

INTERCONTINENTAL HOTELS GROUP PLC /NEW/
Form 6-K
March 26, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 AND 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For 26 March 2010

InterContinental Hotels Group PLC
(Registrant's name)

Broadwater Park, Denham, Buckinghamshire, UB9 5HJ, United Kingdom
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable

EXHIBIT INDEX

99.1	Annual Report & Accounts 2009 dated 17 March 2010
99.2	Holding(s) in Company dated 18 March 2010
99.3	Holding(s) in Company dated 23 March 2010

Exhibit No: 99.1

17 March 2010

**InterContinental Hotels Group PLC
Annual Financial Report 2009**

In accordance with the Listing Rules, InterContinental Hotels Group PLC (the "Company") has submitted the following documents to the UK Listing Authority today. These will be available for inspection at the UK Listing Authority's Document Viewing Facility which is situated at Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS (telephone no: +44 (0)20 7066 1000).

- Annual Report and Financial Statements 2009
- Annual Review and Summary Financial Statement 2009
- Chairman's letter

<http://www.ihgplc.com/reports>

- Notice of 2010 Annual General Meeting
Form of Proxy

<http://www.ihgplc.com/AGM>

The above documents (with the exception of the Form of Proxy) can be accessed on the Company's website

www.ihgplc.com/investors

under shareholder centre or by using the above URLs.

Pursuant to the Disclosure and Transparency Rules, two copies of the proposed new Articles of Association of the Company, to be put to shareholders for approval at the Annual General Meeting, have also been submitted to the UK Listing Authority. A summary of the proposed changes is set out in the Notice of 2010 Annual General Meeting and the draft Articles of Association, highlighting the proposed amendments, are available for inspection at:

- the Company's registered office at Broadwater Park, Denham, Buckinghamshire, UB9 5HR;

- the offices of Linklaters LLP at One Silk Street, London, EC2Y 8HQ; and

- on the Company's website at

<http://www.ihgplc.com/corporategovernance>

Notes to Editors:

InterContinental Hotels Group (IHG) [LON:IHG, NYSE:IHG (ADRs)] is the world's largest hotel group by number of rooms. IHG owns, manages, leases or franchises, through various subsidiaries, over 4,400 hotels and more than 645,000 guest rooms in over 100 countries and territories around the world. The Group owns a portfolio of well recognised and respected hotel brands including InterContinental® Hotels & Resorts, Hotel Indigo®, Crowne Plaza® Hotels & Resorts, Holiday Inn® Hotels and Resorts, Holiday Inn Express®, Staybridge Suites® and Candlewood Suites®, and also manages the world's largest hotel loyalty programme, Priority Club®

Rewards
with 48 million members worldwide.

IHG has nearly 1,400 hotels in its development pipeline, which will create 160,000 jobs worldwide over the next few years.

InterContinental Hotels Group PLC is the Group's holding company and is incorporated in Great Britain and registered in England and Wales.

IHG offers information and online reservations for all its hotel brands at www.ihg.com and information for the Priority Club Rewards programme at www.priorityclub.com. For the latest news from IHG, visit our online Press Office at www.ihg.com/media.

For further information, please contact:

Investor Relations (Alex Shorland-Ball; Catherine Dolton): +44 (0) 1895 512176

Media Affairs (Leslie McGibbon; Emma Corcoran): +44 (0) 1895 512425; +44 (0) 1895 512275

Exhibit No: 99.2

TR-1: NOTIFICATION OF MAJOR INTEREST IN SHARES

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:

**INTERCONTINENTAL HOTELS
GROUP PLC**

2 Reason for the notification
(please tick the appropriate
box or boxes):

An acquisition or
disposal of voting rights YES

An acquisition or
disposal of qualifying
financial instruments
which may result in the
acquisition of shares
already issued to which

voting rights are attached

An acquisition or disposal of instruments with similar economic effect to qualifying financial instruments

An event changing the breakdown of voting rights

Other (please specify):

3. Full name of person(s) subject to the notification obligation:

BLACKROCK, INC.

