

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth Annual General Meeting of Manulife Holdings Berhad (“**Manulife**” or “**the Company**”) will be held on a virtual basis at the Broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Friday, 10 June 2022 at 2:30 p.m. for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon.
2. To approve the declaration of a First and Final Single-Tier Dividend of 7.0 sen per share for the financial year ended 31 December 2021. **(Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Clause 123 of the Company’s Constitution:
 - (a) Dato’ Dr. Zaha Rina Binti Zahari; and **(Resolution 2)**
 - (b) Mr. Matthew Edward Lawrence. **(Resolution 3)**
4. To approve the additional payment of Directors’ fees for the period from 1 January 2022 until 10 June 2022, to the following Directors in view of the increase of Directors’ fees with effect from 1 January 2022:
 - (a) Dato’ Dr. Zaha Rina Binti Zahari, Independent Non-Executive Chairman, of RM667.58; **(Resolution 4)**
 - (b) Mrs. Vijayam A/P Nadarajah, Independent Non-Executive Director, of RM4,029.08; and **(Resolution 5)**
 - (c) Mr. Renzo Christopher Viegas, Independent Non-Executive Director, of RM4,029.08. **(Resolution 6)**
5. To approve the payment of Directors’ fees from 11 June 2022 until the next Annual General Meeting of the Company to be held in year 2023, payable quarterly in arrears after each quarter of completed service of the Directors of the Company to the following Directors:
 - (a) Dato’ Dr. Zaha Rina Binti Zahari, Independent Non-Executive Chairman; **(Resolution 7)**
 - (b) Mrs. Vijayam A/P Nadarajah, Independent Non-Executive Director; **(Resolution 8)**
 - (c) Mr. Renzo Christopher Viegas, Independent Non-Executive Director; **(Resolution 9)**
 - (d) Mr. Matthew Edward Lawrence, Non-Independent Non-Executive Director; and **(Resolution 10)**
 - (e) such person(s) to be appointed as Non-Executive Director(s) of the Company, **(Resolution 11)**

based on the amount as stated under explanatory note no. 3 of the Notice of Meeting.
6. To approve the payment of Directors’ benefits of up to an amount of RM100,000.00 from 11 June 2022 until the next Annual General Meeting of the Company to be held in year 2023. **(Resolution 12)**
7. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 13)**

AS SPECIAL BUSINESS

8. To consider and if thought fit, with or without modifications, to pass the following resolutions:
 - (a) **ORDINARY RESOLUTION 1** **(Resolution 14)**
 - **AUTHORITY TO ISSUE SHARES**

“**THAT** subject always to the Companies Act 2016 (“**the Act**”), the Company’s Constitution and approvals from Bursa Malaysia Securities Berhad (“**Bursa Malaysia Securities**”) and any other governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price to such persons and upon such terms and conditions, for such purposes as the Directors of the Company may in their absolute discretion deem fit, provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2022 (pursuant to the extension of enhanced general mandate announced by Bursa Malaysia Securities on 23 December 2021) (“**20% General Mandate**”) on the basis that the Company has not utilised for the 20% General Mandate approved by the shareholders at the Annual General Meeting (“**AGM**”) held on 4 June 2021 for issuance of new securities and thereafter, ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of Bursa Malaysia Securities’ Main Market Listing Requirements to be utilised before the conclusion of the first AGM of the Company following the general meeting at which such approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities.”

(b) **ORDINARY RESOLUTION 2**

(Resolution 15)

- **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT subject always to the provisions of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, a renewal of existing shareholders' mandate be and is hereby granted to Manulife Holdings Berhad and its subsidiary companies to enter into the recurrent related party transactions of a revenue or trading nature ("**Recurrent Related Party Transactions**") as described in the circular to shareholders dated 29 April 2022 with the related parties mentioned therein **PROVIDED THAT**:

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and
- (ii) disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- (a) the conclusion of the first Annual General Meeting ("**AGM**") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT, the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

(c) **ORDINARY RESOLUTION 3**

(Resolution 16)

- **PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT subject always to the provisions of Bursa Malaysia Securities Berhad's Main Market Listing Requirements, a shareholders' mandate be and is hereby granted to Manulife Holdings Berhad and its subsidiary companies to enter into the recurrent related party transactions of a revenue or trading nature ("**Recurrent Related Party Transactions**") as described in the circular to shareholders dated 29 April 2022 with the related parties mentioned therein **PROVIDED THAT**:

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public; and
- (ii) disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- (a) the conclusion of the first Annual General Meeting ("**AGM**") of the Company following the general meeting, at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") [but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act]; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting; whichever is the earlier;

AND THAT, the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."

