

CORPORATE GOVERNANCE REPORT

STOCK CODE : 1058
COMPANY NAME : Manulife Holdings Berhad
FINANCIAL YEAR : December 31, 2021

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PERSUANT CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board of the Directors (the "Board") takes full responsibility in leading, governing, guiding and monitoring the entire performance of the Company and enforces standards of accountability all with a view to enabling Management to execute its responsibilities effectively.</p> <p>The Board assumes the following responsibilities to facilitate the Board in discharging its fiduciary and leadership functions:</p> <ol style="list-style-type: none">1. Reviewing and adopting a strategic plan for the Company.2. Overseeing the conduct of the Company's business to determine whether the business is being properly managed.3. Identifying principal risks, setting of risk appetites, and ensuring the implementation of appropriate internal controls and mitigation measures.4. Succession planning, including ensuring all candidates appointed to senior management positions are of sufficient calibre and programmes are in place to provide for the orderly succession of senior management.5. Overseeing the development and implementation of shareholder communications policy for the Company.6. Reviewing the adequacy and the integrity of the Company's management information and internal control systems. <p>Apart from the above, the Board has also delegated specific responsibilities to several Board Committees. While the Board Committees have the authority to examine particular issues, they will report to the Board with their decisions and/or recommendations and the ultimate responsibility on all matters lies with the entire Board.</p> <p>The Board has adopted a schedule of matters specifically reserved for its approval which include, amongst others, reviewing and approving the following:</p>

	<ol style="list-style-type: none"> 1. Strategic/business plans and annual budget. 2. New investments, divestments, mergers and acquisitions, corporate restructuring, including the establishment of subsidiaries, joint ventures or strategic alliances both locally and abroad. 3. Acquisition and disposal of significant assets of the Company. 4. Annual financial statements and the quarterly financial results prior to release to Bursa Malaysia Securities Berhad. 5. Appointment of new Directors, CEO and other senior management positions based on recommendations of the Group Nominating/Remuneration Committee. 6. Related party transactions and capital financing. 	
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the board is appointed.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Chairman of the Board (“Chairman”) assumes the formal role of leader and chairs all Board meetings, leads discussions among Directors and provides leadership to the Board in its oversight of management.</p> <p>Some of the specific responsibilities of the Chairman include ensuring:</p> <ol style="list-style-type: none"> 1. The smooth functioning of the Board, the governance structure and inculcating positive culture in the Board. 2. Guidelines and procedures are in place to govern the Board’s operations and conduct. 3. All relevant issues are on agenda for Board meeting and all Directors are able to participate in the Board activities. 4. The Board debates strategic and critical issues. 5. Avenues are provided for all Directors to participate openly in the discussion. 6. That she provides leadership to the Board and is responsible for the developmental needs of the Board and leads the Board in the oversight of Management. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied	
Explanation on application of the practice	:	The positions of Chairman and CEO are held by different individuals. There is a clear division of responsibility between the Chairman and the CEO to ensure that there is a balance of power and authority, increased accountability and a greater capacity for independent decision-making. The description of the positions of the Chairman of the Board and the CEO of the Company is provided in the Board Charter published on the Company's website at www.manulife.com.my .	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

<p><i>Note: If the board Chairman is not a member of any of these specified committees, but the board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i></p>	
Application	: Departure
Explanation on application of the practice	:
Explanation for departure	: <p>The Chairman has been the Chairman of Group Nominating/Remuneration Committee ("NRC") since year 2013. This change will be adopted when a successor to the Chairman is onboarded. The composition of Group Nominating/Remuneration Committee is currently under review.</p> <p>In effort to ensure that the Group NRC remains effective, objective, and independent in its deliberation, review and decision-making, the Group NRC comprises exclusively of non-executive directors and majority of the members are independent director throughout the period when the Chairman of the Board is chairing the Group NRC. The Chairman of the Group NRC had led the necessary discussion on performance evaluation as well as succession planning but did not participate in or chair any of the discussion involving the appointment of successor to the chairmanship and her role as chairman of the Board or the Group NRC.</p>
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>	
Measure	: Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	: Choose an item.

