

JOHN HANCOCK PREMIUM DIVIDEND FUND
Form N-CSR
December 24, 2015

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 811-05908

John Hancock Premium Dividend Fund
(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: October 31

Date of reporting period: October 31, 2015

ITEM 1. REPORT OF SHAREHOLDERS.

John Hancock

Premium Dividend Fund

Ticker: PDT

Annual report 10/31/15

Managed distribution plan

The fund has adopted a managed distribution plan (Plan). Under the Plan, the fund makes monthly distributions of an amount equal to \$0.09 per share, which will be paid monthly until further notice. This fixed amount was based on an annual distribution rate of 7.32% of the fund's net asset value (NAV) of \$14.76 and an annual distribution rate of 8.36% of the fund's closing share price of \$12.92 on September 26, 2014. The fund may make additional distributions: (i) for purposes of not incurring federal income tax on investment company taxable income and net capital gain, if any, not included in such regular distributions; and (ii) for purposes of not incurring federal excise tax on ordinary income and capital gain net income, if any, not included in such regular monthly distributions.

The Plan provides that the Board of Trustees of the fund may amend the terms of the Plan or terminate the Plan at any time without prior notice to the fund's shareholders. The Plan will be subject to periodic review by the fund's Board of Trustees.

You should not draw any conclusions about the fund's investment performance from the amount of the fund's distributions or from the terms of the Plan. The fund's total return at NAV is presented in the Financial highlights.

With each distribution that does not consist solely of net investment income, the fund will issue a notice to shareholders and an accompanying press release that will provide detailed information regarding the amount and composition of the distribution and other related information. The amounts and sources of distributions reported in the notice to shareholders are only estimates and are not being provided for tax reporting purposes. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the fund's investment experience during the remainder of its fiscal year and may be subject to changes based on tax regulations. The fund will send you a Form 1099-DIV for the calendar year that will tell you how to report these distributions for federal income tax purposes. The fund may at times distribute more than its net investment income and net realized capital gains; therefore, a portion of your distribution may result in a return of capital. A return of capital may occur, for example, when some or all of the money that you invested in the fund is paid back to you. A return of capital does not necessarily reflect the fund's investment performance and should not be confused with "yield" or "income."

A message to shareholders

Dear shareholder,

U.S. stocks experienced a spike in volatility in recent months. The pullback we had anticipated for some months took place in August, and stocks experienced their first official correction—a decline of more than 10% in the stock market in more than four years. There were several headwinds keeping stock prices from moving higher all year, but the headline for this summer's correction was the news of slowing economic growth in China and the effect that might have on global growth. While the market subsequently rebounded, for the time being, global economic data continues to be a leading driver of investor sentiment.

Market volatility is naturally unnerving, which is why we recommend that investors maintain a regular dialogue with their financial advisors. Your advisor can help put market events into context and determine whether your portfolio is sufficiently diversified and continues to match your long-term financial goals.

Introducing John Hancock Multifactor Exchange-Traded Funds (ETFs)

We believe investors benefit from a combination of active and passive strategies in their portfolios. That's why, for years, we've offered actively managed funds to our shareholders, alongside asset allocation portfolios that employ a mix of active and passive strategies. That same thinking is what led us to team up with Dimensional Fund Advisors LP—a company regarded as one of the pioneers in strategic beta investing*—for the launch of the passively managed John Hancock Multifactor ETFs. Each ETF seeks to track a custom index built upon decades of academic research into the factors that drive higher expected returns: smaller capitalizations, lower valuations, and higher profitability. For nearly 30 years, it's just the kind of time-tested approach we have looked for as a manager of managers. For more information, visit our website at jhinvestments.com/etf.

On behalf of everyone at John Hancock Investments, I'd like to take this opportunity to welcome new shareholders and thank existing shareholders for the continued trust you've placed in us.

Sincerely,

Andrew G. Arnott
President and Chief Executive Officer
John Hancock Investments

This commentary reflects the CEO's views as of October 31, 2015. They are subject to change at any time. For more up-to-date information, you can visit our website at jhinvestments.com.

* Strategic beta investing ETFs seek to improve upon cap-weighted strategies by tracking a custom index that combines active management insight with the discipline of a rules-based approach.

John Hancock
Premium Dividend Fund

Table of contents

| | |
|-----------|--|
| <u>2</u> | Your fund at a glance |
| <u>4</u> | Discussion of fund performance |
| <u>8</u> | Fund's investments |
| <u>12</u> | Financial statements |
| <u>16</u> | Financial highlights |
| <u>17</u> | Notes to financial statements |
| <u>25</u> | Auditor's report |
| <u>26</u> | Tax information |
| <u>27</u> | Additional information |
| <u>30</u> | Continuation of investment advisory and subadvisory agreements |
| <u>35</u> | Trustees and Officers |
| <u>39</u> | More information |

1

Your fund at a glance

INVESTMENT OBJECTIVE

The fund seeks to provide high current income, consistent with modest growth of capital.

AVERAGE ANNUAL TOTAL RETURNS AS OF 10/31/15 (%)

The index shown is a blended index that is 70% Bank of America Merrill Lynch Preferred Stock DRD Eligible Index and 30% S&P 500 Utilities Index.

The Bank of America Merrill Lynch Preferred Stock DRD Eligible Index consists of investment-grade fixed-rate U.S. dollar-denominated preferred securities and fixed-to-floating-rate securities. The index includes securities having a minimum remaining term of at least one year, both Dividend Received Deduction (DRD) eligible and non-DRD eligible preferred stock and senior debt.

The S&P 500 Utilities Index is a capitalization-weighted index that consists of companies in the S&P 500 Index that are primarily involved in water, electrical power, and natural gas distribution industries.

It is not possible to invest directly in an index. Index figures do not reflect expenses or sales charges, which would result in lower returns.

The fund's most recent performance and current annualized distribution rate can be found at jhinvestments.com.

The performance data contained within this material represents past performance, which does not guarantee future results.

PERFORMANCE HIGHLIGHTS OVER THE LAST TWELVE MONTHS

A late-period rally helped bolster dividend-paying securities

Continued accommodative monetary measures helped many dividend-paying securities post gains for the 12-month period ended October 31, 2015.

Utilities holdings performed well

The fund benefited from the utilities sector, which accounted for some of its best performers.

Energy companies detracted

The ongoing depression of oil prices led to weak performance of the fund's energy and energy-related holdings.

PORTFOLIO COMPOSITION AS OF 10/31/15 (%)

A note about risks

As is the case with all closed-end funds, shares of this fund may trade at a discount or a premium to the fund's net asset value (NAV). An investment in the fund is subject to investment and market risks, including the possible loss of the entire principal invested. There is no guarantee prior distribution levels will be maintained, and distributions may include a substantial return of capital, which may increase the potential tax gain or reduce the potential tax loss of a subsequent sale of shares of the fund. Fixed-income investments are subject to interest-rate and credit risk; their value will normally decline as interest rates rise or if a creditor, grantor, or counterparty is unable or unwilling to make principal, interest, or settlement payments. Investments in higher-yielding, lower-rated securities are subject to a higher risk of default. An issuer of securities held by the fund may default, have its credit rating downgraded, or otherwise perform poorly, which may affect fund performance. Certain market conditions, including reduced trading volume, heightened volatility, and rising interest rates, may impair liquidity, the ability of the fund to sell securities or close derivative positions at advantageous prices. 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 will normally invest at least 25% of its managed assets in securities of companies in the utilities industry. Such an investment focus makes the fund more susceptible to factors adversely affecting the utilities industry than a more broadly diversified fund. Sector investing is subject to greater risks than the market as a whole.

Discussion of fund performance

An interview with Portfolio Manager Gregory K. Phelps, John Hancock Asset Management a division of Manulife Asset Management (US) LLC

Gregory K. Phelps

Portfolio Manager

John Hancock Asset Management

What was the market environment like for dividend-paying securities during the 12 months ended October 31, 2015?

A late-period rally helped push the returns of most dividend-paying securities into solidly positive territory for the period. During most of the first half of the period, dividend-paying securities were somewhat helped by solid demand and limited supply. Volatility in global equity markets, generally low and falling yields on bonds in many developed markets, and the receding threat of imminent U.S. interest-rate hikes highlighted the appeal of and supported demand for dividend-paying securities, which generally produced more income than U.S. government bonds, many foreign government bonds, and investment-grade corporate debt. Meanwhile, the supply of preferred securities – one of the main areas of focus for the fund – was muted as new issuance stayed low and issuers redeemed outstanding debt at a healthy clip.

In the summer months, most dividend-paying securities treaded water, generating returns that derived more from the income they produced rather than price appreciation. Although preferreds and utility common stocks generally outpaced most bonds and other common stock industry groups, they were still hampered by elevated financial market volatility and concern that the U.S. Federal Reserve (Fed) would raise interest rates. In October 2015, most dividend-paying securities posted one of their best monthly gains of the past year amid continued accommodative measures taken by global central banks. The Fed again delayed raising interest rates in light of financial market volatility, the interest-rate cut by the Peoples Bank of China, and the European Central Bank hints at expanding its stimulus program and potentially cutting interest rates. While solid quarterly financial results further bolstered demand for dividend-paying stocks, they generally trailed broader market averages.

What's your view on dividend-paying securities?

Income-seeking investors are still trying to determine when the Fed may start to raise U.S. interest rates. The Fed has continued to maintain that it needs to see a firming of U.S. economic data, particularly in the labor market. While employment data had strengthened by period end, the U.S.

