3.91%

Source: Manulife IM (SG)

Notes:

1. Performance is calculated in the respective currency of the Class on a single pricing basis, with net income and dividends reinvested, taking into account the applicable initial charge and redemption charge (if any).

2. The Sub-Fund's or a Class's performance will be calculated based on the NAV of the Sub-Fund or the Class after Swing Pricing adjustment (if any) has been applied and therefore the returns of the Sub-Fund or the Class may be influenced by the level of subscription and/or realisation activity. Please refer to paragraph 20.7.6 of this Prospectus for further details.

Past performance of the MSIF is not necessarily indicative of its future or likely performance.

J. Expense and Turnover Ratios

The expense and turnover ratios are based on the latest audited accounts for the financial period ended 31 December 2019:

	Expense ratio*	**Turnover ratio**
Class A-SGD	1.06%	41.60%
Class A-QDis SGD	1.06%	
Class A-QDis AUD Hedged	1.06%	
Class A-QDis USD Hedged	1.06%	
Class C-SGD	0.86%	
Class C-QDis SGD	0.86%	
Class C-QDis CAD Hedged and Class C-QDis EUR Hedged	N.A.	
Class C-QDis AUD Hedged	0.86%	
Class C-QDis USD Hedged	0.86%	
Class D-SGD	0.56%	
Class D-QDis SGD	0.56%	
Class B-QDis SGD	0.06%	
Class B-SGD	N.A.	
Class A-QDis SGD Decumulation	N.A.	
Class C-QDis SGD Decumulation	N.A.	

*** *The past performance of the Classes is not indicative of their future performance.***

Schedule 7 - Manulife USD Diversified Income Fund (“MUDIF”)

A. Investment Objectives of MUDIF

MUDIF’s primary investment objective is to maximize income in USD terms through investing primarily in fixed income or debt securities. Long-term capital appreciation is a secondary objective.

B. Investment Focus and Approach of MUDIF

The Sub-Fund will invest at least 70% of its NAV in a diversified portfolio of fixed income or debt securities with an average credit rating of BBB- by Standard & Poor's, Baa3 by Moody's or BBB- by Fitch (or their respective equivalents) and cash. The type of debt securities that the Sub-Fund intends to invest in will be broadly diversified and would include, but is not limited to those issued by governments, agencies, supra-nationals and corporates, with no specific emphasis on any single country or sector. The Sub-Fund may employ derivatives for the purpose of hedging and/or efficient portfolio management.

The Sub-Fund may also invest up to 35% of its NAV in non-investment grade bonds, that is, bonds with a long-term credit rating of less than BBB- by Standard & Poor's, Baa3 by Moody's or BBB- by Fitch (or their respective equivalents). Unrated bonds will be subject to the Manager’s internal rating process and follow its internal equivalent rating of investment grade or non-investment grade accordingly.

The Sub-Fund may invest in US Dollar and non-USD denominated bonds. The non-USD denominated bonds will be hedged back to US Dollar.

It is not the intention of the Manager to invest more than 10% of the Sub-Fund’s NAV in securities issued, or guaranteed, by any single sovereign (including the relevant government, public or local authority) which has a credit rating that is below investment grade (i.e. below Baa3 by Moody’s or BBB- by Standard & Poor’s or Fitch).

During such times when the Manager is of the view that the market is experiencing extreme volatility or severe adverse market conditions, the Sub-Fund may temporarily hold a substantial portion (up to 30%) of the Sub-Fund’s NAV in cash or cash equivalents, or invest in short-term money market instruments, to preserve the value of the assets in the investment portfolio of the Sub-Fund.

In addition, the Sub-Fund may invest up to 10% in aggregate of its NAV in other collective investment schemes.

The Manager’s investment process for the strategy is driven by fundamental research of each market that the investment team invests in. This involves intensive credit research and a thorough analysis of each country’s bond market, including the macroeconomic and political trends of individual countries. This top-down approach includes both quantitative and qualitative measures. The team then assesses how these key themes are likely to impact the local market both in absolute terms and relative to other markets.

The Manager’s investment team’s research is proprietary in nature and generates distinctive investment ideas. Given that the Manager believes the markets of Asian bond and emerging markets bond are generally under-researched, the team maintains its own toolkit in which it documents and templates its research, such as quarterly market assessment reports on each investable market as well as individual sector and credit issuer analysis. This rigorous research process is followed by its investment teams in each market in Asia and globally in order to capture and evaluate market dynamics on a structured and methodological basis.