(d) **ORDINARY RESOLUTION 4**

(Resolution 17)

- **PROPOSED RENEWAL OF AUTHORITY TO ALLOT AND ISSUE NEW ORDINARY SHARES IN MANULIFE HOLDINGS BERHAD ("MANULIFE" OR "THE COMPANY") ("MANULIFE SHARES"), FOR THE PURPOSE OF THE DIVIDEND REINVESTMENT PLAN ("DRP") OF MANULIFE WHICH WILL PROVIDE THE SHAREHOLDERS OF MANULIFE WITH THE OPTION TO ELECT TO REINVEST THEIR DIVIDENDS IN NEW MANULIFE SHARES ("PROPOSED RENEWAL OF DRP AUTHORITY")**

"THAT pursuant to the DRP as approved by the shareholders at the Extraordinary General Meeting of the Company held on 26 June 2020 and renewed at the Annual General Meeting of the Company held on 4 June 2021, and subject to the approval of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Directors of the Company to allot and issue such number of new Manulife Shares from time to time as may be required to be allotted and issued pursuant to the DRP ("**New Shares**") until the next Annual General Meeting of the Company, upon such terms and conditions and to such persons as the Directors of the Company may, in their absolute discretion, deem fit and in the best interest of the Company;

THAT the issue price of the New Shares, which will be determined and fixed by the Board of Directors on the price-fixing date to be determined, shall not be at more than ten per centum (10%) discount to the five (5)-day volume weighted average market price ("**VWAP**") of Manulife Shares immediately preceding the price-fixing date, of which the VWAP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the issuance of New Shares pursuant to the DRP, with full power to assent to any conditions, modifications, variations and/or amendments including amendments, modifications, suspension and termination of the DRP as the Directors of the Company may, in their absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any other relevant authorities.”

9. To transact any other ordinary business for which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)

CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)

Company Secretaries

Kuala Lumpur

Dated: 29 April 2022

NOTES:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 June 2022 shall be eligible to attend the Meeting.
2. Pursuant to Clauses 96(b) and (c) of the Company's Constitution, a member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company and a member entitled to attend and vote at the Meeting may appoint any person to be his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.

As guided by the Securities Commission Malaysia's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent amendments, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshsb.com.my during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board of Directors ("**Board**")/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting.

4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Appointment of proxy and registration for remote participation and voting

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://sshsb.net.my/>. The lodging of the proxy form will not preclude you from attending and voting at the Meeting should you subsequently wish to do so provided a notice of termination of authority to act as proxy is given to the Company and deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the Meeting or any adjournment thereof. The notice of termination of authority to act as proxy may also be submitted via email to eservices@sshsb.com.my. All resolutions set out in this notice of meeting are to be voted by poll.

Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshsb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Virtual General Meeting for further details.

The Administrative Guide on the Conduct of a Virtual General Meeting is available for download at www.manulife.com.my.

EXPLANATORY NOTE ON DIVIDEND PAYMENT

Dividend declaration may be limited in the event the Company's wholly-owned subsidiary, Manulife Insurance Berhad is unable to meet its Internal Capital Adequacy Ratio target set pursuant to regulatory requirements.

EXPLANATORY NOTES

(1) RESOLUTIONS 2 TO 3 – RE-ELECTION OF DIRECTORS WHO RETIRE BY ROTATION PURSUANT TO CLAUSE 123 OF THE COMPANY'S CONSTITUTION:

Pursuant to Clause 123 of the Company's Constitution, one-third (1/3) of the Directors [or if the number is not a multiple of three (3), the number nearest to one-third (1/3)] at the time being of whom have been longest in office shall retire from office by rotation at the Annual General Meeting of the Company and be eligible for re-election.

The Board considered that the performance of Dato' Dr. Zaha Rina Binti Zahari and Mr. Matthew Edward Lawrence (each referred to as "**retiring Director**") to be effective. Both retiring Directors were able to meet the Board's expectation in terms of experience, expertise, integrity, competency, participation and contribution. Each retiring Director demonstrates commitment to the role and has sufficient time to meet his/her commitment to the Company. Both retiring Directors have also provided their declaration of fitness and propriety in February 2022. These two (2) retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the Board and Group Nominating/Remuneration Committee meetings.