"Volatility in global equity markets, generally low and falling yields on bonds in many developed markets, and the receding threat of imminent U.S. interest-rate hikes highlighted the appeal of and supported demand for dividend-paying securities..."

economy faced a number of headwinds, including economic weakness in China, Europe, and Canada, still-low commodity prices, and a strong U.S. dollar.

Even when rates do begin to rise, we don't anticipate a dramatic sell-off of preferred securities, nor do we believe demand for them will subside. Our view is that rate hikes will occur in small, gradual, and digestible increments, some of which may already be priced into the values of preferred securities. At the same time, we don't foresee a meaningful increase in supply on the horizon. Granted, many preferred securities seemed fully valued at period end, thanks to their strong performance during the past year. Even so, we believe preferred securities remain well-positioned relative to other fixed-income-producing investments. At period end, they still offered attractive levels of income relative to many investment-grade fixed-income alternatives, including U.S. government securities, developed-market government bonds, and many investment-grade corporate bonds. Furthermore, many preferred securities offered income that was tax advantaged, which we believe will continue to be a draw for tax-sensitive investors.

Valuations for utility common stocks, too, looked somewhat expensive at period end given their recent price gains. However, we believe they could continue to benefit to the extent that investors seek attractive and dependable earnings growth, higher-yielding alternatives to fixed-income

SECTOR COMPOSITION AS OF 10/31/15 (%)

"Even when rates do begin to rise, we don't anticipate a dramatic sell-off of preferred securities, nor do we believe demand for them will subside."

investments, and stocks from industries with a history of outperformance during periods of economic uncertainty.

What holdings contributed to performance?

Common stock holdings in utilities companies that were takeover candidates had some of the biggest impacts, as they performed comparatively well. The fund's position in natural-gas provider and storage company AGL Resources, Inc. produced strong gains after the announcement that it would be bought by electricity provider Southern Company. TECO Energy, Inc., an energy-related holding company with regulated electric and gas utilities in Florida and New Mexico, also fared well, thanks in large measure to news of its proposed acquisition by Emera, Inc. Connecticut utility UIL Holdings Corp. jumped after its proposed acquisition by Iberdrola SA seemed to be on track after settlement talks with the state's consumer advocate.

As they have been for some time now, preferred securities issued by utilities companies were another source of the fund's best performers. PPL Capital Funding, Inc. and SCE Trust were helped by still-solid demand from investors seeking comparatively high-yielding assets from industries deemed safe havens. The lack of supply also helped bolster their prices. Many utilities, in particular, redeemed their outstanding preferred shares years ago, and those with preferred shares still outstanding tended to benefit from relative scarcity as a result.

TOP 10 ISSUERS AS OF 10/31/15 (%)

| | |
|----------------------------------|-------------|
| Bank of America Corp. | 4.6 |
| PPL Corp. | 4.1 |
| JPMorgan Chase & Co. | 4.0 |
| Eversource Energy | 3.6 |
| Morgan Stanley | 3.4 |
| SCE Trust | 3.3 |
| Interstate Power & Light Company | 3.1 |
| Wells Fargo & Company | 3.1 |
| Entergy, Inc. | 3.0 |
| Baltimore Gas & Electric Company | 3.0 |
| TOTAL | 35.2 |

As a percentage of total investments.

Cash and cash equivalents are not included.

What hurt the fund's performance?

Detracting from the fund's results were energy-related holdings, including Royal Dutch Shell PLC and ConocoPhillips, which suffered price declines, as oil prices remained depressed throughout much of the period. These investments generally paid higher-than-average dividends and helped us diversify the portfolio.

The fund's use of derivatives, such as futures and interest-rate swaps (to manage interest-rate exposure under the credit facility agreement), had a negative impact on performance.

Where are you finding opportunities of late?

Although we took advantage of opportunities to purchase a few new positions we felt were attractively valued, there weren't any major changes to the portfolio during the period. That said, we trimmed the fund's stake in TECO Energy, after it surged on merger news. We deployed most of proceeds of that sale, plus the proceeds from holdings that were called by the issuers prior to maturity, into holdings that we felt were attractively valued and represented better-than-average total return potential given their earnings growth outlooks and dividend yields.

MANAGED BY

Gregory K. Phelps

On the fund since
1995

Investing since 1981

**Joseph H. Bozoyan,
CFA**

On the fund since
2015

Investing since 1993

The views expressed in this report are exclusively those of Gregory K. Phelps, John Hancock Asset Management, and are subject to change. They are not meant as investment advice. Please note that the holdings discussed in this report may not have been held by the fund for the entire period. Portfolio composition is subject to review in accordance with the fund's investment strategy and may vary in the future. Current and future portfolio holdings are subject to risk.

Fund's investments

As of 10-31-15

| | Shares | Value |
|------------------------------------|-------------|---------------|
| Preferred securities | | |
| 102.1% (67.6% of | | \$747,683,302 |
| Total investments) | | |
| (Cost \$707,856,950) | | |
| Consumer | | |
| staples 2.8% | 20,406,750 | |
| Food and staples retailing 2.8% | | |
| Ocean | | |
| Spray | | |
| Cranberries, | 224,250 | 20,406,750 |
| Inc., | | |
| Series A, | | |
| 6.250% (S) | | |
| Energy 0.4% | 2,958,600 | |
| Oil, gas and consumable fuels 0.4% | | |
| Kinder | | |
| Morgan, | 60,000 | 2,958,600 |
| Inc., | | |
| 9.750% (I) | | |
| Financials 59.5% | 435,862,637 | |
| Banks 32.3% | | |
| Bank | | |
| of | | |
| America | 980,000 | 25,254,600 |
| Corp., | | |
| 6.375% (Z) | | |
| Bank | | |
| of | | |
| America | 360,000 | 9,392,400 |
| Corp., | | |
| 6.625% (Z) | | |
| Bank | | |
| of | | |
| America | | |
| Corp., | 630,000 | 16,172,100 |
| Depository | | |
| Shares, | | |
| Series D, 6.204% | | |
| Barclays | 192,500 | 4,993,450 |
| Bank | | |

| | | |
|---|---------|------------|
| PLC, Series 3, 7.100% (Z) Barclays Bank PLC, | 310,000 | 8,146,800 |
| Series 5, 8.125% (Z) BB&T Corp., | 770,000 | 19,835,200 |
| 5.625% (Z) BB&T Corp. (Callable 11-1-17), 5.200% | 235,000 | 5,835,050 |
| BB&T Corp. (Callable 6-1-18), 5.200% | 110,000 | 2,734,600 |
| Citigroup, Inc. (6.875% to 11-15-23, then 3 month LIBOR + 4.130%) Citigroup, Inc., Depository Shares, Series AA, 8.125% (Z) | 85,175 | 2,345,720 |
| JPMorgan Chase & Co., 5.450% (Z) | 338,830 | 9,653,267 |
| JPMorgan Chase & Co., 5.500% (Z) | 527,000 | 13,043,250 |
| JPMorgan Chase & | 237,500 | 5,863,875 |
| JPMorgan Chase & | 695,000 | 17,590,450 |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

| | | |
|--|---------|------------|
| Co., 6.100% JPMorgan Chase & | 245,000 | 6,382,250 |
| Co., 6.300% (Z) JPMorgan Chase & | 35,000 | 945,000 |
| Co., 6.700% Santander Holdings USA, Inc., Series C, 7.300% (Z) | 500,000 | 12,900,000 |
| The PNC Financial Services Group, Inc., 5.375% | 180,000 | 4,566,600 |
| The PNC Financial Services Group, Inc. (6.125% to 5-1-22, then 3 month LIBOR + 4.067%) (Z) | 311,600 | 8,678,060 |
| U.S. Bancorp, 5.150% (Z) | 545,000 | 13,804,850 |
| U.S. Bancorp (6.000% to 4-15-17, then 3 month | 160,000 | 4,288,000 |

LIBOR
+
4.861%)
U.S.
Bancorp
(6.500%
to
1-15-22,
then 351,000 10,171,980
3
month
LIBOR
+
4.468%) (Z)
Wells
Fargo
& 205,000 5,321,800
Company,
6.000%
Wells
Fargo
& 1,017,000 28,526,850
Company,
8.000% (Z)
Capital markets 18.1%
Deutsche
Bank
Contingent
Capital 287,000 7,410,340
Trust
II,
6.550% (Z)
Deutsche
Bank
Contingent
Capital 662,000 17,701,880
Trust
III,
7.600% (Z)
Morgan
Stanley, 842,557 22,546,825
6.625% (Z)
Morgan 249,227 6,454,979
Stanley
(6.375%
to
10-15-24,
then
3
month
LIBOR