Benchmark

The Sub-Fund is actively managed. There is no benchmark against which the performance of the Sub-Fund is measured as there is no suitable benchmark that reflects the investment strategy of the Sub-Fund.

Product Suitability

The Sub-Fund is only suitable for investors who:

- primarily seek to maximize income in USD terms with long-term capital appreciation as secondary objective; and
- are comfortable that the price and value of the Units as well as any derived or accrued income may fall or rise, with potential loss of the original amount invested.

You should consult your financial advisers if in doubt on whether the Sub-Fund is suitable for you.

C. Classes of Units of the Sub-Fund

The Manager is currently offering 18 Classes of Units in the Sub-Fund, namely:

	Accumulation Classes of Units
1.	Class A-USD
2.	Class A-SGD Hedged
3.	Class B-USD
4.	Class C-USD
5.	Class C-SGD Hedged
6.	Class D-USD
7.	Class D-SGD Hedged
	Distribution Classes of Units
8.	Class A-MDis USD
9.	Class A-MDis SGD Hedged
10.	Class A-MDis AUD Hedged
11.	Class C-MDis USD
12.	Class C-MDis SGD Hedged
13.	Class C-MDis AUD Hedged
14.	Class C-MDis EUR Hedged
15.	Class C-MDis GBP Hedged

16.	Class C-MDis HKD
17.	Class D-MDis SGD Hedged
18.	Class B-MDis USD

D. Distribution Policy

The Manager shall have the absolute discretion to determine whether a distribution is to be made in respect of the Sub-Fund or Classes as well as the rate and frequency of distributions to be made.

Currently, the Manager intends to declare monthly distributions for the Distribution Classes of Units in the table in Paragraph C on the last Business Day of each month or such other date as the Manager may in its absolute discretion determine.

A Holder may at the time of an initial application for Units make a request in writing (a "**Distribution Reinvestment Mandate**") to elect for the automatic reinvestment of all (but not part) of the net amount of distributions to be received by him in the purchase of further Units of the same Sub-Fund or Class (as the case may be) (including fractions of Units, if any). Unless otherwise requested by a Holder in writing, all Holders shall be deemed to have elected to receive the net amount of distributions in cash.

Please note that any such election on the part of an existing Holder in a subsequent application for Units of the same Sub-Fund or Class shall automatically revoke all prior instructions relating to distributions and shall apply to all of the Units then held by that Holder. A Distribution Reinvestment Mandate may only be withdrawn by the Holder giving the Manager not less than 30 days' notice in writing prior to the date of any particular distribution. If a Holder has withdrawn the Distribution Reinvestment Mandate or has realised all his holdings before the distribution payment date, the distribution, if any, to be made to such Holder shall be the relevant amount in cash available for distribution in respect of such Holder's entire holding of Units at the date such distribution was declared. If you invest through an authorised agent or distributor, you may have to obtain additional information with regards to the distribution policy of the authorised agent or distributor and the election you made with the authorised agent or distributor at the time of initial application.

Distributions may be made out of income and/or net capital gains. In addition, the Manager may from time to time, after consulting the Auditors and with the approval of the Trustee, make distributions out of capital. **You should note that payment of dividends out of capital represents a return of the amount invested and a reduction of the portion of net assets allocated to the relevant Class.**

You should note that the intention of the Manager to make the monthly distribution for the Distribution Classes of Units is not guaranteed, and the Manager may in future review the distribution policy (including, but not limited to, the rate and/or frequency of distribution) depending on prevailing market conditions.

You should also note that any distributions made in respect of the Sub-Fund or Classes may reduce the NAV of the Sub-Fund or the relevant Class.

E. Fees and Charges

Charges and Fees Payable by Holder	
Preliminary charge	Currently up to 3%, Maximum 5%
Realisation charge	Currently 0%, Maximum 2%
Switching fee	Currently up to 1%, Maximum 1%
Fees Payable by the Sub-Fund^	
Trustee fee	Current: Less than 0.05% p.a.; Maximum: 0.1% p.a. of the NAV of the Sub-Fund Subject always to a minimum of US$8,000 p.a. (Subject to agreement between the Manager and the Trustee, the minimum trustee fee payable may be waived, suspended or varied in full or in part for such period of time as may be determined by the Manager and Trustee from time to time.)
Management fee (for each Class of Units in the Sub-Fund) (a) Retained by Manager (b) Paid by Manager to financial adviser (trailer fee)	Currently: Class A – 1% p.a. - (a) 40% to 50% of management fee - (b) 50% to 60%[28] of management fee Class C – 0.8% p.a. - (a) 40% to 50% of management fee - (b) 50% to 60%[28] of management fee Class D – up to 0.5% p.a. - (a) 100% of management fee - (b) 0%[28] of management fee Class B – 0% p.a.[29] Maximum: 2% p.a. of the NAV of the Sub-Fund
Other fees and charges*	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund.

