

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2011

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer
 Manulife Financial Corporation

 Date Submitted
 06/04/2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>00945</u> Descrip                   | ption : <u>Common</u>  | h Shares                         |   |
|---|------------------------|----------------------------------|---|
|   | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month                     | Unlimited              | No par<br>value                  | Unlimited                                       |
| Increase/(decrease)                                     |                        |                                  |   |
| Balance at close of the month                           |                        |                                  |   |
| (2) Stock code :Descrip                                 | ption :                |                                  |   |
|   | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|   |                        |                                  | •   |
| Balance at close of preceding month                     |                        |                                  |   |
| Balance at close of preceding month Increase/(decrease) |                        |                                  |   |

# 2. Preference Shares

| Stock code : <u>N/A</u> Descr                  | iption : <u>Preferenc</u> | e Shares                         |   |
|--|---------------------------|----------------------------------|---|
|  | No. of preference shares  | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month<br>Class 1 | 14,000,000                | No par<br>value<br>No par        | Unlimited                                       |
| Class A  | 58,000,000                | value                            | Unlimited                                       |
| Class B  | 0                         | No par<br>value                  | Unlimited                                       |
| Increase Class 1 Preferred Shares              | 8,000,000                 |                                  |   |
| Balance at close of the month                  | 80,000,000                | No par<br>value                  | Unlimited                                       |

## 3. Other Classes of Shares

currency):

| Stock code :Descr                         | iption :                       |                                  |   |
|---|--------------------------------|----------------------------------|---|
|   | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding month       |                                |                                  |   |
| Increase/(decrease)                       |                                |                                  |   |
| Balance at close of the month             |                                |                                  |   |
| Total authorised share capital at the end | d of the month (State          | N/A                              |   |

### II. Movements in Issued Share Capital

|  | No. of ordinary shares |     | No of preference | No. of other classes |
|--|------------------------|-----|------------------|----------------------|
|  | Common Shares          | (2) | shares           | of shares            |
| Balance at close of preceding month      | 1,777,959,624          |     | 72,000,000       |                      |
| Increase/ (decrease)<br>during the month | 4,687,213              |     | 8,000,000        |                      |
| Balance at close of the month            | 1,782,646,837          |     | 80,000,000       |                      |

### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share<br>option scheme<br>including EGM<br>approval date<br>(dd/mm/yyyy) and |         | Movement dur | <u>_</u>  | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |            |
|---|---------|--------------|-----------|---|--|------------|
| class of shares<br>issuable   | Granted | Exercised    | Cancelled | Lapsed  |  |            |
| 1. Executive<br>Stock Option<br>Plan  |         |              |           |   |  |            |
| (04/05/2000)<br>Common<br>Shares<br>(Note 1)  | 0       | 1,064        | 46,957    | 486,656   | 1,064  | 36,395,279 |
| 2. 1999 Long<br>Term Stock<br>Incentive Plan  |         |              |           |   |  |            |
| (14/05/2001)<br>Common<br>Shares<br>(Note 1)  |         |              |           |   |  | 0          |
| 3. Director<br>Equity<br>Incentive Plan   |         |              |           |   |  |            |
| (30/04/2002)<br>Common<br>Shares  |         |              |           |   |  | 70,000     |

| (Note 1)   |                      |       |
|--|----------------------|-------|
| Total  | A. (Ordinary shares) | 1,064 |
|  | (Preference shares)  |       |
|  | (Other class)        |       |
| Total funds raised during the month from exercise of |                      |       |
| options (State currency)                             | Cdn. \$16,673        |       |
|  |                      |       |

For Main Board and GEM listed issuers

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)<br>1.   | Currency of Nominal value at<br>nominal close of<br>value preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month        | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---|----------------------------------|--|--|--|
|  | -   |                                  |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)<br>Subscription price<br>EGM approval date | · · ·   |                                  |  |  |  |
| (if applicable)<br>(dd/mm/yyyy)  |   |                                  |  |  |  |
| 2.   |   |                                  |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)  | · · ·   |                                  |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3.                                     | ( / / )   |                                  |  |  |  |
|  |   |                                  |  |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)  |   |                                  |  |  |  |
| EGM approval date (if applicable)  | ( / / )   |                                  |  |  |  |
|  | -   |                                  |  |  |  |
| Class of shares issuable ( <i>Note 1</i> )   | · · · ·   |                                  |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)   | ( / / )   |                                  |  |  |  |
|  | Total   | (Prefere                         | nary shares) 0<br>ence shares) 0<br>Other class) |  |  |

| Convertibles (i.e. Convertible i   | nto Sharas of the l | aguar which are to                       |                                  | For Main Board                                 | and GEM liste  | d issuers  |
|--|---------------------|--|----------------------------------|--|--|--|
| Class and description  |                     | Amount at close<br>of preceding<br>month | Converted<br>during the<br>month | Amount at<br>close of the<br>month             | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 1.   |                     |  |                                  |  |  |  |
|  |                     |  |                                  |  |  |  |
|  |                     |  |                                  |  |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date |                     | ·  |                                  |  |  |  |
| (if applicable)<br>(dd/mm/yyyy))2.   | ( / / )<br>         |  |                                  |  |  |  |
|  |                     |  |                                  |  |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price                      |                     | ·  |                                  |  |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3.   | ( / / )             |  |                                  |  |  |  |
|  |                     |  |                                  |  |  |  |
| Stock code (if listed)   |                     |  |                                  |  |  |  |
| issuable ( <i>Note 1</i> )<br>Subscription price   |                     |  |                                  |  |  |  |
| EGM approval date (if applicable)  | ( / / )             |  |                                  |  |  |  |
| 4.   |                     |  |                                  |  |  |  |
|  |                     |  |                                  |  |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )  |                     | ·  |                                  |  |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)   |                     |  |                                  |  |  |  |
| (dd/mm/yyyy)   | ( / / )             |  | (Prefere                         | nary shares) 0<br>ence shares)<br>Other class) |  |  |