+
3.708%)
Morgan
Stanley
(7.125%
to
10-15-23,
then 300,000 8,355,000

3
month
LIBOR
+
4.320%) (Z)
State
Street 1,015,000 25,963,700
Corp.,

5.250%) (Z)
State
Street 80,000 2,068,000
Corp.,

6.000%

SEE NOTES TO FINANCIAL STATEMENTS8

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

| | Shares | Value |
|--|---------|------------|
| Financials (continued) Capital markets (continued) State Street Corp. (5.900% to 3-15-24, then 3 month LIBOR + 3.108%) The Bank of New York Mellon Corp., 5.200% (Z) | 25,000 | \$665,500 |
| The Goldman Sachs Group, Inc., 5.950% (Z) | 442,000 | 11,354,980 |
| The Goldman Sachs Group, Inc., Series B, 6.200% (Z) | 920,000 | 23,533,600 |
| Consumer finance 5.5% Capital One Financial Corp., 6.700% | 250,000 | 6,397,500 |
| Capital One Financial Corp., 6.200% | 90,000 | 2,448,900 |
| Capital One | 80,000 | 2,068,000 |
| Capital One | 81,196 | 2,102,976 |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

| | | | |
|--|-----------|------------|-----------|
| Financial Corp., 6.250% Capital One | Financial | 100,000 | 2,563,000 |
| Financial Corp., 6.000% HSBC Finance Corp., Depository Shares, Series B, 6.360% (Z) | 454,000 | 11,513,440 | |
| SLM Corp., Series A, 6.970% Insurance 1.7% | 445,500 | 19,423,800 | |
| Aegon NV, 6.500% | 75,000 | 1,953,000 | |
| Prudential Financial, Inc., 5.750% | 50,000 | 1,299,000 | |
| Prudential PLC, 6.750% (Z) | 175,000 | 4,590,250 | |
| W.R. Berkley Corp., 5.625% | 190,377 | 4,744,195 | |
| Real estate investment trusts 1.9% Senior Housing Properties Trust, 5.625% (Z) | 510,000 | 12,591,900 | |
| Ventas Realty LP, 5.450% (Z) | 63,000 | 1,665,720 | |
| Industrials 0.5% Machinery 0.5% | | 3,522,150 | |
| Stanley Black & Decker, Inc., 5.750% (Z) | 135,000 | 3,522,150 | |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

| | | |
|---|-----------|-------------|
| Telecommunication services 6.8% | | 49,750,860 |
| Diversified telecommunication services 4.2% | | |
| Qwest Corp., | 107,500 | 2,674,600 |
| 6.125% (Z) | | |
| Qwest Corp., | 1,021,000 | 26,352,010 |
| 7.375% (Z) | | |
| Verizon Communications Inc., | 73,000 | 1,956,400 |
| 5.900% (Z) | | |
| Wireless telecommunication services 2.6% | | |
| Telephone & Data Systems, Inc., | 100,000 | 2,470,000 |
| 5.875% | | |
| Telephone & Data Systems, Inc., | 285,000 | 7,233,300 |
| 6.625% (Z) | | |
| Telephone & Data Systems, Inc., | 170,000 | 4,345,200 |
| 6.875% (Z) | | |
| United States Cellular Corp., | 185,000 | 4,719,350 |
| 6.950% (Z) | | |
| Utilities 32.1% | | 235,182,305 |
| Electric utilities 25.2% | | |
| Duke Energy Corp., | 180,000 | 4,550,400 |
| 5.125% (Z) | | |
| Entergy Arkansas, Inc., | 650,000 | 16,542,500 |
| 6.450% | | |
| Entergy Mississippi, | 667,000 | 16,841,750 |

Inc.,
6.250%
Gulf
Power
Company, 52,400 5,377,272
5.600%
HECO
Capital
Trust 181,000 4,635,410
III,
6.500%
Interstate
Power
&
Light 1,340,000 34,505,000
Company,
5.100%

9SEE NOTES TO FINANCIAL STATEMENTS

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

| | Shares | Value |
|--|-----------|-------------|
| Utilities (continued) | | |
| Electric utilities (continued) | | |
| NextEra Energy Capital Holdings, Inc., 5.125% (Z) | 185,000 | \$4,523,250 |
| NextEra Energy Capital Holdings, Inc., 5.700% (Z) | 320,000 | 8,268,800 |
| NSTAR Electric Company, 4.250% (Z) | 13,347 | 1,267,965 |
| NSTAR Electric Company, 4.780% | 100,000 | 9,950,000 |
| PPL Capital Funding, Inc., 5.900% (Z) | 1,450,320 | 36,751,109 |
| SCE Trust I, 5.625% | 265,000 | 6,799,900 |
| SCE Trust II, 5.100% | 1,208,500 | 29,596,165 |
| The Southern Company, 6.250% | 155,000 | 4,092,000 |
| Union Electric Company, 3.700% | 12,262 | 1,049,934 |
| Multi-utilities Baltimore Gas & Electric Company, 6.9% | 20,250 | 2,039,556 |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

| | | |
|------------------------------------|---------------|------------|
| Series 1993, 6.700% | | |
| Baltimore | | |
| Gas | | |
| & | | |
| Electric | 134,000 | 13,550,750 |
| Company, | | |
| Series 1995, 6.990% | | |
| BGE | | |
| Capital | | |
| Trust | 690,000 | 17,746,800 |
| II, | | |
| 6.200% (Z) | | |
| DTE | | |
| Energy | 235,000 | 5,771,600 |
| Company, | | |
| 5.250% | | |
| DTE | | |
| Energy | 180,000 | 4,827,600 |
| Company, | | |
| 6.500% (Z) | | |
| Integrus | | |
| Holding, | | |
| Inc. | | |
| (6.000% | | |
| to | | |
| 8-1-23, | 255,000 | 6,494,544 |
| then | | |
| 3 | | |
| month | | |
| LIBOR | | |
| + | | |
| 3.220% (Z) | | |
| Common stocks | | |
| 48.2% (31.9% of Total | \$353,102,100 | |
| investments) | | |
| (Cost \$258,994,909) | | |
| Energy 7.1% | 51,689,230 | |
| Oil, gas and consumable fuels 7.1% | | |
| Chevron | | |
| Corp. (Z) | 67,000 | 6,088,960 |
| Columbia | | |
| Pipeline | | |
| Group, | 360,000 | 7,477,200 |
| Inc. | | |
| ConocoPhillips, | 93,000 | 4,801,500 |
| Kinder | | |
| Morgan, | 262,000 | 7,165,700 |
| Inc. (Z) | | |
| Royal | 204,500 | 10,728,070 |
| Dutch | | |
| Shell PLC, | | |

| | | |
|--|---------|-------------|
| ADR, Class A Spectra Energy Corp. (Z) | 540,000 | 15,427,800 |
| Telecommunication services 3.8% Diversified telecommunication services 3.8% | | 27,970,650 |
| AT&T, Inc. | 415,000 | 13,906,650 |
| Verizon Communication Inc. (Z) | 200,000 | 14,064,000 |
| Utilities 37.3% Electric utilities 15.6% | | 273,442,220 |
| American Electric Power Company, Inc. (Z) | 200,000 | 11,330,000 |
| Duke Energy Corp. (Z) | 285,000 | 20,368,950 |
| Eversource Energy (Z) | 560,000 | 28,526,400 |
| FirstEnergy Corp. | 241,450 | 7,533,240 |
| OGE Energy Corp. | 330,000 | 9,408,300 |
| Pinnacle West Capital Corp. (Z) | 50,000 | 3,175,500 |
| PPL Corp. (Z) | 240,000 | 8,256,000 |
| The Southern Company (Z) | 75,000 | 3,382,500 |
| UIL Holdings Corp. (Z) | 195,000 | 9,943,050 |

SEE NOTES TO FINANCIAL STATEMENTS10

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

| | Shares | Value |
|---|-----------|--------------|
| Utilities (continued) | | |
| Electric utilities (continued) | | |
| Xcel | | |
| Energy, Inc. (Z) | 347,000 | \$12,363,610 |
| Gas utilities 2.2% | | |
| AGL | | |
| Resources, Inc. (Z) | 120,000 | 7,500,000 |
| Atmos | | |
| Energy Corp. (Z) | 100,000 | 6,300,000 |
| ONE Gas, Inc. (Z) | 42,500 | 2,075,700 |
| Multi-utilities 19.5% | | |
| Alliant | | |
| Energy Corp. (Z) | 400,000 | 23,608,000 |
| Black Hills | | |
| Corp. (Z) | 220,000 | 10,071,600 |
| CenterPoint | | |
| Energy, Inc. (Z) | 1,065,000 | 19,755,750 |
| Dominion | | |
| Resources, Inc. (Z) | 225,000 | 16,071,750 |
| DTE | | |
| Energy Company (Z) | 250,000 | 20,397,500 |
| National | | |
| Grid PLC, ADR | 235,000 | 16,826,000 |
| NiSource, Inc. | | |
| TECO | | |
| Energy, Inc. (Z) | 526,560 | 14,217,120 |
| Vectren | | |
| Corp. (Z) | 215,000 | 9,776,050 |
| WEC | | |
| Energy Group, Inc. | 80,000 | 4,124,800 |
| | Par value | Value |
| Short-term | | |
| investments (0.5% of Total investments) | 0.7% | \$5,301,000 |

| | |
|---|-------------------------|
| (Cost \$5,301,000) | |
| Repurchase agreement 0.7% | 5,301,000 |
| Repurchase Agreement with State Street Corp. dated 10-30-15 at 0.000% to be repurchased at \$5,301,000 on 11-2-15, 5,301,000 5,301,000 collateralized by \$5,405,000 Federal Home Loan Bank, 0.750% due 8-28-17 (valued at \$5,412,027, including interest) | |
| Total investments (Cost \$972,152,859) 151.0% | \$1,106,086,402 |
| Other assets and liabilities, net (51.0%) | (\$373,517,875) |
| Total net assets 100.0% | \$732,568,527 |

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

Key to Security

Abbreviations and

Legend

American
ADR Depository
Receipts
London
LIBOR Interbank
Offered Rate
Non-income
(I) producing
security.
These
securities are
exempt from
registration
under Rule
144A of the
Securities Act
of 1933. Such
(S) securities may
be resold,
normally to
qualified
institutional
buyers, in
transactions
exempt from
registration.
All or a
portion of this
security is
pledged as
collateral
(Z) pursuant to the
Credit Facility
Agreement.
Total collateral
value at
10-31-15 was
\$681,499,863.
At 10-31-15,
the aggregate
cost of
investment
securities for
federal income
tax purposes
was
\$973,267,688.
Net unrealized

appreciation
aggregated
\$132,818,714,
of which
\$143,280,954
related to
appreciated
investment
securities and
\$10,462,240
related to
depreciated
investment
securities.

