

JOHN HANCOCK PREFERRED INCOME FUND II  
Form N-CSR  
October 02, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**

**MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number 811-21202

John Hancock Preferred Income Fund II  
(Exact name of registrant as specified in charter)

601 Congress Street, Boston, Massachusetts 02210  
(Address of principal executive offices) (Zip code)

Salvatore Schiavone  
Treasurer

601 Congress Street

Boston, Massachusetts 02210

(Name and address of agent for service)

Registrant's telephone number, including area code: 617-663-4497

Date of fiscal year end: July 31

Date of reporting period: July 31, 2014

ITEM 1. REPORTS TO STOCKHOLDERS.

**Management's discussion of****Fund performance**

John Hancock Asset Management a division of Manulife Asset Management (US) LLC

**Most preferred** securities posted significant gains during the twelve-month period ended July 31, 2014, rebounding strongly from weakness in fiscal 2013. For the year, John Hancock Preferred Income Fund II returned 13.52% at net asset value (NAV) and 9.53% at closing market price. The difference in the fund's performance at NAV and its performance at closing market price is that the market price is subject to the dynamics of secondary market trading, which could cause the fund to trade at a discount or premium to its NAV at any time. For the same twelve-month period, the Barclays U.S. Aggregate Bond Index returned 3.97%, and the Bank of America Merrill Lynch Hybrid Preferred Securities Index returned 8.51%. Among the fund's best-performing holdings were some preferred securities we bought in 2013 when they were under stress and therefore priced attractively, in our opinion. In this category, we saw good results from PPL Capital Funding, Inc., NextEra Energy Capital Holdings Corp., and Duke Energy Corp. The financials sector was host to some of the fund's other best performers, such as preferred securities of Royal Bank of Scotland Group PLC, RBS Capital Fund Trust, and Kimco Realty Corp. In contrast, the fund lost ground by owning the common stock of FirstEnergy Corp. During the period, the fund used certain derivatives to help mitigate the negative effects of potentially higher interest rates. The fund also held interest-rate swaps to manage the fund's borrowing costs.

This commentary reflects the views of the portfolio managers through the end of the period discussed in this report. As such they are in no way guarantees of future events and are not intended to be used as investment advice or a recommendation regarding any specific security. They are also subject to change at any time as market and other conditions warrant.

**Past performance does not guarantee future results.**

An investment in the fund is subject to investment and market risks, including the possible loss of the entire principal invested. Fixed-income investments are subject to interest-rate risk; their value will normally decline as interest rates rise. An issuer of securities held by the fund may default, have its credit rating downgraded, or otherwise perform poorly, which may affect fund performance. The fund's use of leverage creates additional risks including greater volatility of the fund's NAV, market price, and returns. There is no assurance that the fund's leverage strategy will be successful.

The fund normally will invest at least 25% of its total assets in the industries comprising the utilities sector, which includes telecommunications companies, measured at the time of purchase. When the fund's investments focus on one or more sectors of the economy, they are far less diversified than the broad securities markets. This means that the fund may be more volatile than other mutual funds, and the value of its investments may go up and down more rapidly. Specifically, utilities can be hurt by higher interest costs in connection with capital construction programs, costs associated with environmental and other regulations and the effects of economic declines, surplus capacity, and increased competition. In addition, the fund may invest in financial services companies, which can be hurt by economic declines, changes in interest rates, and regulatory and market impacts. The fund's investments in securities of foreign issuers involve special risks, such as political, economic, and currency risks, and differences in accounting standards and financial reporting.

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**Portfolio summary****Top 10 Issuers (31.1% of Total Investments on 7-31-14)<sup>1,2</sup>**

Royal Bank of Scotland

3.5%

PPL Capital Funding, Inc.

2.9%

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|                      |      |                       |      |
|----------------------|------|-----------------------|------|
| Energy               | 3.5% | JPMorgan Chase        | 2.9% |
| Public Storage, Inc. | 3.4% | Wells Fargo & Company | 2.9% |
| Qwest Corp.          | 3.1% | MetLife, Inc.         | 2.9% |
| U.S. Bancorp         | 3.1% | ING Groep NV          | 2.9% |

**Sector Composition<sup>1,3</sup>**

|                            |       |                        |      |
|----------------------------|-------|------------------------|------|
| Financials                 | 59.5% | Energy                 | 1.4% |
| Utilities                  | 26.6% | Industrials            | 1.2% |
| Telecommunication Services | 8.5%  | Short-Term Investments | 0.7% |
| Consumer Staples           | 2.1%  |                        |      |

**Country Composition<sup>1,3,4</sup>**

|                |       |         |      |
|----------------|-------|---------|------|
| United States  | 89.0% | Spain   | 1.2% |
| Netherlands    | 5.2%  | Bermuda | 0.1% |
| United Kingdom | 4.5%  |         |      |

**Quality Composition<sup>1,5</sup>**

|     |       |
|-----|-------|
| A   | 7.8%  |
| BBB | 64.0% |
| BB  | 22.1% |
| B   | 4.7%  |

|                        |      |
|------------------------|------|
| CCC & Below            | 0.1% |
| Common Stock           | 0.6% |
| Short-Term Investments | 0.7% |

<sup>1</sup> As a percentage of the fund's total investments on 7-31-14.

<sup>2</sup> Cash and cash equivalents are not included.

<sup>3</sup> Investments focused in one sector may fluctuate more widely than investments diversified across sectors. Because the fund may focus on particular sectors, its performance may depend on the performance of those sectors. The fund's investments in securities of foreign issuers involve special risks such as political, economic and currency risks and differences in accounting standards and financial reporting.

<sup>4</sup> Each security trades in U.S. dollars.

<sup>5</sup> Ratings are from Moody's Investors Service, Inc. If not available, we have used Standard & Poor's Ratings Services. In the absence of ratings from these agencies, we have used Fitch Ratings, Inc. "Not Rated" securities are those with no ratings available from these agencies. All ratings are as of 7-31-14 and do not reflect subsequent downgrades or upgrades, if any.

## Fund's investments

As of 7-31-14

|   | Shares  | Value                |
|---|---------|----------------------|
| <b>Preferred Securities (a) 145.8% (95.8% of Total Investments)</b> |         | <b>\$659,161,799</b> |
| (Cost \$646,542,218)  |         |                      |
| <b>Consumer Staples 3.2%</b>  |         | <b>14,400,001</b>    |
| <b>Food &amp; Staples Retailing 3.2%</b>                            |         |                      |
| Ocean Spray Cranberries, Inc., Series A,<br>6.250% (S)              | 160,000 | 14,400,001           |

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**Financials 90.5%**

**409,323,120**

**Banks 24.2%**

|   |         |            |
|---|---------|------------|
| Barclays Bank PLC, Series 3, 7.100%   | 345,000 | 8,852,700  |
| Barclays Bank PLC, Series 5, 8.125% (Z)   | 330,000 | 8,510,700  |
| BB&T Corp., 5.200% (Z)  | 320,000 | 7,081,600  |
| BB&T Corp., 5.625% (Z)  | 415,000 | 9,777,400  |
| HSBC Finance Corp., Depository Shares,<br>Series B, 6.360% (Z)                            | 725,000 | 18,219,250 |
| HSBC USA, Inc., 6.500% (Z)  | 50,000  | 1,262,000  |
| Santander Finance Preferred SA Unipersonal,<br>Series 10, 10.500%                         | 329,000 | 8,428,980  |
| The PNC Financial Services Group, Inc., 5.375%  | 70,000  | 1,622,600  |
| The PNC Financial Services Group, Inc. (6.125%<br>to 5-1-22, then 3 month LIBOR + 4.067%) | 145,000 | 3,948,350  |
| U.S. Bancorp (6.000% to 4-15-17, then<br>3 month LIBOR + 4.861%) (Z)                      | 200,000 | 5,466,000  |
| U.S. Bancorp (6.500% to 1-15-22, then<br>3 month LIBOR + 4.468%) (Z)                      | 570,000 | 16,165,200 |
| Wells Fargo & Company, 6.000%   | 155,000 | 3,816,100  |
| Wells Fargo & Company, 8.000% (Z)   | 560,000 | 16,408,000 |
| <b>Capital Markets 8.3%</b>   |         |            |
| Morgan Stanley Capital Trust III, 6.250% (Z)  | 272,000 | 6,878,880  |
| Morgan Stanley Capital Trust IV, 6.250% (Z)   | 155,000 | 3,906,000  |

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|   |                                   |            |
|---|-----------------------------------|------------|
| Morgan Stanley Capital Trust V, 5.750% (Z)        | 290,000                           | 7,290,600  |
| Morgan Stanley Capital Trust VII, 6.600%          | 52,400                            | 1,317,860  |
| State Street Corp., 5.250%                        | 60,000                            | 1,380,600  |
| The Goldman Sachs Group, Inc., 6.125% (Z)         | 660,000                           | 16,915,800 |
| <b>Consumer Finance 1.6%</b>                      |                                   |            |
| Navient LLC, 6.000% (Z)                           | 177,500                           | 3,903,225  |
| SLM Corp., Series A, 6.970%                       | 64,000                            | 3,110,400  |
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|   | <b>Shares</b> | <b>Value</b> |
|---|---------------|--------------|
| <b>Diversified Financial Services 23.6%</b>               |               |              |
| Deutsche Bank Contingent Capital Trust II,<br>6.550%      | 167,500       | \$4,388,500  |
| Deutsche Bank Contingent Capital Trust III,<br>7.600% (Z) | 392,500       | 10,785,900   |
| General Electric Capital Corp., 4.700% (Z)                | 363,000       | 8,338,110    |
| ING Groep NV, 7.050% (Z)                                  | 770,000       | 19,781,300   |
| JPMorgan Chase Capital XXIX, 6.700% (Z)                   | 795,000       | 20,280,450   |
| Merrill Lynch Preferred Capital Trust III, 7.000%         | 322,000       | 8,227,100    |
| Merrill Lynch Preferred Capital Trust IV,<br>7.120%       | 180,000       | 4,609,800    |

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|   |         |            |
|---|---------|------------|
| Merrill Lynch Preferred Capital Trust V, 7.280%               | 250,000 | 6,430,000  |
| <hr/>   |         |            |
| RBS Capital Funding Trust V, 5.900%                           | 398,000 | 9,440,560  |
| <hr/>   |         |            |
| RBS Capital Funding Trust VII, 6.080%                         | 145,000 | 3,468,400  |
| <hr/>   |         |            |
| Royal Bank of Scotland Group PLC, Series L,<br>5.750%         | 480,000 | 11,164,800 |
| <hr/>   |         |            |
| <b>Insurance 15.9%</b>  |         |            |
| <hr/>   |         |            |
| Aegon NV, 6.375% (Z)  | 420,000 | 10,705,800 |
| <hr/>   |         |            |
| Aegon NV, 6.500%  | 205,000 | 5,192,650  |
| <hr/>   |         |            |
| American Financial Group, Inc., 7.000% (Z)                    | 282,056 | 7,347,559  |
| <hr/>   |         |            |
| MetLife, Inc., Series B, 6.500% (Z)                           | 780,000 | 19,905,600 |
| <hr/>   |         |            |
| Prudential Financial, Inc., 5.750%                            | 145,000 | 3,625,000  |
| <hr/>   |         |            |
| Prudential PLC, 6.500% (Z)                                    | 103,000 | 2,608,990  |
| <hr/>   |         |            |
| RenaissanceRe Holdings, Ltd., Series C, 6.080%                | 15,000  | 376,800    |
| <hr/>   |         |            |
| The Phoenix Companies, Inc., 7.450%                           | 216,500 | 5,243,630  |
| <hr/>   |         |            |
| W.R. Berkley Corp., 5.625%                                    | 740,000 | 16,916,400 |
| <hr/>   |         |            |
| <b>Real Estate Investment Trusts 16.7%</b>                    |         |            |
| <hr/>   |         |            |
| Duke Realty Corp., Depositary Shares, Series J,<br>6.625%     | 449,400 | 11,360,832 |
| <hr/>   |         |            |
| Duke Realty Corp., Depositary Shares, Series K,<br>6.500% (Z) | 110,000 | 2,775,300  |
| <hr/>   |         |            |
| Duke Realty Corp., Depositary Shares, Series L,<br>6.600% (Z) | 109,840 | 2,784,444  |
| <hr/>   |         |            |
| Kimco Realty Corp., 6.000% (Z)                                | 720,000 | 17,683,200 |

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|  |   |                  |
|--|---|------------------|
| Public Storage, Inc., 5.200%                                   | 255,000   | 5,729,850        |
| Public Storage, Inc., 5.750%                                   | 335,000   | 8,190,750        |
| Public Storage, Inc., 6.350% (Z)                               | 175,000   | 4,462,500        |
| Public Storage, Inc., Depository Shares,<br>Series Q, 6.500%   | 122,000   | 3,233,000        |
| Public Storage, Inc., Series P, 6.500%                         | 56,000  | 1,444,800        |
| Senior Housing Properties Trust, 5.625% (Z)                    | 550,000   | 12,694,000       |
| Ventas Realty LP, 5.450%                                       | 210,000   | 5,000,100        |
| <b>Thriffs &amp; Mortgage Finance 0.2%</b>                     |   |                  |
| Federal National Mortgage Association,<br>Series S, 8.250% (I) | 75,000  | 864,750          |
| <b>Industrials 1.8%</b>  |   | <b>7,985,250</b> |
| <b>Machinery 1.8%</b>  |   |                  |
| Stanley Black & Decker, Inc., 5.750% (Z)                       | 325,000   | 7,985,250        |
| See notes to financial statements                              | <b>Annual report</b>   Preferred Income Fund II | 9                |

|  | <b>Shares</b> | <b>Value</b>        |
|--|---------------|---------------------|
| <b>Telecommunication Services 13.0%</b>            |               | <b>\$58,853,979</b> |
| <b>Diversified Telecommunication Services 5.8%</b> |               |                     |
| Qwest Corp., 6.125%                                | 30,000        | 705,000             |
| Qwest Corp., 7.000%                                | 60,000        | 1,543,800           |