* Other fees and charges include (but are not limited to) valuation fees, custodian fees, fund administration fees, transfer agent fees, legal, professional fees, taxes and other out-of-pocket expenses.

As the Manager may invest in other collective investment schemes, it is estimated that each of such collective investment schemes will charge the following fees and charges:

[28] Your financial adviser is required to disclose to you the amount of trailer fee it receives from the Manager.
[29] Subject to such separate fee arrangement as the Manager and the relevant investor may from time to time agree.

(i)	Subscription fee or preliminary charges	-	Generally ranging from zero to 5%
(ii)	Realisation fee	-	Generally ranging from zero to 3%
(iii)	Management fee	-	Generally ranging from zero to 2% p.a.
(iv)	Administration and Custodian fees	-	Maximum 0.75% p.a., subject to minimum of US$40,000 p.a. per fund
(v)	Other fees (which may include legal fees, audit fees and statutory fees)	-	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending, amongst others, on the proportion that each fee or charge bears to the NAV of the collective investment scheme

Actual fees incurred by the Sub-Fund as a result of its investment in each of such collective investment schemes may be higher or lower than the estimates above.

^ You should note that the fees and charges applicable to the Sub-Fund (including fees based on the NAV of the Sub-Fund) will be based on the NAV before Swing Pricing adjustment (if any) is applied. Please refer to paragraph 20.7.6 of this Prospectus for further details.

You should check with the authorised agent or distributor from whom you subscribed Units from on whether there are any other fees or charges which have not been set out in this Prospectus.

F. Specific Risks of Investments in MUDIF

Please refer to the general risk factors described in Paragraph 8.1 and the list of risks set out in Paragraph 8.2 of this Prospectus under the sub-headings "Currency risk", "Risk relating to Hedged classes", "Securities risk", "High-yield bonds risk", "Emerging market risk", "FDIs risk", "Interest rate and credit risk", "Tax exposure" and "Counterparty risk". In addition, the Sub-Fund may be affected by the risk set out below.

(1) Liquidity risk of bond market

When there is insufficient liquidity in the bond market or when the Sub-Fund needs to urgently sell off its bonds (e.g. due to downgrade in the credit ratings of the issuer), there is a risk that the Sub-Fund may have to sell off its bonds below cost or below the current market value, and the NAV of the Sub-Fund could be adversely affected as a result.

G. Minimum Initial Subscription, Minimum Subsequent Subscription and Regular Savings Plan

The minimum initial subscription amount and the minimum subsequent subscription amount for the Classes of Units are as follows:

Classes of Units	Minimum initial subscription	Minimum subsequent subscription	Regular Savings Plan*
Class A	$1,000 (in the currency of the Class)	$100 (in the currency of the Class)	Yes
Class C	$100,000 (in the currency of the Class, save for the Class C-MDis HKD which will be HKD500,000)	$10,000 (in the currency of the Class, save for the Class C-MDis HKD which will be HKD50,000)	Yes
Class D	S$1,000,000	At the Manager's discretion	Not Available
Class B	S$1,000,000	At the Manager's discretion	Not Available

* See Paragraph 14 of this Prospectus for further details on the RSP.

H. Minimum Realisation Amount and Minimum Holding

Holders may realise their holdings of Units in full or partially. Partial realisation of Units must meet minimum amounts and is subject to the Holder maintaining a minimum holding in the Sub-Fund, as described below:-

	Class A	Class C	Class B	Class D
Minimum Realisation Amount	$100 (in the currency of the Class)	$1,000 (in the currency of the Class, save for the Class C-MDis HKD which will be HKD5,000)	At the Manager's discretion	At the Manager's discretion

Minimum holdings upon partial realisation in terms of:-

Minimum Holdings	Class A	Class C	Class B	Class D
Number of Units	1,000 Units	10,000 Units	10,000 Units	10,000 Units

I. Past Performance and Benchmark of MUDIF

There is no benchmark against which the performance of MUDIF is measured as there is no suitable benchmark that reflects the investment strategy of the Sub-Fund.