11SEE NOTES TO FINANCIAL STATEMENTS

Financial statements

STATEMENT OF ASSETS AND LIABILITIES 10-31-15

| | | |
|--|----------------------------|----------------------|
| Assets | | |
| Investments, at value (Cost \$972,152,859) | | \$1,106,086,402 |
| Cash | | 211,112 |
| Cash held at broker for futures contracts | | 1,161,000 |
| Cash segregated at custodian for swap contracts | | 1,220,000 |
| Receivable for investments sold | | 5,835,172 |
| Dividends and interest receivable | | 3,507,631 |
| Other receivables and prepaid expenses | | 16,322 |
| Total assets | | 1,118,037,639 |
| Liabilities | | |
| Credit facility agreement payable | | 383,700,000 |
| Swap contracts, at value | | 1,192,577 |
| Payable for futures variation margin | | 67,183 |
| Interest payable | | 295,686 |
| Payable to affiliates | | |
| Administrative service fees | | 94,133 |
| Trustees' fees | | 2,762 |
| Other liabilities and accrued expenses | | 116,771 |
| Total liabilities | | 385,469,112 |
| Net assets | | \$732,568,527 |
| Net assets consist of | | |
| Paid-in capital | | \$594,784,786 |
| Undistributed net investment income | | 5,745,953 |
| Accumulated net realized gain (loss) on investments, futures contracts and swap agreements | | (557,227) |
| Net unrealized appreciation (depreciation) on investments, futures contracts and swap agreements | | 132,595,015 |
| Net assets | | \$732,568,527 |
| Net asset value per share | | |
| Based on 48,372,321 shares of beneficial interest outstanding | unlimited number of shares | \$15.14 |
| authorized with no par value | | |
| SEE NOTES TO FINANCIAL STATEMENTS 12 | | |

STATEMENT OF OPERATIONS For the year ended 10-31-15

| | |
|--|----------------------|
| Investment income | |
| Dividends | \$61,634,095 |
| Less foreign taxes withheld | (72,192) |
| Total investment income | 61,561,903 |
| Expenses | |
| Investment management fees | 8,743,141 |
| Administrative services fees | 1,132,774 |
| Transfer agent fees | 138,734 |
| Trustees' fees | 52,937 |
| Printing and postage | 239,009 |
| Professional fees | 156,073 |
| Custodian fees | 88,757 |
| Stock exchange listing fees | 46,159 |
| Interest expense | 3,288,915 |
| Other | 32,767 |
| Total expenses | 13,919,266 |
| Less expense reductions | (86,406) |
| Net expenses | 13,832,860 |
| Net investment income | 47,729,043 |
| Realized and unrealized gain (loss) | |
| Net realized gain (loss) on | |
| Investments | 12,763,498 |
| Futures contracts | (3,940,261) |
| Swap contracts | (1,487,695) |
| | 7,335,542 |
| Change in net unrealized appreciation (depreciation) of | |
| Investments | (18,596,898) |
| Futures contracts | 647,786 |
| Swap contracts | 198,902 |
| | (17,750,210) |
| Net realized and unrealized loss | (10,414,668) |
| Increase in net assets from operations | \$37,314,375 |

13SEE NOTES TO FINANCIAL STATEMENTS

STATEMENTS OF CHANGES IN NET ASSETS

| Year ended 10-31-15 | Year ended 10-31-14 |
|--|----------------------|
| Increase (decrease) in net assets From operations | |
| Net investment income | |
| \$47,729,043 | \$49,009,806 |
| Net realized gain | |
| 1,335,542 | 728,669 |
| Change in net unrealized appreciation (depreciation) | |
| (17,750,210) | 85,138,189 |
| Increase in net assets resulting from operations | |
| 37,314,375 | 134,876,664 |
| Distributions to shareholders | |
| From net investment income | |
| (43,632,491) | (48,052,477) |
| From net realized gain | |
| (9,786,885) | (17,022,877) |
| Total distributions | |
| (53,419,376) | (65,075,354) |
| From fund share transactions | |
| Repurchases | |
| (16,344,551) | (5,368,124) |
| Total increase | |
| (32,449,552) | 64,433,186 |

| | |
|--------------------------|----------------------|
| (decrease) | |
| Net | |
| assets | |
| Beginning | |
| of 765,018,079 | 700,584,893 |
| year | |
| End | |
| of \$732,568,527 | \$765,018,079 |
| year | |
| Undistributed | |
| net | |
| investment | |
| income | |
| Share | |
| activity | |
| Shares | |
| outstanding | |
| Beginning | |
| of 49,590,757 | 50,008,453 |
| year | |
| Shares | |
| repurchased (1,218,436) | (417,696) |
| End | |
| of 48,372,321 | 49,590,757 |
| year | |

SEE NOTES TO FINANCIAL STATEMENTS 14

STATEMENT OF CASH FLOWS For the year ended 10-31-15

| | |
|--|------------------------|
| Cash flows from operating activities | |
| Net increase in net assets from operations | \$37,314,375 |
| Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities: | |
| Long-term investments purchased | (166,264,304) |
| Long-term investments sold | 189,799,722 |
| Decrease in short-term investments | 9,790,000 |
| Increase in cash held at broker for futures contracts | (129,000) |
| Increase in cash segregated at custodian for swap contracts | (60,000) |
| Increase in receivable for investments sold | (5,360,173) |
| Increase in dividends and interest receivable | (834,084) |
| Increase in unrealized appreciation/depreciation of swap contracts | (198,902) |
| Decrease in receivable for futures variation margin | 295,616 |
| Increase in other receivables and prepaid expenses | (1,481) |
| Decrease in payable for investments purchased | (251,650) |
| Increase in payable to affiliates | 1,533 |
| Decrease in other liabilities and accrued expenses | (42,954) |
| Decrease in custodian overdraft | (816) |
| Increase in interest payable | 83,757 |
| Net change in unrealized (appreciation) depreciation on investments | 18,596,898 |
| Net realized gain on investments | (12,763,498) |
| Net cash provided by operating activities | \$69,975,039 |
| Cash flows from financing activities | |
| Repurchase of common shares | (\$16,344,551) |
| Distributions to common shareholders | (53,419,376) |
| Net cash used in financing activities | (\$69,763,927) |
| Net increase in cash | \$211,112 |
| Cash at beginning of period | |
| Cash at end of period | \$211,112 |
| Supplemental disclosure of cash flow information: | |
| Cash paid for interest | \$3,205,158 |

15SEE NOTES TO FINANCIAL STATEMENTS

Financial highlights

| COMMON SHARES | | | | | |
|--|-------------------|-------------------|-----------------|-----------------|-----------------|
| Period Ended | 10-31-15 | 10-31-14 | 10-31-13 | 10-31-12 | 10-31-11 |
| Per share operating performance | | | | | |
| Net asset value, beginning of period | \$15.43 | \$14.01 | \$14.56 | \$13.22 | \$12.16 |
| Net investment income ¹ | 0.97 | 0.98 | 0.96 | 0.89 | 0.88 |
| Net realized and unrealized gain (loss) on investments | (0.21) | 1.74 | (0.60) | 1.36 | 1.09 |
| Total from investment operations | 0.76 | 2.72 | 0.36 | 2.25 | 1.97 |
| Less distributions to common shareholders | | | | | |
| From net investment income | (0.89) | (0.97) | (0.91) | (0.91) | (0.91) |
| From net realized gain | (0.20) | (0.34) | | | |
| Total distributions | (1.09) | (1.31) | (0.91) | (0.91) | (0.91) |
| Anti-dilutive impact of repurchase plan | 0.04 ² | 0.01 ² | | | |
| Net asset value, end of period | \$15.14 | \$15.43 | \$14.01 | \$14.56 | \$13.22 |
| Per share market value, end of period | \$13.68 | \$13.67 | \$12.51 | \$14.32 | \$12.30 |
| Total return at net asset value (%)^{3,4} | 6.18 | 22.07 | 2.94 | 17.61 | 17.23 |
| | 8.29 | 21.12 | (6.54) | 24.32 | 13.17 |

**Total return
at market
value (%)⁴**Ratios and
supplemental
dataNet assets
applicable to
common
shares, end of
period (in
millions)

| | | | | | |
|--|-------|-------|-------|-------|-------|
| | \$733 | \$765 | \$701 | \$728 | \$660 |
|--|-------|-------|-------|-------|-------|

Ratios (as a
percentage of
average net
assets):Expenses
before
reductions

| | | | | | |
|--|------|------|------|------|-------------------|
| | 1.86 | 1.79 | 1.77 | 1.85 | 1.98 ⁵ |
|--|------|------|------|------|-------------------|

Expenses
including
reductions⁶

| | | | | | |
|--|------|------|------|------|-------------------|
| | 1.85 | 1.79 | 1.77 | 1.85 | 1.87 ⁵ |
|--|------|------|------|------|-------------------|

Net
investment
income

| | | | | | |
|--|------|------|------|------|------|
| | 6.38 | 6.85 | 6.61 | 6.45 | 7.00 |
|--|------|------|------|------|------|

Portfolio
turnover (%)

| | | | | | |
|--|----|---|----|----|----|
| | 15 | 6 | 26 | 14 | 13 |
|--|----|---|----|----|----|

Senior
securitiesTotal debt
outstanding
end of period
(in millions)

| | | | | | |
|--|-------|-------|-------|-------|-------|
| | \$384 | \$384 | \$384 | \$366 | \$329 |
|--|-------|-------|-------|-------|-------|

Asset
coverage per
\$1,000 of
debt⁷

| | | | | | |
|--|---------|---------|---------|---------|---------|
| | \$2,909 | \$2,994 | \$2,826 | \$2,990 | \$3,006 |
|--|---------|---------|---------|---------|---------|

Based on average

1 daily shares
outstanding.2 The repurchase plan
was completed at a
repurchase price of
\$13.41 and \$12.85 for
1,218,436 and 417,696
shares, which equals
\$16,344,551 and
\$5,368,124 in
redemptions for the

periods ended
10-31-15 and
10-31-14,
respectively.

