

**THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.**

**NOTICE**

To All Stockholders:

**NOTICE IS HEREBY GIVEN** that the **Annual Stockholders Meeting** of the **THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.** will be held at the Manulife Head Office, 16<sup>th</sup> Floor, LKG Tower, Ayala Avenue, Makati City, Philippines on 7 April 2017, 1:20 pm.

Stockholders:

Mark O'Dell (Chairman)	Rhoda Regina R. Rara (Independent Director)
Ryan Charland	Janette L. Peña (Independent Director)
David Thomas	Lourdes Mantaring
Kenneth Dai	
David Balangue	

**AGENDA**

1. Call to Order and Determination of Quorum
2. Matters arising from previous meeting
  - a. Pending Matters
  - b. Approval of the Minutes of the Previous Meeting
3. Ratification of Corporate Acts
4. President's 2016 Annual Report (Mr. Ryan Charland)
5. Presentation and Approval of the Audited Financial Statements (Mr. Peter McKeown/SGV and Co.)
6. Nomination and Remuneration Committee Report & Election of Directors
7. Any Other Business
8. Adjournment

Should you be unable to attend, a proxy may attend on your behalf. Please send the attached duly filled up proxy letter to the Corporate Secretary prior to the actual date of meeting.

17 March 2017, Makati City, Philippines.

  
Basilio O. Visaya, Jr.  
Corporate Secretary

**PROXY LETTER**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder of **THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.** (“Corporation”) does hereby nominate, constitute and appoint

\_\_\_\_\_  
or in his absence,  
the Chairman of the Meeting

to be my true and lawful attorney-in-fact to attend and be present at the annual meeting of the stockholders on **7 April 2017 1:20 pm.** 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 this \_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_.

\_\_\_\_\_  
Stockholder