



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. A199801701

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

MANULIFE CHINABANK LIFE ASSURANCE CORP.

copy annexed, adopted on August 19, 2014 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 14th day of January, Twenty Fifteen.


FERDINAND B. SALES

Director

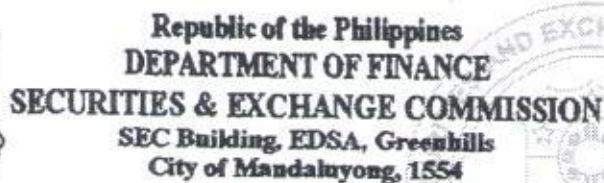
Company Registration and Monitoring Department

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No. 01082015-212697

DATE	RESPONSIBILITY CENTER (DEPARTMENT)	
01/08/2015	CRMD	
PAYOR: MANULIFE CHINABANK LIFE ASSURANCE CORPORATION MAKATI CITY		
NATURE OF COLLECTION	ACCOUNT CODE	AMOUNT
LRF (A0823)	131	20.00
AMENDED ARTICLES	606	500.00
AMENDED BY LAWS	606	500.00
TOTAL AMOUNT TO BE PAID		Php 1,020.00
Assessed by: BLESS		
Machine Validation:		
<div style="text-align: right;"> END 1218320 Jan 8, 2015 04:39PM <small>VENDOR: 1218320 PIP 1200000000</small> </div> <div style="font-size: 2em; font-family: cursive; margin-top: 10px;"> AAI 20150109-9 ABI 11 10 </div>		

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COVERSHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
Amended Bylaws

SEC Registration Number

A 1 9 9 8 - 0 1 7 0 1

Company Name

MANULIFE CHINABANK LIFE
ASSURANCE CORPORATION (formerly
THE PRAMERICA LIFE INSURANCE
COMPANY, INC.)

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

20/F LKG Tower, 6801 Ayala
Avenue Makati City

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Company's Facsimile Number/s

CONTACT PERSON INFORMATION

Name of Contact Person

Rossano P. Nisce

Email Address

Telephone Number/s

751-2222

Facsimile Number/s

Contact Person's Address

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor:

_____	_____	_____
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Document I.D.

Received by Corporate Filing and Records Division (CFRD)

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Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division
<input type="checkbox"/>	Green Lane Unit
<input type="checkbox"/>	Financial Analysis and Audit Division
<input type="checkbox"/>	Licensing Unit

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CONSULATE GENERAL OF THE)
REPUBLIC OF THE PHILIPPINES)
HONG KONG SAR) S.S.

FATIMA A. GUZMAN
Vice Consul

I, Consul of the Republic of the
Philippines in and for Hong Kong SAR, duly commissioned and qualified,
do hereby certify that KWOK HONG YEE JESSE whose
signature and seal are affixed to the annexed NOTARIZATION ON THE
SIGNATURE OF MICHAEL FANG ON THE CERTIFICATE OF AMENDMENT OF THE
BY-LAWS OF MANULIFE CHINABANK LIFE ASSURANCE CORPORATION XXX
was at the time he signed the document on 08 DECEMBER 2014

a HONG KONG NOTARY PUBLIC in and for
Hong Kong SAR, and I verily believe that his signature affixed thereto is genuine.

For the contents of the annexed document, the Consulate General
assumes no responsibility.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal
of the Consulate General of the Republic of the Philippines at Hong Kong SAR, this
..... 8th day of DECEMBER 2014

FATIMA A. GUZMAN
Vice Consul
.....
Consul

Attachment:

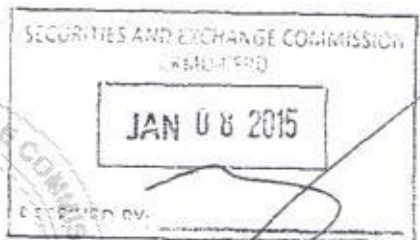
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**CERTIFICATE OF AMENDMENT
OF THE BY-LAWS
OF**