4. Full name of shareholder(s) (if different from 3.):

5. Date of the transaction and date on which the threshold is crossed or reached:

15.03.2010

6. Date on which issuer notified:

17.03.2010

7. Threshold(s) that is/are crossed or reached:

ABOVE 5%

8. Notified details:

A: Voting rights attached to shares

Class/type of shares if possible using the ISIN CODE	Situation previous to the triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares Direct	Number of voting rights Direct	Indirect	% of voting rights Direct	Indirect
ORDINARY SHARES GB00B1WQCS47	14,062,038	14,062,038	N/A	N/A	14,182,518	N/A	4.93%

B: Qualifying Financial Instruments

Resulting situation after the triggering transaction

Type of financial instrument	Expiration date	Exercise/ Conversion Period	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
------------------------------	-----------------	-----------------------------	---	--------------------

C: Financial Instruments with similar economic effect to Qualifying Financial Instruments
Resulting situation after the triggering transaction

Type of financial instrument	Exercise price	Expiration date	Exercise/ Conversion period	Number of voting rights instrument refers to	% of voting rights
CFD	N/A	N/A	N/A	252,080	the series of John Hancock Funds III and 12 other investments, including Preferred Income, Preferred Income II, and

Trustee Ownership

The following table shows the dollar range of each Trustee of John Hancock funds overseen by the Trustee.

Name of Trustee	Bank and Thrift	Amount of Shares
Independent Trustees		
James F. Carlin	\$ 1 \$10,000	350 \$
William H. Cunningham	\$ 1 \$10,000	145 \$
Deborah C. Jackson	\$ 1 \$10,000	325 \$
Charles L. Ladner	\$ 1 \$10,000	192 \$
Stanley Martin	\$ 1 \$10,000	225 \$
Patti McGill Peterson	\$ 1 \$10,000	591 \$
John A. Moore	\$ 1 \$10,000	500 \$
Steven R. Pruchansky	\$ 1 \$10,000	330 \$
Gregory A. Russo	\$ 1 \$10,000	316 \$
Non-Independent Trustees		
Hugh McHaffie	\$ 10,001 \$50,000	700 \$
John G. Vrysen	\$ 10,001 \$50,000	1,500 \$

Name of Trustee	Premium Dividend	Amount of Shares
Independent Trustees		
James F. Carlin	\$ 50,001	\$100,000 7,862
William H. Cunningham	\$ 1	\$10,000 365
Deborah C. Jackson	\$ 1	\$10,000 425
Charles L. Ladner	\$ 10,001	\$50,000 1,302
Stanley Martin	\$ 1	\$10,000 500
Patti McGill Peterson	\$ 1	\$10,000 485
John A. Moore	\$ 1	\$10,000 500
Steven R. Pruchansky	\$ 1	\$10,000 500
Gregory A. Russo	\$ 1	\$10,000 768
Non-Independent Trustees		
Hugh McHaffie	\$ 10,001	\$50,000 1,000
John G. Vrysen	\$ 10,001	\$50,000 1,100

(1) Trustee ownership is provided as of October 31, 2010, 2010. The amounts reflect the aggregate dollar range of John Hancock funds overseen by each Trustee. For each John Hancock funds in which the Trustee is deemed to be in as more fully described under Remuneration of Trust statements furnished to the funds by the Trustees. Each indicated. None of the Trustees beneficially owned ind beneficially own, in excess of one percent of the outsta

Compliance with Section 16(a) Reporting Requirements

Section 16(a) of the Exchange Act requires a fund's executive Shareholders) to file reports of ownership and changes in o SEC regulations to furnish each fund with copies of all Sect funds and representations that no other reports were required and 10% Shareholders complied with all applicable Section of common stock of Bank and Thrift due to an administrativ

Remuneration of Trustees and Officers

The following table provides information regarding the com in the John Hancock Fund Complex for their services for the the funds

who are interested persons of the adviser, are compensated b

Name of Trustee	Bank and Thrift	Pro In
James F. Carlin	\$ 4,663	\$
William H. Cunningham ⁽²⁾	\$ 4,500	\$
Deborah C. Jackson	\$ 5,054	\$
Charles L. Ladner ⁽²⁾	\$ 5,266	\$
Stanley Martin ⁽²⁾	\$ 5,657	\$
Patti McGill Peterson ⁽²⁾	\$ 6,000	\$
John A. Moore ⁽²⁾	\$ 5,500	\$
Steven R. Pruchansky ⁽²⁾	\$ 5,857	\$
Gregory Russo	\$ 5,250	\$

(1) All of the Independent Trustees are Trustees of 47 funds

(2) As of October 31, 2010, the value of the aggregate accounts in the John Hancock Fund Complex for Mr. Cunningham was \$242,025; Mr. Jackson was \$265,033; Dr. Moore was \$335,382; and Mr. Pruchansky was \$51,000. The Independent Trustees (the Plan). Under the Plan, an Independent Trustee may invest in shares of one or more funds in the John Hancock Fund Complex determined based upon the performance of such investments. The Plan does not obligate any Trustee or obligate a fund to pay any particular amount to any Trustee.