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|   |         |                    |
|---|---------|--------------------|
| Qwest Corp., 7.375% (Z)                         | 567,500 | 14,874,175         |
| <hr/>   |         |                    |
| Qwest Corp., 7.500%                             | 172,500 | 4,554,000          |
| <hr/>   |         |                    |
| Verizon Communications, Inc., 5.900% (Z)        | 185,000 | 4,713,800          |
| <hr/>   |         |                    |
| <b>Wireless Telecommunication Services 7.2%</b> |         |                    |
| <hr/>   |         |                    |
| Telephone & Data Systems, Inc., 6.625% (Z)      | 161,300 | 3,956,689          |
| <hr/>   |         |                    |
| Telephone & Data Systems, Inc., 6.875%          | 85,000  | 2,115,650          |
| <hr/>   |         |                    |
| Telephone & Data Systems, Inc., 7.000%          | 283,000 | 7,055,190          |
| <hr/>   |         |                    |
| United States Cellular Corp., 6.950% (Z)        | 772,500 | 19,335,675         |
| <hr/>   |         |                    |
| <b>Utilities 37.3%</b>                          |         | <b>168,599,449</b> |
| <hr/>   |         |                    |
| <b>Electric Utilities 25.1%</b>                 |         |                    |
| <hr/>   |         |                    |
| Duke Energy Corp., 5.125%                       | 720,000 | 16,840,800         |
| <hr/>   |         |                    |
| Duquesne Light Company, 6.500%                  | 98,450  | 4,922,500          |
| <hr/>   |         |                    |
| Entergy Arkansas, Inc., 5.750% (Z)              | 66,400  | 1,693,864          |
| <hr/>   |         |                    |
| Entergy Louisiana LLC, 5.250%                   | 220,000 | 5,280,000          |
| <hr/>   |         |                    |
| Entergy Louisiana LLC, 5.875% (Z)               | 186,750 | 4,848,030          |
| <hr/>   |         |                    |
| Entergy Louisiana LLC, 6.000% (Z)               | 186,438 | 4,713,153          |
| <hr/>   |         |                    |
| Entergy Mississippi, Inc., 6.000%               | 186,500 | 4,688,610          |
| <hr/>   |         |                    |
| Entergy Mississippi, Inc., 6.200%               | 103,294 | 2,643,293          |
| <hr/>   |         |                    |
| FPL Group Capital Trust I, 5.875% (Z)           | 255,000 | 6,403,050          |
| <hr/>   |         |                    |
| Gulf Power Company, 5.750% (Z)                  | 146,000 | 3,781,400          |
| <hr/>   |         |                    |
| HECO Capital Trust III, 6.500% (Z)              | 187,750 | 4,945,335          |

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|   |         |            |
|---|---------|------------|
| Interstate Power & Light Company, 5.100%                          | 55,000  | 1,357,950  |
| NextEra Energy Capital Holdings, Inc., 5.125%                     | 81,000  | 1,755,270  |
| NextEra Energy Capital Holdings, Inc.,<br>5.700% (Z)              | 665,000 | 16,086,350 |
| NSTAR Electric Company, 4.780%                                    | 15,143  | 1,478,809  |
| PPL Capital Funding, Inc., 5.900% (Z)                             | 855,000 | 20,280,600 |
| SCE Trust I, 5.625%   | 105,000 | 2,441,250  |
| SCE Trust II, 5.100% (Z)  | 420,000 | 9,009,000  |
| SCE Trust III (5.750% to 3-15-24, then<br>3 month LIBOR + 2.990%) | 20,000  | 517,800    |

**Multi-Utilities 12.2%**

|  |         |            |
|--|---------|------------|
| Baltimore Gas & Electric Company, Series 1995,<br>6.990% (Z) | 39,870  | 4,021,886  |
| BGE Capital Trust II, 6.200% (Z)                             | 535,000 | 13,375,000 |
| DTE Energy Company, 5.250%                                   | 384,000 | 9,085,440  |
| DTE Energy Company, 6.500%                                   | 339,500 | 8,874,530  |
| Integrus Energy Group, Inc., 6.000%                          | 220,500 | 5,673,465  |
| SCANA Corp., 7.700% (Z)                                      | 538,900 | 13,882,064 |

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See notes to financial statements

**Shares**

**Value**

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|  |                 |                      |                  |                     |
|--|-----------------|----------------------|------------------|---------------------|
| <b>Common Stocks 0.9% (0.6% of Total Investments)</b>  |                 |                      |                  | <b>\$3,994,880</b>  |
| (Cost \$5,474,110)   |                 |                      |                  |                     |
| <b>Utilities 0.9%</b>  |                 |                      |                  | <b>3,994,880</b>    |
| <b>Electric Utilities 0.9%</b>   |                 |                      |                  |                     |
| FirstEnergy Corp.  |                 |                      | 128,000          | 3,994,880           |
|  | <b>Rate (%)</b> | <b>Maturity date</b> | <b>Par value</b> | <b>Value</b>        |
| <b>Capital Preferred Securities (b) 1.4% (0.9% of Total Investments)</b>                         |                 |                      |                  | <b>\$6,253,305</b>  |
| (Cost \$5,574,000)   |                 |                      |                  |                     |
| <b>Utilities 1.4%</b>  |                 |                      |                  | <b>6,253,305</b>    |
| <b>Multi-Utilities 1.4%</b>  |                 |                      |                  |                     |
| Dominion Resources Capital Trust III (Z)   | 8.400           | 01-15-31             | \$5,000,000      | 6,253,305           |
| <b>Corporate Bonds 3.1% (2.0% of Total Investments)</b>  |                 |                      |                  | <b>\$14,151,500</b> |
| (Cost \$13,389,127)  |                 |                      |                  |                     |
| <b>Energy 2.2%</b>   |                 |                      |                  | <b>9,811,500</b>    |
| <b>Oil, Gas &amp; Consumable Fuels 2.2%</b>  |                 |                      |                  |                     |
| Energy Transfer Partners LP (P)  | 3.257           | 11-01-66             | 10,550,000       | 9,811,500           |
| <b>Utilities 0.9%</b>  |                 |                      |                  | <b>4,340,000</b>    |
| <b>Electric Utilities 0.9%</b>   |                 |                      |                  |                     |
| Southern California Edison Company<br>(6.250% to 2-1-22, then 3 month<br>LIBOR + 4.199%) (Q) (Z) | 6.250           | 02-01-22             | 4,000,000        | 4,340,000           |
|  |                 |                      | <b>Par value</b> | <b>Value</b>        |

|  |                    |
|--|--------------------|
| <b>Short-Term Investments 1.0% (0.7% of Total Investments)</b> | <b>\$4,698,000</b> |
|--|--------------------|

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(Cost \$4,698,000)

|                                  |                  |
|----------------------------------|------------------|
| <b>Repurchase Agreement 1.0%</b> | <b>4,698,000</b> |
|----------------------------------|------------------|

Repurchase Agreement with State Street Corp.

dated 7-31-14 at 0.000% to be repurchased

at \$4,698,000 on 8-1-14, collateralized by

\$4,810,000 Federal Home Loan Mortgage

Corp., 1.100% due 10-5-17 (valued at

\$4,791,963, including interest)

\$4,698,000

4,698,000

|  |                      |
|--|----------------------|
| <b>Total investments (Cost \$675,677,455)†152.2%</b> | <b>\$688,259,484</b> |
|--|----------------------|

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|  |                        |
|--|------------------------|
| <b>Other assets and liabilities, net (52.2%)</b> | <b>(\$236,137,733)</b> |
|--|------------------------|

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|                                |                      |
|--------------------------------|----------------------|
| <b>Total net assets 100.0%</b> | <b>\$452,121,751</b> |
|--------------------------------|----------------------|

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The percentage shown for each investment category is the total value of that category as a percentage of the net assets of the fund.

See notes to financial statements

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### Notes to Schedule of Investments

LIBOR London Interbank Offered Rate

(a) Includes preferred stocks and hybrid securities with characteristics of both equity and debt that pay dividends on a periodic basis.

(b) Includes hybrid securities with characteristics of both equity and debt that trade with, and pay, interest income.

(l) Non-income producing security.

(P) Variable rate obligation. The coupon rate shown represents the rate at period end.

(Q) Perpetual bonds have no stated maturity date. Date shown as maturity date is next call date.

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(S) These securities are exempt from registration under Rule 144A of the Securities Act of 1933. Such securities may be resold, normally to qualified institutional buyers, in transactions exempt from registration.

(Z) All or a portion of this security is pledged as collateral pursuant to the Credit Facility Agreement. Total collateral value at 7-31-14 was \$376,928,236.

† At 7-31-14, the aggregate cost of investment securities for federal income tax purposes was \$675,790,514. Net unrealized appreciation aggregated \$12,468,970, of which \$25,884,743 related to appreciated investment securities and \$13,415,773 related to depreciated investment securities.

The fund had the following country concentration as a percentage of total investments on 7-31-14:

|                |        |
|----------------|--------|
| United States  | 89.0%  |
| Netherlands    | 5.2%   |
| United Kingdom | 4.5%   |
| Spain          | 1.2%   |
| Bermuda        | 0.1%   |
|                | <hr/>  |
| Total          | 100.0% |

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### FINANCIAL STATEMENTS

# Financial statements

## Statement of assets and liabilities 7-31-14

**This Statement of assets and liabilities is the fund's balance sheet. It shows the value of what the fund owns, is due and owes. You'll also find the net asset value for each common share.**

### Assets

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|   |                    |
|---|--------------------|
| Investments, at value (Cost \$675,677,455)      | \$688,259,484      |
| Cash  | 260,425            |
| Cash held at broker for futures contracts       | 676,000            |
| Cash segregated at custodian for swap contracts | 720,000            |
| Dividends and interest receivable               | 995,423            |
| Swap contracts, at value                        | 462,023            |
| Receivable for futures variation margin         | 24,373             |
| Other receivables and prepaid expenses          | 28,622             |
| <b>Total assets</b>                             | <b>691,426,350</b> |

**Liabilities**


---

|  |             |
|--|-------------|
| Committed facility agreement payable   | 238,000,000 |
| Swap contracts, at value               | 1,178,612   |
| Interest payable                       | 11,314      |
| Payable to affiliates                  |             |
| Accounting and legal services fees     | 21,244      |
| Trustees' fees                         | 1,818       |
| Other liabilities and accrued expenses | 91,611      |

**Total liabilities** **239,304,599**

**Net assets** **\$452,121,751**

**Net assets consist of**


---

|  |               |
|--|---------------|
| Paid-in capital  | \$497,593,002 |
| Undistributed net investment income  | 841,084       |
| Accumulated net realized gain (loss) on investments and swap agreements                          | (58,381,089)  |
| Net unrealized appreciation (depreciation) on investments, futures contracts and swap agreements | 12,068,754    |

**Net assets** **\$452,121,751**

**Net asset value per share**


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Based on 21,248,889 shares of beneficial interest outstanding — unlimited number of shares authorized with no par value \$21.28

See notes to financial statements

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## FINANCIAL STATEMENTS

## Statement of operations For the year ended 7-31-14

**This Statement of operations summarizes the fund's investment income earned and expenses incurred in operating the fund. It also shows net gains (losses) for the period stated.**

**Investment income**

---

|                                |                   |
|--------------------------------|-------------------|
| Dividends                      | \$41,261,834      |
| Interest                       | 1,237,673         |
| <b>Total investment income</b> | <b>42,499,507</b> |

**Expenses**


---

|                                    |           |
|------------------------------------|-----------|
| Investment management fees         | 4,994,249 |
| Accounting and legal services fees | 121,647   |
| Transfer agent fees                | 30,241    |
| Trustees' fees                     | 48,786    |
| Printing and postage               | 99,282    |
| Professional fees                  | 89,937    |
| Custodian fees                     | 54,139    |
| Stock exchange listing fees        | 14,849    |
| Interest expense                   | 2,081,605 |
| Other                              | 31,863    |

|                       |                  |
|-----------------------|------------------|
| <b>Total expenses</b> | <b>7,566,598</b> |
|-----------------------|------------------|

|                         |         |
|-------------------------|---------|
| Less expense reductions | (4,398) |
|-------------------------|---------|

|                     |                  |
|---------------------|------------------|
| <b>Net expenses</b> | <b>7,562,200</b> |
|---------------------|------------------|

|                              |                   |
|------------------------------|-------------------|
| <b>Net investment income</b> | <b>34,937,307</b> |
|------------------------------|-------------------|

**Realized and unrealized gain (loss)****Net realized gain (loss) on**

|                |             |
|----------------|-------------|
| Investments    | 3,804,627   |
| Swap contracts | (1,024,553) |

|                  |
|------------------|
| <b>2,780,074</b> |
|------------------|

**Change in net unrealized appreciation (depreciation) of**

|                   |            |
|-------------------|------------|
| Investments       | 15,559,419 |
| Futures contracts | 203,314    |
| Swap contracts    | 216,514    |

|                   |
|-------------------|
| <b>15,979,247</b> |
|-------------------|

|   |                   |
|---|-------------------|
| <b>Net realized and unrealized gain</b> | <b>18,759,321</b> |
|---|-------------------|

**Increase in net assets from operations** **\$53,696,628**

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See notes to financial statements

## FINANCIAL STATEMENTS

### Statements of changes in net assets

**These Statements of changes in net assets show how the value of the fund's net assets has changed during the last two periods. The difference reflects earnings less expenses, any investment gains and losses, distributions, if any, paid to shareholders and the net of fund share transactions.**

|   | <b>Year<br/>ended<br/>7-31-14</b> | <b>Year<br/>ended<br/>7-31-13</b> |
|---|-----------------------------------|-----------------------------------|
| <b>Increase (decrease) in net assets</b>                |                                   |                                   |
| <b>From operations</b>                                  |                                   |                                   |
| Net investment income                                   | \$34,937,307                      | \$36,389,035                      |
| Net realized gain (loss)                                | 2,780,074                         | (14,823,898)                      |
| Change in net unrealized appreciation (depreciation)    | 15,979,247                        | (18,589,790)                      |
| <b>Increase in net assets resulting from operations</b> | <b>53,696,628</b>                 | <b>2,975,347</b>                  |
| <b>Distributions to shareholders</b>                    |                                   |                                   |
| From net investment income                              | (35,698,134)                      | (35,677,170)                      |
| <b>From fund share transactions</b>                     |                                   |                                   |
| Issued pursuant to Dividend Reinvestment Plan           | —                                 | 609,331                           |
| <b>Total increase (decrease)</b>                        | <b>17,998,494</b>                 | <b>(32,092,492)</b>               |
| <b>Net assets</b>                                       |                                   |                                   |
| Beginning of year                                       | 434,123,257                       | 466,215,749                       |
| <b>End of year</b>                                      | <b>\$452,121,751</b>              | <b>\$434,123,257</b>              |
| <b>Undistributed net investment income</b>              | <b>\$841,084</b>                  | <b>\$3,065,168</b>                |



**Share activity****Shares outstanding**

|   |                   |                   |
|---|-------------------|-------------------|
| Beginning of year                             | 21,248,889        | 21,221,320        |
| Issued pursuant to Dividend Reinvestment Plan | —                 | 27,569            |
| <b>End of year</b>                            | <b>21,248,889</b> | <b>21,248,889</b> |

See notes to financial statements

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## FINANCIAL STATEMENTS

## Statement of cash flows

**This Statement of cash flows shows cash flow from operating and financing activities for the period stated.**

|  | <b>For the<br/>year ended<br/>7-31-14</b> |
|--|---|
| <b>Cash flows from operating activities</b>  |   |
| Net increase in net assets from operations   | \$53,696,628                              |
| <b>Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities:</b> |   |
| Long-term investments purchased  | (50,312,012)                              |
| Long-term investments sold   | 56,351,605                                |
| Increase in short term investments   | (4,235,000)                               |
| Net amortization of premium (discount)   | 7,457                                     |
| Decrease in dividends and interest receivable  | 76,092                                    |
| Decrease in payable for investments purchased  | (117,226)                                 |
| Decrease in unrealized appreciation of swap contracts  | 104,662                                   |
| Increase in cash held at broker for futures contracts  | (676,000)                                 |
| Increase in receivable for futures variation margin  | (24,373)                                  |
| Decrease in other receivables and prepaid expenses   | 11,903                                    |
| Decrease in unrealized depreciation of swap contracts  | (321,178)                                 |
| Decrease in payable to affiliates  | (14,460)                                  |
| Decrease in interest payable   | (405)                                     |
| Decrease in other liabilities and accrued expenses   | (3,573)                                   |

