

**GROUP RISK MANAGEMENT COMMITTEE
TERMS OF REFERENCE**

1. Objective

- 1.1 The Group Risk Management Committee ("GRMC") is established as a committee of Manulife Holdings Berhad (the "Company") Board of Directors. It supports the Board of Directors of the Company and its subsidiaries, namely Manulife Investment Management (M) Berhad and Manulife Insurance Labuan Limited ("Manulife Group") by setting and overseeing the risk management and internal control framework, the policies and procedures relevant to the identification and management of risks across Manulife Group's business operation, and regularly assessing such framework and policies to ascertain its adequacy and effectiveness.

2. Composition

- 2.1 The GRMC members shall be appointed by the Board from amongst its members and should consist of no fewer than three (3) members with majority being independent directors. The GRMC must be chaired by an independent non-executive director.

3. Meetings and Quorum

- 3.1 The GRMC should hold regular meetings, at a minimum once every quarter and should report regularly to the full board.
- 3.2 The Chairman may call additional meetings if needs arise and may invite any person to be in attendance to assist GRMC in its deliberation.
- 3.3 The Chairman of GRMC shall chair every GRMC meeting but if the Chairman is not present for 15 minutes after the time appointed for the commencement of the meeting, or unwilling to act, the GRMC members present may elect one among themselves to be chairperson of the meeting.
- 3.4 Minimum quorum of 2 independent directors is required for convening a meeting. No business may be transacted at a meeting of GRMC if a quorum is not present.
- 3.5 Every GRMC member has one vote at a meeting of GRMC. Questions arising must be put to vote and passed by majority of the votes cast on it by the GRMC members present and voting in favour of it. In the case of an equality of votes, the Chairman or the elected chairperson of the meeting shall have a second or casting vote. Member of the GRMC who has direct or deemed interest in the subjectmatter present at the GRMC's meeting shall abstain from participating in discussions and decisions on that matter or any matter arising thereof.
- 3.6 A notice of meeting confirming the date, time, venue and agenda should be circulated to the GRMC members at least five (5) working days before each meeting.
- 3.7 The Secretary should prepare the minutes and distribute it to each member. The minutes of the meeting should be signed by confirmed and signed by the chairperson of the meeting at which the proceeding was held or by the chairperson of the next succeeding meeting.
- 3.8 As a reporting procedure, the minutes shall be circulated to all members of the Board.
- 3.9 The Secretary shall keep the minutes of the GRMC meetings at the Company's registered office.
- 3.10 A resolution in writing, signed by the majority of the GRMC member shall be valid and effectual as if it had been passed at a GRMC's meeting. Any such resolution may be transmitted by the GRMC member via email to the Secretary.

4. Responsibilities

- 4.1 GRMC is responsible for:-
- (i) reviewing and recommending risk management strategies, policies and risk tolerance of Manulife Group for the board's approval;
 - (ii) reviewing and assessing the adequacy of risk management policies and framework for identifying, measuring, monitoring and controlling risks as well as the extent to which these are operating effectively within the Manulife Group;
 - (iii) ensuring adequate infrastructure, resources and systems are in place for an effective risk management ie ensuring that the staff responsible for implementing risk management systems perform those duties independently of Manulife Group's risk taking activities; and
 - (iv) reviewing the management's periodic reports on risk exposure, risk portfolio compositionand risk management activities of Manulife Group