(3) Includes \$51,000 of deferred compensation.

(4) Includes \$6,000 of deferred compensation.

Material Relationships of the Independent Trustees

As of October 31, 2010, none of the Independent Trustees, nor any of the funds, nor does any such person own shares of a company that invests in the funds.

any officer of such a party, any person directly or indirectly underwriter of the funds, or any officer of such a person.

Within the last two completed fiscal years of the funds, no one indirectly controlling, controlled by or under common control board of a company where any of the Independent Trustees

Legal Proceedings

There have been no legal proceedings that are material to the past ten years.

In May 2010, Preferred Income III received a demand letter from its adviser and certain of the fund's current and former executive preferred shares ("APS"). On August 24, 2010, a shareholder in Suffolk County, by the same law firm on behalf of the purpose Corporation, and certain of the interested Trustees, executive derivative complaint was filed in the Superior Court of The Tax-Advantaged Dividend against the adviser, the adviser's officers and portfolio managers of the fund. The complaints seek and their common shareholders by redeeming APS at their liquidation shareholders. The complaints seek awards of unspecified money received a substantially similar demand letter from the same Dividend, but no complaint has been filed with respect to the

In response to the demand letters, the Boards of Trustees established the demands with the assistance of independent counsel. Based on the demands made in the demand letters. After reviewing the financials determined that the maintenance of the derivative proceeding

A motion to dismiss the complaints will be filed in due course.

Independent Registered Public Accounting Firm

The Trustees of each fund, including a majority of each fund's Trustees, Boston, Massachusetts 02110, to act as independent

registered public accounting firm for each fund for the last t

Fund

Bank and Thrift	Octo
Preferred Income	July
Preferred Income II	July
Preferred Income III	July
Premium Dividend	Octo
Tax-Advantaged Global	Octo
Tax-Advantaged Dividend	Octo

Representatives of PwC are not expected to be present at the
 available should any matter arise requiring their participation

The following tables set forth the aggregate fees billed by P
 (i) the audit of the fund's annual financial statements and th
 related services that are reasonably related to the audit of the
 other than (i), (ii) and (iii).

Fees Paid to PwC for

Fund

Preferred Income
 Preferred Income II
 Preferred Income III

Fees Paid to PwC for th

Fund

Bank and Thrift
 Premium Dividend
 Tax-Advantaged Global

**Fees Paid to P
the F
th**

Audit Fees

Fund	12/31/08	10/31/09	10/31/08
Tax-Advantaged Dividend	\$ 39,593	\$ 35,692	\$ 35,692

Each fund's Audit Committee has adopted procedures to pre-approve those engagements. The scope and value criteria are anticipated to be provided by PwC during a calendar year.

reviewed annually. These procedures require both audit and

In recommending PwC as the funds' independent registered
for audit and non-audit services to the adviser and the Adviser,
PwC's independence.

With respect to Preferred Income, the aggregate amount of non-audit fees paid by the fund were \$2,772 and \$2,818 for the fiscal years ended July 31, 2009 and July 31, 2010, respectively. With respect to Preferred Income, the aggregate amount of non-audit fees paid by the fund were \$3,258 and \$3,431 for the fiscal years ended July 31, 2009 and July 31, 2010, respectively. With respect to Preferred Income, the aggregate amount of non-audit fees paid by the fund were \$3,190 and \$3,249 for the fiscal years ended October 31, 2009 and October 31, 2010, respectively. With respect to Tax-Advantaged Income, the aggregate amount of non-audit fees paid by the fund were \$9,666,806 and \$4,966,993 for the fiscal years ended October 31, 2009 and October 31, 2010, respectively. These non-audit fees were pre-approved in accordance with the funds' policy. The aggregate amount of non-audit fees paid by the fund were \$9,666,806 and \$4,966,993 for the fiscal years ended October 31, 2009 and October 31, 2010, respectively.

Voting; Quorum; Adjournment

The following votes are required to approve the proposal:

Proposal

Election of Trustees

A plurality of a
receiving the gr

* In order for a quorum to exist, a majority of the shares
or by proxy, determined in accordance with the table be

The proposal described in this proxy statement is considered
under the rules of the New York Stock Exchange, on which

The following table summarizes how the quorum and voting

Shares

In General

All shares pre
in determining

Broker Non-Vote

Considered pr

Proxy with No Voting Instruction

Considered pr
quorum exists.