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied	
Explanation on application of the practice	:	The Company Secretaries of the Company are Chua Siew Chuan and Chin Mun Yee. Both Company Secretaries of the Company have professional qualifications and are qualified company secretaries under section 235(2) of the Companies Act 2016 and are registered with the Companies Commission of Malaysia. The Board has expressed their satisfaction with their performance in the recent annual performance review.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Every company is headed by a board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>The practice of the Board is to receive the agenda and Board meeting materials at least seven (7) days prior to a Board meeting. This is to enable the Directors to obtain further explanations, where necessary, in order to be briefed properly before the meeting. However, in exceptional instances, when meeting materials for urgent and/or extraordinary matters required more time for collation of relevant information and details, some parts of the Board meeting materials can end up being furnished to the Board less than seven (7) days. Under such circumstances, the Management will take the Board through the document thoroughly for a more detailed explanation.</p> <p>The minutes of the Board/Board Committee meetings are circulated to the Board to ensure that the minutes of meetings accurately reflect the deliberations and decisions of the board, including whether any director abstained from voting or deliberating on a particular matter, before they are confirmed and adopted by the members of the Board/Board Committee at the respective meetings.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

Practice 2.1

The board has a board charter which is periodically reviewed and published on the company’s website. The board charter clearly identifies–

- the respective roles and responsibilities of the board, board committees, individual directors and management; and
- issues and decisions reserved for the board.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board Charter is published on the Company’s website, and periodically reviewed by the Board for updates on new and improved practices and governance standards.</p> <p>The Board Charter describes concisely the roles and responsibilities of the Board, Board Committees, individual Directors and Management, as well as the issues and decisions reserved for the Board to facilitate the Board in discharging its fiduciary and leadership functions.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The board establishes a Code of Conduct and Ethics for the company, and together with management implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Company's Code of Business Conduct and Ethics governs the standard of ethics and good conduct expected of its Directors and employees respectively.</p> <p>The Code of Business Conduct and Ethics provides for the reporting of unethical, unprofessional, illegal, fraudulent or other questionable behaviours by way of calling or writing to Ethics Point, which is an independent third-party ethics hotline service that provides employees with phone and web-based communications tools to confidentially report suspected unethical, unprofessional, illegal or fraudulent activity conducted by others associated with the Company.</p> <p>The Code of Business Conduct and Ethics is published on the Company's website.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's policy on whistleblowing is enshrined in its Code of Business Conduct and Ethics. The Company's Code of Business Conduct and Ethics provides standards for ethical behaviour when representing the Company and when dealing with customers, investors, employees, field representatives, external suppliers, competitors, government authorities and the public.</p> <p>Concerns on unethical, unprofessional, illegal, fraudulent, or other questionable behaviours may be reported, anonymously or not, without fear of retaliation.</p> <p>All employees and members of the Board undergo annual training on the Code of Business Conduct and Ethics and confirm their understanding and adherence of the same.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities and targets.

The board takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	The Company is in the midst of reviewing its sustainability strategy, priorities and targets in accordance with the Global Impact Strategy, which was defined by the Company's Global team in January/February of 2022.
		The Company plans to conduct the Stakeholder Engagement and Materiality Assessment ("SEMA") to identify the Company's most material matters which would ultimately help to refine its strategy, priorities and targets, moving forward. This would also help set the narrative as to how internal and external stakeholders are engaged to better manage the Company's sustainability risks and opportunities. The Company is also in the process of setting up an ESG committee to strategically manage material sustainability matters.
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Company have yet to define its sustainability strategy, priorities and targets in accordance with the Global Impact Strategy which is scheduled to launch in 2nd quarter of 2022. Hence, stakeholder groups such as the Board, employees, customers, shareholders and investors were not directly informed of the Company's approach to sustainability even though there were several initiatives being rolled out by the Company which involved the stakeholders.</p> <p>All sustainability initiatives for year 2020 are disclosed in the Sustainability Statement of the 2021 Annual Report. While the Sustainability Statement provides comprehensive information on the Company's initiatives and the performance outcome of those initiatives, there are still opportunities to improve the disclosure on the Company's focus, strategy and gaps. In addition, sustainability-related performance was disclosed via several disclosure exercises with the regulators throughout the year; some of which, were available for public consumption.</p> <p>In effort to ensure the above-mentioned stakeholders are part of the Company's sustainability journey, the Company will continue to engage them and periodically update them about the sustainability milestones and achievements of the Company.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks and opportunities.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board is aware of the responsibility to maintain its continuing professional development and to stay abreast of new emerging topics which include sustainability issues relevant to the Company and its business.	
		There are plans to roll out the Stakeholder Engagement and Materiality Assessment (“SEMA”) and the Board would be informed about the outcome of the assessment as well as the sustainability strategies once the assessment is completed.	
		Once the SEMA is completed and priorities are identified, the Board would be briefed on the sustainability strategy.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the board and senior management include a review of the performance of the board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	Whilst sustainability risks and opportunities have been discussed within senior management and at the board level, the Company is still working on developing a structured sustainability strategy.	
		Sustainability KPIs are currently not incorporated into the Board and senior management's scorecard.	
		The Company is presently undertaking Stakeholder Engagement and Materiality Assessment ("SEMA") in order to develop its sustainability strategy.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5- Step Up

