

**MANULIFE CHINA BANK LIFE ASSURANCE CORP.
Annual Meeting of the
Stockholders
11 April 2025**

NOTICE

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of MANULIFE CHINA BANK LIFE ASSURANCE CORP. is called by the Board of Directors. The meeting will be held at the date, time and place stated below:

Date	11 April 2025, Friday
Time	2:10 PM
Venue	10F NEX Tower, Ayala Avenue, Makati and via videoconference

If the stockholder is a juridical entity, the Proxy must submit (i) a Proxy Form and (ii) an original secretary's certificate on the resolution of the board of directors (if a corporation) or the general partner/management committee (if a limited partnership) appointing the Proxy.

If the stockholder is an individual who cannot attend the meeting, they may appoint a Proxy to represent them.

The Proxy Form must be submitted to the Corporate Secretary prior to the meeting. The Agenda for the meeting and the Proxy Form are enclosed.

(original signed)
ABBIEGAIL D. SAC
Corporate Secretary

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AGENDA

1. Call to Order and Determination of Quorum

The Chairperson will call the meeting to order.

The Corporate Secretary will certify the date when email notice of the time, date, place and purpose of the meeting was sent to all stockholders of record as of 14 March 2025, and the date of publication of the notice on the Corporation's website. Likewise, the Corporate Secretary will attest to the attendance at the meeting and as to whether a quorum is present.

Except as otherwise provided by law and the Corporation's By-Laws, a quorum shall consist of stockholders owning a majority of the outstanding capital stock, represented in person or by proxy.

2. Matters Arising from the Previous Meeting

The Corporate Secretary will inform the stockholders if there are any matters arising from the previous Annual Meeting of the Stockholders held on 5 April 2024 that must be discussed.

3. Approval of the Minutes of the Previous Meeting

The minutes of the Annual Meeting of the Stockholders held on 5 April 2024 will be submitted for approval.

The minutes of the 5 April 2024 meeting contain the following matters: approval of the minutes of the previous meeting, the ratification of all resolutions adopted and approved by the Board of Directors and the Committees during the preceding year, presentations of the President's Report, Director's Compensation Report, the 2023 Audited Financial Statement, appointment of external auditor, and election of 2024 - 2025 Directors. Copy of the minutes are available for examination during office hours and at the website of the Corporation, <https://www.manulife-chinabank.com.ph/en/individual/about-us/corporate-governance.html>.

4. Ratification of Corporate Acts

The stockholders will be asked to ratify all the acts of the Board of Directors, its Committees, and corporate officers from the Annual Meeting of the Stockholders on 5 April 2024 up to the date of this meeting.

The acts and resolutions of the Board, its Committees, and corporate officers include approval of contracts, agreements, projects, and transactions relating to the regular business of the Corporation wherein, either by law or regulations issued by the Insurance Commission, the Board, its Committees, and corporate officers are required to act upon.

The floor will be open for questions from the stockholders after the presentation.

5. President's 2024 Annual Report

The President and CEO will present to the stockholders a report on the Corporation for the full year 2024.

6. Presentation and Approval of the Audited Financial Statements

The Chief Financial Officer will present to the stockholders the Audited Financial Statements for 2024 for approval.

7. Corporate Governance Committee Report and Election of Directors

The stockholders will be requested to elect the members of the Board of Directors. The candidates are as follows:

[•]

The directors are to hold office until the next Annual Meeting of the Stockholders and until their respective successors have been elected and qualified.

The nominees were evaluated on the basis of the criteria set by the Corporation. They each possess all qualifications required by applicable laws, rules and regulations and the Corporation's By-Laws and none of the disqualifications to serve as members of the Board.

The profile and qualifications of the nominees are available on the Corporation's website.

8. Appointment of External Auditor

The stockholders will be asked to vote on the appointment of SyCip Gorres Velayo & Co. as External Auditor for 2025.

9. Other Matters

The Chairperson will ask the stockholders if there are any other matters they wish to discuss.

10. Adjournment

If there are no other matters, the meeting will be adjourned by the Chairperson.

PROXY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder of **MANULIFE CHINA BANK LIFE ASSURANCE CORP.** (the "Corporation") does hereby nominate, constitute and appoint:

or in their absence, the Chair of the Meeting

to be their true and lawful attorney-in-fact to attend and be present at the regular meeting of the stockholders on 11 April 2025 at 2:10 p.m. and any and all adjournments, postponements or continuations thereof, and to take part in the deliberations and to vote in any manner any and all shares of stock in the Corporation which are now or may hereafter be registered in the name of the undersigned on any and all matters, motions, acts or resolutions which may be taken up in any of such meetings including, but not limited to, the election of directors and the ratification of all corporate acts, contracts and transactions;

HEREBY GIVING AND GRANTING unto said attorney-in-fact full and complete power, authority and discretion to do every act and thing whatsoever necessary or requisite to be done in and about the premises, as fully to all intents and purposes as the undersigned could do if personally present and acting in person and HEREBY ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done under and by virtue hereof and HEREBY revoking any and all proxies heretofore given by the undersigned to any person(s) whomsoever.

IN WITNESS WHEREOF, I have executed this proxy letter this _____ 2025.

Stockholder

**RULES FOR ATTENDANCE AND PARTICIPATION
IN THE ANNUAL MEETING OF THE STOCKHOLDERS
VIA REMOTE COMMUNICATION**

- (1) Attendance in the Annual Meeting of the Stockholders is allowed by remote communication in accordance with the Revised Corporation Code. Stockholders may attend the meeting physically, by remote communication through the link provided, or by appointing a proxy, or by voting *in absentia*. Stockholders who attend through any of these means shall be considered present for the purpose of determining quorum.
- (2) The stockholder, or the stockholder's representative, must inform the Corporate Secretary through email that they are attending the scheduled Annual Meeting of the Stockholders via remote communication or *in absentia* at least one day before the scheduled meeting.
- (3) At the start of Annual Meeting of the Stockholders, the stockholder shall announce their presence verbally. The Corporate Secretary shall acknowledge the stockholder's attendance and note in the minutes that the stockholder attended remotely.
- (4) Should any item or matter be put to a vote, the stockholder shall verbally express their assent or dissent. Each proposed resolution will be shown on the screen when taken up at the meeting. The Corporate Secretary shall record the stockholder's vote and note that the same was done via remote communication or *in absentia*.
- (5) The stockholder will be given the opportunity to ask questions and raise comments by remote communication during each presentation.
- (6) The vote of a stockholder attending remotely or *in absentia* shall be counted in the same manner as if they personally attended the meeting.
- (7) The proceedings of the meeting will be recorded.