Vote to Abstain

Considered pr
quorum exists.

If a quorum is not present, the persons named as proxies ma
insufficient votes to approve the proposal, the persons name
Shareholder action may be taken on the proposal prior to su
present at the Annual Meeting in person or by proxy.

Expenses and Methods of Solicitation

The costs of the meeting, other than the solicitation of proxies will be borne equally by each fund, as detailed below their reasonable expenses in sending soliciting material to the and employees of the funds or of the adviser may solicit proxies Boston, Massachusetts 02210, serves as each fund's investment solicitation of proxies at a cost of approximately \$2,000 per proxy materials are available).

Telephone Voting

In addition to soliciting proxies by mail, by fax or in person, the Funds or by the personnel of the adviser, the transfer agent or the shareowner, the shareowner may authorize the voting of shares in accordance with the instructions recorded on the proxy card.

A shareowner will be called on a recorded line at the time of the meeting and will be asked to provide identifying information.

The shareowner will then be given an opportunity to provide instructions in accordance with the shareowner's instructions.

Alternatively, a shareowner may call the Funds' Voice Response System.

Read the proxy statement and have your proxy card ready.

Call the toll-free number located on your proxy card.

Follow recorded instructions.

With both methods of telephone voting, to ensure that the shareowner's instructions are recorded, the shareowner should request a confirmation of the voting instructions.

If the shareowner decides after voting by telephone to attend the meeting in person, the shareowner should bring a proxy card to the meeting.

Internet Voting

You will also have the opportunity to submit your voting instructions via the Internet. However, the use of the Internet will not affect your right to vote in person if you decide to attend the meeting in person. If you vote via the Internet, you will need the information on your proxy card. The Funds will allow shareowners to give their voting instructions and to confirm their instructions via the Internet. However, when you vote via the Internet you should understand that there may be costs associated with the use of the Internet, including those of the Internet service providers and telephone companies.

To vote via the Internet:

Read the proxy statement and have your card on hand.

Go to the Web site listed on the card.

Follow the directions on the Web site. Please call 1-800-452-4524 for more information.

To ensure that your instructions have been recorded, you should request a confirmation of your instructions after your submission.

The Funds' Adviser and Subadvisers

The funds' investment adviser is John Hancock Advisers, L
Investment Management (U.S.) LLC, 101 Huntington Aven
Global. Analytic Investors, LLC (Analytic), 555 West Fi
Dividend and Tax-Advantaged Global. Epoch Investment P
subadviser to Tax-Advantaged Global.

Other Matters

The management of the funds knows of no business to be brought to come before the meeting, the persons named in the enclosed proxy. If any shareholders desire additional information about the matters to be considered at the meeting, they should contact the person named as proxy.

The meeting is scheduled as a joint meeting of the respective Boards of Trustees to consider and vote on similar matters. The Boards of Trustees will act in the best interest of each fund's shareholders. In the event that an adjournment of the annual meeting with respect to his or her fund is held separately, the persons named as proxies will vote in favor of the adjournment.

The shareholders of each fund will vote separately on the proposals of the shareholders of the other funds.

Shareholder proposals, including nominees for Trustee, intended to be presented at 601 Congress Street, Boston, Massachusetts, 02210, by no later than the close of business on November 23, 2010, and form of proxy relating to that meeting (subject to certain conditions) and any shareholder proposal submitted outside of the processes of the meeting in Massachusetts, 02210 generally by no later than the close of business on November 23, 2010, and fund's proxy statement and form of proxy, a shareholder proxy statement does not guarantee that such proposal will be included.

IT IS IMPORTANT

JOHN HANCOCK
JOHN HANCOCK
JOHN HANCOCK
JOHN HANCOCK
JOHN HANCOCK
JOHN HANCOCK TAX

Dated: November 30, 2010

A. *Composition.* The Audit Committee (the "Committee") shall be composed of at least three Independent Trustees who are designated by the Board, no member of the Committee may serve on the Board of Trustees of any of the funds, or of any fund's Board of Trustees (the "Fund"). Except as otherwise permitted by the applicable rules and regulations of the Exchange Act, defined by such rules and Rule 10A-3(b)(1) of the Exchange Act, no member of the Committee shall receive any honorarium or other compensatory fee from a fund, other than fees paid to the Board of Trustees. Each member of the Committee must be financially literate, in the judgment of the Board, or must become financially literate within a reasonable period of time. The Committee must have accounting or related financial management expertise.