The board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

Application	:	Applied
Explanation on application of the practice	:	<p>The composition of the Board has been continually refreshed in keeping with the expectations under the Malaysian Code of Corporate Governance.</p> <p>The current Board was fully refreshed between 2019 and 2020.</p> <p>No Director has served the Board for more than nine (9) years.</p> <p>The Nominating/Remuneration Committee will continue to review the performance of the Directors and the tenure of service of each Director taking into consideration of the board effectiveness evaluation, competency gap, diversity, tenure length of the Director and the time commitment of the Directors.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the board comprises independent directors. For Large Companies, the board comprises a majority independent directors.

Application	:	Applied	
Explanation on application of the practice	:	Majority of the Board members consist of independent directors.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the board as a non-independent director.

If the board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Applied
Explanation on application of the practice	:	<p>Under the Company's Board Charter, the tenure of service of independent directors is capped at the maximum limit of nine (9) years. An independent director who has served the Company for nine (9) years may only continue to serve in that capacity subject to Group Nominating/Remuneration Committee's recommendation and shareholders' approval.</p> <p>Presently, there are no independent directors serving beyond nine (9) years. Mr Lim Hun Soon @ David Lim, who was the independent director of the Company, retired as a director of the Company on 16 July 2021 and/or did not continue to serve on the Board as a non-independent director once he reached the term limit of nine (9) years.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 - Step Up

The board has a policy which limits the tenure of its independent directors to nine years without further extension.

Note: To qualify for adoption of this Step Up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Directors appointed should be able to devote the required time to serve the board effectively. The board should consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board promotes and welcomes diversity and gender mix in the Board and senior management. The Group Nominating/Remuneration Committee (“NRC”) responsible for identifying and nominating suitable candidates for appointment to the Board for approval, either to fill vacancies or as addition to meet the changing needs of the Board. The Group NRC will follow the nomination process to undertake a thorough and comprehensive evaluation of the candidate. It also considers the Group’s business and matches the capabilities and contribution expected for a particular appointment. In addition, the Fit and Proper Policy also outlines the criteria for assessment of the suitability of the candidate for appointment. Directors appointed were able to devote the required time to serve the Board.</p> <p>The Group NRC also oversees the succession planning of key senior management with a view to build and maintain senior leadership bench strength. Diversity at key senior management level is also taken into consideration.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the board does not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	The Group Nominating/Remuneration Committee (“NRC”) is responsible for identifying and nominating suitable candidates for appointments to the Board for approval, either to fill vacancies or as addition to meet the changing needs of the Company. In identifying candidates for appointment of directors, the Group NRC does engage organisations such as Institute of Corporate Directors Malaysia (“ICDM”) (formerly known as MINDA) and recruitment firms. For the year 2021, there were no new directors appointed to the Board.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the listed company as a whole. The board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The revision of the Malaysian Code on Corporate Governance to include this practice coincided with the release of the Notice of Forty-Fifth (45 th) Annual General Meeting of the Company, hence there was a departure on this practice for the year 2021.	
		Information to aid shareholders in deciding the re-appointment of Dato' Dr Zaha Rina binti Zahari and Mr Matthew Edward Lawrence who are both presenting themselves for re-election at the Annual General Meeting to be held in 2022 as well as the statement as to whether the Board support the re-appointment of the two (2) directors will be included in the Notice of Annual General Meeting.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	The Group Nominating/Remuneration Committee is chaired by Dato' Dr Zaha Rina Binti Zahari, who is an independent non-executive director of the Company.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The board comprises at least 30% women directors.