The Board is in support of re-appointment of both retiring Directors. Below outlines the reasons why each retiring Director provides valuable contribution to the Board:

Resolution 2 – Re-election of Dato’ Dr. Zaha Rina Binti Zahari

Dato’ Dr. Zaha Rina Binti Zahari joined the Company in year 2013 and has over twenty-six (26) years of experience in the financial, commodities and securities industry, and the development of the Malaysian Capital Market. During the course of the year, she has demonstrated both the leadership and skills required of a Board Chairman.

Resolution 3 – Re-election of Mr. Matthew Edward Lawrence

Mr. Matthew Edward Lawrence joined the Company in year 2020 and has over twenty (20) years of experience in the insurance industry, holding leadership roles in both the corporate and professional services fields that span across North America, Europe and Asia. His extensive experience and knowledge of the operations of Manulife continues to be valuable to the Company.

(2) RESOLUTIONS 4 TO 6 – DIRECTORS’ FEES

The additional payment of Directors’ fees for the period from 1 January 2022 until 10 June 2022 is due to the increase of Directors’ fees with effect from 1 January 2022 after taking into consideration the increased demand, time commitments and market competitiveness, as follows:

Independent Non-Executive Chairman	: Additional RM375.00 per quarter
Independent Non-Executive Director	: Additional RM2,263.25 per quarter

(3) RESOLUTIONS 7 TO 11 – DIRECTORS’ FEES

The payment of Directors’ fees shall be payable quarterly in arrears after each quarter of completed service of the Directors of the Company as follows:

Independent Non-Executive Chairman of the Board	: RM30,062.50 per quarter*^
Each Independent Non-Executive Director	: RM21,875.00 per quarter*^
Each Non-Independent Non-Executive Director	: RM18,375.00 per quarter

Notes:

- * excluding additional fees payable to the Independent Non-Executive Chairman of the Board and the Independent Non-Executive Directors for attending the Board Strategy Day meeting at RM5,000.00 per meeting.
- ^ excluding additional fees payable to the Independent Non-Executive Chairman of the Board and/or Independent Non-Executive Directors for assuming the role of Chairman of Group Audit Committee/Group Nominating and Remuneration Committee/Group Risk Management Committee at RM1,000.00 per quarter.

(4) RESOLUTION 14 – AUTHORITY TO ISSUE SHARES

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Companies Act 2016 at the Forty-Sixth Annual General Meeting of the Company. The Company had been granted a general mandate by its shareholders at the Forty-Fifth Annual General Meeting of the Company held on 4 June 2021 (hereinafter referred to as the “**Previous Mandate**”).

The Previous Mandate granted by the shareholders had not been utilised and hence, no proceed was raised therefrom.

As part of the initiative from Bursa Malaysia Securities Berhad (“**Bursa Malaysia Securities**”) to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Malaysia Securities’ rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic and the Movement Control Order imposed by the Government, Bursa Malaysia Securities had on 16 April 2020 introduced the twenty per centum (20%) general mandate as an interim relief measure to allow a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for issue of securities (“**20% General Mandate**”). The 20% General Mandate may be utilised to issue new securities until 31 December 2021, and thereafter, the ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Main Market Listing Requirements of Bursa Malaysia Securities shall apply (“**10% General Mandate**”). The 20% General Mandate and 10% General Mandate are sought to provide flexibility to the Company for allotment of shares without convening a general meeting, which may be both time and cost-consuming, if the need arises.

Bursa Malaysia Securities had on 23 December 2021 resolved to extend the implementation period of the 20% General Mandate as part of their continuous support and assistance to listed issuers in these trying and challenging times amid the COVID-19 pandemic.

The Board, having considered the current and prospective financial position, and future financial needs of the Group, is of the opinion that the increase in general mandate limit for new issue of shares of up to twenty per centum (20%) is in the best interest of the Company and its shareholders. These 20% General Mandate and 10% General Mandate would provide the Company with additional fundraising flexibility to undertake fundraising activities in an expeditious and efficient manner. The funds raised may be used for the purpose of funding investment(s), working capital and/or acquisitions(s).