B. *Overview.* The Committee's purpose is to:

1. assist the Board in fulfilling its oversight responsibilities with respect to the funds' compliance with legal and regulatory requirements (except to the extent that the Board determines that the auditor's qualifications and independence, and (c) the auditor's independence, are sufficient to rely on the auditor's audit report);
2. act as a liaison between the funds' independent auditors and the Board;
3. oversee the preparation of an Audit Committee Report, which shall be required to be included in the closed-end funds' annual reports.

The Committee shall discharge its responsibilities, and shall exercise its powers, in accordance with its business judgment. Management is responsible for the design and implementation of systems for accounting and internal controls over financial reporting. The independent auditors have more experience, expertise, resources and knowledge in auditing, internal control and financial reporting practices than the Board. The independent auditors are responsible for auditing the funds' annual financial statements and for providing assurance or special assurance as to the financial statements and other financial information. The Committee members are not acting as accountants or auditors and this Committee shall not be held responsible for an audit, to determine or certify that any fund's financial statements are prepared in accordance with principles or applicable law, or to guarantee any independent auditor's audit report.

C. *Oversight.* The independent auditors shall report directly to the Committee. In connection with its oversight role, the Committee should monitor the resolution of any disagreements or uncertainties with respect to the quality, accuracy or fairness of presentation of the financial statements. In connection with its oversight role, the Committee should monitor the resolution of any disagreements or uncertainties with respect to the quality, accuracy or fairness of presentation of the financial statements.

which might be taken to prevent or mitigate the risk of problems arising from audits that could have a significant impact on the including, in particular, any compliance comments. The Committee's acceptability, of the funds' accounting determinations and overall whole, conservative, moderate or aggressive.

D. *Specific Responsibilities.* The Committee shall have the following shall deem necessary or appropriate:

1. To approve, and recommend to the Board of Trustees the appointment and retention of an independent auditor at an appropriate time, its compensation. The Committee shall review and staffing of the audit. The Committee should ensure that there should be regular rotation of the independent auditor.
2. To periodically review and evaluate the lead partner and ensure regular rotation of the lead audit partner and review.
3. To pre-approve all non-audit services provided by the auditor, controlling, controlled by, or under common control, if the engagement relates directly to the operations and financial statements.
4. The Committee is authorized to delegate, to the extent permitted by more members of the Committee who shall report to the Committee at a scheduled meeting. The Committee is also authorized to pre-approve audit-related, tax and other services provided by the auditor. Paragraph 3, provided however, that any such policies and procedures of each service, and any such policies and procedures shall be consistent with the Securities Exchange Act of 1934 or applicable rules and regulations.
5. To meet periodically, including separately, with management to, as appropriate: (i) review the arrangements to the extent required by applicable law or regulation, including each closed-end fund's disclosures under applicable law or regulation concerning financial statements and internal controls; (ii) review the results of an audit; (iii) consider policies, procedures and internal accounting controls; (iv) review any disagreements between the independent accountants and management of opinion on financial statements that the independent accountants should request from the independent auditors a firm's internal auditors regarding the fund establishes an internal audit function, the Committee shall evaluate the performance thereof.
6. With respect to any listed fund, to consider whether the fund's performance is included in a fund's annual report. The Board of Directors shall determine the performance thereof.

Committee the authority to release the funds' financial information. The Board's right to review and ratify such financial information with each fund's management and independent auditor is consistent with Auditing Standards No. 61, as amended requires the auditor to issue a committee report for inclusion where necessary in the fund's financial statements or any other filing required by the SEC's rules.

7. To receive and consider reports on the audit functions and internal control programs.
8. To obtain and review, at least annually, a report by the independent auditor on any material issues raised by the most recent internal control investigation by governmental or professional auditors, and any steps taken to deal with such issues carried out by the firm, and any steps taken to deal with such issues for each fund, including the disclosures required by the SEC, and to engage in an active dialogue with each independent auditor to ensure the objectivity and independence of the auditor.
9. To review with the independent auditor any problems identified in reporting functions and management's response, and to discuss alternative treatments discussed with management.
10. To review securities pricing procedures and review the results required, except with respect to the Funds' Rule 15c2-6.
11. To establish procedures for the receipt, retention, and review of accounting controls, or auditing matters, and to discuss with the administrator, principal underwriter or any other person involved in the fund, if any, regarding questionable accounting practices.
12. With respect to any listed fund, to discuss guidance regarding financial risk management is undertaken. The Committee shall discuss financial risk management, which is primarily the role of management.
13. With respect to any listed fund, to set clear hiring and firing policies.
14. To report regularly to the Board of Trustees, including the independent auditor and the funds' financial statements.