Application	:	Applied																	
Explanation on application of the practice	:	<p>The Board comprises at least 30% women directors.</p> <p>Board Composition:</p> <table border="1"><thead><tr><th colspan="2">From 1 January 2021 to 16 July 2021</th></tr></thead><tbody><tr><td>Dato' Dr. Zaha Rina binti Zahari</td><td rowspan="6">50% Female 50% Male</td></tr><tr><td>Mrs. Vijayam A/P Nadarajah</td></tr><tr><td>Ms. Vibha Hamsi Coburn</td></tr><tr><td>Mr. Renzo Christopher Viegas</td></tr><tr><td>Mr. Lim Hun Soon @ David Lim</td></tr><tr><td>Mr. Matthew Edward Lawrence</td></tr><tr><th colspan="2">From 17 July 2021 to 31 December 2021</th></tr><tr><td>Dato' Dr. Zaha Rina binti Zahari</td><td rowspan="5">60% Female 40% Male</td></tr><tr><td>Mrs. Vijayam A/P Nadarajah</td></tr><tr><td>Ms. Vibha Hamsi Coburn</td></tr><tr><td>Mr. Renzo Christopher Viegas</td></tr><tr><td>Mr. Matthew Edward Lawrence</td></tr></tbody></table>	From 1 January 2021 to 16 July 2021		Dato' Dr. Zaha Rina binti Zahari	50% Female 50% Male	Mrs. Vijayam A/P Nadarajah	Ms. Vibha Hamsi Coburn	Mr. Renzo Christopher Viegas	Mr. Lim Hun Soon @ David Lim	Mr. Matthew Edward Lawrence	From 17 July 2021 to 31 December 2021		Dato' Dr. Zaha Rina binti Zahari	60% Female 40% Male	Mrs. Vijayam A/P Nadarajah	Ms. Vibha Hamsi Coburn	Mr. Renzo Christopher Viegas	Mr. Matthew Edward Lawrence
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Mr. Renzo Christopher Viegas																			
Mr. Lim Hun Soon @ David Lim																			
Mr. Matthew Edward Lawrence																			
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Ms. Vibha Hamsi Coburn																			
Mr. Renzo Christopher Viegas																			
Mr. Matthew Edward Lawrence																			
Explanation for departure	:																		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>																			
Measure	:																		
Timeframe	:																		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The board discloses in its annual report the company's policy on gender diversity for the board and senior management.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The revision of the Malaysian Code on Corporate Governance to include this practice coincided with the release of the Notice of Forty-Fifth (45 th) Annual General Meeting of the Company, hence there was a departure on this practice for the year 2021.	
		Under the current practice, candidates are considered based on merit, having regard to those competencies, expertise, skills, background and other qualities identified from time to time as being important in fostering a diverse and inclusive culture which solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. Due consideration will also be given to characteristics, such as gender, age, ethnicity and disability contribute to diversity.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

Practice 6.1

The board should undertake a formal and objective annual evaluation to determine the effectiveness of the board, its committees and each individual director. The board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence board composition.

For Large Companies, the board engages an independent expert at least every three years, to facilitate objective and candid board evaluation.

<i>Note: For a Large Company to qualify for adoption of this practice, it must undertake annual board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>	
Application	: Applied
Explanation on application of the practice	: The Board undertakes a formal and objective evaluation to determine the effectiveness of the Board, its committees, and directors annually. The Company engaged Institute of Corporate Directors Malaysia ("ICDM") to facilitate objective and candid board evaluation and the evaluation commenced in November 2021. The result of the assessment will be shared with the Chairman and/or Group Nominating/Remuneration Committee for deliberation and finalised in 2 nd quarter of 2022. The result will be used as a basis to work on areas which require improvements and to enhance the Board's effectiveness.
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Departure	
Explanation on application of the practice	:		
Explanation for departure	:	The Board has in place policies and procedures to determine the remuneration of directors and senior management that take into account the demands, complexities and performance of the Company as well as skills and experience required, and these are periodically reviewed.	
		An explanation on the principles and practice of remuneration is available on the Company's website, and the Board deems this explanation as sufficient for purposes of the disclosure.	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.	
Timeframe	:	Choose an item.	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied	
Explanation on application of the practice	:	The Group Nominating/Remuneration Committee ("NRC") implements the compensation policies and procedures of the staff; and the Board and reviews and recommends matters relating to the remuneration of Board and senior management. The Group NRC also has written terms of reference that deal with its authority and duties and these terms are published on the Company's website.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	The disclosure on named basis for the remuneration of individual directors and breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments is made in the Manulife Holdings Berhad's Annual Report. The details of the remuneration of the directors for the financial year ended 31 December 2021 is set out in the table below.