(5) RESOLUTIONS 15 AND 16 – PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RECURRENT RELATED PARTY TRANSACTIONS”)

The proposed adoption of Resolutions 15 and 16 are to renew the shareholders’ mandate for Recurrent Related Party Transactions granted by the shareholders of the Company at the Forty-Fifth Annual General Meeting of the Company held on 4 June 2021 (“**Renewal of Shareholders’ Mandate**”) and to obtain new shareholders’ mandate for Recurrent Related Party Transactions (“**New Shareholders’ Mandate**”), respectively. Both Renewal of Shareholders’ Mandate and New Shareholders’ Mandate will enable the Company and its subsidiary companies (“**the Group**”) to enter into the Recurrent Related Party Transactions which are necessary for the Group’s day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

(6) RESOLUTION 17 - PROPOSED RENEWAL OF DRP AUTHORITY

The proposed Resolution 17, if approved, will give authority to the Board to allot and issue new Manulife Shares under the DRP, until the conclusion of the next Annual General Meeting of the Company. A renewal of this authority will be sought at subsequent Annual General Meetings of the Company on an annual basis, where applicable.

PROXY FORM

I/We (full name in block letters), _____

bearing NRIC/Passport/Registration No. _____ email: _____

contact no. _____

of (full address) _____

being a member/members of the abovenamed Company, hereby appoint:-

First Proxy "A"

Full Name (in Block)	NRIC/ Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address	Email		
	Contact No.		

*and/or

*Second Proxy "B"

Full Name (in Block)	NRIC/ Passport No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address	Email		
	Contact No.		

or failing *him/her, THE CHAIRMAN OF THE MEETING as *my/our proxy to attend and vote for *me/us and on *my/our behalf, at the Forty-Sixth Annual General Meeting of the Company to be held on a virtual basis at the Broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Friday, 10 June 2022 at 2:30 p.m. and at any and every adjournment thereof.

*My/Our proxy is to vote on the business before the Meeting as indicated below (if no indication is given *my/our proxy will vote or abstain from voting at his/her discretion):

Resolution No.	Resolutions	For	Against
1.	Declaration of a First and Final Single-Tier Dividend		
2.	Re-election of Dato' Dr. Zaha Rina Binti Zahari		
3.	Re-election of Mr. Matthew Edward Lawrence		
4.	Additional Director's fee for the period from 1 January 2022 until 10 June 2022 for Dato' Dr. Zaha Rina Binti Zahari		
5.	Additional Director's fee for the period from 1 January 2022 until 10 June 2022 for Mrs. Vijayam A/P Nadarajah		
6.	Additional Director's fee for the period from 1 January 2022 until 10 June 2022 for Mr. Renzo Christopher Viegas		
7.	Director's fee from 11 June 2022 until the next Annual General Meeting for Dato' Dr. Zaha Rina Binti Zahari		
8.	Director's fee from 11 June 2022 until the next Annual General Meeting for Mrs. Vijayam A/P Nadarajah		
9.	Director's fee from 11 June 2022 until the next Annual General Meeting for Mr. Renzo Christopher Viegas		
10.	Director's fee from 11 June 2022 until the next Annual General Meeting for Mr. Matthew Edward Lawrence		
11.	Director's fee from 11 June 2022 until the next Annual General Meeting for such person(s) to be appointed as Non-Executive Director(s) of the Company		
12.	Directors' benefits from 11 June 2022 until the next Annual General Meeting		
13.	Re-appointment of Auditors		
14.	Special Business – Ordinary Resolution 1		
15.	Special Business – Ordinary Resolution 2		
16.	Special Business – Ordinary Resolution 3		
17.	Special Business – Ordinary Resolution 4		

*strike out whichever not applicable

Dated this _____ day of _____ 2022

Number of Shares Held	CDS Account No.

Signature(s)/Seal of the Shareholder(s)

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Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 3 June 2022 shall be eligible to attend the Meeting.
2. Pursuant to Clauses 96(b) and (c) of the Company's Constitution, a member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company and a member entitled to attend and vote at the Meeting may appoint any person to be his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.

As guided by the Securities Commission Malaysia's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent amendments, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshsb.com.my during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board of Directors relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting.
4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.

5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. Appointment of proxy and registration for remote participation and voting

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Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://sshsb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting for further details.

The Administrative Guide on the Conduct of a Fully Virtual General Meeting is available for download at www.manulife.com.my.

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**AFFIX
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**THE SHARE REGISTRAR
MANULIFE HOLDINGS BERHAD 197501003360 (24851-H)**

c/o Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

Fold Here