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|   |                     |
|---|---------------------|
| Net change in unrealized (appreciation) depreciation on investments | (15,559,419)        |
| Net realized gain on investments                                    | (3,804,627)         |
| <b>Net cash provided by operating activities</b>                    | <b>\$35,180,074</b> |

|  |                       |
|--|-----------------------|
| <b>Cash flows from financing activities</b>  |                       |
| Distributions to shareholders                | (\$35,698,134)        |
| <b>Net cash used in financing activities</b> | <b>(\$35,698,134)</b> |

**Net decrease in cash** **(\$518,060)**

**Cash at beginning of period** **\$778,485**

**Cash at end of period** **\$260,425**

**Supplemental disclosure of cash flow information**

**Cash paid for interest** **\$2,082,010**

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See notes to financial statements

## Financial highlights

The Financial highlights show how the fund's net asset value for a share has changed during the period.

| <b>COMMON SHARES</b> Period ended                        | <b>7-31-14</b> | <b>7-31-13</b> | <b>7-31-12</b> | <b>7-31-11</b> | <b>7-31-10</b> |
|--|----------------|----------------|----------------|----------------|----------------|
| <b>Per share operating performance</b>                   |                |                |                |                |                |
| <b>Net asset value, beginning of period</b>              | <b>\$20.43</b> | <b>\$21.97</b> | <b>\$20.70</b> | <b>\$19.57</b> | <b>\$16.22</b> |
| Net investment income <sup>1</sup>                       | 1.64           | 1.71           | 1.75           | 1.71           | 1.70           |
| Net realized and unrealized gain (loss) on investments   | 0.89           | (1.57)         | 1.20           | 0.96           | 3.14           |
| <b>Total from investment operations</b>                  | <b>2.53</b>    | <b>0.14</b>    | <b>2.95</b>    | <b>2.67</b>    | <b>4.84</b>    |
| <b>Less distributions to common shareholders</b>         |                |                |                |                |                |
| From net investment income                               | (1.68)         | (1.68)         | (1.68)         | (1.54)         | (1.49)         |
| <b>Net asset value, end of period</b>                    | <b>\$21.28</b> | <b>\$20.43</b> | <b>\$21.97</b> | <b>\$20.70</b> | <b>\$19.57</b> |
| <b>Per share market value, end of period</b>             | <b>\$20.15</b> | <b>\$20.05</b> | <b>\$22.74</b> | <b>\$20.05</b> | <b>\$18.75</b> |
| <b>Total return at net asset value (%)<sup>2,3</sup></b> | <b>13.52</b>   | <b>0.41</b>    | <b>15.02</b>   | <b>14.37</b>   | <b>31.61</b>   |

|   |             |               |              |              |              |
|---|-------------|---------------|--------------|--------------|--------------|
| <b>Total return at market value (%)<sup>2</sup></b> | <b>9.53</b> | <b>(4.79)</b> | <b>22.92</b> | <b>15.62</b> | <b>27.35</b> |
|---|-------------|---------------|--------------|--------------|--------------|

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**Ratios and supplemental data**


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|  |         |         |         |         |         |
|--|---------|---------|---------|---------|---------|
| Net assets applicable to common shares, end of period<br>(in millions) | \$452   | \$434   | \$466   | \$438   | \$414   |
| Ratios (as a percentage of average net assets):                        |         |         |         |         |         |
| Expenses before reductions   | 1.77    | 1.69    | 1.75    | 1.75    | 1.89    |
| Expenses including reductions <sup>4</sup>                             | 1.77    | 1.69    | 1.75    | 1.72    | 1.80    |
| Net investment income  | 8.16    | 7.83    | 8.45    | 8.34    | 9.47    |
| Portfolio turnover (%)   | 8       | 21      | 19      | 18      | 10      |
| Total debt outstanding end of period (in millions)                     | \$238   | \$238   | \$231   | \$222   | \$205   |
| Asset coverage per \$1,000 of debt <sup>5</sup>                        | \$2,900 | \$2,824 | \$3,018 | \$2,972 | \$3,019 |

<sup>1</sup> Based on average daily shares outstanding.

<sup>2</sup> Total return based on net asset value reflects changes in fund's net asset value during each period. Total return based on market value reflects changes in market value. Each figure assumes that dividend and capital gain distributions, if any, were reinvested. These figures will differ depending upon the level of any discount from or premium to net asset value at which the fund's shares traded during the period.

<sup>3</sup> Total returns would have been lower had certain expenses not been reduced during the applicable periods.

<sup>4</sup> Expenses excluding interest expense were 1.28%, 1.23%, 1.25%, 1.20%, and 1.20% for the periods ended 7-31-14, 7-31-13, 7-31-12, 7-31-11 and 7-31-10, respectively.

<sup>5</sup> Asset coverage equals the total net assets plus borrowings divided by the borrowings of the fund outstanding at period end (Note 7). As the outstanding amount of borrowings changes, the level of invested assets may change accordingly. Asset coverage ratio provides a measure of leverage.

See notes to financial statements

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## Notes to financial statements

### Note 1 — Organization

John Hancock Preferred Income Fund II (the fund) is a closed-end management investment company organized as a Massachusetts business trust and registered under the Investment Company Act of 1940, as amended (the 1940 Act).

### Note 2 — Significant accounting policies

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (US GAAP), which require management to make certain estimates and assumptions as of the date of the financial statements. Actual results could differ from those estimates and those differences could be significant. The fund intends to qualify as an investment company under Topic 946 of Accounting Standards Codification of US GAAP.

Events or transactions occurring after the end of the fiscal period through the date that the financial statements were issued have been evaluated in the preparation of the financial statements. The following summarizes the significant accounting policies of the fund:

**Security valuation.** Investments are stated at value as of the close of regular trading on the New York Stock Exchange (NYSE), normally at 4:00 P.M., Eastern Time. In order to value the securities, the fund uses the following valuation techniques: Equity securities held by the fund are valued at the last sale price or official closing price on the exchange where the security was acquired or most likely will be sold. In the event there were no sales during the day or closing prices are not available, the securities are valued using the last available bid price. Debt obligations are valued based on the evaluated prices provided by an independent pricing vendor or from broker-dealers. Independent pricing vendors utilize matrix pricing which takes into account factors such as institutional-size trading in similar groups of securities, yield, quality, coupon rate, maturity, type of issue, trading characteristics and other market data, as well as broker supplied prices. Swaps are valued using evaluated prices obtained from an independent pricing vendor. Futures contracts are valued at settlement prices, which are the official closing prices published by the exchange on which they trade. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rates supplied by an independent pricing vendor. Securities that trade only in the over-the-counter (OTC) market are valued using bid prices. Certain short-term securities with maturities of 60 days or less at the time of purchase are valued at amortized cost.

Other fund securities and assets, for which reliable market quotations are not readily available, are valued at fair value as determined in good faith by the fund's Pricing Committee following procedures established by the Board of Trustees. The frequency with which these fair valuation procedures are used cannot be predicted and fair value of securities may differ significantly from the value that would have been used had a ready market for such securities existed. Trading in foreign securities may be completed before the daily close of trading on the NYSE. Significant events at the issuer or market level may affect the values of securities between the time when the valuation of the securities is generally determined and the close of the NYSE. If a significant event occurs, these securities may be fair valued, as determined in good faith by the fund's Pricing Committee, following procedures established by the Board of Trustees. The fund uses fair value adjustment factors provided by an independent pricing vendor to value certain foreign securities in order to adjust for events that may occur between the close of foreign exchanges or markets and the close of the NYSE.

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The fund uses a three-tier hierarchy to prioritize the pricing assumptions, referred to as inputs, used in valuation techniques to measure fair value. Level 1 includes securities valued using quoted prices in active markets for identical securities. Level 2 includes securities valued using other significant observable inputs. Observable inputs may include quoted prices for similar securities, interest rates, prepayment speeds and credit risk. Prices for securities valued using these inputs are received from independent pricing vendors and brokers and are based on an evaluation of the inputs described. Level 3 includes securities valued using significant unobservable inputs when market prices are not readily available or reliable, including the fund's own assumptions in determining the fair value of investments. Factors used in determining value may include market or issuer specific events or trends, changes in interest rates and credit quality. The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy.

The following is a summary of the values by input classification of the fund's investments as of July 31, 2014, by major security category or type:

|                  |              |                   | LEVEL 3      |
|------------------|--------------|-------------------|--------------|
|                  |              | LEVEL 2           | SIGNIFICANT  |
| TOTAL MARKET     | LEVEL 1      | SIGNIFICANT       | UNOBSERVABLE |
| VALUE AT 7-31-14 | QUOTED PRICE | OBSERVABLE INPUTS | INPUTS       |

**Preferred Securities**

|                   |                     |               |              |   |
|-------------------|---------------------|---------------|--------------|---|
| Consumer Staples  | <b>\$14,400,001</b> | —             | \$14,400,001 | — |
| Financials        | <b>409,323,120</b>  | \$409,323,120 | —            | — |
| Industrials       | <b>7,985,250</b>    | 7,985,250     | —            | — |
| Telecommunication |                     |               |              |   |
| Services          | <b>58,853,979</b>   | 54,140,179    | 4,713,800    | — |
| Utilities         | <b>168,599,449</b>  | 163,098,754   | 5,500,695    | — |

**Common Stocks**

|           |                  |           |   |   |
|-----------|------------------|-----------|---|---|
| Utilities | <b>3,994,880</b> | 3,994,880 | — | — |
|-----------|------------------|-----------|---|---|

**Capital Preferred Securities**

|           |                  |   |           |   |
|-----------|------------------|---|-----------|---|
| Utilities | <b>6,253,305</b> | — | 6,253,305 | — |
|-----------|------------------|---|-----------|---|

**Corporate Bonds**

|           |                  |   |           |   |
|-----------|------------------|---|-----------|---|
| Energy    | <b>9,811,500</b> | — | 9,811,500 | — |
| Utilities | <b>4,340,000</b> | — | 4,340,000 | — |

**Short-Term Investments**

|  |                  |   |           |   |
|--|------------------|---|-----------|---|
|  | <b>4,698,000</b> | — | 4,698,000 | — |
|--|------------------|---|-----------|---|

**Total Investments in**

|                   |                      |                      |                     |   |
|-------------------|----------------------|----------------------|---------------------|---|
| <b>Securities</b> | <b>\$688,259,484</b> | <b>\$638,542,183</b> | <b>\$49,717,301</b> | — |
|-------------------|----------------------|----------------------|---------------------|---|

**Other Financial****instruments:**

|                     |                    |           |             |   |
|---------------------|--------------------|-----------|-------------|---|
| Futures             | <b>\$203,314</b>   | \$203,314 | —           | — |
| Interest Rate Swaps | <b>(\$716,589)</b> | —         | (\$716,589) | — |

**Repurchase agreements.** The fund may enter into repurchase agreements. When the fund enters into a repurchase agreement, it receives collateral that is held in a segregated account by the fund's custodian. The collateral amount is marked-to-market and monitored on a daily basis to ensure that the collateral held is in an amount not less than the principal amount of the repurchase agreement plus any accrued interest. Collateral received by the fund for repurchase agreements is disclosed in the Fund's investments as part of the caption related to the repurchase agreement.

Repurchase agreements are typically governed by the terms and conditions of the Master Repurchase Agreement and/or Global Master Repurchase Agreement (collectively, MRA). Upon an event of default, the non-defaulting party may close out all transactions traded under the MRA and net amounts owed. Absent an event of default, the MRA does not result in an offset of the reported

amounts of assets and liabilities in the Statement of assets and liabilities. In the event of a default by the counterparty, realization of the collateral proceeds could be delayed, during which time the collateral value may decline or the counterparty may have insufficient assets to pay back claims resulting from close-out of the transactions.

**Security transactions and related investment income.** Investment security transactions are accounted for on a trade date plus one basis for daily net asset value calculations. However, for financial reporting purposes, investment transactions are reported on trade date. Interest income is accrued as earned. Interest income includes coupon interest and amortization/accretion of premiums/discounts on debt securities. Debt obligations may be placed in a non-accrual status and related interest income may be reduced by stopping current accruals and writing off interest receivable when the collection of all or a portion of interest has become doubtful. Dividend income is recorded on the ex-date, except for dividends of foreign securities where the dividend may not be known until after the ex-date. In those cases, dividend income, net of withholding taxes, is recorded when the fund becomes aware of the dividends. Gains and losses on securities sold are determined on the basis of identified cost and may include proceeds from litigation.

**Real estate investment trusts.** The fund may invest in real estate investment trusts (REITs). Distributions from REITs may be recorded as income and subsequently characterized by the REIT at the end of the fiscal year as a reduction of cost of investments and/or as a realized gain. As a result, the fund will estimate the components of distributions from these securities. Such estimates are revised when the actual components of the distributions are known.

**Overdrafts.** Pursuant to the custodian agreement, the fund's custodian may, in its discretion, advance funds to the fund to make properly authorized payments. When such payments result in an overdraft, the fund is obligated to repay the custodian for any overdraft, including any costs or expenses associated with the overdraft. The custodian may have a lien, security interest or security entitlement in any fund property that is not otherwise segregated or pledged, to the maximum extent permitted by law, to the extent of any overdraft.

**Expenses.** Within the John Hancock group of funds complex, expenses that are directly attributable to an individual fund are allocated to such fund. Expenses that are not readily attributable to a specific fund are allocated among all funds in an equitable manner, taking into consideration, among other things, the nature and type of expense and the fund's relative net assets. Expense estimates are accrued in the period to which they relate and adjustments are made when actual amounts are known.

**Federal income taxes.** The fund intends to continue to qualify as a regulated investment company by complying with the applicable provisions of the Internal Revenue Code and will not be subject to federal income tax on taxable income that is distributed to shareholders. Therefore, no federal income tax provision is required.

Under the Regulated Investment Company Modernization Act of 2010, the fund is permitted to carry forward capital losses incurred in taxable years beginning after December 22, 2010 for an unlimited period. Any losses incurred during those taxable years will be required to be utilized prior to the losses incurred in pre-enactment taxable years. As a result of this ordering rule, pre-enactment capital loss carryforwards may be more likely to expire unused. Additionally, post-enactment capital losses that are carried forward will retain their character as either short-term or long-term capital losses rather than being considered all short-term as under previous law.

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For federal income tax purposes, as of July 31, 2014, the fund has a capital loss carryforward of \$58,439,391 available to offset future net realized capital gains. The following table details the capital loss carryforward available:

| CAPITAL LOSS CARRYFORWARD EXPIRING AT JULY 31 |             | NO EXPIRATION DATE |             |
|---|-------------|--------------------|-------------|
| 2017  | 2018        | SHORT TERM         | LONG TERM   |
| \$41,725,462                                  | \$7,092,125 | —                  | \$9,621,804 |

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As of July 31, 2014, the fund had no uncertain tax positions that would require financial statement recognition, derecognition or disclosure. The fund's federal tax returns are subject to examination by the Internal Revenue Service for a period of three years.

