

Date: 7 February 2024

Dear Valued Customer,

Thank you for investing with us.

Manulife Investment Management (M) Berhad, the Manager of the Manulife Global Multi-Asset Diversified Income Fund (the "Fund") wish to notify you about the upcoming meeting of unit holders of the Fund (the "Meeting") to be held on:

Date: Thursday, 7 March 2024 (the "Meeting Day")
Time: 3.00 p.m.
Venue: Room 3-01 M-Centre, 3rd Floor, Menara Manulife,
No. 6, Jalan Gelenggang, Damansara Heights, 50490 Kuala Lumpur.

Important note:

- (a) You must hold units of the Fund as at the Meeting Day to be entitled to attend the Meeting.
- (b) If you have fully redeemed from/ switched out of the Fund before the Meeting Day, you will no longer be a unit holder of the Fund. As such, you won't be entitled to attend the Meeting even if you have received the Notice of Meeting.
- (c) Please be advised if you invest in the Fund through an Institutional Unit Trust Agent ("IUTA") which adopts the nominee system of ownership, you will not be considered as a unit holder under the Deed. Consequently, you will not have the right to vote at the Meeting as we will not have your particulars appear in our register of unit holders of the Fund.

The purpose of this Meeting is to consider and, if thought appropriate by the unit holders, to pass resolutions to, amongst others, convert the Fund from a wholesale fund to a retail unit trust fund and to offer the units of the Fund to retail investors in Malaysia. Please see the Notice of Meeting and Explanatory Notes attached for more details.

If the Meeting is successfully held, the outcome of the Meeting will be available on our website at www.manulifeim.com.my from 7 March 2024 onwards. Otherwise, you will be receiving notice of an adjourned meeting.

Do reach out to your servicing agent or our Customer Service personnel at 03-2719 9228 if you require further information or clarification.

Thank you.

Yours sincerely for Manulife Investment Management (M) Berhad,



Chong Soon Min (Jason)
Chief Executive Officer and Executive Director

MANULIFE GLOBAL MULTI-ASSET DIVERSIFIED INCOME FUND

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN for the convening of a meeting of the unit holders of the **Manulife Global Multi-Asset Diversified Income Fund** (hereinafter referred to as the “Fund”) by the manager of the Fund, Manulife Investment Management (M) Berhad (hereinafter referred to as the “Manager”), pursuant to Clause 21(1) of the master deed dated 9 February 2018 as modified by the first supplemental master deed dated 12 December 2018, the second supplemental master deed dated 25 September 2019, the third supplemental master deed dated 20 January 2020, the fourth supplemental master deed dated 9 July 2021, the fifth supplemental master deed dated 31 March 2023 and the sixth supplemental master deed dated 14 December 2023 (hereinafter referred to as the “Deed”).

The meeting will be held at **Room 3-01 M-Centre, 3rd Floor, Menara Manulife, No. 6, Jalan Gelenggang, Damansara Heights, 50490 Kuala Lumpur** on **Thursday, the 7th day of March 2024 at 3.00 p.m.** to consider and, if thought appropriate by the unit holders, to pass the following resolution:

RESOLUTION

Conversion of the Fund from a wholesale fund to a retail unit trust fund

That, the Manager be and is hereby authorised to convert the Fund from a wholesale fund to a retail unit trust fund and to offer the units of the Fund to retail investors in Malaysia and that FURTHER the Manager and/or the trustee of the Fund shall be authorised to do all such things necessary to give effect to the conversion of the Fund from a wholesale fund to a retail unit trust fund in accordance with the relevant laws, the guidelines and the provisions of the Deed.

The attention of the unit holders is drawn to the following provisions of the Deed:

Clause 21(4)

The quorum for a meeting of Unit Holders of a Fund is five (5) Unit Holders of that Fund (irrespective of the Class) present in person or by proxy, provided that for a meeting which requires a Special Resolution the quorum for that meeting shall be five (5) Unit Holders of that Fund (irrespective of the Class), whether present in person or by proxy, holding in aggregate at least twenty five per centum (25%) of the Units in issue for of that Fund (irrespective of the Class) at the time of the meeting. If the Fund has five (5) or less Unit Holders, the quorum required shall be two (2) Unit Holders of that Fund (irrespective of the Class), whether present or by proxy and if the meeting requires a Special Resolution the quorum for that meeting shall be two (2) Unit Holders of that Fund (irrespective of the Class), whether present in person or by proxy, holding in aggregate at least twenty five per centum (25%) of the Units in issue for that Fund (irrespective of the Class) at the time of the meeting. For the avoidance of doubt, the same quorum requirements shall apply to a meeting of Unit Holders of a particular Class. Where a Fund or Class has only one (1) remaining Unit Holder, such Unit Holder, whether present in person or by proxy, at the meeting shall constitute a quorum.

