

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

June 24, 2020

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

Various Changes of the Underlying Funds

We would like to notify you of the following changes with regard to the following underlying funds (each an “**Underlying Fund**” and collectively, the “**Underlying Funds**”) corresponding to the following investment choices under the Plans, following our receipt of the shareholder notice of the Underlying Funds dated May 27, 2020 (the “**Shareholder Notice**”). The following changes will be made to the respective Underlying Funds with effect from July 1, 2020 (the “**Effective Date**”).

Name of Plan	Name of Investment Choice	Name of Underlying Fund	Share Class of Underlying Fund
MI Plus and MISo	Manulife Inv Janus Henderson Global Technology Fund	Janus Henderson Horizon Fund – Global Technology Fund	Class A Accumulation Shares
Alpha, ARI and Matrix	MIL Janus Henderson Global Technology Fund		
MI Plus and MISo	Manulife Inv Janus Henderson Japanese Smaller Companies Fund	Janus Henderson Horizon Fund – Japanese Smaller Companies Fund	Class A Accumulation Shares
Alpha, ARI and Matrix	MIL Janus Henderson Japanese Smaller Companies Fund		

1. Fund Documentation Changes of the Underlying Funds

As part of Janus Henderson Horizon Fund’s (the Underlying Funds being sub-funds of which) ongoing commitment to making improvements to the Underlying Funds’ documentation and in response to the updated European Securities and Markets Authority (ESMA) Q&A on the application of the UCITS directive, they are making amendments to the Underlying Funds’ investment objectives and policies to include the following information.

- Disclosures relating to active management and index/benchmark usage (if any):
 - Where an Underlying Fund is actively managed with reference to an index, this index broadly represents the companies in which the Underlying Fund invests and provides a useful comparator for assessing each Underlying Fund’s performance. The investment manager of the Underlying Fund (the “**Investment Manager**”) has the discretion to choose investments for the Underlying Fund with weightings different to the index or not in the index but at times the Underlying Fund may hold investments similar to the index.
 - Where an Underlying Fund is actively managed and makes reference to a cash benchmark, the Investment Manager has complete discretion to choose investments for the Underlying Fund and is not constrained by the relevant cash benchmark.

Where relevant for each Underlying Fund, disclosures will be added to clarify that the index/benchmark may also form the basis of the Underlying Fund’s performance target, income target and the level above which performance fees may be charged.

- Specific fund performance targets where applicable (see below table):

Name of Underlying Fund	Performance Target
Janus Henderson Horizon Fund – Global Technology Fund	To outperform the MSCI ACWI Information Technology Index + MSCI ACWI Communication Services Index, after the deduction of charges, over any 5 year period.
Janus Henderson Horizon Fund – Japanese Smaller Companies Fund	To outperform the Russell/Nomura Small Cap Index by 2.5% per annum, before the deduction of charges, over any 5 year period.

There is no change to the risk profile or the way the Underlying Funds are managed because of the inclusion of the additional disclosures as part of the Fund Documentation Changes.

The directors of the Underlying Funds (the “**Directors**”) confirm that in respect of these Fund Documentation Changes:

- These are consistent with the Underlying Funds' overall investment strategy and will not result in any material change to the Underlying Funds' risk profile.
 - There will be no material change in the operation and/or manner in which the Underlying Funds are being managed.
 - There will not be material adverse impact on the rights or interests of the shareholders of the Underlying Funds.
 - There are no new fees, charges or increases in existing fees or charges borne by the Underlying Funds because of this change.
- Disclosures relating to investment strategy:

The Underlying Funds' investment objectives and policies will also be enhanced to clarify the relevant Underlying Fund's existing investment practice, such as the use of derivative instruments and the types of investments an Underlying Fund may make on an ancillary basis and for defensive purposes.

The Hong Kong Offering Documents of the Underlying Funds (the "**Hong Kong Offering Documents**") will also be revised to include certain miscellaneous administrative, clarificatory and general updates:

- Enhancement and general updates to the risk disclosures under the section "Investment and Risk Considerations" of the prospectus of the Underlying Funds (the "**Prospectus**");
- Updates to the PRC tax related disclosures in the Prospectus;
- Updates to the disclosures relating to anti-dilution measures and swing pricing in the Prospectus. For the avoidance of doubt, these updates are for clarification and enhancement of disclosures only. There is no actual change in the current swing pricing policy in respect of the Underlying Funds.
- General updates and enhancement to the risk disclosures in the Prospectus; and
- Updates to the sub-section "10. Investment Restrictions" under the section "Further Information" of the Prospectus to reflect that in respect of an Underlying Fund's investments in UCITS and other UCIs linked to the Investment Manager or its affiliates, there shall be no management fee charged to that portion of the assets of the relevant Underlying Fund. Janus Henderson Horizon Fund will indicate in its annual report the total management fees charged both to the relevant Underlying Fund and to the UCITS and other UCIs in which such Underlying Fund has invested during the relevant period. Other amendments include but are not limited to elaboration on the investment restrictions in respect of investments in commodities, precious metals and interest rate swaps to reflect the relevant UCITS regulatory requirements.

For the avoidance of doubt, the above Fund Documentation Changes is for enhancement of disclosures only. There is no change to the risk profile or the way the Underlying Funds are managed because of these Fund Documentation Changes which are consistent with the Underlying Funds' existing investment objectives and policies.

