

**MANULIFE CHINA BANK LIFE ASSURANCE CORP.
Minutes of the Annual Stockholders Meeting**

5 April 2024

The Annual Meeting of the Stockholders of **Manulife China Bank Life Assurance Corp.** (the "**Corporation**") was held on 5 April 2024 at its principal office located at 10F NEX Tower, 6786 Ayala Avenue, Makati City and via virtual conferencing (i.e., Microsoft Teams) accessed through the individual company-issued devices of each stockholder.

STOCKHOLDERS PRESENT	NO. OF SHARES
1. The Manufacturers Life Insurance Co. (Phils.), Inc. ¹	2,999,994
2. China Banking Corporation ²	1,999,998
3. Sachin Shah (<i>Chair</i>)	1
4. Neil Bowyer (<i>President</i>)	1
5. Rahul Hora	1
6. Patrick Cheng	1
7. James Christian Dee	1
8. Matthew Lawrence	1
9. Maria Theresa Quirino, (<i>Chair, Audit and Risk Committee; Lead Independent Director</i>)	1
10. Conrado Favorito, (<i>Independent Director</i>)	1
TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING	5,000,000
TOTAL NUMBER OF OUTSTANDING SHARES	5,000,000

The above-named stockholders present represent 100% (5,000,000 shares) of the stockholders of record.

IN ATTENDANCE:

1. Abbiegail Sac	Corporate Secretary
2. Fritzie Tangkia-Fabricante	Chief Legal and Compliance Officer
3. Justin Helferich	Chief Financial Officer, The Manufacturers Life Insurance Co. (Phils.), Inc.
4. Jonathan De Dios	Risk Senior Manager, The Manufacturers Life Insurance Co. (Phils.), Inc.
5. Prospero Banzuela III	Legal Manager, The Manufacturers Life Insurance Co. (Phils.), Inc.
6. Mark Kristofferson De Guzman	Legal Manager, The Manufacturers Life Insurance Co. (Phils.), Inc.
7. Adrian Joshua Seballos	Legal Assistant, The Manufacturers Life Insurance Co. (Phils.), Inc.

1. Call to Order / Determination of Quorum

Chair Sachin Shah presided and called the meeting to order at 2:15 PM. The Corporate Secretary took the minutes of the meeting.

The Corporate Secretary certified that written notice of the meeting and proxy forms were posted on the corporate website, <https://www.manulife-chinabank.com.ph>, on 8 March 2024.

¹ Represented by Rahul Hora.

² Represented by Patrick Cheng.

The Stockholders who joined the meeting remotely notified the Corporate Secretary in advance of their intention to participate through remote communication. Inasmuch as 100% of the Stockholders were present at the meeting, a quorum was declared by the Assistant Corporate Secretary and the Annual Meeting of the Stockholders of Manulife China Bank Life Assurance Corp. was duly constituted and opened for transaction of the business on the agenda.

Voting procedure - All matters in the agenda subject to the vote of the Stockholders shall be decided by the majority vote of Stockholders present in person or by proxy, except in cases where the law provides otherwise. Each outstanding share of stock entitles the registered stockholder to one vote. The final tally of votes will be reflected in the minutes of the meeting.

2. Matters Arising from the Previous Meeting

There were no matters arising from the minutes of the previous meeting.

3. Approval of the Minutes of the Previous Meeting

Chair Shah manifested that the minutes from the previous meeting held on 31 March 2023 were already approved *ad referendum*. A copy of this was appended to the Stockholders meeting pack which was provided to the Stockholders before the meeting.

Upon motion duly made and seconded, the Stockholders representing 100% of the 5,000,000 shares represented during the meeting unanimously formally adopted and approved the minutes of the Annual Meeting of Stockholders held on 31 March 2023.

4. Ratification of Corporate Acts

Upon motion duly made and seconded, the Stockholders representing 100% of the 5,000,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. 2023-03-01

“RESOLVED, that the resolutions and corporate acts adopted and approved by the Board of Directors, its Committees, and the Management from the date of the 2023 Annual Stockholders Meeting on 31 March 2023 until the date of this meeting, be as they are hereby APPROVED and RATIFIED.”

5. President’s 2023 Annual Report

Director Neil Bowyer, President, requested that his 2023 Annual Report which was presented during the 16 February 2024 Regular Board Meeting, and his President’s Report and Strategy Updated given during the Regular Board Meeting held earlier, wherein 100% of the Corporation’s Stockholders were present be adopted and noted by the Stockholders.

Chair Shah opened the floor for any questions or comments from the Stockholders.

There being no comments, the Stockholders noted the report.

6. Director’s Compensation Report

The Corporate Secretary reported that, for the year 2023, only Independent Directors received compensation at [REDACTED] before tax per meeting from the Company. The details of the compensation received by each Independent Director were included in the report provided to the Stockholders.

There being no other comments, the Stockholders noted the report.

7. Approval of the Audited Financial Statements

Upon motion duly made and seconded, the Stockholders representing 100% of the 5,000,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. 2023-03-02

“RESOLVED, that the Audit Financial Statements as of 31 December 2023, endorsed by the Audit and Risk Committee and the Board of Directors, are hereby APPROVED.”

8. Election of Directors

Upon motion duly made and seconded, the Stockholders representing 100% of the 5,000,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. 2023-03-03

“RESOLVED, that the following persons are hereby elected directors of Manulife China Bank Life Assurance Corp. for a period of one (1) year and until their successors shall have been duly elected and qualified:

*Sachin Shah (Chair)
Neil Bowyer
Rahul Hora
Patrick Cheng
James Christian Dee
Matthew Lawrence*

*Independent Directors:
Maria Theresa Quirino
Conrado Favorito.”*

9. Appointment of External Auditor (SGV & Co.)

Upon motion duly made and seconded, the Stockholders representing 100% of the 5,000,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. 2023-03-04

“RESOLVED, that SyCip Gorres Velayo (SGV) & Co., is hereby selected and appointed as the external auditor of the Corporation for the year 2024, subject to the negotiation of the fees and scope of work, the approval of which is hereby delegated to the Audit and Risk Committee.”

10. Other Matters and Adjournment

There being no other matters to discuss, the meeting was adjourned at 2:00 PM.

Prepared by:



Abbiegail Sac
Corporate Secretary