MANULIFE CHINABANK LIFE ASSURANCE CORPORATION

WE, the undersigned majority of the members of the Board of Directors the Chairman and Corporate Secretary of **MANULIFE CHINABANK LIFE ASSURANCE CORPORATION** (the "Corporation") do hereby certify that the accompanying Amended By-laws of the Corporation embodying an amendment of (a) Article III, Section 3, which provides for the requirements of removal and appointment of directors; (b) Article III, Section 6, which provides for the required quorum; (c) Article III, Section 7, which provides for the conduct of meetings; (d) Article IV, Section 2, which provides for the functions of the Chairman of the Board; (e) Article IV, Section 4, which provides for the authority of the President; (f) Article VII, Section 1, which provides for voting requirements under certain conditions, are true and correct and were duly approved (i) by the vote of a majority of the members of the Board of Directors of the Corporation at their regular meeting held on 19 August 2014, and (ii) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting also held on 19 August 2014 at Makati City.

IN WITNESS WHEREOF, this Certificate has been signed in counterparts this _____ day of _____ at _____, Philippines.

MARK STEVEN O'DELL
TIN No. 435-923-849
Director & Chairman

RYAN SHANE CHARLAND
TIN No. 446-903-605
Director


MICHAEL FANG
TIN No. 457-186-969
Director

ROBERT D. WYLD
TIN No. 491-831-464
Director, President & CEO

JANETTE L. PENA
TIN No. 132-173-428
Director

RHODA REGINA REYES-RARA
TIN No. 132-173-428
Director

RICARDO R. CHUA
TIN No. 125-400-712
Director

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Amended By Laws

Of

MANULIFE CHINABANK LIFE ASSURANCE CORPORATION
(Formerly THE PRAMERICA LIFE INSURANCE COMPANY, INC.)

ARTICLE I

Subscription, Issuance and Transfer of Shares

Section 1. Subscriptions – Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate – The stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares – Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds any unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates – In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

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presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III Board of Directors

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary, to issue evidence of such indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;

Section 6. Quorum – Quorum in any directors meeting shall be as specified under Article III, Section 7 of the By-Laws.

Section 7. Conduct of Meetings – Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, by any other director chosen by the Board. The Secretary shall act as a secretary of every meeting, if not present, the Chairman of the meeting, shall appoint the secretary of the meeting.

- a) Meetings of the Board shall be held at least once in every two months or at such other frequencies as agreed in each financial year of the Company and shall be convened following the written request of any director, by the Chairman (or, if the Chairman is unable to convene any such meeting, by the President) upon giving at least thirty (30) days, or at least fourteen (14) days in the case of telephonic Board meetings, prior written notice (save in the case of a Board Meeting convened after an adjournment) to all the directors indicating the time and place of the meeting and the matters to be discussed. Meetings of the Board shall be held in Metro Manila, Republic of the Philippines or such other place(s) or such manner as the Shareholders shall agree in writing.
- b) 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. However if at any meeting of the Board a quorum as prescribed above is not present within thirty (30) minutes of the time appointed for the meeting then the meeting shall be adjourned to the same place and time fourteen (14) days later ("First Adjourned Meeting") and the quorum at that First Adjourned Meeting shall be any three (3) Directors in person throughout the meeting and the First Adjourned Meeting shall then proceed.
- c) As an alternative to the physical meeting of the Board, any of the Directors may participate in, and shall be deemed present at a meeting of the Board by means of video-conferencing, tele-conferencing or similar communication equipment in accordance with Applicable Law, through which all Directors participating in the meeting shall hear each other, and such proceedings of such meetings shall be confirmed by the Board as soon as reasonably practicable, but not later than seven (7) Business Days prior to the date of the Board meeting.
- d) At any meeting of the Board, each Director shall be entitled to one vote.

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Section 4. President – The President shall be the Chief Executive Officer of the corporation.

A Director appointed by The Manufacturers Life Insurance Company (Philippines), Inc. shall be nominated to be the Company's President. He may be removed only by the nominating Shareholder and on such removal said Shareholder may nominate a new President from any other Director appointed by said Shareholder.