Clause 21(5)

If a quorum is not present within half ($\frac{1}{2}$) an hour after the scheduled time for the meeting, the meeting:

- (i) if convened on the requisition of Unit Holders of the Fund or of a particular Class, as the case may be, is dissolved; or*
- (ii) in any other case, should stand adjourned to a day and time which is seven (7) or more days after the day and time of the meeting and a place appointed by the Chairman.*

At any adjourned meeting, whatever the number of Unit Holders of the Fund (irrespective of the Class) or number of Units held by those Unit Holders (as the case may be) of the Fund (irrespective of the Class) present in person or by proxy shall constitute a quorum. For the avoidance of doubt, the same shall apply to a meeting of Unit Holders of a particular Class.

Clause 21(7):

The Chairman:-

- (a) *may, with the consent of a majority of the Unit Holders of the Fund or of a particular Class, as the case may be, present at that meeting (to which a quorum is present) adjourn the meeting to such other place and time as the Chairman thinks fit; and*
- (b) *should, adjourn a meeting to such other place and time as the Chairman thinks fit if a majority of the Unit Holders of the Fund or of a particular Class, as the case may be, present request for an adjournment.*

Clause 21(8)

Voting is by a show of hands, unless a poll is duly demanded or the resolution proposed is required by this deed or by law to be decided by a percentage of all Units. At any meeting of Unit Holders of the Fund or of a particular Class, as the case may be, (save and except for a resolution for the winding-up of a Class or a Fund, as the case may be), one vote is granted to each Unit, regardless of its Net Asset Value per Unit. Each Unit Holder of the Fund or of the Class present in person or by proxy has one vote on a show of hands (irrespective of the Class). On a poll, each Unit Holder of the Fund or of a particular Class, as the case may be, present in person or by proxy has one vote for each whole fully paid Unit held, proportionate to the value of Unit held in the base currency as provided in sub-clause (16) below. In the case of a Class meeting, on a poll, each Unit Holder of that Class present in person or by proxy has one vote for each whole fully paid Unit held in that Class. In the case of Joint holders, any one of such Joint holder may vote either personally or by proxy as comprised in the joint holding but if more than one of such Joint holder be present at any meeting either personally or by proxy, the Joint holder whose name stands first in the register shall alone be entitled to vote in respect thereof. Units held by the Management Company or its nominees shall have no voting rights in any Unit Holders' meeting of that Fund or of that Class.

Clause 21(9)

A poll may be demanded before or on declaration of the result of a show of hands by either:

- (i) *the Chairman;*
- (ii) *the Trustee;*
- (iii) *the Management Company; or*
- (iv) *Unit Holders of the Fund present in person or by proxy holding between them at least one-tenth (1/10) of the total number of Units of the Fund in issue, regardless of its Net Asset Value per Unit.*

Clause 21(10)

A Unit Holder of the Fund may be represented at a meeting by proxy. The Trustee is not obligated to enquire whether a proxy has been validly given. A proxy expires after twelve (12) months from the date the proxy was given. A proxy is still valid after it is revoked or after the Unit Holder who gave it dies or comes under a legal disability, unless the Trustee has received written notice of that fact before the meeting at which the proxy is used.

Every instrument of proxy whether for a specific meeting or otherwise shall as nearly as circumstances admit be in the following form or in such other form as the Trustee may agree with the Management Company:-

I/We _____ being a Unit Holder of _____ Units in the [the name of the Fund] hereby appoint _____ of _____ or failing him, the Chairman of the meeting, my/our proxy to vote for me/us and on my/our behalf at the meeting of Unit Holders to be held on the ___ day of _____ 20___ and at any adjournment thereof.

SIGNED by the said _____ on the ___ day of _____, 20___ in the presence of:

(Witness's signature) (Signature of Unit Holder)

The instrument appointing a proxy shall be duly stamped (if required) and deposited at the office of the Management Company not less than forty-eight (48) hours before the time of holding the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.

Clause 21(10A)

For the avoidance of doubt, the instrument appointing a proxy may be deemed to be deposited at the office of the Management Company if it is sent by e-mail or such other digital or electronic means to the Management Company at the e-mail, digital or electronic address and/or identification notified by Management Company in the notice of meeting or adjourned meeting, as the case may be.