As MUDIF has not been launched as at the date of registration of this Prospectus, a track record of at least 12 months is not available as at the date of registration of this Prospectus.

J. Expense and Turnover Ratios

As MUDIF has not been launched, the expense ratio based on figures in the Sub-Fund's latest audited accounts is not available as at the date of registration of this Prospectus.

As MUDIF has not been launched, the turnover ratio is not available as at the date of registration of this Prospectus.

Schedule 8 – Manulife Select Balanced Portfolio Fund ("MSBPF")

A. Investment Objectives of MSBPF

The investment objective of the Sub-Fund is to achieve long term capital growth.

B. Investment Focus and Approach of MSBPF

The Sub-Fund aims to achieve its objective by investing primarily in a managed portfolio of collective investment schemes and cash. The Sub-Fund targets an asset allocation of up to 60% into schemes with underlying investments comprising of equities, and/or REITs, with the rest of the assets invested into cash and schemes with underlying investments in bonds and/or money market instruments. The asset allocation may vary depending on the prevailing market conditions.

Investment opportunities underlie different asset classes during an economic cycle. The asset allocation of the Sub-Fund is adjusted to take advantage of dynamic market conditions and navigate short-term market fluctuations. While navigating the changing credit and interest rate environment, emerging trends and investment opportunities across regions, sectors and market segments are identified when constructing the portfolio of the Sub-Fund. The investments of the Sub-Fund may be allocated in different geographical regions without a bias toward any single country, sector, or industry.

It is intended that the MSBPF Underlying Funds to be invested by the Sub-Fund will be schemes which are authorised or recognised by the MAS. The list of MSBPF Underlying Funds will generally be disclosed in the monthly factsheet, semi-annual and/or annual report of the Sub-Fund.

Benchmark

The Sub-Fund is actively managed. There is no benchmark against which the performance of the Sub-Fund is measured as there is no suitable benchmark that reflects the investment strategy of the Sub-Fund.

Product Suitability

The Sub-Fund is only suitable for investors who:

- seek to achieve long term capital growth; and
- are comfortable that the price and value of the Units as well as any derived or accrued income may fall or rise, with potential loss of the original amount invested.

You should consult your financial advisers if in doubt on whether the Sub-Fund is suitable for you.

C. Investment Adviser of the Sub-Fund

The investment advisor of the Sub-Fund is DBS Bank Ltd (the "**Investment Advisor**") whose registered office is at 12 Marina Boulevard, Level 3 Marina Bay Financial Centre Tower 3, Singapore 018982.

The Investment Adviser, in accordance with the investment guidelines and asset class allocation ranges (among other parameters) provided by the Manager, provides advice and/or recommendations to the Manager on asset allocation and selection of relevant underlying funds.

DBS is a leading financial services group in Asia with a presence in 18 markets. Headquartered and listed in Singapore, DBS is in the three key Asian axes of growth: Greater China, Southeast Asia and South Asia. The bank's "AA-" and "Aa1" credit ratings are among the highest in the world.

Recognised for its global leadership, DBS has been named "World's Best Bank" by Euromoney, "Global Bank of the Year" by The Banker and "Best Bank in the World" by Global Finance. The bank is at the forefront of leveraging digital technology to shape the future of banking, having been named "World's Best Digital Bank" by Euromoney. In addition, DBS has been accorded the "Safest Bank in Asia" award by Global Finance for 11 consecutive years from 2009 to 2019.

In the wealth management space, notable awards that DBS has received include "Best Wealth Manager in Asia" by The Asset, "Best Private Bank in Asia Pacific" by Global Finance, and "Best Digital Bank for Millennials in Asia" by Professional Wealth Management / The Banker. DBS has SGD 245 billion in wealth assets under management as of FY2019.

The Investment Advisor will be acting through its Discretionary Portfolio Management unit, a part of DBS's Wealth Management franchise. The Discretionary Portfolio Management unit was established in 2012 and has seen strong assets under management growth of around 50% in 2020. Its seasoned investment team averages over 15 years of financial industry experience.

If the Investment Advisor becomes insolvent, the Manager may terminate the investment advisory agreement entered into with the Investment Advisor and appoint a new investment advisor.