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Dato' Dr. Zaha Rina Binti Zahari	Independent Director	123	-	-	-	-	-	123	185	-	-	-	-	-	185
2	Ms. Vibha Hamsi Coburn	Executive Director	-	-	580	241	-	62	883	-	-	2901	1207	-	311	4419
3	Mrs. Vijayam A/P Nadarajah	Independent Director	82	-	-	-	-	-	82	171	-	-	-	-	-	171
4	Mr. Matthew Edward Lawrence	Non-Executive Non-Independent Director	74	-	-	-	-	-	74	74	-	-	-	-	-	74
5	Mr. Renzo Christopher Viegas	Independent Director	81	-	-	-	-	-	81	168	-	-	-	-	-	168
6	Mr. Lim Hun Soon @ David Lim (retired on 16 July 2021)	Independent Director	45	-	-	-	-	-	45	93	-	-	-	-	-	93
7	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
8	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
9	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
10	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
11	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
12	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
13	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
14	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

15	Input info here	Choose an item.	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
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Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000.

Application	:	Departure
Explanation on application of the practice	:	
Explanation for departure	:	<p>The Board is of the opinion that such disclosure would be disadvantageous to the Group's business interests, given the highly competitive conditions in the financial services industry.</p> <p>There is at present an internal process to ensure that the remuneration of the senior management commensurate with the performance of the Company. The performances of key senior management are evaluated on an annual basis and measured against the targets set for the year.</p> <p>In summary, pay for performance is at the core of the Company's approach to senior management's compensation. Compensation is tied to the achievement of the short, medium and long-term goals of the Company, hence most of what senior management earn is variable and not guaranteed. In other words, senior management earn more when performance is strong, and less when performance is not strong. The Board also has the discretion to adjust incentive pay-outs to reflect business performance.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	Please explain the measure(s) the company has taken or intend to take to adopt the practice.
Timeframe	:	Choose an item.

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
2	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
3	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
4	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.
5	Input info here	Input info here	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.	Choose an item.

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 - Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	

No	Name	Position	Company ('000)					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
2	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
3	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
4	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here
5	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here	Input info here

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the board.

Application	:	Applied	
Explanation on application of the practice	:	The Group Audit Committee ("AC") is chaired by Mr Renzo Christopher Viegas. The Chairman of Group AC is not the Chairman of the Board to ensure the overall effectiveness and independence of the Committee.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee’s findings and recommendations. The company’s financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied	
Explanation on application of the practice	:	<p>Group Audit Committee (“AC”) Terms of Reference, which was approved on 29 November 2021, clearly stated that no former partner of the external auditor of the Company will be appointed as a member of the Group Audit Committee before observing a cooling-off period of at least three (3) years.</p> <p>None of the members of Group AC were former partner of the external audit firm of the Company.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group Audit Committee ("AC") applies the best practice of ensuring a full assessment to ensure the suitability, objectivity and independence of the external auditor in recommending the appointment or reappointment of the external auditors to the Board.</p> <p>In relation to the re-appointment of Messrs. Ernst & Young PLT ("EY") as the Company's External Auditors for the financial year ending 31 December 2021, the Board had at its meeting on 25 February 2022, concurred with the Group AC's recommendation for EY to be re-appointed as the Company's External Auditors after having been satisfied with the outcome of the assessment conducted on EY's performance and independence.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.
The company's financial statement is a reliable source of information.

Practice 9.4 - Step Up

The Audit Committee should comprise solely of Independent Directors.

Application :	Not Adopted
Explanation on adoption of the practice :	

Intended Outcome

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>The Group Audit Committee ("AC") members possess a wide range of skills, and they are financially literate and able to understand matters within the purview of the Group AC including the financial process. All Group AC members are aware of the need to continuously develop and increase their knowledge in the area of accounting and auditing standards. In addition, Management also ensures the Group AC receives adequate updates on the changes of the relevant developments in accounting and auditing standards, practices and rules.</p> <p>The Group AC is chaired by Mr Renzo Christopher Viegas since 16 July 2021. He is a Chartered Accountant and a Fellow Member of the Institute of Chartered Accountants of India. Mrs Vijayam A/P Nadarajah, a member of Group AC, is a Fellow Member of CPA Australia, a Chartered Accountant under the Malaysian Institute of Accountants and a Fellow Member of the Institute of Internal Auditors Malaysia. The last member of Group AC, Mr Matthew Lawrence is a member and Fellow of the Institute of Chartered Accountants in England and Wales.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	

Timeframe	:		
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Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company’s objectives is mitigated and managed.