- 3 Total returns would have been lower had certain expenses not been reduced during the applicable periods. Total return based on net asset value reflects changes in the fund's net asset value during each period. Total return based on market value reflects changes in market value. Each figure assumes that distributions form
- 4 income, capital gain and tax return of capital, 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. Includes non-recurring litigation fees which represent 0.02% of average net assets for the year ended
- 5 10-31-11. Insurance recovery expense reduction for the year ended 10-31-11 represents 0.11% of average net assets.
- 6 Expenses including reductions excluding interest expense were 1.41%, 1.44%, 1.41%, 1.40% and 1.37% for the periods ended 10-31-15, 10-31-14, 10-31-13, 10-31-12 and 10-31-11,

respectively.

Asset coverage equals the total net assets plus borrowings divided by the borrowings of the fund outstanding at period end (Note 8). As debt outstanding changes, the level of invested assets may change accordingly. Asset coverage ratio provides a measure of leverage.

7

SEE NOTES TO FINANCIAL STATEMENTS 16

Notes to financial statements

Note 1 Organization

John Hancock Premium Dividend Fund (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 qualifies 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. 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. Other portfolio 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.

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 and related inputs 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 October 31, 2015, by major security category or type:

| | Total value at 10-31-15 | Level 1 quoted price | Level 2 significant observable inputs | Level 3 significant unobservable inputs |
|-----------------------------|--|---------------------------------|--|--|
| Preferred securities | | | | |
| Consumer staples | \$20,406,750 | | \$20,406,750 | |
| Energy | 2,958,600 | \$2,958,600 | | |
| Financials | 435,862,637 | 435,862,637 | | |
| Industrials | 3,522,150 | 3,522,150 | | |
| Telecommunication services | 49,750,860 | 47,794,460 | 1,956,400 | |

17

| | Total value at 10-31-15 | Level 1 quoted price | Level 2 significant observable inputs | Level 3 significant unobservable inputs |
|--|--|---------------------------------|--|--|
| Utilities | 235,182,305 | 189,828,499 | 45,353,806 | |
| Common stocks | 353,102,100 | 353,102,100 | | |
| Short-term investments | 5,301,000 | | 5,301,000 | |
| Total investments in securities | \$1,106,086,402 | \$1,033,068,446 | \$73,017,956 | |
| Other financial instruments: | | | | |
| Futures | (\$145,951) | (\$145,951) | | |
| Interest rate swaps | (\$1,192,577) | | (\$1,192,577) | |

Securities held by the fund with market value of approximately \$16,300,000 at the beginning of the year were transferred from Level 2 to Level 1 during the period since quoted prices in active markets for identical securities became available.

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, assets and liabilities resulting from repurchase agreements are not offset 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. 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. Foreign taxes are provided for based on the fund's understanding of the tax rules and rates that exist in the foreign markets in which it invests. Gains and losses on securities sold are determined on the basis of identified cost and may include proceeds from litigation.

Foreign taxes. The fund may be subject to withholding tax on income and/or capital gains or repatriation taxes imposed by certain countries in which the fund invests. Taxes are accrued based upon investment income, realized gains or unrealized appreciation.

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.

As of October 31, 2015, 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.

Managed distribution plan. On September 25, 2014, the Board of Trustees approved a managed distribution plan (the Managed Distribution Plan). Under the Managed Distribution Plan, the fund makes monthly distributions of an amount equal to \$0.09 per share, which will be paid monthly until further notice. This fixed amount was based on an annual distribution rate of 7.32% of the fund's net asset value of \$14.76 and an annual distribution rate of 8.36% of the fund's closing share price of \$12.92 on September 26, 2014.

Distributions under the Managed Distribution Plan may consist of net investment income, net realized long-term capital gains, net realized short-term capital gains and, to the extent necessary, return of capital. Return of capital distributions may be necessary when the fund's net investment income and net capital gains are insufficient to meet the minimum distribution. In addition, the fund may also make additional distributions for the purpose of not incurring federal income and excise taxes.

The Board of Trustees may terminate or reduce the amount paid under the Managed Distribution Plan at any time. The termination or reduction may have an adverse effect on the market price of the fund's shares.

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 under the Managed Distribution Plan described above. The tax character of distributions for the years ended October 31, 2015 and 2014 was as follows:

| | October 31, 2015 | October 31, 2014 |
|-------------------------|-------------------------|-------------------------|
| Ordinary Income | \$44,655,027 | \$48,232,507 |
| Long-term Capital Gains | 8,764,349 | 16,842,847 |
| Total | \$53,419,376 | \$65,075,354 |

As of October 31, 2015, the components of distributable earnings on a tax basis consisted of \$5,745,953 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 wash sale loss deferrals and derivative transactions.

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 held at the broker for futures contracts or cash segregated at the custodian for swap contracts.

Note 3 Derivative instruments

The fund may invest in derivatives in order to meet its investment objective. Derivatives include a variety of different instruments that may be traded in the OTC 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.

Certain swaps are 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.

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.

Futures are traded or cleared on an exchange. Exchange-traded or cleared transactions generally present less counterparty risk to a fund than OTC transactions. The exchange or clearinghouse stands between the fund and the broker to the contract and therefore, credit risk is generally limited to the failure of the exchange or clearinghouse and the clearing member.

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.

During the year ended October 31, 2015, the fund used futures contracts to manage against anticipated interest rate changes. The fund held futures contracts with notional values ranging from \$108.7 million to \$112.6 million as measured at each quarter end. The following table summarizes the contracts held at October 31, 2015:

Open contracts

Position

| | Number of contracts | | Expiration date | Notional basis* | Notional value | Unrealized appreciation (depreciation) |
|---------------------------------------|----------------------------|-------|------------------------|------------------------|-----------------------|---|
| 10-Year U.S. Treasury Note Futures | 860 | Short | Dec 2015 | (\$109,665,299) | (\$109,811,250) | (\$145,951) |

* Notional basis refers to the contractual amount agreed upon at inception of open contracts; notional value represents 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

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

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 October 31, 2015, the fund used interest rate swaps in anticipation of rising interest rates. The following table summarizes the interest rate swap contracts held as of October 31, 2015:

| Counterparty | USD notional amount | Payments made by fund | Payments received by fund | Maturity date | Market value |
|---------------------------------|----------------------|-----------------------|------------------------------|---------------|----------------------|
| Morgan Stanley Capital Services | \$82,000,000 | Fixed 1.4625% | 3-month LIBOR ^(a) | Aug 2016 | (\$830,207) |
| Morgan Stanley Capital Services | 82,000,000 | Fixed 0.8750% | 3-month LIBOR ^(a) | Jul 2017 | (362,370) |
| | \$164,000,000 | | | | (\$1,192,577) |

^(a) At 10-31-15, 3-month LIBOR was 0.3341%

No interest rate swap positions were entered into or closed during the year ended October 31, 2015.

Fair value of derivative instruments by risk category

The table below summarizes the fair value of derivatives held by the fund at October 31, 2015 by risk category.

| Risk | Statement of assets and liabilities location | Financial instruments location | Asset derivatives fair value | Liabilities derivatives fair value |
|---------------|--|--------------------------------|------------------------------|------------------------------------|
| Interest rate | Swap contracts, at value | Interest rate swaps | | (\$1,192,577) |
| Interest rate | Receivable/payable for futures | Futures | | (145,951) |
| | | | | (\$1,338,528) |

Reflects cumulative appreciation/depreciation on futures as disclosed in Note 3. Only the period end variation margin is separately disclosed on 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 October 31, 2015:

| Risk | Statement of | Futures contracts | Swap contracts | Total |
|------|--------------|-------------------|----------------|-------|
|------|--------------|-------------------|----------------|-------|

**operations
location**

| | | | | |
|---------------|--------------------------|----------------|----------------|----------------|
| Interest rate | Net realized gain (loss) | (\$3,940,261) | (\$1,487,695) | (\$5,427,956) |
|---------------|--------------------------|----------------|----------------|----------------|

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 October 31, 2015:

| Risk | Statement of operations location | Futures contracts | Swap contracts | Total |
|---------------|--|--------------------------|-----------------------|--------------|
| Interest rate | Change in unrealized appreciation (depreciation) | \$647,786 | \$198,902 | \$846,688 |

21

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, equivalent on an annual basis, to 0.50% of the fund's average daily managed assets (net assets plus borrowings under the Credit Facility Agreement) (see Note 8). In addition, the fund pays to the Advisor 5.00% of the fund's daily gross income, which amounted to \$3,078,095 for the year ended October 31, 2015. 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.

The Advisor has contractually agreed to waive a portion of its management fee and/or reimburse expenses for certain funds of the John Hancock group of funds complex, including the fund (the participating portfolios). This waiver is based upon aggregate net assets of all the participating portfolios. 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. During the year ended October 31, 2015, this waiver amounted to 0.01% of the fund's average daily managed assets. 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 \$86,406 for the year ended October 31, 2015.