D. Classes of Units of the Sub-Fund

The Manager is currently offering 1 Class of Units in the Sub-Fund, namely:

	Classes of Units
1.	Class A-SGD

E. Fees and Charges

<table>
<tr><td colspan="3">Charges and Fees Payable by Holder</td></tr>
<tr><td colspan="2">Preliminary charge</td><td>Currently up to 5%, Maximum 5%</td></tr>
<tr><td colspan="2">Realisation charge</td><td>Currently 0%, Maximum 2%</td></tr>
<tr><td colspan="2">Switching fee</td><td>Currently up to 1%, Maximum 1%</td></tr>
<tr><td colspan="3">Fees Payable by the Sub-Fund^</td></tr>
<tr><td>Trustee fee</td><td colspan="2">Current: Less than 0.05% p.a.; Maximum: 0.1% p.a. of the NAV of the Sub-Fund
Subject always to a minimum of S$10,000 p.a. (Subject to agreement between the Manager and the Trustee, the minimum trustee fee</td></tr>
</table>

	payable may be waived, suspended or varied in full or in part for such period of time as may be determined by the Manager and Trustee from time to time.)
Management fee* (a) Retained by Manager (b) Paid by Manager to financial adviser (trailer fee)	Class A: 0.75% to 1.75% p.a. - (a) 100% of management fee - (b) 0%[30] of management fee
Other fees and charges**	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending on the proportion that each fee or charge bears to the NAV of the Sub-Fund.

* The investment adviser fee will be borne by the Manager.

** Other fees and charges include (but are not limited to) valuation fees, custodian fees, fund administration fees, transfer agent fees, legal, professional fees, taxes and other out-of-pocket expenses.

^ It is currently intended that the Swing Pricing adjustment referred to in paragraph 20.7.6 of this Prospectus will not be applied to the Sub-Fund.

You should check with the authorised agent or distributor from whom you subscribed Units from on whether there are any other fees or charges which have not been set out in this Prospectus.

Fees Charged by the MSBPF Underlying Funds:		
(i)	Subscription fee or preliminary charges	0%
(ii)	Management fee	Generally ranging from 0% to 2% p.a.*
(iii)	Performance fee (if applicable)	Generally ranging from 0% to 25% p.a. (and in some cases only in excess of a hurdle rate of return)
(iv)	Other fees which may include (but are not limited to) trustee fee, depositary/custodian fee, administration fee, servicing fee, valuation fee, registrar fee, legal fees, audit fees and out-of-pocket expenses)	Subject to agreement with the relevant parties, each of the fees or charges may amount to or exceed 0.1% p.a., depending, amongst others, on the proportion that each fee or charge bears to the NAV of the relevant MSBPF Underlying Fund

[30] Your financial adviser is required to disclose to you the amount of trailer fee it receives from the Manager.

* As at the date of this Prospectus, 40% to 60% of the management fee charged by the MSBPF Underlying Funds will be rebated to the Sub-Fund.

Actual fees incurred by the Sub-Fund as a result of its investment in each of the MSBPF Underlying Funds may be higher or lower than the estimates above.

F. Specific Risks of Investments

Please refer to the general risk factors described in Paragraph 8.1 and the list of risks set out in Paragraph 8.2 of this Prospectus under the sub-headings “Currency risk”, “Securities risk”, “Unlisted securities risk”, “Emerging market risk”, “FDIs risk”, “Interest rate and credit risk”, “High-yield bonds risk”, “Counterparty risk”, “Small-Cap risk”, “Political and regulatory risk”, “Natural resources sector risk”, “Liquidity and volatility risk”, “Rating of investment risk” and “Tax exposure risk”. In addition, the Sub-Fund may be affected by the risks set out below.

1) Collateralised / Securitised product risk

The following statements are intended to provide you with information on the basic features of, and the risks associated with investment in, ABSs, MBSs, CMBSs, CMOs and pass-through securities.

(i) **Asset-Backed Security (“ABS”)**: ABSs are securities that are backed (or securitised) by a discrete pool of self-liquidating financial assets. Asset-backed securitisation is a financing technique in which financial assets, in many cases themselves less liquid, are pooled and converted into instruments that may be offered and sold in the capital markets.

In a basic securitisation structure, an entity (often a financial institution and commonly known as a "sponsor"), originates or otherwise acquires a pool of financial assets (such as mortgage loans) either directly or through an affiliate. It then sells the financial assets, again either directly or through an affiliate, to a specially created investment vehicle that issues securities "backed" or supported by those financial assets, hence the term "asset-backed securities".

