



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. A199801701

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

MANULIFE CHINABANK LIFE ASSURANCE CORP.
(Amending Article III thereof)

copy annexed, adopted on November 23, 2018 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 22nd day of February, Twenty Nineteen.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department

COVER SHEET

for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

RECEIVING COPY

Nature of Application

AMENDMENT

SEC Registration Number

A 1 9 9 8 0 1 7 0 1

Former Company Name

MANULIFE CHINABANK LIFE ASSURANCE CORP.

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province

24F LKG TOWER, AYALA AVENUE, MAKATI CITY

ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

884-5433

Mobile Number

CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Frances Ianna Cantó

Email Address

Frances-Is-Canto@manulife.com

Telephone Number/s

884-5433

Mobile Number

09178325394

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor	Date	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

56257.0026.0003

AMENDED ARTICLES OF INCORPORATION

OF

MANULIFE CHINABANK LIFE ASSURANCE CORPORATION
(Formerly The Pramerica Life Insurance Company, Inc.)

Know All Men By These Presents:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: The name of this corporation shall be:

MANULIFE CHINABANK LIFE ASSURANCE CORPORATION

SECOND: A. That the primary purpose of this Corporation is to engage in business as insurance company (life insurance).

B. That the corporation shall have the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines

THIRD: That the place where the principal office of the corporation is to be established is at:

10F NEX Tower, Ayala Avenue, Makati City (As amended on 23 November 2018).

FOURTH: That the term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Residence (Complete Address)
Angel M. Salita Jr.	Filipino	K-204 Galleria De Magallanes, Magdalena Vill. Makati City

Anthony W. Dee	Filipino	15 Rimas Road, Bo. Potrero, Malabon, Manila
Jose M. Layug, Jr.	Filipino	120 Aquarius St., Cinco Hermanos Subd., Marikina, Metro Manila
Renato B. Lopez, Jr.	Filipino	88 Don G. Puyat St., Loyola Heights Subd. Marikina, Metro Manila
Jerome Patrick A. Castillo	Filipino	301 Alitagtag St., Ayala Alabang Village, Muntinlupa Metro Manila

SIXTH: That the number of directors of the Corporation is nine (9). (As amended on 19 August 2014)

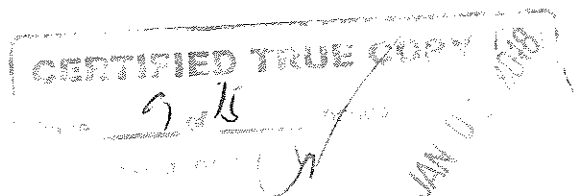
SEVENTH: The authorized capital stock of the Corporation is One Billion Pesos (P1,000,000,000.00) pesos in lawful money of the Philippines, divided into Ten Million (10,000,000) shares, with the par value of One Hundred Pesos (P100.00) pesos per share.

EIGHTH: That the subscribers to the capital stock and the amount paid-in to their subscriptions are as follows:

Name	NATIONALITY	NO. OF SHARES SUBSCRIBED	Amount Subscribed	Amount Paid
Angel M. Salita	Filipino	1	P100.00	100.00
Anthony W. Dee	Filipino	1	100.00	100.00
Jose M. Layug, Jr.	Filipino	1	100.00	100.00
Renato B. Lopez	Filipino	1	100.00	100.00
Jerome A. Patrick Castillo	Filipino	1	100.00	100.00
The Prudential Insurance Company of America		<u>2,499,995</u>	<u>249,999,500.00</u>	<u>299,999,500.00</u>
	Total	2,500,000	250,000,000.00	300,000,000.00

NINTH: That no transfer of stock or interest which would reduce the ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stocks certificates issued by the corporation.

TENTH: That ARMAND PACHER has been elected by the subscribers as treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers.



ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

In Witness whereof, we have set our hands this 30th day of Jan. 1998 at Makati City.

(Sgd)
ANGEL M. SALITA, JR.

(Sgd)
ANTHONY W. DEE

(Sgd)
JOSE M. LAYUG, JR.

(Sgd)
RENATO B. LOPEZ, JR.

(Sgd)
JEROME PATRICK A. CASTILLO

WITNESSES:

(Sgd)
REMEDIOS E. ESPARES

(Sgd)
ROANNA A. CALIZO

CERTIFIED MACHINE COPY
PAGE 3 OF 8 PAGES

CERTIFIED TRUE COPY
10/15

JAN 03 2018

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY

) S.S.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 30th day of January 1998 personally appeared:

Name	Community Tax Certificate No.	Date & Place Issued
Angel M. Salita, Jr.	19083430	3/25/97-Makati City
Anthony W. Dee	5062415E	2/11/97-Manila
Jose M. Layug, Jr.	6259397E	6/5/97-Makati City
Renato B. Lopez, Jr.	19082160	2/5/97-Makati City
Jacome Patrick A. Castillo	10337974	2/28/97-Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal this date and at the place above written.

Doc. No. 383 ;
Page No. 78 ;
Book No. IV ;
Series of 1998.