**Distribution of income and gains.** Distributions to shareholders from net investment income and net realized gains, if any, are recorded on the ex-date. The fund generally declares and pays dividends monthly and capital gain distributions, if any, annually. The tax character of distributions for the years ended July 31, 2014 and 2013 was as follows:

|                 | JULY 31, 2014 | JULY 31, 2013 |
|-----------------|---------------|---------------|
| Ordinary Income | \$35,698,134  | \$35,677,170  |

As of July 31, 2014, the components of distributable earnings on a tax basis consisted of \$841,084 of undistributed ordinary income.

Such distributions and distributable earnings, on a tax basis, are determined in conformity with income tax regulations, which may differ from US GAAP. Distributions in excess of tax basis earnings and profits, if any, are reported in the fund's financial statements as a return of capital.

Capital accounts within the financial statements are adjusted for permanent book-tax differences. These adjustments have no impact on net assets or the results of operations. Temporary book-tax differences, if any, will reverse in a subsequent period. Book-tax differences are primarily attributable to derivative transactions and REITs.

**Statement of cash flows.** Information on financial transactions that have been settled through the receipt and disbursement of cash is presented in the Statement of cash flows. The cash amount shown in the Statement of cash flows is the amount included in the fund's Statement of assets and liabilities and represents the cash on hand at the fund's custodian and does not include any short-term investments, cash segregated at the custodian for swap contracts or cash held at the broker for futures contracts.

### Note 3 — Derivative instruments

The fund may invest in derivatives in order to meet its investment objectives. Derivatives include a variety of different instruments that may be traded in the over-the-counter market, on a regulated exchange or through a clearing facility. The risks in using derivatives vary depending upon the structure of the instruments, including the use of leverage, optionality, the liquidity or lack of liquidity of the contract, the creditworthiness of the counterparty or clearing organization and the volatility of the position. Some derivatives involve risks that are potentially greater than the risks associated with investing directly in the referenced securities or other referenced underlying instrument. Specifically, the fund is exposed to the risk that the counterparty to an OTC derivatives contract will be unable or unwilling to make timely settlement payments or otherwise honor its obligations. OTC derivatives transactions typically can only be closed out with the other party to the transaction.

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Swaps are typically traded through the OTC market. Derivative counterparty risk is managed through an ongoing evaluation of the creditworthiness of all potential counterparties and, if applicable, designated clearing organizations. The fund attempts to reduce its exposure to counterparty risk for derivatives traded in the OTC market, whenever possible, by entering into an International Swaps and Derivatives Association (ISDA) Master Agreement with each of its OTC counterparties. The ISDA gives each party to the agreement the right to terminate all transactions traded under the agreement if there is certain deterioration in the credit quality or contractual default of the other party, as defined in the ISDA. Upon an event of default or a termination of the ISDA, the non-defaulting party has the right to close out all transactions and to net amounts owed.

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As defined by the ISDA, the fund may have collateral agreements with certain counterparties to mitigate counterparty risk on OTC derivatives. Subject to established minimum levels, collateral for OTC transactions is generally determined based on the net aggregate unrealized gain or loss on contracts with a particular counterparty. Collateral pledged to the fund is held in a segregated account by a third-party agent or held by the custodian bank for the benefit of the fund and can be in the form of cash or debt securities issued by the U.S. government or related agencies; collateral posted by the fund for OTC transactions is held in a segregated account at the fund's custodian and is noted in the accompanying Fund's investments, or if cash is posted, on the Statement of assets and liabilities. The fund's maximum risk of loss due to counterparty risk is equal to the asset value of outstanding contracts offset by collateral received.

For financial reporting purposes, the fund does not offset OTC derivative assets or liabilities that are subject to master netting arrangements, as defined by the ISDAs, in the Statement of assets and liabilities. In the event of default by the counterparty or a termination of the agreement, the ISDA allows an offset of amounts across the various transactions between the fund and the applicable counterparty.

Futures are traded on an exchange. Exchange-traded transactions generally present less counterparty risk to a fund than OTC transactions. The exchange stands between the fund and the broker to the contract and therefore, credit risk is generally limited to the failure of the exchange. Securities pledged by the fund for exchanged-traded and cleared transactions, if any, are identified in the Fund's investments.

**Futures.** A futures contract is a contractual agreement to buy or sell a particular currency or financial instrument at a pre-determined price in the future. Risks related to the use of futures contracts include possible illiquidity of the futures markets, contract prices that can be highly volatile and imperfectly correlated to movements in the underlying financial instrument and potential losses in excess of the amounts recognized on the Statement of assets and liabilities. Use of long futures contracts subjects the fund to the risk of loss up to the notional value of the futures contracts. Use of short futures contracts subjects the fund to unlimited risk of loss.

Upon entering into a futures contract, the fund is required to deposit initial margin with the broker in the form of cash or securities. The amount of required margin is generally based on a percentage of the contract value; this amount is the initial margin for the trade. The margin deposit must then be maintained at the established level over the life of the contract. Futures margin receivable/payable is included on the Statement of assets and liabilities. Futures contracts are marked-to-market daily and an appropriate payable or receivable for the change in value (variation margin) and unrealized gain or loss is recorded by the fund. When the contract is closed, the fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

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During the year ended July 31, 2014, the fund used futures contracts to manage against anticipated interest rate changes. During the year ended July 31, 2014, the fund held futures contracts with notional values ranging up to \$64.8 million as measured at each quarter end. The following table summarizes the contracts held at July, 31, 2014:

| OPEN CONTRACTS        | NUMBER OF CONTRACTS | POSITION | EXPIRATION DATE | NOTIONAL BASIS | NOTIONAL VALUE | UNREALIZED APPRECIATION (DEPRECIATION) |
|-----------------------|---------------------|----------|-----------------|----------------|----------------|--|
| 10-Year U.S. Treasury | 520                 | Short    | Sep 2014        | (\$65,000,191) | (\$64,796,877) | \$203,314                              |
| Note Futures          |                     |          |                 |                |                |  |

Notional basis refers to the contractual amount agreed upon at inception of open contracts, notional value represent the current value of the open contract.



**Interest rate swaps.** Interest rate swaps represent an agreement between the fund and a counterparty to exchange cash flows based on the difference between two interest rates applied to a notional amount. The payment flows are usually netted against each other, with the difference being paid by one party to the other. The fund settles accrued net interest receivable or payable under the swap contracts at specified, future intervals. Swap agreements are privately negotiated in the OTC market or may be executed on a registered commodities exchange (centrally cleared swaps). Swaps are marked-to-market daily and the change in value is recorded as unrealized appreciation/depreciation of swap contracts. A termination payment by the counterparty or the fund is recorded as realized gain or loss, as well as the net periodic payments received or paid by the fund. The value of the swap will typically impose collateral posting obligations on the party that is considered out-of-the-money on the swap.

Entering into swap agreements involves, to varying degrees, elements of credit, market and documentation risk that may amount to values that are in excess of the amounts recognized on the Statement of assets and liabilities. Such risks involve the possibility that there will be no liquid market for the swap, or that a counterparty may default on its obligation or delay payment under the swap terms. The counterparty may disagree or contest the terms of the swap. Market risks may also accompany the swap, including interest rate risk. The fund may also suffer losses if it is unable to terminate or assign outstanding swaps or reduce its exposure through offsetting transactions.

During the year ended July 31, 2014, the fund used interest rate swaps to manage against anticipated interest rate changes. The following table summarizes the interest rate swap contracts held during the year ended July 31, 2014 and as of July 31, 2014:

| COUNTERPARTY                       | USD NOTIONAL<br>AMOUNT | PAYMENTS MADE<br>BY FUND | PAYMENTS RECEIVED<br>BY FUND | MATURITY<br>DATE | MARKET VALUE       |
|------------------------------------|------------------------|--------------------------|------------------------------|------------------|--------------------|
| Morgan Stanley<br>Capital Services | \$56,000,000           | Fixed 1.4625%            | 3 Month LIBOR (a)            | Aug 2016         | (\$1,178,612)      |
| Morgan Stanley<br>Capital Services | 56,000,000             | Fixed 0.875%             | 3 Month LIBOR (a)            | Jul 2017         | 462,023            |
|                                    | <b>\$112,000,000</b>   |                          |                              |                  | <b>(\$716,589)</b> |

(a) At 7-31-14, the 3-month LIBOR rate was 0.2391%.

#### Fair value of derivative instruments by risk category

The table below summarizes the fair value of derivatives held by the fund at July 31, 2014 by risk category:

| RISK          | STATEMENT OF ASSETS AND<br>LIABILITIES LOCATION | FINANCIAL<br>INSTRUMENTS<br>LOCATION | ASSET<br>DERIVATIVES<br>FAIR VALUE | LIABILITY<br>DERIVATIVES<br>FAIR VALUE |
|---------------|---|--------------------------------------|------------------------------------|--|
| Interest rate | Receivable/payable                              | Futures <sup>†</sup>                 | \$203,314                          | —                                      |

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|               |                 |       |                  |                      |
|---------------|-----------------|-------|------------------|----------------------|
| contracts     | for futures     |       |                  |                      |
| Interest rate | Swap contracts, | Swaps | 462,023          | (\$1,178,612)        |
| contracts     | at value        |       |                  |                      |
|               |                 |       | <b>\$665,337</b> | <b>(\$1,178,612)</b> |

† Reflects cumulative appreciation/depreciation on futures as disclosed above. Only the year end variation margin is separately disclosed in the Statement of assets and liabilities.

**Effect of derivative instruments on the Statement of operations**

The table below summarizes the net realized gain (loss) included in the net increase (decrease) in net assets from operations, classified by derivative instrument and risk category, for the year ended July 31, 2014:

| RISK                    | STATEMENT OF OPERATIONS LOCATION | SWAP CONTRACTS |
|-------------------------|----------------------------------|----------------|
| Interest rate contracts | Net realized loss                | (\$1,024,553)  |

The table below summarizes the net change in unrealized appreciation (depreciation) included in the net increase (decrease) in net assets from operations, classified by derivative instrument and risk category, for the year ended July 31, 2014:

| RISK                    | STATEMENT OF OPERATIONS LOCATION                 | FUTURES CONTRACTS | SWAP CONTRACTS | TOTAL     |
|-------------------------|--|-------------------|----------------|-----------|
| Interest rate contracts | Change in unrealized appreciation (depreciation) | \$203,314         | \$216,514      | \$419,828 |

**Note 4 — Guarantees and indemnifications**

Under the fund's organizational documents, its Officers and Trustees are indemnified against certain liabilities arising out of the performance of their duties to the fund. Additionally, in the normal course of business, the fund enters into contracts with service providers that contain general indemnification clauses. The fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the fund that have not yet occurred. The risk of material loss from such claims is considered remote.

**Note 5 — Fees and transactions with affiliates**

John Hancock Advisers, LLC (the Advisor) serves as investment advisor for the fund. The Advisor is an indirect, wholly owned subsidiary of Manulife Financial Corporation (MFC).

**Management fee.** The fund has an investment management agreement with the Advisor under which the fund pays a daily management fee to the Advisor on an annual basis, equal to 0.75% of the fund's average daily managed assets including any assets attributable to the Committed Facility Agreement (see Note 7) (collectively, managed assets). The Advisor has a subadvisory agreement with John Hancock Asset Management a division of Manulife Asset Management (US) LLC, an indirectly owned subsidiary of MFC and an affiliate of the Advisor. The fund is not responsible for payment of the subadvisory fees.

Effective July 1, 2014, the Advisor has contractually agreed to waive a portion of its management fee and/or reimburse expenses for certain funds of the John Hancock complex, including the fund (the participating portfolios). The waiver equals, on an annualized basis, 0.01% of that portion of the aggregate net assets of all the participating portfolios that exceeds \$75 billion but is less than or equal to \$125 billion; 0.0125% of that portion of the aggregate net assets of all the participating portfolios that exceeds \$125 billion but is less than or equal to \$150 billion; and 0.015% of that portion of the aggregate net assets of all the participating portfolios that exceeds \$150 billion. The amount of the reimbursement is calculated daily and allocated among all the participating portfolios in proportion to the daily net assets of each fund. This arrangement may be amended or terminated at any time by the Advisor upon notice to the fund and with the approval of the Board of Trustees.

The expense reductions described above amounted to \$4,398 for the year ended July 31, 2014.

The investment management fees, including the impact of the waivers and reimbursements as described above, incurred for the year ended July 31, 2014 were equivalent to a net annual effective rate of 0.75% of the fund's average daily managed assets.

**Accounting and legal services.** Pursuant to a service agreement, the fund reimburses the Advisor for all expenses associated with providing the administrative, financial, legal, accounting and recordkeeping services to the fund, including the preparation of all tax returns, periodic reports to shareholders and regulatory reports, among other services. These accounting and legal services fees incurred for the year ended July 31, 2014 amounted to an annual rate of 0.02% of the fund's average daily managed assets.

**Trustee expenses.** The fund compensates each Trustee who is not an employee of the Advisor or its affiliates. Each independent Trustee receives from the fund and the other John Hancock closed-end funds an annual retainer. In addition, Trustee out-of-pocket expenses are allocated to each fund based on its net assets relative to other funds within the John Hancock group of funds complex.

## **Note 6 — Leverage risk**

The fund utilizes a Committed Facility Agreement (CFA) to increase its assets available for investment. When the fund leverages its assets, common shareholders bear the fees associated with the facility and have the potential to benefit or be disadvantaged from the use of leverage. The Advisor's fee is also increased in dollar terms from the use of leverage. Consequently, the fund and the Advisor may have differing interests in determining whether to leverage the fund's assets. Leverage creates risks that may adversely affect the return for the holders of common shares including:

- the likelihood of greater volatility of net asset value and market price of common shares;
- fluctuations in the interest rate paid for the use of the credit facility;
- increased operating costs, which may reduce the fund's total return;
- the potential for a decline in the value of an investment acquired through leverage, while the fund's obligations under such leverage remains fixed; and
- the fund is more likely to have to sell securities in a volatile market in order to meet asset coverage or other debt compliance requirements.

To the extent the income or capital appreciation derived from securities purchased with funds received from leverage exceeds the cost of leverage, the fund's return will be greater than if leverage had not been used; conversely, returns would be lower if the cost of the leverage exceeds the income or capital appreciation derived.

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In addition to the risks created by the fund's use of leverage, the fund is subject to the risk that it would be unable to timely, or at all, obtain replacement financing if the CFA is terminated. Were this to happen, the fund would be required to deleverage, selling securities at a potentially inopportune time and incurring tax consequences. Further, the fund's ability to generate income from the use of leverage would be adversely affected.

**Note 7 — Committed facility agreement**

The fund has entered into a CFA with a subsidiary of BNP Paribas (BNP) that allows it to borrow up to \$238 million (maximum facility amount) and to invest the borrowings in accordance with its investment practices.

The fund pledges a portion of its assets as collateral to secure borrowings under the CFA. Such pledged assets are held in a special custody account with the fund's custodian. The amount of assets required to be pledged by the fund is determined in accordance with the CFA. The fund retains the benefits of ownership of assets pledged to secure borrowings under the CFA. Interest charged is at the rate of one month LIBOR (London Interbank Offered Rate) plus 0.70% and is payable monthly. As of July 31, 2014, the fund had borrowings of \$238,000,000 at an interest rate of 0.86%, which are reflected in the CFA payable on the Statement of assets and liabilities. During the year ended July 31, 2014, the average borrowings under the CFA and the effective average interest rate were \$238,000,000 and 0.87%, respectively.