He shall exercise the following functions:

- a) To preside at the meetings of the stockholders;
- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d) To implement the administrative and operational policies of the corporation under his supervision and control;
- e) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g) To represent the corporation at all functions and proceedings;
- h) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation, subject to such limitations as may be provided in the By-Laws or as established by the stockholders or Board of Directors from time to time;
- i) To make reports to the Board of Directors and stockholders;
- j) To sign certificates of stock;
- k) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 5. The Vice-President – He shall, if qualified, act as President and Chief Executive Officer in the absence of the President, unless the Board of Directors has appointed another qualified person as acting President and Chief Executive Officer of the corporation. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President, or by the Acting President.

Section 6. The Secretary – The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- a) To record the minutes and transactions of all meetings of the directors and stockholders and to maintain minute books of such meetings in the form and manner required by law;

Section 9. Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 10. Compensation – The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Articles of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor – At the regular stockholders meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends – Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII AMENDMENTS

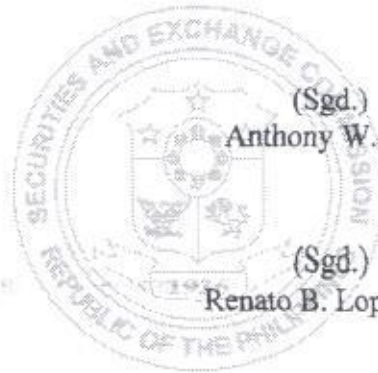
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Section 1. The affirmative vote of at least a majority of the Board of Directors, provided at least one director appointed by The Manufacturers Life Insurance Company (Philippines), Inc. and one director appointed by the China Bank Corporation shall concur and the affirmative vote of at least 75% of the outstanding voting shares issued by the Corporation shall be required to approve the following

(Sgd.)
Angel M. Salita, Jr.

(Sgd.)
Jose M. Layug, Jr.

(Sgd.)
Jerome Patrick A. Castillo



(Sgd.)
Anthony W. Dee

(Sgd.)
Renato B. Lopez, Jr.

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Amended By Laws

Of

MANULIFE CHINABANK LIFE ASSURANCE CORPORATION
(Formerly THE PRAMERICA LIFE INSURANCE COMPANY, INC.)

ARTICLE I

Subscription, Issuance and Transfer of Shares

Section 1. Subscriptions – Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board of Directors. Unpaid subscriptions shall not earn interest unless determined by the Board of Directors.

Section 2. Certificate – The stockholder shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be in such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. Transfer of Shares – Subject to the restrictions, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, assigned or pledged by delivery of the certificates duly indorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificates and issue new certificates to the transferee.

No share of stock against which the corporation holds any unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped "Cancelled" on the face thereof, together with the date of cancellation, and attached to the corresponding stub with the certificate book.

Section 4. Lost Certificates – In case any stock certificate is lost, stolen, or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed under Section 73 of the Corporation Code.

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ARTICLE II
Meeting of Stockholders

Section 1. **Annual/Regular Meetings** - The annual/regular meetings of stockholders shall be held at the principal office on any date in March of each year, if a legal holiday, then on the day following.

Section 2. **Special Meeting** - The special meetings of stockholders, for any purpose or purposes, may at any time be called by any of the following: (a) Board of Directors, at its own instance; or at the written request of stockholders representing a majority of the outstanding capital stock; (b) President.

Section 3. **Place of Meeting** - Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. **Notice of Meeting** - Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting may be transacted.

Section 5. **Quorum** - Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

Section 6. **Conduct of Meeting** - Meeting of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary shall act as Secretary of every meeting, but if not present, the chairman of the meeting shall appoint a secretary of the meeting.

Section 7. **Manner of Voting** - At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly

presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

Section 8. Closing of Transfer Books or Fixing of Record Date – For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, the Board of Directors may provide that the stock and transfer books be closed for ten (10) working days immediately preceding such meeting.

ARTICLE III Board of Directors

Section 1. Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall also have the following powers:

- a) From time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c) To invest the funds of the corporation in other corporations or for purposes other than those for which the corporation was organized, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary, to issue evidence of such indebtedness including without limitation, notes, deeds of trust, bonds, debentures, or securities, subject to such stockholders approval as may be required by law, and/or pledge, mortgage, or otherwise encumber all or part of the properties of the corporation;
- e) To establish pension, retirement, bonus, or other types of incentives or compensation plans for the employees, including officers and directors of the corporation;

- f) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officer are either plaintiffs or defendants in connection with the business of the corporation;
- g) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business of the corporation to any standing or special committee, or to any officer or agent and to appoint any person to be agents of the corporation with such powers and upon such terms as may be deemed fit;
- h) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders' under the Corporation Code.

