

#### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Date Submitted Manulife Financial Corporation
07/01/2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00945</u> Description : <u>Common Shares</u>							
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month	Unlimited	No par value	Unlimited				
Increase/(decrease)							
Balance at close of the month							
(2) Stock code :Descri	ption :						
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
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 (State currency)	Authorised share capital (State currency)
Balance at close of preceding month Class 1	74,000,000	No par value	Unlimited
Class A	40,000,000	No par value No par	Unlimited
Class B	0	value	Unlimited
Increase/ (decrease)	10,000,000	No par value	Unlimited
Class 1 Preferred Shares			
Balance at close of the month	124,000,000	No par value	Unlimited

## 3. Other Classes of Shares

*currency*) :

Stock code :Descri	Description :					
	No. of other classes of shares	Par value (State currency)	Authorised share capital (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 ordinar	y shares	No of preference	No. of other classes
	Common Shares	(2)	shares	of shares
Balance at close of preceding month	1,863,894,528		114,000,000	
Increase/ (decrease) during the month	221,438		10,000,000	
Balance at close of the month	1,864,115,966		124,000,000	

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

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date		Movement durin	ng the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the mont		
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed			
1. Executive Stock Option Plan							
(04/05/2000) Common Shares (Note 1)	0	205,248	7,751	290,092	205,248	29,913,408	
2. 1999 Long Term Stock Incentive Plan							
(14/05/2001) Common Shares (Note 1)						0	
<u> </u>							
		To		nary shares) ence shares) Other class)	205,248 0		
Total funds raised du options (State curren		from exercise of	f <u>Cdn. \$3,4</u>	459,423			

Description of warrants (Date of expiry - dd/mm/yyyy) 1.	Currency of Nominal value at nominal close of value preceding month	Exercised Nominal valu during the at close of the month month	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1.</u>			
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date	·		 
(if applicable) (dd/mm/yyyy)	( / / )		
2.			
( / / ) Stock code (if listed) Class of shares issuable (Note 1)			 
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	( / / )		
( / / ) Stock code (if listed)			 
Class of shares issuable (Note 1)			
EGM approval date (if applicable)	( / / )		
4.			
Class of shares			 
issuable (Note 1) Subscription price			
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )		
	Total	B. (Ordinary shares) ( (Preference shares) ( (Other class)	

Commentiales (i.e. Commentiale i	uto Chonce of the I			For Main Board	and GEM liste	d issuers
Convertibles (i.e. Convertible in Convertibles Class and description		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)) 2.	( / / )					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3.	( / / )					
Stock code (if listed) Class of shares issuable (Note 1)		·				
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) 4.	( / / )					
Stock code (if listed) Class of shares issuable (Note 1)		·				
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
			(Prefere	nary shares) 0 ence shares) 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)

	ll particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto 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)		
	(04/03/2000) shares (Note 1)		
2.	Executive Stock Option Plan		
	Deferred Share Units settled in Common Shares	16,190	0
	(04/05/2000)		
	shares (Note 1)		
3.	Dividend Reinvestment and Share Purchase Plan		
5.	Dividends reinvested in Common Shares and Common Share	0	0
	purchases		
	(07/05/2009)		
	shares (Note 1)		
	Total D. (Ordinary shares)	16,190	0
	(Preference shares)	10,190	v
	(Other class)		