The investment management fees, including the impact of the waivers and reimbursements as described above, incurred for the year ended October 31, 2015 were equivalent to a net annual effective rate of 0.76% of the fund's average daily managed assets.

Administrative services. The fund has an administrative agreement with the Advisor under which the Advisor oversees the custodial, auditing, valuation, accounting, legal, stock transfer and dividend disbursing services and other operational activities and maintains fund communications with shareholders. The fund pays the Advisor a monthly administration fee at an annual rate of 0.10% of the fund's average weekly managed assets.

Trustee expenses. The fund compensates each Trustee who is not an employee of the Advisor or its affiliates. These Trustees receive 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 Fund share transactions

On December 17, 2014, the Board of Trustees approved a share repurchase program. Under the share repurchase program, the fund may repurchase, in the open market, up to 10% of its outstanding common shares as of December 31, 2014. The current share purchase plan will remain in effect between January 1, 2015 and December 31, 2015.

During the years ended October 31, 2015 and 2014, the fund repurchased 2.44% and 0.84% of its common shares outstanding under the repurchase program, respectively. The weighted average discount per share on these repurchases amount to 10.33% and 10.16% for the years ended October 31, 2015 and 2014, respectively. Shares repurchased and

corresponding dollar amounts are included on the Statements of changes in net assets. The anti-dilutive impacts of these share repurchases are included on the Financial highlights.

Note 7 Leverage risk

The fund utilizes a Credit Facility Agreement (CFA) to increase its assets available for investment. When the fund leverages its assets, common shareholders bear the fees associated with the CFA and have 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.

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 de-leverage, 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 8 Credit facility agreement

The fund has entered into a CFA with Credit Suisse Securities (USA) LLC (CSSU), pursuant to which the fund borrows money to increase its assets available for investment. In accordance with the 1940 Act, the fund's borrowings under the CFA will not exceed 33 1/3% of the fund's managed assets (net assets plus borrowings) at the time of any borrowing.

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. Prior to January 1, 2015, the interest rate charged under CFA was a rate of three-month LIBOR plus 0.41% (paid monthly). As of October 31, 2015, the fund had borrowings of \$383,700,000, at an interest rate of 0.89%, which is reflected in the Credit facility agreement payable on the Statement of assets and liabilities. During the year ended October 31, 2015, the average borrowings under the CFA and the effective average interest rate were \$383,700,000 and 0.86%, respectively.

Effective December 2, 2015, the CFA with CSSU has been terminated and the fund has entered into a new liquidity facility with State Street Bank and Trust Company (SSB). The new liquidity facility agreement with SSB includes a line of credit and will utilize securities lending and reverse repurchase agreements. Pursuant to the agreement, the fund may borrow up to \$384 million and interest charged is at the rate of one month LIBOR plus 0.625% and is payable monthly.

Note 9 Purchase and sale of securities

Purchases and sales of securities, other than short-term investments, amounted to \$166,264,304 and \$189,799,722, respectively, for the year ended October 31, 2015.

23

Note 10 Industry or sector risk

The fund generally invests a large percentage of its assets in one or more particular industries or sectors of the economy. If a large percentage of the fund's assets are economically tied to a single or small number of industries or sectors of the economy, the fund will be less diversified than a more broadly diversified fund, and it may cause the fund to underperform if that industry or sector underperforms. In addition, focusing on a particular industry or sector may make the fund's net asset value more volatile. Further, a fund that invests in particular industries or sectors is particularly susceptible to the impact of market, economic, regulatory and other factors affecting those industries or sectors.

AUDITOR'S REPORT

Report of Independent Registered Public Accounting Firm

To the Board of Trustees and Shareholders of John Hancock Premium Dividend Fund:

In our opinion, the accompanying statement of assets and liabilities, including the fund's 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 John Hancock Premium Dividend Fund (the "Fund") at October 31, 2015, 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 October 31, 2015 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

Boston, Massachusetts

December 17, 2015

25

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 October 31, 2015.

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.

The fund paid \$8,764,349 in capital gain dividends.

Eligible shareholders will be mailed a 2015 Form 1099-DIV in early 2016. This will reflect the tax character of all distributions paid in calendar year 2015.

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

26

ADDITIONAL INFORMATION

Unaudited

Investment objective and policy

The fund is a closed-end, diversified management investment company, common shares of which were initially offered to the public on December 15, 1989, and are publicly traded on the New York Stock Exchange (the NYSE). The fund's investment objective is to provide high current income, consistent with modest growth of capital. The fund will pursue its objective by investing in a diversified portfolio comprised primarily of dividend paying preferred securities and common equity securities. The fund utilizes a credit facility agreement to increase its assets available for investments.

Under normal circumstances, the fund will invest at least 80% of its assets in dividend paying securities. The fund will notify shareholders at least 60 days prior to any change in this 80% investment policy.

Effective December 2, 2015, the Board of Trustees approved changes to the fund's investment policy regarding securities lending, replacing it with the following: "The fund may seek to obtain additional income or portfolio leverage by making secured loans of its portfolio securities with a value of up to 33 1/3% of its total assets. In such transactions, the borrower pays to the fund an amount equal to any dividends or interest received on loaned securities. The fund retains all or a portion of the dividends, interest, capital gains, and/or other distributions received on investment of cash collateral in short-term obligations of the U.S. government, cash equivalents (including shares of a fund managed by the fund's investment adviser or an affiliate thereof), or other investments consistent with the fund's investment objective, policies, and restrictions, or receives a fee from the borrower. As a result of investing such cash collateral in such investments, the fund will receive the benefit of any gains and bear any losses generated by such investments. All securities loans will be made pursuant to agreements requiring that the loans be continuously secured by collateral in cash or short-term debt obligations at least equal at all times to the market value of the loaned securities. The fund may pay reasonable finders', administrative and custodial fees in connection with loans of its portfolio securities. Although voting rights or rights to consent accompanying loaned securities pass to the borrower, the fund retains the right to call the loans at any time on reasonable notice, and it will do so in order that the securities may be voted by the fund with respect to matters materially affecting the fund's investment. The fund may also call a loan in order to sell the securities involved. Lending portfolio securities involves risks of delay in recovery of the loaned securities or, in some cases, loss of rights in the collateral should the borrower commence an action relating to bankruptcy, insolvency or reorganization. Accordingly, loans of portfolio securities will be made only to borrowers considered by the Adviser to be creditworthy under guidelines adopted by the Board of Trustees. Investing cash collateral received in connection with securities lending transactions in any investment that is consistent with the fund's investment objective, policies, and limitations may subject the fund to risk of loss greater than the risk of loss associated with investing collateral solely in short-term U.S. government obligations or cash equivalents."

The use of securities lending collateral to obtain leverage in the fund's investment portfolio may subject the fund to greater risk of loss than would reinvestment of collateral in short-term, highly-rated investments. Risks associated with the fund's use of leverage are discussed under Note 6 to the financial statements.

Interest rate swap risk. 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.

Dividends and distributions

During the year ended October 31, 2015, distributions from net investment income totaling \$0.8864 and distributions from capital gains totaling \$0.1993 per share were paid to shareholders. The dates of payments and the amounts per share were as follows:

27

Payment date Monthly distributions

| | |
|--------------------|-----------------|
| November 28, 2014 | \$0.0900 |
| December 18, 2014 | 0.0900 |
| January 30, 2015 | 0.0900 |
| February 27, 2015 | 0.0900 |
| March 31, 2015 | 0.0900 |
| April 30, 2015 | 0.0900 |
| May 30, 2015 | 0.0900 |
| June 30, 2015 | 0.0900 |
| July 31, 2015 | 0.0900 |
| August 31, 2015 | 0.0900 |
| September 30, 2015 | 0.0900 |
| October 30, 2015 | 0.0900 |
| Total | \$1.0800 |

Payment date Additional distribution

| | |
|-------------------|-----------------|
| December 18, 2014 | \$0.0057 |
| Total | \$1.0857 |

Dividend reinvestment plan

The fund's Dividend Reinvestment Plan (the Plan) provides that distributions of dividends and capital gains 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 is entitled to participate in the Plan. In addition, every shareholder who became a shareholder of the fund after June 30, 2011, and holds 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 dividend or 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 dividends or 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 dividends and net capital gains distributions does not relieve participants of any income tax that may be payable on such dividends or 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 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 www.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 www.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 dividend or 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 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 www.computershare.com/investor. If received in proper form by the Plan Agent before the record date of a dividend, the election will be effective with respect to all dividends 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 dividend or distribution by the fund.

Effective November 1, 2013, the Plan was revised to provide that Computershare Trust Company, N.A. no longer provides mail loss insurance coverage when shareholders mail their certificates to the fund's administrator.

All correspondence or requests for 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)).

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.

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 Premium Dividend Fund (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, 2015 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 21-22, 2015.

Approval of Advisory and Subadvisory Agreements

At in-person meetings held on June 23-25, 2015, 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.

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 John Hancock group of funds complex (the John Hancock Fund Complex).

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

- 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
- (a) programs, such as the Subadvisor's compliance with fund policies and objectives, 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
- (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 one-, three- and five-year periods. The Board also noted that, based on its net asset value, the fund outperformed its peer group average for the one- and five-year periods and underperformed its peer group average for the three-year period ended December 31, 2014. The Board took into account management's discussion of the fund's performance, including the favorable performance relative to the benchmark index for the one-, three- and five-year periods and to the peer group for the one- and five-year periods. The Board concluded that the fund's performance has generally been in line with or outperformed the historical performance of comparable funds and the fund's benchmark index.