Section 2. Election and Term – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. Vacancies - Any vacancy occurring in the Board of Directors other than by removal of the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose, provided that, in any case, a successor shall be appointed only by the Shareholder making the original appointment. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

The vacancy resulting from the removal of a director by the stockholders in the manner provided by these By-Laws may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws; provided that the removal of any Director representing a Shareholder shall be effected only by the Shareholder which nominated the director concerned. (As amended on 19 August 2014)

Section 4. Meetings. Regular meetings of the Board of Directors shall be held as and when necessary on such dates and at such places as the Chairman of the Board may specify, or upon the request of a majority of the Directors.

Section 5. Notice – Notice of regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Secretary to each director personally, or by telephone, telegram, or by written message. A director may waive this requirement, either expressly or impliedly.

Section 6. Quorum – Quorum in any directors meeting shall be as specified under Article III, Section 7 of the By-Laws. (As amended on 19 August 2014)

Section 7. Conduct of Meetings -

- a) Meetings of the Board shall be held at least once in every two months or at such other frequencies as agreed in each financial year of the Company and shall be convened following the written request of any director, by the Chairman (or, if the Chairman is unable to convene any such meeting, by the President) upon giving at least thirty (30) days, or at least fourteen (14) days in the case of telephonic Board meetings, prior written notice (save in the case of a Board Meeting convened after an adjournment) to all the directors indicating the time and place of the meeting and the matters to be discussed. Meetings of the Board shall be held in Metro Manila, Republic of the Philippines or such other place(s) or such manner as the Shareholders shall agree in writing.

- b) 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. However if at any meeting of the Board a quorum as prescribed above is not present within thirty (30) minutes of the time appointed for the

meeting then the meeting shall be adjourned to the same place and time fourteen (14) days later ("First Adjourned Meeting") and the quorum at that First Adjourned Meeting shall be any three (3) Directors in person throughout the meeting and the First Adjourned Meeting shall then proceed.

- c) As an alternative to the physical meeting of the Board, any of the Directors may participate in, and shall be deemed present at a meeting of the Board by means of video-conferencing, tele-conferencing or similar communication equipment in accordance with Applicable Law, through which all Directors participating in the meeting shall hear each other, and such proceedings of such meetings shall be confirmed by the Board as soon as reasonably practicable, but not later than seven (7) Business Days prior to the date of the Board meeting.
- d) At any meeting of the Board, each Director shall be entitled to one vote.
- e) Unless otherwise provided in this Agreement or Applicable Law, Board resolutions shall be approved by a simple majority of votes of the Directors present at a duly convened and quorate meeting of the Board. (As amended on 19 August 2014)

Section 8. Compensation – By resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

ARTICLE IV OFFICER

Section 1. Election / Appointment – Immediately after their election, the Board of the Directors shall formally organize by electing the President, one or more Vice-Presidents, the Treasurer, and the Secretary, at said meeting.

The Board may, from time to time, elect such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

The Vice Presidents of the Corporation shall refer to the officers occupying the positions of Senior Vice Presidents or higher. (As amended on November 26, 2007)

Section 2. The Chairman of the Board. The Chairman shall be appointed by the Board from amongst the directors appointed by The Manufacturers Life Insurance Company (Philippines), Inc.