Clause 21(11)

A body corporate may be represented at a meeting by a person appointed in the manner provided in section 333 of the Companies Act. The Trustee may accept a certificate under section 333(5) of the Companies Act 2016 as evidence of the person's appointment. The person may exercise on the person's behalf the same powers as the body could if it were a natural person and the body is taken to be present at the meeting in person.

Clause 21(13)

All Resolutions (including Special Resolutions) binds all Unit Holders of that Fund or of a particular Class, as the case may be, whether or not they are present at the meeting. No objection may be made to any vote cast unless the objection is made at the meeting. The decision of the Chairman on any matter is final.

Clause 21(16)

With regard to a meeting of the Fund which is carried out by the poll, the termination or winding-up of the Fund, the foregoing provisions of this Clause 21 shall have effect subject to the following modifications:-

- (a) *the resolution(s) for the termination or winding-up of the Fund shall only be carried out by poll;*
- (b) *each and every Unit Holder of each Class shall be entitled to one vote for every one Unit he/she has in his/her total investment in the Fund;*
- (c) *for every other Class other than a Class denominated in the base currency of that Fund (for meetings of the Fund), the value of each Unit which is registered in a Unit Holder's name shall be calculated by multiplying the Net Asset Value per Unit for that Class with that Unit Holder's total Units held in that Class and the currency exchange rate for conversion into the base currency of that Fund;*
- (d) *the Management Company may round any conversion made under sub-clause (16)(c) above, to the nearest currency unit of base currency of the Fund in such manner and method as may be agreed between the Management Company and Trustee and/or disclosed in the Prospectus;*
- (e) *the rate of currency exchange for such conversion under sub-clause (16)(c) above, shall be at a date to be agreed by both the Management Company and the Trustee; and*
- (f) *to all such meetings as aforesaid all the provisions of this Clause 21 shall, mutatis mutandis, apply as through references therein to Units were references to the value of those Units.*

Clause 26(1)

The Management Company and the Trustee may by supplemental deed make any modification, alteration or addition to this Deed in such manner and to such extent as they may consider expedient for any purpose **PROVIDED THAT** the sanction of not less than two-thirds (2/3) of all the Unit Holders of the Fund relevant Fund or Class, as the case may be, at a Unit Holders' meeting duly convened and held in accordance with the provisions of this Deed shall be required unless the Management Company and the Trustee certifies that such modification, alteration or addition to this Deed does not materially prejudice the interests of the Unit Holders and does not operate to release the Trustee or the Management Company from any responsibility to the Unit Holders.

Clause 26(2)

Notwithstanding sub-clause (1) above, the sanction of not less than two-thirds (2/3) of all Unit Holders of the relevant Fund or Class, as the case may be, at a Unit Holders' meeting shall be obtained if the modification, alteration or addition to this Deed:-

- (a) would increase the maximum service charge or annual management fee payable to the Management Company, whether payment is made out of the property or assets of that Fund or Class or otherwise;
- (b) would increase the maximum payment allowed to be made out of the property or assets of that Fund or Class to the Trustee by way of remuneration for the Trustee's services; or
- (c) any material change to the investment objectives of that Fund.

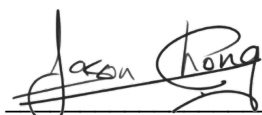
An instrument of proxy is enclosed herewith and should, if used, be deposited at the office of the Manager at **13th Floor, Menara Manulife, No. 6, Jalan Gelenggang, Damansara Heights, 50490 Kuala Lumpur**, not later than **3.00 p.m. on Tuesday, the 5th day of March 2024**. The instrument of proxy may also be deposited electronically by submitting the same to the Manager at **my_CustomerService@manulife.com** by the date and time mentioned above.

The resolution must be approved by not less than two-thirds (2/3) of all the unit holders present and voting at the meeting. The results of the voting will be declared by the chairman of the meeting or in such manner as the chairman of the meeting may direct.

Please note that an institutional unit trust scheme adviser ("IUTA") who holds units in the Fund is the only person recognized as the unit holder. The Manager does not recognize the investors/beneficiaries of the IUTA and the IUTA shall be responsible for managing these investors/beneficiaries.