Practice 10.1

The board should establish an effective risk management and internal control framework.

Application	:	Applied	
Explanation on application of the practice	:	The Board of Directors affirms the establishment of the Company and its subsidiaries’ system of internal controls and risk management practices. The Company has in place the necessary process to identify, evaluate and manage significant risks that may impact the business objectives of the Company. The Board is assisted by the Group Audit Committee and Group Risk Management Committee in overseeing the adequacy and effectiveness of the Company’s risk management and internal control processes.	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The disclosure of the features of the Company and its subsidiaries' system of internal controls and risk management framework is made in its Annual Report, and the Group Risk Management Committee is satisfied on the adequacy and effectiveness of the framework and regularly reviews the adequacy and integrity of these systems.</p> <p>The Statement on Risk Management and Internal Controls ("SORMIC") which provides an overview of the state of internal control within the Company is set out in the Company's 2021 Annual Report.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 - Step Up

The board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>The majority of the members of Group Risk Management Committee are independent non-executive directors ("INEDs"). The members are as follows:</p> <ol style="list-style-type: none">1. Mrs Vijayam A/P Nadarajah, Chairman, INED;2. Mr Renzo Christopher Viegas, Member, INED; and3. Mr Matthew Edward Lawrence, Member, non-independent non-executive director.

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>The internal audit function is performed by an Internal Audit Department (“IAD”). IAD reports directly to the Group Audit Committee (“AC”) on the assessment of adequacy and effectiveness of the Company’s governance, risk and management and internal control processes. Head of IAD has full access to the Group AC Chairman.</p> <p>The Group AC reviews the quarterly Audit Report presented by the IAD during the Group AC meeting. The report includes highlights of the key audit activities and issues, the status of audits and updates on progress of the annual audit plan.</p> <p>Annually, the Group AC also reviews and approves the annual audit plan and budget, revision to audit charter, performance appraisal of the Head of IAD and assessment of the effectiveness of the entire IAD to ensure that the function is properly discharged.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied	
Explanation on application of the practice	:	<p>The Board affirms and has made the following disclosures in its Group Audit Committee Report:</p> <ul style="list-style-type: none"> • that the internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence; • the number of resources in the internal audit department; • name and qualification of the person responsible for internal audit; and • that the internal audit function is carried out in accordance with a recognised framework. 	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board recognises the importance of effective, transparent and regular communication with its stakeholders and will continue to improve on more effective, transparent and regular communication with all stakeholders. The Company is committed to maintaining high standards in the dissemination of relevant and material information on the Company in order to maintain effective, clear, timely and continuing disclosure of information. The Company communicates with its shareholders mainly through publication of an annual report and quarterly financial results, announcements and disclosures to Bursa Malaysia Securities Berhad, and press release. The Company also conducts briefing for fund managers and analysts from time to time to update them on the Company's progress towards meetings its business objective.</p> <p>Annual Report The Annual Report is one of the major channels of communication; it contains information on the Company's performance, operations as well as activities undertaken by the Company. Given the annual report is one of the key sources of information for the shareholder, great emphasis has been placed to ensure the contents of the annual report is accurate. Shareholders have access to the annual report and may also request for a hard copy if they wish to. The Company's 2021 Annual Report is published on its website at www.manulife.com.my.</p> <p>Announcements and Disclosures to Bursa Securities Announcement of quarterly financial results, circulars and various announcements are in compliance with the regulator's disclosure requirements. The same is also made available on the Company's website.</p> <p>Press Release Press releases on all significant corporate developments and business initiatives on the Company's website under Newsroom to keep shareholders updated on the Company developments.</p> <p>Annual General Meeting</p>

	<p>The Annual General Meeting (“AGM”) provides a forum for dialogue and interaction between the Board and shareholders. At the AGM, a brief overview of the Company’s annual operating and financial performance, followed by a question-and-answer sessions where shareholders are given opportunity to participate, clarify and/or question the Company’s strategic direction, business operations, performance and proposed resolutions. The Chairman, and the other members of the Board together with the Management and the Company’s external auditors are available to respond to queries from shareholders at the AGM. Shareholders may also forward any queries to the Company at any time throughout the year through the contact information on the Company’s website under Investor Relations.</p>	
<p>Explanation for departure</p>	<p>:</p>	
<p><i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i></p>		
<p>Measure</p>	<p>:</p>	
<p>Timeframe</p>	<p>:</p>	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other’s objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognised framework.

