

DOCUMENTS AND INFORMATION TO SUPPORT MANULIFE BANK OF CANADA LRO APPLICATION

- a) An application letter to the HKMA including Power of Attorney authorizing Jennifer Chua to represent Manulife Bank of Canada for the LRO application; including Certificate and Certified Resolution.
- b) Certified true copy of a board resolution of the applicant approving the establishment of an LRO;
- c) A set of certified true copy of Letters Patent of Continuance Certificate, By Laws and Admin Resolutions (equivalent of the Memorandum and Articles of Incorporation);
- d) A certified true copy of the Manulife Bank of Canada's Approval to Use Name Certificate (equivalent of Certificate of Incorporation);
- e) A certified true copy of the Manulife Bank of Canada Order to Commence and Carry on Business Certificate (equivalent of banking licence);
- f) A copy of letter from the home supervisor of the applicant approving the setting up of an LRO;
- g) Certified copy of the Manulife Bank of Canada's Financial Statements 2014 to 2012;
- h) A brief profile of the applicant, including its major shareholders which are defined as those holding 10% or more of the equity shares outstanding, directors and senior management;
- i) Information regarding the home supervisor, its supervisory framework and approach;
- j) A certificate certifying that the capital adequacy ratio of MBC at 23.17% calculated in accordance with OSFI revised Capital Adequacy Requirements (CAR) guideline plus Certification;
- k) OSFI release regarding CARG and implementation of Base III capital rules;
- l) OSFI CAR Guideline effective December 2014. In the second paragraph, it confirms that "the domestic guidance is based on Basel II and III framework".

CERTIFICATE

I, Karma Dolkar, Assistant Corporate Secretary of Manulife Bank of Canada, hereby certify the attached to be a true copy of the Manulife Bank of Canada's Bank Act - Order to Commence and Carry on Business Certificate, dated the 1st day of January, 1993, and that the said the Order to Commence and Carry on Business Certificate is still in full force and effect, unamended.

DATED at Waterloo, Ontario this 22nd day of January, 2015.



Karma Dolkar
Assistant Corporate Secretary



Office of the Superintendent of Financial Institutions
Bureau du surintendant des institutions financières

*Order to Commence and
Carry on Business*

Bank Act

This Order is made approving the commencement and carrying on of business by **Manulife Bank of Canada**.

This order is effective on January 1st, 1993.

*Autorisation de
fonctionnement*

Loi sur les banques

La présente ordonnance autorise la **Banque Manuvie du Canada** à commencer à fonctionner.

La présente ordonnance entre en vigueur le 1^{er} janvier 1993.



Suzanne Labarge
Deputy Superintendent/Le surintendant adjoint
Deposit-Taking Institutions Sector/Secteur des institutions de dépôt