(Sgd)
EMMANUEL C. PARAS
NOTARY PUBLIC
UNTIL DECEMBER 31, 1998
PTR# (illegible), 1/16/97, MAKATI CITY

CERTIFIED MACHINE COPY
PAGE 6 OF CERTIFIED TRUE COPY
11 of 15
JAN 03 2000

**DIRECTORS' CERTIFICATE
OF THE AMENDED ARTICLES OF INCORPORATION OF
MANULIFE CHINABANK LIFE ASSURANCE CORP.**

SECURITIES AND EXCHANGE COMMISSION
UNIT: CR/SD
JAN 23 2019
RECEIVED
By: _____ Time: _____

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority Directors and the Corporate Secretary of **MANULIFE CHINABANK LIFE ASSURANCE CORP.** (the "Corporation"), do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the directors and the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on 23 November 2018 at the principal office of the corporation.

The amended provision of the attached Amended Articles of Incorporation refers to the amendment of Article Three to reflect the change in the principal office.

We further certify that the attached Articles of Incorporation is a true and correct copy thereof.

IN WITNESS WHEREOF, this Certificate has been signed this NOV 23 2018 of at Makati City.


RYAN CHARLAND
Director
TIN 446-903-605


KENNETH DAI
Director
TIN 327-223-747


RHODA REGINA RARA
Director
TIN 132-173-428


JANETTE PEÑA
Director
TIN 132-173-276


CONRADO FAVORITO
Director
TIN 102-752-703


JUDE PIJUSH GOMES
Director
TIN 347-669-628


BASILIO O. VISAYA, JR.
Corporate Secretary
187-918-025

SUBSCRIBED AND SWORN to before me this day of NOV 23 2018 at Makati City by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	Competent Evidence of Identity	Date & Place Issued
Ryan Charland	Passport No. HP950023	14 March 2027
Kenneth Dai	Passport No. KJ0153969	29 JAN 2021
Janette Pena	Passport No. P581162A	28 JAN 2028
Rhoda Regina Rara	Passport No. EC3608301	05 MAR 2020
Conrado Favorito	Driver's License No. N02-79-023744	01 April 2023
Jude Pijush Gomes	Passport No. Z4212135	06 June 2027
Basilio O. Visaya, Jr.	Passport No. P0397243A	27 September 2021

Doc. No. 216 ;
 Page No. 45 ;
 Book No. II ;
 Series of 2018.

FRANCES ANNA S. CANTO
 Notary Public for Makati City
 Commission until December 31, 2018
 24th Floor LKG Tower, 6801 Ayala Avenue, Makati City
 Appointment No. M-515 (2017-2018)
 Roll of Attorneys No. 63449
 PTR No. 11222601J, 01-17-2017; Las Piñas City
 IBP No. 000947; 04-24-2017; Las Piñas City
 MCLE Compliance No. V - 0019313; 13 April 2016

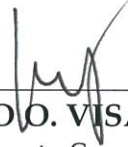
REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

CORPORATE SECRETARY'S CERTIFICATE

I, **BASILIO O. VISAYA, JR.**, of legal age, Filipino, with office address at 24th Floor, LKG Tower, Ayala Avenue, Makati City, Philippines, after being duly sworn in accordance with law, depose and say that:

1. I am the duly elected Corporate Secretary of **MANULIFE CHINABANK LIFE ASSURANCE CORP.**, ("Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at 24F LKG Tower, Ayala Avenue, Makati City, Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

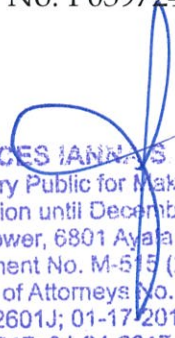
IN WITNESS WHEREOF, I have affixed my signature this ____th day of DEC 20 2018 2018 at Makati City, Philippines.



BASILIO O. VISAYA, JR.
Corporate Secretary

SUBSCRIBED AND SWORN to before me by **BASILIO O. VISAYA, JR.** 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 DEC 20 2018, at Makati City, Philippines, with the affiant exhibiting to me his Passport No. P0397243A valid until 27 September 2021 issued in Manila.

Doc. No. 254
Page No. 52
Book No. II
Series of 2018.


FRANCES IANNYS CANTO
Notary Public for Makati City
Commission until December 31, 2018
24th Floor LKG Tower, 6801 Ayala Avenue, Makati City
Appointment No. M-515 (2017-2018)
Roll of Attorneys No. 63449
PTR No. 11222601J; 01-17-2017; Las Piñas City
IBP No. 000947; 04-24-2017; Las Piñas City
MCLE Compliance No. V - 0019313; 13 April 2016



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila



1st ENDORSEMENT
14 January 2019

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Ground Floor, Secretariat Building, PICC Complex, Roxas Boulevard, City of Pasay, Metro Manila, the attached amended Articles of Incorporation of **MANULIFE CHINABANK LIFE ASSURANCE CORPORATION (Formerly: The Pramerica Life Insurance Company, Inc.)** with the advise that the Insurance Commission has no objection to its registration and taken note of the amendment.

AMENDED ARTICLES OF INCORPORATION

THIRD: That the place where the where the principal office of the corporation is to be established is at: 10th Floor, NEX Tower, Ayala Avenue, Makati City (As amended on 23 November 2018).

This Endorsement should be submitted to the SEC by the applicant together with the same documents as presented to this Commission.

By Authority of the Insurance Commissioner:


FERDINAND GEORGE A. FLORENDO
Deputy Insurance Commissioner