Prior to August 16, 2013, the fund was required to pay a commitment fee of 0.60% per annum on any unused portion of the maximum facility amount. Effective August 16, 2013, the fund is required to pay a commitment fee equal to 0.60% on any unused portion of the maximum facility amount, only for days on which the aggregate outstanding amount of the loans under the CFA is less than 80% of the maximum facility amount. The commitment fee for the year ended July 31, 2014 totaled \$0.

The fund may terminate the CFA with 30 days' notice. If certain asset coverage and collateral requirements, minimum net assets or other covenants are not met, the CFA could be deemed in default and result in termination. Absent a default or facility termination event, BNP generally is required to provide the fund with 360 days' notice prior to terminating or amending the CFA.

The fund has an agreement with BNP that allows BNP to borrow a portion of the pledged collateral (Lent Securities) in an amount not to exceed the lesser of: (i) outstanding borrowings owed by the fund to BNP and (ii) thirty-three and one-third percent (33⅓%) of the fund's total assets. The fund can designate any security within the pledged collateral as ineligible to be a Lent Security and can recall any of the Lent Securities. The fund also has the right to apply and set-off an amount equal to one-hundred percent (100%) of the then-current fair market value of such Lent Securities against the current borrowings under the CFA in the event that BNP fails to timely return the Lent Securities and in certain other circumstances. In such circumstances, however, the fund may not be able to obtain replacement financing required to purchase replacement securities and, consequently, the fund's income generating potential may decrease. Even if the fund is able to obtain replacement financing, it might not be able to purchase replacement securities at favorable prices. Income earned from Lent Securities of \$17,886 for the year ended July 31, 2014 is recorded as a component of interest income on the Statement of operations.

**Note 8 — Purchase and sale of securities**

Purchases and sales of securities, other than short-term investments, aggregated \$50,312,012 and \$56,351,605, respectively, for the year ended July 31, 2014.

## Auditor's report

### Report of Independent Registered Public Accounting Firm

#### To the Board of Trustees and Shareholders of John Hancock Preferred Income Fund II:

In our opinion, the accompanying statement of assets and liabilities, including the schedule of investments, and the related statements of operations, of changes in net assets, and of cash flows and the financial highlights present fairly, in all material respects, the financial position of the John Hancock Preferred Income Fund II (the "Fund") at July 31, 2014, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at July 31, 2014 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP  
Boston, Massachusetts  
September 24, 2014

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## Tax information

### Unaudited

For federal income tax purposes, the following information is furnished with respect to the distributions of the fund, if any, paid during its taxable year ended July 31, 2014.

The fund reports the maximum amount allowable of its net taxable income as eligible for the corporate dividends-received deduction.

The fund reports the maximum amount allowable of its net taxable income as qualified dividend income as provided in the Jobs and Growth Tax Relief Reconciliation Act of 2003.

Eligible shareholders will be mailed a 2014 Form 1099-DIV in early 2015. This will reflect the tax character of all distributions paid in calendar year 2014.

**Please consult a tax advisor regarding the tax consequences of your investment in the fund.**

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## Additional information

### Unaudited

#### Investment objective and principal investment strategies

The fund's primary investment objective is to provide a high level of current income, consistent with preservation of capital. The fund's secondary investment objective is to provide growth of capital to the extent consistent with its primary investment objective. The fund seeks to achieve its investment objectives by investing in securities that, in the opinion of the Advisor, may be undervalued relative to similar securities in the marketplace.

Under normal market conditions, the fund invests at least 80% of its assets (net assets plus borrowings for investment purposes) in preferred stocks and other preferred securities, including convertible preferred securities. In addition, the fund invests 25% or more of its total assets in the industries comprising the utilities sector. The fund will invest at least 65% of its total assets in preferred securities and other fixed-income securities which are rated investment grade (i.e., at least "Baa" by Moody's Investors Service, Inc. ("Moody's") or "BBB" by Standard & Poor's Ratings Services ("S&P")) or in unrated securities determined by the Advisor to be of comparable credit quality. In addition, the fund can invest up to 35% of its total assets in preferred securities and other fixed income securities that are rated below investment grade ("B" or higher) by either S&P or Moody's at the time of acquisition or in unrated preferred securities or unrated fixed income securities determined by the Advisor to be of comparable quality.

#### Amended and Restated By-laws

Effective September 27, 2013, the Board of Trustees of the fund amended and restated in its entirety the By-laws of the fund (the "Amended and Restated By-laws"). The Amended and Restated By-laws include, among other changes, provisions that: (i) require a shareholder to give written advance notice and other information to the fund of the shareholder's nominees for Trustees and proposals for other business to be considered at shareholders' meetings, or in the event a shareholder proposes to seek a shareholder action by written consent or request a special meeting of shareholders; (ii) require any such notice by a shareholder to be accompanied by certain information as provided in the By-laws; (iii) provide that Trustees may be nominated by shareholders only at an annual meeting of the fund or special meeting in lieu of an annual meeting; and (iv) reserve to the Trustees the exclusive power to adopt, alter, amend or repeal any provision of the By-laws or to make new By-laws, except where the Declaration of Trust, By-laws or applicable law would also require a shareholder vote to effect such adoption, alteration, amendment or repeal. The foregoing description of the By-laws is qualified in its entirety by the full text of the Amended and Restated By-laws effective as of September 27, 2013, which are available by writing to the Secretary of the fund at 601 Congress Street, 11th Floor, Boston, Massachusetts 02210.

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#### Dividends and distributions

During the year ended July 31, 2014, dividends from net investment income totaling \$1.6800 per share were paid to shareholders. The dates of payments and amounts per share are as follows:

| PAYMENT DATE       | INCOME<br>DIVIDENDS |
|--------------------|---------------------|
| August 30, 2013    | \$0.1400            |
| September 30, 2013 | 0.1400              |
| October 31, 2013   | 0.1400              |
| November 29, 2013  | 0.1400              |

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|                   |                 |
|-------------------|-----------------|
| December 19, 2013 | 0.1400          |
| January 31, 2014  | 0.1400          |
| February 28, 2014 | 0.1400          |
| March 31, 2014    | 0.1400          |
| April 30, 2014    | 0.1400          |
| May 30, 2014      | 0.1400          |
| June 30, 2014     | 0.1400          |
| July 31, 2014     | 0.1400          |
| <b>Total</b>      | <b>\$1.6800</b> |

### Dividend reinvestment plan

The fund's Dividend Reinvestment Plan (the Plan) provides that distributions by the fund are automatically reinvested in common shares of the fund by Computershare Trust Company, N.A. (the Plan Agent). Every shareholder holding at least one full share of the fund will be automatically enrolled in the Plan. Shareholders may withdraw from the Plan at any time and shareholders who do not participate in the Plan will receive all distributions in cash.

If the fund declares a distribution payable either in cash or in common shares of the fund and the market price of shares on the payment date for the distribution or dividend equals or exceeds the fund's net asset value per share (NAV), the fund will issue common shares to participants at a value equal to the higher of NAV or 95% of the market price. The number of additional shares to be credited to each participant's account will be determined by dividing the dollar amount of the distribution or dividend by the higher of NAV or 95% of the market price. If the market price is lower than NAV, or if distributions are payable only in cash, then participants will receive shares purchased by the Plan Agent on participants' behalf on the NYSE or otherwise on the open market. If the market price exceeds NAV before the Plan Agent has completed its purchases, the average per share purchase price may exceed NAV, resulting in fewer shares being acquired than if the fund had issued new shares.

There are no brokerage charges with respect to common shares issued directly by the fund. However, whenever shares are purchased or sold on the NYSE or otherwise on the open market, each participant will pay a pro rata portion of brokerage trading fees, currently \$0.05 per share purchased or sold. Brokerage trading fees will be deducted from amounts to be invested.

The reinvestment of fund distributions does not relieve participants of any income tax that may be payable on such distributions.

Shareholders participating in the Plan may buy additional shares of the fund through the Plan at any time in amounts of at least \$50 per investment, up to a maximum of \$10,000, with a total calendar year limit of \$100,000. Shareholders will be charged a \$5 transaction fee plus \$0.05 per share brokerage trading fee for each order. Purchases of additional shares of the fund will be made on the open market. Shareholders who elect to utilize monthly electronic fund transfers to buy additional shares of the fund will be charged a \$2 transaction fee plus \$0.05 per share brokerage trading fee for each automatic purchase. Shareholders

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can also sell fund shares held in the Plan account at any time by contacting the Plan Agent by telephone, in writing or by visiting the Plan Agent's website at [computershare.com/investor](http://computershare.com/investor). The Plan Agent will mail a check (less applicable brokerage trading fees) on settlement date, which is three business days after the shares have been sold. If shareholders choose to sell shares through their stockbroker, they will need to request that the Plan Agent electronically transfer those shares to their stockbroker through the Direct Registration System.

Shareholders participating in the Plan may withdraw from the Plan at any time by contacting the Plan Agent by telephone, in writing or by visiting the Plan Agent's website at [computershare.com/investor](http://computershare.com/investor). Such termination will be effective immediately if the notice is received by the Plan Agent prior to any dividend or distribution record date; otherwise, such termination will be effective on the first trading day after the payment date for such distribution, with respect to any subsequent dividend or distribution. If shareholders withdraw from the Plan, their shares will be credited to their account; or, if they wish, the Plan Agent will sell their full and fractional shares and send the shareholders the proceeds, less a transaction fee of \$5.00 and less brokerage trading fees of \$0.05 per share. If a shareholder does not maintain at least one whole share of common stock in the Plan account, the Plan Agent may terminate such shareholder's participation in the Plan after written notice. Upon termination, shareholders will be sent a check for the cash value of any fractional share in the Plan account, less any applicable broker commissions and taxes.

Shareholders who hold at least one full share of the fund may join the Plan by notifying the Plan Agent by telephone, in writing or by visiting the Plan Agent's website at [computershare.com/investor](http://computershare.com/investor). If received in proper form by the Plan Agent before the record date of a fund distribution, the election will be effective with respect to all distributions paid after such record date. If shareholders wish to participate in the Plan and their shares are held in the name of a brokerage firm, bank or other nominee, shareholders should contact their nominee to see if it will participate in the Plan. If shareholders wish to participate in the Plan, but their brokerage firm, bank or other nominee is unable to participate on their behalf, they will need to request that their shares be re-registered in their own name, or they will not be able to participate. The Plan Agent will administer the Plan on the basis of the number of shares certified from time to time by shareholders as representing the total amount registered in their name and held for their account by their nominee.

Experience under the Plan may indicate that changes are desirable. Accordingly, the fund and the Plan Agent reserve the right to amend or terminate the Plan. Participants generally will receive written notice at least 90 days before the effective date of any amendment. In the case of termination, participants will receive written notice at least 90 days before the record date for the payment of any distribution by the fund.

Effective November 1, 2013, the Plan was revised with respect to mail loss insurance coverage on certificates mailed to the fund's administrator. Prior to that date, shareholders could request from Computershare Trust Company, N.A. reimbursement for the cost of mail loss insurance coverage on certificates valued at up to \$100,000. Effective November 1, 2013, Computershare no longer reimburses this expense.

All correspondence or additional information about the Plan should be directed to Computershare Trust Company, N.A., at the address stated below or by calling 800-852-0218, 201-680-6578 (For International Telephone Inquiries), and 800-952-9245 (For the Hearing Impaired (TDD)).

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## Shareholder communication and assistance

If you have any questions concerning the fund, we will be pleased to assist you. If you hold shares in your own name and not with a brokerage firm, please address all notices, correspondence, questions or other communications regarding the fund to the transfer agent at:

**Computershare**  
**P.O. Box 30170**  
**College Station, TX 77842-3170**  
**Telephone: 800-852-0218**

If your shares are held with a brokerage firm, you should contact that firm, bank or other nominee for assistance.

## Shareholder meeting



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The fund held its Annual Meeting of Shareholders on February 18, 2014. The following proposal was considered by the shareholders:

**Proposal:** Election of four (4) Trustees to serve for a three-year term ending at the 2017 Annual Meeting of Shareholders. Each Trustee was re-elected by the fund's shareholders and the votes cast with respect to each Trustee are set forth below.

|                             | TOTAL VOTES<br>FOR THE NOMINEE | TOTAL VOTES WITHHELD<br>FROM THE NOMINEE |
|-----------------------------|--------------------------------|--|
| <b>Independent Trustees</b> |                                |  |
| William H. Cunningham       | 17,841,628.610                 | 621,208.819                              |
| Grace K. Fey                | 17,882,335.058                 | 580,502.371                              |
| Hassell H. McClellan        | 17,872,948.836                 | 589,888.593                              |
| Gregory A. Russo            | 17,859,166.111                 | 603,671.318                              |

Trustees whose term of office continued after the Annual Meeting of Shareholders because they were not up for election are: Charles L. Bardelis, Craig Bromley, Peter S. Burgess, Theron S. Hoffman, Deborah C. Jackson, James M. Oates, Steven R. Pruchansky and Warren A. Thomson.

## Continuation of Investment Advisory and Subadvisory Agreements

### Evaluation of Advisory and Subadvisory Agreements by the Board of Trustees

This section describes the evaluation by the Board of Trustees (the Board) of John Hancock Preferred Income Fund II (the fund) of the Advisory Agreement (the Advisory Agreement) with John Hancock Advisers, LLC (the Advisor) and the Subadvisory Agreement (the Subadvisory Agreement) with John Hancock Asset Management a division of Manulife Asset Management (US) LLC (the Subadvisor). The Advisory Agreement and Subadvisory Agreement are collectively referred to as the Agreements. Prior to the June 23-25, 2014 meeting at which the Agreements were approved, the Board also discussed and considered information regarding the proposed continuation of the Agreements at an in-person meeting held on May 27-29, 2014.

### Approval of Advisory and Subadvisory Agreements

At in-person meetings held on June 23-25, 2014, the Board, including the Trustees who are not considered to be interested persons of the fund under the Investment Company Act of 1940, as amended (the 1940 Act) (the Independent Trustees), reapproved for an annual period the continuation of the Advisory Agreement between the fund and the Advisor and the Subadvisory Agreement between the Advisor and the Subadvisor with respect to the fund.

In considering the Advisory Agreement and the Subadvisory Agreement, the Board received in advance of the meetings a variety of materials relating to the fund, the Advisor and the Subadvisor, including comparative performance, fee and expense information for a peer group of similar funds prepared by an independent third-party provider of fund data, performance information for an applicable benchmark index; and other

pertinent information, such as the market premium and discount information, and, with respect to the Subadvisor, comparative performance information for comparably managed accounts, as applicable, and other information provided by the Advisor and the Subadvisor regarding the nature, extent and quality of services provided by the Advisor and the Subadvisor under their respective Agreements, as well as information regarding the Advisor's revenues and costs of providing services to the fund and any compensation paid to affiliates of the Advisor. At the meetings at which the renewal of the Advisory Agreement and Subadvisory Agreement are considered, particular focus is given to information concerning fund performance, comparability of fees and total expenses, and profitability. However, the Board notes that the evaluation process with respect to the Advisor and the Subadvisor is an ongoing one. In this regard, the Board also took into account discussions with management and information provided to the Board at prior meetings with respect to the services provided by the Advisor and the Subadvisor to the fund, including quarterly performance reports prepared by management containing reviews of investment results and prior presentations from the Subadvisor with respect to the fund. The Board noted the affiliation of the Subadvisor with the Advisor, noting any potential conflicts of interest. The Board also considered the nature, quality, and extent of non-advisory services, if any, to be provided to the fund by the Advisor's affiliates.