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

Type of Issue       Class of shares issuable					For Main	ı Board	d and GEM list No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
(Note 1)       Issue and allotment       ( / / )         5. Serip dividend       At price : State currency       Issue and allotment       ( / / )         G. Repurchase of shares       Class of shares repurchased (Note 1)		Type of Issue	 					
(dd/mm/yyyy)         6. Repurchase of shares         Shares         (dd/mm/yyyy)         EGM approval date:         (d/mm/yyyy)         EGM approval date:         (d/mm/yyyy)         Class of shares         Class of shares         (d/mm/yyyy)         EGM approval date:         (d/mm/yyyy)         (d/mm/yyyy)         Class of shares         redeemption of         Shares         Class of shares         redeemption date :         (d/mm/yyyy)         (/// / )         EGM approval date:	5.	Scrip dividend		(Note 1) Issue and allotment		)		
repurchase of shares       repurchased (Note 1)         Cancellation date :       ( / / )         (dd/mm/yyyy)       EGM approval date:         (dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )         (dd/mm/yyyy)       ( / / )         Redemption of shares       Class of shares redeemed (Note 1)         Redemption date :       ( dd/mm/yyyy)         ( dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )         ( dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )         ( dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )         ( dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )         8. Consideration issue At price:       State currency				EGM approval date: (dd/mm/yyyy)	( / /	)		
shares       (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       EGM approval date:         (dd/mm/yyyy)       ( / / )         7. Redemption of shares       Redemption date :         (dd/mm/yyyy)       ( / / )         Redemption date :       ( / / )         (dd/mm/yyyy)       ( / / )         BGM approval date:       ( / / )         (dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )         (dd/mm/yyyy)       ( / / )         8. Consideration issue At price:       State currency         Issue and allotment date : (dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )         EGM approval date:       ( / / )         EGM approval date:       ( / / )			 					
7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Redemption date : (dd/mm/yyyy)         (dd/mm/yyyy)       ( / / )         EGM approval date: (dd/mm/yyyy)       ( / / )         8. Consideration issue At price : State currency       Issue and allotment date : (dd/mm/yyyy)         8. Consideration issue At price : Class of shares issuable currency       Issue and allotment date : (dd/mm/yyyy)         8. Consideration issue At price : Class of shares issuable currency       Issue and allotment date : (dd/mm/yyyy)         EGM approval date:       ( / / )         EGM approval date:       ( / / )	6.	Repurchase of shares		(dd/mm/yyyy)				
7. Redemption of shares       Redemption date : $(dd/mm/yyy)$ 7. Redemption of shares       Redemption date : $(dd/mm/yyy)$ 8. Consideration issue At price : State currency       Class of shares issuable (Note 1)         8. Consideration issue At price : State currency       Issue and allotment date : $(dd/mm/yyyy)$ 8. Consideration issue At price : State currency       Issue and allotment date : $(dd/mm/yyyy)$ 8. Consideration issue At price : State currency       Issue and allotment date : $(dd/mm/yyyy)$				EGM approval date: (dd/mm/yyyy)	( / /	)		
shares ((dd/mm/yyyy) ( / / )) EGM approval date: ( / / ) (dd/mm/yyyy) ( / / ) EGN shares issuable (Note 1) 8. Consideration issue At price : State currency Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / )			 					
EGM approval date:       ( / / )         (dd/mm/yyyy)       ( / / )         Class of shares issuable	7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(	)		
(Note 1) 8. Consideration issue At price : State Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / )				EGM approval date: (dd/mm/yyyy)				
8. Consideration issue At price : currency date : (dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )			 		;			
EGM approval date: (dd/mm/yyyy) ( / / )	8.	Consideration issue			( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		

						For Main I	Board	and GEM list No. of new shares of issuer issued during the month pursuant thereto	ed issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue								
					Class of shares issuable (Note 1)	e			
9.	Capital reorganisation				Issue and allotment date : (dd/mm/yyyy)	( / /	)		
					EGM approval date: (dd/mm/yyyy)	( / /	)		
				Cdn.	Class of shares issuable (Note 1)	e Class I Preferre Shares	ed		
10.	Other	At price:	State currency	\$25.00/ share	Issue and allotment date : (dd/mm/yyyy)	(03/12/20			
					EGM approval date: (dd/mm/yyyy)	( / /	)		
								10,000,000	)
						Ordinary s reference s (Other	hares	) 10,000,000	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	221,438				
	(2)					
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	-	10,000,000				
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").)						

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Remarks (if any):

 

 Submitted by:
 Kay Song

 Title:
 Assistant Corporate Secretary (Director, Secretary or other duly authorised officer)

 Notes :
 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.