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Ful | l particulars including EGM approval date (dd/mm/yyyy),<br>pplicable, and class of shares issuable: | No. of new shares of<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|-----|---|---|--|
| 1.  | Stock Plan for Non-Employee Directors   |   |  |
|     | Deferred Share Units settled in Common Shares   | 0   | 0  |
|     |   |   |  |
|     | 04/05/2000)   |   |  |
|     | shares (Note 1)   |   |  |
| 2.  | Executive Stock Option Plan   |   |  |
|     | Deferred Share Units settled in Common Shares   | 0   | 0  |
|     |   |   |  |
|     | (04/05/2000)  |   |  |
|     | shares (Note 1)   |   |  |
| 3.  | Dividend Reinvestment and Share Purchase Plan   |   |  |
|     | Dividends reinvested in Common Shares and Common Share  | 4,686,149   | 0  |
|     | purchases as of March 21, 2011  |   |  |
|     |   |   |  |
|     | (07/05/2009)  |   |  |
| .   | shares (Note 1)   |   |  |
|     | Tatal D (Ordinama shares)   | 4 696 140   | 0  |
|     | Total D. (Ordinary shares)<br>(Preference shares)   | 4,686,149   | 0  |
| ·   | (Other class)   |   |  |
|     | (Other class)   |   |  |
|     |   |   |  |

|    |               | ssued Share Capital |  |     |     | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|---------------|---------------------|--|-----|-----|--|--|
|    | Type of Issue |                     |  |     |     |  |  |
|    |               |                     | Class of shares issuable (Note 1)          |     |     |  |  |
| 1. | Rights issue  | At price : State    | Issue and allotment<br>date : (dd/mm/yyyy) | ( / | / ) |  |  |
|    |               |                     | EGM approval date:<br>(dd/mm/yyyy)         | ( / | / ) |  |  |
|    |               |                     | Class of shores issuehls                   |     |     |  |  |
|    |               |                     | Class of shares issuable ( <i>Note 1</i> ) |     |     |  |  |
| 2. | Open offer    | At price : State    | Issue and allotment<br>date : (dd/mm/yyyy) | ( / | / ) |  |  |
|    |               |                     | EGM approval date:<br>(dd/mm/yyyy)         | ( / | / ) |  |  |
|    |               |                     | Class of shares issuable                   |     |     |  |  |
|    |               |                     | (Note 1)                                   |     |     |  |  |
| 3. | Placing       | At price : State    | Issue and allotment<br>date : (dd/mm/yyyy) | ( / | / ) |  |  |
|    |               |                     | EGM approval date:<br>(dd/mm/yyyy)         | ( / | / ) |  |  |
|    |               |                     |  |     |     |  |  |
|    |               |                     | Class of shares issuable (Note 1)          |     |     |  |  |
| 4. | Bonus issue   |                     | Issue and allotment<br>date : (dd/mm/yyyy) | ( / | / ) |  |  |
|    |               |                     | EGM approval date:<br>(dd/mm/yyyy)         | ( / | / ) |  |  |
|    |               |                     |  |     |     |  |  |
|    |               |                     |  |     |     |  |  |

|    |  | <u>I</u>  | For M | <u>Main</u> | Boar | d and GEM list<br>No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | ted issuers<br>No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|--|---|-------|-------------|------|--|---|
|    | Type of Issue                                      |   |       |             |      |  |   |
| 5. | Scrip dividend At price : State<br>currency —      | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) | (     | / /         |      |  |   |
| 6. | Repurchase of shares                               | Class of shares<br>repurchased ( <i>Note 1</i> )<br>Cancellation date :<br>(dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy)     |       | / /         |      |  |   |
| 7. | Redemption of shares                               | Class of shares<br>redeemed ( <i>Note 1</i> )<br>Redemption date :<br>(dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy)          |       | / /         |      |  |   |
| 8. | Consideration issue At price : State<br>currency — | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) |       |             |      |  |   |

|     |                        |                              |  | For Main                              | Boar  | d and GEM lis  |  |
|-----|------------------------|------------------------------|--|---------------------------------------|-------|--|--|
|     |                        |                              |  |                                       |       | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|     | Type of Issue          |                              |  |                                       |       |  |  |
|     |                        |                              | Class of shares issuable (Note 1)          | e                                     |       |  |  |
| 9.  | Capital reorganisation |                              | Issue and allotment<br>date : (dd/mm/yyyy) | ( / /                                 | )     |  |  |
|     |                        |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                 | )     |  |  |
| -   |                        |                              |  |                                       |       |  |  |
|     |                        | At price : State             | Class of shares issuable (Note 1)          | e Comm                                | on    |  |  |
| 10. | Other                  | At price : State<br>currency | Issue and allotment<br>date : (dd/mm/yyyy) | ( / /                                 | )     |  |  |
|     |                        |                              | EGM approval date:<br>(dd/mm/yyyy)         | ( / /                                 | )     |  |  |
|     |                        |                              |  | (Ordinary s<br>Preference s<br>(Other | share | s)   | -  |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | 4,687,213 |
|--|-----|-----------|
|  | (2) |           |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | 8,000,000 |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     |           |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |           |

Remarks (if any):

| Submitted by: David Kerr   |
|--|
| AVP, Senior Counsel and Assistant Corporate Secretary         (Director, Secretary or other duly authorised officer) |

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.