Throughout the process, the Board asked questions of and requested additional information from management. The Board is assisted by counsel for the fund and the Independent Trustees are also separately assisted by independent legal counsel throughout the process. The Independent Trustees also received a memorandum from their independent legal counsel discussing the legal standards for their consideration of the proposed continuation of the Agreements and discussed the proposed continuation of the Agreements in private sessions with their independent legal counsel at which no representatives of management were present.

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#### **Approval of Advisory Agreement**

In approving the Advisory Agreement with respect to the fund, the Board, including the Independent Trustees, considered a variety of factors, including those discussed below. The Board also considered other factors (including conditions and trends prevailing generally in the economy, the securities markets, and the industry) and does not treat any single factor as determinative, and each Trustee may attribute different weights to different factors. The Board's conclusions may be based in part on its consideration of the advisory and subadvisory arrangements in prior years and on the Board's ongoing regular review of fund performance and operations throughout the year.

**Nature, extent, and quality of services.** Among the information received by the Board from the Advisor relating to the nature, extent, and quality of services provided to the fund, the Board reviewed information provided by the Advisor relating to its operations and personnel, descriptions of its organizational and management structure, and information regarding the Advisor's compliance and regulatory history, including its Form ADV. The Board also noted that on a regular basis it receives and reviews information from the fund's Chief Compliance Officer (CCO) regarding the fund's compliance policies and procedures established pursuant to Rule 38a-1 under the 1940 Act. The Board also considered the Advisor's risk management processes. The Board considered that the Advisor is responsible for the management of the day-to-day operations of the fund, including, but not limited to, general supervision of and coordination of the services provided by the Subadvisor, and is also responsible for monitoring and reviewing the activities of the Subadvisor and third-party service providers.

The Board also considered the differences between the Advisor's services to the fund and the services it provides to other clients that are not closed-end funds, including, for example, the differences in services related to the regulatory and legal obligations of closed-end funds.

In considering the nature, extent, and quality of the services provided by the Advisor, the Trustees also took into account their knowledge of the Advisor's management and the quality of the performance of the Advisor's duties, through Board meetings, discussions and reports during the preceding year and through each Trustee's experience as a Trustee of the fund and of the other funds in the complex.

In the course of their deliberations regarding the Advisory Agreement, the Board considered, among other things:

(a) the skills and competency with which the Advisor has in the past managed the fund's affairs and its subadvisory relationship, the Advisor's oversight and monitoring of the Subadvisor's investment performance and compliance programs, such as the Subadvisor's compliance with fund policies and objective, review of brokerage matters, including with respect to trade allocation and best execution and the Advisor's timeliness in responding to performance issues;

(b) the background, qualifications and skills of the Advisor's personnel;

(c) the Advisor's compliance policies and procedures and its responsiveness to regulatory changes and fund industry developments;

(d) the Advisor's administrative capabilities, including its ability to supervise the other service providers for the fund;

(e) the financial condition of the Advisor and whether it has the financial wherewithal to provide a high level and quality of services to the fund; and

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(f) the Advisor's reputation and experience in serving as an investment advisor to the fund and the benefit to shareholders of investing in funds that are part of a family of funds offering a variety of investments.

The Board concluded that the Advisor may reasonably be expected to continue to provide a high quality of services under the Advisory Agreement with respect to the fund.

**Investment performance.** In considering the fund's performance, the Board noted that it reviews at its regularly scheduled meetings information about the fund's performance results. In connection with the consideration of the Advisory Agreement, the Board:

(a) reviewed information prepared by management regarding the fund's performance;

(b) considered the comparative performance of an applicable benchmark index;

(c) considered the performance of comparable funds, if any, as included in the report prepared by an independent third-party provider of fund data;

(d) took into account the Advisor's analysis of the fund's performance; and

(e) considered the fund's share performance and premium/discount information.

The Board noted that, based on its net asset value, the fund outperformed its benchmark index for the three-, five- and ten-year periods ended December 31, 2013 and underperformed its benchmark index for the one-year period ended December 31, 2013. The Board also noted that the fund had underperformed its peer group average for the one-, three-, five- and ten-year periods ended December 31, 2013.

The Board also took into account management's discussion of the factors that contributed to the fund's performance, including the differences in the investment strategy of the fund and those of its peer group and the impact of market conditions on the fund's investment strategy relative to its peer group.

The Board concluded that the fund's performance, based on net asset value, has generally been in line with or outperformed the historical performance of the fund's benchmark. The Board also concluded that the fund's performance is being monitored and reasonably addressed, where appropriate.

**Fees and expenses.** The Board reviewed comparative information prepared by an independent third-party provider of fund data, including, among other data, the fund's contractual and net management fees (and subadvisory fees, to the extent available) and total expenses as compared to similarly situated investment companies deemed to be comparable to the fund. The Board considered the fund's ranking within a smaller group of peer funds chosen by the independent third-party provider, as well as the fund's ranking within a broader group of funds. In comparing the fund's contractual and net management fees to those of comparable funds, the Board noted that such fees include both advisory and administrative costs.

The Board also took into account the impact of leverage on fund expenses. The Board took into account the management fee structure, including that management fees for the fund were based on the fund's total managed assets, which are attributable to common stock and borrowings.

The Board noted that net management fees for the fund are equal to the peer group median. The Board also noted that total expenses for the fund are lower than the peer group median and that the contractual fee waiver and/or expense reimbursement reduces certain expenses to the fund.

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The Board took into account management's discussion of the fund's expenses. The Board also took into account management's discussion with respect to the advisory/subadvisory fee structure, including the amount of the advisory fee retained by the Advisor after payment of the subadvisory fee. The Board also noted that the Advisor pays the subadvisory fee. In addition, the Board took into account that management had agreed, effective July 1, 2014, to implement an overall fee waiver across the complex, including the fund, which is discussed further below. The Board reviewed information provided by the Advisor concerning the investment advisory fee charged by the Advisor or one of its advisory affiliates to other clients (including other funds in the complex) having similar investment mandates, if any. The Board considered any differences between the Advisor's and Subadvisor's services to the fund and the services they provide to other comparable clients or funds. The Board concluded that the advisory fee paid with respect to the fund is reasonable.

**Profitability/indirect benefits.** In considering the costs of the services to be provided and the profits to be realized by the Advisor and its affiliates (including the Subadvisor) from the Advisor's relationship with the fund, the Board:

- (a) reviewed financial information of the Advisor;
- (b) reviewed and considered information presented by the Advisor regarding the net profitability to the Advisor and its affiliates with respect to the fund;
- (c) received and reviewed profitability information with respect to the John Hancock fund complex as a whole;
- (d) received information with respect to the Advisor's allocation methodologies used in preparing the profitability data;
- (e) considered that the Advisor also provides administrative services to the fund on a cost basis pursuant to an administrative services agreement;
- (f) noted that the fund's Subadvisor is an affiliate of the Advisor;
- (g) noted that the Advisor also derives reputational and other indirect benefits from providing advisory services to the fund;
- (h) noted that the subadvisory fee for the fund are paid by the Advisor; and
- (i) considered that the Advisor should be entitled to earn a reasonable level of profits in exchange for the level of services it provides to the fund and the entrepreneurial risk that it assumes as Advisor.

Based upon its review, the Board concluded that the level of profitability, if any, of the Advisor and its affiliates (including the Subadvisor) from their relationship with the fund was reasonable and not excessive.

**Economies of scale.** In considering the extent to which the fund may realize any economies of scale and whether fee levels reflect these economies of scale for the benefit of the fund shareholders, the Board noted that the fund has a limited ability to increase its assets as a closed-end fund. The Board took into account management's discussions of the current advisory fee structure, and, as noted above, the services the Advisor provides in performing its functions under the Advisory Agreement and in supervising the Subadvisor.

The Board also considered potential economies of scale that may be realized by the fund as part of the John Hancock fund complex. Among them, the Board noted that the Advisor has agreed, effective July 1, 2014, to waive a portion of its management fee for the fund and for each of the other

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John Hancock funds in the complex (except for those discussed below) (the Participating Portfolios) or otherwise reimburse the expenses of the Participating Portfolios as follows (the Reimbursement): The Reimbursement shall equal to, on an annualized basis, 0.01% of that portion of the aggregate net assets of all the Participating Portfolios that exceed \$75 billion but is less than or equal to \$125 billion, 0.0125% of that portion of the aggregate net assets of all the Participating Portfolios that exceed \$125 billion but is less than or equal to \$150 billion and 0.015% of that portion of the aggregate net assets of all the Participating Portfolios that exceeds \$150 billion. (The funds that are not Participating Portfolios are the funds of funds in the complex, which benefit from such overall management fee waiver through their investment in underlying portfolios that include Participating Portfolios that are subject to the Reimbursement.) The Board also considered the Advisor's overall operations and its ongoing investment in its business in order to expand the scale of, and improve the quality of, its operations that benefit the fund. The Board also noted that although the fund does not have breakpoints in its contractual management fee schedule, its net management fees are equal to the peer group median and its total expenses are lower than the peer group median. The Board determined that the management fee structure for the fund was reasonable.

**Approval of Subadvisory Agreement**

In making its determination with respect to approval of the Subadvisory Agreement, the Board reviewed:

- (1) information relating to the Subadvisor's business, including current subadvisory services to the fund (and other funds in the John Hancock family of funds);
- (2) the historical and current performance of the fund and comparative performance information relating to an applicable benchmark index and comparable funds; and
- (3) the subadvisory fee for the fund and to the extent available, comparable fee information prepared by an independent third party of fund data.

**Nature, extent, and quality of services.** With respect to the services provided by the Subadvisor, the Board received information provided to the Board by the Subadvisor, including the Subadvisor's Form ADV, as well as took into account information presented throughout the past year. The Board considered the Subadvisor's current level of staffing and its overall resources, as well as received information relating to the Subadvisor's compensation program. The Board reviewed the Subadvisor's history and investment experience, as well as information regarding the qualifications, background, and responsibilities of the Subadvisor's investment and compliance personnel who provide services to the fund. The Board also considered, among other things, the Subadvisor's compliance program and any disciplinary history. The Board also considered the Subadvisor's risk assessment and monitoring process. The Board reviewed the Subadvisor's regulatory history, including whether it was involved in any regulatory actions or investigations as well as material litigation, and any settlements and amelioratory actions undertaken, as appropriate. The Board noted that the Advisor conducts regular, periodic reviews of the Subadvisor and its operations, including regarding investment processes and organizational and staffing matters. The Board also noted that the fund's CCO and his staff conduct regular, periodic compliance

reviews with the Subadvisor and present reports to the Independent Trustees regarding the same, which includes evaluating the regulatory compliance systems of the Subadvisor and procedures reasonably designed to assure compliance with the federal securities laws. The Board also took into account the financial condition of the Subadvisor.

The Board considered the Subadvisor's investment process and philosophy. The Board took into account that the Subadvisor's responsibilities include the development and maintenance of an investment program for the fund that is consistent with the fund's investment objective, the selection of investment securities and the placement of orders for the purchase and sale of such securities, as well as the implementation of compliance controls related to performance of these

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services. The Board also received information with respect to the Subadvisor's brokerage policies and practices, including with respect to best execution and soft dollars.

**Subadvisor compensation.** In considering the cost of services to be provided by the Subadvisor and the profitability to the Subadvisor of its relationship with the fund, the Board noted that the fees under the Subadvisory Agreement are paid by the Advisor and not the fund. The Board also considered any potential conflicts of interest the Advisor might have in connection with the Subadvisory Agreement.

In addition, the Board considered other potential indirect benefits that the Subadvisor and its affiliates may receive from the Subadvisor's relationship with the fund, such as the opportunity to provide advisory services to additional funds in the John Hancock fund complex and reputational benefits.

**Subadvisory fee.** The Board considered that the fund pays an advisory fee to the Advisor and that, in turn, the Advisor pays a subadvisory fee to the Subadvisor. As noted above, the Board also considered the fund's subadvisory fee as compared to similarly situated investment companies deemed to be comparable to the fund as included in the report prepared by the independent third party provider of fund data, to the extent available. The Board also took into account the subadvisory fee paid by the Advisor to the Subadvisor with respect to the fund to fees charged by the Subadvisor to manage other subadvised portfolios and portfolios not subject to regulation under the 1940 Act, as applicable.

**Subadvisor performance.** As noted above, the Board considered the fund's performance as compared to the fund's peer group and the benchmark index and noted that the Board reviews information about the fund's performance results at its regularly scheduled meetings. The Board noted the Advisor's expertise and resources in monitoring the performance, investment style and risk-adjusted performance of the Subadvisor. The Board was mindful of the Advisor's focus on the Subadvisor's performance. The Board also noted the Subadvisor's long-term performance record for similar accounts, as applicable.

The Board's decision to approve the Subadvisory Agreement was based on a number of determinations, including the following:

- (1) the Subadvisor has extensive experience and demonstrated skills as a manager;
- (2) the fund's performance, based on net assets, has generally been in line with or outperformed the historical performance of the fund's benchmark and the fund's overall performance is being monitored and reasonably addressed, where appropriate; and
- (3) the subadvisory fee is reasonable in relation to the level and quality of services being provided.

\* \* \*

Based on the Board's evaluation of all factors that the Board deemed to be material, including those factors described above, the Board, including the Independent Trustees, concluded that renewal of the Advisory Agreement and the Subadvisory Agreement would be in the best interest of the fund and its shareholders. Accordingly, the Board, and the Independent Trustees voting separately, approved the Advisory Agreement and Subadvisory Agreement for an additional one-year period.

## Trustees and Officers

This chart provides information about the Trustees and Officers who oversee your John Hancock fund. Officers elected by the Trustees manage the day-to-day operations of the fund and execute policies formulated by the Trustees.

### Independent Trustees

| <b>Name, year of birth</b><br><b>Position(s) held with fund</b><br><b>Principal occupation(s) and other</b><br><b>directorships during past 5 years</b> | <b>Trustee</b><br><b>of the</b><br><b>Trust</b><br><b>since<sup>1</sup></b> | <b>Number of John</b><br><b>Hancock funds</b><br><b>overseen by</b><br><b>Trustee</b> |
|---|---|---|
| <b>James M. Oates</b> , Born: 1946  | 2012  | 230   |

Managing Director, Wydown Group (financial consulting firm) (since 1994); Chairman and Director, Emerson Investment Management, Inc. (since 2000); Independent Chairman, Hudson Castle Group, Inc. (formerly IBEX Capital Markets, Inc.) (financial services company) (1997–2011); Director, Stifel Financial (since 1996); Director, Investor Financial Services Corporation (1995–2007); Director, Connecticut River Bancorp (since 1998); Director, Virtus Funds (formerly Phoenix Mutual Funds) (since 1988).