The Chairman shall chair all meetings of the Board but otherwise shall have no special responsibility or authority. In the event that the Chairman is not present at any meeting of the Board, the President shall chair such meeting, and in the absence of the President, the chairman of such meeting shall be such other member of the Board as the directors present at the meeting may nominate. The Chairman or his substitute shall be entitled to a casting vote in the event of a tie vote at meetings of the Board. (As amended on 19 August 2014)

Section 3. The Vice Chairman of the Board. In the absence of the Chairman of the Board, the Vice Chairman shall perform the duties of the Chairman. The Vice Chairman shall also perform such duties as shall from time to time be assigned to him by the Board of Directors. (As amended on July 31, 2009)

Section 4. President – The President shall be the Chief Executive Officer of the Corporation

A Director appointed by The Manufacturers Life Insurance Company (Philippines), Inc. shall be nominated to be the Company's President. He may be removed only by the nominating Shareholder and on such removal said Shareholder may nominate a new President from any other Director appointed by said Shareholder.

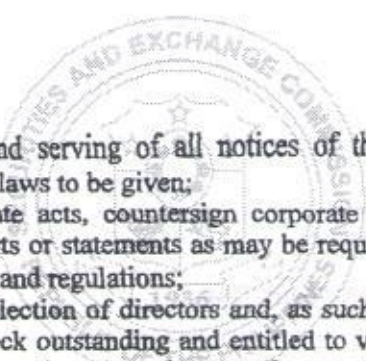
He shall exercise the following functions: (As amended on 19 August 2014)

- a) To preside at the meetings of the stockholders;
- b) To initiate and develop corporate objectives and policies and formulate long range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation;
- c) To supervise and manage the business affairs of the corporation upon the direction of the Board of Directors;
- d) To implement the administrative and operational policies of the corporation under his supervision and control;
- e) To appoint, remove, suspend or discipline employees of the corporation, prescribe their duties, and determine their salaries;
- f) To oversee the preparation of the budgets and the statements of accounts of the corporation;
- g) To represent the corporation at all functions and proceedings;
- h) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation, subject to such limitations as may be provided in the By-Laws or as established by the stockholders or Board of Directors from time to time;
- i) To make reports to the Board of Directors and stockholders;
- j) To sign certificates of stock;
- k) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 5. The Vice-President – He shall, if qualified, act as President and Chief Executive Officer in the absence of the President, unless the Board of Directors has appointed another qualified person as acting President and Chief Executive Officer of the corporation. He shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or by the President, or by the Acting President.

Section 6. The Secretary – The Secretary must be a resident and a citizen of the Philippines. He shall have the following specific powers and duties:

- Date: 3-1-2017 Time: 6:27 PM
- a) To record the minutes and transactions of all meetings of the directors and stockholders and to maintain minute books of such meetings in the form and manner required by law;
 - b) To keep record books showing the details required by law with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
 - c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

- 
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
 - e) To certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
 - f) To act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots or consents, hear and determine questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election.
 - g) To perform such other duties as are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 7. The Treasurer – The Treasurer of the corporation shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the books of the corporation;
- b) To have custody of, and be responsible for, all the funds, securities and bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation, in such bank as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the corporation which may come under his control;
- d) To render an annual statement showing the financial condition of the corporation and such other financial reports as the Board of Directors, or the President may, from time to time, require;
- e) To prepare such financial reports, statements certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;
- f) To exercise such powers and perform such duties and functions as may be assigned to him by the President.

Section 8. Term Office – The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.

Section 9. Vacancies – If any position of the officers becomes vacant by reason of death, resignation, disqualification or for any other cause, the Board of Directors, by majority vote may elect a successor who shall hold office for the unexpired term.

Section 10. Compensation – The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the

corporation in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

ARTICLE V OFFICES

Section 1. The principal office of the corporation shall be located at the place stated in Article III of the Article of Incorporation. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate.

ARTICLE VI AUDIT OF BOOKS, FISCAL YEAR AND DIVIDENDS

Section 1. External Auditor – At the regular stockholders meeting, the external auditor of the corporation for the ensuing year shall be appointed. The external auditor shall examine, verify and report on the earnings and expenses of the corporation.