2. Changes to the Janus Henderson Horizon Fund - Global Technology Fund

The following changes will be made to the Underlying Fund:

- The performance fee for the share class of the Underlying Fund (the "**Relevant Share Class**") as currently waived will be reinstated.
- The reference benchmark used to calculate the performance fee for the Relevant Share Class will change to the **MSCI ACWI Information Technology Index + MSCI ACWI Communication Services Index** (the "**New Benchmark**") which is a single combined custom index, as further explained below.
- The performance fee applicable for the Relevant Share Class will be reduced from 20% to **10%** of the Relevant Amount¹ of the Underlying Fund.
- With effect from the Effective Date, the Underlying Fund's name will change to **Janus Henderson Horizon Fund – Global Technology Leaders Fund** to better reflect the Underlying Fund's investment policy and strategy. With effect from July 8, 2020, the names of the investment choices corresponding to the Underlying Fund will be changed as follows:

¹ 'Relevant Amount' is defined in the Hong Kong Offering Documents as 'equal to the amount by which the increase in total net asset value per share during the relevant performance period exceeds the increase in the relevant benchmark over the same period (or the growth in value of the net assets per share where the benchmark has declined)'.

Name of Underlying Fund		Name of Investment Choice	
Current	New	Current	New
Janus Henderson Horizon Fund – Global Technology Fund	Janus Henderson Horizon Fund – Global Technology Leaders Fund	Manulife Inv Janus Henderson Global Technology Fund	Manulife Inv Janus Henderson Global Technology Leaders Fund
		MIL Janus Henderson Global Technology Fund	MIL Janus Henderson Global Technology Leaders Fund

Rationale for change of reference benchmark

The current reference benchmark used to calculate performance fee for the Relevant Share Class is MSCI AC World Information Technology Index (the “**Current Benchmark**”).

The performance fee for the Relevant Share Class of the Underlying Fund has been waived effective from December 1, 2018 until further notice. This was because MSCI Limited had restructured the Underlying Fund’s Current Benchmark such that it was no longer appropriate for the calculation of the Underlying Fund’s performance fee. The Investment Manager therefore waived any performance fee that may accrue until a new reference benchmark could be assigned.

The New Benchmark is considered a more appropriate reference benchmark as it is broadly representative of the companies in which the Underlying Fund may invest and forms the basis of the Underlying Fund’s performance target. For the avoidance of doubt, the Underlying Fund is actively managed. The Investment Manager has the discretion to choose investments for the Underlying Fund with weightings different to the New Benchmark or not in it, but at times the Underlying Fund may hold investments similar to it.

Impact of change of reference benchmark

From the Effective Date onwards, the performance fee waiver will no longer apply and the performance fee for the Relevant Share Class will be reinstated at the reduced rate of 10% of the Relevant Amount¹, in accordance with the Hong Kong Offering Documents. Accordingly, the performance fee for the Relevant Share Class will be calculated and will start accruing from the Effective Date, using the New Benchmark. The first occasion where performance fees may be payable to the Investment Manager will be the performance period ending June 30, 2021. There will not be any change to the performance fee calculation mechanism of the Underlying Fund as disclosed in the Hong Kong Offering Documents. The performance fee of the Relevant Share Class will be calculated in accordance with the high water mark principle with reference to the “Target net asset value per Share” as set out in the Hong Kong Offering Documents.

Generally, the performance period for calculating the performance fee is from July 1 of a year to June 30 of the following year. For the purpose of calculating the performance fee for the Relevant Share Class, the performance period will start from the date the last performance fee was paid. The index value of the New Benchmark will be adjusted on the Effective Date, taking into account the performance of the Current Benchmark, over the preceding performance period up to June 30, 2020. For example, where the Current Benchmark has appreciated 30% from the date the last performance fee was paid up to June 30, 2020, the New Benchmark will be assigned a start index value such that the New Benchmark will also have 30% of over-performance from the date the last performance fee was paid up to June 30, 2020. Such adjustment is made to ensure the continuity and consistency in the calculation of the performance fee notwithstanding a change in the Underlying Fund’s reference benchmark and is applicable under the current circumstances whereby no performance fee will be paid on June 30, 2020 as a result of the waiver.

To the extent that the net asset value per share of the Relevant Share Class decreases or underperforms the relevant benchmark, no performance fee will be accrued until such decrease and any underperformance on a per share basis has been made good in full and any previously accrued but unpaid performance fees will be partly or fully reversed accordingly.

The current high water mark for determining the performance fee of the Relevant Share Class of the Underlying Fund will not be affected by the change in the reference benchmark and will be carried forward for determining the performance fee based on the New Benchmark.

For further details regarding the calculation of performance fees, please refer to the section in the Underlying Fund’s prospectus titled “Fees, Charges and Expenses – Performance Fees” and the section in the Underlying Fund’s Hong Kong Covering Document titled “Performance Fees”.

Please also see above for further information in relation to the Underlying Fund’s performance target.

The Directors confirm in respect of the above changes to the Underlying Fund:

- There will be no impact to the Investment Manager's overall investment strategy in respect of the Underlying Fund and hence no change in the operation and/or manner in which the Underlying Fund is being managed.
- The changes will not result in any change to the features or overall risk profile of the Underlying Fund.
- There will be no new fees or charges, or increases in existing fees or charges borne by the Underlying Fund, except that the performance fee for the Relevant Share Class as currently waived will be reinstated and determined based on the New Benchmark from the Effective Date onwards and that this may lead to a different value of performance fee (which may be higher or lower) compared to that which would have been calculated using the Current Benchmark.
- There will not be material adverse impact on the rights or interests of the shareholders of the Underlying Fund.

The Directors confirm that the costs and expenses in connection with the above changes will be borne by the Underlying Fund. These costs and expenses will not have a material impact on the fees and expenses incurred by the Underlying Fund. The costs incurred in connection with these changes are insignificant by reference to the Underlying Fund's net asset value.

Please refer to the Shareholder Notice and latest offering documents of the Underlying Funds for further information relating to the above and other changes.

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

Customer Services

Individual Financial Products

Manulife (International) Limited

Incorporated in Bermuda with limited liability