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 higher than the peer group median and that total expenses for the fund are lower than the peer group median.

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 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 John Hancock Fund 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 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 fees 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 contractually agreed to waive a portion of its management fee and/or reimburse expenses for certain funds of the John Hancock Fund Complex, including the fund (the participating portfolios). This waiver is based upon aggregate net assets of all the participating portfolios. 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. 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 noted that although the fund does not have breakpoints in its contractual management fee, its total expenses are below 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 Fund Complex);
- (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 provider 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 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 fees. The Board considered that the fund pays an advisory fee to the Advisor and that, in turn, the Advisor pays subadvisory fees 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 noted that the limited size of the Lipper peer group was not sufficient for comparative purposes. The Board also took into account the subadvisory fee paid by the Advisor to the Subadvisor with respect to the fund and compared them 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 asset value, has generally been in line with or outperformed the historical performance of comparable funds and the fund's benchmark index; and
- (3) the subadvisory fees are 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

| Name, year of birth Position(s) held with fund Principal occupation(s) and other directorships during past 5 years | Trustee Number of John of the Hancock funds Trust overseen by since¹ Trustee |
|---|--|
|---|--|

James M. Oates, Born: 1946 2012228
Trustee and Chairperson of the Board
 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
 (1998-2014); Director, Virtus Funds
 (formerly Phoenix Mutual Funds)
 (since 1988). Trustee and Chairperson
 of the Board, John Hancock Collateral
 Trust and John Hancock
 Exchange-Traded Fund Trust (since
 2015); Trustee and Chairperson of the
 Board, John Hancock retail funds³
 (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).

Charles L. Bardelis,² Born: 1941 2012228
Trustee
 Director, Island Commuter Corp. (marine

transport). Trustee, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015); Trustee, John Hancock retail funds³ (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,² Born: 1942 2012228

Trustee

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 Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015); Trustee, John Hancock retail funds³ (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 1995228

Trustee

Professor, University of Texas, Austin, Texas (since 1971); former Chancellor, University of Texas System and former President of the University of Texas, Austin, Texas; Chairman (since 2009) and Director (since 2006), Lincoln National Corporation (insurance); Director, Southwest Airlines (since 2000); former Director, LIN Television (2009-2014). Trustee, John Hancock retail funds³ (since 1986); Trustee, John Hancock Variable Insurance Trust (since 2012); Trustee, John Hancock Funds II (2005-2006 and since 2012); Trustee, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015).

Grace K. Fey, Born: 1946 2012228

Trustee

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 Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015); Trustee, John Hancock retail funds³ (since 2012); Trustee, John Hancock Variable Insurance Trust and John Hancock Funds II (since 2008).

35

Independent Trustees (continued)

| Name, year of birth Position(s) held with fund Principal occupation(s) and other directorships during past 5 years | Trustee of the Trust since¹ | Number of John Hancock funds overseen by Trustee |
|---|---|---|
|---|---|---|

Theron S. Hoffman,² Born: 1947 2012228

Trustee

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 Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015); Trustee, John Hancock retail funds³ (since 2012); Trustee, John Hancock Variable Insurance Trust and John Hancock Funds II (since 2008).

Deborah C. Jackson, Born: 1952 2008228

Trustee

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 funds³ (since 2008); Trustee of John Hancock Variable Insurance Trust and John Hancock Funds II (since 2012); Trustee, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust

(since 2015).

Hassell H. McClellan, Born: 1945 2012228

Trustee

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 Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015); Trustee, John Hancock retail funds³ (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).

Steven R. Pruchansky, Born: 1944 1992228

Trustee and Vice Chairperson of the Board

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); Partner, Right Funding, LLC (since 2014); Director, First Signature Bank & Trust Company (until 1991); Director, Mast Realty Trust (until 1994); President, Maxwell Building Corp. (until 1991). Trustee (since 1992) and Chairperson of the Board (2011-2012), John Hancock retail funds³; Trustee and Vice Chairperson of the Board, John Hancock retail funds³ John Hancock Variable Insurance Trust, and John Hancock Funds II (since 2012); Trustee, and Vice Chairperson of the Board, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015).

36

Independent Trustees (continued)

| Name, year of birth <i>Position(s) held with fund</i> | Trustee | Number of John |
|--|---|--|
| Principal occupation(s) and other directorships during past 5 years | of the Trust since¹ | Hancock funds overseen by Trustee |

Gregory A. Russo, Born: 1949 2008228

Trustee

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 (since 2012) and Finance Committee Chairman (since 2014), The Moorings, Inc. (nonprofit continuing care community); 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 funds³ (since 2008); Trustee, John Hancock Variable Insurance Trust and John Hancock Funds II (since 2012); Trustee, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015).

Non-Independent Trustees⁴

| Name, year of birth <i>Position(s) held with fund</i> | Trustee | Number of John |
|--|---|--|
| Principal occupation(s) and other directorships during past 5 years | of the Trust since¹ | Hancock funds overseen by Trustee |

James R. Boyle, Born: 1959 2015228

*Non-Independent Trustee**

Chairman, HealthFleet, Inc. (healthcare) (since 2014); Executive Vice President and Chief Executive Officer, U.S. Life Insurance Division of Genworth Financial, Inc. (insurance) (January 2014-July 2014); Senior Executive Vice President, Manulife Financial, President and Chief Executive Officer, John Hancock (1999-2012); Chairman and Director, John Hancock Advisers, LLC, John Hancock Funds, LLC, and John Hancock Investment Management Services, LLC (2005-2010); Trustee, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015); Trustee, John Hancock retail funds³ (2005-2010; 2012-2014 and since 2015); Trustee, John Hancock Variable Insurance Trust and John Hancock Funds II (2005-2014 and since 2015).

*Effective 3-10-15.

Craig Bromley, Born: 1966 2012228

Non-Independent Trustee

President, John Hancock Financial Service (since 2012); Senior Executive Vice President and General Manager, U.S. Division, Manulife Corporation (since 2012); President and Chief Executive Officer, Manulife Insurance Company (Manulife Japan) (2005-2012, including prior positions). Trustee, John Hancock retail funds,³ John Hancock Variable Insurance Trust, and John Hancock Funds II (since 2012); Trustee, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015).

Warren A. Thomson, Born: 1955 2012228

Non-Independent Trustee

Senior Executive Vice President and Chief Investment Officer, Manulife Financial

Corporation and The Manufacturers Life Insurance Company (since 2009); Chairman, Manulife Asset Management (since 2001, including prior positions); Director and Chairman, Manulife Asset Management Limited (since 2006); Director and Chairman, Hancock Natural Resources Group, Inc. (since 2013). Trustee, John Hancock retail funds,³ John Hancock Variable Insurance Trust, and John Hancock Funds II (since 2012); Trustee, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015).

37

Principal officers who are not Trustees

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

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, John Hancock retail funds,³ John Hancock Variable Insurance Trust, and John Hancock Funds II (since 2007, including prior positions); President, John Hancock Collateral Trust (since 2015); President, John Hancock Exchange-Traded Fund Trust (since 2014).

John J. Danello, Born: 1955 2014

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 funds³, John Hancock Funds II and John Hancock Variable Insurance Trust; Senior Vice President, Chief Legal

Officer and Secretary (since 2015), John Hancock Collateral Trust and John Hancock Exchange-Traded Fund 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

Chief Compliance Officer

Vice President, John Hancock Financial Services (since 2005); Chief Compliance Officer, John Hancock retail funds,³ John Hancock Variable Insurance Trust, John Hancock Funds II, John Hancock Advisers, LLC, and John Hancock Investment Management Services, LLC (since 2005); Chief Compliance Officer, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015).

Charles A. Rizzo, Born: 1957 2007

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,³ John Hancock Variable Insurance Trust and John Hancock Funds II (since 2007); Chief Financial Officer, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015).

Salvatore Schiavone, Born: 1965 2010

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 funds³ (since 2007, including prior positions); Treasurer, John Hancock Variable Insurance Trust and John Hancock Funds II (2007-2009 and since 2010, including prior positions); Treasurer, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2015).

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

Mr. Bromley, Ms. Jackson, Mr. Oates, and Mr. Pruchansky serve as Trustees for a term expiring in 2016; Mr. Boyle, Mr. Cunningham, Ms. Fey, Mr. McClellan, and Mr. Russo serve as Trustees for a term expiring in 2017; and Mr. Bardelis, Mr. Burgess, Mr. Hoffman, and Mr. Thomson serve as Trustees for a term expiring in 2018. Mr. Boyle has served as Trustee at various times prior to date listed in the table.

2 Member of the Audit Committee.

3 "John Hancock retail funds" comprises John Hancock Funds III and 36 other John Hancock funds consisting of 26 series of other John Hancock trusts and 10 closed-end funds.

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

38

More information

Trustees

James M. Oates, *Chairperson*

Steven R. Pruchansky, *Vice*

Chairperson

Charles L. Bardelis*

James R. Boyle #

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

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: PDT

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

*Member of the Audit Committee

Non-Independent Trustee

#Effective 3-10-15

For shareholder assistance refer to page 29

You can also contact us:

Regular mail:

800-852-0218

jhinvestments.com

Computershare

P.O. Box 30170

College Station, TX 77842-3170

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

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.

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.