Section 2. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Section 3. Dividends – Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

ARTICLE VII AMENDMENTS

Section 1. The affirmative vote of at least a majority of the Board of Directors, provided at least one director appointed by The Manufacturers Life Insurance Company (Philippines), Inc. and one director appointed by the China Bank Corporation shall concur and the affirmative vote of at least 75% of the outstanding voting shares issued by the Corporation shall be required to approve the following

- a) amending the Articles or By-laws or the constitutional documents of the Company (including the scope of the Business);
- b) any change in the number of directors of the Company;
- c) sale transfer or disposal of the whole or a substantial part of the Company's assets or business;
- d) increase, reduction or other alteration to the authorised or issued share capital; redemption, purchase or cancellation of any Securities or issue of Securities or variation of any rights attaching to the Securities of the Company other than issues of shares pursuant to the arrangements for raising capital or working capital funds;
- e) the listing of any of the Company's shares or other securities on any securities exchange or any public offering of any of its shares or other securities or the issuance of any new equity or equity linked securities either as a public offering or as a private sale or issue; and
- f) voluntary liquidation, merger or reorganization (other than any internal reorganization of the Company) with or involving any other company, association, partnership or legal entity. (As amended on 19 August 2014)

ARTICLE VIII
SEAL

Section 1, Form and Inscription – The Corporate Seal shall be determined by the Board of Directors.

ARTICLE IX
ADOPTION CLAUSE

The foregoing by-laws were adopted by all the stockholders of the corporation on 30 January, 1998 at the principal office of the corporation.

IN WITNESS WHEREOF, we, the undersigned stockholders present at said meeting and voting thereat in favor of the adoption of said by-laws, have hereunto subscribed our names this 30th day of January 1998, at Makati City.

[Las Paragraph deleted on March 29, 2000.]

(Sgd.)
Angel M. Salita, Jr.

(Sgd.)
Anthony W. Dee

(Sgd.)
Jose M. Layug, Jr.

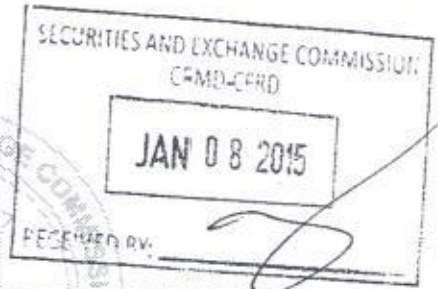
(Sgd.)
Renato B. Lopez, Jr.

(Sgd.)
Jerome Patrick A. Castillo

Date: 3-1-2017 Time: 0:7:9 PM

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User Name: pru_user_3



**CERTIFICATE OF AMENDMENT
OF THE BY-LAWS
OF**

MANULIFE CHINABANK LIFE ASSURANCE CORPORATION

WE, the undersigned majority of the members of the Board of Directors the Chairman and Corporate Secretary of **MANULIFE CHINABANK LIFE ASSURANCE CORPORATION** (the "Corporation") do hereby certify that the accompanying Amended By-laws of the Corporation embodying an amendment of (a) Article III, Section 3, which provides for the requirements of removal and appointment of directors; (b) Article III, Section 6, which provides for the required quorum; (c) Article III, Section 7, which provides for the conduct of meetings; (d) Article IV, Section 2, which provides for the functions of the Chairman of the Board; (e) Article IV, Section 4, which provides for the authority of the President; (f) Article VII, Section 1, which provides for voting requirements under certain conditions, are true and correct and were duly approved (i) by the vote of a majority of the members of the Board of Directors of the Corporation at their regular meeting held on 19 August 2014, and (ii) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting also held on 19 August 2014 at Makati City.

IN WITNESS WHEREOF, this Certificate has been signed in counterparts this
_____ day of **JAN 07 2015** at **QUEZON CITY**, Philippines.

MARK STEVEN O'DELL
TIN No. 435-923-849
Director & Chairman

RYAN SHANE CHARLAND
TIN No. 446-903-605
Director

MICHAEL FANG
TIN No. 457-186-969
Director

ROBERT D. WYLD
TIN No. 491-831-464
Director, President & CEO

JANETTE L. PENA
TIN No. 132-173-428
Director

RHODA REGINA REYES-RARA
TIN No. 132-173-428
Director

Date: 3-1-2015 Time: 0:7:10 PM


RICARDO R. CHUA
TIN No. 125-400-712
Director



Attested by:


PAUL ANTHONY P. MANDAL
Corporate Secretary
TIN No. 198-659-029

JAN 07 2015

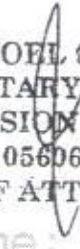
SUBSCRIBED AND SWORN to before me this _____ day of
_____ at **QUEZON CITY**, Philippines, the following:

Name	Competent Evidence of Identity (with date/place of issue)	Community Tax Certificate (with date/place of issue)
Mark Steven O'Dell		
Ryan Shane Charland	PP No. PA F-115 / 12-22-2015 / HK	
Michael Fang		
Robert D. Wyld	PP No. SP 5 302895 / 11-28-2015 / UK	
Janette L. Pena		
Rhoda Regina Reyes-Rara		
Ricardo R. Chua	PP No. 48572 3604 / 13-10-2010 / DHA Manila	
Paul Anthony P. Mandal	DL No. N02-88-092552 / 06-29-2015 / Manila	

QUEZON CITY

WITNESS MY HAND AND NOTARIAL SEAL at _____,
Philippines, on the date first written above.

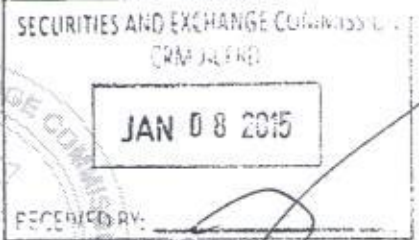
Doc. No. 345
Page No. 66
Book No. 017
Series of 2014.


ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
CTR NO. 0560688 1/05/2015, Q.C.
LL OF ATTORNEY NO. 25103

Date: 3-1-2017 Time: 0:7:12 PM

www.sec.gov.ph

User Name: pru_user_3



**CERTIFICATE OF AMENDMENT
OF THE BY-LAWS
OF
MANULIFE CHINABANK LIFE ASSURANCE CORPORATION**

WE, the undersigned majority of the members of the Board of Directors the Chairman and Corporate Secretary of **MANULIFE CHINABANK LIFE ASSURANCE CORPORATION** (the "Corporation") do hereby certify that the accompanying Amended By-laws of the Corporation embodying an amendment of (a) Article III, Section 3, which provides for the requirements of removal and appointment of directors; (b) Article III, Section 6, which provides for the required quorum; (c) Article III, Section 7, which provides for the conduct of meetings; (d) Article IV, Section 2, which provides for the functions of the Chairman of the Board; (e) Article IV, Section 4, which provides for the authority of the President; (f) Article VII, Section 1, which provides for voting requirements under certain conditions, are true and correct and were duly approved (i) by the vote of a majority of the members of the Board of Directors of the Corporation at their regular meeting held on 19 August 2014, and (ii) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting also held on 19 August 2014 at Makati City.

IN WITNESS WHEREOF, this Certificate has been signed in counterparts this _____ day of **JANUARY 2015** at **QUEZON CITY**, Philippines.

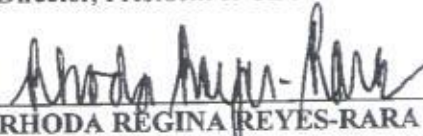
MARK STEVEN O'DELL
TIN No. 435-923-849
Director & Chairman

RYAN SHANE CHARLAND
TIN No. 446-903-605
Director

MICHAEL FANG
TIN No. 457-186-969
Director

ROBERT D. WYLD
TIN No. 491-831-464
Director, President & CEO


JANETTE L. PENA
TIN No. 132-173-428
Director


RHODA REGINA REYES-RARA
TIN No. 132-173-428
Director

Date: 3-1-2017 Time: 0:7:12 PM

RICARDO R. CHUA
TIN No. 125-400-712
Director

Attested by:


PAUL ANTHONY P. MANDAL
Corporate Secretary
TIN No. 198-659-029




SUBSCRIBED AND SWORN to before me this JAN 07, 2015 day of
at QUEZON CITY Philippines, the following:

Name	Competent Evidence of Identity (with date/place of issue)	Community Tax Certificate (with date/place of issue)
Mark Steven O'Dell		
Ryan Shane Charland		
Michael Fang		
Robert D. Wyld		
Janette L. Pena		
Rhoda Regina Reyes-Rara	PPNo. EB1731287, 1/15/11, Manila	
Ricardo R. Chua		
Paul Anthony P. Mandal	DL No. 112-88-092532, 4/29/15, Manila	

WITNESS MY HAND AND NOTARIAL SEAL at QUEZON CITY,
Philippines, on the date first written above.