Dated: 7 February 2024

For and on behalf of the Manager,
MANULIFE INVESTMENT MANAGEMENT (M) BERHAD,



CHONG SOON MIN (JASON)
Chief Executive Officer

Encl: Form of Proxy

cc.1. HSBC (Malaysia) Trustee Berhad 2. Securities Commission Malaysia

**THE MANAGER'S EXPLANATORY NOTES IN RESPECT OF THE RESOLUTION
PROPOSED FOR THE UNIT HOLDERS' MEETING TO BE HELD ON THE
7TH DAY OF MARCH 2024**

1. Resolution
- 1.1 The Fund was launched on 3 February 2020 as a wholesale fund where units of the Fund can only be offered to sophisticated investors in Malaysia. The Fund is a feeder fund and aims to provide income by investing in Manulife Global Fund – Global Multi-Asset Diversified Income Fund.
- 1.2 The Manager is proposing to convert the Fund from a wholesale fund to a retail unit trust fund and to offer the units of the Fund to retail investors in Malaysia.
- 1.3 The conversion of the Fund to a retail unit trust fund will enable the Fund to be offered to retail mass market, with the aim to raise higher assets under management (“AUM”) for the Fund. There are fixed costs in operating the Fund which can be shared across more investors, i.e. management expense ratio is expected to be smaller when the AUM of the Fund is higher, bringing to better fund performance compared to a fund with smaller AUM.
- 1.4 If the resolution is passed, and subject to the authorization of the Fund by the Securities Commission Malaysia, the investment restrictions and limits of the Fund will be amended to be in line with the requirements under the Guidelines on Unit Trust Funds.
- 1.5 A prospectus replacing the information memorandum in relation to the Fund will be submitted to the Securities Commission Malaysia for registration.

**MANULIFE GLOBAL MULTI-ASSET DIVERSIFIED INCOME FUND
FORM OF PROXY**

I/We (block letters, please) (NRIC

No.:/ Registration

No.:) being a unit holder ofunits in the

Manulife Global Multi-Asset Diversified Income Fund hereby appoint the chairman of the meeting*

/.....

* (NRIC No.....) or failing him/her, the chairman of the meeting, to be

my/our proxy to vote for me/us and on my/our behalf at the meeting of unit holders to be held at

Room 3-01 M-Centre, 3rd Floor, Menara Manulife, No. 6, Jalan Gelenggang, Damansara

Heights, 50490 Kuala Lumpur on Thursday, the 7th day of March 2024 at 3.00 p.m. and at

any adjournment thereof. My/our said proxy has my/our instructions to vote as indicated with an

“X” or “✓” in respect of the following resolution set out below:

| | RESOLUTION | FOR | AGAINST |
|----|--|------------|----------------|
| 1. | <p>Conversion of the Fund from a wholesale fund to a retail unit trust fund</p> <p>That, the Manager be and is hereby authorised to convert the Fund from a wholesale fund to a retail unit trust fund and to offer the units of the Fund to retail investors in Malaysia and that FURTHER the Manager and/or the trustee of the Fund shall be authorised to do all such things necessary to give effect to the conversion of the Fund from a wholesale fund to a retail unit trust fund in accordance with the relevant laws, the guidelines and the provisions of the Deed.</p> | | |

In the absence of any specific instructions, my/our proxy will vote or abstain from voting on the resolution as he/she thinks fit.

If unit holder is an individual:

SIGNED by the said (unit holder's name) on the day of

.....:

.....
(Witness's signature)
Name:

.....
(Signature of unit holder)

If unit holder is a company:

* THE COMMON SEAL of the said was hereto affixed on the day of in accordance with its Constitution in the presence of:

* The company stamp of the said was hereto affixed on the day of

| | | |
|---|---|-----------------------------|
| (Authorised signatory's name and signature) | (Authorised signatory's name and signature) | Common Seal / Company Stamp |
|---|---|-----------------------------|

* Please delete as appropriate

Notes:

1. *This form of proxy must be deposited at the Manager's office at 13th Floor, Menara Manulife, No. 6, Jalan Gelenggang, Damansara Heights, 50490 Kuala Lumpur not later than **3.00 p.m. on Tuesday, the 5th day of March 2024**. This form of proxy may also be deposited electronically by submitting the same to the Manager at **my_CustomerService@manulife.com** by the date and time mentioned above.*
2. *In the case of Jointholders, any one of such Jointholders may vote either personally or by proxy as comprised in the jointholding, but if Jointholders are present at any meeting either personally or by proxy, the Jointholder whose name stands first in the register shall alone be entitled to vote in respect thereof.*
3. *Where a company is a unit holder, the proxy may be any officer of such company appointed in the manner provided in section 333(1) of the Companies Act 2016.*