(ii) **Mortgage-Backed Security (“MBS”)**: MBSs are debt obligations that represent claims to the cash flows from pools of mortgage loans, most commonly on residential property. Mortgage loans are purchased from banks, mortgage companies, and other originators and then assembled into pools by a governmental, quasi-governmental, or private entity. The securitisation process is as described above, and the securities issued by the entity represent claims on the principal and interest payments made by borrowers on the loans in the pool.

Most MBSs available in the U.S. are issued by Ginnie Mae, or Fannie Mae and Freddie Mac. Ginnie Mae, backed by the U.S. government, guarantees that investors receive timely payments. Fannie Mae and Freddie Mac also provide certain guarantees and, while not backed by the U.S. government, have special authority to borrow from the U.S. Treasury[31]. Some private institutions, such as brokerage firms, banks, and homebuilders, also securitised mortgages, known as "private-label" mortgage securities.

(iii) **Collateralised Mortgage Obligation ("CMO")**: CMOs, a type of MBS, are bonds that represent claims to specific cash flows from large pools of home mortgages. The streams of principal and interest payments on the mortgages are segregated to the different classes of CMO interests known as tranches. Each tranche may have different credit ratings, principal balances, coupon rates, prepayment risks, and maturity dates (ranging from a few months to twenty years).

(iv) **Commercial Mortgage-Backed Security ("CMBS")**: Unlike residential MBSs, CMBSs are backed by income-producing commercial real estate. In a CMBS transaction, many single mortgage loans of varying size, property type and location are pooled and transferred to a trust. The trust issues a series of bonds that may vary in yield, duration and payment priority. Nationally recognized rating agencies then assign credit ratings to the various bond classes ranging from investment grade (AAA/Aaa through BBB-/Baa3) to below investment grade (BB+/Ba1 through B-/B3) and an unrated class which is subordinate to the lowest rated bond class.

(v) **Pass-through securities**: These securities are issued under a structure where various mortgages are pooled together and used as collateral to back pass-through securities which "passes through" to the holder a proportionate share of the cash flow (net of fees) produced by the collateral pool. These securities could be issued by various agencies such as Ginnie Mae, Fannie Mae and Freddie Mac.

The above securities provide exposure, synthetically or otherwise, to underlying assets and the risk/return profile is determined by the cash flows derived from such assets. They are, by nature, not necessarily homogenous and the underlying assets can take many forms including, but not limited to, residential or commercial mortgages. They may employ leverage which can cause the instruments to be more volatile than if they had not employed leverage. During periods of market volatility, these securities may have a heightened risk of exposure to liquidity or credit downgrade issues.

The structure of asset-backed securities (ABS, MBS and CMBS) is intended, among other things, to insulate investors from the corporate credit risk of the sponsor that originated or acquired the financial assets. However, payment under such structures depends primarily on the cash flows generated by the assets in the

[31] On 7 September 2008, Fannie Mae and Freddie Mac were placed under the conservatorship of the Federal Housing Finance Agency ("**FHFA**") by the U.S. government. The Treasury and the FHFA have established Preferred Stock Purchase Agreements, contractual arrangements between the Treasury and the conserved entities. Under these agreements, the Treasury will ensure that each company maintains a positive net worth. These agreements support market stability by providing additional security and clarity to government sponsored enterprises ("**GSE**") debt holders – senior and subordinated – and support mortgage availability by providing additional confidence to investors in GSE mortgage backed securities. This commitment will eliminate any mandatory triggering of receivership and will ensure that the conserved entities have the ability to fulfil their financial obligations.

underlying pool and other rights designed to ensure timely payment, such as liquidity facilities, guarantees or other features generally known as credit enhancements. For example, MBS loans are repaid by homeowners while CMBS loans are repaid by real estate investors who rely on tenants and customers to provide the cash flow to repay the mortgages. Thus, any factor which could potentially affect general economic activity or the cash flows from borrowers and properties creates a risk (e.g. credit risk of the borrower and property).

Structures such as CMBS and CMOs may employ tranching of the underlying cash flows based on the levels of credit risk/yield/duration. This creates a sequential payment structure generally referred to as the "waterfall". Each month the cash flows received from all of the pooled loans is paid to the investors, starting with those investors holding the highest rated securities, until all accrued interest on those securities is paid. Then interest is paid to the holders of the next highest rated securities and so on. The same process occurs with principal as payments are received. If there is a shortfall in contractual loan payments from the borrowers or if loan collateral is liquidated and does not generate sufficient proceeds to meet payments on all tranches, the investors in the most subordinate tranche class will incur a loss with further losses impacting more senior tranches in reverse order of priority.