Application	:	Not applicable – Not a Large Company	
Explanation on application of the practice	:		
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company dispatches the Notice of its Annual General Meeting (“AGM”) to the shareholders at least twenty-eight (28) days before the AGM. The notice of AGM is also published in New Straits Time, a nationally circulated newspaper and on the Company’s website at www.manulife.com.my.</p> <p>The Notice of its 45th AGM meeting held on 4 June 2021 was issued on 28 April 2021. All relevant information relevant to the resolution proposed for shareholder’s’ approval has been included in the notice to enable shareholders make informed decisions in exercising their voting rights.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied	
Explanation on application of the practice	:	<p>All directors including the members of the Group Audit Committee, Group Nominating/Remuneration Committee and Group Risk Management Committee attended and participated in the 45th Annual General Meeting held on 4 June 2021. The AGM was also attended by the senior management of the Company. The presence of all directors provided opportunities for the shareholders/proxies to engage with each director and also allowed the shareholders/proxies to raise questions and concerns directly to those responsible.</p> <p>The proceedings of the AGM are recorded in minutes of the meeting and disclosed on the Company's website at www.manulife.com.my.</p>	
Explanation for departure	:		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company had leverage on technology to facilitate electronic voting and remote participation on its Forty-Fifth (45th) Annual General Meeting held on 4 June 2021. The AGM was conducted via live stream webcast and online remote voting using the remote participation and electronic voting facilities.</p> <p>The entire AGM proceedings and poll voting were conducted entirely through Securities Services e-Portal. The Administrative Guide with detailed registration and voting procedures were shared with the shareholders and the same were also published on the Company's website.</p>
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the board should ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>	
Application	: Applied
Explanation on application of the practice	: The Company's annual general meeting ("AGM") acts as a principal forum for dialogue with the shareholders and represents the primary platform for direct interaction between the Company and its shareholders. At the AGM, a brief overview of the Company's annual operating and financial performance, followed by a question-and-answer sessions where shareholders are given opportunity to participate, clarify and/or question the Company's strategic direction, business operations, performance and proposed resolutions. The Chairman, and the other members of the Board together with the Management and the Company's external auditors are available to respond to queries from shareholders at the AGM. The proceedings of the AGM are recorded in minutes of the meeting and disclosed on the website of the Company, www.manulife.com.my .
Explanation for departure	:
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.</i>	
Application :	Applied
Explanation on application of the practice :	The Securities Commission of Malaysia had stipulated that shareholders and proxies could rely on real time submission of typed texts to exercise their rights to speak or communicate in a virtual meeting. During the Forty-Fifth (45 th) Annual General Meeting of the Company (“AGM”), shareholders and proxies were invited to submit their questions relating to the agenda items via the text box below the live stream player within the same e-portal page – the shareholders and proxies were able to submit their questions electronically through the platform before and during the AGM. Once transmitted, the question(s) were read and then answered accordingly. The Company endeavoured to answer all questions asked. However, where the questions were repetitive or there are areas of overlap in the scope of the questions asked, the Company provided reply once only. The Company’s response to those unattended questions and/or remarks after the AGM was published on the Company’s website. The entire AGM proceedings and poll voting were conducted entirely through Securities Services e-Portal, which was the same portal use the year before.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

Intended Outcome

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>	
Application :	Applied
Explanation on application of the practice :	Minutes of the general meeting was published on our website at www.manulife.com.my within 30 business days after the general meeting.
Explanation for departure :	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure :	
Timeframe :	

**SECTION B – DISCLOSURES ON CORPORATE GOVERNANCE PRACTICES PURSUANT
CORPORATE GOVERNANCE GUIDELINES ISSUED BY BANK NEGARA MALAYSIA**

Disclosures in this section are pursuant to Appendix 4 (Corporate Governance Disclosures) of the Corporate Governance Guidelines issued by Bank Negara Malaysia. This section is only applicable for financial institutions or any other institutions that are listed on the Exchange that are required to comply with the above Guidelines.

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