E. *Subcommittees.* The Committee may, to the extent permitted by the Board (including a subcommittee consisting of a single member), as it deems appropriate, preapprove audit or non-audit services shall be presented to the Board for approval.

F. *Additional Responsibilities.* The Committee shall perform such other duties and responsibilities as recommended to the Board of Trustees, as appropriate.

G. *Funding*. Each fund shall provide for appropriate funding

1. Compensation to any registered public accountant or other audit, review or attest services for the fund.
2. Compensation to any counsel, advisers, experts or consultants.
3. Ordinary administrative expenses of the Committee.

H. *Governance*. One member of the Committee shall be appointed by the Board of Trustees to chair the Committee, including scheduling meetings or reviewing and presiding over meetings, and making reports to the Board of Trustees. The chair shall be an expert in the relevant field, within the meaning of the rules under Section 407 of the Securities Exchange Act of 1934, other than a person other than the responsibility and liability imposed on such person by the Board of Trustees. Any additional members of the Committee should confirm that the minutes of the process the Committee used to discuss and evaluate such issues reflect the Committee's consideration of issues in a manner that demonstrates

I. *Evaluation*. At least annually, the Committee shall evaluate its performance and discharge its responsibilities appropriately.

J. *Miscellaneous*. The Committee shall meet as often as it deems necessary to have the resources and authority appropriate to discharge its duties. It may employ consultants, at the funds' expense, as it determines necessary. It may also engage providers to the funds as it deems desirable.

K. *Review*. The Committee shall review this charter at least annually.

Last revised: March 12, 2010

The information contained in this report shall not be deemed subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 or the Securities Act of 1933 or the Securities and Exchange Commission's rules and regulations thereunder.

The Audit Committee has reviewed and discussed with the management the information contained in the Annual Report on Form N-CSR for the most recent period. The matters required to be discussed pursuant to SAS No. 61 (Communication with Audit Committees), matters related to the conduct of the audit of the Fund's financial statements.

The Audit Committee has received and reviewed the written report of the auditor in accordance with Board Standard No. 1 (Independence Discussions with Audit Committees).

Based on the review and discussions referred to above, the Audit Committee has approved the information included in each Fund's Annual Report on Form N-CSR for the period ended.

Committee

Name of Fund

Bank and Thrift

Premium Dividend

Tax-Advantaged Dividend

Tax-Advantaged Global

Preferred Income

Preferred Income II

Preferred Income III

- * For purposes of this report, the funds most recently co Premium Dividend, Tax-Advantaged Dividend and Tax Income II and Preferred Income III).
-

NOMINATING, GOVERNANCE AND ADMINISTRATION

A. *Composition.* The Nominating, Governance and Administration Committee (the "Committee") shall consist of three members, as defined in the rules of the New York Stock Exchange (the "NYSE"), Investment Company Act of 1940 of any of the funds, or of any other person designated for membership from time to time by the Board of Directors.

B. *Overview.* The overall charter of the Committee is to make recommendations to the Board of Directors on all matters relating to the operation of the Board and corporate governance matters and to develop practices designed to facilitate uniformity and administrative efficiency in the functions as are delegated to it from time to time.

C. *Specific Responsibilities.* The Committee shall have the following responsibilities, which shall deem necessary or appropriate:

1. To consider and determine nominations of individuals to the Board of Directors.
2. To consider, as it deems necessary or appropriate, the criteria and principles the Committee shall use in making such nominations.
3. To consider and determine the amount of compensation, if any, payable to Committee Chairmen and to grant the authority to approve special compensation for time and service to the funds required of them, subject to the next regular meeting of the Committee.
4. To consider and determine the duties and compensation of the Committee Chairmen.
5. To consider and recommend changes to the Board of Directors.
6. To evaluate, from time to time, and determine the effectiveness of the Committee's operations.
7. To develop and recommend to the Board, if deemed appropriate, the Corporate Governance Guidelines (the "Guidelines") for the funds that take into account the interests of the funds and assess the Corporate Governance Guidelines.
8. To monitor all expenditures and practices of the funds that are monitored by a particular Committee, including, but not limited to, dues, including Investment Company Institute membership dues, travel expenses and expenses associated with off-site meetings or informational conferences; and publication expenses.
9. To consider, evaluate and make recommendations on the use of experts or consultants, that may be engaged by the funds under the Investment Company Act of 1940.