Generally, rising interest rates tend to extend the duration of fixed rate mortgage-related securities making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, an underlying fund holding mortgage-related securities may exhibit additional volatility (extension risk). Mortgage-related securities are also subject to prepayment risk. When interest rates decline, borrowers may pay off their mortgages sooner than expected. Absent protection, such prepayments would return principal to investors precisely when their options for reinvesting those underlying funds may be relatively unattractive. This can reduce the returns of an underlying fund because the underlying funds may need to reinvest those funds at the lower prevailing interest rates. In addition, investments in securitised or structured credit products may be less liquid than other securities. The lack of liquidity may cause the current market price of assets to become disconnected from the underlying asset value and, consequently, the underlying funds investing in securitised products may be more susceptible to liquidity risk.

In a down market, higher-risk securities and derivatives could become harder to value or sell at a fair price.

2) Risk relating to convertible securities

Convertible securities include corporate bonds, notes, or preferred stocks of U.S. or foreign issuers that can be converted into (that is, exchanged for) common stocks or other equity securities at a stated price or rate. Convertible securities also include other securities, such as warrants, that provide an opportunity for equity participation. Because convertible securities can be converted into equity securities, their value will normally vary in some proportion with those of the underlying equity securities. Due to the conversion feature, convertible securities generally yield less than non-convertible fixed income securities of similar credit quality and maturity. A fund’s investment in convertible securities may at times include securities that have a mandatory conversion feature, pursuant to which the securities convert automatically into common stock at a specified date and conversion ratio, or that are convertible at the option of the issuer. When conversion is not at the option of the holder, the fund may be required to convert the security into the underlying common stock even at times when the value of the underlying common stock has declined substantially.

3) Risk relating to zero coupon securities

A fund may invest in “zero coupon” fixed income securities. These securities accrue interest at a specified rate, but do not pay interest in cash on a current basis. The market value of zero coupon securities is often more volatile than that of non-zero coupon fixed income securities of comparable quality and maturity.

G. Minimum Initial Subscription, Minimum Subsequent Subscription and Regular Savings Plan

Classes of Units	**Minimum Initial Subscription**	**Minimum Subsequent Subscription**	**Regular Savings Plan***
Class A-SGD	S$1,000	S$100	Yes

***** See Paragraph 14 of this Prospectus for further details on the RSP.

H. Minimum Realisation Amount and Minimum Holding

Holders may realise their holdings of Units in full or partially. Partial realisation of Units must meet minimum amounts and is subject to the Holder maintaining a minimum holding in the Sub-Fund, as described below:-

	Class A-SGD
Minimum Realisation Amount	S$100

Minimum holdings upon partial realisation in terms of:-

Minimum Holdings	**Class A-SGD**
Number of Units	1,000 Units

I. Past Performance and Benchmark of MSBPF

There is no benchmark against which the performance of the MSBPF is measured as there is no suitable benchmark that reflects the investment strategy of the Sub-Fund.

Class A-SGD was incepted on 31 March 2020, thus a track record of at least 12 months is not available as at the date of registration of this Prospectus.

J. Expense and Turnover Ratios

As MSBPF is a newly launched fund that was incepted on 31 March 2020, the expense ratio based on figures in the Sub-Fund’s latest audited accounts is not available for MSBPF as at the date of registration of this Prospectus.

As MSBPF is a newly launched fund that was incepted on 31 March 2020, the turnover ratio is not available as at the date of registration of this Prospectus.

Appendix 1

Use of FDIs by MGF Sub-Funds

MGF Sub-Funds may from time to time use FDIs for investment, efficient portfolio management and hedging purposes, in accordance with MGF's Luxembourg Prospectus and the limits and conditions on the use of FDIs under applicable laws in Luxembourg.

Types and Limits on Use of FDIs

FDIs used by MGF Sub-Funds may include, amongst others, equivalent cash-settled instruments, dealt in on a regulated market and/or FDIs dealt in over-the-counter ("**OTC Derivatives**") provided that:

- the underlying consists of instruments that are not prohibited under rules and regulations applicable to MGF, in which MGF may invest according to its investment objectives;
- the counterparties to OTC Derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg Commission de Surveillance du Secteur Financier (the "**CSSF**"); and
- the OTC Derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at MGF's initiative.