Trustee and Chairperson of the Board, John Hancock retail funds<sup>3</sup> (since 2012); Trustee (2005–2006 and since 2012) and Chairperson of the Board (since 2012), John Hancock Funds III; Trustee (since 2004) and Chairperson of the Board (since 2005), John Hancock Variable Insurance Trust; Trustee and Chairperson of the Board, John Hancock Funds II (since 2005).

|  |      |     |
|--|------|-----|
| <b>Charles L. Bardelis</b> , <sup>2</sup> Born: 1941 | 2012 | 230 |
|--|------|-----|

Director, Island Commuter Corp. (marine transport).

Trustee, John Hancock retail funds<sup>3</sup> (since 2012); Trustee, John Hancock Funds III (2005–2006 and since 2012); Trustee, John Hancock Variable Insurance Trust (since 1988); Trustee, John Hancock Funds II (since 2005).

**Peter S. Burgess**,<sup>2</sup> Born: 1942 2012 230

Consultant (financial, accounting, and auditing matters) (since 1999); Certified Public Accountant; Partner, Arthur Andersen (independent public accounting firm) (prior to 1999); Director, Lincoln Educational Services Corporation (since 2004); Director, Symetra Financial Corporation (since 2010); Director, PMA Capital Corporation (2004–2010).

Trustee, John Hancock retail funds<sup>3</sup> (since 2012); Trustee, John Hancock Funds III (2005–2006 and since 2012); Trustee, John Hancock Variable Insurance Trust and John Hancock Funds II (since 2005).

**William H. Cunningham**, Born: 1944 2002 230

Professor, University of Texas, Austin, Texas (since 1971); former Chancellor, University of Texas System and former President of the University of Texas, Austin, Texas; Director, LIN Television (since 2009); Chairman (since 2009) and Director (since 2006), Lincoln National Corporation (insurance); Director, Resolute Energy Corporation (since 2009); Director, Southwest Airlines (since 2000); former Director, Introgen (manufacturer of biopharmaceuticals) (until 2008); former Director, Hicks Acquisition Company I, Inc. (until 2007); former Director, Texas Exchange Bank, SSB (formerly Bank of Crowley) (until 2009); former Advisory Director, JP Morgan Chase Bank (formerly Texas Commerce Bank–Austin) (until 2009).

Trustee, John Hancock retail funds<sup>3</sup> (since 1986); Trustee, John Hancock Variable Insurance Trust (since 2012); Trustee, John Hancock Funds II (since 2012 and 2005–2006).

**Independent Trustees** (continued)

| <b>Name, Year of Birth</b><br><b>Position(s) held with Fund</b><br><b>Principal occupation(s) and other directorships during past 5 years</b> | <b>Trustee of the Trust since<sup>1</sup></b> | <b>Number of John Hancock funds overseen by Trustee</b> |
|---|---|---|
| <b>Grace K. Fey</b> , Born: 1946  | 2012  | 230   |

Chief Executive Officer, Grace Fey Advisors (since 2007); Director and Executive Vice President, Frontier Capital Management Company (1988–2007); Director, Fiduciary Trust (since 2009).

Trustee, John Hancock retail funds<sup>3</sup> (since 2012); Trustee, John Hancock Variable Insurance Trust and



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John Hancock Funds II (since 2008).

|   |      |     |
|---|------|-----|
| <b>Theron S. Hoffman,</b> <sup>2</sup> Born: 1947 | 2012 | 230 |
|---|------|-----|

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Chief Executive Officer, T. Hoffman Associates, LLC (consulting firm) (since 2003); Director, The Todd Organization (consulting firm) (2003–2010); President, Westport Resources Management (investment management consulting firm) (2006–2008); Senior Managing Director, Partner, and Operating Head, Putnam Investments (2000–2003); Executive Vice President, The Thomson Corp. (financial and legal information publishing) (1997–2000).

Trustee, John Hancock retail funds<sup>3</sup> (since 2012); Trustee, John Hancock Variable Insurance Trust and John Hancock Funds II (since 2008).

|                                       |      |     |
|---------------------------------------|------|-----|
| <b>Deborah C. Jackson,</b> Born: 1952 | 2008 | 230 |
|---------------------------------------|------|-----|

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President, Cambridge College, Cambridge, Massachusetts (since 2011); Chief Executive Officer, American Red Cross of Massachusetts Bay (2002–2011); Board of Directors of Eastern Bank Corporation (since 2001); Board of Directors of Eastern Bank Charitable Foundation (since 2001); Board of Directors of American Student Assistance Corporation (1996–2009); Board of Directors of Boston Stock Exchange (2002–2008); Board of Directors of Harvard Pilgrim Healthcare (health benefits company) (2007–2011).

Trustee, John Hancock retail funds<sup>3</sup> (since 2008); Trustee of John Hancock Variable Insurance Trust and John Hancock Funds II (since 2012).

|   |      |     |
|---|------|-----|
| <b>Hassell H. McClellan,</b> Born: 1945 | 2012 | 230 |
|---|------|-----|

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Trustee, Virtus Variable Insurance Trust (formerly Phoenix Edge Series Funds) (since 2008); Director, The Barnes Group (since 2010); Associate Professor, The Wallace E. Carroll School of Management, Boston College (retired 2013).

Trustee, John Hancock retail funds<sup>3</sup> (since 2012); Trustee, John Hancock Funds III (2005–2006 and since 2012); Trustee, John Hancock Variable Insurance Trust and John Hancock Funds II (since 2005).

|   |      |     |
|---|------|-----|
| <b>Steven R. Pruchansky,</b> Born: 1944 | 2002 | 230 |
|---|------|-----|

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Chairman and Chief Executive Officer, Greenscapes of Southwest Florida, Inc. (since 2000); Director and President, Greenscapes of Southwest Florida, Inc. (until 2000); Member, Board of Advisors, First American Bank (until 2010); Managing Director, Jon James, LLC (real estate) (since 2000); Director, First Signature Bank & Trust Company (until 1991); Director, Mast Realty Trust (until 1994); President, Maxwell Building Corp. (until 1991).

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Trustee (since 1992) and Chairperson of the Board (2011–2012), John Hancock retail fund<sup>3</sup>; Trustee and Vice Chairperson of the Board, John Hancock retail funds,<sup>3</sup> John Hancock Variable Insurance Trust, and John Hancock Funds II (since 2012).

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### Independent Trustees (continued)

| Name, Year of Birth<br><i>Position(s) held with Fund</i><br>Principal occupation(s) and other<br>directorships during past 5 years | Trustee<br>of the<br>Trust<br>since <sup>1</sup> | Number of John<br>Hancock funds<br>overseen by<br>Trustee |
|--|--|---|
| <b>Gregory A. Russo</b> , Born: 1949   | 2008   | 230   |

Director and Audit Committee Chairman (since 2012), and Member, Audit Committee and Finance Committee (since 2011), NCH Healthcare System, Inc. (holding company for multi-entity healthcare system); Director and Member of Finance Committee, The Moorings, Inc. (nonprofit continuing care community) (since 2012); Vice Chairman, Risk & Regulatory Matters, KPMG LLP (KPMG) (2002–2006); Vice Chairman, Industrial Markets, KPMG (1998–2002); Chairman and Treasurer, Westchester County, New York, Chamber of Commerce (1986–1992); Director, Treasurer, and Chairman of Audit and Finance Committees, Putnam Hospital Center (1989–1995); Director and Chairman of Fundraising Campaign, United Way of Westchester and Putnam Counties, New York (1990–1995).

Trustee, John Hancock retail funds<sup>3</sup> (since 2008); Trustee, John Hancock Variable Insurance Trust and John Hancock Funds II (since 2012).

### Non-Independent Trustees<sup>4</sup>

| Name, year of birth<br><i>Position(s) held with fund</i><br>Principal occupation(s) and other<br>directorships during past 5 years | Trustee<br>of the<br>Trust<br>since <sup>1</sup> | Number of John<br>Hancock funds<br>overseen by<br>Trustee |
|--|--|---|
| <b>Craig Bromley</b> , Born: 1966  | 2012   | 230   |

President, John Hancock Financial Services (since 2012); Senior Executive Vice President and General Manager, U.S. Division, Manulife Financial Corporation (since 2012); President and Chief Executive

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Officer, Manulife Insurance Company (Manulife Japan) (2005–2012, including prior positions).

Trustee, John Hancock retail funds,<sup>3</sup> John Hancock Variable Insurance Trust, and John Hancock Funds II (since 2012).

**Warren A. Thomson**, Born: 1955

2012

230

Senior Executive Vice President and Chief Investment Officer, Manulife Financial Corporation and The Manufacturers Life Insurance Company (since 2009); Chairman and Chief Executive Officer, Manulife Asset Management (since 2001, including prior positions); Director (since 2006), and President and Chief Executive Officer (since 2013), Manulife Asset Management Limited; Director and Chairman, Hancock Natural Resources Group, Inc. (since 2013).

Trustee, John Hancock retail funds,<sup>3</sup> John Hancock Variable Insurance Trust, and John Hancock Funds II (since 2012).

### Principal officers who are not Trustees

| <b>Name, year of birth</b><br><b>Position(s) held with fund</b><br><b>Principal occupation(s) and other directorships during past 5 years</b> | <b>Officer of the Trust since</b> |
|---|-----------------------------------|
|---|-----------------------------------|

**Andrew G. Arnott**, Born: 1971

2009

#### *President*

Senior Vice President, John Hancock Financial Services (since 2009); Director and Executive Vice President, John Hancock Advisers, LLC (since 2005, including prior positions); Director and Executive Vice President, John Hancock Investment Management Services, LLC (since 2006, including prior positions); President, John Hancock Funds, LLC (since 2004, including prior positions); President (effective 3-13-14) and Executive Vice President, John Hancock retail funds,<sup>3</sup> John Hancock Variable Insurance Trust, and John Hancock Funds II (since 2007, including prior positions).

### Principal officers who are not Trustees (continued)

| <b>Name, Year of Birth</b> | <b>Officer</b> |
|----------------------------|----------------|
|----------------------------|----------------|

|  |               |
|--|---------------|
| <b>Position(s) held with Fund</b>        | <b>of the</b> |
| <b>Principal occupation(s) and other</b> | <b>Trust</b>  |
| <b>directorships during past 5 years</b> | <b>since</b>  |

**John J. Danello**, Born: 1955

2006

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*Senior Vice President, Secretary, and Chief Legal Officer*

Vice President and Chief Counsel, John Hancock Wealth Management (since 2005); Senior Vice President (since 2007) and Chief Legal Counsel (2007–2010), John Hancock Funds, LLC and The Berkeley Financial Group, LLC; Senior Vice President (since 2006, including prior positions) and Chief Legal Officer and Secretary (since 2014), John Hancock retail funds<sup>3</sup> and John Hancock Variable Insurance Trust; Vice President, John Hancock Life & Health Insurance Company (since 2009); Vice President, John Hancock Life Insurance Company (USA) and John Hancock Life Insurance Company of New York (since 2010); and Senior Vice President, Secretary, and Chief Legal Counsel (2007–2014, including prior positions) of John Hancock Advisers, LLC and John Hancock Investment Management Services, LLC.

**Francis V. Knox, Jr.**, Born: 1947

2005

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*Chief Compliance Officer*

Vice President, John Hancock Financial Services (since 2005); Chief Compliance Officer, John Hancock retail funds,<sup>3</sup> John Hancock Variable Insurance Trust, John Hancock Funds II, John Hancock Advisers, LLC, and John Hancock Investment Management Services, LLC (since 2005).

**Charles A. Rizzo**, Born: 1957

2007

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*Chief Financial Officer*

Vice President, John Hancock Financial Services (since 2008); Senior Vice President, John Hancock Advisers, LLC and John Hancock Investment Management Services, LLC (since 2008); Chief Financial Officer, John Hancock retail funds,<sup>3</sup> John Hancock Variable Insurance Trust and John Hancock Funds II (since 2007).

**Salvatore Schiavone**, Born: 1965

2010

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*Treasurer*

Assistant Vice President, John Hancock Financial Services (since 2007); Vice President, John Hancock Advisers, LLC and John Hancock Investment Management Services, LLC (since 2007); Treasurer, John Hancock retail funds<sup>3</sup> (since 2007, including prior positions); Treasurer, John Hancock Variable Insurance Trust and John Hancock Funds II (since 2010 and 2007–2009, including prior positions).

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The business address for all Trustees and Officers is 601 Congress Street, Boston, Massachusetts 02210-2805.

<sup>1</sup> Mr. Bardelis, Mr. Burgess, Mr. Hoffman, and Mr. Thomson serve as Trustees for a term expiring in 2015; Mr. Bromley, Ms. Jackson, Mr. Oates, and Mr. Pruchansky serve as Trustees for a term expiring in 2016; and Mr. Cunningham, Ms. Fey, Mr. McClellan, and Mr. Russo serve as Trustees for a term expiring in 2017.

<sup>2</sup> Member of the Audit Committee.

<sup>3</sup> "John Hancock retail funds" comprises John Hancock Funds III and 38 other John Hancock funds consisting of 28 series of other John Hancock trusts and 10 closed-end funds.

<sup>4</sup> The Trustee is a Non-Independent Trustee due to current or former positions with the Advisor and certain of its affiliates.

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# More information

## **Trustees**

James M. Oates,

*Chairperson*

Steven R. Pruchansky,

*Vice Chairperson*

Charles L. Bardelis\*

Craig Bromley†

Peter S. Burgess\*

William H. Cunningham

Grace K. Fey

Theron S. Hoffman\*

Deborah C. Jackson

Hassell H. McClellan

Gregory A. Russo

Warren A. Thomson†

\*Member of the

Audit Committee

†Non-Independent Trustee

## **Officers**

Andrew G. Arnott

*President*

John J. Danello

*Senior Vice President, Secretary,  
and Chief Legal Officer*

Francis V. Knox, Jr.

*Chief Compliance Officer*

Charles A. Rizzo

*Chief Financial Officer*

Salvatore Schiavone

*Treasurer*

## **Investment advisor**

John Hancock Advisers, LLC

## **Subadvisor**

John Hancock Asset Management  
a division of Manulife Asset  
Management (US) LLC

## **Custodian**

State Street Bank and  
Trust Company

## **Transfer agent**

Computershare Shareowner  
Services, LLC

## **Legal counsel**

K&L Gates LLP

## **Independent registered public accounting firm**

PricewaterhouseCoopers LLP

## **Stock symbol**

Listed New York Stock

Exchange: HPF

**For shareholder assistance refer to page 32**

You can also contact us:

**800-852-0218**  
**jhinvestments.com**

**Regular mail:**  
Computershare  
P.O. Box 30170  
College Station, TX 77842-3170

The fund's proxy voting policies and procedures, as well as the fund's proxy voting record for the most recent twelve-month period ended June 30, are available free of charge on the Securities and Exchange Commission (SEC) website at sec.gov or on our website.

The fund's complete list of portfolio holdings, for the first and third fiscal quarters, is filed with the SEC on Form N-Q. The fund's Form N-Q is available on our website and the SEC's website, sec.gov, and can be reviewed and copied (for a fee) at the SEC's Public Reference Room in Washington, DC. Call 800-SEC-0330 to receive information on the operation of the SEC's Public Reference Room.

We make this information on your fund, as well as **monthly portfolio holdings**, and other fund details available on our website at jhinvestments.com or by calling 800-852-0218.