of any of the funds or any fund's investment
may be engaged directly by another Commit

10. To periodically review the Board's committee s
Trustees changes to the committee structure and
11. To coordinate and administer an annual self-eval
overseeing the number of funds in the fund comp
12. To report its activities to Board of Trustees and t
matters as the Committee may deem necessary o

D. Additional Responsibilities. The Committee will also per
Trustees, and will report findings and recommendations to th

E. Governance. One member of the Committee shall be app
scheduling meetings or reviewing and approving the schedu
reports to the Board of Trustees, as appropriate.

F. Miscellaneous. The Committee shall meet as often as it d
have the resources and authority appropriate to discharge its
consultants, at the funds' expense, as it determines necessar
providers to the funds as it deems desirable.

G. Evaluation. At least annually, the Committee shall evalua
discharge its responsibilities appropriately.

H. Review. The Committee shall review this Charter periodi

General Criteria

1. Nominees should have a reputation for integrity,
2. Nominees should have demonstrated business acumen and the ability to understand the current and long-term objectives of the funds and the interests of the investors in the funds.
3. Nominees should have a commitment to understand the interests of the investors and to regularly attend and participate in meetings of the Board of Trustees.
4. Nominees should have the ability to understand the interests of the investors, including shareholders and the management committee.
5. Nominees should not have, nor appear to have, any other material interests in the funds, shareholders and to fulfill the responsibilities of a Trustee.

Application of Criteria to Existing Trustees

The renomination of existing Trustees should not be viewed as a requirement. In addition, the Nominating, Governance and Administration Committee will be the primary committee.

Review of Shareholder Nominations

Any shareholder nomination must be submitted in compliance with the procedures set forth in the proxy card in order to be considered by the Committee. In evaluating a nomination, the Committee may consider the objectives of the shareholder in submitting the nomination. If the Board determines to include a shareholder's candidate on the proxy card, the shareholder's candidate will be treated as a nominee of the funds. If the Board determines not to include such candidate on the proxy card, the shareholder's candidate will be treated as a nominee of the funds named on the proxy card distributed with the funds' proxy statement.

As long as an existing Independent Trustee continues, in the absence of a compelling reason to the contrary, the Committee will favor the re-nomination of an existing Trustee rather than a new Trustee. If shareholders to serve as trustees, the Committee may only act if it is determined that the selection of a new or additional Trustee is in the best interests of the funds. If it is determined to be advisable, the Committee will, in addition to the existing Trustee, consider candidates proposed by members of the Committee. The Co-



YOUR VO
We encourage y
Both a

Internet and telephone voting is available

Use the Internet to vote your proxy. Have your proxy card in

Use any touch-tone telephone to vote your proxy. Have your

Mark, sign and date your proxy card and return it in the encl
If you vote your proxy by Internet or by telephone, you do N
Your Internet or telephone vote authorizes the named pr
proxy card.

WO# Fulfillment#
83991 84000

THE BOARD OF TRUSTEES RECOMMENDS A VOT

1. Election of Trustees:

(01) James F. Carlin

(02) William H. Cunningham

(03) Gregory A. Russo

o

FOR
ALL
NOMINEES

o

For all nominees except as note

JC

THIS PROXY

**Specify your vote by marking the appropriate spaces. If
statement. The persons named as proxies have discretion
according to their best judgment as to any other matters
Please be sure to sign and date this Proxy.**

Signature:

Date:

Choose **MLinkSM** for fast, easy and secure 24/7 online access. Log on to **Investor ServiceDirect[®]** at www.bnymellon.com/. **Important notice regarding the Internet availability of the Annual Meeting of Shareholders, and Proxy Statement are attached.**

JOHN HANCOCK

The undersigned shareholder of John Hancock Bank and Trust Company, SCHIAVONE, THOMAS M. KINZLER, CHARLES A. RICHARDS, and their attorneys of the undersigned, with full power of substitution and ratification, hereby authorize the undersigned to attend the Annual Meeting of Shareholders of the Fund to be held on Friday, June 1, 2007, at 2:00 p.m., Eastern time, and at any and all adjournments thereof. The undersigned would be entitled to vote or act, with all powers that the undersigned in respect of said meeting are hereby revoked.