The MGF Management Company must employ a risk-management process which enables it to monitor and measure at any time the risk of the positions of MGF and their contribution to the overall risk profile of the portfolio; it must employ a process for accurate and independent assessment of the value of OTC Derivative instruments. It must communicate to the CSSF regularly and in accordance with the detailed rules defined by the latter, the types of derivative instruments, the underlying risks, the quantitative limits and the methods which are chosen in order to estimate the risks associated with transactions in derivative instruments.

MGF is authorised to employ techniques and instruments relating to transferable securities and to money market instruments under the conditions and within the limits laid down by the CSSF.

When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in the Luxembourg law of 17 December 2010 (as amended) relating to undertakings for collective investment, or any legislative replacements or amendments thereof.

Under no circumstances shall these operations cause MGF to diverge from its investment objectives.

The MGF Management Company ensures that the global exposure relating to derivative instruments shall not exceed the total net value of MGF Sub-Funds. When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of the above-mentioned restriction. The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

Risks of Investing in FDIs

The types and degrees of risk associated with such techniques and instruments vary depending upon the characteristics of the particular FDI and the assets of MGF Sub-Funds as a whole. Use of these instruments may entail investment exposures that are greater than their cost would suggest, meaning that a small investment in FDIs could have a large impact on the MGF Sub-Fund's performance.

Participation in FDIs that may be held by MGF Sub-Funds to the extent permitted by applicable laws from time to time, whether for hedging purposes or otherwise, may expose MGF Sub-Funds to a higher degree of risk to which MGF Sub-Funds would not receive or be subject to, in the absence of using these instruments.

Although the use of FDIs in general may be beneficial or advantageous, FDIs involve risks which differ from, and are, possibly, greater than the risks associated with traditional securities investments. The risks presented by FDIs include, but are not limited to, market risk, management risk, credit risk, liquidity risk and leverage risk.

MGF Sub-Funds' ability to use such instruments successfully depends on the investment managers' ability to accurately predict movements in stock prices, interest rates, currency exchange rates or other economic factors and the availability of liquid markets. If the investment managers' predictions are inaccurate, or if the FDIs do not work as anticipated, MGF Sub-Funds could suffer greater losses than if MGF Sub-Funds had not used such FDIs. If MGF Sub-Funds invest in over-the-counter (OTC) FDIs, there is increased risk that a counterparty may fail to honour its contract.

In addition to the inherent risks of investing in FDIs, MGF Sub-Funds will also be exposed to credit risk on the counterparties with which it trades particularly in relation to FDIs that are not traded on a recognised market. Such instruments are not afforded the same protection as may apply to participants trading futures or options on organised exchanges, such as the performance guarantee of an exchange clearing house. MGF Sub-Funds will be subject to the possibility of the insolvency, bankruptcy or default of a counterparty with which MGF Sub-Funds trades, which could result in substantial losses to MGF Sub-Funds.

Investments in FDIs may require a deposit or initial margin and additional deposit or margin on short notice if the market moves against the investment positions. If no provision is made for the required margin within the prescribed time, the investment may be liquidated at a loss. In particular, derivative contracts can be highly volatile, and the amount of initial margin is generally small relative to the size of the contract so that transactions are geared. A relatively small market movement may have a potentially larger impact on FDIs than on standard bonds or equities.

In a down market, higher-risk securities and FDIs could become harder to value or MGF Sub-Funds may not be able to realise the fair value of such securities. You should note that investments in MGF Sub-Funds are not bank deposits and are not insured or guaranteed by any deposit insurance or government agency.

Prices of warrants and of any collective schemes which invest in equity warrants and options may fall in value as rapidly as they may rise and it may not always be possible to dispose of them during such falls.

To manage the risks arising from the use of FDIs, the MGF Management Company will ensure that a suitable risk management process is employed which is commensurate with MGF Sub-Funds' risk profiles.

Supplementary Information

You may obtain supplementary information relating to the risk management methods employed by MGF including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments from the Manager, and if necessary, the Manager may in turn procure such information from MGF.

Prospectus of the Manulife Funds

Signed:

Michael Floyd Dommermuth
Director
(Signed by Wendy H.C. Lim, as agent,
for and on behalf of Michael Floyd Dommermuth)

Signed:

Wendy H. C. Lim
Director

Signed

Chan Hock Fai
Director

Signed

Murray James Collis
Director

Manulife Investment Management