39

John Hancock family of funds

DOMESTIC EQUITY FUNDS

INCOME FUNDS

Balanced

Bond

Blue Chip Growth

California Tax-Free Income

Classic Value

Core High Yield

Disciplined Value

Emerging Markets Debt

Disciplined Value Mid Cap

Floating Rate Income

Equity Income

Focused High Yield

Fundamental All Cap Core

Global Income

Fundamental Large Cap Core

Government Income

Fundamental Large Cap Value

High Yield Municipal Bond

Large Cap Equity

Income

New Opportunities

Investment Grade Bond

Select Growth

Money Market

Small Cap Equity

Short Duration Credit Opportunities

Small Cap Value

Spectrum Income

Small Company

Strategic Income Opportunities

Strategic Growth

Tax-Free Bond

U.S. Equity

ALTERNATIVE/SPECIALTY FUNDS

U.S. Global Leaders Growth

Value Equity

Absolute Return Currency

GLOBAL/INTERNATIONAL FUNDS

Alternative Asset Allocation

Enduring Assets

Disciplined Value International

Financial Industries

| | |
|-----------------------------|-------------------------------------|
| Emerging Markets | Global Absolute Return Strategies |
| Emerging Markets Equity | Global Conservative Absolute Return |
| Global Equity | Global Real Estate |
| Global Shareholder Yield | Natural Resources |
| Greater China Opportunities | Redwood |
| International Core | Regional Bank |
| International Growth | Seaport |
| International Small Company | Technical Opportunities |

International Value Equity

The fund's investment objectives, risks, charges, and expenses are included in the prospectus and should be considered carefully before investing. For a prospectus, contact your financial professional, call John Hancock Investments at 800-852-0218, or visit the fund's website at jhinvestments.com. Please read the prospectus carefully before investing or sending money.

ASSET ALLOCATION PORTFOLIOS

Income Allocation Fund

Lifestyle Aggressive Portfolio

Lifestyle Balanced Portfolio

Lifestyle Conservative Portfolio

Lifestyle Growth Portfolio

Lifestyle Moderate Portfolio

Retirement Choices Portfolios (2010-2055)

Retirement Living Portfolios (2010-2055)

Retirement Living II Portfolios (2010-2055)

EXCHANGE-TRADED FUNDS

John Hancock Multifactor Consumer Discretionary ETF

John Hancock Multifactor Financials ETF

John Hancock Multifactor Healthcare ETF

John Hancock Multifactor Large Cap ETF

John Hancock Multifactor Mid Cap ETF

John Hancock Multifactor Technology ETF

CLOSED-END FUNDS

Financial Opportunities

Hedged Equity & Income

Income Securities Trust

Investors Trust

Preferred Income

Preferred Income II

Preferred Income III

Premium Dividend

Tax-Advantaged Dividend Income

Tax-Advantaged Global Shareholder Yield

*"As an investment firm,
upholding the proud
tradition of John Hancock
comes down to one thing:
putting shareholders
first. We believe that if
our shareholders are
successful, then we will
be successful."*

Andrew G. Arnott

President and Chief Executive Officer
John Hancock Investments

John Hancock Multifactor ETF shares are bought and sold at market price (not NAV), and are not individually redeemed from the fund. Brokerage commissions will reduce returns.

John Hancock ETFs are distributed by Foreside Fund Services, LLC, and are subadvised by Dimensional Fund Advisors LP. Foreside is not affiliated with John Hancock Funds, LLC or Dimensional Fund Advisors LP.

Dimensional Fund Advisors LP receives compensation from John Hancock in connection with licensing rights to the John Hancock Dimensional indexes. Dimensional Fund Advisors LP does not sponsor, endorse, or sell, and makes no representation as to the advisability of investing in, John Hancock Multifactor ETFs.

John Hancock Investments

A trusted brand

John Hancock Investments is a premier asset manager representing one of America's most trusted brands, with a heritage of financial stewardship dating back to 1862. Helping our shareholders pursue their financial goals is at the core of everything we do. It's why we support the role of professional financial advice and operate with the highest standards of conduct and integrity.

A better way to invest

We build funds based on investor needs, then search the world to find proven portfolio teams with specialized expertise in those strategies. As a manager of managers, we apply vigorous oversight to ensure that they continue to meet our uncompromising standards and serve the best interests of our shareholders.

Results for investors

Our unique approach to asset management enables us to provide a diverse set of investments backed by some of the world's best managers, along with strong risk-adjusted returns across asset classes.

John Hancock
Advisers, LLC
601 Congress Street n
Boston, MA
02210-2805
800-852-0218 n
jhinvestments.com
MF230739^{P2A 10/15}
12/15

ITEM 2. CODE OF ETHICS.

As of the end of the period, October 31, 2015, 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 \$42,429 for the fiscal year ended October 31, 2015 and \$41,388 for the fiscal year ended October 31, 2014. These fees were billed to the registrant and were approved by the registrant's audit committee.

(b) Audit-Related Services

Audit-related fees amounted to \$0 for the fiscal year ended October 31, 2015 and \$0 for the fiscal year ended October 31, 2014 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"). The nature of the services comprising the audit-related services was the review of litigation related expenses. In addition, amounts billed to control affiliates for service provider internal controls reviews were \$103,940 and \$198,642 for the fiscal years ended October 31, 2015 and 2014, respectively.

(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 \$3,500 for the fiscal year ended October 31, 2015 and \$3,450 for the fiscal year ended October 31, 2014. 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

Other fees amounted to \$215 for the fiscal year ended October 31, 2015 and \$122 for the fiscal year ended October 31, 2014 billed to the registrant.

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

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-CSR

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.

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 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 October 31, 2015, 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 \$7,125,367 for the fiscal year ended October 31, 2015 and \$5,636,080 for the fiscal year ended October 31, 2014.

(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.

John Hancock Premium Dividend Fund (the Fund)

10/31 Annual Shareholder Report on Form N-CSR

ITEM 8.

PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Information about the portfolio managers

Management Biographies and Fund ownership

Below is a list of the John Hancock Asset Management a division of Manulife Asset Management (US) LLC (John Hancock Asset management) 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. Mr. Joseph Bozoyan, CFA joined the portfolio management team effective June 1, 2015. Information is provided as of December 1, 2015.

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 inception

Joseph Bozoyan

Managing Director and Portfolio Manager

John Hancock Asset Management since 2015

Began business career in 1993

Managed the Fund since 2015

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 October 31, 2015. 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.

| | Registered Investment Companies | | Other Pooled Investment Vehicles | | Other Accounts | |
|--------------------------|---------------------------------|------------------------|----------------------------------|------------------------|--------------------|------------------------|
| | Number of Accounts | Total Assets \$Million | Number of Accounts | Total Assets \$Million | Number of Accounts | Total Assets \$Million |
| Joseph Bozoyan | 4 | \$3,738 | 0 | 0 | 0 | 0 |
| Gregory K. Phelps | 4 | \$3,738 | 0 | 0 | 0 | 0 |

Number and value of accounts within the total accounts that are subject to a performance-based advisory fee: None

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 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 Subadvisor 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 Subadvisor 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 Subadvisor 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 Subadvisor 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 Subadvisor 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 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 October 31, 2015 the value, within the indicated range, of shares beneficially owned by the portfolio managers in the Fund.

| Portfolio Manager | Range of Beneficial Ownership |
|--------------------------|--------------------------------------|
| Joseph Bozoyan | \$0 |
| Gregory K. Phelps | \$1-\$10,000 |

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

(a)

Not applicable.

(b)

REGISTRANT PURCHASES OF EQUITY SECURITIES

| Period | Total Number of Shares Purchased | Average Price per share | Total Number of Shares Purchased as Part of Publicly Announced Plans* | Maximum Number of Shares that May Yet Be Purchased Under the Plans |
|---------------|---|--|--|---|
| Nov-14 | 76,242 | \$13.935 | 76,242 | 4,506,907 |
| Dec-14 | 140,296 | 13.864 | 216,538 | 4,937,422 * |
| Jan-15 | — | — | 216,538 | 4,937,422 |
| Feb-15 | — | — | 216,538 | 4,937,422 |
| Mar-15 | — | — | 216,538 | 4,937,422 |
| Apr-15 | — | — | 216,538 | 4,937,422 |
| May-15 | — | — | 216,538 | 4,937,422 |
| Jun-15 | 236,300 | 13.307 | 452,838 | 4,701,122 |
| Jul-15 | 309,200 | 13.489 | 762,038 | 4,391,922 |
| Aug-15 | 166,500 | 13.337 | 928,538 | 4,225,422 |
| Sep-15 | 108,000 | 12.814 | 1,036,538 | 4,117,422 |
| Oct-15 | 181,898 | 13.290 | 1,218,436 | 3,935,524 |
| Total | 1,218,436 | \$13.414 | | |

* In December 2014, the Board of Trustees approved a share repurchase plan. Under the current share repurchase plan, the Fund may purchase in the open market up to 10% of its outstanding common shares as of December 31, 2014. The current share repurchase plan will remain in effect between January 1, 2015 and December 31, 2015.

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 - Governance Committee Charter".

(c)(3) Registrant's notices to shareholders pursuant to Registrant's exemptive order granting an exemption from Section 19(b) of the Investment Company Act of 1940, as amended and Rule 19b-1 thereunder regarding distributions made pursuant to the Registrant's Managed Distribution Plan.

(c)(4) Contact person at the registrant.

SIGNATURES

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 Premium Dividend Fund

By:

/s/ Andrew Arnott

Andrew Arnott

President

Date: December 17, 2015

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: December 17, 2015

By:

/s/ Charles A. Rizzo

Charles A. Rizzo

Chief Financial Officer

Date: December 17, 2015