PLEASE VOTE, DATE AND SIGN ON REVERSE SIDE

Please complete, sign, date and return this proxy in the enclosed envelope on the reverse side. When signing as Attorney, Executor, Administrator, or full corporate name by president or other authorized officer.

(Mark)

BNY MELLON SHAREOWNER SERVICES
P.O. BOX 3550
SOUTH HACKENSACK, NJ 07606-9250

IMPORTANT NOTICE
For the Shareholders
JO

Meeting Type: Annual Meeting of Shareholders
For holders as of: November 8, 2010
Date: January 21, 2011 **Time:** 2:00 p.m. EST
Location: 601 Congress Street
Boston, Massachusetts 02210

Directions to meeting: <http://materials.proxyvote.com/JH/E>
You are receiving this communication because you hold shares.
This is not a ballot. You cannot use this notice to vote these shares
that are available to you on the Internet. You may view these shares (see
this notice).

We encourage you to access and review all of the important information

**Proxy Materials Available to VIEW or RECEIVE:
NOTICE OF ANNUAL MEETING AND PROXY STATEMENT**

How to View Online:

Have the 12-Digit Control Number available (located on the back of the proxy card).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, there is NO charge to you for requesting a copy.

- | | |
|-------------------------|-------------------|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-577-8338 |
| 3) <i>BY E-MAIL*:</i> | sendmail@ihg.com |

* If requesting materials by e-mail, please send a blank e-mail to the address above. Requests, instructions and other inquiries sent to this e-mail address will not be processed. **instructed above on or before January 10, 2011 to facilitate the meeting.**

Please contact your broker for more information.

Vote In Person: If you choose to vote these shares in person, you must bring your proxy card and a valid photo ID to the meeting. For more information on the requirements including, but not limited to, the possession of a valid photo ID, please refer to the proxy card for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com.

Vote By Mail: You can vote by mail by requesting a paper copy of the proxy card and voting instructions.

Voting Items

**The Board of Trustees recommends
that you vote FOR the following:**

1. To elect three (3) Trustees to serve for a three-year term ending at the Annual Meeting of Shareholders in 2014.

- 01) James F. Carlin
- 02) William H. Cunningham
- 03) Gregory A. Russo

NOTE: To transact such other business as may properly come before the meeting.

Voting Instructions

John Hancock
Important Notice Regarding the Availability of

The President's Letter and
Statement of the Board of Directors

John Hancock Bank and Thrift
Opportunity Fund

This communication is not a form of
proxy material.

We encourage you to access and review all

To Shareholders of John Hancock Bank and Thrift Opportunity Fund
The 2011 Annual Meeting of Shareholders of John Hancock Bank and Thrift Opportunity Fund
02210, on Friday, January 21, 2011, at 2:00 p.m., Eastern Time.

Proposals to be considered at the Annual Meeting:

- (1) To elect three (3) Trustees to serve for a three-year term.
- (2) To transact such other business as may properly come before the meeting.

The Board of Trustees

Shareholders of record of John Hancock Bank and Thrift Opportunity Fund are invited to attend the meeting, upon receipt of notice of, and to vote at, the fund's Annual Meeting and at any adjourned meeting.

TO VOTE YOUR SHARES

This is not a proxy statement.

YOU MUST REFERENCE YOUR 11-DIGIT
YOU REQUEST A PAPER COPY OF THE
VOTE YOUR PROXY ELE

Directions to attend the Annual Meeting where you may vote

Meeting Location:

John Hancock Bank and Thrift Opportunity Fund
601 Congress Street
Boston, Massachusetts 02210

The following Proxy Materials are available for you to review:

President's Letter

Notice of Annual Meeting of Shareholders

Proxy Statement

To request a paper copy of the Proxy Materials:

(you must reference your 11-digit control number located on the back of your proxy card)

Telephone: **1-888-313-0164** (outside of the U.S. and Canada)

Email: **shrrelations@bnymellon.com** *(you must reference your 11-digit control number)*

Internet: **<http://www.proxyvoting.com/jhf>**

The Proxy Materials for John Hancock

Have this notice available

when you

OR WHEN YOU VOTE

HOW TO VOTE

We encourage you to vote electronically.

To access the electronic proxy card, click on

and click on **Vote Now**

when you access the website.

le

83991