Doc. No. 341
Page No. 64
Book No. 012
Series of 2014.


ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 0560688 1/05/2015, Q.C.
ROLL OF ATTORNEY NO. 25103

Date: 3-1-2017 Time: 0:7:13 PM

www.sec.gov.ph

User Name: pru_user_3

JAN 08 2015

RECEIVED BY: _____

**CERTIFICATE OF AMENDMENT
OF THE BY-LAWS
OF
MANULIFE CHINABANK LIFE ASSURANCE CORPORATION**

WE, the undersigned majority of the members of the Board of Directors the Chairman and Corporate Secretary of **MANULIFE CHINABANK LIFE ASSURANCE CORPORATION** (the "Corporation") do hereby certify that the accompanying Amended By-laws of the Corporation embodying an amendment of (a) Article III, Section 3, which provides for the requirements of removal and appointment of directors; (b) Article III, Section 6, which provides for the required quorum; (c) Article III, Section 7, which provides for the conduct of meetings; (d) Article IV, Section 2, which provides for the functions of the Chairman of the Board; (e) Article IV, Section 4, which provides for the authority of the President; (f) Article VII, Section 1, which provides for voting requirements under certain conditions, are true and correct and were duly approved (i) by the vote of a majority of the members of the Board of Directors of the Corporation at their regular meeting held on 19 August 2014, and (ii) by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their special meeting also held on 19 August 2014 at Makati City.


IN WITNESS WHEREOF, this Certificate has been signed in counterparts this
_____ day of **JAN 08 2015** at **QUEZON CITY**, Philippines.

MARK STEVEN O'DELL
TIN No. 435-923-849
Director & Chairman

RYAN SHANE CHARLAND
TIN No. 446-903-605
Director

MICHAEL FANG
TIN No. 457-186-969
Director

ROBERT D. WYLD
TIN No. 491-831-464
Director, President & CEO



JANETTE L. PENA
TIN No. 132-173-428
Director

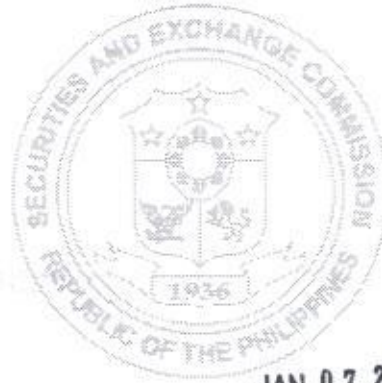
RHODA REGINA REYES-RARA
TIN No. 132-173-428
Director

Date: **3-1-2017** Time: **0:7:14 PM**

RICARDO R. CHUA
TIN No. 125-400-712
Director

Attested by:


PAUL ANTHONY P. MANDAL
Corporate Secretary
TIN No. 198-659-029



JAN 07 2015

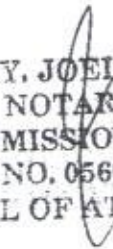
SUBSCRIBED AND SWORN to before me this _____ day of _____
at **QUEZON CITY**, Philippines, the following:

Name	Competent Evidence of Identity (with date/place of issue)	Community Tax Certificate (with date/place of issue)
Mark Steven O'Dell		
Ryan Shane Charland		
Michael Fang		
Robert D. Wyld		
Janette L. Pena	PP No. EB9544620, 11/8/13; DFA NCR 6288	
Rhoda Regina Reyes-Rara		
Ricardo R. Chua		
Paul Anthony P. Mandal	DL No. N02-88-092552, 4/29/15; Manila	

QUEZON CITY

WITNESS MY HAND AND NOTARIAL SEAL at _____,
Philippines, on the date first written above.

Doc. No. 336
Page No. 68
Book No. 01-0
Series of 2014.


ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 0560688 1/05/2015, Q.C.
ROLL OF ATTORNEY NO. 25103

Date: 3-1-2017 Time: 0:7:15 PM

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User Name: pru_user_3