

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

CORPORATE SECRETARY'S CERTIFICATE
(Nominations by Minority Shareholders)

I, **ABBIEGAIL D. SAC**, of legal age, Filipino, with office address at 10F NEX Tower, 6786 Ayala Avenue, Makati City, Philippines, after being duly sworn in accordance with law, depose and state that:

1. I am the duly elected Corporate Secretary of **MANULIFE CHINA BANK LIFE ASSURANCE CORP.**, (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 10F NEX Tower, 6786 Ayala Avenue, Makati City, Philippines.

2. Based on the corporate records in my custody, I certify that the policy on nomination and election of the Corporation's Board of Directors is contained in the Corporate Governance Manual, which states:

Directors of the Company are elected by a simple majority of shareholders at their Annual General Meeting.

Directors may serve for a number of terms so long as they continue to contribute to the Board's effectiveness and they remain free of real or perceived conflict of interest.

3. Based on the corporate records in my custody, I further certify that of the 5,000,000 issued shares of the Corporation, 2,999,993 shares are owned by The Manufacturers Life Insurance Co. (Phils.), Inc. ("Manulife Philippines"), while 1,999,998 shares are owned by China Banking Corporation ("Chinabank"). The other nine shares are held by the Directors on behalf of either Manulife Philippines or Chinabank in their capacity as director.

4. Also based on the corporate records in my custody, I finally certify that Section 7(b) of Article III of the Corporation's Amended By-laws states:

No business shall be transacted at any meeting of the Board unless a quorum is present. The quorum at meetings of the Board shall be at least majority of the directors as fixed in the Articles of Incorporation of the Company including at least one (1) Director appointed by The Manufacturers Life Insurance Company (Philippines), Inc. and at least one (1) Director appointed by China Bank Corporation present in person.

5. Thus, it is ensured that the minority shareholder of the Corporation, Chinabank, is always represented in the Corporation's Board of Directors.


6. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.

IN WITNESS WHEREOF, I have affixed my signature this **MAY 19 2022** 2022 at Makati City, Philippines.


ABBIEGAIL D. SAC
Corporate Secretary

SUBSCRIBED AND SWORN to before me by ABBIEGAIL D. SAC who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this 19 day of MAY 2022 at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

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Book No. VI
Series of 2022.


DENNICE ERICA L. DAVID
Notary Public for Makati City
Appointment No. M-128 (2021)
8th Floor, 139 Corporate Center, Valero Street
Salcedo Village, Makati City 1227
Roll of Attorneys No. 66465
MCLE Comp. No. VI-0010388; 07/10/2018
IBP No. 171621, 01/03/2022, Makati City
PIR No. 8852797M; 01/04/2022; Makati City
Extended until June 30, 2022, Per G.M. No. 3795

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

CORPORATE SECRETARY'S CERTIFICATE
(Appointment of Lead Independent Director)

I, **ABBIEGAIL D. SAC**, of legal age, Filipino, with office address at 10F NEX Tower, 6786 Ayala Avenue, Makati City, Philippines, after being duly sworn in accordance with law, depose and state that:

1. I am the duly elected Corporate Secretary of **MANULIFE CHINA BANK LIFE ASSURANCE CORPORATION**, (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 10F NEX Tower, 6786 Ayala Avenue, Makati City, Philippines.
2. I hereby certify that during a regular meeting of the Board of Directors held on 20 August 2021, during which meeting a quorum was present and acting throughout, the Board approved the following resolution:

"RESOLVED, that pursuant to the recommendation of the Insurance Commission in Circular Letter No. 2020-72 on the appointment of a Lead Independent Director, Director Rhoda Regina Rara is hereby appointed as Lead Independent Director of the Corporation effective immediately."

3. The foregoing is accurate as of date of this certification and in accordance with the records of the Corporation in my possession.

IN WITNESS WHEREOF, I have affixed my signature this MAY 19 2022 2022 at Makati City, Philippines.



ABBIEGAIL D. SAC
Corporate Secretary

SUBSCRIBED AND SWORN to before me by ABBIEGAIL D. SAC who is personally known to me to be the same person who presented this instrument and signed the instrument in my presence, this ___ day of MAY 19 2022 at Makati City, Philippines, with the affiant exhibiting to me her Driver's License No. D16-01-237904 valid until 17 March 2023.

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DENAICE ERICA L. DAVID

Notary Public for Makati City
Appointment No. M-128 (2021)

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