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*The report is certified under the Sarbanes-Oxley Act, which requires closed-end funds and other public companies to affirm that, to the best of their knowledge, the information in their financial reports is fairly and accurately stated in all material respects.*

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## ITEM 2. CODE OF ETHICS.

As of the end of the period, July 31, 2014, the registrant has adopted a code of ethics, as defined in Item 2 of Form N-CSR, that applies to its Chief Executive Officer, Chief Financial Officer and Treasurer (respectively, the principal executive officer, the principal financial officer and the principal accounting officer, the "Senior Financial Officers"). A copy of the code of ethics is filed as an exhibit to this Form N-CSR.

## ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Peter S. Burgess is the audit committee financial expert and is "independent", pursuant to general instructions on Form N-CSR Item 3.

## ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

## (a) Audit Fees

The aggregate fees billed for professional services rendered by the principal accountant(s) for the audit of the registrant's annual financial statements or services that are normally provided by the accountant(s) in connection with statutory and regulatory filings or engagements amounted to \$39,493 for the fiscal year ended July 31, 2014 and \$39,296 for the fiscal year ended July 31, 2013. These fees were billed to the registrant and were approved by the registrant's audit committee.

## (b) Audit-Related Services

Audit related fees billed to the registrant or to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant ("control affiliates") amounted to \$0 for the fiscal year ended July 31, 2014 and \$0 for the fiscal year ended July 31, 2013.

## (c) Tax Fees

The aggregate fees billed for professional services rendered by the principal accountant(s) for the tax compliance, tax advice and tax planning ("tax fees") amounted to \$3,450 for the fiscal year ended July 31, 2014 and \$3,629 for the fiscal year ended July 31, 2013. The nature of the services comprising the tax fees was the review of the registrant's tax returns and tax distribution requirements. These fees were billed to the registrant and were approved by the registrant's audit committee.

## (d) All Other Fees

The all other fees billed to the registrant for products and services provided by the principal accountant were \$122 for the fiscal year ended July 31, 2014 and \$167 for the fiscal year ended July 31, 2013. The nature of the services comprising the all other fees was mainly tax consulting work. These fees were approved by the registrant's audit committee.

## (e)(1) Audit Committee Pre-Approval Policies and Procedures:

The trust's Audit Committee must pre-approve all audit and non-audit services provided by the independent registered public accounting firm (the "Auditor") relating to the operations or financial reporting of the funds. Prior to the commencement of any audit or non-audit services to a fund, the Audit Committee reviews the services to determine whether they are appropriate and permissible under applicable law.

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The trust's Audit Committee has adopted policies and procedures to, among other purposes, provide a framework for the Committee's consideration of audit-related and non-audit services by the Auditor. The policies and procedures require that any audit-related and non-audit service provided by the Auditor and any non-audit service provided by the Auditor to a fund service

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provider that relates directly to the operations and financial reporting of a fund are subject to approval by the Audit Committee before such service is provided. Audit-related services provided by the Auditor that are expected to exceed \$25,000 per instance/per fund are subject to specific pre-approval by the Audit Committee. Tax services provided by the Auditor that are expected to exceed \$30,000 per instance/per fund are subject to specific pre-approval by the Audit Committee.

All audit services, as well as the audit-related and non-audit services that are expected to exceed the amounts stated above, must be approved in advance of provision of the service by formal resolution of the Audit Committee. At the regularly scheduled Audit Committee meetings, the Committee reviews a report summarizing the services, including fees, provided by the Auditor.

(e)(2) Services approved pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X:

Audit-Related Fees, Tax Fees and All Other Fees:

There were no amounts that were approved by the Audit Committee pursuant to the de minimis exception under Rule 2-01 of Regulation S-X.

(f) According to the registrant's principal accountant, for the fiscal year ended July 31, 2014, the percentage of hours spent on the audit of the registrant's financial statements for the most recent fiscal year that were attributed to work performed by persons who were not full-time, permanent employees of principal accountant was less than 50%.

(g) The aggregate non-audit fees billed by the registrant's accountant(s) for services rendered to the registrant and rendered to the registrant's control affiliates for each of the last two fiscal years of the registrant were \$6,191,189 for the fiscal year ended July 31, 2014 and \$3,075,574 for the fiscal year ended July 31, 2013.

(h) The audit committee of the registrant has considered the non-audit services provided by the registrant's principal accountant(s) to the control affiliates and has determined that the services that were not pre-approved are compatible with maintaining the principal accountant(s)' independence.

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

The registrant has a separately-designated standing audit committee comprised of independent trustees. The members of the audit committee are as follows:

Peter S. Burgess – Chairman  
Charles L. Bardelis  
Theron S. Hoffman

### ITEM 6. SCHEDULE OF INVESTMENTS.

(a) Not applicable.  
(b) Not applicable.

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

See attached exhibit "Proxy Voting Policies and Procedures".

### ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.



## Information about the portfolio managers

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### Management Biographies

Below is a list of the portfolio managers who share joint responsibility for the day-to-day investment management of the Fund. It provides a brief summary of their business careers over the past five years. Information is provided as of October 1, 2014.

#### Gregory K. Phelps

Senior Managing Director and Senior Portfolio Manager, John Hancock Asset Management since 2005

Began business career in 1981 Managed the fund since 2002 (inception)

#### Mark T. Maloney

Managing Director and Senior Portfolio Manager, John Hancock Asset Management since 2005

Began business career in 1976

Managed the fund since 2002 (inception)

### Other Accounts the Portfolio Managers are Managing

The table below indicates for each portfolio manager information about the accounts over which the portfolio manager has day-to-day investment responsibility. All information on the number of accounts and total assets in the table is as of July 31, 2014. For purposes of the table, "Other Pooled Investment Vehicles" may include investment partnerships and group trusts, and "Other Accounts" may include separate accounts for institutions or individuals, insurance company general or separate accounts, pension funds and other similar institutional accounts.

| PORTFOLIO<br>MANAGER NAME | OTHER ACCOUNTS MANAGED BY THE PORTFOLIO<br>MANAGER   |
|---------------------------|--|
| Gregory K. Phelps         | <p>Other Registered Investment Companies: Four (4) funds with total assets of approximately \$4.1 billion.</p> <p>Other Pooled Investment Vehicles: None</p> <p>Other Accounts: None</p> |
| Mark T. Maloney           | <p>Other Registered Investment Companies: Four (4) funds with total assets of approximately \$4.1 billion.</p> <p>Other Pooled Investment Vehicles: None</p> <p>Other Accounts: None</p> |

The Subadviser does not receive a fee based upon the investment performance of any of the accounts included under “Other Accounts Managed by the Portfolio Managers” in the table above.

**Conflicts of Interest.** When a portfolio manager is responsible for the management of more than one account, the potential arises for the portfolio manager to favor one account over another. The principal types of potential conflicts of interest that may arise are

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discussed below. For the reasons outlined below, the Fund does not believe that any material conflicts are likely to arise out of a portfolio manager’s responsibility for the management of the Fund as well as one or more other accounts. The Advisor and Subadviser have adopted procedures that are intended to monitor compliance with the policies referred to in the following paragraphs. Generally, the risks of such conflicts of interests are increased to the extent that a portfolio manager has a financial incentive to favor one account over another. The Advisor and Subadviser have structured their compensation arrangements in a manner that is intended to limit such potential for conflicts of interests. See “Compensation of Portfolio Managers” below.

A portfolio manager could favor one account over another in allocating new investment opportunities that have limited supply, such as initial public offerings and private placements. If, for example, an initial public offering that was expected to appreciate in value significantly shortly after the offering was allocated to a single account, that account may be expected to have better investment performance than other accounts that did not receive an allocation on the initial public offering. The Subadviser has policies that require a portfolio manager to allocate such investment opportunities in an equitable manner and generally to allocate such investments proportionately among all accounts with similar investment objectives.

A portfolio manager could favor one account over another in the order in which trades for the accounts are placed. If a portfolio manager determines to purchase a security for more than one account in an aggregate amount that may influence the market price of the security, accounts that purchased or sold the security first may receive a more favorable price than accounts that made subsequent transactions. The less liquid the market for the security or the greater the percentage that the proposed aggregate purchases or sales represent of average daily trading volume, the greater the potential for accounts that make subsequent purchases or sales to receive a less favorable price. When a portfolio manager intends to trade the same security for more than one account, the policies of the Subadviser generally require that such trades be “bunched,” which means that the trades for the individual accounts are aggregated and each account receives the same price. There are some types of accounts as to which bunching may not be possible for contractual reasons (such as directed brokerage arrangements). Circumstances may also arise where the trader believes that bunching the orders may not result in the best possible price. Where those accounts or circumstances are involved, the Subadviser will place the order in a manner intended to result in as favorable a price as possible for such client.

A portfolio manager could favor an account if the portfolio manager's compensation is tied to the performance of that account rather than all accounts managed by the portfolio manager. If, for example, the portfolio manager receives a bonus based upon the performance of certain accounts relative to a benchmark while other accounts are disregarded for this purpose, the portfolio manager will have a financial incentive to seek to have the accounts that determine the portfolio manager's bonus achieve the best possible performance to the possible detriment of other accounts. Similarly, if the Subadvisor receives a performance-based advisory fee, the portfolio manager may favor that account, whether or not the performance of that account directly determines the portfolio manager's compensation. The investment performance on specific accounts is not a factor in determining the portfolio manager's compensation. See

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"Compensation of Portfolio Managers" below. Neither the Advisor nor the Subadvisor receives a performance-based fee with respect to any of the accounts managed by the portfolio managers.

A portfolio manager could favor an account if the portfolio manager has a beneficial interest in the account, in order to benefit a large client or to compensate a client that had poor returns. For example, if the portfolio manager held an interest in an investment partnership that was one of the accounts managed by the portfolio manager, the portfolio manager would have an economic incentive to favor the account in which the portfolio manager held an interest. The Subadvisor imposes certain trading restrictions and reporting requirements for accounts in which a portfolio manager or certain family members have a personal interest in order to confirm that such accounts are not favored over other accounts.

If the different accounts have materially and potentially conflicting investment objectives or strategies, a conflict of interest may arise. For example, if a portfolio manager purchases a security for one account and sells the same security short for another account, such trading pattern could disadvantage either the account that is long or short. In making portfolio manager assignments, the Subadvisor seeks to avoid such potentially conflicting situations. However, where a portfolio manager is responsible for accounts with differing investment objectives and policies, it is possible that the portfolio manager will conclude that it is in the best interest of one account to sell a portfolio security while another account continues to hold or increase the holding in such security.

**Compensation of Portfolio Managers.** The Subadvisor has adopted a system of compensation for portfolio managers and others involved in the investment process that is applied systematically among investment professionals. At the Subadvisor, the structure of compensation of investment professionals is currently composed of the following basic components: base salary and an annual investment bonus plan as well as customary benefits that are offered generally to all full-time employees of the Subadvisor. A limited number of senior investment professionals, who serve as officers of both the Subadvisor and its parent company, may also receive options or restricted stock grants of common shares of Manulife Financial. The following describes each component of the compensation package for the individuals identified as a portfolio manager for the Funds.

**Base salary.** Base compensation is fixed and normally reevaluated on an annual basis. The Subadvisor seeks to set compensation at market rates, taking into account the experience and responsibilities of the investment professional.

Investment Bonus Plan. Only investment professionals are eligible to participate in the Investment Bonus Plan. Under the plan, investment professionals are eligible for an annual bonus. The plan is intended to provide a competitive level of annual bonus compensation that is tied to the investment professional achieving superior investment performance and aligns the financial incentives of the Subadvisor and the investment professional. Any bonus under the plan is completely discretionary, with a maximum annual bonus that may be well in excess of base salary. Payout of a portion of

this bonus may be deferred for up to five years. While the amount of any bonus is discretionary, the following factors are generally used in determining bonuses under the plan:

*Investment Performance:* The investment performance of all accounts managed by the investment professional over one- and three-year periods are considered, and no specific benchmark is used to measure performance. With respect to fixed income accounts, relative yields are also used to measure performance.

*The Profitability of the Subadvisor:* The profitability of the Subadvisor and its parent company are also considered in determining bonus awards.

*Non-Investment Performance:* To a lesser extent, intangible contributions, including the investment professional's support of client service and sales activities, new fund/strategy idea generation, professional growth and development, and management, where applicable, are also evaluated when determining bonus awards.

Options and Stock Grants. A limited number of senior investment professionals may receive options to purchase shares of Manulife Financial stock. Generally, such option would permit the investment professional to purchase a set amount of stock at the market price on the date of grant. The option can be exercised for a set period (normally a number of years or until termination of employment) and the investment professional would exercise the option if the market value of Manulife Financial stock increases. Some investment professionals may receive restricted stock grants, where the investment professional is entitled to receive the stock at no or nominal cost, provided that the stock is forgone if the investment professional's employment is terminated prior to a vesting date.

The Subadvisor also permits investment professionals to participate on a voluntary basis in a deferred compensation plan, under which the investment professional may elect on an annual basis to defer receipt of a portion of their compensation until retirement. Participation in the plan is voluntary.

**Share Ownership by Portfolio Managers.** The following table indicates as of July 31, 2014 the value, within the indicated range, of shares beneficially owned by the portfolio managers in the Fund.

| <b>Portfolio Manager</b> | <b>Range of Beneficial Ownership</b> |
|--------------------------|--------------------------------------|
|--------------------------|--------------------------------------|

|                   |                |
|-------------------|----------------|
| Gregory K. Phelps | \$1 - \$10,000 |
|-------------------|----------------|

Mark T. Maloney

\$1 - \$10,000

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ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

None.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) The registrant has adopted procedures by which shareholders may recommend nominees to the registrant's Board of Trustees. A copy of the procedures is filed as an exhibit to this Form N-CSR. See attached "John Hancock Funds – Nominating and Governance Committee Charter".

ITEM 11. CONTROLS AND PROCEDURES.

(a) Based upon their evaluation of the registrant's disclosure controls and procedures as conducted within 90 days of the filing date of this Form N-CSR, the registrant's principal executive officer and principal financial officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

(b) There were no changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal half-year (the registrant's second fiscal half-year in the case of an annual report) that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

(a)(1) Code of Ethics for Senior Financial Officers is attached.

(a)(2) Separate certifications for the registrant's principal executive officer and principal financial officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 30a-2(a) under the Investment Company Act of 1940, are attached.

(b)(1) Separate certifications for the registrant's principal executive officer and principal financial officer, as required by 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and Rule 30a-2(b) under the Investment Company Act of 1940, are attached. The certifications furnished pursuant to this paragraph are not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section. Such certifications are not deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Registrant specifically incorporates them by reference.

(c)(1) Proxy Voting Policies and Procedures are attached.

(c)(2) Submission of Matters to a Vote of Security Holders is attached. See attached "John Hancock Funds – Nominating and Governance Committee Charter".

(c)(3) Contact person at the registrant.

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SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

John Hancock Preferred Income Fund II

By: /s/ Andrew Arnott  
Andrew Arnott  
President

Date: September 23, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Andrew Arnott  
Andrew Arnott  
President

Date: September 23, 2014

By: /s/ Charles A. Rizzo  
Charles A. Rizzo  
Chief Financial Officer

Date: September 23, 2014